

No. BC. 013/2022

March 25, 2022

Subject: Invitation to the 2022 Annual General Meeting of Shareholders

Attention: Shareholders

Humanica Public Company Limited

- Enclosures:
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on March 31, 2021
 2. The 2021 Annual Registration Statement/Annual Report (Form 56-1 One Report) in the form of QR Code
 3. Name list and profiles of the directors who are retiring by rotation and being nominated
 4. Details of independent directors (support the appointment of shareholders' proxy)
 5. Articles of Association of the Company in relation to the Shareholders' Meeting
 6. Proxy Form (Form A)
 8. Proxy Form (Form B)
 9. Proxy Form (Form C)
 10. Acceptance form for the invitation of online meeting (E-EGM)
 11. Rules for attending the shareholders' meeting via electronic media (E-EGM)

Following the Board of Directors Meeting No. 2/2022 of Humanica Public Company Limited (the "Company") held on February 24, 2022 has passed a resolution to approve the 2022 Annual General Meeting of Shareholders to be convened, which will be held on Thursday, March 31, 2022 at 10.30 hours on Electronic -Shareholder Meeting to consider the meeting agendas as follows:

Agenda 1 To acknowledge and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022

Facts and Rationales

The Extraordinary General Meeting of Shareholders No.1/2022 held on March 31, 2022 has considered matters in accordance with the regulations and laws. The Company has prepared and submitted the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022 (the "EGM") to the Stock Exchange of Thailand within 14 days from the date of the EGM as required by law and had also posted it on the Company's website at www.humanica.com for the shareholders to acknowledge and examine its accuracy within a reasonable period of time. Nobody raised any objection or requested an amendment to the Minutes. The Minutes are shown in Enclosure 1. Therefore, it was deemed appropriate to present the Minutes of the EGM to the 2022 AGM for acknowledgment.

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the Minutes of the EGM to the 2022 Annual General Meeting of Shareholders for certification as set out under Enclosure 1. The details of Minutes of the EGM recorded are true and complete. Further, it did not appear that there were shareholders, stakeholders, or other relevant persons objected, opposed, or refuted in any way since the disclosure of the said minute through the Company's website.

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 2021

Facts and Rationales

To comply with Section 113 of the Public Company Act B.E. 2535 (including its amendment) ("Public Company Act"), the Board of Director 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 has prepared the report and the overall performance of the Company and subsidiaries of the year 2021, details of which are true and complete in accordance with the criteria specified by the Public Company Act and regulations of the Securities and Exchange Commission. The Company, therefore, provided the overall performance of the Company and subsidiaries of the year 2021 in a QR Code Format and the invitation to the Annual General Meeting for the shareholders' consideration, as set out in Enclosure 2.

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the operating result of the Company and subsidiaries for the year 2021 to the Meeting of Shareholders for acknowledgement without resolution.

Votes for Approval

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

Agenda 3 To consider and approve the Financial Statement and Consolidated Financial Statements for the year ended December 31, 2021 of the Company and subsidiaries which have been considered by the Audit Committee and audited by the certified auditor of the Company

Facts and Rationales

To comply with section 112 of the Public Company Act and Clause 55 of the Company's Article of Association, the Board of Directors is required to arrange to have the balance sheet at the end of the Company's fiscal year (ended December 31 of every years) and proposed to shareholders at the Annual General Meeting of Shareholders for further consideration and approval. The Company proposed the Financial Statement and Consolidated Financial Statements for the year ended December 31, 2021 of the Company and subsidiaries which have been considered by the Audit Committee and audited by the certified auditor to the Annual General Meeting of Shareholders for consideration as set out in Enclosure 2, with the essential details as follows:

Items in Consolidated Financial Statements	Accounting period ended December 31	
	2020	2021
Total Assets (Million Baht)	1,591.66	1,770.01
Total Debt (Million Baht)	324.80	332.39
Shareholders' Equity (Million Baht)	1,266.80	1,437.62
Total Revenue (Million Baht)	740.34	770.49
Net Profit (Million Baht)	164.86	165.34
Earnings per Share (Baht/Share)	0.24	0.25

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to consider and approve the Financial Statement and Consolidated Financial Statements for the year ended December 31, 2021 of the Company and subsidiaries which have been considered by the Audit Committee and the Board of Directors of its correctness.

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 4 To consider and approve the allocation of profits for the year 2021 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 as appeared in the Separate Financial Statements 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 2021, the Company paid an interim dividend on September 8, 2021 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, 2021 – December 31, 2021 calculated at Baht 0.10 per share in the amount of Baht 68,000,000 or in the total amount of Baht 108,800,000 annually, calculated at Baht 0.16 per share annually, or 59.0 percent of the profit of the year. Comparison of the dividend payment with the preceding year is as follows:

	2020	2021
Separate net profit (Baht)	130,496,581	184,437,707
Earnings per share**	0.19	0.27
- Interim dividends	0.06	0.06
- Annual dividends	0.08*	0.10*
Total dividends (Baht)	95,200,000	108,800,000

Proportion of dividend payment (including interim dividends)	73.0 percent	59.0 percent
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** If it is approved by the shareholders at the 2022 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 2022 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 May 6, 2022 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 May 24, 2022.

Opinion of the Board of Directors

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

1. Acknowledgement of interim dividend payment on September 8, 2021 at the rate of Baht 0.06 per share, and consideration of dividend payment from the result of the operation and the net profit from July 1, 2021 – December 31, 2021 calculated at Baht 0.10 per shares. The dividend payment shall be paid on May 24, 2022 and the list of shareholders who are entitled to receive the dividend is determined on May 6, 2022 (Record Date);
2. Allocation of the net profits to be the legal reserve for the year 2021 in the amount of Baht 500,000, equivalent to 0.03 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 34,500,000 or 10.0 percent of its registered capital.

The Company will deduct withholding tax for income from receiving dividend at the rate prescribed by law.

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 election of directors in replacement of the directors who are retiring by rotation

Facts and Rationales

For the compliance with the Public Company Act and Clause 16 of the Company's Article of Association, 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 closest to one-third (1/3) shall retire. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. A director who vacates office under this section may be re-elected. In this 2022 Annual General Meeting of Shareholders, the directors who are retiring by rotation shall be the following 3 directors

- | | | | |
|-----|---------------|-----------|---|
| (1) | Mr. Patai | Padungtin | Independent Director |
| (2) | Ms. Piayaporn | Phanachat | Member of Audit Committee and
Independent Director |

Additionally, to comply with the policy to promote good governance and demonstrate the fair and equitable treatment of all shareholders, the Company offered the shareholders right to nominate the person with suitable qualifications to be considered and elected as the director in advance from March 16 to 25, 2022 by publicizing for the shareholders' acknowledgement through the Company's website, www.humanica.com. Upon the lapse of such period, it appeared that no shareholder has nominated any person to be considered and elected as the director.

In this regard, the Nomination and Remuneration Committee who have nothing at stake considered the suitability of the Board of Directors for the year 2022 with the benefit of the Company's operation, the qualifications, knowledge and experience of such three retiring directors in various prospects, and 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 2 directors who shall be retired by rotation to resume their position for another term. With regard to Mr. Patai Padungtin and Ms. Piayaporn Phanachat, 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 3.

Opinion of the Board of Directors

The Board of Directors who have nothing at stake considered the consideration process of the Nomination and Remuneration Committee regarding the policy of recruiting directors and opined that the retiring directors are the persons with the qualifications as stipulated by the law and with knowledges, competencies, experience in various fields related to the operation which will be useful and help support the business of the Company. For independent directors, they also meet the requirements of the Capital Market Supervisory Board and The Good Corporate Governance Principles. It is therefore deemed appropriate to propose to the Meeting of Shareholders to re-elect (1) Mr. Patai Padungtin; and (2) Ms. Piayaporn Phanachat; to resume 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. For the compliance with good governance of the company regarding the election of directors, this matter will be proposed to the Meeting of Shareholders for consideration in electing the directors individually.

Agenda 6 To consider and approve the directors' remuneration for the year 2022

Fact and Rationale

In order to comply with Section 90 of the Public Company Act which dictates that the payment of remuneration for directors shall be in accordance with the resolution of the shareholders' meeting which consisted of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

The Company sets the criteria and procedures for determining the remuneration of directors. The Nomination and Remuneration Committee will consider the directors' remuneration annually and present to the Board of Directors to consider and propose to the shareholders' meeting for further consideration.

The Nomination and Remuneration Committee considered the determination of remuneration of the directors and the sub-committee for the year 2022 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 and agreed to propose the directors' remuneration for the year 2022 as follows:

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

Position	Year 2021 Meeting Allowance (Baht/Person/Time)	Year 2022 (Proposed Year) Meeting Allowance (Baht/Person/Time)
Chairman of Directors	35,000	35,000
Directors	25,000	25,000
Chairman of Audit Committee	30,000	30,000
Audit Committee	25,000	25,000
Chairman of the Nomination and Compensation Committee	5,000	15,000
Nomination and Compensation Committee	5,000	10,000
Chairman of the Investment Committee	5,000	15,000
Investment Committee	5,000	10,000

b. Performance Bonus for 2022

- No performance bonus for 2022 shall be paid to the Company's Board of Directors

c. Other Benefits

- None –

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 Meeting of Shareholders consider and approve the directors and sub-committees' remuneration for the year 2022, as described above.

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 7

To consider and approve the appointment of auditor of the Company and subsidiaries, and the determination of audit fee for the year 2022

Fact and Rationale

For the compliance of Section 120 of the Public Company Act, it is requires that the Annual General Meeting of Shareholders to consider the appointment of auditor and to determine the audit 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 2022 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 2022 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 2022 and determining the audit fee for the year 2022 with details as follows:

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

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 - 2021, totaling 3 years
2. Mr. Choopong Surachutikarn	4325	Never expressed opinion and signed on the Company's financial statements
3. Ms. Juntira Juntrachaichoate	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 and 2 subsidiaries in Thailand 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 audit fee for the year 2022

The remuneration in services for auditing in year 2022 at totaling Baht 3,430,000 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 240,000 or 7.5% from 2021.

	2021 (Baht)	2022 (Proposal) (Baht)
Audit Fee of the Company	2,270,000	2,460,000
Audit Fee for 4 subsidiaries	920,000	970,000
Non-Audit Fee	ไม่มี	ไม่มี
Total*	3,190,000	3,430,000

*The audit fee above excludes miscellaneous related expenses such as document/printing, communication exclude 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 8 To consider and approve the added the objective of the Company's Affidavit

Fact and Rationale

The Company Office space is leased to affiliated companies in the same office building. The Board of Directors therefore proposed to the 2022 Annual General Meeting of Shareholders to consider and approve the addition of objectives in the Company's affidavit of approval, Clause 32, regarding the business of renting and providing property services for accuracy and in accordance with the law.

Opinion of Board of Directors

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders for approval for the added the objective of the Company's Affidavit Clause 32, regarding the business of renting and providing property services.

Votes for Approval

A resolution on this agenda shall be approved by the votes of not less than three-quarters (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

Agenda 9 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 Board of Directors has resolved that March 15, 2022 be fixed as the record date for determining the shareholders entitled to attend the 2022 General Meeting of Shareholders. The Company would like to invite all shareholders to attend the Meeting on the date, time and place as mentioned above. Any shareholders, who cannot be present at the meeting in person and intend to appoint a proxy to attend the meeting or authorize to Independent Directors who are nominated as a proxy of shareholders as [Enclosure 4](#), please complete and duly execute one of three proxy Form A ([Enclosure 6](#)) or Form B ([Enclosure 7](#)) or Form C ([Enclosure 8](#)) or download the proxy form from our website www.humanica.com in Investors Section.

Along with this invitation letter, the Company has attached the Registration Form ([Enclosure 9](#)) and Articles of Association of the Company regarding to the Shareholders' Meeting ([Enclosure 5](#)) for your ease of reference.

Any queries in relation to the meeting agenda are requested to be sent in advance to: Attention: Mr. Thammanoon Korkiatwanich, Company Secretarial, Humanica Public Company Limited No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok 10330 or via e-mail: Thammanoon.k@humanica.com

Sincerely yours,

Mr. Anotai Adulbhan
Chairman of the Board

Minutes of the Extraordinary General Meeting of Shareholders No.1/2022

of

Humanica Public Company Limited

Date, Time and Venue

Humanica Public Company Limited (the “**Company**”) held the Extraordinary General Meeting of Shareholders No.1/2022 on 31 March 2022 at 10.30 a.m. Via electronic means, in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations.

Preliminary Procedures

Ms. Thitaree Wongsawangpanich acted as the moderator of the Extraordinary General Meeting of Shareholders No.1/2022 (the Meeting “**Moderator**”). The moderator welcomed the shareholder and declared to the meeting, Due to the spread of the COVID-19 (“COVID-19”). The Company is deeply concerned for the health and safety of the shareholders. Therefore, it was considered to hold the Extraordinary General Meeting of Shareholders No. 1/2565 via electronic media through the E-AGM system of OJ International Company Limited. In addition, the Company, therefore, has drawn up the precautionary measures and reduced the risk of the spread of the COVID-19 for the Board of Directors, people involved in the meeting and meeting coordinator as well.

Mr. Anotai Adulbhan, the Chairman of the Board of Directors, acted as the Chairman of the Meeting (the “**Chairman**”). The moderator introduced the attending directors, executives, legal advisor and independent financial advisor in the following order:

Attending Directors

- | | | | |
|----|----------------|------------|---|
| 1. | Mr. Anotai | Adulbhan | Chairman of the Board of Directors |
| 2. | Mr. Soontorn | Dentharn | Vice Chairman of the Board of Directors and Chief Executive Officer |
| 3. | Mr. Patara | Yongvanich | Chairman of the Audit Committee and Independent Director |
| 4. | Mr. Patai | Padungtin | Director and Independent Director |
| 5. | Mr. Thanachart | Numnonda | Audit Committee Member and Independent Director |
| 6. | Ms. Piyaporn | Phanachet | Audit Committee Member and Independent Director |

Absent Director

-None-

There were 6 directors attended the Meeting, representing 100% of the total number of directors. However, some independent directors are authorized by the minor shareholders. Hence, the independent directors have no interests and special interests in every meeting agenda.

Attending Executives

1. Ms. Hataichanok Suwanjang Chief Technology Officer
2. Ms. Bee Bee Lim Chief Operations Officer - Commercial and International Business
3. Mr. Thammanoon Korkiatwanich Chief Financial Officer

Legal Advisor from Benja Advisory Co.,Ltd.

1. Mr. Lirlit Petchvorakul

Independent Financial Advisor from Silom Advisory Co., Ltd

1. Mr. Natthawat Kittiakrastein

At the preliminary procedures of the Meeting, there were 796 shareholders and proxies attending the Meeting. The total number of shares represented was 465,114,404 shares, which was equivalent to 68.3922 percent of the total number of shares sold for 680,000,000 shares. Thus, the quorum was attained pursuant to Article 37 of the Company's Articles of Association. The shareholder registration and counting of votes were undertaken by OJ International Co., Ltd.

Afterward, the moderator informed the Meeting that in accordance with the good corporate governance regarding the counting of votes, the Company informed the guideline for voting and counting of votes with the details as follows:

1. Every shareholder and proxy shall be entitled to one vote for one share.
2. Every shareholder and proxy shall not divide the number of shares to split the votes, except for a custodian of foreign investors holding Proxy Form C. For proxies holding Proxy Form B., voting must be done in accordance with the choices pre-determined by the grantor.
3. The 3 choices of voting at the Meeting were approved, disapproves or abstains.
4. Before casting votes on each agenda, shareholders would be allowed to make inquiries which would be related to such agenda. Shareholders having queries shall raise their hands and state the name-surname to the Meeting.
5. Since the Meeting is a meeting via electronic media Therefore, the ballots were not printed for the attendees.
6. To cast the votes, shareholders are required to select the E-Voting window in order to vote in each agenda within the specific time (1 minute). After selecting the vote, the confirmation text will pop-up, if shareholders confirm with this session, the vote is confirmed. Shareholder who require to change their vote can revoke the latest vote and re-vote. However, shareholders can not vote or change their vote if such agenda has close of voting.
7. For agendas 1 and 6 shall be approved by a majority votes of shareholders, attending the meeting and casting their votes. Agenda 2 - 5 shall be approved by the votes of no less than three-fourths (3/4) of the shareholders attending the meeting and being entitled to vote.

Thereafter, the Chairman announced the opening of the Extraordinary General Meeting of Shareholders No.1/2022 and proceeded the Meeting in line with the agendas specified in the invitation letter in the following order:

Agenda 1 To acknowledge and certify the Minutes of the 2021 Annual General Meeting of Shareholders held on April 19, 2021.

The Chairman informed the Meeting that the 2021 Annual General Meeting of Shareholders held on April 19, 2021, and the Company has prepared the Minutes of the 2021 Annual General Meeting of Shareholders and sent a copy of the said Minutes to shareholders together with the invitation letter. The Board of Directors considered that the Minutes of the 2021 Annual General Meeting of Shareholders has been correctly and completely recorded. Therefore, it appropriate to propose to the Meeting for certification such Minutes.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestions to this agenda but there were no shareholders or proxies who have made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to vote on this agenda. A resolution on this agenda shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to acknowledge the Minutes of the 2021 Annual General Meeting of Shareholders held on April 19, 2021 with the details as follows:

Approval	465,174,805	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

*The abstained votes and void ballots were not calculated for vote count.

Remark:

For this agenda, there were additional 2 shareholders attended the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 798 persons, representing 465,174,805 shares.

Agenda 2 To consider and approve the acquisition of business of DataOn Group which is deem as the acquisition of assets and the connected transaction.

The Chairman invited Mr. Thammanoon Korkiatwanich, Chief Finance Officer, to inform the details in this agenda. Mr. Thammanoon presented the general information of DataOn Group in video and invited Mr. Soontorn Dentham, Chief Executive Officer, to provide additional information about the benefits the Company and its shareholders will receive from this acquisition as follows:

Benefits which the Company expects to receive

- A comprehensive solution which comprises of full suite of human resource management, payroll, attendance management, ERP solutions, employee benefits and business outsourcing
- Expanding market to over 13 countries around Asia through distribution channel of DataOn Group. Besides the ASEAN countries, but also covering to Japan, Korea and Middle East.
- Enhancing the stability of financial position from increasing of recurring revenue, after acquisition the number of customer will grow to more than 2 million users with 5,000 companies which will help revenue and net profit from consolidated financial statement.
- Integrating technology development since DataOn's development staffs have strong and high potential skill, both collaboratively teams can create efficient and modern software and new innovation.
- Jointly develop a new HR management software product under the WorkPlaze brand, a new flagship product expected to be available in November 2022.

Mr. Thammanoon then explained the details of the asset acquisition transaction and connected transaction to the meeting as follows:

The acquisition of assets

The Board of Director's Meeting No. 7/2021 held on December 14, 2021, resolved to propose to the shareholders' meeting to consider and approve the acquisition of DataOn Group, which is the purchase of ordinary shares of DataOn Group as follows:

1. Human will acquire 100% of total paid-up capital of PT. IndoDev Internet (Indonesia) ("INI") including a subsidiary which is PT. Synergy Group Asia (Indonesia) ("SGA").
2. Human will acquire 100% of total paid-up capital of DataOn International Co., Ltd. (Hong Kong) ("DOI").
3. Human will acquire 100% of total paid-up capital of DataOn (Thailand) Co., Ltd. ("DOT").
4. Humanica Asia Pte Ltd. (Human's subsidiary) will acquire 55% of total paid-up capital of Synergy Outsourcing Sdn, Bhd. (Malaysia) ("SGMY").

From Viko Technologies (Singapore) and Mr. Gordon Enns and Mr. Benjamin Ho Chi Wai and Ms. Piyalak Boonyoprakarn ("Seller"). The total consideration for the acquiring DataOn Group equals to THB 1,991.53 million.

The exchange rate is used for calculation of the transaction at 33.1922 THB per 1 USD). Human will pay by issuing new ordinary shares totalling not exceed 187,443,576 shares with offering price at THB 10.60 per share to Viko Technologies and Mr. Benjamin Ho Chi Wai or totalling not exceed THB 1,986.90 million for acquiring INI DOI and SGA and Human will pay cash THB 4.63 million for acquiring DOT and SGMY. (Please see details in Enclosure 2: Information Memorandum Regarding to the Acquisition of Assets).

Financial Information of DataOn Group

Statement of financial position of INI and DOI

Unit: Million

Consolidated Financial Statements	For the year ended 31 December				Quarter ended 30 September	
	2019		2020		2021	
	USD	THB	USD	THB	USD	THB
Current assets	3.07	102.80	3.96	132.31	5.57	186.44
Non-current assets	1.68	56.15	1.48	49.48	1.30	43.56
Total assets	4.75	158.94	5.44	181.79	6.88	230.01
Current liabilities	2.21	73.82	2.83	94.56	4.05	135.48
Shareholder's equity	2.55	85.12	2.61	87.23	2.83	94.53

Comprehensive Profit of INI and DOI

Unit: Million

Consolidated Financial Statements	For the year ended 31 December				For period 9-month ended 30 September	
	2019		2020		2021	
	USD	THB	USD	THB	USD	THB
Revenue from operation	7.63	255.28	8.37	279.98	7.23	241.94
Other income (interest income)	0.02	0.77	0.06	2.17	0.05	1.66
Total Revenue	7.66	256.04	8.44	282.15	7.28	243.60
Cost of sale and service	0.20	6.82	0.48	16.05	0.57	19.22
Selling and General admin exp.	6.33	211.60	6.19	207.00	4.59	153.50
Net profit before tax	1.13	37.63	1.77	59.10	2.12	70.87
Income tax	(0.13)	(4.49)	(0.12)	(4.11)	(0.31)	(10.23)
Net profit	0.99	33.14	1.64	54.99	1.81	60.64

The pro forma consolidated financial statements are based on INI's financial due diligence report, which includes 100% of SGA ordinary shares which is INI's subsidiary and DOI reviewed by RSM Corporate Advisory Pte. Ltd.

Unit: Million

Balance Sheet of DOT	For the year ended		Quarter ended
	31-๑.๑.-19	31-๑.๑.-20	30-๓.๑.-21
Current assets	5.94	5.35	4.80
Non-current assets	0.24	0.22	0.38
Total assets	6.18	5.57	5.18
Liabilities	5.00	8.26	8.36
Shareholder's equity	1.18	(3.69)	(3.19)

Unit: Million

Income Statements of DOT	For the year ended		9-month ended
	31-๑.๑.-19	31-๑.๑.-20	30-๓.๑.-21
Revenue	6.17	7.41	11.08
Cost and expense			
Cost of sale and service	2.14	6.46	5.31
Selling and General Admin exp.	4.08	5.85	6.49
Total expense	6.21	12.3	11.8
Net profit/(loss) before tax	-0.04	-4.89	-0.72
Income tax	-0.03	-	-
Net profit/(loss)	-0.07	-4.89	-0.72

Source: Financial due diligence of DOT by Human dated January 7, 2022 Audited financial statement December 31, 2019 from Ministry of Commerce

Unit: Million

Balance Sheet of SGMV	For the year ended	Quarter ended
	31-๑.๑.-20	30-๓.๑.-21
Current assets	2.04	3.53
Non-current assets	0.08	0.10
Total assets	2.12	3.63
Liabilities	3.91	1.50
Shareholder's equity	(1.82)	2.13

Unit: Million

Income Statements of SGMV	For the year ended	9-month ended
	31-๑.๑.-20	30-๓.๑.-21
Revenue	3.18	1.28
Cost and expense		
Cost of sale and service	1.31	0.37
Selling and General Admin exp.	1.98	2.29
Total expense	3.29	2.66
Net profit/(loss) before tax	(0.11)	(1.38)
Income tax	0.03	0.01
Net profit/(loss)	(0.08)	(1.37)

Source: Financial due diligence of SGMV by Human dated February 9, 2022

The transaction size of the acquisition of assets

The maximum transaction size calculated from the total value of consideration criterion. By referring to the consolidated financial statements of the Company for the latest period ending on September 30, 2021, equal to 117.11%, which when combined with other acquisitions in the past 6 months. According to the total value of consideration criteria, the transaction size is 128.58%, therefore it is considered a type 4 transaction according to the Acquisition or Disposition Transaction Notification or indirect listing with the stock exchange (Backdoor Listing) because the transaction size exceeds 100%.

However, the acquisition transaction meets 4 criteria of exemption as refer to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E.2547. As a result, new securities listing are exempted as per the following reasons:

1. The acquired business is similar or support existing business.
2. Human does not have any policy to make a significant change in its core business.
3. The group of companies acquired is qualified for listing on SET.
4. There is no significant change to the board of directors, the Company's executives and the controlling power of the company, or the controlling shareholders.

Internal Control Report of DataOn Group (Details in Enclosure 14)

DataOn Group has been audited for its internal control systems from RSM Risk Advisory Pte Ltd. It has been identified as low and medium risk issues and there is no high-risk issue. The issues that may affect are as follows:

1. The provision for doubtful accounts should be assessed regularly.
2. On-Boarding and On-going Assessment should be established in a formal format.
3. The provision for employee benefit liabilities under labor law should apply the accounting standard on employee benefits and provide an annual assessment.

The Executive Committee has an opinion that DataOn Group will take corrective action and implement the Company's internal policy and control system. The management of DataOn Group will work to resolve the issue within April 2022.

The independent financial advisor has the opinion that there is no material risk that will affect the Company's ability to maintain the listed company status.

The Notification of Connected Transactions

Viko Technologies and Mr. Benjamin Ho Chi Wai will hold the Company's ordinary shares for 21.61 % of paid-up capital and appoint a seller's representative, Mr. Gordon Enns, to be the Company's director. In addition, the size of transaction equals to THB 1,991.53 million or 218.73% of the Human's NTA as of September 30, 2021. The stated value is more than 20 million baht and more than 3% of net tangible assets.

Therefore, the Company has to disclose the transaction information to the Stock Exchange of Thailand and must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting.

Board of Director after acquisition transaction

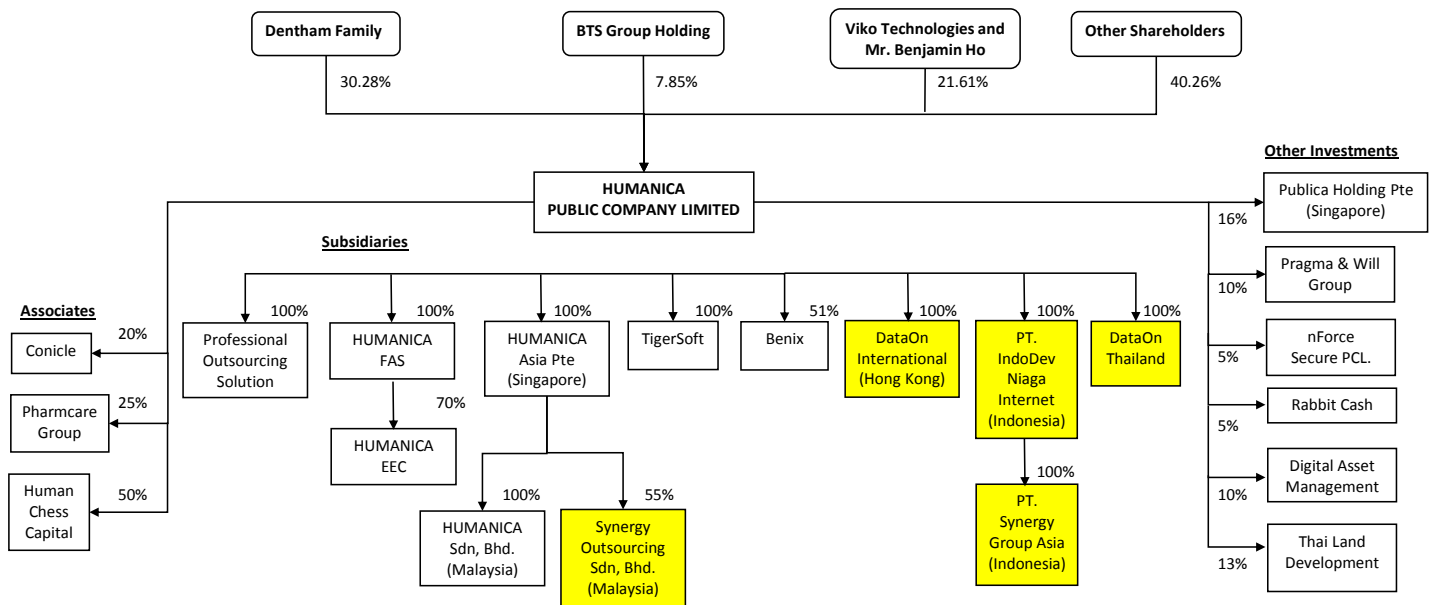
List of directors	Position
1. Mr. Anotai Adulbhan	Chairman
2. Mr. Soontorn Dentham	Vice chairman
3. Mr. Patai Yongvanich	Independent Director
4. Mr. Thanachart Numnonda	Independent Director
5. Mr. Patai Padungtin	Independent Director
6. *In the process to appoint the new director	Independent Director
7. Ms. Piyaporn Phanachet	Independent Director
8. Mr. Gordon Enns	New Director (representative from seller)

* Note: Mr. Anuphan Kitnitchiya resigned from the Company's independent director with effect from December 23, 2021 onwards. The Board of Directors will continue to nominate and appoint qualified persons to replace the vacant directors.

Shareholder Structure of the Company

Shareholder list	Before transaction		After transaction	
	No. of shares	Holding (%)	No. of shares	Holding (%)
1. Dentham family				
1.1 Mr. Soontorn Dentham	261,277,200	38.42	261,277,200	30.12
1.2 Mrs. Pensiri Dentham	500,000	0.07	500,000	0.06
1.3 Ms. Thanya Dentham	500,000	0.07	500,000	0.06
1.4 Mr. Purikorn Dentham	381,000	0.06	381,000	0.04
2. Management and Directors	12,612,100	1.85	12,612,100	1.45
3. BTS Group Holding PCL.	68,100,000	10.01	68,100,000	7.85
4. Seller group	-	-	187,443,576	21.61
4.1 Viko Technologies Pte. Ltd.	-	-	183,707,888	21.18
4.2 Mr. Benjamin Ho Chi Wai	-	-	3,735,688	0.43
5. Other minor shareholders	336,629,700	49.50	336,629,700	38.81
Total	680,000,000	100.00	867,880,377	100.00

Human's Company Structure after Issuance of New Ordinary Shares to Seller



Significant conditions to be completed prior to Completion Date:

- 1) Seller and Major shareholders of seller shall undergo the internal restructuring to ensure that Viko Technologies Pte Ltd. having 100% and 88.07% owned of total paid-up shares of INI and DOI, respectively and Benjamin Ho Chi Wai having 11.93% owned of total paid-up shares of DOI. (At present, the seller has completed the internal shareholding restructuring).
- 2) Human, as a Purchaser, must obtain approval from EGM Meeting of Shareholders prior to complete this acquisition. (The Company has set the date for the Extraordinary General Meeting of Shareholders to approve the transaction on March 31, 2022).
- 3) The issuing new ordinary shares to private placement shall be approved by SEC. (The Company will request permission from the SEC after shareholder's approval).
- 4) Legal due diligence and financial due diligence shall be done correctly and completely. (At present, the legal and financial due diligence has been completed and the results of the audit revealed that there were no significant risks in business operations or change of shareholders).
- 5) Seller and Major shareholders of seller shall manage the startup company to provide a sole distributor agreement to appoint TigerSoft (Human's subsidiary) as a sole distributor in Thailand market for the Human Resource Software in mobile phone for SMEs developed by the startup company which they are major shareholder and having control. (At present, the appointment agreement appoints the company to be a distributor has completed the process.)

Significant conditions to be completed after Completion Date are as follows:

- 1) After the transaction is completed, seller will appoint one representative as Human's director, Mr. Gordon Enns. However, the above representative from seller is not an executive who controls power in normal operation of Human.
- 2) Seller shall retain their 80% of the total new shares received with Human for a period of 2 years.

Summary of Independent Financial Advisor's Opinion

Mr. Nattawat Kittiakkarasathien, the independent financial advisor, from Silom Advisory Company Limited reported the summary of the opinion report to the shareholders' meeting by considering the reasonableness, pros and cons of making a transaction, risk from entering into the transaction and the appropriate value of the transaction. The IFA has the opinion that Shareholders should vote to approve the transaction as the Board of Directors proposed.

(Report of Opinion of Independent Financial Advisor dated February 18, 2022 as Enclosure 3).

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the shareholders' meeting approve the acquisition of business of DataOn Group which is deem as the acquisition of assets and the connected transaction. The total consideration for the acquiring DataOn Group equals to USD 60 million or equivalent to THB 1,991.53 million. The Company will pay by issuing new ordinary shares totaling not exceed 187,443,576 shares with offering price at THB 10.60 per share to seller or totaling not exceed THB 1,986.90 million and cash THB 4.63 million. Furthermore, the Board of Directors deems appropriate to propose to the Shareholders' meeting to consider and authorize the Board of Directors and/or Executive Committees and/or the Chief Executive Officer and/or any person authorized by such person to negotiate, agree, determine, amend the details of conditions or process any necessary matters as regard the Acquisition Transaction of DataOn Group including the signing of the Agreement, memorandums or any documents and liaison with government agencies or related regulatory agencies as well as complete any appropriate and necessary procedures. The Audit Committee has no different opinion from the Board of Directors.

The meeting moderator gave the meeting an opportunity to ask questions or express opinions on this agenda. It appears that none of the shareholders or proxies asked any questions or expressed any opinions. Therefore, the meeting was requested to consider and vote, which in this agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

For this agenda 2, if the shareholders' meeting does not approve, the Company will not propose agenda 3 to agenda 6. If any matter one of the aforementioned agenda items is not approved by the shareholders' meeting, other matters that have already been approved will be cancelled and do not consider other things next since it is all related agenda.

Meeting's Resolution: The meeting unanimously resolved to approve the acquisition of the DataOn Group of companies, which is an acquisition of assets and connected transactions, and authorize the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person assigned by such person to be the negotiator to enter into an agreement to determine, amend, and change the terms and conditions and take any action necessary information regarding the acquisition of DataOn Group, the signing of the contract, memorandum and documents related including contacting various agencies related as well as carry out various actions necessary and appropriate with the following votes.

Approval	465,190,805	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

Remark:

For this agenda, there were additional 1 shareholder attended the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 799 persons, representing 465,190,805 shares.

Agenda 3 To consider and approve the increase of the Company's registered capital from THB 345,000,000 to THB 438,721,788 by issuing 187,443,576 newly issued ordinary shares, with a par value of THB 0.50 per share.

The Chairman assigned Mr. Thammanoon Korkiatwanich, Chief Accounting & Financial Officer to inform the meeting.

Mr. Thammanoon informed the meeting that due to the Board of Director Meeting no. 7/2021, which was convened on December 14, 2021 had resolve to propose to the Shareholders' Meeting to consider approval the increase of the Company's registered capital from THB 345,000,000 to THB 438,721,788 by issuing 187,443,576 newly issued ordinary shares, with a par value of THB 0.50 per share to the private placement such as Viko Technologies Pte. Ltd. and Mr. Benjamin Ho Chi Wai as the compensation for the acquisition of shares of the Company in the DataOn Group such as PT. IndoDev Niaga Internet (Indonesian) ("INI") and DataOn International Co., Ltd. (Hong Kong) ("DOI") as details appear in agenda 2.

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the increase of registered capital to private placement as the compensation for the acquisition of shares of the Company in the DataOn Group which the Company has the opinion that the value of the acquisition and the share redemption ratio are appropriate. The Audit Committee of the Company there is no difference of opinion from the Board of Directors.

The moderator gave the opportunity to the meeting to make inquiries or provide suggestion to this agenda but there was no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the meeting consider and resolution on this agenda shall be approved by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and eligible to vote.

Meeting's Resolution: The meeting unanimously resolved to approve the increase of the Company's registered capital from THB 345,000,000 to THB 438,721,788 by issuing 187,443,576 newly issued ordinary shares, with a par value of THB 0.50 per share with the following votes.

Approval	465,190,805	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

Agenda 4 To consider and approve the amendment to Clause 4 in the memorandum of association to be in line with the increase of the Company's registered capital.

The Chairman assigned Mr. Thammanoon Korkiatwanich, Chief Accounting & Financial Officer to inform the meeting. Mr. Thammanoon informed the meeting that the Company need to amend to Clause 4 in the memorandum to comply with the increase of the Company's registered capital in agenda 3.

Clause 4 Registered Capital in amount THB 438,721,788

Divided into 877,443,576 shares

Value per share 0.50 Baht

Divided into

Ordinary shares 877,443,576 shares

Preferred shares 0 shares

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the amendment to Clause 4 in the memorandum and In this regard, the Board of Directors or the Managing Director or persons assigned by the Board of Directors or the Chief Executive Officer shall be given to the Board of Directors or the Managing Directors to register the amendment of the memorandum of association with Department of Business Development including to has the power to amend or add words to comply with the registrar's orders.

The moderator gave the opportunity to the meeting to make inquiries or provide suggestion to this agenda but there was no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the meeting consider and resolution on this agenda shall be approved by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and eligible to vote.

Meeting's Resolution: The meeting unanimously resolved to consider and approve the amendment to Clause 4 in the memorandum of association to be in line with the increase of the Company's registered capital with the following votes.

Approval	465,190,805	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

Agenda 5 To consider and approve the allocation of the Company's newly issued ordinary shares to specific investors (Private Placement) which is deemed as connected transaction.

The Chairman invited Mr. Thammanoon Korkiatwanich, Chief Financial Officer to report the details of this agenda to the Meeting.

Mr. Thammanoon informed the Meeting that the Company will issue new ordinary shares and allocate them to Viko Technologies 183,707,888 shares and Mr. Benjamin Ho Chi Wai 3,735,688 shares as part of the compensation for the acquisition of DataOn Group in the amount of not exceed 187,443,576 shares with a par value of THB 0.5 per share, the offering price is THB 10.60 per share.

- The offering price is THB 10.60 per share which the price agreed between the Company and the seller reference from 15 days weighted average price of Market for the Stock Exchange of Thailand ("SET") before December 14, 2021 which is between November 19, 2021 to December 13, 2021, the calculated price is THB 10.66 per share (the offering price is THB 10.60 per share which is discount 0.61% from the market price)
- The offering price is not lower than 90% of the weighted average market price during the period, therefore the offering price is considered as appropriate.
- This capital increase where the shareholders' meeting has a resolution to set specified offering price. According to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 after the shareholders' meeting has approved The Company must obtain permission from the SEC Office prior to the offering of the newly issued ordinary shares.

- If the offering price of the newly issued ordinary shares offered to the private placement is lower than 90% of the market price prior to the date on which the SET orders to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit the seller from selling all of such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the seller may gradually sell up to 25% of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand.
- The impacts on existing shareholders are as follows:
 - Price dilution equal to 0%
 - Control dilution decrease by 21.61%
 - Earnings per share dilution decline by 20%.(Please see details in Enclosure 4 and 5).

Reasonableness of the capital increase

1. The acquisition value of the DataOn Group amounted to THB 1,991.53 million. The criteria used to determine the total value of consideration is Discounted Cash Flow method is appropriate.
2. The determination of payment method by issuing not exceed 187,443,576 ordinary shares at the offering price of THB 10.60 per share to seller is appropriate . Because it is the offering price of newly issued ordinary shares that is not lower than 90%of the market price of the Company during the past 15 working business days before the resolution of Board of directors agreed to propose in Extraordinary General Meeting no.1/2022 and it is not a low price offering.
3. Does not result in any material changes in the structure of shareholders and the control power of the Company. Since Mr. Soontorn Dentham is still a major shareholder of the Company and the addition of one director who is a representative from the seller, namely Mr. Gordon Enns, such director has no decision-making power in business operations.
4. Mr. Gordon Enns is as the founder and Chief Executive Officer of the DataOn Group for more than 20 years. He has a high level of knowledge and expertise in the Human Resource Software business which will help take care of the development of software and products of the Company.
5. The issuing new ordinary shares instead of paying some cash, the Company will not be burdened with financial costs.
6. Creation the benefit to the Company both in terms of increasing revenue and profit from the consolidated financial statements. This is because DataOn Group has consistently had profitable results.

The Board of Directors give an opinion that it should propose to the shareholders' meeting to consider and approve the allocation of 187,443,576 newly issued ordinary shares with a par value of 0.50 baht per share to specific investors (Private Placement). Offering 10.60 baht per share as compensation for the purchase of shares of companies in the DataOn Group and giving power to Executive Committee and/or Chief Executive Officer or Managing Director has the authority to consider specifying details, conditions and any action necessary and related to the issuance and allocation of shares such capital increase, including the change in the offering period, subscription, terms, conditions and other details. Give the power to signing relevant documents and take various actions as necessary related to issuing and allocating new ordinary shares this includes applying for permission to sell newly issued shares to specific investors to the Office of the SEC regarding to the Capital Market Supervisory Board Announcement TorJor. 72/2558 Re: Approval for listed companies to issue newly issued shares to the private placement filing to list the newly-issued ordinary shares as listed in the Stock Exchange and provide information and documents to the Department of Business Development, Ministry of Commerce and other related agencies. The Audit Committee of the Company There is no different opinion from the Board of Directors.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestions to this agenda but there were no shareholders or proxies who have made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to vote on this agenda. A resolution on this shall be approved by the votes of no less than three-fourths (3/4) of the shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to approve this agenda by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting. Approve the allocation of the Company's newly issued ordinary shares to specific investors to Viko Technologies 183,707,888 shares and Mr. Benjamin Ho Chi Wai 3,735,688 shares as part of the compensation for the acquisition of DataOn Group in the amount of not exceed 187,443,576 shares with a par value of THB 0.5 per share, the offering price is THB 10.60 per share and giving power to Executive Committee and/or Chief Executive Officer or Managing Director has the authority to consider specifying details, conditions and any action necessary and related to the issuance and allocation of shares such capital increase, including the change in the offering period, subscription, terms, conditions and other details. Give the power to signing relevant documents and take various actions as necessary related to issuing and allocating new ordinary shares this includes applying for permission to sell newly issued shares to specific investors to the Office of the SEC regarding to the Capital Market Supervisory Board Announcement TorJor. 72/2558 Re: Approval for listed companies to issue newly issued shares to the private placement filing to list the newly-issued ordinary shares as listed in the Stock Exchange and provide information and documents to the Department of Business Development, Ministry of Commerce and other related agencies.

The Audit Committee of the Company There is no different opinion from the Board of Director. With the following votes:

Approval	465,162,305	votes	equivalent to	99.9939%
Disapproval	28,500	votes	equivalent to	0.0061%
Abstained	0	votes		
Void Ballots	0	votes		

Agenda 6 To consider and approve the appointment 1 new director of the Company.

The Chairman assigned Mr. Thammanoon Korkiatwanich, Chief Accounting & Financial Officer to inform the meeting.

Mr. Thammanoon informed the meeting that due to The Board of Directors' Meeting had resolved to propose to the Shareholders' Meeting for approval the appointment 1 new director, Mr. Gordon Enns, who was represented by seller (History of directors). The director do not have the authority to make decisions in the normal business operations of the Company. After that there was directors totally 8 board members of the Board of Directors from the original 7 persons. However, the Company still has more than one-third of the independent board of directors.

The Board of Directors, after the transaction has been completed, is as follows:

List of Directors	Position
1. Mr. Anotai Adulbhan	Chairman
2. Mr. Soontorn Dentham	Vice Chairman
3. Mr. Patara Yongvanich	Independent Director
4. Mr. Thanachart Numnonda	Independent Director
5. Mr. Patai Padungtin	Independent Director
6. * Recruitment in progress	Independent Director
7. Ms. Piyaporn Phanachet	Independent Director
8. Mr. Gordon Enns	Additional Directors (Represented by seller)

* Remark due to Mr. Anuphan Kitmitchiva resigned from independent director of the Company and had effective from December 23, 2021, the Company is in the process of recruiting qualified persons to continue to serve as independent directors of the Company.

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve appoint Mr. Gordon Enns as an additional director.

The moderator gave the opportunity to the meeting to make inquiries or provide suggestion to this agenda but there was no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the meeting consider and resolution on this agenda shall be approved by a majority vote of the total number of shareholders who attended the meeting and were eligible to vote.

Meeting's Resolution: The meeting unanimously resolved to propose the appointment Mr. Gordon Enns to be one of the Company's director which will take effect after Completion Date and allocation of the Company's newly issued ordinary shares to specific investors is completed. With the following votes:

Approval	461,968,205	votes	equivalent to	99.3073%
Disapproval	3,222,600	votes	equivalent to	0.6927%
Abstained	0	votes		
Void Ballots	0	votes		

Agenda 7 Other business (if any)

The Chairman gave the opportunity to the meeting to make inquiries or provide suggestion to the Board of Directors or the Company's executive.

Mr. Dusit Bondee, Shareholder, inquired the Company about

A) How the combination business of Humanica and DataOn Group in the development of "WorkPlaze" will begin to generate revenue or profit and where is the country that the Company will provide services?

Answer: the Company expects "WorkPlaze" software products to become available in November 2022 and will be available in Thailand, Indonesia, Singapore and Malaysia are primarily located and will begin to expand to other countries where the Company has channels to sell through the DataOn Group.

B) What are Benix and Pharmcare's ecosystem and who are the customer groups and how much revenue or impact are currently implemented?

Answer: Benix provides employee welfare services and Pharmcare is a platform that provides the service as E-Pharmacy and give consults pharmacists online. Both platforms provide services to Humanica's customer and profit will begin to materialize in 2022.

Mr. Matasit Phongyamut, Shareholder, inquired the Company about

A) How much profit is in Financial Statement for 2021 of DataOn?

Answer: The profit for nine months in 2021 of DataOn group approximately 60 million Baht. Financial statements for 2021 are under audit by the auditors.

B) What is the plan for growing up in 2022?

Answer: the Company expects the revenue growth at least 20% from the previous year and set the target of net profit about 30% of revenue.

There were no further inquiries or propose additional agenda. The Chairman then thanked all shareholders and declared the meeting adjourned at 12.06 p.m.

(Mr. Anotai Adulbhan)

Chairman of the Meeting

(Mr. Thammanoon Korkiatwanich)

Minute Taker

The 2021 Annual Registration Statement/Annual Report (Form 56-1 One Report)
in the form of QR Code

The Company had prepared the 2021 Annual Registration Statement/Annual Report (Form 56-1 One Report). The shareholders can receive the 2021 Annual Registration Statement/Annual Report (Form 56-1 One Report) by downloading via QR Code as shown in the registration form and below.



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

Name Mr. Patai Padungtin

Age 42 years

Nationality Thai

Position Independent Director

Starting date of directorship January 31, 2019

Term of service First term: January 31, 2019 – April 27, 2020
Second term: April 27, 2020 – AGM 2022

Number of years as an Independent Director 3 years and 3 months

Type of nominated Director Independent Director



Educational Background and Training Course

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

Working Experience

Period	Position	Company Name/Nature of Business
2019 - Present	Independent Director	Humanica Public Company Limited Corporate Software and Payroll Service
2018 - Present	Director	Bulk One Group Company Limited Enterprise Solutions for Construction and Real Estate Industry
2011 - Present	Director	Bulk Asia Company Limited B2B Construction Material E-commerce
2021 - Present	Director	Techsauce Media Company Limited The leading source of all innovative tech and business news

Director / Executive Position

- In other listed companies: None
- In other businesses which are not listed companies: 3 companies (please see above)
- In other businesses that may cause conflict of interest to the Company: None

The Company's securities holdings as of December 30, 2021: None

Family Relationship among Directors and Executives: None

Number of Meeting Attendance

- Board of Directors' Meeting: 7/7 times

Illegal Record in past 10 years: None

Direct and indirect interest in any businesses in which the Company or its subsidiaries is a party: None

Details for the consideration as to the appointment of independent director.

Relationships with the Company/subsidiary/associated company or a juristic person that may have conflict of interest in the present or in the past two year.		
1. Involved or participated in the management, employee, worker, or consultant which received salary in return.	:	No
2. Being a professional service provider (such as auditor, legal advisor, financial advisor, etc.).	:	No
3. Having a significant business relationship which may affect the ability to independently perform duties.	:	No
4. Being a business operator or a director who involved or participated in the management, employee, worker, consultant with salary, or held share more than one percent of a total share with the right to vote of a company having the same nature of business and competing in significant with the Company.	:	No

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

Name Ms. Piyaporn Phanachat
Age 55 years old
Nationality Thai
Position Audit Committee/ Independent Director
Starting date of directorship February 3, 2021
Term of service First term: February 3, 2021 – AGM 2022
Number of years as an Independent Director 1 year and 2 months
Type of nominated Director Independent Director



Educational Background and Training Course

- Master of Science in Real Estate Development, Massachusetts Institute of Technology (MIT), U.S.A.
- MBA, University of New Hampshire, U.S.A.
- BA in Accounting , Chulalongkorn University, Thailand
- Executive Coaching Certification & Leadership Intensive, Berkeley Executive Coaching Institute, UC Berkeley
- Director Certification Program (DCP) Year 2017 , Thai Institute of Directors
- Role of the Chairman Program (RCP) Year 2018 , Thai Institute of Directors
- E: Engage Empower and Execute Year 2019 , SAEC Institute

Working Experience

Period	Position	Company Name/Nature of Business
2021 - Present	Audit Committee and Independent Director	Humanica Public Company Limited Corporate Software and Payroll Service
2021 - Present	Chief Executive officer	TCM Corporation Public Company Limited Manufacturer and distributor of carpets to Domestic and International market / Invest in related businesses
2020 - Present	Director and Executive Director	TCM Corporation Public Company Limited Manufacturer and distributor of carpets to Domestic and International market / Invest in related businesses
2008 - Present	Vice Chairman of the Board, CPMG	TMA, Thailand Management Association Research and Consulting
2019 - Present	Director and Treasurer	100 Tonson Foundation Exhibition Location Service
2021 - Present	Director	Vechachai Company Limited Investment in other companies
2021 - Present	Director	Carpets International Thailand Public Company Limited Manufacturer and distributor of carpets and floor coverings
2021 - Present	Director	TCMC HK (2017) Limited Distributor of carpets and floor coverings
2021 - Present	Director	Royal Thai HK (2017) Limited

		Distributor of carpets and floor coverings
2021 - Present	Director	Anderry Limited
		Holding company
2021 - Present	Director	Onsen Limited
		Holding company
2021 - Present	Director	Royal Thai Americas (2017) Trading Limited
		Distributor of carpets and floor coverings
2021 - Present	Director	Royal Thai Carpets (Foshan) Limited
		Distributor of carpets and floor coverings
2021 - Present	Director	T.C.H. Suminoe Company Limited
		Manufacturer and distributor of textiles and carpets for use as seat covers and interior for cars and buses
2021 - Present	Director	TCM Living Limited
		Investment in furniture company
2021 - Present	Director	TCMC Furniture Limited
		Investment in furniture company
2021 - Present	Director	Manor (2016) Holding Limited
		Investment in other companies
2021 - Present	Director	James Alexander Company Limited
		Manufacturing and exporting furniture
2018 - 2020	Director and Executive Director	U City Public Company Limited
		Property Development
2017 - 2020	Chief Executive Officer	U City Public Company Limited
		Property Development
2019 - 2020	Director	U Hospitality Holding Company Limited
		Property Investment
2019 - 2020	Director	Vienna International Assets Company Limited
		Hotel and Condominium Service
2019 - 2020	Director	Vienna House Diplomat Prague RE Company Limited
		Hotel Service
2018 - 2020	Director	U Global Hospitality Holding Company Limited
		Investment in securities and hotel
2018 - 2020	Director	EGS Assets Company Limited
		Hotel and condominium service
2018 - 2020	Director	Khonkaenburi Company Limited
		Hotel and Resort Service
2018 - 2020	Director	Unison One Company Limited
		Office building for rent
2018 - 2020	Director	Muangthong Assets Company Limited
		Hotel and resort service
2018 - 2020	Director	Prannakiri Assets Company Limited

		Buy and sell property
2018 - 2020	Director	Siam Paging and Communication Company Limited
		Buy and sell property
2018 - 2020	Director	Tanayong Food and Beverage Company Limited
		Food and beverage
2018 - 2020	Director	BTS Land Company Limited
		Hotel and Condominium Service
2018 - 2020	Director	Nine Square Property Company Limited
		Property Development
2018 - 2020	Director	Mak8 Company Limited
		Buy and Sell Property
2018 - 2020	Director	Tanayong Property Management Company Limited
		Building and Management Service
2018 - 2020	Director	Ratburana Property Company Limited
		Property Development
2018 - 2020	Director	Thana City Golf & Sports Club Company Limited
		Golf and Sport Club
2018 - 2020	Director	Absolute Hotel Services Company Limited
		Hotel and Condominium Service
2018 - 2020	Director	Keystone Estate Company Limited
		Rental and Real Estate Operation
2018 - 2020	Director	Keystone Management Company Limited
		Building and Management Service
2018 - 2020	Director	BTS Sansiri Holding One Company Limited
		Property Investment
2018 - 2020	Director	BTS Sansiri Holding Two Company Limited
		Property Investment
2018 - 2020	Director	BTS Sansiri Holding Three Company Limited
		Property Investment
2018 - 2020	Director	BTS Sansiri Holding Four Company Limited
		Property Investment
2018 - 2020	Director	BTS Sansiri Holding Five Company Limited
		Property Investment
2018 - 2020	Director	BTS Sansiri Holding Six Company Limited
		Property Investment
2018 - 2020	Director	BTS Sansiri Holding Seven Company Limited
		Property Investment
2018 - 2020	Director	BTS Sansiri Holding Eight Company Limited
		Property Investment
2018 - 2020	Director	BTS Sansiri Holding Nine Company Limited
		Property Investment

2018 - 2020	Director	Novu Line Agency Company Limited Buy and Sell Property
2018 - 2020	Director	BTS Sansiri Holding Eleven Company Limited Property Investment
2018 - 2020	Director	BTS Sansiri Holding Twelve Company Limited Property Investment
2018 - 2020	Director	BTS Sansiri Holding Fourteen Company Limited Property Investment
2018 - 2020	Director	BTS Sansiri Holding Fifteen Company Limited Property Investment
2018 - 2020	Director	BTS Sansiri Holding Sixteen Company Limited Property Investment
2018 - 2020	Director	BTS Sansiri Holding Seventeen Company Limited Property Investment
2018 - 2020	Director	Ratchada Alliance Company Limited Buy and Sell Property
2018 - 2020	Director	BTS Sansiri Holding Nineteen Company Limited Property Investment
2018 - 2020	Director	BTS Sansiri Holding Twenty Company Limited Property Investment
2018 - 2020	Director	BTS Sansiri Holding Twenty One Company Limited Property Investment
2018 - 2020	Director	BTS Sansiri Holding Twenty Two Company Limited Property Investment
2018 - 2020	Director	BTS Sansiri Holding Twenty Three Company Limited Property Investment
2018 - 2020	Director	BTS Sansiri Holding Twenty Four Company Limited Property Investment
2018 - 2020	Director	BTS Sansiri Holding Twenty Five Company Limited Property Investment
2018 - 2020	Director	Siriphat Three Company Limited Property Investment
2017 - 2020	Director	BTS Sansiri Holding Thirteen Company Limited Property Investment
2017 - 2020	Chairmen of the Corporate Governance Committee	Recoup Tour AS Travelling Service
2017 - 2020	Director	Kamkoog Property Company Limited Hotel and Condominium Service
2017 - 2020	Director	Greenwood Park Company Limited Property Development

2017 - 2020	Director	Suriyawong Holding Company Limited Property Development
2017 - 2020	Director	Park Opera Company Limited Entertainment & Theater Service
2017 - 2020	Director	Richie Property Management Company Limited Property Management
2017 - 2020	Director	Park Gourmet Company Limited Food Service and Restaurant
2017 - 2020	Director	Project Green Company Limited Property Development
2017 - 2019	Chairmen of the Corporate Governance Committee	Vienna House Hotel Management Company Limited Hotel and Resort Service
2017 - 2019	Director	Mo Chit Land Company Limited Property Development
2010 - 2017	Member of Assets Committee	Soneva Resort (Former name Six Senses Resort and Spa) Hotel and Resort Service
2013 - 2016	Advisor	Office of Property Management, Chulalongkorn University Rental Property Service

Director / Executive Position

- In other listed companies: 1 company (please see above)
- In other businesses which are not listed companies: 15 companies (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, 2021: None

Family Relationship among Directors and Executives: None

Number of Meeting Attendance

- Board of Directors' Meeting: 5/7 times
- Audit Committee's Meeting: 5/5 times

Illegal Record in past 10 years: None

Direct and indirect interest in any businesses in which the Company or its subsidiaries is a party: None

Details for the consideration as to the appointment of independent director.

Relationships with the Company/subsidiary/associated company or a juristic person that may have conflict of interest in the present or in the past two year.		
1. Involved or participated in the management, employee, worker, or consultant which received salary in return.	:	No
2. Being a professional service provider (such as auditor, legal advisor, financial advisor, etc.).	:	No
3. Having a significant business relationship which may affect the ability to independently perform duties.	:	No

4. Being a business operator or a director who involved or participated in the management, employee, worker, consultant with salary, or held share more than one percent of a total share with the right to vote of a company having the same nature of business and competing in significant with the Company.	:	No
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**Profiles of Candidate Directors Retiring by Rotation for Appointment
as the Company's Directors for Another Term**

Type of nominated Director	Audit Committee and Independent Director
Name	Mr. Thanachart Numnonda
Age	55 years
Nationality	Thai
Position	Audit Committee and Independent Director
Starting date of directorship	July 14, 2017
Term of service	First term: July 14, 2017 – 29 April 2019 Second term: 29 April 2019 – AGM 2021

Number of years as an Audit Committee 3 years and 8 months

Type of nominated Director Independent Director

Educational Background and Training Course

- Doctor of **Electrical & Electronic Engineering**, University of Auckland, New Zealand
- Master of **Electrical & Electronic Engineering**, University of Auckland, New Zealand
- Bachelor of Electrical Engineering, Khon Khaen University
- Director Accreditation Program (DAP), Batch 121/2015
- Advanced Audit Committee Program (AACP), Batch 25/2016
- Director Certification Program (DCP), Batch 242/2017
- Role of the Chairman Program (RCP), Batch 41/2017
- Financial Statement for Directors (FSD), Batch 35/2018
- Strategic Board Master Class (SBM), Batch 5/2018
- Risk Management Program for Corporate Leader (RCL), Batch 19/2020

Working Experience

2015 – Present	Audit Committee/Independent Director - Humanica Public Company Limited Corporate Software and Payroll Service
2013 - Present	Member of University Council - Ubon Ratchathani University Educational Institution
2013 - Present	Director - IMC Outsourcing (Thailand) Company Limited Data Storage Service and Marketing Consultant
2015 – Present	Audit Committee/Director - Vintcom Technology Public Company Limited Computer Hardware
2016 – Present	Chairman of the Board/ Chairman of Audit Committee - Siameast Solutions Public Company Limited Industrial Products
2019 – Present	Member of University Council - Khon Kaen University Educational Institution
2017 – 2019	Chair of Audit Committee/Director - Thanachart Bank Public Company Limited Commercial Bank



2015 – 2017

Association President – The Association of Thai ICT Industry

Government Sector

Director / Executive Position

- In other listed companies: 3 companies (please see above)
- In other businesses which are not listed companies:: 4 businesses (please see above)
- In other businesses that may cause conflict of interest to the Company: None

The Company's securities holdings as of December 23, 2020: None

Family Relationship among Directors and Executives: None

Number of Meeting Attendance

- Board of Directors' Meeting: 4/4 times
- Audit Committee's Meeting 4/4 times

Illegal Record in past 10 years: None

Direct and indirect interest in any businesses in which the Company or its subsidiaries is a party: None

Details for the consideration as to the appointment of independent director.

Relationships with the Company/subsidiary/associated company or a juristic person that may have conflict of interest in the present or in the past two year.		
1. Involved or participated in the management, employee, worker, or consultant which received salary in return.	:	No
2. Being a professional service provider (such as auditor, legal advisor, financial advisor, etc.).	:	No
3. Having a significant business relationship which may affect the ability to independently perform duties.	:	No
4. Being a business operator or a director who involved or participated in the management, employee, worker, consultant with salary, or held share more than one percent of a total share with the right to vote of a company having the same nature of business and competing in significant with the Company.	:	No

Profiles of Independent Director Nominated for Appointment as a Proxy at the Meeting

Type of nominated Director	Chairman of Audit Committee and Independent Director
Name	Mr. Patara Yongvanich
Age	46 years old
Nationality	Thai



Educational Background and Training Course

- Master of Business Administration, Cornell University, U.S.A.
- Master of Industrial Engineering, Stanford University, U.S.A.
- Bachelor of Mechanical Engineering, Cornell University, U.S.A.
- Director Accreditation Program (DAP), Batch 134/2017

Working Experience

2020 - Present	Director – Ngern Tid Lor Company Limited A company engages in financial service.
2019 - Present	Director - Relationship Republic Company Limited A company engages in CRM consulting services.
2014 – Present	Independent Director/Chairman of the Audit Committee - Humanica Public Company Limited A company engages in enterprise software and payroll services.
2013 – Present	Director - Rhipe Technology (Thailand) Company Limited A company engages in the business of software distribution.

Director / Executive Position

- In other listed companies: 1 company (please see above)
- In non-listed companies: 2 companies (please see above)
- In other businesses that may cause conflict of interest to the Company: 1 company- Rhipe Technology (Thailand) Company Limited

The Company's securities holdings as of December 30, 2021:

- Own 500,000 shares

Family Relationship among Directors and Executives:	None
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Number of Meeting Attendance

- Board of Directors' Meeting: 7/7 times

Illegal Record in past 10 years:	None
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Conflicts of Interest in Agenda

- Agenda 6: To consider and approve the directors' remuneration for the year 2022.
- No special interest rather than other directors, to attend the meeting and vote on the shareholders' behalves.

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.

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 4)

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 2022 to be held on April 26, 2022 at 9.00 a.m. on Electronic -Shareholder Meeting (E-EGM) 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 4)

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 2022 to be held on April 26, 2022 at 9.00 a.m. on Electronic -Shareholder Meeting (E-EGM) 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 Extraordinary General Meeting of Shareholders No.1/2022**

☐ (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 2021**

No casting of votes in this agenda

☐ **Agenda 3 To consider and approve the Financial Statement for the year ended December 31,2021 which have been
considered by the Audit Committee and 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.

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

☐ Approve

☐ Disapprove

☐ Abstain

- ☐ Agenda 4 To consider and approve the allocation of profits for the year 2021 as the legal reserve and dividend payment
- ☐ (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 5 To consider and approve the election of directors in replacement of the directors who are retiring by rotation
- ☐ (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:
- ☐ A. Election of entire group of nominated directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ B. Election of each nominated directors individually
1. Mr. Patai Padungtin
- ☐ Approve ☐ Disapprove ☐ Abstain
2. Ms. Piyaporn Phanachat
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda 6 To consider and approve the directors' remuneration for the year 2022
- ☐ (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 7 To consider and approve the appointment of auditor of the Company and the determination of auditor's fee for the year 2022
- ☐ (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 8 To consider and approve the added the objective of the Company's Affidavit
- ☐ (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 9 Other business (if any)
- ☐ (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

- (5) If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
- (6) In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

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

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 2022 to be held on April 26, 2021 at 9.00 a.m. on Electronic - Shareholder Meeting (E-EGM) 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 tovote

- (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 4)

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 2022 to be held on April 26, 2022 at 9.00 a.m. on Electronic -Shareholder Meeting (E-EGM) 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 tovote
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 2022 Annual General Meeting of Shareholders

- ☐ (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

Votes ☐ Disapprove

Votes ☐ Abstain

Votes

- ☐ Agenda 2 To acknowledge the Company's operation results for the year 2021
No casting of votes in this agenda
- ☐ Agenda 3 To consider and approve the Financial statement for the year ended December 31,2021 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.
- ☐ (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 |
|----------------------------------|-------|-------------------------------------|-------|----------------------------------|-------|
- ☐ Agenda 4 To consider and approve the allocation of profits for the year 2021 as the legal reserve and dividend payment
- ☐ (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 |
|----------------------------------|-------|-------------------------------------|-------|----------------------------------|-------|
- ☐ Agenda 5 To consider and approve the election of directors in replacement of the directors who are retiring by rotation
- ☐ (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"/> A. Election of entire group of nominated directors | | | | | |
| <input type="checkbox"/> Approve | Votes | <input type="checkbox"/> Disapprove | Votes | <input type="checkbox"/> Abstain | Votes |
| <input type="checkbox"/> Election of each nominated directors individually | | | | | |
| 1. Mr. Patai Padungtin | | | | | |
| <input type="checkbox"/> Approve | Votes | <input type="checkbox"/> Disapprove | Votes | <input type="checkbox"/> Abstain | Votes |
| 2. Ms. Piayaporn Phanachat | | | | | |
| <input type="checkbox"/> Approve | Votes | <input type="checkbox"/> Disapprove | Votes | <input type="checkbox"/> Abstain | Votes |
- ☐ Agenda 6 To consider and approve the directors' remuneration for the year 2022
- ☐ (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 |
|----------------------------------|-------|-------------------------------------|-------|----------------------------------|-------|
- ☐ Agenda 7 To consider and approve the appointment of auditor of the Company and the determination of auditor's fee for the year 2022
- ☐ (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 |
|----------------------------------|-------|-------------------------------------|-------|----------------------------------|-------|
- ☐ Agenda 8 To consider and approve the added the objective of the Company's Affidavit
- ☐ (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 |
|----------------------------------|-------|-------------------------------------|-------|----------------------------------|-------|
- ☐ Agenda 9 Other business (if any)
- ☐ (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 |
|----------------------------------|-------|-------------------------------------|-------|----------------------------------|-------|

- (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 2022 to be held on April 26, 2021 at 9.00 a.m. on Electronic - Shareholder Meeting (E-EGM) 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 Votes ☐ Disapprove Votes ☐ Abstain Votes

☐ 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 Votes ☐ Disapprove Votes ☐ Abstain Votes

☐ 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 Votes ☐ Disapprove Votes ☐ Abstain Votes

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

Name of Director

☐ Approve Votes ☐ Disapprove Votes ☐ Abstain Votes

Name of Director

☐ Approve Votes ☐ Disapprove Votes ☐ Abstain Votes

Name of Director

☐ Approve Votes ☐ Disapprove Votes ☐ Abstain Votes

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท ฮิวแมนิก้า จำกัด (มหาชน)

Acceptance for the invitation of online meeting of Humanica Public Company Limited

วันที่.....เดือน.....พ.ศ.....

Date Month Year

- (1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

- (2) เป็นผู้ถือหุ้นของ บริษัท ฮิวแมนิก้า จำกัด (มหาชน)

Being a shareholder of Humanica Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น

Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2565

I would like to participate the E-EGM for the 2022 Annual General Meeting of Shareholders.

☐ เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

☐ มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to attend the meeting.

- (3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fill in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number Please fill in the blank.

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 10 วิธีการเข้าร่วมประชุม ภายในวันที่ 22 เมษายน 2565

Please submit the required document per an Enclosure 10 by April 22, 2022.

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงก์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

Rules for attending the shareholders' meeting via electronic media (E-EGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within April 22, 2022. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting by submit your request to attend the meeting by sending information via Email or postal mail.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-EGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-EGM) (Enclosure 9) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-EGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within April 22, 2022.
 - Email channel: ACCOUNT@HUMANICA.COM
 - Postal channels: Mr. Thammanoon Korkiatwanich, Company Secretarial, Humanica Public Company Limited, No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok 10330

Electronic Meeting Attendance (E-EGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within April 25, 2022, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open for meetings 30 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).

6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

***** This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. *****

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Enclosure 8 or 9) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within April 22, 2022 via the following channels:

- By Email: ACCOUNT@HUMANICA.COM
- By mail: Mr. Thammanoon Korkiatwanich, Company Secretarial, Humanica Public Company Limited, No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok 10330

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:

- By Email: ACCOUNT@HUMANICA.COM
- By mail: Mr. Thammanoon Korkiatwanich, Company Secretarial, Humanica Public Company Limited, No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok 10330

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
 - By Email: ACCOUNT@HUMANICA.COM
 - Telephone: 02-636-6999 ext. 1616
 - By mail: Mr. Thammanoon Korkiatwanich, Company Secretarial, Humanica Public Company Limited, No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok 10330
2. Submit advice or questions **during the meeting** to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages;
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.