

Minutes of the 2021 Annual General Meeting of Shareholders
of
Humanica Public Company Limited

Date, Time and Venue

Humanica Public Company Limited (the “Company”) held the 2021 Annual General Meeting of Shareholders on 19 April 2021 at 10.00 a.m. at the Company located at 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok 10330.

Preliminary Procedures

Miss Thanunya Piphitwanichakorn acted as the moderator of the 2021 Annual General Meeting of Shareholders (the “Meeting”) of the Company, and 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, auditors, and legal advisors in the following order:

Attending Directors

- | | | | |
|----|----------------|------------|---|
| 1. | Mr. Anotai | Adulbhan | Chairman of the Board of Directors |
| 2. | Mr. Soontorn | Dentham | 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

- | | | | |
|----|-------------|-------------|-----------------------------------|
| 1. | Mr. Anuphan | Kitnitchiva | Director and Independent Director |
|----|-------------|-------------|-----------------------------------|

There were 6 directors attended the Meeting, representing 86% 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. Except for Agenda No. 7 “To consider and approve the directors’ remuneration for the year 2021”, which constitutes as special interests.

Attending Executives

- | | | | |
|----|-----------------|---------------|--|
| 1. | Mrs. Sasithorn | Hirunsak | Chief Operating Officer – Financial and Accounting Solutions |
| 2. | Ms. Chuenchom | Techarungkiat | Chief Operating Officer – Human Resources Solutions |
| 3. | Ms. Hataichanok | Suwanjang | Chief Technology Officer |

Auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

1. Ms. Wimolporn Boonyusthian
2. Ms. Methinee Anansawatkul

Legal Advisor and Company Secretary from Thawat Law Office

1. Mr. Thawat Pornanong

At the preliminary procedures of the Meeting, there were 854 shareholders and proxies attending the Meeting. The total number of shares represented was 431,766,053 shares, which was equivalent to 63.4950 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. The votes shall be counted by using a barcode system and the result of voting shall be announced by the end of each agenda. In case of equal votes, the Chairman of the Meeting shall have an additional vote as a casting vote.
6. Ballots shall be considered void if multiple choices were chosen or if there was an amendment without a signature affixed therewith or if the ballots do not have any signature affixed thereon.
7. For agendas 1, 4 - 6, 8 and agenda 12 shall be approved by a majority votes of shareholders, attending the meeting and casting their votes. Agenda 2 and 3 were for acknowledgment, and therefore no votes shall be cast. Agenda 7 shall be approved by the votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting. Agenda 9 and 11 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 and Agenda 10 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 without an objection of 10 percent of all votes of the shareholders attending the meeting and being entitled to vote.

In order to promote the Company's good corporate governance, invited Ms. Khwanta Nuchprasert, shareholder rights volunteer which is a proxy from Thai Investors Association, held 100 shares, being a witness of the vote counting process and to ensure that the meeting proceeded in accordance with the laws and the Company's Articles of Association.

Thereafter, the Chairman announced the opening of the 2021 Annual General Meeting of Shareholders 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 2020 Annual General Meeting of Shareholders held on April 27, 2020.

The Chairman informed the Meeting that the 2020 Annual General Meeting of Shareholders held on April 27, 2020, and the Company has prepared the Minutes of the 2020 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 2020 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 2020 Annual General Meeting of Shareholders held on April 27, 2020, with the details as follows:

Approval	431,767,153	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 856 persons, representing 431,767,153 shares.

Agenda 2 To acknowledge the Annual Report and the Company's operation and its subsidiaries results for the year 2020

The Chairman invited Mr. Soontorn Dentham, Chief Executive Officer, to report the Company's operating results for the year 2020 to the Meeting as follows:

Mr. Soontorn informed the Meeting that the Company has top line revenue of Baht 740.34 million which increasing by Baht 126.48 million or 20.6% from the prior year. Revenue from HR Solutions, with positive growth, is Baht 612.09 million, increasing by Baht 117.04 million or 23.6% from the prior year, while Financial Solutions contributed Baht 107.71 million increasing by Baht 3.24 million or 3.1% from the prior year. Another growth from other income Baht 20.53 million, increasing by Baht 6.19 million or 43.2% from prior year. The growth rate since 2016 to 2020 is 20.4%.

Gross profit rate increase from year 2019 at 46.5% to be 49.4% in year 2020. The net profit after tax year 2020 closed at Baht 164.86 million, increasing by Baht 21.13 million or 14.7% from prior year. Overall net profit margin slightly down to 22.3% while year 2019 is 23.4%) mainly due to TFRS 16 adoption. This resulted in the accounting recording effect from lease of assets and affected in an increasing in both assets and liabilities. However, overall, the Company still has a very good financial position and cash flow with no significant business liabilities.

Mr. Soontorn further clarified about the products and services in 2021 regarding the HR software market. The Company remains confident that the technology sector will have long-term revenue and high profit growth. Including the opportunity to continually change the traditional business model to the digital world, the Company has joint ventures with various partners in order to manage the operation risks, then fulfill the Company's products and services and pushing the Company's software to a higher level. The Company believes that all investments will raise the Company in a good position and reap the benefits when the economy recovers.

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. The moderator, therefore, informed the Meeting that this agenda was for acknowledgment, and therefore no votes shall be cast.

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

The Chairman proposed the Meeting to consider and acknowledge the appointment of Ms. Piyaporn Phanachet to be a director and an independent director replacing Mr. Pana Janviroj who resigned from his office, with effective from 3 February 2021 onwards.

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. The moderator, therefore, informed the Meeting that this agenda was for acknowledgment, and therefore no votes shall be cast.

- Agenda 4** To consider and approve the financial statements and consolidated financial statements of the Company and its subsidiaries ended 31 December 2020 which have already been audited by the Company's auditors
- The Chairman invited Mr. Patara Yongvanich, Chairman of the Audit Committee, to inform the Meeting regarding the Company's Financial Statement for the year ended December 31, 2020, has been reviewed by the Audit Committee and audited by the certified auditors. 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 as details set out in Enclosure 3, with the essential details as follows:

Items in Consolidated Financial Statements	Accounting period ended December 31	
	2019	2020
Total Assets (Million Baht)	1,375.59	1,591.66
Total Debt (Million Baht)	181.64	324.80
Shareholders' Equity (Million Baht)	1,193.95	1,266.80
Total Revenue (Million Baht)	613.86	740.34
Net Profit (Million Baht)	147.72	164.86
Earnings per Share (Baht/Share)	0.21	0.24

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion 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 consider and approve the financial statements and consolidated financial statements of the Company and its subsidiaries ended 31 December 2020 which have already been audited by the Company's auditors. 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 approve the financial statements and consolidated financial statements of the Company and its subsidiaries ended 31 December 2020 has been reviewed by the Audit Committee and audited by the certified auditors with the details as follows:

Approval	431,767,254	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0%
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 858 persons, representing 431,767,254 shares.

Agenda 5: To consider and approve the allocation of profits for the year 2020 as the legal reserve and dividend payment

The Chairman inform the Meeting that regarding the allocation of profits for the year 2020 as the legal reserve and dividend payment for the consideration and approval of the Meeting.

The Chairman further informed the Meeting that the Company had its dividend payment policy at the rate of not less than fifty (50) percent of the adjusted net profits based on the Company's consolidated financial statement after deducted by the legal reserves. The dividend payment was 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 the necessity of capital investment and cash flow, in which the payment of the dividend will no excess accrued profit and shall be in accordance with the law. Nevertheless, the Board of Directors may consider annual dividends, subject to the approval of the Shareholders' Meeting unless the interim dividends which the Board of Directors may pay interim dividends to shareholders from time to time, upon viewing that the Company has adequate profit to do so and inform the next Shareholders' Meeting for the acknowledgment.

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 2020, the Company paid an interim dividend in cash on September 10, 2020 calculated at the rate of Baht 0.06 per share. In this regard, the Board of Directors has recommended proposing 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, 2020 - December 31, 2020 calculated at Baht 0.08 per share in the amount of Baht 54,400,000 or in the total amount of Baht 95,200,000 annually, calculated at Baht 0.14 per share annually, or 73.0 percent of the profit of the year, as specified on the separate financial statement of the Company according to the dividend payment of the Company. Comparison of the dividend payment with the preceding year is as follows:

	2018	2019
Separate net profit (Baht)	119,197,798	130,496,581
Profit per share**	0.18	0.19
- Interim dividends	0.06	0.06
- Annual dividends	0.06	0.08*
Total dividends (Baht)	81,600,000	95,200,000
Proportion of dividend payment (including interim dividends)	68.46%	73.00%

* If it is approved by the shareholders at the 2021 Annual General Meeting of Shareholders.

**Profit per basic share calculated by dividing annual profits (Excluding other comprehensive income) with the weighted average number of issued ordinary shares during the year.

The Board of Directors determined the Record Date as on Tuesday, April 27, 2021 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 Monday, May 17, 2021.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion 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 consider and approve the election of directors in replacement of the directors who are retiring by rotation. 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 approve the allocation of profits for the year 2020 as the legal reserve and dividend payment as follows:

- (1) The Company has allocated the net profits to be the legal reserve in the amount of Baht 11,289,580 equivalent to 8.7 percent of its net annual profit prescribed by law and according to the Company's Article of Association. The Company has legal reserves totaling Baht 34,000,000 or equivalent to 10.0% of the registered capital.

- (2) Dividend payment from the result of the operation and the net profit from July 1, 2020 - December 31, 2020 calculated at Baht 0.08 per share of the adjusted net profits based on the Company's separated financial statement after tax. The dividend payment shall be paid on Monday, May 17, 2021 and the list of shareholders who are entitled to receive the dividend is determined on Tuesday, April 27, 2021 (Record Date);

With the following votes.

Approval	431,767,254	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.

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

The moderator informed the Meeting that the Company had made an available opportunity for the shareholders to nominate the person with suitable qualifications to be considered and elected as the director in advance for the 2020 Annual General Meeting of Shareholders via the Company's website www.humanica.com, from January 7, 2021 to January 30, 2021. However, there was no shareholder nominating the qualified persons to the Company.

The Nomination and Remuneration Committee, excluding the interested members, had considered the recruitment and selection of the personnel, who are deserved to be nominated as the Board of Directors for the year 2021, by taking into account the best interest of the Company's operation and according to Section 71 of the Public Company Act and the Company's Article of Association Clause 18 required that at every Annual General Meeting of Shareholders, one-third (1/3) of all directors are due to retire by rotation, if the number of directors cannot be divided exactly into three parts, directors in a number close to one-third (1/3) shall retire. The directors vacating from office in the first and subsequent years, the director who has left office longer shall vacate. A director who vacates office under this section may be re-elected. In this 2021 Annual General Meeting of Shareholders, the directors who are retiring by rotation shall be the following 3 directors:

- (1) Mr. Soontorn Dentham Vice Chairman of the Board of Directors
- (2) Mr. Patara Yongvanich Chairman of the Audit Committee and Independent Director
- (3) Mr. Thanachart Numnonda Audit Committee Member and Independent Director

Such 3 directors are versatile, full of experiences and expertise which will support the Company's business operation. In addition, such three directors are qualified and not possess any prohibited characteristics under the Public Company Act B.E. 2535 and the Securities and Stock Exchanges B.E. 2535 (including those amendments) as well as relevant notifications. It is deemed appropriate to re-elect 3 directors who shall be retired by rotation to resume their position for another term. In this regard, Mr. Patara Yongvanich and Mr. Thanachart Numnonda, 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 the list of directors and biographies of the directors who are retiring by rotation and nominated for re-appointment as appearing in **Enclosure 4**.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion 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 consider and approve the election of directors in replacement of the directors who are retiring by rotation. 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 approve the re-election of 3 directors who shall be retired by rotation to resume their position for another term as follows:

(1) Mr. Soontorn Dentham	Vice Chairman of the Board of Directors				
Approval	431,767,254	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.

(2) Mr. Patara Yongvanich	Chairman of the Audit Committee and Independent Director				
Approval	431,767,254	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.

(3) Mr. Thanachart Numnonda	Audit Committee Member and Independent Director			
Approval	431,767,254	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.

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

The Chairman informed the Meeting that the Nomination and Remuneration Committee considered the determination of remuneration of the directors and the sub-committee for the year 2021 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, the Company's performance as well as the duties and responsibilities of the directors and sub-committees.

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 2021 Annual General Meeting of Shareholders consider and approve the directors and sub-committees' remuneration for the year 2021.

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

Position	2021 (Proposal) Meeting Allowance (Baht/Person/Each)	2020 Meeting Allowance (Baht/Person/Each)
Chairman of the Board	35,000	35,000
Director	25,000	25,000
Chairman of Audit Committee	30,000	30,000
Audit Committee	25,000	25,000
Chairman of Nomination and Remuneration Committee	5,000	5,000
Nomination and Remuneration Committee	5,000	5,000
Chairman of Investment Committee	5,000	-

Position	2021 (Proposal) Meeting Allowance (Baht/Person/Each)	2020 Meeting Allowance (Baht/Person/Each)
Investment Committee	5,000	-

B. Performance Bonus for 2021

- No performance bonus for 2021 shall be paid to the Company's Board of Directors

C. Other Benefits

- None -

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the directors' remuneration for the year 2021. A resolution on this agenda shall be approved by the votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

Meeting's Resolution: The Meeting unanimously resolved to approve the directors' remuneration and meeting allowance for the year 2020 with the details as follows:

Approval	431,767,254	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0%
Abstained	0	votes		
Void Ballots	0	votes		

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

Agenda 8 To consider and approve the appointment of auditor and the determination of auditor's fee for the year 2021

The Chairman informed the Meeting that 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 Company Limited ("**Deloitte**") as the Company's auditor for the year 2021 as Deloitte is a leading international auditing firm with strong assuring 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 Board of Directors has considered approving, as proposed by the Audit Committee, that it is appropriate to propose the 2021 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 2021 and determining the auditor's fee for the year 2021 with details as follows:

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

Name of Auditor	Certified Public Accountant No.	Year(s) of the appointment as the Company's auditor
1. Ms. Wimolporn Boonyusthian	4067	Giving opinion and signing on the Company's 2019-2020 financial statements for the period of 2 year.
2. Mr. Choopong Surachutikarn	4325	Never giving opinion and signing on the Company's financial statements.
3. Ms.JuntiraJuntrachaichoate	6326	Never giving opinion and signing on the Company's financial statements.

to singly act as the auditor and give an opinion on the Company's financial statements and its subsidiaries. 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 an opinion on the financial statements of the Company and its subsidiaries in place of such auditor.

Furthermore, 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 for overseas subsidiaries which have external auditors from other audit firms due to the suitability of size and business operations. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

2. Determination of auditor's fee for the year 2021 as per details as follows:

The remuneration in services for auditing in year 2021 at totaling Baht 2,962,000 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 75,000 or 2.6% from 2020.

	2021 (Proposal) (Baht)	2020 (Baht)
Audit Fee of the Company	2,020,000	1,975,000
Audit Fee for 4 subsidiaries	942,000	912,000
Total*	2,962,000	2,887,000

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

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the appointment of auditor of the Company and its subsidiaries and the determination of auditor's fee for the year 2021. 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 approve the appointment of the auditor from Deloitte Touche Tohmatsu Jaiyos Compay Limited ("Deloitte") as the auditor of the Company and its subsidiaries for the year 2021 and determining the auditor's fee for the year 2020 with details as follows:

- (1) Ms. Wimolporn Boonyusthian Certified Public Accountant No. 4067 or
- (2) Mr. Choopong Surachutikarn Certified Public Accountant No. 4325 or
- (3) Ms. Juntira Juntrachaichoate Certified Public Accountant No. 6326

to singly act as the auditor and give an 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 an opinion on the financial statements of the Company and its subsidiaries in place of such auditor. In this regard, the Meeting resolved to approve the determination of auditor's fee for the year 2021 in the amount of not exceed Baht 2,962,000.

With the following votes as follows:

Approval	431,767,254	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.

Agenda 9 To consider and approve the amendment to the Company's seal and amendment to article 62 of the Company's articles of association regarding the Company's seal

The Chairman informed the Meeting that The Board of Directors therefore proposed to the Annual General Meeting of Shareholders to consider and approve the change of the Company's seal and an amendment to Article 62 of the Company's Articles of Association regarding the Company's seal. To comply with the change of the company's seal including it is correct and in accordance with the law. The modifying the symbol will modernize the Company's identity to clean and more professional but still reflects the identity of the Company with the symbol "Bow", which is well known to the clients of the Company

Existing seal



New seal



The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the amendment to the Company's seal and amendment to article 62 of the Company's articles of association regarding the Company's seal. A 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.

Meeting's Resolution: The Meeting unanimously resolved to approve the amendment to the Company's seal and amendment to article 62 of the Company's articles of association regarding the Company's seal with the details as follows:

Approval	431,767,254	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

* The approval vote, disapprove votes, abstained votes and void ballots were calculated for vote count.

Agenda 10 To consider and approve the issuance and offering of Warrants to purchase ordinary shares of the Company issued to directors and employees of the Company No. 1 (Human-W1) 10,000,000 units to allocate to directors, executives and employees of the Company according to the first securities offering to directors, executives and employees (ESOP) scheme

The Chairman informed the Meeting that to motivate and to remunerate the performance of the directors, executives and employees of the Company to perform their work for the utmost benefit of the Company and the shareholders and to create a motivation for executives and employees with a distinctive performance which are irreplaceable to continue to work for the Company which will bring good results to the business operation in the long-term. Thus, it is proposed that the shareholders' meeting approves the issuance and offer for sale of the warrants to purchase the ordinary shares of the Company (the "Warrants") to the directors, executives and employees of the Company No.1 (HUMAN- W1) amounting 10,000,000 units as set out in **Enclosure 5**.

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to consider and approve in giving authority to The Nomination and Remuneration Committee or a person assigned by the Nomination and Remuneration Committee with the following authorities:

- a) Consider to specify and amend conditions, terms, and details related to the issuance and offering of Warrants to purchase ordinary shares of the Company issued to directors, executives, and employees of the Company No. 1 (Human-W1) to the extent permitted by law and in non-material matters, e.g. the date, time, method of issuing and offering the Warrants, method of exercising the Warrants, and etc;
- b) Negotiate and sign documents and contracts related thereto;
- c) Sign application, waiver request, and relevant evidence in relation to the allocation of Warrants to purchase ordinary shares of the Company issued to directors, executives, and employees of the Company No. 1 (Human-WA), including communicate, file application, or waive document and evidence request with any competent authorities or agencies; and
- d) Carry out any other necessary actions relating to the issuance and offering of Warrants to purchase ordinary shares of the Company issued to directors, executives, and employees of the Company No. 1 (Human- WA) as deem appropriate.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestions to this agenda. There was a shareholder who had made inquiries as the following summary.

1. Mr. Somkid Wongpakorn, shareholder, inquired the Company about the conditions and exercise price of HUMAN-W1.

Answer: Term of HUMAN- W1 is 5 years and would allocate at 0% for the first year, 20% for the second year, 20% for the third year, 30% for the fourth year and the last 30% in the fifth year. Offering price (baht per unit) of HUMAN-W1 is zero (0) and exercise price is Baht 10.90 per share.

There was no additional inquire, therefore, the moderator proposed to the Meeting to consider and approve the issuance and offering of Warrants to purchase ordinary shares of the Company issued to directors and employees of the Company No. 1 (Human-W1) 10,000,000 units to allocate to directors, executives and employees of the Company according to the first securities offering to directors, executives and employees (ESOP) scheme. A 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 being entitled to vote without an objection of 10 percent of the total number of votes of the shareholders attending the meeting vote against this offering of Warrants.

Meeting's Resolution: The Meeting unanimously resolved to approve the issuance and offering of Warrants to purchase ordinary shares of the Company issued to directors and employees of the Company No. 1 (Human-W1) 10,000,000 units to allocate to directors, executives and employees of the Company according to the first securities offering to directors, executives and employees (ESOP) scheme with the details as follows:

Approval	431,767,254	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

* The approval vote, disapprove votes, abstained votes and void ballots were calculated for vote count.

Agenda 11 To consider and approve the increasing of the Company's capital for another 5,000,000 Baht from the registered capital of 340,000,000 Baht to 345,000,000 Baht by issuing 10,000,000 new ordinary shares at a par value of 0.50 Baht per each share and to amend to Clause 4. of the Memorandum of Association of the Company, pursuant to the increase of the Company's capital

The Chairman informed the Meeting that due to the issuance and offer for sale of the Warrants to purchase the ordinary shares of the Company to directors, executives and employees of the Company, the Company therefore has to increase its registered capital Baht 5,000,000 from the existing registered capital of 340,000,000 Baht to 345,000,000 Baht, by issuing 10,000,000 newly- issued ordinary shares, at the par value of 0.50 Baht per share, in order to accommodate the exercise of the Warrant of the Company (ESOP WARRANTS; HUMAN-W1).

In addition, in order to be in line with the capital increase mentioned in the first paragraph, the Company is required to amend and replace Clause 4 of the Memorandum of Association with the following and authorized the person delegated by the Board of Directors to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce with authority to amend the terms in the Memorandum of Association in accordance with the registrar's order;

“Clause 4	Registered capital	345,000,000	Baht	(Three hundred forty five million baht)
	Divided into	690,000,000	shares	(Six hundred ninety million shares)
	Value per share	0.50	Baht	(Fifty satang)
	Categorized into:			
	Ordinary shares	690,000,000	shares	(Six hundred ninety million shares)
	Preference shares	-	shares	(-)”

Therefore, the Board of Directors deemed it appropriate to propose that the shareholders’ meeting consider and approve: the capital increase by 5,000,000 Baht from the existing registered capital of 340,000,000 Baht which can be divided into 680,000,000 ordinary shares, at the par value of 0.50 Baht per share, to 345,000,000 Baht which can be divided into 690,000,000 ordinary shares, at the par value of 0.50 Baht per share, by issuing 10,000,000 newly-issued ordinary shares, at the par value of 0.50 Baht per share; and the amendment to Clause 4 of the Memorandum of Association to be in line with the capital increase as proposed in all aspects.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the increasing of the Company’s capital for another 5,000,000 Baht from the registered capital of 340,000,000 Baht to 345,000,000 Baht by issuing 10,000,000 new ordinary shares at a par value of 0.50 Baht per each share and to amend to Clause 4. of the Memorandum of Association of the Company, pursuant to the increase of the Company’s capital. A 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.

Meeting’s Resolution: The Meeting unanimously resolved to approve the increasing of the Company’s capital for another 5,000,000 Baht from the registered capital of 340,000,000 Baht to 345,000,000 Baht by issuing 10,000,000 new ordinary shares at a par value of 0.50 Baht per each share and to amend to Clause 4. of the Memorandum of Association of the Company, pursuant to the increase of the Company’s capital with the details as follows:

Approval	431,767,254	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void Ballots	0	votes		

* The approval vote, disapprove votes, abstained votes and void ballots were calculated for vote count.

Agenda 12 To consider and approve the allocation of 10,000,000 new shares with a par value of 0.50 Baht per share to reserve the exercise of the Warrants to purchase the Company's ordinary shares issued to directors, executives and employees of the Company No. 1 (HUMAN-W1)

The Chairman informed the Meeting that as a result of issuance and offer for sale of the Warrants to purchase the ordinary shares of the Company to directors, executives and employees of the Company No. 1 (HUMAN-W1) as details in **Enclosure 5**, the Company therefore has to allocate 10,000,000 newly-issued ordinary shares with a par value of 0.50 Baht (Fifty Satang) to accommodate the exercise of the Warrants being issued to the directors, executives and employees of the Company No.1 (HUMAN-W1).

Therefore, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the allocation of 10,000,000 newly-issued ordinary shares with a par value of 0.50 Baht (Fifty Satang) to accommodate the exercise of the Warrants being to the directors, executives and employees of the Company No.1 (HUMAN-W1) and propose to authorize the Board of Directors or the Executive Committee of the Company or its delegated person to determine other details and conditions with respect to the allocation of the newly-issued ordinary shares, including but not limited to:

1. Allocation of newly-issued ordinary shares only once or periodically, determination of the offering period, offering price, payment of shares, including other conditions and details in relation to the allocation of the said newly-issued ordinary shares;
2. Allocation of newly-issued ordinary shares to accommodate the exercise of the Warrants being issued to the directors, executives and employees of the Company;
3. Negotiation, agreement and signing of documents and contracts in relation to the allocation of the said newly-issued ordinary shares, including other actions in connection with the allocation thereof, and the appointment of an underwriter and consultants;
4. Signing of application and relevant evidence necessary for, and in relation to the allocation of the said newly-issued ordinary shares, including contacting and submitting applications, documents and evidence to government agencies or related agencies, listing of the Company's newly issued ordinary shares on the Stock Exchange of Thailand, and having the power to take any other actions necessary and appropriate with respect to the allocation of the said newly issued ordinary shares.

In this regards, details of the allocation of newly issued shares are appeared in the Capital Increase Report Form **Enclosure 6** and the details of the allotment of newly issued ordinary shares of Humanica Public Company Limited **Enclosure 7**.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the allocation of 10,000,000 new shares with a par value of 0.50 Baht

per share to reserve the exercise of the Warrants to purchase the Company's ordinary shares issued to directors, executives and employees of the Company No. 1 (HUMAN-W1). A 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.

Meeting's Resolution: The Meeting unanimously resolved to approve the allocation of 10,000,000 new shares with a par value of 0.50 Baht per share to reserve the exercise of the Warrants to purchase the Company's ordinary shares issued to directors, executives and employees of the Company No. 1 (HUMAN-W1) with the details as follows:

Approval	431,767,254	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.

Agenda 13 Other matters (if any)

The Chairman gave the opportunity to the shareholder or proxy to make inquiries or provide suggestions to the Board of Directors or the Company's executive.

- Ms. Khwanta Nuchprasert, shareholder rights volunteer which is a proxy from Thai Investors Association, held 100 shares, inquired the Company about

- For business expansion into the insurance sector, what is the Company's strengths and advantages over competitors? Also, requested for more information about the flexi-benefits.

Answer: The Company a competitive advantage in the insurance business that the Company operates as a Digital Insurance Broker, together with information from the Company's HR Platform. In addition, being an Eco-System which will merge into Digital Community and Market Place for the real Insurance Platform that can create more value to employees.

For flexi-benefits, the Company has invested in developing a platform with CXA, which will help our customers' employees to select the benefit by themselves through digital technology.

- According to the Company's cash cycle year 2020 around 1.3 day which is the high improvement on cash cycle. How did the Company improve the cash cycle?

Answer: The Company had improvement on debt collection and receivable management while the repayment period to creditors is relatively stable.

2. Mr. Naruedon Nuannim, shareholder held 100 shares, inquired the Company about direction of the joint venture between the Company and BTS.

Answer: This joint venture has established under the name “Rabbit Cash Company Limited” to penetrate the market on Digital Lending Platform. At the beginning, the JV needs to help clients to take better care of their employees by providing the access to low-interest funding in order to replace employees’ high interest rate personal debt. By using digital technology to transform everyday life, it will be able to apply for a loan at the Company’s system which already connected to the Rabbit Cash’s system. The employees, who request for the loan, will know the approval results in a short time. In terms of loan repayments, employees are able to make monthly payments directly from their payroll. For this JV, the Company’s revenue is from marketing fee and debt collection. The JV will operate by beginning of the fourth quarter of this year.

3. Mr. Chaichana Piyamawadee, shareholder held 12,900 shares, inquired that according to the increasing revenue proportion from software, how does the company provide software-related service to customers?

Answer: At present, the Company offers a Software as a service (“SaaS”) for the software that the company has developed, which is as comparative as the global program (Global System), but full localize. For TigerSoft program, it is a sell-out right program with and maintenance service. However, the Company remains focused on its core outsourcing business and is able to serve both small, medium and enterprise businesses.

4. Mr. Chaichana Piyamawadee, shareholder held 12,900 shares, inquired about the situation of Minor Group and how does the Company provide service to Minor Group?

Answer: Minor Group has significant impact from COVID-19, but they were able to adapt and recover very well. However the Company was also affected by COVID-19. To remedy the situation that arose, the Company has given a discount on the service fee to the Minor Group to be able to get through this situation.

There were no further inquiries, the moderator, therefore, informed the Meeting that the Company, through the Stock Exchange of Thailand/Company’s website, had previously invited shareholders to propose other agendas but no shareholder did so. As such, there was no other agenda to consider at this Meeting.

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

The Chairman then thanked all shareholders and declared the meeting adjourned at 12.06 p.m.



(Mr. Anotai Adulbhan)

Chairman of the Meeting



(Ms. Napat Rattapong)

Minute Taker