

No. BC. 007/2023

March 15, 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

Attention: Shareholders

Humanica Public Company Limited

- Enclosures:
1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders held on April 26, 2022
 2. The 2022 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-AGM)
 11. Rules for attending the shareholders' meeting via electronic media (E-AGM)

Following the Board of Directors Meeting No. 1/2022 of Humanica Public Company Limited (the "Company") held on February 28, 2023 has passed a resolution to approve the 2023 Annual General Meeting of Shareholders to be convened, which will be held on Wednesday, April 26, 2023 at 10.00 a.m. on Electronic -Shareholder Meeting to consider the meeting agendas as follows:

Agenda 1 To acknowledge and certify the Minutes of the 2022 Annual General Meeting of Shareholders

Facts and Rationales

The 2022 Annual General Meeting of Shareholders held on April 26, 2022 has considered matters in accordance with the regulations and laws. The Company has prepared and submitted the Minutes of the 2022 Annual General Meeting of Shareholders (the "AGM") to the Stock Exchange of Thailand within 14 days from the date of the AGM 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 AGM to the 2023 AGM for acknowledgment.

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the Minutes of the AGM to the 2023 Annual General Meeting of Shareholders for certification as set out under Enclosure 1. The details of Minutes of the AGM recorded are true and complete. Further, it had not appeared 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 2022

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 2022, 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 2022 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 2022 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, 2022 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 financial statement 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, 2022 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	
	2021	2022
Total Assets (Million Baht)	1,770.01	3,903.13
Total Debt (Million Baht)	332.39	481.46
Shareholders' Equity (Million Baht)	1,437.62	3,421.67
Total Revenue (Million Baht)	770.49	1,073.50
Net Profit (Million Baht)	165.34	180.02
Earnings per Share (Baht/Share)	0.25	0.23

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, 2022 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 2022 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 2022, the Company paid an interim dividend on September 14, 2022 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, 2022 – December 31, 2022 and retained earnings calculated at Baht 0.12 per share in the amount of Baht 104,093,229.12 or in the total amount of Baht 156,139,843.68 annually, calculated at Baht 0.18 per share annually, or 132.3 percent of the profit of the year. Comparison of the dividend payment with the preceding year is as follows:

	2021	2022
Separate net profit (Baht)	184,437,707.20	118,058,429.39
Earnings per share**	0.27	0.15
- Interim dividends	0.06	0.06
- Annual dividends	0.10	0.12*
Total dividends (Baht)	108,800,000.00	156,139,843.68
Proportion of dividend payment (including interim dividends)	59.0 percent	132.3 percent

* If it is approved by the shareholders at the 2023 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 2023 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 9, 2023 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 25, 2023.

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 14, 2022 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, 2022 – December 31, 2022 and retained earnings calculated at Baht 0.12 per shares. The dividend payment shall be paid on May 25, 2023 and the list of shareholders who are entitled to receive the dividend is determined on May 9, 2023 (Record Date);
2. Allocation of the net profits to be the legal reserve for the year 2022 in the amount of Baht 7,000,000, equivalent to 5.9 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 41,500,000 or 9.5 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 2023 Annual General Meeting of Shareholders, the directors who are retiring by rotation shall be the following 2 directors

- | | | | |
|-----|----------------|----------|--|
| (1) | Mr. Anotai | Adulbhan | Chairman of the Boards of Directors and Member of
Nomination and Remuneration Committee |
| (2) | Mr. Thanachart | Numnonda | Member of Audit Committee, Member of Nomination and
Remuneration 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 December 15, 2022 to January 31, 2023 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 2023 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. Anotai Adulbhan and Mr. Thanachart Numnonda, 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. Anotai Adulbhan; and (2) Mr. Thanachart Numnonda; 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 2023

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 2023 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 2023 as follows:

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

Position	Year 2022 Meeting Allowance (Baht/Person/Time)	Year 2023 (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	15,000	15,000
Nomination and Compensation Committee	10,000	10,000
Chairman of the Investment Committee	15,000	15,000
Investment Committee	10,000	10,000

b. Performance Bonus for 2023

- No performance bonus for 2023 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 2023, 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 2023

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 thoroughly considered both in terms of expertise working standards and the appropriateness of the remuneration. It was proposed to the Board of Directors' meeting to appoint an auditor from PricewaterhouseCoopers ABAS Limited ("PWC") as the Company's auditor in place of Deloitte Touche Tohmatsu Jaiyos Compay Limited in order to rotate the auditors. Since the company has used the audit service with Deloitte Touche Tohmatsu Jaiyos Company Limited for 4 years since 2019, PWC is a leading auditor company that provides auditing services in international level with expertise in auditing Including the audit fee that is appropriate by proposing to the Board of Directors to propose 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 2023 Annual General Meeting of Shareholders to consider approving the appointment of the auditors from PWC to be the auditor of the Company and its 4 subsidiaries for the first year in 2023 and determining the audit fee for the year 2023 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. Rodjanart Banyatananusard	8435	Never expressed opinion and signed on the Company's financial statements
2. Mr. Boonrueng Lerdwisewit	6552	Never expressed opinion and signed on the Company's financial statements
3. Mr. Kan Tanthawirat	10456	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, PWC is authorized to identify one other Certified Public Accountant within PWC 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 PWC 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 5 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 2023

The remuneration in services for auditing in year 2023 at totaling Baht 7,142,000 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 386,250 or 5.7% from 2022.

	2022 (Baht)	2023 (Proposal) (Baht)
Audit Fee of the Company	2,645,000	2,750,000
Audit Fee for 3 subsidiaries by PWC (2023) and Deloitte (2022)	970,000	1,030,000
Audit fee for 4 subsidiaries by other audit firms	712,000	712,000
Audit fee for DataOn Group	2,328,750	2,100,000
Non-Audit Fee	100,000	150,000
Non-Audit Fee (One-time audit)	-	400,000
Total*	6,755,750	7,142,000

**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 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 16, 2023 be fixed as the record date for determining the shareholders entitled to attend the 2023 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 an Independent Director who is 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 2022 Annual General Meeting of Shareholders
of
Humanica Public Company Limited**

Date, Time and Venue

Humanica Public Company Limited (the “Company”) held the 2022 Annual General Meeting of Shareholders on 26 April 2022 at 9.00 a.m. via electronic meeting, in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations by broadcasting live from the Company's meeting room, Building No. 2, Soi Rong Mueang 5, Rong Mueang Road, Rong Mueang Sub-district, Pathum Wan District, Bangkok

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 | 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 | Independent Director |
| 5. | Mr. Thanachart | Numnonda | Audit Committee Member and Independent Director |
| 6. | Ms. Piyaporn | Phanachet | Audit Committee Member and Independent Director |

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. Except for Agenda No. 6 "To consider and approve the directors' remuneration for the year 2022", which constitutes as special interests.

Attending Executives

- | | | | |
|----|-----------------|---------------|--|
| 1. | Ms. Chuenchom | Techarungkiat | Chief Operating Officer – Human Resources Solutions |
| 2. | Ms. Hataichanok | Suwanjang | Chief Technology Officer |
| 3. | Ms. Bee Bee | Lim | Chief Operations Officer - Commercial and International Business |
| 4. | Mr. Somsak | Tantitanawat | Managing Director of Tiger Soft (1998) Co., Ltd. |
| 5. | Mr. Thammanoon | Korkiatwanich | Chief Financial Officer |

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

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

Legal Advisor from Benja Advisory Co.,Ltd.

- | | | |
|----|------------|--------------|
| 1. | Mr. Lirlit | Petchvorakul |
|----|------------|--------------|

At the preliminary procedures of the Meeting, there were 786 shareholders and proxies attending the Meeting. The total number of shares represented was 451,963,446 shares, which was equivalent to 66.4652 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, 3 – 5 and 7 shall be approved by a majority votes of shareholders, attending the meeting and casting their votes. Agenda 2 were for acknowledgment, and therefore no votes shall be cast. Agenda 6 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 8 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 2022 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 Extraordinary General Meeting of Shareholders No.1/2022.

The Chairman informed the meeting that the Extraordinary General Meeting of Shareholders No. 1/2022 was held on March 31, 2022 and the Board of Directors has considered and approved the minutes of the meeting. It was correct and complete in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022, the Company sent the minutes of such meeting to the Stock Exchange of Thailand within 14 days from the date of the Extraordinary General Meeting of Shareholders as required by law and has published the minutes of the said meeting through the Company's website at www.humanica.com.

The shareholders can acknowledge the minutes of the meeting and can verify the correctness within an appropriate time. There was no objection or amendment in any way. The minutes of the meeting appeared in Attachment 1. The Board of Directors therefore agreed to propose to the Annual General Meeting of Shareholders to consider and acknowledge the minutes of the meeting.

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 Extraordinary General Meeting of Shareholders No.1/2022 held on March 31, 2022, with the details as follows:

Approval	452,023,854	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 788 persons, representing 452,023,854 shares.

Agenda 2 To acknowledge the Annual Report and the Company's operation and its subsidiaries results for the year 2021.

The Chairman invited Mr. Thammanoon Korkiatwanich, Chief Financial Officer, to report the Company's operating results for the year 2021 to the Meeting as follows:

Mr. Thammanoon Korkiatwanich Reported to the meeting about the Company's operating results for the year 2021 as follows:

- Overall, the Company's operating performance slightly improved from the previous year due to the economic situation that is still affected by COVID 19, revenues grew slightly from the previous year, about 8.9 million baht, or an increase of 1%, and net profits increased by 0.5 million baht or 0.3% from the previous year.

Units: Million THB	Y 2021	Y 2020	YOY	%
Revenue	728.7	719.8	8.9	1%
Cost of sales & Services	(398.3)	(385.0)	(13.3)	3%
Gross Profit	330.4	334.9	(4.4)	-1%
%GPM	45.3%	46.5%		
Selling Expense	(30.9)	(29.2)	(1.7)	6%
Admin & General Expense	(146.1)	(131.1)	(15.0)	11%
Total SG&A Expense	(177.0)	(160.2)	(16.7)	10%
Operating Profit	153.5	174.6	(21.1)	-12.1%
Other income	29.4	9.4	19.9	211%
Profit sharing from associates	0.0	0.9	(0.9)	-99%
Financial income	12.4	11.1	1.3	12%
Net profit before interest and tax	195.3	196.1	(0.8)	0%
Financial cost	(9.3)	(8.4)	(1.0)	12%
Net profit before tax	186.0	187.7	(1.7)	-1%
Income tax	(20.6)	(22.8)	2.2	-10%
Net profit	165.3	164.9	0.5	0.3%
	22.7%	22.9%		

- Revenue by product group increased from the previous year as follows:

- Human Resources Management Service Group: +5.5 million baht growth.
- Financial services group: +3.4 million baht growth.

- Income classified by nature Changes from the previous year as follows:

- Non-recurring income grows by +12.9 million baht or +5.4% from revenue from new customers installation.

- Fixed income decreased by -4.0 million baht or -0.8% due to a decrease in the number of employees of customers in the hotel and restaurant business. from the impact of COVID.
 - Gross profit decreased -4.5 million baht due to an increase in revenue +8.9 million baht, but increased costs -13.3 million baht due to increased costs from improving IT security systems. and increased depreciation expenses from the expansion of office space.
 - Selling and administrative expenses increased by -16.7 million baht from impairment of investment in CXA convertible bonds of -8.6 million baht and amortization of accrued interest receivable from CXA convertible bonds of -5.1 million baht. Expenses from new business (Benix/EEC) -6.1 million baht and one-time expenses incurred in the previous year of Tiger Soft amounting to +3.2 million baht.
 - Operating profit decreased by -21.1 million baht from gross profit decreased by -4.5 million baht and selling and administrative expenses increased by -16.7 million baht.
 - Net profit slightly increased +0.4 million baht from operating profit decreased -21.1 million baht, other income increased +20.4 million baht.
- (Other income increased from gain from exchange rate +9.4 million baht and decreased cost item which is a one-time item +8.9 million baht) Interest expenses increased -1.0 million baht and income tax decreased +2.2 million baht.

Mr. Thammanoon Korkiatwanich Reported to the meeting about the Company's financial position for the year 2021 as follows:

Financial Position	2021	2020	Change	%
Total assets	1,769.30	1,591.70	177.60	10%
Current assets	571.50	653.40	- 81.90	-14%
Non-current assets	1,197.80	938.20	259.60	22%
Total liabilities	331.70	324.80	6.90	2%
Current liabilities	155.70	151.10	4.60	3%
Non-current liabilities	176.00	173.70	2.30	1%
Shareholder's equity	1,437.60	1,591.70	- 154.10	-11%

- Assets grew +177.6 million baht, with current assets decreased by -81.9 million baht due to an increase of cash +87.8 million baht, but financial assets decreased by -174.3 million baht.
- Non-current assets increased by +259.5 million baht due to an increase in investment in Joint Ventures increased by +35.1 million baht (investment in Conical Company +17.7 million baht and Farmcare +15.4 million baht).
- Other long-term investments increased by +241.9 million baht from investment in Rabbit Cash Company +40.0 million baht /Publica Holding +68 million baht and Enforce Security Plc. +139.0 million baht (cost 82 million baht + adjusted fair value increase of 57 million baht).
- Liabilities increased +6.9 million baht due to an increase in financial lease liabilities. from the expansion of office rental space.
- Shareholders' equity increased by +170.8 million baht from net profit attributable to the parent company +169.8 million baht, dividend payment -95.2 million baht, employee benefit adjustments +11.4 million baht and other

comprehensive income increased by +54.2 million baht from The fair value adjustment of investments in Nforce Security Plc.

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 consider and approve the financial statements and consolidated financial statements of the Company and its subsidiaries ended December 31, 2021 which have already been audited by the Company's auditors

The Chairman informed the Meeting regarding the Company's Financial Statement for the year ended December 31, 2021, 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 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

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 December 31, 2021 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 December 31, 2021 has been reviewed by the Audit Committee and audited by the certified auditors with the details as follows:

Approval	452,023,954	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 1 shareholder attended the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 789 persons, representing 452,023,954 shares.

Agenda 4 To consider and approve the allocation of profits for the year 2021 as the legal reserve and dividend payment

The Chairman inform the Meeting that regarding the allocation of profits for the year 2021 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 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

* If it is approved by the shareholders at the 2022 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.

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.

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 2021 as the legal reserve and dividend payment 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.

With the following votes.

Approval	452,023,954	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 5 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 2021 Annual General Meeting of Shareholders via the Company's website www.humanica.com, from March 16, 2022 to March 25, 2022. 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 2022, 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 2022 Annual General Meeting of Shareholders, the directors who are retiring by rotation shall be the following 2 directors:

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

Such 2 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 2 directors who shall be retired by rotation to resume their position for another term. In this regard, Mr. Patai Padungtin and Ms. Piayaporn Phanachat, 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 3**.

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 2 directors who shall be retired by rotation to resume their position for another term as follows:

(1) Mr. Patai Padungtin	Independent Director				
Approval	452,023,954	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) Ms. Piayaporn Phanachat		Member of Audit Committee and Independent Director			
Approval	443,460,854	votes	equivalent to	98.1056%	
Disapproval	8,563,100	votes	equivalent to	1.8944%	

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 directors' remuneration for the year 2021

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 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, 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 2022 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	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 -

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 2022. 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 2022 with the details as follows:

Approval	431,674,454	votes	equivalent to	95.4982%
Disapproval	20,349,400	votes	equivalent to	4.5018%
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 appointment of auditor and the determination of auditor's fee for the year 2022

The Chairman invited Mr. Patara Yongvanich, Chairman of Audit Committee, to inform 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 Compay Limited ("**Deloitte**") as the Company's auditor for the year 2022 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 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 auditor's fee for the year 2022 with details as follows:

1. Appointment of the following auditors from Deloitte to be the Company's auditor for the year 2022

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 2019-2021 financial statements for the period of 3 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 2022 as per details as follows:

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	No	No
Total*	3,190,000	3,430,000

*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 2022. 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 2022 and determining the auditor's fee for the year 2022 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 2022 in the amount of not exceed Baht 3,430,000.

With the following votes as follows:

Approval	452,023,954	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 8 To consider and approve the added the objective of the Company's Affidavit

The Chairman informed the Meeting that 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.

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 added the objective of the Company's Affidavit. 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 added the objective of the Company's Affidavit with the details as follows:

Approval	452,023,954	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 9 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.

Mr. Aphiban Ariyakulkan, a shareholder, asked the Company as follows:

1. Has the Company directly or indirectly affected from the sanctions against Russia? and How?

Answer: At present, the Company has not been affected by any such incident.

2. The Company's business is based on technologies that are understood to be developed by the United States in the future. It was used as a weapon in the boycott. Will it affect the service to customers who are not friendly to the United States?

Answer: Most of the Company's technology is developed by the company itself. Therefore, there is no material impact on the Company's customers in such cases.

3. Is there another technology back up for the Company's platform if the US can boycott the technology the company uses to serve its customers?

Answer: Most of the company's platforms are developed by the company itself. Therefore, there is no material impact on the Company's customers in such cases.

4. "New World Order" is a threat to the Company's business. How and what are our plans for support?

Answer: The Company must not stand still and must develop in various fields and have to adapt to the changing currents of the situation all the time.

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 10.19 a.m.



(Mr. Anotai Adulbhan)

Chairman of the Meeting



(Mr. Thammanoon Korkiatwanich)

Minute Taker

The 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report)
in the form of QR Code

The Company had prepared the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report). The shareholders can receive the 2022 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. Anotai Adulbhan

Age 50 years

Nationality Thai

Position Chairman of the Board of Directors/
Nomination and Remuneration Committee

Starting date of directorship January 31, 2019

Term of service First term: July 14, 2017 – April 2, 2018
Second term: April 2, 2018 – April 27, 2020
Third term: April 27, 2020 – AGM 2023



Number of years as an Independent Director 5 years and 9 months

Type of nominated Director Chairman of the Board of Directors

Educational Background and Training Course

- Master of Business Administration, Kellogg School of Management, Northwestern University, U.S.A.
- Bachelor of Engineering, Chulalongkorn University
- Director Accreditation Program (DAP), Batch 122/2015
- Role of Chairman Program (RCP), Batch 46/2563
- Board Nomination and Compensation Program (BNCP), Batch 11/2564

Working Experience

Period	Position	Company Name/Nature of Business
2017 - Present	Chairman of the Board of Directors	Humanica Public Company Limited
2020 - Present	Nomination and Remuneration Committee	Corporate Software and Payroll Service
2022 - Present	Director	Glazziq Company Limited Distributor of fashion, accessories and jewelry
2022 - Present	Director	Vision Ventures Company Limited Investment in other companies
2022 - Present	Director	NST Vision Company Limited Training for related companies
2022 - Present	Director	Hibiocy Company Limited Research, develop, produce, and commercialize medical supplies
2020 - Present	Director	Can Innovation Company Limited Consultant and Furniture Supply Service
2019 - Present	Director	nForce Security Company Limited Cyber Security Distributor
2019 - Present	Director	Relationship Republic Company Limited Marketing Consultant and Software Service

Period	Position	Company Name/Nature of Business
2018 - Present	Director	AAA Assets Company Limited Investment
2017 - Present	Director	Rojukiss International Public Company Limited Beauty product trading
2017 - Present	Director	WorldWideVac Limited Holding Company
2017 - Present	Director	Aurora Asia Holdings Pte. Ltd. Investment in other companies
2017 - Present	Director	PhD International Limited Investment in other companies
2016 - Present	Director	Darlex Limited Investment in other companies
2014 - Present	Director	Henderson Capital Asia Investment in other companies
2014 - Present	Director	Hudson Asia Holdings Pte. Ltd. Investment in other companies
2012 - Present	Director	Selic Corp Public Company Limited Industrial Adhesive
2009 - Present	Director	Lakeshore Capital Partners Company Limited Business and Management Consultant
2020 - 2022	Director	Mungmee Ecommerce Company Limited Central market online trading
2018 - 2022	Director	Pharma Management Company Limited Investment
2018 - 2019	Director	Devakam Apothecary Hall Co., Ltd. Manufacturer of pharmaceutical products
2016 - 2018	Director	Ready Planet Co., Ltd. Service provider for website
2015 - 2019	Director	KT Restaurant Co., Ltd. Business of restaurant

Director / Executive Position

- In other listed companies: 3 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 30, 2022:

- 250,000 shares (0.03% of the total number of paid-up shares)

Family Relationship among Directors and Executives:

None

Number of Meeting Attendance

- Board of Directors' Meeting: 6/6 times
- Nomination and Remuneration Committees' Meeting: 1/1 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

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

Name Mr. Thanachart Numnonda

Age 57 years old

Nationality Thai

Position Audit Committee/Nomination and Remuneration Committee/
Independent Director

Starting date of directorship July 14, 2017

Term of service First term: July 14, 2017 – April 29, 2019
Second term: April 29, 2019 – April 19, 2021
Third term: April 19, 2021 - AGM 2023



Number of years as an Independent Director 5 years and 9 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
- Director Leadership Certification Program (DLCP), Batch 2/2564
- Successful Formulation and Executive of Strategy (SFE), Batch 36/2564
- Ethical Leadership Program (ELP), Batch 25/2565
- Block Chain Technology 2018
- Digital Strategies for Business 2018

Working Experience

Period	Position	Company Name/Nature of Business
2017 - Present	Audit Committee and Independent Director	Humanica Public Company Limited
2020 - Present	Nomination and Remuneration Committee	Corporate Software and Payroll Service
2016 - Present	Chairman of the Board of Directors and	Siameast Solutions Public Company Limited
	Chairman of Audit Committee	Industrial Products
2019 - Present	Chairman of Risk Committee and	Vintcom Technology Public Company Limited
	Nomination and Remuneration Committee	Computer Hardware
2015 - Present	Audit Committee	

Period	Position	Company Name/Nature of Business
2020 - Present	Member of University Council	Burapha University Educational Institution
2019 - Present	Member of University Council	Khon Kaen University Educational Institution
2013 - Present	Member of University Council	Ubon Ratchathani University Educational Institution
2017 - Present	Director	IMC Outsourcing (Thailand) Company Limited Data Storage Service and Marketing Consultant
2021 - Present	Independent Director and Chairman of Investment Committee	Thanachart Capital Public Company Limited Holding Company

Director / Executive Position

- In other listed companies: 3 companies (please see above)
- In other businesses which are not listed companies: 4 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, 2022: None

Family Relationship among Directors and Executives: None

Number of Meeting Attendance

- Board of Directors' Meeting: 6/6 times
- Audit Committee's Meeting 4/4 times
- Nomination and Remuneration Committees' Meeting: 1/1 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	48 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

2022 - Present	Director – Pax8 International (Thailand) Company Limited A company engages in Cloud services consulting
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/Investment Committee - Humanica Public Company Limited A company engages in enterprise software and payroll services
2013 – 2022	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: None

The Company's securities holdings as of December 30, 2022:

- Own 500,000 shares (0.06% of the total number of paid-up shares)

Family Relationship among Directors and Executives: None

Number of Meeting Attendance

- Board of Directors' Meeting: 6/6 times
- Audit Committees' Meeting: 4/4 times
- Investment Committees' Meeting: 6/6 times

Illegal Record in past 10 years: None

Conflicts of Interest in Agenda

- Agenda 6: To consider and approve the directors' remuneration for the year 2023.
- No special interest rather than other directors, to attend the meeting and vote on the shareholders' behaves.

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 2023 to be held on April 26, 2023 at 10.00 a.m. on Electronic -Shareholder Meeting (E-AGM) 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 2023 to be held on April 26, 2023 at 10.00 a.m. on Electronic -Shareholder Meeting (E-AGM) 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 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

☐ Disapprove

☐ Abstain

☐ Agenda 2 To acknowledge the Company's operation results for the year 2022

No casting of votes in this agenda

☐ Agenda 3 To consider and approve the Financial Statement for the year ended December 31,2022 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 2022 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. Anotai Adulbhan
- ☐ Approve ☐ Disapprove ☐ Abstain
2. Mr. Thanachart Numnonda
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 6 To consider and approve the directors' remuneration for the year 2023**
- ☐ (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 2023**
- ☐ (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 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

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 2023 to be held on April 26, 2023 at 10.00 a.m. on Electronic -Shareholder Meeting (E-AGM) 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 2022
No casting of votes in this agenda
- ☐ Agenda 3 To consider and approve the Financial Statement for the year ended December 31,2022 which has been audited by the Company's certified auditor
- ☐ (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 2023 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. Anotai Adulbhan | | | | | |
| <input type="checkbox"/> Approve | Votes | <input type="checkbox"/> Disapprove | Votes | <input type="checkbox"/> Abstain | Votes |
| 2. Mr. Thanachart Numnonda | | | | | |
| <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 2023
- ☐ (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 2023
- ☐ (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 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:

<input type="checkbox"/> Approve	Votes	<input type="checkbox"/> Disapprove	Votes	<input type="checkbox"/> 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:

<input type="checkbox"/> Approve	Votes	<input type="checkbox"/> Disapprove	Votes	<input type="checkbox"/> 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:

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

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

Name of Director

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

Name of Director

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

Name of Director

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

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 2566

I would like to participate the E-AGM for the 2023 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 24 เมษายน 2566

Please submit the required document per an Enclosure 10 by April 24, 2023.

- (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-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within April 24, 2023. 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-AGM) by sending information via email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (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-AGM 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 24, 2023.
 - 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-AGM):

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, 2023, 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 24, 2023 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 Baht 20 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.