

Minutes of the 2023 Annual General Meeting of Shareholders
of
Humanica Public Company Limited

Date, Time and Venue

Humanica Public Company Limited (the “Company”) held the 2023 Annual General Meeting of Shareholders on 26 April 2023 at 10.00 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 2023 Annual General Meeting of Shareholders (“the Meeting”) of the Company. The moderator welcomed the shareholder and declared to the meeting to consider the 2023 Annual General Meeting of Shareholders via electronic media through the E-AGM system of OJ International Company Limited.

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

Attending Directors

- | | | | |
|----|----------------|------------|---|
| 1. | Mr. Anotai | Adulbhan | Chairman of the Board of Directors |
| 2. | Mr. Soontorn | Dentharn | Vice Chairman of the Board of Directors and Chief Executive Officer |
| 3. | Mr. Patara | Yongvanich | Chairman of the Audit Committee and Independent Director |
| 4. | Mr. Thanachart | Numnonda | Audit Committee Member and Independent Director |
| 5. | Mr. Patai | Padungtin | Independent Director |
| 6. | Mr. Gordon | Enns | Director and Chief Technology Group |
| 7. | Ms. Piyaporn | Phanachet | Audit Committee Member and Independent Director |

There were 7 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 2023”, which constitutes as special interests.

Attending Executives

- | | | | |
|----|---------------|---------------|---|
| 1. | Ms. Chuenchom | Techarungkiat | Chief Operating Officer – Human Resources Solutions |
|----|---------------|---------------|---|

- | | | | |
|----|-----------------|---------------|--|
| 2. | Mrs. Sasithorn | Hirunsak | Chief Operating Officer – Financial and Accounting Solutions |
| 3. | Ms. Hataichanok | Suwanjang | Chief Technology Officer |
| 4. | Mr. Somsak | Tantitanawat | Managing Director of Tiger Soft (1998) Co., Ltd. |
| 5. | Mr. Eswaran | Dadarajah | Chief Human Resource Officer |
| 6. | Mr. Yus | Wadee | Chief Operations Officer - Indonesia |
| 7. | Mr. Thammanoon | Korkiatwanich | Chief Financial Officer and Company Secretary |

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

- | | | | |
|----|---------------|-------------------|-------------------------|
| 1. | Ms. Wimolporn | Boonyusthian | Audit Partner |
| 2. | Ms. Suwadee | Wangrangsamakul | Audit Principle |
| 3. | Ms. Bussakorn | Noppasittisuppong | Audit Assistant Manager |

Legal Advisor from Benja Advisory Co., Ltd.

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

At the preliminary procedures of the Meeting, there were 775 shareholders and proxies attending the Meeting. The total number of shares represented was 654,406,873 shares, which was equivalent to 75.4409 percent of the total number of shares sold for 867,443,576 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 2023 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 2022 Annual General Meeting of Shareholders.

The Chairman informed the meeting that The 2022 Annual General Meeting of Shareholders held on April 26, 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 2022 Annual General Meeting of Shareholders held on April 26, 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 2022 Annual General Meeting of Shareholders held on April 26, 2022, with the details as follows:

Approval	657,526,273	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 1 shareholders attended the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 776 persons, representing 657,526,273 shares.

Agenda 2 To acknowledge the Annual Report and the Company's operation and its subsidiaries results for the year 2022.

The Chairman invited Mr. Thammanoon Korkiatwanich, Chief Financial Officer, to report the Company's operating results for the year 2022 to the Meeting as follows:

Mr. Thammanoon Korkiatwanich Reported to the meeting about the Company's operating results for the year 2022 as follows:

Operating performance

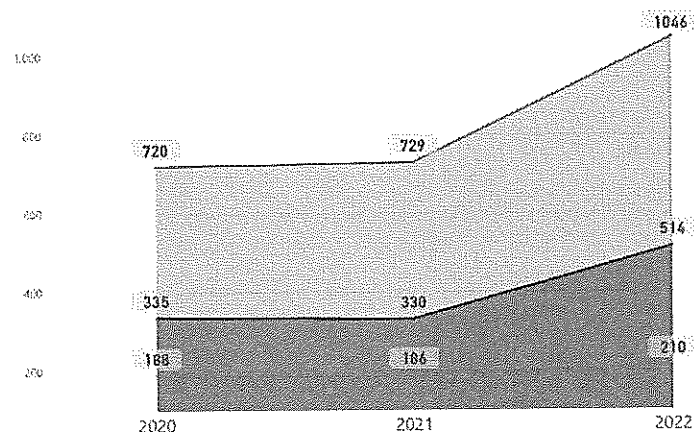
In the year 2022 , there were significant changes as follows:

1. Acquisition of DataOn Group, an HR system provider in Indonesia. This enabled the company to consolidate DataOn Group 's revenue and profit into the company's consolidated financial statements from May 25, 2022 - December 31 , 2022 , totaling approximately 7 months, separated into revenues of 241 million baht and net profits of 63 million baht. (DataOn Group 's revenue and net profit for the whole year 2022 amounted to 390 million baht and 109 million baht, respectively.)
 2. One-time expenses incurred in 2022 in the amount of approximately 68 million baht, including allowance for impairment of convertible debentures in the amount of 39 million baht, losses from financial investments in the amount of 12 million baht, losses from foreign exchange. Expenses for the acquisition of DataOn Group and others in the amount of 18 million baht.
- Overall, total revenue increased by 317 million baht or 44% from 729 million baht to 1,046 million baht, profit before tax increased by 24 million baht or 13% from 186 million baht to 210 million baht and net profit increased by 15 million baht or 9% increased from 165 million baht to 180 million baht.

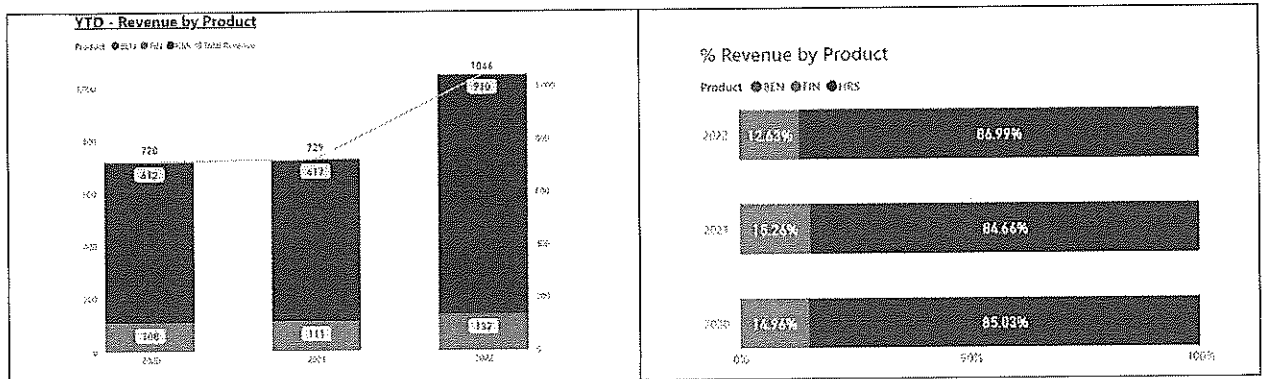
Units: Million THB	Y 2022	Y 2021	YOY	%
Revenue	1,046.2	728.7	317.5	44%
Cost of sales & Services	(532.5)	(398.3)	(134.2)	34%
Gross Profit	513.7	330.4	183.3	55%
%GPM	49.1%	45.3%		
SG&A Expense	(314.8)	(177.0)	(137.8)	78%
Operating Profit	198.9	153.5	45.4	29.6%
Other income	9.6	29.4	(19.7)	-67%
Profit sharing from associates	(0.0)	0.0	(0.0)	-277%
Financial income	13.7	12.4	1.3	10%
Net profit before interest and tax	222.2	195.3	26.9	14%
Financial cost	(12.7)	(9.3)	(3.4)	36%
Net profit before tax	209.5	186.0	23.5	13%
Income tax	(29.5)	(20.6)	(8.9)	43%
Net profit	180.0	165.3	14.7	8.9%
	17.2%	22.7%		

YTD - Revenue, Gross Profit and EBT

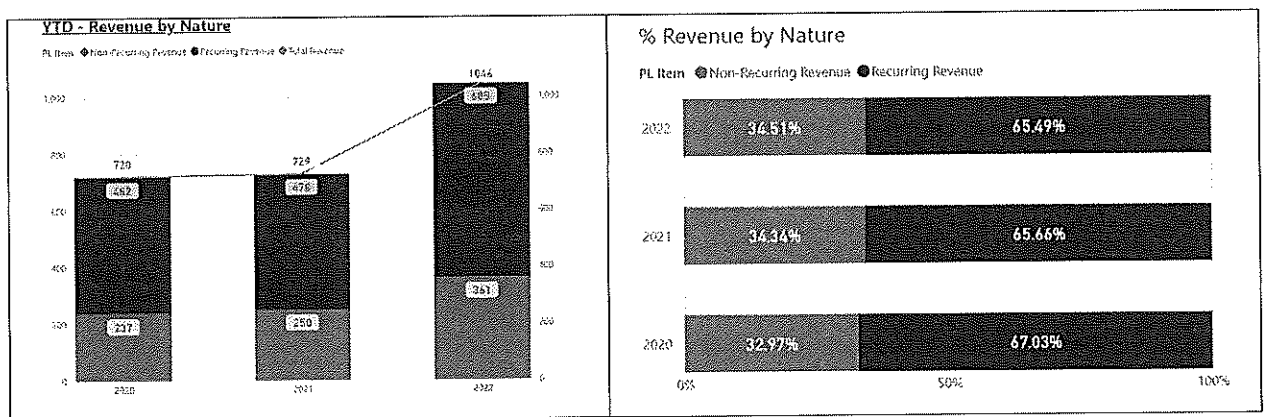
● Revenue ● Gross Profit ● EBT



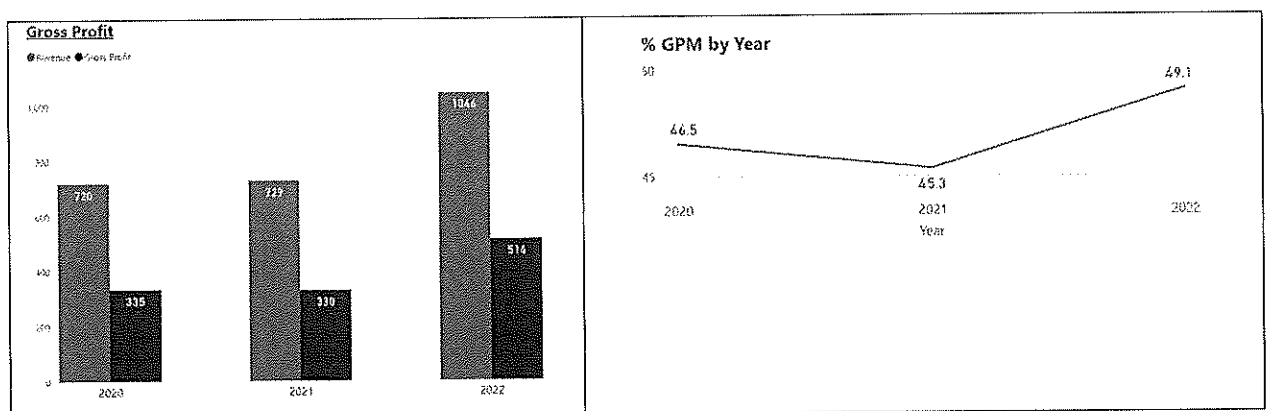
- The total revenue increased by 317 million baht from the existing business with an increase in revenue of 76 million baht and revenue from the consolidation of DataOn Group's financial statements of 241 million baht.
- Profit before tax increased by 24 million baht if excluding one-time items which happened in 2022, amounting to 68 million baht, profit before tax will grow to 278 million baht, or an increase of 92 million baht or 49% from the previous year.
- Revenue by product Revenue proportion from HR Solution increased from 84.66% to 86.99% due to the acquisition of DataOn. The revenue from HR Solution increased from 617 million baht to 910 million baht, or 47% and Financial Solution increased from 111 million baht to 132 million baht or 19%.



- Revenue by nature, the proportion of recurring revenue remained high, close to last year at 65.49% and non-recurring revenue at 34.51%.

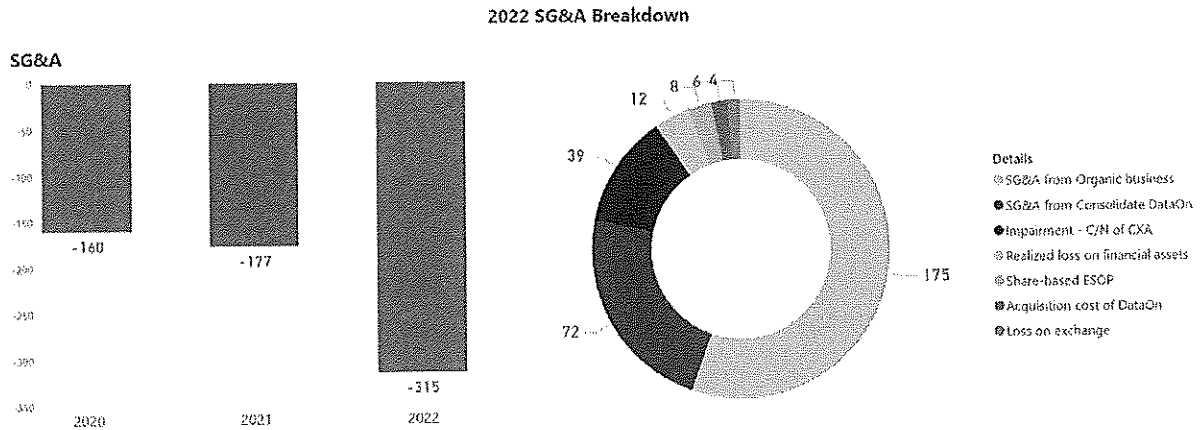


- Gross profit increased by 184 million baht or 56% from a 43% increase in revenue and an increase in gross profit margin from 45.3% to 49.1%.

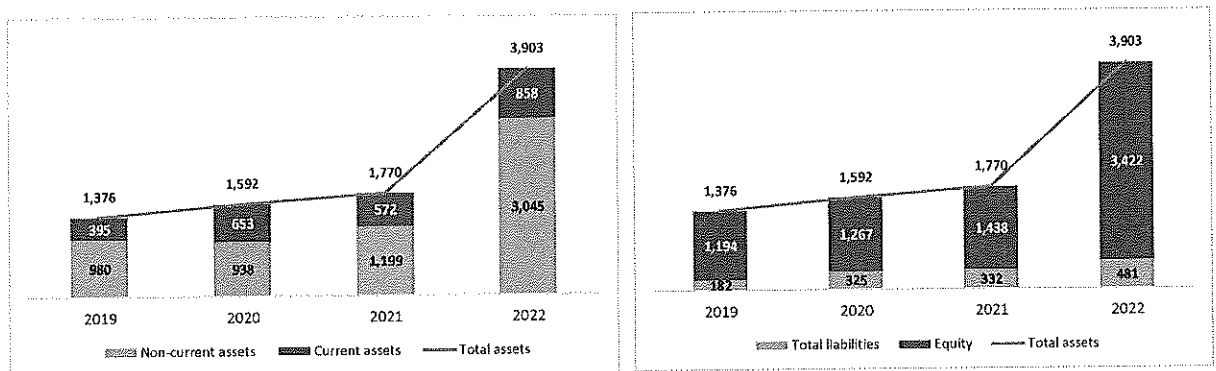


- Selling and administrative expenses increased 138 million baht from 177 million baht to 315 million baht which consists of Selling and administrative expenses of the existing business in the amount of

175 million baht, selling and administrative expenses from consolidating financial statements of DataOn Group in the amount of 72 million baht and a one-time expense that is not a normal item that occurred in 2022 in the amount of 68 million baht.



Financial position



- Assets increased by 2,133 million baht, growing from 1,770 million baht to 3,903 million baht which caused by the unallocated cost of business acquisition in the amount of 1,839 million baht, DataOn Group 's assets included in the financial statements amounted to 360 million baht and the Company's financial assets decreased by -142 million baht from valuation.
- Liabilities increased 149 million baht from 332 million baht to 481 million baht. This was mainly due to the consolidation of DataOn Group 's liabilities included in the consolidated financial statements.
- Shareholders' equity increased 1,984 million baht from 1,438 million baht to 3,422 million baht caused by
 - Share Capital and capital surplus increased by 1,987 million baht from the issuance of new shares for the acquisition of DataOn Group.
 - Net profit for the year 2022 amounted to 180 million baht.

- Dividend payment -120 million baht.
- Other comprehensive income decreased by -73 million baht.
- Reserve from issuing ESOP +8 million baht.

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, 2022 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, 2022, 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 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)	775.52	1,073.50
Net Profit (Million Baht)	165.34	180.02
Earnings per Share (Baht/Share)	0.25	0.23

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, 2022 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, 2022 has been reviewed by the Audit Committee and audited by the certified auditors with the details as follows:

Approval	657,526,273	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0%
Abstained	0	votes		
Void Ballots	0	votes		

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

Agenda 4 To consider and approve the allocation of profits for the year 2022 as the legal reserve and dividend payment

The Chairman inform the Meeting that regarding the allocation of profits for the year 2022 as the legal reserve and dividend payment for the consideration and approval of the Meeting.

The Chairman further informed the Meeting that 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.

**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 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.

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 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. With the following votes.

Approval	657,526,273	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 to comply with 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 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 |
| (2) Mr. Thanachart | Numnonda | Member of Audit Committee and Independent Director |

Additionally, to comply with the policy to promote good governance and demonstrate the fair and equitable treatment of all shareholders, the Company offered the shareholders right to nominate the person with suitable qualifications to be considered and elected as the director in advance from 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.

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. Anotai Adulbhan	Chairman of the Boards of Directors		
Approval	648,090,973	votes	equivalent to	98.5770%
Disapproval	9,355,300	votes	equivalent to	1.4230%
Abstained	80,000	votes		

Void Ballots 0 votes

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

(2)	Mr. Thanachart Numnonda	Member of Audit Committee and Independent Director			
Approval	648,090,973	votes	equivalent to	98.5770%	
Disapproval	9,355,300	votes	equivalent to	1.4230%	
Abstained	80,000	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 2023

The Chairman informed the Meeting that 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

Position	Year 2022 Meeting Allowance (Baht/Person/Time)	Year 2023 (Proposed Year) Meeting Allowance (Baht/Person/Time)
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 -

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 2023. 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 2023 with the details as follows:

Approval	657,661,373	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 1 shareholders attended the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 777 persons, representing 657,661,373 shares.

Agenda 7 To consider and approve the appointment of auditor and the determination of auditor's fee for the year 2023

The Chairman 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 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.

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 PWC to be the Company's auditor for the year 2023

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 Lerdwiseswit	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 auditor's fee for the year 2023 as per details as follows:

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.

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 2023. 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 PricewaterhouseCoopers ABAS Limited ("PWC") as the auditor of the Company and its subsidiaries for the year 2023 and determining the auditor's fee for the year 2023 with details as follows:

- | | | | |
|-----|---------------|-----------------|---|
| (1) | Ms. Rodjanart | Banyatananusard | Certified Public Accountant No. 8435 or |
| (2) | Mr. Boonrueng | Lerdwiseswit | Certified Public Accountant No. 6552 or |
| (3) | Mr. Kan | Tanthawirat | Certified Public Accountant No. 10456 |

to singly act as the auditor and give an 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 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 2023 in the amount of not exceed Baht 7,142,000.

With the following votes as follows:

Approval	657,661,373	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 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. but there were no shareholders or proxy who has made inquiries to this agenda. 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 11.09 a.m.



(Mr. Anotai Adulbhan)

Chairman of the Meeting



(Mr. Thammanoon Korkiatwanich)

Minute Taker