

No. BC. 007/2024

March 15, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

Attention: Shareholders  
Humanica Public Company Limited

Enclosures:

1. Registration Form
2. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders held on April 26, 2023
3. The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) in the form of QR Code
4. Name list and profiles of the directors who are retiring by rotation and being nominated
5. Details of independent directors (support the appointment of shareholders' proxy)
6. Guidelines for registration, Proxy Method, Presented Document before the Meeting, Voting and Counting of Votes for the 2024 Annual General Meeting of Shareholders
7. Articles of Association of the Company in relation to the Shareholders' Meeting
8. Map of the Venue of the Shareholder's Meeting
9. Proxy Form (Form A)
10. Proxy Form (Form B)
11. Proxy Form (Form C)

Following the Board of Directors Meeting No. 1/2024 of Humanica Public Company Limited (the "Company") held on February 27, 2024, has passed a resolution to approve the 2024 Annual General Meeting of Shareholders to be convened, which will be held on Thursday, April 25, 2024 at 10.00 a.m. at Humanica Public Company Limited No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok.

Since the Company provides shareholders with the opportunity to propose the agenda for the 2024 AGM of shareholders and the names of the qualified candidates for being nominated as company's Board of Directors in accordance with the criteria as announced in advance during November 16, 2023 to December 31, 2023 but none were proposed, the Board of Directors has determined and published the agenda and details of the meeting on the Company's website: [www.humanica.com](http://www.humanica.com) since March 19, 2024.

The agenda and details are as follows:

**Agenda 1** To acknowledge and certify the Minutes of the 2023 Annual General Meeting of Shareholders.

#### **Facts and Rationales**

The 2023 Annual General Meeting of Shareholders held on April 26, 2023 has considered matters in accordance with the regulations and laws. The Company has prepared and submitted the Minutes of the 2023 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](http://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 2. Therefore, it was deemed appropriate to present the Minutes of the AGM to the 2024 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 2. 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 2023.

#### 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 2023, 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 2023 in a QR Code Format and the invitation to the Annual General Meeting for the shareholders' consideration, as set out in Enclosure 3.

#### 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 2023 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, 2023 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, 2023 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 3, with the essential details as follows:

Items in Consolidated Financial Statements	Accounting period ended December 31,	
	2022 (Restated)	2023
Total Assets (Million Baht)	3,982.51	4,099.34
Total Debt (Million Baht)	500.34	499.65
Shareholders' Equity (Million Baht)	3,482.17	3,599.69
Total Revenue (Million Baht)	1,073.50	1,336.68
Net Profit (Million Baht)	163.99	307.61
Earnings per Share (Baht/Share)	0.21	0.36

**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, 2023 of the Company and subsidiaries which have been audited by the certified auditor of the Company and 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 2023 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 2023, the Company paid an interim dividend on September 8, 2023, calculated at the rate of Baht 0.08 per share in the amount of Baht 69,395,486.08. 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, 2023 – December 31, 2023 calculated at Baht 0.14 per share in the amount of Baht 121,442,100.64 or in the total

amount of Baht 190,837,586.72 annually, calculated at Baht 0.22 per share annually, or 81.0 percent of the profit of the year.

Comparison of the dividend payment with the preceding year is as follows:

	2022	2023
Separate net profit (Baht)	118,058,429.39	235,483,834.36
Earnings per share**	0.15	0.27
- Interim dividends	0.06	0.08
- Annual dividends	0.12	0.14*
Total dividends (Baht)	156,139,843.68	190,837,586.72
Proportion of dividend payment (including interim dividends)	132.3 percent	81.0 percent

\* If it is approved by the shareholders at the 2024 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 2024 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 3, 2024 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 23, 2024.

#### Opinion of the Board of Directors

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

1. Acknowledgement of interim dividend payment on September 8, 2023, at the rate of Baht 0.08 per share, and consideration of dividend payment from the result of the operation and the net profit from July 1, 2023 – December 31, 2023, calculated at Baht 0.14 per shares. The dividend payment shall be paid on May 23, 2024, and the list of shareholders who are entitled to receive the dividend is determined on May 3, 2024 (Record Date).
2. Allocation of the net profits to be the legal reserve for the year 2023 in the amount of Baht 2,372,178.80 equivalent to 1.0 percent of its net annual profit prescribed by law and according to the Company's Article of Association. This brings the Company's legal reserve total to Baht 43,872,178.8 or 10.0 percent of its registered capital.

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

#### Votes for Approval

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

**Agenda 5** To consider and approve the election of directors in replacement of the directors who are retiring by rotation.

**Facts and Rationales**

For the compliance with the Public Company Act and Clause 18 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 2024 Annual General Meeting of Shareholders, the directors who are retiring by rotation shall be the following 2 directors.

- |     |              |            |  |
|-----|--------------|------------|--|
| (1) | Mr. Soontorn | Dentham    | Vice Chairman and Investment Committee   |
| (2) | Mr. Patara   | Yongvanich | Chairman of the Audit Committee, Investment 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 November 16, 2023 to December 31, 2023 by publicizing for the shareholders' acknowledgement through the Company's website, [www.humanica.com](http://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 2024 with the benefit of the Company's operation, the qualifications, knowledge, and experience of such two retiring directors in various prospects, and determined that such two retiring directors are versatile, full of experiences and expertise which will support the Company's business operation. In addition, such two 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. Soontorn Dentham and Mr. Patara Yongvanich, the Company's Board of Directors which possesses no interest in this agenda has considered that these two persons have full and complete qualifications to be the independent directors in accordance with the terms and conditions of the qualification of the Company's independent directors and the relevant regulations which the independent director is able to independently opine his/her opinion. The details of list of directors and biographies of the directors who are retiring by rotation and nominated for re-appointment as appear in Enclosure 4.

**Opinion of the Board of Directors**

The Board of Directors 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. Soontorn Dentham; and (2) Mr. Patara Yongvanich; 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 2024.

**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 2024 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 2024 as follows:

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

Position	Year 2023 Meeting Allowance (Baht/Person/Time)	Year 2024 (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 2024

- No performance bonus for 2024 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 2024, 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 2024.

**Fact and Rationale**

For the compliance of Section 120 of the Public Company Act, it is required 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 for the year 2024 as PWC is a leading international auditing firm with strong auditing experience and expertise, a good understanding of the Company's business, a proven record of efficient and standardized work processes, and audit fee appropriate for the amount of work and comparable to the rates applied to other companies in the same level. Furthermore, PWC performed to a high standard in their work over the past year. The Audit Committee thus deemed it appropriate to propose the Board of Directors to submit to the Annual General Meeting of Shareholders for approval.

**Opinion of Board of Directors**

The Board of Directors has considered approving, as proposed by the Audit Committee, that it is appropriate to propose the 2024 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 2024 and determining the audit fee for the year 2024 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	Being the auditor who expressed opinion and signed on the Company's financial statements for year 2023, totaling 1 year
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 3 overseas subsidiaries and 3 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 2024

The remuneration in services for auditing in year 2024 at totaling Baht 6,585,000 per year for annually auditing the Company's separated financial statements and consolidated financial statements and for quarterly reviewing the above mentioned financial statements, decrease Baht 107,000 or 1.6 % from 2023.

	2023 (Baht)	2024 (Proposal) (Baht)
Audit Fee of the Company	2,750,000	2,750,000
Audit Fee for 3 subsidiaries	1,030,000	1,030,000
Audit fee for 6 subsidiaries by other audit firms (2024) (2023: 4 subsidiaries)	712,000	785,000
Audit fee for DataOn Group	1,650,000	1,870,000
Non-Audit Fee	150,000	150,000
Non-Audit Fee (One-time audit)	400,000	-
<b>Total*</b>	<b>6,692,000</b>	<b>6,585,000</b>

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

**Notes 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 Company, hereby, invites the Shareholders to attend the 2024 Annual General Meeting of Shareholders at the abovementioned date, time, and venue. The Company has scheduled the date to determine the names of the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on Wednesday, March 13, 2024. In this regard, the Company will arrange the registration and documents submission at the meeting venue on the meeting date from 9.00 a.m. onwards.

In order to accelerate and facilitate the registration process, the Company has also publicized the notice Annual General Meeting of Shareholders together with the supplementary documents and other relevant documents on the Company' s website ([www.humanica.com](http://www.humanica.com)) since March 25, 2024.

In case that the shareholders are able to attend the meeting, please bring your identification card to show, the Shareholder, who is unable to attend yourself and wishes to appoint a representative to attend and vote at the meeting on his/her behalf, please completed and duly executed the enclosed proxy (form A or B only) as appears in [Enclosure 9](#) and [Enclosure 10](#) affix stamp Baht 20 as well as attach documents or evidence presenting the shareholders status who entitled to attend the meeting and deliver to the meeting prior to the meeting commencing. In this regard, the Company request you to deliver such Proxy to the Company before April 19, 2024.

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

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

The Company uses the barcode system for registration and vote counting to expedite the process of the registration and processing of votes. The shareholders and proxies are invited to attend the meeting and kindly bring the registration form ([Enclosure 1](#)) and other supporting documents (Details as per Enclosure 6) to present on the meeting date.

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](mailto:Thammanoon.k@humanica.com)

Sincerely yours,



Mr. Anotai Adulbhan  
Chairman of the Board

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

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**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

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|----|------------------------------|--|
| 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 Wangrangsimakul       | Audit Principle         |
| 3. | Ms. Bussakorn Noppasittisuppapong | Audit Assistant Manager |

**Legal Advisor from Benja Advisory Co.,Ltd.**

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|----|-------------------------|
| 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](http://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**

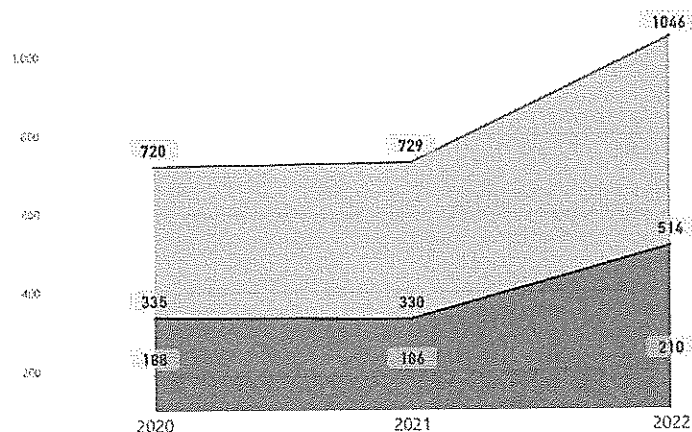
In the year 2022 , there were significant changes as follows:

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.

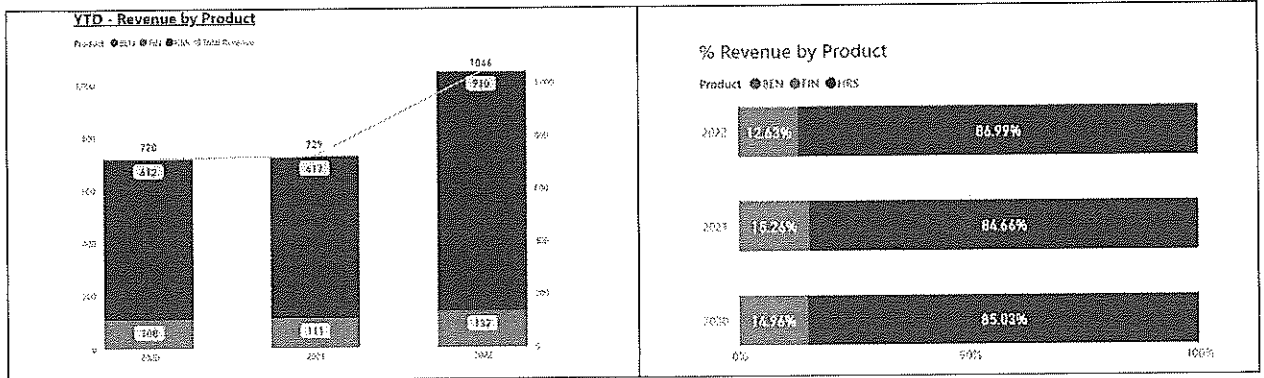
Units: Million THB	Y 2022	Y 2021	YOY	%
Revenue	1,046.2	728.7	317.5	44%
Cost of sales & Services	(532.5)	(398.3)	(134.2)	34%
Gross Profit	513.7	330.4	183.3	55%
%GPM	49.1%	45.3%		
SG&A Expense	(314.8)	(177.0)	(137.8)	78%
Operating Profit	198.9	153.5	45.4	29.6%
Other income	9.6	29.4	(19.7)	-67%
Profit sharing 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

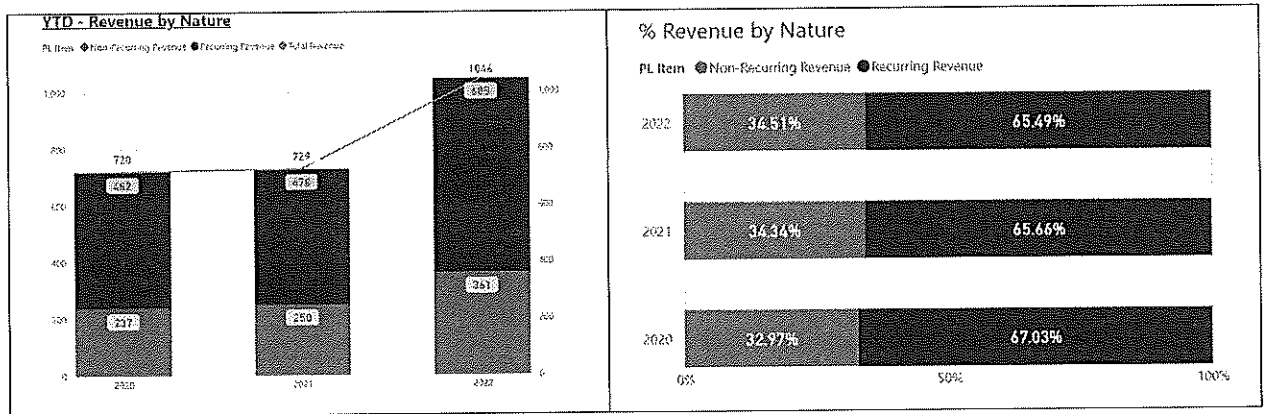
● Revenue ● Gross Profit ● EBT



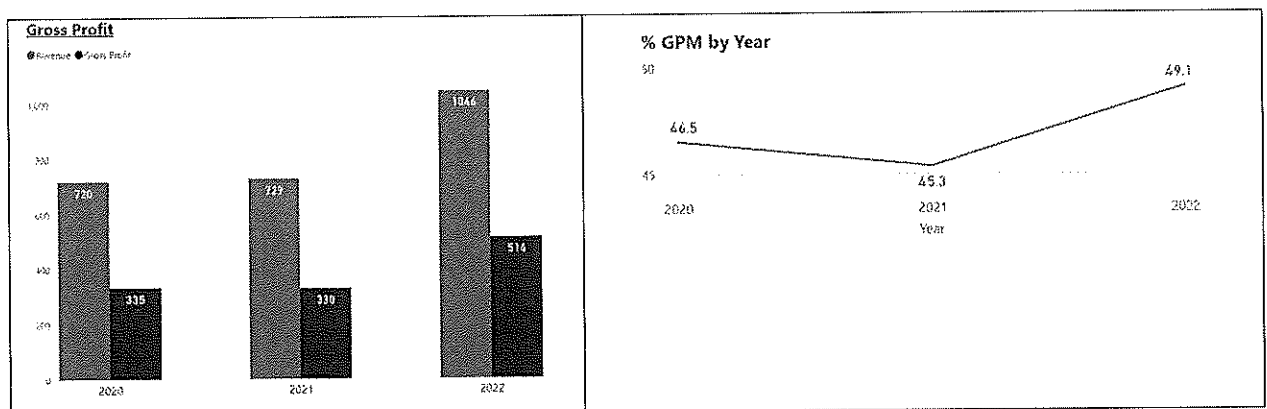
- The total revenue increased by 317 million baht from the existing business with an increase in revenue of 76 million baht and revenue from the consolidation of DataOn Group's financial statements of 241 million baht.
- Profit before tax increased by 24 million baht if excluding one-time items which 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%.

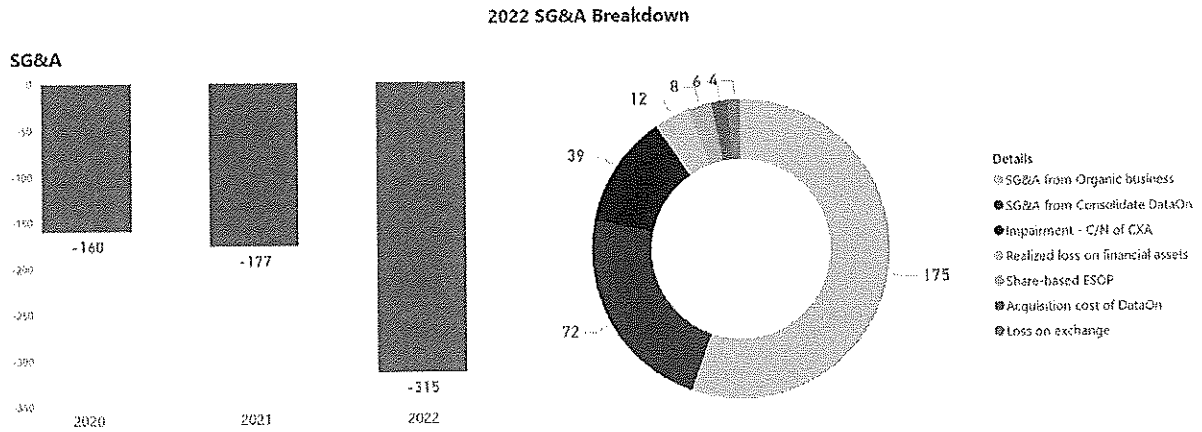


- Gross profit increased by 184 million baht or 56% from a 43% increase in revenue and an increase in gross profit margin from 45.3% to 49.1%.

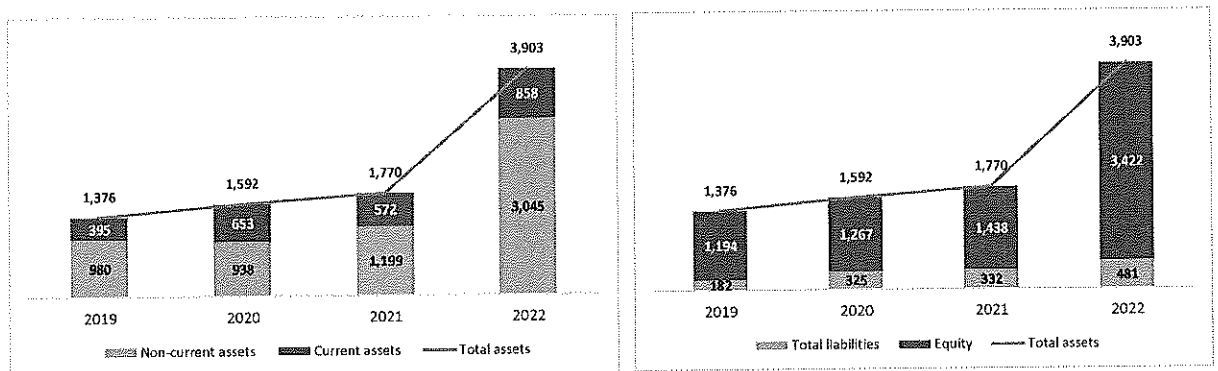


- Selling and administrative expenses increased 138 million baht from 177 million baht to 315 million baht which consists of Selling and administrative expenses of the existing business in the amount of

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](http://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 Company 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**

<b>Name of Auditor</b>	<b>Certified Public Accountant No.</b>	<b>Year(s) of the appointment as the Company’s auditor</b>
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
<b>Total*</b>	<b>6,755,750</b>	<b>7,142,000</b>

\*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

The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report)  
in the form of QR Code

The Company had prepared the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report). The shareholders can receive the 2023 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**

<b>Name</b>	Mr. Soontorn Dentham
<b>Age</b>	66 years
<b>Nationality</b>	Thai
<b>Position</b>	Vice Chairman/ Investment Committee/ Chief Executive Officer
<b>Starting date of directorship</b>	July 14, 2017
<b>Term of service</b>	First term: July 14, 2017 – 29 April 2019 Second term: 29 April 2019 – 19 April 2021 Third term: 19 April 2021 – AGM 2024
<b>Number of years as an Independent Director</b>	6 years and 9 months
<b>Type of nominated Director</b>	Director



**Educational Background and Training Course**

- Bachelor of Accountancy, Thammasat University
- Higher Diploma in Auditing , Chulalongkorn University
- Director Certification Program (DCP), Batch 219/2016
- Executive Program : Strategic Planning - Sasin & University of Michigan
- E Business Program - University of Melbourne
- Leading in a Disruptive World Program – Stanford University
- Role of the Chairman Program (RCP), Batch 46/2020
- IT Security Awareness
- PDPA Basic

**Working Experience**

Period	Position	Company Name/Nature of Business
2003 - Present	Founder, Vice Chairman,	Humanica Public Company Limited
	Investment committee, and	Corporate Software and Payroll Service
	Chief Executive Officer	
2023 - Present	Director	Humanica Consulting Services Company Limited
		Human resource consultant in Thailand
2023 - Present	Director	HRM Consulting Company Limited
		Human resources consulting and training
2023 - Present	Director	Sunfish DataOn Philippines, Inc.
		Corporate Software and Payroll Service
2023 - Present	Director	DataOn International Co. Ltd.
		HR Software provider
2021 - Present	Director	Zennite Company Limited
		Financial Service

Period	Position	Company Name/Nature of Business
2021 - Present	Chairman, Audit Committee and Independent Director	TBN Corporation Public Company Limited Business development of IT systems and computer services
2021 - Present	Director	Pharmcare Group Company Limited Platform for consulting medical personnel and online pharmacies
2021 - Present	Director	Humanica EEC Limited Accounting and payroll service
2021 - Present	Director	Care 24 (Thailand) Company Limited Training services to care for the sick and the elderly
2021 - Present	Director	TanKhunThai Company Limited Chemical fertilizer production
2020 - Present	Director	Pragma and Will Group Company Limited Business consulting and management service
2020 - Present	Director	Human Chess Capital Company Limited Financial Service
2020 - Present	Director	Benix Limited Insurance brokerage service
2019 - Present	Director	Tiger Soft (1998) Company Limited Corporate Software and Payroll Service
2018 - Present	Director	ReadyPlanet Public Company Limited Domain names distribution and provide network services
2018 - Present	Director	Conicle Company Limited Corporate Software
2017 - Present	Director	Humanica Sdn. Bhd. Payroll Outsource Service
2016 - Present	Director	Humanica Asia Pte. Ltd. Payroll Outsource Service
2016 - Present	Director	Professional Outsourcing Solution Limited Payroll Outsource Service
2016 - Present	Director	Humanica FAS Limited Accounting and payroll services

**Director / Executive Position**

- In other listed companies 2 companies (please see above)
- In other businesses which are not listed companies 18 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, 2023**

- Own 261,477,200 shares (equivalent to 30.1%)
- spouse 500,000 shares (equivalent to 0.1%)

**Family Relationship among Directors and Executives**

None

**Number of Meeting Attendance**

- Board of Directors' Meeting 4/4 times
- Investment Committees' Meeting 9/9 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. Patara Yongvanich  
**Age** 49 years  
**Nationality** Thai  
**Position** Chairman of Audit Committee/ Investment Committee /  
Independent Director  
**Starting date of directorship** July 14, 2017  
**Term of service** First term: July 14, 2017 – 29 April 2019  
Second term: 29 April 2019 – 19 April 2021  
Third term: 19 April 2021 – AGM 2024  
**Number of years as an Independent Director** 6 years and 9 months  
**Type of nominated Director** Independent Director



**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**

<b>Period</b>	<b>Position</b>	<b>Company Name/Nature of Business</b>
2017 - Present	Chairman of Audit Committee, Investment	Humanica Public Company Limited
	Committee, and Independent Director	Corporate Software and Payroll Service
2022 - Present	Director	Pax8 International (Thailand) Company Limited
		Cloud services consulting
2020 - Present	Audit Committee and Independent Director	Ngern Tid Lor Public Company Limited
		Financial Services
2019 - Present	Director	Relationship Republic Company Limited
		CRM Consulting

**Director / Executive Position**

- In other listed companies 1 company (please see above)
- In other businesses which are not 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, 2023**

- Own 500,000 shares (equivalent to 0.1%)

**Family Relationship among Directors and Executives:** None

**Number of Meeting Attendance**

- Board of Directors' Meeting 4/4 times

- Audit Committee's Meeting 4/4 times
- Investment Committees' Meeting 8/9 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

Name Mr. Patai Padungtin  
 Position Chairman of Investment Committees  
 /Independent Director  
 Age 44 years  
 Nationality Thai  
 Address Bulk One Group Co., Ltd. Room 1\*103, No. 1624/2  
 New Phetburi Road, Makkasan Sub-district,  
 Ratchathewi District, Bangkok, 10400



## Educational Background and Training Course

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

## Working Experience

Period	Position	Company Name/Nature of Business
2019 - Present	Independent Director	Humanica Public Company Limited Corporate Software and Payroll Service
2022 - Present	Director	Longkong Asset Company Limited Holding Company
2021 - Present	Director	Techsauce Media Company Limited The leading source of all innovative tech and business news
2018 - Present	Director	Bulk One Group Company Limited Enterprise Solutions for Construction and Real Estate Industry
2011 - Present	Director	Bulk Asia Company Limited B2B Construction Material E-commerce

## Director / Executive Position

- In other listed companies: None
- In non-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 23, 2023: None

Family Relationship among Directors and Executives: None

## Number of Meeting Attendance:

- Board of Directors' Meeting: 4/4 times
- Investment Committees' Meeting: 9/9 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 2024.
- No special interest rather than other directors, to attend the meeting and vote on the shareholders' behalves.

Clarification Proxy Method, Meeting Registration, Presented Document before the Meeting,  
Voting and Counting of Votes for the Annual General Meeting of Shareholders of 2024  
Humanica Public Company Limited  
April 25, 2024

**A. Proxy Method**

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

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

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

- A shareholder shall select **only one of the above** proxy forms;
- General shareholder shall select either Form A or Form B. **Only one type** of proxy form can be selected;
- Shareholders who are foreign investors and have appointed a custodian in Thailand for the safekeeping of the shares shall select Form C;
- A shareholder shall appoint only one proxy to attend and vote at the meeting and cannot divide the number of shares for multiple proxies to split the votes;
- A shareholder shall fill in the proxy form and such proxy form must be properly signed by both the grantor and proxy;
- An appointed proxy must submit the proxy form to the Company's staff at the place of the meeting before attending the meeting in order for the Company to verify the completeness and accuracy of the proxy form;
- In case the shareholders choose to appoint Mr. Patai Padungtin, the Company's independent director proposed in the Enclosure 5, as the proxy, the shareholders shall deliver the completed proxy form with the supporting documents as shown below to the Company Secretary of Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Rd Rongmuang Sub-district, Pathumwan District, Bangkok 10330 within April 19, 2024 or hand it in at the meeting place.

**B. Registration and Document Submission before the Meeting**

The Company will begin the registration and verify the completeness of the proxy form at 9.00 a.m. onwards at Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Rd., Rongmuang Sub-district, Pathumwan District, Bangkok 10330. The attendee must present the following documents, as may be applicable, for registration before attendance.

1. Attending in person

1.1 Individual

- (1) Registration form signed by the shareholder (*Enclosure 1*); and

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

1.2 Juristic Person by Authorized Representative (Authorized Director)

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

2. Proxy

2.1 Individual

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

2.2 Juristic Person incorporated in Thailand

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

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

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

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

**Notes:**

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

**C. Voting and ballot counting**

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

1. Voting

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

2. Vote counting

- In counting the votes on each agenda, the Company will count the votes of the shareholders present at the meeting and voting by proxy as registered in advance at the time of registration by the proxy, for disapproval and abstention, and deduct those from the total number of shares held by shareholders attending the meeting and having the right to vote on each agenda item

- The Chairman will announce the result of voting on each agenda item by the end of each agenda with the details of how many votes are approved, disapproved or abstained including the proportional ratio.

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

- Article 17.** The director shall be elected in Shareholders' Meeting in accordance with the following rules and procedures.
- (1) Each shareholder's number of votes will be equal to the number of shares held;
  - (2) Each shareholder may vote to elect one or many persons to be a director. If a number of individuals are proposed as directors, the shareholders cannot distribute their votes for each director; and
  - (3) The persons receiving the most votes in descending order shall be elected as directors, which shall be equal to the number of directors that should have or be elected at that time. In the event that there are persons receiving equal votes in respective orders and the number of directors exceeds the number of directors that should have or be elected at that time, the director shall be selected by drawing lots method in order to get the number of directors required.
- Article 23.** The shareholders may pass a resolution to dismiss any directors prior to the expiry of his office with not less than three-fourths (3/4) votes from the number of shareholders present at the meeting and have voting rights, which a total of shares not less than half (1/2) of the shares held by the shareholders attending the meeting and have voting rights.
- Article 34.** Meetings of shareholders are held at the location the Company is headquartered or in nearby provinces.
- Article 35.** The board of directors shall call for shareholders meeting at least once a year which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.
- Other shareholders' meetings are called "extraordinary meetings".
- The board of directors will summon any extraordinary meeting as they deem appropriate or when shareholders holding shares amounting to not less than ten (10) percent of the total number of shares wholly sold may request the board of director in writing to call for an extraordinary meeting at any time provided that the reasons of request for calling such meeting shall be clearly stated in the said written request. In this respect, the board of directors shall proceed to call for a shareholder meeting to be held within forty-five (45) days from the date of receipt of the request from the said shareholders.
- If the board of directors do not proceed with shareholder meeting within forty-five (45) days from the date of receipt of the request from the shareholders, one or more shareholders holding the shares amounting to not less than the amount required are entitled to hold the meeting within forty (45) days from the expiration of the period specified in the preceding paragraph and in such case, such shareholders' meeting shall be deemed to be a meeting called by the board of directors where the company must be accountable for any essential expenses incurred from holding the shareholders' meeting and facilitating the shareholders' meeting as appropriate. However, if the number of shareholders attending the shareholders' meeting does not form a quorum, all shareholders who have requested to call the shareholders' meeting at that time shall be jointly and severally liable for the costs incurred from the holding of such shareholders' meeting.
- Article 36.** To summon a shareholders' meeting, the board of directors shall prepare a notice thereof specifying the place, date, time, the agenda and the matters to be proposed at the meeting (together with details as may be reasonable) by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including submission of any comments by the board of directors on such matter (if any). Such notice shall be sent to the shareholders and registrar not later than seven (7) days prior to the date of such meeting and published not less than three (3) days prior to the date of the meeting in newspapers for three (3) consecutive days.

**Article 37.** At a shareholders' meeting, there shall be not less than twenty five (25) shareholders and proxies (if any) or not less than half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold at a shareholder meeting in order to form a quorum.

At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If that meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be sent to shareholders at least seven days prior to the meeting date. In the subsequent meeting, no quorum is required.

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

- a) The number of shares the grantor is holding,
- b) The name of the proxy,
- c) The ordinal number of meeting to be attended and to cast the vote by the proxy.

**Article 39.** The shareholders' meeting shall be in accordance with the agenda set forth in the notice of the meeting unless the shareholders of not less than two thirds (2/3) of the total number of shareholders attending the meeting resolve to change the order of the agenda.

After the shareholders consider matters in the notice of the meeting, shareholders holding not less than one-third (1/3) of the total number of shares sold may request to consider matters other than those specified in the notice of the meeting.

In the event that the shareholders cannot completely consider the matter as set out in the notice of the meeting or additional matters as proposed by shareholders and it is necessary to postpone the meeting for consideration, it must be determined at the shareholders' meeting the place, date and time of the subsequent shareholders' meeting and the notice shall be sent to the shareholders not later than 7 days prior to the date of such meeting and published not less than 3 days prior to the date of the meeting by newspapers for 3 consecutive days.

**Article 40.** The chairman of the board shall be the chairman of the shareholders' meetings. If the chairman of the board is not present or cannot perform his duty, and if there is a vice chairman, the vice chairman shall be the chairman of the meeting. If there is no vice chairman or if the vice chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be chairman of the meeting.

**Article 41.** In the shareholders' meeting, every shareholder shall be entitled for one (1) vote for one (1) share. If any shareholder has a special interest in any matter, such shareholders shall not be entitled to vote on that matter except for voting on the election of the directors.

**Article 42.** Except as otherwise provided herein or other cases as required by law, any vote or any approval at shareholders' meeting shall require the majority votes of the shareholders attending the meeting and having right to vote. In case of equal votes, the Chairman of the meeting shall have an additional vote as a casting vote.

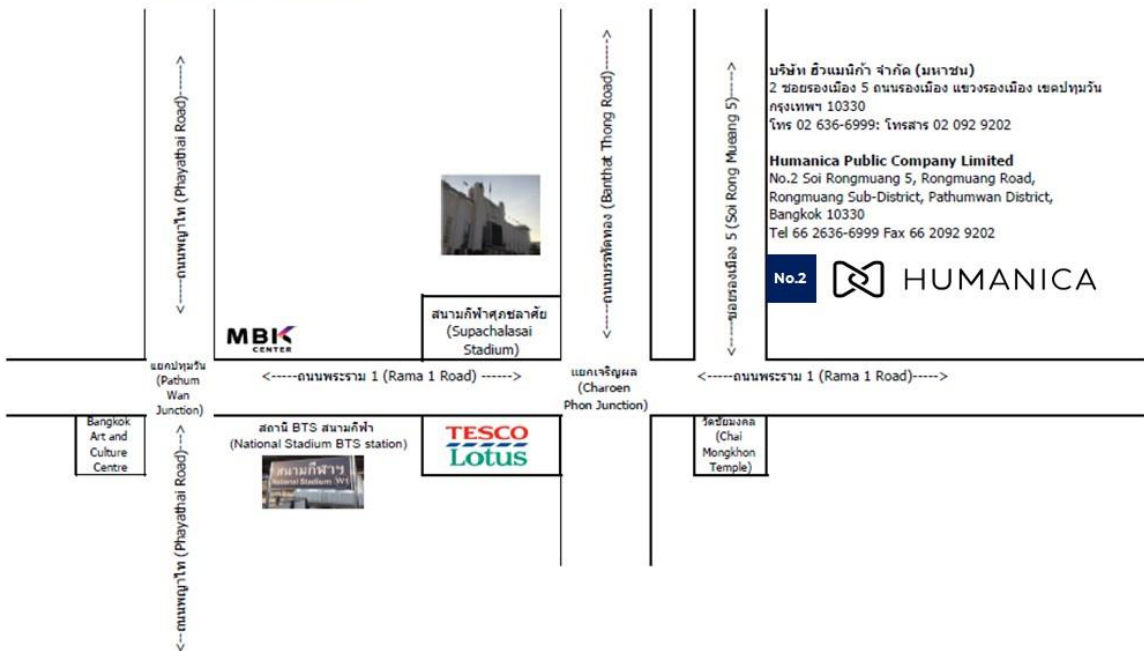
The resolutions of the shareholders' meeting in the following cases must receive votes of not less than three quarters (3/4) of the total number of votes of the shareholders attending the meeting and having right to vote.

- (1) the sale or transfer of the entire or substantial part of the Company's business to other person;
- (2) the purchase or acceptance of transfer of the business of other public company (s) or private company (s) by the Company;
- (3) the making, amending or terminating any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person (s) for the purpose of profit and loss sharing;
- (4) the Amendments to the Memorandum of Association or Article of Association of the Company;
- (5) the increasing or reducing the Company's capital;
- (6) the issuance and offering of debentures of the Company; or
- (7) the amalgamation or dissolution of the Company.

Humanica Public Company Limited  
Map of the Venue  
2024 Annual General Meeting of Shareholders

At Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Rd., Rongmuang Sub-district, Pathumwan District, Bangkok 10330

Company Map: บริษัท ฮิวแมนิกา จำกัด (มหาชน)  
Humanica Public Company Limited



Proxy Form A.

Please attach stamp duty of Baht 20

Made .....

Date.....Month .....Year .....

(1) I/We.....Nationality .....residing/located at..... Road ..... Sub-district .....District .....Province ..... 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 shares .....shares and have the rights to vote equal to .....vote
Preference shares..... shares and have the rights to vote equal to ..... vote

(3) Hereby appoints

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. Patai Padungtin (details of Independent Director as shown in Enclosure 5)

Anyone of these persons to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholder for the year 2024 to be held on April 25, 2024 at 10.00 a.m. at Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof to any other day, time and venue.

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

Signed .....Grantor (.....)

Signed .....Proxy (.....)

Signed .....Proxy (.....)

Signed .....Proxy (.....)

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.....Month .....Year .....

(1) I/We.....Nationality .....residing/located at.....  
Road ..... Sub-district .....District .....Province .....  
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 shares .....shares and have the rights to vote equal to .....vote

Preference shares..... shares and have the rights to vote equal to .....vote

(3) Hereby appoints

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. Patai Padungtin** (details of Independent Director as shown in Enclosure 5)

Anyone of these persons to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholder for the year 2024 to be held on April 25, 2024 at 10.00 a.m. at Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof to any other day, time and venue.

(4) In this meeting, I/We grant my/our proxy to consider and vote on my/our behalf as follows:

**Agenda 1 To acknowledge and certify the Minutes of the 2024 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 2023.**

No casting of votes in this agenda

**Agenda 3 To consider and approve the Financial Statement for the year ended December 31,2023 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



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.

Signed .....Grantor

(.....)

Signed .....Proxy

(.....)

Signed .....Proxy

(.....)

Signed .....Proxy

(.....)

**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 2024 to be held on April 25, 2024, at 10.00 a.m. at Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof 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.....Month .....Year .....

(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 to .....vote

Preference shares.....shares and have the rights to vote equal to .....vote

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

1. ....Age.....years residing/located at No.....

Road.....Sub-district.....District.....Province.....

Postal Code..... or

2. ....Age.....years residing/located at No.....

Road.....Sub-district.....District.....Province.....

Postal Code..... or

3. ....Age.....years residing/located at No.....

Road.....Sub-district.....District.....Province.....

Postal Code..... or

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

Anyone of these persons to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholder for the year 2024 to be held on April 25, 2024, at 9.00 a.m. at Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof to any other day, time, and venue.

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

A. Grant proxy in accordance with the total amount of my/our shares and having the right to vote.

B. Grant partial of my/our proxy as follows:

Ordinary shares .....shares and have the rights to vote equal to .....vote

Preference shares.....shares and have the rights to vote equal to .....vote

Total voting right.....Votes





**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 2024 to be held on April 25, 2024, at 9.00 a.m. at Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof to any other day, time, and venue.

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