

**Minutes of the Extraordinary General Meeting of Shareholders No.1/2022**  
**of**  
**Humanica Public Company Limited**

---

**Date, Time and Venue**

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

**Preliminary Procedures**

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

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

**Attending Directors**

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

**Absent Director**

-None-

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

**Attending Executives**

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

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

1. Mr. Lirlit Petchvorakul

**Independent Financial Advisor from Silom Advisory Co., Ltd**

1. Mr. Natthawat Kittiakrastein

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

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

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

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

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

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

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

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

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

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

**Remark:**

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

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

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

Benefits which the Company expects to receive

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

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

The acquisition of assets

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

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

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

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

#### Financial Information of DataOn Group

#### Statement of financial position of INI and DOI

Unit: Million

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

#### Comprehensive Profit of INI and DOI

Unit: Million

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

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

Unit: Million

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

Unit: Million

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

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

Unit: Million

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

Unit: Million

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

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

#### The transaction size of the acquisition of assets

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

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

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

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

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

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

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

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

#### The Notification of Connected Transactions

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

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

Board of Director after acquisition transaction

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

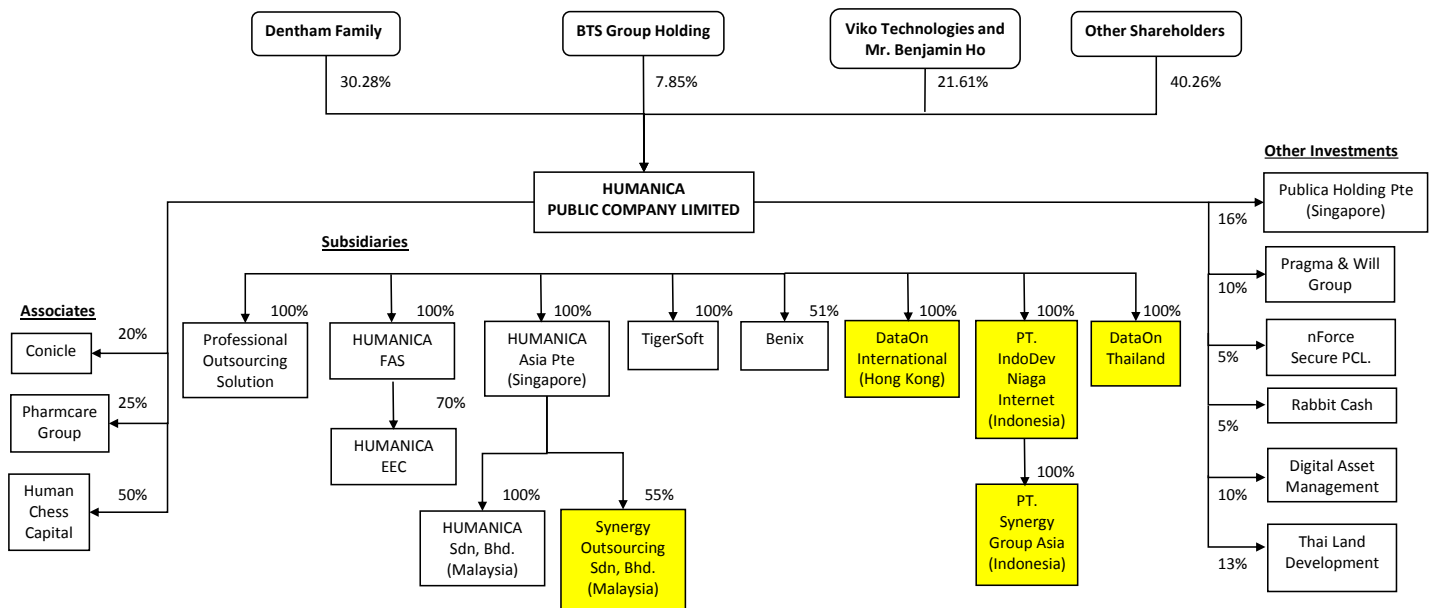
\* Note: Mr. Anuphan Kitmitchiva resigned from the Company's independent director with effect from December 23, 2021 onwards. The Board of Directors will continue to nominate and appoint qualified persons to replace the vacant directors.

Shareholder Structure of the Company

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



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



**Significant conditions to be completed prior to Completion Date:**

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

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

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

#### Summary of Independent Financial Advisor's Opinion

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

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

#### Opinion of the Board of Directors

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

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

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

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

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

**Remark:**

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

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

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

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

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

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

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

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

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

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

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

Divided into 877,443,576 shares

Value per share 0.50 Baht

Divided into

Ordinary shares 877,443,576 shares

Preferred shares 0 shares

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

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

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

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

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

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

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

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

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

#### Reasonableness of the capital increase

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

**Agenda 7 Other business (if any)**

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

Mr. Dusit Bondee, Shareholder, inquired the Company about

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

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

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

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

Mr. Matasit Phongyamut, Shareholder, inquired the Company about

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

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

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

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

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

---

(Mr. Anotai Adulbhan)

Chairman of the Meeting

---

(Mr. Thammanoon Korkiatwanich)

Minute Taker