

BC. 009/2019

March 29, 2019

Subject: Invitation to the 2019 Annual General Meeting of Shareholders

Attention: Shareholders of Humanica Public Company Limited

Enclosures:

1. Registration Form
2. Copy of the Minutes of the General Meeting of Shareholders No. 1/2018 held on April 2, 2018
3. Annual Report 2018 (QR Code)
4. Biography of the directors who are due to retire by rotation in 2019 and proposed to be re-elected to be the directors for another term
5. Information of an independent director who acts as proxy for the shareholders' meeting
6. Statement of Proxy Method, Meeting Registration, Document Submission before the Meeting, Voting and Counting of votes at the shareholders' meeting
7. Articles of Association of the Company relating to the shareholders' meeting
8. Location map of the shareholders' meeting
9. Proxy Form (Form B)
10. Proxy Form (Form C)

The Board of Directors of Humanica Public Company Limited (the "Company") has scheduled the Annual General Meeting of Shareholders (the "AGM") for the year 2019 on April 29, 2019 at 9.00-12.00 at Surasak Room 2-3, Eastin Grand Sathorn Hotel, 33/1 Sathon Tai Rd., Khwaeng Yan Nawa, Khet Sathon, Bangkok 10120 to consider the agenda items in conjunction with Board of Directors' opinions as follows:

**Agenda 1 Acknowledgement of the Minutes of the General Meeting of Shareholders No.1/2018 which was held on April 2, 2018**

**Facts and rationales**

The General Meeting of Shareholders No.1/2018 was held on April 2, 2018 and the Company has prepared the minutes of the said meeting as well as already sent a copy of the minutes to the Stock Exchange of Thailand as specified by law including publishing on the Company's website [www.humanica.com](http://www.humanica.com). The details of the Minutes of the General Meeting of Shareholders No.1/2018 are shown in Enclosure 2.

**Opinion of the Board of Directors**

The Board of Directors has considered the aforesaid minutes of the meeting to have been recorded accurately and completely. Therefore, it was deemed appropriate to propose the Annual General Meeting of Shareholders for the year 2019 to acknowledge the Minutes of the Annual General Meeting of Shareholders No. 1/2018 on April 2, 2018 according to the minutes that the Board of Directors presented.

**Resolution**

This agenda does not have to be voted by the shareholders as it is a report to the shareholders for acknowledgement.

**Agenda 2 Acknowledgement of the Company's performance for the year 2018**

**Facts and rationales**

The Company has summarized business operation performance and material changes that occurred in the year 2018, as detailed in the Company's Annual Report which has been sent to shareholders together with their invitation to the Annual General Meeting of Shareholders. (Details as shown in Enclosure 3)

**Opinion of the Board of Directors**

The Board of Directors has considered proposing that the Annual General Meeting of Shareholders for the year 2019 acknowledge the business operation performance and material changes that occurred in the year 2018 as aforementioned.

**Resolution**

This agenda does not have to be voted by the shareholders as it is a report to the shareholders for acknowledgement.

**Agenda 3            Approval of the Financial Statements for the year ended December 31, 2018  
which has been audited by the certified auditor**

**Facts and rationales**

To comply with Section 112 of the Public Limited Companies Act B.E. 2535 and the Articles of Association of the Company No. 55, the Board of Directors has prepared the Company's financial statements for the year 2018, ending on December 31, 2018, to be submitted to the Annual General Meeting of Shareholders for the year 2019, for approval. The financial statements for the year ended December 31, 2018 has been considered by the Audit Committee of the Company and audited by the certified auditor. (Details as shown in Enclosure 3)

**Opinion of the Audit Committee**

The Board of Directors has considered that the Company's accounting and financial reporting process already has good internal control systems. This ensures that the financial statements accurately reflect the financial status and performance of the Company in accordance with the accounting standard prescribed by law. The disclosure of information in the financial statements is sufficient and timely to benefit shareholders, investors or users who make investment decision based on the financial statements.

**Opinion of the Board of Directors**

The Board of Directors has considered that it is appropriate to propose the Annual General Meeting of Shareholders for the year 2019 to consider approving the financial statement for the year ended December 31, 2018 which has been considered by the Audit Committee of the Company and audited by the certified auditor.

**Resolution**

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 4            Approval on the appropriation for legal reserve and dividend payment from the  
Company's performance for the year 2018**

**Facts and rationales**

In accordance with Section 116 of the Public Limited Company Act BE 2535, and Item 50 of the Company's Articles of Association, the Company is required to set aside a portion of its annual net profit as reserve that is not less than 5% of its annual net profit until the reserve fund is not less than 10% of the registered capital of the Company. At present, the Company has already had the reserve at Baht 11,543,906 and the Company has to allocate the net profit for the year 2018 for the reserve at an amount of Baht 5,206,624 which will be equal to 5% of the annual net profit for the year 2018.

This will bring the company's legal reserve total to Baht 16,750,530 or 4.9% of its registered capital. In addition, the Company's dividend policy stipulates that when the Company has no other necessities, the Company has a policy to pay dividends at the rate of not less than 50% of the net profit of the separate financial statements after deduction of the corporate income tax for each year, and the dividend payment shall not have a material impact on the normal operation of the Company and its subsidiaries.

In 2018, the Company has the net profit after deduction of the corporate income tax under the separate financial statements in the amount of Baht 104,132,468, representing an earnings per share of Baht 0.15 per share. Therefore, the Company can pay dividends to shareholders in accordance with Section 115 of the Public Limited Companies Act BE 2535. According to Articles 47 and 49 of the Company's Articles of Association, the dividend payment shall not be made without the resolution of the shareholders meeting, and the dividends shall be divided equally by the number of shares. Considering the aforesaid, from the net profit in 2018, the Company shall have the ability to pay dividends to its shareholders. The Board of Directors of the Company has resolved to propose to the Annual General Meeting of Shareholders for the year 2019 to consider and approve the dividend payment from the Company's performance for the year 2018 which shall be made in cash at the rate of Baht 0.06 per share, totaling approximately Baht 40,800,000 in accordance with the Company's dividend payment policy.

The following table compares the dividend payment for the year 2017 and 2018

	2017	2018
Net profit from separate financial statements (Baht)	90,878,129	104,132,468
Earnings per share**	0.26	0.15
- Interim Dividend	0.125	0.04
- Annual Dividend	0.03	0.06*
Total Dividend Payment	82,900,000	68,000,000
Ratio of Dividend Payment Included Interim Dividend	91.22%	65.30%

Remarks

\*If approved by the shareholders at the Annual General Meeting of Shareholders for the year 2019

\*\*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 rights to receive the dividends as aforementioned are still uncertain until the shareholders' approval is granted at the Annual General Meeting of Shareholders for the year 2019. If the Annual General Meeting of Shareholders resolves to approve the dividend payment as proposed by the Board of Directors. The Board of Directors shall designate the record date for the right to receive the dividends on May 8, 2019. The date of dividend payment will be made on May 24, 2019.

In addition, the Annual General Meeting of Shareholders ought to acknowledge the payment of interim dividends made to the shareholders on September 13, 2018 in accordance with the resolution of the Board of Directors Meeting No. 3/2018 which was held on August 14, 2018 approving the payment of interim dividend for the operating results from January 1, 2018 to June 30, 2018, to the shareholders of the Company, at Baht 0.04 per share totaling the dividends paid of Baht 27,200,000.

#### **Opinion of the Board of Directors**

The Board of Directors has considered proposing the Annual General Meeting of Shareholders for the year 2019 to approve the appropriation of net profit as the legal reserve, and to consider and approve the dividend payment from the Company's performance for the year 2018, including to acknowledge the interim dividend payment, per the details proposed above.

#### **Resolution**

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

#### **Agenda 5            Approval on the appointment and the determination of the remuneration for the Company's auditor for the year 2019**

#### **Facts and rationales**

To comply with Section 120 of the Public Limited Companies Act BE 2535, the Annual General Meeting of Shareholders must appoint the auditor and determine the auditing fee annually. For the year 2019, the Audit Committee has considered and proposed to the Board of Directors to consider appointing the auditor from Deloitte Touche Tohmatsu Jaiyos Company Limited to be the auditor of the company instead of EY Company Limited to be an auditor rotation because the company has used the audit services with EY Company Limited for a period of 5 years since 2014. Deloitte Touche Tohmatsu Jaiyos Company Limited is one of the top auditor companies that provide international audit services with expertise in auditing including with an audit fee rate that is appropriate.

The Board of Directors has considered and proposed to the Annual General Meeting of Shareholders for the year 2019 to approve the appointment of Deloitte Touche Tohmatsu Jaiyos Company Limited to be the auditor of the Company for the year 2019. One of the following auditors listed below shall audit the Company's financial statements for the year 2019:

- |                                |                               |
|--------------------------------|-------------------------------|
| 1. Ms. Wimolporn Boonyusthian  | Certified auditor No. 4067 or |
| 2. Mr. Choopong Surachutikarn  | Certified auditor No. 4325 or |
| 3. Ms. Juntira Juntrachaichoat | Certified auditor No. 6326    |

The Board of Directors has considered and proposed Deloitte Touche Tohmatsu Jaiyos Company Limited and the three auditors from Deloitte Touche Tohmatsu Jaiyos Company Limited to the Annual General Meeting of Shareholders to be the auditor of the Company for the first year.

In the case where the above certified auditors are unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Company Limited shall provide other certified auditors from the same office having knowledge, ability and experience equivalent or better to be substitutes.

In addition, Deloitte Touche Tohmatsu Jaiyos Company Limited and all the auditors proposed above have no relationship and/or interest with the Company/subsidiaries/management/major shareholders or persons related to such person in a way that will affect the performance of independent duties whatsoever.

For the remuneration of the auditor, the Audit Committee has considered the obligation to review and audit the financial statements of the Company, the audit fee for the year 2019 should not be more than Baht 1,870,000.

The remuneration of the auditor of the company for the year 2019 compared with the remuneration of the auditor of the company for the year 2018 as follows:

Unit: Baht

<b>Audit Fee</b>	<b>Year 2019 (Proposed Year)</b>	<b>Year 2018</b>
Quarterly financial statements review	780,000	705,000
Annual audit fee for the year ended December 31, 2019	1,090,000	1,065,000
<b>Total audit fee*</b>	<b>1,870,000</b>	<b>1,770,000</b>

Remark \* The audit fee above excludes other services and VAT.

The auditor of some subsidiaries is an auditor from the same firm as the company's auditor and some subsidiaries use services from other audit firms.

### **Opinion of the Board of Directors**

The Board of Directors, with the approval of the Audit Committee, has considered and proposed to the Annual General Meeting of Shareholders for the year 2019 to approve the appointment of

auditors from Deloitte Touche Tohmatsu Jaiyos Company Limited. One of the following auditors listed below shall audit the Company's financial statements for the year 2019.

1. Ms. Wimolporn Boonyusthian Certified auditor No. 4067 or
2. Mr. Choopong Surachutikarn Certified auditor No. 4325 or
3. Ms. Juntira Juntrachaichoat Certified auditor No. 6326

The audit fee for the Company for the year 2019 shall not exceed Baht 1,870,000 as proposed by the Audit Committee. In the case where the above certified auditors are unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Company Limited shall provide other certified auditors from the same office having knowledge, ability and experience equivalent or better to be substitutes.

#### **Resolution**

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

#### **Agenda 6 Approval of the re-election of directors retired by rotation to be directors for another term**

##### **Facts and rationales**

According to Section 71 of the Public Limited Company Act BE 2535 and Article 18 of the Company's Articles of Association stating that at the Annual General Meeting of Shareholders, at least one-third of the total number of directors shall be retired by rotation. If the number of directors cannot be divided into three parts, the retirement directors shall be the closest amount to one of the three and the retired directors may be re-elected.

At the Annual General Meeting of Shareholders for the year 2019, the directors required to retire by rotation at the rate of one-third of the total number of directors, totaling 3 persons are as follows:

<b>List of directors who must retire by rotation</b>	<b>Position</b>	<b>Date of Appointment</b>	<b>Number of meetings attended</b>
1. Mr. Soontorn Dentham	Director	July 14, 2017	5/5
2. Mr. Patara Yongvanich	Independent Director	July 14, 2017	3/5
3. Mr. Thanachart Numnonda	Independent Director	July 14, 2017	5/5

The Nomination and Compensation Committee considers qualifications in various fields of the nominated candidates to be appointed as directors by considering the appropriateness of qualifications, experience, and expertise including performance as a previous director. (Please refer to the criteria and method for nomination of directors and qualifications of independent directors

with details as appeared in the Annual Report 2018 under the heading "Corporate Governance" which has been sent to the shareholders together with the invitation to this meeting as per Enclosure 3).

The Board of Directors has considered the qualifications of all 3 persons who have been nominated and have considered these 3 persons are knowledgeable, capable, experienced and proficient, useful for the operation of the company and has no prohibited characteristics under Section 68 of the Public Limited Companies Act BE 2535 and the criteria prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, including other relevant legal requirements.

The Board of Directors has considered that the directors who are due to retire by rotation are all qualified, knowledgeable and experienced in the Company's business. In the past, they have served as directors of the company efficiently. Therefore, they are appropriate to be re-elected to be the Company's directors for another term. The Board of Directors of the Company then considers proposing to the Annual General Meeting of Shareholders for the year 2019 to approve the appointment of the directors who are due to retire by rotation as mentioned above to be re-elected to return to their office for another term. The biography of the three directors is as shown in Enclosure 4.

In this regard, Mr. Patara Yongvanich and Mr. Thanachat Numnonda, who are proposed to be re-elected for another term will serve as an independent director of the Company as well. By the qualifications of an independent director (Definition of Independent Director) of the Company with details equivalent to the criteria set by the Securities and Exchange Commission. (Please see details of qualifications of independent directors (Definition of Independent Director) of the Company in the Annual Report 2018 under the heading "Organization Management Structure" which has been sent to the shareholders together with the invitation to this meeting according to Enclosure 3.) Including not being a director who is involved in the management of work, staff, employees or advisors who receive a regular salary and is not a professional service provider of the Company, its subsidiaries, associated companies or juristic persons that may have conflicts and there is no significant business relationship that may result in the inability to perform duties independently with the company, its subsidiaries, associated companies or juristic persons that may have conflicts over the past 2 years.

In this regard, the Company has allowed shareholders to nominate persons to be appointed as directors of the Company. However, no shareholder nominated any person to be a director of the company.

#### **Opinion of the Board of Directors**

The Board of Directors excluding the nominated directors has considered and proposed to the Annual General Meeting of Shareholders for the year 2019 to approve the re-election of directors retired by rotation to be directors for another term as follows:



1. Mr. Soontorn Dentham Director
2. Mr. Patara Yongvanich Independent Director
3. Mr. Thanachart Numnonda Independent Director

#### Resolution

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes. The election rules shall be in accordance with Article 18 of the Company's Articles of Association. (In considering the election of directors to replace those retiring by rotation the Company will consider approving individually).

#### Agenda 7 Approval on the director remuneration for the year 2019

##### Facts and rationales

According to Section 90 of the Public Limited Companies Act BE 2535 and Article 33 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company with the resolution from the Annual General Meeting of Shareholders. The Board of Directors has assigned the Nomination and Compensation Committee to consider the remuneration of directors and propose compensation to the Board of Directors for approval. The Company considers many factors in determining the remuneration of directors, namely the nature of the business and the operating results of the company, industrial practices and general economic conditions of the country. The directors' remuneration must be considered for approval from the shareholders' meeting. The details of the directors' remuneration for the year 2019, which compared with the directors' remuneration for the year 2018, are as follows:

Position	Year 2019 (Proposed Year) Meeting allowance (Baht/Person/Time)	Year 2018 Meeting allowance (Baht/Person/Time)
Chairman of the Board	35,000	35,000
Directors	25,000	25,000
Chairman of the Audit Committee	30,000	30,000
Audit Committee	25,000	25,000
Chairman of the Nomination and Compensation Committee	5,000	-
Nomination and Compensation Committee	5,000	5,000

Note: 1. Meeting allowance for the year 2019 is equal to the meeting allowance for the year 2018. (The Company will pay such meeting fee only to the chairman of the board, non-executive directors, independent directors who hold positions in the Board of Directors, audit committee and the nomination and compensation Committee attending the meeting).

2. Other remuneration: No compensation and other benefits.

### **Opinion of the Board of Directors**

The Board of Directors has considered and proposed to the Annual General Meeting of Shareholders for the year 2019 to consider and approve the remuneration of directors for the year 2019 as proposed above.

### **Resolution**

This agenda must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

### **Agenda 8 Other Business (if any)**

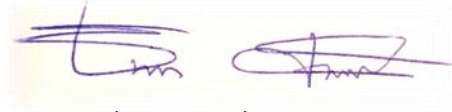
#### **More Information**

Shareholders are invited to attend the meeting on the date, time and place specified above. The Company has published the invitation letter and various documents related to this meeting on the company website ([www.humanica.com](http://www.humanica.com)) from March 29, 2019 to allow shareholders to consider various agendas. The Company will be opened for registration at 8.30 am. If the shareholders are not able to attend the meeting on their own and wish to appoint a proxy to attend the meeting and vote on their behalf, please use the proxy form B (Enclosure 9). In order to preserve the rights and interests of the shareholders in case they are not able to attend the meeting by themselves, and wish to appoint the independent director of the Company to attend and vote on their behalf, shareholders may appoint a proxy to the independent director of the Company which his name specified in the proxy form (Enclosure 5) to attend the meeting and vote on behalf of the shareholders. As for foreign shareholders who appointed custodians in Thailand to be the depositors and oversee the shares. Please use the proxy form C (Enclosure 10) or can download the proxy form from the company's website at [www.humanica.com](http://www.humanica.com). Please send the documents to the Company Secretary, Humanica Public Company Limited, No. 2, Soi Rongmuang 5, Rongmuang Road, Kwaeng Rongmuang, Khet Pathumwan, Bangkok 10330 before April 15, 2019.

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. The Company will hold the meeting in accordance with the Company's Articles of Association in respect of the shareholders' meeting (Enclosure 7).

The Company has set the record date to be on March 12, 2019 as to determine the right to attend the Annual General Meeting of Shareholders for the year 2019. The Company will arrange snacks and beverages for the shareholders and proxies attending the meeting but does not have a gifts.

Sincerely yours,



Mr. Thanwa Laohasiriwong  
Chairman of the Board

**Remark:** If any shareholder wishes to receive the annual report 2018 in the form of a book, it can be obtained at the registration officer on the date of the Annual General Meeting of Shareholders for the year 2019.

**Minutes of the Annual General Meeting of Shareholders for the Year 2018****Humanica Public Company Limited****Date, Time and Venue**

The meeting was held on April 2, 2018 at 14.00 hrs. at Surasak Room 2-3, 11th Floor, Eastin Grand Sathorn Hotel, No. 33/1 South Sathorn Road, Kwaeng Yannawa, Khet Sathorn, Bangkok 10210.

**Directors attending the Meeting**

1. Mr. Thanwa Laohasiriwong Chairman of the Board and Independent Director
2. Mr. Soontorn Dentham Vice President and Chief Executive Officer
3. Mr. Anuphan Kitnitchiva Director
4. Mr. Anotai Adulbhan Director
5. Mr. Patara Yongvanich Chairman of Audit Committee and Independent Director
6. Mr. Supoj Singhasaneh Audit Committee and Independent Director

**Executive Directors attending the Meeting**

1. Ms. Cheunchom Techarungkiat Chief Operation Officer – HR Solutions
2. Ms. Sasithorn Hirunsak Chief Operation Officer – Financial Solutions
3. Ms. Hathaichanok Suwanjang Chief Technology Officer
4. Ms. Valeephorn Chairune Chief Accounting and Financial Officer and  
Company Secretary
5. Ms. Lim Bee Bee Chief International Business/Commercial Operation

**Representative Auditor from EY Company Limited attending the Meeting**

1. Ms. Sirirat Srichareonsap
2. Ms. Nisara Rodsuk

**Legal Consultant from Benja Advisory Company Limited attending the Meeting**

1. Ms. Pornrapee Benjarungroj

**Shareholders Registration and Vote Counting operated by OJ International Company Limited**

Meeting Start: The meeting conductor invited the Chairman of the Board to declare the Meeting opened. There were shareholders attending the Meeting by themselves totaling 48 persons, holding a total of 305,984,519 shares, and by proxies totaling 496 persons, holding a total of 132,510,052 shares. The total number of shareholders attending the Meeting is 544 persons holding a total of 438,494,571 shares, representing 64.48% of all sold shares of the Company (Total paid-up shares of the Company is 680,000,000 shares), thus, constituting a quorum of the Meeting in accordance with the Company's Articles of Association.

In addition, the Company provided opportunities for shareholders to register for attending the Meeting at any time during the Meeting. Therefore, the number of votes of all shareholders entitled to vote in each agenda might not be equal. The meeting conductor explained the meeting regulations, voting criteria and details of agenda to shareholders as follows:

1. Each shareholder shall have vote equal to the number of shares held by oneself or to the number of shares granted by the proxy which will be counted as one share equal to one vote. In the vote, the vote cannot be divided except as a proxy that has been granted a proxy Form C; a Custodian maintaining securities for foreign investors and for those who have been granted a proxy Form B, where the grantors have already specified their votes and the proxies must vote in accordance with what specified by the grantors. For voting, shareholders can choose to agree, disagree or abstain.
2. The registration officer will print the ballot for the shareholders attending by themselves and proxies, both in Form B and Form C where the grantor gives the right to the proxy to vote on his behalf in the specified agenda.
3. The registration officer will not print the ballot in the event that the grantors have already specified their votes for each agenda and the proxies must vote in accordance with what specified by the grantors.
4. Before collecting ballots to approve each agenda, the Meeting attendees may inquire about that agenda. In the event that the attendees would like to inquire, please raise your hand, inform the name and surname, specify whether you are shareholder attending by yourself or by proxy, and introduce yourself by informing your name and surname for the benefit of the Meeting's record.
5. The vote counting will be done by the barcode system. For convenience and faster, the company will use the vote-counting method to agree votes. For voting on each agenda, only the ballots for disagree or abstain will be collected.
6. Any shareholders or proxies wishing to leave the Meeting before closing the Meeting and wishing to vote on the remaining agenda, will have to hand the signed ballots to staff before leaving the meeting room.
7. The voting results will be announced after the Chairman asks the shareholders to approve each agenda. The result of the vote counting will be the total sum of the votes from the shareholders attending by themselves and by proxies having been given the right to vote including the case where the grantor has specified the vote in advance through the proxy.
8. In case the votes are equal, the chairman shall cast one more vote to be a decisive vote.
9. Request to amend the attachment no.4 attached to the meeting invitation, to amend the position of Mr. Thanwa Laohasiriwong to be the Chairman of the Board and Independent Director.

The meeting conductor informed the meeting of the details of the voting for all 9 agenda items. For transparency and to be in accordance with good governance policy for counting votes in the shareholders' meeting, the Company therefore requested a volunteer from attendees; Mr. Surasit Asadamongkol to review and witness the vote counting.

For the final criteria for casting vote onto the ballot, please sign your name with the pen every time. For those wishing to inquire in this Meeting, please introduce your name, surname, and specify whether you are the shareholder attending by yourself or by proxy.

The meeting conductor then commenced the Meeting according to the agenda as follows:

**Agenda 1 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2017 which was held on August 24, 2017**

The Chairman propose the Meeting to consider adopting the minutes of the Extraordinary General Meeting of Shareholders No. 1/2017 was held on August 24, 2017 and the Company has prepared the minutes of the said meeting , where at the time of the meeting, the Company has not yet been the SEC listed Company. Details of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2017 as shown in Enclosure 2.

The Board of Directors has considered and viewed that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2017 has been recorded accurately and completely. Therefore, it is appropriate to propose to the Annual General Meeting of Shareholders for the year 2018 to consider adopting the said Minutes, and to give the shareholders the opportunity to inquire or to request for amendment.

There are no shareholders asking or proposing amendments to the minutes, the Chairman therefore asked the meeting to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2017

**Resolution** The Meeting considered and approved the minutes of the Extraordinary General Meeting of Shareholders No. 1/2017 held on August 24, 2017 with the majority votes of shareholders and proxies attending the Meeting and entitled to vote. The details are as follows:

<b>Total shareholders</b>	<b>554</b>	<b>representing</b>	<b>532,127,180</b>	<b>shares</b>
<b>Agree</b>	<b>491,427,180</b>	<b>vote(s) representing</b>	<b>92.35% of shares attending the Meeting</b>	
<b>Disagree</b>	<b>-</b>	<b>vote(s) representing</b>	<b>- of shares attending the Meeting</b>	
<b>Abstain</b>	<b>40,700,000</b>	<b>vote(s) representing</b>	<b>7.65% of shares attending the Meeting</b>	

**Remark** In this agenda, there were 10 more shareholders attending the Meeting from the beginning of the meeting, representing 93,632,609 shares.

**Agenda 2 Acknowledgement of the Company's performance for the year 2017**

The Chairman proposed the Meeting to consider and acknowledge the report of the company's performance of the year 2017 pursuant to the 2017 Annual Report which has been sent to all shareholders in advance in the form of a CD-ROM together with the invitation of this meeting, and proposed that Mr. Soontorn Dentham, CEO, announced the 2017 performance and answered questions to the Meeting.

Mr. Soontorn Dentham reported a summary of the performance of the Company and its subsidiaries for the year 2017 to the Meeting as follows:

1. Business segments include HR Solutions and Accounting and Financial Solutions businesses. Human Resources Management includes the software for HR Solutions development, the software licensing and the Payroll Outsourcing services. The Accounting and Financial Solutions business includes the development and installation of the organization resource planning system called SAP Business One ("SAP B1"), and financial and accounting operation services. The Company owns the copyrights of human resources management technology. The Company has developed 2 systems of the human resources management; Humatrix and ESSpace. While Humatrix is the best human resource management system of the Company and is able to support the needs customer in medium to large enterprise as well as complex customers or customers having a wide range of operational policies or operating procedures, ESSpace is designed to accommodate small up to medium size customers, suitable for companies that focus on not only fast and easy to understand software system installation, but also able to accommodate the basic requirements of the customers.

2. Profit before finance costs and income tax expenses (EBIT) in 2017 is 109.65 million baht, earned from HR solutions of 91.92 million baht and from Financial Solutions of 24.59 million baht, representing 83.83% and 22.43% of EBIT for the consolidated financial statements, respectively.

2.1 EBIT from HR Solutions contains EBIT from the operations in Thailand, of 74.18 million baht, increase from the year 2016 (59.31 million baht) 25.07%, and from the overseas operations of 17.74 million baht, began to operate at the beginning of the year 2017 in Singapore and in October 2017 in Malaysia.

2.2 EBIT of Financial Solutions of 24.59 million baht, increase from the year 2016 (20.84 million baht) 18%.

3. Significant financial information includes:

3.1 Revenue in 2017 of 482.37 million baht, with annual growth rate of 31.36% during the year 2014-2017.

3.2 Gross profit in 2017 of 188.91 million baht, being the gross profit of 39.45% compare to the gross profit of 32.23% in year 2014, representing the better profitability.

3.3 Net profit in 2017 of 97.45 million baht, equivalent to the net profit of 20.20% compare to the 2014 net profit of 12.31%.

3.4 Asset as at December 31, 2017 of 1,156.11 million baht, liabilities of 111.67 million baht and shareholders' equity of 1,044.44 million baht. Debt to equity ratio equal to 0.11 (2016 ratio: 0.34).

4. How the company grows? The Company must change for the future growth and add value to the shareholders by the following:

4.1 Investments include:

4.1.1 Expansion to both domestic and international markets.

4.1.2 Business acquisition

4.1.3 Product Development

4.1.4 New Business which is a business that is connected to HR solutions and Financial Solutions.

4.1.5 New office, which combines business units and subsidiaries in the same building and to support future growth.

4.2 Increase in profit before income tax expenses: The Company aims to grow revenue at 20%-30% per annum by developing software for higher costs, giving the system more functionality from the use of technology. The Company will focus on improving work efficiency, training new employees who have low cost with Training Center in the Office having capacity to support 100 persons.

4.3 Add value to shareholders such as increase in earnings per share and set up a policy to propose dividend payment of not less than 50% of the profit as stated at the time of IPO.

4.4 New businesses and products include:

4.4.1 Practiz as Micro learning

4.4.2 Continuous Performance Management Outsourcing

4.4.3 Wealth and Health, including

4.4.3.1 Total Benefits

4.4.3.2 Flexi Benefits, cooperating with Mercer for this product

4.4.3.3 Personal Wealth Management which helps the customer's employee to be able to do own financial planning.

4.5 Expansion of Products and Services. The Company will develop ESSpace to suit SMEs for lower price by 2018.

After finished reporting the Company's performance for the year 2017 by Mr. Soonthorn Dentham, the Chairman gave the Meeting an opportunity to ask questions or give further comments.

Mr. Anu Wongsarnkij, a shareholder attending on his own, asked three questions as follows:

1. How did the Company differ from other companies?
2. How did the Company recognize revenue? How is the contract system of the Company and how do most customers use the Company's services?
3. How was the proportion of foreign revenue? In the future, would this income be considered as a major income, and would the costs be over than the last year?

Mr. Soontorn Dentham gave answers to the meeting as follows:

1. The Company's shares registration in the stock market has stimulated all competitors, how the Company is different from other competitors would be that the Company emphasizes on technology as well as our expertise in the Business Process.

2. For the revenue recognition, there are two parts; firstly from a monthly income, such as a company service fee charge, that is based on monthly per head and the contract terms are 1 year, 3 years, 5 years and 10 years. Approximately 85% of total revenue of the Company comes from regular



income. Most of the recurring revenues of the Company are from customers who purchase licenses which are one-time revenues. However, at present, the Company's regular incomes can be covered all the costs. Thus, the Company has a relatively low risk for the business operation, and most customers has been using the services of the Company continuously for a long time.

3. The foreign revenue of the Company affects EBIT 16.18%. The Company continues to focus on business in Thailand because in the future there are many new products to be launched, and we need these new products to be in controlled before expanding to overseas market. Foreign segment of the Company is still growing where costs or expenses are always increasing but lower than revenue growth.

**Resolution** The Meeting acknowledged of the Company's performance for the year 2017 as reported. Since this agenda was for acknowledgement, there was no voting having been given.

**Agenda 3 Approval on the Financial Statements for the year ended December 31, 2017 which has been audited by the certified auditor**

The Chairman clarified to the Meeting that in order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 and the Articles of Association of the Company No.55, the Board of Directors has prepared the Company's financial statements for the year 2017, ending on December 31, 2016, to be submitted to the 2018 Annual General Meeting of Shareholders for approval. The financial statements for the year ended December 31, 2017 has already been considered by the Audit Committee of the Company and audited by the certified auditor. (Details as shown in Enclosure 3)

The Audit Committee has the opinion that the Company's accounting and financial reporting process already has good internal control system. This ensures that the financial statements accurately reflect the financial status and performance of the Company in accordance with the accounting standard prescribed by law. The disclosure of information in the financial statements is sufficient and timely to benefit the shareholders, investors or users who make investment decision based on the financial statements.

The Chairman gave the Meeting an opportunity to ask questions or give further comments.

Miss Phreutsapha Laimueangam, a shareholder attending on her own, asked that due to incomes from Q2 and Q4 are not very different, why was the net profit in Q4 very high?

Mr. Soontorn Dentham clarified that if we were looking at the financial statements were in Q4, it could be seen that the profit was increased due to the setting of the procurement budget of customers which were mostly the transactions related to HR or Finance, started on January 1st. Since the customers wanted the system to go live in January. The customers would make decision in quarter 2-3 before start of implementation. This would make the profit recognition happened when the customers installed the software. As such, the income in Q4 would be higher.

Mr. Soontorn Dentham clarified that the money received from the IPO were kept in the money market at the end of the year. Now the Company is talking to 3-4 funds to assist in management such monies for the appropriate returns, but not invest in high-risk matters. For financial utilization, we would invest in other companies, the new office relocation, the learning center, the Development of information technology, and use as a working capital for business operations.

Mr. Peera Jitpraneechai, a shareholder attending on his own, asked for more information about why the profit before financial expense and income tax received from overseas business was better than from Thailand? Was it because the Company had agreed with customers on software requirement before starting to develop the software OR developing before getting customers?

Mr. Soontorn Dentham clarified that the profit before financial costs and income tax of overseas business was higher because the foreign countries use the package software, so no need to put much investment on software development except the Localization. Then, the major costs were incurred at the Company (Head Quarter).

When there was no shareholder asking any further comment, the Chairman asked the Meeting to approve the financial statements for the year ended December 31, 2017.

**Resolution** The Meeting considered and approved the Financial Statements for the year ended December 31, 2017 with the majority votes of shareholders and proxies attending the Meeting and entitled to vote. The details are as follows:

<b>Total shareholders</b>	<b>562</b>	<b>representing</b>	<b>534,088,591</b>	<b>shares</b>
<b>Agree</b>	<b>534,088,591</b>	<b>vote(s) representing</b>	<b>100%</b>	<b>of shares attending the Meeting</b>
<b>Disagree</b>	<b>-</b>	<b>vote(s) representing</b>	<b>-</b>	<b>of shares attending the Meeting</b>
<b>Abstain</b>	<b>-</b>	<b>vote(s) representing</b>	<b>-</b>	<b>of shares attending the Meeting</b>

**Remark** In this agenda, there were 8 more shareholders attending the Meeting from the beginning of the Meeting, representing 1,961,411 shares.

**Agenda 4 Approval on the appropriation for legal reserve and dividend payment from the Company's performance for the year 2017**

The Chairman declared that in accordance with Section 116 of the Public Limited Company Act BE 2535, and Item 50 of the Company's Articles of Association, the Company is required to set aside a portion of its annual net profit as reserve for not less than 5% of its annual net profit until the reserve fund is not less than 10% of the registered capital of the Company. At present, the Company has already had the reserve for 7,000,000 baht (Seven Million Baht) and the Company has to allocate the net profit for the year 2017 as the reserve for an amount of 4,543,906 baht (Four Million Five Hundred and Forty Thousand Three Thousand Nine Hundred and Six Baht) which will be equal to 5% of the annual net profit for the year 2017. This will make the company to have the legal reserve totaling 11,543,906 baht (Eleven million five hundred forty-three thousand nine hundred and six baht) or 3.4% of its registered capital. In addition, the Company's dividend policy stipulates that when the Company has no other necessities, the Company has a policy to pay dividends at the rate of not less than 50% of the net profit of the separate financial statements after deduction of the corporate income tax for each year, and the dividend payment shall not have a material impact on the normal operation of the Company and its subsidiaries.

In 2017, the Company has the net profit after deduction of the corporate income tax under the separate financial statements in the amount of 90,878,129 baht, representing an earnings per share of Baht 0.26 per share. Therefore, the Company can pay dividends to shareholders in accordance with Section 115 of the Public Limited Companies Act BE 2535. According to Articles 47 and 49 of the Company's Articles of Association, the dividend payment shall not be made without the

resolution of the shareholders meeting, and the dividends shall be divided equally by the number of shares. Considering the aforesaid, from the net profit in 2017, the Company shall have the ability to pay dividends to its shareholders.

The Board of Directors of the Company has resolved to propose to the 2018 AGM to consider and approve the dividend payment from the Company's performance for the year 2017 which shall be made in cash at the rate of Baht 0.03 per share, totaling approximately 20,400,000 baht in accordance with the Company's dividend payment policy.

However, the rights to receive the dividends as aforementioned are still uncertain until the shareholders' approval is granted at the 2018 AGM. If the Meeting resolves to approve the dividend payment as proposed by the Board of Directors. The Board of Directors shall designate the record date for the right to receive the dividend on April 9, 2018. The date of dividend payment will be made on April 26, 2018.

In addition, the Annual General Meeting of Shareholders ought to acknowledge the payment of interim dividend made to the shareholders on November 24, 2017 in accordance with the resolution of the Board of Directors Meeting No. 2/2017 which was held on November 9, 2017 approving the payment of interim dividend for the operating results from January 1, 2017 to September 30, 2017, to the shareholders of the Company, each Baht 0.125 per share totaling the dividend paid of 62,500,000 baht.

When the Chairman had declared to the Meeting to consider the approval on the appropriation for legal reserve and dividend payment from the Company's performance for the year 2017, the chairman gave the shareholders the opportunity to inquire or provide further comment

Mr. Anu Wongsarnkij, a shareholder attending on his own, additionally queried about the dividend payment policy of not less than 50%, would it be likely to pay the interim dividend? Would the revenue be recognized every month?

Mr. Soontorn Dentham clarified that the year 2018 would be the first year that the Company pays dividends from full-year profit. However, if the Company can maintain cash liquidity, the Board of Directors might consider to pay the interim dividend. The revenue recognition would be done every month.

The Chairman further clarified that the interim dividend payment is based on the Board of Directors' consideration at that time.

Mr. Chaichana Piyamawadee, a shareholder attending on his own, further queried that in the year 2016, why was the amount of dividend paid out over that 100% of the profit made in the last year?, Why there was the interim dividend being paid out In the year 2017, but there was no such payment in the year 2016, which was the year that the shares of the Company have been registered in the stock exchange of Thailand? He asked for more detail on this.

Mr. Soontorn Dentham has clarified that in the year 2016 there were the first dividend payment of the Company and the capital increase to expand the Company's business. In the year 2017, the Company was required to increase its registered capital in accordance with the IPO requirement. We, therefore, made the dividend payment and capital increase, and there was another dividend payment from the past retained earnings.

When there was no shareholder asking any further comment, the Chairman asked the Meeting to approve the appropriation for legal reserve and dividend payment from the Company's performance for the year 2017.

**Resolution** The Meeting considered and approved the appropriation for legal reserve and dividend payment from the Company's performance for the year 2017 as proposed with the majority votes of shareholders and proxies attending the Meeting and entitled to vote. The details are as follows:

<b>Total shareholders</b>	<b>563</b>	<b>representing</b>	<b>534,090,591</b>	<b>shares</b>
<b>Agree</b>	<b>526,354,491</b>	<b>vote(s) representing</b>	<b>98.55% of shares attending the Meeting</b>	
<b>Disagree</b>	<b>7,736,100</b>	<b>vote(s) representing</b>	<b>1.45%</b>	<b>of shares attending the Meeting</b>
<b>Abstain</b>	<b>-</b>	<b>vote(s) representing</b>	<b>-</b>	<b>of shares attending the Meeting</b>

**Remark** In this agenda, there were 1 more shareholder attending the Meeting from the beginning of the Meeting, representing 2,000 shares.

**Agenda 5 Approval on the appointment and the determination of the remuneration for the Company's auditor for the year 2018**

The Chairman clarified that in order to comply with Section 120 of the Public Limited Companies Act BE 2535, the Annual General Meeting of Shareholders must appoint the auditor and determine the auditing fee annually. The Audit Committee has considered and proposed that the performance of the auditor of the Company, EY Company Limited, in the year 2017 was satisfactory. The auditors have extensive experience and well expertise in auditing the Company and its subsidiaries.

The Board of Directors of the Company has considered and recommended that the Annual General Meeting of Shareholders approve the appointment of EY Company Limited to be the auditor of the Company for the year 2018. One of the following auditors listed below shall audit, review and comment on the Company's financial statements for the year 2018:

1. Miss Sirirat Srichareonsup Certified auditor No. 5419 or
2. Miss Wathu Kayankarnawee Certified auditor No. 5423 or
3. Miss Siraphorn Aeuanankul Certified auditor No. 3844

The Board of Directors Meeting of the Company has considered and proposed EY Company Limited and the three auditors from EY Company Limited to the Annual General Meeting of Shareholders to be the auditors of the Company and its subsidiaries for the fifth year.

In the event that the above certified auditors are unable to perform their duties, EY Company Limited shall provide other certified auditors from the same office having knowledge, ability and experience equivalent or better to be substitutes.

In addition, EY Company Limited and all the auditors proposed above have no relationship and/or interest with the Company/subsidiaries/management/major shareholders or persons related to such person in a way that will affect the performance of independent duties whatsoever.

For the remuneration the auditor, the Audit Committee has considered the obligation to review and audit the financial statements of the Company, the audit fee for the year 2018 should not be more than 1,825,000 baht details are as follows:

<b>Humanica Public Company Limited</b>			
Quarterly financial statements review 245,000 baht (3 quarters)	amount	735,000	Baht
Annual audit fee for the year ended December 31, 2018	amount	970,000	Baht
Annual report review	amount	120,000	Baht
<b>Total audit fee*</b>	<b>amount</b>	<b>1,825,000</b>	<b>Baht</b>

Remark \* The audit fee above excluding other services and VAT.

The Board of Directors of the Company, with the approval of the Audit Committee, has considered and recommended that the 2018 AGM approves the appointment of auditors from EY Company Limited. One of the auditors in the list shall audit, review and comment on the Company's financial statements for the year 2018.

When there was no shareholder asking any further comment, the Chairman asked the Meeting to consider and approve the appointment and the determination of the remuneration for the Company's auditor for the year 2018.

**Resolution** The Meeting considered and approved the appointment and the determination of the remuneration for the Company's auditor for the year 2018 as proposed with the majority votes of shareholders and proxies attending the Meeting and entitled to vote. The details are as follows:

**Total shareholders 563 representing 534,090,591 shares**

**Agree 533,053,491 vote(s) representing 99.81% of shares attending the Meeting**

**Disagree 1,037,100 vote(s) representing 0.19% of shares attending the Meeting**

**Abstain - vote(s) representing - of shares attending the Meeting**

**Agenda 6 Approval on the re-election of directors retired by rotation to be directors for another term**

**Agenda 6.1 Approval on the re-election of directors retired by rotation to be directors for another term: Mr. Thanwa Laohasiriwong**

The Meeting conductor informed that According to Section 71 of the Public Limited Company Act BE 2535 and Article 18 of the Company's Articles of Association stating that at the Annual General Meeting of Shareholders, at least one-third of the total number of directors shall be retired by

rotation. If the number of directors cannot be divided into three parts, the retirement directors shall be the closest amount to one of the three and the retired directors may be re-elected.

At this 2018 AGM, the directors required to retire by rotation at the rate of one-third of the total number of directors, totaling 3 persons are as follows:

1. Mr. Thanwa Laohasiriwong Chairman of the Board
2. Mr. Aotai Adulbhan Director
3. Mr. Anuphan Kitnitchiva Director

The selection process of the Company's directors has not been made through the Nomination Committee since currently; the Company does not have the Nomination Committee. However, the nomination of directors at this time, the Company's Board of Directors has jointly considered nominating the directors by considering the structure of the board and Board Diversity policy, qualifications, experience and expertise, performance as a director of the Company in the past, including being a qualified person in terms of his position as director as well as being an independent director and having no prohibited characteristics under Section 68 of the Public Limited Companies Act BE 2535 and the criteria prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, including other relevant legal requirements.

The Board of Directors of the Company has considered. That the directors who are due to retire by rotation are all qualified, knowledgeable and experienced in the Company's business. In the past, they have served as directors of the company efficiently. Therefore, they are appropriate to be re-elected to be the Company's directors for another term. The Board of Directors of the Company then considers proposing to the 2018 AGM to approve the appointment of the directors who are due to retire by rotation as mentioned above to be re-elected to return to their office for another term. The biography of the three directors is as shown in Enclosure 4.

The Chairman asked Mr. Soonthorn Dentham to perform as the chairman of the Meeting in substitute of him. The three directors who had to leave the office under this agenda had left from the Meeting. Mr. Soontorn Dentham declared the profile of Mr. Thanwa Laohasiriwong to the Meeting.

Mr. Anu Wongsarnkij, a shareholder attending on his own, queried that could Mr. Thanwa Laohasiriwong, at present acting as the Chairman of the Board of Directors and Independent Director, and also holding shares in the Company vote for himself?

Mr. Soontorn Dentham clarified that since Mr. Thanwa Laohasiriwong, acting as the Independent Director of the Company and holding shares in the Company, shall have the right to vote in this agenda. However, for this time, in accordance with the Good Corporate Governance, all the three directors having conflict of interest in this agenda had left the Meeting.

When there was no shareholder asking any further comment, the Chairman asked the Meeting to consider and approve the re-election of directors retired by rotation to be directors for another term: Mr. Thanwa Laohasiriwong.

**Resolution** The Meeting considered and approved the re-election of directors retired by rotation to be directors for another term: Mr. Thanwa Laohasiriwong with the majority votes of shareholders and proxies attending the Meeting and entitled to vote. The details are as follows:

<b>Total shareholders</b>	<b>564</b>	<b>representing</b>	<b>534,090,592</b>	<b>shares</b>
<b>Agree</b>	<b>533,537,192</b>	<b>vote(s) representing</b>	<b>99.90% of shares attending the Meeting</b>	
<b>Disagree</b>	<b>553,400</b>	<b>vote(s) representing</b>	<b>0.10% of shares attending the Meeting</b>	
<b>Absatin</b>	<b>-</b>	<b>vote(s) representing</b>	<b>- of shares attending the Meeting</b>	

**Remark** In this agenda, there were 1 more shareholder attending the Meeting from the beginning of the Meeting, representing 1 share.

**Agenda 6.2 Approval on the re-election of directors retired by rotation to be directors for another term: Mr. Anotai Adulbhan**

Mr. Soontorn Dentham declared the profile of Mr. Anotai Adulbhan to the Meeting.

When there was no shareholder asking any further comment, the Chairman asked the Meeting to consider and approve the re-election of directors retired by rotation to be directors for another term: Mr. Anotai Adulbhan.

**Resolution** The Meeting considered and approved the re-election of directors retired by rotation to be directors for another term: Mr. Anotai Adulbhan with the majority votes of shareholders and proxies attending the Meeting and entitled to vote. The details are as follows:

<b>Total shareholders</b>	<b>564</b>	<b>representing</b>	<b>534,090,592</b>	<b>shares</b>
<b>Agree</b>	<b>534,090,592</b>	<b>vote(s) representing</b>	<b>100% of shares attending the Meeting</b>	
<b>Disagree</b>	<b>-</b>	<b>vote(s) representing</b>	<b>- of shares attending the Meeting</b>	
<b>Abstain</b>	<b>-</b>	<b>vote(s) representing</b>	<b>- of shares attending the Meeting</b>	

**Agenda 6.3 Approval on the re-election of directors retired by rotation to be directors for another term: Mr. Anuphan Kitnitchiva**

Mr. Soontorn Dentham declared the profile of Mr. Anuphan Kitnitchiva to the Meeting.

When there was no shareholder asking or proposing any further comment, the Chairman asked the Meeting to consider and approve the re-election of directors retired by rotation to be directors for another term: Mr. Anuphan Kitnitchiva.

**Resolution** The Meeting considered and approved the re-election of directors retired by rotation to be directors for another term: Mr. Anuphan Kitnitchiva with the majority votes of shareholders and proxies attending the Meeting and entitled to vote. The details are as follows:

<b>Total shareholders</b>	<b>564</b>	<b>representing</b>	<b>534,090,592</b>	<b>shares</b>
<b>Agree</b>	<b>534,090,592</b>	<b>vote(s) representing</b>	<b>100% of shares attending the Meeting</b>	
<b>Disagree</b>	<b>-</b>	<b>vote(s) representing</b>	<b>- of shares attending the Meeting</b>	
<b>Abstain</b>	<b>-</b>	<b>vote(s) representing</b>	<b>- of shares attending the Meeting</b>	

### **Agenda 7 Approval on the director remuneration for the year 2018**

Mr. Thanwa Laohasironga returned to be the Chairman of the Meeting and declared that according to Section 90 of the Public Limited Companies Act BE 2535 and Article 33 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company with the resolution from the Annual General Meeting of Shareholders. The Company's Board of Directors Meeting has jointly considered the remuneration structure of the Company's directors, and proposed to the shareholders to consider and approve the remuneration of the Directors and Committee of the Company for the year 2018, consisting of the Board of Directors and the Audit Committee as follows:

<b>Position</b>	<b>Meeting allowance (per meeting)</b>
Chairman of the Board	35,000 Baht
Directors	25,000 Baht
Chairman of the Audit Committee	30,000 Baht
Audit Committee	25,000 Baht

The Audit Committee will also receive remuneration as a director of the Company.

The Board of Directors has considered and proposed to the 2018 AGM to consider and approve the remuneration of directors for the year 2018 as proposed above.

When the Chairman had declared to the Meeting to consider the approval on the director remuneration for the year 2018, the Chairman gave the shareholders the opportunity to query or give comment.

Mr. Anu Wongsarnkij, a shareholder attending on his own, gave comment that in case any director has got alary from the Company should not be obtained the meeting allowance. He also queried about the amount of the meeting allowance whether it was the same as last year or it was increased.

Mr. Soontorn Dentham clarified that the Director who was also the Executive Director of the Company was only Mr. Soonthorn Dentham where he did not receive the meeting allowance. For the rate of the meeting allowance, it would be the same amount as last year which was based on the market survey and advices from various experts prior to the IPO of the Company. The Board of Directors had the opinion that the rate is reasonable for the Company.

The Chairman further clarified that for the Director who was the executive would not receive the meeting allowance is only Mr. Soontorn Dentham.

When there was no shareholder asking or proposing any further comment, the Chairman asked the Meeting to consider and approve the director remuneration for the year 2018.

**Resolution** The Meeting considered and approved the director remuneration for the year 2018 as proposed with the majority votes of shareholders and proxies attending the Meeting and entitled to vote. The details are as follows:



<b>Total shareholders</b>	<b>565</b>	<b>representing</b>	<b>534,091,192</b>	<b>shares</b>
<b>Agree</b>	<b>506,546,192</b>	<b>vote(s) representing</b>	<b>94.84% of shares attending the Meeting</b>	
<b>Disagree</b>	<b>27,545,000</b>	<b>vote(s) representing</b>	<b>5.16% of shares attending the Meeting</b>	
<b>Abstain</b>	<b>-</b>	<b>vote(s) representing</b>	<b>-</b>	<b>of shares attending the Meeting</b>

**Remark** In this agenda, there were 1 more shareholder attending the Meeting from the beginning of the Meeting, representing 600 shares.

### **Agenda 8 Approval on the appointment of the Nomination and Compensation Committee**

The Chairman clarified that due to the former structure of the company. Only one sub-committee is the audit Committee, where the board of directors should see that the board of Directors shall be the nomination and remuneration committee. The Board of Directors ' meeting 3 people

The Chairman had assigned Mr. Anotai Adulbhan to perform as the Chairman of the Meeting instead of him. Mr. Anotai Adulbhan declared that the Board of Directors had the opportunity to consider and approve the composition of the Nomination and Remuneration Committee to be 3 persons as follows:

1. Mr. Thanwa Laohasiriwong
2. Mr. Soontorn Dentham
3. Mr. Patara Yongvanich

In addition, the Board of Directors discussed on the matter of the charter and scope of consideration of the Nomination and Remuneration Committee for the next meeting where the meeting allowance would be the amount of Baht 5,000 per meeting. The Board of Directors opined that these three persons were of the experience in the industry, and qualified for the position.

The Board of Directors had considered it was appropriate to propose to the 2018 annual general meeting of shareholders to approve the appointment of the nomination and remuneration committee.

When the Chairman had declared to the Meeting to consider the approval on the appointment of the Nomination and Compensation Committee, the Chairman gave the shareholders the opportunity to query or give comment.

Mr. Nara Sripetch queried that in case Mr. Thanwa Laohasiriwong who are acting in various positions (i.e. the Nomination and Compensation Committee, the Director and the Chairman of the Board), would he be entitled to receive 3 kinds of meeting allowance?

Mr. Anotai Adulbhan clarified that the meeting allowance was based on per time and the rate meeting allowance of the Nomination and Compensation Committee was 5,000 baht per meeting, compared to the rate of the allowance for the Board of Directors Meeting of 35,000 baht per meeting. The Board of Directors did not expect that the Nomination and Remuneration Committee would organize the meeting so often during a year, and the Board of Directors had appropriately managed the meeting costs and obligations of the directors

In addition, Mr. Nara Sripetch further proposed to have more directors in the Company's Board of Directors as to enhance more efficient performance which Mr. Anotai Adulbhan accepted such recommendation for consideration.

**Resolution** The Meeting considered and approved the appointment of the Nomination and Compensation Committee as proposed with the majority votes of shareholders and proxies attending the Meeting and entitled to vote. The details are as follows:

<b>Total shareholders</b>	<b>565</b>	<b>representing</b>	<b>534,091,192</b>	<b>shares</b>
<b>Agree</b>	<b>525,801,692</b>	<b>vote(s) representing</b>	<b>98.45% of shares attending the Meeting</b>	
<b>Disagree</b>	<b>-</b>	<b>vote(s) representing</b>	<b>- of shares attending the Meeting</b>	
<b>Abstain</b>	<b>8,289,500</b>	<b>vote(s) representing</b>	<b>1.55% of shares attending the Meeting</b>	

#### **Agenda 9 Other Businesses**

The Chairman gave the shareholders the opportunity to query or give comment where Mr. Soonthorn Dentham, the Chief Executive Officer, took the role to answer questions of the shareholders. Details could be summarized as follows:

1. Q: For the new business on accounting operation, what is the Company vision on the business? For HRD which is less necessary than HRM (payroll outsourcing), what would be the Company marketing campaign on this business?

A: The Company would use SAP B1 to provide services on accounting operation. With the better technology would make our services different from competitors. For HRD section, it is a matter where many companies start to focus. If we can offer a reasonable price, we believe that we would get to receive a well response from customers.

2. Q: How does the Company recognize earnings from the money saving program?

A: We are under discussion on this matter.

3. Q: How does the Company take care of people?

A: We treat our employee like a family, team work, giving trust and power to make decision to every level of executives.

4. Q: Is the Company interested in EEC and Industrial Estates?

A: We are studying and following the progress of EEC to consider and make decision on our investment.

5. Q: What are the Company strategies for entering into the market?

A: We aim to make customers believe that "Humanica Public Company Limited" is a payroll outsourcing specialist, and better managed on customer confidentiality than the customer in-house. In this regard, SET would hold a session among the SET registered companies, and for SMEs, their needs would be the matter of reasonable pricing, quicker by investing on software.

6. Q: How does the Company develop people?

A: Each team would have development programs in place both classroom training and on the job training. In addition, the Company has built the learning center for employee development.

7. Q: What is the corporate culture of the Company?

A: our people are firmly adhering to the DNA of Humanica as follows:

1. Deny failure regardless of how hard and big the obstacles are, we will try to achieve it;
2. Dare to face painful truths; and
3. We are humble.

8. Q: How would the session on giving the shareholders information such as OPP day with SET?

A: Since the Company has just been registered in the SET, we hadn't been able to make the schedule yet. We will try to make it in the future opportunity.

During the Meeting, there were additional shareholders and proxies attending the Meeting. At the end of the Meeting. There are shareholders attending the Meeting by themselves totaling 65 persons, holding a total of 307,964,940 shares, and by proxies totaling 500 persons, holding a total of 226,126,252 shares. The total number of shareholders attending the Meeting is 565 persons holding a total of 534,091,192 shares, representing 78.54% of all sold shares of the Company (Total sold shares of the Company is 680,000,000 shares).

When there was no shareholder asking or proposing any further comment, the Chairman gave his thanks to the shareholders attending the Meeting, and declared the Meeting closed at 16.34 hrs.

Sign   Chairman

(Mr. Thanwa Laohasiriwong)

**Biography of the director retiring by rotation who are nominated to be re-elected as directors for another term**

**Types of nominated Director** Director (Authorized Director)  
**Name** Mr. Soontorn Dentham  
**Age** 61 years old  
**Nationality** Thai  
**Appointment Date** July 14, 2017  
**Year in position** 1 Year 9 Months



**Education**

- Bachelor of Commerce and Accountancy Thammasat University
- Graduated Diploma Auditing Chulalongkorn University
- Director Certification Program (DCP) Class 219/2016
- Executive Program: Strategic Planning - Sasin & University of Michigan
- E Business Program - University of Melbourne
- Leading in a Disruptive World Program – Stanford University

**Working Experience**

2003 - Present Vice Chairman and Chief Executive Officer of Humanica Public Company Limited  
 2016 – Present Director of Humanica Asia Pte. Ltd.  
 2016 – Present Director of Professional Outsourcing Solutions Company Limited  
 2016 - Present Director of Humanica FAS Company Limited  
 2018 – Present Director of Conicle Company Limited  
 2006 - Present Director of Tan Khun Thai Company Limited  
 2003 – Present Director of Thailand Land Development (Na Na 1994) Company Limited  
 2003 – 2018 Director of Docuxpert Asia Company Limited

**Director / Executive Position**

- In other listed companies: None
- In non-listed companies: 6 companies (please see above)
- In other businesses that may cause conflict of interest to the Company: None

**Securities held in the Company as at December 31, 2018:**

- own 257,977,200 shares
- spouse 500,000 shares

**Relationship among Directors and Executives:** None

**Number of meeting attendance**

- Board of Directors Meeting: 5/5 times

**Illegal Record in past 10 years:** None

**Biography of the director retiring by rotation who are nominated to be re-elected as directors for another term**

**Type of nominated Director** Independent Director  
**Name** Mr. Patara Yongvanich  
**Age** 43 years old  
**Nationality** Thai  
**Appointment Date** July 14, 2017  
**Year in position** 1 Year 9 Months



**Education**

- MBA, Cornell University, U.S.A.
- Master of Industrial Engineering, Stanford University, U.S.A.
- Bachelor's Degree in Mechanical Engineering, Cornell University, U.S.A.
- Director Accreditation Program (DAP) Class 134/2017

**Working Experience**

2014 – Present Independent Director/Chairman of the Audit Committee of Humanica Public Company Limited.  
 2013 – Present Director of Rhipe Technology (Thailand) Company Limited

**Director / Executive Position**

- In other listed companies: None
- In non-listed companies: 1 company (please see above)
- In other businesses that may cause conflict of interest to the Company: 1 company (Rhipe Technology (Thailand) Company Limited)

**Securities held by the Company as at December 31, 2018:**

- own 500,000 shares

**Relationship among Directors and Executives:** None

**Number of meeting attendance**

- Board of Directors Meeting: 3/5 times

**Illegal Record in past 10 years:** None

**Biography of the director retiring by rotation who are nominated to be re-elected as directors for another term**

<b>Types of nominated Director</b>	Independent Director
<b>Name</b>	Mr. Thanachart Numnonda
<b>Age</b>	53 years old
<b>Nationality</b>	Thai
<b>Appointment Date</b>	July 14, 2017
<b>Year in position</b>	1 Year 9 Months



**Education**

- Ph.D of Electrical & Electronic Engineering, University of Auckland, New Zealand
- Master of Electrical & Electronic Engineering, University of Auckland, New Zealand
- Bachelor's Degree in Electrical engineering, Khonkaen University
- Director Accreditation Program (DAP) Class 121/2015
- Advanced Audit Committee Program (AACP) Class 25/2017

**Working Experience**

2013 – Present	Authorized Director of IMC Outsourcing (Thailand) Company Limited
2013 – Present	Member of University Council of Ubon Ratchathani University
2015 – Present	Independent Director/Audit Committee of Vintcom Technology Public Company Limited
2015 - Present	Independent Director/Audit Committee of Humanica Public Company Limited
2016 – Present	Chairman of the Board/Chairman of the Audit Committee of SiamEast Solutions Public Company Limited
2017 - Present	Independent Director/ Chairman of the Audit Committee of Thanachart Bank Public Company Limited
2010 – 2012	Director of Software Park Thailand
2015 – 2017	President of the Association of The Association of Thai ICT Industry

**Director / Executive Position**

- In other listed companies: 3 companies (please see above)
- In non-listed companies: 1 company (please see above)
- In other businesses that may cause conflict of interest to the Company: None

**Securities held in the Company as at December 31, 2018:** None

**Relationship among Directors and Executives:** None

**Number of meeting attendance**

• Board of Directors Meeting: 5/5 times

**Illegal Record in past 10 years:** None

**Details of independent directors who act as proxy for the shareholders' meeting**

<b>Types of nominated Director</b>	Independent Director
<b>Name</b>	Mr. Patai Padungtin
<b>Age</b>	39 years old
<b>Nationality</b>	Thai
<b>Appointment Date</b>	January 31, 2019
<b>Year in position</b>	2 Months

**Education**

- Bachelor of Engineering Chulalongkorn University
- Director Accreditation Program (DAP) Class 158/2019

**Working Experience**

2019 – Present	Independent Director of Humanica Public Company Limited
2018 - Present	Chief Executive Officer of Builk One Group Company Limited
2013 – Present	Chief Executive Officer of Builk Asia Company Limited

**Director / Executive Position**

- In other listed companies: None
- In non-listed companies: 2 companies (please see above)
- In other businesses that may cause conflict of interest to the Company: None

**Securities held by the Company as at December 31, 2018:** None

**Relationship among Directors and Executives:** None

**Number of meeting attendance**

- Board of Directors Meeting: - (Appointment on January 31, 2019)

**Illegal Record in past 10 years:** None

**Statement of Proxy Method, Meeting Registration, Document Submission before the Meeting,  
Voting and Counting of votes  
For the Annual General Meeting of Shareholders for the year 2019  
Humanica Public Company Limited  
April 29, 2019**

**A. Proxy**

The Company has sent a proxy form for shareholders who are not able to attend the meeting in person, they can consider appointing other person or to appoint the Company's director (according to the list of directors as specified by the Company) to be the proxy for attendance and vote in the shareholders meeting in lieu of appointing other person as a proxy.

- The grantor must appoint only one proxy to attend and vote at the meeting and cannot divide the number of shares for multiple proxies to split the vote.
- The grantor kindly fill in the proxy form and such proxy form must be completely signed by both the principal and proxy.
- The proxy must submit the proxy form to the Company's staff at the place of the meeting before attending the meeting.

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

The Company will begin to verify the completeness of the proxy form and will be open for registration at 8.30 am. onwards at Surasak Room 2-3, Eastin Grand Sathorn Hotel, No. 33/1, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120. The attendee must present the following documents for registration before the meeting (as the case may be).

1. Attend by oneself
  - Registration Form (Enclosure 1)
  - Original Identity Card issued by government agencies such as ID card, Driver's license or passport
2. Attendance by proxy
  - 2.1 Individual shareholder
    - Registration Form (Enclosure 1)
    - Proxy form filled out in full and signed by the shareholder and proxy affixed with THB20 stamp duty
    - A copy of an identification card issued by government agencies such as ID card, license or passport, certified true copy by the shareholder
    - Original Identity Card of the proxy issued by government agencies such as ID card, Driver's license or passport
  - 2.2 Shareholder who is a juristic person registered in Thailand
    - Registration Form (Enclosure 1)
    - Proxy form, filled out in full, signed by the authorized signatory on behalf of the shareholder and proxy, affixed with the Company Seal (if any) and THB20 stamp duty
    - A copy of the Company Affidavit/certificate of registration of the shareholder issued by the Ministry of Commerce or the relevant authorities for no more than 3 months prior to the date of the meeting, which is a certified true copy by the authorized person(s) of the shareholder with the company seal affixed (if any) together with a delegation message stating that the attendee has been authorized to act on behalf of the juristic person who is the shareholder



- A copy of the identification card of the authorized signatory on behalf of the shareholder issued by government agencies such as ID card, Driver's license or passport certified true copy by the authorized person on behalf of the shareholder
  - Original Identity Card of the proxy issued by government agencies such as ID card, Driver's license or passport
- 2.3 The shareholder is a juristic person registered in a foreign country
- Registration Form (Enclosure 1)
  - Proxy form, filled out in full, signed by the authorized signatory on behalf of the shareholder and proxy, affixed with the Company Seal (if any) and THB20 stamp duty
  - A copy of the certificate of incorporation or corporate document of the shareholder issued by the relevant authorities showing name, location, head office and the name and authority of the authorized signatory on behalf of the shareholder, which is certified true copy by the authorized person(s) of the shareholder with the company seal affixed (if any)
  - A copy of the identification card of the authorized signatory on behalf of the shareholder issued by government agencies such as ID card, Driver's license or passport certified true copy by the authorized person on behalf of the shareholder
  - Original Identity Card of the proxy issued by government agencies such as ID card, Driver's license or passport
  - English translation of the documents, which are not originally in English certified correctness of the translation by the authorized signatory of the shareholder

Shareholder who wishes to appoint a proxy may appoint any person to attend the meeting or appoint Mr. Patai Padungtin, the Company's Independent Director, as Proxy (information of such independent director as shown in Enclosure 5). With this respect, the shareholder can send the completed proxy form to the Company Secretary of Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Rd., Kwaeng Rongmuang, Khet Pathumwan, Bangkok 10330 within April 15, 2019 or hand it in at the meeting place.

### **C. Voting and ballot counting**

The Chairman of the meeting will inform the voting method and vote counting for the meeting before entering into the agenda.

#### **1. Voting**

- To count one share as one vote.
- Voting on each agenda item - the Chairman will ask the meeting whether any shareholder is against or abstained To please raise their hand.
- If any shareholder raised his hand for against or abstain, such shareholder shall record the resolution, disapproval or abstention, in the ballot paper which the staff gave them before the meeting and the Chairman would have the officers take the voting cards of the shareholders disagreed or abstained. The shareholders, who did not raise their hands at the meeting, shall be deemed to approve the proposed resolution of the meeting.
- If no shareholder raised his hand for against or abstain, it shall be deemed that the meeting unanimously approved the action proposed by the Chairman. Unless a shareholder has marked in the proxy form that he/she wishes to vote against or 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 accommodate the proxy so that the proxy does not have to fill out in ballot papers at the meeting.

2. Vote counting

- In counting of votes on each agenda, the Company will count the votes of the shareholders present in the meeting and the shareholders by proxy as registered in advance at the time of registration by the proxy, for against and abstention, and deduct those from the total number of shares 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 by having details of how many votes approves, against or abstain including the proportional ratio

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

Article 34. Meetings of shareholders are held at the location the Company headquarters is seated 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 shareholder's 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 a 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 to be 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 shareholder 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 the shareholder meeting and facilitate the shareholder meeting as appropriate. However, if the number of shareholders attending the shareholder meeting is not a quorum, all shareholders who requested to call the shareholder meeting at that time shall be jointly and severally liable for the costs incurred from the holding of such shareholder meeting.

Article 36. To summon a shareholder's 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 by newspapers for three (3) consecutive days.

Article 37. At a shareholder's 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, the quorum is not required.

Article 38. In the shareholder's meeting, any shareholder can authorize a proxy to vote for him/her. The

delegation of powers requires the signature of the authorizer on the proxy, of which the format is stipulated by the registrar of the public company limited. A proxy must be submitted to the Chairman of the Board of Directors or the person he has designated before the proxy attends such a meeting and a proxy must contain the following issues at least:

- a) The number of shares the authorizer is holding,
- b) The name of the proxy,
- c) The ordinal number of the 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 meeting has a resolution to change the order of the agenda by not less than two thirds (2/3) of the total number of shareholders attending the meeting.

After the shareholders' meeting has already considered 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 the meeting to consider matters other than those specified in the notice of the meeting.

In the event that the shareholders' meeting 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 consideration, the shareholders meeting is required to determine 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.

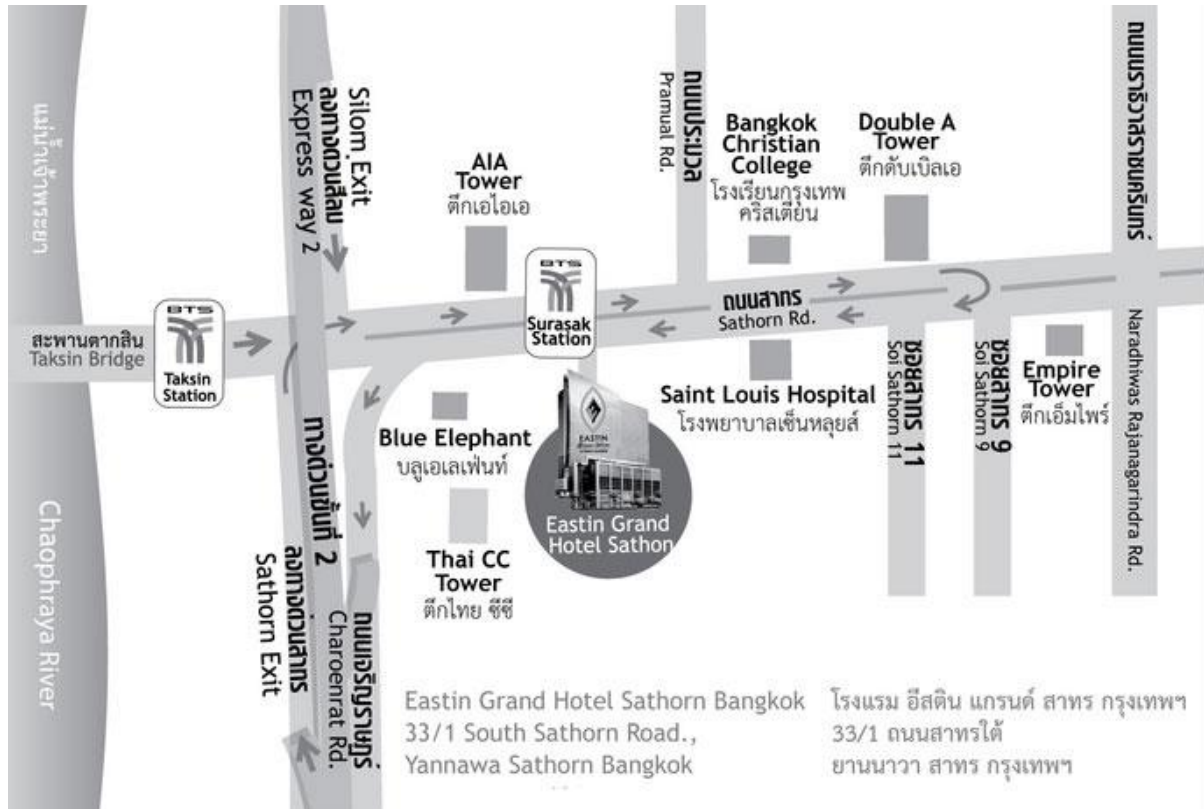
The resolutions of the shareholders' meeting in the following cases must receive votes of not less than three quarters (3/4) of the total number of votes of the shareholders attending the meeting and having right to vote.

- (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 Annual General Meeting of Shareholders for the year 2019



Affixed  
Stamp  
Duty

### Proxy Form (Form B)

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.....

2. .... Age ..... years residing/located at  
No. .... Road ..... Sub-  
district ..... District..... Province..... Postal Code.....

3. .... Age ..... years residing/located at  
No. .... Road ..... Sub-  
district ..... District..... Province..... Postal Code.....

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 2019 to be held on April 29, 2019 at 9.00-12.00 am at  
Surasak Room 2-3, Eastin Grand Sathorn Hotel, 33/1 Sathon Tai Rd., Khwaeng Yan Nawa, Khet  
Sathorn, Bangkok 10120 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 Acknowledgement of the Minutes of the General Meeting of Shareholders  
No.1/2018 which was held on April 2, 2018**

This agenda does not have to be voted by the shareholders as it is a report to shareholders  
for acknowledgement.

**Agenda 2 Acknowledgement of the Company's performance for the year 2018**

This agenda does not have to be voted by the shareholders as it is a report to shareholders  
for acknowledgement.

**Agenda 3 Approval of the Financial Statements for the year ended December 31, 2018 which has been audited by the certified auditor**

(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

For  Against  Abstain

**Agenda 4 Approval on the appropriation for legal reserve and dividend payment from the Company's performance for the year 2018**

(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:

For  Against  Abstain

**Agenda 5 Approval on the appointment and the determination of the remuneration for the Company's auditor for the year 2019**

(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:

For  Against  Abstain

**Agenda 6 Approval on the re-election of directors retired by rotation to be directors for another term**

(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:

1. Mr. Soontorn Dentham

For  Against  Abstain

2. Mr. Patara Yongvanich

For  Against  Abstain

3. Mr. Thanachart Numnonda

For  Against  Abstain

**Agenda 7 Approval on the director remuneration for the year 2019**

(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:

For  Against  Abstain

**Agenda 8 Other business (if any)**

(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

For  Against  Abstain



(5) If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy in the meeting except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein shall be deemed to be the actions performed by myself/ourselves.

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)



Affixed  
Stamp  
Duty

**Proxy Form (Form C)**

**(Only for shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)**

Made .....

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

(1) I/We.....Nationality.....

Address.....

Acting as the custodian for.....

Being a shareholder of Humanica Public Company Limited (“the Company”)

Holding the total amount of.....shares

and have the right to vote equal to.....votes as follow:

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

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

(2) Hereby appoint

1. ....Age .....years residing/located at No. ....  
Road.....Sub-district.....District.....Province..... Postal  
Code.....

2. ....Age .....years residing/located at No. ....  
Road.....Sub-district.....District.....Province..... Postal  
Code.....

3. ....Age .....years residing/located at No. ....  
Road.....Sub-district.....District.....Province..... Postal  
Code.....

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 2019 to be held on April 29, 2019 at 9.00-12.00 am at Surasak

Room 2-3, Eastin Grand Sathorn Hotel, 33/1 Sathon Tai Rd., Khwaeng Yan Nawa, Khet Sathorn, Bangkok 10120 or at any adjournment thereof to any other day, time and venue.

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

(a) To grant equally all of the number of shares held of shares held by me/our and have the right to vote

(b) To grant a part of:

Ordinary share.....shares and have the right to vote equal to.....votes

Preference share.....shares and have the right to vote equal to.....votes

Total right to vote equal to.....votes

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

**Agenda 1 Acknowledgement of the Minutes of the Extraordinary Meeting of Shareholder No.1/2018 which was held on April 2, 2018**

This agenda does not have to be voted by the shareholders as it is a report to shareholders for acknowledgement.

**Agenda 2 Acknowledgement of the Company's performance for the year 2018**

This agenda does not have to be voted by the shareholders as it is a report to shareholders for acknowledgement.

**Agenda 3 Approval of the Financial Statements for the year ended December 31, 2018 which has been audited by the certified auditor**

(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

For votes  Against votes  Abstain votes

**Agenda 4 Approval on the appropriation for legal reserve and dividend payment from the Company's performance for the year 2018**

(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:

For votes  Against votes  Abstain votes

**Agenda 5 Approval on the appointment and the determination of the remuneration for the Company's auditor for the year 2019**

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:

For votes  Against votes  Abstain votes

**Agenda 6 Approval on the re-election of directors retired by rotation to be directors for another term**

(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:

- 1. Mr. Soontorn Dentham  
 For                       Against                       Abstain
- 2. Mr. Patara Yongvanich  
 For                       Against                       Abstain
- 3. Mr. Thanachart Numnonda  
 For                       Against                       Abstain

**Agenda 7 Approval on the director remuneration for the year 2019**

(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:

- For                      votes     Against                      votes     Abstain                      votes

**Agenda 8 Other business (if any)**

(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.

(b) The proxy shall have right to approve in accordance with my/our intention as follows:

- For                      votes     Against                      votes     Abstain                      votes

(5) If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy in the meeting except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein shall be deemed to be the actions performed by myself/ourselves.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Remarks:

1. Proxy Form C shall be used only in case if shareholders whose name are shown in the register as foreign investors and with an appointed custodian in Thailand.
2. Documents needed to be attached to the Proxy Form are:
  - (i) Power of Attorney by the Shareholder authorizing the custodian to sign the Proxy Form on his/her behalf.
  - (ii) Confirmation letter indicating that the person signing the Proxy Form on his/her behalf has been authorized to engage in a custodian business.
3. The shareholder appointing proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. In the Agenda for the election of directors, the vote may be made for all or certain directors
5. If there is any agenda to be considered in the meeting other than those specified above, the attachment to Proxy Form (Form C) shall be used.

**Attachment to Proxy Form (For C)**

A proxy is granted by a shareholder of Humanica Public Company Limited.

For the Annual General Meeting of Shareholder for the year 2019 to be held on April 29, 2019 at 9.00-12.00 am at Surasak Room 2-3, Eastin Grand Sathorn Hotel, 33/1 Sathon Tai Rd., Khwaeng Yan Nawa, Khet Sathon, Bangkok 10120 or at any adjournment to any other day, time and venue.

- Agenda..... Approval on.....**
  - (a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.
  - (b) The proxy shall have right to approve in accordance with my/our intention as follows:
    - For                       Against                       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:
    - For                       Against                       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:
    - For                       Against                       Abstain
- Agenda.....Approval on the election of directors**
  - Name of Director .....**
    - For                       Against                       Abstain
  - Name of Director .....**
    - For                       Against                       Abstain
  - Name of Director .....**
    - For                       Against                       Abstain
  - Name of Director .....**
    - For                       Against                       Abstain
  - Name of Director .....**
    - For                       Against                       Abstain

I/We certify that Items in the attachment to Proxy Form (Form C) are correct, complete and true in all respects.

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