



OTO 006/2022

January 19, 2022

Re: Notification of the progress of the investment in Social Bureau Business

To: Director and Manager
Stock Exchange of Thailand

As One To One Contacts Public Company Limited (the “**Company**”) has disclosed to the Stock Exchange of Thailand (“**SET**”) on November 29, 2021, regarding entering into the preliminary memorandum of understanding between Inno Hub Company Limited (“**Inno Hub**”), a subsidiary which the Company holds 100 percent of total shares, and Blockchain Prime Holding Company Limited (“**Blockchain Prime Holding**”) in order to study the feasibility and due diligence for an investment by Inno Hub in Blockchain Prime Holding's Social Bureau business, the Company would like to inform that the due diligence results in Blockchain Prime Holding is satisfied by the Company. Therefore, the Board of Director Meeting No. 1/2022 which held on January 14, 2022 has a resolution to approve Inno Hub to invest in Blockchain Prime Holding by enter into Share Subscription Agreement of Blockchain Prime Holding's newly issued ordinary shares (“**Share Subscription Agreement**”) to jointly determine the terms and conditions on the subscription of the newly issued ordinary shares between Inno Hub and Blockchain Prime Holding, in the amount of 200,000 shares, with a par value of THB 100 per share, or equivalent to 20 percent of the total shares in Blockchain Prime Holding, the value of this share subscription is equal to THB 20,000,000 (“**Investment in Blockchain Prime Holding Transaction**”). In this regard, on January 19, 2022 Inno Hub has completely signed the Share Subscription Agreement.

The Investment in Blockchain Prime Holding Transaction will occur only when the conditions precedent specified in the Share Subscription Agreement has been completed or waived. The significant conditions precedent including but not limited to:

- (1) The Board of Directors Meeting of Inno Hub has resolved to approve the Investment in Blockchain Prime Holding Transaction as required by the Company's Article of Association and as prescribed by law.

- (2) The Board of Directors Meeting and Shareholders' Meeting of Blockchain Prime Holding has a resolution in accordance with the Company's Article of Association and as prescribed by law for the following matters:
1. To consider and approve the increase of the registered capital of the company and amend the memorandum of the company to be in line with the increase of the registered capital.
 2. To consider and approve the allocation of newly issued ordinary shares of the company to Inno Hub.
 3. To consider and approve the appointment of new directors nominated by Inno Hub.

In addition, the Investment in Blockchain Prime Holding Transaction is regard as an acquisition assets transaction of the listed companies in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: An acquisition or disposition of material assets dated August 31, B.E. 2551 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E.2547 dated October 29, B.E. 2547 (and as amended) ("**Notification of Acquisition or Disposition of Assets**"). When considering the size of such transaction by means of calculation according to various criteria under the Notification of Acquisition or Disposition of Assets, it was found that the transaction has the highest transaction size equal to 2.58 percent according to the total value of the consideration criteria by calculated from the Company's quarterly financial statements ending September 30, 2021 which incurred during the 6 months prior to entering into this transaction which has not yet been approved by the shareholders' meeting to be calculated together with the entering of this transaction, the value of the acquisition of all assets of the Company, the total transaction size is 3.30 according to the total value of the consideration criteria, which is less than 15 percent. Therefore, the Investment in Blockchain Prime Holding Transaction is an asset acquisition transaction which has a value lower than 15 percent as specified in the Notification on Acquisition or Disposition of Assets. Therefore, the Company is not obliged to prepare a report and disclose the information of the transaction to the SET, and does not require approval from the shareholders. However, the Investment in Blockchain Prime Holding Transaction does not constitute a connected transaction of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (including its amendment) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003).



In this regard, the Board of Directors' Meeting has considered authorizing the Chief Executive Officer and/or the person assigned by the Chief Executive Officer of the Company to have the power to negotiate, enter into, and sign in any relating documents and agreements, including the power to perform other actions as necessary and appropriate to complete the Investment in Blockchain Prime Holding Transaction under relevant regulation.

Please be informed accordingly.

Sincerely Yours,

(Mr. Kanawuthi Wattanadhirach)
Chairman of the Executive Committee and
Chief Executive Officer