



No.107/2023

December 28, 2023

Subject Notification of resolution of the Board of Director's Meeting No. 22/2023 regarding Change of investor for the allocation of newly issued shares through private placement, Change of company name, regulations, stock abbreviation, Investing by purchasing common shares in Happy Products and Services Company Limited and adding additional agenda items to the Extraordinary General Shareholder Meeting No. 1/2024
(Revised)

To: The President
The Stock Exchange of Thailand

Enclosure 1. Information regarding the acquisition of assets of One to One Contacts Public Company Limited.

One to One Contacts Public Company Limited (the "Company") would like to notify the resolution of the Board of Directors Meeting No. 22/2023, held on December 28, 2023 (the "Meeting"), to the Stock Exchange of Thailand ("SET") on the important resolutions as follows:

- Reference is made to the Board of Directors Meeting No. 19/2023 held on November 21, 2023 of One to One Contacts Public Company Limited (the "Company"), which resolved to approve the offering and allocation of newly issued ordinary shares in the amount of not exceeding 1,200,000,000 shares, with a par value of THB 1 per share, at the offering price of THB 0.60 per share with the total value of not exceeding THB 720,000,000 ("Private Placement Shares") by way of private placement to 6 persons (correctively referred to as "Investors"), details of which are set out in the publications announced through the Electronic Listed Companies Information Disclosure of the Stock Exchange of Thailand ("SET") on November 22, 2023. The list of Investors in private placement are as follows:

Names of Investors to whom newly issues ordinary shares are allotted	Number of shares allotted
1. Aqua corporation Public Company Limited	466,666,667 shares
2. Mr. Chularangsri Yugala	308,333,333 shares
3. Mr. Khanist Srivajiraprabha	125,000,000 shares
4. Mr. Patipol Prawangsuk	100,000,000 shares
5. Mr. Adam Insawang	100,000,000 shares
6. Miss Ratha Weerapong	100,000,000 shares



The Meeting resolved to approve changing the list of investors in Private Placement shares by 2 persons because investors who have been allocated additional common shares according to the resolution of the Board of Directors' Meeting No. 19/2023 on November 21, 2023 have expressed their wish to waive their rights and request a reduction in the number of Private Placement shares that have been allocated which has the following details:

- 1) Mr. Khanis Srivajiraprapa has informed the intention to waive the entire amount for personal reasons, therefore, the Company considers it appropriate to offer for sale and allocate Private Placement shares to Mr. Jindasorn Sangrit because Mr. Jindasorn Sangrit is an investor who is in the next list of investors who contact the company and interested in investing in the company.
- 2) Mr. Patiphol Prawangsuk, Mr. Adam Insawang and Ms. Ratha Wiraphong have expressed their wish to request a reduction in the number of Private Placement shares that have been allocated. for personal reasons By requesting to reduce the proportion from the original 50 percent of the number of shares that were allocated. Therefore, the company saw that it should be offered for sale and allocated the said number of Private Placement shares to Mr. Suphan Settaphanich because Mr. Suphan Settaphanich be an investor who is in the next list of investors who contact the company and are interested in investing with the company.

The Company's Board of Directors has considered that Mr. Jindasorn Sangrit and Mr. Suphan Settaphanich has the potential and financial status to truly invest in the Company within the time period specified by the Company. In addition, this change in the investor shall not affect nor result in any adverse changes to the Company and the shareholders. Details of the Investor are elaborated as follows.

Names of Investors to whom newly issues ordinary shares are allotted	Number of shares allotted Before	Number of shares allotted After
1. Aqua corporation Public Company Limited	466,666,667	466,666,667
2. Mr. Chularangsri Yugala	308,333,333	308,333,333
3. Mr. Khanis Srivajiraprapa	125,000,000	0
4. Mr. Jindasorn Sangrit	0	125,000,000
5. Mr. Patipol Prawangsuk	100,000,000	50,000,000
6. Mr. Adam Insawang	100,000,000	50,000,000
7. Miss Ratha Weerapong	100,000,000	50,000,000
8. Mr. Suphan Settapanich	0	150,000,000



In this regard, Mr. Jindasorn Sangrite and Mr. Suphan Settapanich is not regarded as connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) 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) (as amended). Details of Mr. Jindasorn Sangrite and Mr. Suphan Settapanich are elaborated as follows

Name	:	Mr. Jindasorn Sangrite
Address	:	94/127 Watcharaphon Rd., Tha Raeng, Bang Khen, Bangkok
Work Experience	:	Investor
Relationship with the Company	:	Has no relation with the Company and is not the connected person of the Company as prescribed Connected Transaction Notification Number of shares held in the Company (as of December 25, 2023 date) : -None- Subsequent to the allocation of this newly issued shares in this round, Mr. Jindasorn Sangrit will hold 125,000,000 shares in the Company, representing 6.27 percent of the issued and fully paid-up shares of the Company after the capital increase by way of private placement in this round.

Name	:	Mr. Suphan Settapanich
Address	:	59/1 Dinso Road, Bowonniwet Subdistrict, Phra Nakhon District, Bangkok
Work Experience	:	Investor
Relationship with the Company	:	Has no relation with the Company and is not the connected person of the Company as prescribed Connected Transaction Notification Number of shares held in the Company (as of December 25, 2023 date) : -None- Subsequent to the allocation of this newly issued shares in this round, Mr. Suphan Settapanich will hold 150,000,000 shares in the Company, representing 7.53 percent of the issued and fully paid-up shares of the Company after the capital increase by way of private placement in this round.



Apart from aforementioned change of an investor of Private Placement Shares, other aspects pertaining to the determination of issuance and allocation of Private Placement Shares, number of shares and offering price for private placement shall remain unchanged from the resolution of the Board of Directors No. 19/2023 held on November 21, 2023.

- The Meeting approved to propose the Shareholders' Meeting to consider and approve the change of the Company's name, the amendment to Clause 1 of the Company's Memorandum of Association to be in line with the name change, and the change of stock symbol, as per the following details:

	From	To
Company's Name in Thai	บริษัท วันทิววัน คอนแทคส์ จำกัด (มหาชน)	บริษัท เพียร์ฟอร์ยู จำกัด (มหาชน)
Company's Name in English	One To One Contacts Public Company Limited	Peer For You Public Company Limited
Stock Symbol	OTO	PEER

In addition, the Board of Directors has approved to propose to the Shareholders' Meeting for approval of the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to have the power to sign applications or documents related to the registration of the Company's name change, the amendment to Clause 1 of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action to comply with the registrar's orders in order to complete the registration process.

- The Meeting resolved to approve the amendment to Company's Articles of Association on the part of the Company's name to be in line with the change of the Company's name and in the part concerning the board of directors' meeting, shareholders' meeting through electronic means and the submission of notice or advertisement of notice via electronic means including the e-proxy for the shareholders' meeting for consistency with the Public Limited Companies Act (No. 4) B.E. 2565 (2022).

The Board of Directors' Meeting also approved to propose to the Shareholders' Meeting for approval of the authorization of the person designated by the Board of Directors to have the power to sign applications or documents related to the registration of the amendment to the Company's Articles of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action to comply with the registrar's orders in order to complete the registration process



4. The meeting resolved to approve the purchase of 9,000,000 ordinary shares in or equivalent to 100 percent of the total authorized share capital of Happy Products and Service Company Limited (“HPS”) from Miss Apirawee Pichayadecha, Miss Duangkamon Kietsukasem (and/or their designee(s)), and LAZ INVESTMENTS LTD. (collectively referred to as the “Sellers”) at the total purchase price not more than of THB 150,000,000, where HPS offers products and services through omnichannel platforms, including television, websites, online platforms, and social media (the “HPS Transaction”), the proposal of such matter for consideration and approval by the shareholders’ meeting, and the delegation of authority to the authorized directors or the Chief Executive Officer or any of their designee(s) to undertake all necessary actions in connection with the HPS Transaction, including, but not limited to, the following: (a) negotiating terms and conditions under the share purchase agreement; (b) determining and/or amending other details in relation to the HPS Transaction; (c) signing agreements and documents in relation to the HPS Transaction, including, but not limited to, the share purchase agreement; (d) signing applications, waivers, as well as other documents and evidence which are necessary for and relevant to the HPS Transaction, including contacting and filing such applications, waivers, documents, and evidence with the competent regulatory agencies and/or any other persons; and (e) undertaking any other actions which are necessary for and relevant to the completion of the HPS Transaction.

The transaction constitutes an acquisition of assets of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Asset B.E. 2547 (as amended) (the “Acquisition or Disposal Notifications”). The transaction size of such transaction calculated based on the reviewed consolidated financial statements of the Company for the nine months ended 30 September 2023 and the audited financial statements of HPS for the year ended 31 December 2022, and the total value of consideration criterion, which gives the highest transaction value, is equivalent to 11.58 percent, and the aggregated size of the Company’s other acquisitions of assets within the past six months and the HPS Transaction calculated based on the total value of consideration criterion, which gives the highest transaction value, is equivalent to 59.18 percent. Since the transaction size is more than 50 percent, the Company, therefore, is required to proceed as follows in accordance with the Acquisition or Disposal Notifications:

- (1) report and disclose information on the transaction, containing at least the information specified in Schedule (1) of the Acquisition or Disposal Notifications, to the Stock Exchange of Thailand;



- (2) convene a shareholders' meeting to approve the entry into the transaction, which requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders;
- (3) send a notice of the shareholders' meeting pursuant to (2) to the shareholders no less than 14 days prior to the date of the shareholders' meeting, where the notice of the shareholders' meeting must contain at least the information specified in Schedule (2) of the Acquisition or Disposal Notifications; and
- (4) appoint an independent financial advisor to provide opinions on the transaction where the Company has appointed Capital Advantage Company Limited as its independent financial advisor to undertake such duties.

The proposed Transaction constitutes a purchase or acceptance of transfer of the business of other companies or private companies by the Company pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (as amended), which requires a resolution of the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The proposed transaction does not constitute a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction 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 (as amended) since the Sellers are not connected persons of the Company.

Details on the HPS Transaction are as shown in Enclosure "***Information Memorandum on the Acquisition of Assets of One to One Contacts Public Company Limited***"

5. The Meeting approved the addition of agendas items for the Extraordinary General Meeting of Shareholders No. 1/2024, which will be held on February 19, 2024. These additional agendas items were proposed to the Shareholders' meeting during the Board of Directors' meeting No. 22/2023. The Shareholders' meeting will be conducted through electronic media (E-EGM), the record date for determining the list of shareholders eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2024 remains unchanged and is set for January 15, 2024.

The agenda for the Extraordinary General Meeting of Shareholders No. 1/2024 will be amended as follows:



- Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 which was held on June 15, 2023;
- Agenda 2 To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company No. 2 (the “OTO-W2 Warrants”) to allocate to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering);
- Agenda 3 To consider and approve the decrease of the Company's registered capital and the amendment of Memorandum of Association in Clause 4 to be in line with the capital decrease of the Company;
- Agenda 4 To consider and approve the increase of the Company's registered capital and the amendment of Memorandum of Association in Clause 4 to be in line with the capital increase of the Company;
- Agenda 5 To consider and approve the allocation of newly issued ordinary of the Company as follows:
- 5.1 reserved for the exercise of the rights of the OTO-W2
 - 5.2 offered by way of Private Placement
- Agenda 6 To consider and approve the change the Company's name and the amendment to Clause 1 of the Company's Memorandum of Association to be in line with the name change, and the change of stock symbol
- Agenda 7 To consider and approve the amendment of the company's regulations regarding the name of the company to be consistent with the change of the company name. and in relation to electronic means of board meetings. and shareholder meetings Delivery of documents or books as well as granting proxies in shareholder meetings To be in line with the Public Limited Companies Act (No. 4) B.E. 2022
- Agenda 8 To consider and approve the purchase of common shares in Happy Products and Services Company Limited.
- Agenda 9 Other business (if any).



In this regard, the Board of Directors' meeting approved to authorize the Board of Directors and/or Executive Committee or the Chief Executive Officer or the person authorized by Board of Directors and/or Executive Committee or the Chief Executive Officer to revise and/or add agenda items, change the date, time, place, and method of the Extraordinary General Meeting of Shareholders No. 1/2024 as appropriate, with the interests and effects on the shareholders taken into account.

Please be informed accordingly.

Yours sincerely,

One to One Contacts Public Company Limited

A handwritten signature in blue ink, appearing to read "Chirayu Chueyam", is written in a cursive style.

(Mr. Chirayu Chueyam)

Chairman of The Executive Committee /

Chief Executive Office

[Translation]

Information Memorandum on the Acquisition of Assets of One to One Contacts Public Company Limited

(additional information)

The Board of Directors' Meeting No. 22/2023 of One to One Contacts Public Company Limited (the "**Company**") held on 28 December 2023 resolved to approve the purchase of 9,000,000 ordinary shares in or equivalent to 100 percent of the total authorized share capital of Happy Products and Service Company Limited ("**HPS**") from Miss Apirawee Pichayadecha, Miss Duangkamon Kietsukasem (and/or their designee(s)), and LAZ INVESTMENTS LTD. (collectively referred to as the "**Sellers**") at the total purchase price not more than of THB 150,000,000, where HPS offers products and services through Omni channel platforms, including television, websites, online platforms, and social media (the "**HPS Transaction**") and the proposal of such matter for consideration and approval by the shareholders' meeting.

The transaction constitutes an acquisition of assets of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Asset B.E. 2547 (as amended) (the "**Acquisition or Disposal Notifications**"). The transaction size of such transaction calculated based on the reviewed consolidated financial statements of the Company for the nine months ended 30 September 2023 and the audited financial statements of HPS for the year ended 31 December 2022, and the total value of consideration criterion, which gives the highest transaction value, is equivalent to 11.58 percent, and the aggregated size of the Company's other acquisitions of assets within the past six months and the HPS Transaction calculated based on the total value of consideration criterion, which gives the highest transaction value, is equivalent to 59.18 percent. Since the transaction size is more than 50 percent, the Company, therefore, is required to proceed as follows in accordance with the Acquisition or Disposal Notifications:

- (1) report and disclose information on the transaction, containing at least the information specified in Schedule (1) of the Acquisition or Disposal Notifications, to the Stock Exchange of Thailand (the "**SET**");
- (2) convene a shareholders' meeting to approve the entry into the transaction, which requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders;
- (3) send a notice of the shareholders' meeting pursuant to (2) to the shareholders no less than 14 days prior to the date of the shareholders' meeting, where the notice of the shareholders' meeting must contain at least the information specified in Schedule (2) of the Acquisition or Disposal Notifications; and
- (4) appoint an independent financial advisor to provide opinions on the transaction where the Company has appointed Capital Advantage Company Limited as its independent financial advisor to undertake such duties.

The proposed Transaction constitutes a purchase or acceptance of transfer of the business of other companies or private companies by the Company pursuant to Section 107(2)(b) of the Public Limited

Companies Act B.E. 2535 (as amended) (the “**PLC Act**”), which requires a resolution of the shareholders’ meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The proposed transaction does not constitute a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction 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 (as amended) (the “**Connected Transaction Notifications**”) since the Sellers are not connected persons of the Company.

The Company would like to disclose the information on the transaction to the SET in accordance with the Acquisition or Disposal Notifications as follows:

Information Disclosure under Schedule (1) of the Acquisition or Disposal Notifications

1. Transaction Date

After the Board of Directors’ Meeting No. 22/2023 held on 28 December 2023 resolved to approve the entry into the HPS Transaction, the Company expects to enter into a share sale and purchase agreement with the Sellers (the “**Share Sale and Purchase Agreement**”) within 28 February 2024 and that the HPS Transaction will be completed within 30 April 2024 or as the contractual parties may agree, provided that all conditions precedent under the Share Sale and Purchase Agreement are completed, deferred, or waived by the relevant parties and all of the undertakings to complete the HPS Transaction are completed in accordance with the terms of such Share Sale and Purchase Agreement.

2. Parties Involved and Relationship with the Company

Purchaser : One to One Contacts Public Company Limited

Seller : The shareholders of HPS, i.e., Miss Apirawee Pichayadecha, Miss. Duangkamon Kietsukasem (and/or their designee(s)), and LAZ INVESTMENTS LTD. (collectively referred to as the “**Sellers**”).

Additionally, the sole ultimate shareholder of LAZ INVESTMENTS LTD. is Ms. TAN LIAN KIOW

Relationship with the Company : The Sellers, including the Sellers’ connected persons and ultimate shareholder, do not have any relationship with the Company and are not the Company’s connected persons.

3. General Characteristics of the Transaction and Transaction Size

3.1 General Characteristics of the Transaction

The Company will purchase the ordinary shares in HPS from the Sellers. In this regard, the key details of the HPS Transaction are as follows:

Shares to be purchased	:	9,000,000 fully paid ordinary shares in HPS or equivalent to 100 percent of the total authorized share capital.
Consideration	:	The total purchase price not more than is THB 150,000,000.
Key conditions precedent	:	The board of directors' meeting and/or the shareholders' meeting of the Company approves the entry into the HPS Transaction.

3.2 Transaction Size

The total value of consideration that the Company will pay for the entry into the transaction will be not more than THB 150,000,000. The transaction size, which is calculated based on the reviewed consolidated financial statements of the Company for the nine months ended 30 September 2023 and the audited financial statements of HPS for the year ended 31 December 2022, and the total value of consideration criterion, which gives the highest transaction value, is equivalent to 11.58 percent.

Financial Information

(Unit: THB thousands)	The Company As at 30 September 2023	HPS As at 31 December 2022
Total assets	1,295,314.00	35,882.89
Intangible assets	49,528.00	16.50
Total liabilities	82,411.00	45,902.44
Non-controlling interests (if any)	-	-
Net tangible asset (NTA)	1,163,375.00	(12,296.00)
Net profit (loss)	(178,824.00)	(32,327.49)

Calculation of the Transaction Size

Calculation Criterion	Calculation Method	Calculation (THB thousands)	Transaction Size (Percent)
The net tangible asset (NTA) value criterion	<u>NTA of the assets acquired x Proportion of assets acquired x 100</u> NTA of the Company	Not applicable due to the negative NTA of HPS	
The net profit from operating results criterion	<u>Net profit of the assets acquired x Proportion of assets acquired x 100</u> Net profit from operating results of the Company	Not applicable due to the negative profit of the Company and HPS	
The total value of consideration criterion	<u>Total value of consideration x 100</u> Total assets of the Company	<u>150,000.00 x 100</u> 1,295,314.00	11.58
The equity shares issued as consideration for the assets criterion	<u>Equity shares issued as consideration for the assets x 100</u> Paid-up shares of the company	Not applicable as the Company is not issuing equity as consideration for the assets.	

The aggregated size of the Company's other acquisitions of assets within the past six months and the HPS Transaction calculated based on the total value of consideration basis, which gives the highest transaction value, is equivalent to 59.18 percent. In addition, the details of the Company's other acquisitions of assets within the past six months are as follows:

Date	Transaction	Transaction Size (Percent)			
		NTA Value Criterion	Net Profit Criterion	Total Value of Consideration Criterion	Value of Equity Shares Criterion
15 Aug 2023	Acquisition of land in Pathum Thani province.	N/A		9.45	N/A
23 Aug 2023	Investment in the ordinary shares of PEER FOR ALL COMPANY LIMITED.	39.52	N/A	38.15	N/A
Total		39.52	-	47.60	-

Since the transaction size is more than 50 percent, the Company, therefore, is required to proceed as follows in accordance with the Acquisition or Disposal Notifications:

(1) report and disclose information on the transaction, containing at least the information specified in Schedule (1) of the Acquisition or Disposal Notifications, to the SET;

(2) convene a shareholders' meeting to approve the entry into the transaction, which requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders;

(3) send a notice of the shareholders' meeting pursuant to (2) to the shareholders no less than 14 days prior to the date of the shareholders' meeting, where the notice of the shareholders' meeting must contain at least the information specified in Schedule (2) of the Acquisition or Disposal Notifications; and

(4) appoint an independent financial advisor to provide opinions on the transaction where the Company has appointed Capital Advantage Company Limited as its independent financial advisor to undertake such duties.

The proposed Transaction constitutes a purchase or acceptance of transfer of the business of other companies or private companies by the Company pursuant to Section 107(2)(b) of the PLC Act, which requires a resolution of the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

However, the proposed transaction does not constitute a connected transaction under the Connected Transaction Notifications since the Sellers are not connected persons of the Company.

4. Details of the Acquired Assets

Upon completion of the HPS Transaction, the Company will hold 9,000,000 ordinary shares in or equivalent to 100 percent of the total authorized share capital of HPS. In this regard, key details on HPS are as follows:

4.1 General Information

Name of the company	Happy Products and Service Company Limited
Business type	Offering of products and services through omnichannel platforms, including television (Nation TV), websites Happysshoppingofficial.com , online platforms, and social media such as Facebook, Shopee, Lazada, Tiktok, etc. under the name Happy Shopping
Head office	89/1 Kasem Sap Bldg. 3 Fl. Vibhavadi Rangsit Rd. Chom Phon, Chatuchak, Bangkok
Date of incorporation	29 July 2016
Registered capital	THB 90,000,000
Paid-up capital	THB 90,000,000
Total number of shares	9,000,000 shares
Par value (per share)	THB 10

4.2 Shareholders

Name	Pre-transaction Shareholders ¹		Post-transaction Shareholders	
	Number of Shares	Percent	Number of Shares	Percent
1. LAZ INVESTMENTS LTD. ¹	4,500,000	50.00	-	-
2. Miss Apirawee Pichayadecha ²	9,000,000	10.00	-	-
3. Miss Duangkamon Kietsukasem ²	3,600,000	40.00	-	-
4. The Company	-	-	8,999,998	100.00
5. Mr. Chirayu Chueyam	-	-	1	0.00
6. Mr. Issara Rounsuk-udom	-	-	1	0.00
Total	9,000,000	100.00	9,000,000	100.00

Remark ¹ The sole ultimate shareholder of LAZ INVESTMENTS LTD. is Ms. TAN LIAN KIOW

² and/or their designee(s).

4.3 Board of Directors

Pre-transaction Board of Directors	Post-transaction Board of Directors
1. Miss Kamonwan Kunwanna	1. Miss Kamonwan Kunwanna
2. Miss Duangkamon Kietsukasem	2. To be appointed by the Company
3. -	3. To be appointed by the Company

4.4 Key Financial Information

Key financial information of HPS based on the audited financial statements of HPS for the years ended 31 December 2020-2022 and third quarter of the year 2023 can be summarized as follows:

Statements of Financial Position

	31 December 2020 (Audited financial statements)		31 December 2021 (Audited financial statements)		31 December 2022 (Audited financial statements)		30 September 2023 (Reviewed financial statements)	
	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%
Assets								
Current assets								
Cash and cash equivalents	11.59	22.57	1.61	4.61	8.38	23.36	9.76	33.12
Trade and other receivables	6.42	12.49	5.20	14.87	4.47	12.47	1.92	6.52
Temporary investment	0.58	1.13	0.58	1.66	0.58	1.62	0.58	1.97
Inventories	22.04	42.92	19.92	56.90	15.15	42.22	11.09	37.63
Undue Input Vat	0.84	1.63	2.11	6.02	0.72	2.02	-	-
Other current assets	0.61	1.19	0.13	0.38	0.77	2.14	1.53	5.19
Total current assets	42.08	81.94	29.56	84.43	30.08	83.83	24.89	84.46
Non-current assets								
Property, plant, and equipment	5.97	11.63	3.27	9.33	2.56	7.12	2.00	6.79
Intangible assets	1.75	3.40	1.27	3.62	2.32	6.45	1.80	6.11
Other non-current assets	1.56	3.03	0.92	2.62	0.93	2.60	0.79	2.68
Total non-current assets	9.28	18.06	5.45	15.57	5.80	16.17	4.58	15.54
Total assets	51.36	100.00	35.01	100.00	35.88	100.00	29.47	100.00
Liabilities								
Current liabilities								
Trade and other payables	45.57	88.73	57.83	165.20	31.73	88.41	36.26	123.00
Current portion of lease liabilities	0.00	0.00	0.00	0.00	0.01	0.03	-	-
Accrued Expenses	9.17	17.86	9.21	26.31	6.81	18.98	6.47	21.95
Other current liabilities	1.02	1.98	0.83	2.37	0.24	0.66	0.77	2.61
Total current liabilities	55.75	108.57	67.87	193.88	38.78	108.08	43.50	147.56
Non-current liabilities								
Liabilities under financial lease agreements	0.00	0.00	0.00	0.00	0.03	0.09	0.02	0.07
Provisions for non-current liabilities for employee benefits	2.78	5.41	4.83	13.80	7.09	19.75	3.93	13.33
Total non-current liabilities	2.78	5.41	4.83	13.80	7.12	19.85	3.95	13.40
Total liabilities	58.53	113.98	72.70	207.67	45.90	127.92	47.45	160.96
Shareholder's equity								
Registered capital								
9,000,000 ordinary shares, of par at Baht 1 each	10.00	19.47	30.00	85.70	90.00	250.82	90.00	305.29
Paid-up capital								

	31 December 2020 (Audited financial statements)		31 December 2021 (Audited financial statements)		31 December 2022 (Audited financial statements)		30 September 2023 (Reviewed financial statements)	
	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%
9,000,000 common shares, value 10 baht per share	10.00	19.47	30.00	85.70	90.00	250.82	90.00	305.29
Share premium	10.00	19.47	10.00	28.57	10.00	27.87	10.00	33.92
Accumulated loss	(27.18)	(52.92)	(77.69)	(221.94)	(110.02)	(306.61)	(117.98)	(400.20)
Total equity (lack) of shareholders	(7.18)	(13.98)	(37.69)	(107.67)	(10.02)	(27.92)	(17.98)	(60.99)
Total liabilities and shareholders' equity	51.36	100.00	35.01	100.00	35.88	100.00	29.48	100.00

Note: Intangible assets include Software SAP B1

Statements of Comprehensive Income

	For the year ended 31 December 2020 (Audited financial statements)		For the year ended 31 December 2021 (Audited financial statements)		For the year ended 31 December 2022 (Audited financial statements)		9 month period 30 September 2023 (Reviewed financial statements)	
	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%
Revenues								
Revenues from sales	392.14	99.23	231.02	97.84	191.08	98.82	155.36	99.37
Other income	3.03	0.77	5.10	2.16	2.28	1.18	0.99	0.63
Total revenues	395.17	100.00	236.12	100.00	193.37	100.00	156.35	100.00
Expenses								
Cost of sales	329.29	83.33	199.26	84.39	158.18	81.80	117.02	74.84
Selling expenses	44.96	11.38	29.51	12.50	27.57	14.26	15.62	9.99
Administrative expenses	41.32	10.46	57.79	24.47	39.83	20.60	31.61	20.22
Total expenses	415.57	105.16	286.55	121.36	225.58	116.66	164.25	105.05
Profit (loss) before finance costs and income tax	(20.40)	(5.16)	(50.44)	(21.36)	(32.21)	(16.66)	(7.96)	(5.09)
Finance cost	(0.04)	(0.01)	(0.08)	(0.03)	(0.12)	(0.06)	(0.06)	(0.04)
Profit (loss) before income tax	(20.45)	(5.17)	(50.51)	(21.39)	(32.33)	(16.72)	(7.96)	(5.09)
Income (Expenses) Income Tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit (loss) for the period	(20.45)	(5.17)	(50.51)	(21.39)	(32.33)	(16.72)	(7.96)	(5.09)

The reason why HPS has losses and shareholders' equity is negative This is because in the early years, HPS had to invest quite a lot in television advertising media. To expand the customer base and create brand awareness Resulting in relatively high losses during 2020 - 2022. Currently, HPS has reduced the use of television advertising media to reduce sales costs and reduce sales and administrative expenses, making profit margins likely to increase from the third quarter of 2023

5. Total Value of Consideration and Payment Conditions

5.1 Total Value of Consideration

The total value of consideration for the entry into the transaction not more than is THB 150,000,000 as detailed in Clauses 3.1 and 3.2. The Company will pay the consideration in cash to the Sellers after all conditions precedent under the Share Sale and Purchase Agreement are completed, deferred, or waived by the relevant parties and all of the undertakings to complete the HPS Transaction are completed in accordance with the terms of such Share Sale and Purchase Agreement. In addition, the Company placed a refundable deposit of THB 25,000,000 with Miss Apirawee Pichayadecha and Miss Duangkamon Kietsukasem for the purposes of conducting due diligence on HPS's business and may use such deposit as part of the payment of consideration under the Share Sale and Purchase Agreement to both Miss Apirawee Pichayadecha and Miss Duangkamon Kietsukasem. **But if the company Not receiving approval to enter into the transaction from shareholders or cannot agree on final terms within 6 months the company can refund the deposit in full. The seller has pledged 4,500,000 HPS shares to the company. To serve as collateral in the event that the company Deposit refund.**

6. Value of Acquired Assets

The value of the acquired assets will be equal to the total value of consideration as detailed in Clause 5.

7. Basis Used to Determine the Value of Consideration

The basis used to determine the value of consideration is the sale and purchase price agreed upon by the Company and the Sellers. Additionally, the Company has determined the sale and purchase price by using the discounted cash flow approach and appraised the maximum value of 100 percent ownership interest in HPS at THB 213.36 million by referring to assumptions used in assessing the enterprise value from past operational performance, revenue and cost data, business plan, and cost reduction plan of HPS. **The company has hired Discover Management Company Limited ("Financial Advisory Company") is a consulting company licensed by the SEC to conduct a valuation using important assumptions based on information referenced by HPS executives as follows:**

(1) **Set the average selling price of each channel in 2023 based on the average selling price for the 9-month period of 2023 and from 2024 onwards, the average product selling price is set to grow at a rate of 1.65 percent per year throughout the projection period. By determining the growth rate of products sold through various channels. Mainly from HPS executives.**

(2) **Cost of product sales to be a proportion of sales revenue, for the year 2023, refer to the proportion for the 9-month period of 2023 at 48.88 percent of sales revenue and from 2024 onwards, based on management's forecast of 46.50 percent of sales revenue. The rental of television broadcast time in 2023 is equal to the rental of television broadcast time for the 9-month period of 2023, compared to the full year and set for 2024 to have a growth rate of 18.00 percent from the previous year according to management's forecast. And from 2025 onwards, there will be growth at a rate of 1.65 percent per year throughout the projection period.**

(3) Transportation costs to be a proportion of sales revenue. For 2023, refer to the proportion for the 9-month period of 2023 at 3.23 percent of sales revenue. And from 2024 onwards, based on management's forecast of 6.00 percent of sales revenue.

(4) Salary and benefits of employees in 2023 equal to the salary and benefits of employees for the 9-month period of 2023, compared to the full year. And it is set that in 2024 there will be a reduction rate of (25.00) percent from the previous year according to the management's forecast according to the cost reduction plan, which has started since the second half of 2023. And from 2025 onwards, there will be a growth rate of 3.00 percent per year according to HPS's employee salary increase policy.

(5) Online media advertising and production expenses in 2023 equal to online media advertising and production expenses for the 9-month period of 2023, compared to the full year. And from 2024 onwards, it will grow at a rate of 1.65 percent per year.

(6) Warehouse rental costs and other sales costs It is a proportion of sales revenue. For 2023, refer to the proportion for the 9-month period of 2023 at 3.09 percent of sales revenue. And from 2024 onwards, based on the average ratio from 2022 to the 9-month period of 2023 at 3.26 percent of sales revenue.

(7) Capital Expenditure for leasehold improvements, decorations Installation and office equipment and intangible assets totaling 3.00 million baht, constant throughout the projection period.

(8) Increase the registered capital from 90.00 million baht to 150.00 million baht in order to have positive shareholder equity and be able to calculate theoretical enterprise value. However, the management team is of the opinion that Looking at the latest operating results, HPS has positive cash flow from operations from increased income and effective cost reduction plans. Therefore, there may not be a need to increase investment. If future operating results are as planned as HPS aims.

8. Expected Benefits to the Company

The Company expects that the entry into such transaction will provide benefits to the Company as follows:

(1) increase the sources of income to the Company and diversify risks in its investments, which will be conducive to the Company's potential to create security and stability for its business operations, resulting in long-term returns and benefits for all shareholders of the Company; and

(2) create synergy from HPS's business that will enhance the Company's current business and foster cost savings through economies of scale and shared internal resources, as well as contributing to the increase in the outbound call center services, especially in the sales or promotion of products or services through the Company's call center as per the Company's business expansion plan.

9. Source of Funding

The source of funding will be derived from the capital raised by the Company through the offering of

up to 1,200,000,000 newly-issued ordinary shares via private placement in accordance with the resolutions of the Board of Directors' Meeting No. 19/2023 held on 21 November 2023.

10. Conditions to the Transaction

The conditions to the transactions are detailed in Clause 3.1

11. Opinion of the Board of Directors

The Board of Directors unanimously resolved to approve entering into the said transaction. and to present the matter further shareholder meeting for further consideration and approval due to consideration There is an opinion consistent with the Executive Committee that Even though HPS' s past performance has continued to suffer losses. However after the company stopped operating the business that required high investment and the income was not as targeted. Then return to focusing on selling products whose business model is similar to consignment sales. This allows the company to receive higher profit margins. Reduce working capital requirements Coupled with plans to reduce administrative expenses that are starting to show results, HPS should return to profit according to future financial projections. This is because at present HPS has an accumulated customer base that has increased following the continued sales of products through television channels from the past. Therefore, HPS plans to focus on expanding channels to this existing customer base. By using the telephone to sell products directly to consumers (Outbound Telemarketing) which can generate income at a lower cost than selling products through television channels that such entry into the transaction and the value of consideration as detailed in Clause 7 above were appropriate, reasonable, and beneficial to the Company and all shareholders of the Company in the long run as per the reasons specified in Clause 8 above. Moreover, the Company would still have sufficient working capital for its operations, and entry into the transaction would not materially impact its working capital.

12. Opinion of the Audit Committee

The opinion of the Audit Committee is not different from that of the Board of Directors of the Company as stated in Clause 11 above.



No. OTO 099/2566

November 22, 2023

Subject Notification of resolution of the Board of Director's Meeting No. 19/2023 regarding the registered capital decrease, capital increase, the allocation of newly issued shares by way of Private Placement, issuance and allocation of warrant, and the schedule of the Extraordinary General Meeting of Shareholders No. 1/2024 (Revised)

To: The President
The Stock Exchange of Thailand

- Enclosure
1. Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares of One to One Contacts Public Company Limited No. 2
 2. Capital Increase Form (F53-4)
 3. Information Memorandum on the Issuance, Offering and Allocation of Newly Issued Ordinary Shares of One to One Contacts Public Company Limited through private placement

One to One Contacts Public Company Limited (the "Company") would like to notify the resolution of the Board of Directors Meeting No. 19/2023, held on November 21, 2023 (the "Meeting"), to the Stock Exchange of Thailand ("SET") on the important resolutions as follows:

1. The Meeting approved to propose to the Shareholders' meeting to consider approving the issuance and allocation of warrants to purchase the Company's ordinary shares No. 2 (the "OTO-W2 Warrants") in the amount of not exceeding 906,016,595 units (free of charge) to allocate to the existing shareholders proportionate to their respective shareholding (Rights Offering) at the allocation ratio of 11 existing ordinary shares to 5 unit of the OTO-W2 Warrants.

In this regard, the OTO-W2 Warrants shall have the term of 2 years from the issuance date of the OTO-W2 Warrants with the exercise ratio of 1 unit of the OTO-W2 Warrants having the right to purchase 1 ordinary share of the Company and the exercise price is THB 1.3 (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers of the OTO-W2 Warrants) (any fraction resulting from the calculation to issuance and allocate the OTO-W2 Warrants shall be discarded).

The conditions and details of the OTO-W2 Warrants are set out in Attachment 1 (Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No. 2 (OTO-W2)). The Board of



Directors shall schedule the date to determine shareholders who are entitled to be allocated the OTO-W2 Warrants and shall inform accordingly.

According to the Terms and Conditions of the Warrant OTO-W1 (“**Terms and Conditions of the Warrant OTO-W1**”), the Company is obligated to adjust the rights in the event that the average price per share of the ordinary shares reserved for the convertible security is lower than 90 percent of the market price by the “market price” is calculated based on the weighted average price of the Company’s shares traded on the SET over a period of 7 consecutive business days prior to the date used in the calculation (The first day that securities purchasers are not entitled to receive warrants to purchase securities (XW). Therefore, the Company is unable to calculate the “market price of the Company’s ordinary shares” in order to consider the right adjustment of the OTO-W1. However, the Company will consider “market price of the Company’s ordinary shares” on the first day that securities purchasers are not entitled to receive warrants to purchase securities (XW) to consider the right adjustment of the OTO-W1 and will notify the OTO-W1 warrant holders and the SET for further information.

In this regard, in order to provide the terms and conditions of the OTO-W2 Warrants to be appropriate according to the capital market and money market conditions and for the benefits of the Company and shareholders. The Board of Directors’ meeting, therefore, proposes to the Shareholders’ meeting to consider authorizing of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to take all necessary actions in connection with the issuance and allocation of the OTO-W2 Warrants in compliance with the law, including but not limited to the power to the following actions:

- (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the OTO-W2 Warrants, the amendment of exercise ratio and exercise price under the term and condition including the determination of the date to determine the list of shareholders entitled to be allocated the OTO-W2 Warrants;
- (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering, and various documents necessary for and in connection with the issuance and allocation of the OTO- W2 Warrants, and the amendment of exercise ratio and exercise price under the term and condition as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering, and various documents with the Securities and



Exchange Commission Office (the “SEC Office”), the Stock Exchange of Thailand (“SET”), governmental agencies or relevant authorities in relation to the issuance and allocation of the OTO-W2 Warrants and the listing of the OTO-W2 Warrants and the newly issued ordinary shares from the exercise of the OTO-W2 Warrants as listed on the Market for Alternative Investment; and

(3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the OTO-W2 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the OTO-W2 Warrants on this occasion.

2. The Meeting approved to propose the Shareholders’ Meeting to consider and approve the decrease of the registered capital of the Company in the amount of THB 50,000,000 from the registered capital of THB 889,999,995 to be THB 839,999,995 by cancelling the remaining unsold issued ordinary shares in the amount of 50,000,000 shares at a par value of THB 1 which is issued and allocated shares by way of Private Placement according to the resolution of the Board of Directors’ Meeting No.1/2023 and the amendment of Memorandum of Association in Clause 4 to be in line with the capital decrease of the Company.

In this regard, the outstanding unpaid shares totaling 46,763,486 ordinary shares are reserved for the exercise of the rights of the warrants of One to One Contacts Public Company Limited to the existing shareholders No. 1 (OTO-W1) (the “OTO-W1”).

In addition, the Meeting approved to propose the Shareholders’ Meeting to consider authorizing the Authorized Director or the person authorized by the Authorized Director to have a power to take any arrangements in relation to the registration of the capital decrease and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar’s order to complete the registration process.

3. The Meeting approved to propose the Shareholders’ Meeting to consider and approve the increase of the registered capital of the Company in the amount of THB 2,106,016,595 from the original registered capital of THB 839,999,995 to be the registered capital of THB 2,946,016,590 by issuing the newly ordinary shares of 2,106,016,595 shares at a par value of THB 1 to offer to specific persons by way of private placement and reserved for the exercise of the rights of the OTO-W2.



Moreover, the Meeting approved to propose to Shareholders' Meeting of the Company to consider and approve the amendment of Memorandum of Association Clause 4 to be in line with the capital increase of the Company.

In addition, the Meeting approved to propose the Shareholders' Meeting to consider authorizing the Authorized Director and/or the person authorized by the Authorized Director to have a power to take any arrangements in relation to the registration of the capital increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to complete the registration process.

4. The Meeting approved to propose the Shareholders' Meeting to consider and approve the allocation of the newly issued ordinary shares of the Company in the amount of not exceeding 2,106,016,595 shares with the following details:

4.1 To allocate the newly issued ordinary shares in the amount of not exceeding 906,016,595 shares at a par value of THB 1 reserved for the exercise of the rights of the OTO-W2.

4.2 To allocate the newly issued ordinary shares in the amount of not exceeding 1,200,000,000 shares at a par value of THB 1 by way of private placement to 6 persons (correctively as "Investors"). The Investors are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) 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) dated November 19, 2003 (as amended) (the "Rules on Connected Transactions").

The list of Investor is as follows:

Names of Investors to whom newly issues ordinary shares are allotted	Number of shares allotted
1. Aqua corporation Public Company Limited ("Aqua")	466,666,667 shares
2. Mr. Chularangsri Yugala	308,333,333 shares
3. Mr. Khanist Srivajiraprabha	125,000,000 shares
4. Mr. Patipol Prawangsuk	100,000,000 shares

Names of Investors to whom newly issues ordinary shares are allotted	Number of shares allotted
5. Mr. Adam Insawang	100,000,000 shares
6. Miss Ratha Weerapong	100,000,000 shares

In addition, each of Investors does not have relationships or act in concert (Concert Party), or have any relationships to be construed as persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) to impose the Investors with the duties to make a tender offer to purchase all securities of the Company subsequent to the allocation of the newly issued ordinary shares of the Company.

In this regard, Aqua will appoint a representative namely [Mr. Suraphon Thaweechoksapsin](#) to hold a position of director in the Company. However, [Such case does not make Aqua considered to be a connected person of the company](#). That is, Aqua is not a legal entity with major shareholders or individuals with controlling power proposed to be [director or executives or controllers of the company \(OTO\)](#). [Because Mr. Suraphon Thaweechoksapsin there is no status Major shareholder or controlling person or director of Aqua in anyway](#). Therefore, Aqua is not fall under the category of related parties of the Company.

In this regard, the issuance of new ordinary shares is an offering where the Board of Directors' Meeting of the Company passed a resolution to clearly specify the offering price and propose to the shareholders' meeting to determine the offering price at THB 0.60 per share with the total value of not exceeding THB 720,000,000, which is not considered an offering of new shares at a price lower than 90 percent of the market price pursuant to the requirements of the Notification No. TorJor. 28/2565 re: The authorization for the listed company to offer the sale of newly issued shares to specific persons (as amended) ("[TorJor. 28/2565](#)"). The "market price" is calculated based on the weighted average price of the Company's shares traded on the SET over a period of 15 consecutive business days prior to the date on which the Board of Directors' Meeting passes a resolution to propose the offering of new ordinary shares to the Investors to the shareholders' meeting for approval, which is a period between October 31, 2023 and November 20, 2023. The market price is THB 0.64 per share (Source: SETSMART from www.setsmart.com).

In this regard, since the Company has accumulated losses as shown in the financial statements for the specific business as of the end of the accounting period on December 31, 2022 (audited version) and



the financial statements for the specific business as of the end of the accounting period on September 30, 2023 (reviewed version), the Company is therefore able to set the offering price of ordinary shares to increase the Company's capital, which will be offered for sale to investors in this round, at a price lower than the par value of the Company. The Company must comply with Section 52 of the Public Limited Company Act B.E. 2535 (as amended), and approval must be obtained from the shareholders' meeting.

According to the **Terms and Conditions of the Warrant OTO-W1**, the Company is obligated to adjust the rights in the event that the offering price of new ordinary shares issued and offered to the Investors is lower than 90 percent of the market price by the "market price" is calculated based on the weighted average price of the Company's shares traded on the SET over a period of 7 consecutive business days prior to the date used in the calculation. (The first day of the offering of newly issued ordinary shares). Therefore, the Company is unable to calculate the "market price of the Company's ordinary shares" in order to consider the right adjustment of the OTO-W1. However, the Company will consider "market price of the Company's ordinary shares" on the first day of this private placement offering to consider the right adjustment of the OTO-W1 and will notify the OTO-W1 warrant holders and the SET for further information.

If the offering price of the newly issued ordinary shares offered by way of private placement is lower than 90 percent of the market price as per the criteria under TorJor. 28/2565, such shares offered for sale are not subject to the Silent Period. Therefore, the Company is not obligated to prohibit investors who have received shares from the offering of newly issued shares by way of Private Placement in this round from selling all the shares acquired from the offering within the timeframe specified by the criteria set forth in the Securities and Exchange Commission's Announcement on Criteria, Conditions, and Procedures for Considering Applications for Registration of Ordinary Shares or Preferred Shares Offering in the Securities Market, B.E. 2558, dated May 11, 2015 (as amended).

The issuance and offering of newly issued ordinary shares in this round fall within the scope of offering new shares by way of Private Placement, as deemed significant according to the TorJor. 28/2565. The issuance and offering of newly issued shares in this round impact the earnings per share or control dilution of shareholders by a proportion not less than 25%, considering the number of paid-up shares before the date which the Board of Directors has a resolution to propose the agenda for the shareholders' meeting. Therefore, the Company shall engage an independent financial advisor to provide opinions to shareholders regarding (1) the appropriateness of the price and conditions of the share offering, (2) the rationale and benefits of the share offering to investors, including the plan for



using the funds raised from the share offering compared to its impact on shareholders, and (3) the opinion on whether shareholders should approve or disapprove, along with the reasons for this. In this regard, the Company has appointed Grant Thornton Services Company Limited as an independent financial advisor to provide opinions to the shareholders as mentioned above.

However, the allotment of the shares as detailed above must not result in the Investors holding shares in the Company in the number that reaches or passes the trigger point requiring the Investor to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

The Meeting approved to propose to the shareholders' meeting to consider and approve to authorize the Executive Committee or the Chief Executive Officer and/or the person authorized the Executive Committee or the Chief Executive Officer to have the power to take all action associated with the issuance, offering, allotment and subscription of the new ordinary shares, including the following:

- (a) Determine and/or amend, adjust any details necessary for and relating to the allotment of the newly issued ordinary shares of the Company as deemed appropriate including but not limited to the determine of subscription period to extent that it is not contrary to or inconsistent with the relevant notifications, regulations, rules, and laws, as well as having the power to determine and amend the period of subscription and offering of the newly issued ordinary shares, and the payment method. The allotment and subscription period may be scheduled for one time or multiple times. The determination of the offering price at the market price during the offering period, when more than 3 months from the date on which the shareholders' meeting passes a resolution to approve the offering of newly issued shares;
- (b) Make contact, negotiate, execute, sign and amend any agreements, requests for approval, waiver requests, notices, and evidence necessary and relevant to the allotment of the Company's newly issued ordinary shares, including but not limited to the Shares Subscription Agreement, registration applications to be submitted to the Ministry of Commerce, communication and submission of such requests for approval, waiver requests, notices, documents and evidence to the Securities and Exchange Commission (the "SEC Office"), SET, or any government agencies or agencies involved in the amendment or change of the



request or the wording of the documents as well as listing the newly issued ordinary shares as listed securities on the Market for Alternative Investment ; and

- (c) Take any necessary and relevant actions to ensure the successful allotment of the Company's newly issued ordinary shares, including the selection of investors in the private placement and the appointment and assignment of other suitable persons to act as sub-appointees to take the above actions.

In addition, the Tor.Jor. 28/2565 provides that the Company shall complete the offering within the period as approved by the shareholders' meeting but not exceeding 3 months from the date on which the shareholders' meeting passes a resolution to approve the offering of newly issued shares, or complete the offering within 12 months from the date on which the shareholders' meeting passes a resolution to approve the offering of newly issued shares in the event where it is clearly specified by the resolution of the shareholders' meeting that after such 3-month period has ended, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period. Therefore, after a lapse of 3 months after the date on which the shareholders' meeting resolves to approve the offering of newly issued shares, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.

Please refer to the details of the issuance, offering and allotment of the Company's new ordinary shares to the Investor in Capital Increase Report Form (F 53-4) (Enclosure 2) and Information Memorandum on the Issuance, Offering and Allocation of Newly Issued Ordinary Shares of One to One Contacts Public Company Limited through private placement (Enclosure 3).

- 5. The Meeting approved to schedule the date of the Extraordinary General Meeting of Shareholders No. 1/2024 on February 19, 2024 at 14.00 hrs. through electronic media (E-EGM), by specifying the name of shareholders who are entitled to attend the meeting on January 15, 2024 (Record Date) to consider the following agendas:

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 which was held on June 15, 2023;

Agenda 2 To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company No. 2 (the "OTO-W2 Warrants") to allocate to the



existing shareholders of the Company in proportion to their respective shareholdings (Right Offering);

Agenda 3 To consider and approve the decrease of the Company's registered capital and the amendment of Memorandum of Association in Clause 4 to be in line with the capital decrease of the Company;

Agenda 4 To consider and approve the increase of the Company's registered capital and the amendment of Memorandum of Association in Clause 4 to be in line with the capital increase of the Company;

Agenda 5 To consider and approve the allocation of newly issued ordinary of the Company as follows:

5.1 reserved for the exercise of the rights of the OTO-W2

5.2 offered by way of Private Placement

Agenda 6 Other business (if any).

In this regard, the Board of Directors' meeting approved to authorize the Executive Committee or the Chief Executive Officer or the person authorized by Executive Committee or the Chief Executive Officer to revise and/or add agenda items, change the date, time, place, and method of the Extraordinary General Meeting of Shareholders No. 1/2024 as appropriate, with the interests and effects on the shareholders taken into account.

Please be informed accordingly.

Yours sincerely,

One to One Contacts Public Company Limited

A handwritten signature in blue ink, appearing to read "Chirayu Chueyam", written in a cursive style.

(Mr. Chirayu Chueyam)

Chairman of the Executive Committee and
Chief Executive Officer

Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares of
One to One Contacts Public Company Limited No. 2

Issuer	One to One Contacts Public Company Limited (the “Company”)
Name	Warrants to Purchase Newly Issued Ordinary Shares of One to One Contacts Public Company Limited No. 2 (“OTO-W2 Warrants”)
Type	In named certificate and transferable
Number of Warrants Issued	Not exceeding 906,016,595 Units
Number of Shares Reserved to Accommodate Exercise of Right	<p>Not exceeding 906,016,595 shares (Par value at THB 1.00), which represents 45.45 percent of the total issued shares of the Company, including the new shares to be concurrently issued and allocated to specific persons by way of private placement (“PP Shares”).</p> <p>Furthermore, when combined with the number of shares allocated to accommodate the rights under the OTO-W2 Warrants, together with the number of shares previously allocated for the rights issuance under the warrants to purchase newly issued ordinary shares of the Company No. 1 (OTO-W1 Warrants), it will amount to 47.80 percent of the total issued shares of the Company, including the concurrently issued PP Shares.</p> <p>Based on the above, the number of shares does not exceed 50 percent of the total number of shares sold of the Company, including the concurrently issued PP Shares in accordance with the rules prescribed by the Notification of the Capital Market Supervisory Board.</p>
Offering Methods / Allocation Rate	<p>The Company will allocate the OTO-W2 Warrants to the shareholders of the Company to the existing shareholders proportionate to their respective shareholding at the allocation ratio of 11 ordinary shares to 5 units of the OTO-W2 Warrants.</p> <p>In this regard, in case there are fractions of the OTO-W2 Warrants remaining from the calculation at the allocation ratio, such fraction shall be discarded.</p>
Offering Price Per Unit	THB 0.00 per unit
Exercise Ratio	1 unit of the OTO-W2 Warrants for 1 ordinary share unless the exercise ratio is otherwise adjusted pursuant to the conditions concerning the right adjustment.

	In the case that there are fractions of shares or warrants from the calculation (if any), such rounding shall be discarded.
Exercise Price	THB 1.30 per share unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights
Issue Date of Warrant	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person assigned by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer will determine the date of issue of the OTO-W2 Warrants.
Term of Warrants	2 years from the issuance date of the OTO-W2 Warrants
Exercise Period	<p>The OTO-W2 Warrants' holders shall be entitled to exercise their rights to purchase the Company's newly issued ordinary shares under the OTO-W2 Warrants 2 times, i.e. on the 1st and 2nd anniversaries from the issuance and allocation date of the OTO-W2 Warrants respectively.</p> <p>In the event that the exercise date coincides with the holiday of the Stock Exchange of Thailand (the "SET"), such exercise date shall be rescheduled to the preceding business day.</p>
Period for Serving Notice of Intention of Exercise of Right	<p>The holders of the OTO-W2 Warrants who wish to exercise their rights to purchase the Company's newly issued ordinary shares under the OTO-W2 Warrants shall notify their intention to exercise the right during 9.00 hours to 17.00 hours, in advance not less than 5 business days prior to each exercise date, except for the last exercise date that shall notify the intention to exercise the right in advance at least 15 days prior to the last exercise date.</p> <p>In the event that the exercise date falls on a holiday of the Company, the exercise date shall be postponed to the last business day preceding such exercise date.</p>
Inability to cancel the notification of intention to exercise rights	When the OTO-W2 Warrants holders have notified their intention to exercise the right to purchase ordinary shares under the OTO-W2 Warrants, it will not be able to cancel the notification of intention to exercise the said right.
Secondary Market of Warrants	The Company will file the application for listing the OTO-W2 Warrants on the Market for Alternative Investment (MAI) as the listed securities.

Secondary Market for Ordinary Shares Issued from Exercise of Warrants	The Company will list the ordinary shares arising from the exercise of the OTO-W2 Warrants to be listed on the Market for Alternative Investment (MAI).
Events Requiring to Issue New Shares to Accommodate Right Adjustment	<p>The Company will adjust the exercise price and the exercise ratio pursuant to the conditions concerning the right adjustment upon the occurrence of any of the events stipulated in the terms and conditions of OTO-W2 Warrants which fall under the events prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2008 Request for permission and permission to offer warrants to buy new shares and newly issued shares to support warrants or other similar events such as:</p> <p>(a) There is a change in the par value of the Company's shares as a result of stock consolidation or stock split;</p> <p>(b) The Company offers new shares at a low price;</p> <p>(c) The Company offers to sell convertible debentures at a low price or offers warrants at a low price;</p> <p>(d) The Company pays dividends, in whole or in part, by newly issued shares to shareholders;</p> <p>(e) The Company pays dividends in cash which exceeds the rates specified in the rights terms;</p> <p>(f) There is any other case in the same manner as (a) to (e), which causes inferior benefits to be received by the warrant holders upon the exercise of the warrants.</p>
Registrar of Warrants	Thailand Securities Depository Co., Ltd. or any person duly appointed to act as the registrar of the OTO-W2 Warrants.
Other Conditions	To appoint the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have power to take all necessary actions in connection with the issuance and allocation of the OTO-W2 Warrants in compliance with the law, including but not limited to the power to the following actions:

	<p>(1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the OTO-W2 Warrants, including the date to determine the list of shareholders entitled to be allocated with the OTO-W2 Warrants;</p> <p>(2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the OTO-W2 Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Securities and Exchange Commission Office, the SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the OTO-W2 Warrants and the listing of the OTO-W2 Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed on the Market for Alternative Investment; and</p> <p>(3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the OTO-W2 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the OTO-W2 Warrants on this occasion.</p>
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Capital Increase Report Form
One to One Contacts Public Company Limited
22 November 2023

We, One to One Contacts Public Company Limited (the “Company”), hereby report on the resolutions of the Board of Directors’ Meeting No. 19/2023, held on 21 November 2023 in respect of the registered capital reduction and registered capital increase and the allotment of the newly issued ordinary shares as follows:

1. Capital Decrease and Capital Increase

The Board of Directors’ Meeting passed a resolution to propose to the Extraordinary General Meeting No. 1/2024 to consider and approve the decrease and increase of the registered capital of the Company as follows:

1.1 Capital Decrease

The Board of Directors’ Meeting passed a resolution to propose to the Extraordinary General Meeting No. 1/2024 to consider and approve the decrease of the registered capital of the Company of THB 50,000,000 from the original registered capital of THB 889,999,995 to the registered capital of THB 839,999,995 by cancelling un-sold issued shares with a par value of THB 1 per share, which is the remaining shares from the capital increase to offer and allocation of private placement according to the resolution of Extraordinary General Meeting No. 1/2023 and approved to the amendment of Memorandum of Association Clause 4 of the Company (Registered Capital) to be in line with the decrease of the registered capital of the Company.

In this regard, the outstanding 46,763,486 ordinary shares are to reserve for the exercise of the rights of the warrants of One to One Contacts Public Company Limited to the existing shareholders No. 1 (OTO-W1).

1.2 Capital Increase

The Board of Directors’ Meeting passed a resolution to propose to the Extraordinary General Meeting No. 1/2024 to consider and approve the increase of the registered capital of the Company of THB 2,106,016,595 from the original registered capital of THB 839,999,995 to the registered capital of THB 2,946,016,590 by issuing the 2,106,016,595 newly ordinary shares with a par value of THB 1

per share, to (1) offer to specific persons by way of private placement, and (2) to reserve the exercise of rights under the OTO-W2. The Board of Directors' Meeting also approved to the amendment of Memorandum of Association Clause 4 of the Company (Registered Capital) to be in line with the adjustment of the increase of the registered capital of the Company as in the following manner:

Capital Increase	Type of Shares	Amount of Shares (shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="radio"/> Specific Purpose of Use of Proceeds	Ordinary Shares Preferred Shares	Not Exceeding [2,106,016,595]	1.00	2,106,016,595
<input type="radio"/> General Mandate	Ordinary Shares Preferred Shares			

2. Allocation of New Shares

2.1 Specific Purpose of Use of Proceeds

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Remark
Private Placement) as follows: <ul style="list-style-type: none"> - AQUA CORPORATION PUBLIC COMPANY LIMITED; - M.R. Chularangsri Yugala; - Mr. Khanist Srivajiraprabha Mr. Patipol Prawangsuk; Mr. Adam Insawang; - Ms. Ratha Weerapong; and 	Not exceeding 1,200,000,000	-	0.60	Please see remarks below.
Reserve for the exercise of the rights of the OTO-W2	Not exceeding 906,016,595	-	-	Please see remarks below.

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Remark
Total	Not exceeding 2,106,016,595 shares			

Remark

The Board of Directors' Meeting passed a resolution to propose the Extraordinary General Meeting of Shareholders No.1/2024 to consider the increase of the registered capital of the Company of THB 2,106,016,595 from the original registered capital of THB 839,999,995 to the registered capital of THB 2,946,016,590 by issuing the 2,106,016,595 newly ordinary shares with a par value of THB 1 per share, to (1) offer to specific persons by way of private placement, and (2) reserve for the exercise of right under the Warrant of One to One Contacts Public Company Limited ("OTO-W2") which allocated to the existing shareholders in proportion to their respective shareholdings (Right Offering). The details are as follows:

1. The allotment of the newly issued ordinary shares to specific persons (Private Placement)

1.1 The allotment of the newly issued ordinary shares of the Company of not exceeding 1,200,000,000 shares with a par value of THB 1 per share by way of private placement to [6] persons (collectively referred to as the "Investors"). Such Investors are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (and the amendments) 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) dated November 19, 2003 (and the amendments). Details as follows:

List of individuals who have been allocated with the newly issued ordinary shares	Number of allocated shares
1. AQUA CORPORATION PUBLIC COMPANY LIMITED ("Aqua")	466,666,667 shares
2. M.R. Chularangsri Yugala]	308,333,333 หุ้น
3. Mr. Khanist Srivajiraprabha	125,000,000 หุ้น
4. Mr. Patipol Prawangsuk	100,000,000 หุ้น
5. Mr. Adam Insawang	100,000,000 หุ้น
6. Ms. Ratha Weerapong	100,000,000 หุ้น

1.2 *[In addition, each of Investors does not have relationships or act in concert (Concert Party), or have any relationships to be construed as persons under Section 258 of the Securities and Exchange Act B.E. 2535 (and the amendments) to impose the Investors with the duties to make a tender offer to purchase all securities of the Company subsequent to the allocation of the newly issued ordinary shares of the Company.]*

In this regard, Aqua will appoint a representative to hold a position of director in the Company. However, Aqua is not a legal entity with major shareholders or individuals with controlling power proposed to be executives or controllers of the company. Therefore, it does not fall under the category of related parties of the Company.

1.3 *The issuance of new ordinary shares is an offering where the Board of Directors' Meeting of the Company passed a resolution to clearly specify the offering price and propose to the shareholders' meeting to determine the offering price at THB 0.60 per share with the total value of not exceeding THB 720,000,000, which is not considered an offering of new shares at a price lower than 9 percent of the market price pursuant to the requirements of the Notification No. TorJor. 28/2565 re: The authorization for the listed company to offer the sale of newly issued shares to specific persons (and the amendments) ("TorJor. 28/2565"). The "market price" is calculated based on the weighted average price of the Company's shares traded on the SET over a period of 15 consecutive business days prior to the date on which the Board of Directors' Meeting passes a resolution to propose the offering of new ordinary shares to the Investors to the shareholders' meeting for approval, which is a period between October 31, 2023 and November 20, 2023. The market price is THB 0.64 per share (Source: SETSMART from www.setsmart.com).*

In this regard, since the Company has accumulated losses as shown in the financial statements for the specific business as of the end of the accounting period on December 31, 2022 (audited version) and the financial statements for the specific business as of the end of the accounting period on September 30, 2023 (reviewed version), the Company is therefore able to set the offering price of ordinary shares to increase the Company's capital, which will be offered for sale to investors in this round, at a price lower than the par value of the Company. The Company must comply with Section 52 of the Public Limited Company Act of 1992 (as amended), and approval must be obtained from the shareholders' meeting.

1.4 *According to the Terms and Conditions of the Warrant OTO-W1, the Company is obligated to adjust the rights in the event that the offering price of new ordinary shares issued and offered to the Investors is lower than 90 percent of the market price by The "market price" is calculated based on the weighted average price of the Company's shares traded on the SET over a period of 7 consecutive business days prior to the date used in the calculation. (The first day of the offering of newly issued ordinary shares). Therefore, the Company is unable to calculate the "market price of the Company's ordinary shares" in order to consider the right adjustment of the OTO-W1. However, the Company will consider "market price of the Company's ordinary shares" on the first day of this private placement offering to consider the right adjustment of the OTO-W1 and will notify the OTO-W1 warrant holders and the SET for further information.*

1.5 *If the offering price of the newly issued ordinary shares offered by way of private placement is lower than 90 percent of the market price as per the criteria under TorJor. 28/2565, such shares offered for sale are not subject to the Silent Period. Therefore, the Company is not obligated to prohibit investors who have received shares from the offering of newly issued shares by way of Private Placement in this round from selling all the shares acquired from the offering within the timeframe specified by the criteria set forth in the Securities and Exchange Commission's Announcement on Criteria, Conditions, and*

Procedures for Considering Applications for Registration of Ordinary Shares or Preferred Shares Offering in the Securities Market, B.E. 2558, dated May 11, 2015 (as amended).

- 1.6 *The issuance and offering of newly issued ordinary shares in this round fall within the scope of offering new shares by way of Private Placement, as deemed significant according to the TorJor. 28/2565. The issuance and offering of newly issued shares in this round impact the earnings per share or control dilution of shareholders by a proportion not less than 25%, considering the number of paid-up shares before the date which the Board of Directors has a resolution to propose the agenda for the shareholders' meeting. Therefore, the Company shall engage an independent financial advisor to provide opinions to shareholders regarding (1) the appropriateness of the price and conditions of the share offering, (2) the rationale and benefits of the share offering to investors, including the plan for using the funds raised from the share offering compared to its impact on shareholders, and (3) the opinion on whether shareholders should approve or disapprove, along with the reasons for this. In this regard, the Company has appointed [•] as an independent financial advisor to provide opinions to the shareholders as mentioned above.*
- 1.7 *The allotment of the shares as detailed above must not result in each Investors holding shares in the Company in the number that reaches or passes the trigger point requiring such Investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.*
- 1.8 *The Board of Directors' Meeting resolved to propose to the shareholders' meeting to consider and approve to authorize [the Board of Directors, and/or the Executive Committee and/or Chief Executive Officer or any other persons who are authorized by the Board of Directors, and/or the Executive Committee and/or Chief Executive Officer] to have the power to take all action associated with the issuance, offering, allotment and subscription of the new ordinary shares, including the following:*
- (1) Determine and/or amend, adjust any details necessary for and relating to the allotment of the newly issued ordinary shares of the Company as deemed appropriate to extent that it is not contrary to or inconsistent with the relevant notifications, regulations, rules, and laws, as well as having the power to determine and amend the period of subscription and offering of the newly issued ordinary shares, and the payment method. The allotment and subscription period may be scheduled for one time or multiple times. Determining the offering price based on the market price during the offering period, after a lapse of a 3-month period from the date of the shareholders' meeting resolution approving the offering of newly issued shares;*
 - (2) Make contact, negotiate, execute, sign and amend any agreements, requests for approval, waiver requests, notices, and evidence necessary and relevant to the allotment of the Company's newly issued ordinary shares, including but not limited to the Shares Subscription Agreement, registration applications to be submitted to the Ministry of Commerce, communication and submission of such requests for approval, waiver requests, notices, documents and evidence to the Securities and Exchange Commission (the "SEC Office"), SET, or any government agencies or agencies involved in the amendment or change of the request or the wording of the documents as well as listing the newly issued ordinary shares as listed securities on the Market for Alternative Investment – MAI; and*

(3) Take any necessary and relevant actions to ensure the successful allotment of the Company's newly issued ordinary shares, including the selection of investors in the private placement and the appointment and assignment of other suitable persons to act as sub-appointees to take the above actions.

1.9 In addition, the Tor.Jor. 28/2565 provides that the Company shall complete the offering within the period as approved by the shareholders' meeting but not exceeding 3 months from the date on which the shareholders' meeting passes a resolution to approve the offering of newly issued shares, or complete the offering within 12 months from the date on which the shareholders' meeting passes a resolution to approve the offering of newly issued shares in the event where it is clearly specified by the resolution of the shareholders' meeting that after such 3-month period has ended, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.

2. The allotment of the newly issued ordinary shares to reserve for the exercise of right under the OTO-W2

Shares Allocation to	Shares amount	Ratio (Old : New)	Offering Price (Baht per Share)	Share Subscription and Payment Date and Time	Remark
reserve for or the exercise of right under the OTO-W2 which allocated to the existing shareholders (Right Offerings)	Not exceeding 906,016,595 shares	<u>Allocation ratio</u> 11 shares to 5 units of the OTO-W2 <u>Exercise ratio</u> 1 unit of OTO-W2 to 1 newly issued ordinary shares	0 Exercise price THB 1.30		Please see Attachment No. 2

2.1 The Meeting approved to propose to the Shareholders' meeting to consider approving the issuance and allocation of warrants to purchase the Company's ordinary shares No. 2 (the "OTO-W2 Warrants") in the amount of not exceeding 906,016,595 units (free of charge) to allocate to the existing shareholders proportionate to their respective shareholding (Rights Offering) at the allocation ratio of 11 existing ordinary shares to 5 unit of the OTO-W2.

In this regard, the OTO-W2 Warrants shall have the term of 2 years from the issuance date of the OTO-W2 Warrants with the exercise ratio of 1 unit of the OTO-W2 Warrants having the right to purchase 1 ordinary share of the Company and the exercise price is THB 1.3 (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers of the OTO-W2 Warrants) (any fraction resulting from the calculation to issuance and allocate the OTO-W2 Warrants shall be discarded).

The conditions and details of the OTO-W2 Warrants are set out in Attachment 1 (Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No. 2 (OTO-W2)). The Board of Directors shall schedule the date to determine shareholders who are entitled to be allocated the OTO-W2 Warrants and shall inform accordingly.

*According to the Terms and Conditions of the Warrant OTO-W1 (“**Terms and Conditions of the Warrant OTO-W1**”), the Company is obligated to adjust the rights in the event that the average price per share of the ordinary shares reserved for the convertible security is lower than 90 percent of the market price by the “market price” is calculated based on the weighted average price of the Company’s shares traded on the SET over a period of 7 consecutive business days prior to the date used in the calculation (The first day that securities purchasers are not entitled to receive warrants to purchase securities (XW)). Therefore, the Company is unable to calculate the “market price of the Company’s ordinary shares” in order to consider the right adjustment of the OTO-W1. However, the Company will consider “market price of the Company’s ordinary shares” on the first day that securities purchasers are not entitled to receive warrants to purchase securities (XW) to consider the right adjustment of the OTO-W1 and will notify the OTO-W1 warrant holders and the SET for further information.*

In this regard, in order to provide the terms and conditions of the OTO-W2 Warrants to be appropriate according to the capital market and money market conditions and for the benefits of the Company and shareholders. The Board of Directors’ meeting, therefore, proposes to the Shareholders’ meeting to consider authorizing of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to take all necessary actions in connection with the issuance and allocation of the OTO-W2 Warrants in compliance with the law, including but not limited to the power to the following actions:

- (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the OTO-W2 Warrants, the amendment of exercise ratio and exercise price under the term and condition including the determination of the date to determine the list of shareholders entitled to be allocated the OTO-W2 Warrants;*
- (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering, and various documents necessary for and in connection with the issuance and allocation of the OTO-W2 Warrants, and the amendment of exercise ratio and exercise price under the term and condition as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering, and various documents with the Securities and Exchange Commission Office (the “SEC Office”), the Stock Exchange of Thailand (“SET”), governmental agencies or relevant authorities in relation to the issuance and allocation of the OTO-W2 Warrants and the listing of the OTO-W2 Warrants and the newly issued ordinary shares from the exercise of the OTO-W2 Warrants as listed on the Market for Alternative Investment; and*
- (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the OTO-W2 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the OTO-W2 Warrants on this occasion.*

2.2 *The Company's actions in the case of any fractional shares*

(1) *The allotment of the newly issued ordinary shares to specific persons (Private Placement)*

Due to the Board Meeting's resolution approving the allocation of shares for sale to specific persons in its entirety, there is no scenario involving fractional shares.

(2) *The allotment of the newly issued ordinary shares to reserve for the exercise of right under the OTO-W2*

After the calculation and allocation of shares to accommodate the exercise of rights under the OTO-W2 for existing shareholders, any fractional shares will be rounded off and discarded.

3. **Schedule of the shareholders' meeting to approve the capital increase and the allocation of the newly issued shares**

The Extraordinary General Meeting of Shareholders No.1/2024 is scheduled to be held on February 19, 2024 at 14.00 hrs. through electronic media (E-EGM)

The share register shall be closed to suspend any share transfer for the right to attend the Shareholders' Meeting from..... until the Shareholders' Meeting is adjourned.

The record date to determine the list of shareholders entitled to attend the Shareholders' Meeting shall be January 15, 2024 (Record date)

4. **Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)**

4.1 The capital increase must be approved by not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote.

4.2 The company must comply with the rules regarding the offering of newly issued ordinary shares to a limited number of persons as specified in the Announcement TorJor. 28/2565 before the offering and allocation of the company's newly issued common shares to investors.

Present, according to the announcement TorJor. 28/2565, Cancel the application for permission to the Securities and Exchange Commission. Therefore, approval from the SEC office is not required in all cases. In the case of the issuance of additional shares of the Company this time, it is considered a significant case. The Company therefore must provide a report of the opinions of the independent financial advisor ("IFA") to provide information for shareholders to use in considering approval. The company must submit the draft shareholder meeting invitation letter and draft IFA opinion to the Securities and Exchange

Commission to review information and report observations (if any) for improvement before sending to shareholders.

4.3 The Company shall register the registered capital decrease and capital increase and the change of its paid-up capital and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce.

4.4 The Company shall apply for approval from the SET for listing of the newly issued ordinary shares as listed securities on the SET.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The capital increase by way of private placement, the Company can raise funds in the amount of approximately THB 720,000,000. The Company will use the proceeds therefrom to finance its working capital to support the Company's operations at present and/or the business expansion in the future.

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
<p>1. To invest in Peer for All Company Limited (PFA)</p> <p>1. Project characteristics and progress of the project Nestifly Company Limited is an electronic business system or network operator for Peer-to-Peer credit transactions or Peer-to-Peer Lending. Currently, the project is in the process of requesting approval from the Bank of Thailand to add or change major shareholders, directors or someone with management authority of an electronic system or network business operator, systems or electronic networks for peer-to-peer lending transactions or Peer-to-Peer Lending.</p> <p>2. Opportunity that the project will generate income for the company. Nestifly Company Limited is an operator of a business system or</p>	THB 250 – 350 million	2023 - 2025

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
<p>electronic network for peer-to-peer credit transactions or the first and only Peer-to-Peer Lending in Thailand that has been certified by the Bank of Thailand and the Ministry of Finance. The company sees an opportunity for growth in the Peer-to-Peer Lending business, which is expected to have a continuous growth trend and is in demand in the market. In addition, investing in PFA will be beneficial to the company in expanding the scope of the company's business to be more diverse to reduce the risk and to increase capacity and operating results for the company to expand investment into businesses with potential.</p> <p>3. Expected impacts on the company in the event that the project cannot be completed successfully. The Company will not have income from the business of systems or electronic networks for peer-to-peer lending transactions or Peer-to-Peer Lending as additional income.</p> <p>4. Project implementation risks because it is a business that is in the process of starting its business. The project may have net profits and losses at the beginning. And there may be continued losses if the number of customers cannot be increased according to the target.</p> <p><u>Remark</u></p> <p>The Board of Directors' Meeting No. 15/2566 on 23 August 2023 resolved to approve the investment in PFA. At that time, OTO had</p>		

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
<p>working capital in the business and the money received from exercising OTO-W1 rights is sufficient to purchase PFA. However, because the purchase of PFA has conditions that the seller must complete before trading, which takes a long time. and there may be uncertainty, OTO therefore uses the money in the business to manage liquidity, including Placing a deposit to study other interesting projects.</p> <p>The liquid assets of the business such as loans and various deposits that can be refunded There is a risk regarding the time period for receiving the money back according to the contract and risk from the readiness of counterparties and assets invested for the liquidity of the business (port investment) there is a risk in selling shares in Required period Including the value expected to be received from the sale. As further explained to SET regarding investment in PFA on 21 November 2023, this is the source of this capital increase. To use some of the money to purchase PFA to replace the liquid assets of the business and assets invested for the liquidity of the business (port investment) that are affected by current market conditions. However, even though AQUA will not purchase additional PP shares this time, the money received from the capital increase of other PPs, including the internal cash flow of the business and available liquid assets It is enough to buy PFA.</p>		

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
<p>2. Investing to expand the current business and/or related businesses.</p> <p>1. <u>Characteristics of the project</u> Currently, the company is studying to invest in the Home Shopping business using omni channel with a customer base and management system including distribution channels</p> <p>2. <u>Opportunity to generate income for the company</u> In addition to the existing business of the company that will be invested. In addition to the existing business of the company that will be invested in, there is also synergy that arises from the use of shared resources in the internal work system and help increase the proportion of outbound call center services, especially selling or presenting products or services through the call center team. It is expected to help increase the income of the entire company group by at least 200 million baht and have a higher profit margin than the inbound call center service that is currently the main income of the company.</p> <p>3. <u>Expected impacts on the company in the event that the project cannot be completed successfully</u></p> <p>Companies must develop their own outbound call center business, which requires time and capital to develop personnel, systems, and most importantly, the customer base.</p>	THB 150 – 250 million	2023 - 2025

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
<p>4. Project implementation risks The home shopping business currently has competition from many channels, such as TV shopping, e-commerce platforms, social shopping. Having a clear customer base and having sales channels that reach customers It will help create an advantage for the company. In addition, the company also plans to invest in businesses related to investment services in order to expand with the business of Nestifly Company Limited, which is currently still under study. and will be concluded after the PFA share trading transaction is completed.</p>		
<p>3. To utilize as working capital in business operation of the Company.</p>	<p>The remaining proceeding from items 1 and 2</p>	<p>2023 - 2025</p>
Money received from capital increase OTO-W2		
<p>Used to increase flexibility in cost management of the company. Used as working capital and future business expansion plans</p>	<p>About 0 - 1,177 million baht is uncertain. It depends on the situation and the market price during the period when the right to convert can be exercised.</p>	

Remark

1. *In this regard, the use of such funds may be subject to change depending on the Company's current cash and liquid assets, operating results, cash flows, business plans, investment plans, other necessities and appropriateness. The Board is deemed appropriate taking into account the benefits for the Company and shareholders. However, in the event that the company changes the purpose*

of using the money. The company will comply with Section 19(4) of the Announcement TorJor. 28/2565.

2. *In the event that the Company uses the net proceeds from the capital increase for investment for the business expansion mentioned above, the Company will propose the relevant information of the businesses to the Board of Directors to consider the appropriateness for the best interest of the shareholders as a priority for consideration and the Company will comply with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition or Disposition of Assets B.E. 2547 (2004) and any relevant regulations relating to such investments in all aspects. In addition, if such investments fall to related transaction, the Company will comply with 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) dated November 19, 2003 (and the amendments).*
3. *Details of the objectives for issuing new ordinary shares and plans for the use of funds can consider more in the Information memorandum on the allotment of newly issued ordinary shares in One to One Contacts Public Company Limited through private placement (Enclosure 3)*

6. Benefits which the Company will receive from the capital increase/allotment

- 6.1 The Company can raise funds within a short period of time to utilize the proceeds to increase the Company's performance. The existing shareholders will benefit from the funds received by the Company from fundraising for future business expansion including use as working capital to enhance liquidity of the Company. The Company can proceed with the offering of shares to the private placement immediately after the Company approved by the Extraordinary General Meeting of Shareholders No. 1/2024.
- 6.2 An increase in capital will improve the Company's source of funds. This will also strengthen the capital structure and the financial position of the Company to be stronger as well as increase operational efficiency in the Company's existing business and invest in businesses that can be flexibly expanded from the Company's existing business. This will help the Company's operating results tend to be better in the future.

- 6.3 The Company will be able to immediately utilize this amount to invest in new potential business which will be positively affect the performance of the Company. The performance of the Company is expected to be better. The growth of the Company's revenue and performance both in the short term and long term.
- 6.4 The Company has been accepted by the investors who have stable status and financial status to invest in the Company by subscribing the newly issued ordinary shares issued to the private placement. It reflects that such investors have trust in the Company which will build trust to the existing shareholders of the success of the capital increase and good prospects of the Company.
- 6.5 When compared to capital increase by way of public offering (Public Offering) which takes quite a long duration to prepare and must obtain permission from the relevant authorities. The Company cannot manage time accurately. The issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Rights Offering) has limitations on the uncertainty of the amount of capital received. In addition, the Board of Directors considered that the issuance and offering of newly issued ordinary shares of the Company to a specific person (Private Placement) to a person with potential in finance have a stable financial position and is ready to pay the capital increase is an appropriate fund raising approach and consistent to the objectives of this capital increase, which will enable the Company to receive the required amount of funds in a short period to reduce the risk of funding that may arise from the current volatile economy.

7. Benefits which the shareholders will receive from the capital increase/share allotment

- 7.1 The issuance of newly issued ordinary shares will increase the Company's working capital for use in business operations business expansion, resulting in the Company's liquidity and strong financial position, as well as the ability to generate more income in the future. The plan for use of proceeds will generate certain income for the Company, reduce the impact from the volatility of the Company's current business. The Company will have more liquidity and business growth potential which will generate income and profits for the Company in the future. If the Company has good performance, shareholders will receive dividends of the Company according to the dividend payment policy.

7.2 Dividend Policy of the Company

The Company has a policy to pay dividends to the shareholders at the rate not less than 50 percent of net profit after deducting corporate income taxes excluding gain or loss from exchange rate that have not occurred yet. However, this depends on the investment plan and other relevant factors which the Board of

Directors may consider reviewing or amend the dividend payment policy from time to time in order to meet the company's future business growth plans, investment needs and other factors as deemed appropriate. In this regard, such dividend payment will not exceed the retained earnings shown in the Company's financial statements.

7.3 After Private Placement Investors have been allocated the newly issued ordinary shares and have been registered as shareholders of the Company, such Private Placement Investors will be entitled to receive the dividends when the Company declares dividends in the same manner as the Company's existing shareholders.

8. Other Details Necessity for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation

Please refer to the detail regarding the capital increase in the Information memorandum on the allotment of newly issued ordinary shares in One to One Contacts Public Company Limited through private placement (Enclosure 3).

9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase or allotment of new shares

No.	Procedures	Date/Month/Year
1	The Board of Directors' Meeting No. 19/2023	November 21, 2023
2	Record Date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2024	January 17, 2024
3	Date of The Extraordinary General Meeting of Shareholders No.1/2024	February 19, 2024
4	Registration of the registered capital increase with the Ministry of Commerce	Within 14 days from the date of the resolution of the Shareholders' Meeting
5	Offering for newly issued ordinary shares to a private placement	Within 3 months from the date of approval from the shareholders' meeting / within 12 months from the date on which the shareholders'

No.	Procedures	Date/Month/Year
		meeting resolves to approve the offering of shares. In the event that the shareholders clearly resolve after the expiration of the 3 month period. The Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.
6	Registration of the change of the paid-up capital with the Ministry of Commerce	Within 14 days from the date the Company received payment for newly issued ordinary shares
7	Filing an application form to accept the newly issued ordinary shares issued and offered to the private placement (Private Placement) as listed securities on the Stock Exchange of Thailand.	Within 30 days the closing date of the offering of newly issued ordinary shares
8	Record Date to determine the list of shareholders entitled to subscribe the OTO-W2	The Board will further determine

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Sincerely yours,

One to One Contacts Public Company Limited

Signed

(Mr. Chirayu Chueyam)

Authorized Director

-Company's seal affixed-

Signed

(Mr. Chaiwat Phithakraktham)

Authorized Director

Remark: Sign by the Authorized Director with the Company's seal affixed.

**Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of
One to One Contacts Public Company Limited to the Specific Persons through Private Placement**

The Board of Directors' Meeting No. 19/2023 of One to One Contacts Public Company Limited (the "Company") held on November 21, 2023 has passed the resolution to approve the issuance and allotment of the newly issued ordinary shares of the Company in the amount of 1,200,000,000 shares with a par value of THB 1.00 per share to offer to specific person by the way of private placement (Private Placement). This capital increase through private placement is a material case, given its potential impact on profit sharing (Earnings Per Share) and voting rights of shareholders (Control Dilution), accounting for a proportion of not less than 25 percent, considering the number of shares that have been paid prior to the date when the board of directors approved the resolution to propose to the shareholders' meeting. The offering price is at the offering price of THB 0.60 per share, which is the offering of the newly issued shares according to the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the "Notification No. TorJor. 28/2565"). Nonetheless, the Company has accumulated losses shown in the audited separate financial statements for the year ended December 31, 2022 and the reviewed separate quarterly financial statements of the Company ended September 30, 2023. Thus, the Company is able to determine the offering price of the Company's newly issued ordinary shares lower than the Company's par value. In this connection, the Company must comply with Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and must receive the approval from the Shareholders' meeting.

Therefore, the Company prepared the information regarding the allocation of the newly issued shares to the private placement investors which is important to the decision of the shareholders, with the following details:

1. Details of Offering of Newly Issued Ordinary Shares by way of Private Placement, Determination of Offering Price and Market Price

1.1 General Characteristic of the Transaction

Transaction Details	The Company will offer and allocate the newly issued shares in the amount of not exceeding 1,200,000,000 shares at par value of THB 1.00 per share to 6 persons (collectively referred to as the "Investors") by way of private placement (Private Placement) which specifically determined the price at THB 0.60 per share, not exceeding THB 720,000,000 in total.
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Date of Transaction	The Company expects to complete the share subscription process within March 2024	
The Share Issuer and Offeror	One to One Contacts Public Company Limited	
Person who has been allocated the Company's newly issued ordinary shares by way of private placement. (Private Placement)	Names of Investors to whom newly issues shares are allotted	Number of shares allotted
	1. Aqua Corporation Public Company Limited	466,666,667 shares
	2. Mr. Chularangsri Yugala	308,333,333 shares
	3. Mr. Khanist Srivajiraprabha	125,000,000 shares
	4. Mr. Patipol Prawangsuk	100,000,000 shares
	5. Mr. Adam Insawang	100,000,000 shares
	6. Miss Ratha Weerapong	100,000,000 shares

1.2 Price Determination and the appropriateness of the offering price

The Company will issue and offering the newly issued ordinary shares of the Company of not exceeding 1,200,000,000 shares with a par value of THB 1.00 per share by way of private placement at the offering price of THB 0.60 per share with the total value of not exceeding THB 720,000,000, which is not considered an offering of new shares at a price lower than 90 percent of the market price pursuant to the requirements of the Capital Market Supervisory Board No. TorJor. 28/2565. The "market price" is calculated based on the weighted average price of the Company's shares traded on the Stock Exchange of Thailand (the "SET") over a period of 15 consecutive business days prior to the date on which the Board of Directors' Meeting passes a resolution to propose the offering of new ordinary shares to the Investors to the shareholders' meeting for approval, which is a period between October 31, 2023 and November 20, 2023. The market price is THB 0.64 per share (Source: SETSMART from www.setsmart.com).

The board of directors therefore deems it appropriate to set the offering price at THB 0.60 per share, reflecting a discount of 6.37 percent from the market price. The proposed offering price is determined

through collaborative negotiations between Investors and the Company, taking into account the market price. The details of the calculation of the average share price are as follows:

Date	Volume (Shares)	Total Value (THB)	Average Price (THB/Share)
20 November 2023	1,636,800	971,174	0.59
17 November 2023	3,786,200	2,218,144	0.59
16 November 2023	3,767,600	2,154,525	0.57
15 November 2023	5,962,600	3,496,442	0.59
14 November 2023	4,463,300	2,542,117	0.57
13 November 2023	7,328,100	4,325,326	0.59
10 November 2023	2,146,900	1,360,348	0.63
9 November 2023	3,426,600	2,204,624	0.64
8 November 2023	2,707,800	1,797,995	0.66
7 November 2023	8,612,400	5,779,146	0.67
6 November 2023	10,803,600	7,415,785	0.69
3 November 2023	8,473,200	5,934,302	0.70
2 November 2023	7,144,200	4,826,374	0.68
1 November 2023	4,764,400	3,083,303	0.65
31 October 2023	6,555,800	4,166,735	0.64
The weighted average share price 15 business days prior to the board meeting resolution to propose the agenda for the shareholders' meeting.			0.64

Date	Volume (Shares)	Total Value (THB)	Average Price (THB/Share)
90 % of the weighted average share price 15 business days prior to the board meeting resolution to propose the agenda for the shareholders' meeting.			0.58

If the offering price of the newly issued ordinary shares offered by way of private placement is lower than 90 percent of the market price as per the criteria under Tor.Jor. 28/2565, such shares offered for sale are not subject to the Silent Period. Therefore, the Company is not obligated to prohibit investors who have received shares from the offering of shares to individuals within the specified limits in this round from selling all the shares acquired from the offering within the timeframe specified by the criteria set forth in the Securities and Exchange Commission's Announcement on Criteria, Conditions, and Procedures for Considering Applications for Registration of Ordinary Shares or Additional Shares Offering in the Securities Market, B.E. 2558, dated May 11, 2015 (including any amendments).

In this regard, since the Company has accumulated losses as shown in the financial statements for the specific business as of the end of the accounting period on December 31, 2022 (audited version) and the financial statements for the specific business as of the end of the accounting period on September 30, 2023 (reviewed version), the Company is therefore able to set the offering price of ordinary shares to increase the Company's capital, which will be offered for sale to investors in this round, at a price lower than the par value of the Company. The Company must comply with Section 52 of the Public Limited Company Act of 1992 (as amended), and approval must be obtained from the shareholders' meeting.

2. The allocation of the newly issued ordinary shares of the Company to the private placement and the list of the Investors

The Company scrutinized the investors on those who are interested to invest with the Company, be able to make a decision to invest in appropriate period, and those who can actually invest in the Company and can support business of the Company in accordance with the Company's goal. On which, the Company will be able to utilize the funds as working capital in the business operation and to support future business expansion of the Company. In considering of the allocation of newly issued shares by the way of private placement, the Company will take into account factors including reasonability and necessity, including the opportunity of the Company to utilize the funds for the Company's benefits in each utilization period.

3. Names and information of private placement persons who will be offered for sale and allotment of newly issued ordinary shares

Name	Amount allocated (Shares)	Offering Price (THB/share)	Total Consideration (THB)
1. Aqua Corporation Public Company Limited	466,666,667	0.60	280,000,000
2. Mr. Chularangsri Yugala	308,333,333	0.60	185,000,000
3. Mr. Kanis Srivajiraprapa	125,000,000	0.60	75,000,000
4. Mr. Patipol Prawangsuk	100,000,000	0.60	60,000,000
5. Mr. Adam Insawang	100,000,000	0.60	60,000,000
6. Miss Ratha Weerapong	100,000,000	0.60	60,000,000

List of the top 10 shareholders before increasing capital to a limited number of persons (information as of May 17, 2023)

Name	Number of shares	%
1. Mr. Boon-aeue Chitthanom	136,782,387	17.24
2. Mr. Nattapong Seetavorarat	98,450,000	12.41
3. Miss Kittiya Utokyota	34,778,300	4.38
4. Mr. Pinyo Rukapunmetee	33,023,200	4.16
5. Miss Kanokrat Wongraphairot	17,284,400	2.18

Name	Number of shares	%
6. Mr. Sathaporn Phothong	17,000,000	2.14
7. Mr. Apisit Honglawan	16,036,000	2.02
8. Mr. Virat Anurakputti	14,820,000	1.87
9. Mr. Khajonsit Thungsansern	13,200,000	1.66
10. Miss Chatchalai Weerasakumpai	12,900,000	1.63
Minority shareholders	398,962,222	50.30
Total	793,236,509	100.00

List of the first 10 shareholders after increasing capital to a limited number of persons

Name	Number of shares	%
1. Aqua Corporation Public Company Limited	466,666,667	23.41
2. Mr. Chularangsri Yugala	308,333,333	15.47
3. Mr. Boon-aeue Chitthanom	136,782,387	6.86
4. Mr. Kanis Srivajiraprapa	125,000,000	6.27
5. Mr. Patipol Prawangsuk	100,000,000	5.02
6. Mr. Adam Insawang	100,000,000	5.02
7. Miss Ratha Weerapong	100,000,000	5.02

Name	Number of shares	%
8. Mr. Nattapong Seetavorarat	98,450,000	4.94
9. Miss Kittiya Utokyota	34,778,300	1.74
10. Mr. Pinyo Rukapunmetee	33,023,200	1.66
Minority shareholders	490,202,622	24.59
Total	1,993,236,509	100.00

4. Type of Investors that will be received the offering of shares and relationship with such Investors

1. Aqua Corporation Public Company Limited			
Business Type	Investment Management in various business		
Address	R.S. TOWER, FLOOR 21, 121/68-69 RATCHADAPISEK ROAD, DIN DAENG Bangkok 10400		
List of Shareholders	1.	Mr. Pakorn Mongkoltada	17.37
	2.	Miss Aura-Orn Akrasanee	7.15
	3.	Miss Kanchanarath Wongphan	5.66
	4.	Mr. Khampol Viratepsuporn	5.38
	5.	Mr. Pakkawan Wongopasi	5.16
	6.	Eternal Energy Public Company Limited	5.07
	7.	Aqua Corporation Public Company Limited	3.38
	8.	News Network Corporation Company Limited	3.07

1. Aqua Corporation Public Company Limited			
	9.	Thai Nvdr Company Limited	2.17
	10.	Miss Arissa Singsom	1.90
List of Director	<ol style="list-style-type: none"> 1. Mr. Yuth Chinsupakul 2. Mr. Shine Bunnag 3. Mr. Chaipipat Kaewtrirat 4. Mr. Phonlasit Phumiwasana 5. Mr. Korchoke Saengtongaram 6. Mr. Apivut Thongkam 7. Mrs. Warangkana Kalayanapradit 8. Mr. Sutee Phongpaiboon 9. Miss Pranee Rattakam 10. Mr. Charlie Dithaluksana 11. Miss Mathaya Osathanond 		
Relationship with the Company	<p>After receiving the allocation of newly issued shares through private placement Aqua will have the status of a major shareholder in the Company, holding 466,666,667 shares, representing 23.41 percent of the issued and fully paid-up shares of the Company (after the capital increase from the offering of additional shares in this round). Additionally, following the allocation of new shares in this round, Aqua will nominate Mr. Suraphon Taveechoksubsin to hold the position of director in the Company. However, Aqua is not a legal entity with its major shareholder or control power being as an appointee to be a Company executive or someone with control power over the Company. Therefore, Aqua does not fall within the scope of connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) 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) (as amended) (the “Connected Transactions Notification”)</p>		

1. Aqua Corporation Public Company Limited		
Biography of the directors that Aqua will nominate to serve as directors of the company.	Finance Director	Mar.2023 - Present
	Aqua Corporation Public Company Limited	
	Financial officer	2022 - Mar.2023
	Central Finance	
	Finance Director	2020 - 2021
	Golden Triangle Coffee Co.,Ltd	
	Director of Financial Analysis	2019 - 2020
	Thai Military Bank Public Company Limited	

2. Mr. Chularangsri Yugala	
Address	1104/190 Pattanakarn Road, Suanluang Sub-District, Suanluang District, Bangkok
Work Experience	Public Relations Department, Haad Thip Public Company Limited Director, Like Insurance Broker Co., Ltd. Director, Bangkok Autumn Co., Ltd. Consultant of Sale and Marketing, Siam Winery Commercial Company Limited Director, Healing Zone Company Limited
Relationship with the Company	Has no relation with the Company and is not the connected person of the Company as prescribed Connected Transaction Notification Number of shares held in the Company (as of November 14, 2023 date): No shares held in the Company. Subsequent to the allocation of this newly issued shares by way of private placement, Mr. Chularangsri Yugala will hold 15.47 shares in the Company, representing 308,333,333 percent of the issued and fully paid-up shares of the Company after the capital increase by way of private placement in this round.

3. Mr. Kanis Srivajiraprapa	
Address	No. 115/36 Soi Prasert Manukitch 27, Prasert Manukitch Road, Jorakae Bua Sub-District, Ladprao District, Bangkok
Work Experience	Chairperson of the Board of Directors, Vice Chairman of the Board, Chairman Executive Officer, NEX POINT PUBLIC COMPANY LIMITED
Relationship with the Company	<p>Has no relation with the Company and is not the connected person of the Company as prescribed Connected Transaction Notification</p> <p>Number of shares held in the Company (as of November 14, 2023 date): No shares held in the Company.</p> <p>Subsequent to the allocation of this newly issued shares by way of private placement, Mr. Kanis Srivajiraprapa will hold 125,000,000 shares in the Company, representing 6.27 percent of the issued and fully paid-up shares of the Company after the capital increase by way of private placement in this round.</p>

4. Mr. Patipol Prawangsuk	
Occupation	Employee and investors
Address	No. 52/10 Pan Road, Silom Sub-district, Bang Rak District, Bangkok 10500
Work Experience	<p>Managing Director of Inno Hub Company Limited</p> <p>Managing Director of Phygital Space Development Company Limited</p>
Relationship with the Company	Has no relation with the Company and is not the connected person of the Company as prescribed Connected Transaction Notification

4. Mr. Patipol Prawangsuk	
	<p>Number of shares held in the Company (as of November 14, 2023 date): No shares held in the Company.</p> <p>Subsequent to the allocation of this newly issued shares by way of private placement, Mr. Patipol Prawangsuk will hold 100,000,000 shares in the Company, representing 5.02 percent of the issued and fully paid-up shares of the Company after the capital increase by way of private placement in this round.</p>

5. Mr. Adam Insawang	
Address	Number 9/2 Village No. 5, Nong Ya Sai Subdistrict, Nong Ya Sai District, Suphanburi Province 72240
Work Experience	Employees of Fresh Energy Fusion Company Limited engage in the business of producing and distributing electricity from renewable energy, renewable energy and all types of other energy and investors .
Relationship with the Company	<p>Has no relation with the Company and is not the connected person of the Company as prescribed Connected Transaction Notification</p> <p>Number of shares held in the Company (as of November 14, 2023 date): No shares held in the Company.</p> <p>Subsequent to the allocation of this newly issued shares by way of private placement, Mr. Adam Insawang will hold 5.02 shares in the Company, representing 100,000,000 percent of the issued and fully paid-up shares of the Company after the capital increase by way of private placement in this round.</p>

6. Miss Ratha Weerapong	
Address	No. 45/71 Soi Ari 4 (South), Phaya Thai Subdistrict/District, Bangkok 10400
Work Experience	Center organizer, Thai Life Insurance Public Co. Ltd., investors, restaurants 10 years experience
Relationship with the Company	Has no relation with the Company and is not the connected person of the Company as prescribed Connected Transaction Notification Number of shares held in the Company (as of November 14, 2023 date): No shares held in the Company. Subsequent to the allocation of this newly issued shares by way of private placement, Miss Ratha Weerapong will hold 100,000,000 shares in the Company, representing 5.02 percent of the issued and fully paid-up shares of the Company after the capital increase by way of private placement in this round.

In this regard, each Investor will not hold the shares that reaches or passes the trigger point requiring such Investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor.12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers. After this capital increase no Investors will take the position of director and/or executive of the Company. Also, the Investors do not have relationships or act in concert (Concert Party), or have any relationships to be construed as persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) that will impose a requirement to make a tender offer (Tender Offer) to purchase all securities of the Company subsequent to the allocation of the newly issued ordinary shares of the Company.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company will issue and allot new ordinary shares to the Investors and use the proceeds therefrom to utilize as working capital in business operation of the Company and to support future business expansion of the Company as detailed below:

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
<p>1. Invest in Peer For All Company Limited</p> <p>1. Characteristics of the project and progress of the project</p> <p>Nestify Company Limited is an operator of a business system or electronic network for peer-to-peer credit transactions or Peer-to-Peer Lending. Currently, the project is in the process of requesting approval from the Bank of Thailand to add or change major shareholders and directors or the person with management authority of the system or electronic network business operator for peer-to-peer lending transactions or Peer-to-Peer Lending.</p> <p>2. Opportunity that the project will generate income for the company. Nestify Company Limited is an operator of a business system or electronic network for peer-to-peer credit transactions or the first and only Peer-to-Peer Lending in Thailand that has been certified by the Bank of Thailand and the Ministry of Finance. The company sees an opportunity for growth in the Peer-to-Peer Lending business, which is expected to have a continuous growth trend and is in demand in the market. In addition, investing in PFA will be beneficial to the company in expanding the scope of the company's business to be more diverse to reduce the risk and to increase capacity and operating results for the company to expand investment into businesses with potential.</p>	250 – 350 million baht	2023 - 2024

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
<p>3. Expected impacts on the company in the event that the project cannot be completed successfully. The Company will not have income from the business of systems or electronic networks for peer-to-peer lending transactions or Peer-to-Peer Lending as additional income.</p> <p>4. Project implementation risks because it is a business that is in the process of starting its business. The project may have net profits and losses at the beginning. And there may be continued losses if the number of customers cannot be increased according to the target.</p>		
<p>2. Investing to expand the current business and/or related businesses.</p> <p>1. <u>Characteristics of the project</u> Currently, the company is studying to invest in the Home Shopping business using omni channel with a customer base and management system including distribution channels</p> <p>2. <u>Opportunity to generate income for the company</u> In addition to the existing business of the company that will be invested. In addition to the existing business of the company that will be invested in, there is also synergy that arises from the use of shared resources in the internal work system and help increase the proportion of outbound call center services, especially selling or presenting products or services through the</p>	150 – 250 million baht	2023 - 2024

Objectives and Plan for Use of Proceeds	Amount	Timeframe
<p>Money received from the PP capital increase</p>		
<p>call center team. It is expected to help increase the income of the entire company group by at least 200 million baht and have a higher profit margin than the inbound call center service that is currently the main income of the company.</p> <p><u>3. Expected impacts on the company in the event that the project cannot be completed successfully</u></p> <p>Companies must develop their own outbound call center business, which requires time and capital to develop personnel, systems, and most importantly, the customer base.</p> <p><u>4. Project implementation risks</u> The home shopping business currently has competition from many channels, such as TV shopping, e-commerce platforms, social shopping. Having a clear customer base and having sales channels that reach customers It will help create an advantage for the company. In addition, the company also plans to invest in businesses related to investment services in order to expand with the business of Nestify Company Limited, which is currently still under study. and will be concluded after the PFA share trading transaction is completed.</p>		
<p>3. Working Capital</p>	<p>The remaining proceeding from items 1 and 2</p>	<p>2023 - 2024</p>

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from capital increase OTO-W2		
Used to increase flexibility in cost management of the company. Used as working capital and future business expansion plans	About 0 - 1,177 million baht is uncertain. It depends on the situation and the market price during the period when the right to convert can be exercised.	

The plan for utilizing such received may be changed depending on the liquidity of the Company's cash and the asset in the present. The liquidity, cash flow, business plan, investment plan, necessity and others are as prescribed by the resolution of the Board of Directors with the awareness of the benefit of the Company, and the shareholders of the Company.

However, in the event of the Company utilizing proceeds received from the capital increase is to invest for the expansion of the Company's business as mentioned above. The Company will present the detail of such business in the resolution of the Board of Directors of the Company to consider the discretion and the benefit of the shareholders. The Company will comply with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition or Disposition of Assets B.E. 2547 (2004). Moreover, if such investment is classified as the Connected Transactions, the Company will act in accordance with the Connected Transactions Notification, and the related regulations of such Investment.

6. Effects of the offering of newly issued ordinary shares through private placement

6.1 Control Dilution

The issuance and offering of new ordinary shares through private placement, it will reduce the existing shareholders' voting rights by 60.20 percent which is calculated as follows:

$$= \frac{\text{Number of new shareholders' voting rights}}{\text{Total voting rights}}$$

$$\begin{aligned}
 & \frac{\text{Numbers of paid up shares} + \text{Number of new shareholders'} \\
 & \quad \text{voting rights}}{=} \\
 & \quad 1,200,000,000 \\
 & \frac{793,236,509 + 1,200,000,000}{=} \\
 & \quad 60.20 \text{ percent}
 \end{aligned}$$

6.2 Price Dilution

After the issuance and offering of newly issued ordinary shares through private placement, it will affect the price dilution of the Company's share to reduce by 3.83 percent, from the following calculation:

$$\begin{aligned}
 & = \frac{\text{Market price before the offering} - \text{Market price after the offering}}{\text{Market price before the offering}} \\
 & = \frac{0.64 - 0.62}{0.64} \\
 & = 3.83 \text{ percent}
 \end{aligned}$$

Market price before the offering:

Weighted average price of the Company's shares traded on the SET over a period of 15 consecutive business days prior to the date of the Board of Directors' Meeting (between October 31, 2023 and November 20, 2023) is equal to THB 0.64 per share.

Market price after the offering:

$$\begin{aligned}
 & \frac{(\text{Market price before the offering} \times \text{Number of paid up shares}) + \\
 & \quad (\text{The offering price} \times \text{Number of shares offered})}{=} \\
 & \quad \text{Number of paid-up shares} + \text{Number of shares offered} \\
 & = \frac{(0.64 \times 793,236,509) + (0.60 \times 1,200,000,000)}{=}
 \end{aligned}$$

793,236,509 + 1,200,000,000)

= THB 0.62 per share

7. to the shareholders compared to effects on their voting rights

Upon comparison of the benefits that the shareholders will receive from the issuance and offering of newly issued ordinary shares through private placement on this occasion, the Board of Directors opines that the benefits contributing to the shareholders from such offering of newly issued ordinary shares outweigh the effects on the shareholders as a result of diluted voting rights, since the Company will have more working capital, and will be able to operate the business and expand future investments, which shall cause the Company to have more liquidity and financial strength, as well as the capacity to generate more income in the future. In which, the plan for utilizing such funds will constantly and sustainably generate the income for the Company. As a result, it can reduce the impact from the volatility of the Company's current business and also results in the Company to having more liquidity and business growth potential. This will help build income and profits for the Company in the future. In which, in the event that operation results of the Company are turned out to be satisfied, the shareholders will receive dividends in accordance with the dividend payment policy.

In addition, investor number 1 (AQUA), a company listed on The Stock Exchange of Thailand and have readiness in funding and conduct a variety of businesses Both logistics businesses and restaurant business there may be opportunities for business cooperation that will help promote and support the company's core business. As for investors 2 - 6, they are businessmen and investors who are ready for capital. Have a variety of experiences which can help recommend potential projects that can be used to expand the current business and/or related businesses with the current business of the company.

8. Opinion of the Board of Directors

8.1 Rationale and necessity for capital increase

The Board of Directors has opined that this issuance and offering of newly issued shares to the Investors will increase the Company's working capital to be used in the business operation and to support future business expansion of the Company. This issuance and offering of newly issued shares will help the Company to be able to raise fund within a short period of time, which will cause the Company to have more financial stability and better operation result.

Nonetheless, if the Company fails to receive the funds from this capital increase, it will not have sufficient funds to get the opportunity to generate more profits from business expansion in the future.

For the above reasons, the Board of Directors has opined that it is necessary for the Company to increase the registered capital in order to use the funds as working capital in the business operation and use as additional source of funds, which will enhance the Company's financial position and fund structure to be strengthened, as well as increase the efficiency in the Company's business operation and allow the Company to invest in the business in addition to the current businesses with flexibility and will affect the Company in having better performance in the future.

8.2 Reasons and necessity of the issuance and offering of new shares by way of private placement

The Board of Directors has opined that the issuance and offering of the Company's new ordinary shares to the Investors on this occasion is the most efficient and reasonable fund-raising method given the current situation of the Company. It will also bring the utmost benefit to the Company because it will allow the Company to raise capital in a short period of time and reduce the burden of capital raise on the existing shareholders and obtain funds as required.

Furthermore, the capital increase through a private placement is a guaranteed way to raise fund in a timely manner which best serves the Company's capital needs as compared to other options such as public offering, borrowing money from financial institutions and other methods of raising capital which take longer execution time and do not guarantee the required amount of funding, thus affecting the operational plan and financial position of the Company. The Board of Directors has considered other methods of fundraising and rendered its opinions as follows:

- (A) **Public Offering (PO):** The Board of Directors is of the opinion that this method will take more time than the right offering and private placement methods and the Company may not be able to offer its shares as planned because it will take long preparation time and require approvals from the relevant authorities, making the Company unable to control the process schedule.
- (B) **Issuing debt instruments or applying for loans:** The Board of Directors has opined that this method is not appropriate at this time because the process of applying for loans from financial institutions will take long time, which does not meet the Company's urgent capital needs. Therefore, issuing debt instruments is very unlikely and not suitable for the Company's capital needs at present.

- (C) **Rights Offering (RO):** The Board of Directors is of the view that there is uncertainty about the amount of capital to be raised through this method due to fluctuation in SET and changing economic and political situations, both domestic and international, which may cause significant drop in the value of the Company's shares, resulting in the Company being unable to raise the amount of capital as required.

For the reasons stated above, the Board of Directors viewed that it is necessary for the Company to increase capital through private placement, so that the Company can use the proceeds therefrom to finance its working capital to increase liquidity, to support the Company's operations in both at present and in the future.

8.3 Feasibility of the proceeds utilization plan and sufficiency of funding source

The Company is in the process of studying and seeking suitable investment opportunities to support the Company's business expansion in the future. Having considered the reasonableness of the plan to use the proceeds from capital increase and the sufficiency of funding source, the Board of Directors has opined that the plan for using proceeds from the capital raise is reasonable and will benefit the Company and its shareholders in the future. This capital increase will enable the Company to raise funds in a short period of time and reduce the burden of capital increase on the existing shareholders. The existing shareholders will benefit from the proceeds received from the capital raise as it will be used for business expansion and financing working capital to improve the Company's liquidity. The Board of Directors expects to complete the process of issuing and offering new shares to the Investors and receiving proceeds therefrom within the timeframe prescribed in the Notification No. TorJor. 28/2565 and as approved by the shareholders' meeting.

8.4 Expected impact on business operations, financial position and business performance of the Company due to the capital increase

The Board of Directors has considered and opined that this transaction shall improve the income generating opportunities, the Company's liquidity and support the Company's business operations at present and business expansion in the future. Moreover, the proceeds from the capital increase will be used to finance working capital and strengthen the Company's financial structure and keep the Debt-to-Equity ratio stable in the long run. It will increase financial flexibility in the Company's business operations and serve as a funding source to finance working capital to support the Company's operations. This

transaction will not adversely affect the business operations, financial position, and operating results of the Company.

As of 31 December 2023	Prior to Private Placement	*Estimate effect after Private Placement
asset	1,295.31 Million Baht	2,015.31 Million Baht
debt	82.41 Million Baht	82.41 Million Baht
equity	1,212.90 Million Baht	1,932.90 Million Baht
Paid-up registered capital	793.24 Million shares	1,993.24 Million shares
D/E Ratio	0.07 times	0.04 times

8.5 Reasonableness of the offering price and the offering price determination method

The Company has determined the offering price through a mutual negotiation between the Company and the Investors, which is calculated based on the weighted average price of the Company's shares traded on the SET over a period of 15 consecutive business days prior to the date of the Board of Directors' Meeting, between October 31, 2023 to November 20, 2023, of which the market price equals to THB 0.64 per share. The offering price as stated above is therefore not a price lower than 90 percent of the market price pursuant to the Notification No. TorJor. 28/2565. Also, the Company has hired financial advisor to prepare financial projection in order to calculate a fair price of the Company's share. Having considered the reasons, necessity and benefits of the issuance and allocation of newly issued ordinary shares to the Investor as mentioned above, the Board of Directors resolved to approve the issuance and allocation of newly issued ordinary shares to the Investors with an opinion that the allocation conditions and offering price of the newly issued ordinary shares are reasonable and will contribute to the best interests to the shareholders whilst allowing the Company to raise the required capital within a limited timeframe.

9. Representations of the Board of Directors

In the event where any director of the Company fails to perform his/her duties as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, and such non-performance, by act or omission, causes damage to the Company, the shareholders may claim damages

from such director on behalf of the Company, pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In addition, should such non-performance, by act or omission, of director's duties as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, causes any director, executive or related persons to derive any undue gains, one or more shareholders holding not less than 5 percent of all of the voting rights of the Company may, on behalf of the Company, exercise the right to bring an action against such director for disgorgement of benefits, pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

The Board of Directors also certifies that it has carefully considered and verified information of the Investors and is of the opinion that the allotment of newly issued shares to the Investors is justifiable.

10. **Opinion of the Audit Committee and/or the Director which is different from the Board of Directors' Opinion**

The opinion of the Audit Committee is in line with that of the Company's Board of Directors.

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Sincerely yours,

One to One Contacts Public Company Limited

Signed

(Mr. Chirayu Chueyam)

Authorized Director

-Company's seal affixed-

Signed

(Mr. Chaiwat Phithakraktham)

Authorized Director