



## AQUA CORPORATION

บริษัท อควา คอร์ปอเรชั่น จำกัด (มหาชน)  
(ทะเบียนเลขที่ 0107547000397)

(Translation)

No. AQUA-068]/SET-019/23

22 November 2023

Subject: Acquisition of newly issued ordinary shares and warrants to purchase ordinary shares of One to One Contacts Public Company Limited

To: The President  
The Stock Exchange of Thailand

Aqua Corporation Public Company Limited (the “**Company**”) would like to disclose a key resolution of the Board of Directors’ Meeting No. 13/2023 held on 21 November 2023 to the Stock Exchange of Thailand (the “**SET**”) whereby the meeting resolved to approve the purchase of up to 466,666,667 newly issued ordinary shares in One to One Contacts Public Company Limited (“**OTO**”) (the “**PP Shares**”) and the acquisition of up to 212,121,212 units of the warrants to purchase ordinary shares of OTO No. 2 (“**OTO-W2**”) whereas the ordinary shares the Company will receive from this transaction in case of a full exercise of the warrants to purchase ordinary shares of OTO No. 1 (“**OTO-W1**”) and OTO-W2 will be equivalent to 23.04 percent (i.e. 15.84 percent for the PP Shares and 7.20 percent for the ordinary shares the Company will receive from the exercise of OTO-W2) of the total registered capital of OTO after the capital increase to THB 2,946,016,585 and the Company will pay consideration in cash of up to THB 280,000,000 or up to THB 0.60 per share to OTO for the PP Shares and if the Company exercises its rights under OTO-W2 at the exercise price of THB 1.30 per share, the Company must pay such exercise price to OTO in the amount of up to THB 275,757,576; therefore, the total value of such consideration will be up to THB 555,757,576 (the “**OTO Transaction**”).

The OTO Transaction constitutes an acquisition of assets 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 the OTO Transaction calculated based on the reviewed consolidated financial statements of the Company and OTO for the nine months ended 30 September 2023 according to the total value of consideration criterion, which gives the highest transaction value, is equivalent to 6.34 percent, and the aggregated size of the Company’s other acquisitions of assets within the past six months as detailed in the table appended below and the OTO Transaction calculated based on the total value of consideration criterion, which gives the highest transaction value, is equivalent to 10.02 percent. Since the transaction size is less than 15 percent, the Company is, therefore, not required to disclose the information on such transaction to the SET under the Acquisition or Disposal Notifications.

Date	Transaction	Transaction Size (Percent)			
		NTA Value Criterion	Net Profit Criterion	Total Value of Consideration Criterion	Value of Equity Shares Criterion
22 Jun 23	Investment in At Ease Property Company Limited	3.69	N/A	2.26	N/A
6 Jul 23	Investment in Nomimashou Company Limited	0.04	N/A	1.29	N/A
26 Oct 23	Investment in Thai Parcels Company Limited	0.21	0.28	0.14	N/A



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Moreover, the OTO 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 OTO is not a connected person of the Company.

Please be informed accordingly.

Sincerely yours,  
Aqua Corporation Public Company Limited

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(Mr. Chaipipat Kaewtrirat)  
Managing Director