

INVITATION TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS NO. 1/2021

MONDAY, SEPTEMBER 20, 2021 AT 11:00 A.M.
THROUGH ELECTRONIC MEDIA (E-EGM)

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OTO 065/2021

September 3, 2021

Subject: Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2021

To: Shareholders of One to One Contacts Public Company Limited

Enclosure:

1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders
2. Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No. 1 (OTO-W1)
3. Capital Increase Form (F53-4)
4. Information Memorandum on the Issuance, Offering and Allocation of Newly Issued Ordinary Shares of One to One Contacts Public Company Limited
5. Company's Articles of Association relating to the Shareholders Meeting
6. Proxy Form
7. Information of Independent Directors who may be appointed as proxy in the Extraordinary General Meeting of Shareholders No. 1/2021
8. Electronic Conference Registration Form (E-EGM)
9. Guideline to attend the electronic meeting (E-EGM)

The Board of Directors of One to One Contacts Public Company Limited (the “**Company**”) has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2021 on September 20, 2021 at 11.00 hr. through electronic media (E-EGM) according to Emergency Decree on Electronic Meetings B.E. 2563 (2020) broadcasting from the meeting room, 12th Floor, Software Park Building, 99/23 moo 4, Chaengwattana Road, Klong Gluar, Pak-Kred, Nonthaburi, with the following agendas:

Agenda 1 **To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders which was held on April 28, 2021**

Rationale The 2021 Annual General Meeting of Shareholders was held on April 28, 2021. The minutes of the meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days after the meeting date according to the requirement of the laws as well as posted on the Company's website at www.onetoonecontacts.com since May 7, 2021 the detail is shown in Enclosure 1. In addition, the Company allows shareholders to submit questions or an objection on the minutes of the meeting. There were no objections from shareholders.

The Board's Opinion The Board of Directors considered that the minutes of the 2021 Annual General Meeting of Shareholders were correctly recorded. The Shareholders should acknowledge the minutes of the 2021 Annual General Meeting of Shareholders.

Voting This agenda is for acknowledgement, therefore, there is no vote casting.

Agenda 2 **To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company No. 1 (the “OTO-W1 Warrants”) to allocate to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering)**

Rationale The Board of Directors approved to propose that the shareholders' meeting to consider approving the issuance and allocation of warrants to purchase the Company's ordinary shares No. 1 (the “OTO-W1 Warrants”) in the amount of not exceeding 280,000,000 units (free of charge) to allocate to the existing shareholders proportionate to their respective shareholding (Rights Offering) at the allocation ratio of 2 existing ordinary shares to 1 unit of the OTO-W1 Warrants. The OTO-W1 Warrants shall have the term of 3 years from the issuance date of the OTO-W1 Warrants with the exercise ratio of 1 unit of the OTO-W1 Warrants having the right to purchase 1 ordinary share of the Company and the exercise price is THB 3 (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers and Holders of the OTO-W1 Warrants)(any fraction resulting from the calculation to issuance and allocate the OTO-W1 Warrants shall be discarded). The conditions and details of the OTO-W1 Warrants are set out in Attachment 1 (Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No. 1 (OTO-W1)). The Board of Directors shall schedule the date to determine shareholders who are entitled to be allocated the OTO-W1 Warrants and shall inform accordingly.

In this regard, in order to provide the terms and conditions of the OTO-W1 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-W1 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-W1 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-W1 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-W1 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 the “SET), governmental agencies or relevant authorities in relation to the issuance and allocation of the OTO-W1 Warrants and the listing of the OTO-W1 Warrants and the newly issued ordinary shares from the exercise of the OTO-W1 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-W1 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the OTO-W1 Warrants on this occasion.

The Board's Opinion The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the issuance and allocation of the OTO-W1 Warrants in an amount of not exceeding 280,000,000 units (free of charge) to be allocated to existing shareholders of the Company proportionate to their respective shareholding (Rights Offering) according to the details mentioned above.

Voting This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 3 **To consider and approve the increase of the Company's registered capital in the amount of THB 560,000,000 from the original registered capital of THB 280,000,000 to the registered capital of THB 840,000,000 by issuing 560,000,000 new ordinary shares with a par value of THB 1 per share and approve the amendment of the Memorandum of Association Clause 4 of the Company to in accordance with the Company's registered capital increase**

Rationale The Board of Directors approved to propose that the shareholders' meeting to consider approving the increase of the registered capital of the Company in the amount of THB 560,000,000 from the original registered capital of THB 280,000,000 to the registered capital of THB 840,000,000 by issuing new ordinary 560,000,000 shares at a par value of THB 1 and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital of the Company. The details are as follows:

Article 4.	Registered capital of	THB 840,000,000	(Seven hundred million Baht)
	divide into	840,000,000 shares	(Seven hundred million shares)
	With a par value of	THB 1.00	(One Baht)
	Categorized into		
	Ordinary shares	840,000,000 shares	(Seven hundred million shares)
	Preference shares	-none-	-

In this regard, the Board of Directors' meeting therefore proposed to the Shareholders' meeting to consider and approve the authorization by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer has the power to register the capital increase and the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce ("DBD-MOC") to take any necessary action to comply with the registrar's order(s) to complete the registration process.

The Board's Opinion The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the increase of registered capital of the Company in the amount of THB 560,000,000 from the original registered capital of THB 280,000,000 to the registered capital of THB 840,000,000 by issuing 560,000,000 new ordinary shares with a par value of THB 1 per share and approve the amendment of the Memorandum of Association Clause 4 of the Company to in accordance with the Company's registered capital increase according to the details mentioned above.

Voting This agenda item requires not less than three-fourths of the votes of the shareholders present at the meeting and entitled to vote.

Agenda 4 **To consider and approve the allocation of newly issued ordinary 560,000,000 shares with a par value of THB 1 for (1) offering to shareholders according to their shareholding proportion (Right Offering) and (2) supporting the exercise of OTO-W1 Warrants**

Rationale The Board of Directors approved to propose that the shareholders' meeting to consider approving the allocation of newly issued ordinary shares as follows;

- 1) Allocation of the newly ordinary shares of not exceeding 280,000,000 shares at the par value of THB 1.00 per share to be offered to the existing shareholders of the Company in proportion to the number of shares held by each individual (Rights Offering) at the ratio of 1 existing shares per 1 new share. The offering price is at THB 1. Any fractions resulting from the allocation of right offering shall be discarded. The date for determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date) is September 29, 2021. Nevertheless, the determination of the allocation and offering of the newly issued shares is uncertain until the approval of Shareholders' meeting has been granted.

In the allocation of newly issued ordinary shares to the existing shareholders of the Company to the proportion of shareholding (Rights Offering). In the event that, there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for in excess of the rights according to proportion of shareholding at the same price as the shares allotted according to their rights (Oversubscription). The details are as follows;

- (a) In case, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round, more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares and pay all subscription fees for such oversubscription shares;
- (b) In the case that, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round is less than the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares according to the following steps;
 - (1) To allocate according to the proportion of existing shareholders of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
 - (2) In the event that there are still shares remaining after the allocation under Clause (b) (1), the allocation shall be made to each subscriber of oversubscription share and has not been fully allocated by multiplying the existing shareholding of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription

shares is allocated. Any fractions resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder. In this regard, the allocation of oversubscription shares to each subscriber of oversubscription shares shall repeat the procedures under this Clause until there are no shares left from the allocation.

In this regard, the allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares in the following manner;

- (a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including any amendments) ("**Notification TorJor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or
- (b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In addition, if there are still shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) and the allocation to shareholders who subscribe for the oversubscription shares, the Company shall proceed with the reduction of the Company's registered capital by removing the ordinary shares left after such allocation.

- 2) Allocation of the newly ordinary shares of not exceeding 280,000,000 shares at the par value of THB 1.00 per share to accommodate the exercise of the OTO-W1 Warrants to be issued and offered to the existing shareholders proportionate to their shareholding at the allocation ratio of 2 existing ordinary shares to 1 unit of the OTO-W1 Warrants free of charge. The Board of Directors shall schedule the date to determine shareholders who are entitled to be allocated the OTO-W1 Warrants and shall inform accordingly.

In this regard, it resolved to propose the Shareholders' meeting to consider and approve the authorization by 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 is authorized to determine, amend and revise conditions and details in connection with the allocation of the newly-issued shares, as well as to take any action as deemed necessary and appropriate in connection with the allocation of newly-issued shares, including, but not limited to, providing information and filing documents with the SEC Office, the SET, Thailand Securities Depository Co., Ltd., the DBD-MOC or other competent authorities, including listing newly-issued shares as listed securities on the Market for Alternative Investment.

The detail of the newly issued shares allocation is set out in **Enclosure 3** (Capital Increase Form (F53-4) and **Enclosure 4** (Information Memorandum for Allocation of Newly Ordinary Shares Issued of One to One Contracts Public Limited Company)

The Board's Opinion The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the allocation of newly ordinary shares issued to (1) offering to shareholders according to their shareholding proportion (Right Offering) and (2) supporting the exercise of OTO-W1 Warrants according to the details mentioned above.

Voting This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 5 **To consider and approve the Company to proceed the substantial matters which are different from those stated by 1. Mr. Suthipot Ariyasuthivong 2. Boonaue Chitthanom 3. Mr. Nattapong Sitaworarat 4. Mr. Wirat Anuraputti 5. Mr. Nopporn Achavakulthep and 6. Miss Kanokrat Wongpraphairot (collectively referred to as the "Tender Offerors") in the Tender Offer documents regarding the plan to sell shares of the business**

Rationale The Board of Directors approved to propose that the shareholders' meeting to consider approving the Company to proceed the substantial matters which are different from those stated by 1. Mr. Suthipot Ariyasuthivong 2. Boonaue Chitthanom 3. Mr. Nattapong Sitaworarat 4. Mr. Wirat Anuraputti 5. Mr. Nopporn Achavakulthep and 6. Miss Kanokrat Wongpraphairot (collectively referred to as the "**Tender Offerors**") in the Tender Offer documents regarding the plan to sell shares of the business. Due to the Company's plan to increase its capital by issuing and offering newly issued shares to the existing shareholders proportionate to their shareholding, the Tender Offerors have considered that in the case the Tender Offerors have to maintain the shareholding proportion of not less than 50 percent of the total issued and sold shares of the Company will cause the Tender Offerors to have a burden to subscribe for a large number of shares and spend a lot of money which may affect a financial liquidity of the Tender Offerors. In addition, if the Tender Offerors do not subscribe for the newly issued shares, the shareholding proportion of the Tender Offerors could be reduced. Therefore, the Tender Offerors wish to change the plan to sell shares of the business under Tender Offer document as follows:

Original:

Plan to sell shares of the Company

At present, the Tender Offerors have no plans to sell or transfer any significant number of shares that have been bought back. There will also be no short-term trading for profit of the mentioned shares, at least for 12 months as of the end date of the tender offer period except in the case where the Tender Offerors have to do so in order for the business to qualify for the distribution of minority shares in accordance with the criteria for maintaining the status of a listed company or the Tender Offerors are obliged to comply with the laws and regulations at the moment. However, the Tender Offerors may sell or transfer the Company's ordinary shares being acquired prior to and after the tender offer to other persons by reducing the holding of securities in the following cases:

- Transfer of shares to persons under Section 258 of the Securities and Exchange Act B.E. 2535 or related persons and juristic persons, such as wives and minor children to suit in arranging the internal shareholding structure of the Tender Offeror; or
- Sales to business partners or other investors interested in the business such as Strategic Shareholder or Venture Capital or funds or investors who are interested in investing in the business, etc.

Nevertheless, If the aforementioned shares are sold, **the Tender Offerors may hold the Company's ordinary shares in the aggregate of not less than 50 percent of the total issued and sold shares**

with voting rights of the Business. (No less than 50 shares include the number of shares of the Tender Offerors and persons acting together with the Tender Offerors and persons under Section 258) without affecting the business control and will notify the sale of ordinary shares to comply with the regulations, rules and/or regulations of the SEC and/or the SET.

Amendment:

Plan to sell shares of the Company

At present, the Offerors have no plans to sell or transfer any significant number of shares that have been bought back. There will also be no short-term trading for profit of the mentioned shares, at least for 12 months as of the end date of the tender offer period except in the case where the Tender Offerors have to do so in order for the business to qualify for the distribution of minority shares in accordance with the criteria for maintaining the status of a listed company or the Tender Offerors are obliged to comply with the laws and regulations at the moment. However, the Tender Offerors may sell or transfer the Company's ordinary shares being acquired prior to and after the tender offer to other persons by reducing the holding of securities in the following cases:

- Transfer of shares to persons under Section 258 of the Securities and Exchange Act B.E. 2535 or related persons and juristic persons, such as wives and minor children to suit in arranging the internal shareholding structure of the Offeror; or
- Sales to business partners or other investors interested in the business such as Strategic Shareholder or Venture Capital or funds or investors who are interested in investing in the business, etc.

Nevertheless, If the aforementioned shares are sold, **the Tender Offerors may hold the Company's ordinary shares in the aggregate of less than 50 percent of the total issued and sold shares with voting rights of the Business. (less than 50 shares include the number of shares of the Tender Offerors and persons acting together with the Tender Offerors and persons under Section 258)** without affecting the business control and will notify the sale of ordinary shares to comply with the regulations, rules and/or regulations of the SEC and/or the SET.

The Board's Opinion The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the proceeding in the substantial matters which are different from those stated by Tender Offerors in the Tender Offer documents regarding the plan to sell shares of the business. In this regard, the Board of Directors deemed that such proceeding shall not affect any Company's business operation.

Voting This agenda item requires not less than three-fourths of the votes of the shareholders present at the meeting and entitled to vote, excluding the vote from interested shareholders which are Mr. Suthipot Ariyasuthivong, Boonaue Chitthanom, Mr. Nattapong Sitaworarat, Mr. Wirat Anuraputti, Mr. Nopporn Achavakulthep, and Miss Kanokrat Wongraphairot.

Agenda 6 **To consider and approve the change in the use of proceeds derived from the offering of newly issued shares under Initial Public Offering (IPO);**

Rationale In compliance with the Capital Market Supervisory Board Announcement No. Torjor 39/2559, Re: The permission and request for permission of the offering newly issued shares article no. 38 (6) (A). Changing of funds using objectives from the original permission or the offering newly issued shares form and prospectus has to get the approval from shareholders' meeting not less than three-fourths

(3/4) of shareholders attending the meeting and having voting rights, with no objection by shareholders holding shares in aggregate of more than 10 percent of the total number of shareholders attending the meeting and having voting rights. Likewise, in compliance with the Capital Market Supervisory Board Announcement No. Torjor 71/2561, Re: The report on the shareholders' meeting notice of the company that has changed the purpose of use of funds according to the offering newly issued shares form and the prospectus.

The Board of Directors approved to propose that the shareholders' meeting to consider approving the change in the use of proceeds derived from the offering of newly issued shares under Initial Public Offering (IPO) which constitutes a change in the obligations provided in the offering newly issued shares form and the prospectus as the following details:

Original: The use of proceed as specified in the prospectus is as follows:

(Unit: Million Baht)

The Use of Proceed (as mentioned Prospectus)	Approximately amount	Outstanding Balance
1. Business Expansion Domestically and Internationally	178.00	148.29
2. Working Capital	191.00	-
Total	369.70	148.29

Amendment: The use of proceed shall be revised as follows:

(Unit: Million Baht)

The Use of Proceed	Approximately amount	Outstanding Balance
1. Business Expansion Domestically and Internationally	178.00	-
2. Working Capital	191.00	-
3. Business expansion in the new potential business and/or to use as working capital in the business	-	148.29
Total	369.70	148.29

Remark: (1) The proposed timeline to utilize the proceeds for business expansion in the new potential business and/or as working capital in the business is within 6 months from the date that the approval from the Shareholders' meeting is granted.

(2) During the Company has not yet utilized the proceeds as specified, the Company has the policy to take advantage of the existing high-quality liquid assets by managing to invest in securities, equities, and/or debt instruments and/or invest in businesses with preferable returns than fixed deposits at banks depending on the returns and risks as the Company deems appropriate. In this regard, the investment committee set the investment policy as follows:

- 1) The investment in private fund consist of the following investment proportion

	Investment Proportion	
Types of invested assets	The shares of listed Company in SET 100	The shares of listed Company in SET + MAI
Expected returns	9% - 13% per year	11% - 16% per year
Acceptable Risks if cut losses	10%	20%
Investment ratio (not exceeding THB 100 million)	Invest outside SET 100 up to 70%	

- 2) The Investments in securities consist of the following investment ratios:

	Investment Proportion	
Types of invested assets	The shares of listed Company in SET 100	The shares of listed Company in SET 100
Expected returns	7% - 15%	10% - 20%
Acceptable Risks if cut losses	20%	20%

- 3) The investments in fixed deposits and/or government bonds and/or debentures with ratings not less than BBB+ and/or other debt instruments which has been approved by the Investment Committee.

The Investment Committee has proposed the aforementioned investment policy to the Board of Directors consideration and has been approved from the Board of Directors No. 3/2021 on February 10, 2021. The investment policy has been revised, which was approved by the resolutions of the Board of Directors' Meeting No. 8/2021 on June 11, 2021.

Reason and necessity: As the Company wishes to extend its business scope to other businesses which have competitive potential to increase the Company's chances of generating the better performance. The Company is currently studying the feasibility of the new business and the financial valuation of the new business including but not limited to the business of silkscreen production business, name plate, label stickers and/or any other business that may have the potential to increase the Company's performance which is in according with (a) the Company's current investment policy which invests in businesses with high growth prospects and have a certain income and the risk level that is appropriate for the return on investment, and (b) the Company's current business plan. The Board of Directors and the executives of the Company will consider and study the feasibility in making investments carefully. The approval process of such transaction shall be in accordance 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 (including its amendment) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) (including its

amendment) in order for the Company to acquire businesses with the potential to increase its performance, subject to the appropriate risks which will benefit the Company and its shareholders.

The Company has a plan to use the proceed in business expansion in the new potential business and/or to use as working capital in the business within 6 months from the date that the approval from the Shareholders' meeting is granted. The Company expects that the outstanding balance from use of proceeds derived from the offering of newly issued shares under Initial Public Offering (IPO) in the amount of THB 148.29 million is sufficient to expand the investment in the new potential business and/or to use as working capital in the business. Nevertheless, in the event that the amount is insufficient to do so, the Company will consider the proceeds from the capital increase for offer to shareholders proportionate to their shareholding structure as stated above and the proceeds from the exercise of the above the OTO-W1 Warrants for further development of the growth potential of the business.

The Company expects that the change of the use of proceeds would neither impact to the Company's operation nor any estimation disclosed in the filing. This will result in the Company being able to continue its business operations in order to obtain revenue and pass it on to shareholders in the form of dividends in accordance with the dividend policy.

The Board's Opinion The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the utilizing the proceeds from the initial public offering (IPO) to expand the investments in such potential new businesses which is not specified in the offering newly issued shares form and the prospectus which constitutes a change in the obligations provided in the offering newly issued shares form and the prospectus.

Voting This agenda item requires not less than three-fourths of the votes of the shareholders present at the meeting and entitled to vote, with no objection by shareholders holding shares in aggregate of more than 10 percent of the total number of shareholders' attending the meeting and having voting rights.

Agenda 7 To consider and approve the addition of the Company's objectives and approve the amendment of Clause 3 of the Memorandum of Association to comply with the change of the Company's objectives

Rationale The Board of Directors approved to propose that the shareholders' meeting to consider approving the addition of the Company's objectives and approve the amendment of Clause 3 of the Memorandum of Association to comply with the change of the Company's objectives by adding 2 objectives i.e. clause 41 and 42 as follows:

Clause 41 Operating in the business of importing, exporting, distributing, and dealer rental agent, distributing of computer equipment, system equipment and software-related assets to support E-commerce, including providing the service to develop the software, platform, and application to support business transaction through E-Commerce. Providing services of consulting, software design, software implementation, software analysis, software research, software development, software improvement, software installation, software testing, software evaluation, management, monitoring performance and quality of work, importing and moving data, maintenance and consulting services on all information related to technology systems, types of telecommunication networks, and computer systems.

Clause 42 To carry on the business of being an agent or a broker in providing services, create an official account services, send information, short messages (SMS), pictures, videos, multimedia, advertising, public relations marketing, promotion service connection channel to exchange data between software (Application Programming Interface) platform to connect device through applications, websites and radio communication systems including the rental and sale of radio transmission equipment.

In this regard, the Board of Directors' meeting therefore proposed to the Shareholders' meeting to consider and approve the authorization by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer has the power to register the change of the Company's objectives and the amendment of the Memorandum of Association at the DBD-MOC 1 and to take any necessary action to comply with the registrar's order(s) to complete the registration process.

The Board's Opinion The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the addition of the Company's objectives and approve the amendment of Clause 3 of the Memorandum of Association to comply with the change of the Company's objectives including approve authorizing the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer as detailed above.

Voting This agenda item requires not less than three-fourths of the votes of the shareholders present at the meeting and entitled to vote.

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

The Company has schedule August 25, 2021 to determine the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders. No. 1/2021. In case shareholders would like to submit any questions or comments in advance of the Meeting, shareholders can send the questions or comments thru the Company's website at www.onetoonecontacts.com under "Investor Relations" in subject of "Shareholder's Information" and item "Proposal question and additional agenda of Extraordinary General Meeting of Shareholders. No. 1/2021" or via e-mail: CorporateSecretary@otocontacts.com.

The shareholder is invited to attend the s Extraordinary General Meeting of Shareholders. No. 1/2021 in form of electronic meeting (E-EGM) on the date and at the time as indicated on the first page of this Notice. The registration login for the meeting shall be opened from 09.00 a.m.

The shareholder or proxy, in case any shareholder wishes to grant proxy to other person to attend the meeting and vote on your behalf, shall upload identification document and other supporting documents in compliance in accordance with **Enclosure 8** to CorporateSecretary@otocontacts.com within September 17, 2021.

If the shareholders are inconvenienced by attending the meeting via electronic media (E-EGM), the Company's independent directors can be appointed in accordance with Enclosure 7 to attend the meeting instead. More details can be found in the rules and procedures for attending the Extraordinary General Meeting of Shareholders. No. 1/2021 via electronic media (E-EGM) in accordance with **Enclosure 9** and on the Company's website www.onetoonecontacts.com

Yours sincerely,



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

(Translation)
Minutes of the 2021 Annual General Meeting of Shareholders
One To One Contacts Public Company Limited

Date, Time and Venue Held on April 28, 2021 at 10.00 a.m., via Electronic Meeting, it was conducted to strictly comply with Electronic Meeting related laws and regulations. The Meeting broadcasted a meeting from Cosmos Room, 4th Floor, Best Western Plus Wanda Grand Hotel, 111 M.4 Chaengwattana Road, Klongklua, Pakkred, Nonthaburi, Thailand 11120. There were directors, managements and auditors attending via Electronic Meeting as follows:

Directors Present

- | | |
|---------------------------------|--|
| 1. Dr. Pakorn Apaphant | Chairman of the Board of Directors, Independent Director, Chairman of Audit Committee, Chairman of the Nominating and Compensation Committee and Nominating and Compensation Committee Member |
| 2. Mr. Kanawuthi Wattanadhirach | Director, Co-Chairman of Executive Committee, Chairman of Risk Management Committee, Chairman of Investment Committee, Nominating and Compensation Committee Member and Co-Chief Executive Officer |
| 3. Ms. Kittika Chatchaval | Independent Director, Chairman of the Corporate Governance Committee, Audit Committee member and Nominating and Compensation Committee Member |
| 4. Mr. Piyapoj Ruthirago | Independent Director and Audit Committee Member |
| 5. Mr. Yuthaveera Achawangkul | Independent Director, Audit Committee Member and Nominating and Compensation Committee Member |
| 6. Mr. Priyong Teerasathain | Independent Director |
| 7. Dr. Sarayut Rueangsuwan | Director |
| 8. Mr. Panom Ratanarat | Director |
| 9. Mr. Chaiwat Phithakraktham | Director, Executive Committee Member, Risk Management Committee Member and Investment Committee Member |

There were 9 directors of the total 9 directors, participated in the Meeting, equivalent to 100 percent of the total number of directors.

Managements

- | | |
|---------------------------|-----------------------------|
| 1. Ms. Warunee Poodee | VP-Operation |
| 2. Mr. Pachara Kittiyawat | AVP- Finance and Accounting |

Representatives of EY Office Co., Ltd.

- | | |
|-----------------------------|---------------|
| 1. Ms. Siriwan Suratepin | Audit Partner |
| 2. Mr. Tatchawich Graivapan | Audit Manager |

Preliminary Proceedings Moderator welcomed directors, shareholders and proxies, informed the meeting that there were 3 shareholders attended the meeting in person, representing 250,700 shares, equivalent to 0.0895 percent of total paid-up shares of the Company and 26 shareholders by proxy, representing 127,778,920 shares, equivalent to 45.6353 percent of total paid-up shares of the Company. There were a total of 29 shareholders, representing 128,029,620 shares, equivalent to 45.7249 percent of total paid-up shares of the Company and the required quorum was met under the Articles of Association of the Company.

Moderator introduces Chairman, directors, managements and auditor to the meeting. Then, Moderator clarified the voting and inquiry procedures to the shareholders as follows:

1. The system will display the number of shares that the shareholders have the right to vote on your screen.
2. For voting, Shareholders go to the E-Voting window to vote on each agenda within 1 minute. The system will ask to confirm the vote again.
3. In case, shareholder would like to change in voting, it can be done by selecting a new vote again but if the agenda has been closed for voting, shareholders will not be able to vote or change the vote.
4. For participants who attend through mobile or tablet, please switch the screen from Zoom program to Chrome to vote in the E-Voting menu.

Once the shareholders have finished voting, please return to the E-meeting window at the zoom program to watch the video and audio of the meeting.

For shareholders who would like to inquire, it can be done in 2 channels.

In case that shareholders who would like to inquire by typing text can do as follows:

1. Please go to chat menu in Zoom program to type a message and press Enter button to send the message to the system
2. The staff will collect questions and inquire on behalf of shareholders on each agenda.

In case that shareholders would like to inquire by conversation, it can be done as follows.

1. Please go to the participant menu at the bottom and press the raise hand button.
2. Shareholder press the unmute button opening the microphone to inquire when Moderator announces the name of the shareholder.
3. For asking a question each time through typing text or chat, Please inform the name-surname and indicate whether you are in person or as a proxy prior ask questions every time for the benefit of taking the minutes of meeting accurately and completely.

Moderator informed that the Company allowed its shareholders to propose agenda of the 2021 Annual General Meeting of Shareholders with proposing period from September 30th, 2020 to January 31st, 2021 and also allowed shareholders to submit any enquiries or comments concerning the Company's operation prior to the meeting date of 2021 Annual General Meeting of the Shareholders, from September 30th, 2020 onward. However, there was not any enquiry or proposal from the shareholders to be added in the agenda of the 2020 Annual General Meeting of the Shareholders.

Moderator informed to the shareholders that the Company will complete the minutes of the 2021 Annual General Meeting of Shareholders within 14 days after the meeting. It will publish to shareholders on the Company's website. If any shareholders has any objection, they will notify to corporate secretary section within 31 May 2021. If there are no objection, it shall be presumed that certify the minutes of the 2021 Annual General Meeting of Shareholders.

Then, the Chairman conducted the meeting according to the following agenda.

Agenda 1 To acknowledge the Minutes of the 2020 Annual General Meeting of Shareholders

The Chairman proposed the meeting to acknowledge the Minutes of the Annual General Meeting of Shareholder for 2020 held on July 14th, 2020. The Minutes of the Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days after the meeting date according to the requirement of the laws as well as posted on the Company's website at www.onetoonetcontacts.com within regulation period. In addition, the Company provided an opportunity for shareholders to submit questions or objection regarding the minutes of the meeting to the Company. There were no objections from shareholders within the specified period.

Chairman reported the Board's opinion that the Board of Directors considered that the Minutes of the 2020 Annual General Meeting of Shareholders were correctly recorded and the copies was distributed together with the notice of the Annual General Meeting of Shareholder for 2020 to all shareholders in order to acknowledge.

Chairman invited the shareholders to raise any question or opinion. No question was raised, then, Moderator informed this agenda is for acknowledgement, and therefore there is no vote casting he requested the Meeting to acknowledge the Minutes of the 2020 Annual General Meeting of Shareholders.

Resolution: The meeting acknowledged the Minutes of the 2020 Annual General Meeting of Shareholders

Agenda 2 To acknowledge the Company's operating results for the year 2020

The Chairman proposed the meeting to consider the Company's operating results for the year 2020 and assigned Mr. Pachara Kittiyawat, AVP-Finance and Accounting reported the Company's operating results in the previous year to the meeting.

Mr. Pachara Kittiyawat, AVP-Finance and Accounting reported to the meeting that in 2020, the Company had total revenue of Baht 679 million, decreased by THB 77 million or 10.2% when compared to the prior year. Net loss for the year 2020 at THB 49 million, decreased by THB 82 million when compared to the prior year. This is caused by the epidemic of COVID-19 situation that affects income from private sector, especially in the airline business and provision for expected credit losses of receivable in 2020 in the amount of 46 million baht. The Company classifies revenue based are as follows:

1. Based on type of revenue

In 2020, the Company had 94% of recurring revenue, while it had 6% of non-recurring revenue.

2. Based on type of services

The Company had 5 services. In 2020, the Company had maximum revenue from fully outsourced contact center management services by 60%, outsourced customer service representative by 26%, Outsources contact center facility by 2%, and total turnkey solution by 6% and contact center maintenance service by 6%. Revenues from the fully outsourced contact center management services are recurring income, decreased by 10% from the previous year due to the epidemic situation of Covid-19, but the Company's revenue from total turnkey solution, increased 2% from the previous year.

3. Based on type of customers' business

The Company divided 2 types of customers' business, government agency and private sector. They were approximate portion by 55% and 45% respectively.

4. Based on term of contract

Most of customers had term of contract in 1 year, value 436 million baht or equivalent to 64% of total revenue, term of contract in 2-3 years value 175 million baht or equivalent to 26% of total revenue, and 4-5 years value 68 million baht or equivalent to 10% of total revenue.

Changes during the year

In the past year, the Company has emphasized to develop skills of its employees to be able to work effectively with modern technology along with bringing technology to develop products and services to create new innovations as follows:

1. RPA (Robotic Process Automation) is software that helps to replace repetitive tasks with clearly requirements, reducing wages cost, reducing human errors, and it is able to improve work processes and faster.
2. SME Contact Center is expansion of SME customer base. The Company has started to study markets and services that are suitable for SME groups by collaborating with business partners who has specialize in SME. It is SME Contact Center services in the form of non-voice on the market place platform. This service is flexible in use that customers can choose appropriate features, it makes cost saving, including easy and quick installation.
3. Telecom Saving Management is a service that can reduce cost of telecommunication of organization such as telephone expense, Internet expense and telephone messaging (SMS). The service uses machine learning technology to analyze usage data and process the proper use, it can reduce costs by more than 70 percent

In the past year, the Group of Company has developed platforms which can connect to the services of LINE, its official partner, as follows:

- Line Notification Message: It is a messaging service or notify automatically via Line instead of sending SMS and it can communicate with customers immediately which the Company can reach more customers' needs.
- Call to Line: It is a service for sending information, photos, videos and location to customers via LINE immediately during conversation. It is possible more concise and efficient communication with customers.
- Chat bot on Line: This service provides users with access to information through a familiar mobile application. It provide general information and can be used as a self service 24 hours.
- Keep a LINE: It is automatic storage of documents files and photos on LINE. It can be used at any time without expiration date.

Furthermore, the Group of Company has developed mobile applications that can facilitate and reducing steps in the process of work to be more efficient as follows:

- Object detection service: The Company has developed a photo inspection system to the next level by using machine learning as a system that can assist in the inspection the products arrangement in according to the required photo criteria. It is able to inspect stacked products and covers inspection of goods in the warehouse. It can process photos through mobile phones with precision. This product inspection system can reduce the number of worker and inspection time.
- Mobile application help desk: It is a mobile application to manage work processes to be able to track work at every step. It is able to control standards service which create clients satisfaction. This service is suitable for the notification of repair or disbursement spare parts issue.

Business partner

In 2020, the Company expanded its business by collaborating with business partners who have international well known and expertise in the software systems, operations system and internet of the organization such as Google, amazon Web Services (AWS) and LINE etc., in order to be efficiency provider and support business together.

Awards

- The Company received awards in 2020 Thailand Outsourced Contact Center Service Provider of the Year as a private organization which operate a leading contact center business in Thailand for 8 consecutive years.

- Asia's Leading SMEs of the Asia Corporate Excellence & Sustainability Awards 2020 by MORS Group

Assessment result in 2020

- The Company scored "Excellence" or 5 Stars in the 2020 Corporate Governance Report of Thai listed companies
- The Company scored "4TIA" from the jointly survey on quality in convening the 2020 Annual General Meeting of Shareholders by Thai Investors Association and Listed Companies Association.
- Progress of participation with Collective Action Coalition (CAC)
The Company recognizes the importance of anti-corruption and define continually the anti-corruption policies, general practices of Anti-Corruption for preparation to participate with Collective Action Coalition (CAC) in the future. The Company will further consider the suitability and availability to join CAC. The Company enrolled to be a member of Partnership Against Corruption for Thailand (PACT Network) which has main aim on Anti-corruption in Practice.

Chairman reported the Board's opinion to the meeting that the Board of Directors considered that Company's operating results for the year 2020 were correct and sufficient disclosure. The Shareholders should acknowledge the Company's operating results for the year 2020.

Chairman invited the shareholders to raise any question or opinion.

Moderator informed that there was a question from Ms. Benyaluck Nukpanich, proxy holder from Thai Investors Association asked that according to the news of resignation of Mrs. Sukanya Vanichjakvong, Chairman of Executive Committee and Chief Executive Officer and Ms. Methavee Sawisate, Company Secretary on April 23, 2021, which was 4 days prior the date of shareholders' meeting. Was there a conflict in the management? How does the Company anticipate the impact and plan to support it?

Mr. Kanawuthi Wattanadhirach, Co-Chief Executive Officer, explained that the new management and Mrs. Sukanya Vanichjakvong were no conflicts in management in any way. Mrs. Sukanya intends to resign since December in the first Board of Directors meeting of the new Board of Directors. The chairman requested to continue management, but Mrs. Sukanya may have a personal mission, thus confirming her intention to resign according to the news.

The company accept that Mrs. Sukanya is the representative of the company but it does not have any impact on the management because the company is still managed by the same management team and the company still uses the same policy operating business. In addition, the company is trying to find new technology and businesses added to the existing business. This is expected to improve the Company's operating results.

Moderator informed that there was a question from Ms. Benyaluck Nukpanich, proxy holder from Thai Investors Association asked that revenues and profits in 2020, which were significantly reduced compared to the performance of the past 2-3 years. What percentage of companies are affected by the COVID-19 pandemic?

Mr. Pachara Kittiyawat, AVP-Finance and Accounting explained that the Company was impacted by the COVID-19 pandemic, causing the revenue of the group of the Companies decreased by 90 million baht or 12 percent compared to the previous year and affected the profit decreased by 20 million baht or 22 percent of the revenue decrease.

Moderator informed that there was a question from Ms. Benyaluck Nukpanich, proxy holder from Thai Investors Association asked that, does the company have a plan to join the Collective Action Coalition (CAC) and what progress has been made?

Dr. Pakorn Apaphant, Chairman declared to the meeting that the Company realizes the importance of anti-corruption. The Company has formulated policies and guidelines of anti-corruption and its operational framework annually as a strictly guideline for all employees in order to support participation of Collective Action Coalition (CAC) in the future.

No question was raised, then, Moderator informed this agenda is for acknowledgement, and therefore there is no vote casting.

Resolution: The meeting acknowledged the Company's operating results for the year 2020.

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31st, 2020

Chairman assigned Mr. Pachara Kittiyawat, AVP-Finance and Accounting summarized the Company's financial statements ended December 31st, 2020 which is according to Management Discussion and Analysis as follows;

Statement of Comprehensive Income

In 2020, The Company had total revenue of Baht 685 million, decreased by 13.3%, total expense of Baht 734 million, decreased by 3.1% and net loss of Baht 48.9 million due to the epidemic of COVID-19 situation that affects income from private sector, especially in the airline business and provision for expected credit losses of receivable in 2020 in the amount of 46 million baht.

Statement of financial position

The Company had total assets of Baht 698 million, decreased by 28.4% from cash and cash equivalent due to payment of interim dividend. The Company had total liabilities of Baht 135 million, increased by 25.8%, from lease liabilities, net of current portion due to the adoption of TFRS 16 Leases.

Financial ratio

The Company had current ratio by 7.32 time, decreased but still considered the company had high liquidity. Debt to equity ratio (D/E ratio) by 0.24 time, increased from the previous year, but still at low level. Return on asset (ROA) by (5.84)%, return on equities (ROE) by (6.83)%, and Net profit margin by (7.13)%, decreased due to the Company has net loss for 2020 operating results.

Chairman reported the Board's opinion to the meeting that the Board of Directors and Audit Committee considered that the Company's financial statements for the year ended 31st December 2020, which was duly audited by the auditor, were correct and complete in accordance with Thai Financial Report Standards. The Shareholders should approve the Company's financial statements for the year ended 31st December 2020.

Chairman invited the shareholders to raise any question or opinion. No question was raised, then, Moderator requested the Meeting to consider and approve the Company's financial statements ended December 31, 2020. Moderator also informed that this agenda shall be approved by the majority votes of shareholders attending the meeting and having the right to vote.

Resolution: The meeting approved the Company's financial statements for year ended 31st December 2020. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:

<i>Approved</i>	<i>128,029,620</i>	<i>votes, equivalent to</i>	<i>100.0000</i>	<i>percent</i>
<i>Disapproved</i>	<i>0</i>	<i>votes, equivalent to</i>	<i>0.0000</i>	<i>percent</i>
<i>Abstained</i>	<i>0</i>	<i>votes, equivalent to</i>	<i>0.0000</i>	<i>percent</i>
<i>Invalid ballots</i>	<i>0</i>	<i>votes, equivalent to</i>	<i>0.0000</i>	<i>percent</i>

Agenda 4 To consider and approve the omission of addition dividend payment for 2020 and suspension of statutory reserve allocation

Chairman assigned Mr. Pachara Kittiyawat, AVP-Finance and Accounting, reported the detail to the meeting that according to the Public Company Act B.E.2535 and the Company's Article of Association, the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital. The Company suspend allocation of statutory reserve due to the Company has net loss for 2020 operating results.

The Company has policy to pay dividend no less than 50% of its net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws, subject to the Company's future investment plans and business expansion, including other necessity and suitability. In addition, payment for dividend will derive from profits from disposal of investments or fixed assets of the Company or its subsidiaries. The management and the Board of Director will decide whether or not to pay dividend or amount to be paid by taking into account the Company's future investment plans and business expansion, including other necessity and suitability. The subsidiaries' dividend payment policy will be the same as that of the Company.

In 2020, net loss of the Company were Baht (58,504,585). The Company has paid the interim dividend for 2 times, at the rate of Baht 0.02 per share and Baht 0.80 per share, paid to shareholders on September 3, 2020 and December 18, 2020 accordingly. The total interim dividend payments for the year 2020 at Baht 0.82 per share or equivalent 392.45% of separate net loss which was higher than rate stipulated by the Company's dividend payment policy.

Chairman reported the Board's opinion that the Board of Directors recommends Shareholders to acknowledge the Company has paid the interim dividend for 2 times, at the rate of Baht 0.02 per share and Baht 0.80 per share, paid to shareholders on September 3, 2020 and December 18, 2020 accordingly. The total interim dividend payments for the year 2020 at Baht 0.82 per share or equivalent 392.45% of separate net loss. The Board of Directors recommends Shareholders to approve the

omission of addition dividend payment for 2020 and suspend allocation of statutory reserve due to the Company has net loss for 2020 operating results.

Chairman invited the shareholders to raise any question or opinion. No question was raised, then, Moderator requested the Meeting to approve the omission of addition dividend payment for 2020 and suspension of statutory reserve allocation. Moderator also informed that this agenda shall be requires the majority votes of shareholders who attend the meeting and cast their votes.

Resolution: *The meeting approved the omission of addition dividend payment for 2020 due to the Company has paid the interim dividend for 2 times, at the rate of Baht 0.02 per share and Baht 0.80 per share, paid to shareholders on September 3, 2020 and December 18, 2020 respectively. The total interim dividend payments for the year 2020 at Baht 0.82 per share. The meeting approved suspension of statutory reserve allocation due to the Company has net loss for 2020 operating results. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:*

<i>Approved</i>	<i>128,029,620</i>	<i>votes, equivalent to</i>	<i>100.0000</i>	<i>percent</i>
<i>Disapproved</i>	<i>0</i>	<i>votes, equivalent to</i>	<i>0.0000</i>	<i>percent</i>
<i>Abstained</i>	<i>0</i>	<i>votes, equivalent to</i>	<i>0.0000</i>	<i>percent</i>
<i>Invalid ballots</i>	<i>0</i>	<i>votes, equivalent to</i>	<i>0.0000</i>	<i>percent</i>

Agenda 5 To consider and approve the election of the Company's directors to replace of those who will retire by rotation

Chairman assigned Moderator reported the meeting that according to the Public Company Act B.E.2535 and Article 16 of the Company's Articles of Association, one-third (1/3) of the Directors must retire by rotation in the Annual General Meeting of Shareholders. The following three directors will retire by rotation in this year:

1. Mr. Kanawuthi Wattanadhirach : Director / Co-Chairman of Executive Committee / Chairman of Risk Management Committee / Nominating and Compensation Committee Member / Co-Chief Executive Officer
2. Ms. Kittika Chatchaval : Independent Director / Audit Committee Member / Chairman of the Corporate Governance Committee / Nominating and Compensation Committee Member
3. Mr. Piyapoj Ruthirago : Independent Director / Audit Committee Member

Ms. Kittika Chatchaval and Mr. Piyapoj Ruthirago had declined to be Company's directors. And according to the Company's Corporate Governance Policy Mr. Kanawuthi Wattanadhirach, director who has conflict of interest. He intended that he did not participate in this agenda to allow shareholders to freely express their opinion and clarify details for the meeting's consideration.

The Nominating and Compensation Committee had considered to appoint Mr. Kanawuthi Wattanadhirach, who will retire by rotation, to be the Company's director for another term and appoint Dr. Chuket Ounjitti to be as independent director in replacement of Ms. Kittika Chatchaval and appoint Mr. Pattarakit Techasikarn in replacement of Mr. Piyapoj Ruthirago. Those directors have all the qualifications as specified in the Public Company Act B.E. 2535, knowledge, capability and experience in the business relating to the Company's operation where such experience may be applied to enhance the Company's operation efficiency.

Chairman reported the Board's opinion to the meeting that the Board of Directors considered with the advice of Nomination and Compensation Committee, without members who had conflict of interest, recommends shareholders to appoint Mr. Kanawuthi Wattanadhirach, who will retire by rotation, to be the Company's director for another term and appointed Dr. Chuket Ounjitti and Mr. Pattarakit Techasikarn to be as independent directors. Dr. Chuket Ounjitti and Mr. Pattarakit Techasikarn have qualified to be independent directors. The Board of Director considered that they can express their independent opinion to the Company and according to related regulation.

Chairman invited the shareholders to raise any question or opinion. No question was raised, then, Moderator requested the Meeting approve the election of the Company's directors individually. Moderator also informed that this agenda shall be requires the majority votes of shareholders who attend the meeting and cast their votes.

Resolution: *The meeting approved to appoint Mr. Kanawuthi Wattanadhirach, who will retire by rotation, to be the Company's director for another term and appointed Dr. Chuket Ounjitti and Mr. Pattarakit Techasikarn to be as independent directors. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:*

1) Mr. Kanawuthi Wattanadhirach <i>Director, Co-Chairman of Executive Committee, Chairman of Risk Management Committee, Chairman of Investment, Nominating and Compensation Committee Member and Co-Chief Executive Officer</i>				
Approved	128,029,620	votes, equivalent to	100.0000	percent
Disapproved	0	votes, equivalent to	0.0000	percent
Abstained	0	votes, equivalent to	0.0000	percent
Invalid ballots	0	votes, equivalent to	0.0000	percent
2) Dr. Chuket Ounjitti <i>Independent Director</i>				
Approved	128,029,620	votes, equivalent to	100.0000	percent
Disapproved	0	votes, equivalent to	0.0000	percent
Abstained	0	votes, equivalent to	0.0000	percent
Invalid Ballots	0	votes, equivalent to	0.0000	percent
3) Mr. Pattarakit Techasikarn <i>Independent Director</i>				
Approved	128,029,620	votes, equivalent to	100.0000	percent
Disapproved	0	votes, equivalent to	0.0000	percent
Abstained	0	votes, equivalent to	0.0000	percent
Invalid ballots	0	votes, equivalent to	0.0000	percent

Agenda 6 To consider and approve the remuneration of the Board of Directors and Subcommittees for 2021

Chairman assigned Moderator reported the meeting that the Company had policy of the remuneration of the Board of Directors and Committees have been clearly and transparently set to be comparable to the general practice in the same industry and be appealing enough to attract and retain qualified directors.

The remuneration of the Board of Directors and Committees in 2020 was in accordance with the resolution of the 2020 Annual General Meeting of Shareholders, held on July 14, 2020 at the amount of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and subcommittees and bonus without other benefits. Actual payment of the remuneration for 2020 was Baht 1,820,000.

The Nominating and Compensation Committee had considered the remuneration of the Board of Directors and subcommittees appropriately in line with the general practice of the industry, the Company's growth and expansion. After consideration, the Nominating and Compensation Committee proposed to fix the remuneration of the Board of Directors and Committees for 2021 at the same amount as previous year of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and Committees and bonus without other benefits. The meeting allowance for each meeting participated of the Board of Directors and Committees was proposed at the same amount as previous year as follows:

	Meeting allowance (Bath/Meeting)	
	<u>Chairman</u>	<u>Member</u>
Board of Directors	20,000	10,000
Audit Committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nominating and Compensation Committee	15,000	10,000

There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee.

Chairman reported the Board's opinion to the meeting that the Board of Directors considered with the advice of Nomination and Compensation Committee recommends Shareholders to approve the remuneration of the Board of Directors and Subcommittees for 2021 at the same amount as previous year of not exceeding Bath 4,000,000, consists of meeting allowance for each meeting participated of the Board of directors and Subcommittees, and bonus. The Meeting allowance for each meeting participated of Directors was proposed at the same amount as previous year as follows:

	Meeting allowance (Bath/Meeting)	
	<u>Chairman</u>	<u>Member</u>
Board of Directors	20,000	10,000
Audit Committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nominating and Compensation Committee	15,000	10,000

There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee.

Chairman invited the shareholders to raise any question or opinion. No question was raised, then, Moderator requested the Meeting to approve the remuneration of the Board of Directors and Subcommittees for 2021. Moderator also informed that this agenda shall be requires not less than two-thirds of votes of shareholders who attend the meeting and cast their votes.

Resolution: *The meeting approved the remuneration of the Board of Directors and subcommittees for 2021 at the same amount as previous year of not exceeding Baht 4,000,000 consists of meeting allowance and bonus without other benefits. The meeting allowance for each meeting participated of the Board of directors and subcommittees was approved at the same amount as previous year as follows:*

	Meeting allowance (Bath/Meeting)	
	<u>Chairman</u>	<u>Director</u>
Board of Directors	20,000	10,000
Audit committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nominating and Compensation Committee	15,000	10,000

There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee. The Meeting, by not less than two-thirds of votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:

Approved	128,029,620	votes, equivalent to	100.0000	percent
Disapproved	0	votes, equivalent to	0.0000	percent
Abstained	0	votes, equivalent to	0.0000	percent
Invalid ballots	0	votes, equivalent to	0.0000	percent

Agenda 7 To consider and approve the appointment of the Company's auditors and fixing audit fee for 2021

Chairman assigned Mr. Pachara Kittiyawat, AVP- Finance and Accounting reported to the meeting that Audit Committee had selected the Company's auditors for 2021 according to process and proposed the Board of Directors and shareholders to appoint the auditor from EY Office Limited to be the Company's auditors for 2021. They have efficiently audited financial statements the Company and subsidiaries and are able to provide beneficial recommendations to the Company and have no other relation or interests with the Company, subsidiaries, executives, major shareholders or related persons. They can express their independent opinion to the Company's financial statements. Any one of the following auditors were authorized to conduct the audit and express an opinion on the Company's financial statements:

1. Ms. Siriwan Suratepin CPA No. 4604 and/or
(The Company's auditor in 2018-2020, totaling 3 years)
2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799 and/or
(The Company's auditor in 2015-2017, totaling 3 years)
3. Ms. Siriwan Nitdamrong CPA No. 5906
(Never audit or express an opinion on the Company's financial statements)

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The Board of Directors with the advice of the Audit Committee had considered and proposed the audit fee for 2021 of Baht 1,460,000, (2020 of Baht 1,460,000). The Company had not pay any non- audit fee during the year. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries in Thailand.

Chairman invited the shareholders to raise any question or opinion. No question was raised, then, Moderator requested the Meeting approve the appointment of the Company's auditor and fixing audit fee for 2021. He also informed that this agenda shall be requires the majority votes of shareholders who attend the meeting and cast their votes.

Resolution: *The meeting approved the appointment of any one of the following auditors from EY Office Limited to be the Company's auditor for 2021 with the audit fee for 2021 of Baht 1,460,000.*

- 1. Ms. Siriwan Suratepin** CPA No. 4604 and/or
- 2. Mrs. Sarinda Hirunprasurtwutti** CPA No. 4799 and/or
- 3. Ms. Siriwan Nitdamrong** CPA No. 5906

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:

Approved	128,639,620	votes, equivalent to	100.0000	percent
Disapproved	0	votes, equivalent to	0.0000	percent
Abstained	0	votes, equivalent to	0.0000	percent
Invalid ballots	0	votes, equivalent to	0.0000	percent

Agenda 8 Other matters (If any)

Chairman allowed the shareholders to raise any question or opinion.

No question was raised, then, the Chairman thanked shareholders for attending the meeting and declared the meeting adjourned at 11.00 a.m.

(Dr. Pakorn Apaphant)
Chairman of the Board of Directors

**Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares of
One to One Contracts Public Company Limited No. 1**

Issuer	One to One Contracts Public Company Limited (the “ Company ”)
Name	Warrants to Purchase Newly Issued Ordinary Shares of One to One Contracts Public Company Limited No. 1 (“ OTO-W1 Warrant ”)
Type	In named certificate and transferable
Number of warrants issued	Not exceeding 140,000,000 Units
Number of shares reserved to accommodate the exercise of right	Not exceeding 140,000,000 shares (par value at THB 1.00 per share) which represents 50 percent of the total number of shares sold of the Company which does not exceed 50 percent of the total number of shares sold of the Company in accordance with the rules prescribed by the Notification of the Capital Market Supervisory Board.
Offering methods / Allocation ratio	<p>The Company will allocate the OTO- W1 Warrants to the existing shareholders proportionate to their respective shareholding at the allocation ratio of 4 ordinary shares to 1 unit of the OTO-W1 Warrants.</p> <p>In this regard, any fractions from the calculation for allocation of the OTO-W1 Warrants shall be discarded.</p>
Offering price per unit	THB 0.00 per unit
Exercise ratio	<p>1 unit of the OTO- W1 Warrants is able to purchase 1 ordinary share of the Company unless the exercise ratio is otherwise adjusted pursuant to the conditions concerning the right adjustment.</p> <p>Any fractions of shares or warrants from the calculation shall be discarded.</p>
Exercise price	THB 3 per share unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights
Issuance 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 issuance date of the OTO-W1 Warrants.
Term of warrants	3 years from the issuance date of the OTO-W1 Warrant
Exercise period	<p>The holders of the OTO-W1 Warrant shall be entitled to exercise their rights under the OTO- W1 Warrant 2 times when the OTO- W1 warrants is due (a) at 1 year and 6 months from the date of issuance of the warrants and (b) at the maturity date of 3 years from the date of issuance of the warrants.</p> <p>However, if the exercise date falls on the Company's holiday, such exercise date shall be postponed to a business day prior to the exercise date.</p>

Period for serving notice of intention to exercise right	The OTO-W1 Warrants holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall notify their intention to exercise the OTO-W1 Warrants within a period of 5 business days prior to each exercise date. If the exercise date falls on the Company's holiday, such exercise date shall be postponed to a business day prior to the exercise date except for the last exercise date that shall notify the intention to exercise the OTO-W1 Warrants within, 15 days prior to the last exercise date.
Inability to cancel the notification of intention to exercise rights	When the OTO- W1 Warrants holders have notified their intention to exercise the right to purchase ordinary shares under the OTO-W1 Warrants, it will not be able to cancel the notification of intention to exercise such right.
Secondary market of warrants	The Company will file the application for listing the OTO- W1 Warrants on the Market for Alternative Investment 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-W1 Warrants to be listed on the Market for Alternative Investment.
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 the OTO-W1 Warrants which fall under the events prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorJor. 34/2008 regarding request for permission and permission to offer warrants to purchase new shares and newly issued shares to support warrants or other similar events such as:</p> <ul style="list-style-type: none"> (a) There is a change in the par value of the Company's shares as a result of stock consolidation or stock split (b) The Company offers new shares at a low price. (c) The Company offers to sell convertible debentures at a low price or offers warrants at a low price (d) The Company pays dividends, in whole or in part, by newly issued shares to shareholders (e) The Company pays dividends in cash which exceeds the rates specified in the rights terms (f) There is any other case in the same manner as (a) to (e), which causes any benefits to be received by the warrant holders upon the exercise of the warrants inferior
Registrar of warrants	Thailand Securities Depository Co., Ltd. or any person duly appointed to act as the registrar of the OTO-W1 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 the power to take all necessary actions in connection with the issuance and allocation of the OTO-W1 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-W1 Warrants, the amendment of exercise ratio and exercise price under the term and condition including the determination of the date to determine the shareholders entitled to be allocated the OTO-W1 Warrants;</p> <p>(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-W1 Warrants 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-W1 Warrants and the listing of the OTO-W1 Warrants and the newly issued ordinary shares from the exercise of the OTO-W1 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-W1 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the OTO-W1 Warrants on this occasion.</p>
Purpose of warrant and the benefits that the company will receive from the allocation of newly issued shares at this time	The Company will use the proceeds derived from the exercise of rights as working capital or supporting future business expansion.
Benefits which the shareholders will receive from the capital increase	The shareholders of the Company will receive benefits as a result of the Company using the proceeds derived from the exercise of rights to purchase new ordinary shares of the Company for business expansion or working capital. The Company will be able to increase the revenue and profitability. Consequently, the shareholders of the Company will receive benefits as a result of the increased revenue and profits in aspect of dividends and stock prices of the Company.

Capital Increase Report Form
One to One Contacts Public Company Limited

August 11, 2021

One to One Contacts Public Company Limited (the “**Company**”) would like to report the resolution of the Board of Directors Meeting No. 10/2021, which was convened on August 11, 2021 at 3.30 p.m. regarding the capital increase and allocation of newly issued ordinary shares. The details are as follows;

1. Capital Increase

The Board of Directors' meeting had resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the registered capital of the Company of THB 560,000,000 from the original registered capital of THB 280,000,000 to the registered capital of THB 840,000,000 by issuing the 560,000,000 ordinary shares with a par value of THB 1 per share, which is a capital increase in the following manner:

Capital increase	Category of shares	No. of shares (shares)	Par value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing funds	Common share	Not exceed 560,000,000	1.00	560,000,000
	Preferred shares	-	-	-
<input type="checkbox"/> General power of attorney (General Mandate)	Common share	-	-	-
	Preferred shares	-	-	-

2. Allocation of new shares

2.1 Specifying the purpose of utilizing funds

Allocated to	No. of shares	Ratio (Old:New)	Sale price (THB/Share)	Subscription date and payment for shares	Note
The existing shareholders of the Company	Not exceeding 280,000,000	1: 1	THB 1 per share, equivalent to THB	8 - 15 October 2021 (total 5)	Please consider Remark

Allocated to	No. of shares	Ratio (Old:New)	Sale price (THB/Share)	Subscription date and payment for shares	Note
			280,000,000	business days)	below
To reserve for the exercise of right under the warrants to purchase ordinary shares of the Company No. 1 (the “ OTO-W1 Warrant ”) allocated to the existing shareholders of the Company proportionate to their respective shareholding (Right Offering)	Not exceeding 280,000,000	2 : 1	0.00 The exercise price is equal to THB 3	The due date to exercise the OTO-W1 Warrants is 1 year and 6 months from the issuance date of the OTO-W1 Warrants and 3 years from the issuance date of the OTO-W1 Warrants	Please consider Remark below
Total	Not exceeding 560,000,000				

Remark: The Board of Directors’ meeting No. 10/2021, held on August 11, 2021 has approved to propose the Extraordinary General Meeting of Shareholders No. 1/2021 on September 20, 2021 to consider and approve the capital increase in the amount of THB 560,000,000 from the original registered capital of THB 280,000,000 to the registered capital of THB 840,000,000 by issuing 560,000,000 new ordinary shares with a par value of THB 1 per share, details are as follows:

1. Allocation of the newly ordinary shares of not exceeding 280,000,000 shares at the par value of THB 1.00 per share to be offered to the existing shareholders of the Company in proportion to the number of shares held by each individual (Rights Offering) at the ratio of 1 existing shares per 1 new share. The offering price is at THB 1. Any fractions resulting from the allocation of right offering shall be discarded. The date for determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date) is September 29, 2021. Nevertheless, the determination of the allocation and offering of the newly issued shares is uncertain until the approval of Shareholders’ meeting has been granted.

In the allocation of newly issued ordinary shares to the existing shareholders of the Company to the proportion of shareholding (Rights Offering), if there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to

subscribe for in excess of the rights according to proportion of shareholding at the same price as the shares allotted according to their rights (Oversubscription). The details are as follows;

(a) In case, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round, more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares and pay all subscription fees for such oversubscription shares;

(b) In the case that, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round is less than the shares that the existing shareholders subscribe in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares according to the following steps;

- (1) To allocate according to the proportion of existing shareholders of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
- (2) In the event that there are still shares remaining after the allocation under Clause (b)(1), the allocation shall be made to each subscriber of oversubscription share and has not been fully allocated by multiplying the existing shareholding of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder. In this regard, the allocation of oversubscription shares to each subscriber of oversubscription shares shall repeat the procedures under this Clause until there are no shares left from the allocation.

In this regard, the allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares in the following manner;

(a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including any amendments) ("**Notification TorJor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or

(b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In addition, if there are still shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) and the allocation to shareholders who subscribe for the oversubscription shares, the Company shall proceed with the reduction of the Company's registered capital by removing the ordinary shares left after such allocation.

2. Allocation of the newly ordinary shares of not exceeding 280,000,000 shares at the par value of THB 1.00 per share to accommodate the exercise of the OTO-W1 Warrants to be issued and offered to the existing shareholders proportionate to their shareholding at the allocation ratio of 2 existing ordinary shares to 1 unit of the OTO-W1 Warrants free of charge. The Board of Directors shall schedule the date to determine shareholders who are entitled to be allocated the OTO-W1 Warrants and shall inform accordingly.

3. Authorizing 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 is authorized to determine, amend and revise conditions and details in connection with the allocation of the newly-issued shares, as well as to take any action as deemed necessary and appropriate in connection with the allocation of newly-issued shares, including, but not limited to, providing information and filing documents with the SEC Office, the SET, Thailand Securities Depository Co., Ltd., the DBD-MOC or other competent authorities, including listing newly-issued shares as listed securities on the Market for Alternative Investment.

2.1.1 Company operations in the event that there are fractions of share

- (1) In the event that there are fractions of shares from the allocation of the newly issued ordinary shares to the shareholder proportionate to their shareholding, all shares shall be discarded.
- (2) In calculating the right of each shareholder to be allocated the OTO-W1 Warrants, if there are fractions of the ordinary shares from the calculation according to the allocation ratio of the OTO-W1 Warrants, such fractions shall be discarded.

2.2 General Mandate

Allocated to	Category of shares	No. of shares	Percentage per paid-up capital	Notes
The existing shareholders of the Company	Common share	-	-	-
	Preferred shares	-	-	-
To certify the conversion/ Exercise the right of the Warrants Buying new shares with transferable rights	Common share	-	-	-
	Preferred shares	-	-	-
		-	-	-

Public Offering	Common share	-	-	-
	Preferred shares	-	-	-
Private Placement	Common share	-	-	-
	Preferred shares	-	-	-

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

Schedule the date of the Extraordinary General Meeting of Shareholders No. 1/2021 on September 20, 2021, 11.00 a.m. through electronic device (E-EGM) by

- ☐ Set the closing date of the share registration book for the right to attend the shareholders' meeting from..... until the shareholders' meeting is completed.
- ☒ Specifying names of shareholders who are eligible to attend the Shareholders' meeting on August 25, 2021

4. Applying for a capital increase / allocation of newly issued shares to the relevant government agencies and conditions for permission (if any)

1. The Company must be approved by the Shareholders' meeting for the capital increase and the allocation of newly issued shares (a) to the existing shareholders proportionate to their shareholding structure, and (b) to accommodate the exercise the right of the OTO-W1 Warrants.
2. The Company must submit an application for registration of increase of capital, paid-up capital, and amendment of the Memorandum of Association to the Department of Business Development, Ministry of Commerce;
3. The Company must submit an application to the SET to approve the listing of newly increased shares on the Market for Alternative Investment;
4. The Company must submit an application to the SET for approval to receive the OTO-W1 Warrants and the ordinary shares derived from the exercise of the OTO-W1 Warrants to be listed on the Market for Alternative Investment in accordance with the relevant rules and regulations.

5. Objectives of the capital increase

The Company's objective to increase the capital is to strengthen both in terms of operations and capital. The Company plans to use the proceeds received from the capital increase to provide the Company with better liquidity and performance.

Utilization Plan	Proceed (million THB) from		Capital Amount (million THB)	Timeline
	The capital increase to the existing shareholders (RO)	The exercise of the warrant		
(1) to invest in other securities to expand the business	200	-	150 - 200	1 - 2 years
(2) to repay the Company's liabilities	10	-	5 - 10	6 - 12 months
(3) to spend as working capital in its business	70	-	70 - 100	none
(4) to utilize in the development of the Company's projects in order to support future business expansion	-	840	840	2 - 5 years
Total	280	840	1,120	

6. Benefits for the company will receive from the capital increase / allotment of new shares

The capital increase by issuing and offering the newly issued shares to the existing shareholders of the Company proportionate to their shareholding and the issuance of the OTO-W1 warrants will increase capital for the acquisition of assets to expand the Company's business which shall strengthen the performance and financial position of the Company. This will result in better liquidity and performance of the Company in order for the Company to have the potential to compete with other operators in the industry. In this regard, such capital increase will have a positive effect to the growth and help increase profitability, as well as to strengthen the financial liquidity of the Company in order for the Company to be able to continue its business and have a stable financial and capital base that will benefit the Company and all its shareholders.

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

The Company has a policy to pay dividends to shareholders at the rate of 50 of the net profits according to the consolidated financial statements after deducting all types of reserves as stipulated in the Company's Articles of Association and by law. However, the dividend payment will depend on the investment plan and expansion of the Company's business, including other necessities and appropriateness in the future. In addition, consideration of dividend payment from profits arising from the disposal of investments or fixed assets incurred in the Company or in subsidiaries is subject to discretion of the management and the directors whether to pay dividends or not from any other future necessities and other factors relevant to the management of the Company.

In this regard, increasing capital by issuing and offering newly issued ordinary shares to the existing shareholders in proportion to their shareholding structure (Right Offering) and the issuance of OTO-W1 Warrants will help strengthen the Company's financial strength by (1) helping to increase liquidity for the Company and (2) helping to maintain the Company's debt to equity ratio. This will result in the Company being able to expand its business in order to generate income, and pass it on to shareholders in the form of dividends according to the dividend payment policy.

However, after the purchaser allocated the newly issued ordinary shares in this time has been registered as a shareholder of the Company, such persons will be entitled to receive dividends when the Company declares the same dividends as the existing shareholders of the Company.

8. Other details necessary for shareholders to support their decision to approve the capital increase / allotment of new shares.

-None-

9. The schedule of actions in the event that the Board of Directors Resolution to increase the capital / allot new shares.

No.	Procedures	Date
1.	The Board of Directors' meeting No. 10/2021	August 11, 2021
2.	The date to determine the name of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2021 (Record Date)	August 25, 2021
3.	The date of the Extraordinary General Meeting of Shareholders No.1/2021	September 20, 2021
4.	To register the resolution to increase registered capital and amend the Memorandum of Association of the Company with Ministry of Commerce.	Within 14 days from the date of the Shareholders' meeting has approved the matters
5.	The date for determining the name of shareholders entitled to receive the allocation of new ordinary shares (Rights Offering) (Record Date).	September 29, 2021
6.	Subscription period for new ordinary shares.	October 8-15, 2021
7.	To register the paid-up capital with the Ministry of Commerce.	within 14 days from the date that the Company receives payment for the newly issued ordinary shares
8.	To list the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding on the Market for Alternative Investment	Within 30 days after the end of the subscription period
9.	The date to determine the name of shareholders who are entitled to receive the OTO-W1 Warrants	The Company will inform further.
10.	The issuance date of the OTO-W1 Warrants	The Company will inform further.

No.	Procedures	Date
11.	To list the OTO-W1 Warrants on the Market for Alternative Investment	The Company will inform further.

The Company certifies that the information in this report is accurate and complete in all respects.

Sign

(Mr. Kanawuthi Wattanadhirach)

Authorized Director

Sign

(Mr. Chaiwat Phithakraktham)

Authorized Director

Remark: to be sign by the authorized director together with company seal

Information Memorandum on the Issuance, Offering and Allocation of Newly Issued Ordinary Shares of One to One Contracts Public Company Limited

The resolution of the Board of Directors' meeting of the One to One Contracts Public Company Limited (the "**Company**") No. 10/2021, which was held on August 11, 2021 resolved to increase the registered capital of the Company from the original registered capital of THB 280,000,000 to the new registered capital of THB 840,000,000 by issuing new ordinary shares in the amount of 560,000,000 shares, to reserve (1) the allocation of newly ordinary shares to existing shareholders proportionate to their respective shareholding (Rights Offering) and (2) the exercise of the warrants to purchase ordinary shares of the Company No. 1 (the "**OTO-W1 Warrants**").

1. Details of the newly issued shares

- 1.1 Increasing the registered capital of the Company in the amount of THB 560,000,000 from the original registered capital of THB 280,000,000 to the registered capital of THB 840,000,000 by issuing new ordinary shares in the amount of 560,000,000 shares with a par value of THB 1 per share and amending the Company's Memorandum of Association Clause 4 in order to be in line with the Company's registered capital increase.
- 1.2 Allocation of newly issued ordinary shares of not exceeding 280,000,000 shares at par value of THB 1.00 per share to the existing shareholders of the Company proportionate to their respective shareholding (Rights Offering) at the ratio of 1 existing shares per 1 newly issued ordinary shares (representing the number of shares used in the allotment of a total of 280,000,000 shares) at the offering price of THB 1 per share, a total value of not more than THB 280,000,000 and the subscription period for the Company's newly issued ordinary shares is October 8 – 15, 2021 (total of 5 business days) whereby the Company scheduled the date to determine the name of shareholders who are entitled to subscribe for the newly issued ordinary shares in proportion to their shareholding (Record Date) on September 29, 2021.

In the event that there are shares remaining from the allocation to the existing shareholders in proportion to the first round. The Company will allocate the remaining newly issued ordinary shares to the shareholders who wish to subscribe for the newly issued ordinary shares in excess of the proportion of their shareholding at the same price. The Company will proceed to allocate the remaining shares until there are no newly issued ordinary shares left from the allocation or until no shareholder wishes to subscribe for such newly issued ordinary shares any longer. In the event that there are remaining shares from the exercise of the rights to subscribe for new shares of the Company's existing shareholders in proportion to their shareholding, The Company will request approval for the reduction of the Company's registered capital at the next Shareholders' meeting.

However, the issuance and offering of newly issued ordinary shares to the existing shareholders remains uncertain until it is approved by the Shareholders' meeting of the Company.

- 1.3 Allocation of the newly ordinary shares of not exceeding 280,000,000 shares at par value of THB 1.00 per share in order to accommodate the exercise of the OTO-W1 Warrants to be issued and offered to the existing shareholders proportionate to their shareholding at the allocation ratio of 2 ordinary shares to 1 unit of the OTO-W1 Warrants free of charge. In this regard, the OTO-W1 Warrants are valid for 3 years from the issuance date of the OTO-W1 Warrants. The exercise ratio

of the OTO-W1 Warrants is 1 unit shall be able to purchase 1 ordinary share of the Company with the exercise price of THB 3 (except in the case of the exercise ratio has been adjusted in accordance with the conditions for the adjustment of rights as specified in the terms of rights and duties of the issuer of the OTO-W1 Warrants (In the case of there is any fraction of shares after calculation for the issuance and allocation of the OTO-W1 Warrants to the existing shareholders, such fractions shall be discarded).

2. Objective of the capital increase and fund utilization plan

The Company's objective to increase the capital is to strengthen both in terms of operations and capital. The Company plans to use the proceeds received from the capital increase to provide the Company with better liquidity and performance.

Utilization Plan	Proceed (million THB) from		Capital Amount (million THB)	timeline
	The capital increase to the existing shareholders (RO)	The exercise of the warrant		
(1) to invest in other securities to expand the business	200	-	150 - 200	1 - 2 years
(2) to repay the Company's liabilities	10	-	5 - 10	6 - 12 months
(3) to spend as working capital in its business	70	-	70 - 100	none
(4) to utilize in the development of the Company's projects in order to support future business expansion	-	840	840	2 - 5 years
Total	280	840	1,120	

3. The impact on the existing shareholders from the issuance and offering of newly issued ordinary shares to the existing shareholders

-None-

4. The effect on shareholders from the sale of newly issued shares for OTO-W1 Warrant

4.1 Effect on the proportion of shareholding (Control Dilution)

If the shareholders who receive the OTO-W1 warrants have exercised the right to convert to ordinary shares in full amount, it will not affect the voting rights of the Company's shareholders (Control Dilution). In the event that the shareholders receive the OTO-W1 Warrants does not exercise the right to convert and other shareholders exercise the right to convert in full amount, it will affect the voting rights of the shareholders of the Company (Control Dilution) as follows:

(The calculation of the impact below is based on the assumption that the offering of newly issued ordinary shares to the existing shareholders of the Company according to the shareholding ratio (Rights Offering), which will occur before the allocation of the OTO-W1 Warrants, the purchaser of the shares exercises their rights to purchase the newly issued ordinary shares in full)

$$= \frac{\text{No. of shares to support the OTO-W1}}{\text{No. of paid-up after the offering RO} + \text{No. of shares to support RO} + \text{No. of shares to support the OTO-W1}}$$

where the original number of paid-up shares

$$\begin{aligned} &= 280,000,000 \text{ shares} \\ &= \frac{280,000,000}{280,000,000 + 280,000,000 + 280,000,000} \\ &= 33.33 \% \end{aligned}$$

4.2 Price Dilution (Price Dilution)

If the shareholders who receive the OTO-W1 Warrants have been exercised to convert to ordinary shares in full amount of the rights granted, it will not affect the market price of the shares (Price Dilution). In the case that the shareholders receive the OTO-W1 Warrants are not exercised for conversion and other shareholders exercise the right to convert in full amount, it will significantly affect the market price of the shares as follows: (The calculation of the impact below is based on the assumption that the offering of newly issued ordinary shares to the Company's existing shareholders in proportion to their respective shareholdings (Rights Offering) will occur prior to the allocation the OTO-W1 Warrants which are issued by shareholders who exercise their rights to purchase shares in full amount).

$$\begin{aligned} &= \frac{\text{Market price before RO and OTO-W1 offering} - \text{Market price after RO and OTO-W1 offering}}{\text{Market price before RO and OTO-W1 offering}} \\ &= \frac{7.90 - 3.97}{7.90} \\ &= 49.79 \% \end{aligned}$$

where the market price after the offering = ((market price x No. of paid-up shares) + (RO exercise price x No. Of shares reserved for RO + (exercise price of the OTO-W1 x No. of shares reserved for the OTO-W1 Warrants)) / (No. of paid-up shares + No. of shares reserved for RO + No. of shares reserved for the OTO-W1

$$= \frac{(7.90 \times 280,000,000) + (1 \times 280,000,000) + (3 \times 280,000,000)}{280,000,000 + 280,000,000 + 280,000,000}$$

$$= 3.97 \text{ THB}$$

Note: Market price is equal to the weighted average market price of the Company for the past 7 consecutive business days prior to the date of the Board of Directors Meeting No. 10/2021 on August 11, 2021 (that is, between 2-10 August 2021) (Data from SETSMART of SET) which is equal to THB 7.90

5. The opinion of the Board of Directors

5.1 Reasons and necessity of the capital increase.

In order for the Company to have funds to support business plans, the Board of Directors opined that the Company is necessary to issue and offer new ordinary shares to the existing shareholders proportionate to their respective shareholding structure (Rights Offering) and to issue the newly issued ordinary shares to accommodate the exercise of rights the OTO-W1 Warrants, which will help the Company to be able to raise funds within a short period of time for investing in other securities to expand the business; (2) to repay the company's liabilities (3) to spend as working capital in the business, and (4) to utilize in the development of the Company's projects and support future investment expansion which will result the Company in the better liquidity and performance.

5.2 The possibility of fund utilizing plan

5.2.1 The Company expects to proceed with issuing and offering shares to existing shareholders and will receive money from the offering of such capital increase shares in the amount of THB 280 million within October 2021 with the following proceed utilization plan:

- (1) to invest in other securities to expand the business in the amount of THB 150 – 200 million within 1-2 years;
- (2) to repay the Company's liabilities in the amount of THB 5-10 million within 6-12 months
- (3) to spend as working capital in its business in the amount of THB 70-100 million within no period of time.

5.2.2 The Company expects to issue the OTO-W1 Warrant within November 2021 with a period of 3 years from the issuance date of the OTO-W1 Warrants. If the warrants are exercised in full, the Company will receive the proceeds in the amount of THB 840 million. The plan is to use the funds to develop the Company's projects and support future investment expansion within 2-5 years.

5.3 The reasonableness of the capital increase, plan to use the proceeds from the share offering and the project that will be implemented including the adequacy of the funding source.

After the Company has studied the rationality and benefits of this capital increase as mentioned above, the Board of Directors opined that this capital increase is reasonable and will bring the beneficial to the Company. The Company needs to raise additional funds of approximately THB 280 – 1,120 million in order to (1) invest in other securities to expand the business; (2) to repay the Company's liabilities (3) to spend as working capital in the business, and (4) to use in the development of the Company's projects and support future investment expansion which will result in the better liquidity and performance for the Company which increase the demanding of the Company for additional working capital. When considering various approaches to fundraising, the Board of Directors opined that the offering of capital increase shares to existing shareholders proportionate to their shareholding structure is the most appropriate method of fundraising in the current situation of the Company. In this regard, the offering of capital increase shares will make the Company to raise funds in the amount of about THB 280 – 1,120 million, and will have enough money to carry out the Company's business plan.

5.4 The expected impact on the Company's business operations as well as the financial status and results of operations of the Company

The aforementioned capital increase will encourage the Company to have a strong operating performance and financial position which will result in the Company better liquidity and performance for the potential Company to compete with operators in the industries. In addition, such capital increase will have a positive effect on growth and increase the profitability of the Company without affecting the financial liquidity of the Company including creating continuous cash flow and profits in the future and does not adversely affect the Company's business operations. The capital increase also supports the Company to be able to continue operating business and provide the stable financial status and capital base which will benefit the Company and all shareholders.

6. Board certification Capital increase

In the case that the directors of the Company not performing duties in accordance with the law, the objectives and the regulations of the Company as well as the resolution of the shareholders' meeting with honesty and carefulness to protect the interests of the Company. In matters relating to the capital increase by acting or omitting any actions that do not perform the duties and cause damage to the Company. The company can claim compensation from that director, but if the Company do not claim for compensation shareholders holding a total of not less than 5 percent of the total issued shares will notify the company to be claimable. The Company do not proceed as the shareholders have informed, the shareholder can sue for damages from the director on behalf of the Company in accordance with Section 85 of the Public Company Limited Act 1992 (including amendments). In addition, if the actions or omissions of the directors which do not perform their duties, shall be in accordance with the laws, objectives and regulations of the company. As well as the resolution of the shareholders' meeting with honesty and carefulness to protect the interests of the company in matters relating to the capital increase, it causes the directors, executives, or related persons to benefit improperly. The Company may sue the directors to be responsible for returning the benefits to the Company. The shareholders holding shares

with voting rights of not less than 5% of the total voting rights of the Company will notify the company can do so. If the Company do not proceed as according to shareholders within 1 month from the date of notification such shareholders are able to exercise the right to claim benefits from that director on behalf of the company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments)

The Company certifies that the information in this report is accurate and complete in all respects.

Yours sincerely

(Mr. Kanawuthi Wattanadhirach)

Chairman of Executive Committee and Chief
Executive Officer

Company's Articles of Association relating to the Shareholders Meeting

Directors' Qualifications, Election and Rotation of Directors

Article 14 The Company must maintain no less than 7 Directors in the Board; of which, at least half of the Directors must reside in the Kingdom of Thailand and possess the qualifications specified by the applicable laws.

Article 15 The election of the Board of Directors shall be in accordance with rules and procedures as follows:

- (1) Each shareholder shall have one vote on each share.
- (2) To elect one or several directors, a shareholder shall vote in accordance with the number of votes each shareholder possesses as in (1). The said shareholder may not allot any number of his votes to any person.
- (3) The person obtaining the highest and higher votes respectively which are more than a half of the number of shares of the Shareholders attending the meeting and having the rights to vote, shall be elected as directors equal to the number of directors required or ought to be elected in that meeting. In the event that persons receiving votes in respective orders receive equal votes and the number of directors exceeds the positions required or ought to be, the chairman of the meeting shall have a casting vote.

Article 16 At the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office.

The Directors retiring from office in the first and second years after registration of the conversion to public limited company shall be selected by drawing lots. In subsequent years, the Director who has held office longest shall retire.

A retiring Director is eligible for re-election.

Article 20 At the Annual General of Shareholder's Meeting, any directors may be retired prior to his turn with the vote of not less than three-fourths out of the total number of shareholders who attend the meeting and have the right to vote, whose shares of which are not less than half of the total number of shareholding out of the shareholders attending the meeting and have right, to vote.

Shareholder's Meetings

Article 30 The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company.

Any shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board of Directors deems appropriate.

One or more shareholders holding shares in aggregate of not less than ten percent of the total number of shares sold may submit their names in a request the Board of Directors to call an extraordinary general meeting at any time, but the matters to be discussed and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request is received from the shareholders.

In the case that the Board of Directors does not call a shareholders' meeting within forty-five days from the date the request is received from the shareholders, the shareholders who subscribe their names or other shareholders who hold shares in aggregate as prescribed by law, may call such meeting within forty-five days from the date the period of forty-five days which the Board of Directors is required to call a shareholders' meeting has lapsed. In this case, it shall be deemed that the shareholders meeting is called by the Board of Directors and the necessary expenses arising from the arrangement for such shareholders meeting and any reasonable facilitation shall be borne by the Company.

In the case that the quorum of the shareholders' meeting called by the shareholders as prescribed under the fourth paragraph is not formed according to Article 32, the shareholders as prescribed under the fourth paragraph shall be collectively responsible to the Company for expenses arising from such meeting.

Article 31 In summoning a shareholders' meeting, the Board of Directors shall prepare the notices of summoning stating place, date, time and agenda, matters to be proposed in the meeting, together with appropriate details, and send them to the shareholders not less than seven (7) days prior to the meeting date. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

Article 32 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons, or not less than one half of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, unless otherwise stipulated by the law governing public limited companies.

At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 33 The resolution of the meeting of shareholders shall be supported by the following votes:

- (1) In a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
- (2) In the following cases, by the vote of not less than three-quarters of the total number of shareholders present at the meeting and entitled to vote:
 - (a) The sale or transfer of the whole or essential parts of business of the Company to other persons;
 - (b) The purchase or acceptance of transfer of businesses of companies or private companies;
 - (c) Executing, amending or terminating the contract relating to the leasing of businesses of the Company in whole or in essential parts, the assignment to any person to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective of sharing profit and loss.

Article 34 Other topics to be discussed in the Annual General Meeting shall be as follows:

- (1) To consider the report of the Board of Directors regarding the Company's businesses in the previous year;
- (2) To consider and approve a financial statement;
- (3) To consider the distribution of profit;
- (4) To elect the directors replacing those retired by rotation;
- (5) To appoint an auditor;
- (6) Other topics.

Others

Article 37 The Board of Directors shall arrange the balance sheet and the profit and loss statement at the end of the accounting period to be presented at the Annual General Meeting of Shareholders for approval. Such balance sheet and profit-and-loss statement must be examined by the auditor before presenting in the shareholders meeting.

Article 38 The Board of Directors must furnish the shareholders with the following documents to, together with the summoning notice of the Annual Ordinary Meeting:

- (1) A copy of the balance sheet and profit-and-loss statement examined by the auditor together with the auditor's report.
- (2) Annual report of the Board of Directors.

Article 39 No dividend can be disbursed except for profit. If the Company retains accumulated loss, dividend cannot be disbursed.

Dividend is disbursed in proportion of number of shares and equally allocated per share.

The Board of Directors may pay interim dividends to the shareholders from time to time, if the Board believes that the profits of the Company justify such payment, and after the dividends have been paid, such dividend payment shall be reported to the shareholders at the following shareholder meeting.

Payment of dividends shall be made within one month from the date of the resolution of the shareholder meeting, or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

Article 40 The Company shall allocate not less than five percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

Article 41 The Auditor must not be the director, officer, employee, or in any position in the company

Article 43 The Auditor has the duty to attend the Annual General Meeting of Shareholders every time that has been considered the balance sheet and problem regarding the company's accounting to explain to shareholders. The company therefore must forward the meeting document to auditor.

**Proxy Form A
(General Form)**

Duty Stamp 20 Baht

- Place _____
- Date _____ Month _____ B.E. _____
- (1) I/We _____ Nationality _____ Address _____ Road _____
Sub-district _____ District _____ Province _____ Post code _____
- (2) being a shareholder of **One To One Contacts** Public Company Limited
holding _____ shares with _____ voting right as follows:
_____ ordinary shares with _____ voting right
_____ preference shares with _____ voting right
- (3) hereby appoint
1. _____ Age _____ years
Residing at No. _____ Road _____ Sub-district _____
District _____ Province _____ Country _____ Postal code _____
 2. _____ Age _____ years
Residing at No. _____ Road _____ Sub-district _____
District _____ Province _____ Country _____ Postal code _____
 3. _____ Age _____ years
Residing at No. _____ Road _____ Sub-district _____
District _____ Province _____ Country _____ Postal code _____

Just only one as my/our proxy to attend and vote on my/our behalf at the **Extraordinary General Meeting of Shareholders 1/2021 on 20 September 2021 at 11.00 a.m. Through electronic media (E-EGM) or at any adjournment thereof.**

Any acts performed by the proxy holder in this meeting shall be deemed to be the actions performed by myself/ourselves.

Signed _____ Grantor
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Note : A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes

Proxy Form B
(Voting is clearly and definitely specified)

Duty Stamp 20 Baht

- Place _____
- Date _____ Month _____ B.E. _____
- (1) I/We _____ Nationality _____ Address _____ Road _____
 Sub-district _____ District _____ Province _____ Post code _____
- (2) being a shareholder of One To One Contacts Public Company Limited
 holding _____ shares with _____ voting right as follows:
 _____ ordinary shares with _____ voting right
 _____ preference shares with _____ voting right
- (3) hereby appoint
1. _____ Age _____ years
 Residing at No. _____ Road _____ Sub-district _____
 District _____ Province _____ Country _____ Postal code _____
 2. _____ Age _____ years
 Residing at No. _____ Road _____ Sub-district _____
 District _____ Province _____ Country _____ Postal code _____
 3. _____ Age _____ years
 Residing at No. _____ Road _____ Sub-district _____
 District _____ Province _____ Country _____ Postal code _____

Just only one as my/our proxy to attend and vote on my/our behalf at the **Extraordinary General Meeting of Shareholders 1/2021 on 20 September 2021 at 11.00 a.m. Through electronic media (E-EGM)** or at any adjournment thereof.

- (4) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:

☐ **Agenda 1 To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders which was held on April 28, 2021**

(This agenda is for acknowledgement; therefore no vote casting is needed)

☐ **Agenda 2 To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company No. 1 (the OTO-W1 Warrants) to allocate to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering)**

☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects

☐ (b) The proxy has to vote as my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 3 Approve the increase of the Company's registered capital in the amount of THB 560 million to the registered capital of THB million 840 by issuing 560 million new ordinary shares with a par value of THB 1 per share, and the MOA Clause 4**

☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects

☐ (b) The proxy has to vote as my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 4 To consider and approve the allocation of newly issued ordinary 560,000,000 shares with a par value of THB 1 for (1) offering to shareholders according to their shareholding proportion (Right Offering) and (2) supporting the exercise of OTO- W1 Warrants;**

☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects

☐ (b) The proxy has to vote as my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 5 To consider and approve the Company to proceed the substantial matters which are different from those stated by Tender Offerors in the Tender Offer documents regarding the plan to sell shares of the business**

☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects

☐ (b) The proxy has to vote as my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 6 To consider and approve the change in the use of proceeds derived from the offering of newly issued shares under Initial Public Offering (IPO)**

☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects

☐ (b) The proxy has to vote as my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 7 To consider and approve the addition of the Company's objectives and approve the amendment of Clause 3 of the Memorandum of Association to comply with the change of the Company's objectives**

☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects

☐ (b) The proxy has to vote as my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 8 Other matters (if any)**

☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects

☐ (b) The proxy has to vote as my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) Either the case that the intention of vote for any agenda is not stated and clear or the meeting has any other agenda which is not in the above mentioned together with any amendment may have, the proxy holder has the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to be the actions performed by myself/ourselves.

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

- Note :
1. A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes
 2. On the election of Directors, shareholder may either elect the nominated directors as a whole or by individual.
 3. Additional agenda from the above, the Continuation of Proxy Form B is allowed.

Continuation of Proxy Form B

The proxy as the shareholder of One To One Contacts Public Company Limited
 In the Extraordinary General Meeting of Shareholders 1/2021 on 20 September 2021 at 11.00
 a.m. Through electronic media (E-EGM) or at any adjournment thereof.

- ☐ Agenda_____ Subject_____
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda_____ Subject_____
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda_____ Subject_____
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda_____ Subject_____
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda_____ Subject_____
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Proxy Form C
(Specific Proxy Form only for foreign investors who appoint Custodian in Thailand)

Duty Stamp 20 Baht

Place _____

Date _____ Month _____ B.E. _____

(1) I/We _____ Nationality _____ Address _____ Road _____
 Sub-district _____ District _____ Province _____ Post code _____

being a shareholder of One To One Contacts Public Company Limited
 holding _____ shares with _____ voting right as follows:
 _____ ordinary shares with _____ voting right
 _____ preference shares with _____ voting right

(2) hereby appoint

1. _____ Age _____ years
 Residing at No. _____ Road _____ Sub-district _____
 District _____ Province _____ Country _____ Postal code _____

2. _____ Age _____ years
 Residing at No. _____ Road _____ Sub-district _____
 District _____ Province _____ Country _____ Postal code _____

3. _____ Age _____ years
 Residing at No. _____ Road _____ Sub-district _____
 District _____ Province _____ Country _____ Postal code _____

Just only one as my/our proxy to attend and vote on my/our behalf at the **Extraordinary General Meeting of Shareholders 1/2021** on **20 September 2021** at **11.00** a.m. **Through electronic media (E-EGM)** or at any adjournment thereof.

(3) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:

- ☐ with total number of holding shares and voting right
- ☐ a part of ☐ _____ ordinary shares with _____ voting right
☐ _____ preference shares with _____ voting right
- Total voting right is _____

(4) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:

- ☐ **Agenda 1 To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders which was held on April 28, 2021**

(This agenda is for acknowledgement; therefore no vote casting is needed)

- ☐ **Agenda 2 To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company No. 1 (the OTO-W1 Warrants) to allocate to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering)**

☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects

☐ (b) The proxy has to vote as my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

- ☐ **Agenda 3 Approve the increase of the Company's registered capital in the amount of THB 560 million to the registered capital of THB million 840 by issuing 560 million new ordinary shares with a par value of THB 1 per share, and the MOA Clause 4**
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 4 To consider and approve the allocation of newly issued ordinary 560,000,000 shares with a par value of THB 1 for (1) offering to shareholders according to their shareholding proportion (Right Offering) and (2) supporting the exercise of OTO- W1 Warrants;**
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 5 To consider and approve the Company to proceed the substantial matters which are different from those stated by Tender Offerors in the Tender Offer documents regarding the plan to sell shares of the business**
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 6 To consider and approve the change in the use of proceeds derived from the offering of newly issued shares under Initial Public Offering (IPO)**
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 7 To consider and approve the addition of the Company's objectives and approve the amendment of Clause 3 of the Memorandum of Association to comply with the change of the Company's objectives**
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 8 Other matters (if any)**
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects

☐ (b) The proxy has to vote as my/our desire as follows:

☐ Approve ☐ Disapprove ☐ Abstain

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) Either the case that the intention of vote for any agenda is not stated and clear or the meeting has any other agenda which is not in the above mentioned together with any amendment may have, the proxy holder has the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to be the actions performed by myself/ourselves.

Signed _____ Grantor
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Note :1. This Proxy Form C shall be applicable only for the Shareholders who appoint the Custodian in Thailand.

2. The following documents shall be attached with this proxy Form:

(1) Power of Attorney from shareholder authorizing a custodian to sign the proxy form on behalf of the shareholder.

(2) Certified letter of Custodian on permission for custodian business.

3. A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes.

4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.

5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in Continuation of Proxy Form C.

Continuation of Proxy Form C

The proxy as the shareholder of One To One Contacts Public Company Limited
 In the Extraordinary General Meeting of Shareholders 1/2021 on 20 September 2021 at 11.00
 a.m. Through electronic media (E-EGM) or at any adjournment thereof.

- ☐ Agenda_____ Subject_____
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda_____ Subject_____
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda_____ Subject_____
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda_____ Subject_____
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda_____ Subject_____
- ☐ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- ☐ (b) The proxy has to vote as my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

**Information of Independent Directors who may be appointed as Proxy in
the Extra-General Meeting of Shareholders no. 1/2021**

Name of Directors	Position	Age (years)	Address	Major Vested Interest in the Agenda considered	Shareholding in the Company (as of August 18, 2021)
1. Dr. Pakorn Apaphant 	- Chairman of the Board of Directors - Independent Director - Chairman of Audit Committee - Chairman of Nominating & Compensation Committee - Corporate Governance Committee Member	53	29/87 Moo 7, Bangkok Boulevard Chaengwattana, Bypass Road, Bang Talad, Pak Kred, Nonthaburi 11120	- None -	- None -
2. Dr. Chuket Ounjitti 	- Independent Director - Audit Committee Member	51	18/155 Ratchaprarop Road, Thanon Phaya Thai, Ratchathewi, Bangkok 10400	- None -	- None -
3. Mr. Pattarakit Techasikarn 	- Independent Director - Audit Committee Member	61	542/29 Pracha Rat Bamphen Road, Samsen Nok, Huai Khwang, Bangkok 10310	- None -	- None -
4. Mr. Yuthaveera Achawangkul 	- Independent Director - Audit Committee Member - Nominating & Compensation Committee Member - Chairman of Corporate Governance Committee	37	1181/181 Supalai City Resort Rama 8, Arun Amarin Road, Bang Yi Khan, Bang Phlat, Bangkok, 10700	- None -	- None -
5. Mr. Priyong Teerasathain 	- Independent Director - Risk Management Committee Member	53	94/130 Kris Garden Condo, A1 Building, 7Fl, Rim Khlong Bang Kapi, Bang Kapi, Bangkok 10310	- None -	- None -

Electronic Conference Registration Form (E-EGM)

Write at.....

DateMonth..... B.E.....

Ourselves.....

ID card/passport number..... Nationality.....

Address.....

.....

E-mail..... Mobile Phone..... is a shareholder
of One To One Contacts Public Company Limited, holding a total of..... share

I hereby confirm my attendance and voting in the Extraordinary General Meeting of Shareholders No. 1/2021 on Monday, September 20, 2021 at 11:00 a.m. in the form of an electronic meeting (E-EGM) by

☐ Attend the E-EGM meeting in person and ask the company to send a link to attend the meeting via electronic media (E-EGM) to my e-mail as stated above.

☐ Assign proxy to Mr. / Mrs. / Ms.....
Mobile Phone Attend the E-EGM meeting instead and ask the company to send the link for the meeting via electronic media (E-EGM) to the email :

Sign..... Shareholder

(.....)

Note: Please send the form to verify your identity via email. CorporateSecretary@otocontacts.com by September 17, 2021

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

ขั้นตอนการรับข้อมูลเพื่อเข้าร่วมประชุม ผ่านทางอีเมล

1. เมื่อผู้ถือหุ้นได้รับการตรวจสอบยืนยันตัวตนจากบริษัทฯ แล้ว ผู้ถือหุ้นจะได้รับอีเมลจาก E-Meeting Service ซึ่งจะจัดส่งโดย บริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด (e-agm@ojconsultinggroup.com)
2. ให้ผู้ถือหุ้น ตรวจสอบ ชื่อ นามสกุล และวัน เวลาที่ท่านสามารถกด Link เพื่อเข้าร่วมประชุม
3. เมื่อถึง วันและเวลาที่กำหนด ให้กดที่ “กดที่ Link นี้” เพื่อเปิด Web Browser ระบบจะให้กรอก เลขที่บัญชีผู้ถือหุ้น และหมายเลขอ้างอิง (เลขที่บัตรประชาชนของผู้ถือหุ้น) และกดปุ่ม “ลงทะเบียนเข้าร่วมประชุม”

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

กรณารับข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม
(Please provide information for meeting registration)

เลขที่บัญชีผู้ถือหุ้น
(Shareholder Account Number)

เลขที่บัตรประชาชน
(Identification Number/Passport Number)

☐ ผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ รวมถึงให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคล แล้ว
(Shareholder has read and accepted the term and condition about attendance of shareholder meetings through E-Meeting and has given consent to use personal information)

ลงทะเบียนเข้าร่วมประชุม

(Register)

กรณีที่ผู้ถือหุ้น กดเข้า Link ก่อนเวลาที่กำหนด ระบบจะแจ้งว่า “ระบบยังไม่เปิดให้เข้าร่วมประชุมแบบ online”

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชนันแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

4. กดปุ่ม “ยืนยันเข้าร่วมประชุม”

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ
(Welcome นาย โอเจ มีหุ้นเยอะ)

ถือหุ้นจำนวน 300,000,000 หุ้น
(No. of shares: 300,000,000 shares)

ยืนยันเข้าร่วมประชุม
(Confirm to attend the meeting)

5. เมื่อยืนยันเข้าร่วมประชุมแล้ว จะมีปุ่มให้เลือก 2 ปุ่มคือ E-Meeting และ E-Voting (ตามรูปด้านล่าง)

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ
(Welcome นาย โอเจ มีหุ้นเยอะ)

ถือหุ้นจำนวน 300,000,000 หุ้น
(No. of shares: 300,000,000 shares)

E-Meeting **E-Voting**

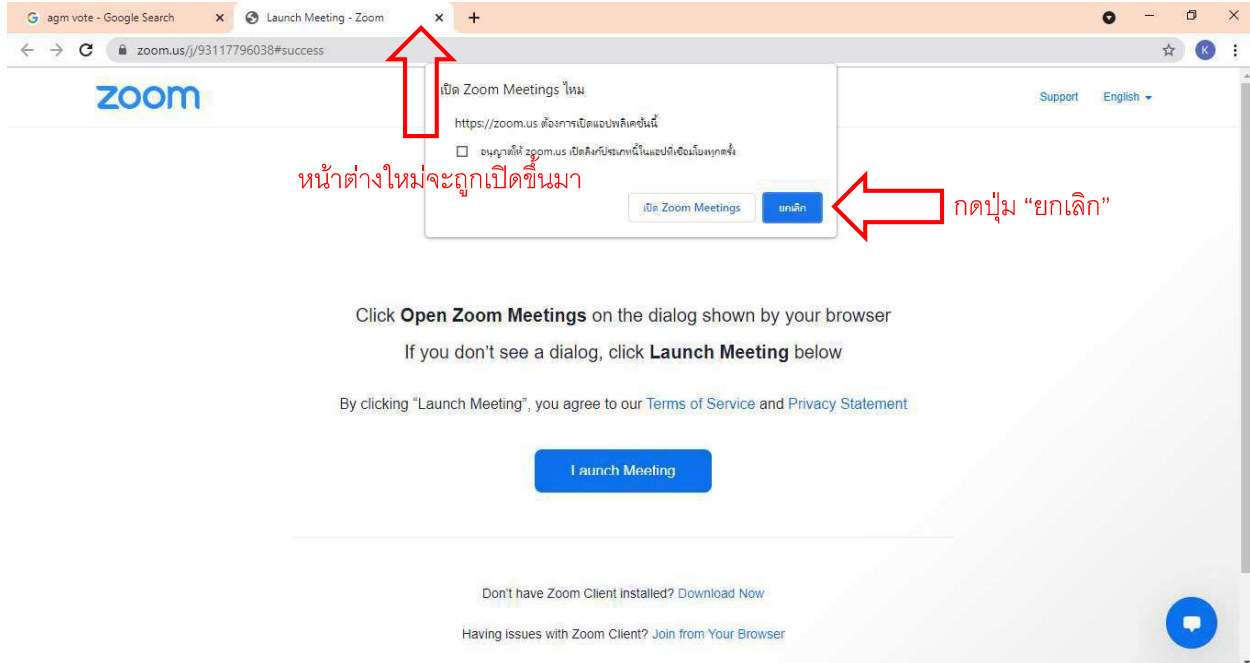
6. กดปุ่ม “E-Meeting” เพื่อเข้าชมระบบภาพและเสียงสดจากที่ประชุม

7. กดปุ่ม “E-Voting” เพื่อลงคะแนนในแต่ละวาระการประชุม

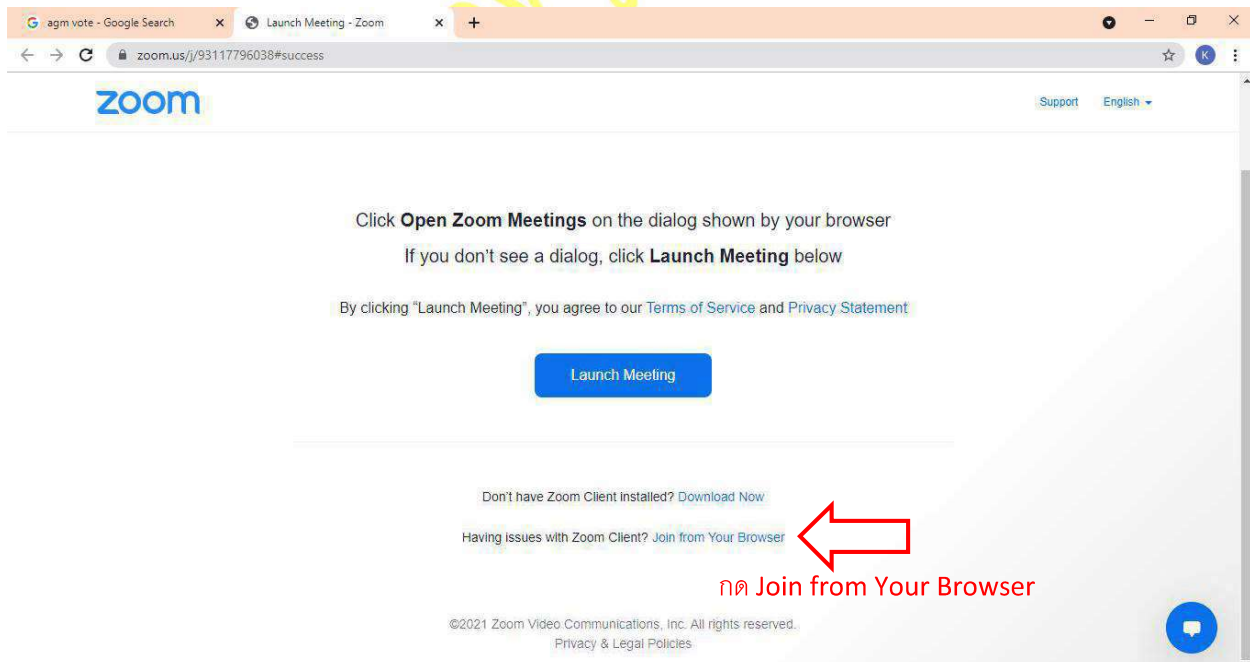
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

การใช้งาน E-Meeting

1. เมื่อผู้เข้าร่วมประชุมกดปุ่ม “E-Meeting” กรณีที่ใช้ใน Laptop จะมีการเปิดหน้าต่างใหม่ขึ้นมาตามรูป ให้กดปุ่ม “ยกเลิก”



2. กด Join from Your Browser



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. จะปรากฏหน้าจอเพื่อให้ใส่ชื่อผู้ถือหุ้น โดย

กรณีที่ผู้ถือหุ้นเป็นบุคคลธรรมดา ให้กรอกชื่อ นามสกุลของเจ้าของหุ้น กรณีที่ผู้ถือหุ้นเป็นนิติบุคคล ให้กรอกชื่อนิติบุคคล

Zoom meeting on web - Zo: x +

zoom.us/join/98145266527

JOIN A MEETING HOST A MEETING SIGN IN SIGN UP, IT'S FREE

Join Meeting

Your Name

Your Name

☐ Remember my name for future meetings

By clicking "Join", you agree to our [Terms of Services and Privacy Statement](#)

Join

The audio and video preferences you select here will be used for future meetings. [Got it](#)

Unmute Start Video

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4. เมื่อกรอกชื่อแล้วให้กด "Join"

Zoom meeting on web - Zo: x +

zoom.us/join/98145266527

JOIN A MEETING HOST A MEETING SIGN IN SIGN UP, IT'S FREE

Join Meeting

Your Name

นาย เกษตรกร ข้องฟ้าสไล

☒ Remember my name for future meetings

By clicking "Join", you agree to our [Terms of Services and Privacy Statement](#)

Join

The audio and video preferences you select here will be used for future meetings. [Got it](#)

Unmute Start Video

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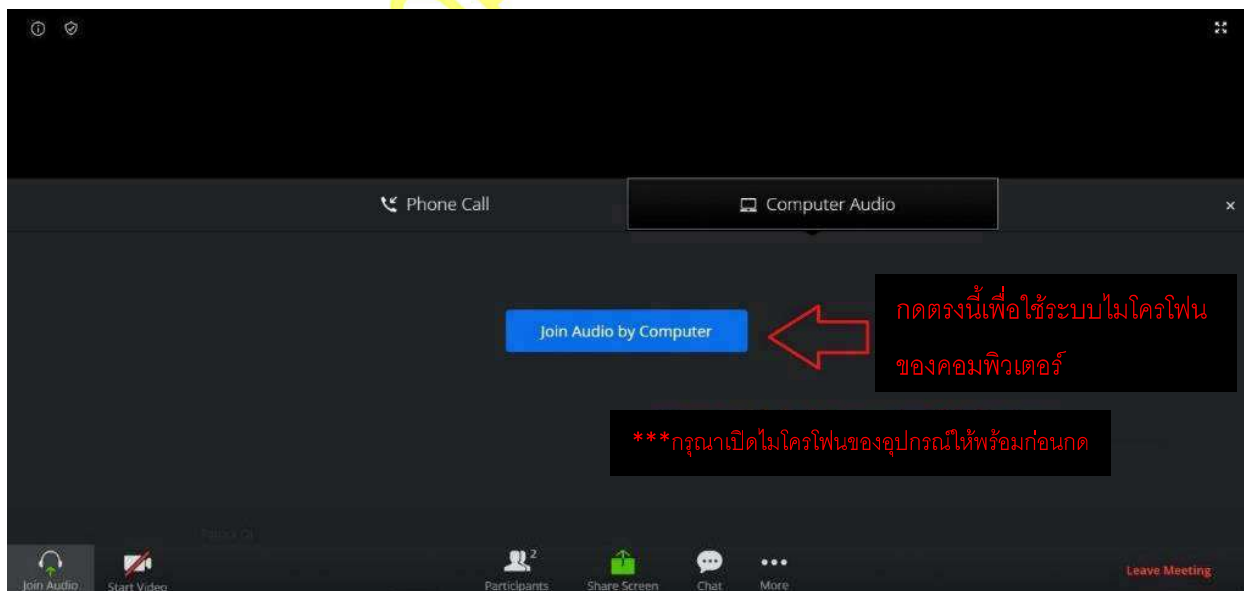
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชนันแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

5. จะมีข้อความ “Please wait, the meeting host will let you in soon.” ให้ผู้เข้าร่วมประชุม รอผู้ดำเนินการประชุม
ตรวจสอบข้อมูล และยอมรับเข้าห้องประชุม

Please wait, the meeting host will let you in soon. 
ABCD - การประชุมสามัญผู้ถือหุ้นประจำปี 25xx

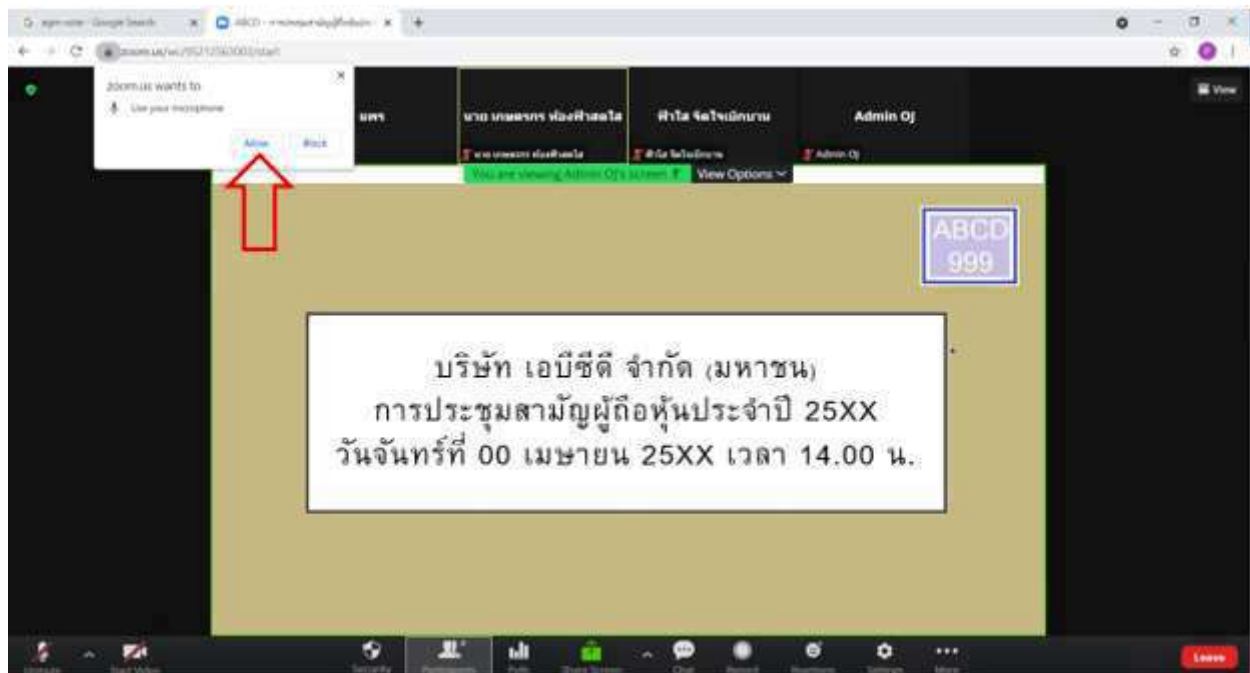
6. เมื่อได้รับการตรวจสอบแล้วจึงสามารถเข้าร่วม E-Meeting เพื่อรับชมภาพและเสียงได้

เมื่อเข้าห้องประชุมแล้ว จะต้องเปิดไมโครโฟนของเครื่องคอมพิวเตอร์ตนเองก่อน และจึงกด “Join Audio by Computer”

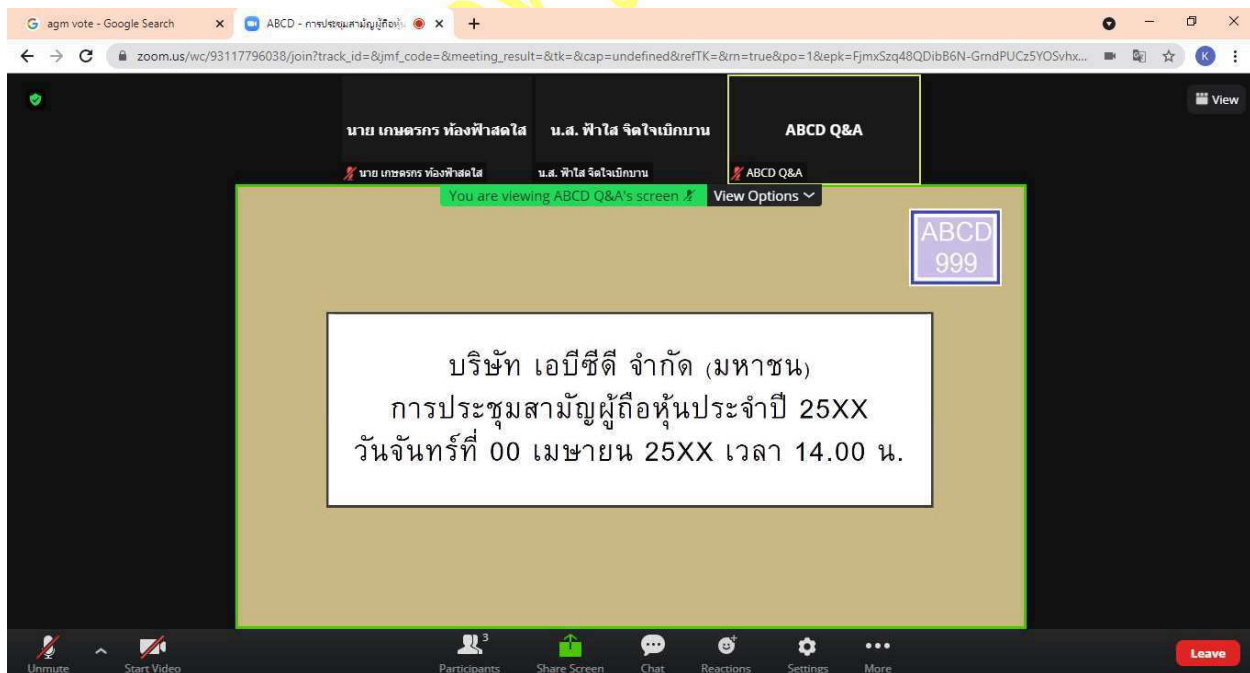


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. กด “Allow” เพื่อให้เข้าถึงไมโครโฟน



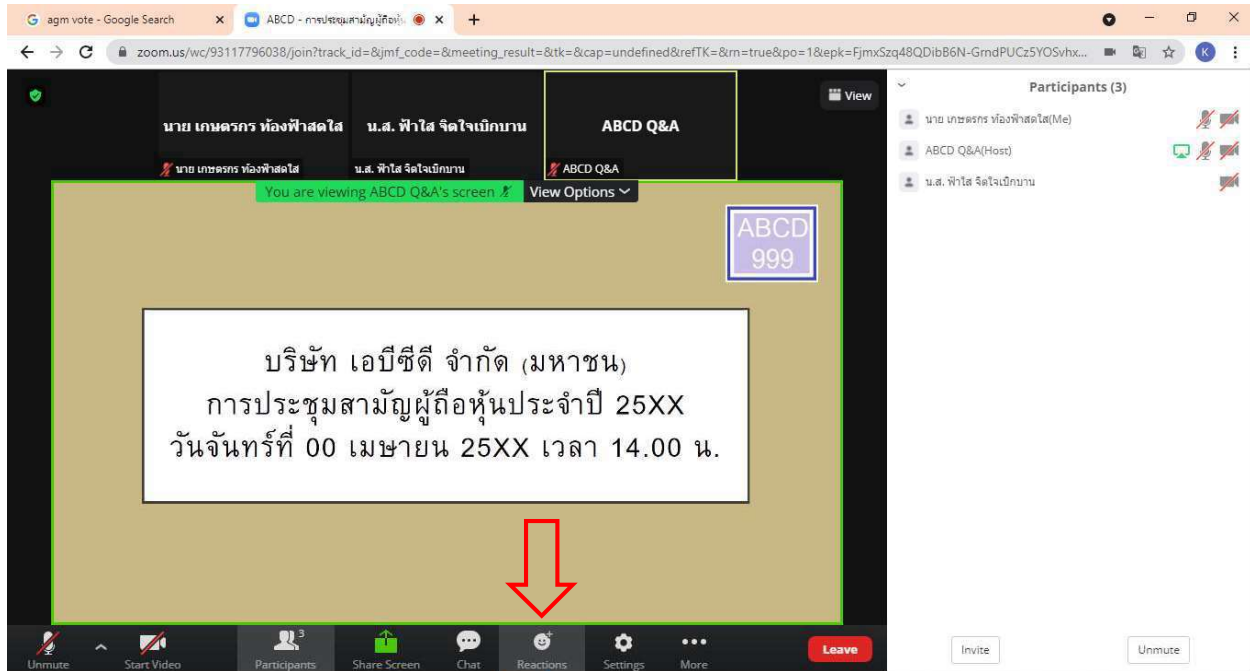
8. เมื่อเข้าสู่ E-Meeting สมบูรณ์จะได้หน้าจอตามรูปด้านล่าง



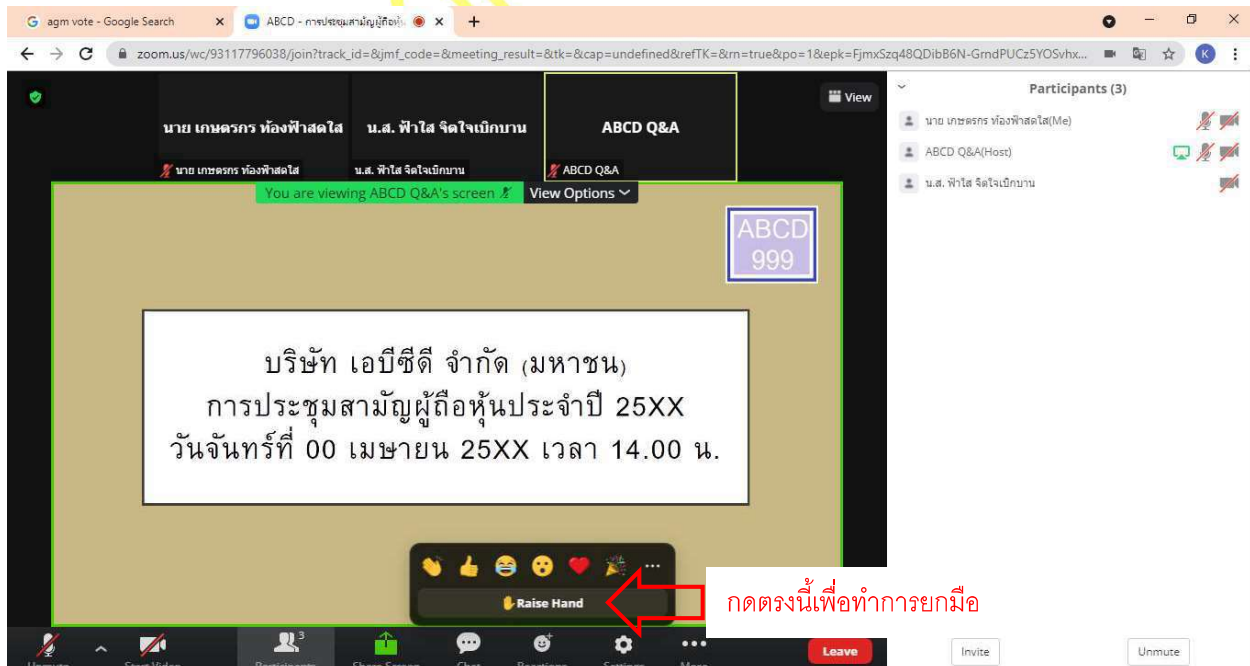
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

การยกมือสามารถทำได้ เมื่อผู้ดำเนินการประชุมเปิดโอกาสให้สอบถาม โดยมีวิธีดัง ต่อไปนี้

1. กดปุ่ม “Reaction” ตามรูปด้านล่าง

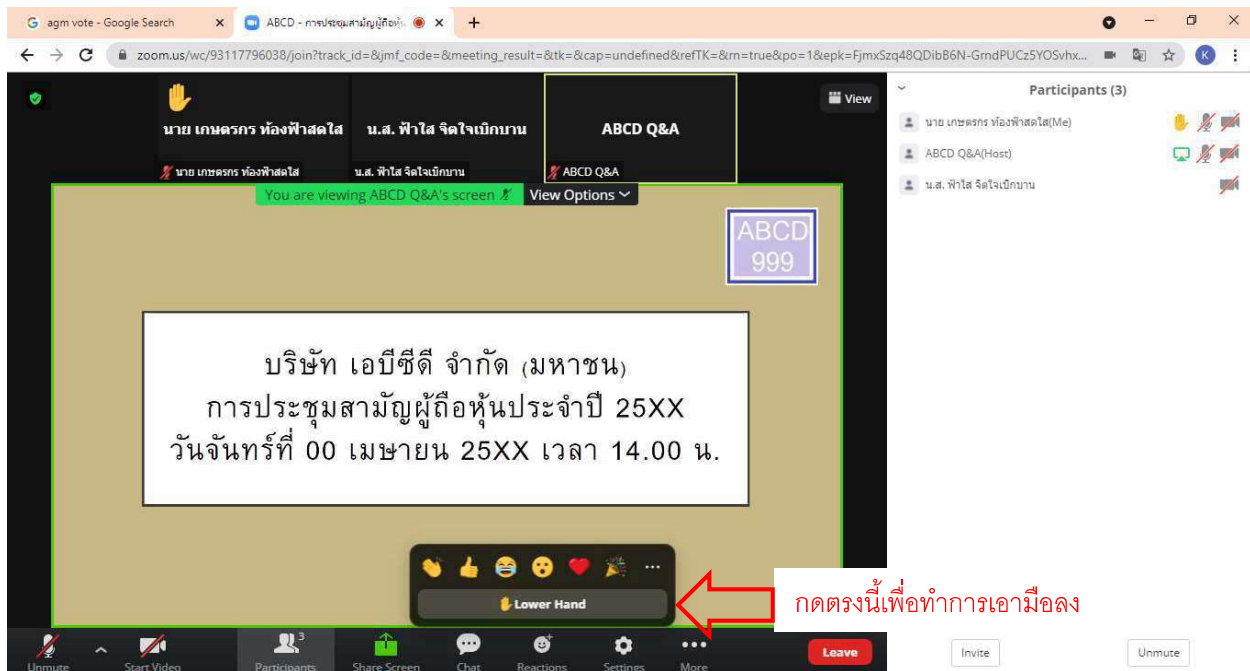


2. กดปุ่ม “Raise Hand” จะมีสัญลักษณ์มือปรากฏข้างชื่อของผู้เข้าร่วมประชุม



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

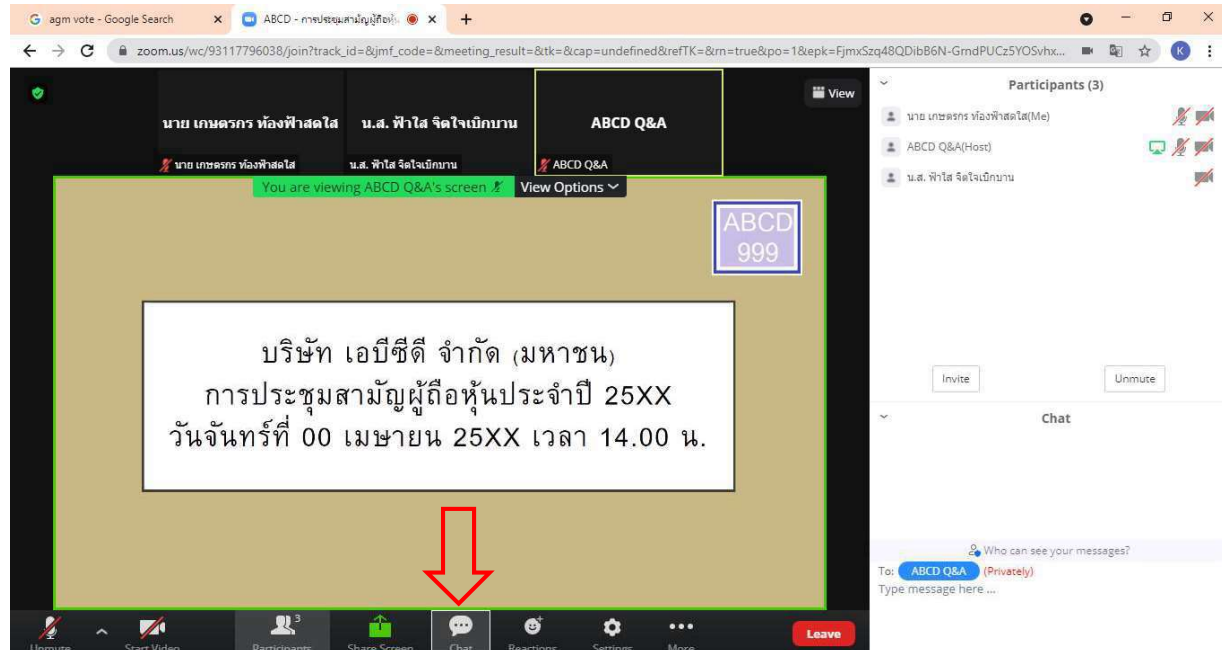
3. เมื่อสอบถามเสร็จเรียบร้อยแล้ว ให้กดปุ่ม “Lower Hand” เพื่อเป็นการเอามือลง



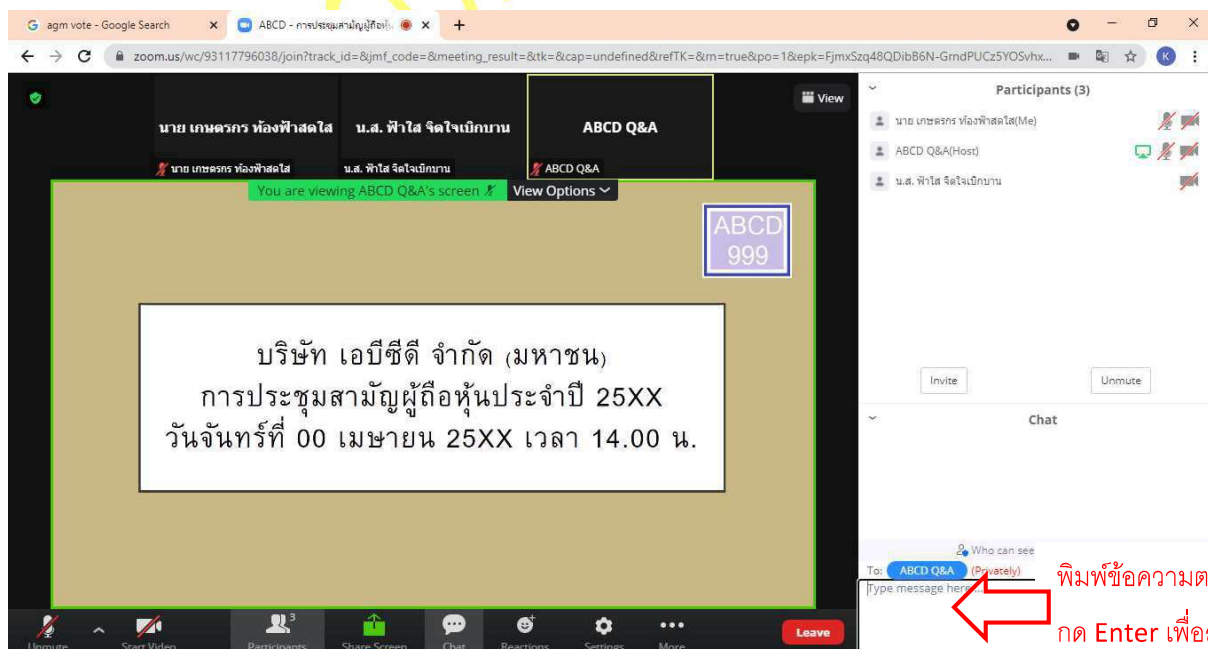
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

กรณีที่ผู้ถือหุ้น ต้องการสอบถามผ่านระบบแชท สามารถทำได้ดังนี้

1. คลิกที่ปุ่ม “Chat” ตามรูปด้านล่าง



2. เมื่อกดปุ่ม Chat แล้ว จะมีเครื่องมือขึ้นตามตามรูป ให้ผู้เข้าร่วมประชุมพิมพ์ข้อความ ตรงพื้นที่ตามรูปด้านล่าง และเมื่อพิมพ์เสร็จให้กด Enter เพื่อส่งข้อความ



พิมพ์ข้อความตรงนี้ และ
กด Enter เพื่อส่งข้อความ

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

การใช้งาน E-Voting

1. ผู้เข้าร่วมประชุม สามารถเลือกการลงคะแนน “เห็นด้วย”, “ไม่เห็นด้วย” และ “งดออกเสียง” (ตามรูปด้านล่าง)

สำหรับวาระแจ้งเพื่อทราบ ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนได้

<p>วาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 25XX</p> <table><tr><td>เห็นด้วย</td><td>ไม่เห็นด้วย</td><td>งดออกเสียง</td></tr><tr><td>(Approve)</td><td>(Disapprove)</td><td>(Abstain)</td></tr></table>	เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง	(Approve)	(Disapprove)	(Abstain)
เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง				
(Approve)	(Disapprove)	(Abstain)				
<p>วาระที่ 2: พิจารณารับทราบรายงานประจำปีของคณะกรรมการบริษัท เกี่ยวกับ กิจกรรมของบริษัท</p> <p>แจ้งเพื่อทราบ</p>						
<p>วาระที่ 3: พิจารณอนุมัติงบการเงินประจำปี 25XX สิ้นสุด วันที่ XX ธันวาคม 25XX</p> <table><tr><td>เห็นด้วย</td><td>ไม่เห็นด้วย</td><td>งดออกเสียง</td></tr><tr><td>(Approve)</td><td>(Disapprove)</td><td>(Abstain)</td></tr></table>	เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง	(Approve)	(Disapprove)	(Abstain)
เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง				
(Approve)	(Disapprove)	(Abstain)				

2. เมื่อกดเลือกการลงคะแนนแล้ว ระบบจะมี **Pop Up** สอบถามอีกครั้งหนึ่งว่า ยืนยันการลงคะแนนหรือไม่ ให้กดตกลงเพื่อเป็นการยืนยันการลงคะแนน

กรณีที่ผู้เข้าร่วมประชุม ต้องการเปลี่ยนการลงคะแนนสามารถทำได้ ด้วยการกดเลือกคะแนนใหม่อีกครั้ง

3. เมื่อท่านลงคะแนนเสร็จเรียบร้อยแล้ว ขอให้ท่านกลับมายังหน้าต่าง E -Meeting (Zoom) เพื่อรับชมภาพและเสียงของการประชุมต่อ โดยเจ้าหน้าที่จะทำการรวบรวมคะแนนทั้งหมดจากในระบบลงคะแนน

***** กรณีที่วาระได้ถูกปิดวาระไปแล้ว ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนหรือเปลี่ยนคะแนนได้**

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

How to participate in an E-AGM

1. Please submit the form and required document (per an attachment no. #). Once your document is verified. You will receive an email from E-Meeting Service by OJ International Co., Ltd.

(e-agm@ojconsultinggroup.com). There is a Link to log – in an E-AGM in this email.

2. Please read an email and check that all information is yours. The link will be valid as the date mention in an email. (You cannot log in before the date / time mentioned in an email.)

3. On the valid date, please click at the link in an email. The web browser will be opened. Please fill shareholder account number (10 digits) and Identification Number (Thai ID Card No.) or Passport Number. Then check at term and condition. Finally, click Register.

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

กรณารับข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม
(Please provide information for meeting registration)

เลขที่บัญชีผู้ถือหุ้น
(Shareholder Account Number)

เลขที่บัตรประชาชน
(Identification Number/Passport Number)

☐ ผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการ
เข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ รวมถึงให้ความยินยอมเกี่ยวกับ
ข้อมูลส่วนบุคคล แล้ว
(Shareholder has read and accepted the term and condition about
attendance of shareholder meetings through E-Meeting and has given
consent to use personal information)

ลงทะเบียนเข้าร่วมประชุม

(Register)

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

4. Review your information (Name and No. of shares) then click at “Confirm to attend the meeting”

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)
วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ
(Welcome นาย โอเจ มีหุ้นเยอะ)

ถือหุ้นจำนวน 300,000,000 หุ้น
(No. of shares: 300,000,000 shares)

ยืนยันเข้าร่วมประชุม
(Confirm to attend the meeting)

5. Once you successfully log in, there are 2 main buttons. E-Meeting (blue) and E-Voting (green) as below

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

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E-Meeting **E-Voting**

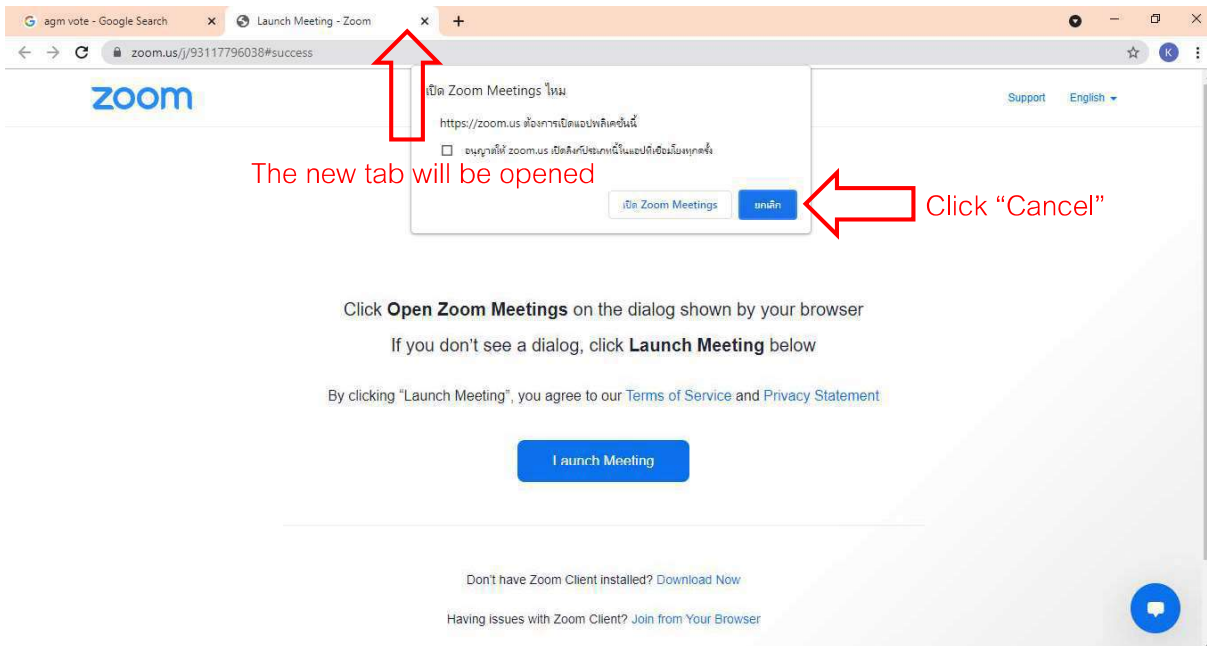
6. Click at “E-Meeting” in order participate Live Meeting by Zoom

7. Click at “E-Voting” to cast your vote.

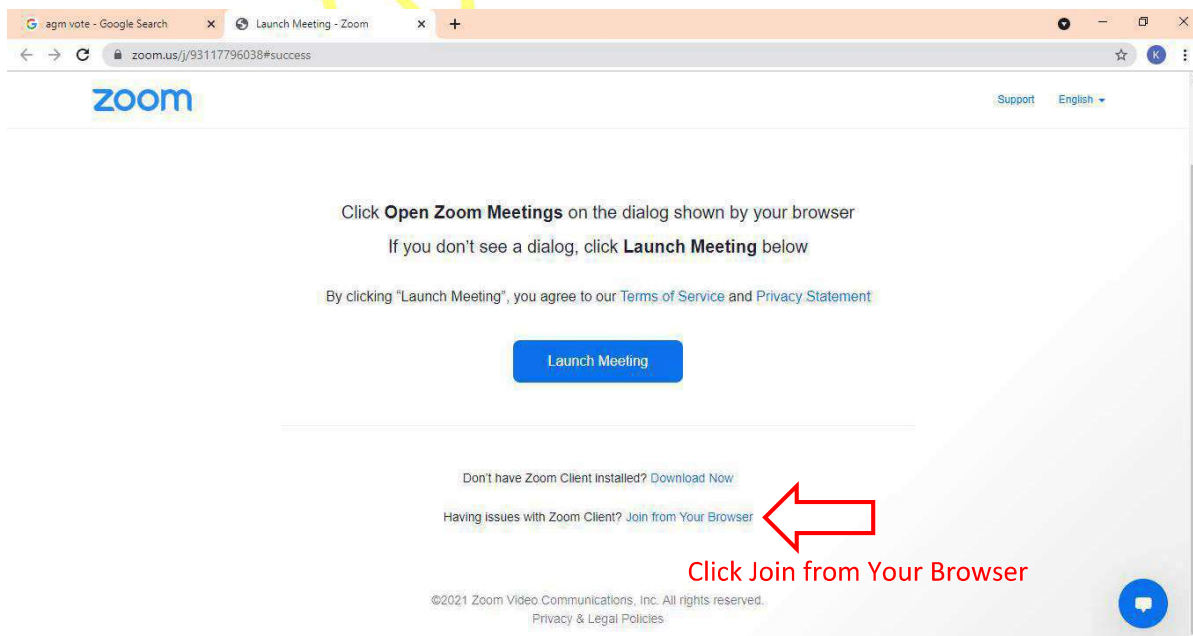
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชนันแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

Instruction : E-Meeting

1. Once you click at “E-Meeting”. If you are in Desktop or Laptop, the new tab will be opened as below

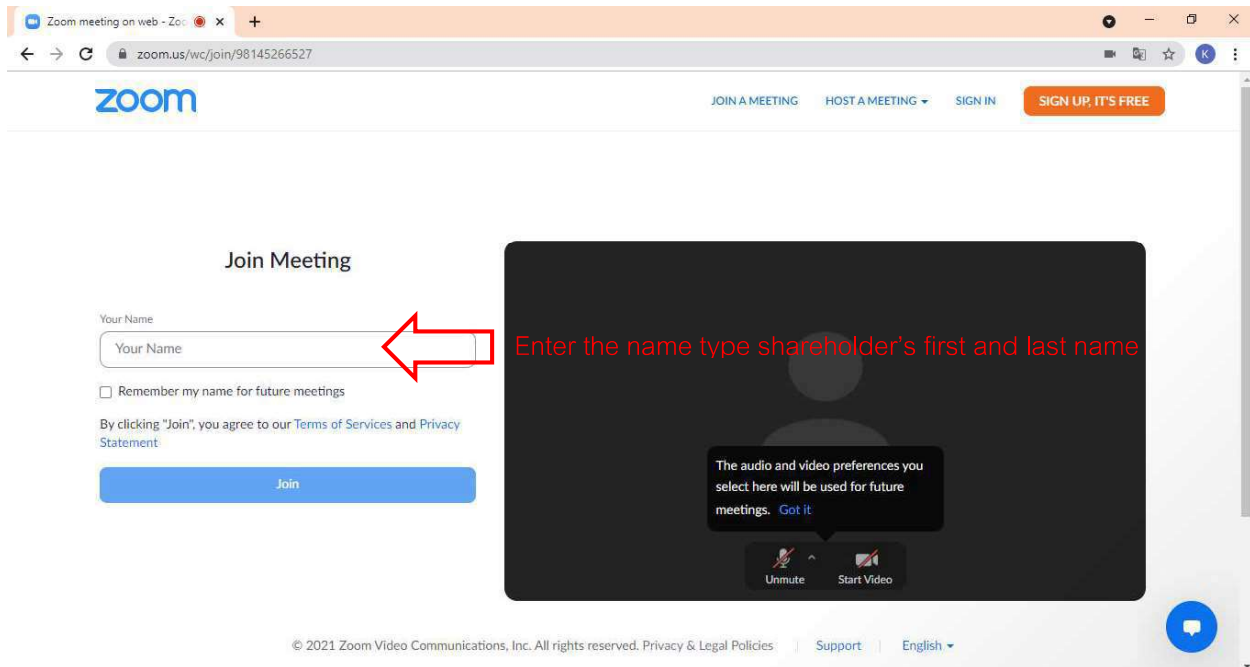


2. If you have Zoom Meeting software, you can use. Or You can click at Cancel then click at “click here” as below



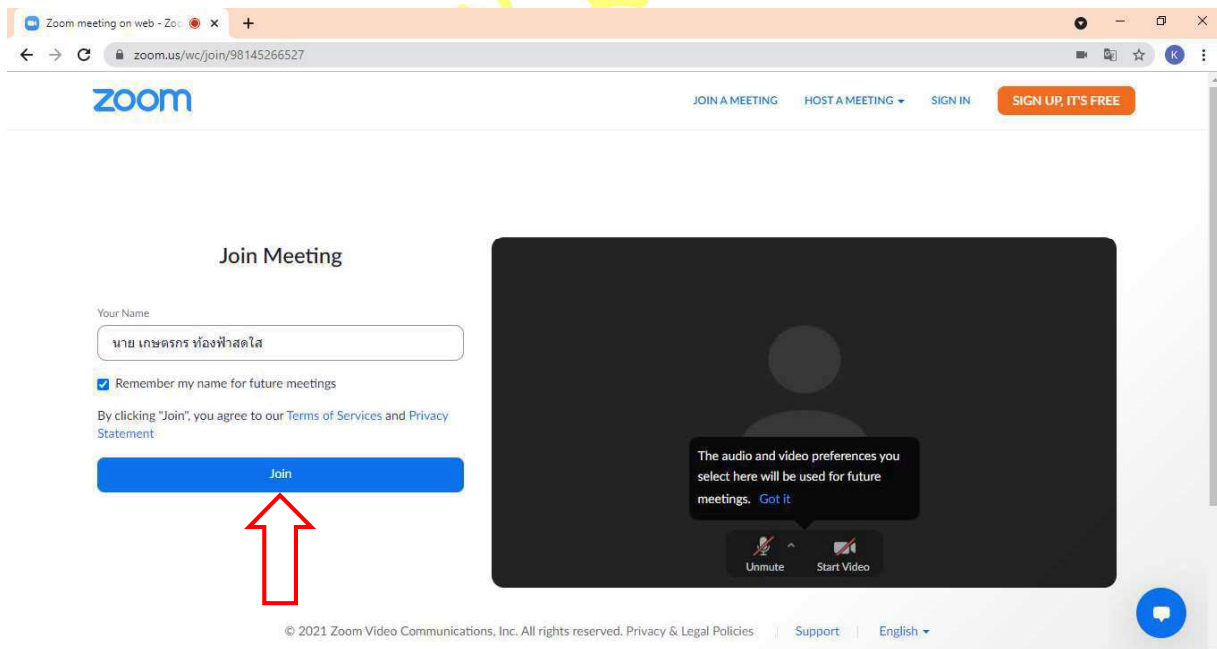
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
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3. Please type shareholder's first and last name in below text box.



The screenshot shows the Zoom 'Join Meeting' interface. On the left, there is a form with the title 'Join Meeting'. It includes a text box labeled 'Your Name' with the placeholder text 'Your Name'. A red arrow points to this text box. Below the text box is a checkbox labeled 'Remember my name for future meetings' which is currently unchecked. Below the checkbox is a link: 'By clicking "Join", you agree to our [Terms of Services and Privacy Statement](#)'. At the bottom of the form is a blue button labeled 'Join'. To the right of the form is a large dark grey area representing a video feed. It contains a placeholder for a person's profile picture and a text box that says 'The audio and video preferences you select here will be used for future meetings. [Got it](#)'. Below this text box are two buttons: 'Unmute' and 'Start Video'. At the top of the page, there is a navigation bar with links: 'JOIN A MEETING', 'HOST A MEETING', 'SIGN IN', and a button 'SIGN UP, IT'S FREE'. The browser's address bar shows 'zoom.us/join/98145266527'.

4. Click "Join" as below.



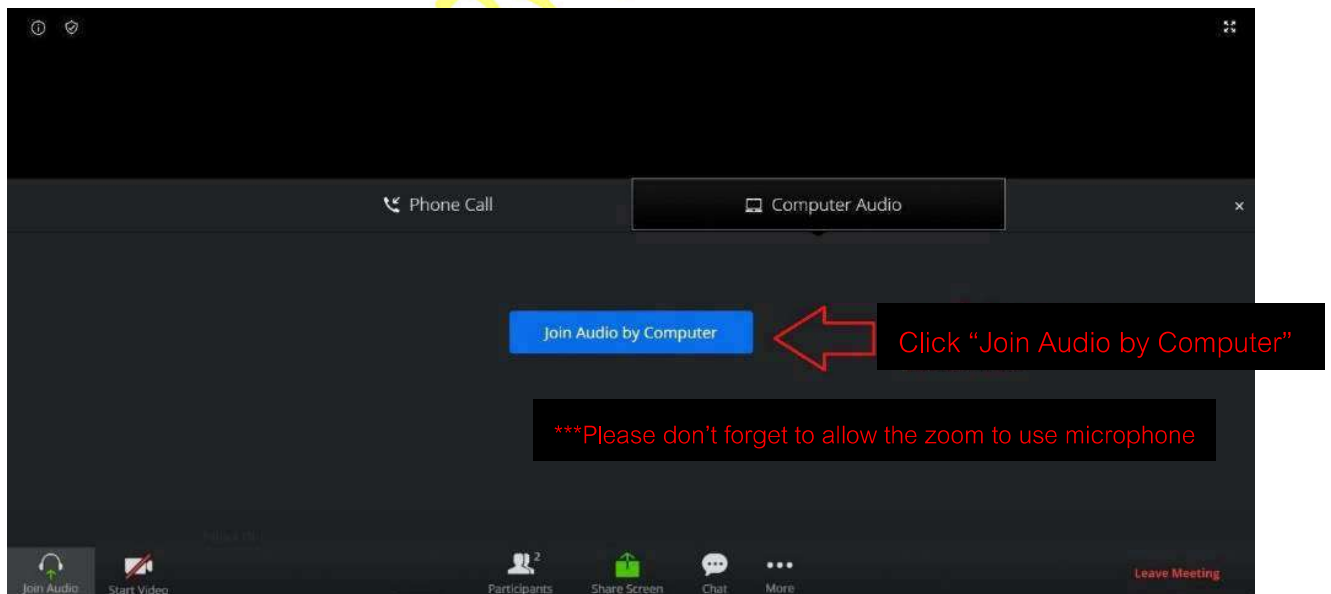
This screenshot shows the same Zoom 'Join Meeting' interface as the previous one, but with the 'Your Name' text box filled with the Thai text 'นาย เกษตรกร ทองฟ้าสดใส'. The 'Remember my name for future meetings' checkbox is now checked. A red arrow points to the blue 'Join' button. The rest of the interface, including the video feed area with the 'Unmute' and 'Start Video' buttons, remains the same. The browser's address bar still shows 'zoom.us/join/98145266527'.

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
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5. Then “Please wait, the meeting host will let you in soon.” Message will be displayed. Please wait until the host verify all information and let you in the meeting.

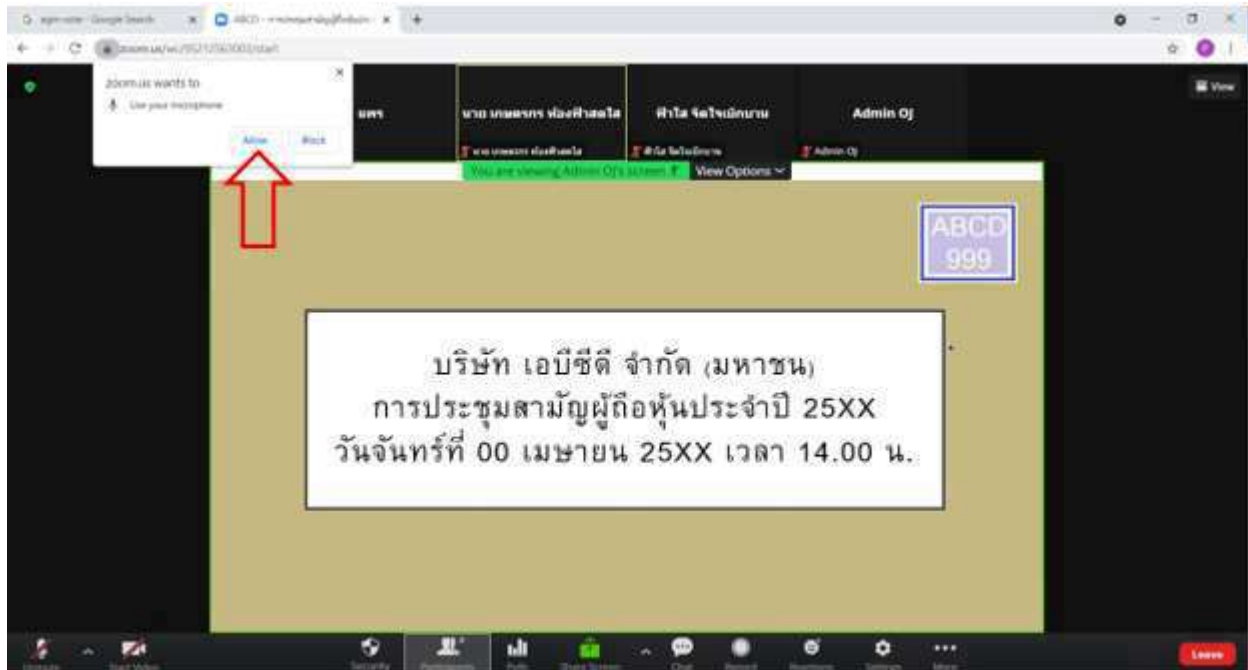
Please wait, the meeting host will let you in soon. 
ABCD - การประชุมสามัญผู้ถือหุ้นประจำปี 25xx

6. Once you are in the E-Meeting, please click at Join with Computer Audio to hear Live as below picture. (If you would like to speak, please don't forget to allow the zoom to use microphone)

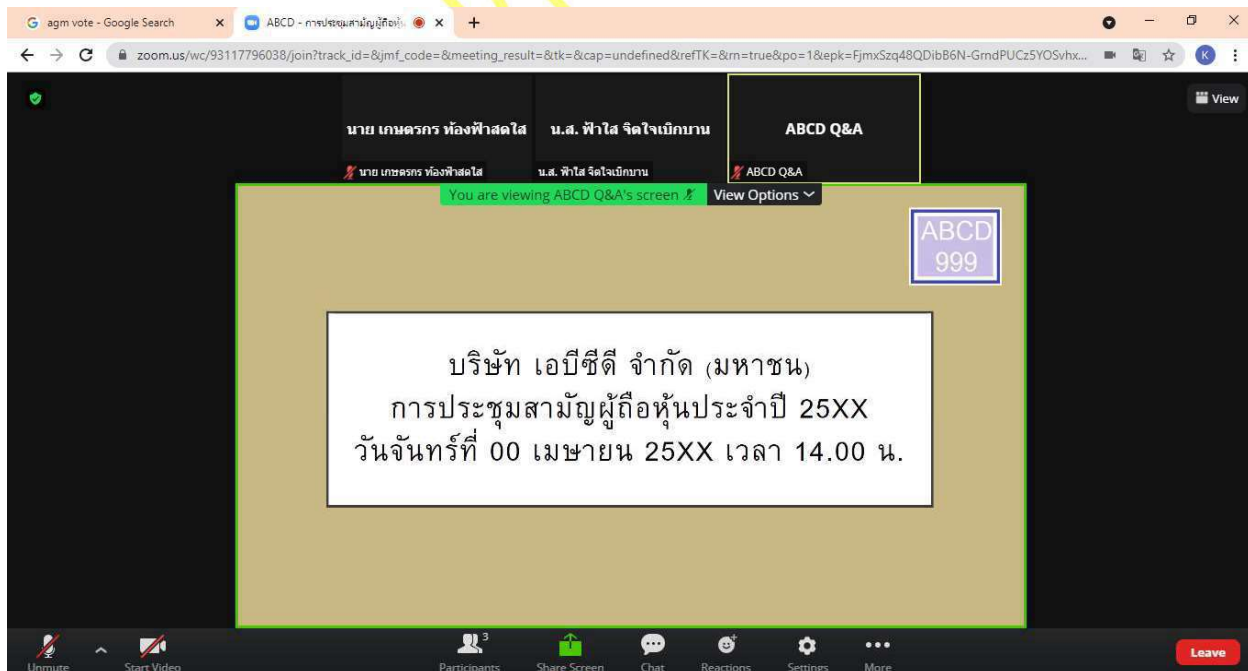


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. Click “Allow”



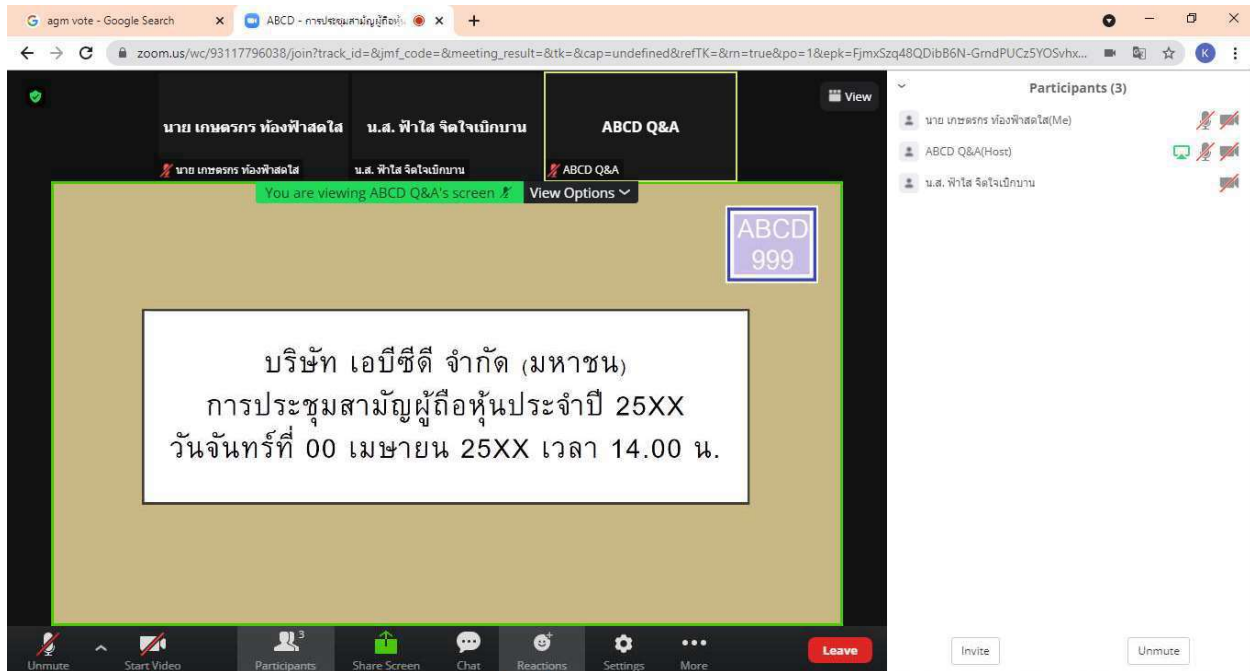
8. Once you successfully join the E-Meeting. You will see all menu as below.



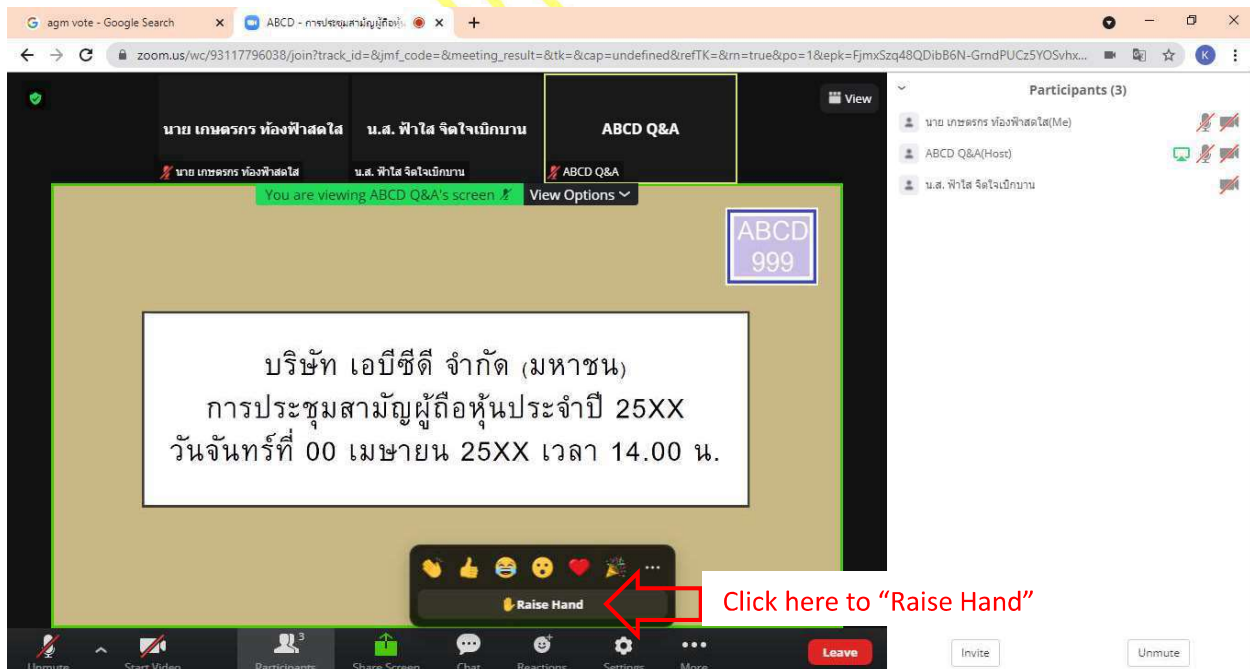
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

How to ask question by speak through microphone

1. Click at “Reaction” as below

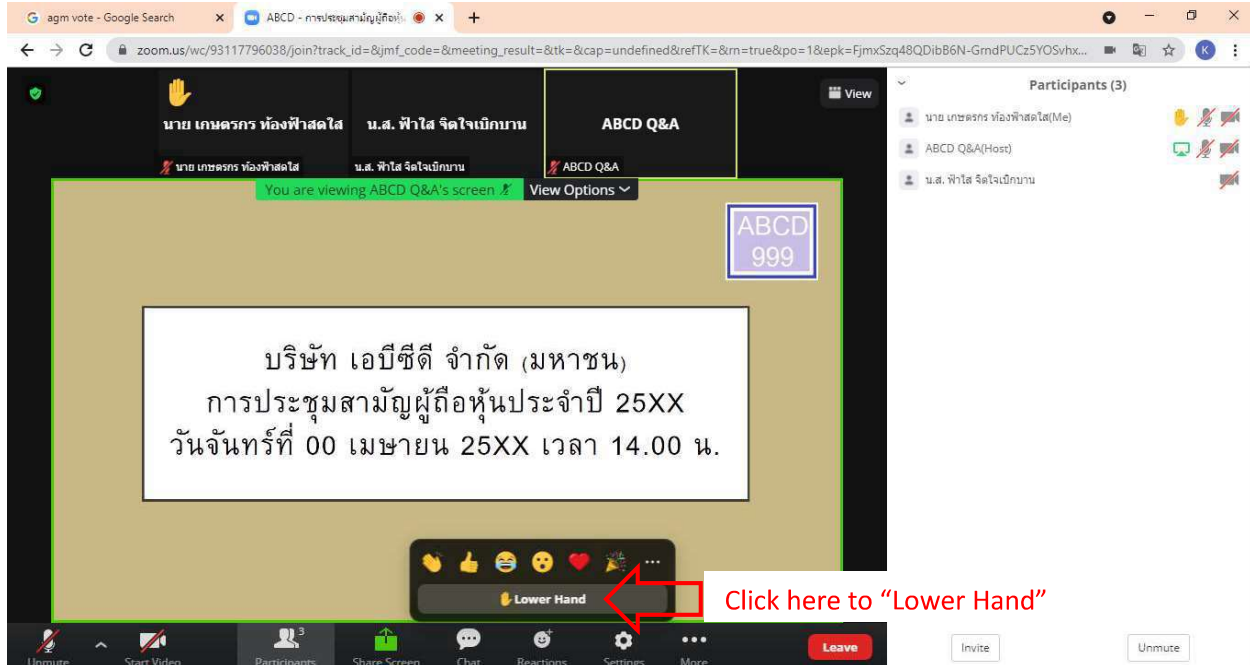


2. Click “Raise Hand” and the sign will be displayed beside your name as below



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

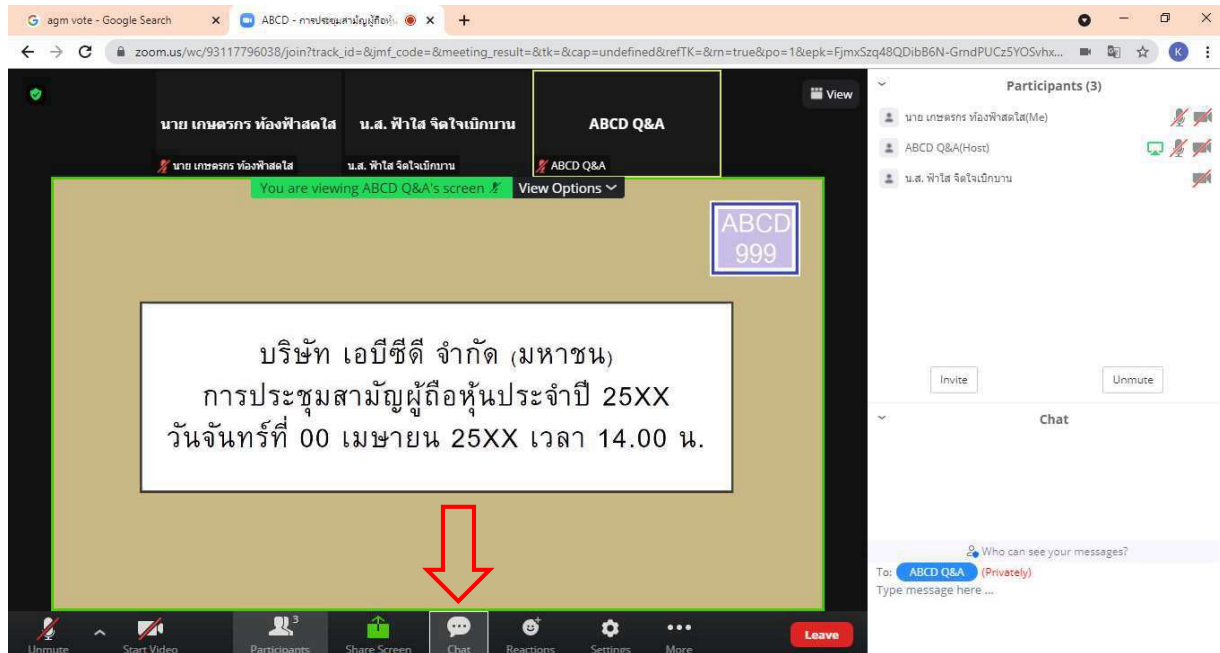
3. Host will allow you to unmute your microphone to ask your question. Please click unmute. Once you finish, please click “Lower Hand”



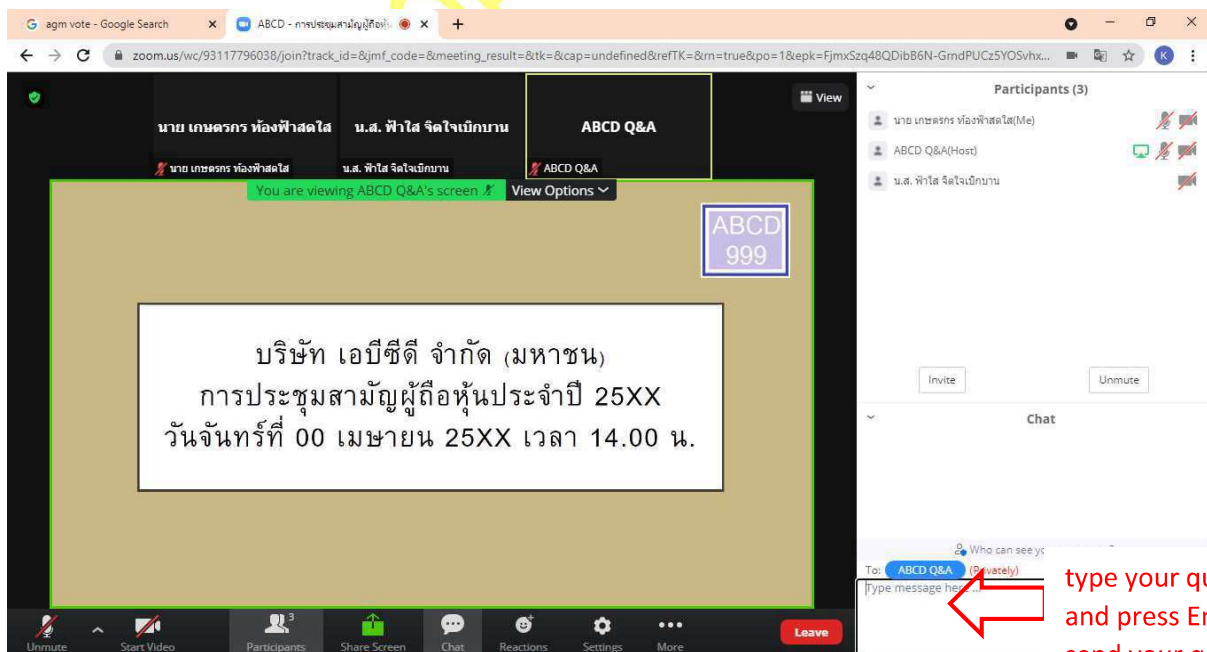
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

How to ask question by Chat

1. Click at “Chat” as below



2. The text box will displayed as below. You can type your question and press Enter to send your question to host



type your question
and press Enter to
send your question

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

How to case your vote by E-Voting

1. When you would like to cast your vote, please go to main tab (in Chrome) then click at “E-Voting”. There are 3 options to vote in each agenda (Approve, Disapprove and Abstain)

วาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 25XX

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

(Approve)

(Disapprove)

(Abstain)

วาระที่ 2: พิจารณารับทราบรายงานประจำปีของคณะกรรมการบริษัท เกี่ยวกับ
กิจกรรมของบริษัท

แจ้งเพื่อทราบ

วาระที่ 3: พิจารณาอนุมัติงบการเงินประจำปี 25XX สิ้นสุด วันที่ XX ธันวาคม 25XX

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

(Approve)

(Disapprove)

(Abstain)

2. Once you cast your vote, there is a pop up for you to make a confirmation. If you would like to change your vote, you can do by do the same. However, you cannot change or vote if the agenda is closed.

3. Once you finish your vote, please switch back to the E-Meeting Tab (Zoom) to resume your meeting.



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