



Minutes of Extraordinary General Meeting of the Shareholders No. 1/2021  
One to One Contacts Public Company Limited

Date, Time and Venue

The Extraordinary General Meeting of the Shareholders No. 1/2021 of One To One Contacts Public Company Limited (the “Company”) was held on September 20, 2021 at 11:00 a.m. through electronic media (E-EGM) according to Emergency Decree on Electronic Meetings B.E. 2563 (2020), broadcasted from the meeting room, 12<sup>th</sup> Floor, Software Park Building, 99/23 moo 4, Chaengwattana Road, Klongklua, Pakkred, Nonthaburi. There were directors and advisors attending via Electric Meeting as follows:

Directors attending the Meeting

|     |                 |                |   |
|-----|-----------------|----------------|---|
| 1.  | Dr. Pakorn      | Apaphant       | Chairman of the Board of Directors / Chairman of Audit Committee / Chairman of the Nomination and Remuneration Committee / Corporate Governance Committee Member and Independent Director |
| 2.  | Dr. Chuket      | Ounjitti       | Independent Director / Audit Committee Member   |
| 3.  | Mr. Pattarakit  | Techasikarn    | Independent Director / Audit Committee Member   |
| 4.  | Mr. Yuthaveera  | Achawangkul    | Independent Director / Audit Committee Member   |
| 5.  | Mr. Priyong     | Teerasathain   | Independent Director  |
| 6.  | Mr. Kanawuthi   | Wattanadhirach | Chairman of Executive Committee / Chief Executive Officer / Director / Nomination and Remuneration Committee Member / Corporate Governance Committee Member                               |
| 7.  | Mr. Panom       | Ratanarat      | Director  |
| 8.  | Dr. Sarayut     | Rueangsuwan    | Director  |
| 9.  | Mr. Subhasiddhi | Rakkasikorn    | Director  |
| 10. | Mr. Chaiwat     | Phithakratham  | Director  |

Legal advisors from Kudun & Partners Co., Ltd. attended the Meeting

### Preliminary Proceedings

Mr. Pakorn Apaphant, the Chairman of the Board of Directors, (the “Chairman”) welcomed directors, shareholders, and proxies and assigned Miss Priyapat Kongrit acted as moderator for the Extraordinary General Meeting of Shareholders No. 1/2021 (the “Moderator”). The Moderator informed the meeting that the number of shareholders attending the meeting in person and by proxy was 43 shareholders, holding 218,977,499 shares or 78.20 of the total sold shares of the Company, a quorum was formed as prescribed by law and Articles of Association of the Company. Thereafter, the Moderator notified to the meeting of the regulations and procedures of the Meeting, voting, vote counting, and shareholders’ right as follows:

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 participant 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 proceed 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 inquiry by conversation, it can proceed as follows.

1. Please go to participant menu at the bottom and press the raise hand button.
2. Shareholder press the unmute button opening the microphone to inquiry 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 attending the meeting in person or as a proxy prior to ask the questions every time for the benefit of taking the minutes of meeting accurately and completely.

The Moderator informed to the shareholders that the Company will complete the minutes of the Extraordinary General Meeting No. 1/2021 within 14 days after the meeting. It will publish to shareholders on the Company's website. If any shareholders have any objection, they will notify the corporate secretary section within 20 October, 2021. If there are no objection, it shall be presumed that certify the minutes of the Extraordinary General Meeting No.1/2021 in accordance as published.

The Chairman then proceed the meeting in according to the agenda set forth in the invitation letter 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**

The Chairman designated the Moderator to report the details of this agenda. The Moderator informed the meeting that the minutes of the 2021 Annual General Meeting of Shareholder held on April 28<sup>th</sup>, 2021 has been prepared within 14 days after the meeting date and were submitted to the Stock Exchange of Thailand (the "SET") and Ministry of Commerce within the required period according to the requirement of the laws as well as posted on the Company's website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com). In addition, the Company allows the shareholders to submit questions or an objection on the minutes of the meeting. There were no objections from any shareholders. The Chairman, therefore, propose the meeting to consider and certify such minutes.

The Chairman reported the opinion of the Board of Directors to the meeting that the Board of Directors has considered the minutes of the meeting and deemed that the records were correct and in accordance with the resolutions of the shareholders' meeting and has been delivered to the shareholders together with the invitation letter to the Extraordinary General Meeting of Shareholders No. 1/2021.

The Chairman gave the shareholders an opportunity to ask questions or express their opinions. There is no shareholder asking or giving opinions, then the Moderator informed that this agenda was not required to vote because it is an agenda for acknowledgment.

**Resolution**        This Agenda is for acknowledgement, and therefore there is no vote casting.

**Agenda 2**        **To consider and approve the issuance and allocation of the warrants to purchases 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 shareholding (Rights Offering).**

The Chairman designated the Moderator to report the details of this agenda. The Moderator informed the Meeting that in order to increase the Company's capital base to have more liquidity and to support future business

expansion, the Company proposed to issue and allocate the 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 2 (Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No. 1 (OTO-W1)) which has been sent together with the invitation of the meeting. 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 Director's meeting, then, proposed to the Shareholders' meeting to consider approving of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the authority 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 other 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 other documents with the Securities and Exchange Commission Officer (the "SEC Office"), 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 succession of the issuance and allocation of the OTO-W1 Warrants on this occasion.

The Chairman invited the shareholders to raise any question or opinion. No question was raised. Therefore, the Chairman proposed the meeting to consider and approve this Agenda,

**Resolution**

The meeting considered and approved the issuance and allocation of the OTO-W1 Warrants to allocate to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering) (free of charge) in the amount not exceeding 280,000,000 units at the allocation ratio of 2 ordinary shares to 1 unit of the OTO-W1 according to the details mentioned above. The results of the voting are follows:

| Voting        | Number of Vote     | Percentage of shareholders attending the Meeting and casting their votes |
|---------------|--------------------|--|
| Approved      | 218,977,499        | 100.00   |
| Disapproved   | 0                  | 0.00   |
| Abstained     | 0                  | -  |
| Voided Ballot | 0                  | 0.00   |
| <b>Total</b>  | <b>218,977,499</b> | <b>100.00</b>  |

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

Agenda 3 To consider and approve the increase 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 560,000,000 ordinary shares with par value at THB 1 per share and approve the amendment of the Memorandum of Association Clause 4 of the Company in accordance with the Company's registered capital increase.

The Chairman designated the Moderator to report the details of this agenda. The Moderator informed that as the Company had the intention to issue and allocate OTO-W1 Warrants and propose to offering new ordinary shares to the existing shareholders in proportionate to their respective shareholding (Right Offering) as will consider in the next agenda. Therefore, the Company need to increase 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 560,000,000 ordinary shares with par value at THB 1 per share and approve the amendment of the Memorandum of Association Clause 4 of the Company in accordance with the registered capital increase 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 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 to take any necessary action to comply with the registrar's order(s) to complete the registration process.

The Chairman invited the shareholders to raise any question or opinion. No question was raised. Therefore, the Chairman proposed the meeting to consider and approve this Agenda.

## Resolution

The meeting considered and approved 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 ordinary shares with par value at THB 1 per share and approve the amendment of the Memorandum of Association Clause 4 of the Company in accordance with the registered capital increase of the Company according to the details mentioned above. The details are as follows:

| Voting        | Number of Vote | Percentage of the shareholders present at the Meeting and entitled to vote |
|---------------|----------------|--|
| Approved      | 218,977,499    | 100.00   |
| Disapproved   | 0              | 0.00   |
| Abstained     | 0              | 0.00   |
| Voided Ballot | 0              | 0.00   |
| Total         | 218,977,499    | 100.00   |

Remark This agenda item requires not less than three-fourths of the votes of the shareholders present at the Meeting and have the right 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.

The Chairman designated the Moderator to report the details of this agenda. The Moderator informed the meeting that the Board of Directors' meeting approved to propose 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 (Right 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 (Right 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 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 rights 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 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 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, the Board of Directors deemed it appropriate 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) which is already sent with the notice to attend the extraordinary general meeting of shareholders.

The Chairman invited the shareholders to raise any question or opinion. No question was raised. Therefore, the Chairman proposed the meeting to consider and approve this Agenda.

#### **Resolution**

The meeting considered and approved 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 to the details mentioned above. The results of the vote counting are as follows;

| Voting        | Number of Vote     | Percentage of shareholders attending the Meeting and casting their votes |
|---------------|--------------------|--|
| Approved      | 218,977,499        | 100.00   |
| Disapproved   | 0                  | 0.00   |
| Abstained     | 0                  | 0.00   |
| Voided Ballot | 0                  | 0.00   |
| <b>Total</b>  | <b>218,977,499</b> | <b>100.00</b>  |

Remarks 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 Anuraputt 5. Mr. Nopporn Achavakulthep and 6. Miss Kanokrat Wongraphairot (collectively referred to as the "Tender Offerors") in the Tender Offer documents regarding the plan to sell shares of the business

The Chairman designated the Moderator to report the details of this agenda. The Moderator informed the meeting that the Board of Directors' meeting approved to propose 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 Anuraputt 5. Mr. Nopporn Achavakulthep and 6. Miss Kanokrat Wongraphairot (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 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 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 Offerors; 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 Chairman invited the shareholders to raise any question or opinion. No question was raised. Therefore, the Chairman proposed the meeting to consider and approve this Agenda.

**Resolution**

The meeting considered and approved the Company to proceed the substantial matters which are different from those stated by the Tender Offerors in the Tender Offer documents regarding the plan to sell shares of the business as the details mentioned above. The results of the vote counting are as follows;

| Voting      | Number of Vote | Percentage of the shareholders present at the Meeting and entitled to vote |
|-------------|----------------|--|
| Approved    | 70,077,000     | 100.00   |
| Disapproved | 0              | 0.00   |
| Abstained   | 0              | 0.00   |

|               |            |        |
|---------------|------------|--------|
| Voided Ballot | 0          | 0.00   |
| Total         | 70,077,000 | 100.00 |

Remarks 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, Boonae Chitthanom, Mr. Nattapong Sitaworarat, Mr. Wirat Anuraputti, Mr. Nopporn Achavakulthep, and Miss Kanokrat Wongpraphairot.

**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)

The Chairman designated the Moderator to report the details of this agenda. The Moderator informed the meeting that the Board of Directors' meeting approved to propose the shareholders' meeting to consider and approve the change in the use of proceeds derived from the offering of newly issued shares under Initial Public Offering (IPO) 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 articles 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<br>(as mentioned Prospectus)        | Approximately amount | Outstanding Balance |
|--|----------------------|---------------------|
| 1. Business Expansion Domestically and Internationally | 178.00               | 148.29              |
| 2. Working Capital                                     | 191.00               | -                   |
| <b>Total</b>   | <b>369.70</b>        | <b>148.29</b>       |

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              |
| <b>Total</b>   | <b>369.70</b>        | <b>148.29</b>       |

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 advantages 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

| Types of invested assets                         | Investment Proportion                   |   |
|--|---|---|
|  | 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) | <b>100%</b>                             | <b>100%</b>                               |

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

| Types of invested assets                         | Investment Proportion                   |   |
|--|---|---|
|  | The shares of listed Company in SET 100 | The shares of listed Company in SET + MAI |
| Expected returns                                 | 7% - 15% per year                       | 10% - 20% per year                        |
| Acceptable Risks if cut losses                   | 20%                                     | 20%                                       |
| Investment ratio (not exceeding THB 100 million) | <b>100%</b>                             | <b>100%</b>                               |

- 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.



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 accordance 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 executive 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 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 Chairman invited the shareholders to raise any question or opinion. No question was raised. Therefore, the Chairman proposed the meeting to consider and approve this Agenda.

## Resolutions

The meeting considered and approved the change in the use of proceeds derived from the offering of newly issued shares under Initial Public Offering (IPO) as the details mentioned above. The results of the vote counting are as follows;

| Voting        | Number of Vote | Percentage of the shareholders present at the Meeting and entitled to vote |
|---------------|----------------|--|
| Approved      | 218,977,499    | 100.00   |
| Disapproved   | 0              | 0.00   |
| Abstained     | 0              | 0.00   |
| Voided Ballot | 0              | 0.00   |
| Total         | 218,977,499    | 100.00   |

Remark This agenda item requires not less than three-fourths of the votes of the shareholders present at the Meeting and entitle 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

The Chairman designated the Moderator to report the details of this agenda. The Moderator informed the Meeting that 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 message (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 Chairman invited the shareholders to raise any question or opinion. No question was raised. Therefore, the Chairman proposed the meeting to consider and approve this Agenda.

### **Resolutions**

The meeting considered and approved the addition of the Company's objectives and approved 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. The results of the vote counting are as follows;

| Voting        | Number of Vote     | Percentage of the shareholders present at the Meeting and entitled to vote |
|---------------|--------------------|--|
| Approved      | 218,977,399        | 100.00   |
| Disapproved   | 0                  | 0.00   |
| Abstained     | 100                | 0.00   |
| Voided Ballot | 0                  | 0.00   |
| <b>Total</b>  | <b>218,977,499</b> | <b>100.00</b>  |

Remark This agenda item requires not less than three-fourths of the votes of the shareholders present at the Meeting and entitle to vote.

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

The Chairman invited the shareholders to raise any question or opinion. No question was raised. Therefore, the Chairman thanked the shareholders for attending the meeting. The meeting was adjourned at 12.00 p.m.

Yours sincerely,

Signature \_\_\_\_\_

( Dr Pakorn Apaphan )

Chairman of the Board of Directors