

**Capital Increase Report Form**  
**One to One Contacts Public Company Limited**  
**March 4, 2022**

One to One Contacts Public Company Limited (the “**Company**”) would like to report the resolution of the Board of Directors Meeting No. 3/2022, which was convened on March 4, 2022 regarding the capital decrease, capital increase and allocation of newly issued ordinary shares. The details are as follows;

**1. Capital Decrease and Capital Increase**

The Board of Directors' meeting had resolved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the decrease and increase of the registered capital of the Company as follows:

**1.1. Capital Decrease**

The Board of Directors' meeting had resolved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the decrease of the registered capital of the Company of THB 5 from the original registered capital of THB 840,000,000 to the registered capital of THB 839,999,995 by cancelling 5 un-sold issued shares with a par value of THB 1 per share, which is the remaining shares from the capital increase to offer and allocation to the shareholders proportionate to their shareholding percentage as the resolution of the Extraordinary General Meeting of the Shareholder No. 1/2021 and approved to the amendment of Memorandum of Association Clause 4 of the Company (Registered Capital) to be in line with the decrease of the registered capital of the Company.

In this regard, the outstanding 280,000,000 ordinary shares are to reserve for the exercise rights of the warrants of One to One Contacts Public Company Limited to the existing shareholders No. 1 (OTO-W1).

**1.2. Capital Increase**

The Board of Directors' meeting had resolved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the increase of the registered capital of the Company of THB 55,000,005 from the original registered capital of THB 839,999,995 to the registered capital of THB 895,000,000 by issuing the 55,000,005 newly ordinary shares with a par value of THB 1 per share, and approved to the amendment of Memorandum of Association Clause 4 of the Company (Registered Capital) to be in line with the adjustment of the increase of the registered capital of the Company as in the following manner:

Capital increase	Category of shares	No. of shares (shares)	Par value (THB per share)	Total (THB)
<input type="checkbox"/> Specifying the purpose of utilizing funds	Common share	-	-	-
	Preferred shares	-	-	-
<input checked="" type="checkbox"/> General power of attorney (General Mandate)	Common share	55,000,005	1.00	55,000,005
	Preferred shares	-	-	-

## 2. Allocation of new shares

### 2.1 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	-	-	-
Public Offering	Common share	-	-	-
	Preferred shares	-	-	-
Private Placement	Common share	55,000,005	55,000,005	The details are specified below.
	Preferred shares	-	-	-

<sup>1</sup>Percent per the paid-up capital at the date of the Board of Directors Meeting had resolved to approve the capital increase by means of the General Mandate.

#### **Remark:**

- 1) The Board of Directors' meeting No.2/2022 held on March 4, 2022, had resolved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the allocation of the newly ordinary shares by means of the General Mandate of not exceeding 55,000,005 shares at the par value of THB 1.00 per share to be offered by the way of the Private Placement.
- 2) Allocation of the newly ordinary shares by means of the General Mandate in the times, the Board of Directors' meeting had resolved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the authorizing the Board of Directors to has power to do in the following manner:
  - (a) Considering the purpose for issuing and offering the newly ordinary shares with the details and other conditions in related to the issuing and offering the newly ordinary share, including the signature in the documents and other related agreements, including any executions which are necessary and appropriate connected to the issuing and offering newly ordinary shares in the time, and including to be listed the security in the SET.
  - (b) To consider the offering newly shares of the Company whether for the shares to be made in a single or multiple offering and will offer to any person or the group of the people at one time, including to determine the date and time, and offering price and the details and any related conditions with the allocation of such newly issued shares.
- 3) In this regard, the offering price to the private placement shall be the best price based on the market value at the time of offering to the investor for the best interest of the Company and the shareholders, provided that the offering price shall not be the lower price under the price criteria regulation of the Securities and Exchange Commission (the "SEC") and the Stock Exchange of Thailand (the "SET") which shall not lower than any one

of the following price criteria: (a) the weighted average price of the Company's shares trading in the stock exchange market for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the date on which the offering price is determined, and the discount must not exceed 10 percent of such price or (b) the price through the process of opening for the investor to present their intention to purchase the newly ordinary shares of the Company at the desired price (Book Building) which was investigated by the securities company pursuant to the criteria prescribed under the Notification of the Capital Market Supervisory Board Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (including its amendment).

- 4) The issuance and the allocation of newly issued shares shall be in accordance with the SEC's regulation, and the allocation of such newly-issued ordinary shares are not allocated to the connected person of the Company according to the Notification of Capital Market Supervisory Board Tor Jor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (including its amendment) and the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transaction B.E. 2546 dated November 19, 2003 (including its amendment).
  - 5) The allocation of the shares as above must not result in any investors to hold shares of the Company in the number that reaches or passes the trigger point requiring such investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.
3. **Schedule the Annual General Meeting of Shareholders/ the Extraordinary General Meeting of Shareholders to consider and approve the capital increase and the allocation of newly issued ordinary shares**

The schedule the 2022 Annual General Meeting of Shareholders to be held on April 21, 2022 at 2.00 p.m. through electronic media (E-AGM) by:

- Specifying names of shareholders who are eligible to attend of the record date the Shareholders' meeting on March 22, 2022
- Set the closing date of the share registration book for the right to attend the shareholders' meeting from \_\_\_\_\_ until the shareholders' meeting is completed.

4. **Request for the permission to capital increase/the allocation of capital increase from the relevant government agencies and the conditions, request for the permission**
- 4.1. The Company shall receive the approval from the Shareholders Meeting to issue and offer the newly ordinary shares by the way of the private placement by not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote.
  - 4.2. The Company shall register the decrease of registered capital, the increase of registered capital, the change of the paid-up capital of the Company and the amendment of Memorandum of Association with the Department of Business Development, Ministry of Commerce.
  - 4.3. The Company shall proceed the request for permission from the SET for the acceptance of newly ordinary shares of the Company to be listed in the Market for Alternative Investment (mai).

**5. Purpose of the Capital Increase and utilize the capital in the addition part**

To be determined once the capital increase occurs.

**6. The Benefit of the Company to receive from the capital increase/allocation of newly ordinary shares**

To be determined once the capital increase occurs.

**7. The Benefit of Shareholders to receive from the capital increase/allocation of newly ordinary shares**

To be determined once the capital increase occurs.

**8. Any details which are necessary for shareholders in making the decision to approve the capital increase/allocation of newly ordinary shares**

To be determined once the capital increase occurs.

**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. 3/2022	March 4, 2022
2.	The date to determine the name of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date)	March 22, 2022
3.	The 2022 Annual General Meeting of Shareholders	April 21, 2022
4.	The allocation of newly ordinary shares in the means of the General Mandate	As the Board of Directors Meeting has approved the matters.

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