

**INVITATION OF THE 2022  
ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

**VENTURE INTO  
THE DIGITAL ERA**



**THURSDAY, APRIL 21, 2022**  
**Time: 14.00 P.M.**  
**THROUGH ELECTRONIC MEDIA (E-AGM)**





No. OTO 022/2022

March 24, 2022

Subject Invitation of the 2022 Annual General Meeting of Shareholders

To: Shareholders of One to One Contacts Public Company Limited

- Attachment
1. A Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021
  2. 2021 Annual Report (56-1 Form One Report) and the financial statements for the year ended December 31, 2021 (QR Code)
  3. List and profiles of directors due to retire by rotation and nominated for reappointment for another term
  4. Qualification of the Independent Director
  5. Details of remuneration of the Board of Directors and the Sub-Committee for the year 2022
  6. Background of the Auditors for the year 2022
  7. Capital Increase Report Form (F53-4)
  8. Articles of Association in relation to the Shareholders' Meeting
  9. Proxy Forms
  10. Details of Independent Director who can be proxy by the Shareholders to attend the 2022 Annual General Meeting of Shareholders
  11. Guideline for attending the Shareholders' Meeting through electronic media (E-AGM)

The Board of Directors of One to One Contacts Public Company Limited (the “**Company**”) has resolved to convene the 2022 Annual General Meeting of Shareholders on April 21, 2022 at 2:00 p.m. through electronic media (E-AGM) in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related laws and regulations, broadcasting from the meeting room, 12th Floor, Software Park Building, 99/23 moo 4, Chaengwattana Road, Klongklua, Pakkred, Nonthaburi. with the following agenda items:

**Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021**

**Facts and reasons** The minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 which was held on September 20, 2021 were prepared within 14 days from the meeting date and was sent to the Stock Exchange of Thailand (the “**SET**”) and Ministry of Commerce within the time required by law. The minutes were publicly disclosed on the Company’s website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)) from October 1, 2021 as per the details in **Attachment 1**. Moreover, the Company had provided the right to all shareholders to send any issues or objection on such minutes, however, there is no shareholders opposed.

**The Board’s Opinion** The Board of Directors considered the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 and opined that it was accurately recorded in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021, therefore, it appropriate to propose the shareholders’ meeting to acknowledge the minutes of such meeting.

**Voting** This agenda item is for acknowledgment and thus no resolution is required.

## **Agenda 2 To acknowledge the Company's operating results for the year 2021**

**Facts and reasons** In order to comply with Article 34 of the Company's Articles of Association which requires the annual general meeting of shareholders to consider and acknowledge the report of the Board of Directors which presented the Company's business for the past year. Therefore, the Company had collected the important matters including the Company's operating results for the year 2021 in the 2021 Annual Report (56-1 Form One Report), which was publicly disclosed on the Company's website [www.onetoonecontacts.com](http://www.onetoonecontacts.com) and the 2021 Annual Report (56-1 Form One Report) is also available to download through the QR Code as follows:



**The Board's Opinion** The Board of Directors considered the Company's operating results for the year 2021 and opined that it is correct and sufficient disclose. Thus, it appropriate to propose the shareholders' meeting to acknowledge the Company's operating results for the year 2021.

**Voting** This Agenda is for acknowledgement and does not require voting.

## **Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2021**

**Facts and reasons** In order to comply with Section 112 of the Public Limited Company Act, B.E. 2535 (1992) (including its amended) (the "**Public Limited Company Act**") and Article 34 and 37 of the Company's Articles of Association which requires the Board of Directors to prepare the financial statement (balance sheet) and profit and loss of the Company as at the end of the fiscal year in order to propose to the annual general meeting of shareholders for the approval whereby the Board of Directors shall have an auditor complete an audit of such balance sheet and income statement before submission to the shareholders' meeting. In this regard, the Board of Directors and the Audit Committee considered the financial statement for the year ended on December 31, 2021 which has been audited by the Company's auditor, and opined that it is correct and complete in accordance with Thai Financial Report Standards as shown in the **Attachment 2**, the category of "financial statement" of the 2021 Annual Report (56-1 Form One Report), which is summarized as follows:

Items	Amount of (THB)	
	2021	2020
Total Assets	1,022,069,553	698,259,826
Total Liabilities	98,771,256	135,245,706
Total Revenues	656,127,474	685,090,294
Net Profit (Loss)	55,679,471	(48,851,013)
Profit (Loss) per Share	0.17	(0.18)

**The Board's Opinion** The Board of Directors and Audit Committee considered that the Company's financial statements for the year ended December 31, 2021, which was duly audited by the auditor, is correct and complete

in accordance with Thai Financial Report Standards. Thus, it appropriate to propose the shareholders' meeting to approve the Company's financial statements for the year ended December 31, 2021.

**Voting** This resolution must be passed by a majority of votes of the Shareholders who attend the meeting and casting their votes.

**Agenda 4 To consider and approve the non-appropriation of legal reserve and the omission of dividend payment from the Company's operation in 2021**

**Facts and reasons** According to the Public Limited Company Act and Article 40 of the Company's Articles of Association, the Company is required to appropriate a part of the annual net profit as a reserve at not less than 5 percent of the annual net profit, less any accumulated loss brought forward (if any) until such reserve reaches not less than 10 percent of the registered capital.

The Company has the dividend policy to pay the dividend to the shareholders of not less than 50 percent of net profit after deduct every types of the reserve in the Company's Articles of Association and the laws. However, such dividend payment will depend on the investment plans and business expansion, as well as the necessity and appropriateness in the future.

In relation to the consideration of dividend payment derived from the profit, the disposition of investment or cost of fixed assets of the Company or its subsidiaries, such consideration shall upon the determination of the Executive Committee and the Board of Directors. Therefore, it will consider from the investment plans and business expansion, as well as the necessity and appropriateness in the future. The dividend payment of the Company's subsidiary shall take the same policy of the Company.

For the year 2021, the Company has net profit of THB 31,371,868. The Company deems it appropriate to propose the shareholders' meeting to consider approving the legal reserve of THB 1,600,000 which is equivalent to 5.10 percent of the net profit after deducted retained loss in the financial statement of the Company in the year of 2021 as prescribed by law.

However, even the Company has the net profit from the operational result for the year 2021 but the Company is currently in the situation of expanding business and in order to enable the Company to have sufficient fund to invest in other business for the beneficial return, the Company deems it appropriate to propose the shareholders' meeting to consider approving the omission of dividend payment from the operational result for the year 2021. Therefore, the dividend payout ratio as aforementioned is not in accordance with the dividend policy, which is stated that the Company has the dividend policy to pay the dividend to the shareholders of not less than 50 percent of net profit after deduct every types of the reserve in the Company's Articles of Association and specified by laws. In this regard, the Company has the investment plans to expand business, as well as the necessity and appropriateness in the future including others related to the management of the Company upon the consideration of the Executive Committee and the Board of Directors as seen appropriated.

Comparison tables of the dividend payment for the year 2020 and 2021

The details of Dividend Payment	2021	2020
1. Net Profit (Loss) (THB)	31,371,868*	(58,504,585)
2. Number of Shares	559,999,995	280,000,000
3. Total dividend of the year (THB/per share)	-	0.82
- Interim Dividend No. 1	-	0.02
- Interim Dividend No. 2	-	0.80
- Final Dividend	-	-



4. Total of the dividend in approximately (THB)	No dividend payments	229,600,000
5. Dividend Payment Ratio (%)	-	(392.45)

**The Board's Opinion** The Board of Directors has considered the matter and deemed it appropriate to propose the shareholders' meeting to consider and approve the appropriation of a legal reserve in the amount of THB 1,600,000 or equivalent to 5.10 percent of the net profit after deducting accumulated losses in the Company's separate financial statements for the year 2021 as prescribed by the laws and approve the omission of dividend payment for the year 2021 to the shareholders because of the Company is in the process of expanding its business.

**Voting** This resolution must be passed by a majority of votes of the shareholders who attend the meeting and casting their votes.

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

**Facts and reasons** According to the Public Limited Company Act and Article 16 of the Company's Articles of Association which require that at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from the office. Therefore, there are three directors listed below who are retired by rotation.

	<b>Name of Directors</b>	<b>Position</b>
1.	Mr. Pakorn Apaphant	Independent Director
2.	Mr. Subhasiddhi Rakkasikorn	Director
3.	Mr. Somkit Likitparinya	Director

The Nomination and Remuneration Committee except the directors who have conflict of interest has considered selecting candidates eligible to be nominated as directors as prescribed by law, the Company's Articles of Association, and the nomination policy for directors and executives as set out in the Company's corporate governance policy by determined the retiring directors namely: (1) Mr. Pakorn Apaphant (2) Mr. Subhasiddhi Rakkasikorn (3) Mr. Somkit Likitparinya to reappoint as the director for another terms. Such directors are fully qualified under the Public Limited Companies Act and have knowledge, competency, and experience in the relevant business of the Company which can be utilized to the operation of the Company more efficiency. Mr. Pakorn Apaphant has the qualification to be the independent director and the Board of Directors has considered and opined that such person is capable of performing his functions and offering his opinions independently without the control of the Executive and a majority shareholders of the Company, and has the qualification in according to relevant regulations and has been holding such position as the Company's independent director for a consecutive period not exceeding 9 years from the date of his initial appointment (including the term of office proposed for appointment on this occasion). The List and profiles of directors due to retire by rotation and nominated for reappointment for another term are described in **Attachment 3**.

**The Board's Opinion** The Board of Directors considered with the advice of Nomination and Remuneration Committee with careful consideration to ensure that the nominated persons are qualified for the Company's business and deemed appropriate to propose the shareholders' meeting to consider and approve the appointment of 3 retiring directors who will retire by rotation to be the Company's director for another term, which are (1) Mr. Pakorn Apaphant (2) Mr. Subhasiddhi Rakkasikorn (3) Mr. Somkit Likitparinya.

In this regard, Mr. Pakorn Apaphant is capable of performing his functions and offering his opinions independently, and has the qualification in according to relevant regulations and has been holding such position as the Company's independent director for a consecutive period not exceeding 9 years from the date of his initial appointment (including the term of office proposed for appointment on this occasion). In this regard, the directors who have conflict of interest was not involve to consider this agenda. In addition, the Company has given the opportunity to shareholders to nominate a person to be considered for election as a director for the 2022 Annual General Meeting

of Shareholders from December 1, 2021 to January 31, 2022, there is no shareholder nominated any person to be a director at this occasion.

**Voting** This resolution must be passed by a majority of votes of the shareholders who attend the meeting and casting their votes.

**Agenda 6 To consider and approve the remuneration of the Board of Directors and Sub-committees for 2022**

**Facts and reasons** The Company set the remuneration for the Board of Directors and Sub-committees policy with transparency and clear, which the remuneration is set in the same level of the same type of business industry and is deemed appropriately with the duties and responsibility of each directors. The directors who are responsible for an additional duties and responsibilities in the Sub-committee, will received an additional remuneration due to the amount of the more responsibility of works. The Nomination and Remuneration Committee will determine the initial remuneration and propose the information to Board of Directors Meeting for consideration before propose to the shareholders meeting for an approval.

The details for scope of work of the Board of Directors, and the Sub-Committee could be seen in the 2021 Annual Report (56-1 Form One Report) in the “Corporate governance structure” under the topic of “Information on the Board of Directors” and “Sub-committees”.

The Nomination and Remuneration Committee has deliberately considered the remuneration of directors and the sub-committee for an appropriateness and comparing with the same type of business industry including the business expansion and the Company’s business growth, and thus deemed it appropriate to propose for an approval of the remuneration of the Board of Directors and Sub-committees for 2022 in the amount not exceeding THB 4,000,000, which is equal to the last year, consisting of the meeting allowance for each meeting participated of the Board of directors and Sub-committees, and bonus without other benefits. The meeting allowance for each meeting participated of directors was proposed at the same amount as previous year as follows:

Unit : THB

<b>Meeting allowance (per Meeting)</b>	<b>Chairman</b>	<b>Director</b>
Board of Directors	20,000	10,000
Audit Committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nomination and Remuneration Committee	15,000	10,000

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

**\*Criteria for considering director's bonus**

- 1. The director's bonus shall not exceeding 2% of the net profit according to the consolidated financial statements. In this regard, the consideration shall mainly consider on the profit from normal business operations of the Company or the directors' bonus shall not exceeding 2% o of annual dividend payment whichever is greater;*
- 2. The calculation of the director's bonus and the meeting allowances and other remunerations given to directors for the whole year shall not exceed the amount approved by the general meeting of shareholders;*

3. *Directors' bonus will be allocated to directors by the chairman will receive at the rate of 1.25 parts to 1.5 parts (by the Nomination and Remuneration Committee to consider as appropriate), while other directors will receive at the rate of 1 part per person.*
4. *Directors who are entitled to receive the directors' bonus must hold office until the date that the Board of Directors has approved the annual remuneration payment by considering the proportion of attendance throughout the year.*

**The Board's Opinion** The Board of Directors considered with the advice of Nomination and Remuneration Committee and deemed appropriate to propose the shareholders' meeting to consider and approve the remuneration of the Board of Directors and Sub-committees for the year 2022 of not exceeding THB 4,000,000 which is equal to the last year, consisting of the meeting allowance for each meeting participated of the Board of directors and Sub-committees, and bonus. The meeting allowance for each meeting participated of directors was proposed at the same amount as previous year.

**Voting** This resolution must be passed by votes of not less than two-thirds of the total number of votes of the shareholders and proxy holders who attend the meeting.

**Agenda 7      To consider and approve the appointment of the Company's auditor and fixing audit fee for 2022**

**Facts and reasons** In order to comply with Section 120 of the Public Limited Companies Act and Article 36 of the Company's Articles of Association which requires that the annual general meeting of shareholders shall consider appointing the auditor and fixing the audit fees every year, whereby the existing auditor may be reappointed. In addition, by virtue of the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the listed company shall rotate its auditor in the event where any auditor has performed his/her duties on reviewing or auditing and expressed his/her opinion on the company's financial statements for 7 fiscal years, whether consecutively or not, whereby the company may appoint such auditor as its auditor only after the lapse of at least 5 consecutive fiscal years.

The Audit Committee has considered to appoint the auditor for the year 2022 from EY Office Limited to be the Company's auditor for the year 2022 in accordance with the instruction and propose to the Board of Director's meeting for the consideration in order to propose to the shareholder's meeting. EY Office Limited has audited the financial statement of the Company and the Company's subsidiary with an efficiency of being able to give the beneficial advice to the Company in the long term. Moreover, there is no conflict of interest or connected person with the Company, the Company's subsidiary, the Executive, and the major shareholders or such related person, and also independently investigate and comment for the financial statement of the Company. EY Office Limited is well known in the country and outside kingdom, and having the standard and experience employee for the audit of the financial statement. Therefore, any one of the following auditors is the Company's auditor for the year 2022, as the auditing and comment to the financial statement of the Company:

	<b>Name of the Auditor</b>	<b>Auditor's Number</b>	<b>Number of year for auditing the Company</b>
1	Ms. Siriwan Suratepin	CPA No. 4604 and/or	3 years, (2018-2020)
2	Mrs. Sarinda Hirunprasurtwutti	CPA No. 4799 and/or	1 year, (2015-2017 and 2021)
3	Ms. Siriwan Nitdamrong	CPA No. 5906	Never audit or express an opinion on the Company's financial statements

In this regard, the details of the appointment of the Auditors for the year 2022 are in the **Attachment 6**

In addition, the Audit Committee deemed it appropriate to fix the audit fees for the year 2022 for the Company in the amount of THB 1,510,000. The Company had no other service fees to the auditor for a special audit during the previous year. Therefore, the Company will offer the appointment of the auditors from the same office to be the auditor of the Company's subsidiary which is located in Thailand. The comparison of the audit fee of the Company and the Company's subsidiary are as follows:

The details	The proposal remuneration for the year 2022		The proposal remuneration for the year 2021	
	The audit fee (THB)	Other service fee (THB)	The audit fee (THB)	Other service fee (THB)
The Company	1,510,000	–	1,460,000	–
subsidiary	450,000	–	300,000	–
Overseas Subsidiaries	USD 2,350	–	USD 2,850	–
Total	1,960,000	–	1,760,000	–

**The Board's Opinion** The Board of Directors with the advice of Audit Committee deemed it appropriate to propose the shareholders' meeting to consider and approve the appointment of any one of the following auditors from EY Office Limited to be the Company's auditor for the year 2022: (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 case of such auditors are unable to perform their duty, the EY Office Limited shall provide the other auditors to audit and inspect the Company's financial statements on behalf of the such auditors, and agreed to propose to the Shareholders' Meeting to determine the audit fee for the year 2022 in the amount of THB 1,510,000 (For the year of 2021 is in the amount of THB 1,460,000).

**Voting** This resolution must be passed by a majority of votes of the Shareholders who attend the meeting and casting their votes.

**Agenda 8** **To consider and approve the decrease of the Company's registered capital in the amount 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 and approve the amendment of the Memorandum of Association Clause 4 of the Company to in accordance with the Company's registered capital decrease**

**Facts and reasons** In order to comply with Section 136 of the Public Limited Companies Act which stated that a public limited company may increase its registered capital by issuance of new shares, provided that all shares have been completely sold and paid up in full, or in a case where there are unsold shares remaining, these shares shall be the shares issued for the exercise of rights under convertible bond or warrant. For such reason, the Company shall propose that the shareholders' meeting to consider and approve the reduction of the registered capital of the Company in the amount 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 outstanding share from capital increase in order to issue and offer to the existing shareholders proportionate to their respective shareholding under the resolution of the Extraordinary General Meeting of Shareholders No.1/2021 and the amendment to the Clause 4 of the Company's Memorandum of Association to be in line with the capital decrease of the Company, as follows:



“Clause 4	The registered capital	:	839,999,995 Baht	(Eight Hundred Thirty-Nine Million Nine Hundred Ninety-Nine Thousand Nine Hundred Ninety-Five Baht)
	Divided into	:	839,999,995 shares	(Eight Hundred Thirty-Nine Million Nine Hundred Ninety-Nine Thousand Nine Hundred Ninety-Five shares)
	With a par value of	:	1.00 Baht	(One Baht only) each
	Consisting of	:		
	Ordinary shares	:	839,999,995 shares	(Eight Hundred Thirty-Nine Million Nine Hundred Ninety-Nine Thousand Nine Hundred Ninety-Five shares)
	Preference shares	:	-None-	-

In this regard, the remaining ordinary share in the amount of 280,000,000 shares is to reserve for the exercise of right to purchase ordinary shares of One to One Contacts Public Company Limited to the existing shareholders No.1 (OTO-W1).

In addition, the Board of Directors' opined it appropriate to propose the shareholders' meeting to consider authorizing the Chief Executive Officer and/or the person authorized by the Chief Executive Officer to have a power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to complete the registration process.

**The Board's Opinion** The Board of Directors considered the matter and deemed it appropriate to propose that the shareholders' meeting to consider and approve the decrease of the registered capital of the Company and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the registered capital of the Company, including authorization the Chief Executive Officer and/or the person authorized by the Chief Executive Officer to have a power to take any arrangements as aforementioned in all respects.

**Voting** This resolution must be passed by votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote.

**Agenda 9** **To consider and approve the increase of the Company's registered capital in the amount 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 55,000,005 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 be in accordance with the Company's registered capital increase**

**Facts and reasons** According to the Company has a plan to increase the registered capital of the Company to issue and allocate the new ordinary shares in the mean of General Mandate, the Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the increase of the registered capital of the Company in the amount of THB 55,000,005 from the original registered capital of THB 839,999,995 to THB 895,000,000 by issuing new ordinary 55,000,005 shares at a par value of THB 1 per share 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, as follows:

Clause 4	The registered capital	:	895,000,000 Baht	(Eight Hundred Ninety-Five Baht)
	Divided into	:	895,000,000 shares	(Eight Hundred Ninety-Five Shares)
	With a par value of	:	1.00 Baht	(One Baht) each
	Consisting of	:		
	The registered capital	:	895,000,000 shares	(Eight Hundred Ninety-Five)
	Divided into	:	-None-	-

In addition, the Board of Directors' opined it appropriate to propose the Shareholders' Meeting to consider authorizing the Chief Executive Officer and/or the person authorized by the Chief Executive Officer to have a power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to complete the registration process.

**The Board's Opinion** The Board of Directors considered the matter and deemed it appropriate to propose that the shareholders' meeting to consider and approve the increase of the registered capital of the Company and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the registered capital of the Company, including the authorization the Chief Executive Officer and/or the person authorized by the Chief Executive Officer to have a power to take any arrangements as aforementioned in all respects.

**Voting** This resolution must be passed by votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote.

**Agenda 10 To consider and approve the allocation of the newly issued shares by means of General Mandate**

**Facts and reasons** The Board of Directors opined it appropriate to propose the Shareholders' Meeting to consider and approve the allocation of newly issued ordinary shares in the means of General Mandate in the amount of not exceeding 55,000,005 shares at a par value of THB 1 for offering by the way of the Private Placement.

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). 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).

In addition, 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.

Moreover, the Board of Directors has resolved to propose to the Shareholders' Meeting to consider authorizing the Board of Directors of the Company to consider and proceed with any matters necessary for, relating to the issuance, offering, allocation, and the newly issued shares subscription which are included the proceeding as follows:

- a) To determine the objective, date and time of the offering, list of people in the private placement , an offering price for issuing and offering the newly ordinary shares, details, and any conditions in connection with the issuance, allocation, and subscription of the newly issued ordinary shares including to sing in any documents and any relevant agreements, including any executions which are necessary and appropriate connected to the issuing and offering of the newly issued ordinary shares in this occasion, and including to list the newly issued ordinary shares on Market for Alternative Investment (mai).

In this regard, the offering price by the way of the private placement shall not the lower price as prescribed in the market price of SEC and the SET regulations including the issuance and the allocation of newly issued share shall be in accordance with the regulation of the SEC.

- 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.

However, after the offering of newly ordinary share by the way of the private placement by means of the General Mandate, the additional paid-up capital of the Company shall not be exceeding 10 percent of paid-up registered capital at the date of the Board of Directors has the resolution to approve of the capital increase in the means of the General Mandate. The allocation of the newly issued ordinary shares shall be completed within the date on which the Company holds the next Annual General Meeting of Shareholders or within the date on which the laws require the Company to hold its next Annual General Meeting of Shareholders, whichever is earlier. Therefore, the details of the allocation of the Company's newly issued ordinary shares in the **Attachment 7**

**The Board's Opinion** The Board of Directors considered the matter and deemed it appropriate to propose that the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares in the means of General Mandate including the authorization of the Board of Directors to have a power to take any arrangements as aforementioned in all respects.

**Voting** This resolution must be passed by a majority of votes of the Shareholders who attend the meeting and casting their votes.

**Agenda 11**      **To consider and approve the revision 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 (as the attachment)**

**Facts and reasons** The Board of Directors meeting had approved to propose the Shareholders' Meeting to consider and approve the additional of the Company' objectives and the amendment of the Memorandum of Association Clause 3 to be in line with the amendment of the additional of the Company' objectives as follow:

Original Objective

<u>Original Objectives</u>	<u>Revision Objectives</u>
(1) buy, supply, receive, rent, leasing , acquire the ownership, adjust, use, and managing the property upon the legal fruit of the property.	(1) Purchase, <b>Sell</b> , Supply, lease, leasing, <b>sub-lease</b> , take ownership, adjust, use, <b>rent, sub-lease</b> and otherwise manage any property covering the legal fruit of the property.
( 25 ) To operate the business of hiring and providing services by sending the company's employee to conduct training service to individuals, juristic person, both inside and outside.	( 25 ) To operate business of hiring and providing training services by sending the company's employee to conduct training services and/or other works to individual, juristic person, in both outside and outside.

Amended Objective

( 1 ) To operate business of training institution, Informal Schools, Formal school, Tutoring School, Vocational training School, Arts School (once authorized by the relevant authorities)
( 2 ) To operate business of technology services, engineering, architecture, including science.
( 3 ) To operate business of software writing services, software development, including software writing tutorials.
( 4 ) To provide online gaming services (E-sports), provide games or provide information about internet gaming (not direct sales or direct markets).
( 5 ) Selling game equipment, including tools and equipment for used in game.
( 6 ) To operate online E-sports business, organize electronic sports events, sponsor or conduct activities related to E-sports, as well as provide services and supply of equipment materials and/or computer systems for E-sports' service.
( 7 ) To operate business of a service of sending and recruiting staff and/or E-sports players to participate in a tournaments and/or e-sports at homebased and abroad.
( 8 ) To operate business of selling, transferring or give permission others to have rights in trademarks, property industry, copyrights, patents, concessions or privileges which the company has legal rights to a person or juristic person.
( 9 ) To operate business of service, contracting provide, seeking, sending staff to perform various tasks to persons, juristic persons (not employment).
( 10 ) To operate the business of providing electronic payment services under the Law on Supervision and Provision of Services, Electronic Payments and any other applicable laws and instead provide payment services.
( 11 ) To operates business of the adjustment of technology for all kinds of applications, including trading of computers and computer equipment. Computer System Development, Improvement of computer program systems as well as internet-related transactions.



- |        |   |
|--------|---|
| ( 12 ) | To place an order and sell Electronics, Electronic monitoring instruments, photocopiers, meters and recording of current flow in electrical circuits Electronic, Counting Machine, Mold Plate Making Machine, Machine used with computers, including all kinds of spare parts and equipment.  |
| ( 13 ) | To operate the business of storing, collecting, making, publishing, and publishing statistics of agricultural information, commercial industry, finance, Marketing and analysis and evaluation of business operations   |
| (14 )  | To conduct a research, develop, collect and process the information technology to increase knowledge and expertise, and also conduct business related to metaverse or any meta-versatility investments, including providing data collection, processing services. Monitor and verify information on the centralized network of Block chain electronic transactions. |

In this regard, the Board of Directors of the Company proposed to the shareholders' meeting to consider and approve the authorization the Chief Executive Officer and/or any other person authorized by the Chief Executive Officer to have a power to take any arrangements in relation to the registration of the amendment the change of the Company's objectives and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to complete the registration process.

**The Board's Opinion** The Board of Directors considered the matter and deemed it appropriate to propose that the shareholders' meeting to consider and approve the additional of the Company' objectives and the amendment of the Memorandum of Association Clause 3 to be in line with the adjustment of the additional of the Company' objectives including the authorization the Chief Executive Officer and/or the person authorized by the Chief Executive Officer to have a power to take any arrangements as aforementioned in all respects.

**Voting** This resolution must be passed by votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote.

**Agenda 12            Other business (if any)**

The Company has scheduled the record date for determining the shareholders who have the right to attend the 2022 Annual General Meeting of the Shareholders at March 22, 2022 (Record Date), and the Company provide an opportunity to the minority shareholders to propose matters for inclusion as the meeting agenda from September 30, 2021 to December 31, 2021. It appeared that there is none of the minority shareholders proposed matters to be included in the meeting agenda to the Company.

If the shareholders intend to send any questions before the meeting date, the shareholders can send the questions at website of the Company ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)) under the topic of "Investors Relation" of "Information of Shareholders" and in the subject of "sending of question and proposing agenda before the 2022 Annual General Meeting or via E-Mail: [CorporateSecretary@otocontacts.com](mailto:CorporateSecretary@otocontacts.com)

The Company hereby invite the shareholders to attend the 2022 Annual General Meeting through Electronic medias (E-AGM) on the day and time as specified on the first page of this invitation, the Company will open the registration at 12.30 p.m.

In the case of the shareholders cannot attend the meeting by themselves and wish to appoint any person to attend and vote at this meeting, please fill out the details and signs in the proxy form as in the **Attachment 9** which the shareholders can choose the proxy such as the independent director of the Company as the name listed with the details in the **Attachment 10** and if other shareholders attend the meeting through

electronic media (E-AGM), the Company required the shareholder or proxy to send registration form of the 2022 Annual General Meeting through electronic media (E-AGM) and the identify documents to E-mail: CorporateSecretary@otocontacts.com within April 20, 2022

In this regard, the details and instruction to the 2022 Annual General Meeting through Electronic Medias (E-AGM) is in the **Attachment 11** and website of the Company [www.onetoonecontacts.com](http://www.onetoonecontacts.com) in the information of investor relation.

Yours sincerely,



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

Company Secretary  
Telephone no. 02-6851591



**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, Klongkua, 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.onetoonetcontacts.com](http://www.onetoonetcontacts.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
<b>Approved</b>	218,977,499	100.00
<b>Disapproved</b>	0	0.00
<b>Abstained</b>	0	-
<b>Voided Ballot</b>	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:

<b>Voting</b>	<b>Number of Vote</b>	<b>Percentage of the shareholders present at the Meeting and entitled to vote</b>
<b>Approved</b>	218,977,499	100.00
<b>Disapproved</b>	0	0.00
<b>Abstained</b>	0	0.00
<b>Voided Ballot</b>	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 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 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 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
<b>Approved</b>	218,977,499	100.00
<b>Disapproved</b>	0	0.00
<b>Abstained</b>	0	0.00
<b>Voided Ballot</b>	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. Boonae Chitthanom 3. Mr. Nattapong Sitaworarat 4. Mr. Wirat Anuraputt 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**

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. Boonae Chitthanom 3. Mr. Nattapong Sitaworarat 4. Mr. Wirat Anuraputt 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 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;

<b>Voting</b>	<b>Number of Vote</b>	<b>Percentage of the shareholders present at the Meeting and entitled to vote</b>
<b>Approved</b>	70,077,000	100.00
<b>Disapproved</b>	0	0.00
<b>Abstained</b>	0	0.00
<b>Voided Ballot</b>	0	0.00
<b>Total</b>	<b>70,077,000</b>	<b>100.00</b>

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, Mr. Boonae 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)**

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 (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 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 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;

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

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;

<b>Voting</b>	<b>Number of Vote</b>	<b>Percentage of the shareholders present at the Meeting and entitled to vote</b>
<b>Approved</b>	218,977,399	100.00
<b>Disapproved</b>	0	0.00
<b>Abstained</b>	100	0.00
<b>Voided Ballot</b>	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 entitled 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 Apaphant )  
 Chairman of the Board of Directors

**List and profiles of directors due to retire by rotation and nominated for reappointment for another term**

**Dr. Pakorn Apaphant**

**Age :** 53 Years

**Current position:** Independent Director / Chairman of the Board of Directors  
Chairman of Audit Committee / Chairman of the Nominating and  
Compensation Committee / Corporate Governance Committee Member

**Proposed Position :** Independent Director

**No. of shareholding :** - None -

**Term of Directorship in the Company :** 1 year 2 month ( Appointment Date: December 14, 2020 )

**Relationship:** - None -

**Education:**

- Ph.D. Civil Engineering (Geomatics), Purdue University, Indiana, USA
- Master's Degree in Civil Engineering (Remote Sensing/GIS), Purdue University, Indiana, USA
- Bachelor's Degree in Engineering, Mechanical Engineering, King Mongkut's Institute of Technology Ladkrabang

**Training**

- Audit Committee Program (ACP 34/2011), Thai Institute of Directors Association (IOD)
- Director Accreditation Program (DAP 72/2008) Thai Institute of Directors Association (IOD)
- Financial Statements for Directors (FSD 35/2018) Thai Institute of Directors Association (IOD)
- How to Develop a Risk Management Plan (HRP) 27/2020, Thai Institute of Directors (IOD)
- Risk Management Program for Corporate Leaders (RCL) 20/2020, Thai Institute of Directors (IOD)

**Position in others listed companies:** - None-

**Position in non-listed companies:** (3 Items)

2020 – Present	Executive Director	Geo-Informatics and Space Technology Development Agency (Public Organization)
2017 – Present	Director and Audit Committee member	Dhanarak Asset Development Co.,Ltd.
2017 – Present	Director	DAD SPV Co., Ltd

**Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest):** - None -

**Working Experiences:**

2019 – 2020	Director	Electricity Generating Authority of Thailand
2017 – 2020	Director	Expressway Authority of Thailand
2018 – 2020	Director	Geo-Informatics and Space Technology Development Agency (Public Organization)
2017 – 2019	Chairman of the Board of Directors and Chairman of the Audit Committee	Nex Point Pcl.
2008 – 2018	Director and Audit Committee member	Eastern Commercial Leasing Pcl.
2014 – 2017	Director	Data Mining Company Limited
2013 – 2014	Director	Software Industry Promotion Agency (Public Organization)
2012 – 2017	Executive Director	Loxley Public Co., Ltd

**Meeting attendance for 2021**

- Board of Directors' meeting 13/13 times
- Nominating and Compensation Committee meeting 7/7 times
- Audit Committee meeting 6/6 times
- Corporate Governance Committee meeting 2/2 times

**Expertise:** Technology, Mechanical engineering and Geospatial

**Contribution:** Participated in consideration of policy, business structure, direction and strategies of the business of the Company and its subsidiaries.



**List and profiles of directors due to retire by rotation and nominated for reappointment for another term**

**Mr. Subhasiddhi Rakkasikorn**

**Age :** 51 Years

**Current position:** Director

**Proposed Position :** Director

**No. of shareholding :** 100,000 share (Ro warrant 178,000 unit)

**Term of Directorship in the Company :** 9 month ( Appointment Date: June 11, 2021 )

**Relationship:** - None -

**Education:**

- Business Administration – Assumption University

**Training**

- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD)

**Position in others listed companies:** - None-

**Position in non-listed companies:** (1 Item)

2020 – Present Deputy Chief Executive Officer Aurora Design Co., Ltd.

**Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest):** - None -

**Working Experiences:**

2018 – 2020	Independent Director and Audit Committee Member	Nex Point PCL.
2018 – 2019	CEO Advisor	Aurora Design Co., Ltd.
2017 – 2020	Consultant	Sathaporn Maketing Co., Ltd
	Consultant	Insight Media Group Co., Ltd.
2014 – 2016	Chief Marketing Officer	Samart I-Mobile PCL.
2010 – 2016	Managing Director and Director	Samart Multimedia Co., Ltd.
	Managing Director and Director	I-Sport Co., Ltd.
	Managing Director and Director	I-Sport Media Co., Ltd.
	Director	Samart Inter Active Media Co., Ltd.
	Director	Entertainment Tree Co., Ltd.
2013 – 2016	Sustainable Development Committee Member	Samart I-Mobile PCL.
2014 – 2016	Risk management Committee Member	Samart I-Mobile PCL.
2009 – 2016	Director	Brain Source Co., Ltd.

**Meeting attendance for 2021**

- Board of Directors' meeting 5/5 times

**Expertise:** Management and Accounting

**Contribution:** Participated in consideration of policy, business structure, direction and strategies of the business of the Company and its subsidiaries.





### Information of the Proposed Directors in Replacement of those Retired by Rotation

**Mr. Somkit Likitparinya**

**Age :** 47 Years

**Current position:** Director

**Proposed Position :** Director

**No. of shareholding :** 45,000

**Term of Directorship in the Company :** 1 month ( Appointment Date: January 14, 2022 )

**Relationship:** - None -



**Education:**

- Master's Degree of the Faculty of Information Technology, Information Technology Management, King Mongkut's Institute of Technology Ladkrabang
- Bachelor's Degree of the Faculty of Business Administration, Major of Money and Banking, Ramkhamhaeng University
- Bachelor's Degree of the Faculty of Humanities, Major of English Language, Ramkhamhaeng University
- Vocation Diploma in Business Administration, Major of Business Computer, Rajamongala Institute of Bangkok Commercial Campus
- Certificate of Accounting, Rajamongala Institute of Bangkok Commercial Campus

**Training :** - None-

**Position in others listed companies :** - None-

**Position in non-listed companies :** - None-

**Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest) :** - None -

**Working Experiences:**

2012 – 2021	Senior Vice President	Krung Thai Asset Management Company Limited.
2007 – 2012	First Vice President	CIMB-Principal Asset Management Company Limited.
2005 – 2007	Assistance Manager	Finansa Group Public Company Limited.
2004 – 2005	Assistance Manager	Finansa Asset Management Company Limited.
2001 – 2003	Division Head of System Development & Management	BFIT Securities Company Limited.
1998 – 2001	System Analysts	BFIT Securities Company Limited

**Meeting attendance for 2021**

- None – ( Appointment Date: January 14, 2022 )

**Expertise :** Management and Information Technology

**Contribution:** Participated in consideration of policy, business structure, direction and strategies of the business of the Company and its subsidiaries.

**Qualifications of Independent Director  
One to One Contacts Plc.**

The qualifications of the Independent Director underlying the Company's Corporate Governance Policy are more intensive than the minimum requirement of the Securities Exchange Commission (SEC) as following:-

1. Holding no more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholder ; or controlling person of the Company, including the shares held by related persons of the independent director;
2. Neither being nor used to be an Executive director, employee, staff or advisor who receives a salary; or controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company unless the foregoing status has ended for at least two years prior to the date of appointment;
3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, other directors, executives, major shareholders, controlling persons, or persons to be nominated as director, executive or controlling person of the Company or subsidiaries;
4. Neither being nor having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.;

The business relationship under first paragraph shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the applicant or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the applicant or from twenty million baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the notification of the Capital Market Supervisory Board Re: Rules on execution of related party transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year to the date of establishing the business relationship with the related person;

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment.
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which make him incapable of expressing independent opinions with regard to the Company's business affairs.

On the appointment of directors who will retire by rotation, there is one independent director to be considered for re-election, Dr. Pakorn Apaphant are complied with SEC's independent director qualifications and has no relationship with major shareholders and the managements of the Company as follows:

Relationship Characteristics	Proposed Independent Director
	Dr. Pakorn Apaphant
1. Holding of OTO ordinary shares (as at March 1, 2022) - No. of shares - % of the total number of voting rights of the Company	None
2. Neither being nor having been Executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of application filing with the office;	None
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries;	None
4. Neither being nor having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.;	None
5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	None
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	None
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholder who is related to the Company's major shareholder;	None
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;	None
9. Not having any characteristic which make him incapable of expressing independent opinions with regard to the Company's business affairs.	None

### The Remuneration of the Board of Directors and Committees for 2022

The Nomination and Remuneration Committee has deliberately considered the remuneration of directors and the sub-committee for an appropriateness and comparing with the same type of business industry including the business expansion and the Company's business growth, and thus deemed it appropriate to propose for an approval of the remuneration of the Board of Directors and Sub-committees for 2022 in the amount not exceeding THB 4,000,000, **which is equal to the last year**, consisting of the meeting allowance for each meeting participated of the Board of directors and Sub-committees, and bonus without other benefits. The meeting allowance for each meeting participated of directors was proposed at the same amount as previous year as follows:

Unit : THB

Meeting allowance (per Meeting)	Chairman	Director
Board of Directors	20,000	10,000
Audit Committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nomination and Remuneration Committee	15,000	10,000

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

Actual payment of the remuneration for 2021 was Baht 2,416,154 as follows:

Directors	Cash Remuneration					Performance Bonus (Baht)	Total Amount (Baht)
	Meeting Allowance <sup>(1)</sup> (Baht)				Performance Bonus (Baht)		
	Board of Directors <sup>(2)</sup>	Audit Committee	Nominating & Compensation Committee	Corporate Governance Committee			
1. Dr. Pakorn Apaphant Chairman / Independent Director	250,000	120,000	100,000	20,000	120,000	610,000	
2. Dr. Chuket Ounjitti Director / Independent Director	70,000	50,000	-	-	43,077	163,077	
3. Mr. Pattarakit Techasikarn Director / Independent Director	70,000	50,000	-	-	43,077	163,077	
4. Mr. Yuthaveera Achawangkul <sup>(3)</sup> Director / Independent Director	80,000	40,000	20,000	-	-	140,000	
5. Mr. Priyong Teerasathain Director / Independent Director	80,000	-	-	-	55,385	135,385	
6. Mr. Kanawuthi Wattanadhirach Director	130,000	-	70,000	10,000	80,000	290,000	
7. Mr. Panom Ratanarat Director	120,000	-	-	-	73,846	193,846	
8. Mr. Chaiwat Phithakraktham Director	130,000	-	-	-	80,000	210,000	
9. Mr. Subhasiddhi Rakkasikorn Director	50,000	-	-	-	30,769	80,769	
10. Dr. Sarayut Rueansuwan <sup>(4)</sup> Director	70,000	-	-	-	-	70,000	
11. Ms. Kittika Chatchaval <sup>(5)</sup> Director / Independent Director	60,000	10,000	40,000	15,000	-	125,000	
12. Mr. Piyapoj Ruthirago <sup>(5)</sup> Director / Independent Director	40,000	10,000	-	-	-	50,000	

Directors	Cash Remuneration					
	Meeting Allowance <sup>(1)</sup> (Baht)				Performance Bonus (Baht)	Total Amount (Baht)
	Board of Directors <sup>(2)</sup>	Audit Committee	Nominating & Compensation Committee	Corporate Governance Committee		
13. Mrs. Sukanya Vanichjakkong <sup>(6)</sup> Director	50,000	-	-	-	-	50,000
14. Mr. Boonlerd lewpornchai <sup>(7)</sup> Director	40,000	-	-	10,000	-	50,000
15. Mr. Tanawat Ueasiripan <sup>(7)</sup> Director	20,000	-	-	-	-	20,000
16. Mr. Vichai Srikwan <sup>(8)</sup> Director / Independent Director	20,000	-	15,000	-	-	35,000
17. Dr. Pairoj Boonkongchuen <sup>(8)</sup> Director / Independent Director	10,000	-	10,000	-	-	20,000
18. Mr. Watchai Vilailuck <sup>(8)</sup> Director	10,000	-	-	-	-	10,000
<b>Total</b>	<b>1,300,000</b>	<b>280,000</b>	<b>255,000</b>	<b>55,000</b>	<b>526,154</b>	<b>2,416,154</b>

- Remark
- (1) There is no remuneration paid to Executive Board Committee, Risk Management Committee and Sustainable Development Committee.
- (2) The 2021 meeting allowance was for 13 meetings of the Board of Directors
- (3) Resigned from the position of director with effective on November 30, 2021
- (4) Resigned from the position of director with effective on November 1, 2021
- (5) Resigned from the position of director with effective on April 28, 2021
- (6) Resigned from the position of director with effective on April 26, 2021
- (7) Resigned from the position of director with effective on March 6, 2021
- (8) Resigned from the position of director with effective on January 5, 2021

## Profile of the proposed auditor for 2021

1) **Name** : Ms. Siriwan Suratepin

**Age** : 51 years

**Certified Public Accountant (Thailand) No.** : 4604

**Date of Certified Public Accountant (Thailand)** : 25 December 1995

**Current position** : Partner

**Company** : EY Office Limited

**Length of service** : November 1992 - present

**Education and training:**

- Bachelor's Degree in Accounting, Thammasat University
- Master's Degree in Accounting, Thammasat University
- Graduate Diploma in Auditing, Thammasat University
- Graduate Diploma in English for Careers, Thammasat University

**Work experience** :

- Khun Siriwan has been working with EY for 31 years and has taken the position of Partner at EY for 17 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, manufacturing, distribution, servicing, hospitality, computer and technology industry.
- Khun Siriwan is an approved auditor by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

**Signatory of financial statements of One to One Contacts Public Company Limited :**

- 3 years (2018 - 2020)

**Shareholding structure in the Company :**

- None –

**Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence :**

- None -

**Contact details**

**Email** : Siriwan.Suratepin@th.ey.com

**Phone** : 0-2264-9090

**Fax** : 0-2264-0789-90



## Profile of the proposed auditor for 2021

2) **Name** : Mrs. Sarinda Hirunprasurtwutti

**Age** : 49 years

**Certified Public Accountant (Thailand) No.** : 4799

**Date of Certified Public Accountant (Thailand)** : 1 April 1996

**Current position** : Partner

**Company** : EY Office Limited

**Length of service** : June 1993 - present

**Education and training:**

- Bachelor's Degree in Accounting, Thammasat University
- Master's Degree in Accounting, Chulalongkorn University

**Work experience** :

- Sarinda Hirunprasurtwutti has been working with EY for 29 years and has taken the position of Partner at EY for 10 years. She leads audits of various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number different business fields and industries, with expertise in retailing, manufacturing, consumer products and electronic components, distribution, construction and servicing.
- Sarinda is an auditor approved by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.



**Signatory of financial statements of One to One Contacts Public Company Limited :**

- 1 year (2015 – 2017 and 2021)

**Shareholding structure in the Company :**

- None -

**Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence :**

- None -

**Contact details**

**Email** : Sarinda.Hirunprasurtwutti@th.ey.com

**Phone** : 0-2264-9090

**Fax** : 0-2264-0789-90

### Profile of the proposed auditor for 2021

3) **Name** : Ms. Siriwan Nitdamrong

**Age** : 46 years

**Certified Public Accountant (Thailand) No.** : 5906

**Date of Certified Public Accountant (Thailand)** : 1 April 1999

**Current position** : Partner

**Company** : EY Office Limited

**Length of service** : April 1996 - present

**Education and training:**

- Bachelor's Degree in Accounting, Kasetsart University
- Master's Degree in Business Administration, Chulalongkorn University

**Work experience** :

- Siriwan Nitdamrong has been working with EY for 25 years. She has taken the position of Partner at EY for 7 years. She leads audits of various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number different business fields and industries, with expertise in manufacturing, consumer products and electronic components, automotive and parts, distribution and servicing.
- Siriwan is an auditor approved by the Securities and Exchange Commission of Thailand. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.



**Signatory of financial statements of One to One Contacts Public Company Limited :**

- None –

**Shareholding structure in the Company :**

- None –

**Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence :**

- None -

**Contact details**

**Email :** Siriwan.Nitdamrong@th.ey.com

**Phone :** 0-2264-9090

**Fax :** 0-2264-0789-90



**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

## 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 Shareholders 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.

### Shareholders 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
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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 **2022 Annual General Meeting of Shareholders on 21 April 2022 at 14.00 p.m. Through electronic media (E-AGM) 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
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- 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 **2022 Annual General Meeting of Shareholders on 21 April 2022 at 14.00 p.m. Through electronic media (E-AGM) 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 certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021**

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

**Agenda 2 To acknowledge the Company's operating results for the year 2021**

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

**Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2021**

(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 non-appropriation of legal reserve and the omission of dividend payment from the Company's operation in 2021**

(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 election of Company's directors to replace of those who will retire by rotation**
- (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 remuneration of the Board of Directors and Subcommittees for 2021**
- (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 appointment of the Company's auditor and fixing audit fee for 2022**
- (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 To consider and approve the decrease of the Company's registered capital in the amount 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 and approve the amendment of the Memorandum of Association Clause 4 of the Company to in accordance with the Company's registered capital decrease:**
- (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 9 To consider and approve the increase of the Company's registered capital in the amount 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 55,000,005 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 be in accordance with the Company's registered capital increase:**
- (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 10 To consider and approve the allocation of the newly issued shares by means of General Mandate:**
- (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 11 To consider and approve the revision 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 12 Other business (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 2022 Annual General Meeting of Shareholders on 21 April 2022 at 14.00 p.m. Through electronic media (E-AGM) 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
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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 **2022 Annual General Meeting of Shareholders on 21 April 2022 at 14.00 p.m. Through electronic media (E-AGM) 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 certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021**  
(This agenda is for acknowledgement; therefore no vote casting is needed)
- Agenda 2 To acknowledge the Company's operating results for the year 2021**  
(This agenda is for acknowledgement; therefore no vote casting is needed)
- Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2021**
- (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 non-appropriation of legal reserve and the omission of dividend payment from the Company's operation in 2021**
- (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 election of Company's directors to replace of those who will retire by rotation**

- (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 remuneration of the Board of Directors and Subcommittees for 2021**

- (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 appointment of the Company's auditor and fixing audit fee for 2022**

- (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 To consider and approve the decrease of the Company's registered capital in the amount 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 and approve the amendment of the Memorandum of Association Clause 4 of the Company to in accordance with the Company's registered capital decrease;**

- (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 9 To consider and approve the increase of the Company's registered capital in the amount 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 55,000,005 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 be in accordance with the Company's registered capital increase;**

- (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 10 To consider and approve the allocation of the newly issued shares by means of General Mandate;**

- (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 11 To consider and approve the revision 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 12 Other business (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 2022 Annual General Meeting of Shareholders on 21 April 2022 at 14.00 p.m. Through electronic media (E-AGM)  
 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



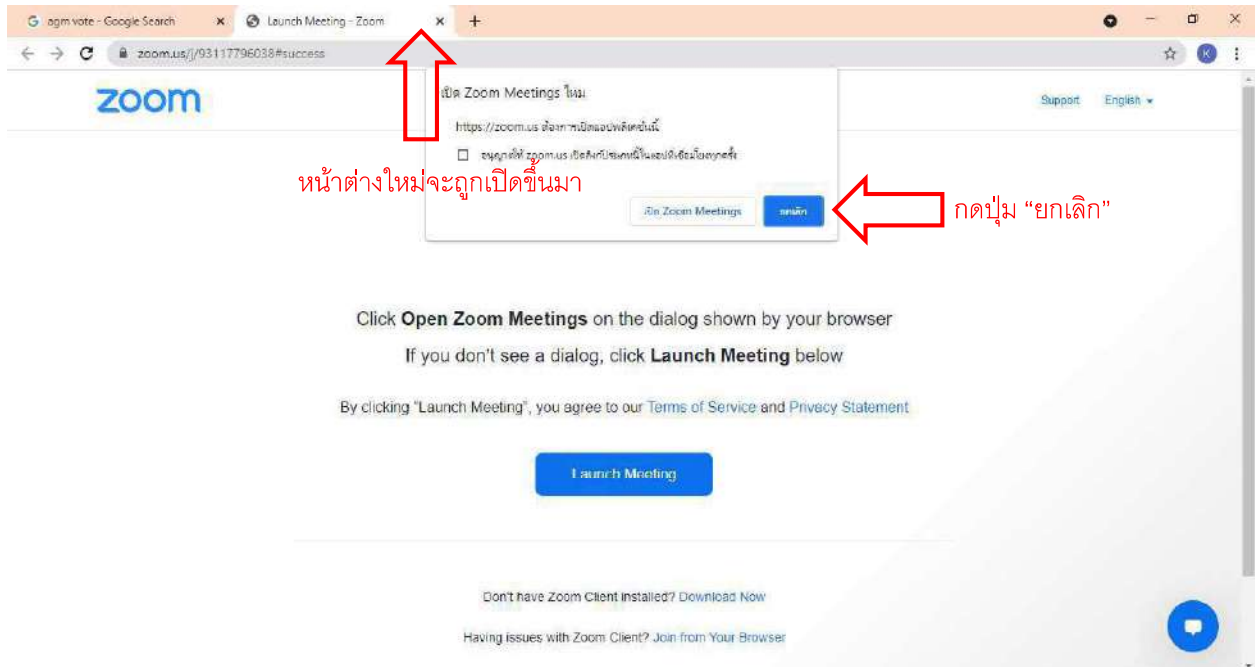
**Information of Independent Directors who may be appointed as Proxy in  
the 2022 Annual General Meeting of Shareholders**

Name of Directors	Position	Age (years)	Address	Major Vested Interest in the Agenda considered	Shareholding in the Company (as of March 1, 2022)
<p><b>1. Dr. Pakorn Apaphant</b></p> 	<ul style="list-style-type: none"> <li>- Chairman of the Board of Directors</li> <li>- Independent Director</li> <li>- Chairman of Audit Committee</li> <li>- Chairman of Nominating &amp; Compensation Committee</li> <li>- Corporate Governance Committee Member</li> </ul>	53	29/87 Moo 7, Bangkok Boulevard Chaengwattana, Bypass Road, Bang Talad, Pak Kred, Nonthaburi 11120	- None -	- None -
<p><b>2. Dr. Chuket Ounjitti</b></p> 	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Audit Committee Member</li> </ul>	51	18/155 Ratchaprarop Road, Thanon Phaya Thai, Ratchathewi, Bangkok 10400	- None -	- None -
<p><b>3. Mr. Pattarakit Techasikarn</b></p> 	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Audit Committee Member</li> </ul>	61	542/29 Pracha Rat Bamphen Road, Samsen Nok, Huai Khwang, Bangkok 10310	- None -	- None -
<p><b>4. Mr. Priyong Teerasathain</b></p> 	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of Corporate Governance Committee</li> <li>- Nominating and Compensation Committee Member</li> <li>- Risk Management Committee Member</li> </ul>	54	94/130 Kris Garden Condo, A1 Building, 7Fl, Rim Khlong Bang Kapi, Bang Kapi, Bangkok 10310	- None -	- None -

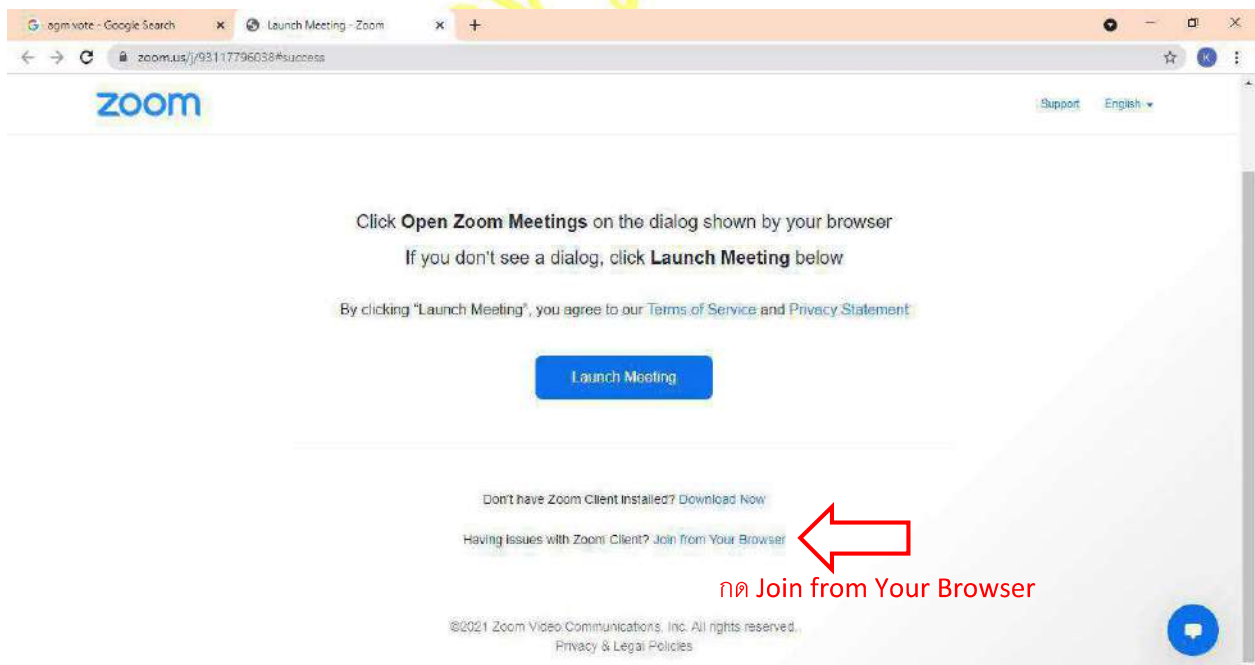
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

## การใช้งาน E-Meeting

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



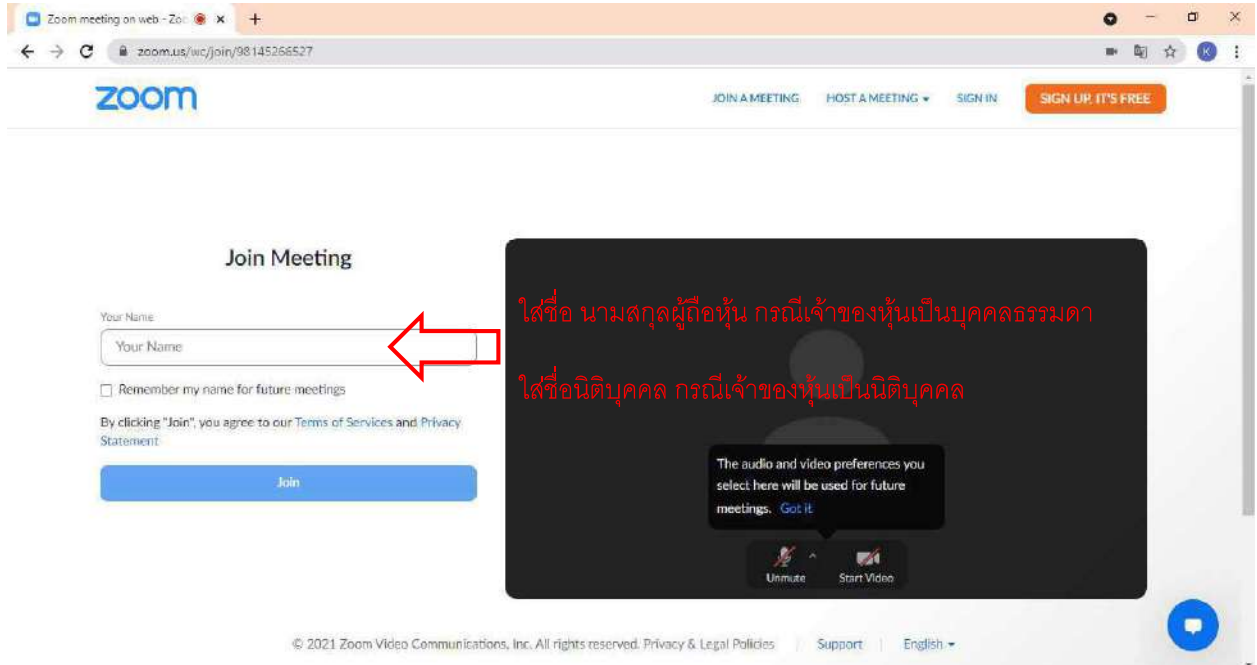
2. กด Join from Your Browser



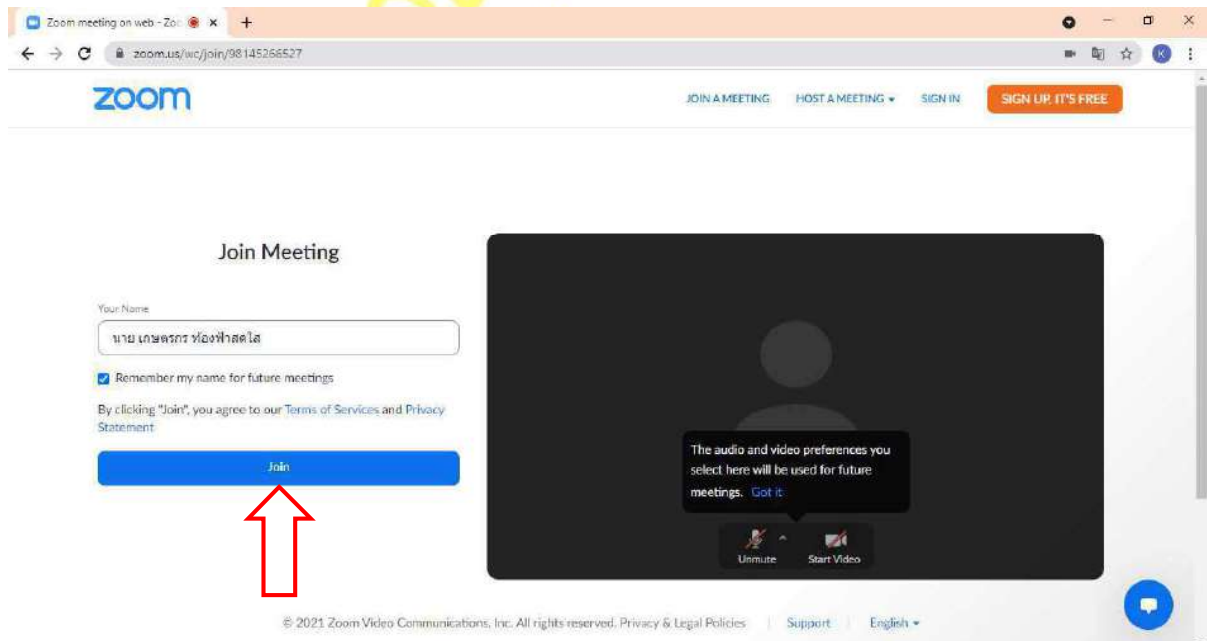
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### 3. จะปรากฏหน้าจอเพื่อให้ใส่ชื่อผู้ถือหุ้น โดย

กรณีผู้ถือหุ้นเป็นบุคคลธรรมดา ให้กรอกชื่อ นามสกุลของเจ้าของหุ้น กรณีผู้ถือหุ้นเป็นนิติบุคคล ให้กรอกชื่อนิติบุคคล



### 4. เมื่อกรอกชื่อแล้วให้กด “Join”



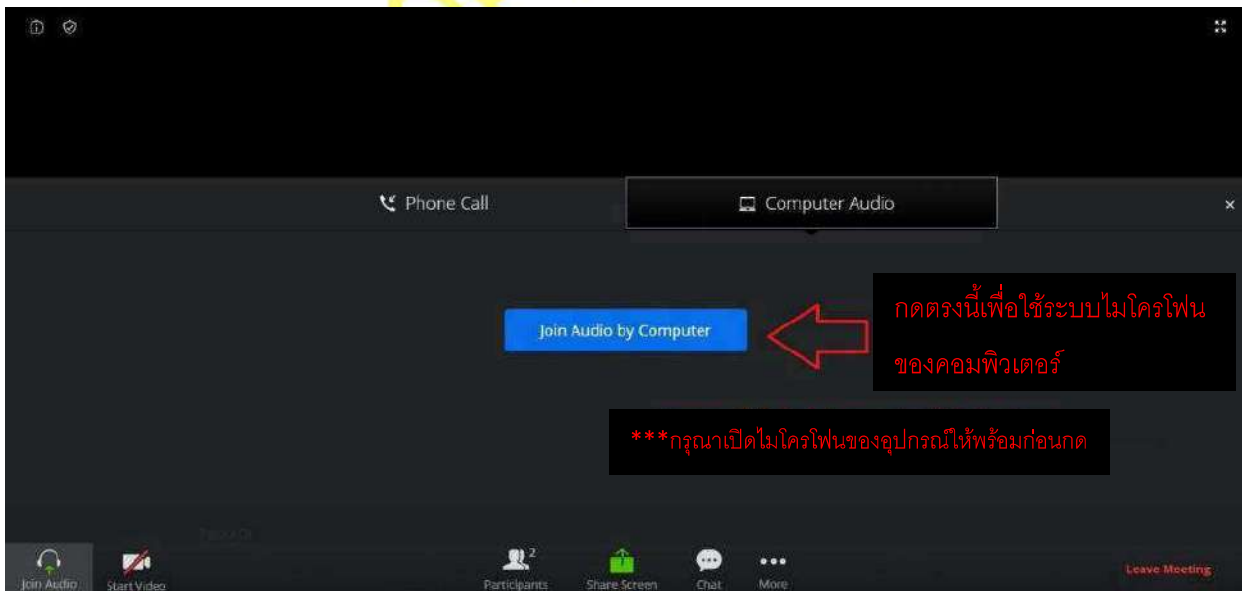
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ จำกัด  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

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

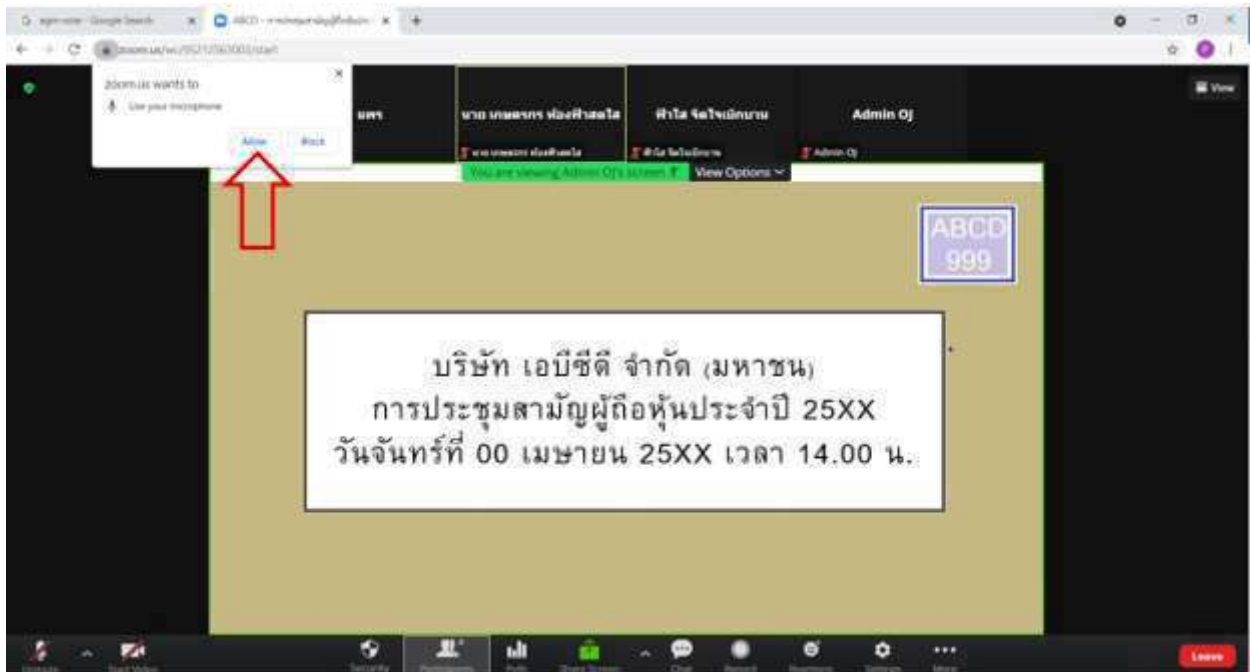
6. เมื่อได้รับการตรวจสอบแล้วจึงสามารถเข้าร่วม E-Meeting เพื่อรับชมภาพและเสียงได้

เมื่อเข้าห้องประชุมแล้ว จะต้องเปิดไมโครโฟนของเครื่องคอมพิวเตอร์ตนเองก่อน และจึงกด “Join Audio by Computer”

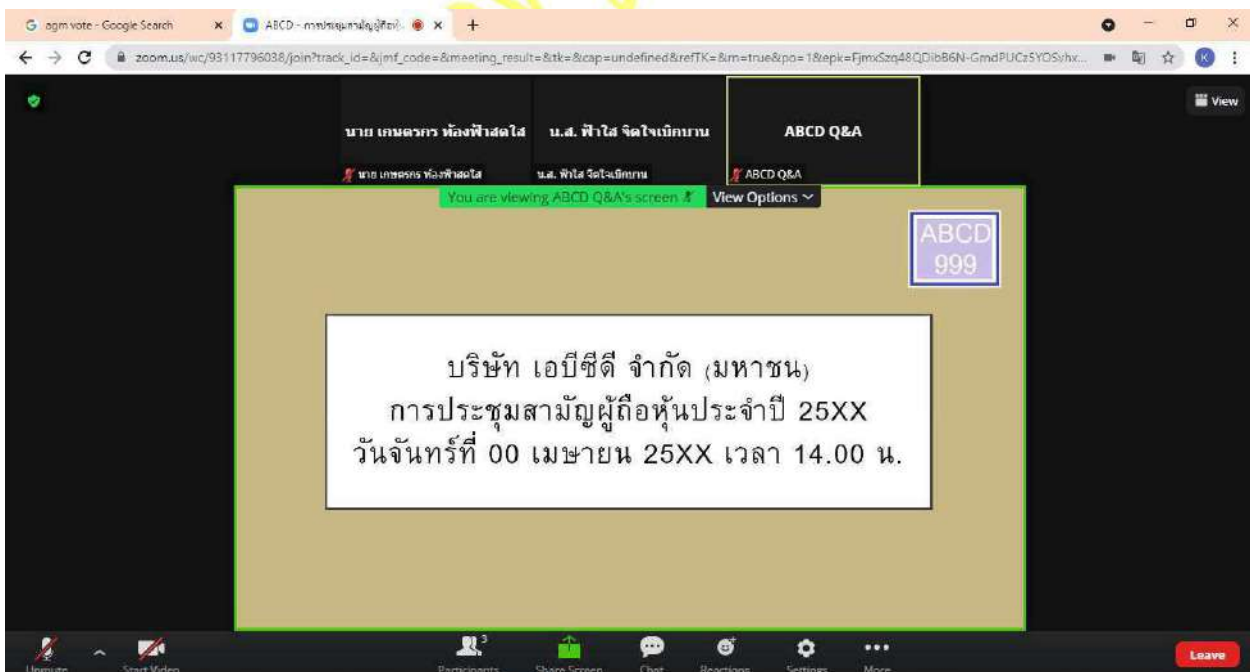


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั่นแนล จำกัด  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. กด “Allow” เพื่อให้เข้าถึงไมโครโฟน



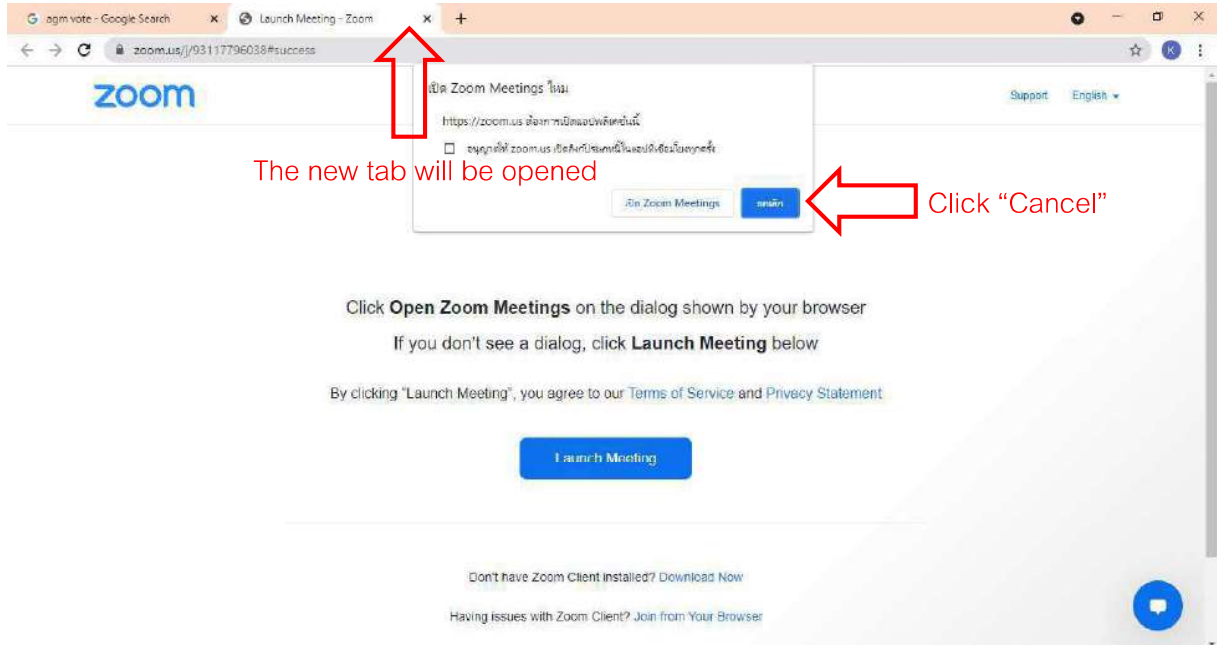
8. เมื่อเข้าสู่ E-Meeting สมบูรณ์จะได้หน้าจอตามรูปด้านล่าง



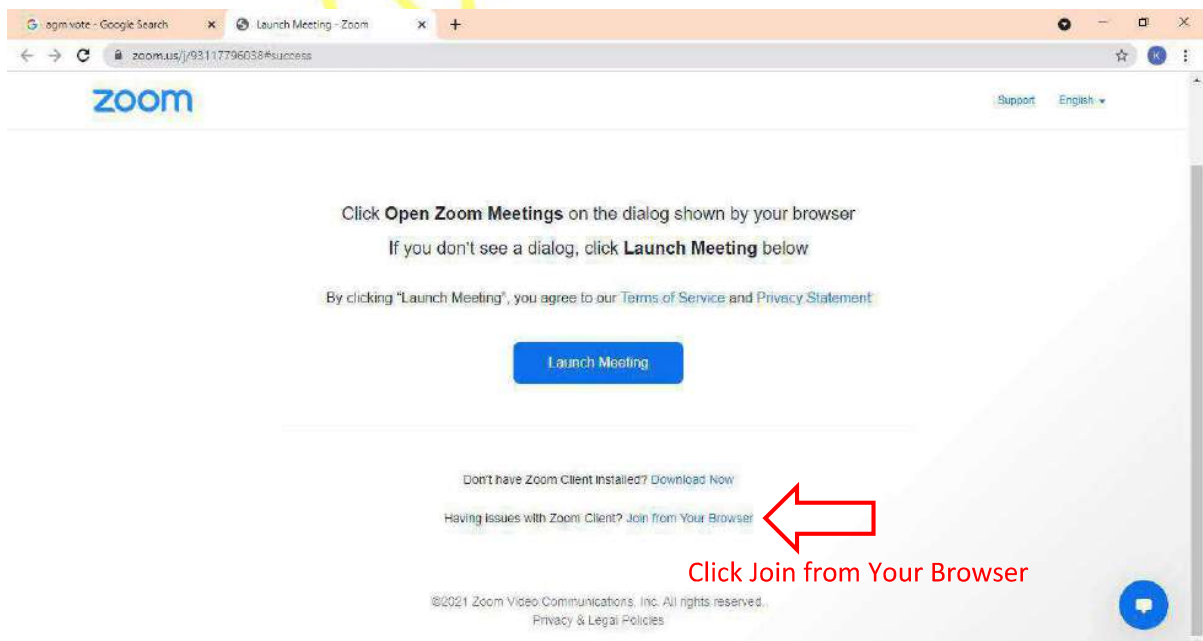
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั่นแนล จำกัด  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### 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

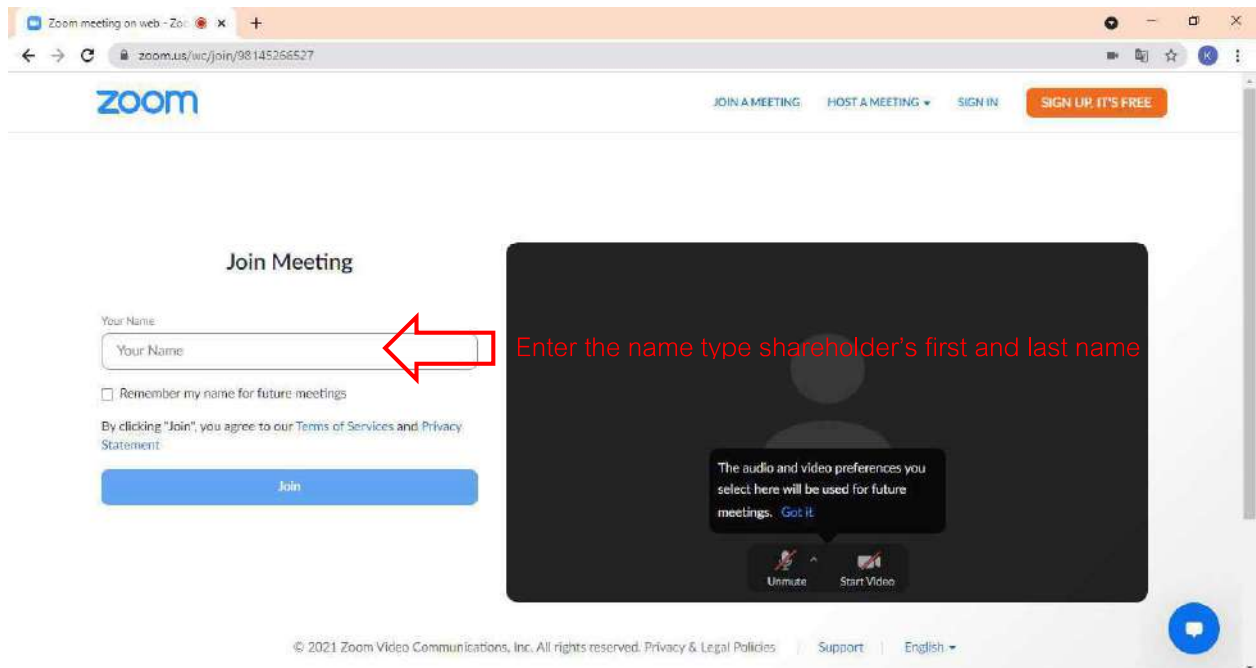


2. If you have Zoom Meeting software, you can use. Or You can click at Cancel then click at “click here” as below

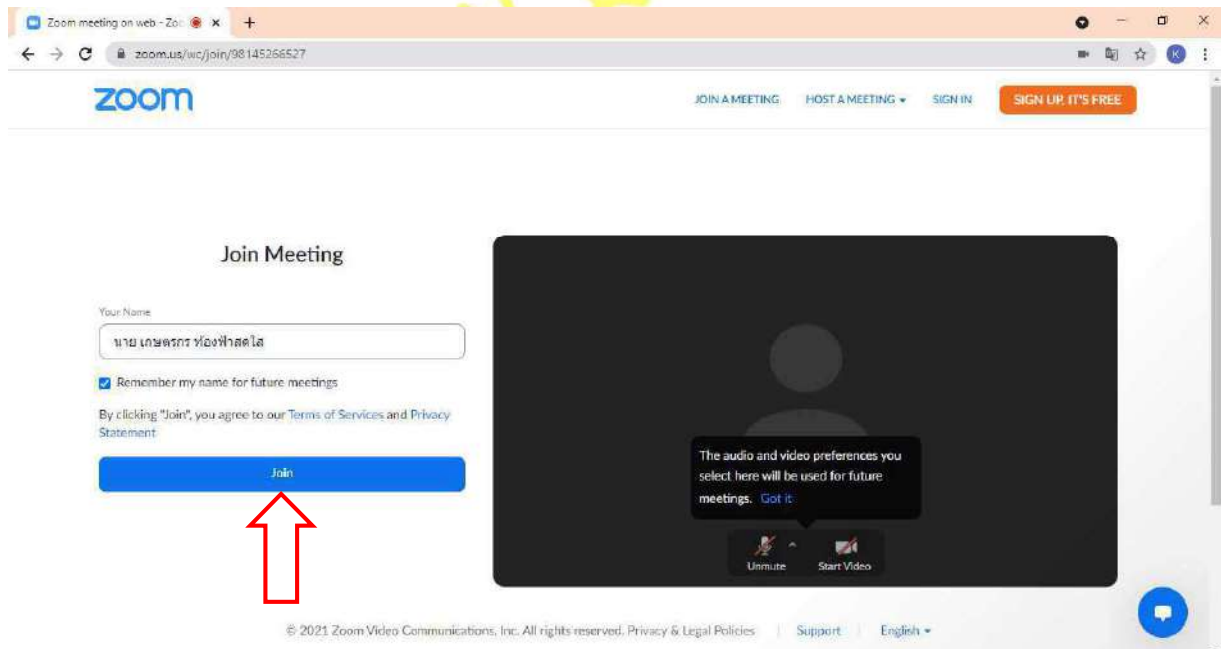


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. Please type shareholder's first and last name in below text box.



4. Click "Join" as below.



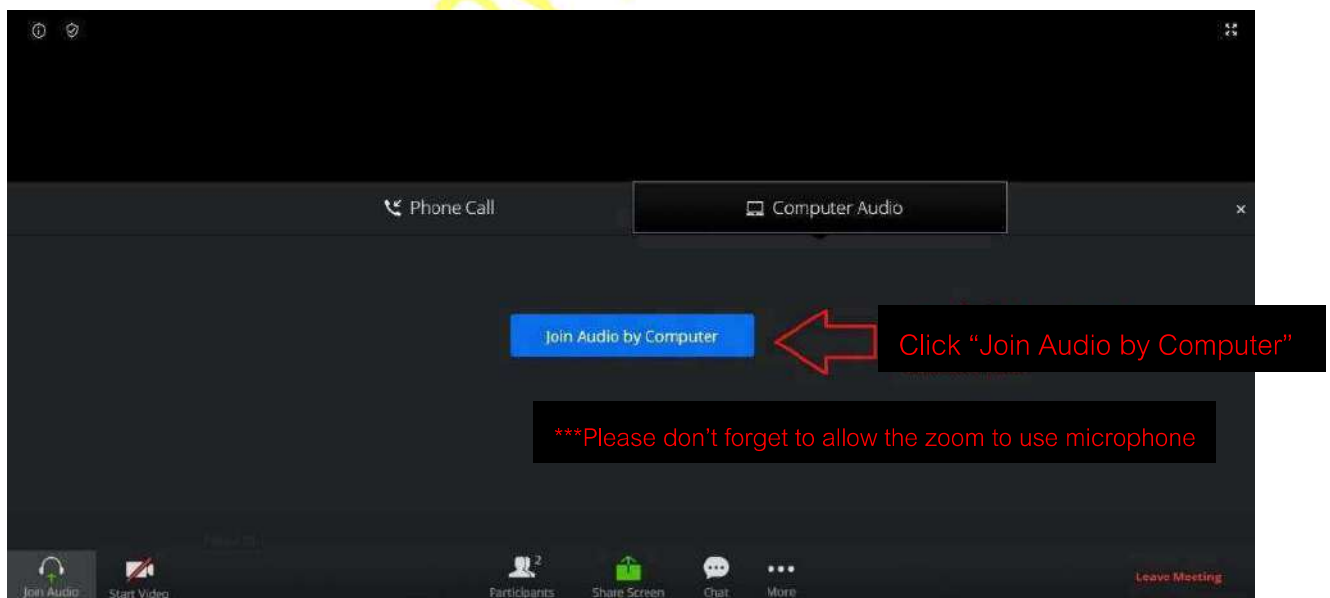


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ จำกัด  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

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 - การประชุมสามัญผู้ถือหุ้่นประสำปี 25xx

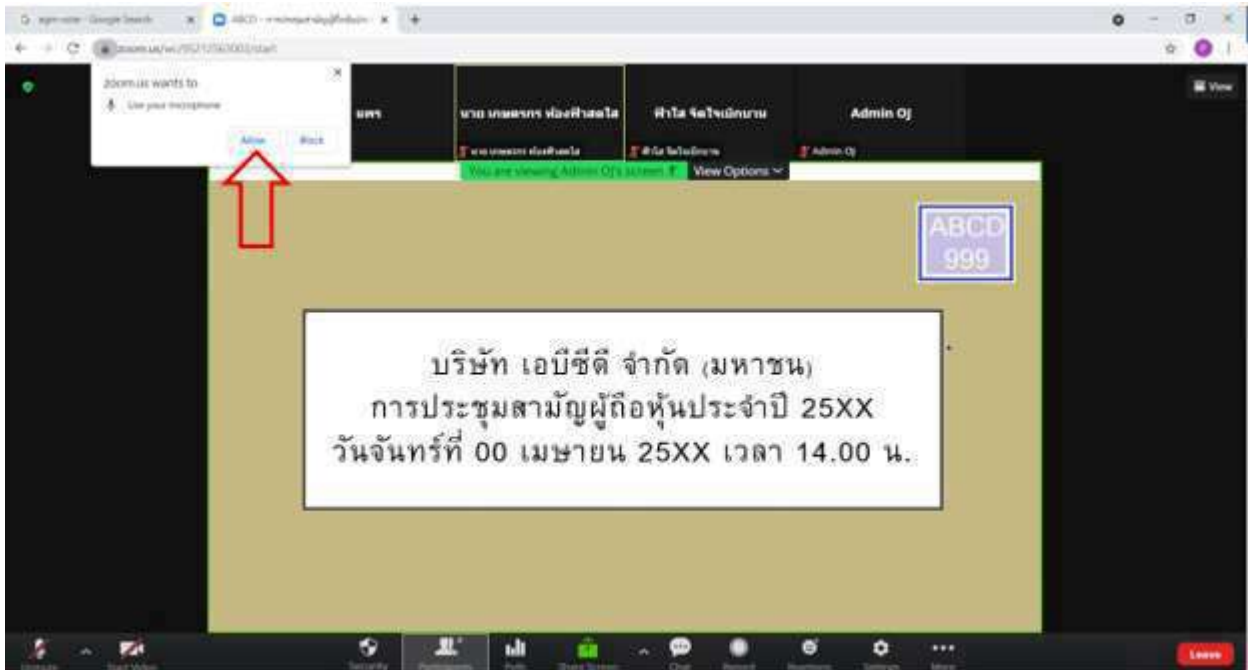
6. Once you are in the E-Meeting, please click at Join with Computer Audio to hear Live as below picture. (If you would like to speak, please don't forget to allow the zoom to use microphone)



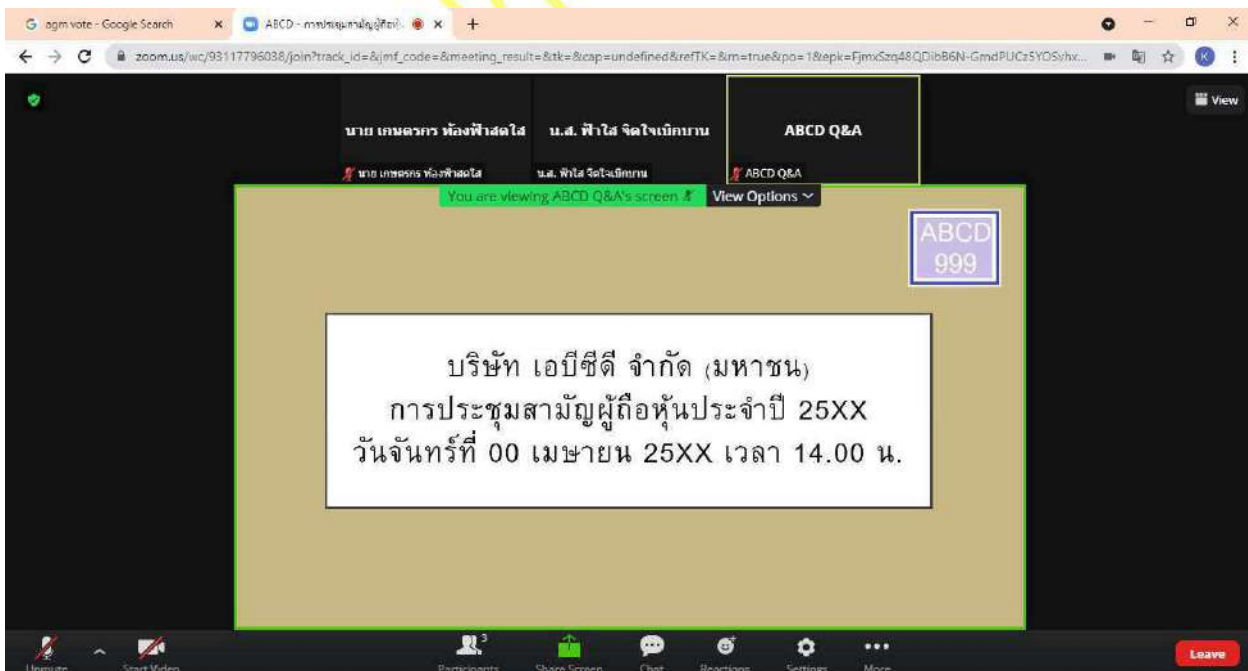


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. Click "Allow"



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



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### ขั้นตอนการรับข้อมูลเพื่อเข้าร่วมประชุม ผ่านทางอีเมล

1. เมื่อผู้ถือหุ้นได้รับการตรวจสอบยืนยันตัวตนจากบริษัทฯ แล้ว ผู้ถือหุ้นจะได้รับอีเมลจาก E-Meeting Service ซึ่งจะจัดส่งโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล จำกัด ([e-agm@ojconsultinggroup.com](mailto: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** และ **หมายเลขอ้างอิง (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.)

กรุณาระบุข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม  
(Please provide information for meeting registration)

เลขที่บัญชีผู้ถือหุ้น  
(Shareholder Account Number)

เลขที่บัตรประชาชน  
(Identification Number/Passport Number)

ผู้ถือหุ้นได้อ่านและตกลงผูกพันตาม ข้อตกลงและเงื่อนไขการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ 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)

กรณีที่ผู้ถือหุ้น กดเข้า Link ก่อนเวลาที่กำหนด ระบบจะแจ้งว่า **“ระบบยังไม่เปิดให้เข้าร่วมประชุมแบบ online”**

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั่นแนล  
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**

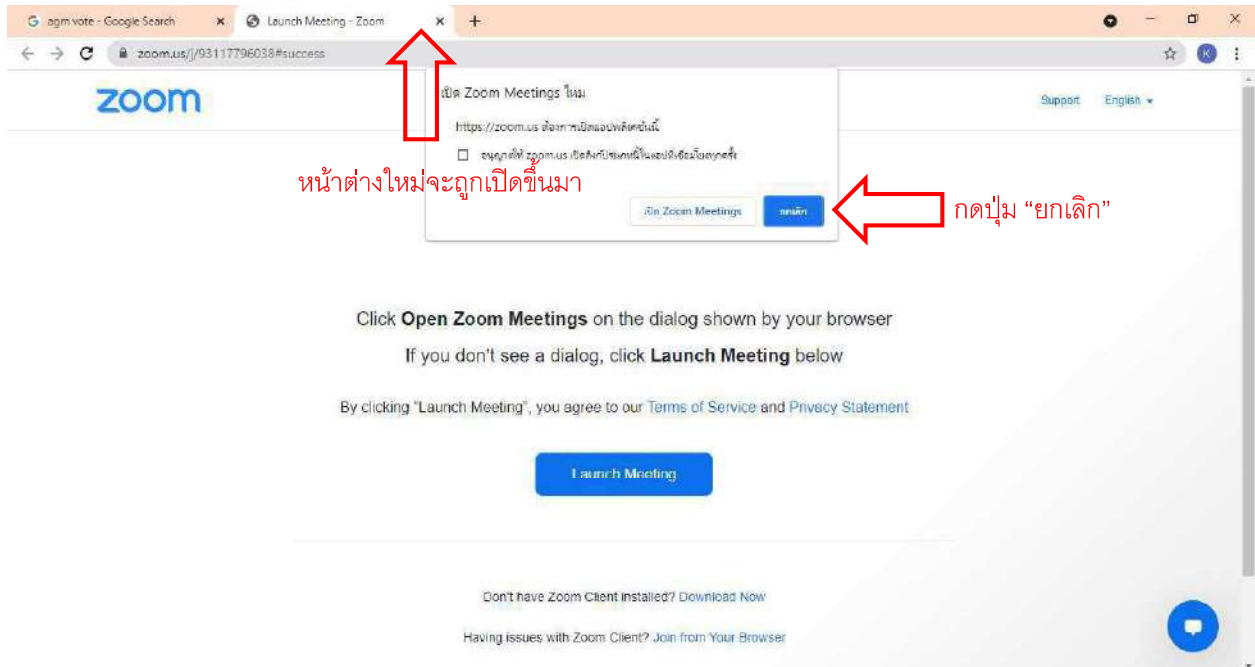
#### 6. กดปุ่ม “E-Meeting” เพื่อเข้าชมระบบภาพและเสียงสดจากที่ประชุม

#### 7. กดปุ่ม “E-Voting” เพื่อลงคะแนนในแต่ละวาระการประชุม

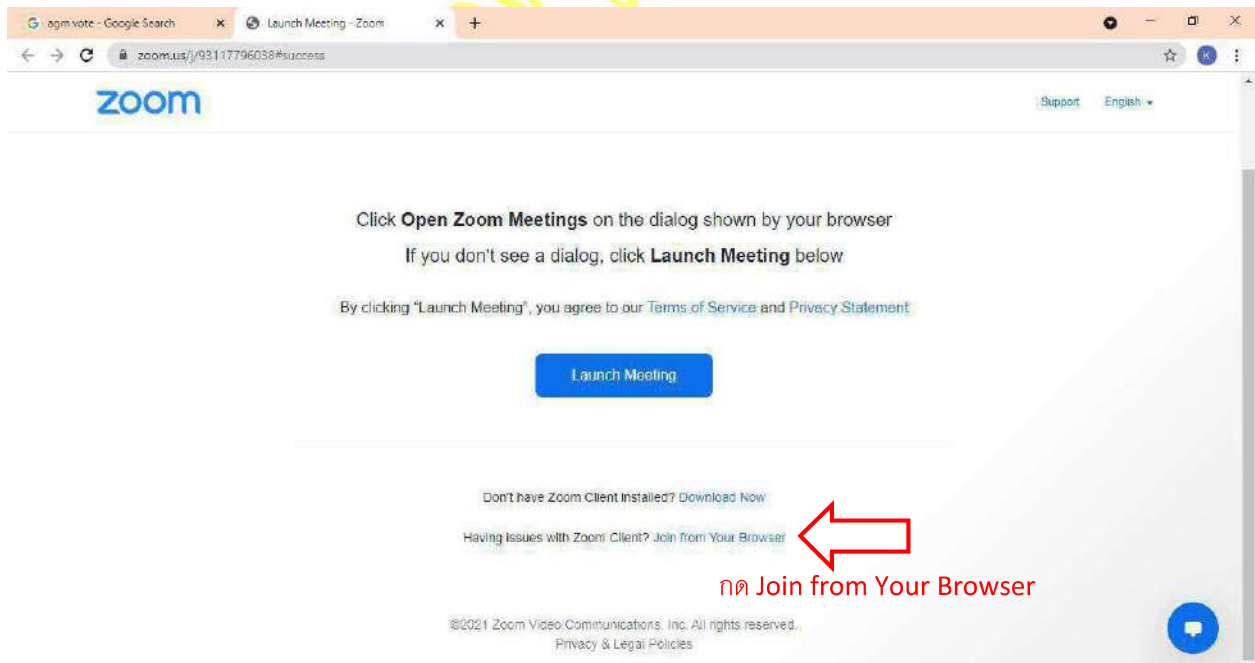
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### การใช้งาน E-Meeting

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



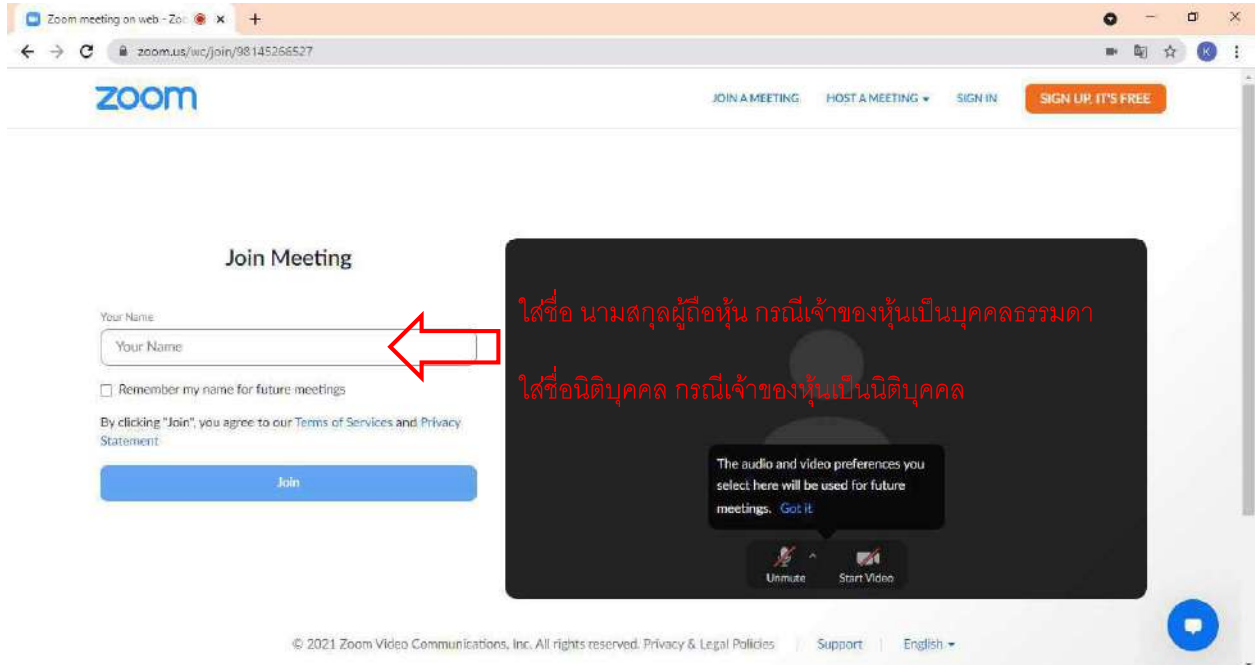
2. กด Join from Your Browser



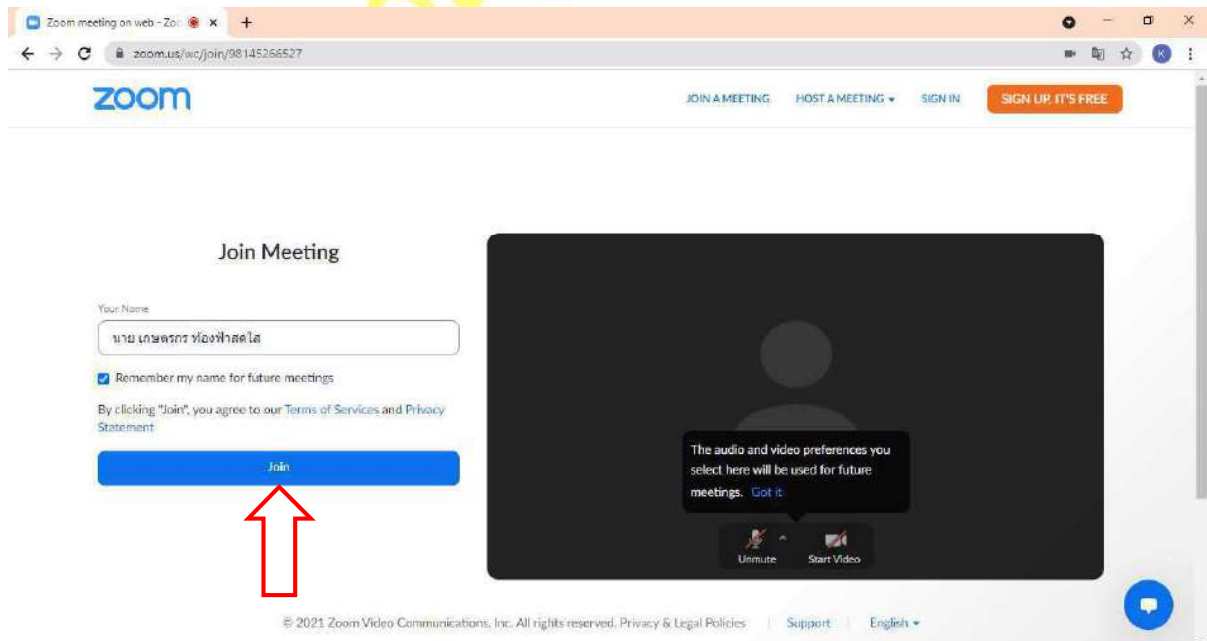
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### 3. จะปรากฏหน้าจอเพื่อให้ใส่ชื่อผู้ถือหุ้น โดย

กรณีที่ผู้ถือหุ้นเป็นบุคคลธรรมดา ให้กรอกชื่อ นามสกุลของเจ้าของหุ้น กรณีที่ผู้ถือหุ้นเป็นนิติบุคคล ให้กรอกชื่อนิติบุคคล



### 4. เมื่อกรอกชื่อแล้วให้กด “Join”



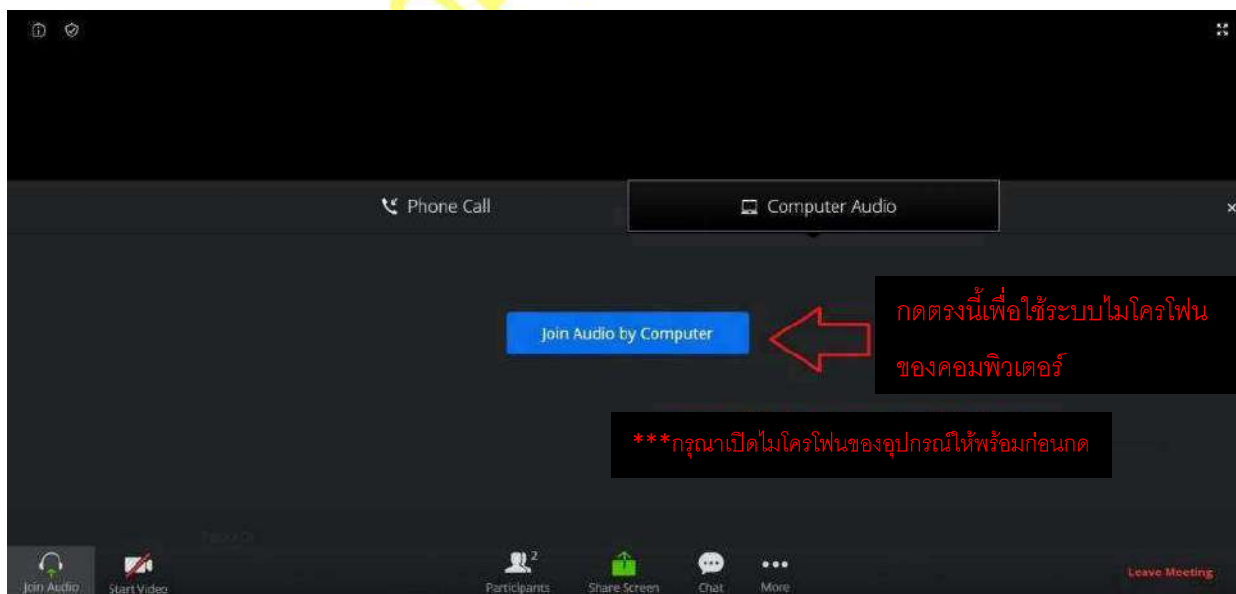
คู่มือนี้จัดทำโดย บริษัท ไอเจ อินเทอร์เน็ตชั้นนำ  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

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

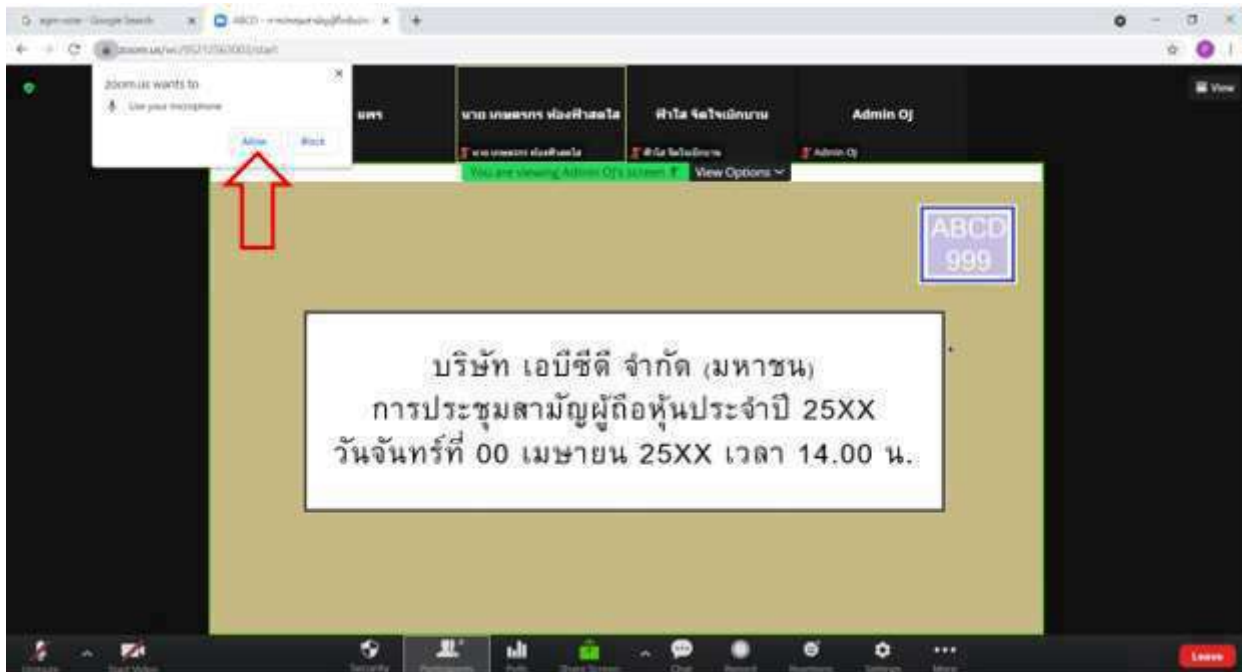
เมื่อเข้าห้องประชุมแล้ว จะต้องเปิดไมโครโฟนของเครื่องคอมพิวเตอร์ตนเองก่อน และจึงกด “Join Audio by Computer”



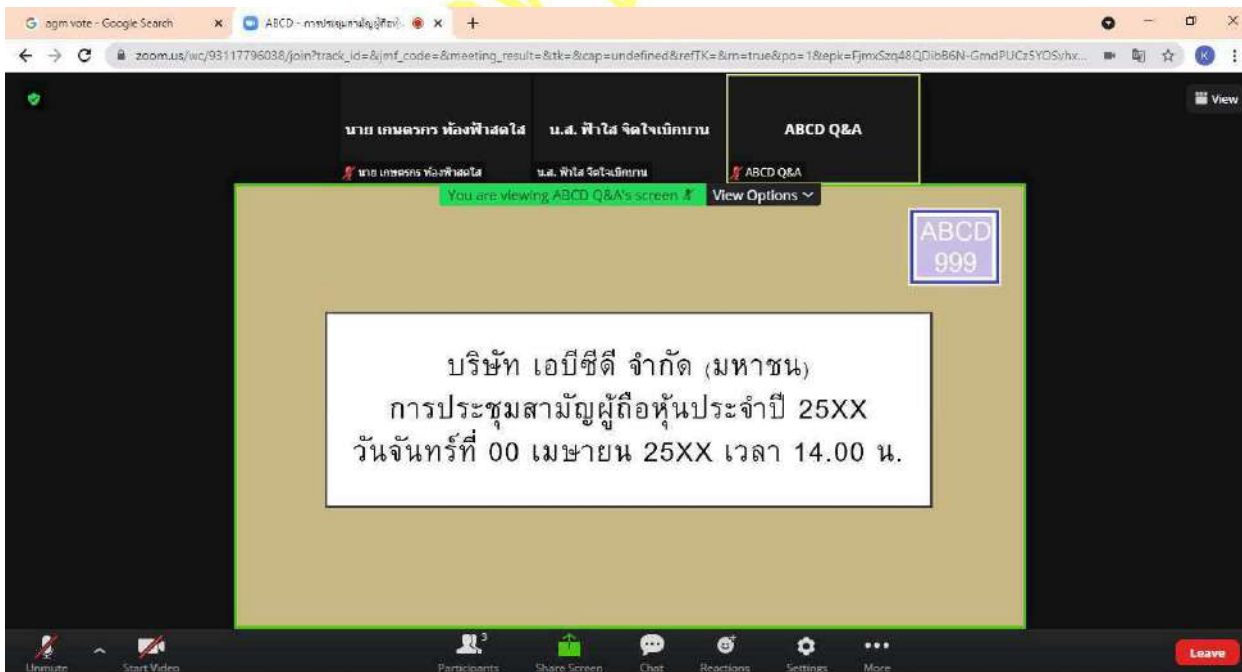


คู่มือนี้จัดทำโดย บริษัท ไอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. กด “Allow” เพื่อให้เข้าถึงไมโครโฟน



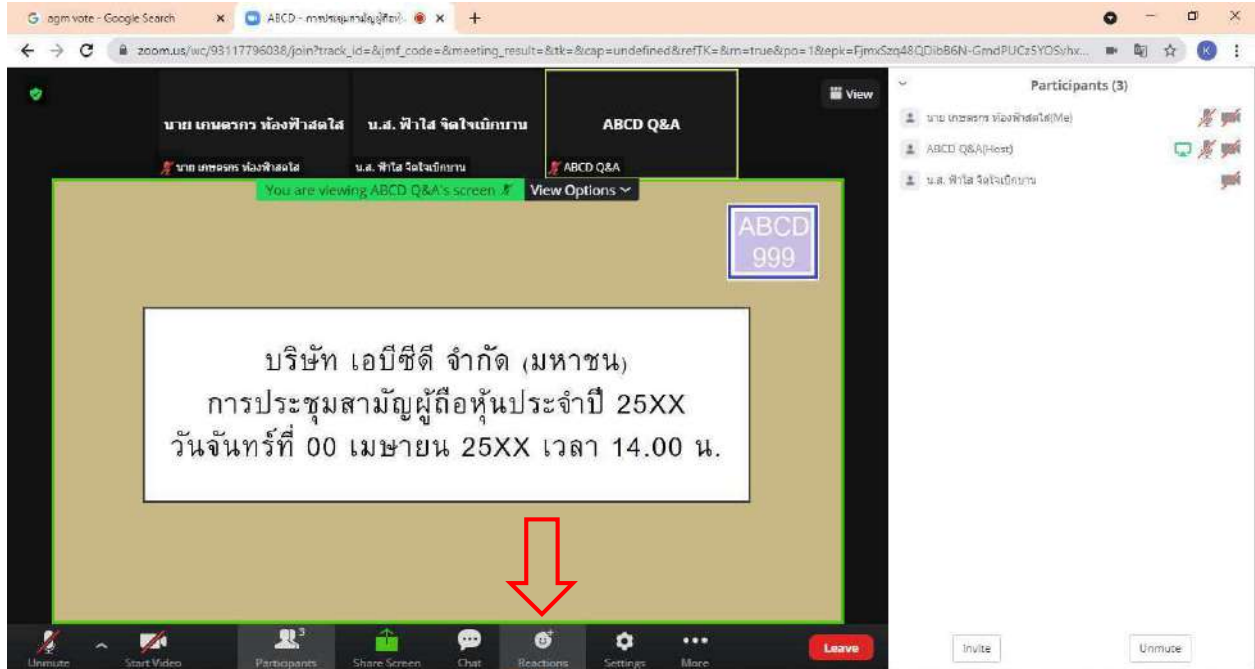
8. เมื่อเข้าสู่ E-Meeting สมบูรณ์จะได้หน้าจอตามรูปด้านล่าง



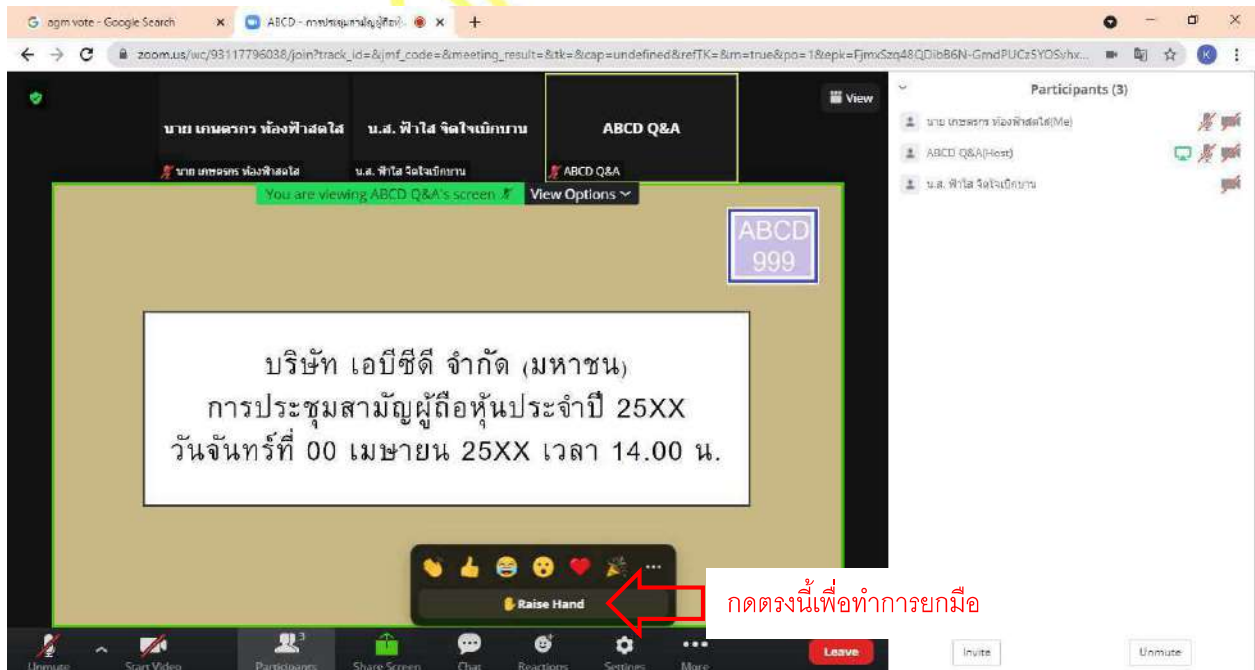
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเซ็นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

การยกมือสามารถทำได้ เมื่อผู้ดำเนินการประชุมเปิดโอกาสให้สอบถาม โดยมีวิธีดัง ต่อไปนี้

### 1. กดไปที่ปุ่ม “Reaction” ตามรูปด้านล่าง



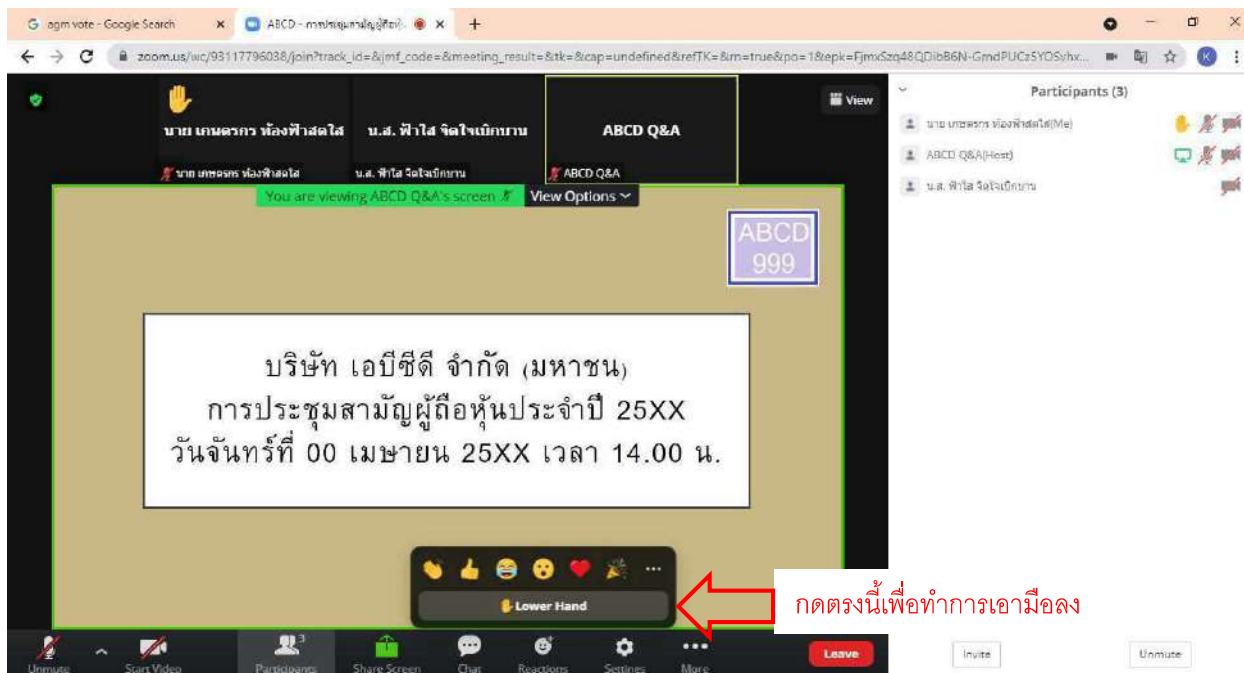
### 2. กดปุ่ม “Raise Hand” จะมีสัญลักษณ์รูปมือปรากฏข้างชื่อของผู้เข้าร่วมประชุม





คู่มือนี้จัดทำโดย บริษัท ไอเจ อินเทอร์เน็ตชั้นนำ  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. เมื่อสอบถามเสร็จเรียบร้อย ให้กดปุ่ม “Lower Hand” เพื่อเป็นการเอามือลง

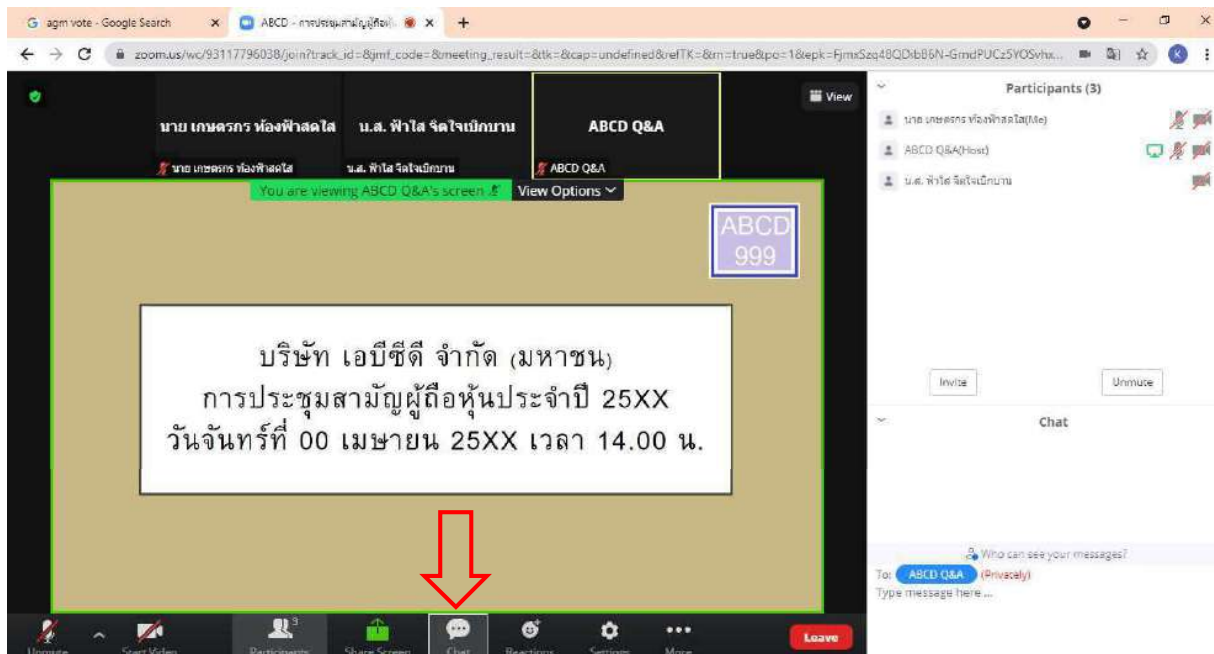


DO NOT COPY มีผล

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

**กรณีที่ผู้ถือหุ้น ต้องการสอบถามผ่านระบบแชท สามารถทำได้ดังนี้**

**1. คลิกที่ปุ่ม “Chat” ตามรูปด้านล่าง**

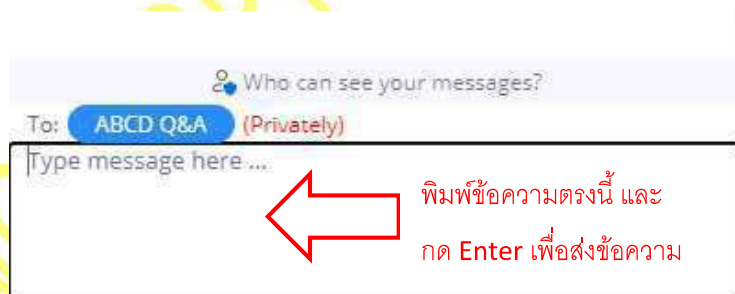
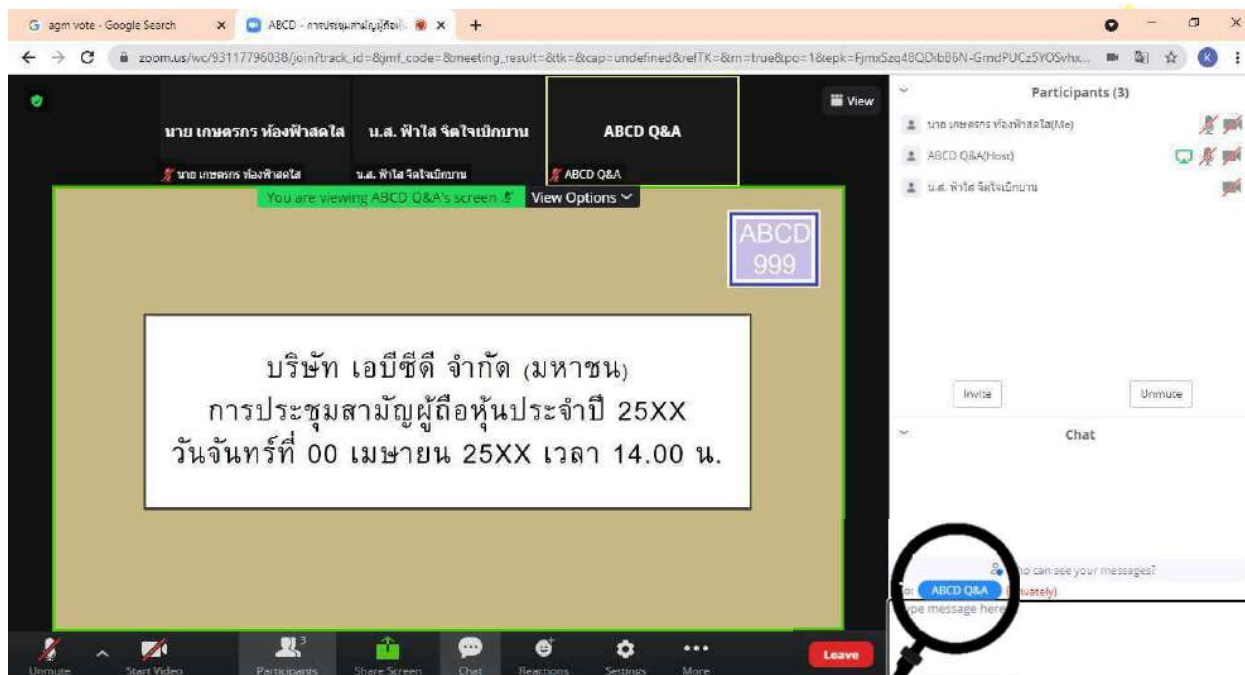


คู่มือนี้จัดทำโดย บริษัท ไอเจ อินเทอร์เน็ตชั้นนำ

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

2. เมื่อกดปุ่ม Chat แล้ว จะมีเครื่องมือขึ้นมาตามรูป ในการพิมพ์ข้อความทาง Chat ให้ท่านเลือกผู้รับโดยส่งคำถามไปที่ ABCD Q&A (ชื่องาน Q&A) เท่านั้น

กรณีที่ท่านไม่ได้เลือกตามที่แจ้ง คำถามของท่านจะส่งมาไม่ถึงทางบริษัท ให้ผู้เข้าร่วมประชุมพิมพ์ข้อความ ตรงพื้นที่ตามรูป ด้านล่าง และเมื่อพิมพ์เสร็จให้กด Enter เพื่อส่งข้อความ



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### การใช้งาน E-Voting

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

สำหรับวาระแจ้งเพื่อทราบ ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนได้

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. เมื่อกดเลือกการลงคะแนนแล้ว ระบบจะมี Pop Up สอบถามอีกครั้งหนึ่งว่า ยืนยันการลงคะแนนหรือไม่ ให้กดตกลงเพื่อเป็นการยืนยันการลงคะแนน

กรณีที่ผู้เข้าร่วมประชุม ต้องการเปลี่ยนการลงคะแนนสามารถทำได้ ด้วยการกดเลือกคะแนนใหม่อีกครั้ง

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

\*\*\* 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](mailto: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)

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)



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ  
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**

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**

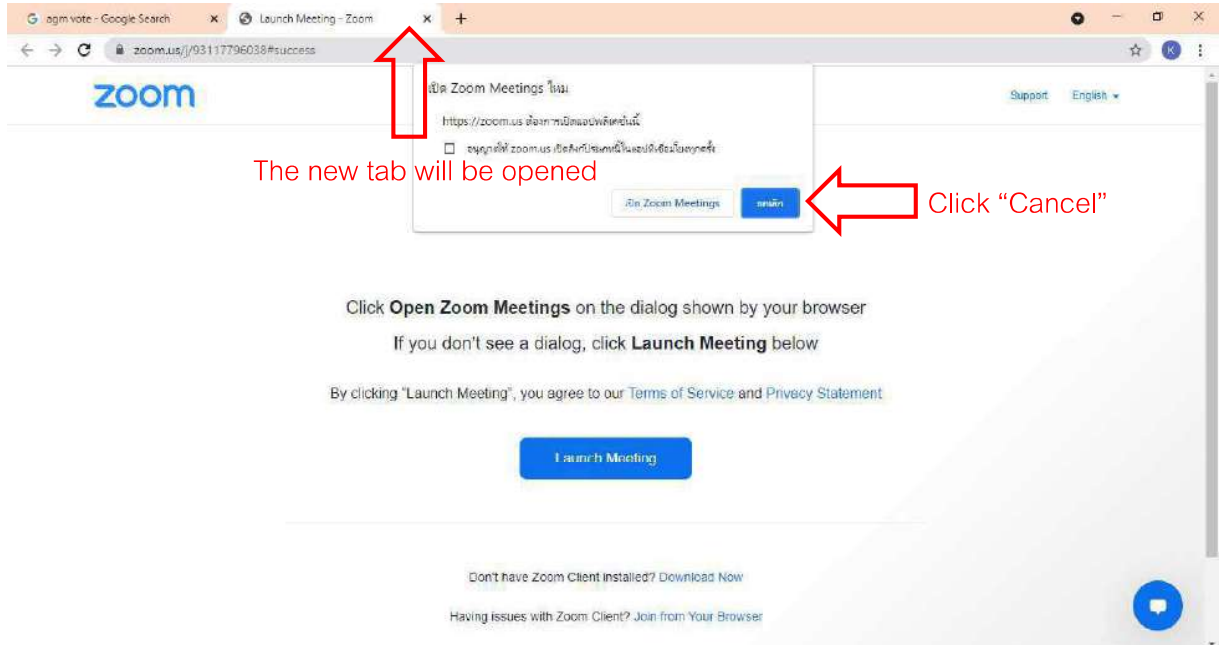
6. Click at “E-Meeting” in order participate Live Meeting by Zoom

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

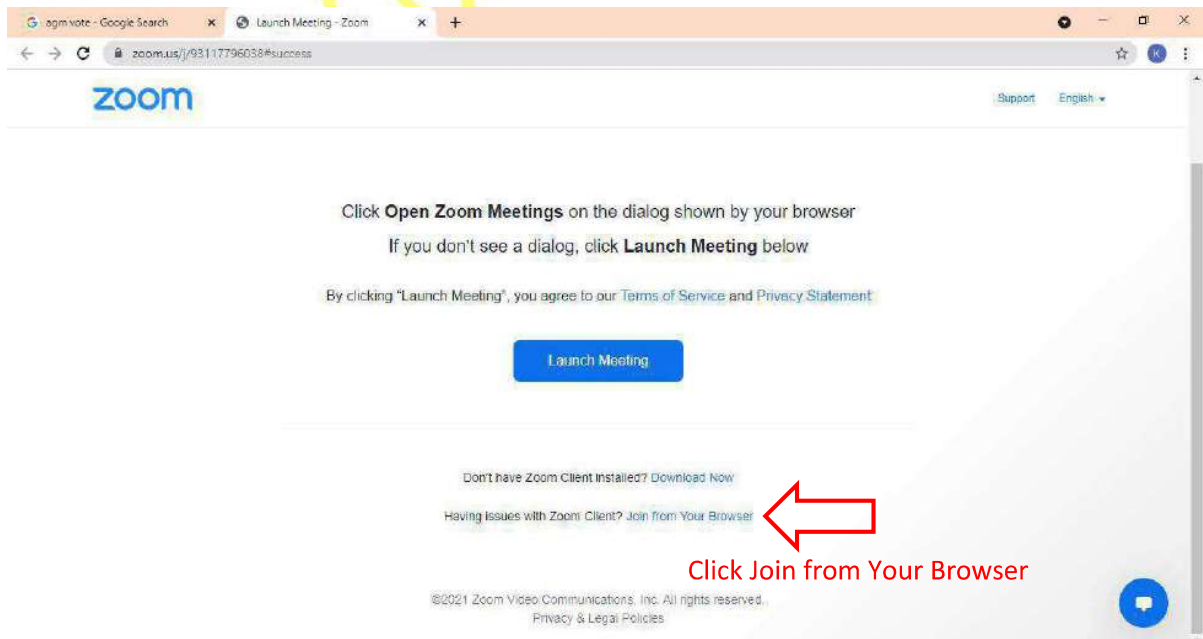
คู่มือนี้จัดทำโดย บริษัท ไอเจ อินเทอร์เน็ตชั้นนำ  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### 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

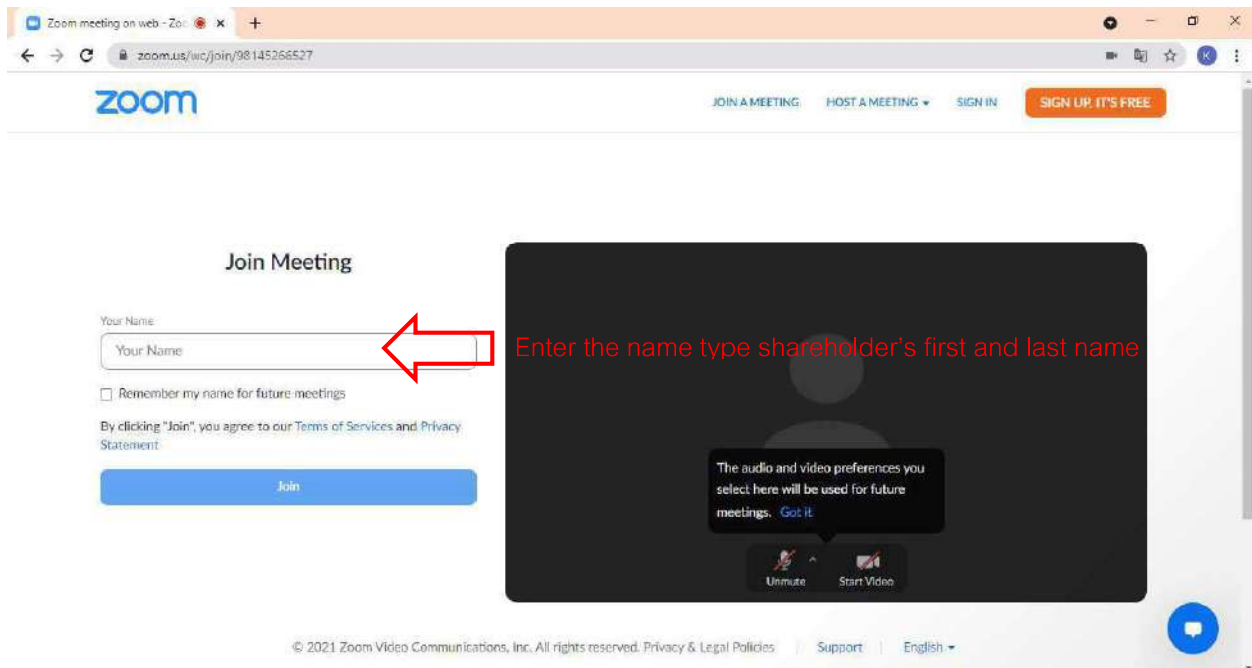


2. If you have Zoom Meeting software, you can use. Or You can click at Cancel then click at “click here” as below

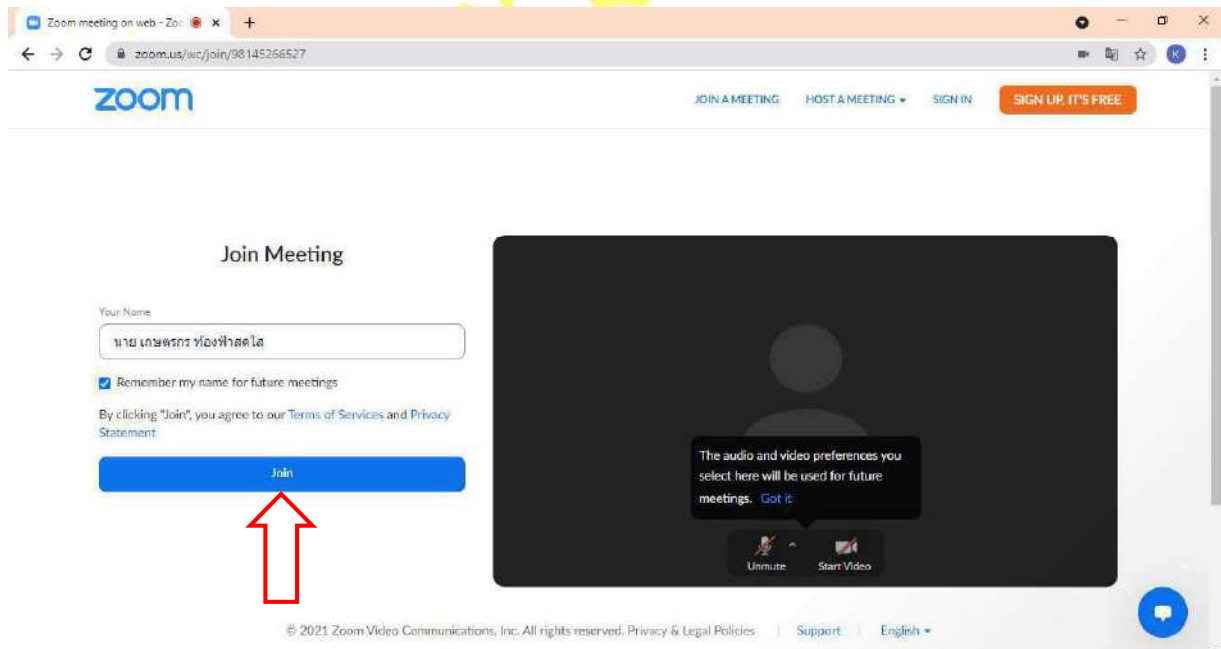


คู่มือนี้จัดทำโดย บริษัท ไอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. Please type shareholder's first and last name in below text box.



4. Click "Join" as below.



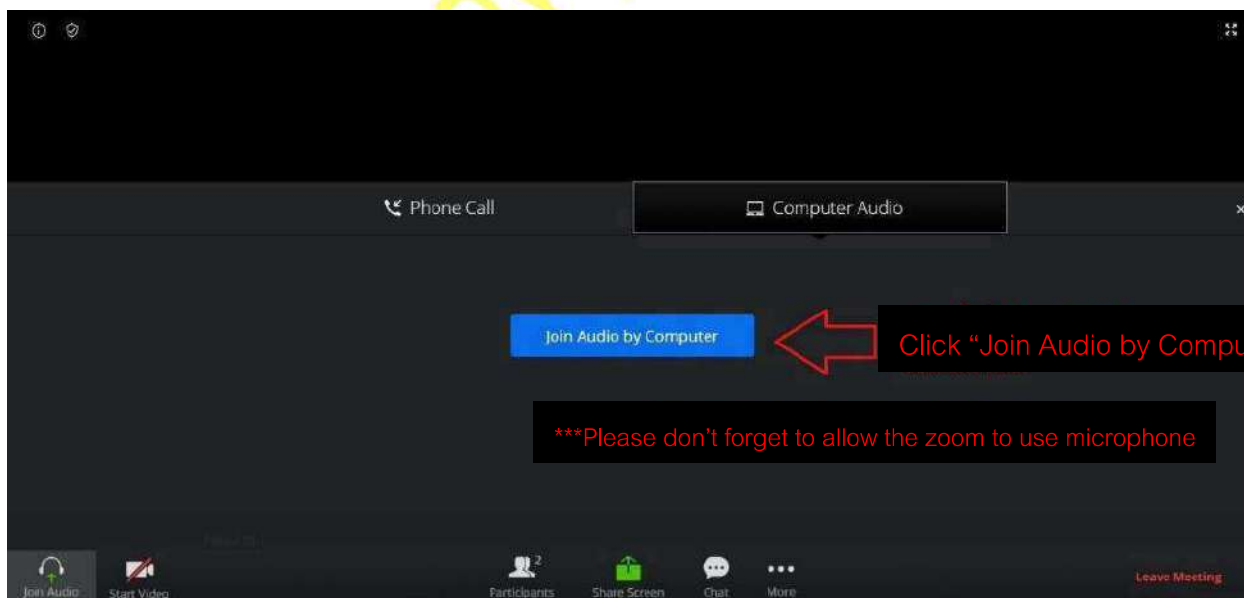


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

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.

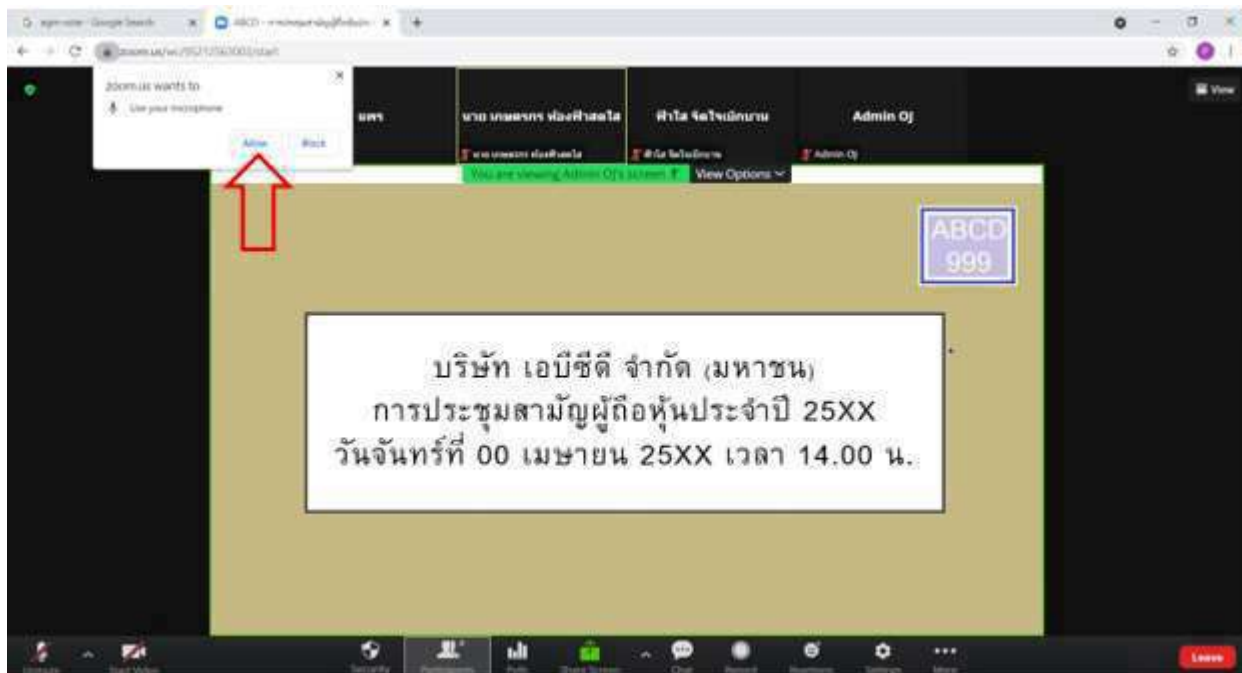
Please wait, the meeting host will let you in soon.   
ABCD - การประชุมสามัญผู้ถือหุ้่นประสำปี 25xx

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)

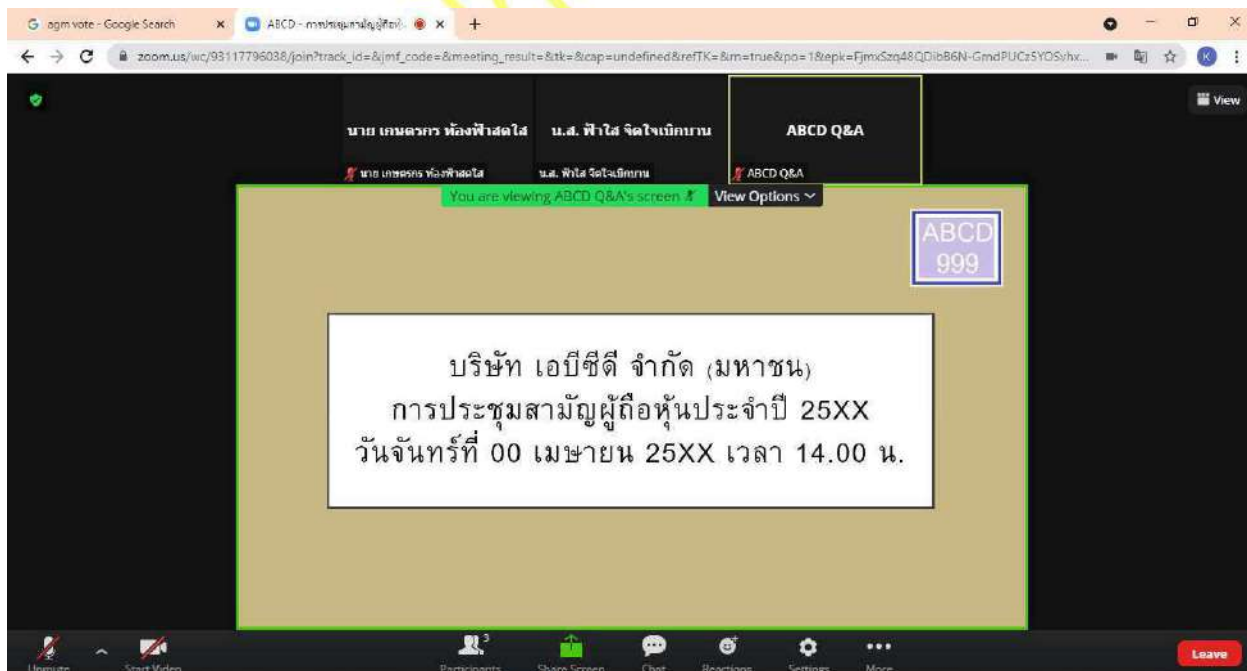


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. Click "Allow"



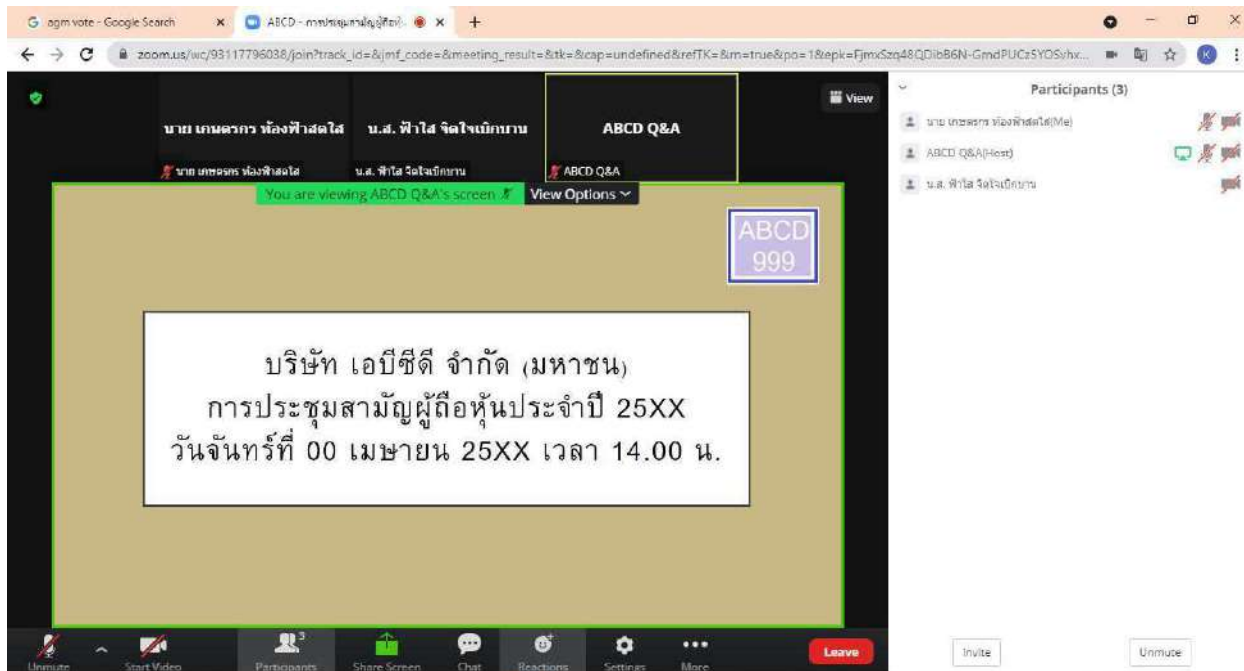
8. Once you successfully join the E-Meeting. You will see all menu as below.



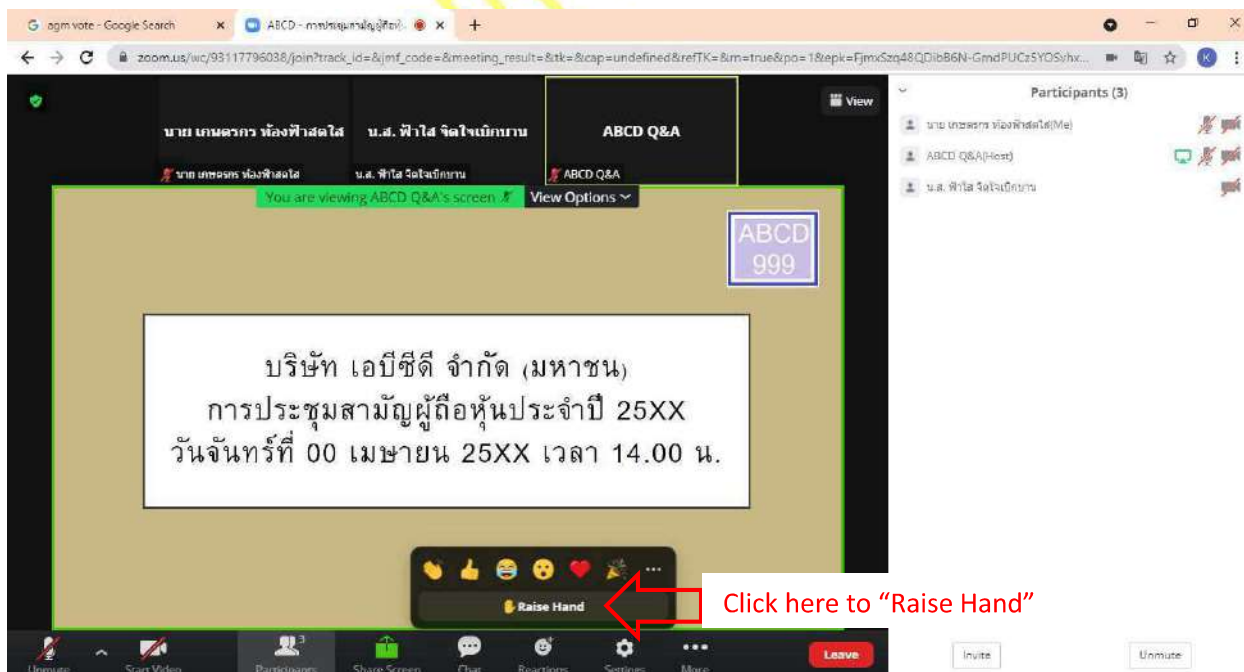
คู่มือนี้จัดทำโดย บริษัท ไอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

## How to ask question by speak through microphone

1. Click at "Reaction" as below

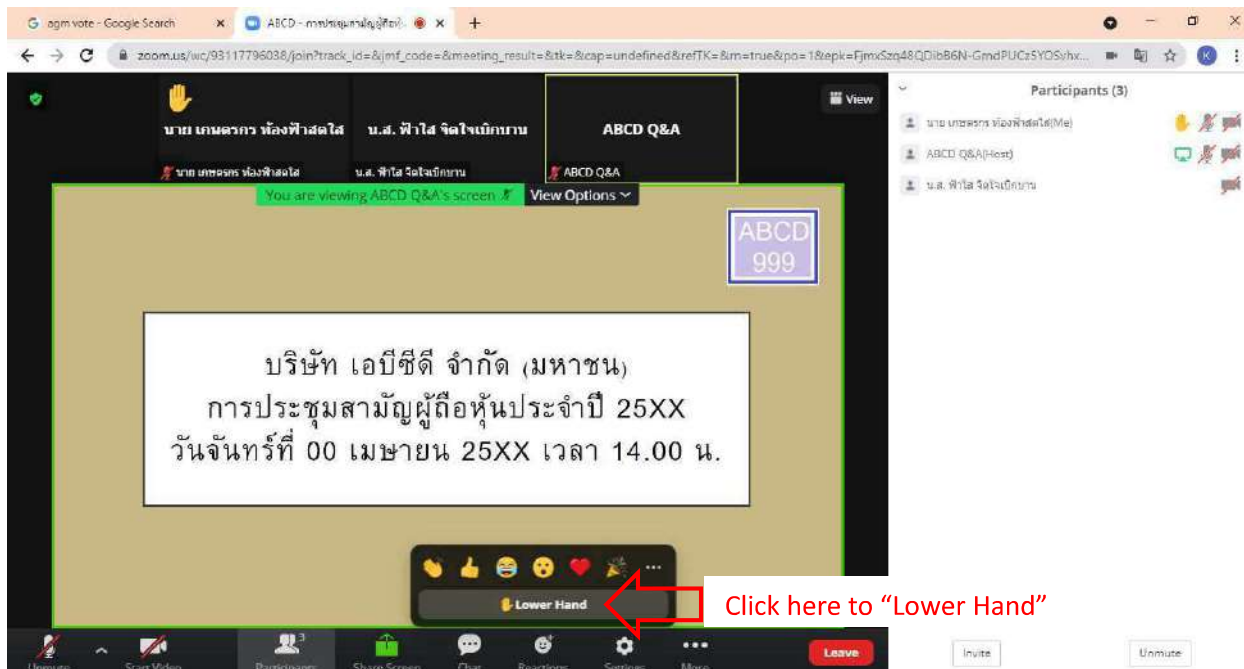


2. Click "Raise Hand" and the sign will be displayed beside your name as below



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

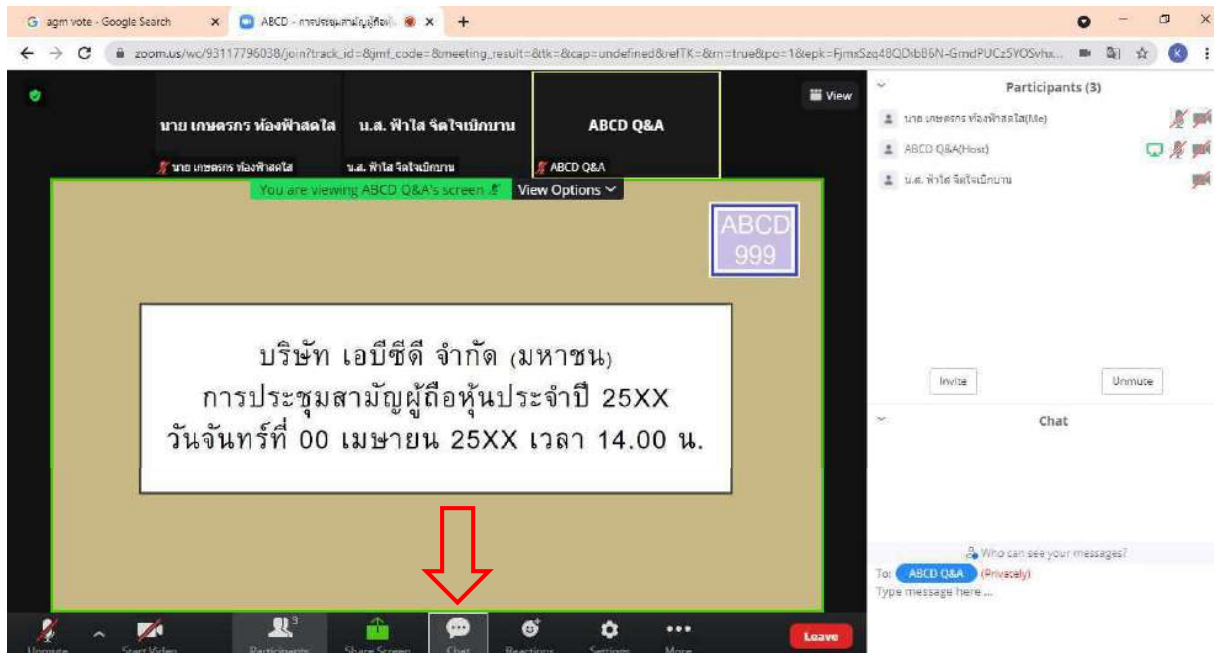


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ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### How to ask question by Chat

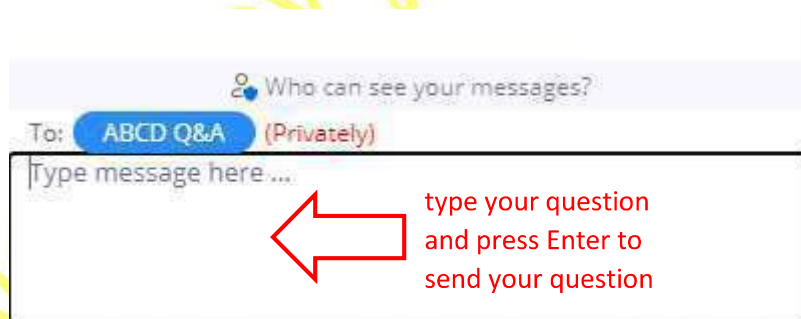
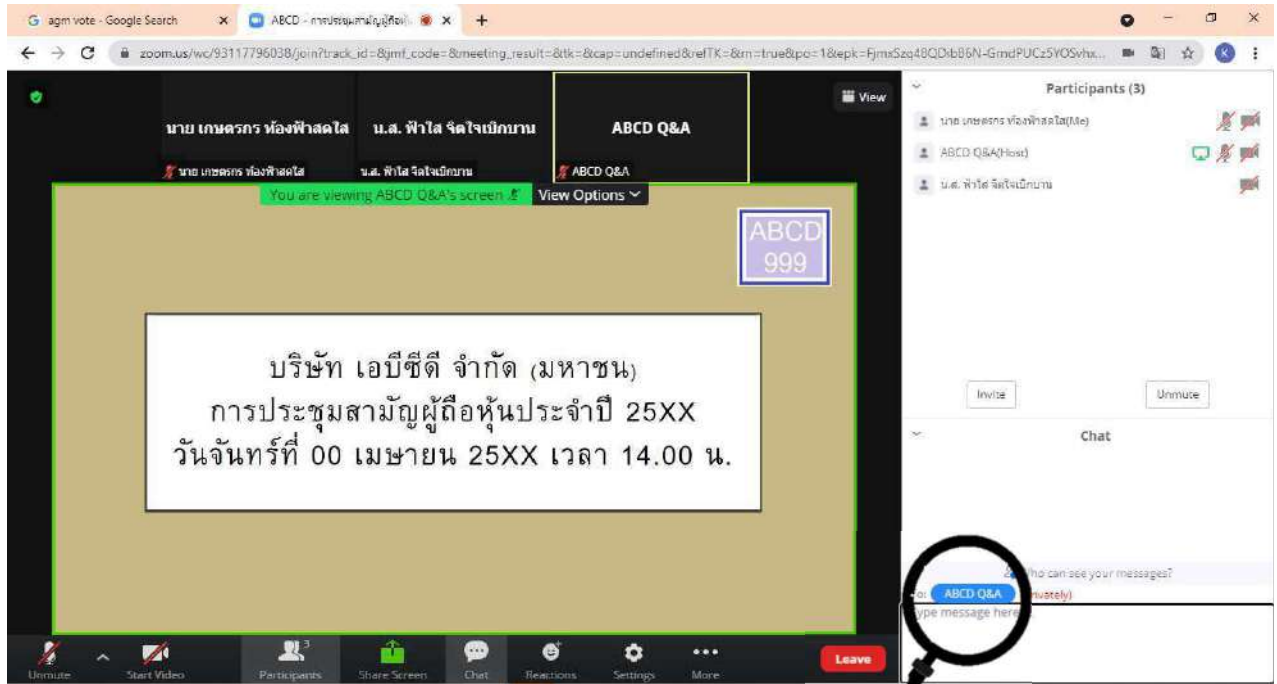
1. Click at "Chat" as below



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2. The text box will displayed as below. To type a message by Chat, you have to select a recipient to send ABCD Q&A question only. If you do not select, your question will not be sent to the company. You can type your question and press Enter to send your question to ABCD Q&A



DOA



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ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### How to cast 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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