



No. OTO 016/2565

March 4, 2022

**Subject** Notification of the resolution of the Board of Director's Meeting regarding the omission of dividend payment, the capital increase in the means of General Mandate, and the schedule of the 2022 Annual General Meeting of the Shareholders.

**To:** The President  
The Stock Exchange of Thailand

**Attachment** Capital Increase Form (F53-4)

One to One Contacts Public Company Limited (the "**Company**") would like to notify the resolution of the Board of Directors Meeting No. 3/2022, held on March 4, 2022, which considered and approved important matters as follows;

1. Approved to propose the Shareholders' Meeting to consider and approve the omission of dividend payment from the annual operating results in 2021 because of the Company is in the process of expanding its business and to provide the Company with sufficient funds for investment in other businesses that gives good returns. In this regard, the Company considered to propose the Shareholders' Meeting to consider and approve the appropriation of net profit as 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.
2. Approved to propose the Shareholders' Meeting to consider and approve the decrease of the registered capital of the Company in the amount of THB 5 from the registered capital of THB 840,000,000 to be THB 839,999,995 by cancelling the remaining unsold issued ordinary shares in the amount of 5 shares at a par value of THB 1 and the amendment of Memorandum of Association in Clause 4 to be in line with the capital decrease of the Company.

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

3. Approved 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 be the registered capital of THB 895,000,000 by issuing the newly ordinary shares of 55,000,005 shares at a par value of THB 1 and the amendment of Memorandum of Association Clause 4 to be in line with the capital increase of the Company.
4. Approved to propose the Shareholders' Meeting to consider and approve the allocation of newly issued ordinary shares by means of General Mandate.
5. Approved to propose the Shareholders' Meeting to consider and approve the additional of the Company's objectives, and the amendment of the Memorandum of Association Clause 3 of the Company to be line with the additional of the Company's objectives.
6. Scheduled the 2022 Annual General Meeting of the Shareholders to be held on April 21, 2022 at 2.00 p.m. through electronic media (E-AGM) in order to consider the following agenda:



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

The Board's Opinion The Board of Directors considered and opined that it were correctly recorded in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021. Thus, it appropriate to propose the Shareholders' Meeting to certify the minutes of such meeting.

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

The Board's Opinion The Board of Directors considered that Company's operating results for the year 2021 were correct and sufficient disclosure. Thus, it appropriate to propose the Shareholders' Meeting to acknowledge the Company's operating results for the year 2021.

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

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, were 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.

**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**

The Board's Opinion The Board of Directors proposed 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 2021 to the shareholders because of the Company is in the process of expanding its business.

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

The Board's Opinion The Board of Directors considered with the advice of Nomination and Compensation 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 namely

- (1) Dr. Pakorn Apaphant Independent Director
- (2) Mr. Subhasiddhi Rakkasikorn Director
- (3) Mr. Somkit Likitparinya Director

In this regard, Dr. Pakorn Apaphant have qualified to be independent directors. The Board of Director considered that he can express their independent opinion to the Company and according to related regulation. 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 time.

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

The Board's Opinion The Board of Directors considered with the advice of Nomination and Compensation Committee and deemed appropriate to propose the Shareholders' Meeting to consider and approve the remuneration of the Board of Directors and Sub-committees for 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 as follows:

<b>Meeting allowance per Meeting</b>	<b>Chairman (THB)</b>	<b>Director (THB)</b>
Board of Directors	20,000	10,000
Audit Committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nominating & Compensation 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% 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.*



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

The Board's Opinion The Board of Directors with the advice of Audit Committee opined 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 ended December 31, 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 (in 2021 is in the amount of THB 1,460,000).

**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;**

The Board's Opinion The Board of Directors opined it appropriate to propose the Shareholders' Meeting to consider and approve the decrease of the registered capital of the Company in the amount of THB 5 from the original registered capital of THB 840,000,000 to 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 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.

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).

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.



**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;**

The Board's Opinion The Board of Directors opined 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.

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.

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

The Board's Opinion 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, 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 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.

Please refer to the details of the allocation of the Company's newly issued ordinary shares in in **the attachment** (Capital Increase Form F53-4).

**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;**

The Board's Opinion The Board of Directors opined it appropriate 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 adjustment 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, <i>Sell</i> , Supply, lease, leasing, <i>sub-lease</i> , take ownership, adjust, use, <i>rent, sub-lease</i> 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 <i>and/or other works to individual</i> , 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 meta-vers 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.

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

- 7. Scheduled the record date for determining the shareholders who have the right to attend the 2022 Annual General Meeting of the Shareholders at March 15, 2022 (Record Date). Moreover, the Company allowed 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.
- 8. Approved to authorize the Chief Executive Officer and/or the person authorized by the Executive Committee and/or the Chief Executive Officer of the Company to has the power to consider amending and/or adding meeting agendas as well as amending or changing the date, time, place and procedure for the 2022 Annual General Meeting of the Shareholders as it deems appropriate by considering the benefits and impacts to shareholders as well.

Yours sincerely,

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



**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.3/2022 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 15, 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 15, 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