



OTO 013/2022

March 1, 2022

Subject: The execute of the preliminary memorandum of understanding for an investment in Electronic Sports Games and Competitions with Phygital Space Development Co., Ltd and the shareholders of Phygital Space Development Co., Ltd

To: President
The Stock Exchange of Thailand

One to One Contacts Public Company Limited (the “**Company**”) would like to inform that on March 1, 2022, Inno Hub Company Limited (“ **Inno Hub**”), a subsidiary of the Company, has entered into the preliminary memorandum of understanding with Phygital Space Development Co., Ltd (“**Phygital**”), which operates an Esports Platform business, providing services in marketing on the games and electronic sports competitions, and all relevant electronic sports business together with content marketing for all medias. The objective of the investment is to invest in business of providing services in content making, marketing on the games and electronic sports competitions, and electronic sports business and to expand the Company’s business to be diversified and to possess a broader customer base. Inno Hub shall purchase 2,450,000 fully paid-up shares from one or any of the shareholders of Phygital or equivalent to 49 percent of registered capital of Phygital with the purchase price of THB 100,000,000 after Phygital has executed the capital increase of the Company from the original registered capital of THB 10,000,000 to be the new registered capital of THB 50,000,000.

In this regard, Inno Hub will conduct a financial feasibility study, and due diligence on Phygital prior to make the decision to execute the investment whereby if the result of the due diligence on Phygital is satisfied by Inno Hub, Inno Hub will proceed with the negotiation to enter into the relevant shares purchase agreement and shareholders agreement within April 2022. However, this signing of the preliminary memorandum of understanding as aforementioned, Inno Hub have to pay a deposit of THB 20,000,000 within 15 days of the signing date of the preliminary memorandum to seller. The deposit will be considered as part of the purchase price.

If after the financial feasibility study and due diligence and Inno Hub decides to invest in Phygital, the Company, which is parent company of Inno Hub, will comply 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) and the relevant regulations (if required) and of any progress is made, the Company shall disclose the relevant information to the Stock Exchange of Thailand accordingly.

In this regard, the Board of Director's Meeting has considered and approved the authorization of the Chief Executive Officer and/or any other persons authorized from the Chief Executive Officer of the Company to be authorized to conduct a due diligence, negotiation, a memorandum of understanding, and sign on any relevant documents and contracts, including the authority to take any relevant or necessary actions as appropriate to ensure the successful the investment in Phygital under the applicable laws.

Please be informed accordingly,

Sincerely yours,

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