



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, Klongkluwa, 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) 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 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.

	Name of Directors	Position
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

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.

***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:

	Name of the Auditor	Auditor's Number	Number of year for auditing the Company
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, Sell , Supply, lease, leasing, sub-lease , take ownership, adjust, use, rent, sub-lease 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.

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| (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) 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

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 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