



## Minutes of Extraordinary General Meeting of Shareholders No. 1/2024

### One To One Contacts Public Company Limited

#### Date, Time, and Venue

The Extraordinary General Meeting of Shareholders No. 1/2024 of One To One Contacts Public Company Limited (the “Company”) was held on February 19, 2024, at 2.00 p.m., via Electronic Means (E-AGM), in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and relevant regulations, broadcast from the Conference Room, 12th floor, Software Park Tower, No. 99/23 Moo. 4, Chaeng Watthana Road., Khlong Kluea Sub-district, Pak Kret District, Nonthaburi 11120. There were directors, legal officers, and auditors attending the meeting via electronic means as follows:

#### Directors Present

1.	Mr. Chirayu	Chueyam	Vice Chairman of the Board of Directors/ Chairman of Executive Committee/ Chief Executive Officer
2.	Mr. Supreedee	Nimitkul	Chairman of Audit Committee / Independent Director
3.	Mr. Priyong	Teerasathain	Audit Committee Member/ Independent Director
4.	Ms. Natenapa	Pusittanont	Audit Committee Member/ Independent Director
5.	Mr. Prapat	Yorkhant	Director
6.	Mr. Chaiwat	Phithakraktham	Director
7.	Mr. Issara	Roungsuk-udom	Director

There are 7 members of the Board of Directors. Therefore, there are 7 members of the Board of Directors participated in the meeting, which represents 100% of all directors.

#### Legal and Financial Advisor

1.	Khun Thitawan	Thanasombatpaisam	Legal Advisor from Kudun and Partners Company Limited
2.	Khun Rujisaya	Bubpaprohm	Legal Advisor from Kudun and Partners Company Limited
3.	Khun Yaowarote	Klinboon	Legal Advisor from Tilleke & Gibbins International Limited
4.	Khun Karinevidch	Olivero	Legal Advisor from Tilleke & Gibbins International Limited
5.	Khun Adulpol	Charukesnunt	Financial Advisor from Grant Thornton Services Limited
6.	Khun Pasu	Chaileecharoen	Financial Advisor from Grant Thornton Services Limited

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|----|----------------|-----------------|--|
| 7. | Khun Pisit     | Jeungpraditphan | Financial Advisor from Capital Advantage Company Limited |
| 8. | Khun Saichalee | Limaphichat     | Financial Advisor from Capital Advantage Company Limited |

The Stock Exchange of Thailand (“SET”) has sent officers responsible for tracking and monitoring information on listed companies to be registered as observers in the Company’s Annual General Meeting of Shareholders, 3 persons as follows:

- |    |                |                |
|----|----------------|----------------|
| 1. | Khun Sasidhorn | Manosupsak     |
| 2. | Khun Prapapan  | Apikamolkul    |
| 3. | Khun Yupalapas | Panomvongkasem |

**Preliminary Proceedings** Mr. Bundit Pratumta was assigned by the Company to act as the moderator for the Extraordinary General Meeting of Shareholders No. 1/2024 and welcomed the directors, shareholders, and proxies. Informing the meeting that there were 7 shareholders attending the Meeting in person via electronic means, a total of 8,983,000 shares, and 29 shareholders attending the Meeting by proxy, a total of 257,391,549 shares. There were a total of 36 shareholders, amounting to 266,374,549 shares representing 33.5807 percent of the paid-up shares of the Company. This constituted a quorum as stipulated in the Company’s Articles of Association.

Mr. Chirayu Chueyam, Vice Chairman of the Board of Directors, performed as the Chairman of the Meeting, (“**Chairman**”) welcomed those who attended the Meeting and addressed the commencement of the Extraordinary General Meeting of Shareholders No. 1/2024. Prior to the agendas of the Meeting, Mr. Bundit Pratumta was assigned to act as the moderator of the Meeting (“**Moderator**”), including informing the details for voting to the shareholders, making queries for each agenda, and forwarding such questions to those involved in order to answer the shareholders’ questions.

The Moderator explained the voting method to the shareholders and inquiry for each agenda as follows:

1. As this Meeting is held virtually, no ballots were printed.
2. The system will display the number of shares that the shareholders have the right to vote on the shareholder’s screen.
3. One share has a right to vote equal to one vote.
4. Each shareholder only has the one right to vote to agree, disagree or to abstain.
5. When counting votes, the Company will deduct the votes from shareholders who disagree, choose to abstain or invalid ballots will be deducted from the total votes of the shareholders attending the Meeting and have the right to vote.

6. To vote, shareholders will be asked to go to the E-Voting tab to vote for each agenda within the specified time (1 minute). Once you have clicked to vote, there will be a pop-up asking if the vote is confirmed or not, 'Press Ok' to confirm the vote. In the case that the shareholders wish to change their vote, they can do so by voting again. This can only be done if the agenda has not reached a conclusion, as shareholders will not be able to vote or change their votes once a resolution has been reached.
7. For attendees via mobile device or tablet, please switch the screen from the Zoom application back to the Chrome app to vote at the E-Voting menu.
8. Once the shareholder has finished voting, please return to the E-meeting window on the Zoom application to continue observing the Meeting.

The Company has provided the opportunity for shareholders and persons who are authorized (proxies) by the Company's shareholders to ask questions related to the agenda under consideration. Shareholders who wish to ask questions can do so through the following methods:

1. Ask questions by typing via the chat menu in the E-meeting (Zoom) window by typing the message and sending it.

*For each question, you must inform your full name and specify whether the question is coming personally as a shareholder or as a proxy before asking questions each time for the benefit of taking accurate and complete minute meetings.*

2. The shareholder may ask through the E-meeting window. Go to the participant menu and press the 'Raise Hand' button, and when the MC calls the shareholder's name, the staff will open the mic for the shareholder to ask the question. Then, the shareholder must press 'Unmute' and turn on the mic on the device.

\*Note: In the event that shareholders are unable to speak through the microphone. Please type your question via the Chat menu.

The Company will prepare minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 within 14 days after the Meeting has been held and will proceed to share the Meeting minutes on the Company's website. If any shareholder has any objections, he/she must inform the Department of Company Secretary by March 31, 2024. If there is no objection, the Company will deem this an endorsement of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 as it has been published.

The Meeting proceeded in accordance with the meeting agendas as specified in the invitation letter as follows:

**Agenda 1**

To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, held on June 15, 2023

The Chairman delegated the Moderator to inform the Meeting of the details of this agenda. The Moderator informed the Meeting that the minutes of Extraordinary General Meeting of Shareholders No. 1/2023, which was held on June 15, 2023, were prepared within 14 days from the meeting date and were sent to the Stock Exchange of Thailand (the “SET”) and Ministry of Commerce within the timeframe required by law. The minutes were publicly disclosed on the Company’s website (www.onetonecontacts.com) from June 28, 2023, as per the details in **Attachment 1**. Moreover, the Company had provided the right to all shareholders to send any issues or objections on such minutes, however, there is no shareholder opposed.

The Board of Directors considered the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 and opined that it was accurately recorded in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023 and deemed it appropriate to propose the Meeting to certify.

This resolution must be passed majority votes of the total shareholders attending the meeting and casting their votes.

The Moderator provided an opportunity for shareholders to ask questions or express their opinions. As there were no further questions or comments, the Moderator requested the shareholders’ meeting to consider and certify this agenda item.

**Resolution:**

The Meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, held on June 15, 2023, as proposed in all respects with the voting results as follows:

<i>Votes</i>	<i>Number of votes</i>	<i>Percent of the shareholders attending the meeting and casting the vote</i>
<i>Approved</i>	<i>266,374,549</i>	<i>100.00</i>
<i>Disapproved</i>	<i>0</i>	<i>0.00</i>
<i>Abstained</i>	<i>0</i>	<i>-</i>
<i>Invalid ballots</i>	<i>0</i>	<i>0.00</i>
<i>Total</i>	<i>266,374,549</i>	<i>100.00</i>

Agenda 2 To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company No. 2 (the “OTO-W2 Warrants”) to allocate to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offerings)

The Chairman delegated the Moderator to inform the Meeting of the details of this agenda. The Moderator informed the Meeting that The Company intends to proceed with the issuance and allocation of warrants to purchase ordinary shares of the Company No. 2 (the “OTO-W2 Warrants”) in the amount of not exceeding 906,016,595 units (free of charge) to allocate to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offerings), with the allocation ratio at 11 existing ordinary shares per 5 units of the OTO-W2 Warrants.

In this regard, the OTO-W2 Warrants shall have the term of 2 years from the issuance date, and 1 unit of the OTO-W2 Warrants shall have the right to purchase 1 ordinary share of the Company at the exercising price of THB 1.3 (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers of the OTO-W1 Warrants but not lower than the par value. In the case that the rights adjustment is lower than the par value, the Company will propose the shareholders’ meeting for consideration and approval). Any fraction resulting from the calculation to issuance and allocate the OTO-W2 Warrants shall be disregarded.

The conditions and details of the OTO-W2 Warrants are as shown in Attachment 2 which was sent to the shareholders together with the invitation to this Meeting.

In this regard, in order to provide the terms and conditions of the OTO-W2 Warrants to be appropriate according to the conditions of capital market and for the benefits of the Company and the shareholders. The Board of Directors’ opined it appropriate to propose to the shareholders’ meeting to consider and approve the authorization of 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 to have the power to take all necessary actions in connection with the issuance and allocation of the OTO-W2 Warrants in compliance with the law, including but not limited to the power to the following actions:

- (1) to set out and amend criteria, terms, conditions and other details in relation to the issuance and allocation the OTO-W2 Warrants, to amend the exercise ratio and exercise price under the terms and condition, as well as to determine the list of the shareholders entitled to be allocated the OTO-W2 Warrants;
- (2) to negotiate, agree, enter into, amend, add, sign agreements, application for permission, waiver, evidence disclosure, report on the offering and other documents necessary for and

in connection with the issuance and allocation of OTO-W2, to amend the exercise ratio and exercise price under the terms and condition, as well as to contact, file, amendment, addition, signing of the applications for permission, waiver, evidence disclosure, report on the offering and other documents with the Securities and Exchange Commission Office (the “SEC Office”), SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the OTO-W2 Warrants and the listing of the OTO-W2 Warrants and the newly issued ordinary shares from the exercise of the OTO-W2 Warrants as listed on the Market for Alternative Investment; and

- (3) to take any other necessary and appropriate actions related to the issuance and allocation of OTO-W2 Warrants in order to ensure the successful completion of the aforementioned actions and the issuance and allocation of the OTO-W2 Warrants.

This resolution must be passed majority votes of the total shareholders attending the meeting and casting their votes.

The Moderator provided an opportunity for shareholders to ask questions or express their opinions. As there were no further questions or comments, the Moderator requested the shareholders' meeting to consider and approve this agenda item.

**Resolution:**

The Meeting resolved to approve the issuance and allocation of warrants to purchase ordinary shares of the Company No. 2 in the amount of not exceeding 906,016,595 units (free of charge) to allocate to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offerings), with the allocation ratio at 11 existing ordinary shares per 5 units of the OTO-W2 Warrants at the exercising price of THB 1.3 (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers of the OTO-W1 Warrants but not lower than the par value. In the case that the rights adjustment is lower than the par value, the Company will propose the shareholders' meeting for consideration and approval) including the authorization of 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 to have the power to take any arrangements as aforementioned in all respects with the voting results as follows:

<i>Votes</i>	<i>Number of votes</i>	<i>Percent of the shareholders attending the meeting and casting the vote</i>
<i>Approved</i>	<i>265,174,560</i>	<i>99.9058</i>

<i>Votes</i>	<i>Number of votes</i>	<i>Percent of the shareholders attending the meeting and casting the vote</i>
<i>Disapproved</i>	<i>250,000</i>	<i>0.0942</i>
<i>Abstained</i>	<i>950,000</i>	<i>-</i>
<i>Invalid ballots</i>	<i>0</i>	<i>0.0000</i>
<i>Total</i>	<i>265,424,560</i>	<i>100.00</i>

*Note: In this agenda, there was 1 registering to attend the Meeting in addition to those at the beginning of the Meeting, representing 11 shares, and as such, the total number of shareholders present in this agenda item amounted to 37 shareholders, representing a total of 266,374,560 shares.*

**Agenda 3**

To consider and approve the decrease of the Company's registered capital in the amount of THB 50,000,000, from the registered capital of THB 889,999,995 to be THB 839,999,995 by cancelling the remaining unsold issued ordinary shares in the amount of 50,000,000 shares at a par value of THB 1 which is the shares that offered through private placement pursuant to the resolution of the Extraordinary General Meeting of Shareholders no. 1/2023, and the amendment of Memorandum of Association in Clause 4 to be in line with the capital decrease of the Company

The Chairman delegated the Moderator to inform the Meeting of the details of this agenda. The Moderator informed the Meeting that in order to comply with Section 136 of the Public Limited Company Act, B.E. 2535 (1992) (including its amended) (the "Public Limited Company Act") which stipulates that a public company limited may increase its registered capital by issuing new shares only when all shares have been sold and fully paid-up, except where remaining shares were issued in accommodation of convertible debentures or share warrants. For the aforementioned reasons, the Board of Directors hence proposed the Meeting to consider and approve the decrease of the Company's registered capital in the amount of THB 50,000,000 from the registered capital of THB 889,999,995 to be THB 839,999,995 by cancelling the remaining unsold issued ordinary shares in the amount of 50,000,000 shares at a par value of THB 1, which are the shares that offered through private placement pursuant to the resolution of the Extraordinary General Meeting of Shareholders no. 1/2023, and the amendment of Memorandum of Association in Clause 4 (Registered Capital) to be in line with the capital decrease of the Company as follows:

Clause 4	Registered capital	:	THB 839,999,995	(Eight hundred thirty-nine million nine hundred ninety-nine thousand nine hundred and ninety-five baht)
	Consisting of	:	839,999,995 Shares	(Eight hundred thirty-nine million nine hundred ninety-nine thousand nine hundred and ninety-five shares)
	A par value of	:	THB 1.00	(One Baht)
	Dividing into	:		
	Ordinary shares	:	839,999,995 Shares	(Eight hundred thirty-nine million nine hundred ninety-nine thousand nine hundred and ninety-five shares)
	Preferential shares	:	- None -	-

In this regard, the outstanding unpaid shares totaling 46,763,486 ordinary shares are reserved 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).

In addition, the Board of Directors deemed that it is appropriate to propose the shareholders' meeting to consider authorizing the Authorized Director or the person authorized by the Authorized Director to have a power to take any arrangements in relation to the registration of the capital decrease 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.

This resolution must be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

The Moderator provided an opportunity for shareholders to ask questions or express their opinions. Consequently, the Moderator informed the meeting that Khun Puwanart Na Songkhla, a volunteer to protect the rights from Thai Investors Association, had the following inquiry.

Question: The Company has to decrease the registered capital since the shares issued and offered to the specific person by way of private placement pursuant to the resolution of the resolution of the



Extraordinary General Meeting of Shareholders No. 1/2023 have not been sold. Why such shares have not been sold.

Answer: The Chairman informed that the said shares were offered whereas the Company's share price dropped quite a lot, resulting that the Company could not sell the shares as planned.

As there were no further questions or comments, the Moderator requested the shareholders' meeting to consider and approve this agenda item.

Resolution: The Meeting resolved to approve the decrease of the Company's registered capital in the amount of THB 50,000,000, from the registered capital of THB 889,999,995 to be THB 839,999,995 by cancelling the remaining unsold issued ordinary shares in the amount of 50,000,000 shares at a par value of THB 1 which is the shares that offered through private placement pursuant to the resolution of the Extraordinary General Meeting of Shareholders no. 1/2023, and the amendment of Memorandum of Association in Clause 4 to be in line with the capital decrease of the Company including the authorization of the Authorized Director or the person authorized by the Authorized Director to have the power to take any arrangements as aforementioned in all respects with the voting results as follows:

<i>Votes</i>	<i>Votes</i>	<i>Percent of the shareholders attending the meeting and entitled to vote</i>
<i>Approved</i>	<i>251,924,560</i>	<i>94.5753</i>
<i>Disapproved</i>	<i>0</i>	<i>0.0000</i>
<i>Abstained</i>	<i>14,450,000</i>	<i>5.4247</i>
<i>Invalid ballots</i>	<i>0</i>	<i>0.0000</i>
<i>Total</i>	<i>266,374,560</i>	<i>100.00</i>

Agenda 4 To consider and approve the increase of the Company's registered capital in the amount of THB 2,106,016,595 from the original registered capital of THB 839,999,995 to be the registered capital of THB 2,946,016,590 by issuing the newly ordinary shares of 2,106,016,595 shares at a par value of THB 1.00 to offer by way of private placement and to accommodate the exercising of OTO-W2 Warrants, and the amendment of Memorandum of Association in Clause 4 to be in line with the capital increase of the Company

The Chairman delegated the Moderator to inform the Meeting of the details of this agenda. The Moderator informed the Meeting that as the Company has the plan to increase the registered capital

of the Company to increase the liquidity and Company's funds in order to use as working capital of the Company, including to use in future business expansion, the Board of Directors has considered and deemed that it is appropriate to propose the shareholders' meeting to consider and approve the increase of the Company's registered capital in the amount of THB 2,106,016,595 from the current registered capital of THB 839,999,995 to the registered capital of THB 2,946,016,590 by issuing 2,106,016,595 new ordinary shares with a par value of THB 1.00 and approve the amendment of Memorandum of Association in Clause 4. to be in line with the capital increase of the Company as follows:

Clause 4	Registered capital	: THB 2,946,016,590	(Two Thousand Nine Hundred Forty-Six Million Sixteen Thousand Five Hundred Ninety baht)
	Consisting of	: 2,946,016,590 Shares	(Two Thousand Nine Hundred Forty-Six Million Sixteen Thousand Five Hundred Ninety shares)
	A par value of	: THB 1.00	(One Baht)
	Dividing into	:	
	Ordinary shares	: 2,946,016,590 Shares	(Two Thousand Nine Hundred Forty-Six Million Sixteen Thousand Five Hundred Ninety shares)
	Preferential shares	: - None -	-

In this regard, the Board of Directors deemed that it is appropriate to propose the shareholders' meeting to consider authorizing the Authorized Director or the person authorized by the Authorized Director to have power to take any arrangements in relation to the registration of the capital decrease 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.

This resolution must be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

The Moderator provided an opportunity for shareholders to ask questions or express their opinions. As there were no further questions or comments, the Moderator requested the shareholders' meeting to consider and approve this agenda item.

**Resolution:**

The Meeting resolved to approve the increase of the Company's registered capital in the amount of THB 2,106,016,595 from the original registered capital of THB 839,999,995 to be the registered capital of THB 2,946,016,590 by issuing the newly ordinary shares of 2,106,016,595 shares at a par value of THB 1.00 to offer by way of private placement and to accommodate the exercising of OTO-W2 Warrants, and the amendment of Memorandum of Association in Clause 4 to be in line with the capital increase of the Company including the authorization of the Authorized Director or the person authorized by the Authorized Director to have the power to take any arrangements as aforementioned in all respects with the voting results as follows:

<i>Votes</i>	<i>Votes</i>	<i>Percent of the shareholders attending the meeting and entitled to vote</i>
<i>Approved</i>	<i>245,324,460</i>	<i>92.0976</i>
<i>Disapproved</i>	<i>21,050,100</i>	<i>7.9024</i>
<i>Abstained</i>	<i>0</i>	<i>0.0000</i>
<i>Invalid ballots</i>	<i>0</i>	<i>0.0000</i>
<i>Total</i>	<i>266,374,560</i>	<i>100.00</i>

**Agenda 5**

To consider and approve the allocation of newly issued ordinary shares in the amount of not exceeding 2,106,016,595 shares in order to offer to specific persons by way of private placement (Private Placement) and to reserve for the exercise of right under the OTO-W2 Warrants

The Chairman delegated the Moderator to inform the Meeting of the details of this agenda. The Moderator informed the Meeting that as the Company has plan to increase the Company's cash flow and Company's funds for using as working capital and future business expansion, the Board of Directors thus deemed it appropriate for the Company to proceed with the increase in the Company's registered capital by issuing newly issued ordinary shares in the amount of 2,106,016,595 shares in order to offer to specific persons by way of private placement and to reserve for the exercise of right under the OTO-W2 Warrants, the details of the allocation shall be as follows:

- 1) The allocation of newly issued ordinary shares in the amount of not exceeding 906,016,595 shares, with a par value of THB 1 per share, in order to reserve for the exercise of right under the OTO-W2 Warrants.

- 2) The allocation of newly issued ordinary shares in the amount of not exceeding 1,200,000,000 shares, with a par value of THB 1 per share, for offering to specific persons by way of private placement to 7 persons (correctively refer to as “Investors”), which are not regarded as connected person of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) 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 Connected Transactions B.E. 2546 (2003) (as amended) ( the “Connected Transaction Notification”) hereunder.

Names of Investors to whom newly issues ordinary shares are allotted	Number of shares allotted
1. Aqua Corporation Public Company Limited	466,666,667 Shares
2. Mr. Chularangsri Yugala	308,333,333 Shares
3. Mr. Jindasorn Sangrit	125,000,000 Shares
4. Mr. Patipol Prawangsuk	50,000,000 Shares
5. Mr. Adam Insawang	50,000,000 Shares
6. Miss Ratha Weerapong	50,000,000 Shares
7. Mr. Suphan Settapanich	150,000,000 Shares

In addition, the Investors do not have relationship or act in concert in the way as concert party, or have any relationship with the Company for the Investors to be considered as persons under Section 256 of the Securities Exchange Act B.E. 2535 (as amended) which impose the Investors to have the duties to make a tender offer to purchase all securities after the allocation of the newly issued ordinary shares of the Company.

In this regard, Aqua Corporation Public Company Limited (“Aqua”) will appoint a representative, namely, Mr. Suraphon Thaweechoksapsin, to hold a position of director in the Company. However, such case does not make Aqua considered to be a connected person of the Company as Mr. Suraphon Thaweechoksapsin is not in the status of the major shareholder or controlling person or director of Aqua in anyway. Therefore, Aqua is not a legal entity that its major shareholders or

individuals having controlling power has been proposed to be director or executives or controllers of the Company. Therefore, Aqua is not fall under the category of related parties of the Company.

In this regard, the issuance of the new ordinary shares is an offering where the Board of Directors' meeting of the Company passed a resolution to clearly specify the offering price and propose to the shareholders' meeting to determine the offering price at THB 0.60 per share with the total value of not exceeding THB 720,000,000, which is not considered an offering of new shares at a price lower than 90 percent of the market price pursuant to the requirements of the Notification No. TorJor. 28/2565 re: The authorization for the listed company to offer the sale of newly issued shares to specific persons (as amended) ("TorJor. 28/2565"). The "market price" is calculated based on the weighted average price of the Company's shares traded on the SET over a period of 15 consecutive business days prior to the date on which the Board of Directors' meeting passes a resolution to propose the offering of new ordinary shares to the Investors to the shareholders' meeting for approval, which is a period between October 31, 2023 and November 20, 2023. The market price is THB 0.64 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)).

As the Company has accumulated losses shown in the financial statements for the specific business as of the end of the accounting period on December 31, 2022 (audited version) and the financial statements for the specific business as of the end of the accounting period on September 30, 2023 (reviewed version). Therefore, the Company is able to set the offering price of the newly issued ordinary shares, which will be offer to the Investors in this offering round, at the price lower than the par value of the Company. Nonetheless, the Company shall have comply with Section 52 of the Public Limited Company Act B.E. 2535 (as amended), and approval must be obtained from the shareholders' meeting.

According to the Terms and Conditions, the Company is obligated to adjust the rights in the event that the offering price of new ordinary shares issued and offered to the Investors is lower than 90 percent of the market price by the "market price of the Company's ordinary shares" is calculated based on the weighted average price of the Company's shares traded on the SET over a period of 7 consecutive business days prior to the date used in the calculation (i.e., the first day of the offering of newly issued ordinary shares). Therefore, the Company is unable to calculate the "market price of the Company's ordinary shares" in order to consider the right adjustment of the OTO-W1. However, the Company will consider "market price of the Company's ordinary shares" on the first day of this private placement offering to consider the right adjustment of the OTO-W1 and will notify the OTO-W1 warrant holders and the SET for further information.

If the offering price of the newly issued ordinary shares offered by way of private placement is lower than 90 percent of the market price as per the criteria under TorJor. 28/2565, such shares offered for sale are not subject to the Silent Period. Therefore, the Company is not obligated to prohibit the Investors who have received shares from the offering of newly issued shares by way of Private Placement in this round from selling all the shares acquired from the offering within the timeframe specified by the criteria set forth in the Securities and Exchange Commission's Announcement on Criteria, Conditions, and Procedures for Considering Applications for Registration of Ordinary Shares or Preferred Shares Offering in the Securities Market, B.E. 2558, dated May11, 2015 (as amended).

In addition, the issuance and offering of newly issued ordinary shares in this round fall within the scope of offering newly issued shares by way of Private Placement, as deemed significant according to TorJor. 28/2565. The issuance and offering of newly issued shares in this round impact the earnings per share or control dilution of shareholders by a proportion not less than 25%, considering the number of paid-up shares before the date which the Board of Directors has a resolution to propose the agenda for the shareholders' meeting. Therefore, the Company shall engage an independent financial advisor to provide opinions to shareholders regarding (1) the appropriateness of the price and conditions of the share offering, (2) the rationale and benefits of the share offering to investors, including the plan for using the funds raised from the share offering compared to its impact on shareholders, and (3) the opinion on whether shareholders should approve or disapprove, along with the reasons for this. In this regard, the Company has appointed Grant Thornton Services Company Limited as an independent financial advisor to provide opinions to the shareholders as mentioned above.

However, the allotment of the shares detailed above must not result in the Investors holding shares in the Company in the number that reaches or passes the trigger point requiring the Investor 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 Meeting approved to propose to the shareholders' meeting to consider and approve to authorize the Executive Committee or the Chief Executive Officer and/or the person authorized the Executive Committee or the Chief Executive Officer to have the power to take all action associated with the issuance, offering, allotment and subscription of the new ordinary shares, including the followings:

- (a) to determine and/or amend, adjust any details necessary for and relating to the allotment of the newly issued ordinary shares of the Company as deemed appropriate including but not limited to the determine of subscription period to extent that it is not contrary to or inconsistent with the relevant notifications, regulations, rules, and laws, as well as to have the power to determine and amend the period of subscription and offering of the newly issued ordinary shares, and the payment method. The allotment and subscription period may be scheduled for one time or multiple times. The determination of the offering price at the market price during the offering period, when more than 3 months from the date on which the shareholders' meeting passes a resolution to approve the offering of newly issued shares;
- (b) to contact, negotiate, execute, sign and amend any agreements, requests for approval, waiver requests, notices, and evidence necessary and relevant to the allotment of the Company's newly issued ordinary shares, including but not limited to the Shares Subscription Agreement, registration applications to be submitted to the Ministry of Commerce, communication and submission of such requests for approval, waiver requests, notices, documents and evidence to the Securities and Exchange Commission (the "SEC Office"), SET, or any government agencies or agencies involved in the amendment or change of the request or the wording of the documents as well as listing the newly issued ordinary shares as listed securities on the Market for Alternative Investment ; and
- (c) to take any necessary and relevant actions to ensure the successful allotment of the Company's newly issued ordinary shares, including the selection of investors in the private placement and the appointment and assignment of other suitable persons to act as sub-appointees to take the above actions.

TorJor. 28/2565 provides that the Company shall complete the offering within the period as approved by the shareholders' meeting but not exceeding 3 months from the date on which the shareholders passed a resolution to approve the offering of newly issued shares, or complete the offering within 12 months from the dated on which the shareholders' meeting passes a resolution to approve the offering of newly issued shares in the event where it is clearly specified by the resolution of the shareholders' meeting that after such 3-month period has ended, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period. Therefore, after a lapse of 3 months after the date on which the shareholders' meeting resolves to approve the offering of newly issued shares.

The details of the issuance, offering, and allotment of the Company's newly issued ordinary shares to the Investor are as shown in [Attachment 3](#) and [Attachment 4](#), the Capital Increase Form and Information Memorandum on the Issuance, Offering, and Allocation of Newly Issued Ordinary Shares of One to One Contacts Public Company Limited through private placement which was sent to the shareholders together with the invitation to this Meeting.

Moreover, the Moderator informed the Meeting the opinion of the independent financial advisor as per the details in [Attachment 5](#), the opinion of the independent financial advisor regarding the issuance and offering of newly issued ordinary shares of One to One Contacts Public Company Limited by way of private placement which was sent to the shareholders together with the invitation to this Meeting and the opinion of the Audit Committee as per the details in the opinion of the Audit Committee on the opinions and reports of the independent financial advisors which the Company has been published via SET on February 2, 2024 and February 14, 2024.

This resolution must be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

The moderator provided an opportunity for shareholders to ask questions or express their opinions. Consequently, the moderator informed the meeting that Khun Puwanart Na Songkhla, a volunteer to protect the rights from Thai Investors Association, had the following inquiry.

- Question:
- (1) As the independent financial advisor opined that the issuance and offering of newly issued ordinary shares is an inappropriate and unreasonable transaction. What is the reason/ intention the directors and the Company decided to proceed with the issuance and offering of newly issued ordinary shares even though it is against the opinion of the independent financial advisor.
  - (2) Will an accident occur to this issuance and offering of newly issued ordinary shares as occurred to the previous issuance and offering of newly issued ordinary shares.
  - (3) Has the Board of Directors considered the share dilution which will affect the shareholders (especially minority shareholders). What are the remedies for shareholders.
  - (4) As the independent financial advisor opined that the Company might not receive returns from the capital increase as expected. What is the opinion of the Board of Directors and will the use of proceed from the issuance and offering of newly issued ordinary shares be accordance to the actual purpose.
  - (5) Do the 7 persons who have been allocated newly issued ordinary shares as listed clearly agree to purchase newly issued ordinary shares. Is there any possibility of change.



Answer: The Chairman informed as follows:

- (1) The Company has to expand the investment in both new and existing businesses, such as bidding for large government projects which will be a huge investment. Such project will be a large project and will generate long-term revenues for the Company. In various transactions, the Board of Directors will study the project and appoint the financial advisor to evaluate the feasibility of the project including appointing the independent financial advisor to provide additional opinions. Each financial advisor has an independent opinion. The Board of Directors has considered the opinions of each financial advisor and viewed that the Company could solve various risks in order to expand investment.
- (2) The Company has discussed with investors throughout and expected that such event will not occur.
- (3) According to the report of independent financial advisor, there is small effect from the share dilution compared to the Company's share price. Moreover, at present, the Company's share price has increased. The Company has taken into account the interests of existing shareholders by allocating warrants to existing shareholders in proportion.
- (4) The Board of Directors has considered the items which the financial advisor viewed as the risk to the Company's operating results by considering the operations at present and in the future. The Board of Directors opined that such company which will be invested by the Company has an improvements in order to resolve various risks. Therefore, it is believed that the investment will be as planned.
- (5) The company has clearly agreed with the investors.

As there were no further questions or comments, the Moderator requested the shareholders' meeting to consider and approve this agenda item.

Resolution: 1.) The Meeting resolved to approve the allocation of newly issued ordinary shares in the amount of not exceeding 906,016,595 shares in order to reserve for the exercise of right under the OTO-W2 Warrants at the exercising price of THB 1.3 (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers of the OTO-W1 Warrants), including the authorization of the Executive Committee or the Chief Executive Officer and/or the person authorized the Executive Committee or the Chief Executive Officer to have the power to take any arrangements as aforementioned in all respects with the voting results as follows:

<i>Votes</i>	<i>Votes</i>	<i>Percent of the shareholders attending the meeting and entitled to vote</i>
<i>Approved</i>	<i>245,324,460</i>	<i>92.0976</i>
<i>Disapproved</i>	<i>21,050,100</i>	<i>7.9024</i>
<i>Abstained</i>	<i>0</i>	<i>0.0000</i>
<i>Invalid ballots</i>	<i>0</i>	<i>0.0000</i>
<i>Total</i>	<i>266,374,560</i>	<i>100.00</i>

- 2.) The Meeting resolved to approve the allocation of newly issued ordinary shares in the amount of not exceeding 1,200,000,000 shares, with a par value of THB 1 per share in order to offer to specific persons by way of private placement (Private Placement) with the offering price at THB 0.60 per share, including the authorization of the Executive Committee or the Chief Executive Officer and/or the person authorized the Executive Committee or the Chief Executive Officer to have the power to take any arrangements as aforementioned in all respects with the voting results as follows:

<i>Votes</i>	<i>Votes</i>	<i>Percent of the shareholders attending the meeting and entitled to vote</i>
<i>Approved</i>	<i>245,324,460</i>	<i>92.0976</i>
<i>Disapproved</i>	<i>21,050,100</i>	<i>7.9024</i>
<i>Abstained</i>	<i>0</i>	<i>0.0000</i>
<i>Invalid ballots</i>	<i>0</i>	<i>0.0000</i>
<i>Total</i>	<i>266,374,560</i>	<i>100.00</i>

Agenda 6

To consider and approve the change of the Company's name and the amendment of Clause 1 of the Memorandum of Association to be in line with the name change, and the change of stock symbol

The Chairman delegated the Moderator to inform the Meeting of the details of this agenda. The Moderator informed the Meeting that as the Company intends to modernize the organization image, reflecting the diversity of the Company's business. The Board of Directors has resolve to propose to the shareholders' meeting the change of the Company's name to be consistent and support the Company's current business operations. The Board of Directors deemed that it is appropriate to propose the shareholders' meeting to consider and approve the change of the Company's name and

the amendment of Clause 1 of the Memorandum of Association to be in line with the name change, and the change of stock symbol, with the details as follows:

	Original	Change to
Name in Thai	บริษัท วันทูวัน คอนแทคส์ จำกัด (มหาชน)	บริษัท เพียร์ ฟอร์ ยู จำกัด (มหาชน)
Name in English	One To One Contacts Public Company Limited	Peer For You Public Company Limited
Stock Symbol	OTO	PEER

In addition, the Board of Directors deemed that it is appropriate to propose the shareholders' meeting for approval of the authorization of the person authorized by the Board of Directors to have the power to sign applications or documents related to the registration of the change of the Company's name, the amendment to Clause 1. of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action to comply with the registrar's orders in order to complete the registration process.

This resolution must be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

The Moderator provided an opportunity for shareholders to ask questions or express their opinions. Consequently, the Moderator informed the meeting that Khun Piyapong Prasatthong, the shareholder attended the meeting in person, had the following inquiry.

Question: What is the idea of the Company's new name.

Answer: The Chairman informed that the Company's new name was named after the new business in which the Company will invest and means working together with various parts such as partners in order to grow the Company's business

As there were no further questions or comments, the Moderator requested the shareholders' meeting to consider and approve this agenda item.

Resolution: The Meeting resolved to approve the change of the Company's name to Peer For You Public Company Limited, the amendment of Clause 1 of the Memorandum of Association to be in line with the name change, and the change of stock symbol to PEER including the authorization of the person

authorized by the Board of Directors to have the power to take any arrangements as aforementioned in all respects with the voting results as follows:

<i>Votes</i>	<i>Votes</i>	<i>Percent of the shareholders attending the meeting and entitled to vote</i>
<i>Approved</i>	<i>259,774,560</i>	<i>97.5223</i>
<i>Disapproved</i>	<i>6,600,000</i>	<i>2.4777</i>
<i>Abstained</i>	<i>0</i>	<i>0.0000</i>
<i>Invalid ballots</i>	<i>0</i>	<i>0.0000</i>
<i>Total</i>	<i>266,374,560</i>	<i>100.00</i>

Agenda 7

To consider and approve the amendment to the Company's Articles of Association on the part related to the Company's name to be in line with the change of the Company's name, and on the parts concerning the Board of Directors' meeting, shareholders' meeting through electronic means and the submission of notice or advertisement of notice via electronic means including the e-proxy for the shareholders' meeting for consistency with the Public Limited Companies Act (No. 4) B.E. 2565 (2022)

The Chairman delegated the Moderator to inform the Meeting of the details of this agenda. The moderator informed the Meeting that For the Company to be aligned with the change of name and seal of the Company, the Board of Directors has resolved to approve to propose to the shareholders' meeting the amendment to Articles of Association for consistency with the change of the Company's name. In addition, to be consistent with the Public Limited Companies Act (No. 4) B.E. 2565 (2022), It is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment to the Articles of Association on the part concerning the meeting of Board of Directors and shareholder through electronic means and the submission of notice or advertisement of notice via electronic means including the e-proxy for the shareholders' meeting. The details are as follows:

<b>Existing Articles of Association</b>	<b>Amended Articles of Association</b>
Article 1 These articles shall be called the "Articles of Association of One to One Contacts Public Company Limited.	Article 1 These articles shall be called the "Articles of Association of <b>Peer For You Public Company Limited</b> .
Article 2 "Company" in these articles of association means One to One Contacts Public Company Limited.	Article 2 "Company" in these articles of association means <b>Peer For You Public Company Limited</b> .



Existing Articles of Association	Amended Articles of Association
<p>Article 24 In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notices to the Directors not less than seven days prior to the date of the meeting. Except in a case of urgent necessity to protect the rights and interest of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be set sooner.</p> <p>In delivering the Board of Directors' Meeting notices, along with meeting documents, the Company may serve the notices and meeting documents via electronic email. In this case, the person responsible for organizing the meeting must keep copies of the meeting notice and</p>	<p>Article 24 In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notices to the Directors not less than <del>seven</del> <b>three (3)</b> days prior to the date of the meeting. Except in a case of urgent necessity to protect the rights and interest of the Company, the summoning of the meeting may be made by <b>electronic methods</b> or <b>any other</b> methods and the date of the meeting may be set sooner.</p> <p><b>The Chairman of the board is responsible for summoning the Board of Directors' Meeting. In case that there is no chairman of the board for any reason, a vice chairman shall be the person to summon the meeting, in case that there is no vice chairman for any reason, at least two (2) directors may jointly summon a Board of Directors meeting.</b></p> <p><b>In case of reasonable cause or for protecting the rights and interests of the Company, at least two (2) directors may jointly request the Chairman to summon a Board of Directors' Meeting. This request shall specify a topic and reason for proposal to the meeting for consideration. In such case the Chairman shall set the date of the meeting within fourteen (14) days from the date of receipts of the request.</b></p> <p><b>In case the Chairman of the board does not proceed with the provision in the third paragraph, the Directors who made the request may jointly summon the Board of Directors' Meeting within fourteen (14) days from the end of the said period in the third paragraph.</b></p> <p>In delivering the Board of Directors' Meeting notices, along with meeting documents, the Company may serve the notices and meeting documents via electronic email. In this case, the person responsible for organizing the</p>

Existing Articles of Association	Amended Articles of Association
<p>meeting documents as evidence, and may store such documents as electronic data.</p>	<p>meeting must keep copies of the meeting notice and meeting documents as evidence, and may store such documents as electronic data.</p>
<p>Article 28 The Board of Directors' Meeting shall be held at least once every three months.</p>	<p>Article 28 The Board of Directors' Meeting shall be held at least <b>one (1) time every three (3) months</b>.</p> <p><b>A meeting of the Board of Directors may be held via electronic media as prescribed by the laws governing a meeting via electronic media, provided that the conduct of such meetings meets the requirements and procedures as required by the related laws and complies with the standards for electronic conferencing security prescribed in the related law. In such a case, it shall be deemed that the Company's head office is the venue of such meeting, and it is considered in effect as a Board of Directors meeting attended in the same place as prescribed in the procedures in the law and these Articles of Association.</b></p>
<p>Article 30 The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company.</p> <p>Meetings other than those specified above shall be called extraordinary general meeting of shareholders. The Board of Directors may call an extraordinary general meeting of shareholders at any time, as it is deemed appropriate.</p> <p>One or several shareholders holding shares in aggregate of not less than ten percent of the total issued</p>	<p>Article 30 The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within four <b>(4) months</b> of the last day of the fiscal year of the Company.</p> <p>Meetings other than those specified above shall be called extraordinary general meeting of shareholders. The Board of Directors may call an extraordinary general meeting of shareholders at any time, as it is deemed appropriate.</p> <p><b>The shareholders' meeting may be conducted via electronic device, provided that the conduct of such meetings complies with the requirements and procedures as required by the related law.</b></p> <p>One or several shareholders holding shares in aggregate of not less than ten <b>(10) percent</b> of the total</p>

Existing Articles of Association	Amended Articles of Association
<p>shares may jointly subscribe their names in a written notice requesting the Board of Directors to call an extraordinary meeting at any time, provided that the matters and reasons for calling such meeting shall be clearly stated in the said notice. In cases such as this, the Board of Directors shall convene a shareholders' meeting to be held within forty-five days from the date of the receipt of such notice from the shareholders.</p> <p>In the cases where the Board of Directors does not convening a meeting with in 45 days from the date of the receipts of such notice from the Shareholders. In the cases where the Board of Directors does not convene the meeting within forty-five days from the date of the receipts of such notice from the Shareholders, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five days from the end of the forty-five days for the Board of Directors to convene the meeting. In this case, such shareholders' meeting shall be deemed to be called by the Board of Directors, and the Company shall be responsible for necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.</p> <p>In the case where, at a shareholders' meeting called by the shareholders under the fourth paragraph, the number of shareholders attending the meeting does not constitute a quorum as prescribed in Article 32, the shareholders under the fourth paragraph shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.</p>	<p>issued shares may jointly subscribe their names in a written notice requesting the Board of Directors to call an extraordinary meeting at any time, provided that the matters and reasons for calling such meeting shall be clearly stated in the said notice. In cases such as this, the Board of Directors shall convene a shareholders' meeting to be held within <b>forty-five (45)</b> days from the date of the receipt of such notice from the shareholders.</p> <p>In the cases where the Board of Directors does not convene the meeting within the period specified under <b>the fourth paragraph</b>, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five <b>(45)</b> days from the end of the period under <b>the fourth paragraph</b>. In this case, such shareholders' meeting shall be deemed to be called by the Board of Directors, and the Company shall be responsible for necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.</p> <p>In the case where, at a shareholders' meeting called by the shareholders under <b>the fifth paragraph</b>, the number of shareholders attending the meeting does not constitute a quorum as prescribed in <b>this article</b>, the shareholders under <b>the fifth paragraph</b> shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.</p>
<p>Articles 31 In calling a meeting of shareholders, the Board of Directors shall prepare a written notice calling</p>	<p>Articles 31 In calling a meeting of shareholders, the Board of Directors shall prepare a written notice calling</p>

Existing Articles of Association	Amended Articles of Association
<p>the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficiency detail. The notice calling for the meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting and published in a newspaper for minimum of three consecutive days at least three days prior to the date of the meeting.</p>	<p>the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficiency detail. The notice calling for the meeting shall be delivered to the shareholders not less than seven (7) days prior to the date of the meeting and published in a newspaper for minimum of three (3) consecutive days at least three (3) days prior to the date of the meeting. Such notice may be published by electronic means instead of newspaper publication with the criteria prescribed by law.</p> <p>In this regard, the place to be used as the venue of a shareholder's meeting shall be in the province where the Company's head office is located at or in any adjacent provinces or elsewhere as determined by the Board of Directors. In the case of a shareholders' meeting is convened via electronic media, it shall be deemed that the Company's head office is the venue of such meeting, and such meeting is considered in effect as a shareholders' meeting attended in the same place as prescribed in the procedures in the law and these Articles of Association.</p>
<p>Articles 32 A general meeting of shareholders meeting shall require shareholders and proxies (if any) attending at a meeting amounting to not less than twenty-five persons, holding shares amounting to not less than one-third of the total numbers of shares sold to constitute a quorum.</p> <p>At any general meeting of shareholders, 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 meeting was called as a result of a request by the shareholders, such</p>	<p>Articles 32 A general meeting of shareholders meeting shall require shareholders and proxies (if any) attending at a meeting amounting to not less than twenty-five persons, holding shares amounting to not less than one-third of the total numbers of shares sold to constitute a quorum.</p> <p>At any general meeting of shareholders, 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 meeting was called as a result of a request by the shareholders, such</p>



Existing Articles of Association	Amended Articles of Association
<p>meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, 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.</p>	<p>meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, 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.</p> <p>Each of shareholders may duly not more than one instrument for appointing a proxy to attend and vote on his behalf. The instrument shall be in the form so proscribed by the registrar and shall be delivered to the Chairman of the Board or a person entrusted by the Chairman at the meeting prior to the time the proxy attends the meeting. An appointment of a proxy may be carried out via electronic method. Such method is required to provide the safety and reliable that such appointment has been duly made by a shareholder according to the criteria as specified by the Registrar and a proxy shall be only one individual, regardless of the amount of shares held by shareholders.</p>
<p>Article 44 The Company's seal shall be as follow:</p> 	<p>Article 44 The Company's seal shall be as follow:</p> 

Additionally, the Board of Directors deemed it is appropriated to propose to the shareholders' meeting for consideration and approval of authorization of the person designated by the Authorized Directors to have the power to sign applications or documents related to the registration of the amendment to the Company's Articles of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action to comply with the registrar's orders in order to complete the registration process.

This resolution must be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

The Moderator provided an opportunity for shareholders to ask questions or express their opinions. As there were no further questions or comments, the Moderator requested the shareholders' meeting to consider and certify this agenda item.

**Resolution:** The Meeting resolved to approve the amendment to the Company's Articles of Association on the part related to the Company's name to be in line with the change of the Company's name, and on the parts concerning the Board of Directors' meeting, shareholders' meeting through electronic means and the submission of notice or advertisement of notice via electronic means including the e-proxy for the shareholders' meeting for consistency with the Public Limited Companies Act (No. 4) B.E. 2565 (2022) including the authorization of the person authorized by the Board of Directors to have the power to take any arrangements as aforementioned in all respects with the voting results as follows:

<i>Votes</i>	<i>Votes</i>	<i>Percent of the shareholders attending the meeting and entitled to vote</i>
<i>Approved</i>	<i>259,774,560</i>	<i>97.5223</i>
<i>Disapproved</i>	<i>6,600,000</i>	<i>2.4777</i>
<i>Abstained</i>	<i>0</i>	<i>0.0000</i>
<i>Invalid ballots</i>	<i>0</i>	<i>0.0000</i>
<i>Total</i>	<i>266,374,560</i>	<i>100.00</i>

**Agenda 8** To consider and approve the purchase of common shares in Happy Products and Service Company Limited

The Chairman delegated the Moderator to inform the Meeting of the details of this agenda. The moderator informed the Meeting that as the Company would like to invest in 9,000,000 ordinary shares or equivalent to 100 percent of the total authorized share capital of Happy Products and Service Company Limited ("HPS") from Miss Apirawee Pichayadecha, Miss Duangkamon Kietsukasem (and/or their designee(s)), and LAZ INVESTMENTS LTD. (collectively referred to as the "Sellers") at the total purchase price of not more than THB 150,000,000, where HPS offers products and services through Omni channel platforms, including television, websites, online platforms, and social media (the "HPS Transaction").

The transaction constitutes an acquisition of assets of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 and Disposition of Asset B.E. 2547 (as amended) (the “**Acquisition or Disposal Notifications**”). The transaction size of such transaction calculated based on the reviewed consolidated financial statements of the Company for the nine months ended 30 September 2023 and the audited financial statements of HPS for the year ended 31 December 2022, and the total value of consideration criterion, which gives the highest transaction value, is equivalent to 11.58 percent, and the aggregated size of the Company’s other acquisitions of assets within the past six months and the HPS Transaction calculated based on the total value of consideration criterion, which gives the highest transaction value, is equivalent to 59.18 percent. Since the transaction size is more than 50 percent, the Company, therefore, is required to proceed as follows in accordance with the Acquisition or Disposal Notifications:

- (1) report and disclose information on the transaction, containing at least the information specified in Schedule (1) of the Acquisition or Disposal Notifications, to the SET;
- (2) convene a shareholders’ meeting to approve the entry into the transaction, which requires a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders;
- (3) send a notice of the shareholders’ meeting pursuant to (2) to the shareholders no less than 14 days prior to the date of the shareholders’ meeting, where the notice of the shareholders’ meeting must contain at least the information specified in Schedule (2) of the Acquisition or Disposal Notifications; and
- (4) appoint an independent financial advisor to provide opinions on the transaction where the Company has appointed Capital Advantage Company Limited as its independent financial advisor to undertake such duties.

The proposed transaction constitutes a purchase or acceptance of transfer of the business of other companies or private companies by the Company pursuant to Section 107(2)(b) of the PLC Act, which requires a resolution of the shareholders’ meeting with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders.

The proposed transaction does not constitute a connected transaction under the Connected Transaction Notification, since the Sellers are not connected persons of the Company.

Details on the HPS Transaction are as shown in Attachment 6 Information Memorandum on the acquisition and disposition transactions of One to One Contacts Public Company Limited and Enclosure 7 the report on the opinion of the independent financial advisor.

The Board of Directors considered and resolved to approve the entry into the HPS Transaction, the proposal of such matter for consideration and approval by the shareholders' meeting, and the delegation of authority to the authorized directors or the Chief Executive Officer or any of their designee(s) to undertake all necessary actions in connection with the HPS Transaction, including, but not limited to, the following: (a) negotiating terms and conditions under the share purchase agreement; (b) determining and/or amending other details in relation to the HPS Transaction; (c) signing agreements and documents in relation to the HPS Transaction, including, but not limited to, the share purchase agreement; (d) signing applications, waivers, as well as other documents and evidence which are necessary for and relevant to the HPS Transaction, including contacting and filing such applications, waivers, documents, and evidence with the competent regulatory agencies and/or any other persons; and (e) undertaking any other actions which are necessary for and relevant to the completion of the HPS Transaction.

Moreover, the Moderator informed the Meeting the opinion of the independent financial advisor as per the details in Attachment 6, Information Memorandum on the acquisition and disposition transactions of One to One Contacts Public Company Limited which was sent to the shareholders together with the invitation to this Meeting and the opinion of the Audit Committee as per the details in the opinion of the Audit Committee on the opinions and reports of the independent financial advisors which the Company has been published via SET on February 2, 2024 and February 14, 2024.

This resolution must be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

The moderator provided an opportunity for shareholders to ask questions or express their opinions. Consequently, the moderator informed the meeting that Khun Puwanart Na Songkhla, a volunteer to protect the rights from Thai Investors Association, had the following inquiry.

Question: (1) The independent financial advisor noted that once the Company purchases HPS's ordinary shares, the Company may have to purchase newly issued ordinary shares of HPS or provide financial fund

to HPS in the near future. Could the Board of Directors give confirmation to shareholders that the Company will not purchase newly issued ordinary shares of HPS.

- (2) Regarding to the decision to expand the Company's business, what is the reason that the Company will not establish a new subsidiary. Even it's a new start, it might be better than the investment in a company which has incurred losses and has recently been established.
- (3) The independent financial advisor noted that the Company might not receive compensation if the breach of contract occurs. Could the Board of Directors give confirmation to shareholders that there will be no breach of contract and cause damages to the Company.

Answer: The Chairman informed as follows:

- (1) The Company has considered the past operation results of HPS and found that HPS has incurred losses and encountered problems from operating businesses that currently ceased, such as production of products for sale, platform creation. In the past 6 months, HPS has adjusted its business plan to focus on products sale in form of consignment, which HPS can return unsold products and reduces the risk of HPS, resulting in a better operating results and cash flow. Therefore, the Company has expected that there will be no purchase of newly issued ordinary shares of HPS to resolve problems that have occurred in the past unless it is the purchase of newly issued ordinary shares of HPS in order to further expand its business.
- (2) Currently, the Company operates an inbound service business and plans to expand its outbound service business. HPS has employees with expertise and a different customer base from the Company which is expected to promote the Company's business expansion and generate revenue for the Company.
- (3) The Company cannot confirm whether the breach of contract will occur. However, the Company is in the process of contract consideration. Such contract must specify the responsibility of the Seller's conditions. In the event that a breach of contract occurs, such conditions must be enforceable and does not put the Company at a disadvantage.

Resolution: The Meeting resolved to approve the purchase of common shares in Happy Products and Service Company Limited, as proposed in all respects with the voting results as follows:

<i>Votes</i>	<i>Votes</i>	<i>Percent of the shareholders attending the meeting and entitled to vote</i>
<i>Approved</i>	<i>245,324,460</i>	<i>92.0976</i>

<i>Votes</i>	<i>Votes</i>	<i>Percent of the shareholders attending the meeting and entitled to vote</i>
<i>Disapproved</i>	<i>21,050,100</i>	<i>7.9024</i>
<i>Abstained</i>	<i>0</i>	<i>0.0000</i>
<i>Invalid ballots</i>	<i>0</i>	<i>0.0000</i>
<i>Total</i>	<i>266,374,560</i>	<i>100.00</i>

**Agenda 9** Other business (if any)

To be in accordance with Section 105, paragraph 2, of the Public Limited Company Act which stipulates that the shareholders holding the aggregate number of shares of not less than one-third of the total number of shares sold may request the consideration of other business in addition to that specified in the invitation of the meeting.

The moderator provided an opportunity for shareholders to ask questions or express their opinions. Consequently, the moderator informed the meeting that Khun Puwanart Na Songkhla, a volunteer to protect the rights from Thai Investors Association, had the following inquiry.

**Question:** The independent financial advisor, Discover Management Company Limited, noted that HPS's revenues is growing in line with the inflation rate. At present, the inflation rate is negative and the purchasing power of people decreased, does the Company still confidence of the financial advisor's assumptions. Is there any protection against risk if the investment does not meet the target.

**Answer:** The Chairman informed that the Company has considered the assumptions based on long-term inflation rates. According to the assumption, the long-term inflation rate is not negative. At present, the inflation rate is negative in the short term due to the government policy. The Company has expected that long-term inflation rate will be similar to the financial advisor's opinion.

The Moderator provided an opportunity for shareholders to propose additional matters for consideration, and ask questions or express their opinions. As there were no questions or comments, or any other matters for further consideration, the Chairman, then thanked the shareholder, and relevant persons who participated in the Meeting. The Meeting was adjourned at 4.30 p.m.

Sign \_\_\_\_\_

(Mr. Chirayu Chueyam)

Chairman of the Meeting