

Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares of
One to One Contacts Public Company Limited No. 2

Issuer	One to One Contacts Public Company Limited (the “Company”)
Name	Warrants to Purchase Newly Issued Ordinary Shares of One to One Contacts Public Company Limited No. 2 (“OTO-W2 Warrants”)
Type	In named certificate and transferable
Number of Warrants Issued	Not exceeding 906,016,595 Units
Number of Shares Reserved to Accommodate Exercise of Right	<p>Not exceeding 906,016,595 shares (Par value at THB 1.00), which represents 45.45 percent of the total issued shares of the Company, including the new shares to be concurrently issued and allocated to specific persons by way of private placement (“PP Shares”).</p> <p>Furthermore, when combined with the number of shares allocated to accommodate the rights under the OTO-W2 Warrants, together with the number of shares previously allocated for the rights issuance under the warrants to purchase newly issued ordinary shares of the Company No. 1 (OTO-W1 Warrants), it will amount to 47.80 percent of the total issued shares of the Company, including the concurrently issued PP Shares.</p> <p>Based on the above, the number of shares does not exceed 50 percent of the total number of shares sold of the Company, including the concurrently issued PP Shares in accordance with the rules prescribed by the Notification of the Capital Market Supervisory Board.</p>
Offering Methods / Allocation Rate	<p>The Company will allocate the OTO-W2 Warrants to the shareholders of the Company to the existing shareholders proportionate to their respective shareholding at the allocation ratio of 11 ordinary shares to 5 units of the OTO-W2 Warrants.</p> <p>In this regard, in case there are fractions of the OTO-W2 Warrants remaining from the calculation at the allocation ratio, such fraction shall be discarded.</p>
Offering Price Per Unit	THB 0.00 per unit
Exercise Ratio	1 unit of the OTO-W2 Warrants for 1 ordinary share unless the exercise ratio is otherwise adjusted pursuant to the conditions concerning the right adjustment.

	In the case that there are fractions of shares or warrants from the calculation (if any), such rounding shall be discarded.
Exercise Price	THB 1.30 per share unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights
Issue Date of Warrant	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person assigned by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer will determine the date of issue of the OTO-W2 Warrants.
Term of Warrants	2 years from the issuance date of the OTO-W2 Warrants
Exercise Period	<p>The OTO-W2 Warrants' holders shall be entitled to exercise their rights to purchase the Company's newly issued ordinary shares under the OTO-W2 Warrants 2 times, i.e. on the 1st and 2nd anniversaries from the issuance and allocation date of the OTO-W2 Warrants respectively.</p> <p>In the event that the exercise date coincides with the holiday of the Stock Exchange of Thailand (the "SET"), such exercise date shall be rescheduled to the preceding business day.</p>
Period for Serving Notice of Intention of Exercise of Right	<p>The holders of the OTO-W2 Warrants who wish to exercise their rights to purchase the Company's newly issued ordinary shares under the OTO-W2 Warrants shall notify their intention to exercise the right during 9.00 hours to 17.00 hours, in advance not less than 5 business days prior to each exercise date, except for the last exercise date that shall notify the intention to exercise the right in advance at least 15 days prior to the last exercise date.</p> <p>In the event that the exercise date falls on a holiday of the Company, the exercise date shall be postponed to the last business day preceding such exercise date.</p>
Inability to cancel the notification of intention to exercise rights	When the OTO-W2 Warrants holders have notified their intention to exercise the right to purchase ordinary shares under the OTO-W2 Warrants, it will not be able to cancel the notification of intention to exercise the said right.
Secondary Market of Warrants	The Company will file the application for listing the OTO-W2 Warrants on the Market for Alternative Investment (MAI) as the listed securities.

Secondary Market for Ordinary Shares Issued from Exercise of Warrants	<p>The Company will list the ordinary shares arising from the exercise of the OTO-W2 Warrants to be listed on the Market for Alternative Investment (MAI).</p>
Events Requiring to Issue New Shares to Accommodate Right Adjustment	<p>The Company will adjust the exercise price and the exercise ratio pursuant to the conditions concerning the right adjustment upon the occurrence of any of the events stipulated in the terms and conditions of OTO-W2 Warrants which fall under the events prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2008 Request for permission and permission to offer warrants to buy new shares and newly issued shares to support warrants or other similar events such as:</p> <ul style="list-style-type: none"> (a) There is a change in the par value of the Company's shares as a result of stock consolidation or stock split; (b) The Company offers new shares at a low price; (c) The Company offers to sell convertible debentures at a low price or offers warrants at a low price; (d) The Company pays dividends, in whole or in part, by newly issued shares to shareholders; (e) The Company pays dividends in cash which exceeds the rates specified in the rights terms; (f) There is any other case in the same manner as (a) to (e), which causes inferior benefits to be received by the warrant holders upon the exercise of the warrants.
Registrar of Warrants	<p>Thailand Securities Depository Co., Ltd. or any person duly appointed to act as the registrar of the OTO-W2 Warrants.</p>
Other Conditions	<p>To appoint 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 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:</p>

	<ol style="list-style-type: none"><li data-bbox="555 185 1482 369">(1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the OTO-W2 Warrants, including the date to determine the list of shareholders entitled to be allocated with the OTO-W2 Warrants;<li data-bbox="555 427 1482 965">(2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the OTO-W2 Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Securities and Exchange Commission Office, the 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 Warrants as listed on the Market for Alternative Investment; and<li data-bbox="555 1023 1482 1207">(3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the OTO-W2 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the OTO-W2 Warrants on this occasion.
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