

**Capital Increase Report Form**  
**One to One Contacts Public Company Limited**  
**August 11, 2021**

One to One Contacts Public Company Limited (the “**Company**”) would like to report the resolution of the Board of Directors Meeting No. 10/2021, which was convened on August 11, 2021 at 3.30 p.m. regarding the capital increase and allocation of newly issued ordinary shares. The details are as follows;

**1. Capital Increase**

The Board of Directors' meeting had resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the registered capital of the Company of THB 560,000,000 from the original registered capital of THB 280,000,000 to the registered capital of THB 840,000,000 by issuing the 560,000,000 ordinary shares with a par value of THB 1 per share, which is a capital increase in the following manner:

Capital increase	Category of shares	No. of shares (shares)	Par value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing funds	Common share	Not exceed 560,000,000	1.00	560,000,000
	Preferred shares	-	-	-
<input type="checkbox"/> General power of attorney  (General Mandate)	Common share	-	-	-
	Preferred shares	-	-	-

**2. Allocation of new shares**

**2.1 Specifying the purpose of utilizing funds**

Allocated to	No. of shares	Ratio (Old:New)	Sale price (THB/Share)	Subscription date and payment for shares	Note
The existing shareholders of the Company	Not exceeding 280,000,000	1: 1	THB 1 per share, equivalent to THB	8 - 15 October 2021 (total 5)	Please consider Remark

Allocated to	No. of shares	Ratio (Old:New)	Sale price (THB/Share)	Subscription date and payment for shares	Note
			280,000,000	business days)	below
To reserve for the exercise of right under the warrants to purchase ordinary shares of the Company No. 1 (the "OTO-W1 Warrant") allocated to the existing shareholders of the Company proportionate to their respective shareholding (Right Offering)	Not exceeding 280,000,000	2:1	0.00 The exercise price is equal to THB 3	The due date to exercise the OTO-W1 Warrants is 1 year and 6 months from the issuance date of the OTO-W1 Warrants and 3 years from the issuance date of the OTO-W1 Warrants	Please consider Remark below
<b>Total</b>	<b>Not exceeding 560,000,000</b>				

Remark: The Board of Directors' meeting No. 10/2021, held on August 11, 2021 has approved to propose the Extraordinary General Meeting of Shareholders No. 1/2021 on September 20, 2021 to consider and approve the capital increase in the amount of THB 560,000,000 from the original registered capital of THB 280,000,000 to the registered capital of THB 840,000,000 by issuing 560,000,000 new ordinary shares with a par value of THB 1 per share, details are as follows:

1. Allocation of the newly ordinary shares of not exceeding 280,000,000 shares at the par value of THB 1.00 per share to be offered to the existing shareholders of the Company in proportion to the number of shares held by each individual (Rights Offering) at the ratio of 1 existing shares per 1 new share. The offering price is at THB 1. Any fractions resulting from the allocation of right offering shall be discarded. The date for determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date) is September 29, 2021. Nevertheless, the determination of the allocation and offering of the newly issued shares is uncertain until the approval of Shareholders' meeting has been granted.

In the allocation of newly issued ordinary shares to the existing shareholders of the Company to the proportion of shareholding (Rights Offering), if there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to

subscribe for in excess of the rights according to proportion of shareholding at the same price as the shares allotted according to their rights (Oversubscription). The details are as follows;

(a) In case, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round, more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares and pay all subscription fees for such oversubscription shares;

(b) In the case that, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round is less than the shares that the existing shareholders subscribe in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares according to the following steps;

- (1) To allocate according to the proportion of existing shareholders of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
- (2) In the event that there are still shares remaining after the allocation under Clause (b)(1), the allocation shall be made to each subscriber of oversubscription share and has not been fully allocated by multiplying the existing shareholding of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder. In this regard, the allocation of oversubscription shares to each subscriber of oversubscription shares shall repeat the procedures under this Clause until there are no shares left from the allocation.

In this regard, the allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares in the following manner;

(a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including any amendments) ("**Notification TorJor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or

(b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In addition, if there are still shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) and the allocation to shareholders who subscribe for the oversubscription shares, the Company shall proceed with the reduction of the Company's registered capital by removing the ordinary shares left after such allocation.

2. Allocation of the newly ordinary shares of not exceeding 280,000,000 shares at the par value of THB 1.00 per share to accommodate the exercise of the OTO-W1 Warrants to be issued and offered to the existing shareholders proportionate to their shareholding at the allocation ratio of 2 existing ordinary shares to 1 unit of the OTO-W1 Warrants free of charge. The Board of Directors shall schedule the date to determine shareholders who are entitled to be allocated the OTO-W1 Warrants and shall inform accordingly.

3. Authorizing 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 is authorized to determine, amend and revise conditions and details in connection with the allocation of the newly-issued shares, as well as to take any action as deemed necessary and appropriate in connection with the allocation of newly-issued shares, including, but not limited to, providing information and filing documents with the SEC Office, the SET, Thailand Securities Depository Co., Ltd., the DBD-MOC or other competent authorities, including listing newly-issued shares as listed securities on the Market for Alternative Investment.

### 2.1.1 Company operations in the event that there are fractions of share

- (1) In the event that there are fractions of shares from the allocation of the newly issued ordinary shares to the shareholder proportionate to their shareholding, all shares shall be discarded.
- (2) In calculating the right of each shareholder to be allocated the OTO-W1 Warrants, if there are fractions of the ordinary shares from the calculation according to the allocation ratio of the OTO-W1 Warrants, such fractions shall be discarded.

### 2.2 General Mandate

Allocated to	Category of shares	No. of shares	Percentage per paid-up capital	Notes
The existing shareholders of the Company	Common share	-	-	-
	Preferred shares	-	-	-
To certify the conversion/ Exercise the right of the Warrants	Common share	-	-	-
	Preferred shares	-	-	-
Buying new shares with transferable rights		-	-	-

Public Offering	Common share	-	-	-
	Preferred shares	-	-	-
Private Placement	Common share	-	-	-
	Preferred shares	-	-	-

**3. Schedule the date of the Shareholders' meeting to approve the capital increase and the allocation of the newly issued shares**

Schedule the date of the Extraordinary General Meeting of Shareholders No. 1/2021 on September 20, 2021, 11.00 a.m. through electronic device (E-EGM) by

- Set the closing date of the share registration book for the right to attend the shareholders' meeting from..... until the shareholders' meeting is completed.
- Specifying names of shareholders who are eligible to attend the Shareholders' meeting on August 25, 2021

**4. Applying for a capital increase / allocation of newly issued shares to the relevant government agencies and conditions for permission (if any)**

1. The Company must be approved by the Shareholders' meeting for the capital increase and the allocation of newly issued shares (a) to the existing shareholders proportionate to their shareholding structure, and (b) to accommodate the exercise the right of the OTO-W1 Warrants.
2. The Company must submit an application for registration of increase of capital, paid-up capital, and amendment of the Memorandum of Association to the Department of Business Development, Ministry of Commerce;
3. The Company must submit an application to the SET to approve the listing of newly increased shares on the Market for Alternative Investment;
4. The Company must submit an application to the SET for approval to receive the OTO-W1 Warrants and the ordinary shares derived from the exercise of the OTO-W1 Warrants to be listed on the Market for Alternative Investment in accordance with the relevant rules and regulations.

## 5. Objectives of the capital increase

The Company's objective to increase the capital is to strengthen both in terms of operations and capital. The Company plans to use the proceeds received from the capital increase to provide the Company with better liquidity and performance.

Utilization Plan	Proceed (million THB) from		Capital Amount (million THB)	Timeline
	The capital increase to the existing shareholders (RO)	The exercise of the warrant		
(1) to invest in other securities to expand the business	200	-	150 - 200	1 - 2 years
(2) to repay the Company's liabilities	10	-	5 - 10	6 -12 months
(3) to spend as working capital in its business	70	-	70 - 100	none
(4) to utilize in the development of the Company's projects in order to support future business expansion	-	840	840	2 - 5 years
<b>Total</b>	<b>280</b>	<b>840</b>	<b>1,120</b>	

## 6. Benefits for the company will receive from the capital increase / allotment of new shares

The capital increase by issuing and offering the newly issued shares to the existing shareholders of the Company proportionate to their shareholding and the issuance of the OTO-W1 warrants will increase capital for the acquisition of assets to expand the Company's business which shall strengthen the performance and financial position of the Company. This will result in better liquidity and performance of the Company in order for the Company to have the potential to compete with other operators in the industry. In this regard, such capital increase will have a positive effect to the growth and help increase profitability, as well as to strengthen the financial liquidity of the Company in order for the Company to be able to continue its business and have a stable financial and capital base that will benefit the Company and all its shareholders.

## 7. Benefits which the shareholders will receive from the capital increase / share allotment

The Company has a policy to pay dividends to shareholders at the rate of 50 of the net profits according to the consolidated financial statements after deducting all types of reserves as stipulated in the Company's Articles of Association and by law. However, the dividend payment will depend on the investment plan and expansion of the Company's business, including other necessities and appropriateness in the future. In addition, consideration of dividend payment from profits arising from the disposal of investments or fixed assets incurred in the Company or in subsidiaries is subject to discretion of the management and the directors whether to pay dividends or not from any other future necessities and other factors relevant to the management of the Company.

In this regard, increasing capital by issuing and offering newly issued ordinary shares to the existing shareholders in proportion to their shareholding structure (Right Offering) and the issuance of OTO-W1 Warrants will help strengthen the Company's financial strength by (1) helping to increase liquidity for the Company and (2) helping to maintain the Company's debt to equity ratio. This will result in the Company being able to expand its business in order to generate income, and pass it on to shareholders in the form of dividends according to the dividend payment policy.

However, after the purchaser allocated the newly issued ordinary shares in this time has been registered as a shareholder of the Company, such persons will be entitled to receive dividends when the Company declares the same dividends as the existing shareholders of the Company.

**8. Other details necessary for shareholders to support their decision to approve the capital increase / allotment of new shares.**

-None-

**9. The schedule of actions in the event that the Board of Directors Resolution to increase the capital / allot new shares.**

No.	Procedures	Date
1.	The Board of Directors' meeting No. 10/2021	August 11, 2021
2.	The date to determine the name of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2021 (Record Date)	August 25, 2021
3.	The date of the Extraordinary General Meeting of Shareholders No.1/2021	September 20, 2021
4.	To register the resolution to increase registered capital and amend the Memorandum of Association of the Company with Ministry of Commerce.	Within 14 days from the date of the Shareholders' meeting has approved the matters
5.	The date for determining the name of shareholders entitled to receive the allocation of new ordinary shares (Rights Offering) (Record Date).	September 29, 2021
6.	Subscription period for new ordinary shares.	October 8-15, 2021
7.	To register the paid-up capital with the Ministry of Commerce.	within 14 days from the date that the Company receives payment for the newly issued ordinary shares
8.	To list the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding on the Market for Alternative Investment	Within 30 days after the end of the subscription period
9.	The date to determine the name of shareholders who are entitled to receive the OTO-W1 Warrants	The Company will inform further.
10.	The issuance date of the OTO-W1 Warrants	The Company will inform further.

No.	Procedures	Date
11.	To list the OTO-W1 Warrants on the Market for Alternative Investment	The Company will inform further.

The Company certifies that the information in this report is accurate and complete in all respects.

Sign .....

(Mr. Kanawuthi Wattanadhirach)

Authorized Director

Sign .....

(Mr. Chaiwat Phithakraktham)

Authorized Director

Remark: to be sign by the authorized director together with company seal