

(F53-4)

Capital Increase Report Form
One to One Contacts Public Company Limited
22 November 2023

We, One to One Contacts Public Company Limited (the “Company”), hereby report on the resolutions of the Board of Directors’ Meeting No. 19/2023 and No.22/2023 held on 21 November 2023 and 22 December 2023 in respect of the registered capital reduction and registered capital increase and the allotment of the newly issued ordinary shares as follows:

1. Capital Decrease and Capital Increase

The Board of Directors’ Meeting passed a resolution to propose to the Extraordinary General Meeting No. 1/2024 to consider and approve the decrease and increase of the registered capital of the Company as follows:

1.1 Capital Decrease

The Board of Directors’ Meeting passed a resolution to propose to the Extraordinary General Meeting No. 1/2024 to consider and approve the decrease of the registered capital of the Company of THB 50,000,000 from the original registered capital of THB 889,999,995 to the registered capital of THB 839,999,995 by cancelling un-sold issued shares with a par value of THB 1 per share, which is the remaining shares from the capital increase to offer and allocation of private placement according to the resolution of Extraordinary General Meeting No. 1/2023 and approved to the amendment of Memorandum of Association Clause 4 of the Company (Registered Capital) to be in line with the decrease of the registered capital of the Company.

In this regard, the outstanding 46,763,486 ordinary shares are to reserve 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).

1.2 Capital Increase

The Board of Directors’ Meeting passed a resolution to propose to the Extraordinary General Meeting No. 1/2024 to consider and approve the increase of the registered capital of the Company of THB 2,106,016,595 from the original registered capital of THB 839,999,995 to the registered capital of THB 2,946,016,590 by issuing the 2,106,016,595 newly ordinary shares with a par value of THB 1

per share, to (1) offer to specific persons by way of private placement, and (2) to reserve the exercise of rights under the OTO-W2. The Board of Directors' Meeting also approved to the amendment of Memorandum of Association Clause 4 of the Company (Registered Capital) to be in line with the adjustment of the increase of the registered capital of the Company as in the following manner:

Capital Increase	Type of Shares	Amount of Shares (shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="radio"/> Specific Purpose of Use of Proceeds	Ordinary Shares Preferred Shares	Not Exceeding [2,106,016,595]	1.00	2,106,016,595
<input type="radio"/> General Mandate	Ordinary Shares Preferred Shares			

2. Allocation of New Shares

2.1 Specific Purpose of Use of Proceeds

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Remark
Private Placement) as follows: <ul style="list-style-type: none"> - AQUA CORPORATION PUBLIC COMPANY LIMITED; - M.R. Chularangsri Yugala; - Mr. Chindasorn Seangrit - Mr. Patipol Prawangsuk - Mr. Adam Insawang; - Ms. Ratha Weerapong; and - Mr. Suphan Settapanich 	Not exceeding 1,200,000,000	-	0.60	Please see remarks below.

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Remark
Reserve for the exercise of the rights of the OTO-W2	Not exceeding 906,016,595	-	-	Please see remarks below.
Total	Not exceeding 2,106,016,595 shares			

Remark

The Board of Directors' Meeting passed a resolution to propose the Extraordinary General Meeting of Shareholders No.1/2024 to consider the increase of the registered capital of the Company of THB 2,106,016,595 from the original registered capital of THB 839,999,995 to the registered capital of THB 2,946,016,590 by issuing the 2,106,016,595 newly ordinary shares with a par value of THB 1 per share, to (1) offer to specific persons by way of private placement, and (2) reserve for the exercise of right under the Warrant of One to One Contacts Public Company Limited ("OTO-W2") which allocated to the existing shareholders in proportion to their respective shareholdings (Right Offering). The details are as follows:

1. The allotment of the newly issued ordinary shares to specific persons (Private Placement)

1.1 The allotment of the newly issued ordinary shares of the Company of not exceeding 1,200,000,000 shares with a par value of THB 1 per share by way of private placement to [6] persons (collectively referred to as the "Investors"). Such Investors are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (and the amendments) 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) dated November 19, 2003 (and the amendments). Details as follows:

List of individuals who have been allocated with the newly issued ordinary shares	Number of allocated shares
1. AQUA CORPORATION PUBLIC COMPANY LIMITED ("Aqua")	466,666,667 shares
2. M.R. Chularangsri Yugala]	308,333,333 หุ้น
3. Mr. Chindasorn Seangrit	125,000,000 หุ้น
4. Mr. Patipol Prawangsuk	50,000,000 หุ้น

List of individuals who have been allocated with the newly issued ordinary shares	Number of allocated shares
5. Mr. Adam Insawang	50,000,000 shares
6. Ms. Ratha Weerapong	50,000,000 shares
7. Mr. Suphan Settapanich	150,000,000 shares

1.2 *[In addition, each of Investors does not have relationships or act in concert (Concert Party), or have any relationships to be construed as persons under Section 258 of the Securities and Exchange Act B.E. 2535 (and the amendments) to impose the Investors with the duties to make a tender offer to purchase all securities of the Company subsequent to the allocation of the newly issued ordinary shares of the Company.]*

In this regard, Aqua will appoint a representative to hold a position of director in the Company. However, Aqua is not a legal entity with major shareholders or individuals with controlling power proposed to be executives or controllers of the company. Therefore, it does not fall under the category of related parties of the Company.

1.3 *The issuance of 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 9 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 (and the amendments) ("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).*

In this regard, since the Company has accumulated losses as 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), the Company is therefore able to set the offering price of ordinary shares to increase the Company's capital, which will be offered for sale to investors in this round, at a price lower than the par value of the Company. The Company must comply with Section 52 of the Public Limited Company Act of 1992 (as amended), and approval must be obtained from the shareholders' meeting.

1.4 *According to the Terms and Conditions of the Warrant OTO-W1, 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" 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. (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.

- 1.5 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 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 May 11, 2015 (as amended).
- 1.6 The issuance and offering of newly issued ordinary shares in this round fall within the scope of offering new shares by way of Private Placement, as deemed significant according to the 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 [•] as an independent financial advisor to provide opinions to the shareholders as mentioned above.
- 1.7 The allotment of the shares as detailed above must not result in each Investors holding shares in the Company in the number that reaches or passes the trigger point requiring such Investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.
- 1.8 The Board of Directors' Meeting resolved to propose to the shareholders' meeting to consider and approve to authorize [the Board of Directors, and/or the Executive Committee and/or Chief Executive Officer or any other persons who are authorized by the Board of Directors, and/or the Executive Committee and/or 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 following:
- (1) 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 to extent that it is not contrary to or inconsistent with the relevant notifications, regulations, rules, and laws, as well as having 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. Determining the offering price based on the market price during the offering period, after a lapse of a 3-month period from the date of the shareholders' meeting resolution approving the offering of newly issued shares;

- (2) Make 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 – MAI; and
- (3) 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.

1.9 In addition, the 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' meeting passes a resolution to approve the offering of newly issued shares, or complete the offering within 12 months from the date 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.

2. The allotment of the newly issued ordinary shares to reserve for the exercise of right under the OTO-W2

Shares Allocation to	Shares amount	Ratio (Old : New)	Offering Price (Baht per Share)	Share Subscription and Payment Date and Time	Remark
reserve for or the exercise of right under the OTO-W2 which allocated to the existing shareholders (Right Offerings)	Not exceeding 906,016,595 shares	<u>Allocation ratio</u> 11 shares to 5 units of the OTO-W2 <u>Exercise ratio</u> 1 unit of OTO-W2 to 1 newly issued ordinary shares	0 Exercise price THB 1.30		Please see Attachment No. 2

2.1 *The Meeting approved to propose to the Shareholders' meeting to consider approving the issuance and allocation of warrants to purchase the Company's ordinary shares 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 proportionate to their respective shareholding (Rights Offering) at the allocation ratio of 11 existing ordinary shares to 5 unit of the OTO-W2.*

In this regard, the OTO-W2 Warrants shall have the term of 2 years from the issuance date of the OTO-W2 Warrants with the exercise ratio of 1 unit of the OTO-W2 Warrants having the right to purchase 1 ordinary share of the Company and the exercise price is THB 1.3 (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers of the OTO-W2 Warrants) (any fraction resulting from the calculation to issuance and allocate the OTO-W2 Warrants shall be discarded).

The conditions and details of the OTO-W2 Warrants are set out in Attachment 1 (Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No. 2 (OTO-W2)). The Board of Directors shall schedule the date to determine shareholders who are entitled to be allocated the OTO-W2 Warrants and shall inform accordingly.

According to the Terms and Conditions of the Warrant OTO-W1 ("Terms and Conditions of the Warrant OTO-W1"), the Company is obligated to adjust the rights in the event that the average price per share of the ordinary shares reserved for the convertible security is lower than 90 percent of the market price by the "market price" 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 (The first day that securities purchasers are not entitled to receive warrants to purchase securities (XW). 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 that securities purchasers are not entitled to receive warrants to purchase securities (XW) to consider the right adjustment of the OTO-W1 and will notify the OTO-W1 warrant holders and the SET for further information.

In this regard, in order to provide the terms and conditions of the OTO-W2 Warrants to be appropriate according to the capital market and money market conditions and for the benefits of the Company and shareholders. The Board of Directors' meeting, therefore, proposes to the Shareholders' meeting to consider authorizing 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) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the OTO-W2 Warrants, the amendment of exercise ratio and exercise price under the term and condition including the determination of the date to determine the list of shareholders entitled to be allocated the OTO-W2 Warrants;*
- (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering, and various documents necessary for and in connection with the issuance*

and allocation of the OTO-W2 Warrants, and the amendment of exercise ratio and exercise price under the term and condition as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering, and various documents with the Securities and Exchange Commission Office (the "SEC Office"), the Stock Exchange of Thailand ("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) *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.*

2.2 The Company's actions in the case of any fractional shares

- (1) *The allotment of the newly issued ordinary shares to specific persons (Private Placement)*
Due to the Board Meeting's resolution approving the allocation of shares for sale to specific persons in its entirety, there is no scenario involving fractional shares.

- (2) *The allotment of the newly issued ordinary shares to reserve for the exercise of right under the OTO-W2*
After the calculation and allocation of shares to accommodate the exercise of rights under the OTO-W2 for existing shareholders, any fractional shares will be rounded off and discarded.

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

The Extraordinary General Meeting of Shareholders No.1/2024 is scheduled to be held on February 19, 2024 at 14.00 hrs. through electronic media (E-EGM)

- The share register shall be closed to suspend any share transfer for the right to attend the Shareholders' Meeting from..... until the Shareholders' Meeting is adjourned.
- The record date to determine the list of shareholders entitled to attend the Shareholders' Meeting shall be January 15, 2024 (Record date)

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

- 4.1 The capital increase must be approved by not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote.

- 4.2 The company must comply with the rules regarding the offering of newly issued ordinary shares to a limited number of persons as specified in the Announcement TorJor. 28/2565 before the offering and allocation of the company's newly issued common shares to investors.

Present, according to the announcement TorJor. 28/2565, Cancel the application for permission to the Securities and Exchange Commission. Therefore, approval from the SEC office is not required in all cases. In the case of the issuance of additional shares of the Company this time, it is considered a significant case. The Company therefore must provide a report of the opinions of the independent financial advisor (“IFA”) to provide information for shareholders to use in considering approval. The company must submit the draft shareholder meeting invitation letter and draft IFA opinion to the Securities and Exchange Commission to review information and report observations (if any) for improvement before sending to shareholders.

- 4.3 The Company shall register the registered capital decrease and capital increase and the change of its paid-up capital and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce.
- 4.4 The Company shall apply for approval from the SET for listing of the newly issued ordinary shares as listed securities on the SET.

5. **Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

The capital increase by way of private placement, the Company can raise funds in the amount of approximately THB 720,000,000. The Company will use the proceeds therefrom to finance its working capital to support the Company's operations at present and/or the business expansion in the future.

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
1. To invest in Peer for All Company Limited (PFA) 1. Project characteristics and progress of the project Nestify Company Limited is an electronic business system or network operator for Peer-to-Peer credit transactions or Peer-to-Peer Lending.	THB 250 – 350 million	2023 - 2025

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
<p>Currently, the project is in the process of requesting approval from the Bank of Thailand to add or change major shareholders, directors or someone with management authority of an electronic system or network business operator, systems or electronic networks for peer-to-peer lending transactions or Peer-to-Peer Lending.</p> <p>2. Opportunity that the project will generate income for the company. Nestifly Company Limited is an operator of a business system or electronic network for peer-to-peer credit transactions or the first and only Peer-to-Peer Lending in Thailand that has been certified by the Bank of Thailand and the Ministry of Finance. The company sees an opportunity for growth in the Peer-to-Peer Lending business, which is expected to have a continuous growth trend and is in demand in the market. In addition, investing in PFA will be beneficial to the company in expanding the scope of the company's business to be more diverse to reduce the risk and to increase capacity and operating results for the company to expand investment into businesses with potential.</p> <p>3. Expected impacts on the company in the event that the project cannot be completed successfully. The Company will not have income from the business of systems or electronic networks for peer-to-peer lending transactions or Peer-to-Peer Lending as additional income.</p>		

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
<p>4. Project implementation risks because it is a business that is in the process of starting its business. The project may have net profits and losses at the beginning. And there may be continued losses if the number of customers cannot be increased according to the target.</p> <p><u>Remark</u></p> <p>The Board of Directors' Meeting No. 15/2566 on 23 August 2023 resolved to approve the investment in PFA. At that time, OTO had working capital in the business and the money received from exercising OTO-W1 rights is sufficient to purchase PFA. However, because the purchase of PFA has conditions that the seller must complete before trading, which takes a long time. and there may be uncertainty, OTO therefore uses the money in the business to manage liquidity, including Placing a deposit to study other interesting projects.</p> <p>The liquid assets of the business such as loans and various deposits that can be refunded There is a risk regarding the time period for receiving the money back according to the contract and risk from the readiness of counterparties and assets invested for the liquidity of the business (port investment) there is a risk in selling shares in Required period Including the value expected to be received from the sale. As further explained to SET regarding investment in PFA on 21 November 2023, this is the source of this</p>		

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
<p>capital increase. To use some of the money to purchase PFA to replace the liquid assets of the business and assets invested for the liquidity of the business (port investment) that are affected by current market conditions. However, even though AQUA will not purchase additional PP shares this time, the money received from the capital increase of other PPs, including the internal cash flow of the business and available liquid assets It is enough to buy PFA.</p>		
<p>2. Investing to expand the current business and/or related businesses.</p> <p>1. <u>Characteristics of the project</u> Currently, the company is studying to invest in the Home Shopping business using omni channel with a customer base and management system including distribution channels</p> <p>2. <u>Opportunity to generate income for the company</u> In addition to the existing business of the company that will be invested. In addition to the existing business of the company that will be invested in, there is also synergy that arises from the use of shared resources in the internal work system and help increase the proportion of outbound call center services, especially selling or presenting products or services through the call center team. It is expected to help increase the income of the entire company group by at least 200 million baht and have a higher profit</p>	THB 150 – 250 million	2023 - 2025

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
<p>margin than the inbound call center service that is currently the main income of the company.</p> <p><u>3. Expected impacts on the company in the event that the project cannot be completed successfully</u></p> <p>Companies must develop their own outbound call center business, which requires time and capital to develop personnel, systems, and most importantly, the customer base.</p> <p><u>4. Project implementation risks</u> The home shopping business currently has competition from many channels, such as TV shopping, e-commerce platforms, social shopping. Having a clear customer base and having sales channels that reach customers It will help create an advantage for the company. In addition, the company also plans to invest in businesses related to investment services in order to expand with the business of Nestifly Company Limited, which is currently still under study. and will be concluded after the PFA share trading transaction is completed.</p>		
<p>3. To utilize as working capital in business operation of the Company.</p>	<p>The remaining proceeding from items 1 and 2</p>	<p>2023 - 2025</p>
Money received from capital increase OTO-W2		

Objectives and Plan for Use of Proceeds	Amount	Timeframe
Money received from the PP capital increase		
Used to increase flexibility in cost management of the company. Used as working capital and future business expansion plans	About 0 - 1,177 million baht is uncertain. It depends on the situation and the market price during the period when the right to convert can be exercised.	

Remark

1. *In this regard, the use of such funds may be subject to change depending on the Company's current cash and liquid assets, operating results, cash flows, business plans, investment plans, other necessities and appropriateness. The Board is deemed appropriate taking into account the benefits for the Company and shareholders. However, in the event that the company changes the purpose of using the money. The company will comply with Section 19(4) of the Announcement TorJor. 28/2565.*
2. *In the event that the Company uses the net proceeds from the capital increase for investment for the business expansion mentioned above, the Company will propose the relevant information of the businesses to the Board of Directors to consider the appropriateness for the best interest of the shareholders as a priority for consideration and the Company will comply with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) and any relevant regulations relating to such investments in all aspects. In addition, if such investments fall to related transaction, the Company will comply with 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) dated November 19, 2003 (and the amendments).*
3. *Details of the objectives for issuing new ordinary shares and plans for the use of funds can consider more in the Information memorandum on the allotment of newly issued ordinary shares in One to One Contacts Public Company Limited through private placement (Enclosure 3)*

6. Benefits which the Company will receive from the capital increase/allotment

- 6.1 The Company can raise funds within a short period of time to utilize the proceeds to increase the Company's performance. The existing shareholders will benefit from the funds received by the Company from fundraising for future business expansion including use as working capital to enhance liquidity of the Company. The Company can proceed with the offering of shares to the private placement immediately after the Company approved by the Extraordinary General Meeting of Shareholders No. 1/2024.
- 6.2 An increase in capital will improve the Company's source of funds. This will also strengthen the capital structure and the financial position of the Company to be stronger as well as increase operational efficiency in the Company's existing business and invest in businesses that can be flexibly expanded from the Company's existing business. This will help the Company's operating results tend to be better in the future.
- 6.3 The Company will be able to immediately utilize this amount to invest in new potential business which will be positively affect the performance of the Company. The performance of the Company is expected to be better. The growth of the Company's revenue and performance both in the short term and long term.
- 6.4 The Company has been accepted by the investors who have stable status and financial status to invest in the Company by subscribing the newly issued ordinary shares issued to the private placement. It reflects that such investors have trust in the Company which will build trust to the existing shareholders of the success of the capital increase and good prospects of the Company.
- 6.5 When compared to capital increase by way of public offering (Public Offering) which takes quite a long duration to prepare and must obtain permission from the relevant authorities. The Company cannot manage time accurately. The issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Rights Offering) has limitations on the uncertainty of the amount of capital received. In addition, the Board of Directors considered that the issuance and offering of newly issued ordinary shares of the Company to a specific person (Private Placement) to a person with potential in finance have a stable financial position and is ready to pay the capital increase is an appropriate fund raising approach and consistent to the objectives of this capital increase, which will enable the Company to receive the required amount of funds in a short period to reduce the risk of funding that may arise from the current volatile economy.

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

7.1 The issuance of newly issued ordinary shares will increase the Company's working capital for use in business operations business expansion, resulting in the Company's liquidity and strong financial position, as well as the ability to generate more income in the future. The plan for use of proceeds will generate certain income for the Company, reduce the impact from the volatility of the Company's current business. The Company will have more liquidity and business growth potential which will generate income and profits for the Company in the future. If the Company has good performance, shareholders will receive dividends of the Company according to the dividend payment policy.

7.2 Dividend Policy of the Company

The Company has a policy to pay dividends to the shareholders at the rate not less than 50 percent of net profit after deducting corporate income taxes excluding gain or loss from exchange rate that have not occurred yet. However, this depends on the investment plan and other relevant factors which the Board of Directors may consider reviewing or amend the dividend payment policy from time to time in order to meet the company's future business growth plans, investment needs and other factors as deemed appropriate. In this regard, such dividend payment will not exceed the retained earnings shown in the Company's financial statements.

7.3 After Private Placement Investors have been allocated the newly issued ordinary shares and have been registered as shareholders of the Company, such Private Placement Investors will be entitled to receive the dividends when the Company declares dividends in the same manner as the Company's existing shareholders.

8. Other Details Necessity for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation

Please refer to the detail regarding the capital increase in the Information memorandum on the allotment of newly issued ordinary shares in One to One Contacts Public Company Limited through private placement (Enclosure 3).

9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase or allotment of new shares

No.	Procedures	Date/Month/Year
1	The Board of Directors' Meeting No. 19/2023	November 21, 2023
2	Record Date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2024	January 17, 2024
3	Date of The Extraordinary General Meeting of Shareholders No.1/2024	February 19, 2024
4	Registration of the registered capital increase with the Ministry of Commerce	Within 14 days from the date of the resolution of the Shareholders' Meeting
5	Offering for newly issued ordinary shares to a private placement	Within 3 months from the date of approval from the shareholders' meeting / within 12 months from the date on which the shareholders' meeting resolves to approve the offering of shares. In the event that the shareholders clearly resolve after the expiration of the 3 month period. The Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.
6	Registration of the change of the paid-up capital with the Ministry of Commerce	Within 14 days from the date the Company received payment for newly issued ordinary shares
7	Filing an application form to accept the newly issued ordinary shares issued and offered to the private placement (Private Placement) as listed securities on the Stock Exchange of Thailand.	Within 30 days the closing date of the offering of newly issued ordinary shares

No.	Procedures	Date/Month/Year
8	Record Date to determine the list of shareholders entitled to subscribe the OTO-W2	The Board will further determine

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Sincerely yours,

One to One Contacts Public Company Limited

Signed

(Mr. Chirayu Chueyam)

Authorized Director

-Company's seal affixed-

Signed

(Mr. Chaiwat Phithakraktham)

Authorized Director

Remark: Sign by the Authorized Director with the Company's seal affixed.