



Whitepaper



www.Popcoin.co

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Company Profile

01

RS Public Company Limited (“RS”) was established in B.E. 2519 by starting from the comprehensive music business. Then, RS was converted to a public company and listed on the Stock Exchange of Thailand in B.E. 2546. Then as the listed company, RS tremendously and continuously expanded their business from pure music to other entertainment business, including radio media, television media and event organization and production business. In B.E. 2557, RS started selling health and beauty products via television on “Channel 8” in standard definition digital system as well as the Company's radio channel; while pioneering in the online and modern trading system with a strong tele-sale and customer relationship management scheme that can analyze customer segment, offer the relevant products and close the deal in efficient manner. From B.E. 2561 to 2562, RS continued to develop and expand their distribution channels through their commercial business platforms and

has collaborated with various digital TV channel partners to offer a variety of products, including health and beauty products, personal appliances, household products, as well as modern technology products or gadgets. The Company has also developed and increased the number of tele-sale teams to ensure the capacity to analyze customer data accurately and to support the number of customers that have been growing to more than 1.6 million in total.

In 2020, RS is one of the companies that has quick adaptation and agility to respond and cope with the changes resulting from the COVID-19 situation. RS has further developed their health products to meet the changes of customer behavior while leverage the brand “RS Mall” to become a platform for offering products and services for promoting good health and quality lifelong in line with the slogan

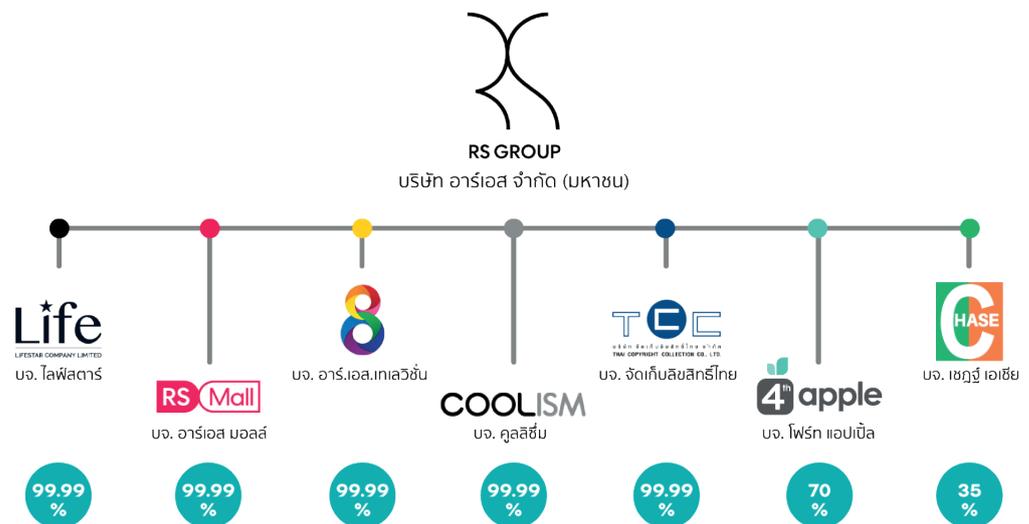
“Add happiness to every life”.

RS also strived to improve online

sales via "COOLanything" platform. In addition, the Company also adopts information technology systems to use in all business units, including in particular, to enhance a comprehensive customer data analysis and call center. With all these efforts that RS has contributed through the journey, RS business become one-of-a-kind with continuous growth rate.

In addition, RS has the subsidiaries and affiliates with the following details:

โครงสร้างการถือหุ้น
ของกลุ่มบริษัท



- **Life Star Co., Ltd**
(99.99 percent) operates commercial businesses.
- **RS Mall Company Limited**
(99.99 percent) operates commercial businesses.
- **RS Television Company Limited**
(99.99 percent) operates digital television media services.
- **COOLISM Company Limited**
(99.99 percent) operates radio media business.

- **Thai Copyright Collection Company Limited**
(99.99 percent) operates the business of collecting copyright fees.
- **Chase Asia Company Limited**
operates asset management business. and debt collection.
- **4th Apple Company Limited**
(70 percent) operates a comprehensive digital marketing business and the platform development to support marketing purpose by adopting block-chain technology.

Fourth Apple Company Limited (“4th Apple”)

is a subsidiary of RS and has been established in B.E. 2556 to operate a comprehensive digital marketing business. 4th Apple’s service can be divided into 3 areas as follows:

1. Content & influencer marketing agency – providing the consulting, planning and production services of the variety of marketing content for the customers;
2. Content creator & promoter - a producer and importer of various contents that meet consumers’ behavior and needs, in particular, focusing on Gen Y, Gen Z and Gen Alpha;
3. Talent agent – agency managing and seeking work and providing coach and counsel to artists, celebrities and social media influencers in the production of content with value-added provided to the supervised talent.

Fourth Apple Company Limited

(“4th Apple”) is the owner and developer of Popcoin which is a digital token that provides the right to receive goods or services that is ready to be used immediately from the date of the Initial Offering. Popcoin will be minted and distributed in the total amount of 10,000,000,000 coins under the annual distribution plan that 4th Apple has set.

The key principle that 4th Apple commits to maintain is that for all Popcoin being minted and distributed at any point in time, those Popcoin shall be ready to be used from the date of the first distribution, meaning the Popcoin holders can exercise their rights to redeem the defined goods and services from 4th Apple directly via the Integrated Content Platform under the name Popcoin Application immediately at any time.

The Problem and Opportunities

02

Recently, people in society shifted their interest and behavior to enjoy and consume content in various forms and channels, including online media, television, or even events online; however, there is still the lack of the 'integrated content platform' that can link the content across various channels and forms onto a single one-stop platform that is agile, diverse, and reliable enough to create value-added return to content creator while rewarding the consumer with the new experience in consuming these content.

Popcoin Mission & Vision

Being fully aware of the frustration confronted by both the content demand and supply side, 4th Apple has initiated the idea of create Popcoin that would integrate and create new experiences and reward for both content creator (supply) and the new generation of consumers (demand) by applying and adopting

blockchain technology and digital assets to the entertainment content industry.

Popcoin system will become a solution to solve the key pain points of all the entertainment content stakeholders, ranging from the content sponsor, content creator, and content consumer.

Also, Popcoin will unlock and strengthen the capacity to create new market and adding value to the creation and distribution of content to the fullest potential. Popcoin will convert and integrate the physical entertainment content into the digital asset with the new technology.

With all of these underlying rationales, Popcoin is a solution that 4th Apple would like to introduce. Popcoin is initiated based on Blockchain / Smart Contract technology as well as digital assets tokenomics mechanism in the form of the 'Digital Utility Token' that is acceptable under the Thai legal scheme with

a key mission to solve pain point and unlock the limit of all stakeholders with an aspiration to create 'network effect' to the entire Entertainment Content industry.

Pain Points & Solutions

In the Entertainment Content Ecosystem, there are 3 main stakeholders who play an important role in the development and growth of the industry, including:

1. Content Creator / Author who creates the entertainment content in various forms, including works of art, online media, television, or even events;
2. Business Brand who is acting as the content sponsor providing support the creation and presentation of all the created content in various forms and
3. Consumer

Based on the current industry baseline, each stakeholder in the entertainment content ecosystem has encountered the limitations in using and obtaining the benefit from any content created that has not yet fully met the expectation of the returning benefits to the fullest extent.

Considering the technology growth, especially the blockchain and digital assets technology, that have been developed to break all the limitation and boundary and now become the leading player in transforming various business industries (i.e., in finance and other businesses) to the fullest and continuous extent by connecting and adding-value to physical assets through tokenization converting those assets into digital assets that can be sold, distributed, traded and utilized more universally, 4th Apple along with the consultant team having expertise in blockchain / digital assets, strongly believe that the adoption of blockchain technology and the digital assets will be the right solution to solve the pain point that the entertainment content stakeholders have always been encountered. Therefore, Popcoin would then become the right answer.

Pain Points and Solutions that 4th Apple refers to during the design and ideation of Popcoin can be summarized as follows:

Stakeholder	Expectation	Reality	How Popcoin become the Solution?
Content Creator / Author / Artist	<ul style="list-style-type: none"> • Ability to monetize and maximize income generation from content created • Ability to build awareness and fan base that consumes their work. to create value and increase revenue to their content 	<p>Earn income from sponsors and from creating content</p> <p>But the income from creating such content is not yet fully monetized and maximized and most of them are just paid one-time off, instead of recurring.</p> <p>And with the limitations of content distribution channels that are still quite limited, the individual fan base is quite limited and specific.</p>	<p>Popcoin can be used as a Monetizing tool:</p> <ul style="list-style-type: none"> • By converting content to digital assets that can be replicated and widely distributed, Popcoin can unlock the full ability of Entertainmerce, • By being displayed and offered on the Integrated Content Platform managed and supervised by the experts, like RS Group and 4th Apple, awareness and fan base can be expanded easily. • By Adding gimmicks in redemption conditions to Popcoin in unlimited forms, such as through the fixed redemption / lucky draw or even bidding forms, the value of the content can be substantially added.
Business Brand as a Content Sponsor	Ability to obtain customer interest and engagement that would lead to conversion or traction	<p>Receive the awareness / visibility from content consumers</p> <p>But still unable to create continuous direct engagement with those consumers.</p>	Popcoin can be used as a tool to create continuous direct engagement that Business Brand can have with consumers through the marketing funnel plug-in and leverage from other marketing tools that the Business Brand may currently have.
Consumer	Ability to get access to content and support their favorite artists in many ways according to individual preferences.	Content accessibility is limited and still not fully meet and respond to the needs of consumers.	Popcoin will become a tool that helps increase the variety of content access to the consumer, both in physical and digital assets without any restrictions and the Consumer can redeem and get access to those content right away upon the distribution of Popcoin.

Other Ecosystem Players

With the characteristic of Popcoin as a ready-to-use digital token, it is anticipated that there would be high demand of the consumer who would like to redeem the goods and services in Popcoin but those consumers may not receive Popcoin directly from the content sponsor or from 4th Apple during the primary mechanism. Some of those people may, therefore, want to buy Popcoin from Popcoin holders who may receive some Popcoin but do not need to or do not intend to redeem the benefits from such Popcoin immediately. With the model and concept of developing Popcoin as the digital assets, Popcoin has the main features of being negotiable. Therefore, Popcoin holders may sell their Popcoin to consumers who would like to buy Popcoin in the secondary market. With this scheme of primary and secondary market, another group of Popcoin holders and another ecosystem player which is the Token Seller is emerged playing the role of supplying Popcoin to the de-

manding consumers, thereby assisting in maintaining the balanced flow of Popcoin ecosystem.

In addition to the Popcoin sale and purchase scheme via secondary market, 4th Apple has designed the entire Popcoin ecosystem to be more complete and comprehensive by creating an alternative system where the Popcoin holders who receive Popcoin from the primary market but do not want to redeem their rights in Popcoin may stake their Popcoin in the Staking Program in exchange of the reward that will be extracted at the rate of 5% from the total amount of Popcoin that all Popcoin holders redeem through the Popcoin Application (Usage Fee); provided that the Popcoin staking participant will receive a proportional share of the rewarding stake in the total staking pool and when receiving the rewards, the Popcoin holders can also redeem those Popcoin immediately.

Popcoin Key Success Factors

4th Apple believes that the success of Popcoin ecosystem can be ascertained with the following key success factors:

1. Insight Knowledge: Expertise and insight of the Entertainmerce industry that 4th Apple and RS have in creating value for all the content was used as the basis in the initiation of Popcoin and thoroughly embedded in every step of operation. Therefore, Popcoin is not just a concept to create a meme token without any underlying business plan as the fundamental drive, but it has the goal to create an Integrated Content Platform that will become the foundation in creating a network effect for all stakeholders;

2. Available content for Redemption: 4th Apple and RS Group, acting as the key implementing team of Popcoin, have the rights over the contents that are ready to be delivered to Popcoin holders in case those holders would like to redeem the rights immediately since the first distribution of Popcoin and those content will be continuously growing over time.

3. Technology & Tokenomics Solid: the expertise in blockchain & smart contract and tokenomics, as well as digital assets of 4th Apple and its consultants are adopted in designing Popcoin that will be backed up with the technologies that are secure, transparent and traceable and with those strong technology foundations, the confidence of the Popcoin ecosystem players, in particular the Popcoin holder would be strengthened.

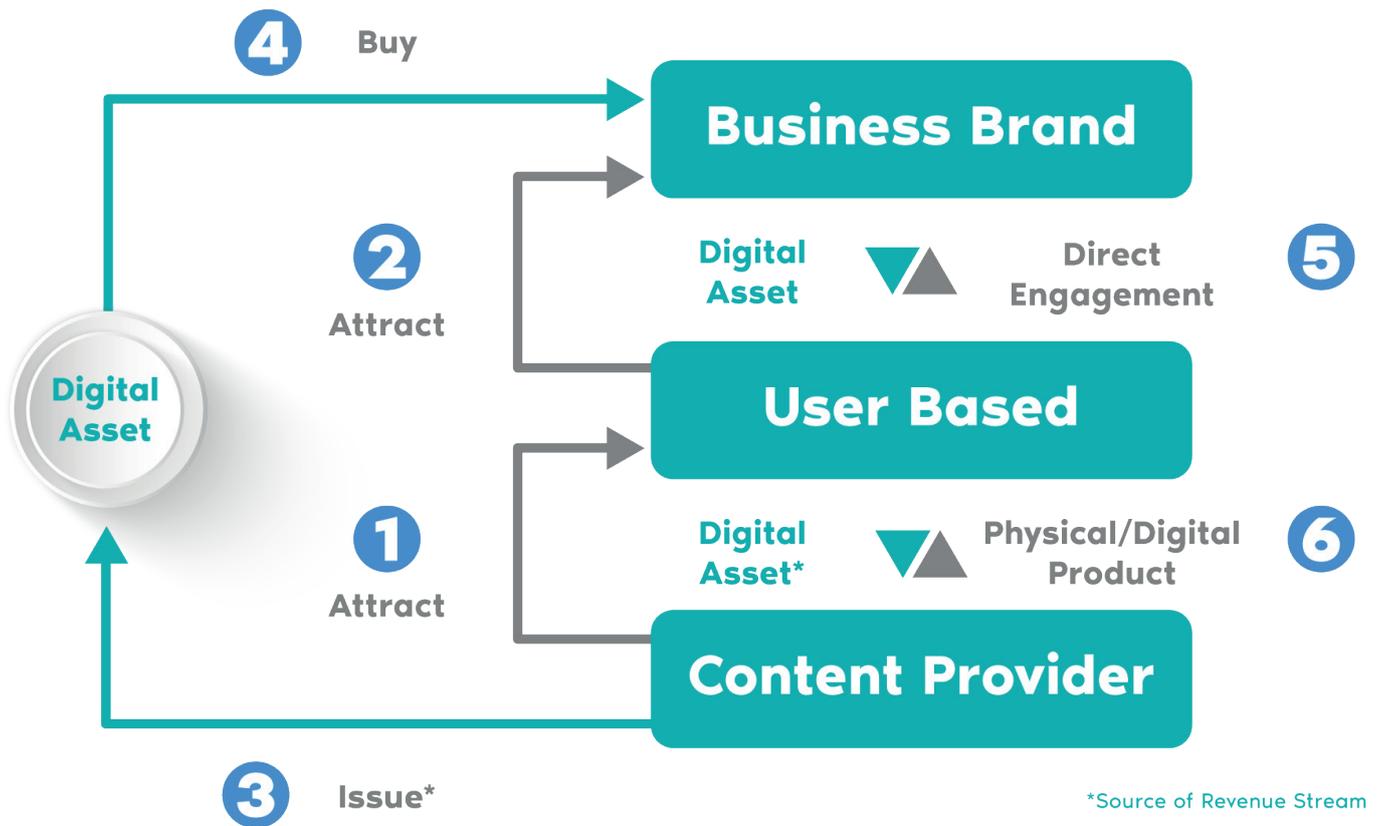
4. Community Platform: 4th Apple will develop an infrastructure system of the centralized Integrated Content Platform under the name of Popcoin Application as the communicating and connecting tools among all the relevant stakeholders, including content provider / sponsor / consumer and the token holder, to be boarded on the same platform so that they can join-force in helping drive each component in the ecosystem in the same direction.

5. Solid Usage: 4th Apple designed the redemption of Popcoin that comes along with the right to obtain various types of goods and services that would be able to meet and respond to all the needs and demands of the consumers according to their preference with the goal to build enough and continuous demand for the use of Popcoin in the ecosystem since the Popcoin demand will be the key driver of the entire Popcoin ecosystem.

6. Primary and secondary market Support Design: 4th Apple designs the distribution of Popcoin through content sponsor or directly by 4th Apple as the primary market; and in order to ensure that the demand for Popcoin will always be met, 4th Apple will bring Popcoin to be listed in the secondary market, so that the consumers who may not receive Popcoin from the primary market be able to get access to Popcoin from the secondary market and with these markets scheme, a more comprehensive demand-supply balance will be emphasized.

7. Legal Compliance: 4th Apple values and gives priority to the compliance with all legal frameworks that are applicable with the digital assets businesses for the sustainability in their business operation.

ภาพรวมสรุป
Business Model
ของ Popcoin



Popcoin Overview

03

Popcoin is initiated as a ready-to-use utility token that can be redeemed immediately after the issuance and distribution.

Popcoin holders can redeem the Popcoin to get access to various type of Entertainment content (i.e., goods and services) as defined by the content provider through the redemption process immediately by exercising their redemption right via the Integrated Content Platform under the name of Popcoin Application, which will be operated through a system that is created and managed by 4th Apple.

Special Features of Popcoin Token

- a. Popcoin is a digital token that defines a person's right to redeem goods or services that the holder can redeem immediately upon the first issuance and offer of Popcoin.
- b. Popcoin is a digital token that has an underlying goods or service to be redeemed and have a business plan to support; therefore, Popcoin is not a meme token and Popcoin also has a clear price and supply control mechanism that has been designed to prevent market manipulation.
- c. Popcoin is a digital token that has an underlying goods or services to be redeemed so Popcoin is not a fan token. Although the digital token holders are mainly the fan club, 4th Apple defines that the holder will also be entitled to redeem any

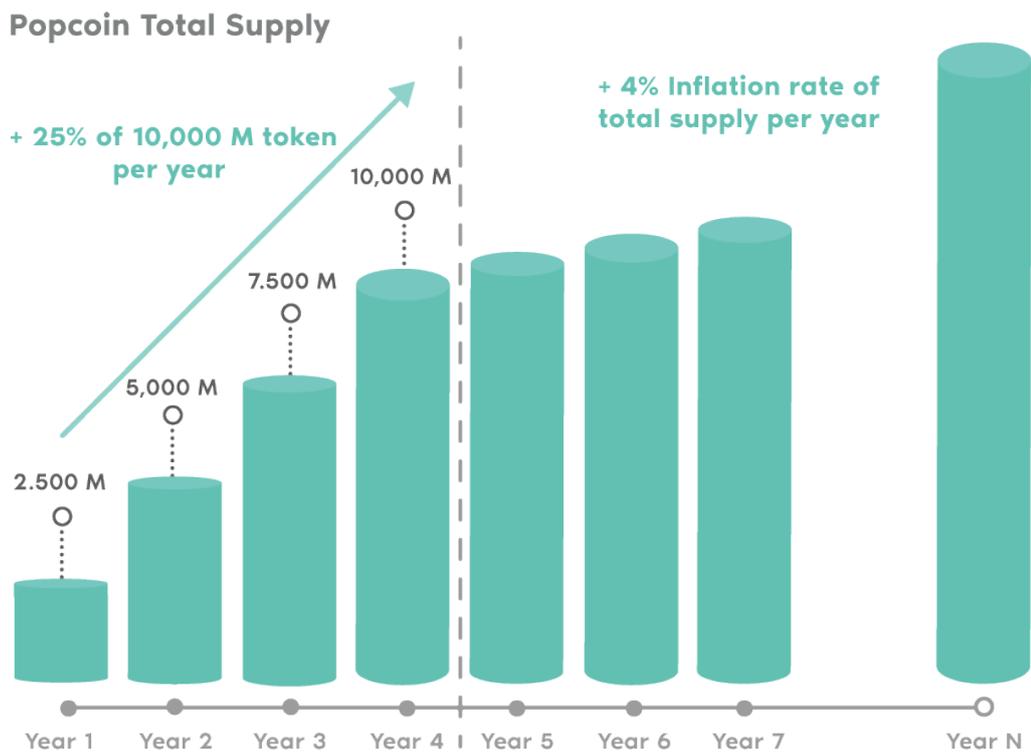
particular goods and services, not just a pure favoritism of the fan club who is holding the token.

Total Supply of Popcoin

The total supply of Popcoin is set at 10 billion tokens which will be allocated to be distributed to the primary market over the period of 4 years, starting from 11 January 2022, at the maximum distribution of 25% of the total supply, equivalent to 2.5 billion tokens (taking also into consideration the additional

supply combined from the implementation of supply management mechanism that the company will determine).

Then, after the 4th year onwards, the number of Popcoin to be distributed each year will be increased according to inflation rate at 4% of the total Popcoin.



Popcoin Allocation Plan

4th Apple determines the distribution of Popcoin plan to these different groups of people and through various following channels as follows:

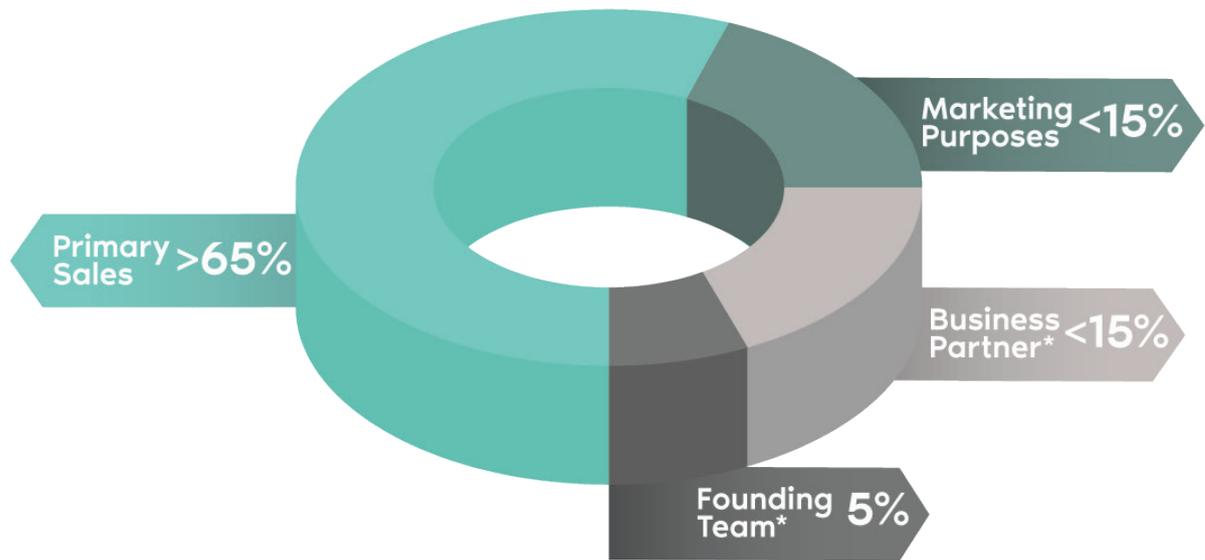
1. At least 65% of Popcoin will be distributed to: (i) the Business & Brand as the Content Sponsor; or (ii) the Content Provider that 4th Apple would use Popcoin in the barter scheme to obtain the content in exchange. The distribution to the Business & Brand or the Content Provider is the primary allocation channel of Popcoin. The first allocation of Popcoin via this channel to Business & Brand or Content Provider is set for the first time on 11 January 2022 no offer or pre-booking of the Popcoin will be executed prior to such date;

2. Up to 15% of Popcoin will be set aside for the marketing activities and others, which will be processed through an Popcoin airdrop process done by 4th Apple directly to the consumer in the primary market and through the Media Partner / Influencer. The distribution of Popcoin through this channel will also be executed for the first time on 11 January 2022 in particular to the Popcoin Application user that participates in the campaign pursuant to the conditions determined by 4th Apple. This portion will also be allocated as the reserve

for any other miscellaneous events that 4th Apple may seem appropriate;

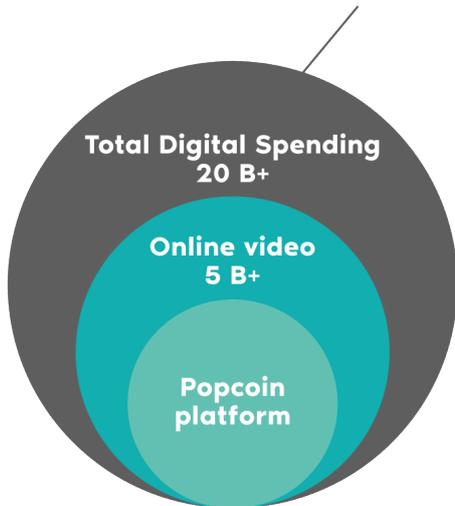
3. Up to 20% of Popcoin will be set aside as compensation and incentives to the Founders of 4th Apple (at a fixed proportion of not more than 5%), to the consultants and key business partners that will play an important role in strengthen the Popcoin ecosystem in the aspect of content / technology (the Business Partners); provided that in case the allocation will be made to the Business Partner, 4th Apple has established a mechanism to prevent market interference by those Business Partner by stipulating a lock-up period that restrict the sale and exchange of Popcoin allocated to the Business Partner for certain periods of time, such as 2 years.

For the period after the first 4 years of Popcoin distribution where the number of Popcoin will be adjusted according to the inflation rate of 4%, 4th Apple would maintain the same proportion of Popcoin allocation in the same ratio as follows: primary sale (at least 65%), Marketing Purpose and Others (not more than 15%) and Business Partner (not more than 20%).



Participant	Amount (Popcoin)	%Allocation
Primary Sale	> 6,500,000,000	> 65.00 %
Marketing Purposes	< 1,500,000,000	< 15.00 %
Business Partner*	< 1,500,000,000	< 15.00 %
Founding Team*	500,000,000	5.00 %
Total	10,000,000,000	100.00 %

Marketing spending on Digital marketing with total 20 billions per year



Primary price 0.15 - 0.30 THB/Popcoin

Max Supply at first year 2,500 M Token

Market Cap (1st year) 375 - 750 M THB

7.5 - 15% %market share of spending on youtube, facebook (2020)

Pricing of Popcoin allocation in Thailand is calculated based on the baseline for the total marketing budget spent.

Currently, 100,000 million THB has been spent for the total marketing spending and approximately 20,000 million THB has been spent on the measurable online marketing channels. The key objective for all the marketing campaign is to raise awareness via several media channels, including, in particular, YouTube ads or Facebook ads, that is accountable for 5,000 million THB. The YouTube ads view are rolled out on the bidding scheme, ranging from 0.15 to 0.60 THB per view (approximately 0.48 THB per view).

Then, for Popcoin Platform, VDO from the Content Sponsor will be streamed for view on the platform as a part of the marketing campaign / activities and awareness-raising, in the same manner and approach as YouTube ads and Facebook ads.

Therefore, since the allocation of Popcoin from the Content Sponsor to the content viewer would equate the display of the content by the Content Sponsor on YouTube ads at the cost of 0.15 to 0.60 THB per view; the Popcoin is being offered to the Content Sponsor at the discounted rate of the current approximate rate for YouTube view at the rate of 0.48 THB. The discount would be approximately 40 to 70% and the final price of Popcoin will be from 0.15 to 0.30 THB.

4th Apple estimates that for the first-year allocation of Popcoin on the platform will be accountable for approximately 7.5 to 15% of the total market share for the awareness raising channels currently implementing via YouTube ads or Facebook ads. The total market share value would be approximately 375 to 750 million THB; provided that the total supply to be allocated in the first year would be 2,500 million tokens.

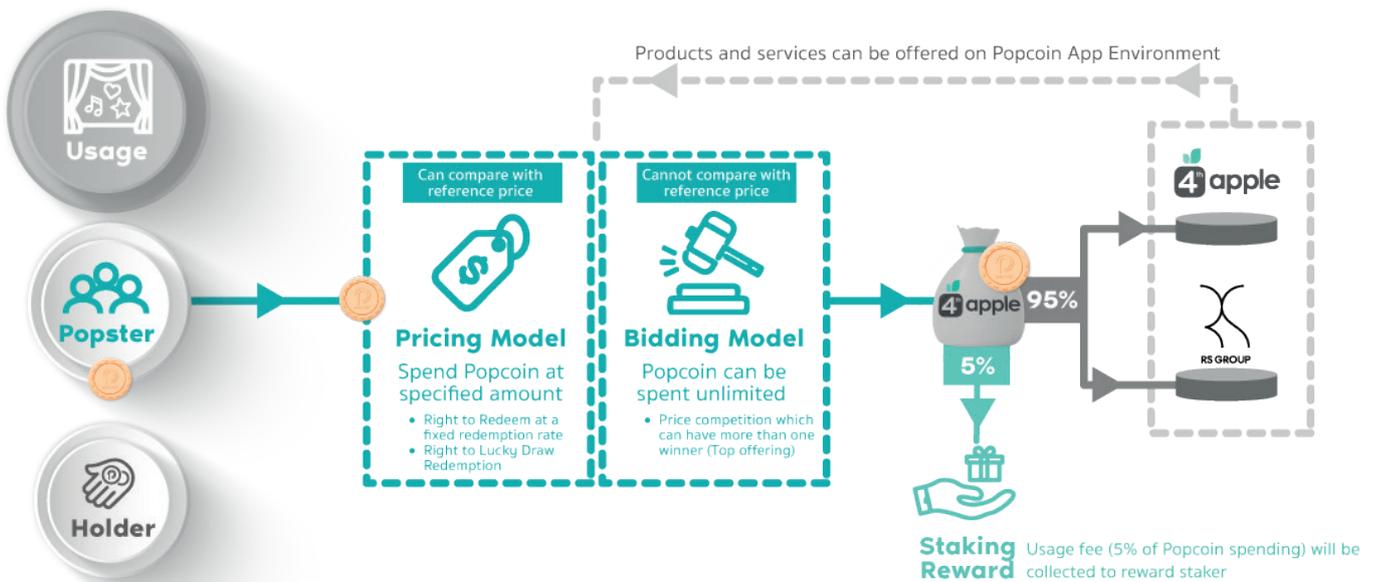
Consequently, the total unit price for Popcoin is set at 0.15 to 0.30 THB per token and this price will be used for the allocation of Popcoin from 4th Apple to Content Sponsor for the business and brand campaign.

Popcoin Utility

04

The most important principle and characteristic for Popcoin is that Popcoin is a “utility token that provides the right to receive goods or services that is ready to be redeemed from the date of the initial offering.”

4th Apple will distribute Popcoin on 11 January 2022, and on the same date, all rights embedded in Popcoin as defined in this Whitepaper shall be available to Popcoin holders who wish to redeem their rights (Popster).



Rights that can be redeemed immediately on 11 January 2022

are divided into the following rights:

1. Right to redeem for physical / digital products at a fixed redemption rate which the Popster can immediately redeem these following goods directly from 4th Apple via Popcoin Application:

- Ringtone from RS group using 100 Popcoin
 - ละลาย Four Mod
 - ปู Neko Jump
 - เด็กมีปัญหา Four Mod
 - ตกหลุมรัก Waii
 - คำถาม FFK
 - ปากดีชี้เหงาเอาแต่ใจ มิลา
 - เหงาปาก k-otic
 - ภาวะโลก Inu เซเวน เดส์
 - ระหว่างเพื่อนกับแฟน ขนมนจีน
 - รักต้องเปิด (แน่นอน) 3.2.1. feat ใบเตย

• "Puffy-eyed panda" picture using 100 Popcoin / Puffy-eyed panda pillows using 1,500 Popcoin / Puffy-eyed panda dolls using 1,000 Popcoin until out of stock.



"Puffy-eyed Panda" Picture

100 Popcoins



Puffy-eyed Panda Doll

1,000 Popcoins



Puffy-eyed Panda Pillow

1,500 Popcoins

It should be noted that goods items that can be redeemed using Popcoin may be added over the period of time by 4th Apple; provided that 4th Apple will inform the addition of those goods item that Popster can redeem via official social media or Popcoin Application. All goods that will be added for redemption are 4th Apple copyrighted goods both in physical form (such as goods, shirts and other accessories produced with the copyrighted photo or symbol of the artist); and in digital form (such as ringtones, music, or other videos). With these addition to goods that can be redeemed, the process and conditions of the redemption will be the same of redeem the fixed amount of Popcoin in exchange of those items and it can be redeemed immediately.

2. Right to redeem a Collectible Card Set which Popster can choose to receive a Collectible Card as a physical card or in digital form

For the first collectible card set that Popster can redeem immediately on 11 January 2022, is the Collectible Card of the artists participating in Food Truck Battle Season 2 under which 4th Apple has all the copyrights to ensure the delivery of such right.



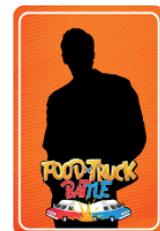
The first Collectible Card Set that will be made available for immediate redemption on 11 January 2022, will consist of a total of 7 cards, 6 individual portraits of 6 artists participating in Food Truck Battle Season 2 and 1 group image of all artists in the 7th special card.

Individual celebrity card x 6



Total of 10,000 card each

Special Card x 1



Total of 1,000 card

*T&C Apply

In order to redeem the first Collectible Card Set for Food Truck Battle Season 2, 4th Apple has set the terms and conditions for such redemption of all 7 Collectible Cards as follows:

For the 6 individual Collectible Cards in a total number of 10,000 cards each (or a total of 60,000 cards), Popster can redeem those Collectible Card by there 2 redemption schemes as follows:

- Fixed Price Redemption in the amount of 5,000 cards per image (or total amount of 30,000 cards) which Popster can immediately redeem this card at the fixed redemption rate of 1,000 Popcoin per 1 Collectible Card
- Lucky Draw Redemption in the amount of 5,000 cards per image (or the total amount of 30,000 cards) which Popster can redeem 50 Popcoin for the right to participate in the lucky draw to win the Collectible Card.

Once the redemption is made, the Popster's rights will be added to the system to participate in the prize draw immediately. The number of rights and the date of the draw are clearly defined by 4th Apple as follows:

- 1st Lucky Draw on 21 February 2022 for 1,500 Cards per image (total 9,000 cards);
- 2nd Lucky Draw on 28 February 2022 for 1,500 Cards per image (total 9,000 cards); and
- 3rd Lucky Draw on 7 March 2022 for 2,000 Cards per image (total 12,000 cards)

For the special group Collectible Card in a total of 1,000 cards, which Popster can redeem those Collectible Card by there 3 redemption schemes as follows:

- Fixed Price Redemption in the amount of 60 cards which Popster can immediately redeem the cards on the first come first serve scheme at the fixed redemption rate of 15,000 Popcoin per 1 Special Collectible Card.
- Lucky Draw Redemption in the amount of 800 cards which Popster which Popster can redeem 50 Popcoin for the right to participate in the lucky draw to win the Collectible Card.

Once the redemption is made, the Popster's rights will be added to the system to participate in the prize draw immediately. The number of rights and the date of the draw are clearly defined by 4th Apple as follows:

- 1st Lucky Draw on 21 February 2022 for 200 Cards
 - 2nd Lucky Draw on 28 February 2022 for 300 Special Cards; and
 - 3rd Lucky Draw on 7 March 2022 for 300 Special Collectible Cards.
- Top Offering Redemption on which Popster can offer their Popcoin to place a Bid to win the 140 Special Collectible Cards immediately.

For the top offering scheme, 4th Apple will announce the Popster who give the highest bid of Popcoin on 21 March 2022 and will get those 140 Special Card.

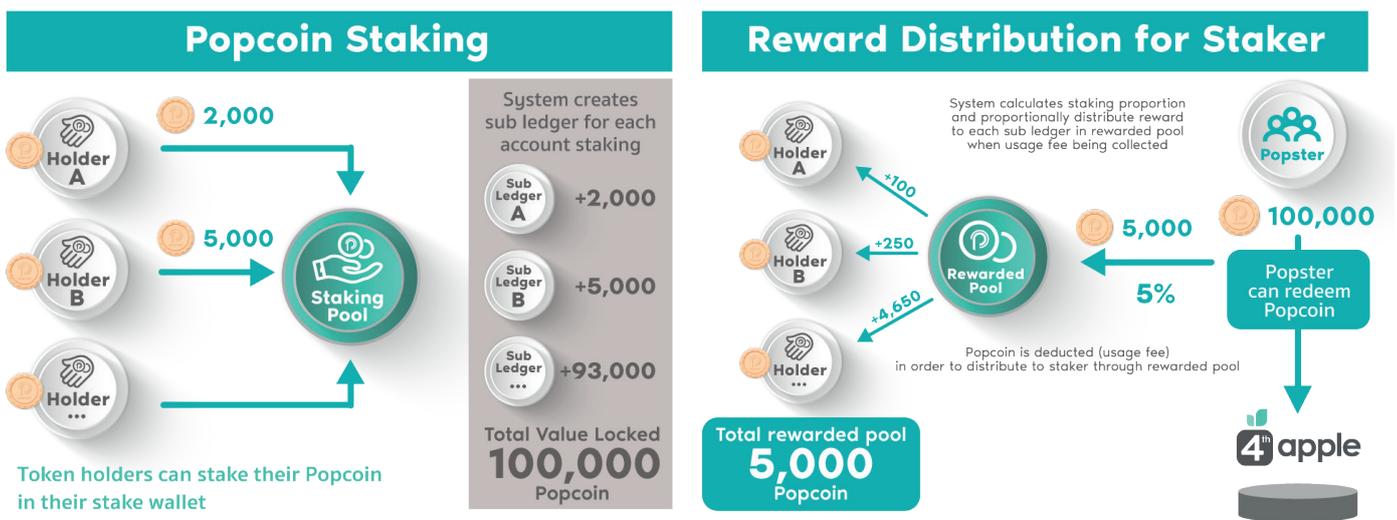
In addition to the first Collectible Card Set, which is the artist image from Food Truck Battle Season 2, 4th Apple at any time may produce additional Collectible Card sets of other artists that 4th Apple may get the relevant copyright and offer those collectible cards for the Popster to redeem their Popcoin. For those additional set of Collectible Card, 4th Apple will inform the Popcoin holder via official social media or via Popcoin Application. However, for those additional sets, the process and conditions of the redemption will be the same of redeem methods defined under this Whitepaper under which 4th Apple will ensure that the redemption rights of those additional Collectible Card Set, whether in physical card / digital form, will be ready for redemption immediately at any time with the same redemption conditions of either through the fixed price redemption / lucky draw redemption or top offering as defined and applicable in case of the first Collectible Card Set of the Food Truck Season 2.

For all Collectible Card Sets prepared and delivered by 4th Apple to Popster that may redeem their Popcoin, it shall be deemed that the redemption of Popcoin has been completely executed upon such delivery of the redeemed Collectible Cards. The person receiving the Collectible Card will then become the owner of the Collectible card.

3. Right to participate in the Popcoin Staking Program, where Popcoin holders who participate in this staking program will receive a reward from the Usage Fee which will be incurred for each and every redemption made by Popster via Popcoin Application at the fixed rate of 5 % of the total redeemed Popcoin.

For this staking program, 4th Apple would like to emphasize to the participant in this Staking Program that this participation is not initiated with an aim to convert Popcoin which is the utility token to an investment token. By basic characteristic of Popcoin, it shall remain a ready-to-use Utility digital token. The Staking Program has just been designed just to complete the Popcoin ecosystem and the reward distributed from the staking program is a share from the Usage Fee, not a profit generated where the investment token holder will receive.

To effectuate and operate this Staking Program, 4th Apple, as the developer and administrator of Popcoin Application, will administer the calculating and distributing system of Popcoin as the staking rewards. The right to participate in the Staking Program will also commence on 11 January 2022.



The staking program will be operated on 2 separate pool schemes: the Staking Pool and the Reward Pool for the ease of calculation.

At the end of each day, 4th Apple will calculate the staking ratio of each staking Popcoin holders comparing to the total Staking Pool and then use such calculated ratio as the basis for the calculate of the shares in the Rewarding Pool to be distributed to each Popcoin holders who participates in the program on a daily basis.

The working mechanisms of Staking Pool and Reward Pool are defined as follows.

- Staking Pool is a pool where all the Popcoin holders who are interested in participating in will stake Popcoin into the system. Upon such stake via 'stake function' on Popcoin Application, the amount of Popcoin staked of the relevant participating Popcoin holder:
 - will be recorded in the sub-ledger created only for each staking Popcoin holder; and
 - will be used to calculate the staking ratio of such staking Popcoin holders by comparing the number of such holders' Popcoin to Total Value Locked, which is the total amount of Popcoin that all Popcoin holders have staked.

The calculated staking ratio may be adjusted according to the change in total amount of staked Popcoin in the Staking Pool. Then, at the end of every day, the system will calculate the final staking ratio of each staking Popcoin holder once as a daily cut-off ratio and such ratio will be used to calculate the staking reward ratio that each staking Popcoin holder shall be entitled to in the Reward Pool.

During the participation in this Staking Program, only Popcoin holders who made the staking will have the right to withdraw Popcoin from the Staking Pool, either in whole or in part, but the maximum amount of the withdrawn Popcoin will not exceed the total staked amount of Popcoin. Such withdrawal can be executed with the 'Unstake Function' on Popcoin Application. After calculating all the rewards that such Popcoin holder shall be entitled to from the Staking Program, the withdrawn Popcoin will be transferred back to the relevant Popcoin holder within the same day as the withdrawal order made.

4th Apple does not have the right to exploit any Popcoin in the Staking Pool and all those staked Popcoin solely belong to the relevant Popcoin holders staking.

- Reward Pool is a pool where all the Usage Fee collected from the redemption of the Popster will be stored; provided that the Usage Fee shall be allocated from 5% of the total amount of Popcoin used in the relevant redemption.

At the end of each day after the reconciliation, the Staking Program system will calculate the total Popcoin earned and accumulated in the Reward Pool on such same day that will be distributed to each Staking participant. The rewarding Popcoin will be distributed on the pro-rata basis to the staking Popcoin participant, comparing the individual ratio to the Total Value Locked in the Staking Pool. Then, the calculated rewarding Popcoin will then be distributed from the Reward Pool to each participant on a daily basis.

4th Apple represents that the Staking Program with the defined mechanism will be ready and available from the first date of the issuance and distribution of Popcoin which is on 11 January 2022.

In addition, once Popcoin holders participating in the Staking Program receive Popcoin as a reward, such holders can immediately redeem Popcoin for goods / services that 4th Apple may announce immediately as well.

Apart from these 3 rights as defined above which will be available on the first date of the Popcoin distribution, in order to ensure the continuous provision of rights embedded in the Popcoin, 4th Apple reserves the right to add more types of redemption rights that the Popcoin holder shall be entitled to in the future. Yet, for those additional rights, 4th Apple will explicitly make amendment on this Whitepaper. With the additional rights added, as soon as the revised Whitepaper is published, 4th Apple represents that all of those additional rights shall be made available immediately, meaning that it must be ready for the existing Popcoin holders to redeem for all rights immediately to maintain the 'ready-to-use utility token' characteristic of Popcoin.

Primary market Allocation

05

Channel and process to allocate Popcoin in Primary Market

The company determines channel and process to allocation Popcoin in primary market via 3 manners as follows:

1. Allocation to the Business & Brand in exchange for the sponsorship:

The first allocation will be executed on 11 January 2022 which is the same date that all the rights embedded in Popcoin will be made available for redemption.



*Business/Brand both subsidiary company of RS group and others

For the allocation of Popcoin to the Content Sponsor, 4th Apple will recognize the consideration received from the Business & Brand acting as a 'sponsorship support' where the Business & Brand is acting as the Content Sponsor. Upon the receipt of the allocated Popcoin, the Business & Brand can use Popcoin as the key tools to create various marketing campaigns/activities that would match the marketing strategy of each Business & Brand and with the flexibility of Popcoin that is initiated as a digital asset, 4th Apple strongly believes that the Business & Brand can maximize Popcoin in any activities to be conducted throughout the marketing funnel.

Examples of activities that Business & Brand may create to allocate Popcoin are as follows:



Pre-Launch Stage: Business & Brand may launch a market research/survey where any consumer completed such survey will be rewarded with Popcoin in return.

Awareness Stage: Business & Brand may launch a marketing / promotional video where any consumer watched all the video contents as defined in the conditions will be rewarded with Popcoin in return.

Consideration - Conversion - Loyalty Stage: Business & Brand may set the conditions that if any customer buy goods or use services of the Business & Brand that meet the required spending amount, those customers will be rewarded with Popcoin in return.

Advocacy Stage: Business & Brand may set up the campaign that if any customer refers their products or goods to any new customer, such customer will get Popcoin in return.

Moreover, Business & Brand may create any other special campaigns and give Popcoin to the participants in return.

For any Popcoin allocated to the Business & Brand, the Business & Branding shall be restricted to allocate those Popcoin to any person with a fundraising purpose that will violate the framework and conditions stipulated by 4th Apple. In order to effectuate such restriction, 4th Apple set the conditions in the smart contract and wallet protocol implemented with the Business & Brand to lock and restrict the distribution of Popcoin that may not comply with stipulated distribution conditions. In summary, no person will be able to buy Popcoin from the Business & Brand so any person who would like to receive Popcoin from the Business & Brand shall fulfill the required conditions set by the relevant Brand & Business.

There are 2 targeted group of Business & Brand that will be participated in Popcoin allocation, including:

1. Business & Brand within RS Group, that is a main consultant of 4th Apple: These group of Business & Brand has a wide variety of marketing campaigns ready for the Popcoin allocation to the relevant user at the onset.

Being aware of the fact that RS is the related persons, 4th Apple, therefore, define the mechanism under the agreement to be entered into with the group of Business & Brand that the agreement shall be concluded on the arm lengths' basis to prevent any conflict of interests and to protect the interests of Popcoin holders as appropriate; and

2. Other Business & Brand: 4th Apple also open the opportunity for other Business & Brand outside of RS Group to participate in the allocation.

For these targeted group of Business & Brand, in order to guarantee the capacity and compatibility of those Business & Brand in participating in the Popcoin allocation, 4th Apple will conduct a proper due diligence process of those Business & Brand before the allocation, in particular 4th Apple commits to avoid the use of Popcoin in the purpose or objective that is not consistent with Popcoin objectives, especially in any illegal business.

2. AirDrop by 4th Apple

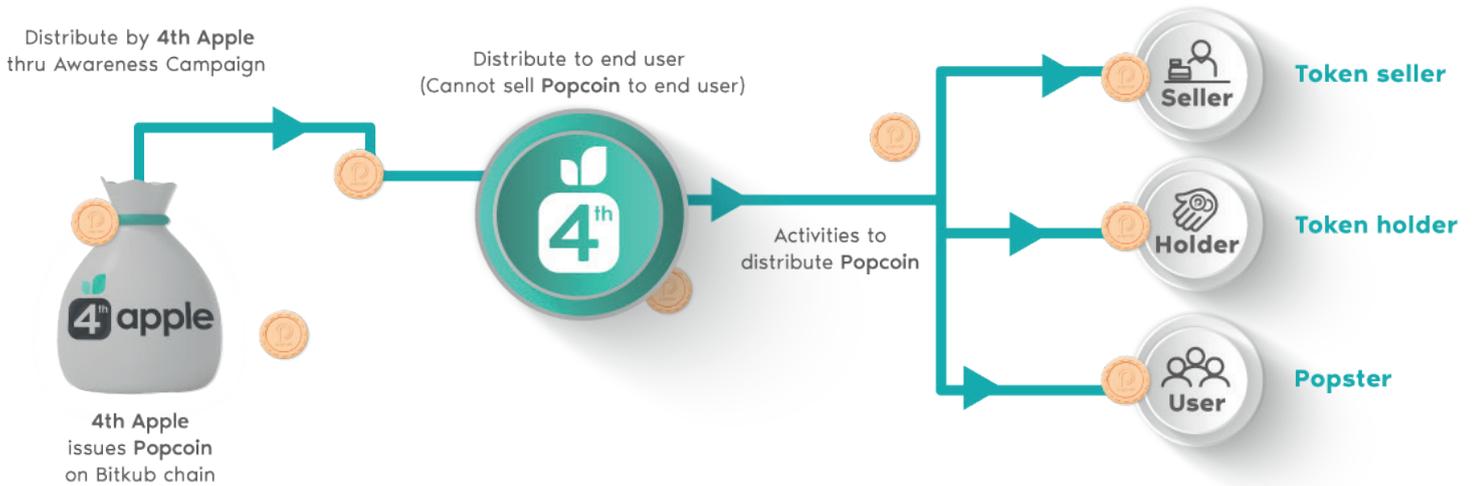
4th Apple will allocate Popcoin for free to 3 groups of people for the awareness and marketing purposes for Popcoin and for other purposes that 4th Apple may deem appropriate, including:

1. Public Allocation to any people who participate in awareness and marketing campaign for Popcoin or in any marketing activities that 4th Apple may announce, for instance, for those registering as the Popcoin Application User, participating in referral program or watching any of Popcoin contents.

The first activity that 4th Apple will create for the first allocation is the User Airdrop Campaign under which Popcoin will be allocated to the first 1,000,000 users of Popcoin Application who has fulfilled the defined terms and conditions set by 4th Apple as notified via official social media or Popcoin Application. The airdrop of Popcoin will be allocated to any eligible person simultaneously with the allocation executed via other allocation channels on 11 January 2022 .

For this User Airdrop Campaign, 4th Apple will launch Popcoin Application for any person to register a user account first with a clear instruction that the registered user will not receive any Popcoin at the registration process just yet and the registration system will run before temporarily suspended either: (1) On 11 January 2022 , at 00:00:01 of Thailand time; or (2) at the time that the number of users registering on Popcoin Application reaches 1,000,000 users, whichever comes first. The registration system will be suspended for the Popcoin allocation mechanism that will be triggered on 11 January 2022 by 10:00 A.M. at the same time that the Popcoin will be allocated through every channel.

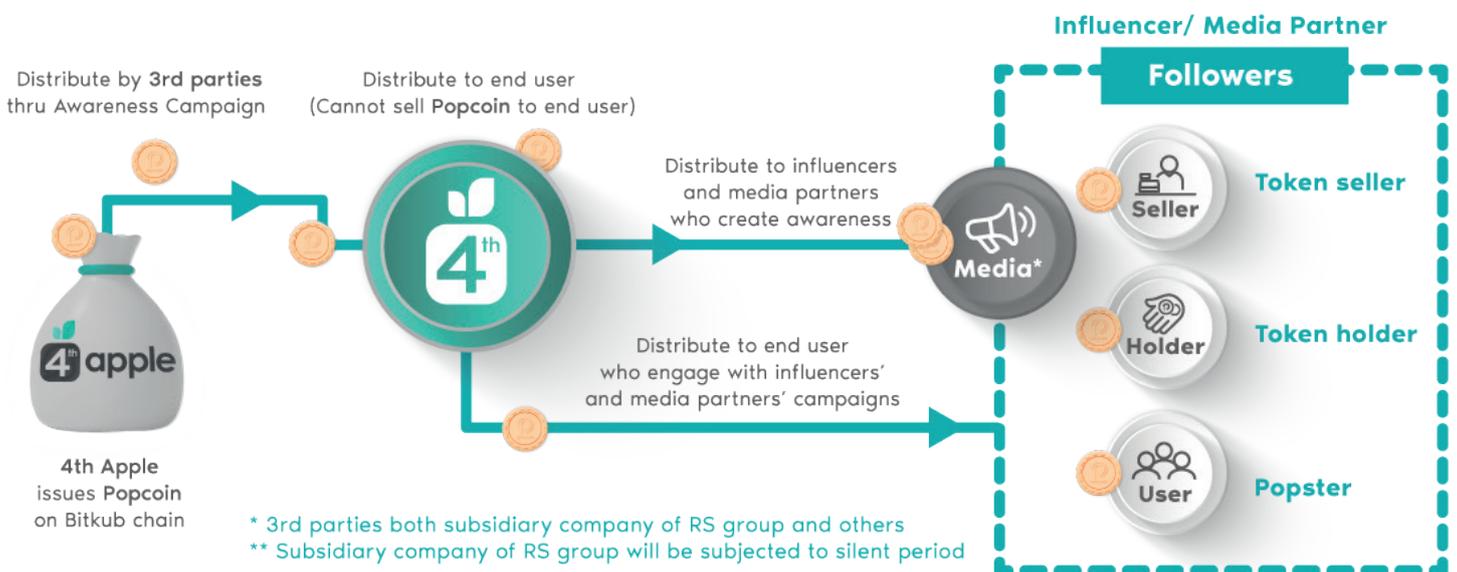
After the first airdrop under the User Airdrop Campaign, on 11 January 2022 at 09:00:00 A.M., 4th Apple will re-open the registration system and may announce any other marketing activities that will set for other round of airdrop of additional Popcoin by 4th Apple to any other persons who participated in those activities.



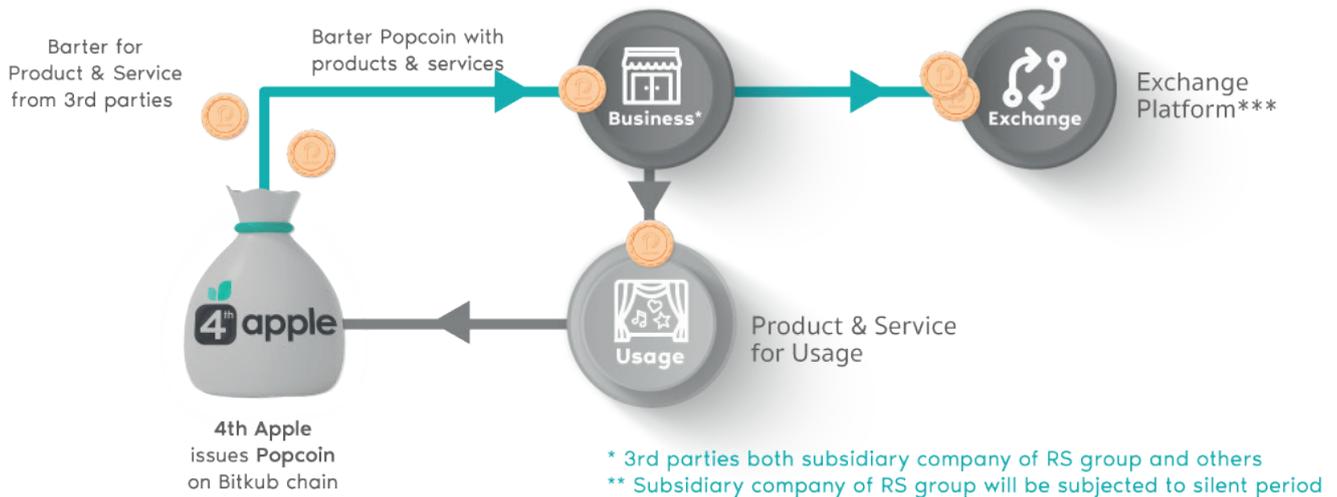
2. Allocation to media partner or influencer: in 2 approaches as follow:

- allocated directly to those media partner/influencers with an expectation that those persons will become a role model for the redeem of Popcoin and can influence their followers to participate in any activities to obtain and redeem Popcoin;
- allocate of Popcoin by 4th Apple to any person who may participate in the activity hosted by 4th Apple as recommended by media partner/influencer.

3. Allocated as the reserve for the implmentation / rollout of other marketing and miscellaneous activities that 4th Apple may deem appropriate.



3. Popcoin used to barter with the Content



With the main characteristic of Popcoin that is a digital tokens that provide the specific right to receive specific goods or services, especially the entertainment content, in order to guarantee the continuous growth of additional benefits to be redeemed for the Popcoin holder all the time, 4th Apple may barter Popcoin with the Content Provider / Content Creator / Artist that have the interesting content / goods or service that 4th Apple is interested in embedding as the redeemable rights for the Popcoin holder under the barter scheme.

In this barter scheme, 4th Apple will obtain exclusive right in the bartered contents / goods or services and shall embed those rights in the redeemable rights for Popcoin holders as ready-to-use benefits before transferring the Popcoin to the Content Provider / Content Creator / Artist as their consideration.

The target group of Content Provider / Content Creator / Artists that may participate in the barter scheme may be divided into 2 groups as follows:

- RS Group Affiliates that have interesting content / goods or services which is anticipated to assist in attracting the use and redemption of Popcoin are the first group in the barter scheme that 4th Apple aims to enter into the agreement with.

Being aware that RS Group Affiliates is the related person in the issuance of Popcoin, in order to prevent unfair market manipulation from the situation that RS Group Affiliates may sell all of the bartered Popcoin right away, 4th Apple set the silent period that the RS Group Affiliates shall be restricted to sell Popcoin which they received in any defined period of time; provided that the silent period conditions shall be set up in addition to any other conflicts of interest management and prevention mechanisms.

- Any person that is not within RS group that 4th Apple may interest in selecting their content / goods or services that matches the policy set for Popcoin to embed in Popcoin and select to barter with them.

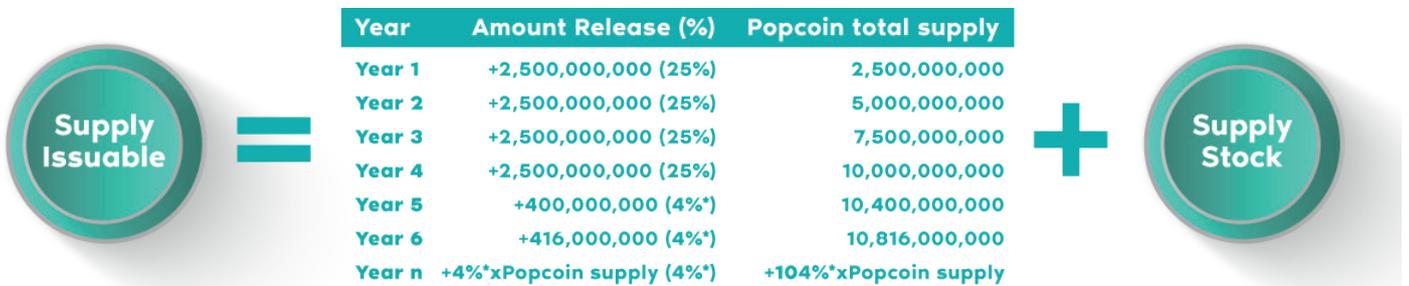
For the purpose of listing Popcoin in the secondary market, 4th Apple would like to emphasize that Popcoin has an underlying business plan and tangible benefits to be redeemed. Therefore, 4th Apple believes that Popcoin will not be included in the restricted token to be listed by the digital assets exchange operator in Thailand under the Notification of the Securities and Exchange Commission and the exchange of Popcoin will not be purely executed on the speculative basis. Once again, Popcoin is a digital token embedded with specific benefits to obtain goods, access to content, or any specific service with the clear redemption conditions set; therefore, not a meme token nor a fan token.

4th Apple strongly believes that the secondary market mechanism will be a significant element to fulfill Popcoin tokenomics by creating a proper supply at a proper price to respond to the demand of Popster.

For the secondary market mechanism operation plan, 4th Apple is under the process of conducting detailed legal research and consulting with relevant regulators to evaluate the feasibility and legality of such mechanism with the licensed digital asset exchange platform operating in Thailand, Bitkub Online Company Limited, and other foreign platform, or even plan to create the P2P platform in the future.

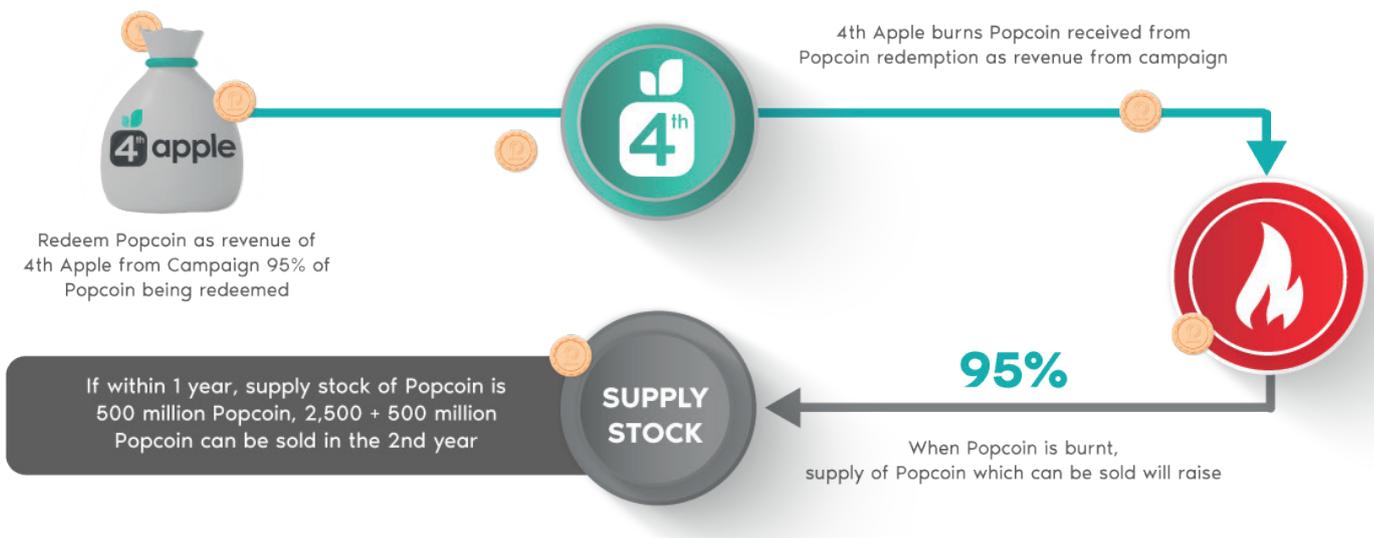
Supply Management

With an aim to ensure that there would be sufficient supply of Popcoin in the circulation at all time, 4th Apple determines to add another layer of supply management mechanism of Popcoin under which 4th Apple will increase the amount of Popcoin that will be issued and offered to any person defined in the primary market in the fixed proportion of calculated Supply Stock to be increased each year to an annual token allocation (that is fixed at 2.5 Billion tokens per year).



Therefore, the total supply amount of Popcoin that will be issued and offered each year will be the total amount of Annual Token Allocation + Supply Stock.

In order to calculate the Supply Stock, 4th Apple will refer to the amount of Popcoin that the Popster have redeemed via Popcoin Application with the following calculation principle:



1. when Popster redeem any Popcoin, 4th Apple will calculate 95% of the redeemed Popcoin as 4th Apple's income from the goods and services sale and deduct such income by the sponsor income that is recognized upon the delivery of Popcoin to the relevant Business & Brand in the primary market; and
2. then, 4th Apple will burn those redeemed Popcoin and calculate the amount of burned Popcoin back to Supply Stock which will constitute the maximum amount that 4th Apple can supply more Popcoin in addition to the Annual Token Allocation in each year.

This supply management mechanism is set to balance demand and supply - if there is much more demand in redeeming Popcoin from the Popster via Popcoin Application system, the Annual Token Allocation may not be sufficient to match such high demand. 4th Apple, therefore, sets a supply mechanism to reflect such demand in the form of the supply stock that should be add-up Popcoin in the market to properly meet the actual demand.

In the future, 4th Apple may amend this defined supply management mechanism by including supply stock from other persons apart from the amount of Popcoin that 4th Apple received from Popster who directly redeem Popcoin via Popcoin Application; provided that for the amended supply management mechanism in the future, 4th Apple reserves the right to revise this Whitepaper.

Communication and Information Disclosure Channel

07

In order to ensure that the Popster and the holder of Popcoin be informed and updated relating to the Popcoin operation, 4th Apple will disclose the relevant information via reports and other announcements via the official channels of 4th Apple and the affiliated channels of the relevant exchange.

Disclosure of Popcoin information to general public

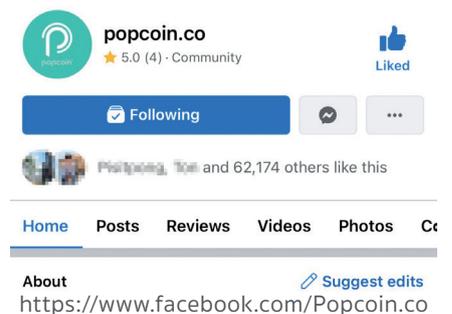
- Popcoin Monthly Report that will be announced within 3 working days from the end of each calendar month via Popcoin website and Facebook Fanpage;
- Announcement of any Change in Whitepaper will be announced at least 15 days in advance prior to any change made via Popcoin website and Facebook Fanpage;
- Announcement of any Event that may have material effect on Popcoin will be made on the occasional basis via Popcoin website and Facebook Fanpage

Information Disclosure Channels

Official Website: [Popcoin.co](https://www.Popcoin.co)

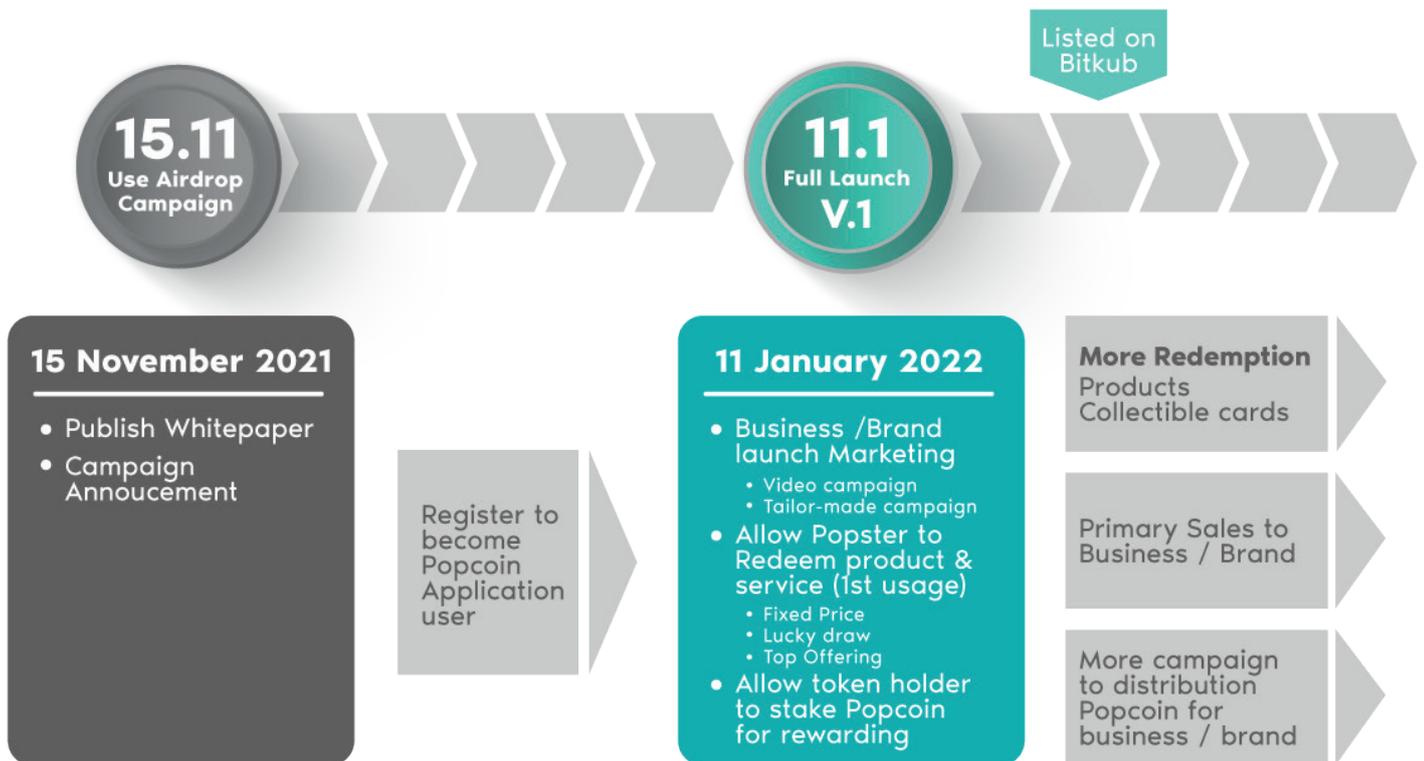


Facebook Fanpage: [Popcoin.co](https://www.facebook.com/Popcoin.co)



Timeline and Business Plan

08



Team and Consultant

09



Mr. Thanon Thanakornpapha

Head of Business Executive Officer of 4th Apple Company Limited

Mr. Thanon is an expert in marketing communication for more than 14 years and an online and offline media consultant for consumable goods. He has experiences in content creation where collaborating with an entertainment business partner from South Korea. Mr. Thanon has successfully won an MAAT award of Media Award 2016 from the campaign of "Rod May Hah Dek Hai" (The Seeking Lost Kid Bus) which is the first bus in Thailand from Plan B Media Co., Ltd. Mr. Thanon is the founder and currently a managing director of 4th Apple Company Limited, one of the group companies in RS Group or RS Public Company Limited.



Mr. Eak Auschavara-nondha

Chief Visionary Officer of Future Competere Co., Ltd.

Mr. Eak is a fund manager with rich experiences in investment products more than 15 years in leading asset management companies in Thailand. He has experiences in working with several regional FinTech companies. Mr. Eak was a co-founder and a chief strategy officer of Bitkub Capital Group Holdings Co., Ltd., a reputable company providing Blockchain technology service in Thailand.



Mr. Jirasin Khanitthanant

Chief Executive Officer of Future Competere Co., Ltd.

Mr. Jirasin is an executive officer and a business consultant in technology and digital assets where conceptualizing in design engineering. He has extensive experiences in directing and managing software development companies where collaborating with various public and private agencies e.g. Social Security Office, Tourism Authority of Thailand. Mr. Jirasin was a co-founder of Bitkub Capital Group Holdings Co., Ltd. and was a co-executive of Bitkub Blockchain Technology Co., Ltd., a reputable company providing Blockchain technology service in Thailand.



Mr. Kulatuch Suwattanapunkul

Chief Technical Officer of Future Competere Co., Ltd.

Mr. Kulatuch is a managing director of software houses with 10-year experiences. He is specialized in developing websites and web applications for more than 100 of websites for SME corporate clients in Securities Market which includes government agencies. Mr. Kulatuch has experiences in developing software for managing virtual asset information on the first blockchain technology for one of the private companies in Thailand. Mr. Kulatuch is currently a technology consultant for various start ups.

Consultant



Mr. Surachai Chetchoisak

Chief Executive Officer
RS Public Company Limited
(Popcoin Honorary Advisor)



Mr. Wittawat Wetchabutsakorn

Chief Financial Officer
RS Public Company Limited
(Popcoin Consultant)

Disclaimer

Please read the Disclaimer under this section carefully. In case of any inquiry, please kindly consult with your consultant specifically.

The information contained herein may be subject to change or update by 4th Apple in order ensure the consistency with the action plan and any change in relevant laws. In particular, it should be noted that the laws governing digital assets may be changed at any time and since 4th Apple commits to operate and follow all of the laws, 4th Apple may need to make relevant change in the terms and conditions of this document at any appropriate time to match those changes. In such circumstances, 4th Apple will notify you via communication channels that we may have with you.

The information in this document is intended to give basic information and 4th Apple would like to emphasize that since we do not have the intention to conduct Initial Coin Offering as regulated under the digital asset or related laws, the set of information provided hereunder may not have all the required information that the relevant person may anticipate to receive in the Initial Coin Offering Prospectus.

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