

Invitation to The Extraordinary General Meeting of Shareholders No.1/2023  
B-52 Capital Public Company Limited



Wednesday 28<sup>th</sup>, June 2023 at 10:00 p.m.

The Meeting will be conducted in the form of electronic meeting (E-Meeting) and broadcast from the Company's meeting room located at 973 President Tower Building, 7<sup>th</sup> Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330

7 June 2023

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.1/2023

To: Shareholders of B-52 Capital Public Company Limited

- Enclosure:
1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2023 held on April 20, 2023
  2. Information Memorandum of the Connected Transaction of B-52 Capital Public Company Limited (the Company) regarding the Asset Disposition Transaction (Ordinary shares in a subsidiary) to Mr. Jirawut Kuwanan who is a connected person of the Company.
  3. Opinion of the Independent Financial Advisor (IFA Report) (QR Code format)
  4. The Articles of Association relating to Shareholders' Meeting
  5. Profiles of the independent directors proposed by the Company to act as Proxy for shareholders
  6. Guidelines for Proxy, Registration, Document showing to attend and Voting
  7. Proxy Form A, B and C
  8. Map of the venue for EGM 1/2023
  9. Process of Meeting Attendance

With the Board of Directors Meeting No. 3/2023, held on May 16, 2023 of B-52 Capital Public Company Limited (the "Company"), resolved to call the Extraordinary General Meeting of Shareholders No.1/2023 on Wednesday 28 June 2023 at 10:00 a.m. by means of E-Meeting, which will be broadcast live via electronic media (E-Meeting) from the Company's meeting room, 7th floor, President Tower No. 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok. By specifying the list of shareholders who have the right to attend the meeting (Record Date) on June 1, 2023 to consider various matters according to the meeting agenda as follows:

**Agenda 1** To consider and certify the minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023.

**Background and reasons:** The company has prepared the minutes of the Annual General Meeting of Shareholders for the year 2023 held on April 20, 2023 and sent a copy of the said meeting minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law (A copy of the minutes of the meeting appears in Attachment 1)

Opinions of the Board: The Board considered that the minutes of such meetings were accurately recorded and agreed to propose to the Extraordinary General Meeting of Shareholders No.1/2023 to consider and approve the minutes of the Annual General Meeting of Shareholders for the year 2023

Vote required: This agenda must be approved by the shareholders' meeting with a majority vote of The number of votes of the shareholders who attend the meeting and vote in accordance with Section 107 (1) of the Public Limited Companies Act B.E. 2535.

**Agenda 2** To consider and approve the transaction of disposition of assets of the Company namely the transfer of 90.1% of shares in Than Jaidee Money Service Co., Ltd. to Mr.Jirawut Kuwanan, the major shareholder of the Company which is a connected transaction of the Company

Background and reasons:

Proposed to the shareholders' meeting to consider and approve the disposal of the Company's assets to Mr. Jirawut Kuwanan, the major shareholder of the Company which is a connected transaction of the Company The details are as follows.

Assets disposed of the Company

The sale of 234,260 ordinary shares of Than Jaidee Money Service Co., Ltd. ("TJDM") at a par value of 100 baht per share, representing 90.1 percent of the total shares of such company, to Mr. Jirawut Kuwanan at a total price of 30,000,000 baht (thirty million baht), therefore equivalent to the purchase price per share of 128.06 baht per share (hereinafter referred to as the "Transaction").

The disposition of TJDM's ordinary shares is considered a disposition of assets of a listed company. According to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 and the announcement of the Board of Governors of the Stock Exchange of Thailand 2547 dated October 29, 2004 and its amendments. \*Maximum transaction size Calculate the transaction size based on the total value of consideration criteria equal to 10.87 percent of the total assets of the listed company during the period of 6 months prior to entering into such transaction the company has not made any asset disposition transaction.

However, such transactions considered as a connected transaction According to the Notification of the Capital Market Supervisory Board No. Tor Jor.21/2551 and the announcement of the Board of Governors of the Stock Exchange of Thailand 2546 (as amended) ("Connected Transaction Notification"), type of transaction relating to assets or services. (Consolidated financial statements) of the company ended March 31, 2023. It appears that the company the value of net tangible assets

(NTA) is 121,333,803 baht. Therefore, the amount of 3% of NTA is equal to 3.64 million baht. Therefore, the value of the transaction of 30,000,000 baht is 24.73% of NTA, which is considered a transaction connected transactions with a large transaction size, with a transaction size of more than 20 million baht and more than 3% of the NTA, requiring the company to prepare a report and notify the Stock Exchange of Thailand and seek approval from the shareholders by appointing an independent financial advisor to express opinions to the shareholders as follows:

(1) Prepare a report and disclose information on the transaction of the Company to the Stock Exchange of Thailand according to the connected transaction announcement the details appear as follows. Enclosure 2. (Memorandum of Information on the Connected Transaction of B-52 Capital Public Company Limited (the Company) regarding the Asset Disposition Transaction (ordinary shares in a subsidiary) to Mr. Jirawut Kuwanan who is a connected person of the Company)

(2) Organize the Company's shareholders' meeting to consider and approve the said transaction. The notice of the shareholders' meeting was sent at least 14 days in advance of the meeting date. to get approval from the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Excluding shareholders who have interests as the basis for counting votes.

(3) Appoint an independent financial advisor (IFA) to perform the relevant duties including giving opinions on the transaction including submitting such opinions to the Office of the Securities and Exchange Commission SET. In this regard, the Company has appointed a financial advisor approved by the Securities and Exchange Commission, Avantgarde Capital Company Limited, to act as an independent financial advisor (IFA). ) to provide an opinion on the said transaction to the shareholders. The opinion of the independent financial advisor on the transaction appears in Enclosure 3. (Financial Advisor's Opinion Report Independent (IFA Report))

Incidentally, after the Board of Directors' Meeting No. 3/2023 held on May 16, 2023 has resolved to approve the transaction the company has entered into a memorandum of agreement on the purchase and sale of ordinary shares of Than Jaidee Money Service Co., Ltd., where the company will enter into the transaction. After obtaining approval from the shareholders' meeting of the Company. The company It is expected that the transaction It will be completed by the end of June 2023.

Details of the transaction appear in Enclosure 2. (Information Information on the Connected Transaction of B-52 Capital Public Company Limited (the Company) regarding the Asset Disposition Transaction. (ordinary shares in a subsidiary) to Mr. Jirawut Kuwanan who is a connected person of the Company)

And proposed to the shareholders' meeting to approve the assignment of the Executive Board and/or any person designated by the Executive Board to (a) negotiate the terms and conditions of the TJDM Share Sale and Purchase Agreement; (b) determine and/or amend any additional details relating to the Transaction; (c) sign the Contracts, Memorandums of Agreement and Documents Related to the Transaction which includes but is not limited to the ordinary shares purchase agreement; This includes contacting and submitting applications for approval of such documents and evidence to government agencies and/or any regulatory authorities; and (e) take any other necessary actions in relation to the Transaction.

Opinion of the Board of Directors : The Board of Directors has considered that Entering into the Asset Disposition Transaction of the Company which is ordinary shares of TJDM to Mr. Jirawut Kuwanan, the major shareholder of the Company reasonable and for the benefit of the Company for the following reasons

- Since TJDM has continued losses and is likely to continue to lose. Although the company has to find new business partners. But it's still not profitable in the current economic climate. The sale of TJDM was able to stop the continuing loss. This will benefit the overall performance of the Company that will no longer have to bear the loss of TJDM.
- Reduce the Company's cash flow burden which must be sent as working capital to TJDM continually improves the company's liquidity
- The Company received money from the sale of TJDM, resulting in the Company having more cash flow. As a result, the company has more liquidity in the business operations of the company group.
- Allowing the Company to recognize income from such transactions immediately.

Vote required: Resolution for this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote. Abstaining votes will be counted as the vote counting base. Shareholders who have special interests in this agenda will not be counted as the vote counting base.

In addition, the shareholders who have special interests in this agenda are Mr. Chirawut Kuwanant and the shareholders who are relatives of Mr. Jirawut Kuwanan are the following persons:

Name	Number of shares in the company (shares) *	Ratio of share (%)
1. Mr. Jirawut Kuwanan	365,248,076	49.54
2. Ms. Naliwan Kuwanan	15,908,858	2.16
3. Mr. Navawit Kuwanan	8,059,065	1.09
4. Ms. Nunthikorn Kuwanan	2,725,210	0.37
5. Mr. Aron Ainy Kuwanan	75,000	0.01
Total	392,016,209	53.17

*Remark \* Information as of June 1, 2023, which is the record date for determining the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.1/2023 (Record Date).*

### **Agenda 3 Other matter (if any)**

In accordance with Section 105 of the Public Limited Companies Act, B.E. 2535 (including amendments), stipulated that in the event that the shareholders' meeting has considered the agenda of the meeting as per the agenda Shareholders holding shares amounting to not less than one-third of the total issued shares May ask the meeting to consider matters other than those specified in the notice calling for the meeting again

The Board of Directors has determined the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.1/2023 (Record Date) on June 1, 2023.

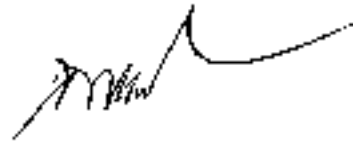
Therefore, the shareholders are invited to attend the meeting on the date and time mentioned above. The shareholders can register to attend the meeting from 9:00 a.m. to 10:00 a.m. Shareholders can study the process of attending the meeting in accordance with Enclosure 9.

In addition, for the convenience of shareholders who are unable to attend the meeting in person and wishes to give other people attending the meeting and vote on behalf of this meeting please study the explanation of the method of appointing a proxy, registration, presenting documents for attending the meeting and voting according to Enclosure 6 by filling in details and sign the proxy form attached herewith in accordance with Enclosure 7 or in the form prescribed by the Ministry of Commerce. In the case that the shareholder is a foreign investor and appointed a custodian in Thailand to be a depositor and the custodian of the shares can use either a proxy form A. or Form B. or any one of Form C. For shareholders, in addition to that, only one of the forms of Proxy Form A or Form B can be used. And if you wish to appoint an independent director as a proxy and Audit

Committee the company would like to inform that the audit committee who can accept proxy from you have names and brief history according to Enclosure No. 5

The Company ask for cooperation please send the proxy form to the Company at least 3 day before the meeting date for the convenience of reviewing the evidence in advance.

By order of the Board of Directors



(Mr. Suthep Pongpitak)

Chairman of the Board of Director

(Translation)

Minutes of the Annual General Meeting of Shareholders Year 2023

B-52 Capital Public Company Limited

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The 2023 Annual General Meeting of Shareholders by means of electronic media (E-Meeting) by broadcasting at the main meeting room of B-52 Capital Public Company Limited, President Tower, 7th floor, No. 973. Ploenchit Road, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330 on April 20, 2023.

Before the meeting Ms. Suchintra Moonsri, who acted as the meeting moderator of the meeting (“The Moderator”) clarified that due to the epidemic situation of the Coronavirus Disease 2019 (COVID-19), the Company is aware of and concerned about the health and safety of the shareholders including those who participated in the meeting The Company therefore organized the 2023 Annual General Meeting of Shareholders by means of electronic media (E-Meeting) which was broadcasted at the main meeting room of B-52 Capital Public Company Limited, President Building. Tower, 7th Floor, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

The shareholders and proxies attended the meeting as follows:

2 shareholder who came in person, totaling 4,572,558 shares

28 shareholders by proxy, totaling 544,003,632 shares

Total of 30 shareholders, total number of shares 548,576,190 shares

Representing 74.3986 percent of the total number of shares sold 737,347,389 shares which constitute a quorum

**The meeting started at 10:02 a.m.**

When a quorum has been reached by the shareholders the meeting moderator informed the meeting that at 10:02 a.m., there were 30 shareholders and proxies attending the meeting, including the total number of shares. 548,576,190 shares, representing 74.3986 percent of the issued and paid-up shares According to the Company's Articles of Association, Article 35 states that “In the shareholders' meeting There must be a number of shareholders and proxies (if any) attending the meeting of not less than twenty-five (25) persons or not less than half of the total number of shareholders and must hold shares in aggregate not less than one-third (1/3) of the total number of shares sold therefore a quorum shall be constituted.”



The company has determined the names of shareholders who have rights in the Annual General Meeting of Shareholders 2023 on March 20, 2023, with a total of 4,534 shareholders, totaling 737,347,389 shares.

With Mr. Suthep Pongphithak, Chairman of the Board of Directors (“Chairman”), acting as the Chairman of the Meeting. Opened the Annual General Meeting of Shareholders 2023 and assigned Ms. Suchintra Moonsri to act as the meeting moderator of the meeting. (“Meeting Moderator”)

The meeting moderator introduced the directors and executives as follows:

**There were 7 directors attending the meeting.**

1. Mr. Suthep Pongphithak as Chairman of the Board of Directors Independent Director and Chairman of the Audit Committee
2. Mr. Nimit Wongchariyakul is a director and chairman of the Executive Committee.
3. Ms. Narawadee Worawanitcha is a Director / Executive Director and Chief Executive Officer
4. Ms. Araya Putthipongthron, Director / Independent Director and Audit Committee
5. Mr. Chavaphas Ongmahathamongkol is a Director / Executive Director and Chief Investment Officer
6. Mrs. Apinya Busaratrakul as Director / Executive Director
7. Ms. Oytip Cholthichanun as Director / Chief Financial Officer.

**Executives attending the meeting**

1. Mr. Somchai Wutthisat is the Legal Director and Company Secretary.

**Auditor from Karin Audit Company Limited**

1. Mr. Komin Linprachaya Auditor
2. Mr. Thanatit Raksathien Auditor

**Legal advisor from Araya & Partners Co., Ltd.**

1. Mr. Paramet Choklumlert Legal advisor

In addition, the Company has hired and assigned OJ International Co., Ltd., a service provider of meeting control systems that have assessed the conformity of the system with the Electronic Transactions Development Agency in charge of organizing meetings meeting registration check registration collecting and counting the voting results in this meeting of shareholders as well

The meeting moderator informed the meeting that Compliance with the Company's good corporate governance policy regarding fair and equitable treatment of shareholders' rights In organizing this Annual

General Meeting of Shareholders provided an opportunity for shareholders unable to attend the meeting to appoint independent directors as proxy on behalf of shareholders which has brief information as informed in the invitation to the shareholders' meeting according to the attachment No. 7

The meeting moderator reported to the meeting that the method of presenting the attendees via electronic media (E-Meeting) is in accordance with the instructions for the proxy assignment registration process presentation of documents at the meeting and voting via electronic media (E-Meeting) which has already been sent together with the meeting invitation letter.

#### Vote method

1. Every shareholder will have votes equal to the number of shares held by 1 share per 1 vote.
2. For the convenience of vote counting if no shareholder presses the disapproval or abstention button and confirms it within the specified time it shall be deemed that the meeting has approved as proposed by the Company.  
  
For shareholders who disagree or abstain and when the voting button has been pressed Please press the Confirm Vote button one more time. In order for the company to continue recording the votes into the system, the shareholders must press the voting button and confirm the vote within the specified period and when the deadline for voting and voting has been confirmed the staff of OJ International Co., Ltd. will shut down the voting system for that agenda.
3. In consolidating the votes, the Company will deduct the disapproved and abstained votes from the total votes of the shareholders who attended the meeting and the remainder will be deemed to be approved votes.
4. Shareholders who appoint proxies by specifying their opinions or exercising their voting rights in advance The Company will count the votes according to the shareholder's proxy in all respects.
5. The meeting moderator will ask in every agenda whether any shareholder will vote against or abstain or not.

When the meeting moderator has already explained the voting method Therefore, the meeting was conducted according to the agenda as shown in the invitation letter as follows:

#### **Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders Year 2022, convened on April 21, 2022.**

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that The Company has prepared the minutes of the Annual General Meeting of Shareholders Year 2022 held on April 21, 2022 and sent a copy of the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law The Board considered that the minutes of the meeting were recorded correctly and considered appropriate to propose to this shareholders' meeting To certify the minutes of the Annual General Meeting of Shareholders

Year 2022, details are shown in the copy of the minutes of the meeting. According to Enclosure No. 1 which has been sent to the shareholders together with the invitation letter for this meeting.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and casting their votes.

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
<b>Total</b>	<b>548,576,190</b>	<b>100.00</b>
Abstained	0	-
Void Ballot	0	-

**The meeting resolution** : The meeting resolved to certify the minutes of the Annual General Meeting of Shareholders Year 2022 held on April 21, 2022 as proposed in all respects with a unanimous vote

**Agenda 2** Consider to acknowledge the Company's operating results for the year 2022.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to the Company's Articles of Association Article 52 states that the Board of Directors must deliver the following documents to shareholders together with the notice of the annual general meeting of shareholders.

(1) Copy of balance sheet and profit and loss account audited by the auditor together with the auditor's audit report

(2) The annual report of the board of directors and documents showing information supporting such reports

The Board of Directors deems it appropriate to propose to the shareholders' meeting to acknowledge the Company's operating results for the year 2022 and the Company's annual report, delivered to shareholders

together with the meeting invitation letter by the Thailand Securities Depository has facilitated all shareholders to prepare QR Code on the cover of the meeting invitation. Shareholders can scan the QR Code to receive information in the form of a document file via online system.

Ms. Oytip Cholthichanun, Company Director and Chief Financial Officer report on the Company's operating results for the year 2022 with the summary of the key points as follows:

For the year ended December 31, 2022, the Company has the following operating results. In the past year 2022, the company's revenue was 137.4 million baht, an increase of 67.8 million baht from the previous year, or 97.3%. In 2022, the company's revenue proportion has changed from 2021, from the former, the number 1 income will be online media 34%, number 2 media 22%, number 3, the consumer product distribution business is 13%, but in 2022, the consumer product distribution business Consumption is the number 1 is 46% followed by media 39% and online media 29%

The Company had a loss attributable to the parent company totaling 157.9 million baht, an increase of 61.5 million baht or 61% from the previous year. Including maintaining a relationship with customers to continuously buy products through the platform. which the action to reach the said goal The company therefore needs to organize promotions regularly. so that merchants are interested in joining as a member and purchasing the company's products causing the company to have a low gross profit margin In addition, the fact that the company has customers spread across the country also results in the company's high transportation costs. Therefore, the loss in this section increased. But doing so has resulted in the company's membership stores increasing significantly from 54,271 stores in 2021 to 93,643 stores in 2022, or an increase of 73%. say enabling the company to generate income from the provision of services from the fact that the company can remove the behavior of buying products from members and the member's interactions that occur with the Company for the benefit of conducting financial business and other services with many partners Customers who may want the company to market Assisting in the sale of financial products such as lending, insurance sales, etc. In addition, in the online advertising business Still affected by the COVID situation continuously The customer has reduced the advertising budget. causing revenue from advertising business to decrease While the company has tried to reduce costs. But it takes time for the expenses to be gradually reduced. resulting in increased losses (It also results in the impairment of goodwill that occurred when buying a subsidiary as well. But this loss is only an accounting loss. Because the performance was lower than what was estimated when buying the company. Because the COVID situation lasts longer than expected. and resulting in losses beyond expectations as well)

The meeting moderator informed the meeting that because of this agenda It is an agenda to inform the meeting for acknowledgment. Therefore, there is no need to vote in this agenda.

**The meeting resolution** : The meeting acknowledged the Company's operating results for the year 2022 and the Company's annual report since this agenda is for acknowledgment therefore, no resolution is required.

**Agenda 3** To consider and approve the financial statements for the year ended December 31, 2022, which have been audited by a certified public accountant.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to the Company's Articles of Association Article 51 states that the Board of Directors must prepare a balance sheet and profit and loss account at the end of the fiscal year of the Company and present to the shareholders' meeting at the annual general meeting for approval. The Board of Directors must arrange for the auditor to complete the audit before presenting it to the shareholders' meeting.

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the financial statements. For the year ended December 31, 2022, which has been audited by a certified public accountant and has been approved by the Audit Committee and the Board of Directors. According to the details submitted with the attachment No. 2

Ms. Oytip Cholthichanun, Director and Chief Financial Officer report on Company's statement of financial position can be summarized as follows:

The Company's financial statements For the year ended December 31, 2022 has been audited by a certified public accountant. The auditor expressed the opinion that the Company's financial statements show financial position performance and cash flow It was materially correct as it should be in accordance with financial reporting standards, whereby

The company had total assets as of 31 December 2022 in the amount of 300.7 million baht, a decrease of 63.1 million baht from 2021, representing 17%.

The company has liabilities as of 31 December 2022 in the amount of 106.3 million baht, a decrease from 2021 in the amount of 11.2 million baht, representing 11%.

The Company had shareholders' equity as of December 31, 2022 in the amount of 205.6 million baht, a decrease from 2021 in the amount of 51.9 million baht.

Income Statement For the year 2022, the company had a net loss of 157.9 million baht, an increase from 2021 of 61.5 million baht, representing 64%.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
<b>Total</b>	<b>548,576,190</b>	<b>100.00</b>
Abstained	0	-
Void Ballot	0	-

**The meeting resolution :** The meeting resolved to approve the Company's financial statements. For the year ended December 31, 2022, which has been audited by the Certified Public Accountant as proposed in all respects with a unanimous vote

**Agenda 4** To consider and approve the omission of dividend payment and refrain from allocating the annual net profit as a legal reserve for the year 2022.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that according to Section 115 of the Public Company Limited Act B.E. 2535 and according to Article 46 of the Company's Articles of Association states that dividend payments from other types of money other than profits cannot be made. In the event that the company still has accumulated losses forbidden to pay dividends

And because the financial statements for the year ended December 31, 2022 of the Company which have been audited by the certified public accountant show that The company has accumulated loss in the separate financial statements which has not yet been appropriated amounting to 165,951,242 baht, therefore the company cannot pay dividends. In addition, in 2022 the company has a net loss in the separate financial statements of 67,534,752 baht, which according to section 116 of the Public Limited Companies Act. 1992 and Article 48 of the Company's Articles of Association stipulates that part of the annual net profit must be allocated as a reserve of not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) until this reserve is not less than 10 percent of the registered capital. Therefore, the Company cannot allocate profit as a legal reserve for the year 2022.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Total	548,576,190	100.00
Abstained	0	-
Void Ballot	0	-

**The meeting resolution :** The meeting resolved to approve the suspension of dividend payment. and refrain from appropriating the annual net profit as a legal reserve for the year 2022 as proposed in all respects by unanimous vote.

**Agenda 5** To consider and approve the election of directors to replace those who retire by rotation.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that according to Section 71 of the Public Company Limited Act B.E. 2535 and Article 18 of the Company's Articles of Association states that at every annual general meeting Directors must retire at least one-third (1/3) by rate. If the number of directors cannot be divided into three parts, then the number closest to one-third (1/3) shall be retired. The director who has been in office for the longest time shall retire by rotation. However, the director who vacates office at this time may be re-elected to assume office.

In this Annual General Meeting of Shareholders for the year 2023, the directors who must retire by rotation has the following list

- (1) Mr.Chavapas Ongmahutmongkol Director / Executive Director

(2) Mrs. Apinya Budsaratrakool Director / Executive Director

(3) Ms. Araya Putthipongthorn Independent Director / Audit Committee

Criteria for nomination of persons to be appointed as directors of the Company will be selected through the approval of the Nomination and Remuneration Committee before proposing to the Board of Directors. The selection will be based on knowledge, ability, experience, vision and credibility as well as being qualified in professional skills Specialization and has no prohibited characteristics as prescribed by law

Because all 3 directors are the original directors who currently work for the company All directors are persons with knowledge, abilities and expertise in their professions as well as considering the performance of the Company's directors, all 3 directors have performed well as the Board of Directors by using his experience to suggest policies to the company Therefore, it was proposed to the shareholders' meeting to consider and approve the re-election of the 3 directors who had retired by rotation to be directors for another term. Another term and definition of independent directors The Company sent to the shareholders together with the invitation letter for this meeting. (Details are in Enclosure 3)

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The meeting moderator informed the meeting that since this agenda had directors having conflict of interest in voting therefore invited all 3 company directors to leave the meeting room before voting.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting. and vote in accordance with Section 107(1) of the Public Company Limited Act B.E.2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

(5.1) Mr.Chavapas Ongmahutmongkol Director / Executive Director / as proposed in all respects by unanimous vote.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00



Total	548,576,190	100.00
Abstained	0	-
Void Ballot	0	-

(5.2) Mrs. Apinya Budsaratrakool                      Director / Executive Director / as proposed in all respects by unanimous vote.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Total	548,576,190	100.00
Abstained	0	-
Void Ballot	0	-

(5.3) Ms. Araya Putthipongthorn                      Independent Director / Audit Committee / as proposed in all respects by unanimous vote.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Total	548,576,190	100.00
Abstained	0	-

Void Ballot	0	-
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**The meeting resolution** : The meeting resolved to approve the election of following list (1) Mr.Chavapas Ongmahutmongkol (2) Mrs. Apinya Budsaratrakool and (3) Ms. Araya Putthipongthorn , the directors who had retired by rotation to be re-elected for another term as offered in all respects with a unanimous vote.

**Agenda 6 To consider and approve the remuneration of the Company's directors and sub-committees for the year 2023**

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to Article 30 of the Company's Articles of Association, directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other forms of remuneration. according to the regulations or as the shareholders' meeting will consider which may be defined as a fixed number or put it as a criterion and may be stipulated from time to time or shall remain in effect forever until there is a change.

The preceding paragraph does not affect the rights of the employees of the company who was elected as a director in which to receive compensation and benefits as an employee or employees of the company

Mr. Somchai Wuthisat, Legal Director and Company Secretary has reported the remuneration of the Board of Directors and the Sub-Committees of the Company for the year 2023 as follows:

The Board of Directors has considered and proposed the directors' remuneration to be at an appropriate level and in line with their obligations duties and responsibilities of Directors Therefore, it was considered and considered appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration of the Company's directors and sub-committees for the year 2023, which is the remuneration of the Company's directors. Audit Committee Nomination and Remuneration Committee Investment Committee and Risk Management Committee (total of 5 committees) in the total amount not exceeding 4,000,000 baht per year

In addition, in the past year, the Company has set annual remuneration for the Company's directors and committees 2022, which is the remuneration of the Company's directors Audit Committee Nomination and Remuneration Committee, Investment Committee and Risk Management Committee (total of 5 committees) in the total amount not exceeding 4,000,000 baht per year

In this regard, the remuneration of the Board of Directors and the Sub-Committees of the Company for the year 2023 totaling 5 committees are as follows:

Remuneration for the Board of Directors		Returns for the year 2022						Returns for the year 2023							
position	Number of directors/ committee	2022		Number of directors who receive remuneration	Approximate number of meetings attended	per month	per time	Number of directors/ committee	2023		Number of directors who receive remuneration	Approximate number of meetings attended	per month	per time	
		per month	per time						per month	per time					
Board of Directors	11														
Chairman		30,000	10,000	1	14	240,000	140,000		30,000	10,000	1	14	240,000	140,000	
Director		10,000	7,000	4	14	480,000	300,000		10,000	7,000	4	14	480,000	300,000	
Directors who are Executive Directors		-	-	-	-	-	-		-	-	-	-	-	-	-
Audit Committee	3														
Chairman		30,000	10,000	1	8	240,000	80,000		30,000	10,000	1	8	240,000	80,000	
Director		10,000	7,000	2	8	240,000	112,000		10,000	7,000	2	8	240,000	112,000	
Nomination and Remuneration Committee	4														
Chairman		-	8,000	1	4	-	80,000		-	8,000	1	4	-	80,000	
Director		-	3,000	2	4	-	48,000		-	3,000	2	4	-	48,000	
Investment Board	5														
Chairman		-	-	2	4	-	8,000		-	8,000	-	4	-	-	
Director		-	-	2	4	-	8,000		-	8,000	-	4	-	-	
Risk Management Committee	3														
Chairman		-	-	2	4	-	8,000		-	8,000	-	4	-	-	
Director		-	-	2	4	-	8,000		-	8,000	-	4	-	-	
<b>Total meeting allowance for the year</b>			<b>1,986,000</b>			<b>1,200,000</b>	<b>798,000</b>		<b>estimate</b>	<b>1,886,000</b>			<b>1,200,000</b>	<b>798,000</b>	

note:  
1. Director whose activities as employees of the company, their non-board remuneration as a director of the company and sub-committee.  
2. Director whose Director/STP not receive compensation as a Director with company stock/other sub-committee.  
3. The amount of remuneration for the year 2023 is estimated based on determining allowance, meeting remuneration, remuneration per time, and special remuneration.

**I would like to propose the remuneration for the year 2023 not exceeding 4,500,000 baht.**

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than two-thirds of the total votes of the shareholders attending the meeting according to Section 90 of the Public Limited Companies Act B.E. 2535.

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
<b>Total</b>	<b>548,576,190</b>	<b>100.00</b>

**The meeting resolution** : The meeting resolved to approve the remuneration of the Company's directors and sub-committees for the year 2023 as proposed in all respects by unanimous vote.

**Agenda 7 Consider and approve the appointment of auditors and approve the auditor's remuneration for the year 2023**

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to the Public Company Limited Act B.E. 2535, Section 120 and Article 54 of the Company's Articles of Association states that the annual general meeting of shareholders shall appoint an auditor every year. The shareholders' meeting may elect the auditor who has left to take up the position again and the shareholders' meeting shall determine the remuneration that the auditor should receive.

Audit Committee Considered the suitability in terms of qualifications, workload and performance compared to the proposed audit fee. Therefore proposed to the Board of Directors To consider and propose to the shareholders' meeting to appoint an auditor from Karin Audit Company Limited to be the auditor for the year 2023 of the Company as follows:

- 1) Mr. Komin Linprachaya Certified Public Accountant Registration number 3675 and/or
- 2) Mr. Jesada Hangsapruet, Certified Public Accountant Registration number 3759 and/or
- 3) Mr. Supoj Mahantachaisakul, Certified Public Accountant Registration number 12794 and/or
- 4) Ms. Kanwarat Saksriborworn Certified Public Accountant Registration number 13273 and/or
- 5) Ms. Kannika Wipanut Certified Public Accountant Registration number 7305 and/or
- 6) Mr. Jiroj Sirirorote Certified Public Accountant Registration number 5113 and/or
- 7) Ms. Nonglak Pattanabundit, Certified Public Accountant Registration number 4713 and/or
- 8) Ms. Sumana Seniwong Na Ayutthaya Certified Public Accountant Registration number 5897 and/or
- 9) Mr. Worapol Viriyakulpong Certified Public Accountant Registration number 11181 and/or
- 10) Mr. Poj Asawasantichai Certified Public Accountant Registration number 4891
- 11) Mr. Wichien Prungpanich Certified Public Accountant Registration number 5851
- 12) Ms. Kochamon Shunhuan Certified Public Accountant Registration number 11536
- 13) Ms. Bongkocharat Sarumsiri Certified Public Accountant Registration number 13512
- 14) Mr. Thanatit Raksathien Certified Public Accountant Registration number 13646

Of Karin Audit Company Limited or other certified public accountant assigned by Karin Audit Company Limited to be the auditor for the year 2023 of the Company and its subsidiaries.

In this regard, the auditors according to the names proposed for appointment as the auditors of the above companies Has no relationship or interest with the Company or its subsidiaries, executives, major shareholders or those related to such persons in a manner that will affect the independent performance of duties in any way

By proposing to appoint any one of the auditors as listed above to be an auditor and express an opinion on the Company's financial statements For the fiscal year ending on December 31, 2023 and the Company's specific audit fee is 800,000 baht, and the audit fee of the company and its subsidiaries (9 subsidiaries according to the names specified in the table below), totaling 10 companies, totaling 1,915,000 baht. The aforementioned audit fee does not include travel expenses and other expenses (if any), with details as follows:

Number	List of Companies	Status	Year 2022	Year 2023
1	B-52 Capital PLC	Listed Company	800,000	800,000
2	Tanjai Distribution Co.,Ltd.	Subsidiary Company	150,000	120,000
3	Tanjai D Money Service Co.,Ltd.	Subsidiary Company	90,000	130,000
4	One Digitalm Network Co.,Ltd.	Subsidiary Company	180,000	180,000
5	Solution Fly Co.,Ltd.	Subsidiary Company	165,000	165,000
6	M Quality Product Co.,Ltd.	Subsidiary Company	60,000	60,000
7	M Novation Plus Co.,Ltd.	Subsidiary Company	90,000	90,000
8	Tanjai D Money Transfer Co.,Ltd.	Subsidiary Company	90,000	60,000
9	M Med Pharma Co.,Ltd.	Subsidiary Company	100,000	115,000
10	Yets&More Co.,Ltd	Subsidiary Company	100,000	195,000
<b>Total</b>			<b>1,825,000</b>	<b>1,915,000</b>

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
<b>Total</b>	<b>548,576,190</b>	<b>100.00</b>
Abstained	0	-
Void Ballot	0	-

**The meeting resolution :** The meeting resolved to approve the appointment of auditors. and determine the auditor's remuneration for the year 2023 as proposed in all respects with unanimous votes.

**Agenda 8** Consider and approve the reduction of the company's registered capital by cutting off the unissued registered shares of the Company and amendments to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital.

The chairman asked the secretary of the meeting to Clarify details to the meeting

The meeting moderator reported to the meeting that with the company plans to increase the registered capital from the number that has already been registered which will be discussed in the next agenda from this agenda, but because Section 136 of the Public Limited Companies Act B.E.2535. The criteria were established that the addition of Capital of a public limited company this can be done only when there are no unsold shares left. If proceeding to increase the company's capital. As mentioned, the registered capital must be reduced first. By cutting off registered shares that have not yet been issued. At present, the company has 193,047,872 unissued ordinary shares remain. The company therefore needs to reduce its registered capital. The company's registration amount is 96,523,936 baht from the original registered capital. 465,197,630.50 baht as registered capital in the amount of 368,673,694.50 baht by eliminating the number of unissued registered shares of the Company, which are ordinary shares 193,047,872 shares with a par value of 0.50 baht per share.

The Board of Directors considered and considered appropriate to propose to the Annual General Meeting of Shareholders. Consider and approve the capital reduction The company's registered capital amounted to 96,523,936 baht from the original registered capital of 465,197,630.50 baht as registered capital

registered in the amount of 368,673,694.50 baht by eliminating the unissued registered shares of the Company, which are the number of ordinary shares 193,047,872 shares with a par value of 0.50 baht per share and the amendment of Clause 4 of the Company's Memorandum of Association to consistent with the reduction of the company's registered capital.

“Clause 4. Registered capital amount 368,673,694.50 baht

Divided into 737,347,389 shares

0.50 baht per share

divided into

Ordinary shares 737,347,389 shares

Preferred shares - shares ”

In this regard, assign the authorized directors to bind the company or the person whom the authorized directors binds. Company assign is the person having the authority to sign the request. Or in any documents related to the registration of the amendment of the memorandum of association of the company And filing an application for registration of amendments to the Company's Memorandum of Association with the Department of Business Development Ministry of Commerce Actions to amend, add or change the request or the text in the said document relating to the registration of the amendment of the Memorandum of Association of the Company to be filed with the Department of Business Development Ministry of Commerce Including having the power to take any action as necessary and in connection with such action as it deems appropriate. And to comply with the law Regulations and the interpretation of the relevant government agencies including by the advice or order of the registrar or officer.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote in accordance with Section 139, in conjunction with Section 140 and Section 31 of the Public Company Limited Act, B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
<b>Total</b>	<b>548,576,190</b>	<b>100.00</b>

**The meeting resolution** : The meeting resolved to approve the reduction of the company's registered capital in the amount of 96,523,936 baht from the original registered capital of 465,197,630.50 baht as registered capital 368,673,694.50 baht by eliminating the Company's unissued registered shares, which are 193,047,872 ordinary shares, with a par value of 0.50 baht per share, and the amendment of the Memorandum of Association Clause 4. of the Company to be consistent with the reduction of the Company's registered capital as proposed in all respects by unanimous vote.

**Agenda 9** Consider and approve the Company's registered capital increase General Mandate and amendments to Clause 4 of the Company's Memorandum of Association to comply with the Company's registered capital increase.

The chairman asked the secretary of the meeting to Clarify details to the meeting

The meeting moderator reported to the meeting that The company has plans to expand the business continuously with the objective of increase revenue and profit for the company to meet the goals which will generate returns for shareholders So to increase liquidity and support the expansion of the company's business as well as increase the ability to obtain funding sources from the capital market appropriately and with flexibility in the event that the Company has a need for investment Therefore, the Board of Directors resolved to approve the general meeting of shareholders to consider and approve the increase of the Company's registered capital under a general mandate.

The Board of Directors considered and agreed to propose to the 2023 Annual General Meeting of Shareholders for consideration approved the increase in the registered capital of the company by forming a general mandate in the amount of 110,602,108 baht from original registered capital amount 368,673,694.50 baht, a new registered capital of 479,275,802.50 baht by issuing shares new ordinary shares of not more than 221,204,216 shares with a par value of 0.50 baht per share to be offered to (1) the existing shareholders



(Right Offering) in proportion to the existing shareholding and (2) Private Placement as details appear according to the capital increase report form according to Enclosure 4 and the amendment to Clause 4 of the Company's Memorandum of Association so that in line with the company's registered capital increase.

“Clause 4. Registered capital amount 479,275,802.50 baht

Divided into 958,551,605 shares

0.50 baht per share

divided into

Ordinary 958,551,605 shares

Preferred shares - shares ”

In this regard, assign the authorized directors to bind the company or the person whom the authorized directors binds. Company assign is the person having the authority to sign the request. Or in any documents related to the registration of the amendment of the memorandum of association of the company And filing an application for registration of amendments to the Company's Memorandum of Association with the Department of Business Development Ministry of Commerce Actions to amend, add or change the request or the text in the said document relating to the registration of the amendment of the Memorandum of Association of the Company to be filed with the Department of Business Development Ministry of Commerce Including having the power to take any action as necessary and in connection with such action as it deems appropriate. And to comply with the law Regulations and the interpretation of the relevant government agencies including by the advice or order of the registrar or officer.

One shareholder there was a question to the meeting whether the Company had a business plan to use and strategies that are different from before as informed in the meeting Regarding the period and promotions, causing losses in 2022, estimating when the period will return to profit. And how much opportunity and risk are assessed in achieving the plan

Ms. Narawadee Worawanitcha Director and Chief Executive Officer He clarified to the meeting that It can be seen that the loss in 2022 came from the operations of its subsidiary (Thanjai Distribution Co., Ltd.), with most of the losses arising from transportation costs. And the expenses that such subsidiaries need to create a transaction from buying-selling with the shopkeeper who is our member. Along with accepting offline shop members to online platforms this makes the company have about 100,000 members who are grocery stores.

Executives and management view that in 2023 and the next year, the company and the aforementioned subsidiary can change the direction of operations to generate income from services. Replace income from product sales from which we can remove the buying behavior the interactions with the Company are used to conduct financial and other services with various partners who may require the Company to market to them. Or want the company to help sell financial products such as loans, insurance, etc.

Another part of that increased loss derived from the impairment record which is an accounting loss and there is a reason for the fact that the Company and its subsidiaries operating results that are less than expected However, the executives must admit that the COVID-19 situation has been in the past and is longer than expected causing the loss to be significantly greater than expected Because in addition to the customer to reduce the budget causing the company to earn less income immediately

As for estimating when and how long it will return to profit Executives and management are committed to using their utmost potential and efforts to find solutions that will benefit the business operations of the Group for better operating results and in order to generate profit in the end.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote in accordance with Section 136, in conjunction with Section 31 of the Public Company Limited Act, B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
<b>Total</b>	<b>548,576,190</b>	<b>100.00</b>

**The meeting resolution :** The meeting resolved to approve the increase of the company's registered capital

under a general power of attorney (GeneralMandate) another amount of 110,602,108 baht from the original registered capital of 368,673,694.50 baht, a new registered capital of 479,275,802.50 baht by issuing new ordinary shares of not more than 221,204,216 shares with a par value of 0.50 baht per share and the amendment of the Memorandum of Association Clause 4 of the Company to be consistent with the increase of the Company's registered capital as proposed in all respects by unanimous vote.

**Agenda 10** To consider and approve the allocation of new ordinary shares of the Company in the amount of not more than 221,204,216 shares with a par value of 0.50 baht per share to support the capital increase under a general mandate.

The Chairman asked the meeting secretary to explain the details to the meeting.

The meeting moderator reported to the meeting that The Board of Directors considered and considered appropriate to propose to the meeting. Annual General Meeting of Shareholders Year 2023 to consider and approve the allocation of new ordinary shares of the Company in the amount of not more than 221,204,216 shares with a par value of 0.50 baht per share to support the capital increase under a general mandate, with details of the allocation of shares new ordinary shares as follows:

(1) Allocation of new ordinary shares of the Company in the amount of not more than 147,469,478 shares with a par value of 0.50 baht per share or equivalent to 20 percent of the Company's paid-up capital at present (the Company's paid-up capital at present is 737,347,389 shares) to be offered to the existing shareholders (Right Offering) in proportion to their existing shareholding According to the general power of attorney (General Mandate)

In this regard, authorize the Board of Directors to to consider and allocate and offer for sale one time or in parts for an occasional offering, including the power to take any action necessary and in connection with the offering of newly issued ordinary shares in all respects, for example: For example, the date to determine the names of shareholders who have received the rights to allocate shares (Record Date: XR), the purpose of issuing new ordinary shares offering pricing offer period allocation rate methods of allocation and payment of shares, etc., including changes in the offering period Subscription and Payment of Newly Issued Ordinary Shares Prescribing conditions and details for the issuance of such newly issued ordinary shares as it deems appropriate as well as correcting the wording or text in the document Minutes of the shareholders' meeting Memorandum of Association and/or various requests and/or take any action to comply with the Registrar's order in submitting the registration of the increase of registered capital of the Company to the Department of Business Development. Ministry of Commerce from time to time according to the payment of the subscriber of the newly issued ordinary shares in each time including listing the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and submission of documentary information to the Department of Business Development Ministry of Commerce, SEC Office, The Stock Exchange of Thailand or other related agencies

(2) Allocation of new ordinary shares of the Company in the amount of not more than 73,734,738 shares with a par value of 0.50 baht per share or equivalent to 10 percent of the company's paid-up capital at present (the company's paid-up capital at present is 737,347,389 shares) to be offered to a specific person in a private placement (Private Placement) under a general mandate form to propose sell at once or divided into parts for sale from time to time According to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for listed companies to offer new shares to specific investors which such person must not be a connected person of the Company According to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Operating Principles of Listed Companies in Connected Transactions B.E. by assigning the Board of Directors has the power to determine the offering price of shares according to market conditions during the offering of shares to investors which must not be lower than the weighted average price of shares in the Stock Exchange of the past for not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date of setting the offering price for each time. Offered for sale at a discount but not more than 10% of the said market price.

In this regard, authorize the Board of Directors to to consider and determine other details related to the allocation and offering of newly issued ordinary shares, such as the selection of investors in a private placement; Conditions and details related to the allocation and offering of newly issued ordinary shares and/or the allocation of newly issued ordinary shares as consideration for the acquisition of assets Negotiating and signing documents and contracts related to the allocation and offering of newly issued ordinary shares and signing various request for permission documents and necessary evidence related to the allocation of the newly issued ordinary shares as well as specifying conditions and details for the issuance of such newly issued ordinary shares as it deems appropriate as well as correcting the wording or text in the document Minutes of the shareholders' meeting Memorandum of Association and/or various requests and/or take any action to comply with the Registrar's order in submitting the registration of the increase of registered capital of the Company to the Department of Business Development. Ministry of Commerce from time to time according to the payment of the subscriber of the newly issued ordinary shares in each time including listing the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and submission of documentary information to the Department of Business Development Ministry of Commerce, SEC Office, The Stock Exchange of Thailand or other related agencies.

Allocation of newly issued ordinary shares to the abovementioned private placement Under no circumstances shall any subscriber of the newly issued ordinary shares increase the Company's shares in a manner that increases to or crosses the point of making a tender offer as specified in the announcement. Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers and in a manner that violates the foreign shareholding restrictions as specified in the Company's Articles of Association

Allocation of newly issued ordinary shares under (1) and (2), a total of not more than 221,204,216 shares, or equivalent to 30 percent of the Company's paid-up capital as of the date the Board of Directors resolved to increase the capital through a general power of attorney. (General Mandate) in the amount of 368,673,694.50 baht or equivalent to 737,347,389 paid-up shares (par value 0.50 baht per share) under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Rules, Conditions and Methods for Disclosure of Information and any practices of listed companies B.E. 2560

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
<b>Total</b>	<b>548,576,190</b>	<b>100.00</b>
Abstained	0	-
Void Ballot	0	-

**The meeting resolution** : The meeting resolved to approve the allocation of new ordinary shares of the Company in the amount of not more than 221,204,216 shares. The par value of 0.50 baht per share to support the capital increase under a general mandate as proposed in all respects with a unanimous vote

**Agenda 11** Consider other matters (if any).

As there were no other questions, the Chairman thanked all shareholders and directors attending the meeting and closed the meeting

The meeting was adjourned at 11.45 a.m.

- Signature -

(Mr. Suthep Pongpitak)

Chairman of the meeting

- Signature -

(Mr. Somchai Wuthisat)

Legal Director and Company Secretary / Meeting Recorder

**Information on the disposal of assets**  
**of**  
**B-52 Capital Public Company Limited**  
**(The transaction is considered a connected transaction)**

The Board of Directors' Meeting of B-52 Capital Public Company Limited (“the Company”) No. 3/2023 held on May 16, 2023 resolved to approve the proposal to the Extraordinary General Meeting of Shareholders No. 1/2023. On June 28, 2023, to consider and approve the disposal of assets (ordinary shares in Than Jaidee Money Service Co., Ltd., a subsidiary) of the Company and considered a connected transaction as follows:

**1. Date, month, year of the transaction**

After obtaining approval from the Extraordinary General Meeting of Shareholders No. 1/2023 on June 28, 2023, the Company expects that the transaction will be completed within 30 days from the date that the Extraordinary General Meeting of Shareholders No. 1/2023 resolved to approve the transaction.

**2. Parties involved and relationship with listed companies**

Seller : B – 52 Capital Public Company Limited (Company)

Buyer : Mr. Jirawut Kuwanan

Relationship with the company : The buyer is a connected person of the company. The buyer is a major shareholder of the Company. The information of the Company's shareholders as of March 20, 2023, which is the record date for determining the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date). The buyer is the 1st major shareholder. By holding 49.38% of shares in the Company

**3. General characteristics of the transaction and details of the disposed assets**

The Board of Directors' Meeting No. 3/2023, held on May 16, 2023, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to be held on June 28, 2023 to approve the Company Disposition of ordinary shares in Than Jaidee Money Service Co., Ltd. (“TJDM”) \* (subsidiary 100 %) in the proportion of 90.1 % in such company to Mr. Jirawut Kuwanan who is a major shareholder. of the Company The

aforementioned transaction is regarded as a connected transaction (which will be a business sale of such company after such company has already increased its registered capital in the amount of 21,000,000 baht).

Remark \* As of May 16, 2023, Than Jaidee Money Service Co., Ltd. (TJDM) has a registered capital and paid-up capital of 5,000,000 baht, consisting of 50,000 ordinary shares with a par value of 100 baht per share. On May 15, 2023, TJDM Has scheduled a shareholders' meeting to consider approving the increase of the registered and paid-up capital in the amount of 21,000,000 baht to be the new registered and paid-up capital of 26,000,000 baht.

On May 25, 2023, TJDM has registered an increase in the registered and paid-up capital of another 21,000,000 baht to a new registered and paid-up capital of 26,000,000 baht to the Limited Partnership Registrar. Department of Business Development Ministry of Commerce is completed

In this regard, the capital increase in the amount of 21,000,000 baht of TJDM, the Company participated in the whole capital increase. The source of funds is from the Company's internal cash flow. Therefore, such capital increase is as if to forgive debt to TJDM in order to restructure debt and capital structure of TJDM for good efficiency.

After the above capital increase, TJDM will have registered capital and paid-up capital of 26,000,000 baht, consisting of 260,000 ordinary shares with a par value of 100 baht per share

The Company has and uses measures to prevent or eliminate conflicts of interest (Conflict of Interest) interest) in various dimensions of measures such as shareholding structure measure, the Company will hold less than 10% of shares in TJDM, measure of business competition or overlapping business, the Company and TJDM will enter into a non-competitive or overlapping agreement. Shareholding Measures and Shareholding Proportion The Company will control its shareholding in TJDM to less than 10% or decrease its shareholding proportion as the case may be.

Therefore, after the above capital increase, the Company will sell 234,260 shares of TJDM, representing is 90.1% to the buyer

The reason why TJDM has to specify the transaction conditions for TJDM to increase the paid-up capital of another 21,000,000 baht before the transaction

In case of having to increase the paid-up capital by another 21,000,000 baht before the transaction in order for TJDM to have the ability to use the proceeds from such capital increase to repay the Company's loans in the



amount of 14.50 million baht and other debts to Company and other payables totaling 6.30 million baht (consisting of the Company's debt of 5.96 million baht and other payables of 0.34 million baht, which are not related to the Company, such as the Revenue Department, employee commission estimates, and creditors to other companies, etc.), totaling approximately 20.80 million baht (estimated net balance as of June 30, 2023), which will eliminate the accounting liabilities of TJDM and the Company. And causing the shareholders' equity from negative to positive at approximately 3.40 million baht (estimated net balance as of June 30, 2023 by the Company). The debt to equity ratio has stabilized and has improved.

The reason why the company Remaining 9.9% of the shareholding

Because the company has considered and foreseen that Mr. Jirawut Kuwanan, who bought 90.1% of TJDM's shares, is a person with ability has the potential and owns the business that is conducive to TJDM's business, because the buyer is a major shareholder in the company Kow Yuha Motor Co., Ltd., which is the official representative of the company Tri Petch Isuzu Sales Co., Ltd. is an Isuzu car dealer. both in terms of distribution after sales service and full range of spare parts Currently, there are showrooms and sales offices located in Bangkok and its vicinity and 4 other provinces in the northeastern region, namely Khon Kaen, Mahasarakham, Roi Et, Loei, and in the future, there are plans to expand the business to members of grocery shop owners on the Than Jaidee platform nationwide. Because shop owners who are in the capacity of small businesses will need a lot of Isuzu pickup trucks. In this regard, the Company has set the service price conditions for TJDM in the amount of 50,000 baht per month plus 2 percent of sales before VAT. The price for such service is a reasonable price. This will result in TJDM being able to generate returns. which will be beneficial to the Company In maintaining the shareholding proportion in TJDM at 9.90 percent because the Company There is still confidence in TJDM's business that will have a chance to grow. And will mainly consider the best interests of the Company's shareholders if TJDM's business will increase capital in the future, which the Company may consider increasing capital. but vice versa If TJDM's future performance is not as expected, the Company may consider not increasing its capital and/or reducing its shareholding percentage. Such consideration will be for the best interests of the Company's shareholders.

Incidentally, to maintain the shareholding percentage in TJDM of the Company at 9.9%, because the Company Have confidence in TJDM's business and will mainly consider the best interests of the Company's shareholders.

If TJDM's business grows and TJDM will continue to increase its capital in the future, the Company may consider increasing its capital. But on the other hand, if TJDM's future performance is not as expected, which may result in the Company Consider not increasing capital and/or reducing shareholding proportion.

#### Reason for selling to buyer

The reason why the Company sold 90.1% of shares in TJDM to Mr. Jirawut Kuwanan, who is a major shareholder of the Company, was due to the consideration that Mr. Jirawut Kuwanan was a shareholder. Potential, ability and suitability for managing TJDM to create value added and generate business benefits continually and steadily. Which will result in the Company Receive the highest returns as a shareholder of TJDM Another main reason why Mr. Jirawut Kuwanan is the most suitable buyer is that Mr. Jirawut Kuwanan is the buyer who can agree to accept the terms and conditions offered at a fair price within the time that the company set goals, enabling the Company to mitigate risks that may arise with the Company's ability to continue operations. That can happen within a fast and appropriate time.

In this regard, the Company has hired Capital One Partners Company Limited, a financial advisory firm approved by the Office of the SEC, to assess the fair value of TJDM's business. Financial advisor The Company has evaluated the firm value of TJDM by using the Discounted Cash Flow Approach (DCF) with the intrinsic value of shareholders' equity equal to 33.64 million baht with sensitivity analysis between 29.76 – 38.27 million baht or equivalent to the value of TJDM per share between 114.48 – 147.19 baht per share

In addition, the Company will sell 234,260 shares of TJDM, representing 90.1%, to the Buyer at a total price of 30,000,000 baht (thirty million baht), equivalent to a value per share of 128.06 baht per share.

The disposition of TJDM's ordinary shares is considered a disposition of assets of a listed company. According to the Notification of the Capital Market Supervisory Board No. TorJor.20/2551 and the announcement of the Board of Governors of the Stock Exchange of Thailand 2547 dated October 29, 2004 and its amendments. And the transaction is considered a transaction with a connected person under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions. and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies on Connected Transactions B.E. 2546, which has a large transaction size. The size of the

transaction is more than 20 million baht and more than 3% of the NTA, which requires the company to prepare a report and inform the SET. and seeking approval from the shareholders by appointing an independent financial advisor to provide opinions to the shareholders.

### Summary of details of TJDM

Name of business : Than Jaidee Money Service Co., Ltd.

Type of business : Operates in the business of providing financial services in the form of agents or brokers. Act as an intermediary in introducing and coordinating between partners, business partners, financial and insurance service providers including financial institutions Credit service providers, insurance companies such as business loans Car and personal loans or insurance recommendation point to the list of members of the wholesale and retail network in the company's "Than Jaidee" platform

Office Location : No. 973 President Tower, 7th Floor, Room No. 71, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok

Capital structure : As of May 25, 2023, TJDM has registered the capital increase and paid-up capital with the Limited Partnership Registrar. Department of Business Development Ministry of Commerce Already, TJDM has a registered capital and paid-up capital of 26,000,000 baht, consisting of 260,000 ordinary shares with a par value of 100 baht per share.

Before increasing the registered capital of TJDM, the shareholder structure is as follows.

No.	List of shareholders	Number of shares	%
1	B – 52 Capital PLC	49,998	99.996
2	Mr. Piyapong Wechsetthanon	1	0.002
3	Mr. Chawapas Ongmahatmongkol	1	0.002
	Total	50,000	100.00

However, after May 15, 2023, TJDM has scheduled a shareholders' meeting to consider approving the increase of the registered and paid-up capital of 21,000,000 baht to a new registered and paid-up capital of 26,000,000 baht.

After the capital increase above, TJDM will have registered and paid-up capital as amount 26,000,000 baht, consisting of 260,000 ordinary shares with a par value of 100 baht per share

After the capital increase of TJDM, the shareholder structure will be as follows:

No.	List of shareholders	Number of shares	%
1	B – 52 Capital PLC	259,998	99.999
2	Mr. Piyapong Wechsetthanon	1	0.0004
3	Mr. Chawapas Ongmahatmongkol	1	0.0004
	Total	260,000	100.00

In case if the Extraordinary General Meeting of Shareholders 1/2023 of the Company, which will be held on June 28, 2023, resolved to approve the Company to sell 90.1% of TJDM shares (equivalent to 234,260 shares) to Mr. Jirawut Kuwanan. (Buyer) will cause the shareholding structure of TJDM to be as follows.

After entering into the asset disposition transaction to a connected person, TJDM will have the following shareholder structure:

No.	List of shareholders	Number of shares	%
1	Mr. Jirawut Kuwanan	234,260	90.10
2	B – 52 Capital PLC	25,740	9.90
	Total	260,000	100.00

After entering into the said transaction, the Company's shareholding in TJDM will be less than 10%, TJDM will no longer be a subsidiary/associated company of the Company. This is in accordance with Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares no longer being a subsidiary and associated company of the Company without a person who may have conflicts of interest holding more than 10% of shares in a subsidiary or associated company

List of Board of Directors of TJMD at present (before the transaction)

1. Mr. Piyapong Wechsetthanon Director
2. Ms. Narawadee Worawanitcha Director

### 3. Mr. Somchai Wutthisat Director

#### List of Board of Directors of TJMD (after transaction)

Directors of TJMD, the purchaser will allocate their representatives to serve as directors in the number and proportion they deem appropriate.

#### Summary of financial position and operating results of TJDM

(Unit: Baht)	End of year 2021	End of year 2022
Total assets	11,401,485	13,419,409
Total liabilities	27,058,659	19,487,905
Paid-up capital	1,250,000	5,000,000
Retained earnings	(9,336,420)	(18,639,280)
Total Equity	(8,086,420)	(13,639,280)
Total income	70,690	2,775,315
Total cost	(7,885,333)	(12,298,248)
Net Profit/(Net Loss)	(7,814,643)	(9,522,933)

#### 4. Criteria for calculating transaction size

The financial statement data used in the calculation are as follows:

	Company's financial statements (consolidated) ended 31 March 2023 (baht)	TJMD financial statements ended on 31 March 2023 (baht)
Total assets	276,056,022	5,456,921
Intangible assets	31,564,721	-
Deferred tax assets	1,245,525	-
Goodwill	28,471,250	-
Total liabilities	89,931,716	21,067,534

Equity (owner's equity)	189,633,313	(15,610,612)
Minority interest (non controlling interest)	(3,509,007)	-
Net Profit (Loss)	(17,714,170)	(1,971,331)

Calculation of transaction size based on criteria

Transaction Size Calculation Criteria	Accounted for item size
Value of Asset (NTA) Basis <u>% NTA of transaction X 100</u> _____ NTA of listed companies	Cannot be calculated because the NTA of the transaction is negative.
Net profit criteria from operations <u>% net profit of company buying or selling X 100</u>  Net profit of the listed company	Cannot be calculated due to listed companies and business transactions have a loss
Total Value of Consideration Criteria <u>Amount paid or received X 100</u>  Total assets of listed companies	10.87 %
Criteria for the value of shares issued by a listed company to pay for assets  <u>The number of shares issued by the listed company to pay for assets X 100</u> The number of issued and paid-up shares of the listed company	Cannot be calculated because no shares are issued to pay for the assets.

\*Maximum transaction size Calculate transaction size according to the total value of consideration criteria equal to 30,000,000 / 276,056,022 equal to 10.87 percent of the total assets of the listed company during the period of 6 months prior to entering into such transaction The company has not made any asset disposition transaction. However, such transactions considered as a connected transaction According to the Notification of the Capital Market Supervisory Board No. Tor Jor.21/2551 and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies on Connected Transactions B.E. 2546 which has a large list size The size of the transaction is more than 20 million baht and more than 3% of the NTA, which requires the company to prepare a report and inform the SET. and seek approval from the shareholders by appointing an independent financial advisor to express opinions to the shareholders as follows:

(1) Prepare a report and disclose information on the transaction of the Company to the Stock Exchange of Thailand.

(2) Organize the Company's shareholders' meeting. The notice of the shareholders' meeting was sent at least 14 days in advance of the meeting date. to get approval from the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. excluding interested shareholders

(3) Appoint an independent financial advisor (IFA) to perform the relevant duties. Including giving opinions as specified in the Notifications on Connected Transactions. IFA must express opinions on various matters such as the reasonableness and benefits of the transaction to the Company. Fairness of price and transaction conditions and risks, etc.

In this regard, the Company will appoint Avantgarde Capital Co., Ltd. as an Independent Financial Advisor (IFA) to provide opinions on the transaction to the shareholders.

Calculation of the transaction size of a connected transaction, type of transaction relating to assets or services

	Company's financial statements (consolidated) ended 31 March 2023 (baht)
Total assets	276,056,022
Intangible assets	31,564,721
Deferred tax assets	1,245,525
Goodwill	28,471,250
Total liabilities	89,931,716
Minority interest (non controlling interest)	(3,509,007)
Net Tangible Assets (NTA)	121,333,803

Note: Net Tangible Assets (NTA) = Total Assets – Total Liabilities – Intangible Assets – Equity minority. The intangible assets are goodwill, deferred expenses, etc.

Comparison calculation criteria	Calculation steps	Calculation (million baht)	Transaction size (%)
Net tangible assets (NTA)	$\frac{\text{Total Value of Share Disposal Transaction} \times 100}{\text{NTA of the Company}}$	$(30.60 * X 100)$ 121.33	25.22

Remark : \* The sum of the value of consideration of 30.00 million baht from the sale of TJDM ordinary shares to the buyer, who is a major shareholder of the Company Considered as a connected person Including expenses related to TJDM and the Company from providing TJDM with the Than Jai Platform

after the transaction. Which is considered a connected transaction, type 2, normal business support to TJDM in the amount of 0.60 million baht, calculated from the platform service fee of 0.05 million baht per month. The total value of connected transactions is 30.60 million baht.

However, the amount of 3% of NTA is equal to 3.64 million baht. Therefore, the value of the total transaction size is 30.60 million baht (calculated from the sum of the value of consideration of 30.00 million baht and expenses that are related transactions of TJDM and the Company from providing TJDM with the Instant Jai platform after the transaction amounting to 0.60 million baht), thus representing a connected transaction size of 25.22% of NTA, which is considered a large connected transaction with a transaction size of more than 20 million baht and more than 3% of NTA

#### 5. Value of disposed assets

Ordinary shares of TJDM which Capital One Partners Co., Ltd., a financial advisory firm that has been Approved by the Office of the SEC to assess the value by using the Book Value Approach by calculating net assets or equity value. As shown in the statement of financial position ended December 31, 2022 with the value of shareholders' equity at (13.64) million baht, equivalent to (272.79) baht per share with both the aforementioned financial advisory firm. In addition, the appraisal was made by adjusting the book value of assets (Adjusted Book Value Approach) as shown in the statement of financial position ended December 31, 2022, adjusted with items of property, plant and equipment, capital increase in the amount of 21 million baht for payment. Repay the loan to the Company To reflect the market value or fair value of such assets. The book value of shareholders' equity (after adjustment) was 5.39 million baht, equivalent to 20.73 baht per share.

**6. Total Value of Consideration Criteria** : Refers to the monetary value received from the sale of assets. with the total value of consideration in the amount of 30,000,000 baht

Which will consider that the value of consideration (selling price) in the amount of 30,000,000 baht is higher than the book value and the book value. (After adjustment), the Company has used the total value of consideration (selling price), which is a high value, used to calculate the above mentioned transaction size.

#### 7. Criteria used to determine the share purchase price

In this regard, the Company has hired Capital One Partners Company Limited, a financial advisory firm approved by the Office of the SEC, to assess the fair value of TJDM's business financial advisor Appraised the firm value of TJDM by using the Discounted Cash Flow Approach (DCF) with the intrinsic value of shareholders' equity equal to 33.64 million baht with sensitivity analysis between 29.76 - 38.27 million baht or equivalent to per share between 114.48 – 147.19 baht per share

In addition, the Company will sell 234,260 shares of TJDM, representing 90.1%, to the Buyer at a total price of 30,000,000 baht (thirty million baht), equivalent to a value per share of 128.06 baht per share.



## 8. Expected benefits that the Company will receive

The Company expects that entering into such transactions will allow the Company to receive benefits as follows:

- Since TJDM has continued losses and is likely to continue to lose. Although the company has to find new business partners. But it's still not profitable in the current economic climate. The sale of TJDM was able to stop the continuing loss. This will benefit the overall performance of the Company that will no longer have to bear the loss of TJDM.
- Reduce the Company's cash flow burden which must be sent as working capital to TJDM continually Improves the company's liquidity
- Make the company have more cash flow. As a result, the company has more liquidity in the business operations of the company group.
- Allowing the Company to recognize income from such transactions.

## 9. Plan for utilizing the proceeds from the sale of assets

The company plans to use the proceeds from the sale of TJDM shares in the proportion of 90.1%, totaling approximately 30,000,000 baht, which will be used as working capital for the potential business expansion plans of the company group.

## 10. Conditions for entering into the transaction

Important conditions precedent before entering into the transaction

(1) TJDM must increase the registered and paid-up capital of 21,000,000 baht from the original registered and paid-up capital of 5,000,000 baht to a new registered and paid-up capital of 26,000,000 baht.

On May 25, 2023, TJDM has registered an increase in the registered and paid-up capital of another 21,000,000 baht to a new registered and paid-up capital of 26,000,000 baht to the Limited Partnership Registrar. Department of Business Development Ministry of Commerce is completed.

(2) The Company must obtain approval from the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on June 28, 2023, in order to be able to enter into the TJMD share sale transaction.

## 11. Opinion of the Board of Directors

board meeting has considered the disposal of assets this time with careful attention and have an opinion Entering into the transaction, in which the value of the disposition of this transaction, in the total amount of 30,000,000 baht, will be beneficial to the Company which made the company There is an opportunity to use the said amount of money to further expand the business or activities of the Company Group. This will lead to the creation of added value for the shareholders of the Company sustainable in the future

12. Opinions of the Board of Directors and/or the Audit Committee that are different from the opinions of the Board of Directors in Item 11.

-Do not have-

Please be informed accordingly.

Yours Faithfully,

*-Naravadee Waravanitcha-*

(Ms. Naravadee Waravanitcha)

Chief Executive Officer

- Translation -

Independent Financial Advisor's Opinions Report  
On the Disposal of Assets and Connected Transactions Concerning  
the Disposal of Shares in Than Jaidee Money Service Co., Ltd.

Reporting to  
The Shareholders of B-52 Capital Public Company Limited



Prepared by  
Avantgarde Capital Company Limited



13 June 2023



13 June 2023

Subject Independent Financial Advisor's Opinions Report on the Disposal of Assets and Connected Transactions  
Concerning the Disposal of Shares in Than Jaidee Money Service Co., Ltd.

To President  
The Stock Exchange of Thailand

According to the Board of Directors Meeting No. 3/2023 of B-52 Capital Public Company Limited (**"the Company"**) held on 16 May 2023 which resolved to approved the disposal of ordinary shares in Than Jaidee Money Service Co., Ltd. (**"TJDM"**) (subsidiary 100.00 percent) in the propotion of 90.10 percent to Mr. Jirawut Kunwanan (**"the Buyer"**) who is a major shareholder of the Company. The aforementioned transaction is regarded as a connected transaction (which is business disposal transaction after TJDM has already increased its registered capital in the amount of THB 21.00 million) (hereinafter referred to **"the Transaction"**).

As of 16 May 2023, TJDM has THB 5.00 million registered capital and paid-up capital, consisting of 50,000 ordinary shares with par value at THB 100.00 per share. TJDM has scheduled a shareholders' meeting to consider and approve the increase of the registered capital and paid-up capital in the amount of THB 21.00 million to be a new registered and paid-up capital of THB 26.00 million. As of 25 May 2023, TJDM registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce. The increase of the registered capital and paid-up capital is due to the repayment of the TJDM's loans to the Company in amount of THB 14.50 million and the repayment of the TJDM's liability to the Company in amount of THB 6.30 million, which consists of the Company's debt of THB 5.96 million and other payables of THB 0.34 million, which are not related to the Company, such as the Revenue Department, projected employee commission and creditors of other companies, etc., and to other payables in amount of THB 20.80 million (estimated net balance as of 30 June 2023 by the Company). Hence, TJDM's liabilities with the Company will be exhausted and TJDM's shareholders' equity will turn to positive approximately THB 3.40 million (estimated net balance as of 30 June 2023 by the Company). Currently, TJDM has already repaid all loans and debts to the Company and other creditors. However, the Company has increased the capital to TJDM in the amount of THB 21.00 million which is entirely from internal cash flow of the Company. Thus, the capital increase is a remission of debt for TJDM in order to have an efficient debt and capital restructuring.

The Company has considered that the Buyer is a person who has the potential and is a major shareholder in Kow Yoo Hah Motors Co.,Ltd., which is the official representative of Tri Petch Isuzu Sales Co.,Ltd. and operates as an Isuzu car dealer both in terms of turnkey distribution and after sales service. Currently, there are showrooms and sales offices located in Bangkok and its vicinity and 4 provinces in the northeastern region, namely Khon Kaen, Mahasarakham, Roi Et, and Loei. Moreover, there are plans to expand the business to members of grocery shop owners on the TanjaiD platform nationwide as Isuzu pickup trucks are in demand by small business. This will be conductive to TJDM's business operation. In this regard, the Company has set the price conditions for TJDM in the



amount of THB 0.05 million per month plus 2.00 percent of sales before VAT. The IFA views that the service fee is reasonable as the current fixed usage fee starts from THB 0.04 million per year to more than THB 0.10 million per year, therefore, the fixed usage fee of THB 0.05 million per month or THB 0.60 million per year of the Company is reasonable fee compared to the market price and it is comparable to the Merchant Discount Rate (MDR) of 1.00 - 3.00 percent which TJDM will pay to the Company. In this regard, the Company will consider adjusting the service fee each year as necessary and appropriate since the contract is an annual contract between the Company and TJDM, which either party can terminate at any time with 30 days advance notice. In addition, there will benefit to the Company to maintain the proportion of 9.90-percent share in TJDM as the Company is still confidence in TJDM's business that will have an opportunity to grow. In this regard, the Company will mainly consider the benefits of the Company's shareholders to increase capital in TJDM if TJDM has to increase capital in the future. In contrast, if TJDM's future performance is not as expected, the Company may consider not increasing its capital and/or reducing its shareholding proportion. Such consideration will be for the best interests of the Company's shareholders. Moreover, the Buyer can enter into the Transaction and agree on conditions within time specified by the Company so that the Company can mitigate the risks that may occur in the operations of the Company.

According to the connected transaction, the IFA has verified that there will be no conflict of interest by considering the main business structure of the Company. There is core revenue from the sale of consumer products (such as seasonings cooking ingredients) and small appliances (such as fans, mini juice blenders, smart watches and mobile phones) priced at less than THB 7,000 in cash through Tanjai Distribution Co., Ltd. This is different from TJDM's business which the main revenue comes in the form of Installment payments only. Therefore, the business of the Company after the transaction will not compete with TJDM's business that will be disposed of because the types of products offered on the platform and payment methods are different.

In this regard, the Company has hired Capital One Partners Company Limited, a financial advisory firm approved by the Securities and Exchange Commission ("SEC") to assesses the fair value of TJDM's fair value by using the Discount Cash Flow Approach ("DCF"). The intrinsic value of shareholder's equity is THB 33.64 million, which is between THB 29.76 - 38.27 million or equivalent to the value of THB 114.48 - 147.19 per shares

The company will disposal 234,260 shares of TJDM or equal to the proportion of 90.10 percent to the Buyer in the total amount of THB 30.00 million ("**the Transaction Price**") or equivalent to the value of THB 128.06 per shares.

The Transaction is considered as a disposal of assets transaction of the Company according to the Notification of Capital Market Supervisory Board No. Tor Jor. 20/2008 Re: Rules on Entering into material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and 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 Acquisition and Disposal of Assets B.E.2547 dated 29 October 2004 and amendments ("**Acquisition and Disposal of Assets Notifications**"). Whereby, the Transaction can be calculated a transaction size of 10.87 percent based on the total value of the consideration received basis. Whereas, the Company has no any transaction during the past 6 months before entering into the Transaction. Furthermore, the Transaction is considered as a connected transaction of the Company according to the Notification of the Capital



Market Supervisory Board No. TorJor. 21/2008 Re: Rules for Connected Transactions and according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E.2546 (“**Connected Transaction Notifications**”). This is because of the transaction between the Company and the Buyer who is a major shareholder of the Company. Whereby, the connected transaction is a large transaction size which is more than 3.00 percent of the Net Tangible Assets (“**NTA**”) so that the Company is obliged to disclose information on the connected transactions to the Stock Exchange of Thailand (“**SET**”) and seeking approval from the shareholders by appointing an independent financial advisor to provide opinions to the shareholders.



In this regard, the Company has appointed Avantgarde Capital Co., Ltd. as an independent financial advisor (“**the IFA**”) to express the opinions regarding the reasonableness of the Transaction. In the preparation of the IFA's opinions report, the IFA has studied the reasonableness of entering into the transaction including information and documents received from the Company and various information disclosed by the Company to the public such as annual report, audited or reviewed financial statements by the Company's certified public accountant, as well as other information from public sources, including information from interviews and etc. The IFA's opinions are based on the assumption that all information and documents received from the Company including from interviews with the Company's and TJDM's executives, are accurate and complete, showing the latest view of the Company and TJDM that is no change in the future to affect the Company's business operations significantly.

The IFA's opinions are for information purposes only in considering the approval of the Transaction. The shareholders should study the information and opinions of the IFA in various aspects to use as information for their making decision. However, the final decision to approve is at the discretion of each shareholder of the Company.



## Glossary

“CAGR”	Compound Annual Growth Rate
“D/E”	Debt to Equity Ratio
“DCF”	Discounted Cash Flow
“EV/EBITDA”	Enterprise Value/Earnings before interest, tax, depreciation and amortization
“FCFF”	Free Cash Flow to Firm
“Kd”	Cost of Debt
“Ke”	Cost of Equity
“NTA”	Net Tangible Assets
“P/BV”	Price-to-book Value Ratio
“P/E”	Price-to-earnings Ratio
“WACC”	Weighted Average Cost of Capital
“Wd”	Weight of Debt
“We”	Weight of Equity
“SET”	Stock Exchange of Thailand
“Tanjai Distribution Co., Ltd.”	Business model planned by the Company.
“Tanjai Dee sales team”	A nationwide team to help merchants effectively utilize the TanjaiD platform
“TanjaiD”	The Company’s TanjaiD platform
“Independent financial advisor”	Avantgarde Capital Company Limited
“The Transaction”	The disposal of ordinary shares in Than Jaidee Money Service Co., Ltd. (“TJDM”) (the Company’s subsidiary 100.00 percent) in the proportion of 90.10 percent to Mr. Jirawut Kunwanan (“the Buyer”) who is a major shareholder of the Company. The aforementioned transaction is regarded as a connected transaction which is business disposal transaction after TJDM has already increased its registered capital in the amount of THB 21.00 million
“The Company”	B-52 Capital Public Company Limited
“The Notification of Connected Transactions”	The Notification of the Capital Market Supervisory Board No. TorChor. 21/2008 re: rules on entering connected transaction and the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2003 (and as amended)





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“Announcement on Acquisition or Disposal of Assets”	The Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: Significant transactions that qualify as the acquisition or disposal of assets dated on 31 August 2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposal of Assets 2004 dated on 29 October 2004 (and as amended)
“The Buyer”	Mr. Jirawut Kunwanan
“SEC”	Securities and Exchange Commission

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## 1. Executive Summary

### 1.1 Overview and purposes of the transaction

According to the Board of Directors Meeting No. 3/2023 of B-52 Capital Public Company Limited (“the Company”) held on 16 May 2023 which resolved to approved the disposal of ordinary shares in Than Jaidee Money Service Co., Ltd. (“TJDM”) (subsidiary 100.00 percent) in the propotion of 90.10 percent to Mr. Jirawut Kunwanan (“the Buyer”) who is a major shareholder of the Company. The aforementioned transaction is regarded as a connected transaction (which is business disposal transaction after TJDM has already increased its registered capital in the amount of THB 21.00 million) (hereinafter referred to “the Transaction”).

As of 16 May 2023, TJDM has THB 5.00 million registered capital and paid-up capital, consisting of 50,000 ordinary shares with par value at THB 100.00 per share. TJDM has scheduled a shareholders' meeting to consider and approve the increase of the registered capital and paid-up capital in the amount of THB 21.00 million to be a new registered and paid-up capital of THB 26.00 million. As of 25 May 2023, TJDM registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce. The increase of the registered capital and paid-up capital is due to the repayment of the TJDM’s loans to the Company in amount of THB 14.50 million and the repayment of the TJDM’s liability to the Company in amount of THB 6.30 million, which consists of the Company's debt of THB 5.96 million and other payables of THB 0.34 million, which are not related to the Company, such as the Revenue Department, projected employee commission and creditors of other companies, etc., and to other payables in amount of THB 20.80 million (estimated net balance as of 30 June 2023 by the Company). Hence, TJDM's liabilities with the Company will be exhausted and TJDM's shareholders' equity will turn to positive approximately THB 3.40 million (estimated net balance as of 30 June 2023 by the Company). Currently, TJDM has already repaid all loans and debts to the Company and other creditors. However, the Company has increased the capital to TJDM in the amount of THB 21.00 million which is entirely from internal cash flow of the Company. Thus, the capital increase is a remission of debt for TJDM in order to have an efficient debt and capital restructuring.

The Company has considered that the Buyer is a person who has the potential and is a major shareholder in Kow Yoo Hah Motors Co.,Ltd., which is the official representative of Tri Petch Isuzu Sales Co.,Ltd. and operates as an Isuzu car dealer both in terms of turnkey distribution and after sales service. Currently, there are showrooms and sales offices located in Bangkok and its vicinity and 4 provinces in the northeastern region, namely Khon Kaen, Maharakham, Roi Et, and Loei. Moreover, there are plans to expand the business to members of grocery shop owners on the TanjaiD platform nationwide as Isuzu pickup trucks are in demand by small business. This will be conducive to TJDM’s business operation. In this regard, the Company has set the price conditions for TJDM in the amount of THB 0.05 million per month plus 2.00 percent of sales before VAT. The IFA views that the service fee is reasonable as the current fixed usage fee starts from THB 0.04 million per year to more than THB 0.10 million per



year, therefore, the fixed usage fee of THB 0.05 million per month or THB 0.60 million per year of the Company is reasonable fee compared to the market price and it is comparable to the Merchant Discount Rate (MDR) of 1.00 - 3.00 percent which TJDM will pay to the Company. In this regard, the Company will consider adjusting the service fee each year as necessary and appropriate since the contract is an annual contract between the Company and TJDM, which either party can terminate at any time with 30 days advance notice. In addition, there will benefit to the Company to maintain the proportion of 9.90 percent share in TJDM as the Company is still confidence in TJDM's business that will have an opportunity to grow. In this regard, the Company will mainly consider the benefits of the Company's shareholders to increase capital in TJDM if TJDM has to increase capital in the future. In contrast, if TJDM's future performance is not as expected, the Company may consider not increasing its capital and/or reducing its shareholding proportion. Such consideration will be for the best interests of the Company's shareholders. Moreover, the Buyer can enter into the Transaction and agree on conditions within time specified by the Company so that the Company can mitigate the risks that may occur in the operations of the Company.

According to the connected transaction, the IFA has verified that there will be no conflict of interest by considering the main business structure of the Company. There is core revenue from the sale of consumer products (such as seasonings cooking ingredients) and small appliances (such as fans, mini juice blenders, smart watches and mobile phones) priced at less than THB 7,000 in cash through Tanjai Distribution Co., Ltd. This is different from TJDM's business which the main revenue comes in the form of Installment payments only. Therefore, the business of the Company after the transaction will not compete with TJDM's business that will be disposed of because the types of products offered on the platform and payment methods are different.

In this regard, the Company has hired Capital One Partners Company Limited, a financial advisory firm approved by the Securities and Exchange Commission ("SEC") to assesses the fair value of TJDM by using the Discount Cash Flow Approach ("DCF"). The intrinsic value of shareholder's equity is THB 33.64 million, which is between THB 29.76 – 38.27 million or equivalent to the value of THB 114.48 – 147.19 per shares

The company will disposal 234,260 shares of TJDM or equal to the proportion of 90.10 percent to the Buyer in the total amount of THB 30.00 million or equivalent to the value of THB 128.06 per shares.

The Transaction has precedent conditions as below:

- (1) TJDM has to increase the registered capital and paid-up capital in the amount of THB 21.00 million from THB 5.00 million to THB 26.00 million.

As of 25 May 2023, TJDM registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.



(2) The Company receives approval from by the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on 28 June 2023, in order to be able to enter into the Transaction.

The Transaction is considered as a disposal of assets transaction of the Company according to the Notification of Capital Market Supervisory Board No. Tor.Jor. 20/2008 Re: Rules on Entering into material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and 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 Acquisition and Disposal of Assets B.E.2547 dated 29 October 2004 and amendments (“Acquisition and Disposal of Assets Notifications”). Whereby, the Transaction can be calculated a transaction size of 10.87 percent based on the total value of the consideration received basis. Whereas, the Company has no any transaction during the past 6 months before entering into the Transaction. Furthermore, the Transaction is considered as a connected transaction of the Company according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2008 Re: Rules for Connected Transactions and according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E.2546 (“Connected Transaction Notifications”). This is because of the transaction between the Company and the Buyer who is a major shareholder of the Company. Whereby, the connected transaction is a large transaction size which is more than 3.00 percent of the Net Tangible Assets (“NTA”) so that the Company is obliged to disclose information on the connected transactions to the Stock Exchange of Thailand (“SET”) and seeking approval from the shareholders by appointing an independent financial advisor to provide opinions to the shareholders.

In this regard, the IFA has opinions that the Transaction is reasonable. (*Shareholders can read more details about the reasonableness of entering into the Transaction in section 3.1: Reasonableness and benefits of entering into the Transaction*). For the reasonableness of the Transaction Price, the IFA has assessed the value of TJDM’s ordinary shares in the proportion of 90.10 percent by considering various methods. The IFA has opinions that the DCF is an appropriate valuation methods because it can reflect future performance under business plans and assumptions that are reasonable which can be calculated the Transaction Price in the range of THB 20.90 – 23.77 million. The Transaction Price is reasonable as the Company disposal of TJDM’s value higher than the fair value.

In consideration, the IFA has opinions that the disposal of assets of the Company is an appropriate transaction and the shareholders should approve the Transaction. Whereby, the shareholders should consider the information, opinions and details in preparing the opinions of the IFA mentioned above, including the advantages and disadvantages of entering into the Transaction. However, the decision to approve or disapprove of entering into this transaction is mainly at the discretion of the shareholders.



## 1.2 Characteristics of the Transaction

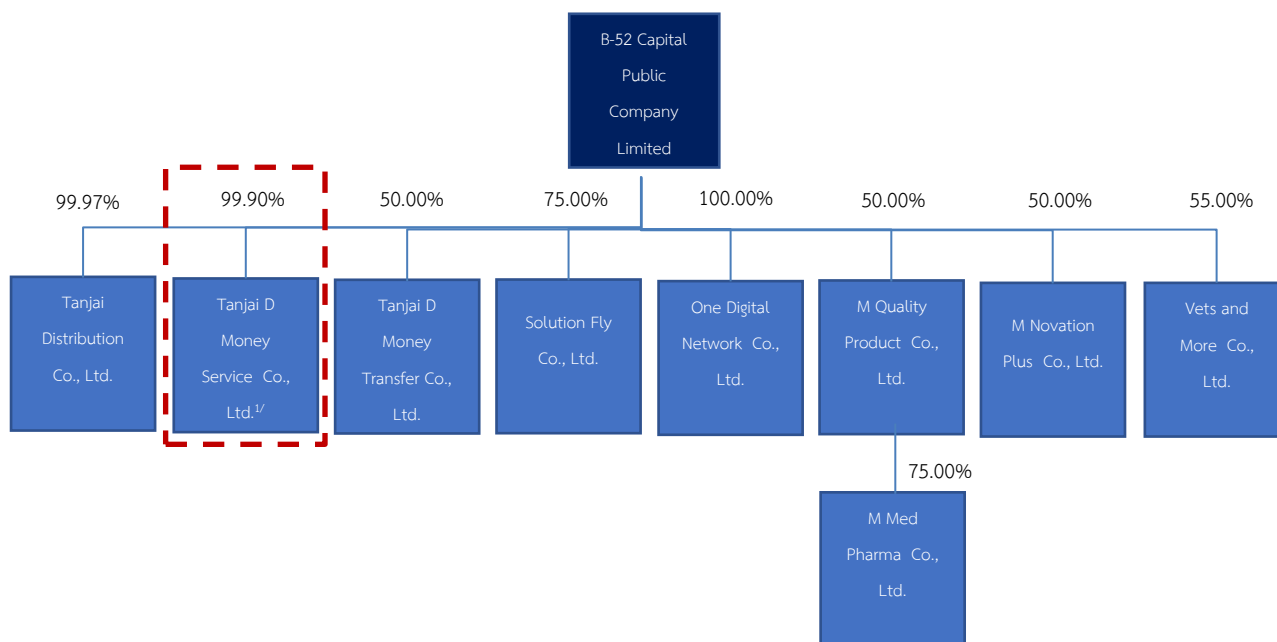
<b>Buyer</b>	Mr. Jirawut Kunwanan (“the Buyer”)
<b>Seller</b>	B-52 Capital Public Company Limited (“the Company”)
<b>Relationship</b>	The Buyer is connected person who is a major shareholder of the Company. As of 20 March 2023, a record date, the Buyer is the largest shareholder of the Company with held the proportion of 49.38 percent share in the Company.
<b>Characteristics of the Transaction</b>	<p>According to the Board of Directors Meeting No. 3/2023 of B-52 Capital Public Company Limited (“the Company”) held on 16 May 2023 which resolved to approved the disposal of ordinary shares in Than Jaidee Money Service Co., Ltd. (“TJDM”) (subsidiary 100.00 percent) in the propotion of 90.10 percent to Mr. Jirawut Kunwanan (“the Buyer”) who is a major shareholder of the Company. The aforementioned transaction is regarded as a connected transaction (which is business disposal of transaction after TJDM has already increased its registered capital in the amount of THB 21.00 million) (hereinafter referred to “the Transaction”).</p> <p>As of 16 May 2023, TJDM has THB 5.00 million registered capital and paid-up capital, consisting of 50,000 ordinary shares with par value at THB 100.00 per share. TJDM has scheduled a shareholders' meeting to consider and approve the increase of the registered capital and paid-up capital in the amount of THB 21.00 million to be a new registered and paid-up capital of THB 26.00 million. As of 25 May 2023, TJDM registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce. The increase of the registered capital and paid-up capital is due to the repayment of the TJDM’s loans to the Company in amount of THB 14.50 million and the repayment of the TJDM’s liability to the Company in amount of THB 6.30 million, which consists of the Company’s debt of THB 5.96 million and other payables of THB 0.34 million, which are not related to the Company, such as the Revenue Department, projected employee commission and creditors of other companies, etc., and to other payables in amount of THB 20.80 million (estimated net balance as of 30 June 2023 by the Company). Hence, TJDM's liabilities with the Company will be exhausted and TJDM's shareholders' equity will turn to positive approximately THB 3.40 million (estimated net balance as of 30 June 2023 by the Company). Currently, TJDM has already repaid all loans and debts to the Company and other creditors. However, the Company has increased the capital to TJDM in the amount of THB 21.00 million which is entirely from internal cash flow of the Company. Thus, the capital increase is a remission of debt for TJDM in order to have an efficient debt and capital restructuring.</p> <p>The Company has considered that the Buyer is a person who has the potential and is a major shareholder in Kow Yoo Hah Motors Co.,Ltd., which is the official representative of Tri Petch Isuzu Sales Co.,Ltd. and operates as an Isuzu car dealer both in terms of turnkey distribution and after sales service. Currently, there are showrooms and sales offices located in Bangkok and its vicinity and 4 provinces in the northeastern region, namely Khon Kaen, Mahasarakham, Roi Et, and Loei. Moreover, there are plans to expand the business to members of grocery shop owners on the TanjaiD platform nationwide as</p>



	<p>Isuzu pickup trucks are in demand by small business. This will be conducive to TJDM's business operation. In this regard, the Company has set the price conditions for TJDM in the amount of THB 0.05 million per month plus 2.00 percent of sales before VAT. This is comparable to the Merchant Discount Rate (MDR) of 1.00 - 3.00 percent which TJDM will pay to the Company. In this regard, the Company will consider adjusting the service fee each year as necessary and appropriate since the contract is an annual contract between the Company and TJDM, which either party can terminate at any time with 30 days advance notice. In addition, there will benefit to the Company to maintain the proportion of 9.90 percent of shares in TJDM as the Company is still confidence in TJDM's business that will have an opportunity to grow. In this regard, the Company will mainly consider the benefits of the Company's shareholders to increase capital in TJDM if TJDM has to increase capital in the future. In contrast, if TJDM's future performance is not as expected, the Company may consider not increasing its capital and/or reducing its shareholding proportion. Such consideration will be for the best interests of the Company's shareholders. Moreover, the Buyer can enter into the Transaction and agree on conditions within time specified by the Company so that the Company can mitigate the risks that may occur in the operations of the Company.</p>
<p><b>Date of transaction</b></p>	<p>After the Company is approved by the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on 28 June 2023 to enter into the Transaction, the Company expects that the Transaction will be done within 30 days from the date that the Extraordinary General Meeting of Shareholders No. 1/2023 resolved to approve the Transaction.</p>
<p><b>Precedent Condition</b></p>	<p>The Transaction has precedent conditions as below:</p> <ol style="list-style-type: none"> <li>(1) TJDM has to increase the registered capital and paid-up capital in the amount of THB 21.00 million from THB 5.00 million to THB 26.00 million. As of 25 May 2023, TJDM registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.</li> <li>(2) The Company receives approval from by the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on 28 June 2023, in order to be able to enter into the Transaction.</li> </ol>



### The Company's business structure



Source: The Company's annual report for the fiscal year 2022

Note: The Company will dispose the proportion of 90.10-percent share in TJDM which the Company's revenue structure of financial services by being an agent broker from TJDM accounted for 1.77 percent of the Company's sales and service revenue.

### The Company's revenue structure

Unit: THB million	2020	2021	2022	1 <sup>st</sup> quarter 2023
Revenue from e-commerce business	0.24	0.05	0.10	0.04
Revenue from distribution of consumer products business	18.53	12.95	63.49	1.16
Revenue from advertising and public relations services business	12.01	22.44	39.45	8.52
Revenue from online advertising services business	-	34.11	31.85	7.90
Revenue from financial services business	-	0.07	2.43	0.86
Revenue from distribution of health products	-	-	0.07	0.02
Revenue from platform services and marketing research	-	-	-	6.00
Revenue from medical equipment sales business	-	-	-	0.28
Other income	1.62	3.94	1.77	0.30
<b>Total</b>	<b>32.40</b>	<b>73.57</b>	<b>139.16</b>	<b>25.08</b>

Source: The Company's annual report





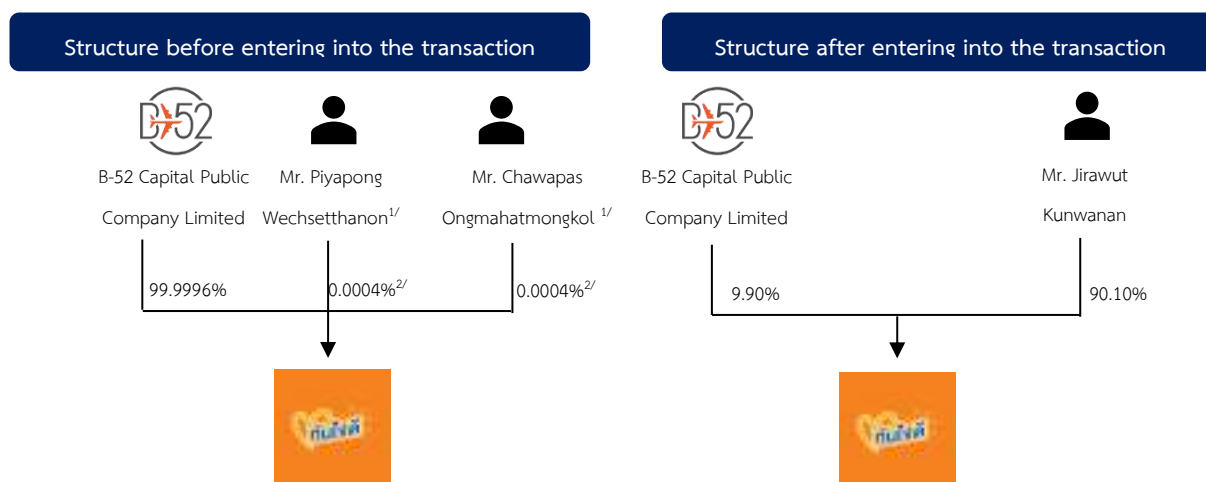
Company name	Business type	Revenue type
Tanjai Distribution Company Limited	distribution of consumer products	Revenue from distribution of consumer products business
Tanjai D Money Service Co.mpany Limited	Providing financial services as an agent or broker	Revenue from financial services business
One Digital Network Company Limited	Providing media advertising services using various computer systems and offering production services for all types and forms of media advertising	Revenue from online advertising services business
Solution Fly Company Limited	Providing advertising and public relations services, and offering comprehensive media services	Revenue from advertising and public relations services business
Tanjai D Money Transfer Company Limited	Engage in a business as an intermediary for payment of goods, services, or any other fees, including providing services for payment of various service fees	Revenue from e-commerce business
M Quality Product Company Limited	Manufacture and distribute products or goods related to medicine, health, beauty, and other products	Revenue from distribution of health products
M Novation Plus Company Limited	Engage in innovative business to drive research and innovation towards efficient commercial utilization	Revenue from platform services and marketing research
M Med Pharma Company Limited	Manufacture and distribute products or goods related to medicine, health, beauty, and other products	Revenue from distribution of health products
Vets and More Company Limited	Wholesale trading of pharmaceutical and medical products, medical equipment, and provision of medical services	Revenue from medical equipment sales business

Source: The Company's annual report



Based on the above business structure, the Company has income from the sale of consumer products (such as seasonings, cooking ingredients) and small appliances (such as fans, mini juice blenders, smart watches and mobile phones) priced at less than THB 7,000 in cash through Thanjai Distribution Co., Ltd. and earn income from the sales of installment products such as equipment and electrical appliances used for occupation with a high price starting from THB 7,000. TJDM's sales are in the form of Installment payments only. Therefore, the business of the Company after the transaction will not compete with TJDM's business that will be disposed of because the types of products offered on the platform and payment methods are different. (Please study more details of the Company's business in Attachment 1)

The shareholding structure of before and after entering into the transaction is described as follows:



Note: 1/ Such shareholders jointly dispose TJDM's ordinary shares.

2/ 1 TJDM's ordinary share

### 1.3 Characteristics of the Diposed Asset

Company name	Than Jaidee Money Service Co., Ltd. ("TJDM")	
Headquarter address	973 President Tower Bldg. 7 Fl. Room 7i Phloen Chit Rd. Lumpini, Pathum Wan, Bangkok 10330	
Business type	Operates as a financial service provider in terms of an agent or intermediary in introducing and coordinating between partners, financial and insurance provider including financial institutions, credit service providers such as car registered loans, or insurance recommendation point to members of the network of retailers and wholesalers on TanjaiD platform	
Registered number	0105563085430	
Registered date	10 June 2020	
Registered capital	THB 5.00 million	
Directors	<b>Name</b>	<b>Position</b>
	Mr. Piyapong Wechsetthanon	Director
	Miss Narravadee Waravanitcha	Director
	Mr. Somchai Wuthisart	Director



#### 1.4 Reasonableness of entering into the Transaction

The Company intended to dispose 234,260 ordinary shares of TJDM or in the proportion of 90.10 percent with the total value at THB 30.00 million, or net value equal to THB 9.00 million. The objective is to use the proceeds from the disposal of TJDM's shares as working capital for the Company's potential business expansion plan. The disposal of TJDM's shares saves the Company from having to bear the loss from TJDM's consecutive net loss as TJDM is the Company's subsidiary with the proportion of 100.00 percent. Moreover, TJDM's core business is financial service provider. In addition to risk of higher household debt, there are risks associated with the current credit industry as there are many large service providers with a large customer base. They have the ability to expand the customer base to cover other small businesses. Thus, this may limit TJDM's competitiveness in the credit market in its successful business operations as TJDM is a newly-established company and a small player in the market. The Company has foreseen such risks that may occur and will affect TJDM's business operations by reflecting from its performance in the past as well as an unclear business plan including not having a license in some business groups. The Company needs to provide a large amount of cash flow as working capital for TJDM in order to operate its installment financing services business to increase TJDM's competitiveness. In summary, the disposal of TJDM's ordinary shares is to reduce the burden of the Company and the Company will recognize income immediately. Furthermore, the Company will have a capital gain from the Transaction, resulting in a higher shareholder's equity.

In addition, the Company disposes TJDM's shares to the Buyer who is a major shareholder of the Company and has been considered as a person with potential and experience as the Buyer is a major shareholder in Kow Yoo Hah Motors Co.,Ltd., which is the official representative of Tri Petch Isuzu Sales Co.,Ltd. and operates as an Isuzu car dealer both in terms of turnkey distribution and after sales service. Currently, there are showrooms and sales offices located in Bangkok and its vicinity and 4 provinces in the northeastern region, namely Khon Kaen, Maharakham, Roi Et, and Loei. Moreover, there are plans to expand the business to members of grocery shop owners on the TanjaiD platform nationwide as Isuzu pickup trucks are in demand by small business. This will be conducive to TJDM's business operation. In this regard, the Company has set the price conditions for TJDM in the amount of THB 0.05 million per month plus 2.00 percent of sales before VAT. The IFA views that the service fee is reasonable as the current fixed usage fee starts from THB 0.04 million per year to more than THB 0.10 million per year, therefore, the fixed usage fee of THB 0.05 million per month or THB 0.60 million per year of the Company is reasonable fee compared to the market price and it is comparable to the Merchant Discount Rate (MDR) of 1.00 - 3.00 percent which TJDM will pay to the Company. In this regard, the Company will consider adjusting the service fee each year as necessary and appropriate since the contract is an annual contract between the Company and TJDM, which either party can terminate at any time with 30 days advance notice. In addition, there benefit to the Company and the Company's shareholders by maintaining the proportion of 9.90-percent share in TJDM as the Company is still confidence in TJDM's business that will have an opportunity to grow. In this regard, the Company will mainly consider the benefits of the Company's shareholders to increase capital in TJDM if



TJDM has to increase capital in the future. In contrast, if TJDM's future performance is not as expected, the Company may consider not increasing its capital and/or reducing its shareholding proportion. Such consideration will be for the best interests of the Company's shareholders. Entering into the transaction with connected person also helps to expedite the process and time to negotiate as external person will take some time to verify more information of the assets to be entered into the Transaction. In addition, entering into transactions with connected person will help to coordinate various aspects efficiently under the relevant terms and conditions of the contract.

As for the conditions of entering into the transaction, the Company has to increase the registered capital and paid-up capital in the amount of THB 21.00 million from THB 5.00 million to totally THB 26.00 million, which was registered with the Department of Business Development, Ministry of Commerce as of 25 May 2023, to eliminate TJDM's liability between TJDM and the Company, including other payables as well as the Company receives approval from by the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on 28 June 2023, in order to be able to enter into the Transaction.

However, the Company has increased the capital to TJDM in the amount of THB 21.00 million which is entirely from internal cash flow of the Company. Thus, the capital increase is a remission of debt for TJDM in order to have an efficient debt and capital restructuring.

The IFA has opinions that the Transaction, by which the Company will dispose TJDM's ordinary shares in the proportion of 90.10 percent, is therefore a reasonable and beneficial transaction to the Company and the Transaction Price is a reasonable and beneficial to the Company and the Company's shareholders.



## 1.5 Advantages of entering into the Transaction

- 1) The Company will recognize income immediately and have a capital gain from the disposal of TJDM's ordinary shares

After the Transaction, the Company will recognize income from the consideration in cash in amount of THB 30.00 million, or net value equal to THB 9.00 million from disposal of TJDM's ordinary share in the proportion of 90.10 percent or 234,260 shares, at the price of THB 128.06 per share to the Buyer. However, the Company has increased the capital to TJDM before entering into the Transaction in the amount of THB 21.00 million which is entirely from internal cash flow of the Company. Thus, the capital increase is a remission of debt for TJDM in order to have an efficient debt and capital restructuring. This results in a capital gain in amount of THB 6.57 (The calculation does not include other expenses for entering into the Transaction such as advisory fee, transaction fee, etc.), resulting in an increase in the Company's shareholder equity. *(Detail is shown in No. 3,2)*

- 2) The Company will utilize the proceed received from the disposal of TJDM's ordinary shares to support the Company's operation.

After the Transaction, the Company will receive the consideration in cash in amount of THB 30.00 million, or net value equal to THB 9.00 million. The Company will utilize the proceed received from the disposal of TJDM's ordinary shares as a working capital for the Company's potential business expansion plan either the existing business or new business in the future, which might generate more returns than investing in TJDM. This help reduce the burden from external financing that must bear the interest burden.

- 3) The disposal of TJDM's shares saves the Company from having to bear the loss from TJDM's consecutive net loss

Focusing on the operating results for the past 3 years from 2020 – 2022, TJDM had continued to have net losses. This is the burden of the Company to carry total amount of TJDM's net losses as TJDM is the Company's subsidiary with the proportion of 100.00 percent. After the Transaction, the Company will maintain the proportion of 9.10-percent shares in TJDM. TJDM will not be a subsidiary of the Company and the Company will no longer bear the loss that may occur in the future.

- 4) The disposal of TJDM's shares saves the Company to reduce the burden of providing cash as working capital for TJDM's operation

TJDM needs a large amount of working capital to operate its business as TJDM is a newly-established company and a small player in the market. Thus, this may limit TJDM's competitiveness. To increase TJDM's competitiveness, the Company is likely to provide a large amount of cash flow as working capital for TJDM in order to operate its installment financing



services business. When considering the cash flow that the Company has to bear in the form of loans in amount of THB 14.50 million and trade payables in amount of THB 5.96 million to TJDM (estimated net balance as of 30 June 2023 by the Company). According to its past performance, although TJDM has a chance to grow in the future, it was still unable to generate returns to repay debt to the Company. Therefore, the Company has to increase the capital, which is a remission of debt for TJDM in order to have an efficient debt and capital restructuring. Under this situation, TJDM will takes time to operate efficiently to generate returns to the Company.

- 5) The disposal of TJDM's shares reduces the risk from unclear business plan of the TJDM

Currently, TJDM is a newly-established company so that there is unclear business plan. This is because its operation require a large amount of working capital in installment financing services business. Moreover, some business units require licenses, such as financial and insurance services. Thus, the company can set guidelines for the implementation and preliminary planning. In this regard, TJDM's operation is limited by not having license to operate in some services. This causes the operation to be disrupted and there is a high degree of uncertainty. Therefore, the Company considers to dispose TJDM's shares to reduce such risks.

## 1.6 Disadvantages of entering into the Transaction

- 1) The Company has an obligation to increase capital before entering into the Transaction

As for the conditions of entering into the transaction, the Company has to increase the registered capital and paid-up capital in the amount of THB 21.00 million from THB 5.00 million to totally THB 26.00 million. The increase of the registered capital and paid-up capital is due to the repayment of the TJDM's loans to the Company in amount of THB 14.50 million and the repayment of the TJDM's liability to the Company in amount of THB 6.30 million, which consists of the Company's debt of THB 5.96 million and other payables of THB 0.34 million, which are not related to the Company, such as the Revenue Department, projected employee commission and creditors of other companies, etc., and to other payables in amount of THB 20.80 million (estimated net balance as of 30 June 2023 by the Company). Hence, TJDM's liabilities with the Company will be exhausted and TJDM's shareholders' equity will turn to positive approximately THB 3.40 million (estimated net balance as of 30 June 2023 by the Company). Currently, TJDM has already repaid all loans and debts to the Company and other creditors.

However, the Company has increased the capital to TJDM before entering into the Transaction in the amount of THB 21.00 million in order to have an efficient debt and capital restructuring. In this regard, the capital increase is a remission of debt for TJDM in amount of THB 20.46 million, consisting of the repayment of the TJDM's loans to the Company in amount of THB 14.50 million and the repayment of the TJDM's debt to the Company in amount of THB 5.96 million. The Company will use internal cash flow in amount of THB 0.54 million for repayment to other payables



in amount of THB 0.34 million. After all, there will be remaining cash flow from the net capital increase of THB 0.20 million in TJDM.

2) The Company will lose power of control in TJDM

After the Transaction, the Company will maintain the proportion of 9.10-percent shares in TJDM. In accordance, the Company will not have a representative director in TJDM as the Buyer will allocate the representative directors in an appropriate amount.

**1.7 Advantages of entering into the Transaction with connected person comparing to non-connected person**

1) Speed of negotiation for the transaction

AS the Transaction is connected transaction between the Company and the Buyer who is a major shareholder of the Company. As of 20 March 2023, a record date, the Buyer is the largest shareholder of the Company with held the proportion of 49.38-percent share in the Company. This helps to expedite the process and time to negotiate as external person will take some time to verify more information of the assets to be entered into the Transaction. In addition, entering into transactions with connected person will help to coordinate various aspects efficiently under the relevant terms and conditions of the contract.

However, the Company will receive the consideration in cash in amount of THB 30.00 million, or net value equal to THB 9.00 million to utilize as a working capital for the Company's potential business expansion plan.

2) The connected person with potential and experience will benefit to the Company in long term

As the Company disposes TJDM's shares to the Buyer who is a major shareholder of the Company and has been considered as a person with potential and experience as the Buyer is a major shareholder in Kow Yoo Hah Motors Co.,Ltd., which is the official representative of Tri Petch Isuzu Sales Co.,Ltd. and operates as an Isuzu car dealer both in terms of turnkey distribution and after sales service. Currently, there are showrooms and sales offices located in Bangkok and its vicinity and 4 provinces in the northeastern region, namely Khon Kaen, Mahasarakham, Roi Et, and Loei. Moreover, there are plans to expand the business to members of grocery shop owners on the TanjaiD platform nationwide as Isuzu pickup trucks are in demand by small business. This will be conducive to TJDM's business operation and will benefit to the Company's shareholders. Moreover, the Company will have a strategic partnership and has resource that is beneficial to the Company and the Company's shareholders by maintaining the shareholding of 9.90-percent share in TJDM as the Company is still confidence in TJDM's business that will have an opportunity to grow. In this regard, the Company will mainly consider the benefits of the Company's shareholders to increase capital in TJDM if TJDM has to increase capital in the future. In contrast, if TJDM's future



performance is not as expected, the Company may consider not increasing its capital and/or reducing its shareholding proportion. Such consideration will be for the best interests of the Company's shareholders.

### 1.8 Disadvantages of entering into the Transaction with connected person comparing to non-connected person

1) The Company's obligations on entering into the connected transaction.

According to the connected transaction with a large transaction size more than 3.00 percent of the Net Tangible Assets ("NTA"), the Company has obligations to disclose information based on Connected Transaction Notifications. Hence, these result in additional obligations for the Company and additional expenses required to be incurred following the requirements for practice as follows:

- (1) There must be a meeting of the Board of Directors to consider and approve the disposal of assets and connected transactions of the Company.
- (2) Information must be disclosed according to the information memorandum on the disposal of assets and connected transactions of the Company to SET.
- (3) There must be an appointment of an independent financial advisor, and
- (4) There must be a meeting of shareholders' meeting to consider and approve the connected transactions and the resolution of the meeting of shareholders must receive a vote of not less than three-fourths of the participating and voting, excluding interested shareholders.

Therefore, the Company has more duties and expenses when compared with third parties

2) There may be a conflict of interest.

According to the connected transaction, as a result, the negotiation of various conditions may result in a lack of independence and unable to fully perform as a transaction with a third party.

However, the Transactions must be submitted for approval from the Board of Directors and interested directors did not attend the meeting and has no right to vote in the Board of Directors' meeting.

In addition, TJDM will continue to use the service of the TanjaiD platform in the future. may cause a conflict of interest with the Company because there is the common major shareholders.

However, the Company does not have any other business, of which is same operation as TJDM by considering the main business structure of the Company. There is core revenue from the sale of consumer products (such as seasonings cooking ingredients) and small appliances (such as fans, mini juice blenders, smart watches and mobile phones) priced at less than THB 7,000 in cash through Tanjai Distribution Co., Ltd. This is different from TJDM's business which the main revenue comes in





the form of Installment payments only. Therefore, the business of the Company after the transaction will not compete with TJDM's business that will be disposed of because the types of products offered on the platform and payment methods are different. Moreover, there will be no sharing of assets because TJDM plans to terminate the lease that related to the Company after the transaction. Therefore, there is no conflict of interest for the disposal of TJDM shares to the Buyer. Furthermore, services provided to TJDM in the future on TanjaiD Platform, in which, the Company has set the price conditions for TJDM in the amount of THB 0.05 million per month plus 2.00 percent of sales before VAT. This is comparable to the Merchant Discount Rate (MDR) of 1.00 - 3.00 percent which TJDM will pay to the Company. In this regard, the Company will consider adjusting the service fee each year as necessary and appropriate since the contract is an annual contract between the Company and TJDM, which either party can terminate at any time with 30 days advance notice. In addition, the Company has policies to prevent the information from the TanjaiD platform to secure the database and protect confidential information including systematic operational control, according to the policy to determine the right to access to amendments and changes of the Company.

The Company acts in accordance with the Personal Data Protection Act B.E.2562 to prevent personal data breaches of users on TanjaiD platform by asking for consent from the applicant members so that the Company will be able to disclose information to its affiliates, service providers of the Company, business partners of the Company, websites and social networks, and third parties as required by law consultants in various fields and assignees of rights and/or duties. Therefore, the Company will be able to disclose information to the shareholders of TJDM.

## 1.9 Risks of entering into the Transaction

### 1.9.1 Risks before entering into the Transaction

- 1) Risk may occur from the precedent conditions that will not be successful or may be delayed

Entering into the Transaction, there are important precedent conditions that the IFA has opinions that may have risks, which are:

- (1) TJDM has to increase the registered capital and paid-up capital in the amount of THB 21.00 million from THB 5.00 million to totally THB 26.00 million.

As of 25 May 2023, TJDM registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.

- (2) The Company receives approval from by the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on 28 June 2023, in order to be able to enter into the Transaction.



### 1.9.2 Risks after entering into the transaction

- 1) The Company may lose business opportunities if TJDM can generate returns in the future

After the disposal of TJDM's share in the proportion of 90.10 percent, TJDM will not be a subsidiary of the Company. At present, TJDM operates as a financial service provider in which the credit industry in early 2023 is likely to expand from large businesses in the financial and commercial sectors, including residential retail loans, personal loans and car loans. This is a result of new business opportunity from digital lending which help to drive the credit market. Thus, the Company may lose business opportunities after the disposal of TJDM's shares.

However, there are risks associated with the current credit industry as there are many large service providers with a large customer base. They has the ability to expand the customer base to cover other small businesses. Thus, this may limit TJDM's competitiveness in the credit market in its successful business operations as TJDM is a newly-established company and a small player in the market. Furthermore, there is risk from higher household debt. As a result, the Company has foreseen such risks that may occur and will affect TJDM's business operations by reflecting from its performance in the past. Insummary, the disposal of TJDM's ordinary shares is under fastidiously consideration to benefit the Company and the Company's shareholders.

### 1.10 Reasonableness of the Transaction Price

For the reasonableness of the Transaction Price, the IFA has opinions that the Transaction Price at THB 30.00 million is reasonable as the Transaction Price is higher than the fair value which in the range of THB 20.90 – 23.77 million, calculated by using DCF that reflects future performance under business plans and assumptions that are reasonable.

The IFA has opinions that the Transaction is an appropriate transaction and the shareholders should approve the transaction. Whereby, the shareholders should consider the information, opinions and details in preparing the opinions of the IFA mentioned above, including the advantages and disadvantages of entering into this transaction. However, the decision to approve or disapprove of entering into this transaction is mainly at the discretion of the shareholders.



## 2. Characteristics and Details of the Transaction

### 2.1 Date of the Transaction

After the Company is approved by the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on 28 June 2023 to enter into the Transaction, the Company expects that the Transaction will be done within 30 days from the date that the Extraordinary General Meeting of Shareholders No. 1/2023 resolved to approve the Transaction.

### 2.2 Overview of the Transaction

The Company intended to dispose ordinary shares of TJDM or in the proportion of 90.10 percent to the Buyer who is a major shareholder of the Company. The aforementioned transaction is regarded as a connected transaction (which is business disposal transaction after TJDM has already increased its registered capital in the amount of THB 21.00 million) (hereinafter referred to "the Transaction").

As of 16 May 2023, TJDM has THB 5.00 million registered capital and paid-up capital, consisting of 50,000 ordinary shares with par value at THB 100.00 per share. TJDM has scheduled a shareholders' meeting to consider and approve the increase of the registered capital and paid-up capital in the amount of THB 21.00 million to be a new registered and paid-up capital of THB 26.00 million. As of 25 May 2023, TJDM registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce. The increase of the registered capital and paid-up capital is due to the repayment of the TJDM's loans to the Company in amount of THB 14.50 million and the repayment of the TJDM's liability to the Company in amount of THB 6.30 million, which consists of the Company's debt of THB 5.96 million and other payables of THB 0.34 million, which are not related to the Company, such as the Revenue Department, projected employee commission and creditors of other companies, etc., and to other payables in amount of THB 20.80 million (estimated net balance as of 30 June 2023 by the Company). Hence, TJDM's liabilities with the Company will be exhausted and TJDM's shareholders' equity will turn to positive approximately THB 3.40 million (estimated net balance as of 30 June 2023 by the Company). Currently, TJDM has already repaid all loans and debts to the Company and other creditors. However, the Company has increased the capital to TJDM in the amount of THB 21.00 million which is entirely from internal cash flow of the Company. Thus, the capital increase is a remission of debt for TJDM in order to have an efficient debt and capital restructuring.

The Company has considered that the Buyer is a person who has the potential and is a major shareholder in Kow Yoo Hah Motors Co.,Ltd., which is the official representative of Tri Petch Isuzu Sales Co.,Ltd. and operates as an Isuzu car dealer both in terms of turnkey distribution and after sales service. Currently, there are showrooms and sales offices located in Bangkok and its vicinity and 4 provinces in the northeastern region, namely Khon Kaen, Mahasarakham, Roi Et, and Loei. Moreover, there are plans to expand the business to members of grocery shop owners on the TanjaiD platform nationwide as Isuzu pickup trucks are in demand by small business. This will be conducive to TJDM's business operation. In this regard, the Company has set the price conditions for TJDM in the amount of THB 0.05 million per month plus 2.00 percent of sales before VAT. The IFA views that the service fee is reasonable as the current fixed usage fee starts from THB 0.04 million per

year to more than THB 0.10 million per year, therefore, the fixed usage fee of THB 0.05 million per month or THB 0.60 million per year of the Company is reasonable fee compared to the market price and it is comparable to the Merchant Discount Rate (MDR) of 1.00 - 3.00 percent which TJDM will pay to the Company. In this regard, the Company will consider adjusting the service fee each year as necessary and appropriate since the contract is an annual contract between the Company and TJDM, which either party can terminate at any time with 30 days advance notice. In addition, there will benefit to the Company to maintain the proportion of 9.90-percent share in TJDM as the Company is still confidence in TJDM's business that will have an opportunity to grow. In this regard, the Company will mainly consider the benefits of the Company's shareholders to increase capital in TJDM if TJDM has to increase capital in the future. In contrast, if TJDM's future performance is not as expected, the Company may consider not increasing its capital and/or reducing its shareholding proportion. Such consideration will be for the best interests of the Company's shareholders. Moreover, the Buyer can enter into the Transaction and agree on conditions within time specified by the Company so that the Company can mitigate the risks that may occur in the operations of the Company.

According to the connected transaction, the IFA has verified that there will be no conflict of interest by considering the main business structure of the Company. There is core revenue from the sale of consumer products (such as seasonings cooking ingredients) and small appliances (such as fans, mini juice blenders, smart watches and mobile phones) priced at less than THB 7,000 in cash through Tanjai Distribution Co., Ltd. This is different from TJDM's business which the main revenue comes in the form of Installment payments only. Therefore, the business of the Company after the transaction will not compete with TJDM's business that will be disposed of because the types of products offered on the platform and payment methods are different.

In this regard, the Company has hired Capital One Partners Company Limited, a financial advisory firm approved by the Securities and Exchange Commission ("SEC") to assesses the fair value of TJDM's fair value by using the Discount Cash Flow Approach ("DCF"). The intrinsic value of shareholder's equity is THB 33.64 million, which is between THB 29.76 – 38.27 million or equivalent to the value of THB 114.48 – 147.19 per shares

The company will disposal 234,260 shares of TJDM or equal to the proportion of 90.10 percent to the Buyer in the total amount of THB 30.00 million or equivalent to the value of THB 128.06 per shares.

The Transaction has precedent conditions as below:

- (1) TJDM has to increase the registered capital and paid-up capital in the amount of THB 21.00 million from THB 5.00 million to THB 26.00 million.

As of 25 May 2023, TJDM registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.

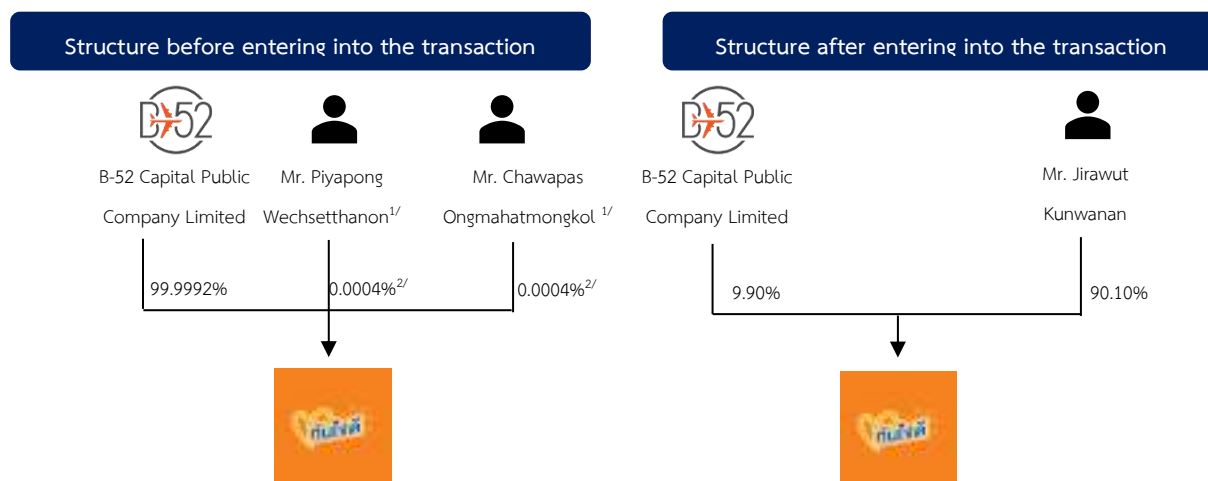
- (2) The Company receives approval from by the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on 28 June 2023, in order to be able to enter into the Transaction.



### 2.3 Counterparties and relationship with the Company

<b>Buyer</b>	Mr. Jirawut Kunwanan (“the Buyer”)
<b>Seller</b>	B-52 Capital Public Company Limited (“the Company”)
<b>Relationship</b>	The Buyer is connected person who is a major shareholder of the Company. As of 20 March 2023, a record date, the Buyer is the largest shareholder of the Company with held the proportion of 49.38-percent share in the Company.

The Shareholding structure of before and after entering into the transaction is described as follows:



Note: 1/ Such shareholders jointly dispose TJDM's ordinary shares.

2/ 1 TJDM's ordinary share

### 2.4 The Transaction type and size, and the calculation

The Transaction is considered as a disposal of assets transaction of the Company according to the Notification of Capital Market Supervisory Board No. Tor Jor. 20/2008 Re: Rules on Entering into material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and 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 Acquisition and Disposal of Assets B.E.2547 dated 29 October 2004 and amendments (“Acquisition and Disposal of Assets Notifications”). Whereby, the Transaction can be calculated a transaction size of 10.87 percent based on the total value of the consideration received basis. Whereas, the Company has no any transaction during the past 6 months before entering into the Transaction. Furthermore, the Transaction is considered as a connected transaction of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2008 Re: Rules for Connected Transactions and according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E.2546 (“Connected Transaction Notifications”). This is because of the transaction between the Company and the Buyer who is a major shareholder of the Company. Whereby, the connected transaction is a large transaction size which is more than 3.00 percent of the Net Tangible Assets (“NTA”) so that the Company is obliged to disclose information on the connected transactions to the Stock Exchange of Thailand (“SET”) and seeking approval from the shareholders by appointing an independent financial advisor to provide opinions to the shareholders. The transaction calculation is as follow:

## Financial information

(Unit: THB million)	The Company As of 31 March 2023	TJDM As of 31 March 2023
Total assets	276.06	5.46
Intangible assets	31.56	-
Goodwill	28.47	-
Deferred tax assets	1.25	-
Total liabilities	89.93	21.07
Non-controlling interest	3.51	-
Net tangible assets – NTA	121.33	(15.61)

## Calculation of the transaction size

Criteria	Formular	Calculation	
		(THB million)	Transaction Size (percent)
1. Value of the net tangible assets	$\frac{\text{NTA of the disposed asset} \times \text{Proportion of the disposed asset}}{\text{NTA of the Company}}$	Unable to calculate due to TJDM's negative NTA	
2. Net operating profits	$\frac{\text{Net profit of the disposed asset} \times \text{Proportion of the disposed asset}}{\text{Net operating profit of the Company}}$	Unable to calculate due to the Company's and TJDM's net loss	
3. Total value of consideration received	$\frac{\text{Total value of consideration received} \times 100}{\text{Total assets of the Company}}$	$\frac{30.00 \times 100}{276.06}$	10.87
4. Value of securities issued for the payment of assets	$\frac{\text{Equity shares issued as payment for the assets} \times 100}{\text{Issued and paid-up shares of the Company}}$	Unable to calculate due to none of issued and paid-up shares for payment	

## Calculation of the connected transaction size

Criteria	Formular	Calculation (THB million)	Connected transaction Size (percent)
Net tangible assets – NTA	$\frac{\text{Total value of consideration received} \times 100}{\text{NTA of the Company}}$	$\frac{(30.60^{1/}) \times 100}{121.33}$	25.22

Note: The consideration in amount of THB 30.00 million from the disposal of TJDM's shares to the Buyer, who is a major shareholder of the Company so that the Buyer is connected person, totals with expenses related to the transaction of TJDM and the Company by providing service of TanjaiD platform to TJDM after the Transaction, which classified as type 4 of connected transaction - transactions relating to assets or services. The Company has set the price conditions for TJDM in the amount of THB 0.05 million per month or THB 0.60 million plus 2.00 percent of sales before VAT. This is comparable to the Merchant Discount Rate (MDR) of 1.00 - 3.00 percent which TJDM will pay to the Company and the Company will consider adjusting the service fee each year as necessary and appropriate. Thus, total value of connected transactions is THB 30.60 million.



In this regard, 3.00-percent net tangible assets ("NTA") is equal to THB 3.64 million. Therefore, the value of the total connected transaction size is THB 30.60 million, calculated from the total value of consideration of THB 30.00 million and expenses related to the transaction of TJDM and the Company by providing service of TanjaiD platform to TJDM after the Transaction amounting to THB 0.60 million. Thus, a connected transaction size is 25.22 percent of NTA. Whereby, the connected transaction is a large transaction size which is more than THB 20.00 million and more than 3.00 percent of the Net Tangible Assets ("NTA")

## 2.5 Details of the disposed assets

### 1) General Information of TJDM

<b>Company Name</b>	Than Jaidee Money Service Company Limited ("TJDM")
<b>Headquarter Address</b>	973 President Tower, Unit 7I, Floor 7 <sup>th</sup> Ploenchit, Lumpini, Pathumwan, Bangkok
<b>Business Type</b>	Financial services encompass business loans, personal loans, hire-purchase loans, as well as insurance. TJDM acts as an intermediary, providing guidance and coordinating activities between financial and insurance service providers, including financial institutions, loan providers, and insurance companies.
<b>Business Registration</b>	0105563085430
<b>Registration Date</b>	10 June 2020
<b>Registered and paid up capital</b>	As of 16 May 2023, TJDM has a registered and paid-up capital of THB 5.00 million, consisting of 50,000 ordinary shares. After 15 May 2023, TJDM has scheduled a shareholders' meeting to consider approving an additional increase in registered and paid-up capital of THB 21.00 million, resulting in a new registered and paid-up capital of THB 26.00 million, comprised of 260,000 ordinary shares.
<b>Par value</b>	THB 100.00

### 2) List of TJDM's Board of Directors

Table of TJDM's Board of Directors before entering into the transaction

No.	Name	Position
1.	Mr. Piyapong Wechsetthanon	Director
2.	Miss Narravadee Waravanitcha	Director
3.	Mr. Somchai Wutthisart	Director

In addition, after entering into the transaction, the purchasing party will allocate representatives to serve as board members of TJDM in accordance with the appropriate quantity and proportion.

### 3) List of TJDM's shareholders

**Table of TJDM's Shareholder before entering into the transaction**

No.	Shareholder Name	Number of Share (shares)	Percent
1	B-52 Capital Public Company Limited	49,998	99.996
2	Mr. Piyapong Wechsetthanon	1	0.002
3	Mr. Chawapas Ongmahatmongkol	1	0.002
<b>Total</b>		<b>50,000</b>	<b>100.00</b>

Source: List of TJDM's shareholders as of 27 April 2023

**Table of TJDM's Shareholder after increasing the registered capital and before entering into the transaction**

No.	Shareholder Name	Number of Share (shares)	Percent
1	B-52 Capital Public Company Limited	259,998	99.9992
2	Mr. Piyapong Wechsetthanon	1	0.0004
3	Mr. Chawapas Ongmahatmongkol	1	0.0004
<b>Total</b>		<b>260,000</b>	<b>100.00</b>

**Table of TJDM's Shareholder after increasing the registered capital and entering into the transaction**

No.	Shareholder Name	Number of Share (shares)	Percent
1	Mr. Jirawud Kunwanan	234,260	90.10
2	B-52 Capital Public Company Limited	25,740	9.90
<b>Total</b>		<b>260,000</b>	<b>100.00</b>

### 4) History and Business Overview

Tanjai Dee Money Service Company Limited ("TJDM") is a subsidiary of B-52 Capital Limited Public Company Limited ("the Company"). TJDM was established on 10 June 2021, with a registered and paid-up capital of THB 5.00 million, consisting of 50,000 ordinary shares at a par value of THB 100.00 per share. It operates as a financial service intermediary or agent, providing services such as business loans, car loans, personal loans, and insurance recommendations to members of the retail and wholesale network on the "TanjaiD" platform of the Company.

TJDM was established to provide financial services to members of the TanjaiD platform. The Company created the "TanjaiD" platform as a gathering place for members who are retail and wholesale business operators, both online and offline. Retail and wholesale stores can order products through the "TanjaiD" platform, providing convenience to the stores.



As of 1 May 2023, the TanjaiD platform has attracted a total of 97,480 retail and wholesale stores as members.

The financial services provided by TJDM cover business loans, personal loans, hire-purchase loans, and insurance. TJDM acts as an intermediary, providing guidance and coordinating activities between financial and insurance service providers, including financial institutions, loan providers, and insurance companies, to serve the financial needs of TanjaiD platform members. In the long term, platform members may also participate as recommended financial service providers through TJDM to increase their income as partners with TJDM.

#### 5) TJDM's revenue structure

Revenue structure	2020		2021		2022		1 <sup>st</sup> quarter 2023 <sup>1/</sup>	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
<b>Revenue</b>								
Revenue from sales	-	-	-	-	2.26	81.30	0.66	59.80
Revenue from services	-	-	0.07	99.36	0.18	6.40	0.20	18.22
Other income	0.00	100.00	0.00	0.64	0.34	12.29	0.24	21.98
<b>Total revenue</b>	<b>0.00</b>	<b>100.00</b>	<b>0.07</b>	<b>100.00</b>	<b>2.78</b>	<b>100.00</b>	<b>1.10</b>	<b>100.00</b>

Source: TJDM's consolidated financial statements for the year 2020 – 2022 and the first quarter of 2023

Note: 1/ TJDM's financial statements for the first quarter of 2023, which are the internal financial statements of TJDM.

TJDM's revenue is divided into three parts: 1) Sales revenue, which is the revenue from hire-purchase loans business 2) Service revenue, which is the interest income derived from hire-purchase loans business and 3) Other income.

#### 6) Performance and Financial Position

The IFA analyzes the operating results and financial status of the Company which is the consolidated financial statements for the year 2020 – 2022 that have been audited by Mr. Komin Linprachya from Karin Audit Company Limited and the first quarter of 2023, which are the internal financial statements of TJDM. Details are as follows:

➤ TJDM's consolidated financial statements for the year 2020 – 2022 and the first quarter of 2023

Unit: THB million	31 Dec. 2020		31 Dec. 2021		31 Dec. 2022		31 Mar. 2023	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
<b>Assets</b>								
Cash and cash equivalents	0.79	91.14	0.83	7.26	1.66	12.40	0.88	16.14
Trade and other receivables	0.03	3.74	0.19	1.64	2.74	20.41	2.76	50.65
Inventories	-	-	-	-	0.06	0.44	0.00	0.02
Current income	0.00	0.00	0.00	0.02	0.01	0.08	0.01	0.22
Other current assets	-	-	-	-	0.05	0.37	0.00	0.04



Unit: THB million	31 Dec. 2020		31 Dec. 2021		31 Dec. 2022		31 Mar. 2023	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
<b>Total current assets</b>	<b>0.82</b>	<b>94.88</b>	<b>1.02</b>	<b>8.92</b>	<b>4.52</b>	<b>33.69</b>	<b>3.66</b>	<b>67.07</b>
Account Receivable – Non current	-	-	-	-	0.00	0.01	-	-
Building improvement and equipment, net	0.04	5.12	0.03	0.24	0.10	0.76	0.09	1.67
Right of Used	-	-	10.36	90.84	8.59	64.05	1.71	31.26
Other non-current assets	-	-	-	-	0.20	1.49	-	-
<b>Total non-current assets</b>	<b>0.04</b>	<b>5.12</b>	<b>10.38</b>	<b>91.08</b>	<b>8.90</b>	<b>66.31</b>	<b>1.80</b>	<b>32.93</b>
<b>Total assets</b>	<b>0.86</b>	<b>100.00</b>	<b>11.40</b>	<b>100.00</b>	<b>13.42</b>	<b>100.00</b>	<b>5.46</b>	<b>100.00</b>
<b>Liabilities</b>								
Trade and other payables	0.06	6.60	2.85	24.98	5.41	40.30	5.78	5.78
Short term loan payables	1.00	115.91	6.02	52.76	12.50	93.18	13.52	13.52
Current portion from Liabilities under finance lease	-	-	1.57	13.77	1.64	12.19	0.33	0.33
Other current liabilities	-	-	-	-	0.27	2.03	-	-
<b>Total current liabilities</b>	<b>1.06</b>	<b>122.51</b>	<b>10.43</b>	<b>91.51</b>	<b>19.82</b>	<b>147.69</b>	<b>19.63</b>	<b>19.63</b>
Liabilities under finance lease agreements, net	-	-	8.83	77.49	7.20	53.65	1.39	25.40
Employee benefit obligations	0.09	10.45	0.22	1.93	0.04	0.30	0.05	0.99
<b>Total non-current liabilities</b>	<b>0.09</b>	<b>10.45</b>	<b>9.05</b>	<b>79.42</b>	<b>7.24</b>	<b>53.95</b>	<b>1.44</b>	<b>26.39</b>
<b>Total liabilities</b>	<b>1.15</b>	<b>132.96</b>	<b>19.49</b>	<b>170.92</b>	<b>27.06</b>	<b>201.64</b>	<b>21.07</b>	<b>386.07</b>
<b>Shareholders' equity</b>								
Authorised share capital	5.00	579.25	5.00	43.85	5.00	37.26	5.00	91.63
Issued and paid share capital								
50,000 ordinary shares at par value of THB 25.00 each	1.25	144.81	1.25	10.96	-	-	-	-
50,000 ordinary shares at par value of THB 100.00 each	-	-	-	-	5.00	37.26	5.00	91.63
Retained earnings								
Unappropriated	(1.53)	(177.77)	(9.34)	(81.89)	(18.64)	(138.90)	(20.61)	(377.70)
<b>Total shareholders' equity</b>	<b>(0.28)</b>	<b>(32.96)</b>	<b>(8.09)</b>	<b>(70.92)</b>	<b>(13.64)</b>	<b>(101.64)</b>	<b>(15.61)</b>	<b>(286.07)</b>
<b>Total liabilities and shareholders' equity</b>	<b>0.86</b>	<b>100.00</b>	<b>11.40</b>	<b>100.00</b>	<b>13.42</b>	<b>100.00</b>	<b>5.46</b>	<b>(100.00)</b>

Source: TJDM's consolidated financial statements for the year 2020 – 2022 and the first quarter of 2023



➤ TJDM's income statement for the year 2020 – 2022 and the first quarter of 2023

Unit: THB million	For the year ended 2020		For the year ended 2021		For the year ended 2022		For the first quarter ended 2023	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
	<b>Revenue</b>							
Revenue from sales	-	-	-	-	2.26	81.30	0.66	59.80
Revenue from services	-	-	0.07	99.36	0.18	6.40	0.20	18.22
Other income	0.00	100.00	0.00	0.64	0.34	12.29	0.24	21.98
<b>Total revenue</b>	<b>0.00</b>	<b>100.00</b>	<b>0.07</b>	<b>100.00</b>	<b>2.78</b>	<b>100.00</b>	<b>1.10</b>	<b>100.00</b>
<b>Expenses</b>								
Cost of sales	-	-	-	-	(1.47)	(53.07)	(0.43)	(39.00)
Cost of services	-	-	(0.01)	(14.80)	-	-	(0.06)	(5.70)
Selling expenses	(0.00)	(114.89)	(0.46)	(644.14)	(2.78)	(100.19)	(1.21)	(109.33)
Administrative expenses	(1.53)	(1,631,882.98)	(7.33)	(10,371.71)	(7.61)	(274.20)	(1.33)	(120.82)
Finance costs	(0.00)	(554.26)	(0.09)	(124.16)	(0.43)	(15.67)	(0.04)	(3.90)
<b>Total expenses</b>	<b>(1.53)</b>	<b>(1,632,552.13)</b>	<b>(7.89)</b>	<b>(11,154.81)</b>	<b>(12.30)</b>	<b>(443.13)</b>	<b>(3.07)</b>	<b>(278.75)</b>
Profit (loss) before income tax expense	(1.53)	(1,632,452.13)	(7.81)	(11,054.81)	(9.52)	(343.13)	(1.97)	(178.75)
Tax income (expense)	-	-	-	-	-	-	-	-
<b>Profit (loss) for the period</b>	<b>(1.53)</b>	<b>(1,632,452.13)</b>	<b>(7.81)</b>	<b>(11,054.81)</b>	<b>(9.52)</b>	<b>(343.13)</b>	<b>(1.97)</b>	<b>(178.75)</b>

Source: TJDM's income statement for the year 2020 – 2022 and the first quarter of 2023

➤ Financial key ratio

Table of TJDM's financial ratios for the year 2020 – 2022 and the first quarter of 2023

Financial Ratio	Unit	2020	2021	2022	1 <sup>st</sup> quarter 2023
Liquidity ratio					
Current ratio	times	0.77	0.10	0.23	0.19
Account receivable turnover	times	0.00	0.64	1.90	0.40
Collection period	days	125,202.77	566.36	192.41	910.63
Inventory turnover	times	N/A	N/A	25.00	16.39
Inventory storage period	days	N/A	N/A	14.61	22.27
Account payable turnover	times	0.00	0.01	0.36	0.09
Repayment period	days	N/A	50,690.84	1,022.98	4,142.48
Profitability ratio					
Gross margin	percent	N/A	85.11	39.49	42.71
Operating profit margin	percent	(1,631,897.87)	(12,828.95)	(697.77)	(316.14)
Net profit margin	percent	(1,632,452.13)	(11,054.81)	(343.13)	(178.75)
Operating efficiency ratio					



Financial Ratio	Unit	2020	2021	2022	1 <sup>st</sup> quarter 2023
Return on Assets	percent	(177.77)	(68.54)	(70.96)	(36.13)
Return on Equity	percent	N/A	N/A	N/A	N/A
Financial policy ratio					
Debt to Equity Ratio	times	(4.03)	(2.41)	(1.98)	(1.35)
Interest Coverage Ratio	times	(2,944.31)	(88.04)	(20.90)	(44.85)

Source: Calculated with TJDM's consolidated financial statements for the year 2020 – 2022 and the first quarter of 2023

## Description of operating results and financial position

### Financial Performance

#### Total Revenue

Total revenues during the year 2020 – 2022 were THB 0.00 million, THB 0.07 million and THB 2.78 million, respectively, representing the compound annual growth rate (CAGR) between 2020 – 2022, equal to 17,082.73 percent.

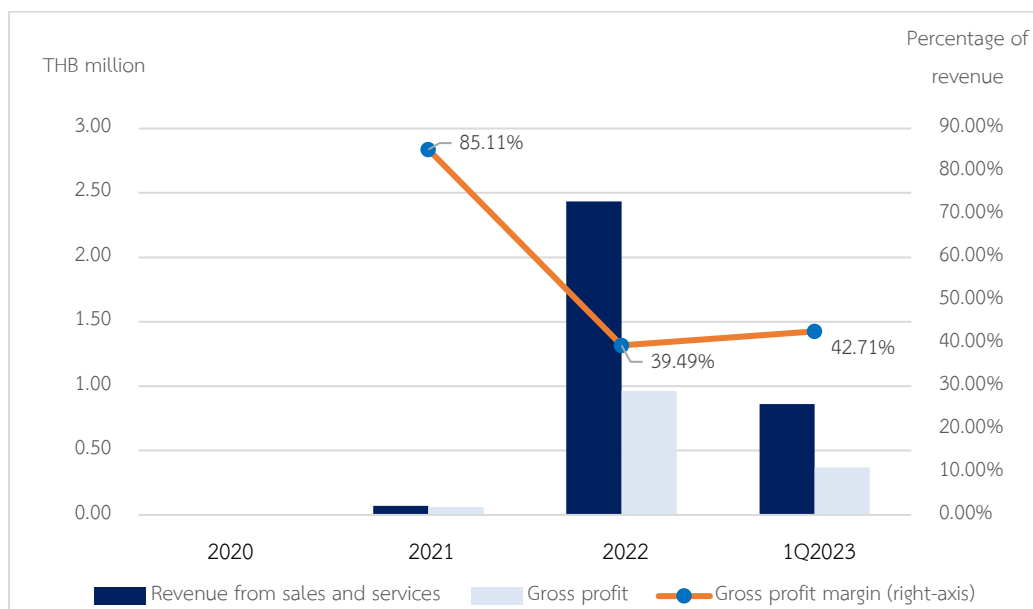
In 2021, TJDM had total revenue of THB 0.07 million, an increase of THB 0.07 million or 75,102.13 percent from the year 2020, which was THB 0.00 million. This was due to the generation of income from brokerage fees for sourcing customers to automotive loan service providers.

In 2022, TJDM had total revenue of THB 2.78 million, an increase of THB 2.70 million or 3,826.04 percent from the year 2021, which was THB 0.07 million. This was due to the testing of the hire-purchase loans business, which commenced operations in June 2022. A pilot test was conducted to market the hire-purchase loans business, starting from September 2022, with a total of 204 contracts signed. However, TJDM continued to generate revenue from brokerage fees for sourcing customers to automotive loan service providers, albeit with a low proportion of the total revenue.

As of 31 March 2023, TJDM had total revenue of THB 1.10 million. This was due to TJDM continued to generate revenue from the hire-purchase loans business (as piloted in 2022) and revenue from services, specifically interest income from hire-purchase loans amounting to THB 0.20 million, as well as other income from rights of use assets amounting to THB 0.24 million.

Gross profit margin

**Revenue from sales and services, Gross Profit and Gross Profit Margin Chart of TJDM for the year 2020 – 2022 and the first quarter of 2023**



In 2020, TJDM had gross profit of THB 0.00 million which cannot be calculated for a gross profit margin. In 2021 – 2022, TJDM had gross profit of THB 0.06 million and THB 0.96 million, respectively, or the gross profit margin of 85.11 percent and 39.39 percent, respectively.

In 2021, TJDM had gross profit of THB 0.06 million, an increase of THB 0.06 million which cannot be calculated for a growth rate from 2020 which was THB 0.00 million. This increase is consistent with the growth in revenue from services, resulting in the gross profit margin of 85.11 percent in 2021. This was due to the cost incurred from the financial services business, acting as an agent in acquiring customers for automotive loan providers.

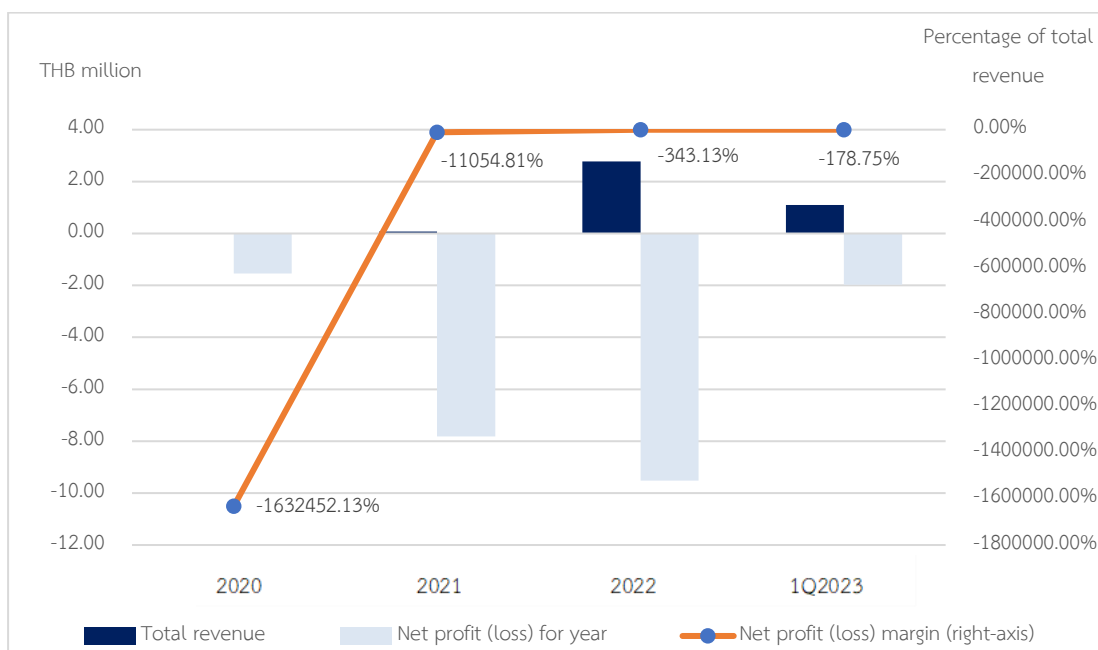
In 2022, TJDM had gross profit of THB 0.96 million, an increase of THB 0.90 million or a 1,508.20 percent from 2021 which was THB 0.06 million. This increase is consistent with the growth in revenue from sales. However, the gross profit margin in 2022 was 39.49 percent, a decrease from the previous year which is 85.11 percent. This was due to the shift towards conducting the hire-purchase loans business, where TJDM incurs product costs for distribution. This is in contrast to the previous year, where the business mainly operated as an agent, resulting in a higher gross profit margin.

As of 31 March 2023, TJDM had gross profit of THB 0.37 million or the gross profit margin of 42.71 percent. This was due to in the first quarter, TJDM continued to generate revenue from hire-purchase loans business. However, TJDM does not have plan to engage in the hire-purchase loans business going forward. This is because it requires working capital to purchase inventory. Therefore, starting from the second quarter onwards, TJDM will only serve as an intermediary in sourcing customers for financial services and will no longer generate revenue from the hire-purchase loans business.



Profit margin

**Revenue, Net Profit and Net Profit Margin Chart of TJDM for the year 2020 – 2022 and the first quarter of 2023**



In 2020 – 2022, TJDM had a net loss of THB 1.53 million, THB 7.81 million and THB 9.52 million, respectively, or a net loss rate of 1,632,452.13 percent, 11,054.81 percent and 343.13 percent, respectively.

In 2021, TJDM had a net loss of THB 7.81 million, an increase from 2020 which was THB 1.53 million for THB 6.28 million or a growth rate of 409.26 percent from the previous year. This was due to rising costs of distribution and administrative expenses, amounting to THB 5.80 million and THB 0.46 million, respectively.

In 2020, TJDM had a net loss of THB 9.52 million, a decrease from 2021 which was THB 7.81 million for THB 1.71 million or a growth rate of 21.86 percent from the previous year. The main reasons for the increased expenses are as follows: 1) Cost of goods sold or cost of products, which resulted from the initiation of the hire-purchase loans business in 2022. 2) Costs of distribution, such as transportation expenses, travel and accommodation expenses, wages and services, and sales and marketing expenses. All of these costs arose from the initiation of the hire-purchase loans business in the early stages.

As of 31 March 2023, TJDM had a net loss of THB 1.97 million or the net loss rate of 178.75 percent. This was due to the expenses incurred from hiring sales personnel, which was not present in the previous year, and there are an increase in costs of services, resulting from the distribution of sales commissions to relevant parties.



## Statement of Financial Position

### Assets

As of 31 December 2021, TJDM had total assets of THB 11.40 million, an increase of THB 10.54 million or 1,220.87 percent from 31 December 2020, which was THB 0.86 million. Due to significant changes in assets as follows: 1) Trade receivables and other current receivables increased by THB 0.15 million. The main reason for this increase was the income from brokerage fees for sourcing customers for automotive loan service providers 2) Right of use assets increased by THB 10.36 million. The main reason for this increase was TJDM entering into office lease agreements with related companies for a period of 3 years (renewable for an additional 3 years upon agreement expired).

As of 31 December 2022, TJDM had total assets of THB 13.42 million, an increase of THB 2.02 million or 17.70 percent from 31 December 2021, which was THB 11.40 million. Due to significant changes in assets as follows: 1) Cash and cash equivalents increased by THB 0.84 million. The main reason for this increase was the growth in bank deposits upon inquiry. 2) Trade receivables and other current receivables increased by THB 2.55 million. The main reason for this increase was the generated income from hire-purchase loans business, resulting in a higher number of outstanding trade receivables with installment payments ranging from 8 to 12 installments.

As of 31 March 2023, TJDM had total assets of THB 5.46 million. Due to significant changes in assets as follows: 1) Right of use assets amounted to THB 1.71 million. This change resulted from not renewing the office lease agreement, which required the adjustment and reevaluation of right-of-use assets and had an impact on lease liability.

### Liabilities

As of 31 December 2021, TJDM had total liabilities of THB 19.49 million, an increase of THB 18.34 million or 1,598.01 percent from 31 December 2020, which was THB 1.15 million. Due to significant changes in liabilities as follows: 1) Trade and other payables increased by THB 2.79 million. The main reason for this increase was the rise in outstanding expenses and other related business liabilities, which are expenses incurred in managing transactions with other companies. 2) Short-term borrowings increased by THB 5.01 million. The main reason for this increase was borrowing funds from the Company to improve the company's liquidity position. 3) Lease liability increased by a total of THB 10.40 million. The main reason for this increase was TJDM entering into a lease agreement for office with a related company. The lease has a duration of 3 years (with an option to renew for an additional 3 years) starting from 16 November 2021, until 15 November 2027.

As of 31 December 2022, TJDM had total liabilities of THB 27.06 million, an increase of THB 7.57 million or 38.85 percent from 31 December 2021, which was THB 19.49 million. Due to significant changes in liabilities as follows: 1) Trade and other payables increased by THB 2.56 million. The main reason for this increase was the company's initiation of a hire-purchase loans business, resulting in the acquisition of inventory for



resale. This led to an increase in trade payables. 2) Short-term borrowings increased by THB 6.49 million. The main reason for this increase was borrowing funds from the Company because the business operations' revenue did not fully cover the incurred expenses.

As of 31 March 2023, TJDM had total liabilities of THB 21.07 million. Due to significant changes in liabilities as follows: 1) Lease liability amounted to THB 1.72 million. This resulted from not renewing office lease agreements, which required adjustments to the lease liability in accordance with the lease contracts.

#### Shareholders' equity

As of 31 December 2021, TJDM had total shareholders' equity of THB -8.09 million, a decrease of THB 7.81 million from 31 December 2020, which was THB -0.28 million, representing a 2,742.28 percent reduction from THB 7.81 million net loss from operating in 2021.

As of 31 December 2022, TJDM had total shareholders' equity of THB -13.64 million, a decrease of THB 5.55 million from 31 December 2021, which was THB -8.09 million, representing a 68.67 percent reduction from THB 9.52 million net loss from operating in 2022.

As of 31 March 2023, TJDM had total shareholders' equity of THB -15.61 million. This is due to the net loss incurred in the first quarter, which amounted to THB 1.97 million.

#### 7) Industry Overview and Business trends

At present, the situation of the credit industry in early 2023 is likely to expand from large businesses in the financial and commercial sectors, including residential retail loans, personal loans and car loans. This is a result of the exhaustion of government financial assistance measures and economic uncertainty.

Based on the survey results and credit trends for the year 2023, the Bank of Thailand anticipates a continuous increase in credit demand in the business sector. At the same time, financial institutions have implemented stricter credit standards for lending to businesses. Large businesses require credit for investment in projects, machinery and equipment, as well as inventory production, aligning with the expanding economy. Small and Medium Enterprises (SMEs) require credit for working capital, inventory production, and investment in machinery and equipment, reflecting their business expansion.

However, credit standards for business lending have become even more stringent. Margin adjustments have been made for high-risk customer groups, along with adjustments to collateral requirements and loan agreements. This is in line with the decreasing approval rate and deteriorating credit quality of banks, as small and large businesses turn to alternative capital-raising methods such as debt securities or non-bank financial institutions. These alternatives offer easier and faster credit approval opportunities.



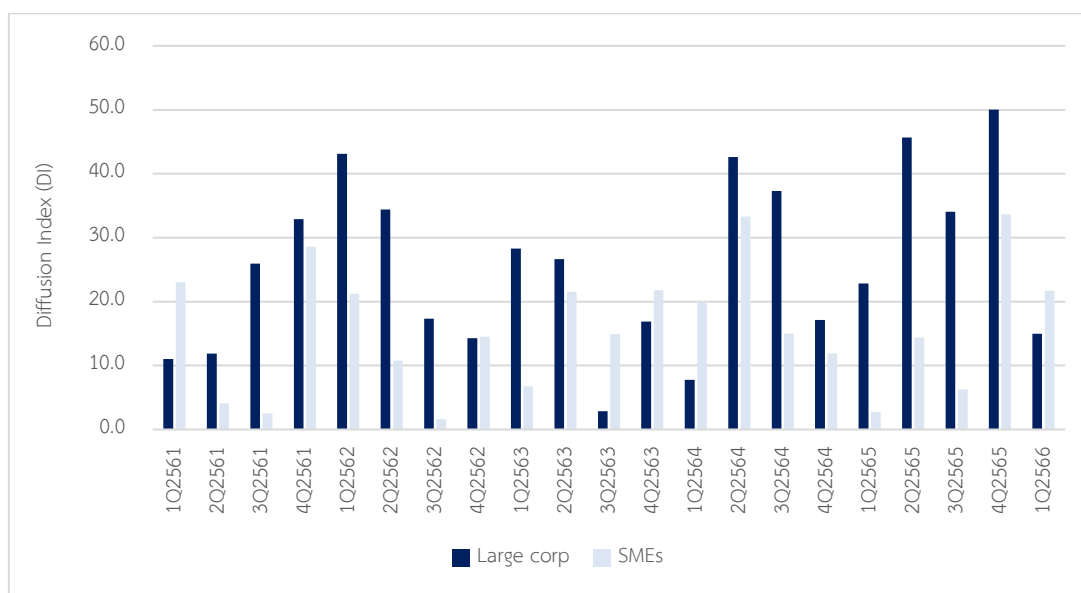


For household credit in 2023, the Bank of Thailand expects a continuous increase in credit demand, similar to the business sector. This particularly applies to credit card loans and other consumer loans, driven by consumer spending needs and improved consumer confidence. Additionally, there is a continuous increase in housing loans due to government measures such as reduced transfer fees. On the other hand, the demand for car loans through hire purchase has decreased due to rising borrowing costs.

Credit standards for household loans, especially for other consumer loans and car hire purchase, have become stricter. Financial institutions are concerned about the risks associated with the significantly reduced collateral value of used cars and the credit risk of borrowers. The trend of stricter loan approval and the overall quality of household credit, which has not improved, is in line with the vulnerability of some households with slow income recovery and high debt burdens.

Furthermore, the overall credit landscape is expected to be influenced by the emergence of digital lending, which is a new business opportunity that can sustain the growth of the credit industry. This is driven by changing consumer behavior, motivating factors for credit utilization and repayment, and the establishment of an online data environment. Products that cater to customer segments unable to access bank loans, such as those without regular income, those unable to prove income, and those without collateral, may play a crucial role. Therefore, financial technology (fintech) in the lending sector could be a significant factor driving the future growth of the credit industry.

**Diffusion Index charts for large businesses and SMEs from the first quarter of 2018 to the first quarter of 2023**



Source: Bank of Thailand

## 2.6 Total value of consideration and basis for determining the value of consideration

The Company has hired Capital One Partners Company Limited, a financial advisory firm approved by the Securities and Exchange Commission (“SEC”) to assesses the fair value of TJDM by using the Book Value Approach by calculating net assets or the value of equity according to the statement of financial position ended 31 December 2022. The value of shareholders’ equity is at THB (13.64) million, representing THB (272.79) per share and evaluated by the adjusted book value method by calculating from the statement of financial position ended 31 December 2022 adjusted by property, plant and equipment and capital increase of THB 21.00 million to repay the loan to the Company to reflect the market value or fair value of such assets with the value of shareholders’ equity according to the book value (after capital increase) is THB 5.39 million, equivalent to THB 20.73 per share.

In this regard, the total value of consideration of the assets that the Company will dispose in the amount of THB 30.00 million, which is higher than the book value and book value (after capital increase)

Moreover, the Company has hired Capital One Partners Company Limited to assesses the fair value of TJDM by using the Discount Cash Flow Approach (“DCF”). The intrinsic value of shareholder’s equity is THB 33.64 million, which is between THB 29.76 – 38.27 million or equivalent to the value of THB 114.48 – 147.19 per shares

The company will dispose 234,260 shares of TJDM or equal to the proportion of 90.10 percent to the Buyer in the total amount of THB 30.00 million or equivalent to the value of THB 128.06 per shares.

## 2.7 Specify a plan on the use of fund received from asset disposal

The Company has a plan on the use of fund received from the disposal of TJDM’s ordinary shares in the proportion of 90.10 percent with the total value at THB 30.00 million to use as working capital for the Company’s potential business expansion plan.

## 2.8 Precedent conditions

The Transaction has precedent conditions as below:

- (1) TJDM has to increase the registered capital and paid-up capital in the amount of THB 21.00 million from THB 5.00 million to THB 26.00 million.

As of 25 May 2023, TJDM registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.

- (2) The Company receives approval from by the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on 28 June 2023, in order to be able to enter into the Transaction.



### 3. IFA's opinions on reasonableness of the Transaction

#### 3.1 Reasonableness of entering into the Transaction

The Company intended to dispose 234,260 ordinary shares of TJDM or in the proportion of 90.10 percent with the total value at THB 30.00 million, or net value equal to THB 9.00 million. The objective is to use the proceeds from the disposal of TJDM's shares as working capital for the Company's potential business expansion plan. The disposal of TJDM's shares saves the Company from having to bear the loss from TJDM's consecutive net loss as the TJDM is the Company's subsidiary with the proportion of 100.00 percent. Moreover, TJDM's core business is financial service provider. In addition to risk of higher household debt, there are risks associated with the current credit industry as there are many large service providers with a large customer base. They have the ability to expand the customer base to cover other small businesses. Thus, this may limit TJDM's competitiveness in the credit market in its successful business operations as TJDM is a newly-established company and a small player in the market. The Company has foreseen such risks that may occur and will affect TJDM's business operations by reflecting from its performance in the past as well as an unclear business plan including not having a license in some business groups. The Company needs to provide a large amount of cash flow as working capital for TJDM in order to operate its installment financing services business to increase TJDM's competitiveness. In summary, the disposal of TJDM's ordinary shares is to reduce the burden of the Company and the Company will recognize income immediately. Furthermore, the Company will have a capital gain from the Transaction, resulting in a higher shareholder's equity.

In addition, the Company disposes TJDM's shares to the Buyer who is a major shareholder of the Company and has been considered as a person with potential and experience as the Buyer is a major shareholder in Know Yoo Hah Motors Co.,Ltd., which is the official representative of Tri Petch Isuzu Sales Co.,Ltd. and operates as an Isuzu car dealer both in terms of turnkey distribution and after sales service. Currently, there are showrooms and sales offices located in Bangkok and its vicinity and 4 provinces in the northeastern region, namely Khon Kaen, Mahasarakham, Roi Et, and Loei. Moreover, there are plans to expand the business to members of grocery shop owners on the TanjaiD platform nationwide as Isuzu pickup trucks are in demand by small business. This will be conducive to TJDM's business operation. In this regard, the Company has set the price conditions for TJDM in the amount of THB 0.05 million per month plus 2.00 percent of sales before VAT. The IFA views that the service fee is reasonable as the current fixed usage fee starts from THB 0.04 million per year to more than THB 0.10 million per year, therefore, the fixed usage fee of THB 0.05 million per month or THB 0.60 million per year of the Company is reasonable fee compared to the market price and it is comparable to the Merchant Discount Rate (MDR) of 1.00 - 3.00 percent which TJDM will pay to the Company. In this regard, the Company will consider adjusting the service fee each year as necessary and appropriate since the contract is an annual contract between the Company and TJDM, which either party can terminate at any time with 30 days advance notice. In addition, there will benefit to the Company and the Company's shareholder by maintaining the proportion of 9.90-percent share in TJDM as the Company is still confident in TJDM's business that will have an opportunity to grow. In this regard, the Company will mainly consider the benefits of the Company's



shareholders to increase capital in TJDM if TJDM has to increase capital in the future. In contrast, if TJDM's future performance is not as expected, the Company may consider not increasing its capital and/or reducing its shareholding proportion. Such consideration will be for the best interests of the Company's shareholders. Entering into the transaction with connected person also helps to expedite the process and time to negotiate as external person will take some time to verify more information of the assets to be entered into the Transaction. In addition, entering into transactions with connected person will help to coordinate various aspects efficiently under the relevant terms and conditions of the contract.

According to the connected transaction, the IFA has verified that there will be no conflict of interest by considering the main business structure of the Company. There is core revenue from the sale of consumer products (such as seasonings cooking ingredients) and small appliances (such as fans, mini juice blenders, smart watches and mobile phones) priced at less than THB 7,000 in cash through Tanjai Distribution Co., Ltd. This is different from TJDM's business which the main revenue comes in the form of Installment payments only. Therefore, the business of the Company after the transaction will not compete with TJDM's business that will be disposed of because the types of products offered on the platform and payment methods are different.

As for the conditions of entering into the transaction, the Company has to increase the registered capital and paid-up capital in the amount of THB 21.00 million from THB 5.00 million to THB 26.00 million, which was registered with the Department of Business Development, Ministry of Commerce as of 25 May 2023, to eliminate TJDM's liability between TJDM and the Company, including other payables as well as the Company receives approval from by the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on 28 June 2023, in order to be able to enter into the Transaction.

However, the Company has increased the capital to TJDM in the amount of THB 21.00 million which is entirely from internal cash flow of the Company. Thus, the capital increase is a remission of debt for TJDM in order to have an efficient debt and capital restructuring.

The IFA has opinions that the Transaction, by which the Company will dispose TJDM's ordinary shares in the proportion of 90.10 percent, is therefore a reasonable and beneficial transaction to the Company and the Transaction Price is a reasonable and beneficial to the Company and the Company's shareholders.

### 3.2 Advantages of entering into the Transaction

- 1) The Company will recognize income immediately and have a capital gain from the disposal of TJDM's ordinary shares

After the Transaction, the Company will recognize income from the consideration in cash in amount of THB 30.00 million, or net value equal to THB 9.00 million from disposal of TJDM's ordinary share in the proportion of 90.10 percent or 234,260 shares, at the price of THB 128.06 per share to the Buyer. However, the Company has increased the capital to TJDM in the amount of THB 21.00 million which is entirely from internal cash flow of the Company. Thus, the capital increase is a remission of debt for TJDM in order to have an efficient debt and capital restructuring. Detail is as follow:



Cost from disposal of TJDM's shares	THB million
Paid-up capital of TJDM	5.00
<b>Capital increase before entering the Transaction</b>	21.00
Paid-up capital of TJDM after capital increase	<b>26.00</b>
<b>Disposal of 90.10-percent share of TJDM (cost)</b>	23.43

This results in a capital gain in amount of THB 6.57, resulting in an increase in the Company's shareholder equity.

Net profit from the Transaction	THB million
Transaction Price	30.00
<b>Less cost<sup>1/</sup></b>	23.43
<b>Net profit from the Transaction<sup>2/</sup></b>	<b>6.57</b>

Note: 1/ Calculation from the proportion of disposal of TJDM's ordinary share at cost after issuing new registered and paid-up share to THB 26.00 million

2/ The calculation does not include other expenses for entering into the Transaction such as advisory fee, transaction fee, etc.

- The Company will utilize the proceed received from the disposal of TJDM's ordinary shares to support the Company's operation.

After the Transaction, the Company will receive the consideration in cash in amount of THB 30.00 million, or net value equal to THB 9.00 million. The Company will utilize the proceed received from the disposal of TJDM's ordinary shares as a working capital for the Company's potential business expansion plan either the existing business or new business in the future, which might generate more returns than investing in TJDM. This help reduce the burden from external financing that must bear the interest burden.

- The disposal of TJDM's shares saves the Company from having to bear the loss from TJDM's consecutive net loss

Focusing on the operating results for the past 3 years from 2020 – 2022, TJDM had continued to have net losses. This is the burden of the Company to carry total amount of TJDM's net losses as TJDM is the Company's subsidiary with the proportion of 100.00 percent. Detail is as follow:

Net profit (loss) for the year of TJDM	THB million
2020	(1.53)
2021	(7.81)
2023	(9.52)
<b>Total</b>	<b>(18.86)</b>

Hence, the Company will benefit after the Transaction as the Company will maintain the proportion of 9.10-percent shares in TJDM. TJDM will not be a subsidiary of the Company and the Company will no longer bear the loss that may occur in the future.



- 4) The disposal of TJDM's shares saves the Company to reduce the burden of providing cash as working capital for TJDM's operation

TJDM needs a large amount of working capital to operate its business as TJDM is a newly-established company and a small player in the market. In the credit industry, there are many large service providers with a large customer base. They has the ability to expand the customer base to cover other small businesses. Thus, this may limit TJDM's competitiveness in the credit market in its successful business operations. The Company has foreseen such risks that may occur. To increase TJDM's competitiveness, the Company is likely to provide a large amount of cash flow as working capital for TJDM in order to operate its installment financing services business. When considering the cash flow that the Company has to bear in the form of loans in amount of THB 14.50 million and trade payables in amount of THB 5.96 million to TJDM (estimated net balance as of 30 June 2023 by the Company). According to its past performance, although TJDM has a chance to grow in the future, it was still unable to generate returns to repay debt to the Company. Therefore the Company has to increase the capital, which is a remission of debt for TJDM in order to have an efficient debt and capital restructuring. Under this situation, TJDM will takes time to operate efficiently to generate returns to the Company.

In summary, the disposal of TJDM's ordinary shares will benefit to the Company and the Company's shareholders as the Buyer has been considered as a person with potential and experience to operate the TJDM's business to generate more return to the Company by maintaining some proportion of share in TJDM. Furthermore, this will reduce the burden of the Company to provide cash as working capital for TJDM's operation.

- 5) The disposal of TJDM's shares reduces the risk from unclear business plan of the TJDM

Currently, TJDM is a newly-established company so that there is unclear business plan. This is because its operation require a large amount of working capital in installment financing services business. Moreover, some business units require licenses, such as financial and insurance services. Thus, the company can set guidelines for the implementation and preliminary planning.

In this regard, TJDM's operation is limited by not having license to operate in some services. This causes the operation to be disrupted and there is a high degree of uncertainty. Therefore, the Company considers to dispose TJDM's shares to reduce such risks.

### 3.3 Disadvantages of entering into the Transaction

- 1) The Company has an obligation to increase capital before entering into the Transaction

As for the conditions of entering into the transaction, the Company has to increase the registered capital and paid-up capital in the amount of THB 21.00 million from THB 5.00 million to totally THB 26.00 million to eliminate TJDM's liability between TJDM and the Company, including other payables.



The increase of the registered capital and paid-up capital is due to the repayment of the TJDM's loans to the Company in amount of THB 14.50 million and the repayment of the TJDM's liability to the Company in amount of THB 6.30 million, which consists of the Company's debt of THB 5.96 million and other payables of THB 0.34 million, which are not related to the Company, such as the Revenue Department, projected employee commission and creditors of other companies, etc., and to other payables in amount of THB 20.80 million (estimated net balance as of 30 June 2023 by the Company). Hence, TJDM's liabilities with the Company will be exhausted and TJDM's shareholders' equity will turn to positive approximately THB 3.40 million (estimated net balance as of 30 June 2023 by the Company). Currently, TJDM has already repaid all loans and debts to the Company and other creditors.

However, the Company has increased the capital to TJDM before entering into the Transaction in the amount of THB 21.00 million in order to have an efficient debt and capital restructuring. In this regard, the capital increase is a remission of debt for TJDM in amount of THB 20.46 million, consisting of the repayment of the TJDM's loans to the Company in amount of THB 14.50 million and the repayment of the TJDM's debt to the Company in amount of THB 5.96 million. The Company will use internal cash flow in amount of THB 0.54 million for repayment to other payables in amount of THB 0.34 million. After all, there will be remaining cash flow from the net capital increase of THB 0.20 million in TJDM.

2) The Company will lose power of control in TJDM

After the Transaction, the Company will maintain the proportion of 9.10-percent shares in TJDM. In accordance, the Company will not have a representative director in TJDM as the Buyer will allocate the representative directors in an appropriate amount.

### 3.4 Advantages from entering into the Transaction with connected person comparing to non-connected person

1) Speed of negotiation for the transaction

AS the Transaction is connected transaction between the Company and the Buyer who is a major shareholder of the Company. As of 20 March 2023, a record date, the Buyer is the largest shareholder of the Company with held the proportion of 49.38-percent share in the Company. This helps to expedite the process and time to negotiate as external person will take some time to verify more information of the assets to be entered into the Transaction. In addition, entering into transactions with connected person will help to coordinate various aspects efficiently under the relevant terms and conditions of the contract.

2) The connected person with potential and experience will benefit to the Company in long term

As the Company disposes TJDM's shares to the Buyer who is a major shareholder of the Company and has been considered as a person with potential and experience as the Buyer is a major shareholder in Kow Yoo Hah Motors Co.,Ltd., which is the official representative of Tri Petch Isuzu Sales Co.,Ltd. and



operates as an Isuzu car dealer both in terms of turnkey distribution and after sales service. Currently, there are showrooms and sales offices located in Bangkok and its vicinity and 4 provinces in the northeastern region, namely Khon Kaen, Mahasarakham, Roi Et, and Loei. Moreover, there are plans to expand the business to members of grocery shop owners on the TanjaiD platform nationwide as Isuzu pickup trucks are in demand by small business. This will be conducive to TJDM's business operation and will benefit to the Company's shareholders. Moreover, the Company will have a strategic partnership and has resource that is beneficial to the Company and the Company's shareholders by maintaining the shareholding of 9.90-percent share in TJDM as the Company is still confidence in TJDM's business that will have an opportunity to grow. In this regard, the Company will mainly consider the benefits of the Company's shareholders to increase capital in TJDM if TJDM has to increase capital in the future. In contrast, if TJDM's future performance is not as expected, the Company may consider not increasing its capital and/or reducing its shareholding proportion. Such consideration will be for the best interests of the Company's shareholders.

### **3.5 Disadvantages from entering into the Transaction with connected person comparing to non-connected person**

#### 1) The Company's obligations on entering into the connected transaction.

According to the connected transaction with a large transaction size more than 3.00 percent of the Net Tangible Assets ("NTA"), the Company has obligations to disclose information based on Connected Transaction Notifications. Hence, these result in additional obligations for the Company and additional expenses required to be incurred following the requirements for practice as follows:

- (1) There must be a meeting of the Board of Directors to consider and approve the disposal of assets and connected transactions of the Company.
- (2) Information must be disclosed according to the information memorandum on the disposal of assets and connected transactions of the Company to SET.
- (3) There must be an appointment of an independent financial advisor, and
- (4) There must be a meeting of shareholders' meeting to consider and approve the connected transactions and the resolution of the meeting of shareholders must receive a vote of not less than three-fourths of the participating and voting, excluding interested shareholders.

Therefore, the Company has more duties and expenses when compared with third parties.

#### 2) There may be a conflict of interest

According to the connected transaction, as a result, the negotiation of various conditions may result in a lack of independence and unable to fully perform as a transaction with a third party.





However, the Transactions must be submitted for approval from the Board of Directors and interested directors did not attend the meeting and has no right to vote in the Board of Directors' meeting.

According to the meeting No. 3/2023 on 16 May 2023, the Board of Directors (non-interested directors) unanimously approved the Transaction as the transactions has conditions not inferior to those made with third parties and the criteria used to determine the value of compensation are appropriate, reasonable and beneficial to the Company and all shareholders of the Company in the long term.

In addition, TJDM will continue to use the service of the TanjaD platform in the future. may cause a conflict of interest with the Company because there is the common major shareholders.

However, the Company does not have any other business, of which is same operation as TJDM by considering the main business structure of the Company. There is core revenue from the sale of consumer products (such as seasonings cooking ingredients) and small appliances (such as fans, mini juice blenders, smart watches and mobile phones) priced at less than THB 7,000 in cash through Tanjai Distribution Co., Ltd. This is different from TJDM's business which the main revenue comes in the form of Installment payments only. Therefore, the business of the Company after the transaction will not compete with TJDM's business that will be disposed of because the types of products offered on the platform and payment methods are different. Moreover, there will be no sharing of assets because TJDM plans to terminate the lease that related to the Company after the transaction. Therefore, there is no conflict of interest for the disposal of TJDM shares to the Buyer. Furthermore, services provided to TJDM in the future on TanjaiD Platform, in which the Company has set the price conditions for TJDM in the amount of THB 0.05 million per month plus 2.00 percent of sales before VAT. This is comparable to the Merchant Discount Rate (MDR) of 1.00 - 3.00 percent which TJDM will pay to the Company. In this regard, the Company will consider adjusting the service fee each year as necessary and appropriate since the contract is an annual contract between the Company and TJDM, which either party can terminate at any time with 30 days advance notice. In addition, the Company has policies to prevent the information from the TanjaiD platform to secure the database and protect confidential information including systematic operational control, according to the policy to determine the right to access to amendments and changes of the Company.

The Company acts in accordance with the Personal Data Protection Act B.E.2562 to prevent personal data breaches of users on TanjaiD platform by asking for consent from the applicant members so that the Company will be able to disclose information to its affiliates, service providers of the Company, business partners of the Company, websites and social networks, and third parties as required by law consultants in various fields and assignees of rights and/or duties. Therefore, the Company will be able to disclose information to the shareholders of TJDM.



### 3.6 Risk of entering into the Transaction

#### 3.6.1 Before entering into the Transaction

- 1) Risk may occur from the precedent conditions that will not be successful or may be delayed

Entering into the Transaction, there are important precedent conditions that the IFA has opinions that may have risks, which are:

- (1) TJDM has to increase the registered capital and paid-up capital in the amount of THB 21.00 million from THB 5.00 million to THB 26.00 million.

As of 25 May 2023, TJDM registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.

- (2) The Company receives approval from by the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on 28 June 2023, in order to be able to enter into the Transaction.

Therefore, if the Company is unable to fulfill the precedent conditions to enter into the Transaction, the Transaction will not be successful or delay.



### 3.6.2 After entering into the Transaction

- 1) The Company may lose business opportunities if TJDM can generate returns in the future

After the disposal of TJDM's share in the proportion of 90.10, TJDM will not be a subsidiary of the Company. At present, TJDM operates as a financial service provider in terms of an agent or intermediary in introducing and coordinating between partners, financial and insurance provider including financial institutions, credit service providers such as car registered loans, or insurance recommendation point to members of the network of retailers and wholesalers on TanjaiD platform.

At present, the situation of the credit industry in early 2023 is likely to expand from large businesses in the financial and commercial sectors, including residential retail loans, personal loan and car loans. This is a result of the exhaustion of government financial assistance measures and economic uncertainty. In addition, digital lending is also a new business opportunity that will support the credit industry to grow continuously. This opportunity is result from the changing behavior of consumers, incentives for credit use and debt repayment and creating an ecosystem of online access to information, etc., which may be a key factor in driving the overall growth of the industry.

Thus, the Company may lose business opportunities after the disposal of TJDM's shares.

However, there are risks associated with the current credit industry as there are many large service providers with a large customer base. They has the ability to expand the customer base to cover other small businesses. Thus, this may limit TJDM's competitiveness in the credit market in its successful business operations as TJDM is a newly-established company and a small player in the market. Furthermore, there is risk from higher household debt. As a result, the Company has foreseen such risks that may occur and will affect TJDM's business operations by reflecting from its performance in the past. Insummary, the disposal of TJDM's ordinary shares is under fastidiously consideration to benefit the Company and the Company's shareholders



#### 4. Appropriateness of the Price

In order to evaluate the fair value of TJDM, the IFA uses information from TJDM's financial statements for the past 3 years from the period ended 31 December 2020 – 31 December 2022, as well as TJDM's business plan and publicly available information. However, the IFA's opinions are based upon the assumption that such information and document are correct, complete, and credible under the current circumstances. If there is any change that has a significant impact on the business operation, stock valuation includes the shareholders' decision to determine the fair value of the equity value may alter. The IFA has assessed the value of TJDM using 5 different approaches, as follows:

- 1) Book Value Approach
- 2) Adjusted Book Value Approach
- 3) Market Comparable Approach which consists of 3 approaches
  - 3.1) Price to Book Value Approach: "P/BV"
  - 3.2) Price to Earning Approach: "P/E"
  - 3.3) Enterprise Value to Earnings before Interest, Tax, Depreciation and Amortization: "EV/EBITDA"
- 4) Transaction Comparable Approach
- 5) Discounted Cash Flow Approach

## 1) Book Value Approach

Book value approach is the approach that values the net asset value or total equity of TJDM at a moment in time. The IFA has used the book value with regards to TJDM's financial statement as of 31 December 2022, with the following details:

**Table summary book value approach of TJDM**

Shareholders' Equity (Financial Statements) (Unit: THB Million)	As of 31 December 2022
Issued and paid-up share capital	5.00
Retained earnings – appropriated reserve	-
Retained earnings - unappropriated reserve	(18.64)
<b>Total equity value of TJDM</b>	<b>(13.64)</b>

Source: Financial Statement of TJDM as of 31 December 2022

The fair value valuation of shareholders' equity of TJDM under book value approach as of 31 December 2022 is negative, amounting to THB -13.64 million. Therefore, due to the negative fair value of the shareholders' equity of TJDM, the independent financial advisor concludes that the book value method cannot assess the fair value of TJDM.

In this regard, the fair value valuation of shareholders' equity of TJDM by book value approach. It shows the book value of TDJM at a particular time with regardless of operating results and the future growth prospects of TJDM, which may not reflect the profitability of TJDM in the future. Therefore, the book value approach may not be an appropriate approach for valuing the fair value of shareholders' equity of TJDM.

## 2) Adjusted Book Value Approach

Adjusted book value approach is the approach that values the net asset value or total equity value of TJDM according to the TJDM's financial statements as shown in the financial statements as of 31 December 2022 and adjusted by various items that occurred after the date of the financial statements and the increment from the new appraisal of assets according to the asset appraisal report. Details are follow:

As of 16 May 2023, TJDM had registered and paid-up capital of THB 5.00 million , consisting of 50,000 ordinary shares with a par value of THB 100.00 per share. On 15 May 2023, TJDM scheduled a shareholder meeting to consider approving an additional registered and paid-up capital of THB 21.00 million. After the approval, the new registered and paid-up capital amounted to THB 26.00 million.

**Table summary book value approach of TJDM**

Shareholders' Equity (Financial Statements) (Unit: THB Million)	As of 31 March 2023
Issued and paid-up share capital	5.00
Increased issued and paid-up share capital	21.00
Retained earnings – appropriated reserve	-
Retained earnings - unappropriated reserve	(18.64)
<b>Total equity value of TJDM</b>	<b>7.36</b>

Source: Financial Statement of TJDM as of 31 December 2022

From the valuation of the fair value of shareholders' equity of TJDM with the adjusted book value method, the fair value of the shareholders' equity of the TJDM is equal to THB 7.36 million. To compare with the Transaction Price of THB 30.00 million, the IFA calculated the fair value of the shareholder's portion of TJDM using the adjusted book value method and then adjusted it by applying a transaction participation ratio of 90.10 percent. The resulting fair value of TJDM is THB 6.63 million, which is lower than the Transaction Price of THB 30.00 million by THB 23.37 million or 77.89 percent.

In this regard, this approach does not consider the ability to generate profits in the future and does not take into account the trends of the relevant industrial economy including other external factors that may affect future business operations. Therefore, the adjusted book value approach may not be an appropriate approach for valuing the fair value of shareholders' equity of TJDM.

### 3) Market Comparable Approach

The market comparable approach is a valuation of the securities based on the assumption that companies operating in the same business or similar business should have similar market capitalization ratios. The six companies selected as peers operate in the financial services industries which provide financial services in the form of offering financial, credit, and insurance services to assist businesses and customers with their financial needs. By selecting comparable companies that operate similar businesses to assess the valuation, each comparable company may have some differences, such as accounting policies, investment policy, size of business, revenue structure, cost structure, and other sources of income, etc. Therefore, comparable companies that operate similar businesses may not cover all the similarities and may have some differences in many respects as mentioned above.

To determine the equity value of TJDM through market ratio comparisons, the IFA used the following ratios:

1. Price to Book Value Ratio : "P/BV"
2. Price to Earnings Ratio : "P/E"
3. Enterprise Value to Earnings Before Interest, Taxes, Depreciation, and Amortization: "EV/EBITDA"



Since TJDM operates as a financial service provider, such as providing credit and insurance services, it acts as a broker to advise businesses and customers on financial matters. Therefore, the IFA uses the financial services comparable companies in the financial services industry which listed on the Stock Exchange of Thailand. The list of names and details of each comparable company can be summarized as follows:

**Table of comparable companies**

Company Name <sup>1/</sup>	Business Description	Net profit for the past 12 months (THB million)	Market Capitalization (Unit: THB million)
Thitikorn Public Company Limited	The business operates with revenue derived from equity holdings in subsidiary companies engaged primarily in providing motorcycle and automotive leasing and financing services.	274.04	3,650.00
Amanah Leasing Public Company Limited	The business is engaged in providing hire purchase and registration pledge financing services, with a focus on providing credit to enhance liquidity. The business can be categorized into four types as follows: 1) Hire Purchase Financing Business, 2) Auto Finance Business, 3) Inventory Finance Business, and 4) Other Automotive-related Services such as providing extended vehicle insurance coverage.	278.30	3,149.78
S 11 Group Public Company Limited	The business operates in providing motorcycle hire purchase financing, which is not regulated by the Bank of Thailand. It offers hire purchase loans to customers who purchase motorcycles from motorcycle dealers. Once the customers' financing applications are approved, the hire purchase loans provider will make payments for the motorcycles to the motorcycle dealers.	309.84	3,126.30
Star Money Public Company Limited	The main business consists of two parts: 1) Retail business selling household electrical appliances and commercial electrical appliances, such as televisions, refrigerators, washing machines, air conditioners, mobile phones, computers, cabinets, motorcycles, and other equipment, in cash or installment payment formats. 2) Credit business offering various types of loans, including vehicle-backed personal loans, non-vehicle-backed personal loans, and loans secured by collateral such as vehicle registration, land title deed, and other assets.	81.14	1,859.00
Mida Leasing Public Company Limited	The business focuses on providing hire purchase loans services for used cars, specifically targeting popular car models with high market liquidity. These car models include Toyota, Isuzu, Nissan, Mitsubishi, and Honda, both for personal cars and pickup trucks.	84.69	1,054.15



Company Name <sup>1/</sup>	Business Description	Net profit for the past 12 months (THB million)	Market Capitalization (Unit: THB million)
SGF Capital Public Company Limited	The main business consists of six parts: 1) Hire purchase loans service 2) Auto finance service for vehicle registration collateral 3) Mortgage loan service for land collateral 4) General loan service 5) Personal loan service 6) Nano-finance loan service	39.97	812.20

Source: Bloomberg Terminal as of 16 May 2023

Note: 1/ The six companies selected as peers operate in the financial services industries which provide financial services in the form of offering financial, credit, and insurance services to assist businesses and customers with their financial needs. Therefore, when comparable companies have the same nature of business and are in the same supply chain as TJDM, the change in the value of the comparable companies can reflect the comparable business operations. For companies engaged in similar businesses, the majority of their revenue typically comes from vehicle hire purchase loans, including appliances, cars, and motorcycles. Another significant portion of their revenue comes from interest income generated by lending activities.

### (1) Price to Book Value Approach: P/BV

The valuation under the market price to book value ratio approach is based on the book value of TJDM as of 31 December 2022, which was equal to THB 7.36 million, multiplied by the median of the market price to book value (P/BV Ratio) of the comparable companies for the past 7-day average to the past 360-day average. The TJDM's equity value has details as follows:

Table of TJDM's equity value under price to book value approach

Company	P/BV Ratio (times)								
	7 Days	15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
Thitikorn Public Company Limited	0.64	0.63	0.64	0.71	0.69	0.70	0.74	0.80	0.82
Amanah Leasing Public Company Limited	1.79	1.87	1.95	2.10	2.05	2.05	2.13	2.28	2.38
S 11 Group Public Company Limited	0.95	0.95	0.95	0.97	0.96	0.95	0.95	0.99	1.05
Star Money Public Company Limited	1.79	1.81	1.89	2.03	1.98	1.98	1.98	1.98	1.98
Mida Leasing Public Company Limited	0.50	0.50	0.51	0.56	0.54	0.54	0.56	0.57	0.61
SGF Capital Public Company Limited	0.45	0.46	0.48	0.56	0.54	0.54	0.56	0.60	0.65
Median of P/BV	0.80	0.79	0.80	0.84	0.83	0.83	0.85	0.90	0.94
Book value of TJDM (THB million)	7.36 <sup>1/</sup>	7.36 <sup>1/</sup>	7.36 <sup>1/</sup>	7.36 <sup>1/</sup>	7.36 <sup>1/</sup>	7.36 <sup>1/</sup>	7.36 <sup>1/</sup>	7.36 <sup>1/</sup>	7.36 <sup>1/</sup>
Equity value of TJDM (THB million)	5.85	5.81	5.85	6.18	6.07	6.07	6.22	6.59	6.88
Equity value of TJDM with the proportion of 90.10 percent (THB million)	5.27	5.24	5.27	5.57	5.47	5.47	5.60	5.94	6.20

Source: Bloomberg Terminal as of 16 May 2023

Note : 1/ The IFA uses the value of shareholders' equity after increasing the capital by THB 21.00 million, following the adjusted book value method, to make the value comparable to the transaction value of THB 30.00 million.





The median P/BV ratio of comparable companies for the past 12 months was 0.79 – 0.94 times, resulting in the equity value of TJDM under market price to book value approach in the range of THB 5.81 million – THB 6.88 million. To compare with the Transaction Price of THB 30.00 million, the IFA calculated the fair value of the shareholder's portion of TJDM using the price to book value method and then adjusted it by applying a transaction participation ratio of 90.10 percent. The resulting fair value of TJDM is in the range of THB 5.24 million – THB 6.20 million, which is lower than the Transaction Price of THB 30.00 million by THB 23.80 million – THB 24.76 million or 77.89 – 82.54 percent.

In this regard, the fair value of shareholders' equity of TJDM under the market price to book value ratio approach does not take into account the differences of each company, such as the size of comparable companies, revenue structure, and capital structure, regardless of performance and the future growth prospects of TJDM. Therefore, the IFA considers that the market price to book value ratio approach may not be an appropriate approach for evaluating the fair value of shareholders' equity of TJDM.

(2) Price to Earnings Approach: P/E

The valuation under the market price to earnings per share approach is based on the net earnings multiplied by the median of P/E ratio of the comparable companies for the past 7-day average to the past 360-day average. However, due to the operating loss incurred by TJDM for the fiscal year ending on 31 December 2022, with a net loss of THB 9.52 million, the IFA concludes that the P/E ratio method is not appropriate for evaluating the fair value of TJDM.

(3) Enterprise Value to Earnings Before Interest, Taxes, Depreciation, and Amortization: EV/EBITDA

The valuation under the comparative ratio of enterprise value to earnings before interest, taxes, depreciation, and amortization (EV/EBITDA) is taking earnings before interest, taxes, depreciation, and amortization (EBITDA) multiplied by the median of the comparable companies' EV/EBITDA ratio. In an average period of 7-days to the past 360-days. However, due to the earnings before interest, taxes, depreciation, and amortization (EBITDA) in the financial statements for the fiscal year ending on 31 December 2022, of TJDM resulted in a loss of THB 7.30 million, the IFA concludes that the EV/EBITDA ratio method cannot be used to assess the fair value of TJDM.

4) **Transaction Comparable Approach**

The transaction comparable approach is the valuation approach for calculating shareholder's equity by using the median of EV/EBITDA for the past 12-month periods of comparable companies in the financial services industry historically as of 31 December 2023, multiplied by EBITDA for the past 12-month periods. For this approach of the valuation, there are some differences between each transaction such as transaction value and transaction date which might result in inaccurate valuation.

In this regard, the IFA has considered the companies to compare the transactions that are close to the nature of the business. All of which operate in the financial services industries which provide financial

services in the form of offering financial, credit, and insurance services to assist businesses and customers with their financial needs. However, due to the limited transactions of similar types of businesses, the IFA therefore considers the nature of the transactions that are close to the financial services industries.

The information of comparable transactions can be summarized as follows:

**Table of comparable transaction**

Date	Target Company <sup>1/</sup>	Nature of business	Country	Transaction Proportion (percent)	Transaction value (THB million)	EV/EBITDA (Times)
16 September 2004	Wahana Ottomitra Multiartha PT	The business is engaged in providing hire purchase loans for motorcycles, with a focus on primarily Japanese brands such as Honda, Yamaha, Suzuki, and Kawasaki.	Indonesia	19.00	861.43	7.00
27 April 2010	Ratchthani Leasing Public Company Limited	The business is engaged in financial services business, which is divided into three main segments as follows: 1) Hire purchase loans for automotive and financial leasing 2) General loan services 3) Insurance agency	Thailand	0.03	0.27	19.13
2 August 2010	Amanah Leasing Public Company Limited	The business is engaged in providing hire purchase and registration pledge financing services, with a focus on providing credit to enhance liquidity. The business can be categorized into four types as follows: 1) Hire Purchase Financing Business, 2) Auto Finance Business, 3) Inventory Finance Business, and 4) Other Automotive-related Services such as providing extended vehicle insurance coverage.	Thailand	35.40	318.60	14.04
<b>Median of EV/EBITDA</b>						<b>14.04</b>

Source: Bloomberg Terminal as of 16 May 2023

Note: The IFA has considered the companies to compare the transactions that are close to the nature of the business. All of which operate in the financial services industries which provide financial services in the form of offering financial, credit, and insurance services to assist businesses and customers with their financial needs. However, due to the limited transactions of similar types of businesses, the IFA therefore considers the nature of the transactions that are close to the financial services industries.

1/ In this regard, the IFA has considered the transactions of companies with similar industry characteristics to TJDM, which is transactions between Mr. Jirawud Kunwanan investing in TJDM. However, since the EBITDA of TJDM is negative. Therefore, it cannot be used for consideration by transaction comparable approach.

The median of the EV/EBITDA ratio of past transactions was 14.04 times

However, due to the earnings before interest, taxes, depreciation, and amortization (EBITDA) in the financial statements for the fiscal year ending on 31 December 2022, of TJDM resulted in a loss of THB 7.30 million, the IFA concludes that the transaction comparable method cannot be used to assess the fair value of TJDM.

#### 5) Discounted Cash Flow Approach

In assessing the present value using TJDM's Discounted Cash Flow Approach (DCF), the IFA estimates the expected net free cash flows from TJDM's operations (Free Cash Flow to Firm) ("FCFF") of TJDM which is based on historical data of TJDM and the Company including future business plan provided by management together with industry outlook and possibility to occur. The IFA has provided a projection for a period of 5 years, commencing 1 January 2023 and ending 31 December 2027, under the assumption that TJDM's business will continue to operate and it is under the current economic situation and use the terminal value to reflect long-term income. The IFA estimates various assumptions that are material to the valuation based on analysis on publicly available data, documents, evidence, news and an interview with TJDM's management, which are described below.

##### 1) Revenue assumption

TJDM has founded in 2020 to operate as agents or brokers in providing financial services which had pilot phase to operate as agents for selling, which started trial business as an auto loan broker in 2021 and started trial business of selling hire purchase products which started operations in June 2022 with actual fieldwork to market the hire purchase business started from September 2022 onwards. In this regard, TJDM's business operations are based on the TanjaiD platform, which was developed to be a platform for selling products and services to customers of TJDM and Tanjai Distribution Co., Ltd. The platform will integrate grocery stores and small and medium enterprises across the country as members where at present, as of the end of 2022, the platform has about 92,889 member stores. The platform offers financial products, goods and services, including career-building equipment such as freezers, refrigerators, coin-operated washing machines, etc. However, the business of selling hire-purchase products is a business that requires high working capital due to the need to reserve funds to purchase inventory and collection of installment receivables takes a long time. Therefore, from 2023 onwards, TJDM will sell hire-purchase products during the first quarter and then TJDM will only act as an agent to procure customers to hire products and earn income from agent commissions only.

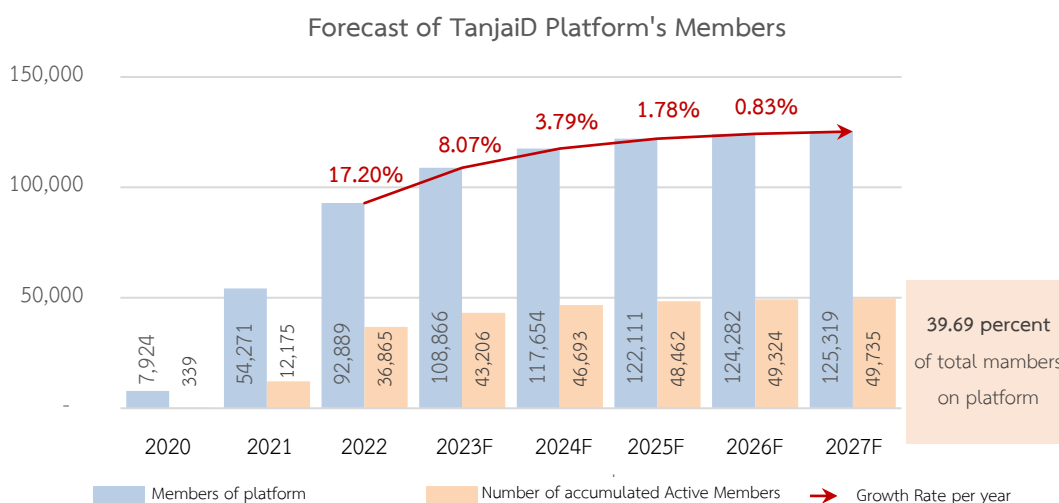
Therefore, the IFA estimates revenues of TJDM based on each type of revenue according to the business plan that is expected to occur in 2023 onwards, consisting of: 1) Commission revenue from unsecured loans 2) Commission revenue from collateral loans 3) Commission revenue from insurance premium 4) Commission revenue from providing consumer loans and 5) Revenue from high purchase products

In TJDM's revenue forecast, the IFA has projected subscriber growth on the TanjaiD platform by allowing the number of members in 2023 to grow from 2022 by 17.20 percent, referring to the growth rate of the number



of newly registered companies between January - March 2023 according to the Monthly Situation Outlook Report for April 2023 from the Office of Small and Medium Enterprises Promotion. In 2027, members on TanjaiD Platform will have a growth rate of 0.83 percent, referring to the compound annual growth rate ("CAGR") of the number of small and medium enterprises between 2019 - 2022. Therefore, in 2024 - 2026, the IFA determines the growth rate of TanjaiD platform members at an average annual decline rate from 17.20 percent to 0.83 percent, which will decrease by 53.07 percent annually.

From the estimates of TanjaiD platform members, the IFA has estimated the number of accumulated active members, which is the total number of members who have had transaction on the platform since 2020. The IFA will use the number of accumulated active members to total members in 2022, which is 39.69 percent, to estimate the number of accumulated active members in 2023 - 2027, which can be summarized as follows;



Therefore, to estimate the number of members who will conduct transactions per year, which is the number of members expected to conduct transactions on the TanjaiD platform each year consisting of new members who start making transactions on the platform for the first time and the existing members who return to the program. The IFA therefore estimates the proportion of members who will conduct transactions per year based on the proportion from the number of members who have accumulated transactions starting at 20.00 percent according to the management's projection, then the IFA gives a growth rate of 2.00 percent per year because when the platform's members increase to 100,000, TJDM has a strategy to focus on generating revenue from the platform (Monetization Period) by offering services according to the interests of the members. Therefore, the projected proportion of the number of members who will conduct transactions per year to the number of members who have accumulated transactions in 2023 is 20.00 percent and in 2024, growing from 2023 by 2.00%, so the proportion is 22.00 percent. In 2025, it equal to 24.00 percent and in the years 2026 - 2027 the proportion is 26.00 percent. By considering the volume of transactions that occurred in 2022, which equal to 199 transactions for the sale of TJDM's installment products, or 0.54 percent of the number of members with cumulative transactions equal to 36,865 persons, the IFA views that such historical data did not represent the operation in 2023 since it as the trial period of the operation. Therefore, the IFA considers that the estimates



of the number of members who will make transactions per year, starting at 20.00 percent in 2022 by the management is appropriate to use since it has higher growth than in 2022, which is the beginning of the installment sales trial, but in 2023, the number of members on the platform will grow and TJDM will offer products and services to meet the target number of transactions set by management. Also, such percentage has already reflected members' interest in products and services, management goals according to the executive's business plan and the growth of the number of users of the platform.

When estimating the number of members to do a transaction each year, the IFA has estimated the number of members using collateral loans, the number of members using unsecured loans, the number of members who purchased insurance and the number of members using consumer loan services based on research results and studying of loan needs and transactions that could happen with TJDM prepared by Homerun Consulting Co., Ltd., a marketing consultant who has experience and expertise in the use of personnel's competence and experience in understanding products, market contexts, and human behaviour combined with the use of modern tools in conducting research. The company has hired Homerun Consulting Co., Ltd. to study the behavior and attitudes of retailers in the provinces regarding the need for loans and would possible conduct financial transactions with TanjaiD Platform. The research results showed that unsecured loans for working capital received the highest interest of 35.70 percent with an average loan amount of THB 0.22 million, while collateral loans received the highest interest of 13.45 percent, with an average loan amount of THB 0.45 million. As for the installment loan service, there were 26.78 percent of interested parties and 21.06 percent of insurance purchases. Therefore, the IFA has estimated the number of users for each revenue stream by multiplying the interest percentage of all 4 services by the number of accumulated active members which can be summarized as follows.

**Table to summarize the number of members who could have a transaction in 2023 - 2027**

Unit : Number of member	Percentage of interest in services	2023F	2024F	2025F	2026F	2027F
<b>Number of accumulated active member<sup>1/</sup></b>		<b>43,206</b>	<b>46,693</b>	<b>48,462</b>	<b>49,324</b>	<b>49,735</b>
<i>Proportion of members who could have a transaction (Percentage)</i>		<i>20.00</i>	<i>22.00</i>	<i>24.00</i>	<i>26.00</i>	<i>26.00</i>
<b>Number of members who could have a transaction per year<sup>2/</sup></b>		<b>8,641</b>	<b>10,273</b>	<b>11,631</b>	<b>12,824</b>	<b>12,931</b>
Number of members using unsecured loans	35.70	1,542 <sup>3/</sup>	3,667	4,152	4,578	4,616
Number of members using collateral loans	13.45	581 <sup>3/</sup>	1,382	1,564	1,725	1,739
Number of members who purchased insurance	21.06	910 <sup>3/</sup>	2,163	2,449	2,701	2,723
Number of members using consumer loan services	26.78	2,314	2,751	3,115	3,434	3,463

Source : The IFA's forecast

Remark : 1/ The number of accumulated active members is the total number of members who have had transaction on the platform



2/ The number of members who could have a transaction per year is the number of members expected to make transactions on the TanjaiD platform each year which consists of new members who start making transactions on the platform for the first time and the same members who return to repeat the program

3/ Since TJDM has not yet started operating such businesses in the first half of 2023, the IFA therefore estimates the number of members using the service for the six-month period.

Once the number of members who could have a transaction per year in each service, TJDM will earn commission revenue from being an agent. The assumptions of each revenue are as follows:

### 1.1) Commission revenue from unsecured loans (Mom & Pop Shop Loans)

Commission revenue from unsecured loans (Mom & Pop Shop Loans) is a commission revenue from loans such as a revolving loan in the business or loan for cash or nano finance. TJDM has an agreement with partners who are a credit provider that releases an approved credit line from THB 0 – 100,00. Therefore, the IFA estimates the average loan amount per person equal to THB 50,000, which is the median of the said range and TJDM expects to earn commission income from being an unsecured loan broker from the fee charged from the approved loan amount by 1.50 percent referring to the preliminary service fee agreement in the draft service contract for providing customers and introducing financial products between TJDM and TJDM's partner financial institutions. It is currently in the process of negotiating commercial terms. Whereby, the estimates of commission revenue from unsecured loans can be summarized as follows.

**Projection table of commission revenue from unsecured loans**

	2023F	2024F	2025F	2026F	2027F
Number of members using unsecured loans (Members)	1,542	3,667	4,152	4,578	4,616
Loan amount per tranction (THB)	50,000	50,000	50,000	50,000	50,000
<i>Commission fee (Percent)</i>	<i>1.50</i>	<i>1.50</i>	<i>1.50</i>	<i>1.50</i>	<i>1.50</i>
<b>Commission revenue from unsecured loans (THB million)</b>	<b>1.16</b>	<b>2.75</b>	<b>3.11</b>	<b>3.43</b>	<b>3.46</b>

Source : The IFA's forecast

### 1.2) Commission revenue from collateral loans (Car for Cash Loans)

Commission revenue from collateral loans (Car for Cash Loan) is a commission from loan with collateral assets such as motorcycles, cars, housing, deposit accounts, or others, whereby the debtor does not need to specify the purpose of the loan. However, the IFA estimated the average loan amount per person equal to THB 50,000, which is an average loan amount granted to small enterprises and close to most assets that are usually used as collateral such as motorcycles. TJDM expects commission revenue from being a secured loan broker from collecting commission fees from the approved loan amount by to 1.50 percent referring to the preliminary service fee agreement in the draft service contract for providing customers and introducing financial products between TJDM and TJDM's partner financial institutions. It is currently in the process of negotiating commercial terms. Whereby, the estimates of the commission revenue from collateral loans can be summarized as follows:



### Projection table of commission revenue from collateral loans

	2023F	2024F	2025F	2026F	2027F
Number of members using collateral loans (Members)	581	2,751	3,115	3,434	3,463
Loan amount per transaction (THB)	50,000	50,000	50,000	50,000	50,000
<i>Commission fee (Percent)</i>	<i>1.50</i>	<i>1.50</i>	<i>1.50</i>	<i>1.50</i>	<i>1.50</i>
<b>Commission revenue from collateral loans (THB Million)</b>	<b>0.44</b>	<b>1.04</b>	<b>1.17</b>	<b>1.29</b>	<b>1.30</b>

Source : The IFA's forecast

### 1.3) Commission revenue from insurance premium

Commission revenue from insurance premium is an agent and broker income from selling auto insurance and other types of insurance to members on TanjaiD platform. The IFA has estimated the insurance premium per person equal to THB 4,500, which is an average premium provided by TJDM's partners, which has an average premium starting from about 1,500 - 20,000 baht according to the type and condition of the car. The IFA expects that the average insurance premium that will occur on TanjaiD platform will be equal to THB 4,500 per contract per year, which is in the range of insurance premiums. TJDM expects that the commission income from being a guaranteed credit broker from providing insurance advice each year is equal to 6.75 percent referring to the compensation offer for being an insurance broker agent, which TJDM is in the process of negotiating commercial terms with insurance company partners. It can be summarized as follows:

### Projection table of commission revenue from insurance premium

	2023F	2024F	2025F	2026F	2027F
Number of members who purchased insurance (Members)	910	2,163	2,449	2,701	2,723
Insurance premium per transaction (THB)	4,500	4,500	4,500	4,500	4,500
<i>Commission fee (Percent)</i>	<i>6.75</i>	<i>6.75</i>	<i>6.75</i>	<i>6.75</i>	<i>6.75</i>
<b>Commission revenue from insurance premium (THB million)</b>	<b>0.28</b>	<b>0.66</b>	<b>0.74</b>	<b>0.82</b>	<b>0.83</b>

Source : The IFA's forecast

### 1.4) Commission revenue from providing consumer loans

Commission revenue from providing consumer loans is an agent and broker income that is earned from selling installment products on TanjaiD platform, when customers make purchases in installments. Most of which are equipment for business use such as freezers, coin-operated washing machines, etc., which have transaction sizes of THB 10,000 – 30,000 and have an average of THB 21,000 from the historical transaction of TJDM. Therefore, the IFA estimates the credit amount per person equal to THB 21,000 and estimates the share of installment interest equal to 18.00 percent per year, referring to the historical sharing percentage of TJDM in 2022 in accordance with the share according to the trading conditions that TJDM has made with partner financial institutions where TJDM will receive a share ratio of 35.00 per contract and the installment period per contract is equal to 12 - 24 installments which is income from being a loan

agent so that buyers can pay by installments. Therefore, the estimate commission revenue from providing consumer loans can be summarized according to table as follows.

**Projection table of commission revenue from providing consumer loans**

	2023F	2024F	2025F	2026F	2027F
Number of members using consumer loan services (Members)	2,314	2,751	3,115	3,434	3,463
Loan amount per transaction (THB)	21,000	21,000	21,000	21,000	21,000
<i>Commission fee (Percent)</i>	<i>18.00</i>	<i>18.00</i>	<i>18.00</i>	<i>18.00</i>	<i>18.00</i>
<b>Commission revenue from providing consumer loans (THB million)</b>	<b>8.75</b>	<b>10.40</b>	<b>11.77</b>	<b>12.98</b>	<b>13.09</b>

Source : The IFA's forecast

### 1.5) Revenue from high purchase products

Revenue from high purchase products is the income generated from the sale of installment products such as equipment used in occupation and electrical appliances, etc. TJDM has started a trial of installment sales services in 2022. However, such business requires high working capital to purchase stored products and will be able to generate cash flow when customers pay installment payments. TJDM estimates that it will cease to operate in such a manner. However, TJDM still has income from installment sales in the first quarter of 2023 equal to THB 0.65 million and costs sales of goods equal to THB 0.43 million. In addition, TJDM also has deferred interest which will be recognized as income in 2023 according to the installment interest amortization table, totaling approximately THB 0.41 million, which the IFA has included such income as in Revenue from high purchase products.

#### Summary of revenue projection

From the aforementioned revenue projection of the IFA, it could be summarized as revenue projection's table during 2023 – 2027 as follows.

**Projection table of TJDM's revenues of during 2023 - 2027**

Unit: THB Million	2023F	2024F	2025F	2026F	2027F
Commission revenue from unsecured loans	1.16	2.75	3.11	3.43	3.46
Commission revenue from collateral loans	0.44	1.04	1.17	1.29	1.30
Commission revenue from insurance premium	0.28	0.66	0.74	0.82	0.83
Commission revenue from providing consumer loans	8.75	10.40	11.77	12.98	13.09
Revenue from high purchase products	1.06	-	-	-	-
<b>Total revenue of TJDM</b>	<b>11.67</b>	<b>14.84</b>	<b>16.81</b>	<b>18.53</b>	<b>18.68</b>
<i>Revenue growth rate</i>	-	<i>27.17</i>	<i>13.22</i>	<i>10.26</i>	<i>0.83</i>

Source : The IFA's forecast





## 2) Operating expenses

The IFA estimates TJDM's operating expenses, which consist of 1) Employees related expenses 2) Selling expenses 3) Administrative expenses. The assumption used for projection is described as below.

### 2.1) Employees related expenses

Employees related expenses consists of 1) expenses related to sales staff, which TJDM has hired sales staff starting in 2023 to support sales and marketing duties and 2) expenses related to executives and other personnel. In 2022, there are no expenses related to sales staff. However, the IFA found that in the beginning of 2023, TJDM has hired sales staff. The IFA therefore estimates salaries and expenses related to sales staff in 2023 based on the actual payroll in the first quarter of 2023 and calculated according to the proportion of work in 2023 and in 2024 - 2027. There is a growth in salary and expenses related to sales staff equal to 5.00 percent per year which is based on the salary increase policy of employees as disclosed in the notes to the financial statements on the calculation of employee benefit assumptions of TJDM.

In terms of expenses related to executives and other personnel The IFA estimates salary and an increase of salary of executives and other personnel of TJDM based on actual expenses in 2022 and salary increase rate of 5.00 percent in 2023 – 2027, which is based on the employee salary increase policy as disclosed in the notes to the financial statements on the calculation of employee benefit assumptions of TJDM, details can be summarized as follows:

**Table of employees related expenses during 2020 – 2022 and projection during 2023 - 2027**

Unit : THB million	2020	2021	2022	2023F
Expenses related to sales staff	-	-	-	3.06 <sup>1/</sup>
Expenses related to executives and other personnel	1.33	2.53	1.54	1.62
<i>Annual salary increase rate (percent)</i>				5.00
<b>Total employees related expenses</b>	<b>1.33</b>	<b>2.53</b>	<b>1.54</b>	<b>4.68</b>
Unit : THB million	2024F	2025F	2026F	2027F
Expenses related to sales staff	3.21	3.37	3.54	3.72
Expenses related to executives and other personnel	1.70	1.78	1.87	1.96
<i>Annual salary increase rate (percent)</i>	5.00	5.00	5.00	5.00
<b>Total employees related expenses</b>	<b>4.91</b>	<b>5.16</b>	<b>5.41</b>	<b>5.69</b>

Source : TJDM's financial statements 2020 - 2022 and the IFA's forecast

Remark : 1/ Actual employees related expenses to sales staff occurred in 1<sup>st</sup> quarter of 2023 are equal to THB 0.77 million. The expenses related to sales staff include welfare, bonuses and related commissions. The estimated expenses related to sales staff are proportional to average sales, equal to 21.40 percent to total sales, which covers future sales growth.

### 2.2) Selling expenses

Selling expenses are expenses include the cost of marketing and designing promotional programs, commission and sales sharing, platform service and maintenance fees, fees for using digital media and other promotional-related expenses. The IFA has estimated selling expenses based on actual expenses incurred in 2022 and is expected to grow at 5.00 percent, which is in line with the general practice of private



companies in the market. Since TJDM also believes that the subscribers based on TanjaiD platform is sufficient, so next process, TJDM will focus on offering products and services to generate commission revenue. In addition, the IFA has estimated the platform usage share to be 2.00 percent of TJDM's revenue per year. Therefore, the estimation based on selling expenses incurred in 2022 is sufficient and covers related activities that, in this regard, the details of selling expenses estimation are as follows:

**Table of selling expenses during 2020 – 2022 and projection during 2023 - 2027**

Unit: THB million	2020	2021	2022	2023F
Selling expenses	0.00	0.46	2.78	2.92
<i>Growth of selling expenses (percent)</i>	-	421,516.96	510.64	5.00
Platform usage cost at 2.00 percent of annual revenue	-	-	-	0.23
<b>Total selling expenses</b>	-	-	-	<b>3.15</b>
Unit: THB million	2024F	2025F	2026F	2027F
Selling expenses	3.07	3.22	3.38	3.55
<i>Growth of selling expenses (percent)</i>	5.00	5.00	5.00	5.00
Platform usage cost at 2.00 percent of annual revenue	0.30	0.34	0.37	0.37
<b>Total selling expenses</b>	<b>3.36</b>	<b>3.55</b>	<b>3.75</b>	<b>3.92</b>

Source : TJDM's financial statements 2020 - 2022 and the IFA's forecast

### 2.3) Administrative Expenses

Administrative Expenses consists of the cost of office supplies, office building's management service fee, consulting fee, audit fee, allowance for doubtful accounts, depreciation and amortization, etc. The IFA has estimated other administrative expenses based on actual expenses incurred in 2022 and has a growth rate of 5.00 percent which is in line with general practice of general private companies. This excludes the estimation of doubtful debt expenses which are estimated at 1.82 percent of the average value of trade and other receivables. The IFA estimates doubtful debt expenses in 2023 only because TJDM still has installment receivables and there will be no installment sales receivables from 2024 onwards as TJDM will cease its installment sales business after the first quarter of 2023.

In addition, in terms of depreciation and amortization, the IFA estimates based on the remaining useful lives of related assets, such as fixtures and office equipment. and right-of-use assets. The leasehold rights will expire in 2023. Therefore, the IFA has estimated the office rent equal to the amount payable under the original contract and grow at a growth rate of 5.00 percent which is in accordance with general practice. The estimated administrative expenses can be summarized as follows:



### Table of administrative expenses during 2020 – 2022 and projection during 2023 - 2027

Unit: THB million	2020	2021	2022	2023F
Other administrative expenses	0.21	4.57	4.15	4.36
<i>Growth rate of other administrative expenses (percent)</i>	-	2,122.65	-9.27	5.00
Doubtful debt expenses	-	-	0.13	0.03
<i>Proportion to trade and other trade receivables (percent)</i>	-	-	1.82	1.82
Depreciation and amortization	0.00	0.23	1.79	1.84
Office rental (After lease expiration)	-	-	-	-
<b>Total administrative expenses</b>	<b>0.21</b>	<b>4.80</b>	<b>6.07</b>	<b>6.23</b>
Unit: THB million	2024F	2025F	2026F	2027F
Other administrative expenses	4.57	4.80	5.04	5.29
<i>Growth rate of other administrative expenses (percent)</i>	5.00	5.00	5.00	5.00
Doubtful debt expenses	-	-	-	-
<i>Proportion to trade and other trade receivables (percent)</i>	-	-	-	-
Depreciation and amortization	0.05	0.06	0.04	0.04
Office rental (After lease expiration)	1.72	1.81	1.90	1.99
<b>Total administrative expenses</b>	<b>6.34</b>	<b>6.67</b>	<b>6.98</b>	<b>7.32</b>

Source : TJDM's financial statements 2020 - 2022 and the IFA's forecast

### Summary of operating costs and expenses projection

From aforementioned assumption, the operating costs and expenses projection can be summarized as below.

### Table of TJDM's operating expenses during 2020 – 2022 and projection during 2023 - 2027

Unit: THB Million	2020	2021	2022	2023F
Employees related expenses	1.33	2.53	1.54	4.68
Selling expenses	0.00	0.46	2.78	3.15
Administrative expenses	0.21	4.80	6.07	6.23
<b>Total operating costs and expenses</b>	<b>1.54</b>	<b>7.79</b>	<b>10.39</b>	<b>14.06</b>
Unit: THB Million	2024F	2025F	2026F	2027F
Employees related expenses	4.91	5.16	5.41	5.69
Selling expenses	3.36	3.55	3.75	3.92
Administrative expenses	6.34	6.67	6.98	7.32
<b>Total operating costs and expenses</b>	<b>14.62</b>	<b>15.39</b>	<b>16.14</b>	<b>16.93</b>

Source : TJDM's financial statements 2020 - 2022 and the IFA's forecast

### 3) Other assumptions

#### 3.1) Corporate income tax

The IFA estimates the corporate income tax of TJDM based on the corporate income tax rate of 20.00 percent as it reflects the corporate income tax rate announced by the Revenue Department.

#### 3.2) Working capital

The IFA estimates the assumptions about working capital by referring to the debt collection period of 30 days according to the credit term of the agent fee payment. The repayment period is equal to 30 days according to most of the credit terms of TJDM's monthly expenses. The IFA does not use TJDM's retrospective debt collection period in the projection because, in the past, TJDM had a business selling installment products, which has a long debt collection period that is inconsistent with the business plan in 2023 – 2027.

In terms of the repayment period, the IFA does not take into consideration the past repayment period of TJDM since TJDM has a large number of outstanding trade and other payables. Most of which are outstanding creditors from related companies of common expenses because TJDM still has insufficient income to pay such creditors. However, in 2023 – 2027, TJDM will have commission revenue according to the plan, so TJDM will be able to pay the debt as scheduled. As a result, trade and other payables have outstanding balances at the end of the period according to the debt payment period of 30 days. The working capital projection is summarized as follows:

**Table of working capital during 2020 – 2022 and projection during 2023 - 2027**

Unit: THB million	2020	2021	2022	2023F	2024F	2025F	2026F	2027F
Collection period (Days)	-	973	411	30	30	30	30	30
<b>Account receivables</b>	<b>0.03</b>	<b>0.19</b>	<b>2.74</b>	<b>0.96</b>	<b>1.22</b>	<b>1.38</b>	<b>1.52</b>	<b>1.54</b>
Repayment period (Days)	14	134	166	30	30	30	30	30
<b>Account payables</b>	<b>0.06</b>	<b>2.85</b>	<b>5.41<sup>1/</sup></b>	<b>1.19</b>	<b>1.20</b>	<b>1.26</b>	<b>1.33</b>	<b>1.39</b>

Source : TJDM's financial statements 2020 - 2022 and the IFA's forecast

Remark : 1/ Trade payables at the end of 2022 consist of trade payables between related companies and other payables. The Company plans to increase capital to TJDM in the amount of THB 21.00 million to pay off creditors and short-term loan before disposing of TJDM transaction.

In this regard, the IFA estimates the inventories in 2023 - 2027 equal to zero because in the first quarter of 2023, TJDM sold almost all of its inventory to prepare to cease the installment sales business, so TJDM will have no inventory at the end of the year 2023 onwards.

#### 3.3) Capital Expenditure

The IFA estimates TJDM's investment in 2022 - 2026 according to TJDM's historical average investment plan. The investment cost consists of furniture and office equipment such as portable computer laptops and others office equipment. This is an expense for the renovation and replacement of existing assets that TJDM uses in its current and future operations. To be a conservative estimate, the IFA estimates TJDM's investment

for renovation and replacement of existing assets. The investment cost in 2023 - 2027 is fixed equal to THB 0.06 million per year calculated from the average investment cost in 2020 - 2022 in order to be in line with TJDM's business operations. The IFA has estimated based on the notes to the financial statements of TJDM and the IFA. The IFA has analyzed that investment expenses in 2020 - 2022 are at a stable level without significant changes. So using the average amount is reasonable. The future investment expenses can be summarized as follows.

**Table of capital expenditure projection**

Unit : THB million	2020	2021	2022	2023F	2024F	2025F	2026F	2027F
Furniture and office equipment	0.05	0.04	0.10	0.06	0.06	0.06	0.06	0.06
<b>Total capital expenditure</b>	<b>0.05</b>	<b>0.04</b>	<b>0.10</b>	<b>0.06</b>	<b>0.06</b>	<b>0.06</b>	<b>0.06</b>	<b>0.06</b>

Source : The IFA's forecast and notes to financial statements of TJDM

Regarding the right-to-use assets, TJDM has entered into an office building rental agreement with a related company. The contract has a period of 3 years and can be renewed for 3 years each time, and the contract will expire in November 2027. However, in 2023, TJDM plans not to renew the office lease agreement. Therefore, the IFA does not project right-of-use assets during the year 2023 – 2027.

### 3.4) Depreciation and amortization

The IFA assumes that the depreciation and amortization of the assets in TJDM is according to the straight-line method. The depreciation and amortization of each asset will be calculated differently according to the remaining useful life of each type of asset. The IFA calculates the remaining useful life of each type of asset by calculating from the net asset value divided by the depreciation of that year separated by asset type and referring to the useful life for additional future investment expenses according to the type of assets from the notes to the financial statements of TJDM. The details of depreciation of assets can be summarized as follows.

**Table of depreciation and amortization assumption**

Asset Type	Useful life (Years)	Remaining useful life <sup>1/</sup>
Furniture and office equipment	5	3
Right-of-use asset	5	1 <sup>2/</sup>

Source : The IFA's forecast and notes to financial statements of TJDM

Remark : 1/ The average remaining useful life is calculated from the ratio of the net book value of the equipment divided by the depreciation in that year, separated by each type of asset as shown in the notes to the financial statements. The IFA uses the average of the remaining useful life of each type of asset for the past 3 years in 2020 - 2022.

2/ The IFA amortizes the right-of-use assets over the contract period so that the cash flow is consistent with the debt repayment schedule of the lease liability. However, TJDM plans to terminate the office lease with related companies. Thus, the remaining leasehold asset amortization period is only 1 year.

### 3.5) Finance cost

As of 31 December 2022, TJDM has 2 interest-bearing liabilities, namely lease liability and short-term loan. The lease liability arose from the office building rental agreement with related companies and are amortized at an incremental interest rate of 4.11 percent per year and are expected to be fully paid in 2023. TJDM



has no plan to renew the lease in the following year. Therefore, there must be an adjustment to the lease agreement in 2023, causing at the end of 2023 - 2027, TJDM has no lease liability. As for short-term loan, which are loans between related parties, in the amount of THB 12.53 million, TJDM has borrowed additional loans during the first quarter of 2023 in the amount of THB 2.00 million, with a due date of 1 year at the interest rate of 0.50 – 0.575 percent per year. The IFA estimates that such short-term loan will be repaid within the year 2023 according to the company's capital increase plan in the amount of THB 21.00 million.

### 3.6) Capital injection of existing shareholder

The IFA estimates the capital increase according to the capital increase plan of the Company in TJDM in 2023 by 210,000 shares at THB 100.00 per share, totaling THB 21.00 million to repay short-term loan to the Company and pay the company's trade payables and other creditors.

### 3.7) Discount Rate

To determine the discount rate used to calculate the present value of net cash flows, the IFA uses the Weighted Average Cost of Capital (WACC) ratio of TJDM, which is the average cost of equity (Cost of Equity – “Ke”) and the interest rate from borrowing (Cost of Debt – “Kd”) adjusted with tax benefits from interest payments weighted by the proportion of shareholders' equity (“We”) and debt (“Wd”) with the following formular:

#### WACC Calculation

$$\text{WACC} = \text{Ke} \times \text{We} + \text{Kd} \times (1 - t) \times \text{Wd}$$

#### Whereas

Ke	=	The rate of return on equity is equal to 6.55 percent
Kd	=	Cost of debt of TJDM equal to 4.11 percent which is an incremental rate of amortization of interest from lease liability.
T	=	Corporate income tax, which is set to be equal to 20.00 percent
We	=	Weight of Equity which is equal to 100.00 percent (based on estimated total equity as of 31 December 2023, which equal to THB 4.85 million)
Wd	=	Weight of interest-bearing liabilities which is equal to 0.00 percent (According to the fact that as of 31 December 2023, there are no estimated outstanding balance of interest-bearing debt)



### Ke calculation

The IFA therefore calculates the rate of return on equity (Ke) by referring to

$$K_e = R_f + \beta \times (R_m - R_f)$$

### Whereby

**Risk Free Rate (Rf)** Based on the 15-year long-term government bond interest rate as of 16 May 2023, the value is 2.86 percent. The IFA chooses the 15-year long-term government bond because it reflects the business cycle.

**Market Return (Rm)** Based on data from the return on investment in the Stock Exchange of Thailand (SET Total Return Index: TRI Index) for the past 15 years (from May 2008 – May 2023) equal to 8.09 percent

**Levered Beta ( $\beta$ )** Leveraged Beta of companies that operate the same business or similar to TJDM or have income from financing or leasing business, which concentrate on high purchase of electrical appliances and vehicles, unsecured and secured loans financing including in the supply chain of non-bank industry and are listed on the stock exchange of that country on average for the past 15 years (data from Bloomberg Terminal) for use in the calculation of the return on equity (Ke), which is equal to 0.71 based on leveraged beta of selected peers stated in the table below. The IFA considers to reduce the impact of different financial structures and the TJDM's share price, which it takes into account the leveraged beta and the financial structure of each company by improving it to be unlevered Beta, of which formula is calculated as follows:  $Unlevered\ Beta = \beta_l / (1 + (1 - t)(D/E))$ . After calculating unlevered beta, the IFA has adjusted it to Adjusted Beta calculated as:  $Adjusted\ Beta = unlevered\ Beta \times (2/3) + (1/3)$ . Details of Adjusted Beta taken from nearby businesses are calculated as follows:

Company	15Y Beta (Times)	D/E (Times)	Tax (Percent)	Unlevered Beta <sup>1/</sup> (Times)	Adjusted Beta <sup>2/</sup> (Times)
Star Money Public Company Limited	1.33	1.75	23.26%	0.57	0.71
Amanah Leasing Public Company Limited	0.98	1.18	16.41%	0.49	0.66
SGF Capital Public Company Limited	1.27	0.62	32.69%	0.90	0.93
S 11 Group Public Company Limited	0.90	0.79	20.03%	0.55	0.70
Mida Leasing Public Company Limited	0.90	0.82	20.82%	0.55	0.70
Thitikorn Public Company Limited	0.77	0.08	28.50%	0.72	0.82
<b>Median</b>					<b>0.71</b>

Remark: 1/ Unlevered Beta is calculated to reduce the impact of financial structures of each company.

2/ However, IFA has adjusted unlevered beta to adjusted beta because adjusted beta aims to improve beta values of companies in the group that that are related to consumer business, consumption behavior or technology because companies in such groups will have high volatility of beta values according to business cycle theory to have less volatility (Normalization) to reflect the beta value according to the beta of the saturated market condition that will have a beta value of 1.00



The median of adjusted beta for a comparable company is 0.71 and because of TJDM's debt to equity ratio. The IFA has adjusted beta to levered beta to reflect TJDM's financial structure (which is calculated as follows: Levered Beta =  $0.71 (1+(1 - 20.00\%)(0.00))$ ) is equal to 0.71.

Therefore

$$K_e = 2.86\% + [0.71 \times (8.09\% - 2.86\%)] = 6.55\%$$

The IFA calculates the Weighted Average Cost of Capital (WACC) based on TJDM's capital structure, equal to 6.55 percent, details as follows:

$$\begin{aligned} \text{WACC} &= (6.55\% \times 100.00\%) + [4.11\% \times (1.00 - 20.00\%) \times 0.00\%] \\ &= 6.55\% \end{aligned}$$

#### 4) Shareholders' Equity by DCF Method

The IFA has summarized the financial projection of TJDM. The details are as follows:

**TJDM's Financial Projection Table**

Unit: THB Million	2023F	2024F	2025F	2026F	2027F
EBIT x (1 - Tax Rate)	(1.88)	0.18	1.14	1.91	1.40
Changes in working capital	(2.38)	(0.25)	(0.10)	(0.08)	0.05
Depreciation and amortization	0.27 <sup>1/</sup>	0.05	0.06	0.04	0.04
Adjust of profit from changes in lease agreement	(0.47) <sup>2/</sup>	-	-	-	-
<b>Net operating cash flow</b>	<b>(4.46)</b>	<b>(0.02)</b>	<b>1.10</b>	<b>1.87</b>	<b>1.49</b>
Investment	(0.06)	(0.06)	(0.06)	(0.06)	(0.06)
<b>Net investment cash flow</b>	<b>(0.06)</b>	<b>(0.06)</b>	<b>(0.06)</b>	<b>(0.06)</b>	<b>(0.06)</b>
Net free cash flow	(4.52)	(0.08)	1.04	1.81	1.43
Discount Rate (Discount Factor)	0.94	0.88	0.83	0.78	0.73
<b>Present value of net cash flows</b>	<b>1.04</b>	<b>(0.07)</b>	<b>0.86</b>	<b>1.40</b>	<b>1.26</b>
Terminal Value					32.04
<b>Present value of terminal value</b>					<b>23.33</b>

Source : The IFA's projection

Remark: 1/ The IFA has included the cash flow payment for the lease liability for the year 2023 in the transaction so that the net operating cash flow reflects the actual operating expenses of TJDM.

2/ Adjustment of profit from changes in lease agreement arises from the difference between the adjustment of leasehold assets and lease liability. TJDM originally expected to renew the lease until the end of the agreement in 2027. However, due to the disposal transaction, TJDM expects The office rental is only until the end of 2023. The IFA has estimated the office rental in administrative expenses to reflect continued operations after 2023.



The IFA estimates the terminal value because it is believed that the business will continue to operate after the projection period. The projection after 5 years may be difficult because the business operation may change according to the situation, with a growing economy and a business plan that changes with technology trends, the IFA uses the present value to calculate the present value of each year's cash flows to reflect the ongoing business value after the estimate period. The terminal value is the cash flow value after the projection period. The formula for calculating is as follows:

#### Terminal value Table

<b>Terminal Value</b>	<b>=</b>	<b>FCFF × (1 + G) / (WACC – G) = THB 32.04 million</b>
Normalized FCFF	=	The cash flow value in 2027 is equal to THB 1.26 million
G – Terminal Growth Rate	=	The rate of increase in cash flow per year Going Concern Basis is set to equal 2.00 <sup>1/</sup> percent per annum, based on average headline inflation in the range of 1.00 - 3.00 percent based on the Bank's medium-term 2023 monetary policy target of Thailand
WACC	=	Weighted average cost rate of investment equal to 6.55 percent

Remark : 1/ The IFA considers that the use of inflation rate as a terminal growth rate is reasonable because it reflects the cost of investment of both the public and private sectors that will increase in the future. At present, which is a recovery period after the Covid-19 outbreak, the private sector has returned to more consumption for marketing and advertising to support sales and the introduction of new products releasing into the market.

#### Equity value of TJDM

Unit: THB million	1 July 2023
Present value of TJDM's net cash flows from 2023 – 2027	(1.01)
Present value of TJDM's net cash flows at the final year	23.33
<b>Enterprise value of TJDM as of 1 January 2023</b>	<b>22.32</b>
<b>Enterprise value of TJDM as of 1 July 2023<sup>1/</sup></b>	<b>23.04</b>
Plus: Cash and bank deposit <sup>2/</sup>	1.66
Less: Interest-bearing liabilities <sup>3/</sup>	-
Less: Interim dividend	-
<b>Equity value</b>	<b>24.70</b>
<b>Equity value as proportion of 90.10 percent</b>	<b>22.26</b>

Remark: 1/ Calculated on cash flow from 1 July 2023 onwards by multiplying TJDM's enterprise value as of 1 January 2023 by the weighted cost of capital (WACC) and given n = 0.50

2/ Cash and bank deposit consists of cash deposit as of 31 December 2022 following audit financial statements

3/ Since the enterprise value estimated by the IFA includes a capital increase to pay off interest-bearing debts, which are short-term loan and lease liability in 2023, so as of 31 December 2023, TJDM has no outstanding interest-bearing liabilities and it is not added back in the calculation of equity value

#### 5) The sensitivity analysis of Shareholder's Equity of TJDM

The IFA has conducted a sensitivity analysis of (1) the discount rate and (2) the terminal growth rate, increasing and decreasing by 3.0 percent in both of these factors because it is an important factor that directly affects the valuation of the business. The change interval of +/- 3.0 percent reflects the sensitivity of the key factors of the assumptions determined by the IFA. This transition period is a period of sensitivity that is possible such as change in interest rates, inflation, Thailand economy, and other factors. The results can be summarized as the following assumptions:



### Sensitivity Analysis Table

Changing factor	Changing period
Weighted Average Cost of capital (WACC)	+/- 3.0% (WACC is 6.35% – 6.75%)
Long-term growth rate (Terminal Growth)	+/- 3.0% (Terminal Growth is 1.94% – 2.06%)

Based on the aforementioned sensitivity analysis. The results of the analysis of the sensitivity of the value of Shareholders' equity of TJDM as summarized below:

Table of the value of shareholders' equity that the company will dispose

Changing factors		Weighted Average Cost of capital				
		-3.0%	-1.5%	Base case	+1.5%	+3.0%
Terminal Growth	-3.0%	23.12	22.53	21.96	21.42	20.90
	-1.5%	23.28	22.68	22.11	21.56	21.03
	Base case	23.44	22.83	22.26	21.70	21.17
	+1.5%	23.61	22.99	22.41	21.84	21.31
	+3.0%	23.77	23.15	22.56	21.99	21.45

Source : The IFA's projection

From the table above, it can be seen that when conducting a sensitivity analysis, the equity value of TJDM at 90.10 percent ranges between THB 20.90 – 23.77 million, with the discounted cash flow approach reflecting the business plan, profitability and growth trend including returns for shareholders in the future, which is an estimate based on TJDM's income and expenses according to the criteria based on the assumption that the IFA deems reasonable. Therefore, this valuation approach reflects the fair value of TJDM, which will be sold at the transaction value of THB 30.00 million and it can be seen that the value of the transaction is higher than the fair value range assessed by the IFA. However, the projections are based on future business plans and operations, which there are risks and uncertainties that could negatively affect the fair value assessed by the IFA.

#### 6) Summary of the fair valuation of shareholding value of TJDM

The IFA has evaluated TJDM's shareholding value using the aforementioned methods which can be summarized as follows:

Summary table of TJDM 's valuation results

Valuation approach	Shareholding Value of TJDM (THB million)	Details
1. Book value approach	N/A	The book value approach is an approach that reflects the current financial position. It does not reflect the market value of certain assets and significant events after the date of the underlying financial statements. It also does not reflect TJDM's ability to make profits in the future of TJDM's business. Moreover, due to the fair value of the shareholders' equity of TJDM is negative. <b>Therefore, the IFA does not choose this approach.</b>



Valuation approach	Shareholding Value of TJDM (THB million)	Details
2. Adjusted book value approach	6.63	The adjusted book value approach is an approach that reflects a net asset value that is closer to present than the book value approach and takes into account significant events that occur after the date of the underlying financial statements. However, this approach does not take into account the ability to generate profits in the future. <b>Therefore, the IFA does not choose this approach</b>
3.1 P/BV approach	5.24 – 6.20	The market price to book value ratio approach is an approach that reflects the financial position at a particular time by comparing the average of P/BV ratio of the listed comparable companies. The IFA considers that the valuation by this approach is not appropriate because it does not reflect the market value of certain assets and significant events that occurred after the reference date in the financial statements. Additionally, it does not reflect the ability of these assets to generate future profits for the business. <b>Therefore, the IFA does not choose this approach.</b>
3.2 P/E approach	N/A	The market price to earnings ratio approach is based on the latest 12-month earnings per share multiplied by the median P/E ratio. This approach does not take into account the differences of each company such as revenue structure and capital structure. Therefore, the valuation under this approach may not reflect the fair value of TJDM. Moreover, due to the operating loss incurred by TJDM. <b>Hence, the IFA does not choose this approach.</b>
3.3 EV/EBITDA approach	N/A	The EV/EBITDA approach is the valuation of TJDM's business by comparing with the average of EV/EBITDA ratios of the listed comparable companies used as reference. This approach does not take into account the differences of each company such as capital structure and future performance including current and future capacity. As a result, the valuation using this approach may not reflect the fair value of TJDM. Moreover, due to the earnings before interest, taxes, depreciation, and amortization (EBITDA) of TJDM is negative. <b>Therefore, the IFA does not choose this approach.</b>
4. Transaction comparable approach	N/A	Transaction comparable approach is an assessment approach that reflects the ability to generate cash flow from operations, which is deducted by the impact of the capital structure of different businesses. The IFA considers that the valuation by this approach is subject to volatility of many factors such as the size of the transaction and duration of occurrence. Therefore, this approach may cause the valuation to be inaccurate. Moreover, due to the earnings before interest, taxes, depreciation, and amortization (EBITDA) of TJDM is negative. <b>Hence, the IFA does not choose this approach.</b>
5. Discounted cash flow approach	20.90 – 23.77	The discounted cash flow (DCF) method reflects the business plan and profitability including returns for shareholders in the future, which is an estimate based on the income and expenses of TJDM based on the assumptions that the IFA deems to be reasonable. <b>The IFA opines that this approach is appropriate for valuation business of the target company.</b>



## 5. Summary of the IFA's opinions

According to the Board of Directors Meeting No. 3/2023 of B-52 Capital Public Company Limited ("the Company") held on 16 May 2023 which resolved to approved the disposal of ordinary shares in Than Jaidee Money Service Co., Ltd. ("TJDM") (subsidiary 100.00 percent) in the propotion of 90.10 percent to Mr. Jirawut Kunwanan ("the Buyer") who is a major shareholder of the Company. The aforementioned transaction is regarded as a connected transaction (which is business disposal transaction after TJDM has already increased its registered capital in the amount of THB 21.00 million) (hereinafter referred to "the Transaction"). The Transaction is considered as a disposal of assets transaction of the Company. Whereby, the Transaction can be calculated a transaction size of 10.87 percent based on the total value of the consideration received basis. Whereas, the Company has no any transaction during the past 6 months before entering into the Transaction. Furthermore, the Transaction is considered as a connected transaction of the Company. This is because of the transaction between the Company and the Buyer who is a major shareholder of the Company. Whereby, the connected transaction is a large transaction size which is more than 3.00 percent of the Net Tangible Assets ("NTA") so that the Company is obliged to disclose information on the connected transactions to the Stock Exchange of Thailand ("SET") and seeking approval from the shareholders by appointing an independent financial advisor to provide opinions to the shareholders.

In considering the reasonableness of this transaction, Avagard Capital Company Limited, as an IFA, analyzed the objectives of the transaction, operational capability by considering historical data from the past three years from TJDM's financial statements or since the start of the business, estimated information provided by management, including publicly available information in order to analyze the advantages and disadvantages of entering into the transaction. The disposal of TJDM's shares saves the Company from having to bear the loss from TJDM's consecutive net loss as TJDM is the Company's subsidiary with the proportion of 100.00 percent. Moreover, TJDM's core business is financial service provider. In addition to risk of higher household debt, there are risks associated with the current credit industry. The Company has foreseen such risks that may occur and will affect TJDM's business operations by reflecting from its performance in the past as well as an unclear business plan including not having a license in some business groups. In summary, the disposal of TJDM's ordinary shares is to reduce the burden of the Company and the Company will recognize income immediately. Furthermore, the Company will have a capital gain from the Transaction, resulting in a higher shareholder's equity.

According to the connected transaction with a large transaction size more than 3.00 percent of the Net Tangible Assets ("NTA"), the Company disposes TJDM's shares to the Buyer who is a major shareholder of the Company and has been considered as a person with potential and experience as the Buyer is a major shareholder in Kow Yoo Hah Motors Co.,Ltd., which is the official representative of Tri Petch Isuzu Sales Co.,Ltd. and operates as an Isuzu car dealer both in terms of turnkey distribution and after sales service. Currently, there are showrooms and sales offices located in Bangkok and its vicinity and 4 provinces in the northeastern region, namely Khon Kaen, Mahasarakham, Roi Et, and Loei. Moreover, there are plans to expand the business to members of grocery



shop owners on the TanjaiD platform nationwide as Isuzu pickup trucks are in demand by small business. This will be conducive to TJDM's business operation. In this regard, the Company has set the price conditions for TJDM in the amount of THB 0.05 million per month plus 2.00 percent of sales before VAT. The IFA views that the service fee is reasonable as the current fixed usage fee starts from THB 0.04 million per year to more than THB 0.10 million per year, therefore, the fixed usage fee of THB 0.05 million per month or THB 0.60 million per year of the Company is reasonable fee compared to the market price and it is comparable to the Merchant Discount Rate (MDR) of 1.00 - 3.00 percent which TJDM will pay to the Company. In this regard, the Company will consider adjusting the service fee each year as necessary and appropriate since the contract is an annual contract between the Company and TJDM, which either party can terminate at any time with 30 days advance notice. In addition, there will benefit to the Company and the Company's shareholder by maintaining the proportion of 9.90-percent share in TJDM as the Company is still confidence in TJDM's business that will have an opportunity to grow. In this regard, the Company will mainly consider the benefits of the Company's shareholders to increase capital in TJDM if TJDM has to increase capital in the future. In contrast, if TJDM's future performance is not as expected, the Company may consider not increasing its capital and/or reducing its shareholding proportion. Such consideration will be for the best interests of the Company's shareholders. Entering into the transaction with connected person also helps to expedite the process and time to negotiate as external person will take some time to verify more information of the assets to be entered into the Transaction. In addition, entering into transactions with connected person will help to coordinate various aspects efficiently under the relevant terms and conditions of the contract.

According to the connected transaction, the IFA has verified that there will be no conflict of interest by considering the main business structure of the Company. There is core revenue from the sale of consumer products (such as seasonings cooking ingredients) and small appliances (such as fans, mini juice blenders, smart watches and mobile phones) priced at less than THB 7,000 in cash through Tanjai Distribution Co., Ltd. This is different from TJDM's business which the main revenue comes in the form of Installment payments only. Therefore, the business of the Company after the transaction will not compete with TJDM's business that will be disposed of because the types of products offered on the platform and payment methods are different.

For the reasonableness of the Transaction Price, the IFA has opinions that the Transaction Price at THB 30.00 million is reasonable as the Transaction Price is higher than the fair value which in the range of THB 20.90 – 23.77 million, calculated by using DCF that reflects future performance under business plans and assumptions that are reasonable.

The IFA has opinions that the disposal of assets of the Company is an appropriate transaction and the shareholders should approve the Transaction. Whereby, the shareholders should consider the information, opinions and details in preparing the opinions of the IFA mentioned above, including the advantages and disadvantages of entering into this transaction. However, the decision to approve or disapprove of entering into this transaction is mainly at the discretion of the shareholders.



The IFA certified that the IFA carefully considered and provided financial opinions in accordance with the professional standard by taking into account the best interest of the shareholders.

The Independent Financial Advisor

Avantgarde Capital Co., Ltd.

- Signed -

(Ms. Benjawan Tuntichumnankul)

Supervisor

- Signed -

(Mr. Worawas Wassanont)

Managing Director



## 6. Attachment 1: Overview of Business Operations - B-52 Capital Public Company Limited

### 1. General Information of the Company

<b>Name</b>	B-52 Capital Public Company Limited		
<b>Headquarter Address</b>	973 President Tower, Unit 7B, 7C, 7D and 7I, Floor 7 <sup>th</sup> Lumpini, Pathumwan, Bangkok 10330		
<b>Business Type</b>	Invest in consumer distribution network, E-Commerce Business, financial services intermediary or agent, utilizing existing retail and wholesale networks of the company. The business provides advertising and public relations services, as well as online media advertising services.		
<b>Business Registration</b>	0107537001587		
<b>Website</b>	<a href="http://www.b52.co.th/">http://www.b52.co.th/</a>		
<b>Registered Capital</b>	THB 465,197,630.50		
<b>Paid up Capital</b>	THB 368,673,694.00		
<b>Par value</b>	THB 0.50		
<b>Board of Directors</b>	<b>No.</b>	<b>Name</b>	<b>Position</b>
	1	Mr. Suthep Pongpitak	Chairman of The Board of Directors / Independent Director / Chairman of The Audit Committee
	2	Mr. Nimit Wongjariyakul	Chairman of The Executive Committee / Director
	3	Miss Narravadee Waravanitcha	Chief Executive Officer / Director
	4	Mr. Chumnun Kunaratana	Audit Committee / Independent Director
	5	Miss Araya Putthipongthorn	Audit Committee / Independent Director
	6	Mr. Chavapas Ongmahutmongkol	Chief Investment Officer / Director
	7	Mrs. Apinya Budsaratrakool <sup>1/</sup>	Director
	8	Mr. Narong Chokpiboonkarn	Deputy Chief Executive Officer / Director
	9	Miss Oytip Choltichanun	Chief Financial Officer
Source: The Company's annual report year 2023			
Mr. Somchai Wutthisart is responsible for the duties of Secretary of the Company's Board of Directors.			

Source: Stock Exchange of Thailand website as of 16 May 2023.

Note: <sup>1/</sup> Mrs. Apinya Budsaratrakool is a director representing Mr. Jirawut Kunwanan.



## 2. The Company's history

B-52 Capital Public Company Limited (formerly known as Digital Tech Planet Limited) was registered as a company in 1964 under the name Bangkok Nylon Company Limited (BNC). It was a joint venture between Thai investors and a company in Japan. The Company started its operations of manufacturing and distributing socks both domestically and internationally since 1967. Furthermore, the Company entered the Stock Exchange of Thailand on 21 December 1978. As of 31 December 2021, the registered capital of the Company was THB 465.20 million, with the paid-up capital of THB 368.67 million, divided into 737,347,389 ordinary shares with a par value of THB 0.50 per share.

The Company has significant changes and developments from 2013 to 2019, as follows:

Year	Milestones
2013	<ul style="list-style-type: none"> <li>- On 26 September 2013 the Company had a restructure of its major shareholders. The original 11 major shareholders sold their collectively ownership of 68.75 percent on the big lot board to Mr. Porameth Rungrongtanin at price of THB 19.40 per share.</li> <li>- The Company sold its 18.00 percent holdings of Sahanum Textile Company Limited, a previous subsidiary. The decision was made owing to factors including the lack of related operations, to enhance liquidity of Bangkok Nylon and to limit relations with previous shareholders.</li> <li>- The Company registered of the change in company name from Bangkok Nylon Public Company Limited to Asset Bright Public Company Limited to recognize changed business operations. The stock symbols were effectively changed accordingly from BNC to ABC, as of 24 December 2013.</li> </ul>
2014	<ul style="list-style-type: none"> <li>- The Company adjusted the par value of its shares from THB 1 per share to THB 0.10, effective from 22 August 2014.</li> <li>- The Company has changed its core business from the apparel and textile business is real estate and e-commerce to stabilize the Company. The Company bought condominium units remaining in the "Nawatara River Life" is located at soi Prasertmanukij 33 Prasertmanukij road, district Khlong Khum, Khet Bhueng Khum, Bangkok has 19 units, representing a total area of approximately 869.88 Sq.m for THB 29.28 million at the end of the year 2013. Then, the Company already sold out all units in 2015 and the Company had invested in Baan Sathorn Chapraya Located on soi Charoen Nakhon 15A, district khlong Ton Sai, Khet khlong Sarn, Bangkok. The Company invested in 9 units total area of approximately 2,258 Sq.m at a price of about THB 105.00 million in 2014 and complete transferred of the ownership titles for the entire unit left in 2017.</li> </ul>
2015	<ul style="list-style-type: none"> <li>- The Company purchased and transferred entire an apartment building with 41 units and total usable area of 18,420 sq. meters located on Soi Sukhumvit 39, Sukhumvit Rd., Klongton Sub-district, Klongtoie District, Bangkok owned by Orchid View Co., Ltd. With total costs of THB 705.00 million.</li> <li>- The Company invested in 30 years leasehold of a 5 storey building, the Piazza, and a 7 storey car park building on 8 rai land with total usable area of 37,400 sq meters sited Ramkhamhang 30 Rd., Huamark Sub-district, Bangkapi, Bangkok to operate mixed use rental space with retails such as restaurants, discount stores, exhibition and office for rent. The Company acquired leasehold right of THB 60.00 million payable within 3 years plus monthly rent payment by installment basis, total lease costs is THB 1,683.00 million over lease period of 30 years.</li> <li>- Regarding e-commerce business, the Company invested in e-commerce website to sell products and services via the Company's abcpoint website i.e. <a href="http://www.abcpoint.com">www.abcpoint.com</a>. By embarking on a sale of goods as</li> </ul>





Year	Milestones															
	<p>well as consumer electronics, mobile phones and services such as hotel, restaurant and tourist. The Company has brands such as lady bags, watches from abroad to sell through the website since 2014. From 2016 onward, the Company developed application platform named ABC Payment to pay for more than 100 utility services such as water, electricity, telephone bills and credit card loans etc. by using abc points converted from banks' credit card points such as KTC, BBL, ICBC, Kbank, Thanachart, GSB and BAY. Currently, customers can pay utility services on application via mobile phone, iPad for both IOS and Android as well as computer.</p>															
2017	<ul style="list-style-type: none"> <li>- The Company changed the name from Asset Bright Public Company Limited to Digital Tech Planet Public Company Limited and also changed securities name from ABC to DIGI to be consistent to the Company's name changed that mean our core business would be changed to focus more on digital payment and e-Business. Moreover, the Company has already changed our par value from THB 0.10 per share to THB 0.50 per share.</li> </ul>															
2018	<ul style="list-style-type: none"> <li>- The Company expanded its e-payment business by cooperation with Alipay in China and became an e-Payment agent to be a representative for merchants to provide e-payments service settlement via "Alipay" to increase the number of payment channel to users which are mainly Chinese tourists. The Company granted a business license issued by the Ministry of Finance under the authorization from the Bank of Thailand to conduct e-payment business.</li> <li>- During the year 2018, the structure of the Company's major shareholders had changed. The former majority shareholders sold his stake of shares held in the Company through the Big Lot transaction detailed are as follows: <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th>Buyer's name</th> <th>Transaction date</th> <th>Number of shares (shares)</th> <th>Percent</th> <th>Big lot price Baht per share</th> </tr> </thead> <tbody> <tr> <td>Mr. Jiravud Kunwanan</td> <td>12 April 2018</td> <td>316,080,000</td> <td>20.00</td> <td>0.31</td> </tr> <tr> <td>Mr. Tanin Intraraksakul</td> <td>22 May 2018</td> <td>173,844,000</td> <td>11.00</td> <td>0.40</td> </tr> </tbody> </table> </li> <li>- The Company sold the property purchase for the sale of The Above 39 project to Siamese Weath Company Limited, which is non-related party at a total project value of THB 800 million. Subsequently, the Board of Directors Meeting No. 10/2018, on 14 November 2018, has unanimously approved the cancellation of lease agreement of ABC World which the Company used to have long-term lease contract on land and buildings for period of 30 years which lease had been commence in mid 2016 in order to cease losses from operated of real estate rental and related services business. The termination of lease agreement will effective in January 2019.</li> </ul>	Buyer's name	Transaction date	Number of shares (shares)	Percent	Big lot price Baht per share	Mr. Jiravud Kunwanan	12 April 2018	316,080,000	20.00	0.31	Mr. Tanin Intraraksakul	22 May 2018	173,844,000	11.00	0.40
Buyer's name	Transaction date	Number of shares (shares)	Percent	Big lot price Baht per share												
Mr. Jiravud Kunwanan	12 April 2018	316,080,000	20.00	0.31												
Mr. Tanin Intraraksakul	22 May 2018	173,844,000	11.00	0.40												
2019	<ul style="list-style-type: none"> <li>- The Tender Offeror acquired 338,556,100 ordinary shares of the Company and warrants to purchase ordinary shares, series 2 (DIGI-W2) ("Warrant No. 2 "Or" DIGI-W2") of the Company of 868,314,297 units by purchasing securities from Mr. Porameth Rungrongthanin who was the major shareholder of the Company through big lot transaction on the Stock Exchange of Thailand ("SET") caused the Tender Offeror hold 654,636,100 ordinary shares, representing 41.42 percent of the total issued and paid-up shares of the Company.</li> <li>- Such action made the Tender Offeror hold more than 25 percent of the issued and paid-up shares and has the voting rights of the Company, thus The Tender Offeror is obliged to make a tender offer for all remaining securities of the Company (Mandatory Tender Offer).</li> <li>- After complete the mandatory tender offer, Mr. Jiravud Kunwanan consisting held the Company ordinary shares of 654,636,100 shares (representing 41.42 percent of the total issued and paid-up shares of the</li> </ul>															



Year	Milestones
	<p>Company) and the Warrant No. 2, total 868,434,297 units (representing 10.99 percent of the total number of warrants issued). There are shareholders who offered to sell of DIGI-W2 at total 120,000 unit of warrants.</p> <ul style="list-style-type: none"> <li>- The Company changed its name from Digital Tech Planet Public Company Limited to B-52 Capital Public Company Limited, the ticker symbol has changed from DIGI to B52 to conform with the change of company name. According to B52, the Company's vision are to link the Consumers Products Distribution business across all province in the country and to create new business opportunities through the development of business network in order to create maximum profits in return for employees, shareholders, investors, and business partners.</li> <li>- The Company has offered to increase the share capital to the existing shareholders in proportion by way of Right Offering of 351,200,000 shares at the allocation ratio of 9 existing ordinary shares to 2 newly issued ordinary shares. In this regard, there are 166,633,307 shares with a par value of THB 0.50 per share by issuing and offering shares at the offering price of THB 0.20 per share, totaling of THB 33.33 million.</li> </ul>

### 3. List of the Company's shareholders

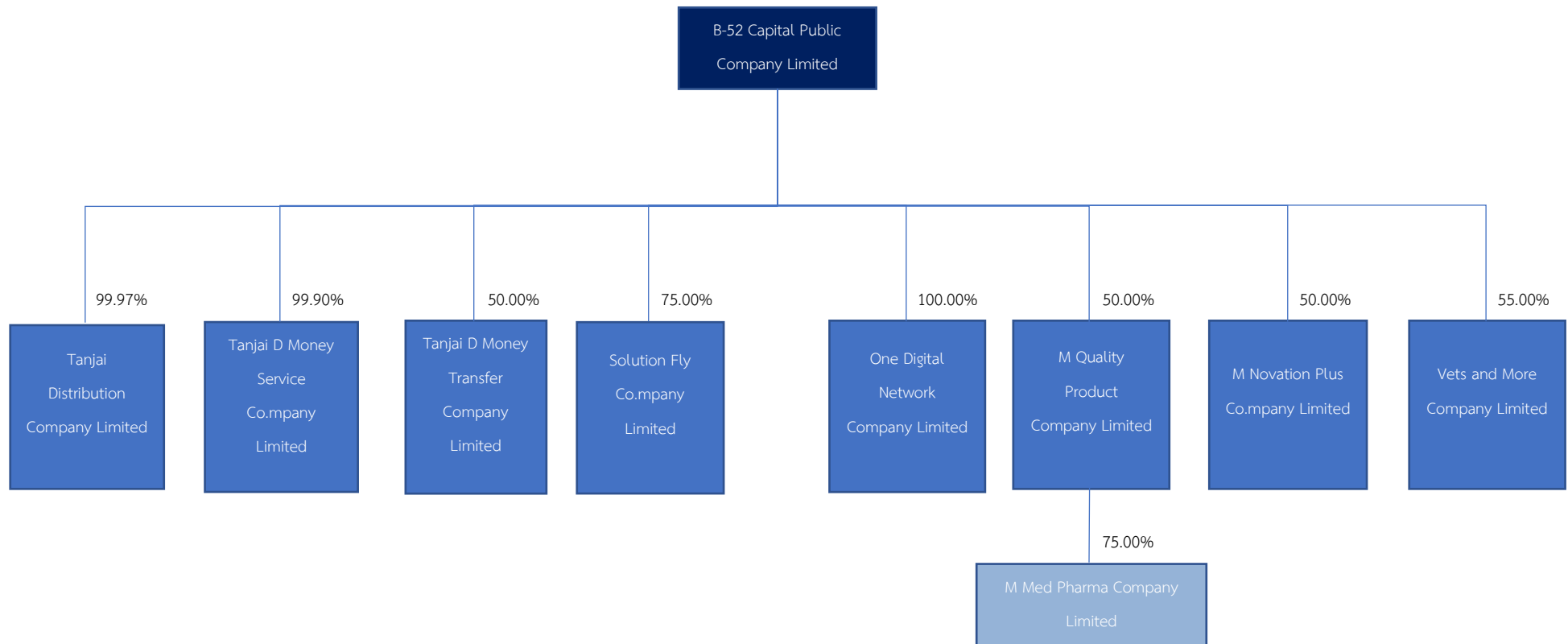
**Table of the Company's top ten Shareholders**

No.	Shareholder Name	Number of Share (shares)	Percent
1	Mr. Jirawud Kunwanan	364,136,376	49.38
2	TJD Company Limited	77,632,500	10.53
3	Thai Digital Venture Company Limited	52,760,000	7.16
4	Miss Naliwan Kunwanan	15,908,858	2.16
5	Mr. Tawee Khositjiranun	14,630,000	1.98
6	Mr. Boonyarit Techaphunphol	14,254,355	1.93
7	Thailand Securities Depository Company Limited	12,108,155	1.64
8	Miss Nannapat Adchamarnwra	10,275,000	1.39
9	Mr. Navawit Kunwanan	8,059,065	1.09
10	Thai NVDR Company Limited	6,758,346	0.92

Source: Stock Exchange of Thailand website as of 16 May 2023.



#### 4. The Company's structure





## 5. The Company's type of product and services

### 1) E-commerce business

#### 1.1) abc Shopping

The Company has operated an e-commerce business with innovation that customers could buy products and services in our website, [www.abcpoint.com](http://www.abcpoint.com), by points, instead of cash, converted from points in banks' credit cards. With convenient and fast shopping, the Company developed abc shopping application for ios and android system to serve new life-style online shopping. Due to the innovation of points, customers can convert points from credit cards or transfer from other abc member and abc points does not have any expiration date.

The Company plans to further expand its e-business and e-commerce segments to take advantage of the growing trend in this sector. In fact, statistic shows that growth of this segment will multiply due to more use of internet tablets and smart phones for online connections. Moreover, abcpoint is innovation of point conversion from credit card points would be boomed for e-commerce business in the future. The digital age of communications has enabled faster delivery of services as well as increase of marketing schemes and spending applications on the internet. Smartphone & Tablet have become a critical part of everyday life of consumers of this age as consumer can easily search, compare prices and conveniently make purchases in just a few minutes. At the same time, businesses can also reach customers more quickly and as a result, online sales and purchases will continue to grow in future.

As online businesses grow, so are customers' credit card points collections. These points, however, are often not used because total collections are not sufficient to retrieve benefits. abcpoint has, therefore, developed an innovative way to purchase online goods and services by using not only cash and points from credits but also transferred points from different credit cards and other abcpoint members. This gives customers to unique advantage and the flexibility to purchase products and services online that better meets their needs.

#### 1.2) abc payment

E-payment service developed on application of "abc payment" for website and mobile phone serves for paying bills of utilities online by using abc points. Users can download application of abc payment free and this application would scan bar code or QR code of invoice bills that would be served new lifestyle to make payment easier.

The Company developed this application for ios and android and joined with True Money to become an outsource of bill payment for utilities on website and mobile phones.



### 1.3) e-Payment (WeChat Pay/ Alipay)

The e-payment service via mobile phone on WeChat application which is application of instant message that is the most popular in China like Line, Messenger, Whatapp. WeChat Pay is e-wallet that support Chinese tourists to shopping in Thai merchants and this wallet should eliminate any rule of bringing number of money to Thailand. WeChat Pay is secured and easy with low costs to install because it is required only QR code or bar code for settlement. Chinese tourists are familiar with this system to use their mobile phones topay for products and services as they usually do in China. As other channel to settle payment, WeChat Pay will target only Chinese tourists as the highest number of foreign tourists in Thailand.

In the first quarter of 2018, the Company expanded e-payment business by cooperation with Alipay, which is the most popular mobile payment platform in China became e-payment agent to find stores, accept payments via the Alipay system to receive payment for products to increase settlement channel for customers who are mainly Chinese tourists same as WeChat Pay.

In 2019, the Company collaborated with business partners to increase the form of e-payment service, beginning with the installation of a new version of EDC that can pay for both credit and non- card to connect to WeChat pay and Alipay e-wallet. It also supports e-wallet of True Money and Rabbit Line pay to make offline payments to merchants.

Since 2020, due to the COVID-19 situation, the main target group, which is Chinese customers who utilize WeChat Pay and Alipay for payment, have been unable to travel to Thailand. Consequently, the operations related to this business have been temporarily postponed.

### 2) Distribution of consumer products business

The Company vision business opportunity to enter into the wholesale business of consumer goods for grocery stores. According to a 2017 study, there are approximately 400,000 retail stores in Thailand (source [www.smartsme.co.th](http://www.smartsme.co.th)) and the total sales of consumer products are approximately THB 145,000.00 million per year. Many retail stores are located scattered in communities, districts, sub-districts, small villages around the country, causing these stores to encounter obstacles in having to drive to buy products from the major wholesale stores in the province. While, wholesalers who have delivery services to the storefront can access the store without interruption or intermittently. From new businesses in the future to expand the existing business.

With these problems and obstacles, the Company has initiated the idea of creating a new business model by developing an electronic platform to match the wholesalers (suppliers of the Company) and stores (customers of the Company) After that, the Company will purchase products from the nearest wholesale store and deliver to the customer shop within the radius that provides the service efficiently.



The Company's product distribution started in June 2019, by commenced a pilot test in a limited area by starting to trade in two provinces in the Northeast. The actual performance in the first 4 months, the Company has a number of customers, subscribed to more than 1,200 member stores, with sales for the year 2019 of THB 25.00 million, calculated the average sales per store is 4,000 – 5,200 per month. Together with the development of electronic platform, the Company expects to be able to carry out distribution transactions through retail chains that accept to participate in the “Tanjai Distribution” through In the business model that the company has planned.

In 2020, in response to the prevailing circumstances, including the COVID-19 virus and the emergence of the new normal, as well as the nationwide economic stimulus through mobile platforms, the sales department has planned to enhance the capabilities of retail stores in different provinces. This is achieved by distributing products through the 'Line Tantai Dee' platform, which expands the product offerings available to retailers through the 'Tantai Dee Catalog'. This includes a wide range of products such as electrical appliances, kitchenware, home accessories, mobile phones, and more. Customers can place orders through the 'Line Tantai Dee' platform or through customer service centers. The products will be delivered to the retailers within 7 days.

In the years 2021-2022, amid the ongoing COVID-19 pandemic, the TanjaiD platform experienced significant growth in membership. Starting with fewer than 8,000 stores at the beginning of 2021, the platform reached 50,000 stores by the end of the year. Total sales amounted to THB 15.00 million. By the end of 2022, the platform had a total of 95,000 stores and sales of THB 66.00 million. This growth can be attributed to various factors, including increased consumer demand for consumer goods, the establishment of the nationwide 'Tanjai Dee sales team' to assist stores in using the platform, and efforts to recruit members in different provinces. In addition to facilitating product sales through the platform, Tanjai Dee also provides distribution services and marketing support for various products, further expanding its reach into community retail stores.

### 3) Advertising and public relations services business

After the Media business under the Company group experienced significant development and growth in 2020, the group recognized the opportunity for further growth and assessed that the media business would play a crucial role in supporting the group's future business.

Consequently, the Company upgraded the status of the advertising and public relations department within the group to a separate company. In April 2021, a team of experienced professionals in building and managing this business was invited to establish the company under the name 'Solution Fly Company Limited'

Solution Fly is a company born from the idea of disrupting traditional marketing methods, which involve centralized marketing and viewing consumers in the same way nationwide. It is a marketing



approach that separates sales and marketing communication functions. This gap reduces the effectiveness of marketing efforts and wastes unnecessary resources.

The integration of marketing communication and sales to bridge this gap is derived from the concept of the Performance Media & Marketing Network, which builds upon the development of the company's nationwide retail store network. This concept has led to the development of various solutions that cater to every marketing need and can be measured based on performance which are follows:

- 3.1) Channel Marketing Solution: Marketing through nationwide retail channels.
- 3.2) Media Network Solution: Marketing communication through a nationwide network of local retail media.
- 3.3) Marketing Communication Solution: Creative development and enhancement of assets to support marketing communication efforts.

Solution Fly continues to proactively develop and test ideas to help all business partners achieve their planned business growth and success.

#### 4) Online advertising services business

Considering the current shift in consumer information consumption behavior towards the online society, the Company recognizes the importance of having a business that provides advertising and marketing communication services through online media platforms to support various related businesses in the future.

Meanwhile, with checkraka.com, which focuses on building an audience base through content-based hubs that understand and gather target groups of over 1 million people per month who are about to make purchasing decisions in categories such as real estate, automobiles, mobile phones, financial services, and other lifestyle aspects, businesses can leverage the target audience data to enhance their offerings and present products and services from partner brands that resonate with the target groups effectively through advertising in a price-checking platform.

The integration of One Digital Network Company Limited is therefore a significant step in building the Company's online potential for its business groups, both in terms of current revenue generation and future business capabilities with various partners.

#### 5) Financial services by acting as a broker to advise merchants and customers for financial transactions business

The company has recognized the business opportunities to enhance the potential for networked merchants by providing financial services. This is because merchants have relationships and possibilities to serve as service points for both supporting their business operations and providing financial services to their customers and communities. These financial services include business loans,



car loans, personal loans, insurance recommendations, as well as payment collection points and top-up channels. The company has developed a platform for testing credit applications and sending customer leads to partners, thereby creating opportunities for payment collection and top-up. It has been found that merchants require a better understanding of financial services due to the additional information they need to provide to customers compared to regular product sales. Therefore, the Company has plans to establish field teams to provide guidance and help merchants and customers in the area to access the community more effectively.

The Company is currently recruiting and selecting financial partners to provide suitable services for the needs of merchants and customers in the community this year. There is a trend to promote business loans to ensure that merchants have liquidity and to expand their business. This is a response to the COVID-19 situation that has impacted merchants.

In 2022, the Company conducted a test on the hire-purchase loans business, which started in June 2022. Actual marketing activities for hire-purchase loans business from September 2022, resulting in 204 contracts and sales reaching THB 3.50 million.

- 6) Manufacturing or distributing products related to dietary supplements, medicines, medical supplies, health, beauty, and other related products business

In the present, health care behaviors have significant changes, particularly after the COVID-19 pandemic, which has led the majority of the population to place greater importance on health care and well-being. This extends beyond self-care to include caring for family members such as parents, siblings, and others. People have become more conscious about their food choices, nutrition, and searching for information related to various illnesses and fevers. The changed behavior now revolves around the four factors of food, housing, bedding, and medication, with a particular focus on the medication factor. This behavior shift highlights the influence of the pandemic on clear health care practices, as the population has adopted preventive behaviors to a greater extent, leading companies to recognize future business opportunities.

According to Euromonitor International data (Consumer Health in Thailand, November 2020), the overall consumption of health-related products in Thailand had a market value of THB 107,805.00 million in 2020, with a Compound Annual Growth Rate (CAGR) of 5.33 percent from 2015 to 2020. However, there was a decline of 4.68 percent compared to 2019, where the market value was THB 113,099.00 million. This decline can be attributed to the unstable domestic economy, the ongoing COVID-19 pandemic, high household debt, the downturn in the tourism industry, technological disruptions leading to job losses, increased unemployment rates, reduced purchasing power of consumers, and a focus on essential products. As a result, consumers prefer to purchase health care products, including vitamins and dietary supplements, as well as herbal/traditional products that go beyond conventional medicine, offering immune system support and health maintenance. In 2023,





the Company started its business by launching the first product, M-Med, the "Krachai plus" product, which focuses on enhancing the immune system. The Company also plans to introduce pharmaceutical and medical products to the market to foster business growth in 2023.

6. The Company's target customer groups

The target customer group includes more than 120,000 retail stores located throughout all regions of Thailand. This group has a strategic investor relationship and a well-established distribution network for consumer products, which has been established for a long time.

7. The Company's procurement of products and services

1) E-commerce business

Products manufactured or sales agents in Thailand (Local Products) by contacting through agents in that country to sourcing products able to find products at a price that is reasonable price and to select products in accordance with the needs of Thai people which may be differ from the original product that is on the market. When getting the desired product, coordinate through the procurement and distribution system.

2) Distribution of consumer products business

The Company purchases and sells products for household use through its distribution business. It sources products from various manufacturers and importers, particularly from strategic investors within the TJD Group. These investors have extensive experience in the retail business and have established relationships and a long history of trading with numerous manufacturing companies. This enables them to assist the Company in selecting and allocating suitable manufacturers.

3) Advertising and public relations services business

The Company collaborates with a group of 15 partner companies that distribute its products in order to establish and develop a local advertising network. The Company serves as an intermediary, gathering and linking the names of target retail stores. It selectively chooses stores that meet the planned criteria to enhance advertising and promotional services at these stores. It also presents a business model that is fair to all parties involved, according to the designated media types.

4) Online advertising services business

Due to the nature of the online media business, which requires the development of products based on business concepts to meet the needs of different audience groups, the acquisition of products relies more on internal developers (programmers) within the company rather than acquiring ready-made software from external sources.

5) Financial services business



Selecting financial institutions that are suitable for creating services or credit facilities, along with appropriate operational linkages that align with the affiliated merchants.

- 6) Manufacturing or distributing products related to dietary supplements, medicines, medical supplies, health, beauty, and other related products business

Based on the business concept of developing products that focus on meeting customer needs, align with current trends, and prioritize maximum customer benefits, product planning begins with market research. This involves gathering data from trade partners, various distribution channels, online research, and ensuring confidence in the quality of products entering the market. The Company works closely with researchers from Mahidol University and factories that have been certified and accredited by experts from Mahidol University. The final stage involves quality control inspections before the products are released, including transportation and appropriate storage. This leads to product quality certification through the Mahidol University Standard (MST Standard) mark.



## 8. Performance and Financial Position

The IFA analyzes the operating results and financial status of the Company which is the consolidated financial statements for the year 2020 - 2022 and the first quarter of 2023 that have been audited by Mr. Komin Linprachya from Karin Audit Company Limited. Details are as follows:

- The Company's consolidated financial statements for the year 2020 - 2022 and the first quarter of 2023

Unit: THB million	31 Dec. 2020		31 Dec. 2021		31 Dec. 2022		31 Mar. 2023	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
<b>Assets</b>								
Cash and cash equivalents	87.32	55.75	67.99	18.69	89.09	29.62	89.15	32.29
Trade and other current receivables	14.99	9.57	28.32	7.78	43.55	14.48	51.18	18.54
Current contract assets	1.86	1.18	4.66	1.28	0.39	0.13	0.30	0.11
Loans and accrued interest receivable to related parties	-	-	-	-	1.02	0.34	1.03	0.37
Inventories	0.00	0.00	3.42	0.94	2.57	0.85	1.42	0.52
Current tax assets	0.42	0.27	1.87	0.51	2.50	0.83	0.51	0.18
Other current financial assets	3.82	2.44	100.16	27.53	30.15	10.03	0.05	0.02
Other current assets	-	-	0.49	0.13	0.39	0.13	0.40	0.14
<b>Total current assets</b>	<b>108.41</b>	<b>69.21</b>	<b>206.90</b>	<b>56.87</b>	<b>169.65</b>	<b>56.42</b>	<b>144.04</b>	<b>52.18</b>
Trade and other non-current receivables	-	-	0.42	0.12	0.00	0.00	1.50	0.54
Building improvement and equipment	8.73	5.57	9.71	2.67	8.66	2.88	7.38	2.67
Right of use assets	17.19	10.97	70.77	19.45	57.77	19.21	54.52	19.75
Goodwill	-	-	29.95	8.23	28.87	9.60	28.47	10.31
Intangible assets	3.65	2.33	26.79	7.36	29.51	9.81	31.56	11.43
Other non-current financial assets	14.34	9.15	13.90	3.82	0.06	0.02	2.51	0.91
Deferred tax assets	-	-	0.98	0.27	1.18	0.39	1.25	0.45
Other non-current assets	4.32	2.76	4.39	1.21	5.02	1.67	4.82	1.75
<b>Total non-current assets</b>	<b>48.23</b>	<b>30.79</b>	<b>156.91</b>	<b>43.13</b>	<b>131.07</b>	<b>43.58</b>	<b>132.02</b>	<b>47.82</b>
<b>Total assets</b>	<b>156.64</b>	<b>100.00</b>	<b>363.81</b>	<b>100.00</b>	<b>300.72</b>	<b>100.00</b>	<b>276.06</b>	<b>100.00</b>
<b>Liabilities</b>								
Trade and other current payables	3.84	2.45	16.54	4.55	15.74	5.23	10.47	3.79
Current contract liabilities	1.28	0.81	4.60	1.27	1.78	0.59	3.10	1.12
Current portion of lease liability	4.06	2.59	11.74	3.23	12.36	4.11	12.57	4.55
Other current liabilities	0.38	0.24	-	-	0.27	0.09	0.05	0.02
<b>Total current liabilities</b>	<b>9.56</b>	<b>6.10</b>	<b>32.88</b>	<b>9.04</b>	<b>30.15</b>	<b>10.02</b>	<b>26.18</b>	<b>9.48</b>
Lease liability	13.67	8.72	60.13	16.53	47.77	15.89	44.55	16.14
Deferred tax liabilities	0.00	0.00	2.64	0.73	1.72	0.57	1.66	0.60



Unit: THB million	31 Dec. 2020		31 Dec. 2021		31 Dec. 2022		31 Mar. 2023	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
Non-current provisions for employee benefit	2.35	1.50	9.40	2.58	13.49	4.48	14.75	5.34
Other non-current liabilities	0.68	0.44	1.26	0.35	1.95	0.65	2.78	1.01
<b>Total non-current liabilities</b>	<b>16.70</b>	<b>10.66</b>	<b>73.43</b>	<b>20.18</b>	<b>64.94</b>	<b>21.59</b>	<b>63.75</b>	<b>23.09</b>
<b>Total liabilities</b>	<b>26.26</b>	<b>16.76</b>	<b>106.31</b>	<b>29.22</b>	<b>95.08</b>	<b>31.62</b>	<b>89.93</b>	<b>32.58</b>
<b>Shareholders' equity</b>								
Authorised share capital								
930,395,261 ordinary shares at par value of THB 0.50 each	-	-	-	-	465.20	154.69	465.20	168.52
801,599,365 ordinary shares at par value of THB 2.00 each	-	-	1,603.20	440.67	-	-	-	-
2,557,799,722 ordinary shares at par value of THB 0.50 each	1,278.90	816.46	-	-	-	-	-	-
Issued and paid share capital								
737,347,389 ordinary shares at par value of THB 0.50 each	-	-	-	-	368.67	122.60	368.67	133.55
655,450,000 ordinary shares at par value of THB 2.00 each	-	-	1,310.90	360.32	-	-	-	-
2,022,033,307 ordinary shares at par value of THB 0.50 each	1,011.02	645.44	-	-	-	-	-	-
Share premium (discount) on ordinary shares	(95.99)	(61.28)	(171.04)	(47.01)	66.98	22.27	66.98	24.26
Advance received from shares	-	-	0.50	0.14	-	-	-	-
Surplus from share-based payments	72.16	46.07	72.16	19.83	72.16	24.00	72.16	26.14
Retained earnings								
Appropriated - Legal reserve	8.30	5.30	-	-	-	-	-	-
Unappropriated	(865.03)	(552.25)	(953.45)	(262.07)	(298.86)	(99.38)	(316.57)	(114.68)
Other components of shareholders' equity	-	-	-	-	(1.61)	(0.54)	(1.61)	(0.58)
<b>Total equity attributable to owners of the company</b>	<b>130.45</b>	<b>83.28</b>	<b>259.07</b>	<b>71.21</b>	<b>207.35</b>	<b>68.95</b>	<b>189.63</b>	<b>(68.69)</b>
Non-controlling interests	(0.07)	(0.05)	(1.57)	(0.43)	(1.71)	(0.57)	(3.51)	(1.27)
<b>Total shareholders' equity</b>	<b>130.38</b>	<b>83.24</b>	<b>257.50</b>	<b>70.78</b>	<b>205.64</b>	<b>68.38</b>	<b>186.12</b>	<b>67.42</b>
<b>Total liabilities and shareholders' equity</b>	<b>156.64</b>	<b>100.00</b>	<b>363.81</b>	<b>100.00</b>	<b>300.72</b>	<b>100.00</b>	<b>276.06</b>	<b>100.00</b>

Source: The Company's consolidated financial statements for the year 2020 - 2022 and the first quarter of 2023



➤ The Company's income statement for the year 2020 - 2022 and the first quarter of 2023

Unit: THB million	For the year ended 2020		For the year ended 2021		For the year ended 2022		For the first quarter ended 2023	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
<b>Revenue</b>								
Revenue from sales	21.65	66.83	15.64	21.26	66.65	47.89	5.12	20.40
Revenue from services	9.12	28.16	53.98	73.38	70.74	50.83	13.67	54.50
Earnings from market research	-	-	-	-	-	-	6.00	23.92
Other income	1.62	5.01	3.94	5.36	1.77	1.27	0.30	1.18
<b>Total revenue</b>	<b>32.40</b>	<b>100.00</b>	<b>73.57</b>	<b>100.00</b>	<b>139.16</b>	<b>100.00</b>	<b>25.08</b>	<b>100.00</b>
<b>Expenses</b>								
Cost of sales	(21.02)	(64.89)	(16.77)	(22.79)	(67.42)	(48.45)	(3.03)	(12.07)
Costs of rendering of services	(2.61)	(8.04)	(33.38)	(45.38)	(49.81)	(35.79)	(10.78)	(42.97)
Cost of market research	-	-	-	-	-	-	(0.22)	(0.86)
Distribution costs	(5.37)	(16.57)	(21.80)	(29.63)	(45.69)	(32.83)	(3.93)	(15.68)
Administrative expenses	(65.35)	(201.68)	(100.03)	(135.98)	(134.54)	(96.68)	(26.16)	(104.30)
<b>Total expenses</b>	<b>(94.34)</b>	<b>(291.18)</b>	<b>(171.98)</b>	<b>(233.78)</b>	<b>(297.46)</b>	<b>(213.75)</b>	<b>(44.11)</b>	<b>(175.88)</b>
Finance costs	(0.94)	(2.89)	(1.91)	(2.59)	(2.73)	(1.96)	(0.61)	(2.42)
<b>Profit (loss) before income tax expense</b>	<b>(62.88)</b>	<b>(194.07)</b>	<b>(100.32)</b>	<b>(136.37)</b>	<b>(161.03)</b>	<b>(115.72)</b>	<b>(19.64)</b>	<b>(78.30)</b>
Tax income (expense)	0.00	0.00	0.69	0.94	1.11	0.80	0.12	0.48
<b>Profit (loss) for the period</b>	<b>(62.88)</b>	<b>(194.07)</b>	<b>(99.63)</b>	<b>(135.43)</b>	<b>(159.92)</b>	<b>(114.92)</b>	<b>(19.52)</b>	<b>(77.82)</b>

Source: The Company's income statement for the year 2020 - 2022 and the first quarter of 2023

➤ Financial key ratio

Table of the Company's financial ratios for the year 2020 - 2022 and the first quarter of 2023

Financial Ratio	Unit	2020	2021	2022	1 <sup>st</sup> quarter 2023
<b>Liquidity ratio</b>					
Current ratio	times	11.34	6.29	5.63	5.50
Account receivable turnover	times	15.70	9.99	11.31	32.90
Collection period	days	23	37	32	11
Inventory turnover	times	87.53	7.08	21.18	7.03
Inventory storage period	days	4	52	17	52
Account payable turnover	times	15.62	14.76	12.97	1.07
Repayment period	days	23	25	28	341.17
<b>Profitability ratio</b>					
Gross margin	percent	23.22	27.97	14.06	57.31
Operating profit margin	percent	(201.26)	(141.35)	(115.22)	(76.78)



Financial Ratio	Unit	2020	2021	2022	1 <sup>st</sup> quarter 2023
Net profit margin	percent	(203.87)	(143.57)	(116.33)	(78.75)
<b>Operating efficiency ratio</b>					
Return on Assets	percent	(35.50)	(38.30)	(48.10)	(7.07)
Return on Equity	percent	(48.12)	(38.82)	(77.72)	(10.49)
<b>Financial policy ratio</b>					
Debt to Equity Ratio	times	0.20	0.41	0.46	0.48
Interest Coverage Ratio	times	(66.06)	(51.60)	(57.89)	(31.32)

Source: Calculated with the Company's consolidated financial statements for the year 2020 - 2022 and the first quarter of 2023

## Description of operating results and financial position

### Financial Performance

#### Total Revenue

Total revenues during the year 2020 – 2022 were THB 32.40 million, THB 73.57 million and THB 139.16 million, respectively, representing the compound annual growth rate (CAGR) between 2020 - 2022, equal to 107.25 percent.

In 2021, the Company had total revenue of THB 73.57 million, an increase of THB 41.16 million or 127.05 percent from the year 2020, which was THB 32.40 million. This was due to the initiation of the advertising and public relations service business in June 2020, which experienced significant growth in 2021. As a result, the revenue for this division increased by approximately THB 10.40 million compared to the same period in the previous year. Additionally, the acquisition of online advertising services business on 25 January 2021, generated revenue of approximately THB 34.10 million for this division.

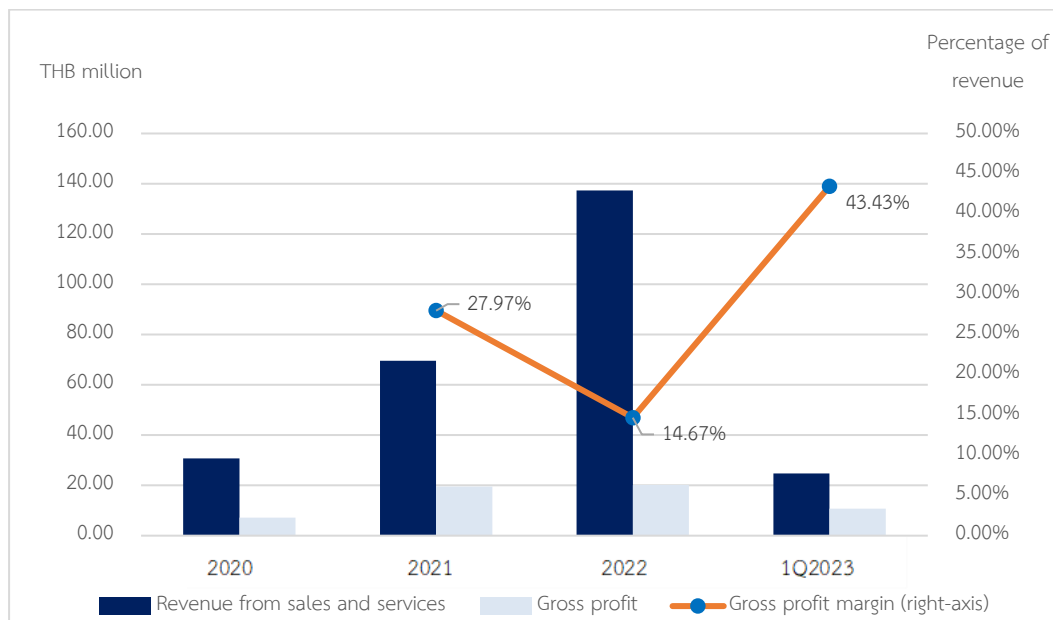
In 2022, the Company had total revenue of THB 139.16 million, an increase of THB 65.60 million or 89.17 percent from the year 2021, which was THB 73.57 million. This was due to the increase in revenue from sales and services, amounting to THB 67.77 million, representing a growth rate of 97.33 percent. In 2022, the Company expanded its sales team to boost product purchases through platforms. Additionally, various promotional campaigns were implemented, including the introduction of a wider range of product categories.

As of 31 March 2023, the Company had total revenue of THB 25.08 million. This year, there had been an increase in revenue from market research.



Gross profit margin

**Revenue from sales and services, Gross Profit and Gross Profit Margin Chart of the Company for the year 2020 - 2022 and the first quarter of 2023**



In 2020 – 2022, the Company had gross profit of THB 7.15 million, THB 19.48 million and THB 20.15 million, respectively, or the gross profit margin of 23.22 percent, 27.97 and 14.67 percent, respectively.

In 2021, the Company had gross profit of THB 19.48 million, an increase of THB 12.33 million or a 172.50 percent from 2020 which was THB 7.15 million. This corresponds to the growth in revenue from services and a gross profit margin in 2021 was 27.97 percent, increase from 23.22 percent in 2020. This was due to the higher revenue from services compared to the previous year.

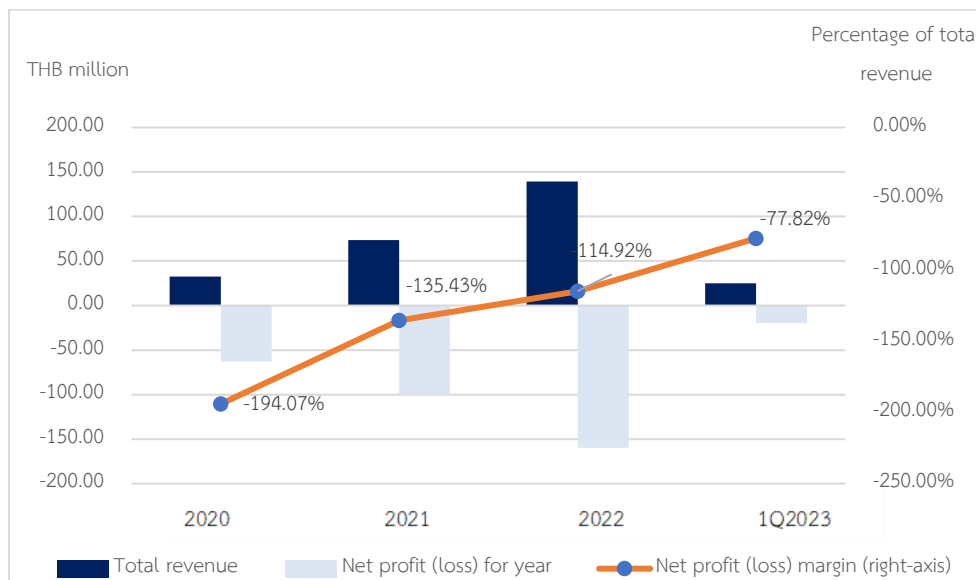
In 2022, the Company had gross profit of THB 20.15 million, an increase of THB 0.68 million or a 3.48 percent from 2021 which was THB 19.48 million. This corresponds to the growth in revenue from sales and services. However, the gross profit margin in 2022 was 14.67 percent, a decrease from 27.97 percent in 2021. This was due to the increase in costs of sales and services.

As of 31 March 2023, the Company had gross profit of THB 10.76 million or the gross profit margin of 43.43 percent. The majority of this profit came from the gross profit of the market research business, which amounted to THB 5.78 million.



Profit margin

**Revenue, Net Profit and Net Profit Margin Chart of the Company for the year 2020 - 2022 and the first quarter of 2023**



In 2020 – 2022, the Company had a net loss of THB 62.88 million, THB 99.63 million and THB 159.92 million, respectively, or a net loss rate of 194.07 percent, 135.43 percent and 114.92 percent, respectively.

In 2021, the Company had a net loss of THB 99.63 million, an increase from 2020 which was THB 62.88 million for THB 36.75 million or a growth rate of 58.44 percent from the previous year. The net loss margin in 2021 was 135.43 percent, a decrease from 194.07 percent in 2019. This was due to the significant reduction in the expense-to-revenue ratio in 2020, which resulted in a lower net loss.

In 2022, the Company had a net loss of THB 159.92 million, an increase from 2021 which was THB 99.63 million for THB 60.29 million or a growth rate of 60.51 percent from the previous year. The net loss margin in 2022 was 114.92 percent, a decrease from 135.43 percent in 2021. This was due to the significant reduction in the expense-to-revenue ratio in 2022, which resulted in a lower net loss.

As of 31 March 2023, the Company had a net loss of THB 19.52 million or the net loss rate of 77.82 percent. This was due to a decrease in costs of distribution compared to the same quarter of the previous year.





## Statement of Financial Position

### Assets

As of 31 December 2021, the Company had total assets of THB 363.81 million, an increase of THB 207.17 million or 132.26 percent from 31 December 2020, which was THB 156.64 million. Due to significant changes in assets as follows: 1) Current financial assets increased by THB 98.50 million. This was due to the Company receiving funds from capital injection amounting to approximately THB 176.00 million and utilizing cash for business operations amounting to approximately THB 80.00 million. 2) Lease and office equipment assets increased by THB 53.58 million. This was due to entering into lease agreements for office area and office equipment. 3) Goodwill increased by THB 29.95 million. This increase was primarily driven by the acquisition of subsidiary shares. 4) Intangible assets increased by THB 14.00 million. This increase was attributed to the acquisition of subsidiary companies, including a platform under development, totaling approximately THB 7.60 million.

As of 31 December 2022, the Company had total assets of THB 300.72 million, a decrease of THB 63.09 million or 17.34 percent from 31 December 2021, which was THB 363.81 million. Due to significant changes in assets as follows: 1) Increased in capital injection THB 108.20 million. The Company received funds from capital injection during the period. Additionally, trade and other receivables increased by THB 15.23 million. However, the Company utilized cash for business operations amounting to approximately THB 156.90 million. 2) Lease and office equipment assets decreased by THB 13.00 million and guaranteed deposits with financial institutions decreased by THB 13.84 million.

As of 31 March 2023, the Company had total assets of THB 276.06 million. Due to significant changes in assets as follows: 1) Other current financial assets decreased by THB 30.10 million. This was due to primarily attributed to sales made during the period.

### Liabilities

As of 31 December 2021, the Company had total liabilities of THB 106.31 million, an increase of THB 80.05 million or 304.86 percent from 31 December 2020, which was THB 26.26 million. Due to significant changes in liabilities as follows: 1) Trade and other payables increased by THB 12.70 million. 2) Current portion of lease liability for office and office equipment due within 1 year increased by THB 7.68 million. 3) Non-current portion of lease liability for office and office equipment increased by THB 46.46 million. 4) Non-current provisions for employee benefit increased by THB 7.05 million.

As of 31 December 2022, the Company had total liabilities of THB 95.08 million, a decrease of THB 11.23 million or 10.56 percent from 31 December 2021, which was THB 106.31 million. Due to significant changes in liabilities as follows: 1) Current contract liabilities decreased by THB 2.82 million. 2) Lease liabilities for office and office equipment decreased by THB 12.36 million due to reduced contract terms. 3) Non-current provisions for employee benefit increased by THB 4.09 million, attributed to an increase in the number of employees.



As of 31 March 2023, the Company had total liabilities of THB 89.93 million. Due to significant changes in liabilities as follows: 1) Trade and other payables decreased by THB 5.27 million.

#### Shareholders' equity

As of 31 December 2021, the Company had total shareholders' equity of THB 257.50 million, an increase of THB 127.12 million or 81.15 percent from 31 December 2020, which was THB 156.64 million. This was due to the Company raising approximately THB 299.90 million in capital.

As of 31 December 2022, the Company had total shareholders' equity of THB 205.64 million, a decrease of THB 51.86 million or 20.14 percent from 31 December 2020, which was THB 257.50 million. Due to significant changes in the shareholders' equity as follows: 1) The Company reduced its registered capital by approximately THB 983.60 million, resulting in a decrease in issued and paid-up capital by approximately THB 983.60 million. This reduction was used to offset accumulated losses by approximately THB 812.00 million and to reduce the par value of ordinary shares by approximately THB 171.60 million, which collectively impacted the shareholders' equity to zero. 2) The Company increased its capital for existing shareholders by THB 108.20 million, with an increase in issued and paid-up capital of approximately THB 40.70 million and an excess of par value of ordinary shares by approximately THB 67.50 million. 3) The accumulated losses increased by approximately THB 157.90 million, mainly due to the Company's net loss for the year.

As of 31 March 2023, the Company had total shareholders' equity of THB 186.12 million. Due to significant change in shareholders' equity as follows: 1) The accumulated losses increased by approximately THB 17.71 million, mainly due to the Company's net loss for the current year.

### 9. Industry Overview and Business trends

#### 1) E-commerce business

The e-commerce business in Thailand has experienced significant growth due to increased competition from both large international e-commerce companies such as Alibaba, JD.com, and local major players, as well as small businesses within the country. Additionally, large department stores and supermarkets have shifted towards online sales channels. The new generation of consumers prefers to purchase products and services online due to convenience, speed, and the perceived security of electronic transactions. This has resulted in a significant growth of online transactions within the country.

Furthermore, the payment system has changes, with a focus on digital e-wallet payments instead of cash. Various banks have implemented QR code-based payment systems to drive Thailand towards a cashless society, following the government's policy. This shift has raised awareness in society about reducing cash usage and replacing it with e-wallets. It allows payment systems to be accessible even in rural areas, far from banks, and is expected to increase spending in the



future. This is beneficial for online businesses as it provides diverse and expanding payment channels while reducing transaction costs.

Although e-payment collection services have gained popularity due to the changing digital lifestyle, the technology used by businesses providing such services has rapidly evolved. The increasing competition, particularly with the involvement of commercial banks as service providers, has led businesses to adjust and lower service fees to remain competitive.

2) Distribution of consumer products business

The retail market in Thailand continues to expand consistently. Kasikorn Research Center projects that the value of the retail market in 2023 will expand at a rate of approximately 2.80 percent to 3.60 percent. This growth rate has slowed down from the previous year's projection of 6.40 percent due to the impact of inflation and the return of international tourists. In 2023, apart from the effect of existing product prices, the return of international tourists, the "Shop Dee Mee Kuen" (Shop and Payback) campaign, which provided THB 40,000.00 in cashback from 1 January to 15 February 2023, and the anticipated increase in spending during the election period are expected to support the overall expansion of the retail market, particularly in the first half of 2023.

However, certain retail groups are expected to face challenging competition. These include hypermarkets or discount stores that may enjoy consumer demand for consumer goods but still need to be cautious in their business operations. They focus on targeting middle-income customers while facing difficulties in generating sales, especially competing against major retailers, particularly in terms of pricing.

Nevertheless, companies still see opportunities to engage in wholesale distribution of consumer goods to these retailers. This is because retail and convenience stores are widely distributed across all regions of Thailand. This can be done through the use of e-commerce technology tools combined with superior personalized services, such as providing exclusive benefits, accumulating points through the company's network when customers make purchases. Additionally, companies aim to seize opportunities for business expansion through electronic platforms created by aggregating retail and convenience stores. Services provided may include bill payments and mobile top-ups under the name "Tan Jai Man Nee" service. Revenue sharing models between the main service provider company and member retail stores will be established based on agreed-upon rates.

3) Advertising and public relations services business

TTB Analytics, or TTB Economic Analysis Center, assesses that the overall media and advertising business is showing signs of recovery. This recovery is driven by factors such as the continuous economic activities, allowing various businesses to easily reach consumers through advertising media. Current consumer behavior has shifted towards spending more time online, resulting in



traditional media businesses slowing down, while online media businesses are experiencing rapid growth.

4) Online advertising services business

The online social media market is highly competitive in the present due to the increasing adoption of smartphones, which covers all age groups and levels throughout the country. The openness of social platforms across various channels allows audiences to have numerous avenues for consuming news, information, and content. Additionally, it enables direct and faster access to the target audience compared to other media.

5) Financial services by acting as a broker business

Based on the data from the survey on the condition and trends of Bank of Thailand in 2023, it was found that the demand for loans from businesses continued to increase across all business sizes, despite a slight slowdown in borrowing costs. This trend is in line with the expanding economy. However, the higher borrowing costs resulting from interest rate policies may lead to a slight reduction in the demand for business loans in the near future.

On the other hand, household loan demand has shown an increasing trend in almost all loan categories, particularly credit card loans and other consumer loans. This is driven by consumer spending needs and improved consumer confidence. The demand for housing loans also tends to increase, benefiting from government measures such as reduced transfer fees for home loans. However, the demand for auto loans for hire purchase may decrease due to the higher borrowing costs. Nevertheless, the increased price competition in the auto loan market has not significantly reduced the demand for loans

6) Manufacturing or distributing products related to dietary supplements, medicines, medical supplies, health, beauty, and other related products business

According to Euromonitor International's data on the global consumer health market (Euromonitor International Consumer Health in World, March 2021), the market value of health-related products in the world was as high as USD 272,441.00 million in the year 2020. This market has shown consistent growth every year since 2015, with a compound annual growth rate (CAGR) of 3.36 percent. This growth can be attributed to the increasing importance people place on health care. In 2020, the majority of the market value of consumer health products came from

6.1) The market value of over-the-counter (OTC) medications, which consumers can purchase without a prescription, is USD 97,500.00 million, accounting for 35.79 percent of the total market value of health-related products in the world.



- 6.2) The market value of vitamins and dietary supplements, which include ingredients such as vitamins, minerals, and plant extracts, is USD 86,404.00 million, accounting for 31.71 percent of the total market value of health-related products in the world.
- 6.3) The market value of herbal or traditional products, which are made from herbs or traditional medicines beyond current medical consumption, is USD 49,119.10 million, accounting for 18.03 percent of the total market value of health-related products in the world. From 2021 to 2025, there has been a continuous increase in the overall market value of health-related products in all categories. These products have shown a compound annual growth rate (CAGR) of 5.05 percent.

**B-52 Capital Public Company Limited****Company's Articles of Association Concerning the Shareholders Meeting**

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**Shareholders Meeting**

Article 32. The meeting of shareholders of the Company shall be held in a locality where the headquarters of the Company or nearby provinces.

Article 33. The Board of Directors shall call a meeting of shareholders which is an annual ordinary meeting of shareholders within four (4) months from the last day of the accounting year of the Company.

The meeting of shareholders other than that aforementioned shall be called extraordinary meeting. The Board of Directors may call an extraordinary general meeting whenever the Board of Directors deems appropriate or one or more shareholders holding shares altogether not less than ten (10) percent of the total number of shares sold, may submit their names in a letter requesting the Board of Directors to call an extraordinary meeting of shareholders at any time but the agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall arrange an extraordinary meeting of shareholders within forty-five (45) days from the receipt date of notice from the shareholders.

In case the Board of Directors fails to arrange the extraordinary general meeting within the period specified in the second paragraph; the shareholders, subscribing their names or other shareholders holding the number of shares as stipulated, may call the meeting within forty-five (45) days from the due date in the second paragraph. In this regard, the meeting shall be deemed as the extraordinary general meeting called by the Board of Directors. The company shall responsible for necessary expenses arising from arranging the extraordinary general meeting and provide an appropriate facilitation.

In the case where, at the extraordinary general meeting called by the shareholder(s) under the third paragraph, the number of the shareholders presented does not constitute quorum as provide by this Article of Association, the shareholder(s) under the third paragraph shall jointly compensate the Company for the expenses incurred from arrangement of such meeting.

Article 34. In the Notice of the Meeting of shareholders, the Board shall prepare the notice of meeting that stated location, date, time, agenda and issues that proposed to the meeting with details as appropriate. By specifying clearly that it is for acknowledgment, approval or consideration together with the opinion of the Board on the matter and delivered to the shareholders and the registrar in accordance with Public Companies Law not less than (7) days before the meeting date and advertise the notice of the meeting in a newspaper for consecutive three (3) days before the meeting date not less than three (3) days.

Article 35. In the meeting of shareholders required the number of shareholders and proxies from the shareholders (if available) attend of not less than twenty-five (25) persons, or not less than half of all shareholders and requires shares amounting to not less than one-third (1/3) of the total number of issued shares. Therefore, constitute a quorum.

In case of turns out that the meeting of shareholders at any time, upon the lapse one (1) hour, the number of shareholders who attended is not constitute a quorum as defined. If the meeting of shareholders that convene by the shareholders' request, it shall be canceled. If the meeting of shareholders does not convene by the shareholders' request, it will be reconvened and to send the notice of meeting to shareholders not less than seven (7) days before the meeting date. In the latter meeting, a quorum is not required.

Article 37. The Chairman shall preside at meetings of shareholders. In case of Chairman is unable at the meeting or may not perform their duties. If there is a Vice President, the Vice Chairman shall preside. If there is no a Vice President or is unable to perform their duties, the shareholders who attend the meeting shall choose one of shareholders to be the Chairman of the meeting.

Article 40. The affairs that the annual general meeting of shareholders shall be convened as follows.

(1) The acknowledge report of Board of Directors that represents the performance of the Company during the past year.

(2) Approval of the balance sheet or financial statement and profit and loss statement at the end of accounting period.

(3) The approval of profit allocation and dividend payments

(4) Considering the election of new directors to replaces directors who retire by rotation and determine remuneration for directors.

(5) Considering the appointment the auditors and determine the remuneration for auditors

(6) Other

#### **Appointment of Proxy to Attend Shareholders Meetings and the Right of Shareholders to Vote**

Article 36. In the meeting of shareholders, shareholder can appoint a proxy to attend the meeting and vote on their behalf. The proxy must be in writing and signed by the shareholder and comply with the registrar of the Company defined by appoint the Chairman or a person who designated by the Chairman. At the meeting place, before the proxy attend the meeting and at least shall have following list.

(1) The number of shares that grantor holding.

(2) Name of the proxy

(3) The time of the meeting that proxies to attend and vote.

Article 38. In the voting, Shareholders have the votes equal number of shares that holding deemed by one (1) share for one (1) vote, the voting will commit openly. Except the shareholders not less than five (5) persons requested and the meeting voted to keep a secret vote, it shall keep a secret vote. The method of voting by secret ballot shall be determined by the Chairman of the meeting.

Article 39. Resolution of the meeting of shareholders shall consist of the following votes.

(1) In the normal case shall holds majority vote of the shareholders who attended and voted. If there is a tie votes, the Chairman of the meeting shall have an additional vote as a casting vote.

(2) In the following cases shall holds not less than three-fourths (3/4) of the votes of the shareholders who attended the meeting and entitled to vote.

(a) The sale or transfer of all or a substantial part of the Company's business to any other person.

(b) The purchase or acquisition of business of other companies or private companies to the Company.

(c) The doing, amendment or termination contracts relating to the rental of the whole business or a substantial part. The assignment to others to manage its business or joint business with other parties with the objective of sharing profits and loss.

(d) The amendment of the memorandum or the Articles of Association.

(e) An increase or decrease capital of the Company.

(f) The issuance of preferred shares, debentures, warrants or other securities according to the Securities and Stock Exchange Law.

(g) The merger or its dissolution.

#### Dividend Payment

Article 46. Prohibiting the dividends payment other than profit. In the event that the Company has deficit prohibiting the payment of dividends.

The dividend divided by the number of shares equally and the dividend payment must be approved by the meeting of shareholders.

In case the Company selling shares not fully by number that registered or the Company has registered to increase capital. The Company will pay dividend in full or partial by issuing new ordinary shares to shareholders with the approval of the shareholders' meeting.

Article 47. The Board of Directors may pay interim dividend to its shareholders occasionally when they consider that the Company had profits deserving enough to do and when it paid dividends, shall be report to the meeting of shareholders in the next meeting.



The dividend payment shall be made within one (1) month from the date of the meeting or the board voted as appropriate. This shall notify in writing to shareholders and notice of dividend payment shall be advertised in the newspaper for a period of not less than three (3) consecutive days.

Article 48. The Company needs to allocate part of its annual net profit to be the reserved fund not less than five (5) percent of the annual profit deduct total deficit brought forward (if any) until the reserve is not less than ten (10) percent of the share capital except such reserve. Board of Directors may propose to the shareholders meeting to approve to allocate another reserve funds as deemed to be beneficial in the operation of the Company.

When it has been approved by the meeting of shareholders, the Company may transfer other reserved funds, legal reserved fund and premium on share capital reserved fund respectively to compensate for deficit of the Company.

#### Director's Qualifications, Elections, and Terms

Article 15. The Company has a Board of Directors consists of not less than five (5) directors and directors of not less than one-half of all directors must be resident in the Kingdom of Thailand and the Board of Directors would elect any member to be the Chairman and may elect a Vice Chairman and any other positions as deemed fit. Vice Chairman has duty accordance with articles in the affairs that assigned by the Chairman.

Article 16. Directors of the Company can be either the shareholders of the Company or not.

Article 17. The meeting of shareholders shall elect the directors under the following rules and procedures.

- (1) Each shareholder has one vote for each share held.
- (2) Each shareholder will use the votes to elect one or more directors. In the case of the election of several directors, the vote cannot be divided for any director differently.
- (3) Persons who receive the most votes respectively are elected as a directors until the number of directors meets the Company's requirement that shall have or shall elect at that time. In the case of a person who has been elected in subsequent order have a tie votes exceed the number of directors that shall have or shall elect at that time, the Chairman has the casting vote.

Article 18. In every annual general meeting, Directors must retire from position at least one-third (1/3) of the total number and if number of directors cannot divide into three parts, shall retire by number that nearest to one-third (1/3).

The directors who have to retire in the first year and second years after the Company registration, it shall cast lots that whosoever have to retire and then the director who has been in the longest holds the position shall retire.

Directors who retire by rotation may be elected to the position.

Article 19. Besides retiring by rotation, directors may retire when

- (1) Death
- (2) Resignation
- (3) Disqualified or being under any prohibition under the Law of Public Companies or the Law of Securities and Stock Exchange.
- (4) The shareholders meeting vote to retire.
- (5) The court ordered to retire.

Article 23. The Shareholders' Meeting may vote for any directors to retire from position before the time that retiring by rotation with the votes not less than three-fourths (3/4) of the total number of Shareholders who attended the meeting with voting rights and the shares amounting to not less than one-half (1/2) of shares that held by the Shareholders who attended the meeting with voting rights.

Article 28. Prohibiting the directors operate business in the same nature and in competition with business of the Company or become a partner in partnership or an unlimited liability partner in a partnership or a director of a private company or any other corporation that operate business in the same nature and in competition with business of the Company whether it's for the benefit of themselves or others. Except they inform to the shareholders before the appointment.

Article 29. Directors must inform the Company without delay if there is an interest in the contract that the Company made either in directly or indirectly or holding shares, debentures increases or decreases in the Company or its affiliates.

**Information about the Independent Directors and Audit Committee's Members  
who the Company proposed to be Proxies from shareholders**

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1. **Name - Surname** : **Mr. Suthep Pongpitak**  
 Position in the Company : Independent Director and Chairman of Audit Committee  
 Age : 69 years old  
 Nationality : Thai  
 Address : 111/165 Baansuan Sukhothai, Sukhothai Road, Dusit, Bangkok  
 10300  
 Percentage of Shareholding : None  
 Interest in all agendas : None
2. **Name - Surname** : **Mr. Chumnun Kunnaratana**  
 Position in the Company : Independent Director and a member of Audit Committee  
 Age : 63 years old  
 Nationality : Thai  
 Address : 100/50 Krungnonchongthanom Road, Maha Sawat Sub-District,  
 Bang Kruai District, Nonthaburi Province, 11130  
 Percentage of Shareholding : None  
 Interest in all agendas : None
3. **Name - Surname** : **Ms. Araya Putthipongthorn**  
 Position in the Company : Independent Director and a member of Audit Committee  
 Age : 41 years old  
 Nationality : Thai  
 Address : 799/196 Rama III Road, Bangpongpan, Yannawa, Bangkok 10120  
 Percentage of Shareholding : None  
 Interest in all agendas : None

**Guidelines for Proxy, Registration, Document showing to attend and Voting  
In the Extraordinary General Meeting of Shareholders No. 1/2023  
on June 28, 2023 at 10:00 a.m.**

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**Proxy**

The Company delivered Proxy (Form A, B and C) according to the Ministry of Commerce defined which is detailed and clear to shareholders. For Shareholders who cannot attend the meeting by themselves will appoint another person, or to appoint an independent director / audit committee any one as follows

- 1) Mr.Suthep Pongpitak      Position: Independent Director and Chairman of Audit Committee      Age 69 years old  
Address 111/165 Baansuan Sukhothai Condominiums, Sukhothai Road, Dusit, Bangkok 10300
- 2) Mr. Chumnun Kunratanana Position: Independent Director and a member of Audit Committee      Age 63 years old  
Address 100/50 Krungnonchongthanom Road, Maha Sawat Sub-District, Bang Kruai District, Nonthaburi 11130
- 3) Ms. Araya Putthipongthorn Position: Independent Director and a member of Audit Committee Age 41 years old  
Address 799/196 Rama III Road, Bangpongpang, Yannawa, Bangkok 10120

By the shareholders can specify name of the proxies and submit it to the company's officers by mail within 3 business days before the meeting.

**Rules for attending the shareholders' meeting via electronic media**

Shareholders or proxies wishing to attend the meeting must submit documents proving their identity as specified to the Company within June 20, 2023, when the Company has examined the information according to the names of shareholders according to the closing information of the register of shareholders who have the right to attend the meeting completely correct The service provider for organizing meetings via electronic media will send a link for attending the meeting and an access manual to the email that you have sent to inform the company. The link will be sent 2 days in advance of the meeting date.

**Requesting to attend the meeting via electronic media**

Shareholders who wish to attend the meeting via electronic media must notify the intention to attend the meeting in the following way

1. Request to attend the meeting by sending information via E-Mail or post

**In the case that shareholders wish to notify their intention to attend the meeting via electronic media (E-Meeting) by sending information via E-Mail or postal**

1. Please fill out the document requesting to attend the meeting via electronic media (E-Meeting) (attachment x) by requesting you to clearly specify your e-mail (E-mail) and mobile phone number for registration. Registration to attend the meeting

2. Attach a copy of proof of identity to confirm the right to attend the E-Meeting

2.1 Shareholders who are natural persons

- In the case of shareholders wishing to attend the meeting in person via electronic media (E-Meeting)

- o A copy of a government-issued identification document that has not expired such as ID card or government identification card or driving license or passport In the event of a name-surname change Ask the shareholders to attach evidence as follows:

- In the event that a shareholder appoints another person to attend the meeting on his behalf through electronic media (E-Meeting)

- o Proxy form attached to the meeting invitation letter Fill out the message correctly and completely and affix the signature of the proxy grantor and the proxy and the duty has been applied in full

- o A copy of the identity document of the proxy grantor For example, a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify the true copy of the proxy grantor

- o Copy of the proxy's identity document For example, a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify the true copy of the proxy

2.2 Shareholders who are juristic persons

- In case the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person through electronic media (E-Meeting)

- o Copy of shareholder's juristic person registration certificate Issued no more than 1 year prior to the date of the shareholders' meeting which has been certified as a true copy by a representative of the juristic person (director) who has the power to sign on behalf of the juristic person

- o A copy of the identity document of the representative of the juristic person (director), such as a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify true copy

- In the case of appointing a proxy to a proxy attend the meeting instead through electronic media (E-Meeting)

- o Proxy form attached to the meeting invitation letter Fill out the message correctly and completely and affix the signature of the proxy grantor and the proxy and affixed the stamp duty in full

o Copy of shareholder's juristic person registration certificate Issued not more than 1 year prior to the date of the shareholders' meeting which is certified as a true copy by a representative of the juristic person (director) who has the power to sign on behalf of the juristic person

o Copy of the identity document of the representative of the juristic person (director), such as a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify true copy

o Copy of the proxy's identity document as in the case of natural persons as mentioned above

In the case of documents or evidence mentioned above it is not a Thai or English version of the document. Shareholders must present an English translation of the document which certifies the translation by the shareholders or by the authorized signatory to bind the juristic person (in the case of a juristic person)

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity. together with various supporting documents (item 2) delivered to the company within June 20, 2023 (7-10 days prior to the meeting date The company clearly specified the date)

- E-Mail channel : Somchai.w@b52.co.th, Kanokwan.i@b52.co.th

- Postal channels : B-52 Capital Public Company Limited, No. 973, President Tower, 7th Floor, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

#### **Electronic Meeting Attendance (E-Meeting)**

1. When the shareholders or proxies who wish to attend the meeting and have been fully verified, you will receive an e-mail from the meeting organizer which will be a link for attending the meeting and user manual 2 days before the meeting date, please study the manual on how to use the E-Meeting meeting system in detail. If you haven't received the E-Mail by June 26, 2023, please contact the company immediately

2. Attendance and voting via electronic media can be used with computer / notebook (Notebook) / tablet (Tablet) and mobile phone via Web Browser: Chrome with 4G internet speed or basic home internet.

Note : In case of attending the meeting via tablet (Tablet) and mobile phone must install Zoom Cloud Meeting program before attending the meeting, which can be downloaded as follows:

iOS system	Android system
	
<p><a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a></p>	<p><a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a></p>

1. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
2. Logging in to the meeting attendees must use the information of the shareholder registration number and the number of the shareholder's ID card
3. Voting via E-Voting system, you will be able to vote for each agenda by voting to agree, disagree or abstain one only In case of not voting on any agenda, the system will immediately assume that you vote as agree. (Use the vote counting method by pouring the votes towards agreeing)
4. In the event that attendees have problems or have problems in using the E-Meeting system, you can contact OJ International Company Limited at the phone number specified in the E-Mail that the user manual of the system was sent to you

**\*\*\*** This E-Meeting Conference is an electronic meeting only and there will be no meeting venue in the original format. Asking for cooperation from shareholders who do not come to the company **\*\*\***

In the event that a shareholder wishes to appoint an independent director as a proxy

For shareholders who are unable to attend the E-Meeting meeting in person or cannot appoint other proxies to attend the E-Meeting, if the shareholders wish to appoint independent directors Please send the proxy form. (Attachment X) by specifying the proxy as one of the independent directors as specified by the company together with supporting documents for the company within June 20, 2023 (7-10 days before the meeting date. The company clearly specify the date and time) through the following channels.

- E-Mail channel : Somchai.w@b52.co.th, Kanokwan.i@b52.co.th
  
- Postal channels : B-52 Capital Public Company Limited, No. 973, President Tower, 7th Floor, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

Note: In the case that shareholders specify voting for each agenda the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda Shareholders have the right to vote for approval, disapproval or abstention. Only one vote cannot be divided into parts. (Unless it is a Custodian vote)

**In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper**

Please submit the following information.

1. Proxy Form C (attached with the meeting invitation letter) completely filled out. Signed by the proxy grantor and the proxy with 20 baht stamp duty
  
2. Custodian juristic person registration certificate and duly signed by the authorized signatory on behalf of the custodian juristic person (Custodian) or its attorney with the corporate seal (if any)
  
3. Power of Attorney from the shareholder to have Custodian to sign the Proxy Form.
  
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business
  
5. Copy of ID card or a copy of government official identification card or copy of passport (In the case of foreigners) of the proxy with certified true copy



6. Submit information through the following channels.

- E-Mail channel : Somchai.w@b52.co.th, Kanokwan.i@b52.co.th
- Postal channels : B-52 Capital Public Company Limited, No. 973, President Tower, 7th Floor, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

**Submitting advice or questions related to your business, industry, company performance or related to any agenda which will be considered at the E-Meeting**

In the event that shareholders wish to submit suggestions or questions, they can be done in 2 ways as follows:

1. Send advice or questions in advance to the company before the meeting date through the following channels

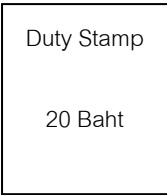
- Email : Somchai.w@b52.co.th, Kanokwan.i@b52.co.th
- Telephone : 02-6560189 ext. 111, 317
- By mail: B-52 Capital Public Company Limited, No. 973, President Tower, 7th Floor, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

2. Submit suggestions or questions during the meeting. For those attending the E-Meeting, the attendee must specify his/her first and last name and informed that he was a shareholder attending the meeting by himself or as a proxy before every suggestion or question is submitted. The Company has opened channels for submitting suggestions and questions during the meeting as follows:

- Conversation channel by typing messages (Chat)
- Voice chat channel in which the attendees will press the raising hand button and turn on the microphone on their own device After the system operator sends you an invitation to chat. And please turn off the microphone after the conversation is finished every time. (For more details, please refer to the Attendance Handbook sent to the attendees' e-mails.)

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via electronic media (E-Meeting), contact the company secretary for more information according to the way of contacting the company as detailed above
  
2. Regarding the process of attending the meeting and voting via electronic media (E-Meeting), in the case that the identity is verified correctly and completely, contact OJ International Co., Ltd. at the phone number specified in the E-Mail at Send the system manual to you.



PROXY FORM A. (General Form)

Written at.....

Date ..... Month ..... Year.....

(1) I/We..... Nationality.....

with address at.....Soi..... Road..... Sub-District.....

District..... Province..... Postal Code.....

(2) Being a shareholder of B-52 Capital Public Company Limited

holding the total amount of ..... shares with the voting rights of.....votes as follows:

ordinary share.....shares with the voting rights of.....votes and

preferred share.....shares with the voting rights of.....votes,

(3) do hereby appoint either one of the following persons:

..... Age..... Years

with address at.....Soi..... Road..... Sub-District.....

District..... Province..... Postal Code..... or

.....Mr. Suthep Pongpitak..... Age.....69..... Years with address at .....111/165.....

Soi.....-..... Baansuan Sukhothai Condominium..... Road.....Sukhothai..... Sub-District.....Dusit.....

District.....Dusit..... Province.....Bangkok..... Postal Code.....10300..... or

.....Mr. Chumnun Kunraratana..... Age.....63.....Years with address at ...100/50.....

Soi.....-..... Road.....Krungnonchongthanom..... Sub-District.....Maha Sawat... District.....Bang Kruai.....

Province.....Nonthaburi..... Postal Code.....11130..... or

... Ms. Araya Putthipongthorn. .... Age. .... 41. .... Years with address

at.....799/196..... Soi.....-.... Road.....Rama III..... Sub-District..... Bangpongpang .....District.....

Yannawa..... Province..... Bangkok ..... Postal Code.....10120.....

As only one of my / our proxy to attend and vote on my / our behalf at the Extraordinary General Meeting of Shareholders No. 1/2023 on June 28, 2023 at 10.00 hrs. **through electronic media (E-Meeting)**. The Meeting will be broadcast from the Company' s meeting room located at 973 President Tower Building, 7<sup>th</sup> Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

**Remarks :** A Shareholder may grant a proxy to only on person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.



PROXY FORM B. (Form prescribed various items that will proxy clearly and fixed)

Written at.....

Date ..... Month ..... Year.....

(1) I / We..... Nationality.....  
 with address at.....Soi..... Road..... Sub-District.....  
 District..... Province..... Postal Code.....

(2) Being a shareholder of B-52 Capital Public Company Limited  
 holding the total amount of ..... shares with the voting rights of..... votes  
 ordinary share..... shares with the voting rights of..... votes  
 preferred share.....shares with the voting rights of..... votes

(3) do hereby appoint either one of the following persons:  
 ..... Age..... Years  
 with address at.....Soi..... Road..... Sub-District.....  
 District..... Province..... Postal Code..... or  
 ...Mr. Suthep Pongpitak..... Age.....69.... Years with address at .....111/165.....  
 Soi.....-..... Baansuan Sukhothai Condominiums....., Sukhothai Road..... Sub-District.....Dusit.....  
 District.....Dusit..... Province.....Bangkok..... Postal Code.....10300..... or  
 .....Mr. Chumnun Kunnaratana..... Age.....63..... Years with address at ...100/50.....  
 Soi.....-..... Road.....Krungnonchongthanom.... Sub-District...Maha Sawat... District...Bang Kruai.....  
 Province.....Nonthaburi..... Postal Code.....11130..... or  
 ... Ms.Araya Putthipongthorn. .... Age.....41.....Years with address at.....799/196.....  
 Soi.....-..... Road.....Rama III..... Sub-District.....Bangpongpang..... District.....Yannawa.....  
 Province..... Bangkok..... Postal Code.....10120.....

As only one of my / our proxy to attend and vote on my / our behalf at the Extraordinary General Meeting of Shareholders No. 1/2023 on June 28, 2023 at 10.00 hrs. through electronic media (E-Meeting). The Meeting will be broadcast from the Company' s meeting room located at 973 President Tower Building, 7<sup>th</sup> Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intention as follows:

Agenda 1 To consider and certify the minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023.

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda 2 To consider and approve the transaction of disposition of the Company's assets namely the transfer of 90.1% of shares in Than Jaidee Money Service Co., Ltd. to Mr. Jirawud Kuvanant, a major shareholder of the Company. which is a connected transaction of the Company

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda 3 Consider other matter (if any)

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

(5) The vote of the Proxy in any agenda items which is not comply with this Proxy Form, shall be deemed that such vote is incorrect and is not my / our vote as the shareholders.

(6) In the case the I/we do not specify or unclearly specify the vote in any agenda items or in the case that the meeting considers or resolves additional matters, or in the case that the meeting considers or resolves other matters which are not included in the Agenda above, including any change or increase of any information, the proxy holder shall have the right to consider and give resolution on my / our behalf as he/she deems appropriate.

Any action of the proxy holder performed at the meeting, shall be deemed as my / our act.

Signed ..... Grantor

(.....)

Signed ..... Proxy

(.....)

Signed ..... Proxy

(.....)

Signed ..... Proxy

(.....)

**Remarks**

1. A shareholder shall designate a proxy to only one proxy holder to attend and vote at the meeting. He/She cannot split his/her shares and assign to several proxies in order to obtain several proxy holders to vote for him/her in a meeting.
2. As for the appointment of directors, the shareholder is entitled to appoint all directors or the individual director.
3. In case that there are any agenda items additional to the abovementioned agenda, please specify such in the Attachment of the Proxy Form B.

The Attachment of the Proxy Form B.

The proxy as a shareholder of B-52 Capital Public Company Limited for the Extraordinary General Meeting of Shareholders No. 1/2023 on June 28, 2023 at 10.00 hrs. **through electronic media (E-Meeting)**. The Meeting will be broadcast from the Company' s meeting room located at 973 President Tower Building, 7<sup>th</sup> Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof.

---

Agenda.....Subject.....

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda.....Subject.....

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda.....Subject.....

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda.....Subject.....

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda.....Subject.....

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda no:.... Appointment of Directors (Continued).....

Director's Name.....

Approve with .....votes       Disapprove with.....votes       Abstain with.....votes

Director's Name.....

Approve with .....votes       Disapprove with.....votes       Abstain with.....votes

Director's Name.....

Approve with .....votes       Disapprove with.....votes       Abstain with.....votes





PROXY FORM C. (For foreign shareholders who have custodians in Thailand only)

Written at.....

Date ..... Month ..... Year.....

(1) I / We..... Nationality.....

with address at.....Soi..... Road..... Sub-District.....

District..... Province..... Postal Code.....

Being a shareholder of B-52 Capital Public Company Limited

holding the total amount of ..... shares with the voting rights of..... votes

ordinary share..... shares with the voting rights of..... votes

preferred share.....shares with the voting rights of..... votes

(2) do hereby appoint either one of the following persons:

..... Age..... Years

with address at.....Soi..... Road..... Sub-District.....

District..... Province..... Postal Code..... or

...Mr. Suthep Pongpitak..... Age.....69.... Years with address at .....111/165.....

Soi. ....-..... Baansuan Sukhothai Condominiums....., Sukhothai Road..... Sub-District.....Dusit.....

District.....Dusit..... Province.....Bangkok..... Postal Code.....10300..... or

.....Mr. Chumnun Kunnaratana..... Age.....63..... Years with address at ....100/50.....

Soi.....-..... Road.....Krungnonchongthanom.... Sub-District.....Maha Sawat..... District...Bang Kruai.....

Province.....Nonthaburi..... Postal Code.....11130..... or

.....Ms. Araya Putthipongthon..... Age.....41..... Years with address at.....799/196....

Soi.....-..... Road.....Rama III..... Sub-District.....Bangpongpan..... District.....Yannawa.....

Province..... Bangkok..... Postal Code.....10120..... or

As only one of my/our proxy to attend and vote on my/your behalf at the Extraordinary General Meeting of Shareholders No. 1/2023 on June 28, 2023 at 10.00 hrs. **through electronic media (E-Meeting)**. The Meeting will be broadcast from the Company' s meeting room located at 973 President Tower Building, 7<sup>th</sup> Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof.

(3) We authorize our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:
  - Ordinary shares:.....shares in total, which are entitled to cast.....votes; and
  - Preferred shares.....shares in total, which are entitled to cast.....votes,
  - Total.....votes

(4) I / We authorize my / our Proxy to cast the votes according to my / our intention as follows:

Agenda 1 To consider and certify the minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023.

- (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our Proxy to vote as my/our desire as follow:
  - Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

Agenda 2 To consider and approve the transaction of disposition of the Company's assets namely the transfer of 90.1% of shares in Than Jaidee Money Service Co., Ltd. to Mr. Jirawud Kuvanant, a major shareholder of the Company. which is a connected transaction of the Company

- (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our Proxy to vote as my/our desire as follow:
  - Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

Agenda 3 Consider other matters (if any)

- (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our Proxy to vote as my/our desire as follow:
  - Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

(5) The vote of the Proxy in any agenda items which is not comply with this Proxy Form, shall be deemed that such vote is incorrect and is not my / our vote as the shareholders.

(6) In the case the I/we do not specify or unclearly specify the vote in any agenda items or in the case that the meeting considers or resolves additional matters, or in the case that the meeting considers or resolves other matters which are not included in the Agenda above, including any change or increase of any information, the proxy holder shall have the right to consider and give resolution on my/our behalf as he/she deems appropriate.

Any action of the proxy holder performed at the meeting, shall be deemed as my / our act.

Signed ..... Grantor

(.....)

Signed ..... Proxy

(.....)

Signed ..... Proxy

(.....)

Signed ..... Proxy

(.....)

**Remark**

- 1.This Form C. is used only if the shareholder whose name is in the shareholder's register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
- 2.The necessary evidence to be enclosed with this proxy form is:
  - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
  - (2) a certification that the authorized signatory of the proxy form is licensed to operate to operate the custodial Business.
- 3.A shareholder may grant a proxy to only person. The number of shares held by a shareholder may not be divided into Several portions and granted to more than one proxy in order to divide the votes.
- 4.As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
- 5.In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form C.

Attachment to Proxy Form C.

A Proxy is granted by a shareholder of B-52 Capital Public Company Limited for the Extraordinary General Meeting of Shareholders No. 1/2023 on June 28, 2023 at 10.00 hrs. through electronic media (E-Meeting). The Meeting will be broadcast from the Company's meeting room located at 973 President Tower Building, 7<sup>th</sup> Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof.

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- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes    Disapprove with.....votes    Abstain with.....votes
  
- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes    Disapprove with.....votes    Abstain with.....votes
  
- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes    Disapprove with.....votes    Abstain with.....votes
  
- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes    Disapprove with.....votes    Abstain with.....votes
  
- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes    Disapprove with.....votes    Abstain with.....votes
  
- Agenda no:... Appointment of Directors (Continued)
  - Director's Name.....
    - Approve with .....votes    Disapprove with.....votes    Abstain with.....votes
  - Director's Name.....
    - Approve with .....votes    Disapprove with.....votes    Abstain with.....votes
  - Director's Name.....
    - Approve with .....votes    Disapprove with.....votes    Abstain with.....votes

Map of the Shareholders' Meeting Venues



Conference Room, B-52 Capital Public Company Limited  
 7<sup>th</sup> Floor, President Tower, Phloen Chit Road,  
 Lumpini, Pathumwan, Bangkok 10330

General Meeting of Shareholders No. 1/2023 of B-52 Capital Public Company Limited  
 Date June 28, 2023.

Registration being started at 9:00 a.m.

The Meeting starting on 10.00 . a.m.

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### ขั้นตอนการรับข้อมูลเพื่อเข้าร่วมประชุม ผ่านทางอีเมล

1. เมื่อผู้ถือหุ้นได้รับการตรวจสอบยืนยันตัวตนจากบริษัทฯ แล้ว ผู้ถือหุ้นจะได้รับอีเมลจาก E-Meeting Service ซึ่งจะจัดส่งโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล จำกัด ([e-agm@ojconsultinggroup.com](mailto:e-agm@ojconsultinggroup.com))
2. ให้ผู้ถือหุ้น ตรวจสอบ ชื่อ นามสกุล และวัน เวลาที่ท่านสามารถกด Link เพื่อเข้าร่วมประชุม
3. เมื่อถึง วันและเวลาที่กำหนด ให้กดที่ **“กดที่ Link นี้”** เพื่อเปิด Web Browser ระบบจะให้กรอก **เลขที่บัญชีผู้ถือหุ้น และหมายเลขอ้างอิง (เลขที่บัตรประชาชนของผู้ถือหุ้น)** และกดปุ่ม **“ลงทะเบียนเข้าร่วมประชุม”**

#### E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)  
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX  
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.  
(Monday, April 00, 20XX at 2:00 pm.)

กรุณาระบุข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม  
(Please provide information for meeting registration)

เลขที่บัญชีผู้ถือหุ้น  
(Shareholder Account Number)

เลขที่บัตรประชาชน  
(Identification Number/Passport Number)

ผู้ถือหุ้นได้อ่านและตกลงยกเว้นความผิดและเงื่อนไขในการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ รวมถึงให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคล แล้ว  
(Shareholder has read and accepted the term and condition about attendance of shareholder meetings through E-Meeting and has given consent to use personal information)

ลงทะเบียนเข้าร่วมประชุม  
(Register)

กรณีผู้ถือหุ้น กดเข้า Link ก่อนเวลาที่กำหนด ระบบจะแจ้งว่า **“ระบบยังไม่เปิดให้เข้าร่วมประชุมแบบ online”**

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

#### 4. กดปุ่ม “ยืนยันเข้าร่วมประชุม”

##### E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)  
(ABCD PUBLIC COMPANY LIMITED)  
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX  
(Annual General Meeting of Shareholder in Year 20XX)  
วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.  
(Monday, April 00, 20XX at 2.00 p.m.)

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ  
(Welcome นาย โอเจ มีหุ้นเยอะ )

ถือหุ้นจำนวน 300,000,000 หุ้น  
(No. of shares: 300,000,000 shares)

ยืนยันเข้าร่วมประชุม

(Confirm to attend the meeting)

#### 5. เมื่อยืนยันเข้าร่วมประชุมแล้ว จะมีปุ่มให้เลือก 2 ปุ่มคือ E-Meeting และ E-Voting (ตามรูปด้านล่าง)

##### E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)  
(ABCD PUBLIC COMPANY LIMITED)  
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX  
(Annual General Meeting of Shareholder in Year 20XX)  
วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.  
(Monday, April 00, 20XX at 2.00 p.m.)

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ  
(Welcome นาย โอเจ มีหุ้นเยอะ )

ถือหุ้นจำนวน 300,000,000 หุ้น  
(No. of shares: 300,000,000 shares)

E-Meeting

E-Voting

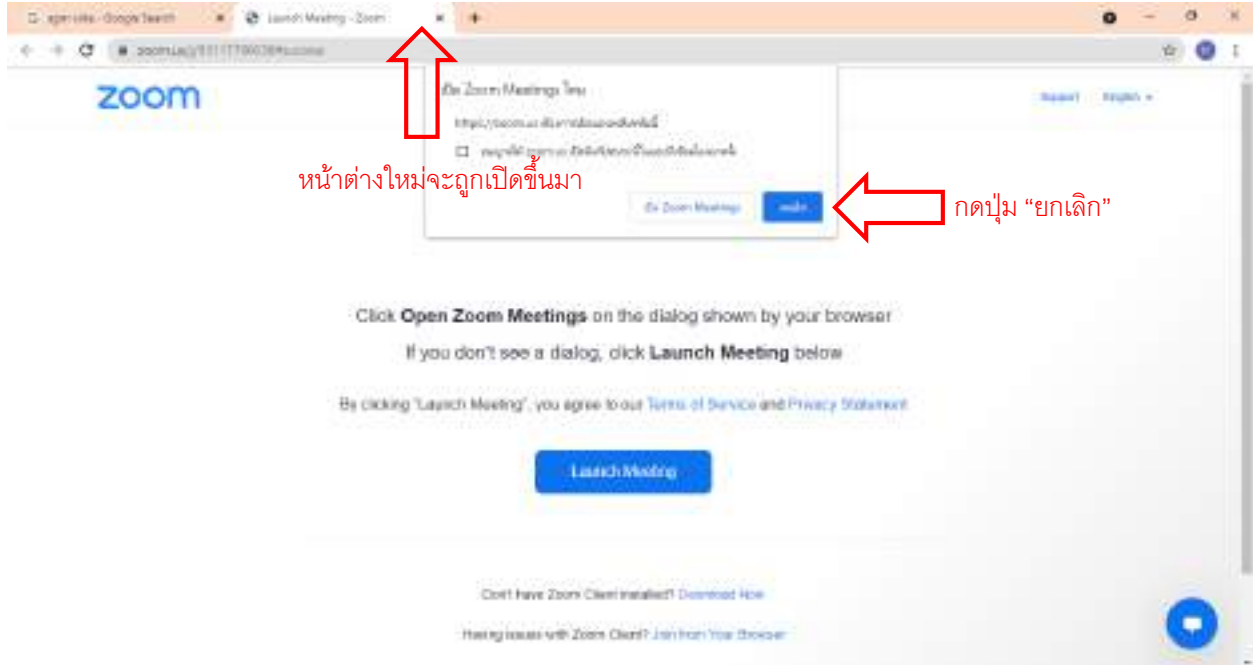
#### 6. กดปุ่ม “E-Meeting” เพื่อเข้าชมระบบภาพและเสียงสดจากที่ประชุม

#### 7. กดปุ่ม “E-Voting” เพื่อลงคะแนนในแต่ละวาระการประชุม

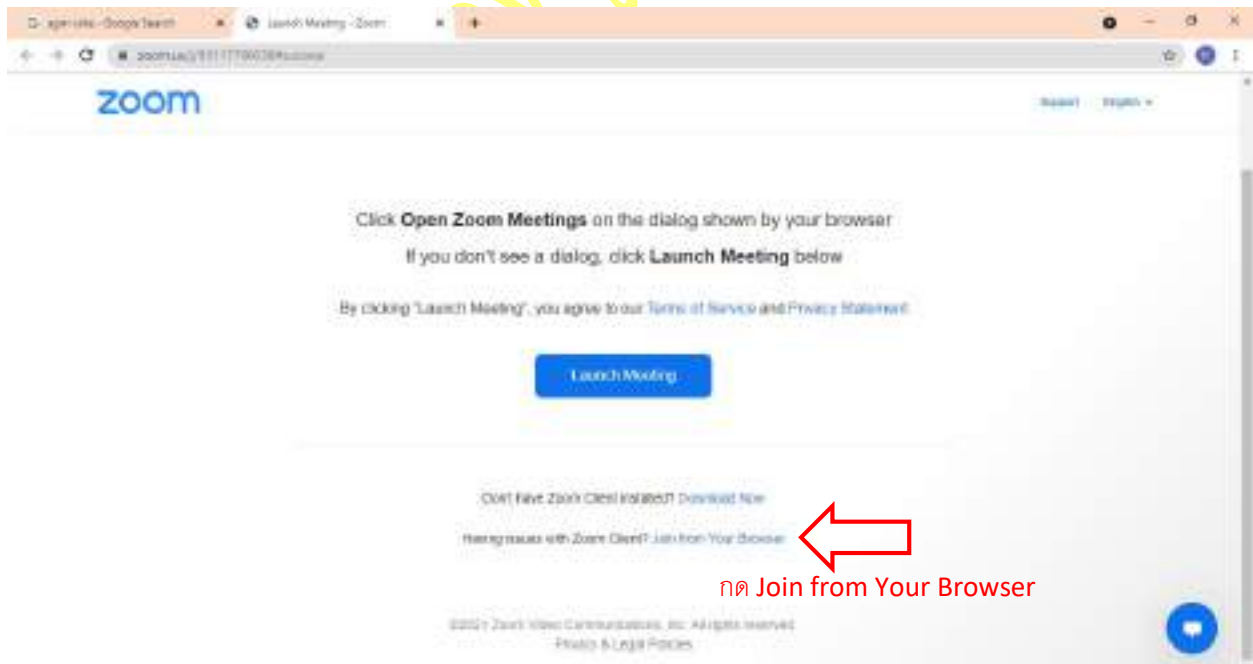
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### การใช้งาน E-Meeting

1. เมื่อผู้เข้าร่วมประชุมกดปุ่ม “E-Meeting” กรณีที่ใช้ใน Laptop จะมีการเปิดหน้าต่างใหม่ขึ้นมาตามรูป ให้กดปุ่ม “ยกเลิก”



2. กด Join from Your Browser

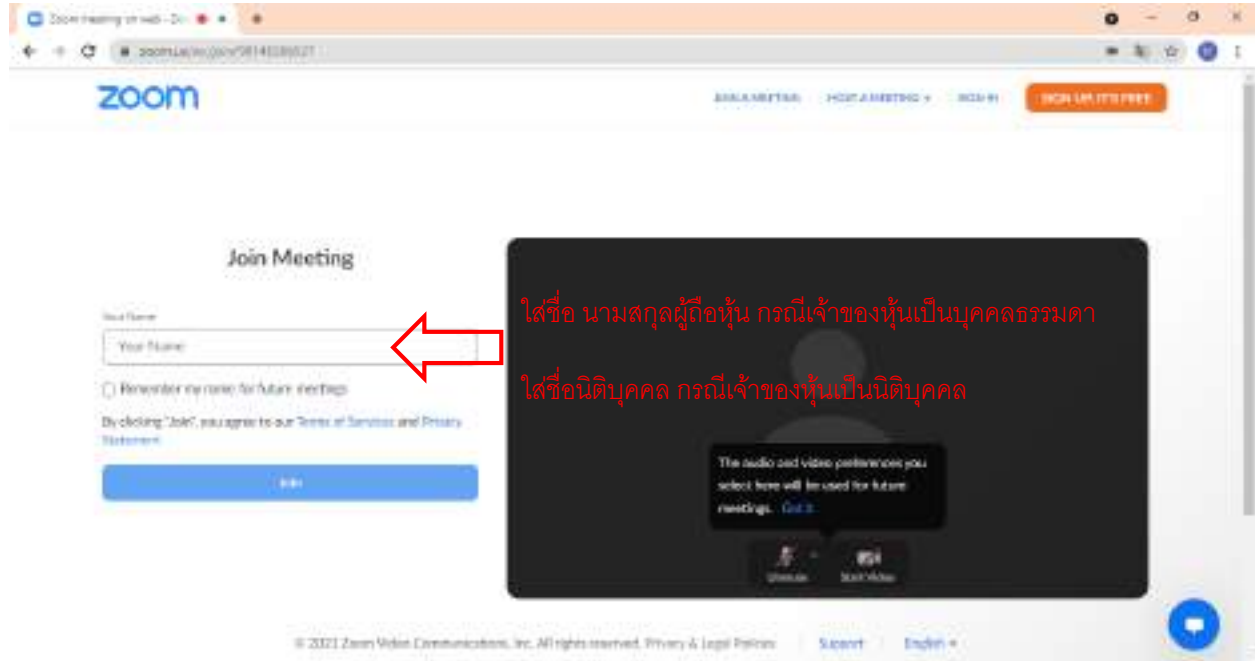




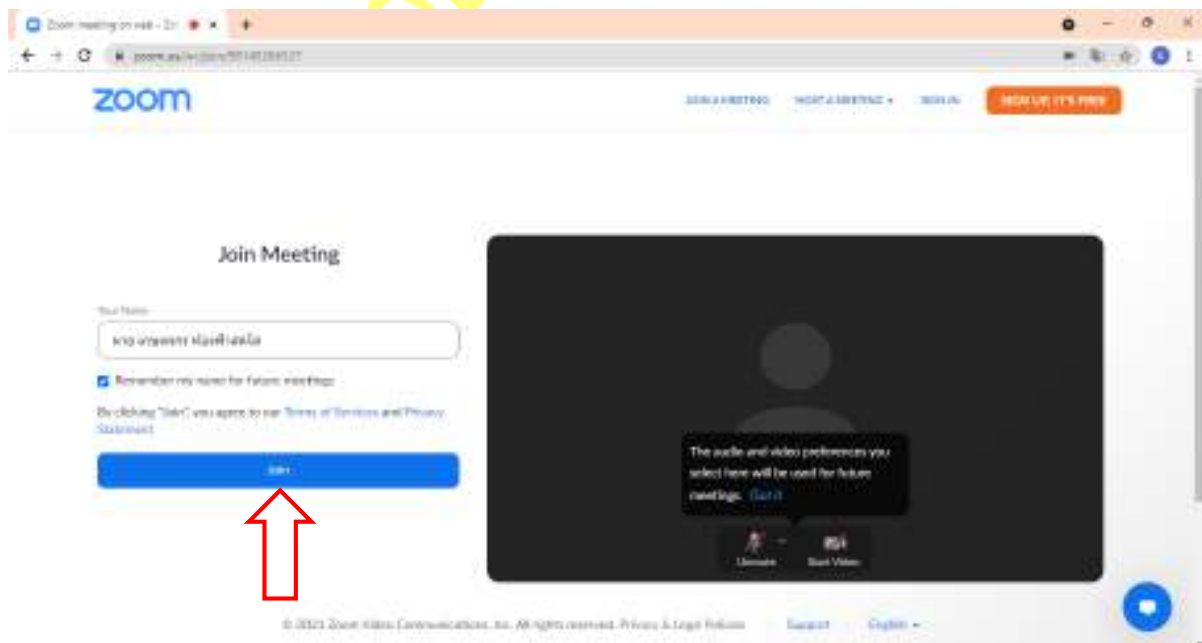
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. จะปรากฏหน้าจอเพื่อให้ใส่ชื่อผู้ถือหุ้น โดย

กรณีที่ผู้ถือหุ้นเป็นบุคคลธรรมดา ให้กรอกชื่อ นามสกุลของเจ้าของหุ้น กรณีที่ผู้ถือหุ้นเป็นนิติบุคคล ให้กรอกชื่อนิติบุคคล



4. เมื่อกรอกชื่อแล้วให้กด “Join”



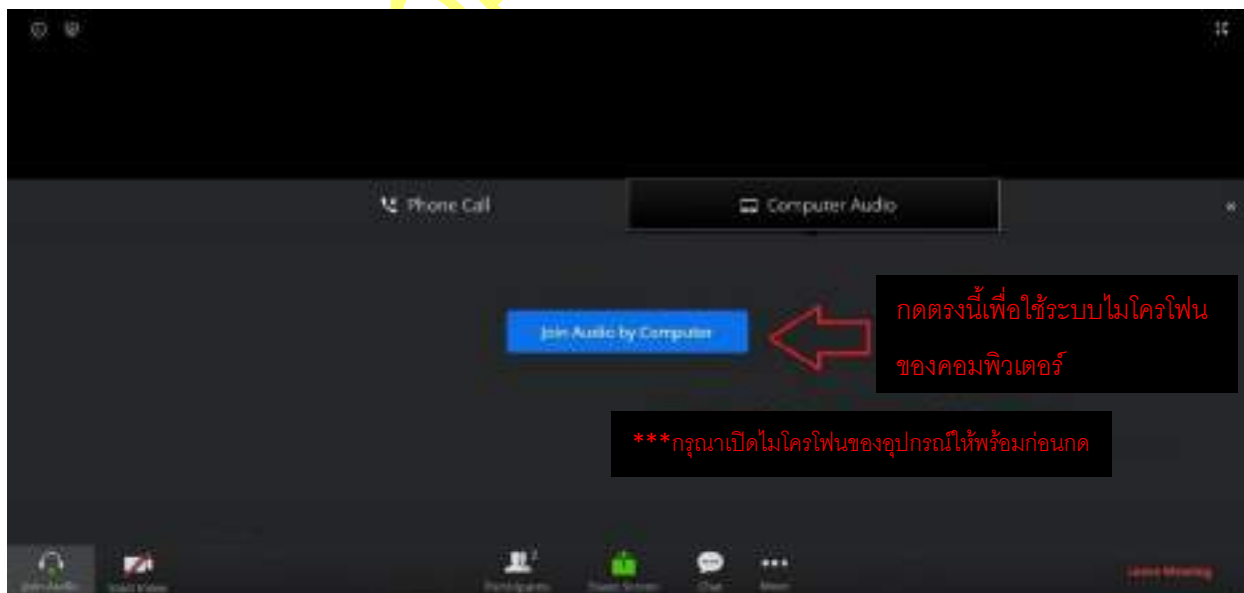
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชั้นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

5. จะมีข้อความ “Please wait, the meeting host will let you in soon.” ให้ผู้เข้าร่วมประชุม รอผู้ดำเนินการประชุม  
ตรวจสอบข้อมูล และยอมรับเข้าห้องประชุม

Please wait, the meeting host will let you in soon.   
ABCD - การประชุมทางวิดีโอห้องประชุม 25xx

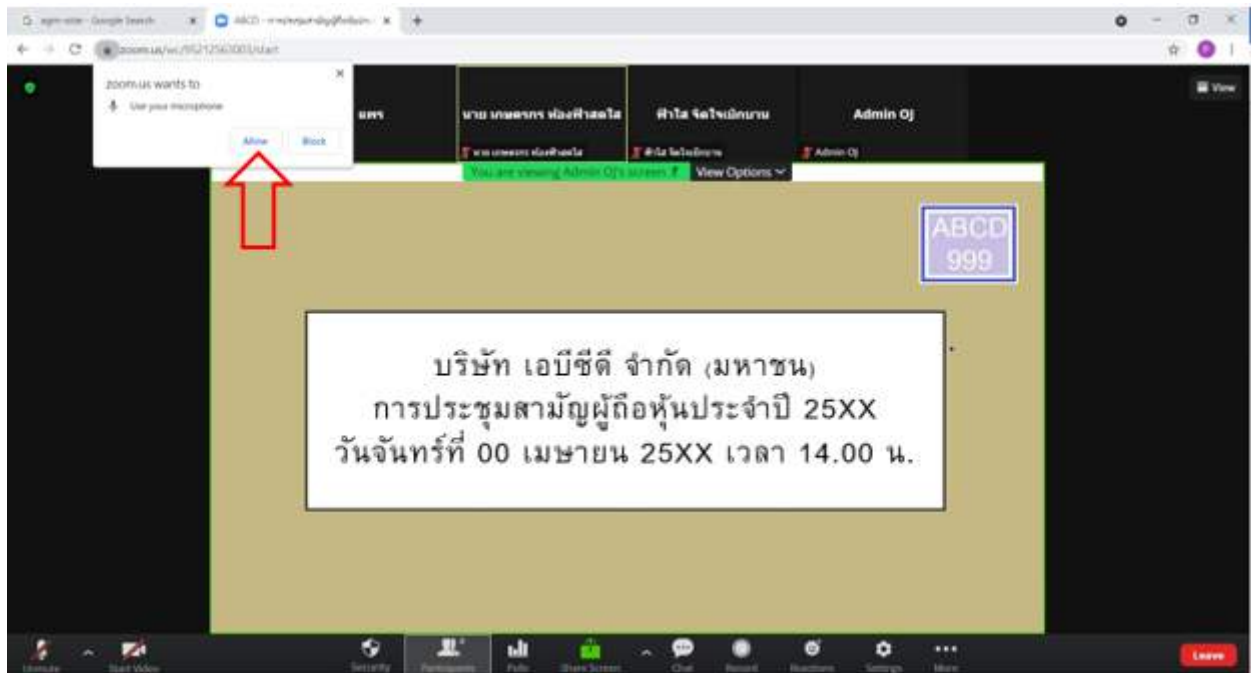
6. เมื่อได้รับการตรวจสอบแล้วจึงสามารถเข้าร่วม E-Meeting เพื่อรับชมภาพและเสียงได้

เมื่อเข้าห้องประชุมแล้ว จะต้องเปิดไมโครโฟนของเครื่องคอมพิวเตอร์ตนเองก่อน และจึงกด “Join Audio by Computer”

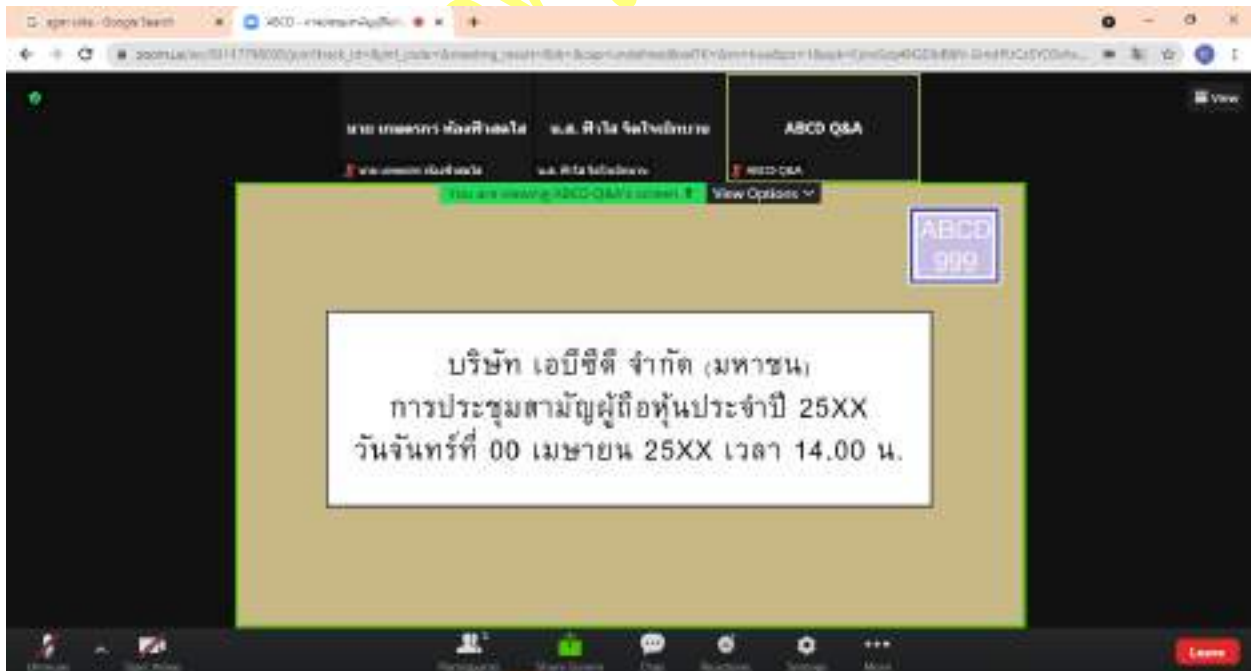


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. กด “Allow” เพื่อให้เข้าถึงไมโครโฟน



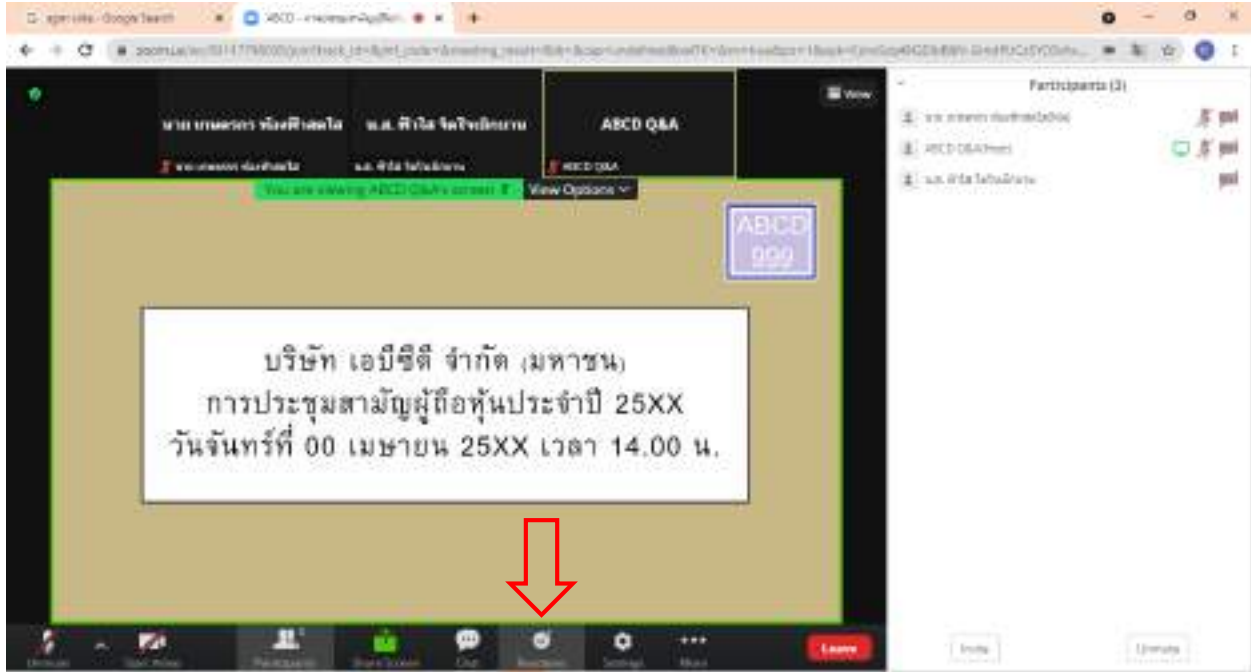
8. เมื่อเข้าสู่ E-Meeting สมบูรณ์จะได้หน้าจอตามรูปด้านล่าง



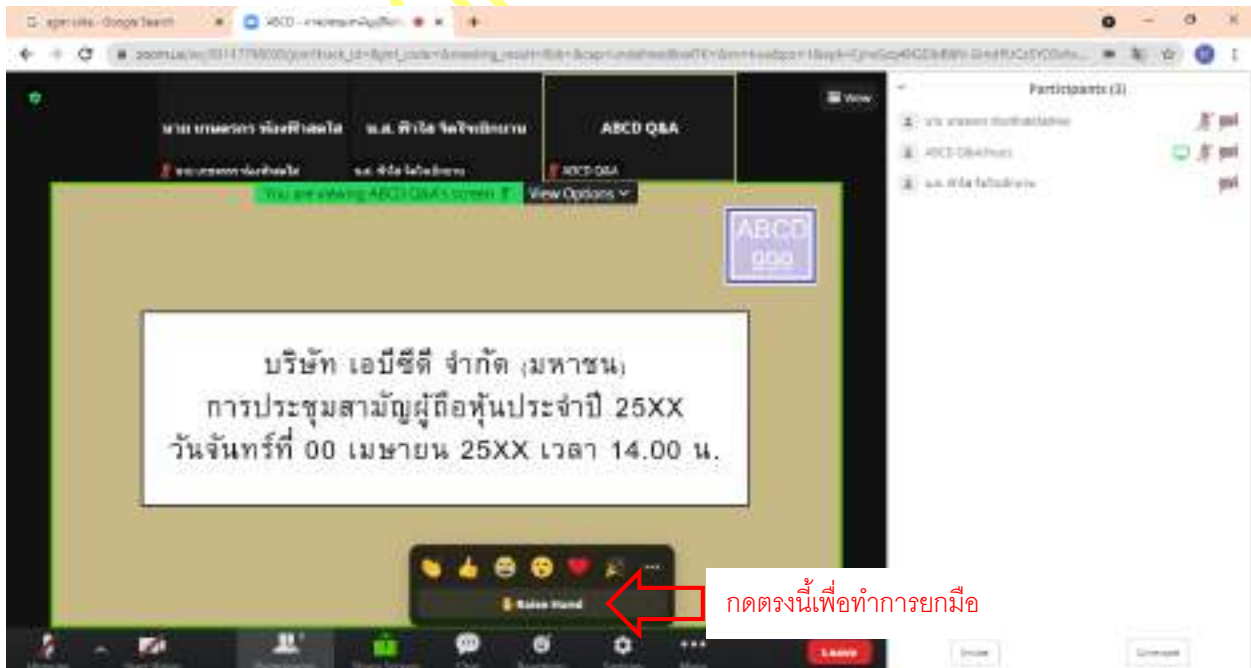
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

**การยกมือสามารถทำได้ เมื่อผู้ดำเนินการประชุมเปิดโอกาสให้สอบถาม โดยมีวิธีดัง ต่อไปนี้**

**1. กดไปที่ปุ่ม “Reaction” ตามรูปด้านล่าง**



**2. กดปุ่ม “Raise Hand” จะมีสัญลักษณ์รูปมือปรากฏข้างชื่อของผู้เข้าร่วมประชุม**



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. เมื่อสอบถามเสร็จเรียบร้อย ให้กดปุ่ม “Lower Hand” เพื่อเป็นการเอามือลง

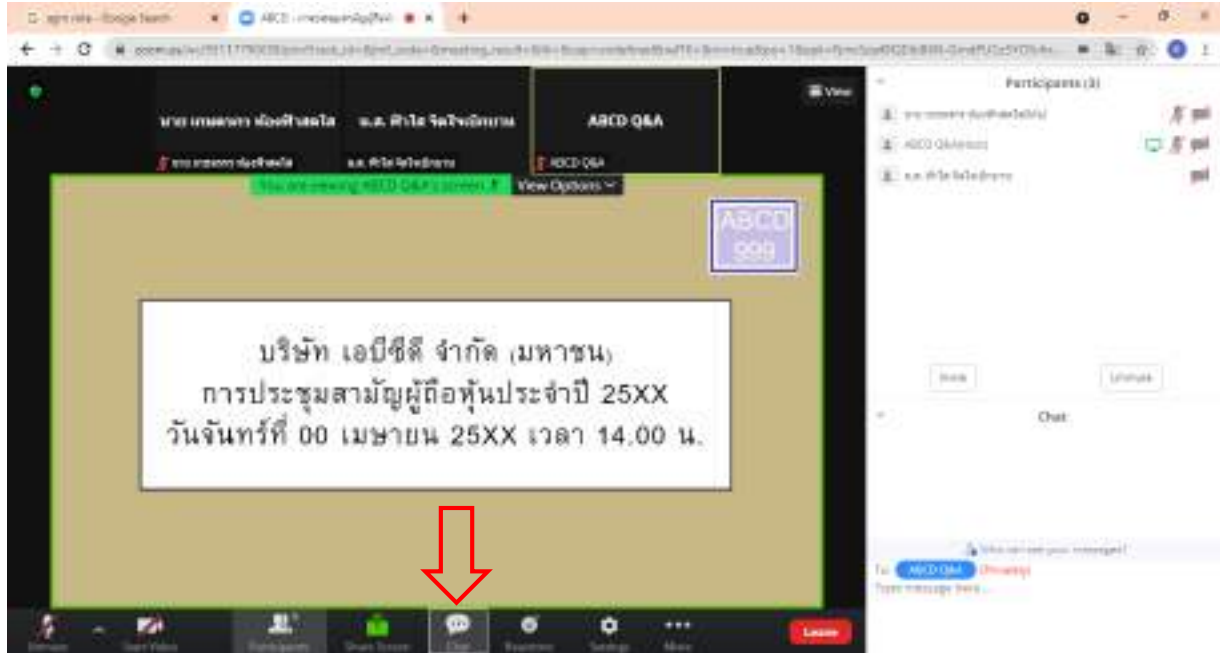


DO NOT COPY มีผล

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

กรณีที่ผู้ถือหุ้น ต้องการสอบถามผ่านระบบแชท สามารถทำได้ดังนี้

1. คลิกที่ปุ่ม “Chat” ตามรูปด้านล่าง



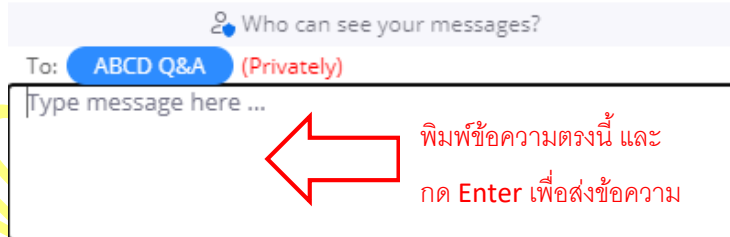
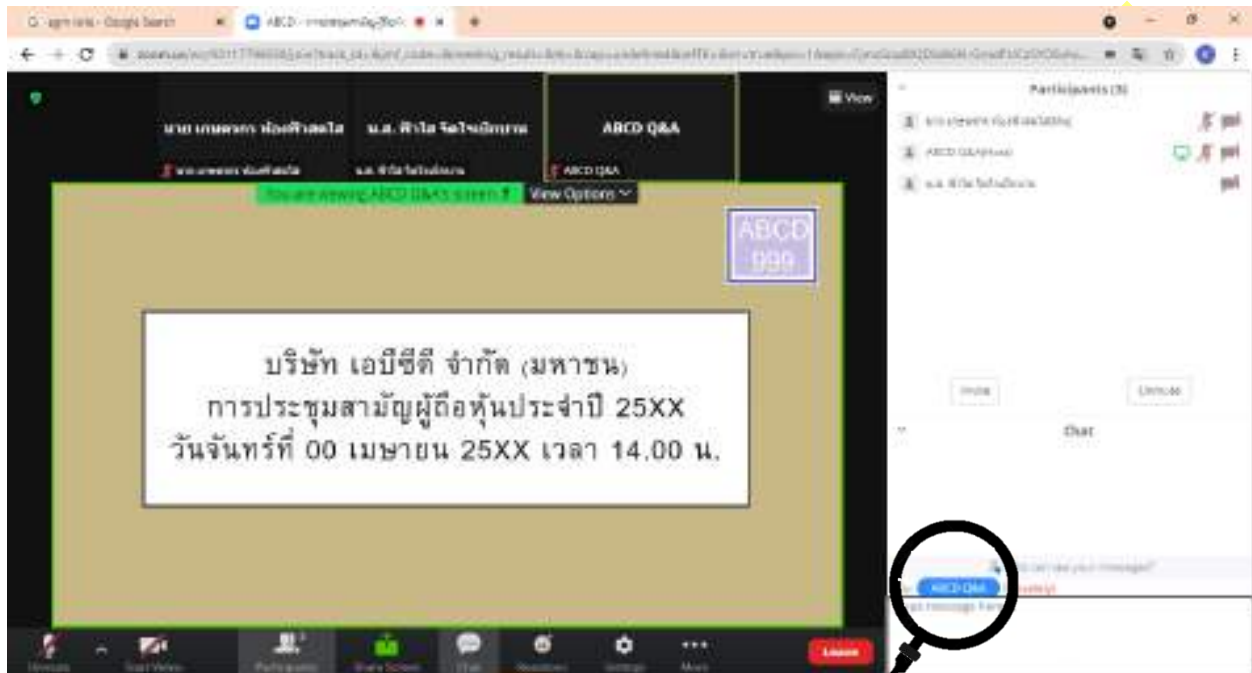
DO NOT COPY

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

2. เมื่อกดปุ่ม Chat แล้ว จะมีเครื่องมือขึ้นมาตามรูป ในการพิมพ์ข้อความทาง Chat ให้ท่านเลือกผู้รับโดยส่งคำถามไปที่ ABCD Q&A (ชื่องาน Q&A) เท่านั้น

กรณีที่ท่านไม่ได้เลือกตามที่แจ้ง คำถามของท่านจะส่งมาไม่ถึงทางบริษัท ให้ผู้เข้าร่วมประชุมพิมพ์ข้อความ ตรงพื้นที่ตามรูป ด้านล่าง และเมื่อพิมพ์เสร็จให้กด Enter เพื่อส่งข้อความ



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### การใช้งาน E-Voting

1. ผู้เข้าร่วมประชุม สามารถเลือกการลงคะแนน “เห็นด้วย”, “ไม่เห็นด้วย” และ “งดออกเสียง” (ตามรูปด้านล่าง)

สำหรับวาระแจ้งเพื่อทราบ ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนได้

The screenshot displays three agenda items for an E-Voting system. Each item is presented in a rounded rectangular box. The first item, 'วาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 25XX', has three blue buttons: 'เห็นด้วย' (Approve), 'ไม่เห็นด้วย' (Disapprove), and 'งดออกเสียง' (Abstain). The second item, 'วาระที่ 2: พิจารณารับทราบรายงานประจำปีของคณะกรรมการบริษัท เกี่ยวกับกิจกรรมของบริษัท', has a red button labeled 'แจ้งเพื่อทราบ' (For Information). The third item, 'วาระที่ 3: พิจารณาอนุมัติงบการเงินประจำปี 25XX สิ้นสุด วันที่ XX ธันวาคม 25XX', has the same three blue buttons as the first item. Below each button is its corresponding English translation: (Approve), (Disapprove), and (Abstain).

2. เมื่อกดเลือกการลงคะแนนแล้ว ระบบจะมี **Pop Up** สอบถามอีกครั้งหนึ่งว่า ยืนยันการลงคะแนนหรือไม่ ให้กดตกลงเพื่อเป็นการยืนยันการลงคะแนน

กรณีที่ผู้เข้าร่วมประชุม ต้องการเปลี่ยนการลงคะแนนสามารถทำได้ ด้วยการกดเลือกคะแนนใหม่อีกครั้ง

3. เมื่อท่านลงคะแนนเสร็จเรียบร้อยแล้ว ขอให้ท่านกลับมายังหน้าต่าง E -Meeting (Zoom) เพื่อรับชมภาพและเสียงของการประชุมต่อ โดยเจ้าหน้าที่จะทำการรวบรวมคะแนนทั้งหมดจากในระบบลงคะแนน

**\*\* กรณีที่วาระได้ถูกปิดวาระไปแล้ว ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนหรือเปลี่ยนคะแนนได้**



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### How to participate in an E-AGM

1. Please submit the form and required document (per an attachment no. #). Once your document is verified. You will receive an email from E-Meeting Service by OJ International Co., Ltd.

([e-agm@ojconsultinggroup.com](mailto:e-agm@ojconsultinggroup.com)). There is a Link to log – in an E-AGM in this email.

2. Please read an email and check that all information is yours. The link will be valid as the date mention in an email. (You cannot log in before the date / time mentioned in an email.)

3. On the valid date, please click at the link in an email. The web browser will be opened. Please fill shareholder account number (10 digits) and Identification Number (Thai ID Card No.) or Passport Number. Then check at term and condition. Finally, click Register.

#### E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)  
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX  
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.  
(Monday, April 00, 20XX at 2.00 pm.)

กรุณาระบุข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม  
(Please provide information for meeting registration)

เลขที่บัญชีผู้ถือหุ้น  
(Shareholder Account Number)

เลขที่บัตรประชาชน  
(Identification Number/Passport Number)

ผู้ถือหุ้นได้อ่านและตกลงยกเว้นความผิดของและเงื่อนไขในการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ รวมถึงให้ความยินยอมเกี่ยวกับข้อมูลส่วนตัวแล้ว  
(Shareholder has read and accepted the term and condition about attendance of shareholder meetings through E-Meeting and has given consent to use personal information)

ลงทะเบียนเข้าร่วมประชุม

(Register)

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

4. Review your information (Name and No. of shares) then click at “Confirm to attend the meeting”

**E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์**

บริษัท เอบีซีดี จำกัด (มหาชน)  
(ABCD PUBLIC COMPANY LIMITED)  
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX  
(Annual General Meeting of Shareholder in Year 20XX)  
วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.  
(Monday, April 00, 20XX at 2.00 p.m.)

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ  
(Welcome นาย โอเจ มีหุ้นเยอะ )

ถือหุ้นจำนวน 300,000,000 หุ้น  
(No. of shares: 300,000,000 shares)

**ยืนยันเข้าร่วมประชุม**  
(Confirm to attend the meeting)

5. Once you successfully log in, there are 2 main buttons. E-Meeting (blue) and E-Voting (green) as below

**E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์**

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ถือหุ้นจำนวน 300,000,000 หุ้น  
(No. of shares: 300,000,000 shares)

**E-Meeting** **E-Voting**

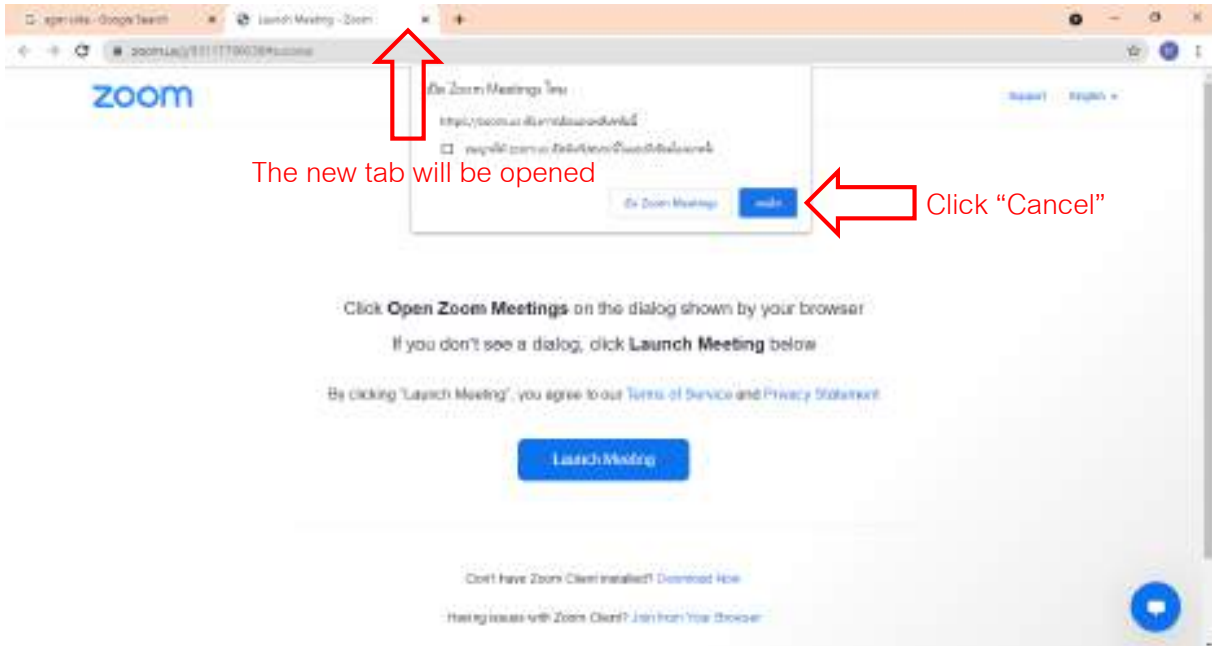
6. Click at “E-Meeting” in order participate Live Meeting by Zoom

7. Click at “E-Voting” to cast your vote.

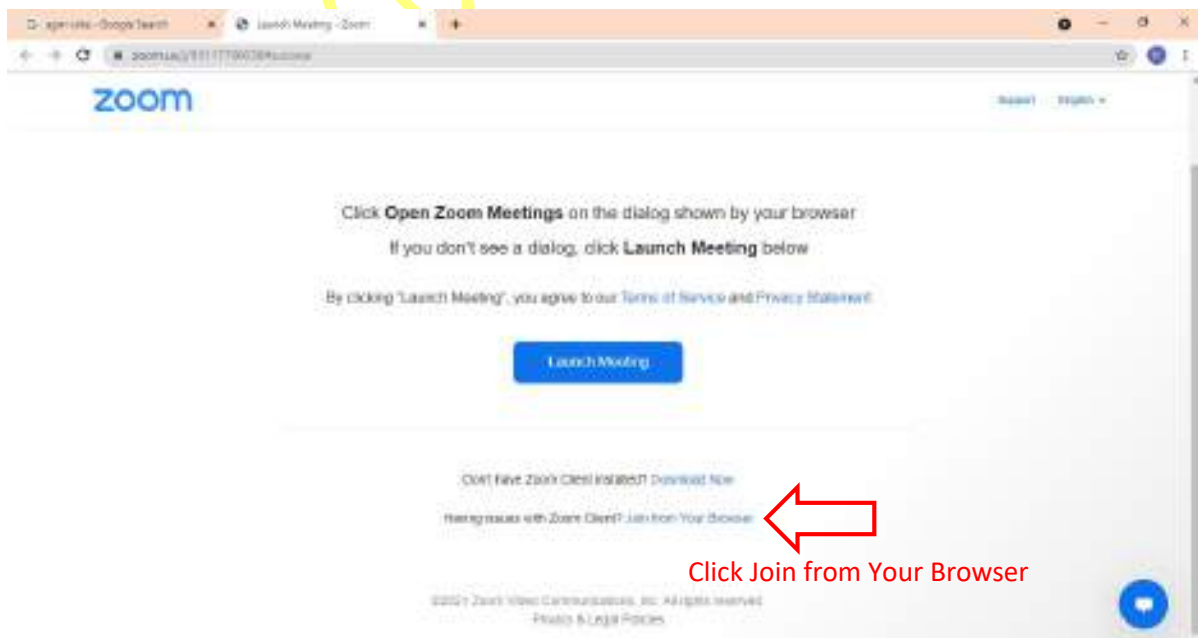
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชนแดน  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### Instruction : E-Meeting

1. Once you click at “E-Meeting”. If you are in Desktop or Laptop, the new tab will be opened as below

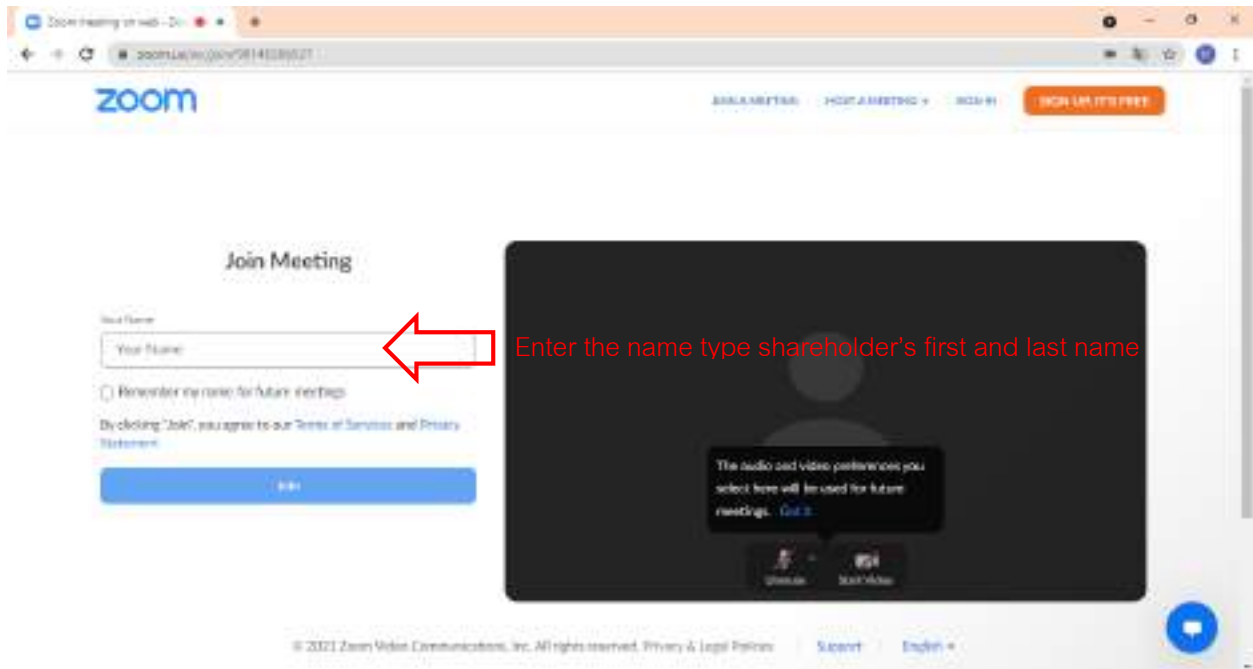


2. If you have Zoom Meeting software, you can use. Or You can click at Cancel then click at “click here” as below

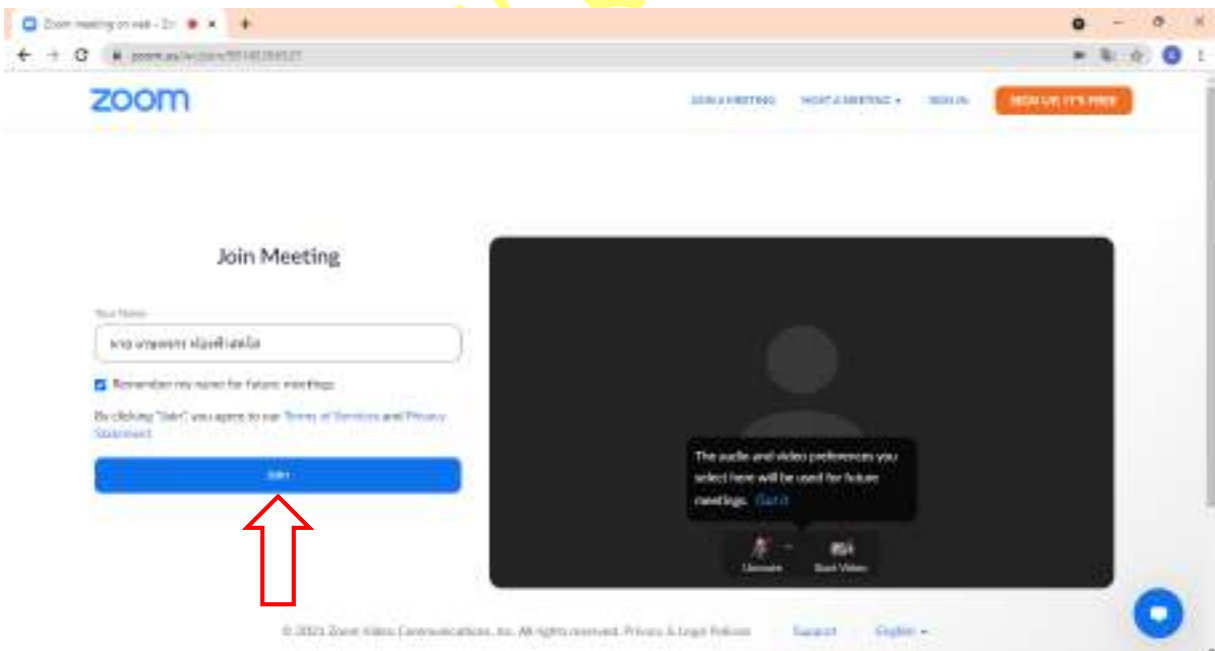


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชนแดน  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. Please type shareholder's first and last name in below text box.



4. Click "Join" as below.



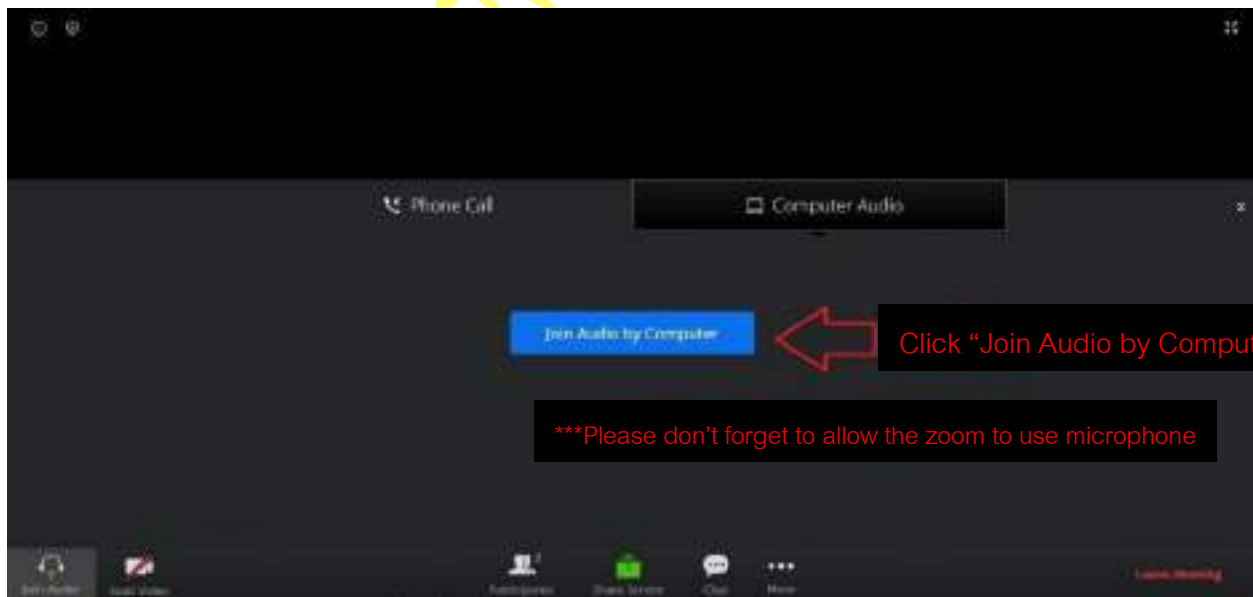
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชั้นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

5. Then “Please wait, the meeting host will let you in soon.” Message will be displayed. Please wait until the host verify all information and let you in the meeting.



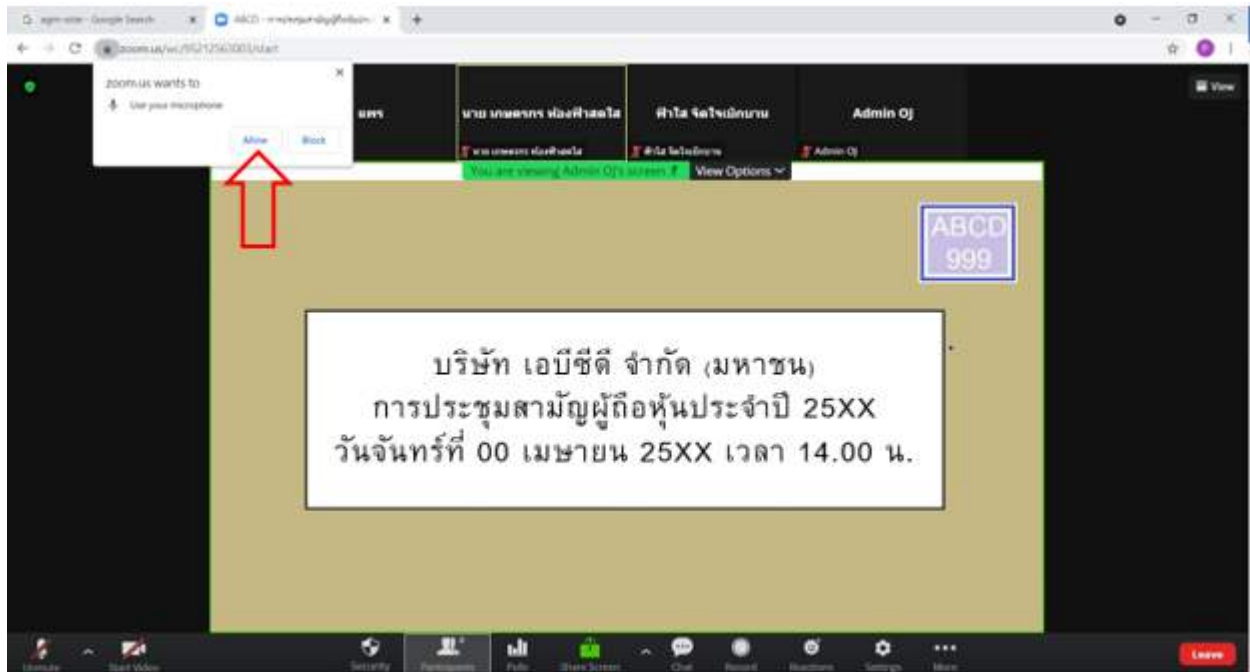
Please wait, the meeting host will let you in soon.   
ABCD - การประชุมทางวิดีโอที่จองไว้ 25xx

6. Once you are in the E-Meeting, please click at Join with Computer Audio to hear Live as below picture. (If you would like to speak, please don't forget to allow the zoom to use microphone)



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชั้นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. Click “Allow”



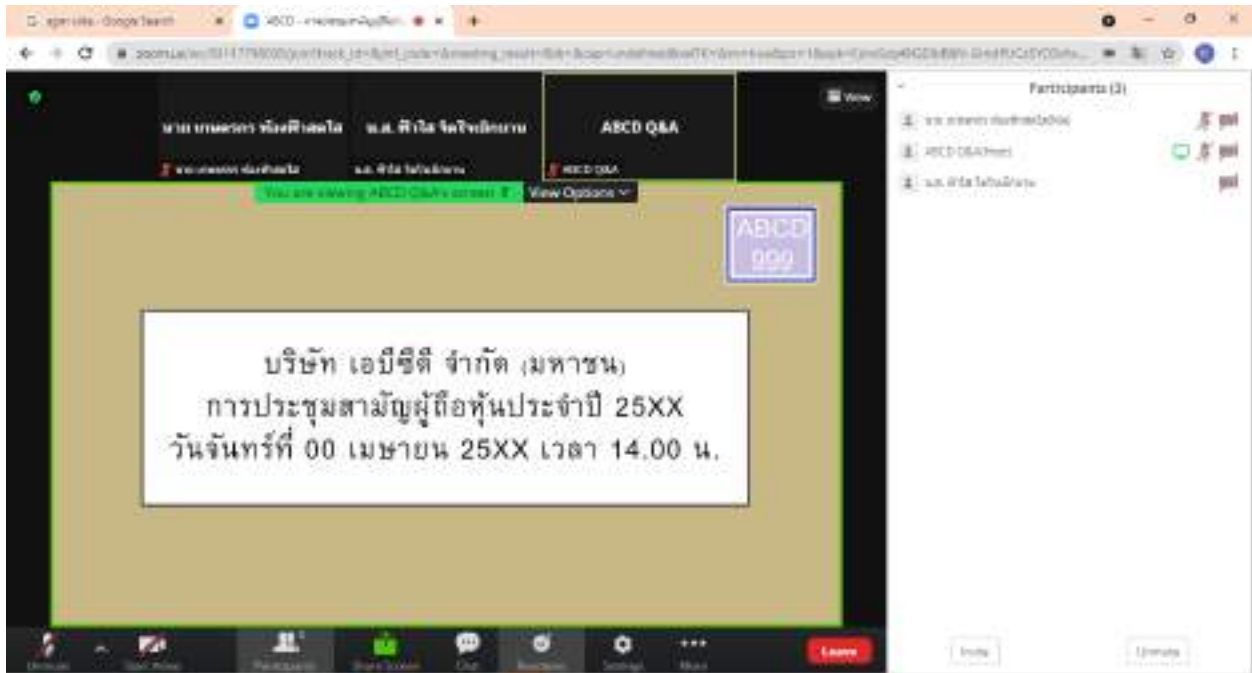
8. Once you successfully join the E-Meeting. You will see all menu as below.



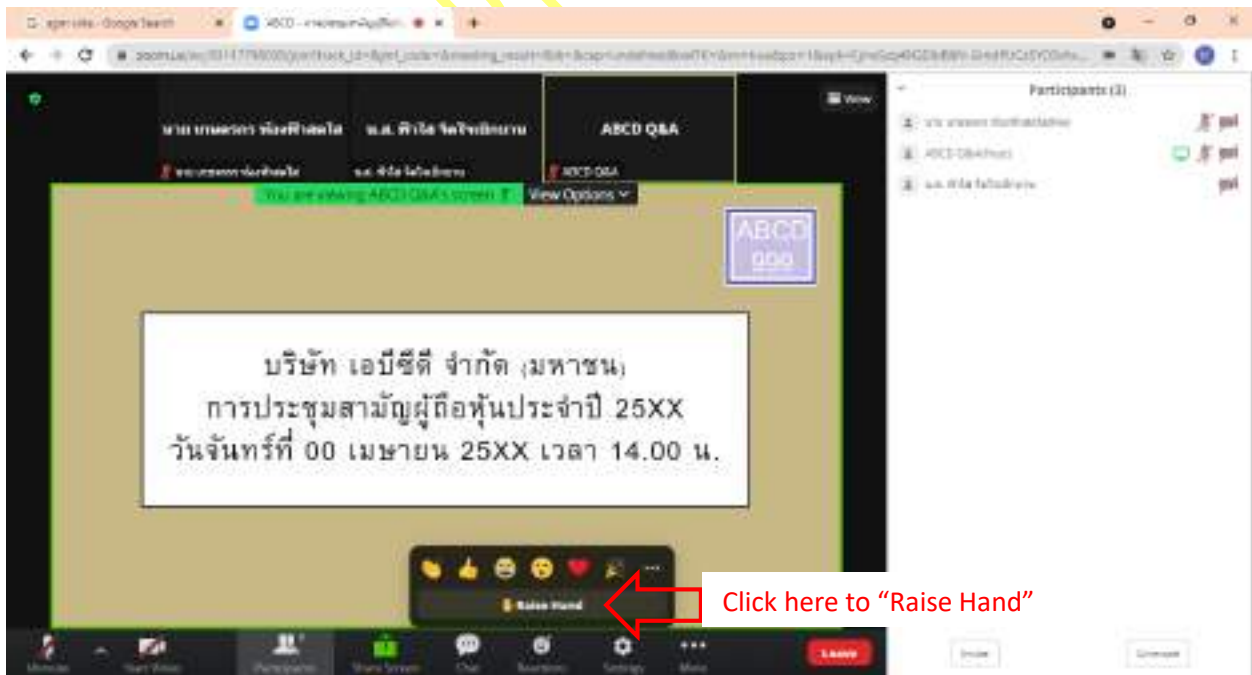
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### How to ask question by speak through microphone

1. Click at “Reaction” as below



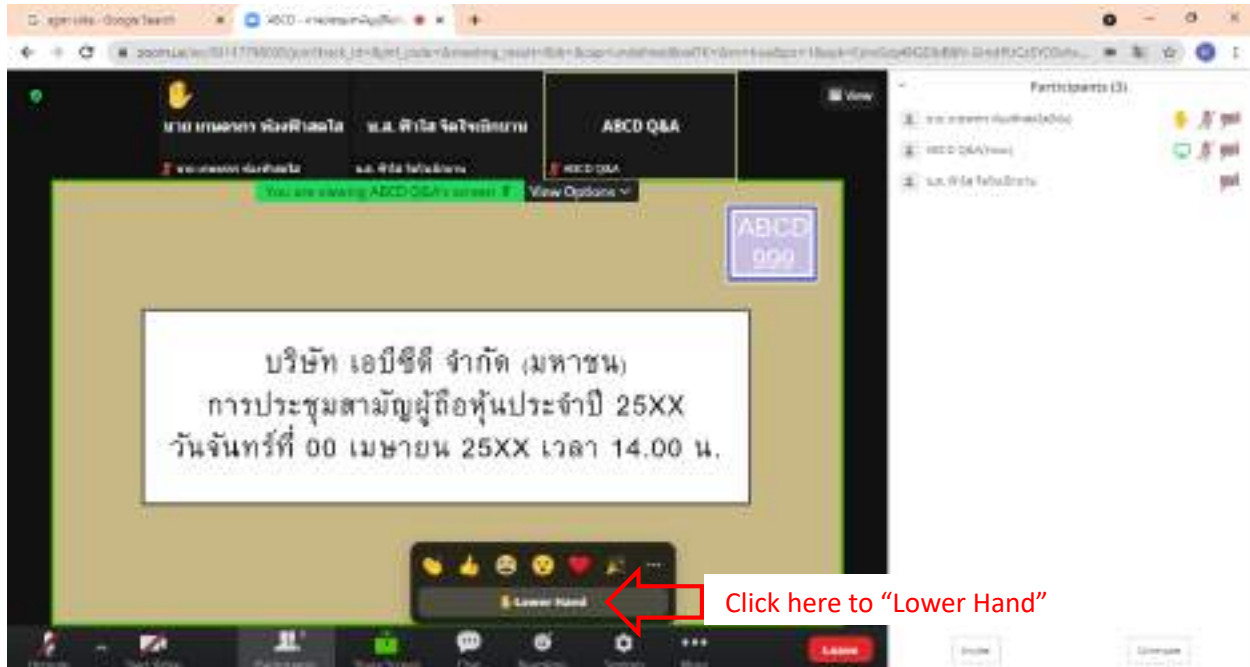
2. Click “Raise Hand” and the sign will be displayed beside your name as below





คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชั้นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. Host will allow you to unmute your microphone to ask your question. Please click unmute. Once you finish, please click “Lower Hand”



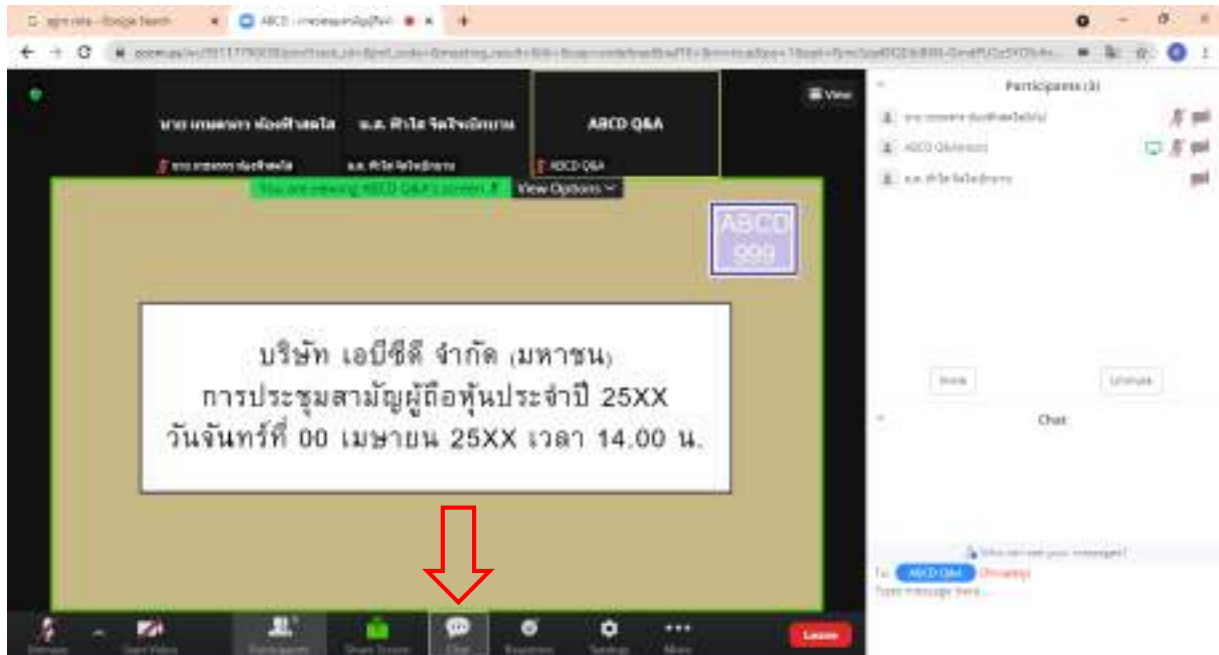
DO NOT COPY



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### How to ask question by Chat

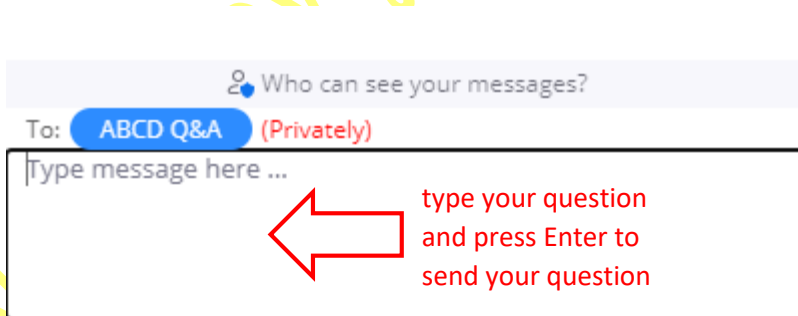
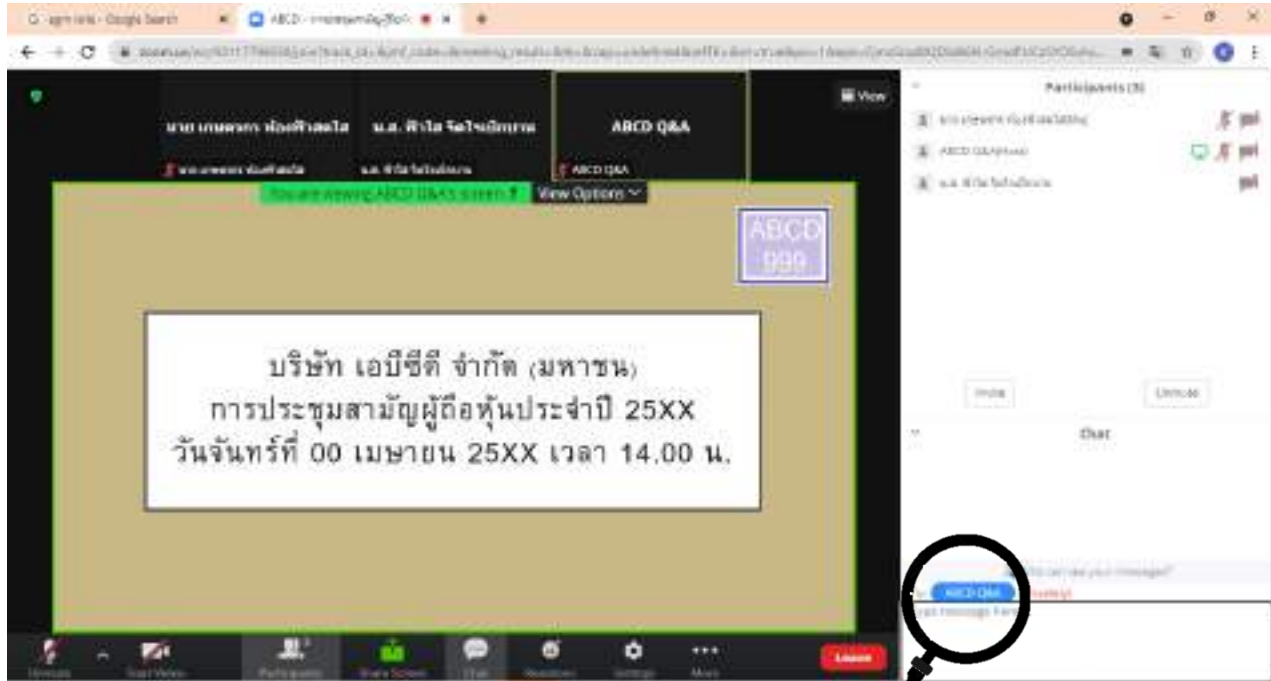
1. Click at "Chat" as below



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คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

2. The text box will displayed as below. To type a message by Chat, you have to select a recipient to send ABCD Q&A question only. If you do not select, your question will not be sent to the company. You can type your question and press Enter to send your question to ABCD Q&A



DO NOT

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### How to cast your vote by E-Voting

1. When you would like to cast your vote, please go to main tab (in Chrome) then click at “E-Voting”. There are 3 options to vote in each agenda ( Approve, Disapprove and Abstain)

The screenshot displays three agenda items for an E-Voting session. Each item is presented in a rounded rectangular box with a light blue border. The first box contains the text 'วาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 25XX' and three blue buttons labeled 'เห็นด้วย', 'ไม่เห็นด้วย', and 'งดออกเสียง', with their English equivalents '(Approve)', '(Disapprove)', and '(Abstain)' below them. The second box contains 'วาระที่ 2: พิจารณารับทราบรายงานประจำปีของคณะกรรมการบริษัท เกี่ยวกับกิจกรรมของบริษัท' and a red button labeled 'แจ้งเพื่อทราบ'. The third box contains 'วาระที่ 3: พิจารณาอนุมัติงบการเงินประจำปี 25XX สิ้นสุด วันที่ XX ธันวาคม 25XX' and the same three blue voting buttons and English labels as the first box.

2. Once you cast your vote, there is a pop up for you to make a confirmation. If you would like to change your vote, you can do by do the same. However, you cannot change or vote if the agenda is closed.

3. Once you finish your vote, please switch back to the E-Meeting Tab (Zoom) to resume your meeting.