



("TRANSLATION")

GCAP. 060/2564

6th Sep 2021

Subject: [Establishment of a subsidiary company](#) (additional share acquisition in a joint venture company : Sabaijai Money Co., Ltd.) and Cancellation of Joint Investment in a joint venture company (Nim See Seng Capital Co., Ltd.) ([edit](#))

To: The President
The Stock Exchange of Thailand

G Capital Public Company Limited would like to inform that the Company's Board of Directors, at the meeting No.8/2021 held on 6th September 2021, has passed [resolutions](#) as following:

1. To acquire additional shares in a Joint Venture company (Sabaijai Money Company Limited) which currently company held 51% shares [with the resolutions to acquire 49% shares from 9F International Holdings PTE. LTD., the co-investors from China \(which is not related parties' transaction\). By the way, the shares value will be paid in cash. The appropriate price is based on an independent appraiser, S14 Advisory Company Limited, which has been approved by SEC, using the Adjusted book value approach in valuation with reference from Interim financial statement of Sabaijai Money Company Limited for three-month and six-month periods ending on June 30, 2021 which has been audited by Dharmniti Auditing Co., Ltd.](#)

Since 9F International Holdings PTE. LTD., the co-investors from China which currently held 49% shares has changed their main business from Financial Service Platform to Internet Securities business. [Resulting Company to hold 100% stake in Sabaijai Money after acquisition. The Company expect this transaction will be completed in the 3rd quarter of 2021. However, when the company has received the appraisal price from the above independent appraiser, detail will be provided further through Stock Exchange of Thailand's channels. And investment funding that will be used to acquire this transaction is from the income of G Capital PCL which has already reserved for this objective.](#)

The Board of Directors' meeting also passed the resolution that lets the company find the business / investment partners or adjust the business plan in accordance with the current situation so that both companies can return to focus on operating main business effectively. [The company expects that after acquiring a new partner or business plan revision is complete, Sabaijai Money Co., Ltd. will be able to return to commercial within the 1st quarter of 2022.](#)



Company Name	Sabajai Money Company Limited
Category	Financial business (non-financial institution) by providing the lending personal loans under supervision and Nano Financing loans
Company Registration Date	7 February 2019
Registered Capital	50,000,000 baht divided into 10,000,000 ordinary shares, par value of 5 baht per share

Shareholding Structure	Before		After	
	No. of Shares	%	No. of Shares	%
G Capital Public Company Limited	5,100,000	51	10,000,000	100
9F International Holdings PTE.LTD.	4,900,000	49	0	0

2. To cancel the co-investment in joint venture company (Nim See Seng Capital Company Limited), with a resolution to sell whole 49% shares that the Company held in the joint venture company at the par value back to the existing co-investors, Nim Soft Company Limited which currently held 51% shares. The returning value will be according to the investment proportion. And after this transaction complete, G Capital PCL. will no longer have any shares in Nim See Seng Capital Company Limited and the Company expect this transaction will be completed within the 3rd quarter of 2021.

With the situation of the Covid-19 epidemic that has become more severe in 2021, it affects Thailand overall economy at the macro level. and to several industries in many parts of Thailand. As a result, the co-investors have continuously reviewed their own business plans while delaying investment in new businesses. Therefore, until now, Nim See Seng Capital Company Limited has not operated any business, according to the objectives of the company yet. Thus, both parties consider this decision will reduce management costs and in line with the company's business plan that will benefit all parties in this situation.

Company Name	Nim See Seng Capital Company Limited
Category	Hire-Purchase (Logistic)
Company Registration Date	25 Mar 2021
Registered Capital	5,000,000 baht divided into 500,000 shares, par value of 10 baht per share



Shareholding Structure	Before		After	
	No. of Share	%	No. of Share	%
G Capital Public Company Limited	245,000	49	0	0
Nim Soft Company Limited	255,000	51	500,000	100

Such items are considered as non-connected transactions. However, these transactions are considered as the acquisition or disposition of the assets under the criteria of the Notification of the Capital Market Supervisory Board No. TorChor 20/2561 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of information and Practices of Listed Companies in the Acquisition or Disposition of Assets, 2004, which the company has the highest transaction size (including the transaction during the past 6 months) less than 15% according to all calculation methods (ref. Interim financial reporting for six-month period ended June 30,2021)

Please be informed accordingly.

Yours sincerely

- Sutthi Sripratun -

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