

-Translation-



SET.027/2021

20 October 2021

Subject: The Disposal of Investments in Subsidiary Company (Added)

To: Directors and the Manager

The Stock Exchange of Thailand

AQ Estate Public Company Limited (the "Company") would like to inform that the Board of Directors' Meeting (the "Board of Directors") No. 7/2021, held on 20 October 2021 has passed the resolution approving the Company to dispose of all shares in Free Zone Asset Company Limited ("Free Zone"), a subsidiary of the Company in which the Company holds 100 percent of shares, conducting the business of renting real estate, to Prospect Development Company Limited ("Prospect"). After the disposal of said shares, Free Zone will no longer be the Company's subsidiary. The details of the transaction are as follow.

The Board of Directors has passed the resolution to dispose of all shares in Free Zone in the amount of 1,824,998 shares at a price of approximately 54.79 Baht per share, totaling 100,000,000 Baht. One of the conditions of the sale and purchase of shares is that Free Zone shall not have any outstanding debts, loans and interest. Since Free Zone has outstanding loans and accrued interest owed to the Company in the total amount of 181,584,511.91 Baht (divided into loans amounting to 106,999,570.91 Baht and interest amounting to 74,584,941 Baht) and Free Zone has restrictions on finding the sources of the funds from financial institutions or other sources of the funds. Therefore, Free Zone is required to increase the registered capital in the amount of 181,500,000 Baht in order to comply with the selling conditions. The Board of Directors' Meeting of the Company No. 4/2021, held on 13 August 2021, and the Extraordinary General Meeting 4/2021 of Free Zone held on 11 September 2021 have passed the resolution to increase the capital of 181,500,000 Baht and Free Zone has already proceeded with the registration of the capital increase on 20 September 2021. After increasing the capital, Free Zone has the registered capital of 182,500,000 Baht, divided into 1,825,000 ordinary shares, at a price of 100 Baht per share, having 1,824,998 shares held by the Company. Free Zone used the proceeds received from the said capital increase to pay off debts to the Company until there are no other liabilities owed to the Company.

Summary details are as follow

1. Total value of Consideration: amount 100 million baht

2. Term of payment: cash amount 50 million baht and 2 promissory notes 25 million baht per issue and promissory note due 25 million baht total receive amount 75 million Baht and promissory note have due within 17 November 2021 amount 25 million Baht.
3. The criteria use to determine the value of the consideration: The sale price agreed by parties by the criteria of Discounted Cash Flow Approach that negotiate further.

The Disposal of shares in Free Zone is considered the Company's disposal of assets, having the highest transaction size at 4.36 percent based on 'total value of consideration paid or receive' criteria according to the consolidated financial statements of Company as of 30 June 2021 reviewed by the Company's auditor. When including other occurred assets disposal transactions during the pass six months' period prior to the date on which the Board of Directors passed the resolution entering into this assets disposal transactions, the highest accumulated size of the transactions are equal to 14.62 percent according to 'total value of consideration paid or receive' criteria which is less than 15 percent. Thus, the Company is not required to disclose an information memorandum under the Notification of Capital Market Supervisory Board No.Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) 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 Disposition of Assets B.E. 2547 (2004) (as amended).

In addition, this disposal of shares in Free Zone is not considered as the connected transaction according to the Notification of Capital Market Supervisory Board No.TorChor 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003.

Please be informed accordingly,

Sincerely yours,

(Mr. Chamnarn Wangtal)

Director

(Mr. Michael Alexander William Fernandez)

Director

AQ Square Building, 102 Rimklongbangkapi Road (Jaturatid Road), Bangkapi,

Huai Khwang District, Bangkok, Thailand, 10310

T:+662 033 5500 F:+662 033 5566

www.aqestate.com

AQ ESTATE