



TQM CORPORATION PUBLIC COMPANY LIMITED

123 Ladplakao Road, Jorakaebua, Ladprao, Bangkok 10230

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- *Translation* -

TC0131264

December 27, 2021

Subject: Notification of Board of Directors' Meeting No. 6/2564 relating to the Disposition of Assets of the Company, and Connected Transactions disclosure

To: President
Stock Exchange of Thailand

Enclosure 1. The Information of the Disposition of Assets of the Company
2. The Information of Connected Transactions

The Board of Directors' meeting No. 6/2564 of TQM Corporation Public Company Limited held on December 24, 2021 passed had resolved to approve Easy Lending Company Limited, as a subsidiary of the Company holding 99.9994 of the registered capital, sold the ordinary shares to directors of the Company and person willing to buy. The such transaction is considered as the disposition of assets of the Company, pursuant to the Notification of the Capital Market Supervisory Board stated in Thor Chor. 20/2008 Re: Rules on the Significant Acquisition or Disposition of Assets and the Notification 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). The maximum net value of consideration according to quarterly financial statements of the Company, reviewed, ended September 30, 2021 by considering calculating with certain rules under the Notification of the acquisition and disposition of assets, which the Company did not engage any disposition transaction in last 6 months is with the size of 1.18% of Net Tangible Assets of the Company (NTA), therefor the transaction is less than 15%, which is not considered as the acquisition and disposition of assets to be reported and disclosed pursuant the Notification Re: The Acquisition and Disposition of Assets. The detail of the such transaction is attached to this letter in enclosure 1 the information of the disposition of assets.

In addition, the such transaction shall be considered as connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction dated 31 August 2008 including the amendment 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, dated 19 November 2003 and the amendment. The material details of the transaction is attached to this letter in enclosure 2 The Information of Connected Transactions

Please be inform accordingly,

Sincerely yours,

- *Signature* -

(Miss Somporn Ampaisutthipong)
Chief Financial Officer

Information Memorandum
Regarding the Disposition of Assets of
TQM Corporation Public Company Limited

The Board of Directors' meeting No. 6/2564 of TQM Corporation Public Company Limited held on December 24, 2021 passed had resolved to approve Easy Lending Company Limited, as a subsidiary of the Company holding 99.9994 of the registered capital, sold the ordinary shares to directors of the Company and person willing to buy. The such transaction is considered as the disposition of assets of the Company, pursuant to the Notification of the Capital Market Supervisory Board stated in Thor Chor. 20/2008 Re: Rules on the Significant Acquisition or Disposition of Assets and the Notification 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). The maximum net value of consideration according to quarterly financial statements of the Company, reviewed, ended September 30, 2021 by considering calculating with certain rules under the Notification of the acquisition and disposition of assets, which the Company did not engage any disposition transaction in last 6 months is with the size of 1.18% of Net Tangible Assets of the Company (NTA), therefor the transaction is less than 15%, which is not considered as the acquisition and disposition of assets to be reported and disclosed pursuant the Notification Re: The Acquisition and Disposition of Assets. The detail of the such transaction is attached to this letter in enclosure 1 the information of the disposition of assets.

The material details of the transaction are as follows:

1. Transaction Date

- The company sold the ordinary shares to directors and person willing to buy after the Board of directors meeting had approved the transaction from 25 December 2021 onwards.

2. Details of Connected Person and Relationship

- Seller: TQM Corporation Public Company Limited (the Company)
- Buyers: Third-party and the TQM Corporation public Company Limited's directors:

(1) Miss Somporn Ampaisutthipong	Executive Director
(2) Miss Rutchaneeporn Pookayaporn	Independent Director
(3) Mr. Chinapat Visuttiapat	Independent Director
(4) Mr. Thana Thienachariya	Independent Director
- Relations: The seller is the Company. The Buyers are the third-party and the Company's directors; the such transaction of the directors were considered as connected transactions, medium size, Category 4 The transaction of Assets and Services and the Stock Exchange of Thailand ("SET") regarding the Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions dated 19 November B.E. 2546.

3. General Features of Transaction

The Company shall sell the ordinary shares of Easy Lending Company Limited as a subsidiary of the Company to the directors of the Company totaling 120,000 shares at par 100 baht per shares of 24% of the registered capital

to the Company's directors and person willing to buy in amount of 12,000,000 baht which the Company shall proceed the transaction after the approval of the Board of Directors' meeting.

4. Calculation of the Transaction Size

The disposition of the investment in a subsidiary company is considered as the disposition of assets of the Company pursuant the Notification of the Acquisition and Disposition of Assets, according to the quarterly financial statements of the Company, reviewed, ended 30 September 2021, calculated the disposition value considering the maximum value of consideration paid or received equals to 1.18% of the assets of the Company, (The is not any disposition of assets in the last 6 months.), as details below:

Criteria of Calculation	Transaction Size (%)
1. Net Tangible Assets (NTA)	1.18
2. Net Profit	0.000268
3. The Value of Consideration	0.31
4. Value of Securities	No calculation because of no new share issuing

5. Details of the Assets Disposal

Company Name:	Easy Lending Company Limited
Paid-up capital:	50,000,000 as 500,000 ordinary shares at par 100 baht per share, 100% paid-up
Type of Business:	Personal loan for Insurance purpose and multi-purpose personal loan
Number of Selling Shares:	120,000 ordinary shares at par 100 baht per share as 24% of the paid-up capital
Directors:	1. Mr. Unchalin Punnipa 2. Mrs. Napassanun Punnipa 3. Miss Ratana Punnipa

Shareholding structure Before and After:

Seq.	Shareholder Name	Before Changing		After Changing	
		Share	%	Share	%
1	TQM Corporation Public Company Limited	499,997	99.9994	379,998	75.9996
2	Mr. Unchalin Punnipa	1	0.0002	1	0.0002
3	Mrs. Napassanun Punnipa	1	0.0002	1	0.0002
4	Miss Ratana Punnipa	1	0.0002	-	-
5	Miss Somporn Ampaisutthipong	-	-	50,000	10.0000
6	Mr. Sittiphat Charoenchitsariwong	-	-	20,000	4.0000
7	Mr. Phirasit Charoenchitsariwong	-	-	20,000	4.0000
8	Miss Supichaya Theppitak	-	-	10,000	2.0000
9	Mr. Chinapat Visuttiapat	-	-	5,000	1.0000
10	Miss Rutchaneepon Pookayaporn	-	-	5,000	1.0000
11	Mr. Thana Thienachariya	-	-	5,000	1.0000
12	Miss Phapimol Simasathien	-	-	1,667	0.3334
13	Miss Thanawan Simasathien	-	-	1,667	0.3334
14	Mr. Teetaj Wethayavivorn	-	-	1,666	0.3332
Total		500,000	100.00	500,000	100.00

6. Total value of the consideration

The Company shall receive cash in amount of 12,000,000 baht as the agreed priced of both seller and buyers which shall be paid after the approval of the Board of Directors' meeting from 25 December 2021 onwards.

7. The criteria used to determine the value of the consideration

Agreed price of both parties

8. The value of assets being disposed

120,000 ordinary shares at par 100 baht per share totaling 12,000,000 baht

9. Expected Benefit for the Company

The Company shall receive cash for the business liquidity and for the future investment.

10. Utilization of the proceeds

For the new investment in the future

11. Opinion from Board of Directors

The board of the Company found the transaction reasonable for the best benefit of the Company and business liquidity for the future project investments.

12. Opinion of the Audit Committee which different to directors

- None -

The Company hereby certifies that the above-mentioned transaction has been reasonably considered with the view to the best interest of the shareholders, and that the information contained herein is true and correct in all respects.

- Signature -

(Miss Somporn Ampaisutthipong)

Chief Financial Officer

Information Memorandum regarding the Connected Transactions
TQM Corporation Public Company Limited

According to the Board of Directors' Meeting No. 6/2564 of TQM Corporation Public Company Limited (the "**Company**") held on December 24, 2021 approved Easy Lending Company Limited as a subsidiary of the Company holding 99.9994 of the registered capital, sold the ordinary shares to the company directors.

Therefore, the such transactions were considered as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction dated 31 August 2008 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, dated 19 November 2003. The material details of the transaction are as follows:

1. Transaction Date

- The company sold the ordinary shares to directors and person willing to buy after the Board of directors meeting had approved the transaction from 25 December onwards.

2. Details of Connected Person and Relationship

- Seller: TQM Corporation Public Company Limited (the Company)
- Buyer: Miss Somporn Ampaisutthipong seated as Director and Chief Financial Officer of the Company and holding shares of the company equal to 0.11% (including concert party of Section 258)

3. General Features of Transaction

The Company shall sell the ordinary shares of Easy Lending Company Limited as a subsidiary of the Company to the directors of the Company totaling 50,000 shares at par 100 baht per shares of 10% of the registered capital to Miss Somporn Ampaisutthipong in amount of 5,000,000 baht which the Company shall proceed the transaction after the approval of the Board of Directors' meeting.

4. Total Value of Consideration, Basis used to determine the Consideration Value and Payment Conditions

Total value of consideration: Combining all connected transactions within 6 months of the connected the person and close family members amounted to 5,000,000 baht, one-time payment after approved by the Board of Directors' meeting.

Size of transaction: It is considered as the Transaction Category 4 of the Notification of the Stock Exchange of Thailand ("**SET**") regarding the Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions which required the approval from the Board of Director Meeting and to disclose the information of the transaction to the SET.

Criteria to determine size of the transaction: Using the maximum value of consideration paid or received or book value or market value in amount of 5,000,000 baht, including the

other connected transactions with connected person or its related parties or close relatives of such persons during the 6 months prior these transactions. Therefore, compared to the Net Tangible Assets of the Company (“NTA”) at the amount of THB 1,305.21 million, equaling to 0.49% (based on the Company's audited and reviewed financial statements as of September 30, 2021)

$$\begin{aligned}
 &= \frac{((\text{NTA} \times \% \text{ of the Company's shareholding}) + \text{Other connected transactions during past 6 months}) \times 100}{\text{Net Tangible Assets of the Company (NTA)}} \\
 &= \frac{((50,007,419.92 \times 0.1) + 0) \times 100}{1,013,205,121.48} \\
 &= 0.49\%
 \end{aligned}$$

5. Characteristics of the Interest of the Connected Person in the Transaction

This transaction size is the connected transaction between the Company and the company that the Company's director being director and shareholder, is considered as a connected transaction based on the service transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction dated 31 August 2008 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, dated 19 November 2003.

Therefore, based on the related rules and regulations, this transaction size is considered to be larger than 0.03% but less than 3.00% of the Company's NTA according to the latest consolidated financial statements of the Company as of September 30, 2021, the Company is required to get the approval from the Board of Directors' Meeting and to disclose the information of the transaction to the SET.

6. Names of the Company's directors who have interest Name Position(s) in the Company

The Company's director having interest is Miss Somporn Ampaisutthipong as the Company's Director and Chief Financial Officer. There were 10 directors attended the Board of Directors' Meeting No. 6/2564 constituting a quorum. During this agenda, Miss Somporn Ampaisutthipong had temporarily left the meeting and did not vote.

7. Opinion of the Board of directors

The Board of Directors has an opinion that these transactions are reasonable for the heist benefits of the Company, business liquidity and the future investments,

8. Opinion of the Audit Committee which different to directors in No.7

- None -

The Company hereby certifies that the above-mentioned transaction has been reasonably considered with the view to the best interest of the shareholders, and that the information contained herein is true and correct in all respects.

- Signature -

(Miss Somporn Ampaisutthipong)
Chief Financial Officer

Information Memorandum regarding the Connected Transactions

TQM Corporation Public Company Limited

According to the Board of Directors' Meeting No. 6/2564 of TQM Corporation Public Company Limited (the "**Company**") held on December 24, 2021 approved Easy Lending Company Limited as a subsidiary of the Company holding 99.9994 of the registered capital, sold the ordinary shares to the company directors.

Therefore, the such transactions were considered as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction dated 31 August 2008 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, dated 19 November 2003. The material details of the transaction are as follows:

1. Transaction Date

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2. Details of Connected Person and Relationship

- Seller: TQM Corporation Public Company Limited (the Company)
- Buyer: Miss Rutchaneeporn Pookayaporn seated as Independent Director of the Company and holding shares of the company equal to 0.06% (including concert party of Section 258)

3. General Features of Transaction

The Company shall sell the ordinary shares of Easy Lending Company Limited as a subsidiary of the Company to the directors of the Company totaling 5,000 shares at par 100 baht per shares of 1% of the registered capital to Miss Rutchaneeporn Pookayaporn in amount of 500,000 baht which the Company shall proceed the transaction after the approval of the Board of Directors' meeting.

4. Total Value of Consideration, Basis used to determine the Consideration Value and Payment Conditions

Total value of consideration: Combining all connected transactions within 6 months of the connected the person and close family members amounted to 500,000 baht, one-time payment after approved by the Board of Directors' meeting.

Size of transaction: It is considered as the Transaction Category 4 of the Notification of the Stock Exchange of Thailand ("**SET**") regarding the Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions which required the approval from the Board of Director Meeting and to disclose the information of the transaction to the SET.

Criteria to determine size of the transaction: Using the maximum value of consideration paid or received or book value or market value in amount of 500,000 baht, including the other

connected transactions with connected person or its related parties or close relatives of such persons during the 6 months prior these transactions. Therefore, compared to the Net Tangible Assets of the Company (“NTA”) at the amount of THB 1,305.21 million, equaling to 0.05% (based on the Company's audited and reviewed financial statements as of September 30, 2021)

$$\begin{aligned}
 &= \frac{((\text{NTA} \times \% \text{ of the Company's shareholding}) + \text{Other connected transactions during past 6 months}) \times 100}{\text{Net Tangible Assets of the Company (NTA)}} \\
 &= \frac{((50,007,419.92 \times 0.01) + 0) \times 100}{1,013,205,121.48} \\
 &= 0.05\%
 \end{aligned}$$

5. Characteristics of the Interest of the Connected Person in the Transaction

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Therefore, based on the related rules and regulations, this transaction size is considered to be larger than 0.03% but less than 3.00% of the Company's NTA according to the latest consolidated financial statements of the Company as of September 30, 2021, the Company is required to get the approval from the Board of Directors' Meeting and to disclose the information of the transaction to the SET.

6. Names of the Company's directors who have interest Name Position(s) in the Company

The Company's director having interest is Miss Rutchaneeporn Pookayaporn as the Company's Director and Chief Financial Officer. There were 10 directors attended the Board of Directors' Meeting No. 6/2564 constituting a quorum. During this agenda, Miss Rutchaneeporn Pookayaporn had temporarily left the meeting and did not vote.

7. Opinion of the Board of directors

The Board of Directors has an opinion that these transactions are reasonable for the heist benefits of the Company, business liquidity and the future investments,

8. Opinion of the Audit Committee which different to directors in No.7

- None -

The Company hereby certifies that the above-mentioned transaction has been reasonably considered with the view to the best interest of the shareholders, and that the information contained herein is true and correct in all respects.

- Signature -

(Miss Somporn Ampaisutthipong)
Chief Financial Officer

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TQM Corporation Public Company Limited

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1. Transaction Date

- The company sold the ordinary shares to directors and person willing to buy after the Board of directors meeting had approved the transaction from 25 December onwards.

2. Details of Connected Person and Relationship

- Seller: TQM Corporation Public Company Limited (the Company)
- Buyer: Mr. Chinapat Visuttiapat seated as Independent Director of the Company.

3. General Features of Transaction

The Company shall sell the ordinary shares of Easy Lending Company Limited as a subsidiary of the Company to the directors of the Company totaling 5,000 shares at par 100 baht per shares of 1% of the registered capital to Mr. Chinapat Visuttiapat in amount of 500,000 baht which the Company shall proceed the transaction after the approval of the Board of Directors' meeting.

4. Total Value of Consideration, Basis used to determine the Consideration Value and Payment Conditions

Total value of consideration: Combining all connected transactions within 6 months of the connected the person and close family members amounted to 500,000 baht, one-time payment after approved by the Board of Directors' meeting.

Size of transaction: It is considered as the Transaction Category 4 of the Notification of the Stock Exchange of Thailand ("**SET**") regarding the Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions which required the approval from the Board of Director Meeting and to disclose the information of the transaction to the SET.

Criteria to determine size of the transaction: Using the maximum value of consideration paid or received or book value or market value in amount of 500,000 baht, including the other connected transactions with connected person or its related parties

or close relatives of such persons during the 6 months prior these transactions. Therefore, compared to the Net Tangible Assets of the Company (“NTA”) at the amount of THB 1,305.21 million, equaling to 0.05% (based on the Company's audited and reviewed financial statements as of September 30, 2021)

$$= \frac{((\text{NTA} \times \% \text{ of the Company's shareholding}) + \text{Other connected transactions during past 6 months}) \times 100}{\text{Net Tangible Assets of the Company (NTA)}}$$

$$= \frac{((50,007,419.92 \times 0.01) + 0) \times 100}{1,013,205,121.48}$$

$$= 0.05\%$$

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6. Names of the Company's directors who have interest Name Position(s) in the Company

The Company's director having interest is Mr. Chinapat Visuttiapat as the Company's Director and Chief Financial Officer. There were 10 directors attended the Board of Directors' Meeting No. 6/2564 constituting a quorum. During this agenda, Mr. Chinapat Visuttiapat had temporarily left the meeting and did not vote.

7. Opinion of the Board of directors

The Board of Directors has an opinion that these transactions are reasonable for the heist benefits of the Company, business liquidity and the future investments,

8. Opinion of the Audit Committee which different to directors in No.7

- None -

The Company hereby certifies that the above-mentioned transaction has been reasonably considered with the view to the best interest of the shareholders, and that the information contained herein is true and correct in all respects.

- *Signature* -

(Miss Somporn Ampaisutthipong)
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 &= \frac{((50,007,419.92 \times 0.01) + 0) \times 100}{1,013,205,121.48} \\
 &= 0.05\%
 \end{aligned}$$

5. Characteristics of the Interest of the Connected Person in the Transaction

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6. Names of the Company's directors who have interest Name Position(s) in the Company

The Company's director having interest is Mr.Thana Thienachariya as the Company's Director and Chief Financial Officer. There were 10 directors attended the Board of Directors' Meeting No. 6/2564 constituting a quorum. During this agenda, Mr.Thana Thienachariya had temporarily left the meeting and did not vote.

7. Opinion of the Board of directors

The Board of Directors has an opinion that these transactions are reasonable for the heist benefits of the Company, business liquidity and the future investments,

8. Opinion of the Audit Committee which different to directors in No.7

- None -

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- *Signature* -

(Miss Somporn Ampaisutthipong)
Chief Financial Officer