



TQM CORPORATION PUBLIC COMPANY LIMITED

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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 Rutchaneeporn 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. The Company shall sell EL shares at par value of 100 baht per share, considering, EL has recently established on 20 January 2021 and started the operations of Personal Loan after granted license from the Bank of Thailand on 24 August 2021; therefore, not having profit from operations.

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 that the sales of EL shares at par value is deem appropriate. 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 ("EL") 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 transaction value and Size

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: [The calculated transaction equals to 0.49% of Net Tangible Assets of the Company \(NTA\) \(according to consolidated financial statements of the Company ended 30 September 2021, reviewed by the Company's auditor\) as the details below:](#)

$$\begin{aligned} &= (\text{Total Transaction Value} / \text{NTA}) \times 100 \\ &= (5,000,000 / 1,013,205,121.48) \times 100 \\ &= 0.49\% \end{aligned}$$

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.

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

In the Board of Directors' meeting No. 6/2564 held on 24 December 2021, the meeting resolved to approve Easy Lending Company Limited to sell ordinary shares to the Company's director, Miss Somporn Ampaisutthipong, whom considered as a director with conflict of interests and connected person; therefore, not being eligible to cast her vote in this agenda.

7. Opinion of the Board of directors

The Board of Directors has an opinion that the sale of the ordinary shares of EL at par value is deem appropriate. The transaction is reasonable for the best 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

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 ("**EL**") 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 transaction value and Size

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: [The calculated transaction equals to 0.05% of Net Tangible Assets of the Company \(NTA\) \(according to consolidated financial statements of the Company ended 30 September 2021, reviewed by the Company's auditor\) as the details below:](#)

$$\begin{aligned} &= (\text{Total Transaction Value} / \text{NTA}) \times 100 \\ &= (500,000 / 1,013,205,121.48) \times 100 \\ &= 0.05\% \end{aligned}$$

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the approval from the Board of Director Meeting and to disclose the information of the transaction to the SET.

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

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7. Opinion of the Board of directors

The Board of Directors has an opinion that the sale of the ordinary shares of EL at par value is deem appropriate. The transaction is reasonable for the best 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.

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

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4. Total transaction value and Size

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- 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.

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7. Opinion of the Board of directors

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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