

-Translations-

No. ICHI-002/2022

January 11, 2022

Subject: Notification of Resolutions of the Board of Directors' Meeting in regard to the transaction of investment in Predictive Co., Ltd. and incorporation of Joint Venture Company

To: President
The Stock Exchange of Thailand

Ichitan Group Public Company Limited (the "Company"), would like to notify the resolutions of the Board of Directors' Meeting No. 1/2022, held on January 11, 2022. The meeting resolved the following significant resolutions:

1. It was resolved to grant approval to an acquisition of 6,667 (Six Thousand Six Hundred Sixty Seven) newly issued ordinary shares of Predictive Co., Ltd. ("PDT") or representing 25 percent of all shares in PDT with a par value at THB 100 (One Hundred) per share, at the purchase price of THB 18,389 (Eighteen Thousand Three Hundred Eighty Nine), totaling THB 122,600,000 (One Hundred Twenty Two Million Six Hundred Thousand) (the "Transaction of Investment in PDT"). PDT conducts business in the areas of data analysis, consulting, planning, and other services with the objective of marketing the client's business, which includes data collection and transfer according to the client's wishes. The transaction price has discount from PDT's fair price by Asia Plus Advisory Company Limited, using the following approaches:
 - a.) Discount Cash Flow Approach, and
 - b.) Market Comparable Approach which include the Price-to-Earnings Ratio, and the Enterprise Value to EBITDA Ratio

In this regard, the Board of Directors' Meeting deemed it appropriate to resolved to grant approval to authorize the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Executive Committee and/or the Chief Executive Officer to make any arrangements in connection with or necessary for the execution of the Transaction of Investment in PDT, including to negotiate, enter into, sign and amend the share subscription agreement, shareholder agreement and other arrangements, contracts and documents relating to the Transaction of Investment in PDT, and to set out rules, conditions and other details necessary for

and in connection with the Transaction of Investment in PDT, as necessary and appropriate under the applicable laws.

Therefore, the Transaction of Investment in PDT is regarded as an acquisition of assets transaction pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (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) dated October 29, 2004 (as amended) (the “**Notifications on Acquisition or Disposition of Assets**”). Upon calculation of the transaction size by various approaches under the Notifications on Acquisition or Disposition of Assets based on the information contained in the Company’s financial statements ended September 30, 2021, which have been reviewed by the Company’s auditor, the maximum value of the transaction is equal to 1.77 percent based on the total value of consideration method. In the absence of any transactions on acquisition of any other assets over the past six months before the execution date of the Transaction of Investment in PDT that has not yet been approved by the shareholders’ meeting. Therefore, the Transaction of Investment in PDT is not regarded as an acquisition of assets transaction that results in the Company is required to prepare a report and disclose an information in respect of the entering into the transaction to the Stock Exchange of Thailand pursuant to the Notifications on Acquisition or Disposition of Assets.

Furthermore, the entering to the Transaction of Investment in PDT is not regarded as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (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 B.E. 2546 (2003), dated November 19, 2003. (as amended) (the “**Notifications on Connected Transactions**”).

2. It was resolved to grant approval to joint investment with PDT in respect to the incorporation of a new joint venture company (the “**Joint Venture Company**”) for joint investment in the business relating to data analysis, consultancy, planning and other services, in which the Company will hold shares in Joint Venture Company, representing 50 percent of all shares in Joint Venture Company at the total investment value of not exceeding THB 5,000,000 (Five Million).

In this regard, the Board of Directors’ Meeting deemed it appropriate to resolved to grant approval to authorize the Executive Committee and/or the Chief Executive Officer and/or the person

authorized by the Executive Committee and/or the Chief Executive Officer to make any arrangements in connection with or necessary for the incorporation of the Joint Venture Company, including to negotiate, enter into, sign and amend the Joint Venture Agreement, and other arrangements, contracts and documents relating to the incorporation of the Joint Venture Company, and to set out rules, conditions and other details necessary for and in connection with the incorporation of the Joint Venture Company, as necessary and appropriate under the applicable laws.

The incorporation of the Joint Venture Company is regarded as an acquisition of assets transaction pursuant to the Notifications on Acquisition or Disposition of Assets. Upon calculation of the transaction size by various approaches under the Notifications on Acquisition or Disposition of Assets based on the information contained in the Company's financial statements ended September 30, 2021, which have been reviewed by the Company's auditor, the maximum value of the transaction is equal to 0.07 percent based on the total value of consideration method. Upon combination of the Company's transactions size involving the acquisition of assets which is the Transaction of Investment in PDT as details in Item 1. above, the maximum value of the transaction is equal to 1.84 percent based on the total value of consideration method, thus, this transaction is not regarded as an acquisition of assets transaction that results in the Company is required to prepare a report and disclose an information in respect of the entering into the transaction to the Stock Exchange of Thailand pursuant to the Notifications on Acquisition or Disposition of Assets.

Furthermore, the above transaction is not regarded as a connected transaction under the Notifications on Connected Transactions.

If the Joint Venture Company is incorporated or there is any other progress, the Company will further disclose such information to the Stock Exchange of Thailand and shareholders for acknowledge.

Please be informed accordingly.

Sincerely yours,

Ichitan Group Public Company Limited



Mr. Tan Passakornnatee

Chief Executive Officer