

(Translation)

IR 001/22

January 4, 2022

Subject : Notification of capital increment for Pa Donphutsa Company Limited (subsidiary) and acquisition of asset for the Company's subsidiary. [\(The Amendment is in Blue letter\)](#)

To : The President
The Stock Exchange of Thailand

Karmarts Public Company Limited ("The Company") would like to inform that The company would like to increase the capital of Pa Donphutsa Company Limited (subsidiary) and execute the acquisition of asset for the Company's subsidiary with respect to the resolutions of the board of director's meeting no.1, /2022, which were held on January 4, 2022 with details as follows:

1. Pa Donphutsa Company Limited ([Assets Acquisition Transaction and Related Transactions](#))

Transaction Date : [October 15,2021](#)

Parties : Buyer - Karmarts Public Company Limited
Seller - The Iconic Property Company Limited

Shareholders of The Iconic

Property Company Limited : 1. Karmarts Public Company Limited holds 7,102,999 shares or 33.33%
2. Mr. Parit Teekhakhirikul holds 3,553,001 shares or 16.67% [\(Mr. Wiwat Theekhakhirikul's Newpew\)](#)
3. Mr. Polkrit teekhakhirikul holds 3,550,000 shares or 16.67% [\(Mr. Wiwat Theekhakhirikul's Newpew\)](#)
4. Mr. Chayut Udomcharoenchaikit holds 7,103,000 shares or 33.33%

Board of Directors of The Iconic

Property Company Limited : 1. Mr. Wiwat Theekhakhirikul
2. Mr. Parit Teekakirikul
3. Mr. Chayut Udomcharoenchaikit

Type of Transaction : Investment in Pa Donphutsa Company Limited in the proportion of 75% of total shares.

Type of Business : Forestation, Agricultural plantation, and conservation of endangered large-sized river animals.

Transaction Objectives : To expand new business opportunity and to encourage social contribution on environmental conservation within Bangkok vicinity area. By planting standing timbers as a main support to carbon credits and as a CSR according to the Government's Policy. The Company will have incomes from the selling of the soil for the first 5 years and later, will generate income from supplying of timbers to the furniture factories, sawmills, and etc.

Authorized Capital and

Paid-up Capital : Authorized capital Baht 20,000,000, divided into 200,000 ordinary shares at par value of Baht 100. Paid-up capital : Baht 20,000,000

Shareholding Proportion :

Shareholders	Before November 1, 2021	November 1, 2021
The Iconic Property Company Limited	holds 150,000 shares or representing 75% of the authorized capital	—
Mr. Wiwat Theekhakhirikul	holds 12,500 shares or representing 6.25% of the authorized capital	holds 12,500 shares or representing 6.25% of the authorized capital
Ms.Chonrada Theekhakhirikul	holds 7,500 shares or representing 3.75% of the authorized capital	holds 7,500 shares or representing 3.75% of the authorized capital
Mrs. Chonthida Sathawornwichit	holds 7,500 shares or representing 3.75% of the authorized capital	holds 7,500 shares or representing 3.75% of the authorized capital
Mr.Wongwiwat Theekhakhirikul	holds 7,500 shares or representing 3.75% of the authorized capital	holds 7,500 shares or representing 3.75% of the authorized capital
Mr.Pongwiwat Theekhakhirikul	holds 7,500 shares or representing 3.75% of the authorized capital	holds 7,500 shares or representing 3.75% of the authorized capital
Ms. Narapan Theekhakhirikul	holds 7,500 shares or representing 3.75% of the authorized capital	holds 7,500 shares or representing 3.75% of the authorized capital
Karmarts Public Company Limited	—	Holds 150,000 shares or representing 75% of the authorized capital

Board of Directors : 1. Mr. Wiwat Theekhakhirikul
2. Mr. Wongwiwat Theekhakhirikul
3. Mr. Chayut Udomcharoenchaikit
4. Mr. Parit Teekakirikul

Source of Investment fund : The Company's Working Capital

Transaction size : On November 1, 2021, The Company held 150,000 ordinary shares, amounted Baht 16,500,000. The size of transaction according to the value of consideration paid as of November 1, 2021 was 0.98% and the related transaction size was 1.48.

Opinion of the Board of Directors : The Board of Directors has considered and deemed it appropriate to approve the investment and provide the financial support to the subsidiary as the transaction is considered reasonable and beneficial to the Company as to expand new business opportunity and to encourage social contribution on environmental conservation within Bangkok vicinity area. By planting standing timbers as a main support to carbon credits and as a CSR according to the Government's Policy, The Company will have incomes from the selling of the soil for the first 5 years and later, will generate income from supplying of timbers to the furniture factories, sawmills, and etc.

2. Pa Donphutsa Company Limited (Financial Support Provided)

Transaction Date : November 1, 3, 2021

Parties : Lender - Karmarts Public Company Limited
Borrower - Pa Donphutsa Company Limited

Shareholders of Pa

Donphutsa Company Limited : 1. Karmarts Public Company Limited holds 150,000 shares or 75%
2. Mr. Wiwat Theekhakhirikul holds 12,500 shares or 6.25%
3. Ms. Chonrada Theekhakhirikul holds 7,500 shares or 3.75%
4. Mrs. Chonthida Sathawornwichit holds 7,500 shares or 3.75%
5. Mr. Wongwivat Theekhakhirikul holds 7,500 shares or 3.75%
6. Mr. Pongwivat Theekhakhirikul holds 7,500 shares or 3.75%
7. Ms. Narapan Theekhakhirikul holds 7,500 shares or 3.75%

Board of Directors of Pa

Donphutsa Company Limited : 1. Mr. Wiwat Theekhakhirikul
2. Mr. Wongwivat Theekhakhirikul
3. Mr. Parit Teekakirikul
4. Mr. Chayut Udomcharoenchaikit

Type of Transaction : Financial support was provided to Padon Phutsa Company Limited for THB 12m and THB 9m on 1, 3 November 2021, respectively, which total up THB 21m loan and an interest of THB143,397.57 (Interest rate at 2% per annum) due on 10, January 2022.

Transaction Objectives : To expand new business opportunity and to encourage social contribution on environmental conservation within Bangkok vicinity area. By planting standing timbers as a main support to carbon credits and as a CSR according to the Government's Policy.

Source of Investment fund : The Company's Working Capital

Transaction size : The financial loans transactions of Baht 12,000,000 millions and Baht 9,000,000 millions interest Baht 143,397.57 total Baht 21,143,397.57 to Pa Donphutsa Company Limited on November 1 and 3, 2021, respectively, leading to the value of consideration paid of 1.90%.

Opinion of the Board of

Directors : The Board of Directors has considered and deemed it appropriate to approve the provide the financial support to the subsidiary as the transaction is considered reasonable and beneficial to the Company as to expand new business opportunity and to encourage social contribution on environmental conservation within Bangkok vicinity area.

3. Pa Donphutsa Company Limited (Assets Acquisition Transaction and Related Transactions)

Transaction Date : November 11, 2021

Parties : Buyer - Karmarts Public Company Limited
Seller - Ms.Chonrada Theekhakhirikul (Mr. Wiwat Theekhakhirikul's wife)
Mrs. Chonthida Sathawornwichit (Mr. Wiwat Theekhakhirikul's daughter)
Mr. Wongwiwat Theekhakhirikul (Mr. Wiwat Theekhakhirikul's son)
Mr. Pongwiwat Theekhakhirikul (Mr. Wiwat Theekhakhirikul's son)

Type of Transaction : Investment in Pa Donphutsa Company Limited in the proportion of 11% of total shares.

Type of Business : Forestation, Agricultural plantation, and conservation of endangered large-sized river animals.

Transaction Objectives : To expand new business opportunity and to encourage social contribution on environmental conservation within Bangkok vicinity area. By planting standing timbers as a main support to carbon credits and as a CSR according to the Government's Policy, The Company will have incomes from the selling of the soil for the first 5 years and later, will generate income from supplying of timbers to the furniture factories, sawmills, and etc.

Authorized Capital and

Paid-up Capital : Authorized capital Baht 20,000,000, divided into 200,000 ordinary shares at par value of Baht 100. Paid-up capital : Baht 20,000,000

Shareholding Proportion :

Shareholders	Before November 11, 2021	November 11, 2021
Mr. Wiwat Theekhakhirikul	holds 12,500 shares or representing 6.25% of the authorized capital	holds 12,500 shares or representing 6.25% of the authorized capital
Mrs. Chonlada Theekhakhirikul	holds 7,500 shares or representing 3.75% of the authorized capital	holds 1,500 shares or representing 0.75% of the authorized capital
Mrs. Chonthida Sathawornwichit	holds 7,500 shares or representing 3.75% of the authorized capital	—
Mr. Wongwiwat Theekhakhirikul	holds 7,500 shares or representing 3.75% of the authorized capital	—
Mr. Pongwiwat Theekhakhirikul	holds 7,500 shares or representing 3.75% of the authorized capital	—
Ms. Narapan Theekhakhirikul	holds 7,500 shares or representing 3.75% of the authorized capital	—
Karmarts Public Company Limited	holds 150,000 shares or representing 75% of the authorized capital	holds 172,000 shares or representing 86 of the authorized capital
Mr. Chayut Udomcharoenchaikit	—	holds 14,000 shares or representing 7% of the authorized capital

Board of Directors : 1. Mr. Wiwat Theekhakhirikul
2. Mr. Wongwiwat Theekhakhirikul
3. Mr. Chayut Udomcharoenchaikit
4. Mr. Parit Teekakirikul

Source of Investment fund : The Company's Working Capital

Transaction size : On November 11, 2021, The Company held 22,000 ordinary shares, amounted Baht 2,200,000. The transaction size of assets acquisition according to the value of consideration paid as of November 1, 2021 was 0.13%. Additionally, for the past 6 months, the value of consideration paid was 1.11% and the related transaction size was 0.20 .

Opinion of the Board of Directors

: The Board of Directors has considered and deemed it appropriate to approve the investment and provide the financial support to the subsidiary as the transaction is considered reasonable and beneficial to the Company as to expand new business opportunity and to encourage social contribution on environmental conservation within Bangkok vicinity area. By planting standing timbers as a main support to carbon credits and as a CSR according to the Government's Policy, The Company will have incomes from the selling of the soil for the first 5 years and later, will generate income from supplying of timbers to the furniture factories, sawmills, and etc.

4. Pa Donphutsa Company Limited (Assets Acquisition Transaction from capital increment ratio)

Transaction Date : January 4,2022

Name of New Subsidiary : Pa Donphutsa Company Limited

Type of Business : Forestation, Agricultural plantation, and conservation of endangered large-sized river animals.

Transaction Objectives : To expand new business opportunity and to encourage social contribution on environmental conservation within Bangkok vicinity area. By planting standing timbers as a main support to carbon credits and as a CSR according to the Government's Policy, The Company will have incomes from the selling of the soil for the first 5 years and later, will generate income from supplying of timbers such as Yellow Poinciana, Yang, and Acacia Mangium to the furniture factories, sawmills, and etc. The Company is in the progress of sourcing the suppliers to enhance the costs of plants, the large-sized river animals, and other related costs. Once approved by the directors, the

transactions will be calculated and shared according to the Stock Exchange of Thailand (SET)'s regulations.

Authorized Capital and

Paid-up Capital (Old) : Authorized capital Baht 20,000,000, divided into 200,000 ordinary shares at par value of Baht 100. Paid-up capital : Baht 20,000,000

Authorized Capital and

Paid-up Capital (New) : Authorized capital Baht 260,000,000, divided into 2,600,000 ordinary shares at par value of Baht 100. Paid-up capital: Baht 260,000,000

Shareholding Proportion :

	Before January 4, 2022	January 4, 2022
Karmarts Public Company Limited (Old)	172,000 shares (86%)	2,236,000 shares (86%)
Mr. Wiwat Theekhakhirikul	12,500 shares (6.25%)	144,500 shares (5.55%)
Mrs. Chonlada Theekhakhirikul	1,500 shares (0.75%)	7,500 shares (0.29%)
Mrs. Chonthida Sathawornwichit	—	7,500 shares (0.29%)
Mr. Wongwiwat Theekhakhirikul	—	7,500 shares (0.29%)
Mr. Pongwiwat Theekhakhirikul	—	7,500 shares (0.29%)
Ms. Narapan Theekhakhirikul	—	7,500 shares (0.29%)
Mr. Chayut Udomcharoenchaikit	14,000 shares (7%)	182,000 shares (7%)
Total	200,000 shares (100%)	2,600,000 shares (100%)

Board of Directors : 1. Mr. Wiwat Theekhakhirikul
2. Mr. Wongwiwat Theekhakhirikul
3. Mr. Chayut Udomcharoenchaikit
4. Mr. Parit Teekakirikul

Source of Investment fund : The Company's Working Capital

Transaction size : Both November 1, 11, 2021 and January 4, 2022 transactions summed up to Baht 225,100,000 and the highest possible calculation made on the value of consideration paid as at September 30, 2021 was 13.37% with no other transactions for the past 6 months.

Opinion of the Board of

Directors : The Board of Directors has considered and deemed it appropriate to approve the investment and provide the financial support to the subsidiary as the transaction is considered reasonable and beneficial to the Company as to

expand new business opportunity and to encourage social contribution on environmental conservation within Bangkok vicinity area. By planting standing timbers as a main support to carbon credits and as a CSR according to the Government's Policy, The Company will have incomes from the selling of the soil for the first 5 years and later, will generate income from supplying of timbers to the furniture factories, sawmills, and etc.

5. Pa Donphutsa Company Limited (Subsidiary)'s execution on acquisition of assets where the key summaries are as follows:

Transaction Date	: January 25, 2022
Parties	: Seller - Mr. Boonchai Jinangkun and Mr. Suwat Suwattanapong (Non Connected Persons) Buyer - Pa Donphutsa Co., Ltd.
General Characteristic of the transaction	: Acquisition of assets (Land) total 17 pieces of land with total land space of 560 Rai 2 Ngan 80.4 Sqaure Wa at Donphutsa Subdistrict, DonTum District, Nakhon Pathom Province. Land specification is rice-field-type covered with black soil, Sandy Soil and Sand, respectively.
Transaction size	: Based on The Company's total value of consideration paid as at September 30, 2021 is equal to 14 % and there were no other transactions for the past 6 months.
Objective	: To expand new business opportunity and to encourage social contribution on environmental conservation within Bangkok vicinity area.
Amount	: THB 235,494,420 with interest as expense on loaning as of November 1, 2021 of THB 143,397.57. At present, the loan amount with interest of Baht 235,637,817.57 had been paid on January 10, 2022.
Source of Fund	: The Company's working Capital
Opinion of the Board of Directors	: The Board of Directors has considered and deemed it appropriate to approve the purchase the above mentioned pieces of lands as the transaction is considered reasonable and beneficial to the Company.

As a result, Pa Donphutsa Company Limited has changed the status to become The Company's subsidiary as stated above.

The above mentioned transaction is not regarded as a connected transaction and the transaction size is not considered as a major acquisition of assets according to the regulations of the Capital Market Supervisory Board and the Stock Exchange of Thailand. Nevertheless, the Company is required to disclose the aforementioned information to the Stock Exchange of Thailand as per the Notification of the Stock Exchange of Thailand regarding rules, conditions and procedures of information disclosure and practices of listed company.

Please be informed accordingly.

Sincerely yours,

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(Mr. Wiwat Theekhakhirikul)
Chief Executive Officer