



CORPORATION PUBLIC COMPANY LIMITED

**TQM CORPORATION PUBLIC COMPANY LIMITED**

123 Ladplakao Road, Jorakaebua, Ladprao, Bangkok 10230

Tel: 1737, 0-2119-8888 Fax: 0-2119-9000 www.tqmcop.co.th

*-Translation-*

Ref. TC0150565

12 May 2022

Subject: Notification of Resolution of the Board of Directors Meeting No.3/2022 regarding change of Company's name, Company's seal amendment of the Memorandum of Association, amendments to the Company's Articles of Association, and information on the connected transaction

To: President  
The Stock Exchange of Thailand

The Board of Directors of TQM Corporation Public Company Limited ("the Company") resolved in the Board of Directors' meeting No. 3/2022 held on 11 May 2022 as follows:

1. Approved Q1/2021 Financial Statements ended 31 March 2022
2. Approved the change of the Company's name and to propose the shareholders' meeting to consider and approve with details as follows:

Present Thai name	บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน)
Present English name	<b>TQM Corporation Public Company Limited</b>
New Thai name	บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน)
New English name	<b>TQM Alpha Public Company Limited</b>

Ticker "TQM" in the Stock Exchange of Thailand remains unchanged.

3. Approved the change of the Company's seal to be in line with name change and to propose the shareholders' meeting to consider and approve.

**TQM**alpha

บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน)  
TQM ALPHA PUBLIC COMPANY LIMITED

4. Amendments to the Company's Memorandum of Association clause 1 (Company's name) to be in line with name change and to propose the shareholders' meeting to consider and approve with details as follows.

1. The Company's name is "บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน)" with the name in English as "TQM Alpha Public Company Limited"

5. Approved the Amendment of the Company's Articles of Association to be in line with name change and seal change, and to propose the shareholders' meeting to consider and approve with details as follows.

(1) Amendment of clause 1: name of the Company

Present: These Articles shall be called the Articles of Association of "TQM Corporation Public Company Limited"

New: These Articles shall be called the Articles of Association of "TQM Alpha Public Company Limited"

(2) Amendment of clause 2: the term "Company" in these Articles of Association

Present: Unless specified otherwise, the term "Company" shall mean บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน) with the name in English as "TQM Corporation Public Company Limited"

New: Unless specified otherwise, the term "Company" shall mean บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน) with the name in English as "TQM Alpha Public Company Limited"

(3) Amendment of clause 54: Company's seal

Present	New
 บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน) TQM CORPORATION PUBLIC COMPANY LIMITED	 บริษัท ทีคิวเอ็ม อัลฟา จำกัด (มหาชน) TQM ALPHA PUBLIC COMPANY LIMITED

The change of Company's name and amendment of all relevant documents shall be approved by shareholders. The Record Date and shareholders' meeting date will be informed later.

6. Approved a connected transaction in 2022 regarding a contract of legal advisor between Easy Lending Company Limited ("subsidiary") and One Law Office Company Limited. It is considered a connected transaction with details in the attachment.

Please be informed accordingly.

Yours Sincerely,

*-Signature-*

.....

(Mr.Unchalin Punnipa)

Chairman of the Board of Director

## Information Memorandum regarding the Connected Transactions

### TQM Corporation Public Company Limited

According to the Board of Directors' Meeting No. 1/2565 of TQM Corporation Public Company Limited (the "Company") held on 11 May 2022, passed a resolution to entering into the Legal Consulting Services Agreement of Easy Lending Company Limited ("The Subsidiary") with One Law Office Limited, ("One Law"), the remuneration shall be paid in the total amount of THB 250,000 baht.

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

- Agreement signed on 23 February 2022

#### 2. Details of Connected Person and Relationship

- Service Provider: One Law
- Service Receiver: The Subsidiary
- Relationship: Mr.Chinapat Visuttiapat, the Company's independent director, is One Law's director and shareholder.

#### 3. General Features of Transaction

- Type of Services: Legal advisory, agreement drafting and reviewing
- One-time charge 250,000 baht, payment upon signing agreement
- Agreement date: Starting 23 February – 31 August 2022
- The abovementioned service fee is according general commercial term and conditions and the negotiation of both parties regarding the market prices.

#### 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 730,000 baht as Agreement totaling 250,000 baht, one-time payment upon signing agreement and transactions within 6 months 480,000 baht.

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: The value of remuneration under the agreements is in the amount of 730,000 baht, including the other connected transactions with connected person or its related parties or close relatives of such persons during the 6 months, which are the transactions between the Company and connected person, prior these transactions. Therefore, the total value for calculation size is 1,080,000 baht, compared to the Net Tangible Assets of the Company (“NTA”) at the amount of THB 1,604.53 million, equaling to 0.045% (based on the Company's audited and reviewed financial statements as of 31 March 2022).

$$\begin{aligned}
 &= \frac{\text{The remuneration under Agreements} + \text{Other connected transactions during past 6 months}}{\text{Net Tangible Assets of the Company (NTA)}} \\
 &= \frac{250,000 + 480,000 \text{ Baht}}{1,604.53 \text{ million Baht}} \\
 &= 0.045\%
 \end{aligned}$$

##### **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 31 March 2022, 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 Mr.Chinapat Visuttiapat as the Company's Independent Director. There were 10 directors attended the Board of Directors' Meeting No. 1/2565 held on 11 May 2022, 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 by considering that the Company must have a legal consultant to be able to comply with related practices effectively and lawfully including the correctness of legal transactions; thus, requiring a Legal Due Diligence Services.

**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* -

(Mr.Unchalin Punnipa)

Chairman of the Board of Director