



บริษัท ฟอรัท สมาร์ท เซอร์วิส จำกัด (มหาชน)
FORTH SMART SERVICE PUBLIC COMPANY LIMITED

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FS 07/2022

May 12, 2022

Subject: Resolution of the Board of Directors' meeting on the related transaction

To: Director and President
The Stock Exchange of Thailand

Forth Smart Service Public Company Limited (the "Company") would like to inform that the Annual General Meeting No. 1/2022 of Forth Vending Company Limited ("Forth Vending") has the resolution to increase its registered capital from Bt1,070.00mn, consisted of 107.00 million common shares at Bt10.00 per share, to Bt1,400.00mn, consisted of 140.00 million common shares at Bt10.00 per share, by issuing new common shares of 33.00 million shares at Bt10.00 per share, totaling of Bt330.00mn. And the Meeting of the Board of Directors of the Company No. 3/2022 held on May 12, 2022 has the resolution to invest in the new common shares of Forth Vending not exceed 16.7 million shares at Bt10.00 per share, totaling Bt167.00mn by purchasing the new common shares of its own proportion and additional shares from the portion of other shareholders who declined to purchase the shares. As a result, the Company will increase its proportion in Forth Vending from 19.34% to 26.71%, which will make the Company to take an equity income from Forth Vending. The process is expected to be complete within May 2022. The detail of which is disclosed per Attachment 1.

Your Sincerely,

Forth Smart Service Public Company Limited

(Narongsak Lertsuptavee)

Managing Director

Information Memorandum of the Notifications on Acquisitions or Disposal of Assets
The Investment in New Common Shares of Forth Vending Company Limited

1 Transaction Date

Forth Smart Service Public Company Limited, currently holds 19.34% stake in Forth Vending Company Limited, will acquire the new common shares of Forth Vending Company Limited after the condition precedences per Article 9 are completed. The previous holds 19.34% will increase to 26.71%.

2 Parties Involved

Buyer : Forth Smart Service Public Company Limited (the "Company")

Seller : Forth Vending Company Limited ("Forth Vending")

Relationship between Buyer and Seller

: Forth Corporation Public Company Limited and Mr. Pongchai Amtanon are the controlling persons of the Company and Forth Vending

3 Details and Total Consideration of the Transaction

The Company will acquire the new common shares of Forth Vending 16.70 million common shares at Bt10.00 per share totaling of Bt167.00mn, to increase the Company's stake in Forth Vending from 19.34% to 26.71%. The transaction is considered as an acquisition of assets transactions according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset (including the amendments thereof) 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 or Disposal of Asset B.E. 2547 (2004) (including the amendments thereof) (together as of "Notifications on Acquisition or Disposal of Assets"). After calculating the size of such transactions based on the criteria under the Notifications on Acquisition or Disposal of Assets and based on the consolidated financial statements ended December 31, 2021 of the Company reviewed by the certified public accountant of the Company with no other acquisition of assets transactions occurring in the past six months' prior, the transaction value is less than 15.00% based on net tangible assets. As a result, the Company is not required to comply with the Notifications on Acquisition or Disposal of Assets connected the transaction in accordance.

Although Forth Vending is the connected person to the Company, this transaction is not considered as the connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. Thor. Jor. 21 / 2551 Re: Rules on Connected Transactions 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 (collectively, the "Notification regarding Connected Transactions").

4 Details of the Investment

4.1 Business of Forth Vending

Forth Vending is a limited company registered under the law of Thailand. Its business is to sell and distribute beverage and products using vending machines.

4.2 Financial Information of Forth Vending

(Unit: Million Baht)

	Financial Statement as of December 31,		
	2019	2020	2021
Revenue	211.53	227.34	225.74
Gross Profit	14.40	(14.82)	8.04
Net Profit	(26.93)	(44.84)	(41.04)
Assets	595.63	596.99	783.05
Liabilities	140.81	37.01	164.10
Equity	454.82	559.99	618.95

Source : Forth Vending's Audited Financial Statement

4.3 Registered and Paid-up Capital

Currently, registered and paid-up capital is 770.00 million Baht.

4.4 Shareholding Structure

Shareholders	Before	
	Share	%
Forth Corporation Public Company Limited	48,149,967	45.00
Forth Smart Service Public Company Limited	20,700,000	19.34
Singha Corporation Company Limited	21,999,973	20.56
SNC Former Public Company Limited	5,350,000	5.00
Mr. Pongchai Amtanon	6,000,011.00	5.61
Other	4,800,049	4.49
Total	107,000,000	100.00

Forth Vending will issue new common shares of 33.00 million shares at Bt10.00 per share, totaling of Bt330.00mn to increase its registered capital to Bt1,400.00mn, consisted of 140.00 million common shares at Bt10.00 per share.

The Company will purchase new common shares of Forth Vending not exceed 16.7 million shares at Bt10.00 per share, totaling Bt167.00mn. As a result, the Company will hold shares in Forth Vending not exceed 37.4 million shares. The Company will purchase the new common shares of its own proportion and additional shares from the portion of other shareholders who declined to purchase the shares . The Company will increase its stake in Forth Vending from 19.34% to 26.71%, which will make the Company to take an equity income from Forth Vending. The process is expected to be complete within May 2022.

4.5 List of the Board of Director of Forth Vending Company Limited

1. Mr. Pongchai Amtanon
2. Mrs. Watanya Amatanon
3. Mr. Chatchavin Pipatchotitham
4. Mr. Bhurit Bhirombhakdi
5. Mr. Sathundon Sattabusya
6. Mr. Vorapat Chavananikul

There is no change in the Board of Directors after the capital increase.

5 Criteria Used to Determine the Value of Consideration

The Company will acquire the new common shares in cash from its working capital at par value of Bt10.00 per share, totaling of Bt167.00mn.

6 The Transaction Size

Calculation of the Acquisition of Asset

Method	Calculation	Transaction Size
Net tangible assets*	$\frac{\text{NTA of the target} \times \text{disposed percentage}}{\text{The Company's NTA}}$	4.29%
Net Profit	$\frac{\text{Net profit of the target} \times \text{disposed percentage}}{\text{The Company's net profit}}$	Unable to calculate due to FVD's net loss
Total consideration	$\frac{\text{Total consideration paid}}{\text{The Company's total assets}}$	5.69%
Value of share issued as payment-in-kind	$\frac{\text{Number of share issued by the Company as payment}}{\text{The Company's total assets}}$	Unable to calculate due to no securities issued

Note: NTA of Forth Vending is calculated from 2021 Forth Vending's Audited Financial Statement

The highest transaction value equals 5.69 percent based on total assets calculated from the Company's Audited Financial Statement as of December 31, 2021. As a result, the Company is not required to comply with the Notifications on Acquisition or Disposal of Assets.

7 Description and Scope with the Connected Parties

- The Company and Forth Vending are both controlled by Forth Corporation Public Company Limited and Mr. Pongchai Amtanony.

8 Purpose of the Acquisition and Its Source of Fund

Purpose of the Acquisition

- Increase investment stake in the high growth business according to the Company's business plan.
- Take an equity income.
- Return on investment from dividend.

Source of Fund

- Company's working capital

9. Conditions of Transaction

The transaction is considered as an acquisition of assets transactions according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset (including the amendments thereof) 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 or Disposal of Asset B.E. 2547 (2004) (including the amendments thereof) (together as of "Notifications on Acquisition or Disposal of Assets"). After calculating the size of such transactions based on the criteria under the Notifications on Acquisition or Disposal of Assets and based on the consolidated financial statements ended December 31, 2021 of the Company reviewed by the certified public accountant of the Company with no other acquisition of assets transactions occurring in the past six months' prior, the transaction value is less than 15.00% based on net tangible assets. As a result, the Company is not required to comply with the Notifications on Acquisition or Disposal of Assets connected the transaction in accordance.

10 Opinions by the Company's Board of Directors

Board of Directors, excluding the related director, considered the connected transaction as mentioned above and commented the transaction is reasonable and beneficial to the Company because it will enhance Forth Vending's capability to expand the automated café selling freshly brewed ready-to-drink beverages along with top-up and financial services of Boonterm kiosk, increasing the Company's service points, and helping the Company to maintain its position as the leader of an automated kiosk and financial service. The Board of Directors has considered the criteria used to determine the total value of the transaction and the capital increase price at the par value of the registered capital appropriate. The related director, who has no right to vote and does not attend the meeting, is Mr. Pongchai Amtanon, who is the director and the controlling person of both the Company and Forth Vending.

11 Opinions by Audit Committee

The acquisition of Forth Vending's new common share is appropriate and beneficial to the Company because this investment supports the company's business plan and the price of the new shares at par value is fair and appropriate. The investment is not contrary to the criteria as announced by the Capital Market Supervisory Board and the announcement of the Board of Governors of the Stock Exchange of Thailand regarding the acquisition or disposition of assets and connected transactions. Therefore, the Committee opines that the transaction can be made and proposes the transaction to the Board of Directors' meeting for further approval.

12 Opinions by the Audit Committee and/or Company Directors Significantly Different from Those by The Board of Directors

- None -