



No. 0107554000101

May 30, 2022

Subject: Investment restructuring in subsidiaries, establishment of new subsidiaries, investment in newly issued ordinary shares, co-investment in the project of Optical Distribution Network (ODN)

Attention: President of Stock Exchange of Thailand

Enclosure:

1. Information Memorandum on establishment of a new subsidiary.
2. Information memorandum on investment in Nasket Retail Company Limited.
3. Information Memorandum on co-investment in the project of Optical Distribution Network (ODN).

TV Direct Public Company Limited (“the Company”) would like to notify that the meeting of the Board of Directors No. 8/2022, held on June 23, 2022, had the resolutions on important issues as follows:

1. Approved the investment and operational restructuring of the Company and its subsidiary as follows:

1.1 Approved the Company to purchase ordinary shares of TVD Broker Company Limited in the proportion of 100 percent of all shares issued by TVD Broker Company Limited from ABPO Company Limited, a subsidiary in which the Company holds 100 percent of its voting shares, at a total price of 210.73 million Baht, according to the discounted cash flow model used by the Company's financial advisor (Capital Advantage Company Limited). The Company expects that the purchase of shares will occur within July 2022.

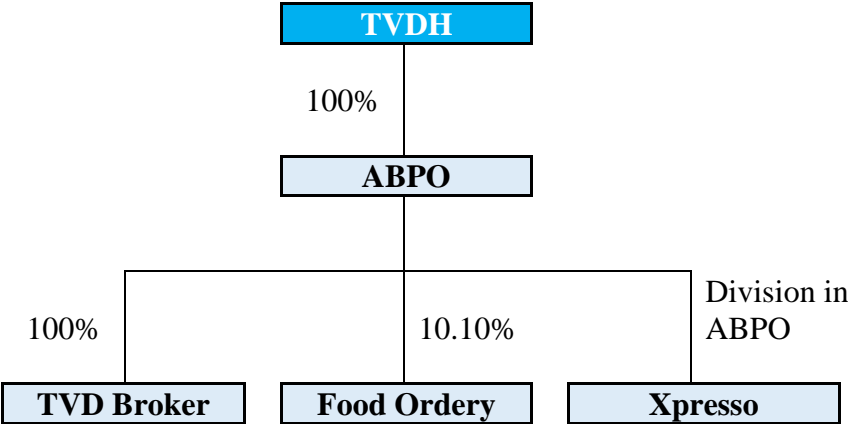
1.2 Approved the Company to purchase ordinary shares of Food Orderly Company Limited in the proportion of 10.10 percent of all shares issued by Food Orderly Company Limited from ABPO Company Limited, a subsidiary in which the Company holds shares in the proportion of 100 percent of all voting shares, at a total price of 34.34 million Baht. Such price refers to the price of

3,400 Baht per share in crowdfunding conducted by Food Orderly Company Limited through Sinwattana Crowdfunding Company Limited, a company licensed by the SEC. The Company, thus, expects that the business transfer will occur within July 2022.

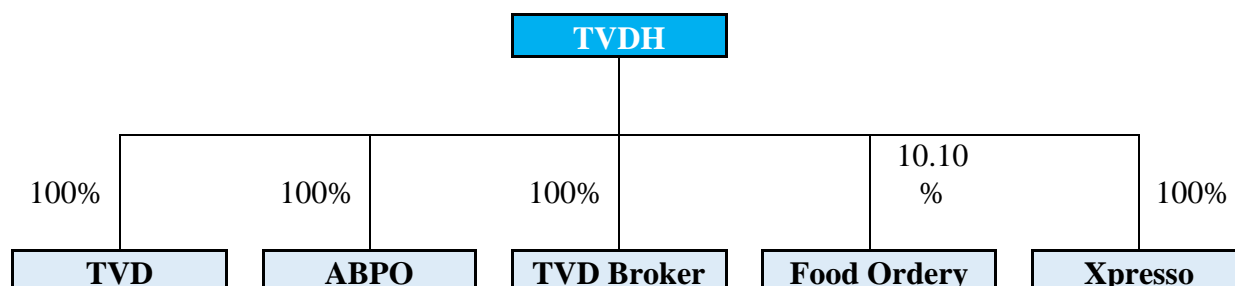
In this regard, such transactions are not deemed as connected transactions under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2008 Re: Rules on Connected Transactions, nor an acquisition of assets under the Notification of the board of governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004, and the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and its amendments as the transactions are completed between the Company and its subsidiaries in which the Company holds shares in the proportion of 100 percent of all shares issued by the subsidiaries.

2. Approved to establish one more subsidiary of the Company to accept the transfer of goods and parcel delivery business from ABPO Company Limited, a subsidiary in which the Company holds 100 percent of voting shares with a total registered capital of 30.00 million Baht. The transaction is considered an acquisition of assets, according to the Notification of Acquisition or Disposition of Assets, and has the highest size of 2.23 percent based on the total value of consideration. Such transaction size of acquisition and disposition of assets is in reference to the Company's financial statements for the three-month period, ended as at March 31, 2022. Details are shown in Enclosure 1.

Before the investment restructuring.



After the investment restructuring.



3. Approved the Company to invest in Nasket Retail Company Limited, a company that develops and provides services through the Service Management Platform (SMP), to expand distribution channels for new products and services to the company and subsidiaries through a fiber optic distribution system. SMP is a platform full of quality services which enable residents in the buildings to access convenient and safe technologies such as food ordering, grocery ordering, delivery, insurance, airplane ticket booking, home services, emergency services, etc. The SMP service will be performed through Smart Screen, Smart Speaker and IoT. The Company will purchase the newly issued ordinary shares of such company in the proportion of 40 percent of total shares, equivalent to the investment value of not more than 8.00 million Baht. The transaction is considered an acquisition of assets, according to the Notification of Acquisition or Disposition of Assets, and has the highest size of 4.63 percent based on the value of the Net Tangible Assets. Such transaction size of acquisition and disposition of assets is in reference to the Company's financial statements for the three-month period, ended as at March 31, 2022, and the financial statements as at December 31, 2021 of Nasket Retail Company Limited. Details are shown in Enclosure 2.

4. Approved the Company to co-invest in the project of Optical Distribution Network (ODN) in part of Home Passed with First Mile Company Limited, a service provider for telecommunication network and mobile phone. First Mile Company Limited focuses on installing intermediary system for fiber service providers, in cooperation with over 50 real estate developers, to make optical fiber system as intermediary in the period between the implementation of a new project and system development. At present, the installations are implemented in over 14,000 projects, 2,500 buildings, and 500,000 households. The Company will co-invest in the project of Optical Distribution Network (ODN) in part of Home Passed installed in 451 buildings in Bangkok and vicinity with a total value of 200.00 million Baht. Through this investment, the Company will have the right to access the Optical Distribution Network in part of Home Passed, which helps expand the distribution channels of the Company and its subsidiaries through the said network.

The Company will also receive a revenue sharing as monthly returns at the rate of 3.2 million Baht per month for 9 years, totaling about 345.60 million Baht. The transaction is considered an acquisition of assets under the Notification of Acquisition or Disposition of Assets, and has the highest size of 14.90 percent based on the total value of consideration. Such transaction size of acquisition and disposition of assets is in reference to the Company's financial statements for the three-month period, ended as at March 31, 2022. Details are shown in Enclosure 3.

Considering the combination of the transaction size of acquisition of assets in Clause 2, Clause 3, and Clause 4, which include the acquisition of investment fund in a new subsidiary, the investment in Nasket Retail Company Limited and the investment in the project of Optical Distribution Network (ODN), the acquisition of assets therefore has a total transaction size of 17.72 percent based on the total value of consideration. Combining with the acquisition of assets transactions over the past 6 months, the total transaction size is equivalent to 25.18 percent based on the total value of consideration. The transactions made over the past 6 months include the investment in Bitcoin mining, co-investment in the project of Node Validator, the investment in cryptocurrency as a validator in Proof of Stake, the acquisition of shares in ABPO Company Limited from minor shareholders, and the establishment of TV Direct Company Limited, which has a transaction size of 7.46 percent based on the total value of consideration. As the total transaction size has a value of not more than 15 percent, according to the audited consolidated financial statements ended as at March 31, 2022, it is classified as a Class 2 transaction under the Notification of Acquisition or Disposition of Assets, which makes the Company obliged to disclose the transaction to the Stock Exchange of Thailand forthwith and send a circular notice to shareholders within 21 days as from the date of disclosure of the transactions to the Stock Exchange of Thailand.

Please be informed accordingly,

Sincerely yours,

(Mr. Wichian Manapongpan)

Secretary of the Company

Information Memorandum on Acquisition of Assets
TV Direct Public Company Limited

The information specified in Schedule (1) annexed hereto

1. Date of the transaction

Within July 2022

2. Name of the shareholders, number of shares, shareholding (percent)

- 2.1 TV Direct Public Company Limited, holding 299,998 shares equivalent to 99.99 percent.
- 2.2 Mr. Songpol Shanmatkit, holding 1 share.
- 2.3 Mr. Wirasack Wirojwattanakul, holding 1 share.

3. General Characteristics of the transaction

Type of transaction: Purchase ordinary shares (a company)
Transaction size: 2.23 percent
Basis of transaction size calculation: Total value of consideration paid or received

4. Details of the assets acquired

Company name issuing assets: Xpresso Company Limited
Type of business: Goods and parcel delivery business
Registered capital: 30,000,000 Baht
Issued and paid-up capital: 30,000,000 Baht
Number of acquired shares: 299,998 shares
Purchase price: 100 Baht per share (Par value)
Shareholding before the purchase: 0%

Shareholding after the purchase: 99.99%

Board of Directors of the Company: 1. Mr. Songpol Shanmatkit
2. Mr. Wirasack Wirojwattanakul
3. Mr. Wichian Manapongpan

5. Total value of consideration 30,000,000 Baht paid by cash in full amount.

6. Value of assets acquired 30,000,000 Baht

7. Criteria used to determine the value of consideration Par value

8. Benefits expected to be generated to the Company

8.1 To support the Company's investment restructuring.

8.2 To support the transfer of delivery business of ABPO Company Limited, which is a subsidiary of the Company

9. Source of Funds The Company will use the working capital from its operations.

10. Conditions for entering into the transaction -None-

11. Opinion of the Board of Directors of the Company

The Board of Directors had an opinion that the investments are appropriate and to support the investment restructuring of the Company. In addition, as the goods and parcel delivery business has been rapidly growing nowadays, it is deemed appropriate to separate such business from ABPO Company Limited and establish a new company in which the Company holding 100% of its shares.

12. Opinion of the Audit Committee and / or the Company's directors which is different from the opinion of the Board of Directors in item 11

-None-

The Company hereby certifies that the information contained in this information memorandum is true and correct in all respects and has been prepared with prudence and caution in consideration of the interests of shareholders as a priority. This information memorandum is made for informational purposes only. It is not intended to be an invitation or an offer to acquire or subscribe for securities.

Please be informed accordingly,

Sincerely yours,

(Mr. Songpol Shanmatkit and Mr. Wirasack Wirojwattanakul)

Directors of the Company

Information Memorandum on Acquisition of Assets

TV Direct Public Company Limited

1. Date of the transaction

The Company will purchase the newly-issued ordinary shares of Nasket Retail Company Limited and expects that the transaction to purchase such newly-issued ordinary shares will occur within August 2022.

2. The parties involved

Buyer: TV Direct Public Company Limited

Seller: Nasket Retail Company Limited

Relationship with the Company: The Seller and the Buyer are not connected persons under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2008 Re: Rule on Connected Transactions.

3. General characteristics, types of the transaction, and transaction size.

The Company will purchase the newly-issued ordinary shares of Nasket Retail Company Limited in the amount of not more than 8.00 million Baht or approximately 40 percent of the total ordinary shares issued and sold by Nasket Retail Company Limited. The purchase will be paid by cash, which is a working capital in the company's business. The details for calculating the transaction size are as follows:

Value of the Net Tangible Assets (NTA): = (NTA of Nasket Retail Co., Ltd. X 40) x 100 / NTA of the Company)
= (26.66 million Baht x 40.00) x 100 / 230.22 million Baht
= 4.63 %

Calculation of Net Tangible Assets (NTA) of the Company

$$\begin{aligned} \text{NTA} &= \text{total assets} - \text{intangible assets} - \text{total liabilities} - \text{non-controlling interests} \\ &= 1,342.33 \text{ million Baht} - 181.90 \text{ million Baht} - 895.96 \text{ million Baht} - 34.25 \\ &\quad \text{million Baht} \\ &= 230.22 \text{ million baht} \end{aligned}$$

Note 1. the figures are in accordance with the reviewed consolidated financial statements of the Company for the period ended March 31, 2022 and audited financial statements of Nasket Retail Co., Ltd., as at December 31, 2021.

2. Intangible assets consist of intangible asset and deferred tax asset but not include the right of use of assets amounting to 103.38 million in the calculation due to it is the lease agreements that the company uses as the main distribution channel of the company and its subsidiaries for sale of goods which deems to be the main business operation and according to the Thai Financial Reporting Standard No 16 – Lease Agreement determines the company to record the lease as assets and liabilities concurrently.

- | | | |
|-----|--|--|
| (2) | Net Operating Profits: | = Cannot be calculated as the Company and Nasket Retail Co., Ltd. have deficit. |
| (3) | Total Value of Consideration Paid or Received: | = Value of transaction paid or received x 100 / Total assets of the Company
= (8.00 million Baht x 100) / 1,342.33 million baht
= 0.59 % |
| (4) | Value of Shares Issued for the Payment of Assets | Cannot be calculated because no securities are issued to pay for shares. |

The said transaction is considered an acquisition of assets of listed company having the size of transaction of 4.63 percent according to the highest value of the Net Tangible Assets.

4. Preliminary details of the acquired assets.

Securities of Nasket Retail Company Limited (ordinary shares).

General information: Nasket Retail Company Limited

Business operation: Develops and provides services through the Service Management Platform (SMP), a platform full of quality services which enable residents in the buildings to access convenient and safe technologies such as food ordering, grocery ordering, delivery, insurance, airplane ticket booking, home

services, emergency services, etc. The SMP service will be performed through Smart Screen, Smart Speaker and IoT.

Authorized share capital: 5,000,000 Baht divided into 500,000 shares at a par value of 10 Baht per share.

Purchase price: Not more than 8,000,000 Baht.

Source of funds: Working capital of the Company

Investment objectives: To expand distribution channels for sales of goods and provision of service of the Company.

Shareholders before the share purchase.

Name of shareholders	Number of shares	Shareholding
Mr. Parin Songpracha	239,903	47.9806%
Mr. Chatchaval Jiarawanon	77,076	15.4152%
Ms. Ploy Unjai	50,000	10.0000%
Mr. Phum Unjai	50,000	10.0000%
Mr. Krit Teerakaosan	23,123	4.6246%
Mrs. Paka Saekoo	12,000	2.4000%
Mr. Thunthiti Sawaengkit	5,000	1.0000%
Ms. Kobkarn Chalermpong	5,000	1.0000%
Mr. Pavut Pongwittayaphanu	5,000	1.0000%
Mr. Porchet Jittipipatpong	5,000	1.0000%
Mr. Amnuay Kongsinsuk	5,000	1.0000%
Ms. Kancharos Phumwuttisan	4,556	0.9112%
Ms. Sulita Thirapattanakit	4,500	0.9000%
Ms. Nithimon Suthawiwat	3,842	0.7684%
Mr. Teerin Charoenpoj	2,000	0.4000%
Mr. Chakkrapong Yuangthong	2,000	0.4000%
Mr. Ratanachai Chana	2,000	0.4000%
Mr. Thipatai Panaschai	2,000	0.4000%
Ms. Sakonrat Traisarasri	1,000	0.2000%
Ms. Monchanok Traisarasri	1,000	0.2000%
Total	500,000	100.0000%

Shareholders after the share purchase:

Name of shareholders	Number of shares	Shareholding
Mr. Parin Songpracha	239,903	28.7884%
Mr. Chatchaval Jiarawanon	77,076	9.2491%
Ms. Ploy Unjai	50,000	6.0000%

Mr. Phum Unjai	50,000	6.0000%
Mr. Krit Teerakaosan	23,123	2.7748%
Mrs. Paka Saekoo	12,000	1.4400%
Mr. Thunthiti Sawaengkit	5,000	0.6000%
Ms. Kobkarn Chalermpong	5,000	0.6000%
Mr. Pavut Pongwittayaphanu	5,000	0.6000%
Mr. Porchet Jittipitpong	5,000	0.6000%
Mr. Amnuay Kongsinsuk	5,000	0.6000%
Ms. Kancharos Phumwuttisan	4,556	0.5467%
Ms. Sulita Thirapattanakit	4,500	0.5400%
Ms. Nithimon Suthawiwat	3,842	0.4610%
Mr. Teerin Charoenpoj	2,000	0.2400%
Mr. Chakrapong Yuangthong	2,000	0.2400%
Mr. Ratanachai Chana	2,000	0.2400%
Mr. Thipatai Panaschai	2,000	0.2400%
Ms. Sakonrat Traisarasri	1,000	0.1200%
Ms. Monchanok Traisarasri	1,000	0.1200%
TV Direct Public Company Limited	333,333	40.0000%
Total	833,333	100.0000%

Board of Directors before the share purchase: Mr. Parin Songpracha

Board of Directors after the share purchase: unchanged

5. Summary of financial position and performance of Nasket Retail Company Limited

Unit: million Baht

Detail	2021	2020
Total assets	38.83	36.79
Total liabilities	12.17	6.63
Shareholding	26.66	30.16
revenue	5.44	14.53
expenses	8.93	14.47
Net loss	(3.49)	0.06

6. Total value of consideration and payments

The Company will purchase the newly issued ordinary shares of Nasket Retail Company Limited at the amount of not exceeding 8.00 million Baht or equivalent to 40 percent of all ordinary

shares issued and sold by Nasket Retail Company Limited. Such shares will be paid by cash which is working capital of the Company.

7. Value of assets expected to be acquired

The Company will obtain the newly issued ordinary shares of Nasket Retail Company Limited with the amount of not exceeding 8.00 million Baht or equivalent to 40 percent of all ordinary shares issued and sold by Nasket Retail Company Limited.

8. Criteria used to determine the value of consideration

The Company determines the remuneration for the purchase of ordinary shares of Nasket Retail Company Limited at the agreed price, calculated from the net book value of the shares of Nasket Retail Company Limited.

9. Benefits expected to be generated to the Company

Shareholding of Nasket Retail Company Limited is to expand distribution channels of sales of goods and provision of service to residents in the buildings through Service Management Platform (SMP), a platform full of quality services which enable the residents in the buildings to access convenient and safe technologies.

10. Conditions for entering onto the transaction

-None-

11. Opinion of the Board of Directors of the Company

The Board of Directors, after considering, had the opinion that this transaction is reasonable because the investment in ordinary shares of Nasket Retail Company Limited would make the Company able to expand new distribution channels of sales of goods and provision of service of the Company and its subsidiaries through Service Management Platform (SMP) to the residents in the buildings to access convenient and safe technologies. Therefore, it is viewed as proper to increase the investment in Nasket Retail Company Limited.

12. Opinions of the Audit Committee/Director which are different from the opinions of the Board of Directors in item 11

-None-

The Company hereby certifies that the information contained in this information memorandum is true and correct in all respects and has been prepared with prudence and caution in consideration of the interests of shareholders as a priority. This information memorandum is made for informational purposes only. It is not intended to be an invitation or an offer to acquire or subscribe for securities.

Please be informed accordingly,

Sincerely yours,

(Mr. Songpol Shanmatkit and Mr. Wirasack Wirojwattanakul)

Directors of the Company

Information Memorandum on Acquisition of Assets

TV Direct Public Company Limited

1. Date of the transaction

The meeting of the Board of Directors of TV Direct Public Company Limited (the “**Company**”) No. 8/2022, held on June 23, 2022, resolved to approve the Company to co-invest in the project of Optical Distribution Network (ODN) in part of Home Passed (the “**Project**”) with First Mile Company Limited. The co-investment is expected to be proceeded within July 2022.

2. The parties involved

The parties: TV Direct Public Company Limited (the “**Co-investor**”) and First Mile Company Limited (the “**Project Owner**”)

Relationship with the Company: The Project Owner is an outsider and not a connected person under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2008. Re: Rule on Connected Transactions. First Mile Company Limited has shareholding structure as follows:

No.	Name of Shareholders	Shareholding
1	Mr. Anakin Wichitwarannon	27.61%
2	Mr. Phootan Parichatranon	26.88%
3	Ms. Paweena Chevapalaboon	22.70%
4	Ms. Saranya Kaewrodpai	15.07%
5	Ms. Supatra Chevapalaboon	5.04%
6	Ms. Lalita Chaipetch	1.97%
7	Ms. Lalana Panijpan	0.73%
	Total	100.00%

3. General characteristics and types of the transaction.

Characteristics of the transaction: TV Direct Public Company Limited will co-invest in the project of Optical Distribution Network (ODN) in part of

Home Passed (the “**Project**”) with First Mile Company Limited, a service provider for telecommunication network and mobile phone. First Mile Company Limited focuses on installing intermediary system for fiber service providers, in cooperation with over 50 real estate developer, to make optical fiber system as intermediary in the period between the implementation of a new project and system development. At present, the installations are implemented in over 14,000 projects, 2,500 buildings, and 500,000 households.

In this regard, the Company will co-invest in the project of Optical Distribution Network (ODN) in part of Home Passed installed in 451 buildings in Bangkok and vicinity.

Total value of consideration: 200,000,000 Baht (two hundred million Baht)

Basis for the value of consideration: The Company determines the total value of consideration of the co-investment in the Project with First Mile Company Limited to be in accordance with the agreed price by referring to the bidding price for the installation contract expected to be paid by the Company to create the assets at present (Replacement Cost).

Payment method: Full payment on the investment date.

Source of funds: Working capital of the Company.

4. Transaction size

- (1) Value of the Net Tangible Assets (NTA): Cannot be calculated because there is no share acquired.
- (2) Net Operating Profits: Cannot be calculated because there is no share acquired.

- (3) Total Value of Consideration Paid or Received: = Value of transaction paid or received x 100 / Total assets of the Company
= 200 million Baht / 1,342.33 million baht
= 14.90 %
- (4) Value of Shares Issued for the Payment of Assets: Cannot be calculated because no securities are issued for payment of assets.

Such transaction is considered an acquisition of assets under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and its amendments, 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, 2004, and its amendments (“Notification of Acquisition or Disposition of Assets”), with its highest size of 14.90 percent based on the total value of consideration. Combining with the transaction size of the acquisition of investment fund in a new subsidiary and the investment in Nasket Retail Company Limited, the transaction therefore has a size of 17.89 percent. Together with the combination of the transaction size acquired in the past 6 months, a total value of the transaction size is equal to 25.18 percent. The transactions made over the past 6 months include the investment in Bitcoin mining, co-investment in the project of Node Validator, the investment in cryptocurrency as a validator in Proof of Stake, the acquisition of shares in ABPO Company Limited from minor shareholders, and the establishment of TV Direct Company Limited, which has a transaction size of 7.46 percent based on the total value of consideration. As the total transaction size has a value between 15 percent and 50 percent, according to the audited consolidated financial statements ended as at March 31, 2022, it is classified as a Class 2 transaction under the Notification of Acquisition or Disposition of Assets, which makes the Company obliged to disclose the transaction to the Stock Exchange of Thailand forthwith and send a circular notice to shareholders within 21 days as from the date of disclosure of the transactions to the Stock Exchange of Thailand.

Calculation of the transaction size of investment fund in the past 6 months.

Date	Transaction	Transaction size (percent)			
		NTA	Net profit	Value of consideration	Share value
May 30, 2022	Investment in Bitcoin mining business	-	-	1.86	-
May 30, 2022	Co-investment in the project of Node Validator	-	-	1.12	-

May 30, 2022	Investment in cryptocurrency as a validator in Proof of Stake	-	-	1.12	-
May 30, 2022	Investment in ABPO Company Limited	10.07	-	3.29	-
May 30, 2022	Investment in subsidiary (TV Direct Company Limited)	-	-	0.07	-
June 23, 2022	Investment in subsidiary (Xpresso Company Limited)	-	-	2.23	-
June 23, 2022	Co-investment in the project of Optical Distribution Network (ODN) in part of Home Passed.	-	-	14.90	-
June 23, 2022	Investment in Nasket Retail Company Limited	4.63	-	0.59	-
Total transaction size		14.70	-	25.18	-

5. Benefits expected to be generated to the Company

The co-investment in the project of Optical Distribution Network (ODN) in part of Home Passed installed in 451 buildings in Bangkok and vicinity with First Mile Company Limited will provide the Company the right to access the Optical Distribution Network in part of Home Passed, which helps expand the distribution channels of the Company and its subsidiaries through the said network. The Company will also receive revenue sharing from the investment in the project by the Project Owner who manages the Optical Distribution Network (ODN) at the rate of 3,200,000 Baht per month (excluding taxes and related fees), totaling 108 installments, representing a total revenue share of not less than 345.6 million baht over a period of 9 years.

Furthermore, the investment in the project will increase business partners of the Company and its subsidiaries in the telecommunication infrastructure sector, and acquire more knowledge and other business opportunities in addition to the current business. Such advantages are therefore in line with the Company's plan and policy, which aim to expand the investment into several businesses. This also creates an opportunity to expand the customer base and build up distribution channels of the B2C companies, such as TVD Direct's products, TVD Broker's insurance, Food Orderly's food, etc.

In addition, the Company can expand its business through D2C (Direct-to-Customer) strategy to gain direct access, without intermediaries, to customers, who live in buildings in various segments depending on the price level of real estate project, which is the installation and administration of the Optical Distribution Network by First Mile Company Limited. At present, the installations cover in over 14,000 projects, 2,500 buildings, and 500,000 households and are expected to grow in the future. As a result, the companies are able to directly approach the customers without intermediaries and are exposed to the opportunity to generate more sales and profit margins in the long run in the absence of intermediaries as well as being able to enhance personalized marketing and building trust and satisfaction, which will further create brand royalty in the use of the products and services of the companies.

6. Transactions that require approval from relevant agencies

-None-

7. Opinion of the Board of Directors of the Company

This transaction is under the authority of the Board of Directors. The meeting of the Board of Directors No. 8/2022, held on June 23, 2022, considered the information related to the investment with honesty and prudence to protect the interests of the Company. Therefore, the meeting resolved to approve the Company to enter into such transactions as it is reasonable and will consistently generate long-term returns as well as providing the opportunity to create benefits for the Company and shareholders as a whole

8. Opinion of the Audit Committee and / or the Company's directors which is different from the opinion of the Board of Directors in item 7

-None-

The Company hereby certifies that the information contained in this information memorandum is true and correct in all respects and has been prepared with prudence and caution in consideration of the interests of shareholders as a priority. This information memorandum is made for informational purposes only. It is not intended to be an invitation or an offer to acquire or subscribe for securities.

Please be informed accordingly,

Sincerely yours,

(Mr. Songpol Shanmatkit and Mr. Wirasack Wirojwattanakul)

Directors of the Company