



(Translation)

No. SEC. 020/2022

26 July 2022

Subject: Capital increase in a subsidiary

Attention: President

Stock Exchange of Thailand

Dhipaya Group Holdings Public Company Limited (the “**Company**” or “**TIPH**”) would like to inform you that the Meeting of the Board of Director No. 7/2022 on 26 July 2022 resolved to approve a capital increase in TIP Exponential Co., Ltd. (“**TIPX<sup>x</sup>**”), a subsidiary in which the Company holds 100 percent, with the objective of TIPX<sup>x</sup> acquiring the newly-issued shares of Mee Tee Mee Ngerm Co., Ltd. (formally, BCV Biobased Co., Ltd.), which operates the land loan and consignment business and related businesses, in accordance with the following details.

Company Name	Registered and paid-up capital before capital increase	Registered and paid-up capital after capital increase
TIP Exponential Co., Ltd.	THB 10,000,000 (ten million baht only) divided into 1,000,000 ordinary shares, at the par value of THB 10.00 per share (fully-paid-up)	THB 313,000,000 (three hundred and thirteen million baht only), an increase of THB 303,000,000, divided into 31,300,000 ordinary shares, an increase of 30,300,000 shares, at the par value of THB 10.00 per share (fully-paid-up)



As the capital increase is made by Dhipaya Group Holdings Public Company Limited only, the Company, therefore, will continue to hold 100 percent of TIP Exponential Co., Ltd. after the capital increase.

After the capital increase, TIP Exponential Co., Ltd. will increase its capital in Mee Tee Mee Ngern Co., Ltd., of 30,380,000 shares, at the value of THB 303,800,000, at the par value of THB 10.00 per share. The capital increase of Mee Tee Mee Ngern Co., Ltd. is made by every shareholder according to its respective current shareholding. After the capital increase the shareholders of Mee Tee Mee Ngern Co., Ltd. is as follows.

Shareholders	Current Registered Capital THB 20,000,000		Current Registered Capital THB 1,000,000,000	
	No. of shares	Proportion	No. of shares	Proportion
1. Government Savings Bank	980,000	49.00 %	49,000,000	49.00 %
2. TIP Exponential Co., Ltd.	620,000	31.00 %	31,000,000	31.00 %
3. Bangchak Corporation Public Company Limited	400,000	20.00 %	20,000,000	20.00 %
Total	2,000,000	100.00 %	100,000,000	100.00 %

In this regard, the capital increase transaction is not considered a connected transaction, and the transaction value is not required to be disclosed under the Notification of the Capital Market Supervisory Board No. TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, 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 Disposal of Assets, 2004 (including any amendments).



After due consideration of the Regulations of the Stock Exchange of Thailand (BorJor/Ror01-00) Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015) and the Notification of the Capital Market Supervisory Board No. TorChor 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares, the Board of Directors is of the view that the investment with the Government Savings Bank and a partner to set up Mee Tee Mee Ngern Co., Ltd. is necessary and reasonable and that the investment will bring about additional benefits to the Company and the shareholders in the future. The fact that the Government Savings Bank holds 49 percent of Mee Tee Mee Ngern Co., Ltd. and is a major shareholder of the Company does not give rise to any conflict of interest and the shareholding structure is in the best interest of the Company as follows.

1. The investment presents an opportunity for the Company to jointly operate business with the Government Savings Bank to drive the loan business, being the business that the Government Savings Bank has extensive expertise and has a high potential in the competition. The investment, therefore, will bring about benefits to the Company and the shareholders.
2. The investment is in line with the Company's strategic plan according to the business operation structure that includes the investment in other businesses that have potential in generating profits and expansion in order to generate investment returns in the future.
3. The returns on investment will be in line with associated risks and it is the opportunity of the Company to expand its investment in other businesses in the future.
4. The investment in Mee Tee Mee Ngern Co., Ltd. will support the public and the small and medium sized enterprises, in need of liquidity, and plays an important role in supporting the society as a whole. In addition, the investment will generate sustainable returns to the shareholders that is consistent with the concept of investment for sustainable development, by focusing on the business that is based on three aspects: environment, society, and governance (ESG).



Please be informed accordingly.

Yours sincerely,

(Somporn Suebthawilkul, Ph.D.)  
Chief Executive Officer

Strategy and Investment Management  
Telephone no.: 02 239 2200 extension 2636