

FAC/22-043

2 August 2022

Subject The purchase of ordinary shares of Property Aim Solutions Company Limited ([Revise](#))

To The President,
The Stock Exchange of Thailand

Enclosure 1. Information Memorandum on the Acquisition of Assets of Property Aim Solution Company Limited

The Board of Directors' Meeting of Qualitech Public Company Limited (“the Company” or “QLT”) No. 6/2022, held on 1 August 2022, it was resolved to approve the purchase of ordinary shares of Property Aim Solutions Company Limited (“PAS”), a limited company incorporated in Thailand and operates all aspects of real estate management business, totaling 14,700 shares with a par value of THB 100 per share, representing 49.00 percent of the total shares of PAS from (1) TOS Holding Company Limited (“TOS Holding”), amounting to 13,620 shares, representing 45.40 percent of the total shares of PAS and (2) SP Inter law and Consult Company Limited (“SPIL”), amounting to 1,080 shares, representing 3.60 percent of the total shares of PAS (collectively the “Seller”) with a total value of THB 144,550,000 (“PAS’s Ordinary Share Purchase Transaction”). In this regard, the details of the purchase of ordinary shares of Property Aim Solutions Company Limited appear in the Information Memorandum on the Acquisition of Assets of Qualitech Public Company Limited (Enclosure).

The purchase of PAS's ordinary shares is considered an Asset Acquisition Transaction according to 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 dated 31 August 2008 (B.E. 2551) (as amended) 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 dated 29 October 2004 (as amended) (the “Notification of Acquisition and Disposition”), when considering the transaction size for the purchase of PAS's ordinary shares by the method of calculating the transaction size

based on the value basis, the total of the consideration which is the criterion that has the highest results according to the Notification of the Acquisition and Disposition considering from the consolidated financial statements of the Company ending 31 March 2022, which have been reviewed by the certified public accountant. The transaction size is 28.30 percent. Therefore, it is considered the Acquisition and Disposition of Assets transaction, type 2, that is a transaction with a transaction size equal to or higher than 15 percent but lower than 50 percent that occurred in the past 6 months before the acquisition of assets. The Company is obliged to disclose information about the transaction to the Stock Exchange of Thailand (“SET”), with Information Memorandum to type (1) attached to the Notification of the Acquisition and Disposition of Assets and send a notice to shareholders within 21 days from the date of disclosure of Information Memorandum to the SET.

In this regard, the purchase of PAS's ordinary shares is not a connected transaction due to the seller isn't a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transaction dated 31 August 2008 (as amended) 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, 2003 dated 19 November 2003 (as amended) (the “**Notification of connected transactions**”)

In addition, the Board of Directors' meeting resolved to approve the assignment of the Executive Committee, or the person authorized by the Board of Directors has the authority to negotiate, make an agreement, take action, consider scheduling, amend, add details and conditions related to the purchase of PAS's ordinary shares, including but not limited to methods, timing, procedures, signing of share purchase agreements and related contracts memorandum and other documents, as well as any other actions necessary or related to the purchase of PAS's ordinary shares in accordance with the relevant laws for the completion of the transaction.

Best Regards,

(Mr. Sannpat Rattakham)

Chairman of the Board of Directors

Qualitech Public Company Limited

Information Memorandum on the Acquisition of Assets
Of Qualitech Public Company Limited

The Board of Directors' Meeting of Qualitech Public Company Limited (“the **Company**” or “**QLT**”) No. 6/2022, held on 1 August 2022, it was resolved to approve the purchase of ordinary shares of Property Aim Solutions Company Limited (“**PAS**”), a limited Company incorporated in Thailand and operates all aspects of real estate management business, totaling 14,700 shares with a par value of THB 100 per share or 49.00 percent of the total shares of PAS from (1) TOS Holding Company Limited (“**TOS Holding**”), amounting to 13,620 shares, representing 45.40 percent of the total shares of PAS and (2) SP Inter law and Consult Company Limited (“**SPIL**”), amounting to 1,080 shares, representing 3.60 percent of the total shares of PAS (collectively the “**Seller**”) with a total value of THB 144,550,000 (“**PAS’s Ordinary Share Purchase Transaction**”).

The purchase of PAS's ordinary shares is considered an Asset Acquisition Transaction according to 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 dated 31 August 2008 (B.E. 2551) (as amended) 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 dated 29 October 2004 (B.E. 2547) (as amended) (the “**Notification of Acquisition and Disposition**”), when considering the transaction size for the purchase of PAS's ordinary shares by the method of calculating the transaction size based on the value basis, the total of the consideration which is the criterion that has the highest results according to the Notification of the Acquisition and Disposition considering from the consolidated financial statements of the Company ending 31 March 2022, which have been reviewed by the certified public accountant. The transaction size is 28.30 percent. Therefore, it is considered the Acquisition and Disposition of Assets transaction, type 2, that is a transaction with a transaction size equal to or higher than 15 percent but lower than 50 percent that occurred in the past 6 months before the acquisition of assets. The Company is obliged to disclose information about the transaction to the Stock Exchange of Thailand (“**SET**”), with Information Memorandum to type (1) attached to the Notification of the Acquisition and Disposition of Assets and send a notice to shareholders within 21 days from the date of disclosure of Information Memorandum to the SET.

In this regard, the purchase of PAS's ordinary shares is not a connected transaction due to the seller is not a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transaction dated 31 August 2008 (as amended) 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, 2003 dated 19 November 2003 (as amended) (the "Notification of Connected Transactions")

The Company would like to inform the Information Memorandum about entering into such transaction according to the Notification of Acquisition and Disposition of Assets. The details are as follows:

1. Information Memorandum pursuant to type 1

1.1 Transaction Date

After the Board of Directors Meeting No. 6/2022, dated 1 August 2022, it was resolved to approve the Company to enter into the purchase of PAS's ordinary shares. The Company will enter into a share purchase agreement with the Seller (the "Share Purchase Agreement"), and it is expected to operate within August. The Company expects the PAS's Ordinary Share Purchase Transaction to be completed within September 2022 or as mutually agreed by the relevant parties. In this regard, after Conditions Precedent under the Share Purchase Agreement has been completed or been waived or waived by the parties involved various actions have been taken to complete the purchase of PAS's ordinary shares as stipulated in the Share Purchase Agreement. The details of the Conditions Precedent are as follows:

- (1) The Company has been approved by the Board of Directors' Meeting to enter into the transaction for the purchase of PAS's ordinary shares, including entering into any contracts that are related to the purchase of PAS's ordinary shares, including but not limited to Share Purchase Agreements between shareholders.
- (2) The Company has been informed of the results of the legal and financial due diligence of PAS and has not found any significant adverse effects on the purchase of PAS's ordinary shares.

- (3) As of the date of transfer of shares do not have events or actions that happened or were caused or there was a reason that should be expected to happen which may have a material adverse effect on PAS or hinder PAS's acquisition of ordinary shares.
- (4) The seller is approved by the Board of Directors and/or the shareholders' meeting (as the case may be) to enter into the Acquisition of PAS's Ordinary Shares Transaction with the Company, including entering into any contracts or documents relating to the PAS's Acquisition Transaction and all actions related to or in connection with the purchase of PAS's ordinary shares.
- (5) PAS has provided the Company's Articles of Association specifying important matters about Company management and the rights and duties of the shareholders already clearly stated. This includes but is not limited to the appointment and removal of directors.
- (6) PAS has been approved by the Shareholders' Meeting to increase the number of directors and appoint representatives from the Company to serve as directors according to the amount agreed by the parties.
- (7) PAS related companies have prepared a letter of acceptance of outstanding loan debt and delivered it to PAS as evidence of borrowing.
- (8) PAS has complied with the terms and conditions of the trademark license agreement or taken action to obtain an exemption from the parties' compliance with the terms and conditions of such contract; This includes but is not limited to, the transfer of PAS's shares to the Company with the purchase of PAS's ordinary shares, as well as changes in PAS's shareholding. [Any consent or approval, PAS is required to obtain from the licensee.](#)
- (9) Mr. Samphob Bunnak has signed an executive contract to stay in the management position of PAS for a period of at least 5 years.

In this regard, the Conditions Precedent in (9), stating that Mr. Samphob Bunnak has signed an executive contract to hold the executive position of PAS for a period of at least 5 years, is not considered a connected transaction because it is not a transaction between a listed company and a director, executive or major shareholder of a listed company.

1.2 Contractual parties and relationship with the Company

Buyer : Qualitech Public Company Limited

Seller : (1) TOS Holding Company Limited

(2) SP Inter Law and Consult Company Limited

The relationship with the Company : The seller does not have any relationship with the Directors, Executives, and major shareholders of the Company. The seller and the connected person of the seller are not connected person of the Company according to the Connected Transaction Notification.

1.3 General Characteristics and Transaction Size

1.3.1 General Characteristics of the Transaction

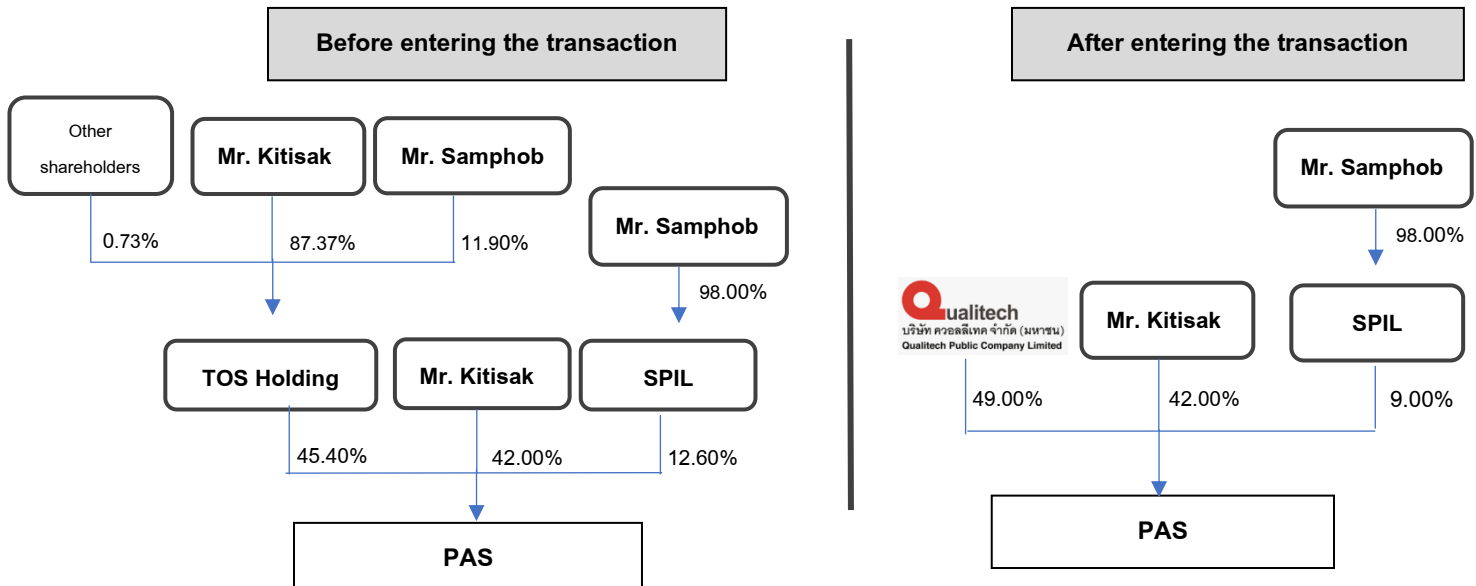
The Company will purchase ordinary shares of PAS in the amount of 14,700 shares with a par value of THB 100 per share, representing 49.00 percent of the total shares of PAS at the price of THB 144,550,000. The details are as follows:

- (a) The Company purchased PAS's ordinary shares from TOS Holding in the amount of 13,620 shares with a par value of THB 100 per share, representing 45.40 percent of the total shares of PAS. The Company will pay the share price of PAS to TOS Holding for THB 133,930,000.
- (b) The Company purchased PAS's ordinary shares from SPIL in the amount of 1,080 shares with a par value of THB 100 per share, representing 3.60 of the total shares of PAS. The Company will pay the share price of PAS to SPIL for THB 10,620,000.

In this regard, as of 31 December 2021 PAS consists of assets and liabilities as follows

As of 31 December 2021	Financial Statements of PAS (THB)
Total assets	55,588,036.98
Total liabilities	39,279,135.44

Shareholding Structure of PAS before and after entering the transaction as follows:



Note: After QLT has entered into the PAS's ordinary shares purchase transaction, the other existing shareholders of PAS are not be the connected persons to QLT.

1. 3.2 Calculation of the Transaction Size

The transaction of purchase of PAS's ordinary shares is categorized as a type 2 of the Asset Acquisition Transaction according to the Acquisition and Disposition Notification with a value equal to or higher than 15 percent but less than 50 percent, which when calculated according to various criteria determined using the maximum value calculated from one of the criteria based on the Company's consolidated financial statements ended 31 March 2022 which has been reviewed by a certified public accountant. It was found that the highest transaction size was 28.30 percent calculated by the total value of consideration criteria. The criterion that has the highest results according to the Acquisition and Disposition Notification. The Company does not have an asset acquisition transaction that occurred in the past 6 months prior to the Acquisition of Assets at this time. Therefore, the Company has the following duties:

- (1) Disclose the Information Memorandum about the Acquisition of Assets to the SET.
- (2) Delivering notification letter to shareholders about the Acquisition of Assets of the Company within 21 days from the date disclose the information to the SET.

The calculation of the transaction size of the Acquisition Transaction has details are follows:

Calculation Method	The Formula Used of Calculation	Transaction Size	Transaction Size (6 months before)	Total Transaction size
1) Value of net tangible assets method	$\frac{(NTA \text{ of investment in the Business} \times \text{proportion acquired or disposed})}{NTA \text{ of the Company}}$	3.03%	-	3.03%
2) Net profits from operating result method	$\frac{(Net \text{ profits of investment in the Business} \times \text{proportion purchased or sold})}{Net \text{ profit of the Company}}$	N/A	-	N/A
3) Total value of consideration method	$\frac{Value \text{ of consideration received or paid}}{Total \text{ assets of the Company}}$	28.30 %	-	28.30 %
4) Value of equity issued as consideration for assets method	$\frac{Number \text{ of equity issued as consideration}}{Total \text{ number of issued equity of the Company}}$	N/A	-	N/A

1.4 Details of assets to be acquired

After the conditions for entering into the transaction on the purchase of ordinary shares of PAS are completed, the Company will purchase 14,700 ordinary shares of PAS, representing 49.00 percent of the total shares of PAS. The important information about PAS are as follows:

(1) Business Information

Company name	Property Aim Solutions Company Limited
Date of incorporation	1 May 2009
Juristic Person Registration No.	0105552042327
Business Type	Business management in all aspects related to real estate. including buying, selling, renting, acting as an agent or broker in real estate services of Office buildings, condominiums and all types of residences, such as

	being a project manager of condominium juristic person, housing project juristic person, condominium juristic person registration, housing registration, and the transfer of ownership of the condominium, etc. The Company is the licensee of the Century 21 trademark that has been granted the right to use the Century 21 mark (franchise) in its business operations.
Office location	161/1 SG Tower, 7 th floor, 701 Ratchadamri Road, Lumpini, Pathum Wan District, Bangkok, 10330
Registered and paid-up capital	THB 3,000,000
Number of register and paid-up shares	30,000 shares
Par value	THB 100 per share

(2) The Board of Directors of PAS as follows:

PAS's Board of Directors		Position
1.	Mr. Samphob Bunnak	Director

Authorized Signatory: One of the Director signs and affixes the Company's seal.

In this regard, after the Company enters into the purchase of ordinary shares of PAS, the Company will appoint 2 persons to serve as directors of PAS.

(3) The shareholders of PAS according to the list of shareholders as of 26 July 2020, are as follows:

PAS's shareholders		Number of shares	Percent of the total shares
1.	TOS Holding Company Limited ^{/1}	13,620	45.40
2.	Mr. Kitisak Jampathipayapong	12,600	42.00
3.	SP Inter Law and Consult Company Limited ^{/2}	3,780	12.60
Total shares		30,000	100.00

Remark :^{/1} TOS Holding Company Limited was incorporated on 22 February 2022 to operate the business of holding shares in other companies. It has a registered capital of THB 900,000, divided into 9,000 shares with a par value of THB 100 per share. The director is Mr. Kitisak Jampathipayapong. The details of shareholders according to the shareholders as of 27 July 2022 are as follows:

Shareholders		Number of shares	Percent of the total shares
1.	Mr. Kitisak Jampathipayapong	7,863	87.37
2.	Mr. Samphob Bunnak	1,071	11.90
3.	Mr. Suradej Tangsathianchaikun	66	0.73
Total shares		9,000	100.00

²SP Inter Law and Consult Company Limited was registered on 20 May 2021 to engage in the legal business. It has a registered capital of THB 1,000,000, divided into 10,000 shares with a par value of THB 100 per share. The director is Mr. Samphob Bunnak. The details of shareholders according to the shareholders as of 20 May 2021 as follows:

Shareholders		Number of shares	Shareholding Percentage
1.	Mr. Samphob Bunnak	9,800	98.00
2.	Mrs. Sawika Phuangphaiboon	100	1.00
3.	Miss Pinthip Chanthong	100	1.00
Total shares		10,000	100.00

In this regard, after the Company entered the purchase of PAS's ordinary shares, shareholders and the Board of Directors will be as follows:

The PAS's shareholders after the purchase of ordinary shares of PAS

PAS's shareholders		Number of shares	Shareholding Percentage
1.	Qualitech Public Company Limited	14,700	49.00
2.	Mr. Kitisak Jampathipayapong	12,600	42.00
3.	SP Inter Law and Consult Company Limited	2,700	9.00
Total shares		30,000	100.00

The PAS's Board of Directors after the purchase of ordinary shares of PAS

PAS's Board of Directors		Position
1.	Mr. Samphob Bunnak	Director
2.	Mr. Nick Thanapoomikul	Director
3.	Mr. Thitiwat Teerakulthanyaroj	Director

Authorized Signatory : Two-thirds of the Directors sign and affixed the Company's seal

(4) Summary of Financial Information and Operating Results of PAS, the details are as follows:

Statement of Financial Position (Unit : Million Baht)	As of 31 December			
	2018 Audited	2019 Audited	2020 Audited	2020 Audited
Assets				
Cash and cash equivalents	2.10	1.64	1.53	0.82
Trade and other current receivables	21.15	25.50	11.25	8.51
Trial payments and loans to related companies	4.13	4.57	26.31	38.91
Others current assets	7.22	8.16	5.57	0.03
Total current assets	34.60	39.87	44.66	48.26
Vehicles, improvement, and office equipment	4.39	4.77	3.97	3.16
Income tax assets	-	-	-	2.42
Collateral deposit	-	-	0.92	0.92
Total non-current assets	0.81	0.81	0.81	0.81
Others non-current assets	5.21	5.58	5.71	7.32
Total assets	39.80	45.46	50.37	55.59
Liabilities and shareholders' equity				
Liabilities				
Bank overdrafts and bank loans	1.27	1.28	1.20	1.17
Trade and other current payables	6.18	4.07	4.19	8.35
Current portion of lease liabilities	3.37	3.31	3.33	3.91
Others current liabilities	7.72	10.66	8.41	6.88
Total current liabilities	18.55	19.31	17.13	20.32

Statement of Financial Position (Unit : Million Baht)	As of 31 December			
	2018 Audited	2019 Audited	2020 Audited	2020 Audited
Long-term bank loans	6.05	3.98	5.72	5.04
Employee benefit obligations	-	-	-	12.12
Account payable – hire of property	-	2.78	2.24	1.79
Total non-current liabilities	6.05	6.76	7.96	18.96
Total Liabilities	24.60	26.07	25.09	39.28
Shareholders' equity				
Authorized share capital	3.00	3.00	3.00	3.00
Issued and paid-up ordinary shares	3.00	3.00	3.00	3.00
Accumulated retained earnings	12.21	16.39	22.28	13.31
Total shareholders' equity	15.21	19.39	25.28	16.31
Total liabilities and shareholders' equity	39.80	45.46	50.37	55.59

Statement of Profit or Loss and Other Comprehensive Income Unit : Million Baht	As of 31 December			
	2018 Audited	2019 Audited	2020 Audited	2020 Audited
Revenue from services	120.27	146.82	156.60	168.37
Other income	0.91	0.31	0.01	1.24
Total revenue	121.18	147.13	156.61	169.61
Cost of sales and services	87.16	105.12	113.64	123.97
Gross profit	33.11	41.70	42.96	44.40
Operating expenses	28.85	35.04	33.77	35.67
Income (loss) before interest and income taxes	5.17	6.97	9.20	9.91
Interest expenses	0.93	0.96	0.76	0.77
Withholding tax	-	-	-	(8.08)
(Expenses) Corporate tax income	1.22	1.83	(2.55)	(2.03)
Net income (loss)	3.02	4.18	5.89	(0.97)

1.5 Total value of the consideration and the payment terms

1.5.1 Total value of the consideration

The purchase of 14,700 ordinary shares of PAS with a par value of THB 100 per share or representing 49.00 percent of the total shares of PAS will have a total consideration of THB 144,550,000. The Company will pay the total value of such consideration to the seller with the whole amount of cash.

1.5.2 Payment Conditions

The Company will pay the purchase price to the seller in the total amount of THB 144,550,000. The details are as follows:

(1) The Company will pay a deposit of THB 30,000,000 on the date that the parties sign the Share Purchase Agreement. The deposit shall be deemed to be part of the payment for the purchase of shares. **However, if the transfer of shares does not occur as specified in the share purchase agreement, The seller agrees to return the deposit to the buyer in full amount including with interest, as the case may be.**

(2) The Company will pay THB 90,000,000 on the date that all the Conditions Precedents under the Share Purchase Agreement are completed or have been waived or waived by the parties involved and various actions have been taken to complete the transfer shares to the Company as stipulated in the Share Purchase Agreement.

(3) The Company will pay THB 24,550,000 within 45 days from the date of completion of the transfer of shares to the Company.

1.6 Value of Assets Acquired

After entering into the purchase of ordinary shares of PAS, the Company will be ordinary shareholders of PAS in the amount of 14,700 shares with a par value of THB 100 per share, representing 49.00 percent of the total shares of PAS. The Company will receive from the transaction will have a value equal to the total value of consideration in No. 1.5.1.

1.7 Basis used to determine the value of consideration

The value of consideration for the purchase of PAS ordinary shares is the price determined by negotiation and mutual agreement of the parties and based on the discounted cash flow approach (DCF). It is based on past performance and projected growth of PAS. The Company considers that the valuation approach is a method that can reflect PAS's ability to generate cash flows. (Discounted Cash Flow Approach: DCF), assessed by Fin Plus Advisory Company Limited, a financial advisor approved

by the SEC. the PAS's cash flow projection is a projection of future revenues and profits based on the ability to conduct business in the past and forecast future situations and the discounted cash flow is based on the Cost of Capital of approximately 7.43 percent to 8.34 percent. In this regard, the fair value is between THB 267.20 million – THB 310.96 million or THB 8,960.73 – THB 10,365.44 per share.

In 2021, PAS has shareholders' equity of THB 16.27 million or book value of THB 542.40 per share.

1.8 Source of funding for this purpose

The Company will use cash flow within the Company.

1.9 Expected benefits to the Company

This will help the Company increase in business potential and expand its business operations in the form of a property management service provider, property management consulting, project feasibility study, condominium registration and condominium juristic person, housing registration, transfer of ownership of residential condominium, and rental management which increase the current nature of the business group. This will result in increased revenue and strengthen the Company's financial position as well as diversify the risks of the Company's business operations to be more diversified.

1.10 Opinion of the Company's Board of Directors

The Board of Directors' meeting considered that Entering into the purchase of PAS's ordinary shares will cause diversification of the Company's business operations and this will also help strengthen the Company's stable revenue growth in the future. In addition, the purchase and acceptance price of PAS shares is set for a total value of approximately THB 144,550,000. It was appropriate and reasonable because in determining the value of such consideration, there is a pricing rule based on the fair value valuation using the Discounted Cash Flow method based on key assumptions, namely past performance and the potential for future revenue and profit growth, etc.

1.11 Counter opinion of the Audit Committee and/or Directors of the Company which is different from No. 1.10

The audit committee has as opinion in line with the opinion of the Company's Board of Directors, as details in No. 1.10

2. Responsibilities of the Board of Directors for Information Memorandum

The Board of Directors is responsible for the information stated in the Information Memorandum sent to the Shareholders. In this regard, the Board of Directors has carefully reviewed the information in this Information Memorandum. and hereby certifies that the information in this information memorandum is true, complete, and without any false statements. There is no omission of material facts which are required or required to be stated as well as not having messages that cause other people to be misleading.

3. Opinion of Independent Directors

- None –

4. Financial projections for the current year (if any) stating the assumptions on trade, economy, industry, and the figures were reviewed by a certified public accountant, and the independent financial advisor's opinion that the projection of the operating results was prepared based on the careful

- None –

5. Substantive lawsuits or claims are in progress.

The Company has litigation lawsuits arising from employment as of 31 March 2022 and 31 December 2021, amounting to THB 3.06 million and THB 1.87 million, respectively. Currently, such cases are under the court's consideration. The Company's management believes that the outcome of the lawsuit does not materially affect the Company's financial position.

6. Benefits or related transactions between listed companies and directors, executives and shareholders who directly or indirectly hold shares of 10 percent or more, specify the nature of the transaction or benefits.

- None -