

IR65/016

9 August 2022

Subject: Acquisition of Shares in PRTR Public Company Limited ([Additional Information](#))
 To: Managing Director
 Stock Exchange of Thailand

Jaymart Public Company Limited (**the "Company"**) would like to inform that the Company entered into a share purchase agreement with PRTR Public Company Limited ("**PRTR**") (PRTR is a company that engages in the business of providing personnel recruitment services and providing comprehensive HR Outsourcing services and is in the process of applying for permission to issue and offer for sale of newly issued shares for initial public offering (Initial Public) Offering – IPO)). Accordingly, the Company agrees to purchase 90,000,000 shares of PRTR, representing 15% of the total issued shares of PRTR after IPO, from the three existing shareholders of PRTR ([Mr. Paul David Chaundry](#), [Ms. Jaruwat Panichcharoen](#) and [Mr. Richard Hugh Bennett](#)) at a price equal to the IPO price, according to the Board of Directors Meeting No. 6/2022, convened on July 22, 2022, approved in principle the Company to purchase shares of PRTR from such sellers [and approved to signed Share Purchase Agreement on 9 August 2022](#). The Company will purchase such shares on the first day that PRTR shares are traded on the Stock Exchange of Thailand. After that, it is done through the trading of major securities (Big-Lot Board) and will proceed to pay the shares according to the procedures specified by the Stock Exchange of Thailand.

In this acquisition of PRTR's shares, the Company must enter into an agreement with PRTR. Accordingly, there is an essential matter as follows:

Subject	Essence of the MOU
1	After shareholding, the Company agrees that all shares of PRTR that it owns are prohibited from selling following the Regulation of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015). Also, the whole amount of PRTR's shares will be deposited in a securities trading account with KGI Securities (Thailand) Public Company Limited.
2	Throughout the period the Company holds shares in PRTR in the proportion of at least 10% of PRTR's total paid-up shares after the capital increase and initial public offering, the Company will have the right to nominate a person to be appointed as a director of PRTR.

Subject	Essence of the MOU
3	As long as the Company remains a major shareholder and within one year from the termination of being a major shareholder of PRTR, the Company agrees not to engage in the same nature or it is competing with PRTR's business in Thailand in any manner. It does not include cases where the Company buys shares or holds shares in any company listed on the Stock Exchange of Thailand or the Market for Alternative Investment (MAI).

The Board of Directors has considered the potential in business and the performance of PRTR as a leader in HR One-Stop Service to fully meet customers' needs. In addition, PRTR focuses on outsourcing services and the development and adoption of technology to support efficiency in human resource management. Therefore, there is considering the benefits of doing business with Jaymart Group in the future to create a Synergy Ecosystem in retail, finance, and technology.

Such transaction is considered an asset acquisition transaction of the Company under the Notification of the Capital Market Advisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547 (and its amendments) (**the Notification on Acquisition or Disposition**). However, since the trading price is the same as the IPO price, it has not yet been determined. Therefore, the Company will proceed according to the Notification Re: Acquisition or Disposition procedures once PRTR's IPO price is known.

However, the approved of investment budget which the Board of Directors No.6/2022 can be calculated the size of asset acquisition transaction of the Company as followings:

	Criteria	Methodology	Size (%)
1	Based on the value of NTA	$\frac{(\text{Share proportion acquisition} \times \text{NTA PRTR}) * 100}{\text{NTA JMART}}$	0.273
2	Based on Net Operating Profits	$\frac{(\text{Share proportion acquisition} \times \text{Net Profit PRTR}) * 100}{\text{Net Profit JMART}}$	2.137
3	Based on total value of consideration paid of received	$\frac{\text{Value of Transaction Paid Based on Budget} * 100}{\text{Total Asset JMART}}$	3.223
4	Based on value of equity shares issued for the payment of assets	Not Applicable	n.a.

The size of this transaction combined with the last 6-month transaction was 4.323% which less than 15%. In addition, the aforementioned three existing shareholders of PRTR are not counted as a connected person of the Company as prescribed by the SET and SEC regulatory. For the investment budget for this transaction if the

transaction size is above the investment budget approved the Company will propose to the Board of Director to get approval before the transaction occurs.

Please be informed accordingly.

Sincerely Yours

(Ms. Ladda Waruntharakul)

Company Secretary