



(Translation)

AF.029/2022

11 August 2022

Subject Debt settlement to the connected company

To Managing Director

The Stock Exchange of Thailand

According to the Board of Director Meeting of Pan Asia Footwear Public Company Limited (“Company” or “PAF”) No. 4/2022 which held on 11 August 2022 the Board of Directors has resolved to approve the connected transaction an asset or service transaction as the following details:

1. Date of transaction occurs : : Within August 2022

2. The parties involved :

Transferor : Pan Asia Footwear Public Company Limited [PAF]

Addressee : Advantage Footwear Company Limited [AVF]

Relationship : PAF hold shares in AVF 84.25% / Co-Director

Directors of Advantage Footwear Company Limited

Director		Position - AVF	Position - PAF
1.Mr. BOONKIET	CHOKWATANA	Chairman	Chairman and Chief Executive Officer
2.Mr. SOMMAT	KHUNSET	President	Managing Director
3.Mr. WICHIT	PRAYOONWIWAT	Director	Director
4.Mr. THANET	KAENCHAN	Director	- N/A -
5.Mr. PAYUNG	MILINTANOOCH	Director	- N/A -

Shareholder of Advantage Footwear Company Limited (Total 3,670,000 shares)

Company	Shares	%	Company	Shares	%
1. Pan Asia Footwear Plc.	3,091,875	84.25	9. Far East Advertising Plc.	13,875	0.38
2. Mr.Boonkiet Chokwatana	222,001	6.05	10. Vitayasithi Co.,Ltd.	13,875	0.38
3. Sinparadorn Co.,Ltd.	208,125	5.67	11. Thai Wacoal Plc.	13,875	0.38
4. Ramasorn Thaveekarn Co., Ltd.	23,125	0.63	12. Sariraporn Co.,Ltd.	9,250	0.25
5. Ppathanapatr Co.,Ltd.	23,125	0.63	13. Other	6	0.00
6.I.D.F Co.,Ltd.	23,118	0.63			
7. S&J International Enterprises Plc.	13,875	0.38			
8. Vira Law Office Co.,Ltd.	13,875	0.38			

3. General Terms and Conditions of the Transaction. :

3.1 According to the Company approval loans from Advantage Footwear Company Limited in 2016 amount 40 Million Baht and 2019 amount 10 Million Baht Interest Rate 2.50% p.a. As at 30 June 2022 Outstanding loans 32.00 Million Baht

3.2 Debt repayment by transferring shares of Modern Technology Component Company Limited (MTC) Amount 649,599 shares 26.17 baht per share total amounting to 17,000,005.83 baht (according to the financial statements as of June 30, 2022, which have been reviewed by the auditor)

3.3 Shareholder Proportion of Modern Technology Component Co., Ltd.

Shareholder	Before		After	
	Shares	%	Shares	%
Pan Asia Footwear Public Co.,Ltd.	1,111,098	55.55%	461,499	23.07%
Pontex (Thailand) Co., Ltd.	888,895	44.44%	888,895	44.44%
Advantage Footwear Co.,Ltd.	-	-	649,599	32.48%
Other	7	0.00%	7	0.00%
Total	2,000,000	100.00%	2,000,000	100.00%

4. The total value of the Transaction and the criteria of evaluation of the Transaction. :

Net intangible assets (NTA) as at 30 June 2022 570,247 Thousand Baht

Transaction size of transfer of shares to pay debts to AVF 2.98 % of NTA

5. Objective of transaction : In order to reduce the debt burden and interest payment

6. Interested directors not attend the meeting and not vote : - 3 Directors not vote -

7. Opinions by the company's Board of Directors : The Board of Directors considered and has opinions that this transaction is reasonable and beneficial to the company in order to reduce the debt burden and interest payment.

8. Opinions by The Audit Committee and/or company directors significantly different from those by the Board of Directors : - None -

9. Transaction Type :

The Transaction as stated above would be within scope of the related transaction according to the Notification of the Capital Market Supervisory Board 21/2008 Re: Rules and regulations on connected transactions and Notification of the Stock Exchange of Thailand Re: Opinion of Financial Advisors Concerning Connected Transactions, 2003 in categories of related transactions on type an asset or service transaction which has the transaction value more than 1 Million Baht but less than 20 Million Baht or to by more than 0.03% but less than 3% of NTA (3% of NTA = 17.11 Mb.)* whichever is higher. This transaction must be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand but need not approval by the General Shareholders Meeting.

*Data from the financial statements on 30 June 2022, which has been reviewed by the auditor

Please be informed accordingly.

Yours faithfully,

(Mr. Sommat Khunset)

Managing Director