

MBK 071/2022

September 16, 2022

Subject : Information Memorandum on Acquisition and Disposition of Assets and Connected Transactions
of the MBK Public Company Limited (MBK)

Attention : President of the Stock Exchange of Thailand

MBK Public Company Limited (MBK) would like to inform that the Board of Directors' meeting of MBK no.9/22, on September 7, 2022 has approved in principle, MBK to sell debenture of Siam Piwat Company Limited (SPW) to Thanachart Capital Public Company Limited (TCAP). The details are as follows:

1. Transaction Date
September 16, 2022
2. Parties Involved
 - 2.1 Purchaser
Thanachart Capital Public Company Limited (TCAP)
 - 2.2 Seller
MBK Public Company Limited (MBK)
3. Status of parties
 - 3.1 Purchaser
Status of TCAP
The major shareholders which MBK
 - 3.2 Seller
Status of MBK
The major shareholders which TCAP
4. Characteristic of Transaction
 - 4.1 Type of debentures to sell
Debentures of Siam Piwat Company Limited
(Perpetual Bond)
 - 4.2 Type of business
Property management for commerce
 - 4.3 Detail of debentures

Name of debentures	Subordinated Perpetual Debentures of Siam Piwat Company Limited No. 1/2022 Payable upon Dissolution with the Issuer's Right to Early Redemption and Unconditional Interest Deferral (SPW22PA)
Type of debentures	Named-Registered, Unsecured, Unconvertible and Subordinated Perpetual Debentures with Bullet Payment upon Dissolution of the Issuer or upon the Exercise of the Issuer's Early Redemption Right pursuant to the Terms and Conditions, with the Issuer's Sole Right to Unconditional Interest Deferral and Cumulative Interest and with a Debenture holders' Representative and the Issuer's Right to Early Redemption

Issue date	August 10, 2022
Tenor (years)	Perpetual with call option from year 5 onwards
Credit rating	Issuer Rating: A-(Stable) and Issue Rating of the Debentures: BBB (Stable) on June 30, 2022 by TRIS Rating Company Limited
Number of units sell	100,000 Unit
Par value per unit	THB 1,000.00
Accrued Interest per unit	THB 5.57534
Selling price per unit	THB 1,005.57534
Total settlement value	THB 100,557,534
Method for calculating selling price	Par value plus accrued interest
Purpose of transaction	Some debentures are being sell in order to manage investments more properly

5. Characteristics and scope of interests of connected persons when agreeing to enter into the connected transaction

TCAP GROUP is a major shareholder of MBK GROUP holds 24.16% of its paid-up capital and MBK GROUP is shareholder of TCAP GROUP holds 11.64% of its paid-up capital

6. Connected transaction which calculated from the financial statement as of June 30, 2022

6.1 Selling price amount of THB 100,557,534

6.2 The connected transaction size is 0.4896% of NTA

In addition, in the past 6 months, the Company and its subsidiaries has transactions with TCAP and those related to TCAP, the total connected transaction volume was 0.519% of NTA

7. The directors who have interests and did not vote in the Board of Directors' meeting no.9/22 on September 7, 2022

7.1 Mr. Banterng Tantivit

7.2 Mr. Suphadej Poonpipat

8. The Board of Directors' opinions and the Audit Committee's opinions

The Board of Directors and the Audit Committee have same opinions that MBK Public Company Limited (MBK) to sell debenture of Siam Piwat Company Limited (SPW) to Thanachart Capital Public Company Limited (TCAP), some debentures are being sell in order to manage investments more properly. Moreover, the transaction is beneficial to the company at a reasonable price, close to the price calculated by ThaiBMA.

9. Calculation of the Acquisition and Disposition of Assets

As the Disposition of debentures of Siam Piwat Company Limited (SPW) to Thanachart Capital Public Company Limited (TCAP) , it can be considered that MBK acquire or dispose assets, according to the Notification of the Board of Governors of the Stock Exchange of Thailand regarding the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets. The determination of the value for consideration is total value of consideration from the assets acquired or disposed in comparison to the total asset value of the listed company or of the company and its subsidiary, as the case may be, equals to 0.1819% (calculated from the financial statement as of June 30, 2022), therefore it is considered the transaction that does not have to be disclosed because it does not reach the requirement as specified by the Notification of the Capital Market Supervisory Commission No. Tor Chor 20/2551 regarding Rules and Regulations of on the Acquisition and Disposition of Assets (as amended), and the Notification of the Board of Governors of The Stock Exchange of Thailand regarding Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposition of Assets, 2004 (as amended).

Please be informed accordingly.

Sincerely yours,

(Mr. Suvait Theeravachirakul)

President and CEO

“MBK Public Company Limited does not have policy in allowing employees, contractors, and adherents of the Company to solicit or receive money, gifts, or any other form of benefits from you or your related parties, including to execute or pursue any action that may be deemed as bribery”