

MBK 080/2022

October 19, 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 Insurance Public Company Limited (TNI) and T Life Assurance Public Company Limited (T Life). The details are as follows:

1. Transaction Date
October 19, 2022
2. Parties Involved
 - 2.1 Purchaser
Thanachart Insurance Public Company Limited (TNI)
T Life Assurance Public Company Limited (T Life)
 - 2.2 Seller
MBK Public Company Limited (MBK)
3. Status of parties
 - 3.1 Purchaser
 - Status of TNI
A subsidiary which TCAP holds 50.96%
of its paid-up capital
 - Status of T Life
A subsidiary which TCAP holds 100.00%
of its paid-up capital
 - 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

Listing	Sell Debentures to TNI	Sell Debentures to T Life
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)	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	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	August 10, 2022
Tenor (years)	Perpetual with call option from year 5 onwards	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	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	247,000 Unit	98,000 Unit
Par value per unit	THB 1,000.00	THB 1,000.00
Accrued Interest per unit	THB 10.54795	THB 10.54795
Selling price per unit	THB 1,010.54795	THB 1,010.54795
Total settlement value	THB 249,605,343.65	THB 99,033,699.10
Method for calculating selling price	Par value plus accrued interest	Par value plus accrued interest
Method of selling	Trading through a bond brokerage	Trading through a bond brokerage

Listing	Sell Debentures to TNI	Sell Debentures to T Life
Purpose of transaction	some investment in debentures is being sell in order to manage investments properly	some investment in debentures is being sell in order to manage investments 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 348,639,042.75

6.2 The connected transaction size is 1.6974% 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 2.1993% 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 Insurance Public Company Limited (TNI) and T Life Assurance Public Company Limited (T Life), some investment in debentures is being sell in order to manage investments more properly. Moreover, the transaction is beneficial to the company at a reasonable price according to yield is based on price the Thai Bond Market Association (Thai BMA)

9. Calculation of the Acquisition and Disposition of Assets

As the Disposition of debentures of Siam Piwat Company Limited (SPW) to Thanachart Insurance Public Company Limited (TNI) and T Life Assurance Public Company Limited (T Life), 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 0.6306% (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”