

No. KISS 012/2022

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Subject: The subscription of newly issued preferred shares in Hibiocy Co., Ltd., which is an asset acquisition by the Company, and the partial waiver of preferred share subscription in Hibiocy Co., Ltd., which is asset disposal by the Company

To President
Stock Exchange of Thailand

Rojukiss International Public Company Limited (“the Company”) would like to notify that on 19 October 2022, the Company has subscribed and partially waived to subscribe for newly issued preferred shares of Hibiocy Co., Ltd. (“HIB”), a subsidiary company in which Company holds 50.93 percent of all issued shares. HIB is a private limited company incorporated under the law of Thailand. The details could be summarized as follows:

1. The Company has subscribed for the newly issued preferred shares of HIB, which is a subsidiary of the Company as the Company held ordinary shares of HIB in the proportion of 50.93 percent prior to this share subscription. In this regard, the Company has additionally subscribed for 1,150 newly issued preferred shares, having a par value of THB 100 per share, representing 1.01 percent of the total shares sold after the increase of capital of HIB, at the subscription price of THB 100 per share or equivalent to THB 115,000. (“Preferred Share Subscription Transaction”).
2. Pursuant to the Civil and Commercial Code, HIB has an obligation to offer such newly issued preferred shares to the Company in proportion to the total amount of shares held by the Company in HIB. Based on the calculation of HIB’s current shareholding ratio, whereby the Company holds 50.93 percent, HIB had offered the newly issued preferred shares to the Company in the amount of 6,089 shares. However, the Company only subscribed for 1,150 newly issued preferred shares. The Company, therefore, partially waived its pre-emptive right to subscribe to the newly issued preferred shares in the amount of 4,939 shares for other shareholders in HIB at the subscription price of THB 100 per share or equivalent to THB 493,900 (“Preferred Share Subscription Waiver Transaction”).

After the consummation of all transactions above, the Company currently holds preferred shares and ordinary shares in HIB, in total, representing 46.60 percent of all paid-up shares after HIB’s increase of capital. However, the total voting right of the Company in HIB is equivalent to 50.99 percent of the total voting rights of all shareholders after HIB’s increase of capital. As a result, HIB remains as a subsidiary of the Company and the Company continues to have control over HIB, whereby board of directors and management in HIB remain unchanged.

(The Preferred Share Subscription Transaction and Preferred Share Subscription Waiver Transaction are collectively referred to as the “**Transactions**”).

The Preferred Share Subscription Transaction is considered as an acquisition of asset and the Preferred Share Subscription Waiver Transaction is considered as a disposal of asset pursuant 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 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 Asset B.E. 2547 (as amended) (the “**Notifications on Acquisition and Disposition**”).

The size of the asset acquisition transaction of the Company, namely, the Preferred Share Subscription Transaction has a maximum size equal to 0.45 percent calculated based on the value of net tangible assets criteria (according to the latest consolidated financial statements of the Company audited by the certified auditor, as of June 30, 2022). Moreover, the Company had other assets acquisition transactions in the past 6 months prior to this transaction, the aggregate size of the acquisition transactions is 1.95 percent calculated based on the value of net tangible assets criteria. Thus, after accumulating the size of the acquisition transactions in the period of the past 6 months, the Preferred Shares Subscription Transaction will be equivalent to 2.40 percent calculated based on the value of net tangible assets criteria, which is less than 15 percent. As a result, the Company is not required to disclose information in relation to the transactions to the Stock Exchange of Thailand (“**SET**”) under the Notifications on Acquisition and Disposition.

Furthermore, the size of the assets disposition transaction of the Company, namely, the Preferred Share Subscription Waiver Transaction has a maximum size equal to 1.93 percent, calculated based on based on the value of net tangible assets criteria (according to the latest consolidated financial statements of the Company audited by the certified auditor, as of June 30, 2022). The Company has no other assets disposition transactions in the past 6 months prior to this transaction. Thus, the size of the disposition transactions in the period of the past 6 months, the Preferred Shares Subscription Waiver Transaction is equivalent to 1.93 percent, calculated based on based on the value of net tangible assets criteria, which is lower than 15 percent. Therefore, the Company is not required to comply with the requirements under the Notifications on Acquisition and Disposition.

In addition, HIB and the existing shareholders of HIB are not connected persons of the Company which will cause the Transactions to be regarded as a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions 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, B.E. 2546 (as amended) in any respect.

Please be informed accordingly.

Yours sincerely,

(Mrs. Worrawan Chaikamnerd)

Chief Executive Officer