



Ref UV no. 006/2023

23 January 2023

Subject: Additional investment in ordinary shares of Stonehenge Inter Public Company Limited and changing the status to a subsidiary of the Company

To: President  
The Stock Exchange of Thailand

Univentures Public Company Limited ("the Company") would like to notify that according to the resolution of the Board of Directors Meeting No. 2/2022-23 held on 17 January 2023, it was resolved to approve that Univentures Capital Company Limited ("UVCAP"), a subsidiary of the Company (the Company holds 100% of UVCAP shares), acquire additional ordinary shares of Stonehenge Inter Public Company Limited ("STI"), a listed company on the Stock Exchange of Thailand and an associated company of the Company, amounting to 72,360,000 shares, representing 12.00% of STI's total paid-up shares, at a price of 5.60 Baht per share, total investment value of 405.22 million Baht from STI's existing shareholders who are not connected persons of the Company. On 20 January 2023, UVCAP completed an additional investment in ordinary shares of STI in accordance with the resolution of the Board of Directors' meeting.

The entering into the transaction is classified as an asset acquisition transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisitions or Disposals 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 Assets B.E. 2547 (2004) (including any amendment thereto) (collectively, "the Notifications on Acquisition or Disposal of Assets"), having the highest transaction size of 13.57%, calculated by applying the net profit basis, based on the audited consolidated financial statements for the year, ended 30 September 2022 of the Company and the reviewed consolidated financial statements for 9-month period ended 30 September 2022 of STI and are not connected transactions since the existing shareholders who sell shares to UVCAP are not connected persons of the Company. When combining the size of other asset acquisition transactions during the past 6 months, the highest transaction size will be 14.66% based on the net profit basis. However, the size of such transaction is less than 15.00% which is not eligible to comply with the Notifications on Acquisition or Disposal of Assets.

In this regard, after the transaction, UVCAP will hold 229,860,000 ordinary shares of STI, representing 38.12% of STI's total paid-up shares, resulting in the Company having control over STI and causing STI to change its status from an associated company to a subsidiary of the Company. Therefore, the Company has a duty to disclose information according to (Bor Jor/Por 11-00) Regulations of the Stock Exchange of Thailand, Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company, B.E. 2560 (2017), Clause 4 (11) "A listed company or its subsidiary acquires or disposes of an investment in another company, which results in that other company becoming, or ceasing to be, a subsidiary of the listed company or its subsidiary".

Please be advised accordingly.

Yours sincerely,

Mr. Pornchai Katejinakul  
Company Secretary