

WR/SET/0001/2566

25 January 2023

Subject Notification of the resolutions of the Board of Directors' meeting regarding the acquisition and disposition of assets of the business

To Director and Manager  
Stock Exchange of Thailand

Regarding to the Board of Directors' Meeting of Warrix Sports Public Company Limited No. 1 for the year 2023 held on January 25, 2023 at 4:30 p.m. regarding the resolution of approval in material matters related to the acquisition and disposition of the company's assets, the details are as follows:

1. The Board of Directors resolved to approve the capital increase in WARRIX Holding PTE. LTD., Singapore in the amount of 30 million baht and the acquisition of Premier Football Company.

**Characteristics and transaction value**

WARRIX Holding PTE. LTD. (Singapore), a subsidiary of the Company, was established to invest in overseas business expansion. Increased capital in the amount of SGD1,200,000 (equivalent to approximately THB 30 million in Thai baht) and acquired all shares of Premier Football, which is currently held by Penu Investments Pte. Ltd. in Singapore. SGD800,000 will be allocated for the acquisition of Premier Football and SGD400,000 for working capital for business use. The transaction is expected to be completed within 1<sup>st</sup> quarter of this year (2023)

The registered capital of WARRIX Holding PTE. LTD. (Singapore) after such capital increase will increase from the amount of SGD662,789 to the amount of SGD1,822,788 million

**Nature of business operations of Premier Football Company**

Premier Football Company has been established for 17 years since 2005, specializing in selling football products such as national and club football shirts. Providing design and ironing services for names, numbers and logos on shirts (commonly known as Flex), as well as selling sports equipment. Merchandise for general football Known as Singapore's No. 2 sportswear and gear retailer, Premier Football is one of two adidas licensed retailers in the country.

Nature of Business of The Company divides into 3 types as follows:

1. Retail with Flagship Store at Suntec City
2. Online retailing via website Lazada and Shopee
3. Wholesale trade through corporate sales both domestically and internationally.

The majority of Premier Football's audience is football fans who follow internationally known football clubs in England, Spain and Italy. make the current customer group There will be groups of tourists who come to buy products at the store as well.

The strength of Premier's business is known for its design and numbering (Flex) services, with a range of products and stock of products. especially adidas products that have the most which responds to marketing plaintiffs for those who play football or like this kind of sport in Singapore

#### **Objectives of the acquisition**

The company aims to expand its retail and wholesale business in Singapore. by bringing the product of the company to sell together with licensed products from the world's leading football clubs This is to increase the variety of product groups. It also increases the opportunity to expand overseas markets around the world. The value of the acquisition is S\$ 800,000.

#### **Benefits to Warrix**

The 100% acquisition will allow the Company to get the right to use the trademark as its history and experience with expertise in merchandising management for a long period of 17 years, including receiving the right to lease the shop space at the Suntec City building, which will be a continuous lease from the previous owner. With an area of 1,565 square feet, Warrix will receive more distribution channels on various social media such as E-commerce Website: online marketplace Lazada Shopee Other social media including Instagram and the most importantly, the company will receive a contract and Documents related to business partners, such as customer databases, both retail and wholesale, both in Singapore. and abroad. It will help business expansion and strengthens the performance to be sustainable in the future. Also, it expects to strengthen the business operation in a comprehensive manner. It can also expand the potential of business growth to attractive markets in the ASEAN region and Europe.

**Source of funds: Working capital of Warrix Sport Public Company Limited.**

2. The Board of Directors has a resolution to approve the purchasing of trademarks and the assets of Fit Junction Company Limited

#### Characteristics and transaction value

Fit Junction Company Limited is a company that operates and designs the business of Fit Junctions Academy curriculum which Warrix is interested in investing in the purchase of trademark rights digital assets and intellectual property of the Fit Junctions brand, with a total transaction value of 5,500,000 baht, and the transaction is expected to be completed by the first quarter of 2023.

#### Nature of the business of Fit Junction Company Limited

Fit Junction Co., Ltd. is Thailand's leading fitness and nutrition consulting institute. It has more than 19 years of experience working in the field of fitness and nutrition. Moreover, it has more than 100 teaching materials via online channels, 1,500 clips and a combined follower of more than 1.6 million people to Khun Fahsai Puengudom, an influential influencer. Massively on social media And who designed the course Fit Junctions Academy is regarded as the best strength for the business. It has an existing customer base that is a group of athletes Sports enthusiasts, health lovers, new generations and working people

#### Investment Objectives

Warrix Sports Public Company Limited plans to continue growing from the clothing and sports equipment business group, also expanding to be a leader in Health Active Lifestyle as it is a potential market. The expansion to all customer groups, including athletes, sports fans, health lovers, new generations and working people, which will help drive the overall performance to grow continuously, which the company will receive in terms of the Facebook trademark. Khun Fah Sai and Fit Junction Instagram YouTube Tik Tok Website Copyright and intellectual property that are wholly owned by Fit Junction Co., Ltd. including customer base.



## Benefits to that Warrix Sport Public Company Limited

Because Khun Fahsai Puengudom is an influencer with many people on social media. He has more than 19 years of experience working in the field of fitness and nutrition and has more than 1,500 clips of teaching materials through various online channels and has a total follower of more than 1.6 million people. The company intends to make Thai people have good health. And pass on knowledge about exercise correctly according to science. With a modern, easy-to-understand teaching style, emphasizing both theoretical knowledge and serious practice. To create real results in every aspect, which will help strengthen the health business of Warrix Sports Public Company Limited with the strength of the Fit Junctions brand, known among athletes, fitness trainer and health lovers. In addition, the company will receive all digital property and intellectual property rights as well, such as various social media channels on Facebook, YouTube, TikTok and websites, etc., including teaching materials in the form of E-books and video clips, which the Company sees an opportunity that will generate income in the form of a Subscription Model through the online channel of the WARRIX brand under the course development by Khun Fahsai and a team of professional trainers. Along with providing services in the sports science center that plans to expand more branches continuously in the future. It is a strong synergy through the Fit Junctions brand business model, together with the enhancement of the service of the Sports Science Center or WARRIX Physiotherapy & Performance Studio, which provides health services, including treatment, rehabilitation, consulting, nutrition knowledge from the team. Licensed Physiotherapist and Professional Trainer with modern medical equipment and specialized courses for various activity groups which is fully open at the Stadium One project, which is preparing to open a second service at the Queen Sirikit National Convention Center soon, The project is expected to generate at least 50 million baht in revenue, which is considered a significant growth from the previous year.

Source of funds: Working capital of Warrix Sport Public Company Limited.

3. The Board of Directors has a resolution to approve the Disposal of all investments in D.Oasis City Co., Ltd. to D.Oasis Studio Co., Ltd.

#### Nature of business of D.Oasis City Company Limited and D.Oasis Studio Company Limited

D.Oasis City Company Limited operates in consulting, designing, developing, trading, renting digital assets, games, applications and supporting technology systems. digital assets Game application by Warrix Sports Public Company Limited holds 19.18% of shares

D.Oasis Studio Company Limited operates in consulting, designing, developing, trading, renting digital assets, games, applications and supporting technology systems, in which Warrix Sports Public Company Limited holds 15% of shares.

Warrix would like to sell all investments in ordinary shares of the 2 companies as follows:

3.1 D.Oasis City Co., Ltd. has a total of 700,000 shares, worth 7,000,000 million baht.

3.2 D.Oasis Studio Co., Ltd. has a total of 150,000 shares worth 1,500,000 million baht.

The sale of investments in both companies will be at cost price. and sold to persons who are not connected to the Company. However, the disposal of investments resulting from the results and business outlook is not as expected. which does not affect the operation of the company in any way and the company will use this investment as working capital in the future.

#### Opinion of the Board of Directors regarding the decision to enter into the transaction

Board of Directors, without any directors having vested interests and/or Directors who are connected persons attended the meeting, considered and deemed appropriate to enter into the transaction on the basis of given information, including acceptable in terms of transaction price and beneficial to the Company as a whole. The transactions are not a connected transactions. The size of the transactions are not categorized as a significant information that must be disclosed in accordance with the criteria for acquisition and disposal of the Company's assets.



Please be informed accordingly.

Best Regards,

Warrix Sport Public Company Limited

Ms. Natthakamon Wongsod

Director and Company Secretary