

No. : B52-2023-05/002
Date : 16 May 2023
Subject : Notification of Resolutions of the Board of Directors Meeting Asset Disposition Transaction
which is a transaction with a connected person
To : The Director and Manager
The Stock Exchange of Thailand

Enclosure 1. Information on the disposition of assets Disposal of Business Transaction (Ordinary Shares) that the Company held in Than Jaidee Money Service Co., Ltd. (TJDM) (100 % subsidiary) in the proportion of 90.1 % and is considered a connected transaction

According to the Board of Directors' Meeting of B-52 Capital Public Company Limited ("Company") No. 3/2023 dated May 16, 2023 has approved the important matters which can be summarized as follows.

1. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the Company to enter into the transaction the business sale transaction (ordinary shares) that the Company holds in Than Jaidee Money Service Co., Ltd. (TJDM) * (subsidiary 100%) in the proportion of 90.1% to Mr. Jirawut Kuwanan who is a shareholder. the company's major The aforementioned transaction is regarded as a connected transaction (which will be a business sale of such company after such company has already increased its registered capital in the amount of 21,000,000 baht).

Remark * Than Jaidee Money Service Co., Ltd. currently has a registered capital and paid-up capital of 5,000,000 baht, consisting of 50,000 ordinary shares with a par value of 100 baht per share held shares to consider approving an increase in the registered capital and paid-up capital in an additional amount of 21,000,000 baht to be a new registered and paid-up capital of 26,000,000 baht

After the capital increase above such company will have registered capital and paid-up capital in the amount of 26,000,000 baht, consisting of 260,000 ordinary shares with a par value of 100 baht per share

In this regard, the Company has hired Capital One Partners Company Limited, a financial advisory firm approved by the Office of the SEC, to assess the fair value of TJDM's business. Financial advisor The Company has evaluated the firm value of TJDM by using the Discounted Cash Flow Approach (DCF) with the intrinsic

value of shareholders' equity equal to 33.64 million baht with sensitivity analysis between 29.76 – 38.27 million baht or equivalent to the value of TJDM. per share between 114.48 – 147.19 baht per share

In addition, the Company will sell 234,260 shares of TJDM, representing 90.1%, to the Buyer at a total price of 30,000,000 baht (thirty million baht), equivalent to a value per share of 128 baht per share.

The disposition of TJDM's ordinary shares is considered a disposition of assets of a listed company. According to the Notification of the Capital Market Supervisory Board No. TorJor. and the announcement of the Board of Governors of the Stock Exchange of Thailand 2547 dated October 29, 2004 and its amendments. And the transaction is considered a transaction with a connected person under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions. and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies on Connected Transactions B.E. 2546, which has a large transaction size. The size of the transaction is more than 20 million baht and more than 3% of the NTA, which requires the company to prepare a report and inform the SET. and seeking approval from the shareholders by appointing an independent financial advisor to provide opinions to the shareholders

Details of the transaction appear in the Information Memorandum on the Disposition of Assets of the Listed Company / and the Connected Transaction. attached herewith.

2. Resolved to approve the date of the Extraordinary General Meeting of Shareholders No. 1/2023 on Wednesday, June 28, 2023 at 10.00 a.m. at the meeting room of B-52 Capital Public Company Limited, 7th Floor, President Tower, No. 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok By means of a meeting via electronic media (E-Meeting) by specifying the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date) on June 1, 2023, with the agenda of the Extraordinary General Meeting No. 1/2023 Shareholders No. 1/2023 as follows:

Agenda 1 To consider and approve the minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023

Agenda 2 To consider and approve the asset disposition transaction Including the transfer of 90.1% of shares in Than Jaidee Money Service Co., Ltd. to related persons.

Agenda 3 Other matters (if any)

Please be informed accordingly.

Yours Faithfully,

-Naravadee Waravanitcha-

(Ms. Naravadee Waravanitcha)

Chief Executive Officer

Information on the disposal of assets
of
B-52 Capital Public Company Limited
(The transaction is considered a connected transaction)

The Board of Directors' Meeting of B-52 Capital Public Company Limited (“the Company”) No. 3/2023 held on May 16, 2023 resolved to approve the proposal to the Extraordinary General Meeting of Shareholders No. 1/2023. On June 28, 2023, to consider and approve the disposal of assets (ordinary shares in Than Jaidee Money Service Co., Ltd., a subsidiary) of the Company and considered a connected transaction as follows:

1. Date, month, year of the transaction

After obtaining approval from the Extraordinary General Meeting of Shareholders No. 1/2023 on June 28, 2023, the Company expects that the transaction will be completed within by the end of 2023.

2. Parties involved and relationship with listed companies

Seller : B – 52 Capital Public Company Limited (Company)

Buyer : Mr. Jirawut Kuwanan

Relationship with the company : The buyer is a connected person of the company. The buyer is a major shareholder of the Company. The information of the Company's shareholders as of March 20, 2023, which is the record date for determining the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date). The buyer is the 1st major shareholder. By holding 49.38% of shares in the Company

3. General characteristics of the transaction and details of the disposed assets

The Board of Directors' Meeting No. 3/2023, held on May 16, 2023, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to be held on June 28, 2023 to approve the Company Disposition of ordinary shares in Than Jaidee Money Service Co., Ltd. (“TJDM”) * (subsidiary 100 %) in the proportion of 90.1 % in such company to Mr. Jirawut Kuwanan who is a major shareholder. of the Company The aforementioned transaction is regarded as a connected transaction (which will be a business sale of such company after such company has already increased its registered capital in the amount of 21,000,000 baht).

Remark * Currently, as of May 16, 2023, Than Jaidee Money Service Co., Ltd. (TJDM) has a registered capital and paid-up capital of 5,000,000 baht, consisting of 50,000 ordinary shares with a par value of 100 baht per share. On May 15, 2023, TJDM Has scheduled a shareholders' meeting to consider approving the increase of the registered and paid-up capital in the amount of 21,000,000 baht to be the new registered and paid-up capital of 26,000,000 baht.

After the above capital increase, TJDM will have registered capital and paid-up capital of 26,000,000 baht, consisting of 260,000 ordinary shares with a par value of 100 baht per share

In this regard, the Company has hired Capital One Partners Company Limited, a financial advisory firm approved by the Office of the SEC, to assess the fair value of TJDM's business. Financial advisor The Company has evaluated the firm value of TJDM by using the Discounted Cash Flow Approach (DCF) with the intrinsic value of shareholders' equity equal to 33.64 million baht with sensitivity analysis between 29.76 – 38.27 million baht or equivalent to the value of TJDM. per share between 114.48 – 147.19 baht per share

In addition, the Company will sell 234,260 shares of TJDM, representing 90.1%, to the Buyer at a total price of 30,000,000 baht (thirty million baht), equivalent to a value per share of 128 baht per share.

The disposition of TJDM's ordinary shares is considered a disposition of assets of a listed company. According to the Notification of the Capital Market Supervisory Board No. TorJor. and the announcement of the Board of Governors of the Stock Exchange of Thailand 2547 dated October 29, 2004 and its amendments. And the transaction is considered a transaction with a connected person under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules for Connected Transactions. and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies on Connected Transactions B.E. 2546, which has a large transaction size. The size of the transaction is more than 20 million baht and more than 3% of the NTA, which requires the company to prepare a report and inform the SET. and seeking approval from the shareholders by appointing an independent financial advisor to provide opinions to the shareholders.

Summary of details of TJDM

Name of business : Than Jaidee Money Service Co., Ltd.

Type of business : Operates in the business of providing financial services in the form of agents or brokers. Act as an intermediary in introducing and coordinating between partners, business partners, financial and insurance service providers including financial institutions Credit service providers, insurance companies such as business loans Car and personal loans or insurance recommendation point to the list of members of the wholesale and retail network in the company's "Than Jaidee" platform

Office Location : No. 973 President Tower, 7th Floor, Room No. 71, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok

Capital structure : As of May 16, 2023, TJDM has a registered capital and paid-up capital of 5,000,000 baht, consisting of 50,000 ordinary shares with a par value of 100 baht per share.

Before increasing the registered capital of TJDM, the shareholder structure is as follows.

No.	List of shareholders	Number of shares	%
1	B – 52 Capital PLC	49,998	99.996
2	Mr. Piyapong Wechsetthanon	1	0.002
3	Mr. Chawapas Ongmahatmongkol	1	0.002
	Total	50,000	100.00

However, after May 15, 2023, TJDM has scheduled a shareholders' meeting to consider approving the increase of the registered and paid-up capital of 21,000,000 baht to a new registered and paid-up capital of 26,000,000 baht.

After the capital increase above, TJDM will have registered and paid-up capital as amount 26,000,000 baht, consisting of 260,000 ordinary shares with a par value of 100 baht per share

After the capital increase of TJDM, the shareholder structure will be as follows:

No.	List of shareholders	Number of shares	%
1	B – 52 Capital PLC	259,998	99.999
2	Mr. Piyapong Wechsetthanon	1	0.0004
3	Mr. Chawapas Ongmahatmongkol	1	0.0004
	Total	260,000	100.00

In case if the Extraordinary General Meeting of Shareholders 1/2023 of the Company, which will be held on June 28, 2023, resolved to approve the Company to sell 90.1% of TJDM shares (equivalent to 234,260 shares) to Mr. Jirawut Kuwanan. (Buyer) will cause the shareholding structure of TJDM to be as follows.

After entering into the asset disposition transaction to a connected person, TJDM will have the following shareholder structure:

No.	List of shareholders	Number of shares	%
1	Mr. Jirawut Kuwanan	234,260	90.10
2	B – 52 Capital PLC	25,740	9.90
	Total	260,000	100.00

List of Board of Directors of TJMD at present (before the transaction)

1. Mr. Piyapong Wechsetthanon Director
2. Ms. Narawadee Worawanitcha Director
3. Mr. Somchai Wutthisat Director

List of Board of Directors of TJMD (after transaction)

Directors of TJMD, the purchaser will allocate their representatives to serve as directors in the number and proportion they deem appropriate.

4. Criteria for calculating transaction size

The financial statement data used in the calculation are as follows:

	Company's financial statements (consolidated) ended 31 March 2023 (baht)	TJMD financial statements ended on 31 March 2023 (baht)
Total assets	276,056,022	5,456,921
Intangible assets	31,564,721	-

Goodwill	28,471,250	-
Total liabilities	89,931,716	21,067,534
Equity (owner's equity)	189,633,313	(15,610,612)
Minority interest (non controlling interest)	(3,509,007)	-
Net Profit (Loss)	(17,714,170)	(1,971,331)

Calculation of transaction size based on criteria

Transaction Size Calculation Criteria	Accounted for item size
Value of Asset (NTA) Basis <u>% NTA of transaction X 100</u> <u>NTA of listed companies</u>	Cannot be calculated because the NTA of the transaction is negative.
Net profit criteria from operations <u>% net profit of company buying or selling X 100</u> Net profit of the listed company	Cannot be calculated due to listed companies and business transactions have a loss
Total Value of Consideration Criteria <u>Amount paid or received X 100</u> Total assets of listed companies	10.87 %
Criteria for the value of shares issued by a listed company to pay for assets <u>The number of shares issued by the listed company to pay for assets X 100</u> The number of issued and paid-up shares of the listed company	Cannot be calculated because no shares are issued to pay for the assets.

*Maximum transaction size Calculate transaction size according to the total value of consideration criteria equal to 30,000,000 / 276,056,022 equal to 10.87 percent of the total assets of the listed company during the period of 6 months prior to entering into such transaction The company has not made any asset disposition transaction. However, such transactions considered as a connected transaction According to the Notification of the Capital Market Supervisory Board No. Tor Jor. and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies on Connected Transactions B.E. 2546 which has a large list size The size of the transaction is more than 20 million baht and more than 3% of the NTA, which requires the company to prepare a report and inform the SET. and seek approval from the shareholders by appointing an independent financial advisor to express opinions to the shareholders as follows:

- (1) Prepare a report and disclose information on the transaction of the Company to the Stock Exchange of Thailand.
- (2) Organize the Company's shareholders' meeting. The notice of the shareholders' meeting was sent at least 14 days in advance of the meeting date. to get approval from the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. excluding interested shareholders
- (3) Appoint an independent financial advisor (IFA) to perform the relevant duties. Including giving opinions as specified in the Notifications on Connected Transactions. IFA must express opinions on various matters such as the reasonableness and benefits of the transaction to the Company. Fairness of price and transaction conditions and risks, etc.

In this regard, the Company will appoint Avantgarde Capital Co., Ltd. as an Independent Financial Advisor (IFA) to provide opinions on the transaction to the shareholders.

5. Value of disposed assets

234,260 ordinary shares of TJDM, representing 90.1 percent of the registered capital (after the capital increase listed) with the total purchase price of 30,000,000 baht.

6. Criteria used to determine the share purchase price

In this regard, the Company has hired Capital One Partners Company Limited, a financial advisory firm approved by the Office of the SEC, to assess the fair value of TJDM's business. financial advisor Appraised the firm value of TJDM by using the Discounted Cash Flow Approach (DCF) with the intrinsic value of shareholders' equity equal to 33.64 million baht with sensitivity analysis between 29.76 - 38.27 million baht or equivalent to per share between 114.48 – 147.19 baht per share

In addition, the Company will sell 234,260 shares of TJDM, representing 90.1%, to the Buyer at a total price of 30,000,000 baht (thirty million baht), equivalent to a value per share of 128 baht per share.

7. Expected benefits that the Company will receive

The Company expects that entering into such transactions will allow the Company to receive benefits as follows:

- Alleviate and reduce the cost burden. and the loss of such subsidiary can be reduced.
- Make the company have more cash flow. As a result, the company has more liquidity in the business operations of the company group.
- Allowing the Company to recognize income from such transactions.

8. Plan for utilizing the proceeds from the sale of assets

The company plans to use the proceeds from the sale of TJDM shares in the proportion of 90.1%, totaling approximately 30,000,000 baht, which will be used as working capital for the potential business expansion plans of the company group.

9. Conditions for entering into the transaction

Important conditions precedent before entering into the transaction

- (1) TJDM must increase the registered and paid-up capital of 21,000,000 baht from the original registered and paid-up capital of 5,000,000 baht to a new registered and paid-up capital of 26,000,000 baht.
- (2) The Company must obtain approval from the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on June 28, 2023, in order to be able to enter into the TJMD share sale transaction.

10. Opinion of the Board of Directors

board meeting has considered the disposal of assets this time with careful attention and have an opinion Entering into the transaction, in which the value of the disposition of this transaction, in the total amount of 30,000,000 baht, will be beneficial to the Company. which made the company There is an opportunity to use the said amount of money to further expand the business or activities of the Company Group. This will lead to the creation of added value for the shareholders of the Company. sustainable in the future

11. Opinions of the Board of Directors and/or the Audit Committee that are different from the opinions of the Board of Directors in Item 10.

-do not have-

Please be informed accordingly.

Yours Faithfully,

-Naravadee Waravanitcha-

(Ms. Naravadee Waravanitcha)

Chief Executive Officer