



SAWAD-006/2023

9 May 2023

Subject: The Board of Directors' meeting resolutions on the acquisition of assets transactions, and the calling of the Extraordinary General Meeting of Shareholders No. 1/2023

To: Managing Director  
The Stock Exchange of Thailand

Srisawad Corporation Public Company Limited (the "Company") would like to inform you that the Board of Directors Meeting No. 4/2023 held on 9 May 2023 resolved on the following important matters.

1. Approved to propose to the Shareholders' Meeting for approval for the Company to acquire 4,900,000 ordinary shares of Fast Money Company Limited ("FM"), (par value of 100 Baht each) which is repurchase shares from Government Saving Bank ("GSB") under the agreement between the Company and GSB at the price of 306 Baht per share, (the same price as prior sale to GSB) with details as follow:

1. Date of Transaction

Within the month of June 2023.

2. Counter Parties and their relationships

Buyer: Srisawad Corporation Public Company Limited

Seller: Government Saving Bank

Proportion of shares to be acquired: 49% of the registered capital

Value of Transaction: 1,499,4 million THB

Relationship Amongst the Parties: None

3. Details of the Asset Being Acquired

3.1 4,900,000 Ordinary Shares of Fast Money Company Limited

3.2 Registered Capital: 1,000 million THB

3.3 Type of Business: Provide personal loans under supervision of the Bank of Thailand

3.4 Value of Transaction: 1,499.4 million Baht

3.5 Proportion of Transaction

Shareholding Proportion	Prior to Acquisition	After Acquisition
Srisawad Corporation Public Company Limited	49%	98%



Government Saving Bank	49%	0%
NT Asset (Cayman) Limited	2%	2%

The entering into of the agreement to purchase shares in FM which is subject to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) which requires the Company to convene a shareholders meeting to obtain approval on the entering into of such transaction, whereby the resolution for this agenda shall be passed by a vote of no less than three-quarters of the total votes cast by the shareholders attending the meeting and eligible to vote. In addition, the transaction also constitutes an asset acquisition transaction in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 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 Assets, 2004 (collectively, the “**Notifications on Acquisition or Disposal**”) as the transaction represents the maximum value of 5.62 percent calculated on the net tangible asset basis from the audited Consolidated Financial Statements for the year ending 31 December 2022. After accumulating such transaction value with other asset acquisition transactions that have occurred during the past six months, the size of the transaction is also calculated to be less than 15 percent when taking into account other transactions during the 6 months prior to the transaction date. the Company disclosed this information to investors and the Stock Exchange of Thailand.

However, the acquisition or disposal of an investment in another company, and caused the said company to change its “subsidiary” status in relation to the subsidiary or the listed company itself. The acquisition of FM from GSB, will caused the Company held 98% in FM and FM will change to be the Company’s subsidiary. Therefore, the Board propose the Shareholders’ Meeting to consider the amendment of Articles of Association of FM in compliance with the changes of management structure, this amendment shall not be contrary to applicable laws and regulations.

Also, the Company’s Board of Directors resolved to authorise the Company’s Board of Directors and/or Managing Director and/or a person delegated by the Board of Directors and/or Managing Director to:

- (1) determine and/or amend other details that are necessary for or relevant to the Share purchase as well as the appropriated Articles of Association that it is not contradictory to or inconsistent with relevant notifications, regulations, or laws;
- (2) coordinate, negotiate, enter into, execute, and amend contracts, applications, waivers, notices, and other evidence that is necessary for and relevant to the Share purchase as well as the appropriated Articles of Association



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(3) take steps that are necessary for or relevant to the successful Share purchase as well as the appropriated Articles of Association and the appointment and sub-delegation of other suitable persons to do things described above.

2. Approved to set the date for the Extraordinary General Meeting of Shareholders No. 1/2023 to be 23 June 2023 at 10.00 a.m., which will be held via electronic media. The meeting will be broadcasted at auditorium room, 3rd floor, no. 99/392, Soi Chaengwattana 10, Intersection 3, Chaeng Watthana Road, Thung Song Hong Sub-district, Lak Si District, Bangkok and the date to determine shareholders who are entitled to attend the meeting to be 23 May 2023 (Record Date). The meeting agenda items are:

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| Agenda Item 1. | To certify minutes of the 2023 Annual General Meeting of shareholders on 21 April 2023. |
| Agenda Item 2. | To approve the acquisition of ordinary shares in Fast Money Company Limited.            |
| Agenda Item 3. | Other businesses (if any)   |

The Company's Managing Director or a delegated person may take any relevant steps to convene the Extraordinary General Meeting of Shareholders No. 1/2023. This include issuing a notice of invitation to the Extraordinary General Meeting of Shareholders No. 1/2023, changing the date, time, place, and other details of the Extraordinary General Meeting of Shareholders No. 1/2023, as well as the Record Date as may be necessary or appropriate subject to conditions under applicable laws.

Please be informed accordingly.

Yours faithfully,

*-Wanaporn Pornkitipong-*

(Mrs. Wanaporn Pornkitipong)

Authorized to sign on behalf of the company