

GSC016/2023

July 19, 2023.

Subject : Resolution of the Board of Directors No. 3/2023 Acquisition of assets - land with buildings and development improvements and disposal of assets - investments in subsidiaries and Cease of Subsidiary Status (revise/add information)

Attention : Directors and Managers
The Stock Exchange of Thailand

Enclosures: 1. Information on the acquisition of assets - land with buildings and improvements
2. Information on the disposal of assets - Investment in ordinary shares of Asset Agent and Real Estate Co., Ltd. (Cease of Subsidiary Status)

The Board of Directors' Meeting of Global Service Center Public Company Limited (the "Company") No. 3/2023 held on July 19, 2023 resolved as follows:

1. Approval of the acquisition of assets by purchasing 2 plots of land (adjoining) with a total area of 5-0-07 rai or 2,007.0 square wah, including buildings and improvements which is located at 9/9 Rangsit-Pathum Thani Road Mueang Pathum Thani District Pathum Thani Province The total value of the transaction is 150,000,000 baht (- one hundred and fifty million baht-) to support the fulfillment business that supports the expansion of online trading business or E-Commerce business.

Entering into such transaction Not considered a connected transaction but classified as Asset Acquisition Transaction of the company 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 2547 (2004) and its amendments (collectively referred to as the "Acquisition or Disposition Notifications"), The total maximum transaction size is equal to 46.09 % according to the total value of consideration criteria according to the Company's consolidated financial statements. Period ended March 31, 2023 (the company has not acquired assets of the company in the past six months)

In this regard, the aforementioned transaction has a transaction size of more than 15 percent but not more than 50 percent, therefore, the Company has a duty to disclose information on the transaction to the Stock Exchange of Thailand ("SET") and prepare information to circulate to shareholders. Within 21 days from the date of notification of such transaction to the SET

(Information and calculation details appear in Enclosure 1: Information Memorandum on Asset Acquisition - Land with buildings and improvements)

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2. Approve the transaction of disposition of assets. By disposing of all investments in ordinary shares held by the Company in Asset Agent and Real Estate Co., Ltd. (“A2R”) in the amount of 75 percent of the registered and paid-up capital of A2R or equivalent to 525,000 shares (-five hundred and twenty-five thousand shares-) to Mr. Anucha Borobudur (“Mr. Anucha”) in which Mr. Anucha is an existing shareholder of A2R in the proportion of 25 percent with the purchase price at Par value of 115.00 baht per share (-one hundred and fifteen baht-), totaling 60,375,000 baht (-sixty million three hundred and seventy-five thousand baht-).

Entering into the aforementioned transaction is not considered a connected transaction but classified as Asset Disposal of the company according to the Capital Market Supervisory Board No. Tor Jor. 2547 (2004) and its amendments (collectively referred to as the “Acquisition or Disposition Notifications”), which, when calculating the size of the transaction according to the **net tangible assets (NTA) basis, is equal to 24.00 percent**, which is the highest transaction value based on the consolidated financial statements of the Company. Period ended March 31, 2023 (the company has no asset disposition in the past six months)

After the transaction, it resulted in Asset Agent and Real Estate Co., Ltd. (“A2R”) and A2R's subsidiaries which are Sy nature Technology Co., Ltd. (“SYN”) and Comanche Gogoji Co., Ltd. (“CG”) ceases to be a subsidiary or associated company of the Company.

In this regard, the aforementioned transaction has a transaction size of more than 15 percent but not more than 50 percent and is a disposition of investment until it ceases to be a subsidiary or associated company. Thailand (“SET”) and prepare the information memorandum to circulate to shareholders within 21 days from the date of notification of such transaction to the SET.

(Information and calculation details appear in Enclosure 2: Information Memorandum on Disposal of Assets - Investment in Ordinary Shares of Asset Agent and Real Estate Co., Ltd. (Cease of Subsidiary Status)

Please be informed accordingly

Yours faithfully,

--Apirak Wattanapinya--

(.....)

Authority to Report Information

Information on the acquisition of assets - land with buildings and improvements

Global Service Center Public Company Limited("GSC")

1. Date of the transaction

The Company expects to sign the land purchase and sale agreement within the third quarter of 2023, which is the date after the Company Approved by the Board of Directors Meeting of the Company No. 3/2023

2. Related parties and their relationship with the listed company

Buyer: Global Service Center Public Company Limited ("GSC")

Seller: Digital P.V. Co., Ltd.

The ultimate shareholders are as follows:

| shareholders | shares | % |
|-----------------------------------|-----------|--------|
| 1. Mr. Kongpitak Pongrat Thanadet | 900,000 | 90.00 |
| 2. Miss Sopha Srinongnuch | 65,000 | 6.50 |
| 3. Mr. Chairat Poonkan | 35,000 | 3.50 |
| total | 1,000,000 | 100.00 |

Relationship with the Company : The Buyer and the Seller do not have a relationship that is considered a connected person under Notification of the Securities and Capital Market Supervisory Board No. TorJor. The Stock Exchange of Thailand on Disclosure of Information and Practices of listed companies in the Connected Transaction B.E. 2546, including other related announcements

3. General characteristics of the transaction

Global Service Center Public Company Limited ("GSC") will enter into an asset acquisition transaction of the Company. by purchasing 2 adjoining plots of land with buildings and improvements (with a total area of 5-0-07 rai or 2,007.0 square wah) to support business expansion in industries with high growth prospects and businesses that are caught up in the world's changing trends, such as the fulfillment business that supports the expansion of online trading business or E-Commerce business which is popular and tends to grow continuously It is also a business that can be extended to the call center business that the company has expertise in. ¹The total value of the transaction is 150,000,000 baht (-one hundred and fifty million baht-).

¹The total value of the transaction consists of: - Price of land with buildings and improvements 140,000,000-baht (-One hundred and forty million baht-) Expenses Including all demolition and/or improvements, taxes, fees, as well as

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expenses related to the transfer of ownership of land and all buildings at this time. with a total value not exceeding the limit of 150,000,000 baht (-one hundred and fifty million baht-)

The details of the land are as follows:

(1) Land title deed No. 16210, survey page 2630, land number 20, Muang Pathum Thani District Pathum Thani Province with building and office building located on land and

(2) Land title deed No. 16211, survey page 2939, land number 21, Muang Pathum Thani District Pathum Thani Province with building and office building

Both plots of land are located on the property coordinates. Lat.10.029208 Long. 100.521350 on location No. 9/9 Rangsit-Pathum Thani Road Mueang Pathum Thani District Pathum Thani Province Total area: 5-0-7.0 Rai or 2,007.0 Square Wah

Details of buildings and improvements are as follows:

| no | house number | List of buildings and structures | total usable areasquare meter | The building is located on the land title deed No. |
|--------------------|--------------|---------------------------------------|-------------------------------|----------------------------------------------------|
| 1 | 9/9 | 2-storey office building with factory | 4,896.00 | 106898 , 106899 |
| 2 | | 2 storey canteen building | 570.00 | 106899 |
| 3 | | Single storey building | 636.00 | 10689 , 106899 |
| 4 | | One-storey guardhouse building | 5.00 | 106899 |
| Improvement | | | | |
| | | concrete street | 3,300.00 | 106898 , 106899 |
| | | leak and leak door | 732.00 | 106898 , 106899 |

4. total value of the transaction

Purchase price of land with buildings and improvements the total value of the transaction is 150,000,000 baht (-one hundred and fifty million baht-). The company will place a deposit of 60,000,000 baht (-sixty million baht-) and pay the remaining amount of 90,000,000 baht (-ninety million baht-) *In this regard, in the contract to buy and sell, it has been specified about the refund of the deposit as follows: "If the seller acts as a breach of any of the terms of this contract The buyer has the right to terminate the contract immediately. and the seller must return any money All that the seller has received under this contract to the buyer.* within 90 days from the date of this contract. By paying on the day of registration of the transfer of ownership of the land and buildings to be traded at the Pathum Thani Provincial Land Office. The branch where the land and buildings to be traded are located.

5. Criteria used to determine the value of the transaction

It is a purchase price mutually agreed upon by the parties. The price agreed to buy-sell is lower than the appraisal price appraised by Advance Property and Consultant Co., Ltd., a property appraisal company in the capital market and the main appraiser that has been approved. Approved by the Office of the Securities and Exchange Commission (SEC) according to the announcement of the Office

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Securities Commission No. SorChor. 24/2555 on the approval of property appraisers and main appraisers for transactions in the capital market. The appraised value of the property is 150,821,000 baht (-One Hundred Fifty Million Eight Hundred and Twenty-One Thousand Baht-).

The appraisal company has chosen a valuation method that is suitable for the nature of the property, which is land and buildings, which is the Cost Approach (as a criterion) to determine the value of the property. The parts that are buildings and various constructions based on the price of materials, construction labor costs and assembly techniques or construction at the present time to get the price or new replacement value (Replacement Cost New) and then deducted by depreciation according to condition and service life of the building and buildings The value obtained will be the value according to the current condition of the building and construction (Depreciated Replacement Cost). Combined with the value of land, the total value of all assets will be obtained. and the appraisers conducted a survey of comparable market data in the vicinity to analyze the selection of this property valuation method. and consider various factors related to the appraised assets, such as the nature of legal rights Characteristics of the property Appropriateness of utilization or development general market conditions with conditions limitations and additional/special assumptions or special conditions for assessment To choose a valuation method that is appropriate and consistent with the purpose of being hired, which is an important condition that will lead to a systematic opinion and final conclusion of the property value of the appraisal to determine the market value.

Summary of the appraisal report

Advance Property and Consultant Co., Ltd. has considered the details of the office assets. The surveyor has chosen an appropriate method to assess the market value of the property. Under the assessment method with assumptions and terms and conditions as specified in this report. have an opinion

- As of the appraisal date on May 29, 2023, the market value of the assets is

| price appraisal list | Amount | appraisal price (baht/unit) | Total appraisal price (Baht) |
|---------------------------------------------------------------------------------------------|---------|--------------------------------|---------------------------------|
| Land: 2 plots, title deed no. 106898,106899 Total area 5-0-7.0 Rai or 2,007.0 Square Wah | 2,007.0 | 53,000.00 | 106,371,000.00 |
| Buildings: 4 buildings and improvements | - | - | 44,449,571.25 |
| Total appraisal price (rounded) | | | 150,821,000.00 |
| (-One hundred and fifty million, eight hundred and twenty-one thousand baht.-) | | | |

6. Sources of funds used for the transaction

working capital of the company and/or money received from the sale of investments in ordinary shares in Asset Agent and Real Estate Co., Ltd. ("A2R")

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7. Expected Benefits to support business expansion in industries with high growth prospects and businesses that are caught up in the world's changing trends, such as *fulfillment business that supports the expansion of online trading business or E-Commerce business which is popular and tends to grow continuously It is also a business that can be extended to the call center business that the company has expertise in.

* Fulfillment business is a business that provides warehouse services, both simple and temperature-controlled storage, packing into boxes, parcel delivery services. with the Thailand Post Company as the main partner, it also supports various warehouse management systems to be convenient for service users to facilitate customer groups. Tele sales/Tele-marketing of the company at present and online trading business or E-Commerce business is an extension of the call center business in the Tele sales / Tele-marketing group and the Taking Order group of the company with more than 200 employees, most of whom are experts in work. sell and customer relations in addition, the company Has expanded its services in sales support and services in the part of online marketing product presentation supply customer list receiving orders Product storage area (warehouse) Product packing and delivery for timeless online sellers or insufficient resources

GSC has a business plan that wants to be a full-service provider of marketing and distribution channels, consisting of

- Product planning service for investors who want to have their own branded products
- OEM factory procurement service, factory procurement service food supplement group, cosmetic group both in Thailand and abroad
- Marketing planning services (Off-line, Online, E-commerce) as well as providing Off-line and Online sales channels such as booths, agents, events, platforms E-Commerce, making stores in Shopee/LAZADA, create an affiliate system, including providing campaign content design to stimulate various sales, providing Content Creator services, providing management services for Ads. etc.
- Customer Care service, providing Outsource Contact Center for rent, using number 02, including being an Admin, answering chats and answering calls, providing customer service information, providing product information, notifying product claims, receiving various complaints, etc.
- After sale Service such as Survey, Upsell, Cross-sell, provide after-sales services, Survey Customer Insight, Outbound Up-sell/Cross Sell, etc.

In addition, GSC also has a subsidiary as a developer of software systems. thus, resulting in highly efficient software At a low cost, it can compete in this market. Which is currently in the process of laying out the structure, the company expects to start earning commercial income within the year 2024 onwards.

8. Calculation of transaction size

Entering into the aforementioned transactions Not considered a connected transaction but classified as Asset Acquisition Transaction of the company according to the announcement of the Board of Directors Capital Market Supervisory Board No. TorJor. and the announcement of the Board of Governors of the Stock Exchange of

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Thailand on information disclosure and practice Acquisition or Disposition of Assets, 2004 and its amendments (collectively referred to as the "Acquisition or Disposition Notifications"), with the total transaction size of 46.09 percent based on the total value criteria. of compensation according to the budget Total money of the company Period ended March 31, 2023 (the company has not acquired assets of the company in the past six months)

Details of the transaction are as follows:

Details of the transaction size calculation

(Unit: Million Baht)

| Financial Information | GSC | |
|---------------------------|----------------------|---------|
| | As of March 31, 2023 | |
| Total Assets | | 325.42 |
| Intangible Assets | | (18.32) |
| Total Liabilities | | (65.74) |
| Non-Controlling Interests | | (26.54) |
| Net Tangible Assets | | 214.82 |

transaction size according to the Acquisition or Disposition Notifications according to all 4 calculation criteria is as follows:

| Calculation Method | Calculation | Transaction size |
|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|
| 1. Net tangible assets (NTA) | $\frac{\text{Shareholding proportion (increase/decrease)}}{\text{Net Assets Value of the Company}} \times \text{NTA of the company transaction} \times 100$ | can't calculate because it is a purchase of land |
| 2. Net Profit | $\frac{\text{Shareholding proportion (increase / decrease)}}{\text{Company's net profit}} \times \text{Net Profit of the Company Transaction} \times 100$ | can't calculate because there is a loss |
| 3. Total value of consideration | $\frac{\text{Total value of paid 150} \times 100}{\text{Total assets of the Company 325.42}}$ | 46.09 |
| 4. Securities value criteria | $\frac{\text{Number of shares issued to pay for assets} \times 100}{\text{Number of issued and paid-up shares of the company}}$ | N/A |
| Maximum Calculation Criteria asset acquisition - Land with buildings and improvements | | 46.09 |

9. Opinion of the Board of Directors about agreeing to enter into the transaction

Board of Directors It is of the opinion that this asset acquisition transaction of the Company is reasonable and beneficial to the business of the Company. To support business expansion in industries with high growth trends and fulfillment business that supports the expansion of online trading business or E-Commerce business which is popular and tends to grow continuously. and can also be extended to the call center business that the company has expertise in It is also an investment that is in line with the company's business plan. That helps strengthen and compete in business operations and will help increase revenue and profit for the company. cause benefit to shareholders

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10. Opinion of the Audit Committee and/or the Board of Directors which is different from the opinion of the Board of Directors

There is no audit committee or company director. having opinions different from the opinions of the Board of Directors above

11. Responsibilities of the Board of Directors for the information contained in this document

Board of Directors is considered to be responsible for the information contained in this document. It has used appropriate discretion in disclosing important information sufficiently, accurately, transparently and for the benefit of shareholders.

12. Significant lawsuits or claims that are pending

-None-

13. Benefits or related transactions between listed companies and directors, executives and shareholders who directly or indirectly hold shares of 10 percent or more

-None-

The Company hereby certifies that the information contained in this information memorandum is true and correct in all respects. and has been prepared with prudence and caution, mainly taking into account the interests of the shareholders. And this information is made for the purpose of showing information only. It is not made as an invitation or an offer to acquire or subscribe for securities.

Please be informed accordingly.

Yours sincerely

--Apirak Wattanapinya--

(Mr. Apirak Wattanapinya)

Authorized person to report information

Information on the disposal of the Company's assets
Investment in Asset Agent and Real Estate Co., Ltd. ("A2R")

1. Date of the transaction

Board of Directors Meeting Approved the sale of investment in ordinary shares of Asset Agent and Real Estate Co., Ltd. (Subsidiary) ("A2R"). The Company expects to complete the transaction within the third quarter /2023. The transfer of shares will take place after the Company Received full payment for shares

2. Related parties and their relationship with the listed company

Buyer: Mr. Anucha Borobudur ("Mr. Anucha")

Seller: Global Service Center Public Company Limited ("GSC")

Relationship with the Company: Buyers and Sellers There is no related relationship categorized as a connected person according to the announcement of the Board of Directors. Securities and Capital Market Supervisory Board No. TorJor. 21/2551 on rules for connected transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand on the disclosure of information and practices of listed companies on connected transactions B.E. 2546 including Other related announcements

3. General characteristics and details of the disposed assets

Currently, GSC holds investments in ordinary shares of Asset Agents and Real Estate Co., Ltd. ("A2R") in the amount of 525,000 shares (-five hundred and twenty-five thousand shares-) or. Percentage 75 of the registered and paid-up capital of A2 R, intends to dispose of all investments in ordinary shares to Mr. Anucha Borabutr ("Mr. Anucha") in which Mr. Anucha is an existing shareholder of A2R in the proportion of 25 percent by the purchase price is 115.00 baht per share (-one hundred and fifteen baht-), totaling 60,375,000 baht (-sixty million three hundred and seventy-five thousand baht-).

In this regard, after the aforementioned transaction, Asset Agent and Real Estate Co., Ltd. ("A2R") and A2R's subsidiaries which are Sy nature Technology Co., Ltd. ("SYN") and Comanche Gogoji Co., Ltd. ("CG") ceases to be a subsidiary or associated company of the Company

The details of investment in A2R are as follows:

- On May 13, 2021, the Board of Directors' meeting Resolved to establish A2R as a subsidiary to operate real estate business with registered capital of 50,000,000 baht (-fifty million baht-).

- On February 24, 2022, the Board of Directors' meeting Approved the sale of investment in ordinary shares

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of A2R in the amount of 25 percent or equivalent to 125,000 shares (one hundred and twenty-five thousand shares) at the par value of 100 baht per share, totaling 12,500,000 baht (twelve million and five hundred thousand baht) (sale at par price) to Ms. Chananrat Pukraksa (the purchaser who is not considered a connected person) and proceed to increase the capital according to the shareholding proportion From the original registered capital of 50 million baht to the registered capital of 70 million baht as detailed below.

Details of registered capital after capital increase Asset Agent and Real Estate Company Limited (“A2R”)(subsidiary)

| list | Before the capital increase | changes | after the capital increase |
|----------------------------------|-----------------------------|------------|----------------------------|
| Registered Capital (Baht) | 50,000,000 | 20,000,000 | 70,000,000 |
| Share value (Baht per share) | 100 | 100 | 100 |
| Number of common shares (shares) | 500,000 | 200,000 | 700,000 |

| No. | shareholder | before the transaction | | after the transaction | |
|-----|------------------------------------------------------|---------------------------------------------------------------|---------------|-----------------------------------------------------------------|---------------|
| | | Registered capital 50,000,000 baht (Fifty million baht) | | Registered capital 70,000,000 baht (Seventy million baht) | |
| | | Shares | percent | Shares | percent |
| 1. | Global Service Center Public Company Limited (“GSC”) | 374,700 | 74.999 | 524,700 | 74.999 |
| 2. | Mr. Chalermpong Mahawanitwong | 100 | 0.001 | 100 | 0.001 |
| 3. | Ms. Puntharee Isarangkura na Ayudha | 100 | 0.001 | 100 | 0.001 |
| 4. | Mr. Jaktarn Mathaveechotikulakul / | 100 | 0.001 | 100 | 0.001 |
| 5. | Ms. Chananrat Pukraksa | 125,000 | 25.00 | 175,000 | 25.00 |
| | total | 500,000 | 100.00 | 700,000 | 100.00 |

- On March 11, 2022, the Board of Directors' meeting Approved A2R to invest in ordinary shares of Synature Technology Co., Ltd. (“SYN”) in the proportion of 51 percent, representing 51,000 shares at a price of 900 baht per share, amounting to 45,900,000 baht (forty-five million nine hundred thousand baht).

SYN operates as a developer for selling, installing and providing ready-made software for restaurant management. Retail & Spa & Shop

and Comanche Gogoji Co., Ltd. (“CG”) in the proportion of 100 percent, representing 400,000 shares at a price of 30 baht per share (purchased at BV price), amounting to 12,000,000 baht (twelve million baht).

CG operates as a service provider in relation to the development, sale, installation of the employer's program and assistance to the employer's customers.

However, the said investment, the Company Want to reduce the risk of being assessed by the auditor for the impairment of the investment that A2R is unable to perform according to its objectives and has no operational results

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- On September 14, 2022, the Company was informed by Ms. Chananrat Pukraksa that it had disposed its investment in ordinary shares of A2R in its entire proportion to Mr. Anucha Borobudur due to his knowledge and skills. Expertise and experience in restaurants and want to continue on this side

Details of disposed assets

| | |
|-------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| company name | Asset Agent and Real Estate Co., Ltd. (Subsidiary) (“A2R”) |
| Disposed assets | Investment in common stock 75% |
| location | 2991/14-15 Visutthani Building, Ladprao Road, Klongchan Subdistrict, Bangkok District, Bangkok 10240 |
| Juristic person registration number | 0105564092171 |
| company registration date | June 8, 2021 |
| Registered capital | 70,000,000 baht (ordinary shares 700,000 shares @ 100 baht) |
| business type | <p>68102 Buying and selling non-residential real estate At present, A2R has not yet operated its business and has 2 subsidiaries as follows:</p> <p>1. Synature Technology Company Limited (“SYN”) Operates a business as a developer for distribution, installation and service of ready-made programs for restaurant management. Retail & Spa & Shop</p> <p>2. Comanche Gogoji Co., Ltd. (“CG”) operates as a service provider relating to the development, sale, installation of the employer’s program and assistance to the employer’s customers</p> <div style="text-align: center;"> <pre> graph TD GSC["บริษัท โกลบอล เซอร์วิส เซ็นเตอร์ จำกัด (มหาชน) (\"GSC\")"] -- 75% --> A2R["บริษัท แอสเซท เอเจนท์ แอนด์ เรียลเอสเตท จำกัด (\"A2R\")"] A2R -- 51% --> SYN["บริษัท ซินเนเจอร์ เทคโนโลยี จำกัด (\"SYN\")"] A2R -- 100% --> CG["บริษัท โคแมนชี โกลโกจิ จำกัด (\"CG\")"] </pre> </div> <p>SYN has a registered capital of 10,000,000 baht, divided into 100,000 ordinary shares with a par value of 100 baht per share.</p> <p>CG has a registered capital of 40,000,000 baht, divided into 400,000 ordinary shares. With a par value is 100 baht per share.</p> |
| director | 1. Mr. Apirak Wattanapinya 2. Mr. Chalermpong Mahawanichwong 3. Mr. Chaktarn Mathaweechotikul/ |
| Director's authority | Mr. Apirak Wattanapinya signed together with Mr. Chalermpong. Mahawanichwong or Mr. Chaktarn MathaweeChotikul /A total of two persons jointly sign and affix the Company's seal. |

บริษัท โกลบอล เซอร์วิส เซ็นเตอร์ จำกัด (มหาชน)

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Shareholding structure before and after the Company entered into the transaction

| No. | Shareholders | before the transaction | | after the transaction | |
|-----|------------------------------------------------------|------------------------|---------------|-----------------------|---------------|
| | | Shares | percent | Shares | percent |
| 1. | Global Service Center Public Company Limited (“GSC”) | 524,700 | 74.999 | - | - |
| 2. | Ms. Puntharee Isarangkun Na Ayudhya | 100 | 0.001 | - | - |
| 3. | Mr. Chalermpong Mahavanitwong | 100 | 0.001 | - | - |
| 4. | Mr. Chaktarn Mathaveechotikul | 100 | 0.001 | - | - |
| 5. | Mr. Anucha Borabut | 175,000 | 25.00 | 700,000 | 100.00 |
| | Total | 700,000 | 100.00 | 700,000 | 100.00 |

Director structure before and after the transaction

| No. | before transaction | No. | after transaction |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------|--------------------|
| 1. | Mr. Apirak Wattanapinya | 1. | Mr. Anucha Borabut |
| 2. | Mr. Chalermpong Mahavanitwong | 2. | |
| 3. | Mr. Chaktarn Mathaveechotikul | 3. | |
| with the authority of 2 out of 4 directors signing Mr. Apirak Wattanapinya signed together with Mr. Chalermpong Mahawanichwong or Mr. Chaktarn MathaweeChotikul /A total of two persons jointly sign and affix the Company's seal. | | with the authority of directors to sign Mr. Anucha Borabut | |

Balance sheet

Asset Agent and Real Estate Company Limited (“A2R”)

Financial year information 2021 – 2022

| Unit: Baht | 2021 | | 2022 | |
|-------------------------------|---------------|--------|---------------|---------|
| | amount | %Chang | amount | %Chang |
| accounts receivable | 33.00 | 0.00 | 0.00 | -100.00 |
| inventories | - | 0.00 | - | 0.00 |
| current assets | 12,504,988.00 | 0.00 | 11,952,386.00 | -4.41 |
| Property, plant and equipment | - | 0.00 | - | 0.00 |
| non-current assets | 0.00 | 0.00 | 57,899,910.00 | 0.00 |
| total assets | 12,504,988.00 | 0.00 | 69,852,296.00 | 458.59 |
| current liabilities | 115,282.00 | 0.00 | 8,000.00 | -93.06 |
| non-current liabilities | 0.00 | 0.00 | 0.00 | 0.00 |
| total liabilities | 115,282.00 | 0.00 | 8,000.00 | -93.06 |
| Equity | 12,389,706.00 | 0.00 | 69,844,296.00 | 463.72 |
| Total Liabilities and Equity | 12,504,988.00 | 0.00 | 69,852,296.00 | 458.59 |

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income statement

Asset Agent and Real Estate Company Limited (“A2R”)

Financial year information 2021 – 2022

| Unit: Baht | 2021 | | 2022 | |
|------------------------------|-------------|--------|------------|--------|
| | amount | %Chang | จำนวนเงิน | amount |
| income | 0.00 | 0.00 | 0.00 | 0.00 |
| gross income | 3,288.00 | 0.00 | 10,334.00 | 214.29 |
| cost of sales | 0.00 | 0.00 | 0.00 | 0.00 |
| Gross Profit (Loss) | - | 0.00 | - | 0.00 |
| Selling and service expenses | 113,582.00 | 0.00 | 55,744.00 | -50.92 |
| total expenses | 113,582.00 | 0.00 | 55,744.00 | -50.92 |
| interest expenses | - | 0.00 | - | 0.00 |
| Profit (loss) before tax | -110,294.00 | 0.00 | -45,410.00 | 58.82 |
| income tax | 0.00 | 0.00 | 0.00 | 0.00 |
| Net Profit (Loss) | -110,294.00 | 0.00 | -45,410.00 | 58.82 |

Details of the transaction size calculation

(Unit: Million Baht)

| Financial Information | GSC ¹ | A2R ² |
|---------------------------|----------------------|--------------------------|
| | As of March 31, 2023 | As of December 31, 2022 |
| Total Assets | 325.42 | 69.85 |
| Intangible Assets | (18.32) | - |
| Total Liabilities | (65.74) | (8.00) (0.01) |
| Non-Controlling Interests | (26.54) | - |
| Net Tangible Assets | 214.82 | 61.85 69.84 |

Note: 1 The Company's consolidated financial statements as of March 31, 2023, reviewed version. by the Company's auditor

2 Financial statements of A2R as of December 31, 2022, audited version. by the Company's auditor

- The consolidated financial statements of GSC have prepared the consolidated financial statements of A2R including SYN and CG from Q2'22-Q1'23 due to the equity method used to show the value of investment.

- As for the consolidated financial statements of A2R, which is a limited company According to Thai Financial Reporting Standard No. 10, which is exempt from the preparation of consolidated financial statements, A2R therefore prepares separate financial statements. by using the cost method for showing the value of SYN and CG investments

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| Calculation Method | Calculation | Transaction size |
|----------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|------------------|
| 1. Net tangible assets (NTA) | <u>Shareholding proportion (increase/decrease) 75% x NTA of the company transaction 69.84x100</u> Net Assets Value of the Company 214.82 | 24.00 |
| 2. Net Profit | <u>Shareholding proportion (increase / decrease) x Net Profit of the Company Transaction x 100</u> Company's net profit | N/A |
| 3. Total value of consideration ¹ | <u>Total value of paid 60.37x100</u> Total assets of the Company 325.42 | 18.55 |
| 4. Securities value criteria | <u>Number of shares issued to pay for assets x 100</u> Number of issued and paid-up shares of the company | N/A |
| | Maximum calculation criteria as of 19 July 2023 Asset Disposition - Investment in A2R | 24.00 |

¹The company has no debts and obligations between them. The calculation of the transaction size, the Company uses the value of the paid-up shares. because it is higher than the face value (par price) and the book value (BV price) in the calculation

4. Value of consideration (including loans guarantee obligation and other obligations)

The Company will receive payment for ordinary shares of Asset Agent and Real Estate Co., Ltd. ("A2R") at the price of 115 baht per share (-one hundred and fifteen baht-), totaling the total amount of money is 60,375,000 baht (-sixty million, three hundred and seventy-five thousand baht-)

However, when comparing the value of the investment in A2R as of March 31, 2023 in the consolidated financial statements of GSC, which shows the value of 52.47 million baht, therefore, the sale of investment in ordinary shares of A2R this time, GSC will recognize a gain from the sale of investment in the amount of 7.91 million baht. It is expected that the transaction of disposition of investment will be completed within the third quarter of 2023 and the transfer of ownership of the traded ordinary shares will be made within 14 days from the date that Mr. Anucha Borobudur has completely transferred the payment for the purchased shares

(The Company has no loan guarantee obligations and other obligations between them)

5. Criteria Used in Price Determination

The purchase price of A2R's ordinary shares is the price mutually agreed upon by the parties. considering the current situation and economic conditions the purchase price is 115 baht per share (-one hundred and fifteen baht-), which is a higher price. Par value as of December 31, 2022. A2R ordinary shares have a par value (par price) of 100 baht per share (-one hundred baht-) and have a net book value (BV price) of 99.78 baht per share (-nine Nineteen-baht, seventy-eight satang-) The Board of Directors has carefully considered and found that it is appropriate to determine the said price criteria.

6. Value of disposed assets

Ordinary shares of Asset Agent and Real Estate Co., Ltd. ("A2R") that GSC holds in full amount or 75 percent of the registered capital of A2R in the amount of 525,000 shares (-five hundred and twenty thousand Five thousand shares-) Par value (par price) 100 baht per share (-one hundred baht-). A2R has called for the full share payment at the par value.

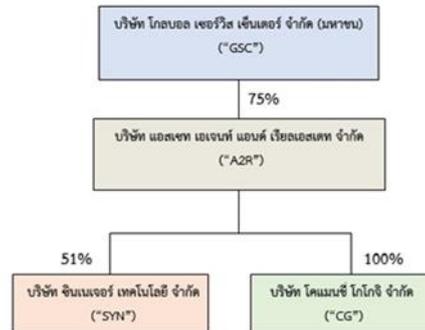
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At present, A2R has not yet operated its business and has 2 subsidiaries as follows:

1. Sy nature Technology Co., Ltd. ("SYN") engages in the business of developing, selling, installing and providing ready-made programs for restaurant management. Retail & Spa & Shop
2. Comanche Gogoji Co., Ltd. ("CG") operates as a service provider relating to the development, sale, installation of the employer's program and assistance to the employer's customers.



| Investment in SYN and CG | total value (baht) | A2R 75% | other shareholders(25%) |
|----------------------------------------------------------------------|--------------------|------------|-------------------------|
| | | baht | baht |
| Invest in SYN (51,000 shares at a price of 900 baht per share)(DCF). | 45,900,000 | 34,425,000 | 11,475,000 |
| Invest in CG (400,000 shares at 30 baht per share)(BV) | 12,000,000 | 9,000,000 | 3,000,000 |
| total investment | 57,900,000 | 43,425,000 | 14,475,000 |

7. Expected benefits that the Company will receive and plans for utilizing proceeds received from the sale of shares

Disposal of investment in ordinary shares of A2R will make the Company Reduce the risk of relying on personnel with specific expertise from the software business and make GSC liquidity from the cash received from the sale of investment in ordinary shares of A2R this time to bring to invest in creating business opportunities in industries with high growth prospects and businesses that are caught up in the world's changing trends, such as doing a fulfillment business that supports the expansion of online trading business or E-Commerce business which is popular and has a tendency to grow continuously It is also a business that can be extended to the call center business that the company has expertise in.

8. Benefits or related transactions

-None-

9. Opinion of the Board of Directors

The Board of Directors has carefully considered the reasonableness of such disposal of investment in ordinary shares of A2R, in addition to reducing the risk of relying on personnel with specific expertise from the software business. This is in line with the way to generate profits for shareholders in the future because A2R is still unable to operate as planned and there is a risk of impairment of investment causing the Company to restructure for A2R to

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invest in software business. who is a service provider about the development, sale, installation of programs However, the company still has a risk from operating a software business that relies on personnel with specific expertise that may occur in the future. The full amount of investment in ordinary shares of A2R will be disposed of this time, allowing the Company to use the proceeds to develop the Company's business. to achieve better efficiency fully This will result in the future of the company. There is an opportunity to increase operating profits. and/or used as a reserve fund for investment opportunities in other businesses according to the Company's investment policy. which can support the main business of the company or business that the company have expertise such as fulfillment business that supports the expansion of online trading business or E-Commerce business which is popular and tends to grow continuously It is also a business that can be extended to the call center business that the company has expertise in.

From the aforementioned reasons together with the determination of the share purchase price considering the current situation and economic conditions. By agreeing to the purchase price at a price higher than the par value (par price) and the book value price (BV price), which the **Board of Directors After careful consideration, the selling price was reasonable and the return the Company received.** will be appropriate based on the best interests of the Company therefore, it is of the opinion that the Company It is advised to dispose of all investments in ordinary shares held in A2R as detailed above.

10. Opinions of the Board of Directors and/or the Audit Committee that are different from the opinions of the Board of Directors in Item 9.

The Audit Committee has no different opinion from the Board of Directors' opinion.

The Company hereby certifies that the information contained in this information memorandum is true and correct in all respects. and has been prepared with prudence and caution, mainly taking into account the interests of the shareholders. And this information is made for the purpose of showing information only. It is not made as an invitation or an offer to acquire or subscribe for securities.

Please be informed accordingly.

Yours sincerely

--Apirak Wattanapinya--

(Mr. Apirak Wattanapinya)

Authorized person to report information