

No. AC 045/23

15<sup>th</sup> August 2023

Subject: Connected transaction of providing financial assistance to AIRA Factoring Public Company Limited (“AF”) and AIRA and AIFUL Public Company Limited (“A&A”)

Attention: President  
The Stock Exchange of Thailand

AIRA Capital Public Company Limited (“the Company”) / (“AIRA”) would like to inform the resolutions of the Board of Directors at meeting No. 4/2023 held on 15<sup>th</sup> August 2023, at 15.30 hrs. The meeting resolved to review short-term loans to subsidiaries and joint ventures, the approval of such transaction is considered as 2 connected transactions in order to the Notification of Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Rules of Entering into Connected Transactions 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 Connected Transaction B.E. 2546 are;

1. To Approve the company to maintain the financial assistance amount not exceeding 90,000,000 baht (ninety million baht) to AIRA Factoring Public Company Limited (“AF”).
2. To Approve the company to maintain the financial assistance amount not exceeding 90,000,000 baht (ninety million baht) to AIRA and AIFUL Public Company Limited (“A&A”).

With details of the transaction as follows:

Details	AIRA Factoring Public Company Limited “AF”	AIRA and AIFUL Public Company Limited “A&A”
1. Transaction Date	Review of loan amount as of 15 August 2023	Review of loan amount as of 15 August 2023
2. Related Parties		
Providers of financial assistance	AIRA Capital Public Company Limited (“the Company”) / “AIRA”	AIRA Capital Public Company Limited (“the Company”) / “AIRA”
Recipient of financial assistance	AIRA Factoring Public Company Limited (“AF”) which is the Company’s subsidiary	AIRA and AIFUL Public Company Limited (“A&A”) which is the Company’s affiliated
Relationship with the Company	The Company holds 71.55 % of shares in AF.	The Company holds 30 % of shares in A&A.
3. Description of the Transaction		
Loan Type	Promissory Note (P/N) (P/N term 90 Days)	Promissory Note (P/N) (P/N term 90 Days)
Credit Limit	90,000,000 Baht	90,000,000 Baht
Interest rate	Market price as of the date of credit withdrawal (currently 3.8% per annum)	Market price as of the date of credit withdrawal Not less than 4% per annum

Details	AIRA Factoring Public Company Limited “AF”	AIRA and AIFUL Public Company Limited “A&A”
Term of credit limit	1 year	1 year
Collateral	None	None
4. Type of transaction	<p>This transaction is considered as the connected transaction regarding to provide the finance support. According to the Notification of Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Rules of Entering into Connected Transactions 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 Connected Transaction B.E. 2546</p> <p>As the above transaction mention is the provide the finance support to connected person.</p>	<p>This transaction is considered as the connected transaction regarding for provide the finance support. According to the Notification of Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Rules of Entering into Connected Transactions 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 Connected Transaction B.E. 2546</p> <p>As the above transaction mention is the provide the finance support to connected person.</p>
5. Objectives	<p>AIRA: For the best benefits of the Group's liquidity management since the Company currently has high financial liquidity and does not have credit limit with financial institutions.</p> <p>AF: To be a reserve line for providing credit to customers. It is therefore uncertain as to when and for how long the interest will be incurred.</p>	<p>AIRA: For the best benefits of the Group's liquidity management since the Company currently has high financial liquidity and does not have credit limit with financial institutions.</p> <p>A&amp;A: To be a reserve line for providing credit to customers in the form of benefit loan</p>
6. Total Value and measurement of the total value	<p>This transaction is the medium transaction that the listed company conducts with the juristic person with the major shareholding is the listed company' s major shareholder</p> <p>The value of transaction as follow;</p> <p>1. AIRA provides the finance assistance with a total value of loan approximately 95.6 million baht (Principle 90 million</p>	<p>This transaction is the medium transaction that the listed company conducts with the juristic person with the major shareholding is the listed company' s major shareholder</p> <p>The value of transaction as follow;</p> <p>1. AIRA provides the finance assistance with a total value of loan approximately 95.9 million baht (Principle 90 million</p>

Details	AIRA Factoring Public Company Limited “AF”	AIRA and AIFUL Public Company Limited “A&A”
	<p>baht + Interest 5.6 million baht), the size of transaction is lower than 3% of Net Tangible Assets of the Company (3% of the Company’s NTA referred to the Consolidated Financial Statements as of 30 June 2023 was 98.5 million baht)</p> <p>2. AF receives finance assistance with a total value of loan, amounting 5.6 million baht which the transaction size is more than 1 million baht but not more than 20 million baht.</p> <p>This transaction shall be approving by the Board of Directors and disclose the information to the Stock Exchange of Thailand.</p>	<p>baht + Interest 5.9 million baht), the size of transaction is lower than 3% of Net Tangible Assets of the Company (3% of the Company’s NTA referred to the Consolidated Financial Statements as of 30 June 2023 was 98.5 million baht)</p> <p>2. A&amp;A receives finance assistance with a total value of loan, amounting 5.9 million baht which the transaction size is more than 1 million baht but not more than 20 million baht.</p> <p>This transaction shall be approving by the Board of Directors and disclose the information to the Stock Exchange of Thailand.</p>
7. Interested directors attending meetings and voting	Mrs. Nalinee Ngamsetthamas considered as a director who has an interest because of being the authorized director of both companies. Therefore, in order to ensure the transparency of voting procedures and to facilitate the independent judgment of other directors, that aforementioned director abstained from voting in this matter and temporarily left the Meeting during voting session.	Mrs. Nalinee Ngamsetthamas considered as a director who has an interest because of being the authorized director of both companies. Therefore, in order to ensure the transparency of voting procedures and to facilitate the independent judgment of other directors, that aforementioned director abstained from voting in this matter and temporarily left the Meeting during voting session.

8. Conditions that may affect the shareholders

- None -

9. Opinions of the Board of Directors on a decision to enter the transaction

The Board of Directors has considered the information related to the connected transaction. It is of the view that entering the aforementioned transactions is fair, appropriate and beneficial to both the Company and AF, which is a subsidiary of the Company and also both the Company and A&A which is an affiliate.

10. Opinion of the Audit Committee and/or the Directors of the Company differs from the Opinion of the Board of Directors in Clause 9.

- none -

Please be informed accordingly.

Yours sincerely,



( Mr. Suttiporn Tanthikul )

Managing Director

AIRA Capital Public Company Limited

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