

7 August 2022

Subject: Notification of the resolutions of the Board of Directors' Meeting No. 3/2023, Investment in associated companies and providing financial assistance in Power Agrotech (Thailand) Co., Ltd., and Establishment of a subsidiary

To: President, The Stock Exchange of Thailand

Successmore Being Public Company Limited (“the Company”) would like to inform that the Board of Directors’ meeting of the Company No. 3/2022 held on 7 August 2023, has approved the acquisition of ordinary shares in Power Agrotech (Thailand) Company, in the amount of 16,667 shares, representing 25% of the paid-up capital. The total investment value is 10,000,00 baht, and providing financial assistance is 13,000,000 baht, The details are as follows:

1. Invested in an associated company, Power Agrotech (Thailand) Co., Ltd. (“PA”).

1. Day/ month/ year of case implementation	within Quarter 3/2023
2. Source of the Item	The Company will purchase 16,667 newly issued ordinary shares with a Par Value of Baht 100 per share, representing 25% of the issued and paid-up share capital of the PA for 600 baht per share, totaling 10,000,000 baht, because it is estimated that the business of providing agricultural liquid fertilizer spraying services with drones and being a distributor of drones has future potential, growth opportunities, and an attractive return on investment.
3. Details of acquired assets	
Company Name	Power Agrotech (Thailand) Co., Ltd.
Type of business	The business of providing agricultural liquid fertilizer spraying services with drones and distributor drones.
Date of company registration	3 April 2017
Registered capital and paid-up capital.	The initial registered capital was 5,000,000 Baht, divided into 50,000 ordinary shares with a par value of 100 Baht each. Its newly registered capital is 6,666,700 baht, divided

	into 66,667 shares of common stock with a par value of 100 baht each. (Within the third quarter of 2023).			
Office Address:	629/2 Phetchkasem Road., Huai Chorakhe, Mueang Nakhon Pathom, Nakhon Pathom			
Shareholding Structure	representing 25.00% of the issued and paid-up share capital			
Board composition	As of 1 June 2023, there is one director, namely Miss Nattaraphon Pengyeeson, who signed and affixes the Company's seal.			
Shareholder name	As of 14 September 2022,			
	List of shareholders	Number of shares	(%)	
	1. Miss Nattaraphon Pengyeeson	38,000	76.00	
	2. Miss Araya Pengyeeson	7,000	14.00	
	3. Mr. Taweepong Sudtampun	5,000	10.00	
	รวม	50,000	100.00	
Financial statements and Operational performance	Financial statements and Operational performance from 2020 to 2023			
	(Unit: THB Million)			
	List	2020	2021	2022
	Total assets	5.38	5.96	6.38
	Total liabilities	0.05	0.09	0.12
	Shareholders' Equity	5.33	5.88	6.26
	Total Revenue	20.26	86.67	92.39
	Total Expenses	25.92	86.35	91.90
	Net Profit	0.33	0.26	0.39
4. Total Value of Consideration and Payment Term	The purchase price of 16,667 newly ordinary shares with a par value of 100 baht per share represents 25 percent of the paid-up capital of PA shares. The Company will pay 600 baht per share for the newly ordinary shares, totaling 10,000,000 baht.			
5. Total Value of Acquired Assets	PA has a book value as of 31 December 2022, totaling 6.26 million baht, equivalent to 125.29 baht per share.			

<p>6. Criteria Used to Determine Consideration Value</p>	<p>Entering such transactions has conditions, terms, and prices by general business trading regulations. The appropriate purchase price of PA shares is determined from the valuation of PA shares using the Discounted Cash Flow Approach (DCF) evaluated by Discover Management Co., Ltd., an independent financial advisor.</p>
<p>7. Transaction size</p>	<p>This transaction is not considered as a related party transaction that must comply with the relevant notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand. And the size of the transaction is not considered an acquisition or disposal of assets, according to the Notification of the Capital Market Supervisory Board and the Notification of the Market Supervisory Board related securities as well. The transaction size is 1.08% based on the total value of consideration, which is the transaction size calculated from the consolidated financial statements as of 30 June 2023, which is considered the transaction with a value of less than 15 percent of the total assets of the company. (The company has had no acquisitions of assets in the past six months.).</p>
<p>8. Expected Benefits for the Company</p>	<p>This investment in ordinary shares of PA represents an investment in a business with growth potential and an attractive rate of return. More than half of Thailand's population is engaged in agriculture, so companies that provide agricultural liquid fertilizer sprinkling services with drones and act as distributors of drones tend to develop and expand rapidly. Investing in PA, a stable business, will generate long-term revenue and profits for SCM, thereby enhancing the business's performance. In addition to diversifying the Company's business risks, SCM will expand and incorporate more related companies.</p>
<p>9. Source of funds for buying assets of funds</p>	<p>Working capital of the Company</p>

10. Opinion of the Board of Directors on the Transaction	Board of Directors deems that the asset acquisition transaction with PA is appropriate and beneficial to the SCM in the future. Investing in PA will help generate income and profits for the Company in the long term. This has a positive effect on the Company's performance as well as diversifying the Company's business risks and covered by related businesses.			
11. Opinion of the Audit Committee and/or Director which is different from the Board of Directors' Opinion	-None			
12. Other important information	The Change in Shareholder Structure			
	Before the transaction		After the transaction	
Shareholder name	Number of shares	(%)	Number of shares	(%)
1. Miss Nattaraphon Pengyeeson	38,000	76.00	38,000	57.00
2. Successmore Being Co., Ltd.,	-	-	16,667	25.00
3. Miss Araya Pengyeeson	7,000	14.00	7,000	10.50
4. Mr. Taweepong Sudtampun	5,000	10.00	5,000	7.50
Total	50,000	100.00	66,667	100.00
	The Change in Management Structure			
	Before Capital Increase		After Capital Increase	
	Ms. Nuttaraporn Pengyeeson signs and affixes the Company's seal.		Miss Nattaraphon Pengyeeson signed with Mr. Sitthawee Kriatchawanun or Mr. Noppakrit Nithilertvijit. Total of two persons and affix the Company's seal.	

2. Providing financial assistance for Power Agrotech (Thailand) Co., Ltd. (“PA”)

1. Day/ month/ year of case implementation	Within quarter 4/2023
2. Related Parties	
Lender	Successmore Being Public Company Limited (“the Company” or “SCM”)
Borrower	Power Agrotech (Thailand) Co., Ltd.
Relationship	SCM is a shareholder in PA with 25% of the paid-up capital and shares the same directors, Mr. Sitthawee Kriatchawanun and Mr. Noppakrit Nithilertvijit.
3. Financial Assistance Detail	
Loan Amount	13,000,000 baht (thirteen million baht)
Interest rate	5 percent per year
Loan period	3 years
Principal and interest repayment schedule	Repayment of the principal upon maturity and monthly interest payment.
The guarantee	-None
Conditions that may affect the shareholder rights must be specified	-None
The objective of Financial Assistance	To be used as working capital for PA's business.
4. Item type and size	This transaction is not considered as a related party transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for related party transactions and the Notification of the Stock Exchange of Thailand Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions BE.2546
5. Expected Benefits	The company will receive a return of 5 percent per year, which gives a greater return than investing in bank deposits. It is also providing financial assistance to associated companies to use as working capital, and the company

	anticipates receiving dividends as a result of PA's good performance.
6. The source of funds for buying assets	Working capital of the Company
7. The names of directors having the interest and/or directors who are connected persons.	Mr. Sitthawee Kriatchawanun and Mr. Noppakrit Nithilertvijit, who are directors of SCM and PA are connected persons who abstain from this agenda.
8. Opinion of the Board of Directors on the Transaction	Board of Directors (excluding directors who are connected persons) considers that the proposed investment in PA is appropriate and will benefit the company by providing financial assistance to the associated company to be used as working capital for operations. The company anticipates receiving dividends as a result of PA's strong performance.
9. Opinion of the Audit Committee and/or Director which is different from the Board of Directors' Opinion	-None

3. Establishment of a subsidiary

1. Company Name	The company is in the early stages of registering with the Department of Business Development, Ministry of Commerce, and will keep you updated on the status.		
2. Type of Business	Produce and market dietary supplements and health-related services through digital and other channels.		
3. Registered Capital	5,00,000 baht divided into 50,000 ordinary shares with par value of 100 baht		
4. Shareholding Structure	List of shareholders	Number of shares	(%)
	1. Successmore Being Co., Ltd.,	49,998	99.996
	2. Mr. Sitthawee Kriatchawanun	1	0.002
	3. Mr. Noppakrit Nithilertvijit	1	0.002
	Total	50,000	100.00
5. Director Structure	1. Mr. Sitthawee Kriatchawanun 2 Mr. Noppakrit Nithilertvijit		

6. Source of funds	Working capital of the Company
7. Transaction size	This transaction is not considered as a related party transaction that must comply with the relevant notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand. And the size of the transaction is not considered an acquisition or disposal of assets, according to the Notification of the Capital Market Supervisory Board and the Notification of the Market Supervisory Board related securities as well. The transaction size is 0.54% based on the total value of consideration, which is the transaction size calculated from the consolidated financial statements as of 30 June 2023, which is considered the transaction with a value of less than 15 percent of the total assets of the company, and when including the transaction size of the investment in PA of 1.08 percent, the total transaction size is 1.62 percent.

Please be informed accordingly.

Yours faithfully,

(Mr. Noppakrit Nithilertvijit)

Chief Executive Officer