



No. CS.021/2023

October 3, 2023

Subject: The acquisition of new subsidiary

To: President
The Stock Exchange of Thailand

The Board of Directors' Meeting of Heng Leasing and Capital Public Company Limited (the "Company") No.5/2023 held on October 3, 2023, had considered and resolved to approve the investment in Vietnam by acquiring the capital contributions of S68 CAPITAL INVESTMENT LLC (the "Target Company") at the price of 4,312.50 million VND or approximately 6.22 million Baht which is equivalent to 75 percent of the total registered charter capital of the Target Company from the original members who have no relationship and are not the connected persons of the Company in any way. In this regard, the Company will acquire such capital contributions upon the satisfaction and/or fulfillment of all the conditions precedent as mutually agreed and stipulated in the relevant agreements, including but not limited to the following conditions:

1. The Target Company shall have fully and completely received the related approval and/or the operational licenses in connection with its business from the relevant government authorities of Vietnam and may continuously operate its business;
2. The original members (the sellers) agree to take responsibility for any liabilities related or associated with the Target Company that exist or occur prior to the Company's acquisition in the Target Company's capital contributions;
3. There shall be no events or actions that may have significant adverse effects on the Target Company or prevent the acquisition of the capital contributions of the Target Company;
4. There shall be no amendments to the law, announcements, regulations, orders, or guidelines that would prohibit the contractual parties from being able to proceed with the transfer and acquisition of the capital contributions.

In this regard, once the Company has acquired the capital contributions of the Target Company, it will result in the Target Company becoming a subsidiary of the Company. The details are as follows:

Name of the new subsidiary : S68 CAPITAL INVESTMENT LLC
In this regard, the Company may consider changing the name of the Target Company after the investment.

Investment Objectives : To create opportunities for expanding the Company's business internationally

Registered Charter Capital : 5,750 million VND or approximately 8.30 million Baht (Exchange rate as of August 31, 2023)



(Currently, the Target Company has the Registered Charter Capital in the amount of 2,000 million VND or approximately 2.90 million Baht, which the original members are obligated to increase to the amount of 5,750 million VND or approximately 8.30 million Baht prior to the Company's acquisition in the Target Company's capital contributions (Exchange rate as of August 31, 2023))

Investment Structure :

List of Investors	Before the Transaction		After the Transaction	
	Investment Value (Million Baht)	Percent	Investment Value (Million Baht)	Percent
1. Nguyen Thanh Hien	7.89	95	-	-
2. Hoang Van Hung	0.41	5	-	-
3. Heng Leasing and Capital Public Company Limited	-	-	6.22	75
4. Mr. Karn Chaiwanichkit	-	-	0.83	10
5. Mrs. Laddawan Suwichacherdchu	-	-	0.25	3
6. Mrs. Nantiya Thaiboonruang	-	-	0.04	0.5
7. Mrs. Ariya Chanttadilok	-	-	0.04	0.5
8. Mr. Peam Chaiwanichkit	-	-	0.04	0.5
9. Miss Amornrut Chaiwanichkit	-	-	0.04	0.5
10. Mr. Pullprom Puengpajit	-	-	0.42	5
11. Mr. Thanyachat Auttanukune	-	-	0.42	5
Total	8.30	100	8.30	100

Type of Business and the Expected Time to Start Generating Commercial Revenue

To provide loans to retail customers in Vietnam in the form of pawnshops with an expectation to start generating commercial revenue from March 2024 onwards

Board of Members After the Transaction

The Board of Members after the transaction will be consisted of 11 members:

1. Mr. Bunthid Supasatitkul
2. Miss Thapanattsamon Paisanteerakorn
3. Miss Varita Laothamatas
4. Mr. Karn Chaiwanichkit
5. Mrs. Laddawan Suwichacherdchu
6. Mrs. Nantiya Thaiboonruang
7. Mrs. Ariya Chanttadilok
8. Mr. Peam Chaiwanichkit



9. Miss Amornrut Chaiwanichkit
10. Mr. Pullprom Puengpajit
11. Mr. Thanyachat Auttanukune

The Company will appoint 3 representatives according to items 1 – 3 to become part of the Board of Members in the Target Company in proportion to the contribution of the Company

Source of Funds : Working capital of the Company
Investment Value : 4,312.50 million VND or approximately 6.22 million Baht (Exchange rate as of August 31, 2023)
Expected Investment : Within March 2024
Completion Date

The aforementioned transaction is deemed to be an acquisition of the asset in accordance with the Notification of Capital Market Supervisory Board No.Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including its amendments), 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 (including its amendments) (the "Notification of Acquisition or Disposal of Assets"). The maximum transaction size is calculated to be 0.05 percent based on the total value of consideration received, according to Financial Statement Quarterly 2/2023. The size of the transaction is less than 15 percent when taking into account other acquisition transactions during the 6 months prior to the transaction date. As such, the Company is not required to carry out the procedures in the Notification of Acquisition or Disposal of Assets, and such a transaction is not considered a connected transaction. However, this transaction is the case where a listed company or its subsidiary acquires an investment in another company, resulting in that company becoming a subsidiary of the listed company. Therefore, the Company is obliged to disclose the transaction to the Stock Exchange of Thailand.

Please be informed accordingly,

Yours faithfully,

(Mr. Wichai Suphasathitkul)

Chief Executive Officer