



No. ZAA-003/2024

April 9, 2024

**Subject:** Disclosure of the Resolutions of the Board of Directors Meeting No. 4/2024 regarding the Appointment of an Executive and Member of the Executive Committee and Asset Acquisition

**Attention:** President, the Stock Exchange of Thailand

ZALEKTA Public Company Limited (the "**Company**") hereby informs the Stock Exchange of Thailand that the Board of Directors Meeting of the Company No. 4/2024 convened on Tuesday, April 9, 2024, resolved as follows.

(1) Appointed Mr. Khanngoen Nuanual to be an executive of the Company as Chief Marketing Officer and member of the Executive Committee effective from April 9, 2024 onwards.

(2) Approved the Company to enter into an asset acquisition transaction, through M V D Company Limited ("**MVD**") a subsidiary of the Company of which 99.99% of its shares are owned by the Company. MVD will acquire 51% of the total issued shares in EVP Corporation Co., Ltd. ("**EVP**"), free and clear of any encumbrances. EVP is a private limited company engaging in ticket sale brokerage through the ticketing platform under Eventpop brand, including convenience services (i.e. registration and cashless payment services), sales marketing, event management and live streaming services. The acquisition of 51% of the total issued shares in EVP will be made from an existing shareholder of EVP, a company which Mr. Pattaraporn Bodhisuwan has controlling power (the "**Transferor**"), through the transfer of entire business of the Transferor, consisting of 51% of the total issued shares in EVP, with a purchase price of not exceeding THB 53,000,000 (the "**Transaction**"). Following the completion of the Transaction, MVD will become a shareholder of EVP, holding 51% of the total issued shares in EVP.

The Transaction is classified as an asset acquisition of a listed company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 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 B.E. 2547 (collectively, the "**Notifications on Acquisition and Disposal of Assets**"). Upon the calculation of the Transaction size based on a total value of consideration basis, the Transaction size has a value equivalent to 9.91%, therefore the Company **is not** imposed with disclosure requirement under the Notifications on Acquisition and Disposition of Assets, and does not constitute a connected transaction under the notifications on connected transaction on connected party transaction. In addition, the Company has not entered into any acquisition transaction during the past 6 months in which the value of such transaction is required to combine with the value of the acquisition of



the assets above. In this essence, the Company prioritizes the rights of shareholders to receive accurate, complete, adequate, timely and equitable information of the Company.

In this regard, the Board of Directors of the Company passed a resolution for delegating and appointing the Executive Committees or persons appointed by the Executive Committees to consider the terms and conditions as well as other necessary details and information relating to the Transaction as they deem appropriate, and in accordance with the applicable laws. Such authority shall include, but not limited to, the negotiation amendment, and implementation of any actions in the entire business transfer agreement, shareholders agreement or any other document related to the Transaction.

The important details of the aforementioned Transaction are as follows:

**1. Transaction Date**

MVD has entered into the Entire Business Transfer Agreement with the Transferor on April 9, 2024 with a purchase price of THB 52,869,618.50. The transfer of the entire business of the Transferor, consisting of 51% of the total issued shares in EVP, was completed on April 9, 2024. As a result, MVD is a shareholder of EVP, holding 51% of the total issued shares in EVP.

**2. The Related Parties and their Relationships with the Company**

Transferor: Event Platform and Services Co., Ltd. which is a company which Mr. Pattaraporn Bodhisuwan has controlling power.

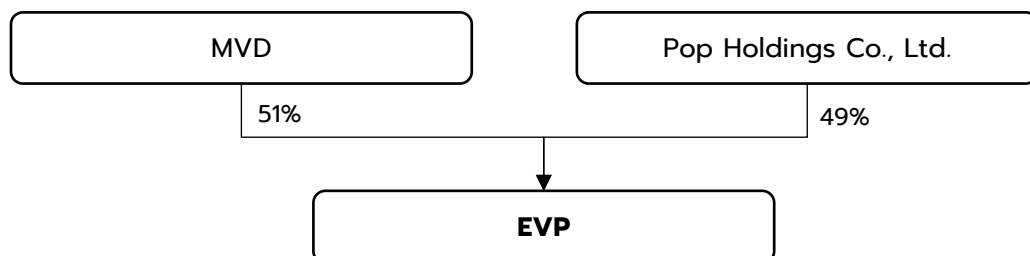
Relationship with the Company

The Transferor does not have any relationship with the Company and is not a related party of directors, executives and shareholders of the Company and Company's subsidiaries.

Transferee: MVD

**3. General Characteristics of the Transaction**

Following completion of the Transaction on April 9, 2024, the shareholding structure shall be as follows.





**Note:** Mr. Pattaraporn Bodhisuwan owns 99.99% of the total issued shares in Pop Holdings Co., Ltd.

#### **4. Overview of the Business Operation**

The main purpose of the business operation of EVP is to provide the ticket sale brokerage through the ticketing platform under Eventpop brand, including convenience services (i.e. registration and cashless payment services), sales marketing, event management and live streaming services.

EVP has aimed to be the intermediary in procuring and selling tickets for a recreational event through its platform, including website and application. In addition, EVP also focused on the sales and services marketing and promotion by using various marketing techniques and strategies, including providing comprehensive event management services through personnel with extensive expertise and working experience in this industry, for the customers to receive the quality services, and serve the customer's demand in terms of operating results from activities.

The Company prospects that the investment in EVP, by holding 51% of the total issued shares in EVP, will be advantageous for the Company and its shareholders. This is primarily due to the additional investment in businesses engaging in ticket sale brokerage through online platform, sales marketing, organization of trade show event, organization of product launch event, event management and concert management activities as conducted by EVP, which are related to the existing business of the Company.

The acquisition of assets will provide the following benefits to the Company i.e. expansion of the Company's business operation, increase in opportunities for steady growth and enhancing competitiveness of the Company.

The Company hereby certifies that the information contained in this information memorandum is true and correct and this information memorandum is prepared with due and care by considering the benefits of the shareholders.

Please be informed accordingly

ZALEKTA Public Company Limited

(Mr. Jiratch Wongtra-ngarn)  
Director