



## บริษัท ฐิติกร จำกัด (มหาชน)

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http://www.tk.co.th

TK. 032/2567

May 8, 2024

Subject: Notice of the Change of Directors and Shareholders of Subsidiaries in Laos People's Democratic Republic (Update)

Attn: President, The Stock Exchange of Thailand

The Board of Directors meeting of Thitikorn Public Company Limited No.2/2024 held on May 8, 2024 has passed the following resolutions:

1. Approval of the change of directors and shareholders of subsidiaries Sabaidee Leasing Co., Ltd. (SBD)

Director (Former)	Director (Current)
1. Ms. Prathama Phornprapha	1. Ms. Prathama Phornprapha
2. Mr. Prapol Phornprapha	2. Mr. Prasit Sainonsee
3. Ms. Siripen Neamcharoun	3. Mr. Taweesak Charoensakyothin
4. Ms. Sirirat Khunrangsee	4. Ms. Sirirat Khunrangsee
5. Ms. Wilasinee Sathawarodom	5. Ms. Wilasinee Sathawarodom

The appointment is effective from May 8, 2024

Sabaidee Leasing Co., Ltd	Former		Current	
	Number of Share	%	Number of Share	%
1. Thitikorn Public Company Limited	1,406,250	73.77	1,531,250	80.33
2. C.V.A. Company Limited	125,000	6.56	125,000	6.56
3. Chayapak Company Limited	125,000	6.56	125,000	6.56
4. Ms. Prathama Phornprapha	125,000	6.56	125,000	6.56
5. Mr. Prapol Phornprapha	125,000	6.56	-	-
	1,906,250	100.00	1,906,250	100.00

\*\* C.V.A. Company Limited, a subsidiary in which Thitikorn Public Company Limited holds 99.99% of the shares.

Chayapak Company Limited, a subsidiary in which Thitikorn Public Company Limited holds 99.99% of the shares.

SBD	Kip	Baht
Shareholder's Equity	53,434,432,207.57	92,922,983.11
Number of Shares	1,906,250	1,906,250
BV per Share (As of 31/3/67)	28,031.18	48.75

- Exchange rate as of 29/3/67 1 Kip = 0.00174 Baht

Mr. Prapol Phornprapha will sell 125,000 shares of Sabaidee Leasing Co., Ltd. (SBD) to Thitikorn Public Company Limited as per SBD Book Value calculation as of 31 March 2024 at 28,031.18 Kip per share, equivalent to 3,503,897,500 Kip or 6,096,781.65 Baht.

The above transactions are considered as the connected transactions. Total value of transactions is 0.11% which exceeds 0.03% but do not exceed 3.00% of NTA of the Company Consolidated

(NTA: 6,338.0-0.6-98.1-722.4-12.5=5,504.4 Mb. as of March 31, 2024). Therefore, the transaction shall be approved by the Board of Directors and disclosed as the connected transactions to the Stock Exchange of Thailand.

According to calculation of the transaction size regarding the announcement of The Capital Market Supervisory Board (CMSB) No. 20/2551, Criteria for Entering into Significant Transactions That Qualify as The Acquisition and

Disposition of Assets, which the total value of consideration is 0.10% of the consolidated budget as of March 31, 2024, it was found that the transaction size is less than 15%; therefore, the transaction is not required to publish under criteria of disclosure of material event.

After changing in shareholding proportion, Thitikorn Public Company Limited and subsidiaries will hold 93.45% of shares in Sabaidee Leasing Co., Ltd., which will be exempt from connected transactions as transactions between listed companies and connected persons in subsidiaries hold not exceed 10% of shares.

The details of the connected transactions information are as follow.

1. Ordinary business transactions

Mr. Prapol Phornprapha disposed of shares in Sabaidee Leasing Co., Ltd, a subsidiary of Thitikorn Public Company Limited

Buyer: Thitikorn Public Company Limited

Seller: Mr. Prapol Phornprapha

Transaction Date: after Board of Directors approval

2. Transactions relating to assets or services

The calculation of the transaction size of the total value: using the book value on the transaction date as following details:

	Thitikorn and Subsidiaries
Selling price at BV Book Value of SBD	6.1 million Baht
Net Tangible Asset (NTA) as of March 31, 2024	5,504.4 million Baht
Percentage (%)	0.11%

3. Relationship and connected person

**Sabaidee Leasing Co., Ltd** is a motorcycle hire-purchase business provider in Laos, in which Thitikorn Public Company Limited and Subsidiaries are major shareholders with 86.89% of shares. Mr. Prapol Phornprapha is a director and shareholder of Thitikorn Public Company Limited with 5.11% of shares (as of 14 March 2024) and also a director of **Sabaidee Leasing Co., Ltd** along with Ms. Prathama Phornprapha.

A summary of SBD's financial status and performance and TK's separate financial statements (simplified version) are in the attached documents.

4. Source of funds for share purchasing: the balance from the company's operations

5. Approval of the connected transactions from the Board of Directors

The Company affirmed that the stakeholder and connected person/directors, Ms. Prathama Phornprapha, and Mr. Prapol Phornprapha, did not attend the meeting and vote for this matter.

6. The Board of Directors' conclusion on the transaction

The Board of Directors and audit committee resolution was that the share-purchase transaction will make the company more flexible in its operations and be beneficial to the company. The purchase price regarding SBD's book value is appropriate.

7. A conclusion of audit committee and / or company's directors which is different from the Board of Directors

-None-

Please be informed accordingly.

Yours Sincerely,

(Ms. Prathama Phornprapha)  
Director/ Managing Director

In Baht

SBD	March 31,2024	December 31,2023
STATEMENTS OF FINANCIAL POSITION		
ASSETS		
TOTAL ASSETS	138,981,909.41	129,680,096.27
LIABILITIES AND SHAREHOLDERS'EQUITY		
TOTAL LIABILITIES	46,058,926.30	50,120,942.18
SHAREHOLDERS'EQUITY		
TOTAL SHAREHOLDERS'EQUITY	92,922,983.11	79,559,154.09
TOTAL LIABILITIES AND SHAREHOLDERS'EQUITY	138,981,909.41	129,680,096.27

As of 29/3/2023 1kip = 0.00174 Baht

In Baht

SBD	March 31,2024	December 31,2023
STATEMENTS OF COMPREHENSIVE INCOME		
TOTAL REVENUES	17,290,770.73	57,357,699.55
TOTAL EXPENSES	7,230,552.64	32,915,359.56
PROFIT FOR THE PERIOD	10,060,218.09	24,442,339.99

As of 29/3/2023 1kip = 0.00174 Baht

In Thousand Baht

TK (Separate financial statements)	March 31,2024
STATEMENTS OF FINANCIAL POSITION	
<u>ASSETS</u>	
TOTAL ASSETS	4,272,181
<u>LIABILITIES AND SHAREHOLDERS'EQUITY</u>	
TOTAL LIABILITIES	257,005
<u>SHAREHOLDERS'EQUITY</u>	
TOTAL SHAREHOLDERS'EQUITY	4,015,176
TOTAL LIABILITIES AND SHAREHOLDERS'EQUITY	4,272,181

In Thousand Baht

TK (Separate financial statements)	March 31,2024
STATEMENTS OF COMPREHENSIVE INCOME	
TOTAL REVENUES	212,613
TOTAL EXPENSES	273,013
PROFIT FOR THE PERIOD	(60,400)