



Ref. SAAM 19/2024

11st July 2024

Subject: Notification of the Entering Into an Investment in Another Company [Resulting in a Subsidiary Company](#)
(Additional Items)

To: The President
The Stock Exchange of Thailand

SAAM Development Public Company Limited (the “Company”) hereby announces that on Wednesday, 10th July 2024, the Company entered into an investment in SM System Development Company Limited (“SMSD”) with a total investment value not exceeding THB 75 million. Consequently, following this transaction, the Company will hold 100% of the shares in SMSD by purchasing common shares from the existing shareholders [please consider the details referred to Enclosure 1](#).

Following the Company’s strategic emphasis on operating as a “**Project Developer**” to **ensure continuous and long-term income** for the subsidiaries of the Company (**Recurring Income / Passive Income**), the Company have initiated our role as a “**Renewable Energy Project Developer**” both domestically and internationally. This approach secures a continuous revenue stream for up to 25 years. The Company remains committed to advancing towards each country’s renewable energy targets, thereby creating further opportunities for business expansion

Due to the Company’s interest in developing and investing in virtual world social platforms, the Company has expanded its project development scope to include non-energy-related businesses. This expansion began with an investment in the gaming industry, positioning the Company as a “**Game Project Developer**”. The Company are developing games and online games in collaboration with several partners, both Thai and internationally renowned companies with extensive experience. Over the past three years, we have conducted in-depth research to inform the development of these games. The Company’s three game projects will begin generating revenue from the end of this year onward, ensuring a continuous income stream (Recurring Income).

From now on, the Company aims to expand its project development efforts into other business sectors to diversify its revenue streams. Recognizing business opportunities and the potential to become a “**System Project Developer**” the Company is focusing on developing technology services, telecommunications systems, and digital platforms. Consequently, the Company have invested in SMSD, which can **immediately generate new recurring income**, aligning with the Company’s strategic plan and business operations.

The transaction is not considered connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (including 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 Connected Transactions B.E. 2546 dated 19 November 2003 (including



amendments). Furthermore, the transaction size is less than 15% based on the calculated maximum size criteria, and the Company has not engaged in other asset acquisition transactions during the past six months in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (including amendments). However, the Company is obliged to report such investment to be in accordance with 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 dated 29 October 2004 (including amendments), as the Company acquires an investment in another company which results in that other company becoming a subsidiary of the Company.

Please be informed accordingly.

Yours Sincerely,

(Mr. Podduang Kongkamee)
Chief Executive Officer



Information Memorandum on the Acquisition of Asset
Purchase of Common Shares from the Existing Shareholders of SM System Development Company Limited

Following the completion of the transaction, the details related to the acquisition of the investment in the subsidiary are as follows:

1. Date of the transaction

July 10, 2024.

2. The counterparty relation with Company

Seller : SM System Development Company Limited. ("SMSD"), which is 100% owned by Multi Innovation Engineering Company Limited which has no relationship amongst the Company and is not a connected person.

Buyer : SAAM Development Public Company Limited ("the Company")

3. Description of the transaction

Purchase of Common Shares from the Existing Shareholders of SMSD.

4. Details of Property Acquisition

Company Name : SM System Development Company Limited

Business Type : System Project Developer including focus on developing technology services, telecommunications systems, and digital platforms.

Registered and Paid-up Capital : 1,000,000 Baht (one million baht)
Consisted of 10,000 ordinary shares (ten thousand shares) with a par value of 100 Baht (one hundred) each

Board of Directors : Representatives from the Company. Currently, no names have
(After transaction) been designated for the directors, but all directors will be representatives from the Company.

Shareholding Proportion : The Company holds 100% of the shares
(After transaction)



5. Totaling Return

The value of SMSD comprises 10,000 shares with a par value of 100 baht per share, representing the fully paid-up registered capital.

The Company will acquire these shares at a price of 7,465.50 baht per share (seven thousand four hundred sixty-five baht and fifty satang), totaling 74,655,000 baht (seventy-four million six hundred fifty-five thousand baht). This price has been mutually agreed upon, as SMSD holds a contract that allows for the continuous recognition of revenue over the long term.

6. Sources of Fund

The Company's working capital and retained earnings.

The Company certifies that information contained in this Information Memorandum is accurate and true in all respects, and has been prepared in prudence and caution, for the utmost benefit of shareholders.

Please be informed accordingly.

Yours Sincerely,

(Mr. Podduang Kongkamee)
Chief Executive Officer