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Ref. WINNER 012/2021

May 13, 2021

Subject: Notification of the Board of Directors' resolution regarding Investment in other companies

To: The President  
The Stock Exchange of Thailand

Winner Group Enterprise Public Company Limited (“the Company”) held the Board of Directors Meeting No.2/2021 on May 13, 2021 and passed the resolution to buy ordinary stock from Mr. Thongchai Mantapaneewat of Winner Agro Innovation Co., Ltd., who is not person related to the Company, to invest in the production and distribution of raw materials, seedling varieties, and hemp extract with the total investment value of Baht 14,210,526 under calculation based on the size of the highest asset value acquisition following the criteria of financial information as of December 31, 2020. The transaction size is calculated according to acquisition of assets equivalent to 1.20 percent which transaction size of acquisition or disposition is not considered significant according to the Notification of the Capital Market Supervisory Board No. ThorChor 20/2008 Re: Rules for Entering into Significant Transactions deemed as Acquisition or Disposal of assets and The Notification of the Board of the Stock Exchange of the Thailand Re: Disclosure of the information and other Acts of Listed Company concerning the Acquisition and Disposition of Assets, B.E.2004 and the Company has not had any acquisition transaction during the past 6 months.

The Company would like to report the disclosure of information of the said transaction in accordance with the regulations of the Stock Exchange of Thailand as follows: -

1. **Date of Transaction** : May 2021
2. **Related Parties and Relationships with the company**
  - Buyer** : Winner Group Enterprise Public Company Limited
  - Seller** : Mr. Thongchai Mantapaneewat
  - Relationship** : Non-related to the Company
3. **Details of the assets acquired: -**
  - Type** : Ordinary Shares
  - Company's Name** : Winner Agro Innovation Co., Ltd.
  - Registered Capital** : 30,000,000 Baht
    - Par value of Baht 10 per share, divided into 3,000,000 ordinary shares
  - Type of Business** : Production and distribution of raw materials, seedling varieties, hemp extract and agricultural products.
  - Number of Shares** : 1,350,000 shares
  - Acquired** : accounted for 45% of Winner Agro Innovation Co., Ltd.'s total shares.
  - Registration Number** : 0105563031984

4. Size of Transaction

Criteria	Calculation Formula	Size of Transaction
1. NTA basis	$\frac{(\text{NTA Winner Agro Innovation} \times \text{Acquisition}) * 100}{\text{NTA WINNER GROUP}}$	-
2. Net profit from operations basis	$\frac{(\text{Net Profit of Winner Agro Innovation} \times \text{Acquisition}) \times 100}{\text{Net Profit of WINNER GROUP}}$	-
3. Value of consideration basis	$\frac{\text{Value of consideration given (14.2 MB)} \times 100}{\text{Total's Asset of WINNER GROUP (1,181.15 MB)}}$	1.20%
4. Share capital basis	$\frac{\text{No. of Share issued for asset payment} \times 100}{\text{No. of Share issued \& paid up of WINNER GROUP}}$	No new securities issuance

5. **Total value of consideration** : The Company pays in cash amount of Baht 14,210,526.

6. **Source of Fund** : The Company's Cash Flows from operations

7. **Conditions of the transaction** : None

8. **Opinion from Audit Committee**

The Audit Committee has considered and approved in principle to enter into a purchase of such transaction which is beneficial to the Company and the shareholders. This is also an expansion of investment with other business partners who directly have knowhow and expertise to support the growth of the company in the future. The Company hereby send 1 representative, Mr. Jane Wongisariyakul (Director), who becomes a director of Winner Agro Innovation Company Limited.

9. **Opinion from the Board of Directors:** No different opinion from the Audit Committee

10. **Benefits from Investment** : Dividend Paid

Please be informed accordingly.

Yours faithfully,



(Mr. Jane Wongisariyakul)

CEO

**Winner Group Enterprise Public Company Limited**

Company Secretary

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