



REF. KorThor. No. 0091/2564

May 17th, 2021

Subject : Appointment of the Company's Directors position for the year 2021, Appointment of the Audit Committee in replacement of those whose term has expired, Appointment of the Nomination and Remuneration Committee in replacement of those whose term has expired, Appointment of the Corporate Governance and Risk Management Committee in replacement of those whose term has expired, Approval on the guarantee obligation for Saha Tokyu Corporation Co., Ltd. in proportion to shareholding proportion to TOKYU CORPORATION (Japan), To waive the right to buy common shares of increasing capital of Tsuruha (Thailand) Co., Ltd., and Informing the dissolution of Thai Takaya Co., Ltd.

To : Director & General Manager
The Stock Exchange of Thailand

According to the Board of Director Meeting No. 1 (Board#28) of Saha Pathana Inter-Holding Public Company Limited held on May 17th, 2021, the Board of Directors has resolutions as follows:

1. Appointment of the Company's Directors position for the year 2021

	<u>Name</u>	<u>Position</u>
(1)	Mr. Somkid Jatusripitak	Chairman / Independent Director
(2)	Mr. Boonsithi Chokwatana	Vice Chairman
(3)	Mr. Vichai Kulsomphob	President & CEO
(4)	Mr. Samreng Manoonpol	Director
(5)	Ms. Sirikul Dhanasarnsilp	Director
(6)	Mr. Pipope Chokvathana	Director
(7)	Mr. Pipat Paniangvait	Director
(8)	Mr. Sujarit Patchimnan	Director
(9)	Mr. Boonchai Chokwatana	Director
(10)	Mr. Boonkiet Chokwatana	Director
(11)	Mr. Piriya Khempon	Director
(12)	Mr. Nophorn Bhongsvej	Independent Director
(13)	Mrs. Punnee Worawuthichongsathit	Independent Director
(14)	Mr. Nipon Poapongsakorn	Independent Director
(15)	Mr. Surachai Danaitangtrakul	Independent Director



2. Appointment of the Audit Committee in replacement of those whose term has expired, the details are as follows;

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|-----|-------------|----------------------|-------|-----------------------------|
| (1) | Mr. Nophorn | Bhongsvej | being | Chairman of Audit Committee |
| (2) | Mrs. Punnee | Worawuthichongsathit | being | Audit Committee |
| (3) | Mr. Nipon | Poapongsakorn | being | Audit Committee |

The term is 1 year.

3. Appointment of the Nomination and Remuneration Committee in replacement of those whose term has expired, the details are as follows;

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|-----|---------------|---------------|-------|---------------------------------------------------|
| (1) | Mr. Boonsithi | Chokwatana | being | Chairman of Nomination and Remuneration Committee |
| (2) | Mr. Vichai | Kulsompob | being | Nomination and Remuneration Committee |
| (3) | Ms. Sirikul | Dhanasarnsilp | being | Nomination and Remuneration Committee |

The term is 1 year.

4. Appointment of the Corporate Governance and Risk Management Committee in replacement of those whose term has expired, the details are as follows;

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|-----|--------------|---------------|-------|----------------------------------------------------------------|
| (1) | Mr. Nophorn | Bhongsvej | being | Chairman of Corporate Governance and Risk Management Committee |
| (2) | Ms. Sirikul | Dhanasarnsilp | being | Corporate Governance and Risk Management Committee |
| (3) | Mr. Pipope | Chokvathana | being | Corporate Governance and Risk Management Committee |
| (4) | Mr. Supradit | Sa-id | being | Corporate Governance and Risk Management Committee |
| (5) | Mr. Sontaya | Tabkhan | being | Corporate Governance and Risk Management Committee |

The term is 1 year.

5. Approval on the guarantee obligation for Saha Tokyu Corporation Co., Ltd. in proportion to shareholding proportion to TOKYU CORPORATION (Japan), the details are as follows;

- Date of Transaction : Within May 2021
- Contact Parties
 - Guarantor : Saha Pathana Inter-Holding Public Company Limited
 - Guarantee : Saha Tokyu Corporation Co., Ltd.
 - Connected Person : - None -
- General Transaction : To provide the financial support in proportion to shareholding proportion by providing the guarantee obligation. The Company holds 20% of shares in Saha Tokyu Corporation Co., Ltd.
- Transaction Details
 - Guarantee's Company : Saha Tokyu Corporation Co., Ltd.
 - Registered Capital : Baht 792,000,000.- divided into 792,000 common shares, Par Value @ Baht 1,000.- per share.



- **Guarantee Value** : Baht 20,000,000.- on shareholding proportion in Saha Tokyu Corporation Co., Ltd., which is the guarantee obligation of existing loan to TOKYU CORPORATION (Japan), from May 31st, 2021 - May 31st, 2022.
- 5. **The transaction objective** : To comply with the Joint Venture Agreement
- 6. **Director who has the vested interests** : - None -
- 7. **Opinion by the Board of Directors** : Agree to approve the guarantee obligation for Saha Tokyu Corporation Co., Ltd., as detailed above and to comply with the Joint Venture Agreement.
- 8. **Opinion by the Audit Committee and/or Director significantly different from those by the Board of Directors** : - None -
- 9. **Transaction Size** : This transaction is not considered to be a related transaction of listed Company prescribed in the Notification of the Capital Market Supervisory Board in category of related transaction.

6. **Approval to waive the right to buy common shares of increasing capital of Tsuruha (Thailand) Co., Ltd.**
the details are as follows;

- 1. **Date of Transaction** : Within May 2021
- 2. **Contact Parties**
 - Waiver : Saha Pathana Inter-Holding Public Company Limited
 - Receiver : Arata (Thailand) Co., Ltd.
 - Connected Person : - None -
- 3. **General Transaction** : To waive the right to buy common shares of Tsuruha (Thailand) Co., Ltd.
- 4. **Transaction Details**
 - Company's Name : Tsuruha (Thailand) Co., Ltd.
 - Business Type : To operate the retail shop and sell healthy and beauty products.
 - Registered Capital before increasing : Baht 148,000,000.- divided into 148,000 common shares, Par Value @ Baht 1,000.- per share.
 - Registered Capital after increasing : Baht 241,734,000.- divided into 241,734 common shares, Par Value @ Baht 1,000.- per share.
- 5. **Proportion of Investment**
 - Number of common shares allocation : 14,060 common shares, Par Value @ Baht 1,000.- per share
 - Shareholding Proportion before increasing : 22,200 common shares or to be 15.00% of registered capital
 - Shareholding Proportion after increasing : 22,000 common shares or to be 9.18% of registered capital



6. Total Return : 14,060 common shares of Tsuruha (Thailand) Co., Ltd.,
Par Value @ Baht 1,000.-, amounting to Baht 14,060,000.-
7. The transaction objective : To reduce shareholding proportion in company which business
operation has continue losses.
8. Director who has the vested interests : - None -
9. Opinion by the Board of Directors : The Company should waive the rights to reserve share as stated above
to reduce shareholding proportion in company with loss operation and
support to Arata (Thailand) Co., Ltd., which has related business to
join the investment.
10. Opinion by the Audit Committee and/or
Director significantly different from
those by the Board of Directors : - None -
11. Transaction Size : This transaction is not considered to be a related transaction of listed
company according to the Notification of the Capital Market
Supervisory Board, regarding rules on related transaction provided
as transactions and is disposition of assets transaction, when
calculating the transaction size is not more than 15% of the
Company's total assets and is not in line with the regulation on
significant transaction subjecting to be an acquisition or deposition
of asset that listed company.

7. Informing the dissolution of Thai Takaya Co., Ltd.

Due to Thai Takaya Co., Ltd., has dissolved and liquidated. The Company held 30,000 shares with an average price of Baht 100.- per share (Par Value @ Baht 100.- per share), amounting of Baht 3,000,000.- or 10% of the registered capital of Baht 30,000,000.-

Currently, the Company has received the return on investment in the amount of Baht 1,838,145.00 in which the Company has impairment provision totaling Baht 1,047,650.08. Therefore, a net loss to the financial statements of the Company total Baht 114,204.92, which does not have a material effect to the Company's operation.

Please be informed accordingly,

Yours sincerely,

(Mr. Vichai Kulsomphob)

President & CEO