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Ref. WINNER 012/2021

May 13, 2021

Subject: Notification of the Board of Directors' resolution regarding Investment in other companies ([Revised](#))

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 [March 31, 2021](#). The transaction size is calculated according to acquisition of assets equivalent to [1.23](#) 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. **The General Characteristics:** [The Company will purchase 1,350,000 Ordinary share of Winner Agro Innovation Co., Ltd. \(or 45% of Registered capital and Par value of Baht 10 per share\) with purchase price 10.53 Baht per share or 14,210,526 Baht in total from Mr. Thongchai Mantapaneewat \(Non-related to the Company\) in May 2021](#)
4. **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

<b>Type of Business</b>	: Production and distribution of raw materials, seedling varieties, hemp extract and the kind of agricultural products.
<b>Number of Shares</b>	: 1,350,000 shares
<b>Acquired</b>	accounted for 45% of Winner Agro Innovation Co., Ltd.'s total shares.
<b>Date of Establishment</b>	: February 20, 2020 and renaming registration to Winner Agro Innovation Co., Ltd. on the date of April 28, 2021
<b>Registration Number</b>	: 0105563031984
<b>Shareholder Structure</b>	

No.	Shareholder	Before acquisition		After acquisition	
		No. of Share	%	No. of Share	%
1	Winner Group Enterprise Public Company Limited	-	-	1,350,000	45.00
2	Mr. Thongchai Mantapaneewat	2,100,000	70.00	750,000	25.00
3	Mrs. Rungnapha Tonsawat	390,000	13.00	390,000	13.00
4	Mrs. Pornthip Paksanon	247,500	8.25	247,500	8.25
5	Miss Korhapha Paksanon	150,000	5.00	150,000	5.00
6	Miss Nuchnaphang Suwantan	37,500	1.25	37,500	1.25
7	Miss Prongsidathep Sathitsilp	37,500	1.25	37,500	1.25
8	Mrs. Anchalee Arkaew	37,500	1.25	37,500	1.25
	<b>Total</b>	<b>3,000,000</b>	<b>100.00</b>	<b>3,000,000</b>	<b>100.00</b>

**The Board of Winner Agro Innovation Co., Ltd.**

Before acquisition	After acquisition
1. Mr. Thongchai Mantapaneewat	1. Mr. Jane Wongisariyakul
2. Mrs. Rungnapha Tonsawat	2. Mr. Thongchai Mantapaneewat
3. Mr. Pitak Paksanon	3. Mrs. Rungnapha Tonsawat
	4. Mr. Pitak Paksanon

Remarks: The Company therefore the one representative, Mr. Jane Wongisariyakul (Director) will sent to become a director of Winner Agro Innovation Company Limited, 1 person.

#### 5. Size of Transaction

Criteria	Calculation Formula	Size of Transaction
1. NTA basis	$\frac{(\text{NTA Winner Agro Innovation } (0)^{1/} \times \text{Acquisition } (45\%)) * 100}{\text{NTA WINNER GROUP } (579.36 \text{ MB})}$	0%
2. Net profit from operations basis	$\frac{(\text{Net Profit of Winner Agro Innovation } (0)^{1/} \times \text{Acquisition } (45\%)) \times 100}{\text{Net Profit of WINNER GROUP } (19.89 \text{ MB})}$	0%
3. Value of consideration basis	$\frac{\text{Value of consideration paid } (14.21 \text{ MB}) \times 100}{\text{Total's Asset of WINNER GROUP } (1,150.93 \text{ MB})}$	1.23%
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

**Remark:** (0)<sup>1/</sup> Winner Agro Innovation Co., Ltd. is not operating business yet.

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

#### 7. Basis use to determine the value of consideration

The Board of Directors considers the fair value of Winner Agro Innovation Company Limited based on the nature of the business and business plan, to include studying industry growth opportunities as well as a project feasibility study. Return on investment of this joint venture is expected to be in line with the Company's policy. Therefore, the Board of Directors approved this joint venture with Winner Agro Innovation Co., Ltd. to enhance business opportunity that can create returns for the Company and the shareholders.

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

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

#### 10. Opinion from Audit Committee

The Audit Committee has considered and approved in principle to enter the purchase transaction based on fair value of Winner Agro Innovation Co., Ltd. as well as nature of business, business plan, and the project financial feasibility study report to support this investment. Also, this will be beneficial to the company as well as the Company's shareholders. In addition, this will be an expansion of investment with other business partners who have knowhow and expertise that supports the future growth of the Company therefore the one representative, Mr. Jane Wongisariyakul (Director), will sent to become a director of Winner Agro Innovation Company Limited, 1 person.

Enterprise PLC.  
**W Winner Group**

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11. **Opinion from the Board of Directors** : No different opinion from the Audit Committee  
12. **Benefits from Investment** : Dividend Paid

Please be informed accordingly.

Yours faithfully,



(Mr. Jane Wongisariyakul)

CEO

**Winner Group Enterprise Public Company Limited**

Company Secretary

Tel. 02-675-6525 ext. 109