

[Translation]

No. AQUA-108/SET-013/21

29 October 2021

Subject Appointment of a Director, appointment of the Company Secretary, and entry into a connected transaction

To The President  
The Stock Exchange of Thailand

Enclosure: Information Memorandum on the Connected Transaction of Aqua Corporation Public Company Limited

Aqua Corporation Public Company Limited (the “Company”) would like to disclose certain key resolutions of the Board of Directors’ Meeting No. 10 /2021 held on 29 October 2021 as follows:

1. A resolution was passed to approve the appointment of Mr. Apivut Thongkam as a Director to fill a vacancy on the Board of Directors for the remaining term of the director who vacated office as well as an Executive Director with effect from 29 October 2021 onwards.

2. A resolution was passed to approve the appointment of Hunton Andrews Kurth (Thailand) Limited represented by Ms. Phatamol Phisitbuntoon as the Company Secretary with effect from 29 October 2021 onwards.

3. A resolution was passed to approve the entry into a connected transaction as detailed below:

After the Board of Directors’ Meeting No. 9/2021 held on 14 September 2021 passed a resolution to approve the allotment of 1,377,900,000 newly issued ordinary shares at the par value of THB 0.50 per share to the existing shareholders in proportion to their shareholding (Rights Offering: RO) at the allocation ratio of 10 existing ordinary shares to 3 newly issued ordinary shares (10:3) and at the offering price of THB 0.50 per share where the existing shareholders may express their intention to oversubscribe for the newly issued ordinary shares (Oversubscription), the record date for determining the list of shareholders entitled to subscribe for the newly issued ordinary shares on 29 September 2021 (Record Date), and the period for the subscription of newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding between 19 October 2021 - 2 November 2021 (only business days), Mr. Pakorn Mongkoltada (“Mr. Pakorn”), who is the director, executive, and major shareholder of the Company, notified the Company that he intended to oversubscribe for 220,000,000 newly issued ordinary shares at the total offering price of THB 110,000,000 or equivalent to 2.95 percent of the Company’s NTA according to the reviewed consolidated financial statements of the Company for the six months ended 30 June 2021.

Such oversubscription of the newly issued ordinary shares is considered a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction

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 the Connected Transactions B.E. 2546 (as amended) (the “**Connected Transaction Notifications**”) as a transaction relating to assets or services whose transaction value is more than 0.03 percent, but less than 3 percent of the Company's NTA of THB 3,725.46 million according to the reviewed consolidated financial statements of the Company for the six months ended 30 June 2021. Such transaction is classified as a medium sized transaction; therefore, the Company is required to seek approval from the Board of Directors and disclose information on the connected transaction to the Stock Exchange of Thailand. In addition, the Company has not had any other connected transactions with such connected person or any of his related persons within the past six months prior to the Board Directors' Meeting No. 10/2021.

In this regard, details on the connected transaction are provided in the Enclosure.

Please be informed accordingly,

Yours sincerely,

(Mr. Phonlasit Phumiwasana and Mr. Korchoke Saengtongaram)

Authorized Directors

Company Secretary Department:

Mrs. Orathai Nateruang

Tel. 02-694-8888 Ext. 8804

## Information Memorandum on the Connected Transaction of Aqua Corporation Public Company Limited

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The Company would like to disclose information on the said connected transaction to the SET in accordance with the Connected Transaction Notifications as follows:

### 1. Date of the transaction

The Company will enter into the transaction after the Board of Directors' Meeting No. 10/2021 held on 29 October 2021 has passed a resolution to approve the entry into the transaction and it is expected that the transaction will be completed by 2 November 2021.

**2. Parties involved and their relationship with the Company**

Mr. Pakorn is a director, executive, and major shareholder of the Company whose shareholding as at 29 September 2021 was 12.53 percent.

**3. General description and nature of the transaction and transaction size**

After the Board of Directors' Meeting No. 9/2021 held on 14 September 2021 passed a resolution to approve the allotment of 1,377,900,000 newly issued ordinary shares at the par value of THB 0.50 per share to the existing shareholders in proportion to their shareholding (Rights Offering: RO) at the allocation ratio of 10 existing ordinary shares to 3 newly issued ordinary shares (10:3) and at the offering price of THB 0.50 per share where the existing shareholders may express their intention to oversubscribe for the newly issued ordinary shares (Oversubscription), the record date for determining the list of shareholders entitled to subscribe for the newly issued ordinary shares on 29 September 2021 (Record Date), and the period for the subscription of newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding between 19 October 2021 - 2 November 2021 (only business days), Mr. Pakorn, who is the director, executive, and major shareholder of the Company, notified the Company that he intended to oversubscribe for 220,000,000 newly issued ordinary shares at the total offering price of THB 110,000,000 or equivalent to 2.95 percent of the Company's NTA according to the reviewed consolidated financial statements of the Company for the six months ended 30 June 2021.

In this regard, if Mr. Pakorn exercises the right to subscribe for 172,590,450 newly issued ordinary shares and the right to oversubscribe for 220,000,000 newly issued ordinary shares, his total number of shares and shareholding percentage in the Company will be as follows:

	Pre-RO		Post-RO	
	Number of shares	Percent	Number of shares	Percent <sup>/1</sup>
Mr. Pakorn	575,301,500	12.53	967,891,950	16.21

Remark <sup>/1</sup> On the assumption that 1,377,900,000 newly issued ordinary shares are fully subscribed

Such oversubscription of the newly issued ordinary shares is considered a connected transaction under the Connected Transaction Notifications as a transaction relating to assets or services whose transaction value is more than 0.03 percent, but less than 3 percent of the Company's NTA of THB 3,725.46 million according to the reviewed consolidated financial statements of the Company for the six months ended 30 June 2021. Such transaction is classified as a medium sized transaction; therefore, the Company is required to seek approval from the Board of Directors and disclose information on the connected transaction to the SET. In addition, the Company has not had any other connected transactions with such connected person or any of his related persons within the past six months prior to the Board Directors' Meeting No. 10/2021.

4. Details of assets relating to the transaction

General information

Company Name	Aqua Corporation Public Company Limited
Nature of Business	Investing in other companies and managing sales and all advertising media of its subsidiaries
Registered Capital	THB 2,985,450,000
Paid-up Capital	THB 2,296,500,000, divided into 4,593,000,000 shares, at the par value of THB 0.50 per share
Board of Directors	As at 29 October 2021, the Board of Directors comprised: <ol style="list-style-type: none"> <li>1. Mr. Yuth Chinsupakul Chairman of the Board</li> <li>2. Mr. Sutee Phongpaiboon Independent Director/Chairman of the Audit Committee</li> <li>3. Ms. Pranee Rattakam Independent Director/member of the Audit Committee</li> <li>4. Mrs. Warangkana Kalayanapradit Director</li> <li>5. Mr. Phonlasit Phumiwasana Director</li> <li>6. Mr. Korchoke Saengtongaram Director</li> <li>7. Mr. Pakorn Mongkoltada Director</li> <li>8. Mr. Apivut Thongkam Director<sup>1</sup></li> <li>9. Mr. Shine Bunnag Director/President (Acting)</li> </ol>

Remark <sup>1</sup> Appointed by the resolution of the Board of Directors' Meeting No. 10/2021 held on 29 October 2021

Key financial information

Key financial information from the audited consolidated financial statements of the Company for the years ended 31 December 2019 and 2020 and the reviewed consolidated financial statements of the Company for the six months ended 30 June 2021 can be summarized as follows:

Financial position

Unit : THB Millions	As of 31 Dec 2019	As of 31 Dec 2020	As of 30 Jun 2021
Cash and cash equivalents	158.09	312.30	250.58
Trade and other receivables	308.23	288.78	205.46
Non-current financial assets	63.00	39.00	38.45
Investment in associates	1,276.55	1,485.20	1,392.46
Investment property	3,934.06	3,665.98	3,665.98

Unit : THB Millions	As of 31 Dec 2019	As of 31 Dec 2020	As of 30 Jun 2021
Property, plant and equipment-net	1,350.46	1,365.81	1,811.11
Rights of use assets	-	425.87	569.70
Goodwill	640.58	640.58	640.58
Other current and non-current assets	72.75	59.03	90.49
<b>Total assets</b>	<b>7,803.72</b>	<b>8,282.55</b>	<b>8,664.81</b>
Overdrafts/short-term loans	40.61	65.00	-
Trade and other payables	99.13	113.37	232.93
Loans from financial institutions	1,825.92	1,644.22	1,796.21
Debentures	477.67	866.10	940.06
Lease liabilities	89.80	521.91	672.81
Accrued corporate income tax	14.46	10.62	10.09
Deferred tax liabilities	443.81	385.51	374.73
Provision of liabilities according to accounting standards	26.22	29.18	29.75
Other current and non-current liabilities	200.00	169.33	166.04
<b>Total liabilities</b>	<b>3,217.62</b>	<b>3,805.24</b>	<b>4,222.62</b>
Paid-up capital	2,296.50	2,296.50	2,296.50
Capital surplus	312.84	312.84	312.84
Legal reserve	50.34	55.48	55.48
Retained earnings	1,787.87	1,817.21	1,797.09
Other components of equity	70.91	(77.39)	(95.87)
Non-controlling interests	67.63	72.67	76.14
<b>Total shareholders' equity</b>	<b>4,586.09</b>	<b>4,477.31</b>	<b>4,142.18</b>

### Operating results

	Year ended 31 Dec 2019		Year ended 31 Dec 2020		Six months ended 30 Jun 2021	
	THB Millions	Percent	THB Millions	Percent	THB Millions	Percent
<b>1. Revenue from advertising media business</b>						
1.1 Revenue from advertising - Static	398.09	26.06	319.10	23.37	138.78	32.87
1.2 Revenue from advertising - LED	403.05	26.39	255.13	18.69	121.66	28.82
1.3 Revenue from screen sales - LED	7.41	0.49	-	-	-	-
<b>Total</b>	<b>808.55</b>	<b>52.93</b>	<b>574.23</b>	<b>42.06</b>	<b>260.44</b>	<b>61.69</b>
2. Revenue from warehouse business	271.04	17.74	276.09	23.22	140.53	33.29
3. Revenue from real estate rental and service business	66.56	4.36	47.59	3.49	-	-
4. Share of profit from associates (EP)	261.21	17.10	449.70	32.94	17.65	4.18

	Year ended 31 Dec 2019		Year ended 31 Dec 2020		Six months ended 30 Jun 2021	
	THB Millions	Percent	THB Millions	Percent	THB Millions	Percent
5. Other income						
5.1 Profit from sale of investment	14.83	0.97	-	-	-	-
5.2 Interest income and others	26.71	1.75	17.68	1.29	3.56	0.84
5.3 Gain from change in fair value in real estate	78.62	5.15	-	-	-	-
<b>Total</b>	<b>120.16</b>	<b>7.87</b>	<b>17.68</b>	<b>1.29</b>	<b>3.56</b>	<b>0.84</b>
<b>Total revenue</b>	<b>1,527.52</b>	<b>100.00</b>	<b>1,365.29</b>	<b>100.00</b>	<b>422.18</b>	<b>100.00</b>
6. Expenses						
6.1 Cost of sales	7.41	0.49	-	-	-	-
6.2 Cost of service	532.31	34.85	517.62	37.91	236.46	56.01
6.3 Selling expenses	50.99	3.34	25.50	1.87	10.06	2.38
6.4 Administrative expenses	195.94	12.83	273.02	20.00	87.42	20.71
6.5 Loss from changes in fair value in real estate	-	-	268.08	19.64	-	-
6.5 Financial cost	101.00	6.61	120.68	8.84	53.23	12.61
<b>Total</b>	<b>887.65</b>	<b>58.11</b>	<b>1,204.90</b>	<b>88.25</b>	<b>387.17</b>	<b>91.71</b>
7. Income (expenses) tax	(74.29)	(4.86)	27.48	2.01	(5.72)	(1.35)
<b>8. Net profit</b>	<b>565.58</b>	<b>37.03</b>	<b>187.88</b>	<b>13.76</b>	<b>29.28</b>	<b>6.94</b>
<b>9. Earnings per share</b>	<b>0.1214</b>		<b>0.0398</b>		<b>0.0056</b>	

**5. Total value and criteria used to calculate the total value of the transaction**

The total value of the oversubscription of newly issued ordinary shares is THB 110,000,000, which is derived from the offering price of THB 0.50 per share in accordance with the resolution of the 2021 Annual General Meeting of Shareholders held on 27 April 2021 and the resolution of the Board of Directors' Meeting No. 9/2021 held on 14 September 2021.

**6. Total value of consideration and payment method**

The total value of consideration for the oversubscription of newly issued ordinary shares is THB 110,000,000 and Mr. Pakorn will be required to make payment for the subscription of such newly issued ordinary shares by transfer of funds or check or other methods within the subscription period as specified in the Notice of the Allocation of Newly Issued Ordinary Shares.

**7. Directors with interests and/or directors who are connected persons did not attend the meeting and had no right to vote at the meeting.**

Mr. Pakorn, as a director with interests and/or director that is a connected person, did not attend and had no right to vote at the Board of Directors' Meeting No. 10/2021 held on 29 October 2021 during consideration of the agenda item relating to the entry into the connected transaction.



**8. Opinion of the Board of Directors on the entry into the transaction**

The Board of Directors' Meeting No. 10/2021 held on 29 October 2021 (by disinterested members) viewed that the oversubscription of newly issued ordinary shares by Mr. Pakorn, the Company's connected person, was reasonable given that the conditions and details of such transaction, e.g. offering price, subscription method, payment, and allocation process of newly issued ordinary shares, were not different from those of the subscription of newly issued ordinary shares by other shareholders who were not connected persons; that there was uncertainty that the Company would receive support from the existing shareholders in connection with the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Rights Offering) to be able to raise capital as needed; that such oversubscription of newly issued ordinary shares would help the Company to raise capital successfully and be beneficial to the Company's operations; therefore, the Board of Directors passed a resolution to approve the entry into such connected transaction.

**9. Opinion of the Audit Committee and/or directors different from the opinion of the Board of Directors under item 8**

The Audit Committee did not have a different opinion from that of the Board of Directors.