

MBK 032/2022

April 1, 2022

Subject : Connected transaction of extension of financial assistance period to MAX Asset Management Company Limited (MAX AMC)

Attention : President of the Stock Exchange of Thailand

MBK Public Company Limited (MBK) would like to inform that the Board of Directors' meeting of MBK no.3/22 on March 2, 2022 has approved in principle of extension of financial assistance period to MAX Asset Management Company Limited (MAX AMC), an associated which the MBK holds 16.56% of its paid-up capital, to provide financial assistance in proportion to the shareholding. The details are as follows:-

1. Transaction date April 1, 2022
  
2. The involved parties
  - 2.1 Lender MBK Public Company Limited (MBK)
  - 2.2 Borrower MAX Asset Management Company Limited (MAX AMC)
  
3. Status of parties
  - 3.1 Lender
    - Status of MBK - Shareholders of MAX AMC holds at 16.56% of its paid-up capital and Thanachart Capital Public Company Limited (TCAP) is the major shareholders which MBK
    - Status of TCAP - The major shareholders which MAX AMC
  - 3.2 Borrower
    - Status of MAX AMC - An associated which MBK holds 16.56% of its paid-up capital
    - A subsidiary which TCAP holds 83.44% of its paid-up capital

4. Details of loan

4.1 Details of Lending 99.23 million baht

The interest rate Based on MLR - 1% p.a. of TMB Thanachart Bank Public Company Limited  
(MLR currently is 6.125%)

4.2 Term of loan

1 year (April 1, 2022 to March 31, 2023)

4.3 Principal Repayment date and Interest Payment date

Repayment when Promissory Note ("P/N") is due and/or at the end of limit availability period,  
and the interest payment schedule at the end of each month.

4.4 Purpose of providing financial assistance

For MAX AMC working capital

4.5 Collateral

None

4.6 Other borrowing terms

None

4.7 Conditions that may affect the rights of shareholders

None

5. Source of Lending Fund

MBK has cash surplus and/or lending ability, which is better than its associate.

6. Characteristics and scope of interests of connected persons when agreeing to enter into the connected transaction.

MAX AMC and MBK has TCAP is the major shareholder.

7. Connected transaction which calculated from the financial statement as of December 31, 2021

7.1 Total value of transaction 104,315,537.50 Baht

(Principle and interest of 1 year)

7.2 The connected transaction size is It is a transaction which a listed company conducts  
with a juristic person to the Company holds shares in a  
smaller proportion than the shareholding of the connected  
persons in the juristic person. The value of transaction is

more than 100 million baht (principal + interest) or more than 3% of NTA (whichever amount is lower) (3% = 609,324,188) to provide financial assistance in proportion to the shareholding. Therefore, it is exempted from having to seek an approval from the Shareholders' meeting of the Company, but this transaction shall be approved by the Board of Directors and disclosed the information to the Stock Exchange of Thailand.

The Company had connected transactions for a 6 months period which were made by the same person or a connected person. These transactions were as follows:

- (1) As of December 31, 2021, the Board of Directors' Meeting, no.12/64, passed a resolution as a preliminary principle to extend time for providing financial aid for MAX AMC. The total value of the transaction was 100,724,312 Baht (principal and interest for 3 months 16 days) which extended a loan term to be 3 months and 16 days (December 16, 2021 – March 31, 2022).
- (2) As of December 31, 2021, the Board of Directors' Meeting, no. 12/64, passed a resolution as a preliminary principle to provide financial aid for TM Communications and Brand Management Company Limited (TMCB). The total value of the transaction was 10,512,500 Baht (principal and interest for 1 year).

These two transactions were to provide financial aid according to shareholding's proportion. Therefore, they were exempt from a request for a resolution passed by a meeting of shareholders. However, they had to request a resolution passed by a meeting of the Board of Directors and disclose information to the Stock Exchange of Thailand.

8. The director who has interests and did not vote in the Board of Directors' meeting no.3/22 on March 2, 2022
  - 8.1 Mr. Banterng Tantivit
  - 8.2 Mr. Suphadej Poonpipat

9. The Board of Directors' opinions and the Audit Committee's opinions

The Board of Directors and the Audit Committee have the same opinions that MBK Public Company Limited (MBK) had entered to loan with the credit line of 99,230,000 Baht and total interest of 1 year of 104,315,537.50 Baht to MAX Asset Management Company Limited (MAX AMC), which the interest rate is based on MLR - 1% p.a. of TMB Thanachart Bank Public Company Limited (MLR currently is 6.125%) was fair and reasonable and it was expected to be beneficial for both parties. Therefore, this is a reasonable transaction for supporting the business operations of MAX AMC.

Please be informed accordingly.

Sincerely yours,

(Mr. Suvait Theeravachirakul)

President and CEO

"MBK Public Company Limited does not have policy in allowing employees, contractors, and adherents of the Company to solicit or receive money, gifts, or any other form of benefits from you or your related parties, including to execute or pursue any action that may be deemed as bribery"