

NO. 29/01/06

25 May 2023

Subject Notification of investment to increase capital of U-Tapao International Aviation Co.,Ltd. and Disclosure of information on Acquisition and Disposition of Assets

Attention The President  
The Stock Exchange of Thailand

Attachment Information on Acquisition and Disposition of Assets resulting from Entry into Asset Acquisition and Disposition Transactions for investment to increase capital of U-Tapao International Aviation Co.,Ltd.

Board of Directors' Meeting of Bangkok Airways Public Company Limited (the "Company") No. 5/2023, dated 25 May 2023, resolved to approve entry into asset acquisition and disposition transactions and other related transactions to increase capital of U-Tapao International Aviation Co.,Ltd.(UTA) by 45% or to increase investment amount at approximately THB 4,725 million.

Currently, the Company holds 45% of registered capital of UTA, an associate company established to develop and manage U-Tapao International Airport Project with paid up capital at THB 4,500 million. UTA plans to increase capital within 2023 from THB 4,500 million to THB 15,000 million or to increase by THB 10,500 million.

The increase of investment in UTA is considered as transactions which have or may have significant impact on investment decisions, As maximum size of total transactions based on net operation profit (NP) is equaled to 25.05%, including asset acquisition under the same criteria for the past 6 months (based on information from the Company's review report and interim financial information as at 31 March 2023, verified by auditors). Because the value of combined size of the said transaction is equal to 15% or higher than but less than 50%, therefore it is categorized as asset acquisition Class 2 as stipulated in Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) 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 Acquisition or Disposition of Assets B.E. 2547 (2004) (as amended) (collectively "Notifications on Acquisition or Disposition of Assets"). By Entry Asset Acquisition or Disposition Class 2, Notifications on Acquisition or Disposition of Assets stipulate that the Company shall disclose information and data relating to the asset acquisition transactions to the Stock Exchange of Thailand (the "SET"); and notify shareholders by letter within 21 days from the day when the Company notified SET of such transactions.

Please be informed accordingly.

Yours sincerely,



(Mr. Anawat Leelawatwatana)

Senior Vice President of Finance and Accounting

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**Information on Acquisition and Disposition of Assets**  
**Resulting from Entry into the Asset Acquisition and Disposition Transactions for**  
**investment to increase capital of U-Tapao International Aviation Co.,Ltd.**

Board of Directors' Meeting of Bangkok Airways Public Company Limited (the "Company") No. 5/2023, dated 25 May 2023, resolved to approve entry into asset acquisition and disposition transactions for investment to increase capital of U-Tapao International Aviation Co.,Ltd.(UTA) by 45% or to increase investment amount at approximately THB 4,725 million.

In this investment, with maximum size of total transactions based on net operation profit (NP) is equaled to 25.05%, including asset acquisition under the same criteria for the past 6 months (based on information from the Company's review report and interim financial information as at 31 March 2023, verified by auditors). Because the value of combined size of the said transaction is equal to 15% or higher than but less than 50%, therefore it is categorized as asset acquisition Class 2 as stipulated in Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) 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 Acquisition or Disposition of Assets B.E. 2547 (2004) (as amended) (collectively "Notifications on Acquisition or Disposition of Assets"). By Entry Asset Acquisition or Disposition Class 2, Notifications on Acquisition or Disposition of Assets stipulate that the Company shall comply with following duties :

- 1) To disclose information and data regarding the Company's asset acquisition transactions to the Stock Exchange of Thailand (the "SET"); and
- 2) To inform shareholders by letter regarding the Company's asset acquisition transactions within 21 days from the day when the Company notified SET of such transactions.

In this regard such asset acquisition transactions are not considered as related party transactions pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Related Party Transactions (as amended) 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 Related Party Transactions B.E. 2546 (2003) (as amended) (collectively the "Notifications on Related Party Transactions"). Details as follows:

1. **Date, Month and Year of the Transactions**  
Investment to increase capital of U-Tapao International Aviation Co.,Ltd. at 45% or investment amount THB 4,725 million within 2024
2. **Relevant Parties**  
Investor : Bangkok Airways Public Company Limited  
Issuing Company : U-Tapao International Aviation Co.,Ltd.

3. General Characteristics, Type and Size of Transactions

(1) General Characteristics and Type of Transaction

The Company will enter into asset acquisition transactions to increase capital of U-Tapao International Aviation Co.,Ltd. at 45% or investment amount THB 4,725 million. (47.25 million shares,100 bath/share)

(2) Size of Transaction

The transaction size calculation in accordance with Notifications on Acquisition or Disposition of Assets based on information from the Company's review report and interim financial information as at 31 March 2023 detailed as follows:

(a) Comparison of value of Net Tangible Assets (NTA)

$$\begin{aligned} \text{Transaction Size} &= \frac{\text{Percentage of shares} \times \text{NTA of UTA}}{\text{NTA of the Company}} \\ &= 10.64\% \end{aligned}$$

(b) Comparison of net operating profits (NP)

$$\begin{aligned} \text{Transaction Size} &= \frac{\text{Percentage of shares} \times \text{NP of UTA}}{\text{NP of the Company}} \\ &= 25.05\% \end{aligned}$$

(c) Comparison of value of securities

$$\begin{aligned} \text{Transaction Size} &= \frac{\text{Payable amount}}{\text{Total assets of the Company}} \\ &= 7.55\% \end{aligned}$$

(d) Comparison of value of securities

Not applicable for this basis of transaction size calculation.

From calculation of maximum size of total transactions based on the net operating profits (NP) of consideration is equaled to 25.05%, including asset acquisition under the same criteria for the past 6 months, because value of combined size of transaction is equal to 15% or higher than but less than 50%, therefore it is categorized as asset acquisition Class 2 as stipulated in Notifications on Acquisition or Disposition of Asset.

4. Details of Assets to be Acquired or Disposed

Investment to increase capital of U-Tapao International Aviation Co.,Ltd. at 45% or investment amount THB 4,725 million. (47.25 million shares ,100 bath/share )

5. Total Value of Consideration

5.1 Total Value of Consideration

Value of investment amount THB 4,725 million. (47.25 million shares , 100 bath/share )

5.2 Payment Method

Payment by cash

6. Total Value of Assets to be Acquired  
Value of investment amount THB 4,725 million. (47.25 million shares , 100 bath/share )
7. Basis for Determining the Value of Consideration  
The new shares will be 100 bath/share as per value as determined by U-Tapao International Aviation Co.,Ltd.
8. Expected Benefits to the Company  
The Company expects to benefit from long term through distribution of dividend and gain from investment. U-Tapao International Aviation Co.,Ltd was awarded to jointly develop the U-Tapao International Airport Project with The Eastern Economic Corridor Office of Thailand (EECO).
9. Source of Funds for Asset Acquisition Transactions  
The Company will preliminarily utilize its internal cash flow
10. Key Conditions Precedent  
The Company will enter into asset acquisition transactions to invest in the increase capital of U-Tapao International Aviation Co.,Ltd. at 45%
11. Opinions of the Board of Directors regarding Entry into the Transactions  
Board of Directors' Meeting of Bangkok Airways Public Company Limited (the "Company") No. 5/2023, dated 25 May 2023, resolved to approve entry into asset acquisition and disposition transactions for investment to increase capital of U-Tapao International Aviation Co.,Ltd.(UTA) by 45% or investment amount THB 4,725 million with an opinion that the entry into such transactions is rational and in the best interest of the Company and its shareholders as the Company will be entitled to distribution from the investment to increase capital of U-Tapao International Aviation Co.,Ltd.. U-Tapao International Airport project is expected to grow along with development of estern corridor and Thailand's tourism industry.
12. Dissenting opinion of the Audit Committee and/or director(s) of the Company which is different from the opinion of the Board of Directors under No. 11.  
None