

No. AF-CS 10/2023

August 9, 2023

Subject: Reports on Connected Transaction regarding the Receipt of Financial Assistance

Dear President
The Stock Exchange of Thailand

The Board of Director's Meeting of the AIRA Factoring Public Company Limited ("The Company" or "AF") No. 4/2023 held on August 9, 2023 under consideration and recommendation by the Audit Committee's Meeting No. 4/2023 held on August 3, 2023, had passed the resolution to approve the financial assistance in term of short loan credit facility from AIRA Capital Public Company Limited to be used as reserve for lending to customers.

This transaction is deemed as a financial assistance and connected transaction according to the Notification of the Capital Market Supervisory Commission No. Tor Chor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand (SET) Re: Disclosure of Information of Listed Company Concerning the Connected Transactions B.E. 2546 (2003), the details are as follows:

1. Date of Transaction: Within the end of September 2023

It will be effective when the Board of Directors of AIRA Capital Public Company Limited has a resolution to approve the credit line.

2. Related Parties

Name of the offer person of the financial assistance : AIRA Capital Public Company Limited

Name of the recipient of the financial assistance : AIRA Factoring Public Company

Relationship with the Listed Company

Both companies are in AIRA Group and there is one common authorized director.

AIRA Capital Public Company Limited is the holding company which holding 71.55% in AF.

Description of the Transaction

Credit limit of Promissory Note(P/N): 250,000,000 Baht

P/N term : 60 Days

Term of Credit limit : 1 Year (August 2023 – August 2024)

Objective of the Credit Facility : To be used as reserve for credit granting to customers

Interest Rate : Market Rate (currently 3.8% per annum)

Collateral : None

Interest Payment : Monthly basis

Principal Payment : Partial or full repayment according to the term specified on the promissory note

Financial Source for Loan Repayment

The financial source of the Company to repay AIRA Capital Public Company Limited 's loan will be arranged from its working capital and/or the credit line received from financial institutions.

Reason and Necessity in Receipt of Financial Assistance

To be a reserve for providing credit line to customers. It is therefore uncertain as to when and for how long the interest will be incurred.

The reason for determining the interest rate at the market rate of 3.8% per annum

This determinate interest rate is close to other financial institution's P/N interest rate that the Company using.

3. Total Value and Criteria in Determining a Transaction's Total Value of the transaction

Total Value of Transaction Size:

Total value of the transaction size comes from the interest paid to Aira Capital Public Company Limited only, equal to 10,062,191.78 Baht consisting of

3.1 Credit facility in term of P/N (60 days) amounting 90,000,000 Baht, the transaction occurred during June - July.

Calculation: $90,000,000 \times 3.8\% \times 60/365$ equal to 562,191.78 Baht

3.2 Credit facility in term of P/N (60 days) amounting 250,000,000 Baht for a period of 1 year;

Calculation: $250,000,000 \times 3.8\%$, the value is 9,500,000 baht.

Criteria in Determining a Transaction's Total Value of the transaction: Net Total Asset (NTA) Criteria

Transaction Size: The above-mentioned transaction is considered as the receipt of financial assistance from connected person. The size of the transaction is approximately 2.02 % of the Company's Net Total Assets (NTA of the Company according to the latest financial statement as of 30 June 2023 was THB 498,673,876.87) which is higher than 1 million Baht or 0.03% of the Company's NTA, but less than 20 million Baht or 3% of the Company's NTA. Accordingly, this transaction was considered as a medium transaction so that the Company required to get approval from the Board of Directors' meeting and disclose information to the Stock Exchange of Thailand

4. Conditions that maybe affect the shareholders: - None -

5. Related Persons and Conflict of Interests

Mrs. Nalinee Ngamsetthamas considered as a director who has an interest because of being the authorized director of both companies. Therefore, in order to ensure the transparency of voting procedures and to facilitate the independent judgement of other directors, those aforementioned directors abstained from voting in this matter and temporarily left the Meeting during voting session.

6. Opinion of the Board of Directors

The Board of Directors has considered the reason and necessity of the transaction and resolved that the receipt of financial assistance is reasonable and beneficial to the Company in order to provide financial liquidity and support the Company business operations. In addition, the interest rate of the P/N is slightly closing to other financial institution's interest rate that the Company using. Then, the Board of Directors had passed the resolution for entering into this transaction.

7. Opinion of the Audit Committee which is different from the Board of Directors' opinion|

- None -

Please be informed accordingly.

Sincerely yours,



(Mr. Akrawit Sooksai)

Director and Chief Executive Officer