

(Translation)

Ref. No. HARN 002/2024

February 28, 2024

Subject: Resolutions of the Board of Directors' Meeting regarding dividend payment of the 2023 on change of auditor the asset acquisition transaction and connected transaction of the Company and schedule of the date and agendas of 2024 Annual General Meeting of Shareholders

To: The President of the Stock Exchange of Thailand

Cc: Secretary-General of the Securities and Exchange Commission

Enclosure: Information Memorandum in relation to the asset acquisition of assets transactions and connected transactions of the Company

The Board of Directors of Harn Engineering Solutions Public Company Limited ("the Company") at the meeting No.1/2024 on February 28, 2024 the following resolutions relating to the 2024 Annual General Shareholders Meeting ("the 2024 AGM").

(1) Approved to determine the 2024 Annual General Meeting of Shareholders to be convened on Monday, 29 April 2024 at 14.00 p.m. in form of Physical Meeting at HALL 31-32, 3rd Floor, Harn Engineering Solutions Public Company Limited, No. 559 Soi Soonvijai 4, Rama 9 Road, Bangkok Sub-district, Huaykwang District, Bangkok. the Company has authorized the Executive Committee and/or the Chief Executive Officer to have the power, to the extent as permitted by applicable law, to take any and all actions with regard to the convening of the Annual General Meeting of Shareholders, which includes amending, adding to, adjusting, and/or determining the date, time, place, format, and agenda of the 2024 Annual General Meeting of Shareholders, as deemed appropriate.

(2) Approved to schedule Tuesday, 26 March 2024 as the date to record the names of the shareholders who are entitled to attend the 2024 AGM and date to record the names of the receiving dividends (Record Date). The dividend will be paid on Friday May 17, 2024 the rights of receiving dividend payment remain uncertain as it is subject to the approval of the 2024 AGM.

(3) Approved to determine the agendas for the 2024 AGM as follows:

Agenda Item 1 To adopt minutes of the 2023 Annual General Meeting of Shareholders

Board's opinion:

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider to adopt minutes of the 2023 Annual General Meeting of Shareholders held on April 24, 2023 has been made correctly.

Agenda Item 2 To acknowledge the 2023 Company's performance

Board's opinion:

The Board of Directors deemed it appropriate to propose that the shareholders' meeting the 2023 Company's performance which summarized the operation result of the Company during the preceding year and significant changes occurred in 2023



Agenda Item 3 To approve the consolidated and separated financial statements for the year ended December 31, 2023

Board's opinion:

The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the consolidated financial statement and separated financial statements for the year-ended December 31, 2023, of the Company and the subsidiaries', which have been audited by the certified public accountant and reviewed and approved by the Audit Committee.

Agenda Item 4 To approve the appropriation of net profit and dividend payment for the 2023

Board's opinion:

The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the dividend payment from the performance results from January 1 to December 31, 2023 according to the separated financial statements in cash to shareholders at the rate of Baht 0.15 per share, proximately Baht 87,675,000, accounted to 76.16% of net profit according to the separated financial statements. The Company sets the record date to determine the name of shareholders who are entitled to attend and vote in the AGM and receive the dividend on March 26, 2024 and set to pay the dividend on May 17, 2024.

The dividend payment as above will be paid from the net profit after the deduction of income tax at the rate of 20% which ordinary shareholders that are individuals may request income tax credit at a rate of 20/80 of dividend pursuant to the criteria set forth in Section 47 bis of the Revenue Code. The rights of receiving dividend payment remain uncertain as it is subject to the approval of the 2024 Annual General Meeting of Shareholders.

The current legal reserves of the Company have reached the amount as required by law; therefore, no allocation of annual net profits for legal reserves is required.

Agenda Item 5 To approve reelect directors to replace those who are retired by rotation in 2024

Board's opinion:

The Board of Directors, excluding the directors who have interests in this agenda, agreed as recommended by the Nomination and Remuneration Committee, deemed it appropriate to propose that the shareholders' meeting to approve the election of 3 following directors who are due to retire by rotation in 2024, as the Company's directors for another term:

- | | | |
|------------------|--------------|------------------------------------|
| 1. Mr. Prasert | Deejongkit | Re-elected as Independent Director |
| 2. Dr. Teerachai | Pornsinsirak | Re-elected as Independent Director |
| 3. Mr. Wirat | Sukchai | Re-elected as Director |

Due to considered that all directors nominated have all qualifications as specified by relevant regulations and suitable for the business, and the candidates nominated as independent directors are fully qualified in accordance with the law and regulations relating to independent directors and are able to provide opinions independently.

Agenda Item 6 To approve the 2024 remuneration for board of director and board-committees

Board's opinion:

The Board of Directors agreed as proposed by the Nomination and Remuneration Committee to propose that the shareholders' meeting approve the 2024 remuneration for board of director and board-committees both monthly remuneration and meeting allowance at the same rate as year 2023 (effective May 1, 2024), which considered as appropriate according responsibilities and the criteria of important, following details:

Types of Remuneration	Remuneration/ Meeting Allowance
1. Monthly remuneration of Board of Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee <ul style="list-style-type: none">Chairman of the BoardChairman of the Board-CommitteeDirector / Independent DirectorDirector (working 2 days a week)	30,000 Baht/Month 25,000 Baht/Month 20,000 Baht/Month 80,000 Baht/Month
2. Meeting allowance of Board of Directors / Audit Committee (only actual attendance) <ul style="list-style-type: none">ChairmanDirector	20,000 Baht/Meeting 15,000 Baht/Meeting
3. Meeting allowance of Risk Management Committee / Nomination and Remuneration Committee (only actual attendance) <ul style="list-style-type: none">ChairmanDirector	15,000 Baht/Meeting 10,000 Baht/Meeting
4. Bonuses	None
5. Other rights or benefits	None

Note: 1. Director entitled to remuneration must not be the Company's employees who receive a regular salary.
2. Director who held other positions in the Sub-committees will receive only the highest amount of monthly remuneration.

Agenda Item 7 To approve the appoint of auditors and the audit fee for the year 2024

Board's opinion:

The Board of Directors at the meeting No.6/2023 on November 13, 2023 agreed as recommended by the Audit Committee which considered screened it appropriately, deemed it appropriate to propose that the shareholders' meeting approve the changing of the 2024 auditors from Dharmniti Auditing Company Limited (the previous auditor) changing to Karin Audit Company Limited (the new auditor), the same audit office with one subsidiary company (Aiyaraharn Company Limited), following list of names:

1. Mr. Jadesada Hungsaprue CPA Registration No. 3759 or
2. Ms. Kannika Wipanurat CPA Registration No. 7305 or
3. Mr. Jirote Sirirrote CPA Registration No. 5113 or
4. Ms. Nonglak Pattanabandith CPA Registration No. 4713 or
5. Ms. Sumana Senivongse CPA Registration No. 5897 or
6. Mr. Komin Linphrachaya CPA Registration No. 3675 or
7. Ms. Kojchamon Sunhuan CPA Registration No. 11536 or
8. Mr. Worapol Wiriyakulapong CPA Registration No. 11181 or
9. Mr. Pojana Asavasontichai CPA Registration No. 4891 or
10. Mr. Wichian Proongpanish CPA Registration No. 5851 or
11. Other auditors approved by the Office of the Securities and Exchange Commission Assigned by Karin Audit Company Limited as the responsible auditor.

Whereby one of the auditors, as listed above, shall be the auditors and sign on the Company's Financial Statements for the year 2024 and quarterly for the year 2024 and approved the audit fee in the amount 1,300,000 Baht, which does not include other service fees charged per actual of expenses. The audit fees have decreased from 2023 by Baht 237,000, accounted 15%.

Agenda Item 8 To approve the transaction to renew the Company's lease agreement which are classified as assets acquisition transactions and connected transactions of the Company

Board's opinion:

The Board of Directors resolved with unanimous votes, excluding the directors who have interests in this agenda, deemed it appropriate to propose that the shareholders' meeting to approve the transaction to renewal of warehouse building lease agreement with Phraboriban Company Limited and the transaction to renewal of office building lease agreement with Jainnopsiri Company Limited, contract ending on April 30, 2024 (collectively referred to as **'the Company's Lease Agreement'**), which constitute as an acquisition of assets and connected transactions of the Company. The details are as follows:

- 8.1 The transaction to renewal of warehouse building lease agreement, with Phraboriban Company Limited, which are the connected persons of the Company, has Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong as the directors and the shareholders of Phraboriban Company Limited. The company wishes to renew the lease agreement for an additional 3-years starting from May 1, 2024 to April 30, 2027, in rental rate is Baht 198 per square meter per month (rental rate is equal to previous contract), used as to store products, assemble, and maintain the Company printers and equipment including carrying out other activities in the business in the aforementioned rental area.
- 8.2 The transaction to renewal of office building lease agreement, with Jainnopsiri Company Limited, which are the connected persons of the Company, has Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong as the directors and the shareholders of Jainnopsiri Company Limited. The company wishes to renew the lease agreement for an additional 3-years, and promise the right to renew the lease agreement for another 7-year period for total of 10-year, starting from May 1, 2024 to April 30, 2034, in rental rate is Baht 215.52 per square meter per month (rental rate is equal to previous contract), and will increase by 10% every 3-years. In order to use the commercial enterprise, that is, to form a business according to the company's current legal use and future (if applicable) changes, including the rights to subletting and/or transferring the leased assets to a third party in the leased area, the company agrees not to use or allow anyone else to use the leased assets, provided that the leased use is in line with the terms of the contract. In which the company is responsible for maintaining the office building, futsal field, parking lot, paying land and building tax and lease premise insurance and procurement of information systems including furniture and office furnishings.

However, The Company's Lease Agreement as described in Clauses 8.1 and 8.2 above are classified as asset acquisition transactions according to Notification of the Capital Market Supervisory Board No. TorChor. 20/2551, Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, 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 and Disposition of Assets B.E. 2547 (including any amendment thereto) (the "Notifications on Asset Acquisition and Disposal") with the highest transaction size when calculated using the total value of consideration criteria equal to 7.46% of total assets value of Company, based on the audited consolidated financial statements of the Company for the year-ended 31 December 2023. However, when including the Company's asset acquisition transactions during the past 6 months with the Company's Lease Agreement as described in Clauses 8.1 and 8.2, the total highest value of the transaction size is 8.28% of total assets value of Company, because the transaction size is less than 15%, of total assets value of Company. Therefore, the transaction can be approved by the Board of Directors and the Company neither does not have to disclose information on the transaction to the Stock Exchange of Thailand ("SET"), nor propose the agenda to the Shareholders' meeting for approval.

In addition, entering into the Company's Lease Agreement as described in Clauses 8.1 and 8.2 are classified as connected transactions in the category 2 normal business-support transactions, under no general commercial conditions, according to the Notification of Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, 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 (**"the Notifications on Connected Transactions"**) due to the transactions will be entered into between the Company and the lessor both two the lease agreement, which has Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong

(the directors and major of the Company) as the directors and shareholders of the lessor both two the lease agreement, whereby the value of the transaction throughout agreement equivalent to 13.84% of the net tangible assets of the Company based on the audited consolidated financial statements of the Company for the year-ended 31 December 2023. Nonetheless, the transaction size of the Company's connected transactions during the past 6 months couple with the transaction size of the Company's Lease Agreement as described in Clauses 8.1 to 8.2, the total highest value of the transaction size is 14.46% of the net tangible assets of the Company is more than 3% of the net tangible assets of the Company and the transaction more than Baht 20,000,000. Therefore, the Company must obtain approval from its shareholders' meeting prior to entering into the Company's Lease Agreement and shall perform other obligations as prescribed in the Notifications on Connected Transactions.

In this regard, the Board of Directors resolved to appoint independent financial advisors, which is Welcap Advisory Company Limited to prepare and express opinions to the shareholders of the Company concerning the entering into of the Company's Lease Agreement, which are classified as assets acquisition transactions and connected transactions of the Company.

However, since the Company needs to obtain the approval of the shareholders' meeting prior to entering into the Company's Lease Agreement under the Notifications on Connected Transactions, the Company intends to propose that the shareholders' meeting approve the entering into the Company's Lease Agreement, which classified as asset acquisition transactions at the same time as considering and approving the connected transactions. The Company shall also propose that the Executive Committee and/or the Chief Executive Officer shall have power to take any, as well as to determine or change terms and conditions, or details which are relevant and beneficial for the such Company's Lease Agreement, including to perform any necessary and relevant actions by considering the utmost benefit of the Company and shareholders.

(Please refer to additional details of the Company's Lease Agreement in the Enclosure)

Agenda Item 9 Other matters (if any)

The Company has given the opportunity to the shareholders to propose important matters to be included in the 2024 AGM and the opportunity to nominate a person to be considered to be the director of the Company in advance of the meeting during October 9, 2023 until December 31, 2023 as per good corporate governance practices of listed companies. However, neither additional agenda item nor candidate was proposed for the 2024.

In addition, the shareholders are able to send questions related to the agenda of the 2024 Annual General Meeting of Shareholders or other important information concerning the Company prior to the meeting date via email to wasukan.b@harn.co.th or by post to the Company Secretary at Harn Engineering Solutions Public Company Limited, no 559 Soi Soonvijai, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310, within April 22, 2024, so that the Board of Directors and the management of the Company response on the meeting date.

The Company will disclose the details of the agenda of the meeting as per details set out in the invitation letter of the 2024 AGM via www.harn.co.th at prior to the meeting date.

Please be informed accordingly.

Sincerely yours,

- Signed -

(Mr. Thammanoon Tripetchr)
Chief Executive Officer
Authorized to sign on behalf of the Company



Information Memorandum in Relation to the Acquisition of Assets and Connected Transactions of Harn Engineering Solutions Public Company Limited

Board of Directors Meeting of No. 1/2024 of Harn Engineering Solutions Public Company Limited ("**the Company**"), held on February 28, 2024, resolved to propose the shareholders' meeting to consider and approve the transaction to renewal of warehouse building lease agreement with Phraboriban Company Limited and the transaction to renewal of office building lease agreement with Jainnopsiri Company Limited, (collectively referred to as "**the Company's Lease Agreement**"), which constitute as an acquisition of assets and connected transactions of the Company according to the lease agreement between the Company with Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong dated November 1, 2023 which contract ending on April 30, 2024. The details are as follows:

(1) The transaction to renewal of warehouse building lease agreement, with Phraboriban Company Limited, which are the connected persons of the Company, has Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong as the directors and the shareholders of Phraboriban Company Limited. The company wishes to renew the lease agreement for an additional 3-years starting from May 1, 2024 to April 30, 2027, in rental rate is Baht 198 per square meter per month (rental rate is equal to previous contract), used as to store products, assemble, and maintain the Company printers and equipment including carrying out other activities in the business in the aforementioned rental area.

(2) The transaction to renewal of office building lease agreement, with Jainnopsiri Company Limited, which are the connected persons of the Company, has Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong as the directors and the shareholders of Jainnopsiri Company Limited. The company wishes to renew the lease agreement for an additional 3-years, and promise the right to renew the lease agreement for another 7-year period for total of 10-year, starting from May 1, 2024 to April 30, 2034, in rental rate is Baht 215.52 per square meter per month (rental rate is equal to previous contract), and will increase by 10% every 3-years. In order to use the commercial enterprise, that is, to form a business according to the company's current legal use and future (if applicable) changes, including the rights to subletting and/or transferring the leased assets to a third party in the leased area, the company agrees not to use or allow anyone else to use the leased assets, provided that the leased use is in line with the terms of the contract. In which the company is responsible for maintaining the office building, futsal field, parking lot, paying land and building tax and lease premise insurance and procurement of information systems including furniture and office Furnishings.

However, The Company's Lease Agreement as described in Clauses (1) and (2) above are classified as asset acquisition transactions according to Notification of the Capital Market Supervisory Board No. TorChor. 20/2551, Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, 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 and Disposition of Assets B.E. 2547 (including any amendment thereto) (the "Notifications on Asset Acquisition and Disposal") with the highest transaction size when calculated using the total value of consideration criteria equal to 7.46% of total assets value of Company, based on the audited consolidated financial statements of the Company for the year-ended 31 December 2023. However, when including the Company's asset acquisition transactions during the past 6 months with the Company's Lease Agreement as described in Clauses (1) and (2), the total highest value of the transaction size is 8.28% of total assets value of Company, because the transaction size is less than 15%, of total assets value of Company. Therefore, the transaction can be approved by the Board of Directors and the Company neither does not have to disclose information on the transaction to the Stock Exchange of Thailand ("SET"), nor propose the agenda to the Shareholders' meeting for approval.

In addition, entering into the Company's Lease Agreement as described in Clauses (1) and (2) are classified as connected transactions in the category 2 normal business-support transactions, under no general commercial conditions, according to the Notification of Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, 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 ("**the Notifications on Connected Transactions**") due to the transactions will be entered into between the Company and the lessor both two the lease agreement, which has Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong (the directors and major of the Company) as the directors and shareholders of the lessor both two the lease agreement, whereby the value of the transaction throughout agreement equivalent to 13.84% of the net tangible assets of the Company based on the audited consolidated financial statements of the Company for the year-ended 31 December 2023. Nonetheless, the transaction size of the Company's connected transactions during the past 6 months couple with the transaction size of the Company's Lease Agreement as described in Clauses (1) and (2), the total highest value of the transaction size is 14.46% of the net tangible assets of the Company is more than 3% of the net tangible assets of the Company and the transaction more than Baht 20,000,000. Therefore, the Company must obtain approval from its shareholders' meeting prior to entering into the Company's Lease Agreement and shall perform other obligations as prescribed in the Notifications on Connected Transactions.

In this regard, the Board of Directors resolved to appoint independent financial advisors, which is Welcap Advisory Company Limited to prepare and express opinions to the shareholders of the Company concerning the entering into of the Company's Lease Agreement, which are classified as assets acquisition transactions and connected transactions of the Company.

However, since the Company needs to obtain the approval of the shareholders' meeting prior to entering into the Company's Lease Agreement under the Notifications on Connected Transactions, the Company intends to propose that the shareholders' meeting approve the entering into the Company's Lease Agreement, which classified as asset acquisition transactions at the same time as considering and approving the connected transactions. The Company shall also propose that the Executive Committee and/or the Chief Executive Officer shall have power to take any, as well as to determine or change terms and conditions, or details which are relevant and beneficial for the such Company's Lease Agreement, including to perform any necessary and relevant actions by considering the utmost benefit of the Company and shareholders.

The details of the information memorandum concerning the entry into the acquisition of assets transaction and connected transaction are set out below.

1. Transaction Date

The Company intends the transaction to renewal of the Company's Lease Agreement, follow:

- 1.1 The warehouse building lease agreement, used as to store products, assemble, and maintain the Company printers and equipment including carrying out other activities in the business.
- 1.2 The office building lease agreement, use as the commercial enterprise, that is, to form a business according to the company's current legal use and future (if applicable) changes, including the rights subletting and/or transferring the leased assets to a third party in the leased area, the company agrees not to use or allow anyone else to use the leased assets, provided that the leased use is in line with the terms of the contract.

The transaction is expected to be proceed after the Company obtained an approval from the 2024 AGM which will be held on April 29, 2024, with votes of not less than three-fourths of total number of votes of shareholders who attend the meeting and have the rights to vote, excluding those who have an interest in the matter, and is expected to be completed within May 2024.

2. Parties Involved and Their Relationship with the Company

2.1 The warehouse building lease agreement

Parties Involved : 1) Harn Engineering Solutions Public Company Limited as Lessee
 2) Phraboriban Company Limited as Lessor which has ownership and legal possession of the leased premises

Relationship with the Company : The Lessor has Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong as the directors and directly major shareholders of the Company, which the lessor are classified as personal connected of the Company according to the Notification Re: Connected Transactions, detail follow:

List of connected persons	Harn Engineering Solutions Public Company Limited		Phraboriban Company Limited	
	Shareholder	Director ¹	Shareholder	Director ¹
Mrs. Sirima Iamsakulrat	14.01%	/	99.99%	/
Mr. Jain Charnnarong	11.80%	/	0.01%	/

¹ Authorized signatories

2.2 The office building lease agreement

Parties Involved : 1) Harn Engineering Solutions Public Company Limited as Lessee
 2) Jainnopsiri Company Limited as Lessor which has ownership and legal possession of the leased premises

Relationship with the Company : The Lessor has Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong as the directors and directly major shareholders of the Company, which the lessor are classified as personal connected of the Company according to the Notification Re: Connected Transactions, detail follow:

List of connected persons	Harn Engineering Solutions Public Company Limited		Jainnopsiri Company Limited	
	Shareholder	Director ¹	Shareholder	Director ¹
Mrs. Sirima Iamsakulrat	14.01%	/	50.00%	/
Mr. Jain Charnnarong	11.80%	/	50.00%	/

¹ Authorized signatories

3. General Characteristic, Type of Transaction and Transaction Value

3.1 The warehouse building lease agreement

General characteristics and type of transaction

The Company will transaction to renewal of warehouse building lease agreement, with Phraboriban Company Limited total area 307.55 square meters, lease agreement above is ending on April 30, 2024 and the company wishes to renew the lease agreement for an additional 3-years starting from May 1, 2024 to April 30, 2027, in rental rate is Baht 198 per square meter per month (rental rate is equal to previous contract) total of lease agreement Baht 60,895 per month, the transaction size throughout the agreement 3-years amount Baht 2,192,220.

Transaction value

Calculation of transaction value based on criteria for asset acquisition

The Company calculated the value of the warehouse building lease agreement to the Notification on Acquisition or Disposal under the basis of audited consolidated financial statements of the Company for the year-ended as of 31 December 2023, details are as follows:

$$\begin{aligned} \bullet \text{ Total Value of Consideration Basis} &= \frac{\text{Value of Transaction Paid or Received} \times 100}{\text{Total Assets of the Company}} \\ &= \frac{2,192,220 \times 100}{1,754,026,142} \\ &= 0.12\% \text{ of Total Assets of the Company} \end{aligned}$$

Calculation of the transaction value according to the connected transaction criteria

The Company calculated of the warehouse building lease agreement to the Notifications on Connected Transactions by referring to the information from the audited consolidated financial statements of the Company for the year-ended as of 31 December 2023, details are as follows:

$$\begin{aligned} \bullet \text{ Calculation of connected} &= \frac{\text{Value of Transaction Paid or Received} \times 100}{\text{NTA of the Company}} \\ \text{transaction size} &= \frac{2,192,220 \times 100}{945,660,096} \\ &= 0.23\% \text{ of NTA of the Company}^{/2} \end{aligned}$$

3.2 The office building lease agreement

General characteristics and type of transaction

The Company will transaction to renewal of office building lease agreement, with Jainnopsiri Company Limited, considering only the area that can be rented out or net leasable area 4,375.20 square meters, lease agreement above is ending on April 30, 2024 and the Company wishes to renew the lease agreement for an additional 3-years, and promise the right to renew the lease agreement for another 7-years period for total of 10-years, starting from May 1, 2024 to April 30, 2034, in rental rate is Baht 215.52 per square meter per month (rental rate is equal to previous contract) total of lease agreement Baht 942,942 per month (considering only that net leasable area 4,375.20 square meters), the transaction size throughout the agreement 3-years amount Baht 34,323,088 and will increase by 10% every 3-years, the transaction size throughout the agreement 10-years amount Baht 128,670,096.

Transaction value

Calculation of transaction value based on criteria for asset acquisition

The Company calculated the value of the office building lease agreement to the Notification on Acquisition or Disposal under the basis of audited consolidated financial statements of the Company for the year-ended as of 31 December 2023, details are as follows:

$$\begin{aligned} \bullet \text{ Total Value of Consideration Basis} &= \frac{\text{Value of Transaction Paid or Received} \times 100}{\text{Total Assets of the Company}} \\ &= \frac{128,670,096 \times 100}{1,754,026,142} \\ &= 7.34\% \text{ of Total Assets of the Company} \end{aligned}$$

Calculation of the transaction value according to the connected transaction criteria

The Company calculated of the office building lease agreement to the Notifications on Connected Transactions by referring to the information from the audited consolidated financial statements of the Company for the year-ended as of 31 December 2023, details are as follows:

$$\begin{aligned} \bullet \text{ Calculation of connected transaction size} &= \frac{\text{Value of Transaction Paid or Received} \times 100}{\text{NTA of the Company}} \\ &= \frac{128,670,096 \times 100}{945,660,096} \\ &= 13.61\% \text{ of NTA of the Company } ^{/2} \end{aligned}$$

3.3 The transaction of the Company's Lease Agreement as described in Clauses 3.1 and 3.2

General characteristics and type of transaction

General characteristics and type of total transaction of the Company's Lease Agreement as described in such Clauses 3.1 (warehouse building lease agreement) and 3.2 (office building lease agreement) the transaction size throughout the agreement amount Baht 130,862,316.

Transaction value

Calculation of transaction value based on criteria for asset acquisition

The transaction of the Company's Lease Agreement as described in Clauses 3.1 and 3.2 to the Notification on Acquisition or Disposal under the basis of audited consolidated financial statements of the Company for the year-ended as of 31 December 2023, details are as follows:

$$\begin{aligned} \bullet \text{ Total Value of Consideration Basis} &= \frac{\text{Value of Transaction Paid or Received} \times 100}{\text{Total Assets of the Company}} \\ &= \frac{130,862,316 \times 100}{1,754,026,142} \\ &= 7.46\% \text{ of Total Assets of the Company} \end{aligned}$$

Calculation of the transaction value according to the connected transaction criteria

The transaction of the Company's Lease Agreement as described in Clauses 3.1 and 3.2 to the Notifications on Connected Transactions by referring to the information from the audited consolidated financial statements of the Company for the year-ended as of 31 December 2023, details are as follows:

$$\begin{aligned} \bullet \text{ Calculation of connected transaction size} &= \frac{\text{Value of Transaction Paid or Received} \times 100}{\text{NTA of the Company}} \\ &= \frac{130,862,316 \times 100}{945,660,096} \\ &= 13.84 \% \text{ of NTA of the Company } ^{/2} \end{aligned}$$

^{/2} Consisting of NTA calculated from total equity attributable to owners of the parent Baht 1,383,416,594 minus right of use assets Baht 74,264,331 (partly presented in investment property included) minus goodwill Baht 334,672,061 minus Intangible assets Baht 11,510,844 minus deferred tax assets Baht 17,309,262 totally Baht 945,660,096

Note: Calculation of asset acquisition transaction based on the Net Tangible Assets (NTA) Basis, the Net Profit Basis and the Value of Securities Basis. Not applicable.

The Company's Lease Agreement have the transaction asset acquisition, when calculated according the highest total transaction value based on the total value of consideration criteria equal to 7.46% of total assets value of Company. However, the Company had entered into asset acquisition transactions during the past 6 months of Baht 14,455,882 (other assets Baht 14,455,882 x 100 / total assets Baht 1,754,026,142) equivalent to 0.82% of total assets value of Company and when including transactions with the Company's Lease Agreement, the total highest value of the transaction size is 8.28% of total assets value of Company, because the transaction size is less than 15% of total assets value of Company. Therefore, the transaction can be approved by the Board of Directors and the Company neither does not have to disclose information on the transaction to the Stock Exchange of Thailand ("SET"), nor propose the agenda to the Shareholders' meeting for approval.

Furthermore, when considering the value of the Company's Lease Agreement based on the calculation of the connected transaction criteria in the category 2 normal business-support transactions, under no general commercial conditions, the Company's Lease Agreement has a total transaction value of Baht 130,862,316, or equivalent to 13.84% of the Company's net tangible assets value. However, the Company had entered into connected transactions during the past 6 months of Baht 5,581,578 equivalent to 0.62% of the Company's net tangible assets value and when including transactions with the Company's Lease Agreement, the total highest value of the transaction size is 14.46% of the Company's net tangible assets value, due to transaction size exceeds 3% of the Company's net tangible assets value and more than Baht 20,000,000. Therefore, the Company must obtain approval from the shareholders' meeting prior to entering into the Company's Lease Agreement and perform other duties as specified in the Notification on Connected Transactions.

Under the Notification on Acquisition or Disposal, the Company is not required to obtain shareholders' approval prior to entering into the Company's Lease Agreement, because the transaction is considered small size. However, the Company is required by the Notification on Connected Transactions to obtain shareholders' approval before entering into the Company's Projects. Therefore, the Company wishes to propose the shareholders' meeting to consider and approve the entering into the asset acquisition and the entering into connected transactions simultaneously. The Company, therefore, is required to proceed with the following:

- 1) Prepare a report and disclose the information memorandum in relation to the entering into the Company's Projects to the Stock Exchange of Thailand;
- 2) Appoint an independent financial advisor (IFA) to provide opinions to the Company's shareholders on the Company's Lease Agreement. In this regard, the Company's Board of Directors has resolved to appoint Welcap Advisory Company Limited to be an IFA; and
- 3) To convene a shareholders meeting to obtain approval on the entering into the Company's Lease Agreement, whereby the resolution shall be passed by votes of no less than three-quarters of the total number of votes of the shareholders attending the meeting and having the right to vote, without counting the portion of shareholders who have an interest.

4. Details of Assets Acquired

4.1 The warehouse building lease agreement

The assets that the company will acquire include; the right to use some the leased premises of the warehouse building, total area of 307.55 square meters, located at 509 Soi Soonvijai 4, Bangkapi, Huaykwang, Bangkok, which is an area in the vicinity of the Company headquarters.

4.2 The office building lease agreement

The assets that the company will acquire include; the right to use leased premises and manage the leased space of 6-floor office building with area of 6,579.43 square meters, including assets that are fixtures and equipment related to use of electricity, water or other uses, which has been installed and affixed to the leased assets, 1 futsal field area of 1,182 square meters and parking area of 6,577 square meters, total area of 14,338.43 square meters, located on land title deed numbers 6603, 6604, 6605, 6606, 6607, 6608, 6609, 6610, 6611, 6612, 6613, 6614, 6615 and 22306, Bangkapi Subdistrict (Northern Latphrao), Bangkapi District, Bangkok, totaling 14 plots. In which the Company is responsible for maintaining the office building, futsal field, parking lot, paying land and building tax and lease premise insurance and procurement of information systems including furniture and office furnishings.

5. Value of Acquired Assets, Total Value of Consideration, and Payment Method

The Company intends the transaction to renewal of the Company's Lease Agreement, follow:

- 5.1 The warehouse building lease agreement, total area of 307.55 square meters, in rental rate is Baht 198 per square meter per month for 3-years starting from May 1, 2024 to April 30, 2027 amount Baht 2,192,220. The Company will payment method in cash on monthly of Baht 60,895 and deposit be made on the day the agreement is sign Baht 150,000.
- 5.2 The office building lease agreement, considering only the area that can be rented out or net leasable area 4,375.20 square meters, in rental rate is Baht 215.52 per square meter per month for 3-years, and promise the right to renew the lease agreement for another 7-years period for total of 10-years, starting from May 1, 2024 to April 30, 2034 rental rate to 3% increase every 3-years amount Baht 128,670,096. The Company will payment method in cash on monthly of Baht 942,942 and deposit be made on the day the agreement is sign Baht 2,000,000.

6. Criteria used to determine the Value of Acquired Assets and the Total Value of Consideration

The methodologies used for the determination of the rental rate value are market comparable and cost methods, respectively, reference the asset appraisal report no.1 the appraised value of the warehouse building lease rent is Baht 200 per square meters and the office building lease rent is Baht 500 per square meters. The asset appraisal report of the lease agreement above, was done by CPM Capital Company Limited on January 23, 2024, No. A66GEN2662, and the asset appraisal report no.2 the appraised value of the warehouse building lease rent is Baht 200 per square meters and the office building lease rent is Baht 550 per square meters according the asset appraisal report of the lease agreement above, was done by Bangkok Property Appraisal Company Limited on February 2, 2024 No. BKK-B-67-002, and January 30, 2024 no. BKK-B-67-003, which is a company that assesses the value of assets in the capital market and has been approved by the Securities and Exchange Commission according to the Notification of the Securities and Exchange Commission No. SorChor. 24/2555 regarding approval of asset valuation companies and major appraiser for capital market transactions.

7. Expected Benefits

The transaction to renewal of the Company's Lease Agreement as benefits follow:

7.1 The warehouse building lease agreement

The Company used as to store products, assemble, and maintain the Company printers and equipment including carrying out other activities in the Company, which located near the Company's headquarters, therefore it is the operation is very convenient.

7.2 The office building lease agreement

The Company use the commercial enterprise, that is, to form a business according to the company's current legal use and future (if applicable) changes, including subletting and/or transferring the leased assets to a third party. To generate income for the Company according to the terms of the lease agreement. Moreover, the location has good potential for combining departments, connect the Company's various utility groups, allowing the Company to control, manage, and strategically plan with efficiency and benefit.

However, if the Company does not renew the lease agreement on the original leased area, the Company is unable to provide usable space of the same size and price that provides maximum benefit to the Company's business in this location in community and commercial areas in the same way from other independent third parties.

8. Sources of Funds

The Company's sources of funds for entering into the Company's Lease Agreement are from cash flow from operations

9. Conditions for entering into the Transaction the renewal of the Company's Lease Agreement

The conditions for entering into the transaction of the Company's Lease Agreement are set out in Clause 1 (Transaction Date) of this Information Memorandum.

10. Connected Persons and Scope of Interests

The connected persons and the scope of their interests are detailed in Clause 2 (Related Parties and Relationship with the Company) above.

In this regard, the Company's directors are as follows: (1) Mrs.Sirima Iamsakulrat; (2) Mr.Jain Charnnarong (collectively referred to as "Interested Directors") are considered as persons with interests and therefore do not participate in the consideration and vote in the Board of Directors' meeting in considering such relevant agenda.

11. Opinion of the Board of Directors on the Entering into the Transaction

The Board of Directors, excluding the Interested Directors considered and concluded that entering into a transaction regarding the Company's Lease Agreement is reasonable and in the Company's best interests as follows:

- 11.1 The transaction to renewal of warehouse building lease agreement, the Company used as to store products, assemble, and maintain the Company printers and equipment including carrying out other activities in the Company, which located near the Company's headquarters, therefore it is the operation is very convenient.
- 11.2 The transaction to renewal of office building lease agreement, the Company use the commercial enterprise, that is, to form a business according to the company's current legal use and future (if applicable) changes, including the rights subletting and/or transferring the leased assets to a third party. To generate income for the Company according to the terms of the lease agreement. Moreover, the location has good potential for combining departments, connect the Company's various utility groups, allowing the Company to control, manage, and strategically plan with efficiency and benefit.
- 11.3 The rental rate, not higher than the rate to the market price assessed by an independent appraiser certified by the Securities and Exchange Commission, which agreed upon both two the lease agreement.
- 11.4 If the Company does not renew the lease agreement on the original leased area, the Company is unable to provide usable space of the same size and price that provides maximum benefit to the Company's business in this location in community and commercial areas in the same way from other independent third parties.

Thus the Board agreed to propose to the 2024 AGM which will be held on April 29, 2024 for approval of entering into this transaction.

12. Opinion of the Audit Committee and/or Directors that are different from that of the Board of Directors

-None-