

(Translation)

Information Memorandum

on the Acquisition of asset of Ditto (Thailand) Public Company Limited in case acquisition of Ordinary Shares of Netbay Public Company Limited (List 2) 1, 2, 3, 5 (3), 7 and 8

The Board of Directors' Meeting No. 7/2023 of Ditto (Thailand) Public Company Limited (the "Company" or "DITTO") held on 19 December 2023 ("BOD Meeting") to consider and approve the investment in the ordinary shares of Netbay Public Company Limited ("NETBAY"), which operate the business to innovate, create and develop Digital Business Technology Platform for electronic transactions (Digital Business Services) and offer that product to users in the form of a comprehensive service (SaaS: Software as a Service). Between business and government (B2G), between business and business (B2B), and between private and public or consumers (B2C). The Company will purchase ordinary shares of NETBAY from Mr. Pichit Viwatrujirapong ("Mr. Pichit") who is not a connected person of the Company, in the amount of 49,800,000 shares, par value THB. 1.00 per share, representing 24.90 percent of the registered and paid-up capital at a price not exceeding THB 17.00 per share, amounting to a total investment not exceeding THB 846,600,000. The Company will pay the compensation of the ordinary shares of NETBAY with newly issue ordinary shares of the Company.

In this regard, the Company will continue to purchasing ordinary shares of NETBAY, the Company will proceed under 2 conditions: (1) the results of the due diligence of legal, financial, assets and liabilities of NETBAY are satisfactory to the Company; (2) the Shareholders' meeting resolved to approved the increasing of registered capital and allocation of newly-issued ordinary shares to specific person (Private Placement) by offering newly-issued ordinary share specifically to Mr. Pichit as compensation for purchasing NETBAY shares from Mr. Pichit.

The Company will invest in the ordinary shares of NETBAY with the objective to invest in businesses related to the Company's business. At the present NETBAY's operate the business to innovate, create and develop Digital Business Technology Platform for electronic transactions (Digital Business Services) and offer that product to users in the form of a comprehensive service (SaaS: Software as a Service). Between business and government (B2G), between business and business (B2B), and between private and public or consumers (B2C). The Company which expected that NETBAY's businesses is related to the Company's business and to create synergy to the Company's business.

The transaction of purchasing ordinary shares of NETBAY as mentioned is regarded as an asset acquisition transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including any amendments) 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) (including any amendments thereto); (the “**Notifications on Acquisition or Disposal of Assets**”). When calculating the size of the transaction according to various criteria under the Announcement on Asset Acquisitions or Disposals, the maximum size of the transaction is equivalent to 25.48% of the company's total asset value according to the consolidated financial statements reviewed by the auditors as of 30 September 2023, based on the total value of compensation criteria. In this regard, the company has not engaged in any other asset acquisition transactions in the past six months.

The execution of such a transaction is classified as an asset acquisition transaction with a value higher than 15 percent but less than 50 percent provided that the Company is obliged to disclose information about entering into the transaction to SET immediately which must at least contain the information as required in List (1) attached to the Notifications on Acquisition or Disposal of Assets, and deliver the notice to the shareholders within 21 days from the date of such disclosure to the SET, which must at least contain the information as required in List (2) 1, 2, 3, 5(3), 7 and 8 attached to the Notification of the Board of Governors of the Stock Exchange of Thailand.

In this regard, such transaction is not connected transaction since Mr. Pichit is not connected person of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (including any amendments thereto) 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 (2003) dated 19 November 2003 (including any amendments thereto) (the “**Notifications on Connected Transactions**”).

The detail of acquire of asset in List (2) 1, 2, 3, 5(3), 7 and 8 attached to the Notification of the Board of Governors of the Stock Exchange of Thailand in below

## 1. Clause 1. Information in List (1)

### 1.1 Date of Transaction

The company will proceed with the transaction after the resolution of the company's Board of Directors Meeting No. 7/2023, which was held on 19 December 2023, approved the company's purchase of ordinary shares of NETBAY. Additionally, the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company has resolved to approve the increase of the Company's registered capital and the allocation of newly issued ordinary shares to Mr. Pichit, which is specific persons (Private Placement), to compensate in case the Company purchase ordinary shares of NETBAY from Mr. Pichit. This transaction is expected to be completed by 29 February 2024, unless both parties mutually agree in writing to extend this period.

## 1.2 Parties

Buyer	:	The Company
Seller	:	Mr. Pichit Viwatrujirapong, a shareholder of NETBAY
Relationship	:	None Mr. Pichit is not connected person of the Company according to the Connected Transaction Notification

## 1.3 General Characteristics and Size of the Transaction

### 1.3.1 General Characteristics of the Transaction

The Company will acquire 49,800,000 ordinary shares of NETBAY, each with a par value of THB 1.00, representing 24.90% of NETBAY's paid-up registered capital. The price per share will not exceed THB 17.00, amounting to a total value of no more than THB 846,600,000. This acquisition of NETBAY's ordinary shares is from Mr. Pichit, who is not a connected person to the Company. The Company will compensate for the purchase of NETBAY's ordinary shares with its newly issued additional ordinary shares, totaling no more than 33,200,000 shares, at the par value of THB 0.50 and a price of THB 25.50 per share, amounting to a total value not exceeding THB 846,600,000. The offering price of THB 25.50 per new share is set based on the market price, with a discount not exceeding 10% of the company's average weighted share price in the Stock Exchange of Thailand over the 7 consecutive business days prior to the board's decision to propose the private placement as per the Capital Market Supervisory Board Announcement No. TorJor.28/2565 dated 28 December 2022 ("**Announcement on Private Placement**"). Should any shares remain following

the compensation for the NETBAY share purchase, the company will proceed with a capital reduction for the remaining shares.

**1.3.2 The calculation of the size of the asset acquisition transaction is as follows:**

The company will proceed to purchase ordinary shares from Mr. Pichit, amounting to 24.90% of the paid-up registered capital of NETBAY, at a price not exceeding THB 17.00 per share, totaling a value not exceeding THB 846,600,000.

Such transaction is regarded as an asset acquisition under the Announcement on Asset Acquisitions or Disposals. When calculating the size of the transaction according to various criteria under the Announcement on Asset Acquisitions or Disposals, it amounts to a maximum of 25.48% of the Company's total asset value, based on the consolidated financial statements reviewed by auditors as of 30 September 2023, following the total value of compensation criteria. The Company has not undertaken any other asset acquisition transactions in the past six months.

The execution of the transaction thus falls under Category 2, which is an acquisition of assets with a value greater than 15% but less than 50%. As a result, the company is obligated to immediately disclose information about the asset acquisition to the Stock Exchange. This disclosure must include at least the information listed in account (1) as per the announcement on asset acquisitions or disposals, and send a notification to shareholders within 21 days from the date of the transaction disclosure to the Stock Exchange, containing at least the information listed in account (2) 1, 2, 3, 5 (3), 7, and 8 as per the same announcement on asset acquisitions or disposals, under the criteria of the same announcement.

The details of the calculation of the size of the asset acquisition transaction are as follows:

The financial Information under Consolidated Financial Statement consolidate of the Company and NETBAY.

(Unit: THB million)	The Company As at 30 September 2023	NETBAY As at 30 September 2023
Total assets	3,322.33	638.32
Intangible assets	21.84	11.15
Total liabilities	921.63	165.53

(Unit: THB million)	The Company As at 30 September 2023	NETBAY As at 30 September 2023
Non-controlling interests	-	-
Tangible asset (NTA)	2,378.86	461.63
Net profit (loss) (12 months)	312.55	198.12

#### Item calculation

Criteria	Calculation formular	Calculation	Transaction Size (percent)
Net Tangible Asset Value Criteria (NTA)	$\frac{\text{NTA of acquired asset} \times \text{proportion of acquisition}}{\text{NTA of the Company}} \times 100$	$\frac{461.63 \times 24.90\%}{2,378.86}$	4.83
Net Profit from Operations Criteria	$\frac{\text{Net operating profit of acquired asset} \times \text{proportion of purchase}}{\text{Net operating profit of the Company}} \times 100$	$\frac{198.12 \times 24.90\%}{312.55}$	15.78
Total Value of Consideration Criteria	$\frac{\text{Value of the transaction received} \times 100}{\text{Total assets of the Company}}$	$\frac{846.60 \times 100}{3,322.33}$	25.48
Criteria for the value of equity shares issued for the payment of assets	$\frac{\text{Number of capital shares issued to pay for the assets} \times 100}{\text{Number of issued and paid-up shares of the Company}}$	$\frac{33,200,000 \times 100}{660,713,598}$	5.02

Furthermore, the aforementioned transaction is not a related party transaction, as Mr. Pichit is not a connected person to the Company according to the announcement on related party transactions.

#### 1.4 Detail of Acquired of Assets

A total of 49,800,000 ordinary shares of NETBAY, at the par value of THB 1.00, representing 24.90% of NETBAY's paid-up registered capital, priced at no more than THB 17.00 per share, totaling a value not exceeding THB 846,600,000.

Following are details regarding information of NETBAY:

1. General Information

<b>Company Name</b>	NETBAY Public Company Limited
<b>Business Type</b>	To operate the business to innovate, create and develop Digital Business Technology Platform for electronic transactions (Digital Business Services) and offer that product to users in the form of a comprehensive service (SaaS: Software as a Service). Between business and government (B2G), between business and business (B2B), and between private and public or consumers (B2C).
<b>Registered Office</b>	719/5, 8-9 Rama 6 Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330
<b>Company registration</b>	0107557000101
<b>Date of registration</b>	22 April 2014
<b>Registered Capital</b>	200,000,000 Baht
<b>Paid-up capital</b>	200,000,000 Baht

2. Shareholders' lists as of 3 May 2023, which is the date of the most recent shareholder register closure.

No.	Name	Number of shares (shares)	Percentage (%)
1	Mr. Pichit Viwatrujirapong	101,999,990	51.00
2	Thai Life Insurance Public Company Limited	8,428,400	4.21
3	Thai NVDR Company Limited	5,546,855	2.77
4	N.C.B. TRUST LIMITED-NORGES BANK 1	4,315,700	2.16
5	Mr.Noppadol Tansalalak	3,090,000	1.55
6	Mr. Wichaya Mekaapirak	2,970,000	1.49
7	BBHISL NOMINEES LIMITED	2,801,100	1.40
8	Mr. Anurak Boonsawaeng	1,810,000	0.91

No.	Name	Number of shares (shares)	Percentage (%)
9	Bangkok life insurance Public Company Limited by Bualuang Securities Public Company Limited	1,721,500	0.86
10	Mr. Sathorn Shanruengvanich	1,199,700	0.60
<b>Total</b>		<b>133,883,245</b>	<b>66.9500</b>

Source: From the Securities Exchange of Thailand's website as of 5 December 2023.

Furthermore, Mr. Pichit, a shareholder of NETBAY, is not connected person of the Company according to the announcement on related party transactions.

### 3. Board of Directors

No.	Name of directors (at the present)	Name of directors after shares swap
1	Mr. Pairash Thajchayapong	Mr. Pairash Thajchayapong
2	Mr. Pichit Viwatrujirapong	Mr. Pichit Viwatrujirapong
3	Mr. Suvit Arunanondchai	Mr. Suvit Arunanondchai
4	Mrs. Suwipa Wanasathop	Mrs. Suwipa Wanasathop
5	Mrs. Kobkanjana Veerapongpradit	Mrs. Kobkanjana Veerapongpradit
6	Mr. Vichit Yanamorn	Mr. Vichit Yanamorn
7	Miss Somsri Rachadaphakul	Miss Somsri Rachadaphakul

Remark: After acquiring the ordinary shares of NETBAY, the company will consider appointing a representative who possesses the appropriate qualifications and experience for the business to serve as a board member of NETBAY, in accordance with the company's shareholding proportion.

### 4. Financial Information of NETBAY.

Statement of financial position (Unit: THB million)	30 September 2023 Consolidated Financial Statement	31 December 2022 Consolidated Financial Statement	31 December 2021 Consolidated Financial Statement
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	56.99	61.81	66.46
Trade And Other Receivables - Current - Net	125.23	120.48	61.84
Prepayments	2.99	2.82	2.64

Statement of financial position (Unit: THB million)	30 September 2023 Consolidated Financial Statement	31 December 2022 Consolidated Financial Statement	31 December 2021 Consolidated Financial Statement
Other Current Financial Assets	257.67	295.41	346.00
Other Current Assets	5.83	4.98	2.07
<b>Total Current Assets</b>	<b>448.71</b>	<b>485.51</b>	<b>479.01</b>
<b>Non-Current Assets</b>			
Restricted Deposits	9.15	10.22	9.77
Long-Term Investment	149.12	150.69	122.60
Investment in affiliated company	-	-	-
Property, Plant and Equipment	18.31	26.95	16.85
Intangible Assets	5.02	3.94	3.24
Deferred Tax Assets	6.14	5.50	6.96
Other Non-Current Assets	1.87	1.23	1.15
<b>Total Non-Current Assets</b>	<b>189.60</b>	<b>198.52</b>	<b>160.56</b>
<b>Total Assets</b>	<b>638.32</b>	<b>684.03</b>	<b>639.58</b>
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Trade And Other Payables	10.99	8.48	8.65
Accrued Expenses	61.80	65.18	48.67
Contract Liabilities and Unearned Rental Income	38.90	43.51	44.41
Current Portion of Lease Liabilities	3.86	3.09	0.58
Other Current Liabilities	22.26	36.56	24.12
<b>Total Current Liabilities</b>	<b>137.81</b>	<b>156.82</b>	<b>126.44</b>
<b>Non-Current Liabilities</b>			
Non-Current Portion of Lease Liabilities	1.70	3.52	-
Provisions For Employee Benefit Obligations	25.21	22.44	30.72
Other Non-Current Liabilities	0.81	0.28	0.46
<b>Total Non-Current Liabilities</b>	<b>27.73</b>	<b>26.24</b>	<b>31.17</b>
<b>Total Liabilities</b>	<b>165.53</b>	<b>183.07</b>	<b>157.61</b>
<b>Equity</b>			
Shares			



Statement of financial position (Unit: THB million)	30 September 2023 Consolidated Financial Statement	31 December 2022 Consolidated Financial Statement	31 December 2021 Consolidated Financial Statement
Registered Capital 200,000,000 ordinary shares, par value THB. 1.00 per share.	200.00	200.00	200.00
Issued And Paid-Up Share Capital 200,000,000 ordinary shares, par value THB. 1.00 per share.	200.00	200.00	200.00
Premium on ordinary shares	115.34	115.34	115.34
Surplus (Deficits) From Business Combinations Under Common Control	(76.85)	(76.85)	(76.85)
Retain Earning			
Retained earnings - legal reserve			
- The Company	20.00	20.00	20.00
- The affiliated Company	5.00	5.00	5.00
Retained earnings – unallocated	209.72	237.26	216.15
Other components of equity	(0.42)	0.22	2.32
<b>Total equity</b>	<b>472.79</b>	<b>500.97</b>	<b>481.96</b>
<b>Total liabilities and equity</b>	<b>638.32</b>	<b>684.03</b>	<b>639.58</b>

Profit and Loss Statement (Unit: THB million)	30 September 2023 Consolidated Financial Statement	31 December 2022 Consolidated Financial Statement	31 December 2021 Consolidated Financial Statement
Services revenue	365.82	457.19	400.46
Cost of services	(75.95)	(97.01)	(78.10)
<b>Gross profit</b>	<b>289.88</b>	<b>360.18</b>	<b>322.36</b>
Revenue from management fee	-	-	-
Other income	1.93	1.31	2.55
<b>Profit before operating expenses</b>	<b>291.81</b>	<b>361.49</b>	<b>324.91</b>
Servicing expenses	(49.33)	(60.10)	(53.62)
Administrative expenses	(73.77)	(89.43)	(84.72)

Profit and Loss Statement (Unit: THB million)	30 September 2023 Consolidated Financial Statement	31 December 2022 Consolidated Financial Statement	31 December 2021 Consolidated Financial Statement
Gains (losses) on sales of FVOCI debt instruments	(0.06)	(0.25)	0.57
<b>Operating profit</b>	<b>168.64</b>	<b>211.70</b>	<b>187.14</b>
Share of loss from investment in joint venture	-	-	(0.03)
Finance income	3.42	3.15	2.96
Finance cost	(0.23)	(0.35)	(0.13)
<b>Profit before income tax expenses</b>	<b>171.83</b>	<b>214.50</b>	<b>189.94</b>
Income tax expenses	(34.19)	(44.76)	(24.37)
<b>Net profit (loss)</b>	<b>137.64</b>	<b>169.74</b>	<b>165.57</b>

#### 1.5 The value of the consideration

The Company will purchase 49,800,000 ordinary shares of NETBAY from Mr. Pichit, who is not a connected person of the Company, at the par value of THB 1.00, or equivalent to 24.90% of NETBAY's paid-up registered capital, at a price not exceeding THB 17.00 per share, totaling a value not exceeding THB 846,600,000. The Company will compensate for the purchase of NETBAY's ordinary shares with its own newly issued additional ordinary shares, not exceeding 33,200,000 shares, at the par value of THB 0.50, priced at THB 25.50 per share, summing up to a value not exceeding THB 846,600,000. The offering price of THB 25.50 per new share is based on the market price with a discount not exceeding 10% of the average weighted share price of the Company's ordinary shares on the Stock Exchange of Thailand (SET) for the 7 consecutive business days prior to the board's decision to propose the private placement as per the announcement on offering newly issued shares to specific persons. If any shares remain after compensating for the NETBAY share purchase transaction, the Company will proceed with a capital reduction for the remaining shares. Furthermore, in investing by purchasing ordinary shares of NETBAY, the Company will proceed under two conditions: (1) the results of the due diligence of legal, financial, assets and liabilities of NETBAY are satisfactory to the Company; (2) the Shareholders' meeting resolved to approved the increasing of registered capital and allocation of newly-issued ordinary shares to specific person (Private Placement) by offering newly-

issued ordinary share specifically to Mr. Pichit as compensation for purchasing NETBAY shares from Mr. Pichit.

#### **1.6 Value of assets acquired and terms of payment**

The Company will proceed to acquire 49,800,000 ordinary shares of NETBAY from Mr. Pichit, who is not a connected person to the Company, at the par value of THB 1.00 or equivalent to 24.90% of NETBAY's fully paid-up registered capital, priced at no more than THB 17.00 per share, totaling a value not exceeding THB 846,600,000. The Company will compensate for the acquisition of NETBAY's ordinary shares with its own newly issued additional ordinary shares, amounting to no more than 33,200,000 shares, at the par value of THB 0.50 and priced at THB 25.50 per share, summing up to a value not exceeding THB 846,600,000. The offering price of THB 25.50 per new share is based on the market price, with a discount not exceeding 10% of the average weighted share price of the Company's ordinary shares on the Stock Exchange of Thailand for the 7 consecutive business days prior to the board's decision to propose the private placement as per the announcement regarding the offering of newly issued shares to specific persons.

#### **1.7 Criteria Used to Determine the Value of the Consideration**

The Company adheres to a principle of careful and thorough consideration. The criteria used in determining the value of the compensation are based on the negotiation process and mutual agreement between the contracting parties under the share purchase agreement. This takes into account the financial status, past and future performance, as well as the opportunities to create additional value (synergies) for the Company's business.

#### **1.8 Expected Benefits to the Company**

The Company expected that NETBAY's business is related to the Company's business in section of data management which it shall create additional value (synergies) for the company's business.

#### **1.9 Source of Funds for acquired assets**

The Company will compensate for the acquisition of ordinary shares of NETBAY with its own newly issued ordinary shares, amounting to no more than 33,200,000 shares, at the par value of THB 0.50, priced at THB 25.50 per share, totaling a value not exceeding THB 846,600,000. The offering price of THB 25.50 per new share is based on the market price, with a discount not exceeding 10% of

the average weighted share price of the company's ordinary shares on the Stock Exchange over the 7 consecutive business days prior to the board's decision to propose the agenda for offering the newly issued shares to specific individuals.

#### **1.10 Conditions for entering into the transaction**

The Company will proceed under two conditions, which are:

1. The results of the due diligence of legal, financial, assets and liabilities of NETBAY are satisfactory to the Company;
2. The Shareholders' meeting resolved to approved the increasing of registered capital and allocation of newly-issued ordinary shares to specific person (Private Placement) by offering newly-issued ordinary share specifically to Mr. Pichit as compensation for purchasing NETBAY shares from Mr. Pichit.

#### **1.11 Opinions from the Board of Directors**

The Board of Directors of the Company has considered and concluded that entering into such a transaction is reasonable and will benefit the Company and its shareholders. Investing in NETBAY's shares presents a significant opportunity for the Company to expand its business. Moreover, the collaboration between the company and NETBAY can create additional value (Synergy) for the Company's business. This investment aims to generate continuous long-term returns and profits for the Company and its shareholders.

#### **1.12 Opinions from Audit Committee and/or Directors which are different from the Board of Directors**

-None-

#### **2. Clause 2. Responsibility of the Board of Directors of the Company with respect to the Information in Documents sent to the Shareholders.**

The Board of Directors has carefully reviewed the information contained in this Information Memorandum and hereby certify that the information contained in this Information Memorandum is true, complete; There is no information that could materially mislead, and no conceal any material information that should be disclosed.

#### **3. Clause 3. Report of the Independent Expert and Qualifications of the Independent Expert.**

-None-

4. **Clause 5(3) Financial projections for the current year (if any).**

-None-

5. **Clause 7. Pending Material Lawsuits or Claims**

On 5 May 2017, the Company was sued for damages for breach of the photocopier hire-purchase agreement amounting to THB 0.43 million and the Company counterclaimed that the plaintiff still possessed and used the photocopier, resulting in outstanding debt under the hire-purchase agreement and service fees to the Company.

On 20 December 2017, the Court of First Instance dismissed the plaintiff's lawsuit and dismissed the counterclaim.

On 3 July 2018, the Company appealed the judgment of the Court of First Instance.

On 6 November 2018, the Court of Appeal ordered the plaintiff to pay debt in the amount of THB 0.38 million, including interests from the counterclaim date and return the photocopiers under the hire-purchase agreement back to the Company.

On 10 April 2020, the plaintiff filed an appeal against the judgment of the Court of Appeal.

On 22 September 2020, the Supreme Court ruled to dismiss the counterclaim and dismissed the Court of Appeal's verdict requiring the plaintiff to return the photocopiers under the hire-purchase agreement back to the Company.

6. **Clause 8. Interests or Connected Transactions between the Company and Directors, Management and Shareholders directly or indirectly holding shares amounting to 10 percent or more**

The Company and its subsidiaries engage in transactions with persons who may have conflicts of interest. Such transactions are transactions between the directors and/or executives and/or major shareholders of the Company and its subsidiaries, as well as affiliated companies, which have individuals with conflicts of interest as directors and/or executives and/or shareholders of the Company and its subsidiaries. The nature of these relationships can be summarized as follows:

Person with possible conflicts of interest	Relationship
Mr. Teerachai Rattanakamolporn	<p>He is a major shareholder of the Company, holding shares of the Company (including the spouse's portion) in the proportion of 33.620 percent of the registered and paid-up capital, and is a shareholder of the Subsidiary in the proportion of 0.001 percent.</p> <p>Mr. Teerachai is the younger brother of Mr. Teerathat Rattanakamolporn and Ms. Pondkarn Rattanakamolporn, and the older brother of Mr. Takorn Rattanakamolporn.</p>
Ms. Pondkarn Rattanakamolporn	<p>She is an authorized director, executive director, executive and shareholder of the Company, holding 0.490 percent of the registered and paid-up capital.</p> <p>Ms. Pondkarn is the younger sister of Mr. Teerathat Rattanakamolporn and older sister of Mr. Teerachai Rattanakamolporn and Mr. Takorn Rattanakamolporn.</p>
Mr. Takorn Rattanakamolporn	<p>He is an authorized director, executive director, executive and major shareholder of the Company, holding 14.730 percent of the registered and paid-up capital, and is an authorized director, executive and shareholder of the Subsidiary in the proportion of 0.001 percent.</p> <p>Mr. Takorn is the younger brother of Mr. Teerathat Rattanakamolporn, Ms. Pondkarn Rattanakamolporn and Mr. Teerachai Rattanakamolporn</p>
Mrs. Rapee Rattanakamolporn	<p>She is the mother of Mr. Teerachai Rattanakamolporn, Ms. Pondkarn Rattanakamolporn, Mr. Takorn Rattanakamolporn, and Mr. Teerathat Rattanakamolporn</p>
Mr. Teerathat Rattanakamolporn	<p>He is the older brother of Ms. Pondkarn Rattanakamolporn, Mr. Teerachai Rattanakamolporn, and Mr. Takorn Rattanakamolporn.</p>
Mr. Chaithad Kulchokwanich	<p>He is an authorized director, executive director, executive and shareholder of the Company, holding 0.872 percent of the registered and paid-up capital, and is an authorized director and executive of the Subsidiary.</p>

Person with possible conflicts of interest	Relationship
Mr. Pipat Rattanakamolporn (Passed away)	He is the father of Mr. Teerachai Rattanakamolporn, Ms. Pondkarn Rattanakamolporn, Mr. Takorn Rattanakamolporn and Mr. Teerathat Rattanakamolporn.
RYU Asset Development Co., Ltd.	<ol style="list-style-type: none"> <li>1. Mr. Teerachai Rattanakamolporn, who is a major shareholder of the Company (including the spouse's portion), holding shares of the Company in the proportion of 33.620 percent of the registered and paid-up capital, and is a shareholder of the Subsidiary in the proportion of 0.001 percent; is an authorized director and major shareholder of RYU Asset Development Co., Ltd. by holding shares directly and indirectly, including related persons, in the proportion of 100 percent of the registered and paid-up capital.</li> <li>2. Mr. Takorn Rattanakamolporn, who is an authorized director, executive director, executive and shareholder of the Company, holding 14.730 percent of the registered and paid-up capital, and is an authorized director, executive and shareholder of the Subsidiary in the proportion of 0.001 percent; is a shareholder of RYU Asset Development Co., Ltd. in the proportion of 0.01 percent of the registered and paid-up capital (already included in the shareholding proportion of Mr. Teerachai Rattanakamolporn in RYU Asset Development Co., Ltd.).</li> </ol>
Rolling Konzept Innovation Co., Ltd.	<ol style="list-style-type: none"> <li>1. Mr. Teerachai Rattanakamolporn, who is a major shareholder of the Company, holding shares of the Company (including the spouse's portion) in the proportion of 33.620 percent of the registered and paid-up capital, and is a shareholder of the Subsidiary in the proportion of 0.001 percent; is a major shareholder of Rolling Konzept Innovation Co., Ltd. by holding shares directly and indirectly, including related persons, in the proportion of 100 percent of the registered and paid-up capital.</li> <li>2. Mr. Chaitad Kulchokvanich, who is an authorized director, executive director, executive and shareholder of the Company, holding 0.872 percent of the registered and paid-up capital, and is an authorized director and executive of the Subsidiary; is a shareholder of Rolling</li> </ol>

Person with possible conflicts of interest	Relationship
	<p>Koncept Innovation Co., Ltd. in the proportion of 0.01 percent of the registered and paid-up capital.</p> <p>3. Mr. Takorn Rattanakamolporn, who is an authorized director, executive director, executive and shareholder of the Company, holding 14.730 percent of the registered and paid-up capital, and is an authorized director, executive, and shareholder of the Subsidiary in the proportion of 0.001 percent; is a shareholder of Rolling Koncept Innovation Co., Ltd. in the proportion of 0.01 percent of the registered and paid-up capital (already included in the shareholding proportion of Mr. Teerachai Rattanakamolporn in Rolling Koncept Innovation Co., Ltd.).</p> <p>4. Mr. Supoj Onsri, who is the spouse of Ms. Mattana Wicheankaewmanee (Director, Executive Director, and executive of the Company, as well as authorized director and executive of the Subsidiary) is an executive and authorized director of Rolling Koncept Innovation Co., Ltd.</p>
<p>Ms. Mattana Wicheankaewmanee</p>	<p>She is the Director, Executive Director, and executive of the Company, and is an authorized director and executive of the Subsidiary.</p> <p>Ms. Mattana Wicheankaewmanee is the spouse of Mr. Supoj Onsri</p>
<p>RYU Technology Co., Ltd.</p>	<p>Mr. Teerachai Rattanakamolporn, who is a major shareholder of the Company, holding shares of the Company (including the spouse's portion) in the proportion of 33.620 percent of the registered and paid-up capital), and is a shareholder of the Subsidiary in the proportion of 0.001 percent; is a major shareholder of RYU Technology Co., Ltd. by holding shares directly and indirectly, including related persons, in the proportion of 100 percent of the registered and paid-up capital.</p>
<p>Pan Plus Sport Complex and Management Co., Ltd.</p>	<p>Mr. Teerathat Rattanakamolporn (older brother of Mr. Teerachai Rattanakamolporn, Mr. Takorn Rattanakamolporn and Ms. Pondkarn Rattanakamolporn) is an authorized director and major shareholder of Pan Plus Sport Complex and Management Co., Ltd. in the proportion of 35.00 percent of the registered and paid-up capital.</p>



Person with possible conflicts of interest	Relationship
Pan Plus Marketing Co., Ltd.	Mrs. Rossarin Rattanakamolporn, who is the spouse of Mr. Teerathat Rattanakamolporn (older brother of Mr. Teerachai Rattanakamolporn, Mr. Takorn Rattanakamolporn and Ms. Pondkarn Rattanakamolporn) is an authorized director and major shareholder of Pan Plus Marketing Co., Ltd. in the proportion of 99.98 percent of the registered and paid-up capital.
Pan Plus Property Co., Ltd.	Mr. Teerathat Rattanakamolporn (older brother of Mr. Teerachai Rattanakamolporn, Mr. Takorn Rattanakamolporn and Ms. Pondkarn Rattanakamolporn) is an authorized director and major shareholder of Pan Plus Property Co., Ltd. in the proportion of 35.00 percent of the registered and paid-up capital.
TEAM Consulting Engineering and Management PCL	<ol style="list-style-type: none"> <li data-bbox="560 880 1455 1238">1. Mr. Teerachai Rattanakamolporn, who is a major shareholder of the Company, holding shares of the Company (including the spouse's portion) in the proportion of 33.620 percent of the registered and paid-up capital, and is a shareholder of the Subsidiary in the proportion of 0.001 percent; is a major shareholder of TEAM Consulting Engineering and Management PCL in the proportion of 15.890 percent of the registered and paid-up capital.</li> <li data-bbox="560 1279 1455 1592">2. Mr. Takorn Rattanakamolporn, who is an authorized director, executive director, executive and shareholder of the Company, holding 14.730 percent of the registered and paid-up capital, and is an authorized director, executive and shareholder of the Subsidiary; is a shareholder of TEAM Consulting Engineering and Management PCL in the proportion of 3.005 percent of the registered and paid-up capital.</li> <li data-bbox="560 1632 1455 1946">3. Mr. Chaithad Kulchokwanich, who is an authorized director, executive director, executive and shareholder of the Company, holding 0.872 percent of the registered and paid-up capital, and is an authorized director, executive and shareholder of the Subsidiary; is a shareholder of TEAM Consulting Engineering and Management PCL in the proportion of 0.081 percent of the registered and paid-up capital.</li> </ol>

Person with possible conflicts of interest	Relationship
TEAM Construction Management Co., Ltd	Team Construction Management Co., Ltd. is a subsidiary of Team Consulting Engineering and Management PCL., holding 99.999% of the registered and paid-up capital.
TLT Consultant Co., Ltd	TLT Consultant Co., Ltd is a subsidiary of Team Consulting Engineering and Management PCL., holding 99.999% of the registered and paid-up capital.
DTX Co., Ltd	DTX Co., Ltd. is a joint venture between Ditto (Thailand) PCL. holding 49.999% of the registered and paid-up capital, and Team Consulting Engineering and Management Co., Ltd. (Public) also holding 49.999% of the registered and paid-up capital.
STATO Public Law Co., Ltd.	Mr. Wuth Meechouay, Chairman of the Audit Committee, Independent Director, and Chairman of the Nomination and Remuneration Committee of the Company, is a director, authorized director and major shareholder of STATO Public Law Co., Ltd. in the proportion of 50.00 percent of the registered and paid-up capital.

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
Mr. Teerachai Rattanakamolporn	Mr. Teerachai guaranteed loan facilities, letters of credit and/or trust receipts, overdraft limit, promissory notes, letters of guarantee, forward exchange trading limit and hire purchase agreements for the Company and the Subsidiary.  - Credit limit	2,486,974,750	1,101,712,500	Mr. Teerachai has guaranteed credit lines and hire-purchase agreements from financial institutions to the Company and the Subsidiary in accordance with the conditions of financial institutions that require major shareholders and/or executives to be guarantors of credit lines, without charge of guarantee fee. At present, the Company is in the process of negotiating with financial institutions regarding the conditions for changing the guarantor or withdrawing the guarantee.  <u>Opinion of the Audit Committee</u> The Audit Committee has considered such transaction and opined that the guarantee of such credit line is beneficial to the Company, in addition to having to comply with the conditions of financial institutions. Therefore, it is necessary to provide a guarantee for this amount.
	Mr. Teerachai mortgaged his own assets as collateral for the Subsidiary.  - Mortgage limit	1,565,000,000	60,000,000	Mr. Teerachai has mortgaged and pledged assets such as title deeds and fixed deposit accounts as collateral for loans to the Subsidiary without charge. The total loan amount is THB 70 million, in accordance with the conditions of financial institutions that require the Company and/or major shareholders and/or executives to use mortgaged assets

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				<p>as collateral. The Company is currently in the process of negotiating with financial institutions to replace the collateral by using the assets of the Company as collateral for the loan facilities.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that the transaction is beneficial to the Company since it is a mortgage of assets as collateral for the Company's loans as specified by financial institutions. At present, the Company is in the process of negotiating with financial institutions to replace the collateral by using the Company's assets as collateral for the loan facilities to reduce financial reliance on related persons.</p>
	<p>The Company rents an office building from Mr. Teerachai.</p> <p>- Rental fee during the period</p> <p>- Outstanding balance at the end of the period</p> <p>- Utility bills during the period</p>	<p>985,000</p> <p>115,000</p> <p>542,627</p>	<p>1,260,000</p> <p>105,000</p> <p>532,014</p>	<p>The Company rented office space at No. 40 and 42, Udomsuk Road, on the 1<sup>st</sup> to 4<sup>th</sup> floors, with a total area of 375 square meters, for a period of 3 years from 1 February 2019 – 31 January 2022, with the following rental fees:</p> <p>1) From February to March 2019, the rental fee was at the rate of THB 40,000 per month, calculated from the rental space in</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
	- Outstanding balance at the end of the period	66,956	42,653	<p>Building No. 40, with an area of 200 square meters and the rental rate of THB 200 per square meter, which is based on the rental price appraised by the independent appraiser according to the original agreement and waiving the rent for the additional space in Building No. 42, with an area of 175 square meters, due to it being under renovation before entering into use.</p> <p>2) From 1 April 2019, the rental fee was at the rate of THB 86,250 per month, equal to the rental price appraised by an independent appraiser approved by the Securities and Exchange Commission.</p> <p>Subsequently, the Company has increased the rental space since 1 September 2020 onwards, by increasing the rental space of Building No. 42 on the 1<sup>st</sup> floor by 25 square meters and on the 6<sup>th</sup> floor by 5,500 square meters, whereby the rental rate per square meter on the 1<sup>st</sup> floor is based on the rent on the same floor, and the rental rate per square meter on the 6<sup>th</sup> floor is based on the rent in the same building on the 2<sup>nd</sup>, 3<sup>rd</sup>, and 4<sup>th</sup> floors appraised by an independent appraiser approved</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				<p>by the Securities and Exchange Commission. The total rental area is 450 square meters with a total rental fee of THB 105,000 per month.</p> <p>In 2022, the Company renewed the space rental agreement from 1 February 2022 to 31 January 2025 on the 1<sup>st</sup> to 4<sup>th</sup> floors of Building No. 40 and the 6<sup>th</sup> floor of Building No. 42, Udomsuk Road. The total rental area is 450 square meters with a total rental fee of THB 105,000 per month, at a rental rate of THB 200 per square meter, based on the rental price appraised by an independent appraiser approved by the Securities and Exchange Commission.</p> <p>For the electricity bill, Mr. Teerachai paid the electricity bill to the Metropolitan Electricity Authority and charged the Company only the actual electricity bill from the electricity meter which is clearly separated by the leased floors.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that the office space rental is beneficial to the Company. The price and</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				rental conditions are suitable since the office building is important for the operations of the Company.
	<p>The Subsidiary rents an office building from Mr. Teerachai.</p> <ul style="list-style-type: none"> <li>- Rental fee during the period</li> <li>- Outstanding balance at the end of the period</li> <li>- Utility bills during the period</li> <li>- Outstanding balance at the end of the period</li> </ul>	<p>50,000</p> <p>-</p> <p>14,027</p> <p>-</p>	<p>120,000</p> <p>10,000</p> <p>19,404</p> <p>-</p>	<p>The Subsidiary rented office space from Mr. Teerachai at No. 40 and No. 42 Udomsuk Road, on the 6<sup>th</sup> floor, with a total area of 100 square meters, to be used as the Subsidiary's branch office for a period of 3 years from 1 December 2019 to 31 January 2022, with a rental rate of THB 200 per square meter, amounting to a rental fee of THB 20,000 per month. For the period of 3 months from December 2019 to February 2020, Mr. Teerachai agreed to allow the Subsidiary to renovate and decorate the rental space without charge for a period of 3 months and to pay the rental fee from March 2020 onwards. For the electricity, Mr. Teerachai paid the electricity bill to the Metropolitan Electricity Authority and charged the Company only the actual electricity bill from the electricity meter which is clearly separated by the leased floors. The rental rate fee per square meter is in reference to the rental rates in the</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				<p>same building on the 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> floors appraised by an independent appraiser approved by the Securities and Exchange Commission.</p> <p>Subsequently, the Subsidiary has reduced the rental area on the 6<sup>th</sup> floor of Building No. 42, and rented the remaining rental area on the 6<sup>th</sup> floor of Building No. 40, with an area of 50 square meters, at a rental fee of THB 10,000 per month from 1 September 2020 onwards.</p> <p>In 2022, the subsidiary renewed the lease agreement from 1 February 2022 to 31 January 2025 for the office space on the 6<sup>th</sup> floor of Building No. 40, Udomsuk Road. The total rental area is 50 square meters with a total rental fee of THB 10,000 per month, at a rental rate of THB 200 per square meter, based on the rental price appraised by an independent appraiser approved by the Securities and Exchange Commission.</p> <p>As for the electricity bill, Mr. Teerachai paid the electricity bill to the Metropolitan Electricity Authority and charged the Company only the actual electricity bill from the electricity meter which is clearly separated by the leased floors.</p>



Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				<p>After that, on 1 February 2023, the subsidiary has revised the agreement in part of period of the agreement from 31 January 2025 to 31 May 2023</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that the office space rental is beneficial to the Subsidiary. The price and rental conditions are suitable since the office building is important for the operations of the Subsidiary.</p>
Ms. Pondkarn Rattanakamolporn	Ms. Pondkarn guaranteed promissory notes and letters of guarantee for the Company  - Credit limit	253,840,000	319,840,000	<p>Ms. Pondkarn has guaranteed credit lines from financial institutions to the Company in accordance with the conditions of financial institutions that require major shareholders and/or executives to be guarantors of credit lines, without charge of guarantee fee. At present, the Company is in the process of negotiating with financial institutions regarding the conditions for changing the guarantor or withdrawing the guarantee.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that the guarantee of such credit line is beneficial to the Company, in</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				addition to having to comply with the conditions of financial institutions. Therefore, it is necessary to provide a guarantee for this amount.
Mr. Takorn Rattanakamolporn	Mr. Takorn guaranteed loan facilities, letters of credit and/or trust receipts, overdraft limit, promissory notes, letters of guarantee, forward exchange trading limit and hire-purchase agreements for the Company and the Subsidiary.  - Credit limit	2,356,751,011	975,348,761	Mr. Takorn has guaranteed credit lines and hire-purchase agreements from financial institutions to the Company and the Subsidiary in accordance with the conditions of financial institutions that require major shareholders and/or executives to be guarantors of credit lines, without charge of guarantee fee. At present, the Company is in the process of negotiating with financial institutions regarding the conditions for changing the guarantor or withdrawing the guarantee.  <u>Opinion of the Audit Committee</u>  The Audit Committee has considered said transaction and opined that the guarantee of such credit line is beneficial to the Company, in addition to having to comply with the conditions of financial institutions. Therefore, it is necessary to provide a guarantee for this amount.
Mr. Teerathat Rattanakamolporn	Mr. Teerathat guaranteed credit lines for forward			Mr. Teerathat has guaranteed credit lines from financial institutions to the Company in accordance with the conditions of financial institutions that require major shareholders and/or executives to be guarantors of

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
	exchange trading rates to the Company. - Credit limit	30,000,000	30,000,000	<p>credit lines, without charge of guarantee fee. At present, the Company is in the process of negotiating with financial institutions regarding the conditions for changing the guarantor or withdrawing the guarantee.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and is of the opinion that the guarantee of such credit line is beneficial to the Company, in addition to having to comply with the conditions of financial institutions. Therefore, it is necessary to provide a guarantee for this amount.</p>
	Mr. Teerathat mortgaged his assets as collateral for the Company. - Mortgage limit	10,000,000	10,000,000	<p>Mr. Teerathat mortgaged and pledged the land title deeds as collateral for loans to the Company without charge, in accordance with the conditions of financial institutions that require the Company and/or major shareholders and/or executives to use mortgaged assets as collateral. The Company is currently in the process of negotiating with financial institutions to replace the collateral by using the assets of the Company as collateral for the loan facilities.</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				<p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that the transaction is beneficial to the Company since it is a mortgage of assets as collateral for the Company's loans as specified by financial institutions. In addition, the Company is in the process of negotiating with financial institutions to replace the collateral by using the Company's assets as collateral for the loan facilities to reduce financial reliance on related persons.</p>
Mr. Chaitad Kulchokwanich	<p>Mr. Chaithad guaranteed loan facilities, letters of credit and/or trust receipts, overdraft limit, promissory notes, letters of guarantee, forward exchange trading limit and hire- purchase agreements for the Company and the Subsidiary.</p> <p>- Credit limit</p>	2,345,573,648	954,152,462	<p>Mr. Chaitad has guaranteed credit lines and hire-purchase agreements from financial institutions to the Company and the Subsidiary in accordance with the conditions of financial institutions that require major shareholders and/or executives to be guarantors of credit lines, without charge of guarantee fee. At present, the Company is in the process of negotiating with financial institutions regarding the conditions for changing the guarantor or withdrawing the guarantee.</p> <p><u>Opinion of the Audit Committee</u></p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				The Audit Committee has considered said transaction and is of the opinion that the guarantee of such credit line is beneficial to the Company, in addition to having to comply with the conditions of financial institutions. Therefore, it is necessary to provide a guarantee for this amount.
Ms. Mattana Wicheankaewmanee	Ms. Mattana guaranteed credit limits for hire-purchase agreements for the Subsidiary. - Credit limit	622,682,048	670,260,862	<p>Ms. Mattana has guaranteed credit limits of the hire-purchase agreements from financial institutions to the Subsidiary in accordance with the conditions of financial institutions that require major shareholders and/or executives to be guarantors of credit lines, without charge of guarantee fee. At present, the Company is in the process of negotiating with financial institutions regarding the conditions for changing the guarantor or withdrawing the guarantee.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opinioned that the guarantee of such credit line is beneficial to the Company, in addition to having to comply with the conditions of financial institutions. Therefore, it is necessary to provide a guarantee for this amount.</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
RYU Asset Development Co., Ltd. ("RYU Asset")	RYU Asset mortgaged their assets as collateral for the Company and the Subsidiary.  - Mortgage limit	46,500,000	46,500,000	<p>RYU Asset mortgaged their assets as collateral for loans to the Company and the Subsidiary without charge, in accordance with the conditions of financial institutions that require the Company and/or major shareholders and/or executives to use mortgaged assets as collateral. The Company is currently in consideration to replace the collateral by using the assets of the Company as collateral for the loan facilities.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that the transaction is beneficial to the Company since it is a mortgage of assets as collateral for the Company's and the Subsidiary's loans as specified by financial institutions. In addition, the Company is in the process of negotiating with financial institutions to replace the collateral by using the Company's assets as collateral for the loan facilities to reduce financial reliance on related persons.</p>
	The Company executed a long-term lease for its head office building from RYU Asset.			The Company entered into a long-term lease agreement for the building space of the corporate head office of the Company and the Subsidiary, amounting to a total area of 2,065 square meters, for a period of 30 years

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
	Use rights - land and buildings - Beginning balance - Amortization - Outstanding balance at the end of the period	46,512,934 1,511,569 45,001,365	48,533,175 2,020,241 46,512,934	<p>from 1 January 2016 to 31 December 2045 with RYU Asset. The entire rental fee was paid in one payment at the amount of THB 60 million, which is equal to the rent appraised by an independent appraiser approved by the Securities and Exchange Commission. The transaction was approved by the Extraordinary General Meeting of Shareholders No. 1/2015, held on 20 November 2015, in which the utility charges was charged based on actual rates. The Company has subleased some of the office space to the Subsidiary.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that such items are reasonable. It is a long-term lease of assets to be used as the head office of the Company and the Subsidiary at a reasonable rental rate, equal to the rate appraised by a reliable appraiser.</p>
	The Company pays utility bills of the head office building to RYU Asset.			The Company pays utility charges to RYU Asset for the area in the head office building long-term leased from RYU Asset, whereby electricity and water costs are charged based on actual rates.

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
	<ul style="list-style-type: none"> <li>- Utility bills during the period</li> <li>- Outstanding balance at the end of the period</li> </ul>	776,087 83,984	783,047 74,366	<p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and is of the opinion that such items are reasonable. It is a normal payment for utilities at a rate equal to the actual expenses.</p>
Rolling Konzept Innovation Co., Ltd. ("Rolling")	<p>Rolling guaranteed credit facilities for the Company.</p> <ul style="list-style-type: none"> <li>- Credit limit</li> </ul>	63,340,000	63,340,000	<p>Rolling has guaranteed credit lines and hire-purchase agreements from financial institutions to the Company in accordance with the conditions of financial institutions that require major shareholders and/or executives to be guarantors of credit lines, without charge of guarantee fee. At present, the Company is currently in the process of negotiating with financial institutions regarding the conditions for changing the guarantor or withdrawing the guarantee.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that the guarantee of such credit line is beneficial to the Company, in addition to having to comply with the conditions of financial institutions. Therefore, it is necessary to provide a guarantee for this amount.</p>



Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
	<p>Rolling provides sourcing, planting, and maintenance services for tree species in the mangrove reforestation project for subsidiary companies.</p> <ul style="list-style-type: none"> <li>- Provides service during the period</li> <li>- Outstanding balance at the end of the period</li> </ul>	<p>82,289,072</p> <p>-</p>	<p>-</p> <p>-</p>	<p>The subsidiary Company has contracted Rolling for sourcing, planting, and maintaining tree species for the operation of a mangrove reforestation project. This is aimed at benefiting from carbon credits, in collaboration with the Department of Marine and Coastal Resources, Ministry of Natural Resources and Environment. The remuneration rate is equivalent to the estimated price according to the Mangrove Reforestation Manual for the benefit of carbon credits by external organizations or individuals, revised edition of 2021 (B.E. 2564), prepared by the Mangrove Forest Resource Conservation Division, Department of Marine and Coastal Resources.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has reviewed the said transactions and opined that they are appropriate and represent the normal business activities of the subsidiary Company. The price and general commercial terms are in line with the estimates made by the Department of Marine and Coastal Resources.</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
	<p>Rolling provides maintenance services for the building and air conditioning system to the Company.</p> <p>- Services during the period</p> <p>- Outstanding balance at the end of the period</p>	<p>168,502</p> <p>66,019</p>	<p>521,912</p> <p>175,098</p>	<p>The Company uses building and air conditioning system maintenance services from Rolling, at prices and terms of trade comparable to other service providers.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that such items are reasonable services to support the business operations of the Company at the price and terms of trade comparable to other service providers.</p>
	<p>The Company provides photocopier rental services to Rolling.</p> <p>- Rental fee during the period</p> <p>- Outstanding balance at the end of the period</p>	<p>177,119</p> <p>47,352</p>	<p>203,896</p> <p>29,518</p>	<p>The Company provides photocopier rental services to Rolling at prices and terms of trade comparable to those rented to other general customers for the same photocopier model or one with equivalent functions.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that such items are reasonable items and a normal business transaction</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				of the Company with similar prices and terms of trade as other general customers.
	<p>The Company sells products to Rolling.</p> <p>- Sales during the period</p> <p>- Outstanding balance at the end of the period</p>	<p>92,000</p> <p>81,588</p>	<p>31,390</p> <p>-</p>	<p>The Company sells printers, toners, and photocopier paper to Rolling at general prices and terms of trade.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that such items are reasonable items and a normal business transaction of the Company with similar prices and terms of trade as other general customers.</p>
	<p>The Company provides solar panel installation services to Rolling.</p> <p>- Service fee during the period</p> <p>- Outstanding balance at the end of the period</p>	<p>-</p> <p>-</p>	<p>1,908,411</p> <p>-</p>	<p>The Company provides solar panel installation services, including related structures and systems, for the groundwater project to Rolling as the Company can utilize the skills of the photocopier service technicians to provide the above services at prices and terms of trade comparable to those that Rolling generally receives from other service providers.</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				<p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that such items are reasonable items. It is a service that the Company can effectively deploy its personnel with similar prices and terms of trade as other general service providers.</p>
<p>RYU Technology Co., Ltd. (“RYU Technology”)</p>	<p>The Company provides photocopier rental services to RYU Technology</p> <ul style="list-style-type: none"> <li>- Rental fee during the period</li> <li>- Outstanding balance at the end of the period</li> </ul>	<p>164,242</p> <p>32,220</p>	<p>175,743</p> <p>27,308</p>	<p>The Company provides photocopier rental services to RYU Technology at prices and terms of trade comparable to those rented to other general customers for the same photocopier model or one with equivalent functions.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that such items are reasonable items and a normal business transaction of the Company with similar prices and terms of trade as other general customers.</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
	<p>The Company sells products to RYU Technology.</p> <ul style="list-style-type: none"> <li>- Sales during the period</li> <li>- Outstanding balance at the end of the period</li> </ul>	<p>1,280,050</p> <p>-</p>	<p>6,630</p> <p>-</p>	<p>The Company sells photocopier paper to RYU Technology at prices and terms of trade comparable to other general customers.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that such items are reasonable items and a normal business transaction of the Company with similar prices and terms of trade as other general customers.</p>
<p>Pan Plus Marketing Co., Ltd. (“Pan Plus Marketing”)</p>	<p>The Company provides photocopier rental services to Pan Plus Marketing</p> <ul style="list-style-type: none"> <li>- Rental fee during the period</li> <li>- Outstanding balance at the end of the period</li> </ul>	<p>114,723</p> <p>8,291</p>	<p>124,607</p> <p>6,873</p>	<p>The Company provides photocopier rental services to Pan Plus Marketing at prices and terms of trade comparable to those rented to other general customers for the same photocopier model or one with equivalent functions.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that such items are reasonable items and a normal business transaction</p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				of the Company with similar prices and terms of trade as other general customers.
Pan Plus Property Co., Ltd. ("Pan Plus Property")	The Company provides photocopier rental services to Pan Plus Property - Rental fee during the period - Outstanding balance at the end of the period	58,885 6,194	101,724 12,387	The Company provides photocopier rental services to Pan Plus Property at prices and terms of trade comparable to those rented to other general customers for the same photocopier model or one with equivalent functions.  <u>Opinion of the Audit Committee</u> The Audit Committee has considered said transaction and opined that such items are reasonable items and a normal business transaction of the Company with similar prices and terms of trade as other general customers.
STATO Public Law Co., Ltd. ("STATO")	The Company provides photocopier rental services to STATO - Rental fee during the period - Outstanding balance at the end of the period	79,385 7,370	221,234 10,895	The Company provides photocopier rental services to STATO Public Law at prices and terms of trade comparable to those rented to other general customers for the same photocopier model or one with equivalent functions.  <u>Opinion of the Audit Committee</u>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				The Audit Committee has considered said transaction and opined that such items are reasonable items and a normal business transaction of the Company with similar prices and terms of trade as other general customers.
	<p>The Company sells products to STATO.</p> <ul style="list-style-type: none"> <li>- Sales during the period</li> <li>- Outstanding balance at the end of the period</li> </ul>	<p>-</p> <p>-</p>	<p>248,955</p> <p>-</p>	<p>The Company sells CCTV systems to STATO at prices and terms of trade comparable to other general customers.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has considered said transaction and opined that such items are reasonable items and a normal business transaction of the Company with similar prices and terms of trade as other general customers.</p>
TEAM Consulting Engineering and Management Co., Ltd. ("TEAMG")	<p>The Company sells QR code systems to Team G.</p> <ul style="list-style-type: none"> <li>- Sold during the period</li> <li>- Outstanding balance at the end of the period</li> </ul>	<p>7,000,000</p> <p>7,000,000</p>	<p>-</p> <p>-</p>	The Company sells QR Code systems along with equipment and provides maintenance services to Team G for use in data collection on wood utilization in the construction project of the Valuable Wood Knowledge Museum for the benefit of the nation. This is because the Company is an expert in software development. The pricing follows the

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				<p>same commercial terms and conditions as those offered to other general customers.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has reviewed the aforementioned transactions and opined that they are appropriate and constitute normal commercial transactions for the company. The pricing and commercial terms are consistent with those offered to other general customers.</p>
	<p>The Subsidiary employs TEAMG as a consulting contractor</p> <p>- Consultancy fee during the period</p> <p>- Outstanding balance at the end of the period</p>	<p>5,327,103</p> <p>2,280,000</p>	<p>7,471,963</p> <p>2,748,750</p>	<p>The Subsidiary employs TEAMG as a consulting contractor for the development of automatic long-distance water status monitoring systems (Songkhram and Huai Luang Basins), as the company is an expert in providing various engineering consulting services with special expertise in water resource management, at prices and terms of trade comparable to other general service providers. In this regard, the employment of TEAMG occurred before Mr. Teerachai became a major shareholder of TEAMG.</p> <p><u>Opinion of the Audit Committee</u></p>



Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				The Audit Committee has considered said transaction and opined that such items are reasonable items and it is a normal business transaction of the Subsidiary with similar prices and terms of trade as other general service providers.
Team Construction Management Co., Ltd. ("Team Construction")	The company has hired Team Construction as the contractor for the project consulting services.  - Consulting fees during the period  - Outstanding balance at the end of the period	5,607,477  2,321,495	-  -	The joint venture RSDT has hired Team Construction as the consultant for the construction project of the new zoo's Phase 1 in Khlong Hok. All four companies in the RSDT joint venture share the responsibility for the consulting fees according to their respective shares in the joint venture. This is because the said company is an expert in providing consultancy services for construction management, with pricing and commercial terms similar to those of other general service providers.  <u>Opinion of the Audit Committee</u>  The Audit Committee has considered said transaction and opined that such items are reasonable items and It is a normal business transaction with similar prices and terms of trade as other general service providers.

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
	<p>The subsidiary company has hired Team Construction as the contractor for project consultancy services.</p> <ul style="list-style-type: none"> <li>- Consulting fees during the period</li> <li>- Outstanding balance at the end of the period</li> </ul>	<p>5,420,561</p> <p>5,724,112</p>	<p>-</p> <p>-</p>	<p>The joint venture RSDT has hired Team Construction as the consultant for the construction project of the new zoo's Phase 1 in Khlong Hok. All four companies in the RSDT joint venture divide the responsibility for the consulting fees according to their respective shares in the joint venture. This is because the said company is an expert in providing consultancy services for construction management, with pricing and commercial terms similar to those of other general service providers.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has reviewed the aforementioned transactions and opined that they are appropriate and represent normal commercial transactions for the subsidiary company. The pricing and commercial terms are consistent with those offered to other general service providers.</p>
TLT Consultant Co., Ltd ("TLT")	The subsidiary company has hired TLT as the environmental consultant.			The subsidiary company has hired TLT as the environmental consultant for the study and collection of environmental and social data in preparing the Project Design Document (PDD) for the registration of the mangrove reforestation project for carbon credit benefits with the

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
	<ul style="list-style-type: none"> <li>- Consulting fees during the period</li> <li>- Outstanding balance at the end of the period</li> </ul>	<p>4,119,500</p> <p>4,119,500</p>	<p>-</p> <p>-</p>	<p>Greenhouse Gas Management Organization (“GHGMO”). This is because the said company is an expert in providing environmental consultancy services, with pricing and commercial terms similar to those of other general service providers.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The Audit Committee has reviewed the aforementioned transactions and opined that they are appropriate and represent normal commercial transactions for the subsidiary company. The pricing and commercial terms are consistent with those offered to other general service providers.</p>
DTX Co., Ltd (“DTX”)	<p>The company has hired DTX to develop a system.</p> <ul style="list-style-type: none"> <li>- System development fees during the period</li> <li>- Outstanding balance at the end of the period</li> </ul>	<p>2,860,000</p> <p>3,060,200</p>	<p>-</p> <p>-</p>	<p>The company has hired DTX to develop the Digital Twin system Phase 2 under the SMART Industrial Estate project, as the said company is an expert specifically in developing Digital Twin systems. The pricing and commercial terms are similar to those of other general service providers.</p> <p><u>Opinion of the Audit Committee</u></p>

Individual/juristic person with possible conflicts /nature of business	Characteristics and details of the transaction	Value of related transaction (THB)		The necessity and reasonableness of the transaction
		30 Sep 2022	31 Dec 2021	
				The Audit Committee has reviewed the aforementioned transactions and opined that they are appropriate and represent normal commercial transactions for the subsidiary company. The pricing and commercial terms are consistent with those offered to other general service providers.

The Company hereby certifies that the information contained in this report is accurate and complete in all respects.

Yours sincerely,

(Takorn Rattanakamolporn)

Chief Executive Officer