

Report of the Independent Financial Advisor

About

Allocation of newly issued ordinary shares to specific persons who are connected persons and the acquisition of assets from connected persons

Propose to

Shareholders of Alpha Divisions Public Company Limited



By



Pie Advisory Company Limited

6 July, 2023

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Definition of term

The following definitions have the meaning specified in this document, unless otherwise specified

Abbreviation	Full word
SEC, Office of the SEC	Securities and Exchange Commission
SET	Stock Exchange of Thailand
Business, Company, ALPHAX	Alpha Divisions Public Company Limited
Announcement of connected transactions	Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Actions of Listed Companies on Connected Transactions B.E. 2546 (including any amendments)
Announcement Tor Jor. 7/2552	Notification of the Capital Market Supervisory Board No. Tor Jor. 7/2552 Subject: Determining the characteristics of a relationship or behavior that is considered to be a joint action with other people (including any amendments)
Announcement Tor Jor. 28/2565	Notification of the Capital Market Supervisory Board No. Tor Jor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement (Private Placement) (including any amendments)
listing announcement	Announcement of the Board of Governors of the Stock Exchange of Thailand on Rules and Conditions and procedure for consideration of an application for listing of ordinary shares or preferred shares in the capital increase as listed securities, B.E. 2558
Independent Financial Advisor	Pie Advisory Company Limited
Asset valuation report by an independent appraisal company	Report on asset appraisal of Alpha Divisions Co., Ltd. by an independent appraiser, Prospect Co., Ltd., 1 copy, namely, Report No. 036-163-66, dated May 17, 2023.
N/A	Not Applicable / Not Available
NTA	Value of net tangible assets
DCF	Discounted Cash Flow Approach
CAPM	Capital Asset Pricing Model or how to calculate the minimum rate of return that should be received from an investment
EBIT	Profit before Interest and Tax
EBITDA	Earnings before interest, tax, depreciation and amortization

June 8, 2023

Subject: Opinion of the Independent Financial Advisor regarding the allocation of newly issued ordinary shares to specific persons who are connected persons and the acquisition of assets from connected persons

Dear: Shareholders
Alpha Divisions Public Company Limited

References:

- 1) Resolutions of the Board of Directors Meeting of Alpha Divisions Public Company Limited No. 2/2023 held on May 12, 2023
- 2) Capital Increase Report Form (F 53-4)
- 3) Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of Alpha Divisions Public Company Limited to Specific Investors (Private Placement), which is a connected transaction and the issuance and offering of capital increase shares to existing shareholders in proportion to their shareholding (Rights Offering) on May 12, 2023 and as amended
- 4) Information on the acquisition of assets by purchasing ordinary shares in Simoung Express Loan Non Deposit Taking Micro-finance Institutions Co., Ltd. from a connected person on May 12, 2023 and amended
- 5) Audited financial statements of Alpha Divisions Public Company Limited for the year ended December 31, 2020 - 2022, and reviewed interim financial statements by a certified auditor. For the three-month period ended on March 31, 2023
- 6) Audited financial statements of Simoung Express Loan Non Deposit Taking Micro-finance Institutions Co., Ltd. for the year ended on December 31, 2022
- 7) Property appraisal report of Alpha Divisions Co., Ltd. by an independent appraiser. Prospect Company Limited, report number 036-163-66, dated May 17, 2023
- 8) Annual Registration Statement/Annual Report 2020 - 2022 (Form 56-1) of Alpha Divisions Public Company Limited.
- 9) Certificate memorandum Information and other documents of Alpha Divisions Public Company Limited, as well as interviews with the executives of Alpha Divisions Public Company Limited.
- 10) Agreement to buy and sell ordinary shares of Simoung Express Loan Non Deposit Taking Micro-finance Institutions Co., Ltd.

As the Board of Directors' Meeting of Alpha Divisions Public Company Limited ("ALPHAX" or the "Company") No. 2/2023 held on May 12, 2023 resolved to propose an agenda to the shareholders' meeting. The Extraordinary General Meeting of Shareholders No. 1/2023 which will be held on July 31,

2023 to consider and approve the entering into 2 connected transactions, namely (1) to consider and approve the allocation of newly issued ordinary shares to private placement; (Private Placement), which is a connected transaction. (2) To consider and approve the acquisition of assets by investing in ordinary shares of Simoung Express Loan Non De-posit Taking Microfinance Institutions Co., Ltd. from a connected person. The details are as follows:

- (1) The allocation of newly issued ordinary shares to specific persons (Private Placement), which is a connected transaction. During the Board of Directors' Meeting of Alpha Divisions Public Company Limited on May 12, 2023, at 11:00 a.m., it was resolved to propose the allocation of newly issued ordinary shares of the company to specific investors (Private Placement) to the Extraordinary General Meeting of Shareholders No. 1/2023, scheduled for July 31, 2023, at 10:00 a.m. This proposal includes the clear determination of the offering price and the allocation of newly issued ordinary shares of the company to existing shareholders in proportion to their shareholding (Rights Offering). In this regard, the allocation of newly issued ordinary shares of the company to specific persons (Private Placement) and the allocation of newly issued ordinary shares of the company to existing shareholders in proportion to their shareholding (Rights Offering) are related and conditional to each other. If any agenda related to the allocation of any type is not approved by the Extraordinary General Meeting of Shareholders No. 1/2023, the related agenda and the unapproved agenda will not be considered. In this regard, the details of the allocation of newly issued ordinary shares of the company to specific persons (Private Placement) are as follows:

The company plans to issue and offer for sale a maximum of 2,562,500,000 newly issued ordinary shares, with a par value of 0.25 baht per share, through private placement (Private Placement). The allocation may be made in full or in part, either simultaneously or on separate occasions, at an offering price of 1.13 baht per share ("PP Transaction"). It calculated as the total value 2,895,625,000.00 baht ("PP Transaction") and issuance and offering of newly issued ordinary shares in the amount not exceeding 4,646,406,094 shares with a par value of 0.25 baht per share by offering to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share. At the offering price of 0.25 baht per share, total value 1,161,601,523.50 baht. The offering price of the newly issued ordinary shares of the PP Transaction is the offering price which is not lower than the subscription price of the newly issued ordinary shares offered to the existing shareholders of the company, which is an offering at the shareholders' meeting of the Company. have a resolution to set a clear price. The limited investors (Private Placement) include the following persons:

List of private investors (Private Placement)	Number of newly issued ordinary shares (share)	Total capital increase value (baht)
(a) Mr.Ekaphanh Phapithack	1,100,000,000	1,243,000,000
(b) Mr. Manas Piyatrueng	1,100,000,000	1,243,000,000
(c) Mr. Wiwat Kittipongkosol	300,000,000	339,000,000
(d) Ms. Yanee Jeeraprapakan	25,000,000	28,250,000
(e) Mr. Theprith Saknarula	20,000,000	22,600,000
(f) Mr. Kavin Saknarula	17,500,000	19,775,000
Total	2,562,500,000	2,895,625,000

The Independent Financial Advisor has reviewed the relationship from public information. Including interviews with each investor that (a) Mr.Ekaphanh Phapithack (b) Mr. Manus Piyatrueng (c) Mr. Wiwat Kittipongkosol and (d) Ms. Yanee Jeeraprapakan persen as (a) – (d) no blood relationship but (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are related by blood as a father-son relationship. However, (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are individuals of legal age who can independently make decisions separately by investing in the company's ordinary in individual decision. If considering joint investment behavior, it can be seen that (a) Mr.Ekaphanh Phapithack, (b) Mr. Manus Piyatrueng and (c) Mr. Wiwat Kittipongkosol. There is no joint shareholding in any other company. From the interview with the Independent Financial Advisor, it is known that (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng in the past used to do business related to importing cars together. Likewise, some car models are the same, which is why investors (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng got to know each other, however, (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng has no intention and behavior to represent each other and/or to hold shares on behalf of each other (Nominee shareholder) in any way. For (d) Ms. Yanee Jeeraprapakan (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are existing shareholders of the company. In the past, all 3 of them had no intention and behavior to exercise their voting rights together in any way. Each investor had not entered into a contract between them. (Shareholders Agreement) in anyway. According to interviews with each investor. The Independent Financial Advisor has confirmed from each investor that there is no joint source of funds for the purchase of newly issued ordinary shares. Therefore, the 6 investors have no intentions and behaviors that are considered as acts in concert with other persons (Acting in Concert) according to Clause 2 of the Notification of the Capital Market Supervisory Board No. Tor Jor. 7/2552. Subject: Determining the characteristics of a relationship or behavior that is considered to be a joint action with other people. In this regard, (b) Mr. Manas Piyatrueng has no intention to be a director and/or executive of the company in any way.

After the issuance and allocation of newly issued ordinary shares of the Company to specific

persons (Private Placement) by clearly setting the offering price to each investor. Each investor will have a shareholding proportion in the company as follows:

List of private investors (Private Placement)	Shareholding proportion <u>before the</u> PP transaction		Shareholding proportion <u>after the</u> PP transaction	
	No. of shares	%	No. of shares	%
(a) Mr.Ekaphanh Phapithack ¹	-	-	1,100,000,000	23.67
(b) Mr. Manas Piyatrueng ²	-	-	1,100,000,000	23.67
(c) Mr. Wiwat Kittipongkoso ³	-	-	300,000,000	6.46
(d) Ms. Yanee Jeeraprapakan ⁴	35,981,500	1.73	60,981,500	1.31
(e) Mr. Theprit Saknarula ⁵	10,270,000	0.49	30,270,000	0.65
(f) Mr. Kavin Saknarula ⁶	25,369,650	1.22	42,869,650	0.92
Number of registered ordinary shares	2,083,906,094		4,646,406,094	

Source: Report on the list of major shareholders as of the book closing date on May 8, 2023 prepared by Thailand Securities Depository Co., Ltd.

Remarks :

- /1 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 2,200,000,000 shares, equivalent to 23.67 percent of total registered shares
- /2 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 2,200,000,000 shares, representing 23.67 of total registered shares
- /3 The number of shares after the allocation of the newly issued ordinary shares to specific investors (Private Placement) and the allocation of the newly issued ordinary shares to the existing shareholders in proportion (Rights Offering) is 600,000,000 shares, representing 6.46 of total registered shares
- /4 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 121,963,000 shares, representing 1.31 of total registered shares
- /5 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 60,540,000 shares, representing 0.65 of total registered shares
- /6 The number of shares after the allocation of the newly issued ordinary shares to specific investors (Private Placement) and the allocation of the newly issued ordinary shares to the existing shareholders in proportion (Rights Offering) is 85,739,300 shares, representing 0.92 of total registered shares
- /7 The number of registered shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders pro rata (Rights Offering) is 9,292,812,188 shares

The allocation of newly issued ordinary shares issued to specific persons (Private Placement) at this time is considered a significant offering of newly issued shares to specific persons. According to the announcement of the Capital Market Supervisory Board No. Tor Jor. 28/2565. Subject: Permission for listed companies to offer newly issued shares via private placement dated December 28, 2022 (including

any amendments). (1) this offering of newly issued shares to private placement may affect the voting rights of shareholders (Control Dilution) in the proportion of not less than 25%, considering the number of shares. paid before the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting by affecting the voting rights of shareholders (Control Dilution) from the issuance and offering of newly issued ordinary shares to specific persons by specifying the offering price clearly (Private Placement) this time. It excluded the issuance and offering of newly issued ordinary shares to existing shareholders of the company in proportion to their respective shareholdings (Rights Offering) equal to 55.15%. (2) It may result in the allocated investors, namely (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng being shareholders with the highest voting rights in the company. Therefore, the Company must provide the opinion of an independent financial advisor to support the consideration of the shareholders' meeting in approving the issuance and offering of such shares.

All investors involved in the Private Placement are not related to the company, its directors, executives, or major shareholders. However, it should be noted that the Issuance and Offering of Newly Issued Ordinary Shares to Mr. Ekaphanh Phapithack is considered a connected transaction according to the Notification of the Securities and Exchange Commission Capital No. Tor Jor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (including any amendments), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies in 2003 dated on November 19, 2003 (including amendments), collectively referred to as the "Connected Transaction Notification". As per the Company's financial statements for the fiscal year ended March 31, 2023, the connected person status of Mr. Ekaphanh Phapithack represents 100.48% of the net tangible assets (NTA) of the Company, amounting to 1,243.00 million baht. Consequently, the offering for sale of newly issued ordinary shares to Mr. Ekaphanh Phapithack requires approval at the shareholders' meeting of the Company for the issuance and offering transaction. This approval must be obtained with a vote of not less than three-fourths of the total number of votes from shareholders attending the meeting and having the right to vote, excluding the votes of shareholders who have an interest in the transaction. Furthermore, it is necessary to appoint an independent financial advisor (IFA) to provide opinions on the issuance and offering of newly issued ordinary shares to specific persons, given that it is a connected transaction. The IFA will evaluate the transaction and offer their professional assessment.

In this regard, after the completion of the offering of the newly issued ordinary shares of the company through private placement (Private Placement), the company will allocate the newly issued ordinary shares of the Company in the amount of not more than 4,646,406,094 shares at the par value of 0.25 baht per share to existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share. In the event that there is a fraction of shares resulting from the calculation, such fractions of shares shall be discarded. Shareholders may subscribe for newly issued ordinary shares in excess of their rights (Oversubscription). Existing shareholders who subscribe in excess of their rights will be

allocated shares oversubscribed only when there are shares remaining from the allotment to the existing shareholders of the company who have subscribed accordingly only complete all rights. The offering price of newly issued ordinary shares is 0.25 baht per share.

The allotment of shares oversubscribed, as described earlier, will not trigger any obligation for the shareholder who subscribes for newly issued ordinary shares in excess of their entitlement to make a tender offer under the provisions stated in the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 regarding the rules, conditions, and procedures for the acquisition of securities for business takeover, dated 13 May 2011 (as amended). Furthermore, it will not violate the shareholding restrictions imposed on non-Thai nationals, as specified in the Company's Articles of Association. At present, non-Thai nationals are permitted to hold shares in the company up to a maximum of 49 percent of the total issued shares of the company. Therefore, the allocation of oversubscribed shares will not breach this restriction.

Therefore, after the issuance and offering of newly issued ordinary shares of the company, in case of offering newly issued ordinary shares to specific persons (Private Placement) and to existing shareholders in proportion to their shareholding (Rights Offering) in full, the shareholding structure of the company will change as shown in the following table.

List of shareholders of the company before and after the issuance and offering of newly issued ordinary shares to specific persons (Private Placement) and the issuance and offering of newly issued ordinary shares of the Company to existing shareholders in proportion to their offering hold the shares held by each shareholder (Rights Offering) in full

List of shareholders	Shareholding proportion before capital increase ¹		PP capital increase shares	RO capital increase shares	Shareholding proportion after capital increase	
	Number of shares	%	Number of shares	Number of shares	Number of shares	%
1. Mr.Teera Chutivarapon	319,749,000	15.34	-	319,749,000	639,498,000	6.88
2. Miss Budsayakorn Youngtong	104,285,000	5.00	-	104,285,000	208,570,000	2.24
3. Mr.Prasertchai Tangkananon	80,700,000	3.87	-	80,700,000	161,400,000	1.74
4. Mrs.Uengyong Tangsakprasert	78,350,000	3.76	-	78,350,000	156,700,000	1.69
5. Mr.Kitti Tikkhapanyakun	71,122,231	3.41	-	71,122,231	142,244,462	1.53
6. Mr.Chatree Dechawaleekul	56,016,750	2.69	-	56,016,750	112,033,500	1.21
7. Mr.Tawatchai Tangsakprasert	54,285,391	2.60	-	54,285,391	108,570,782	1.17
8. Miss Yanee Jeeraprapakan	35,981,500	1.73	25,000,000	60,981,500	121,963,000	1.31
9. Mr.Kavin Saknarula	25,369,650	1.22	17,500,000	42,869,650	85,739,300	0.92
10. Thai NVDR Co.,Ltd.	24,874,508	1.19	-	24,874,508	49,749,016	0.54
11. Mr.Theprith Saknarula	10,270,000	0.49	20,000,000	30,270,000	60,540,000	0.65

List of shareholders	Shareholding proportion before capital increase ¹		PP capital increase shares	RO capital increase shares	Shareholding proportion after capital increase	
	Number of shares	%	Number of shares	Number of shares	Number of shares	%
12. Mr.Ekaphanh Phapithack	-	-	1,100,000,000	1,100,000,000	2,200,000,000	23.67
13. Mr.Manus Piyatheung	-	-	1,100,000,000	1,100,000,000	2,200,000,000	23.67
14. Mr.Wiwat Kittipongkosol	-	-	300,000,000	300,000,000	600,000,000	6.46
15. Other minority shareholders	1,222,902,064	58.68	-	1,222,902,064	2,445,804,128	26.32
Total	2,083,906,094	100.00	2,562,500,000	4,646,406,094	9,292,812,188	100.00

Source: Report on the list of major shareholders as of the book closing date on May 8, 2023 prepared by Thailand Securities Depository Co., Ltd.

Remark :

- /1 Under the assumption that all shareholders subscribe for the newly issued ordinary shares of the company which offered for sale to the existing shareholders in proportion to the shareholding of each shareholder (Rights Offering) in full amount according to their rights.
 - /2 Based on information from the company's directors and executives. None of the company's directors or executives hold shares in the Company through a custodian
- (2) Acquisition of assets by investing in ordinary shares of Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. from a connected person

The Company plans to invest in Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. ("SML"), an existing microfinance business operating in the Lao People's Democratic Republic ("Lao PDR"). The investment involves purchasing 10,000,000 ordinary shares of SML from its existing shareholders, who are connected persons of the Company. The purchase price for each share is approximately 19.00 baht, resulting in a total transaction amount of 190,000,000 baht. The Company will pay for the shares in cash. From the cash flow from the company's operations by paying the whole amount at one time. (The company will accept the transfer of all SML shares at the same time as the payment for such shares.) This investment transaction in SML will make SML a subsidiary of the Company, with the Company owning 100 percent of SML's registered capital after the transaction. Including, approval of entering into a share purchase agreement. Other contracts and any other documents related to the purchase of SML's ordinary shares. After the transaction, SML will be considered a subsidiary of the Company in the proportion of 100 percent. In this regard, the company determines the total value of the transaction in the amount of 190,000,000 baht based on the principle of careful and careful consideration. The source of the negotiation and mutual agreement with SMG based on the valuation criteria by the Adjusted Book Value Approach, adjusted with SML's capital increase in the amount of 90,000,000,000 kip. increased paid-up capital from 10,000,000,000 kip to 100,000,000,000 kip on February 13, 2023.

Although, SML recently started offering credit services to retailers in early 2022, following the relaxation of measures related to the spread of the Coronavirus Disease 2019 (COVID-19) by the Lao PDR government, the company faced challenges with bad debts and doubtful accounts. In 2022, these bad debts and doubtful accounts accounted for 15.43% of the total loan receivables. The Board of Directors has carefully and prudently considered that the investment transaction to purchase ordinary shares of SML will allow the Company to start a business providing secured retail loans in Lao PDR and increase the opportunity to receive a faster return on investment compared to a company starting a business on its own. The company expects that it will take quite a long time to process compared to this transaction. After entering into the investment transaction in SML, the company may appoint some former directors and executives of SML to continue to hold the position of directors and executives of SML since they are experts in the business. The company will appoint a representative of the company to serve as a director in SML according to the shareholding proportion.

On May 9, 2023, the Company entered into an agreement to purchase SML shares from SMG Group Sole Co., Ltd ("SMG"), which holds a 99.00% ownership stake in SML. Additionally, Mrs. Kanya Phichid, a 1.00% shareholder of SML, also agreed to sell her shares to the Company. It is worth noting that SMG and SML have common directors, namely Mr. Ekaphanh Phapithack and Mrs. Kanya Phichid.

Entering into the transaction to invest in SML, as described above, falls under the category of an asset acquisition transaction as per the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551. Regarding the rules for conducting significant transactions that fall within the scope of acquisition or disposition of assets and the announcement of the Board of Governors of the Stock Exchange of Thailand. Re: Disclosure of Information and Actions of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. The total transaction size calculated in accordance with the criteria specified in the Acquisition or Disposal Notification has the highest transaction size based on the total value of consideration criteria equal to 10.35 percent, referring to the consolidated financial statements of the 1st quarter ended at the end of the day on March 31, 2023 by auditor. The Company has not entered into an asset acquisition transaction pursuant to the Acquisition or Disposition Notifications in the past 6 months and the company has not issued securities in return for the acquisition of such assets. Therefore, the company has no duty to disclose information on the acquisition of such assets to the SET. The Board of Directors' meeting views that it is an investment in a business that is important to the Company's business expansion plan. Therefore, resolved to propose to the shareholders' meeting of the company to consider and approve the acquisition of assets and related actions.

In addition, entering into an investment transaction in SML is considered a transaction with a connected person. According to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (including any

amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 dated on November 19, 2003 (as amended) connected transactions”). As SML's controlling person, namely Mrs. Kanya Phichid, has a husband and wife relationship with Mr.Ekaphanh Phapithack that Mr.Ekaphanh Phapithack as a controlling person as a director and ultimate shareholder of SML, where Mr.Ekaphanh Phapithack and to be a person who may be nominated as a director and/or executive of the company, and Mr.Ekaphanh Phapithack will be the major shareholder of the company after the issuance and offering of newly issued ordinary shares through private placement holding 23.67% of the Company's registered capital after the allocation of newly issued ordinary shares. The transaction to invest in SML this time is a transaction relating to assets or services with the highest transaction size of 15.36% of the net tangible assets (NTA) of the company based on the consolidated financial statements for the first quarter ended on March 31, 2023 reviewed by a certified public accountant. In this regard, the company has not entered into any other connected transactions with the same connected persons or related persons or close relatives of such persons during the past 6 months prior to the date of entering into this transaction. Therefore, this transaction is more than 3% of the company's net tangible assets. The company must be approved by the Board of Directors as well as preparing and disclosing information on the company's entry to the Stock Exchange of Thailand according to the announcement on connected transactions and seek approval from the shareholders to enter into such transactions, which must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Excluding the shareholders' equity but including the appointment of an independent financial advisor (IFA) who must have a list of financial advisors approved by the SEC.

In this regard, the company has appointed a financial advisor from Pie Advisory Company Limited (“Independent Financial Advisor” or “PIA”) as an independent financial advisor approved by the Securities and Exchange Commission and the Stock Exchange of Thailand (“SEC”) and is independent of the company to act as an independent financial advisor for this related transaction.

Scope and Disclaimer :

- 1) Results of the study and opinion of the independent financial advisor. This report is based on the document and assumptions received from ALPHAX's management and information disclosed to the Securities and Exchange Commission. (www.sec.or.th) and information disclosed on the website of the Stock Exchange of Thailand. (www.set.or.th) and the website of Business Online Public Company Limited (www.bol.co.th).
- 2) The opinion of the Independent Financial Advisor in this report is contingent upon the accuracy, factualness, and completeness of the information and documents provided. The opinion is based

on the current circumstances and information available at the time of the report. It is important to note that any changes or events that may arise and have a substantial impact on the Company's business operations and financial projections, as well as the decisions made by the shareholders regarding the allocation of newly issued ordinary shares and connected transactions, could potentially alter the validity and applicability of the Independent Financial Advisor's opinion.

- 3) ALPHAX and ALPHAX's representatives have certified to the Independent Financial Advisor that the information provided by ALPHAX to the Independent Financial Advisor is complete and accurate, and the financial statements reflect the operating results and Financial condition of the target company Which is under the accepted accounting standards or as shown in the notes to the financial statements.
- 4) The Independent Financial Advisor is not responsible for profits or losses and any impacts arising from this transaction
- 5) The Independent Financial Advisor conducted the study using knowledge, ability and caution based on a professional basis
- 6) The Independent Financial Advisor has considered and provided opinions under current circumstances and information that can be perceived. If circumstances and information change significantly may affect the study results of the Independent Financial Advisor
- 7) Report of the opinion of the independent financial advisor presented to the audit committee and shareholders of the company herein. It does not include the success of completing all transactions as well as the success and operations of the company in the future

In providing opinions to the shareholders, the Independent Financial Advisor has considered the reasonableness of the connected transaction. This assessment includes considering various factors that are relevant to the transaction. The Independent Financial Advisor has carefully considered such information and reasonable according to the professional standards that should be done.

The attachment containing the opinion of the Independent Financial Advisor is an integral part of the Opinion Report. It provides additional information and analysis that the Audit Committee and shareholders should consider alongside the main report.

Executive Summary

As the Board of Directors' Meeting of Alpha Divisions Public Company Limited (“ALPHAX” or the “Company”) No. 2/2023 held on May 12, 2023 resolved to propose an agenda to the shareholders' meeting. The Extraordinary General Meeting of Shareholders No. 1/2023 which will be held on July 31, 2023 to consider and approve the entering into 2 connected transactions, namely (1) To consider and approve the allocation of newly issued ordinary shares to private placement; (Private Placement), which is a connected transaction. (2) To consider and approve the acquisition of assets by investing in ordinary shares of Simoung Express Loan Non De-posit Taking Microfinance Institutions Co., Ltd. from a connected person. The details are as follows:

- (1) The allocation of newly issued ordinary shares to specific persons (Private Placement), which is a connected transaction of the Board of Directors' Meeting of Alpha Divisions Public Company Limited No. 2/2023 held on May 12, 2023 at 11:00 a.m. resolved to approve to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 on July 31, 2023 at 10:00 a.m. to consider approving the allocation of newly issued ordinary shares of the Company to specific investors (Private Placement) by clearly setting the offering price and the allocation of newly issued ordinary shares of the company to existing shareholders in proportion to their shareholding (Rights Offering). In this regard, the allocation of newly issued ordinary shares of the company to specific persons (Private Placement) and the allocation of newly issued ordinary shares of the Company to existing shareholders in proportion to their shareholding (Rights Offering) are related and conditional to each other. If any agenda related to the allocation of any type is not approved by the Extraordinary General Meeting of Shareholders No. 1/2023, the related agenda and the unapproved agenda will not be considered. In this regard, the details of the allocation of newly issued ordinary shares of the company to specific persons (Private Placement) are as follows:

The Company intends to issue and offer for sale newly issued ordinary shares in an amount not exceeding 2,562,500,000 shares with a par value of 0.25 baht per share through private placement (Private Placement). The shares can be allocated in full or in part, and the allocation can occur simultaneously or on different occasions at an offering price of 1.13 baht per share (“PP Transaction”). It calculated as the total value 2,895,625,000.00 baht (“PP Transaction”) and issuance and offering of newly issued ordinary shares in the amount not exceeding 4,646,406,094 shares with a par value of 0.25 baht per share offered to the existing shareholders of the company in proportion to their respective shareholdings (Rights Offering) at the allocation ratio of 1 existing ordinary share per 1 share. ordinary capital increase at the offering price of 0.25 baht per share, total value 1,161,601,523.50 baht. The offering price of the newly issued ordinary shares of the PP Transaction is the offering price which is not lower than the subscription price of the newly issued ordinary shares offered to the existing shareholders of the company, which is an offering that the

shareholders' meeting of the Company resolves to set a clear price. The limited investors (Private Placement) include the following persons:

List of private investors (Private Placement)	Number of newly issued ordinary shares (share)	Total capital increase value (baht)
(a) Mr.Ekaphanh Phapithack	1,100,000,000	1,243,000,000
(b) Mr. Manas Piyatrueng	1,100,000,000	1,243,000,000
(c) Mr. Wiwat Kittipongkosol	300,000,000	339,000,000
(d) Ms. Yanee Jeeraprapakan	25,000,000	28,250,000
(e) Mr. Theprith Saknarula	20,000,000	22,600,000
(f) Mr. Kavin Saknarula	17,500,000	19,775,000
Total	2,562,500,000	2,895,625,000

The Independent Financial Advisor has reviewed the relationship from public information. Including interviews with each investor that (a) Mr.Ekaphanh Phapithack (b) Mr. Manus Piyatrueng (c) Mr. Wiwat Kittipongkosol and (d) Ms. Yanee Jeeraprapakan persons as (a) – (d) no blood relationship but (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are related by blood as a father-son relationship. However, (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are individuals of legal age who can independently make decisions separately by investing in the company's ordinary in individual decision. If considering joint investment behavior, it can be seen that (a) Mr.Ekaphanh Phapithack, (b) Mr. Manas Piyatruengs and (c) Mr. Wiwat Kittipongkosol. There is no shareholding in any other company jointly. From the interview with the Independent Financial Advisor, it is known that (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng in the past used to do business related to importing cars together. Likewise, some car models are the same, which is why investors (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng got to know each other, however, (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng has no intention and behavior to represent each other and/or to hold shares on behalf of each other (Nominee shareholder) in any way. For (d) Ms. Yanee Jeeraprapakan (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are existing shareholders of the company. In the past, all 3 of them had no intention and behavior to exercise their voting rights together in any way. Each investor had not entered into a contract between them. (Shareholders Agreement) in anyway. According to interviews with each investor, the Independent Financial Advisor has confirmed from each investor that there is no joint source of funds for the purchase of newly issued ordinary shares. Therefore, the 6 investors have no intentions and behaviors that are considered as acts in concert with other persons (Acting in Concert) according to Clause 2 of the Notification of the Capital Market Supervisory Board No. Tor Jor. 7/2552. Subject: Determining the characteristics of a relationship or behavior that is considered to be a joint action with other people. In this regard, (b) Mr. Manas Piyatrueng has no intention to be a director and/or executive of the company in any way.

After the issuance and allocation of newly issued ordinary shares of the company to specific persons (Private Placement) by clearly setting the offering price to each investor, each investor will have a shareholding proportion in the company as follows:

List of private investors (Private Placement)	Shareholding proportion before the PP transaction		Shareholding proportion after the PP transaction	
	Number of shares	%	Number of shares	%
(a) Mr.Ekaphanh Phapithack ¹	-	-	1,100,000,000	23.67
(b) Mr. Manas Piyatrueng ²	-	-	1,100,000,000	23.67
(c) Mr. Wiwat Kittipongkosol ³	-	-	300,000,000	6.46
(d) Ms. Yanee Jeeraprapakan ⁴	35,981,500	1.73	60,981,500	1.31
(e) Mr. Theprith Saknarula ⁵	10,270,000	0.49	30,270,000	0.65
(f) Mr. Kavin Saknarula ⁶	25,369,650	1.22	42,869,650	0.92
Number of registered ordinary shares⁷	2,083,906,094		4,646,406,094	

Source: Report on the list of major shareholders as of the book closing date on May 8, 2023 prepared by the Securities Depository (Thailand) before the PP transaction

Remarks :

- /1 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 2,200,000,000 shares, equivalent to 23.67 percent of total registered shares.
- /2 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 2,200,000,000 shares, representing 23.67 of total registered shares.
- /3 The number of shares after the allocation of the newly issued ordinary shares to specific investors (Private Placement) and the allocation of the newly issued ordinary shares to the existing shareholders in proportion (Rights Offering) is 600,000,000 shares, representing 6.46 of total registered shares.
- /4 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 121,963,000 shares, representing 1.31 of total registered shares.
- /5 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 60,540,000 shares, representing 0.65 of total registered shares.
- /6 The number of shares after the allocation of the newly issued ordinary shares to specific investors (Private Placement) and the allocation of the newly issued ordinary shares to the existing shareholders in proportion (Rights Offering) is 85,739,300 shares, representing 0.92 of total registered shares
- /7 The number of registered shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders pro rata (Rights Offering) is 9,292,812,188 shares

The allocation of newly issued ordinary shares issued to specific persons (Private Placement) at this time is considered a significant offering of newly issued shares to specific persons. According to the Notification of the Capital Market Supervisory Board No. Tor Jor. 28/2565 Re: Permission for Listed

Companies to Offer Newly Issued Shares through Private Placement dated December 28, 2022 (including any amendments) Due to the offering of newly issued shares to the private placement, there may be an impact on the voting rights of shareholders (Control Dilution) by a proportion of not less than 25% based on the number of paid-up shares prior to the date when the Board of Directors resolved to propose the agenda to the shareholders' meeting. The issuance and offering of newly issued ordinary shares to specific persons through private placement, with a clearly specified offering price, may result in a control dilution of 55.15 percent when excluding the offering price for issuing and offering new ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering). Among the allocated investors, (a) Mr. Ekaphanh Phapithack holds the highest voting rights in the Company. Therefore, the Company is required to provide the opinion of an independent financial advisor to be used in the shareholders' meeting for the approval of the issuance and offering of such shares.

All investors participating in the private placement are not associated with the company, including directors, executives, or major shareholders. However, it should be noted that in the event the proposed shareholders' meeting approves the private placement transaction, some of these investors may be nominated as directors and/or executives of the Company. Consequently, the issuance and offering of newly issued ordinary shares to Mr. Ekaphanh Phapithack is deemed a connected transaction in accordance with the Notification of the Securities and Exchange Commission, Capital No. Tor Jor. 21/2551, which outlines the rules for connected transactions dated August 31, 2008, and subsequent amendments. Furthermore, the connected transaction involving Mr. Ekaphanh Phapithack corresponds to a size equivalent to 100.48 percent of the net tangible assets (NTA) of the Company, as indicated in the reviewed financial statements prepared by certified auditors for the fiscal year ending on March 31, 2023. This translates to a value of 1,243.00 million baht. The offering and sale of newly issued ordinary shares to Mr. Ekaphanh Phapithack require approval from the shareholders' meeting of the Company. The approval must be obtained through a vote of no less than three-fourths of the total number of votes from attending shareholders with voting rights. The votes of shareholders with conflicts of interest will not be counted. Additionally, the appointment of an independent financial advisor (IFA) is necessary to provide opinions on the issuance and offering of newly issued ordinary shares to specific persons, which constitutes a connected transaction.

In this regard, after the completion of the private placement offering of newly issued ordinary shares of the Company, the Company will allocate the newly issued ordinary shares of the Company not exceeding 4,646,406,094 shares at a par value of 0.25 baht per share to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at a ratio of 1 existing ordinary share to 1 newly issued ordinary share. In the event that there is a fraction of shares resulting from the calculation, such fractions of shares shall be discarded. Shareholders may also subscribe for newly issued ordinary shares in excess of their rights (Oversubscription). Existing shareholders who subscribe in excess of their rights will be allocated oversubscribed shares only when there are remaining shares from the

allotment to existing shareholders who have subscribed accordingly. The offering price of the newly issued ordinary shares is 0.25 baht per share.

In any case where shareholders subscribe for newly issued ordinary shares in excess of their rights as described above, it must not result in any shareholder who subscribes in excess of their rights having an obligation to make a Tender Offer for securities as stipulated in the Securities and Exchange Commission's Announcement No. TorJor. 12/2554 regarding Criteria, Conditions, and Procedures for Acquiring Securities to Gain Control of Operations, dated on May 13, 2011 (and its subsequent amendments), or constitute a violation of the limitations on shareholding by non-Thai individuals as specified in the company's articles of association, which currently allows non-Thai individuals to hold shares in the company not exceeding 49 percent of the total number of shares issued by the company.

Therefore, after the issuance and offering of newly issued ordinary shares of the company, in case of offering newly issued ordinary shares to specific persons (Private Placement) and to existing shareholders in proportion to their shareholding. holding (Rights Offering) in full, the shareholding structure of the Company will change as shown in the following table.

List of shareholders of the Company before and after the issuance and offering of newly issued ordinary shares to specific persons (Private Placement) and the issuance and offering of newly issued ordinary shares of the Company to existing shareholders in proportion to their offering hold the shares held by each shareholder (Rights Offering) in full

List of shareholders	Shareholding proportion before the PP transaction		PP capital increase shares	RO capital increase shares	Shareholding proportion after the PP transaction	
	Number of shares	%	Number of shares	Number of shares	Number of shares	%
1. Mr.Teera Chutivarapon	319,749,000	15.34	-	319,749,000	639,498,000	6.88
2. Miss Budsayakorn Youngtong	104,285,000	5.00	-	104,285,000	208,570,000	2.24
3. Mr.Prasertchai Tangkananon	80,700,000	3.87	-	80,700,000	161,400,000	1.74
4. Mrs.Uengyong Tangsakprasert	78,350,000	3.76	-	78,350,000	156,700,000	1.69
5. Mr.Kitti Tikkhapanyakun	71,122,231	3.41	-	71,122,231	142,244,462	1.53
6. Mr.Chatree Dechawaleekul	56,016,750	2.69	-	56,016,750	112,033,500	1.21
7. Mr.Tawatchai Tangsakprasert	54,285,391	2.60	-	54,285,391	108,570,782	1.17
8. Miss Yanee Jeeraprapakan	35,981,500	1.73	25,000,000	60,981,500	121,963,000	1.31
9. Mr.Kavin Saknarula	25,369,650	1.22	17,500,000	42,869,650	85,739,300	0.92
10. Thai NVDR Co.,Ltd.	24,874,508	1.19	-	24,874,508	49,749,016	0.54
11. Mr.Theprith Saknarula	10,270,000	0.49	20,000,000	30,270,000	60,540,000	0.65
12. Mr.Ekaphanh Phapithack	-	-	1,100,000,000	1,100,000,000	2,200,000,000	23.67
13. Mr.Manus Piyatreung	-	-	1,100,000,000	1,100,000,000	2,200,000,000	23.67

List of shareholders	Shareholding proportion <u>before</u> the PP transaction		PP capital increase shares	RO capital increase shares	Shareholding proportion <u>after</u> the PP transaction	
	Number of shares	%	Number of shares	Number of shares	Number of shares	%
14. Mr.Wiwat Kittipongkosol	-	-	300,000,000	300,000,000	600,000,000	6.46
15. Other minority shareholders	1,222,902,064	58.68	-	1,222,902,064	2,445,804,128	26.32
Total	2,083,906,094	100.00	2,562,500,000	4,646,406,094	9,292,812,188	100.00

Source: Report on the list of major shareholders as of the book closing date on May 8, 2023 prepared by the Thailand Securities Depository Co., Ltd.

Remark :

- /1 Under the assumption that all shareholders subscribe for the newly issued ordinary shares of the company which offered for sale to the existing shareholders in proportion to the shareholding of each shareholder (Rights Offering) in full amount according to their rights.
- /2 Based on information from the Company's directors and executives. None of the company's directors or executives hold shares in the Company through a custodian

Due to the company tends to expand the real estate development business and the credit business continuously. The Company therefore intends to issue new ordinary shares to finance business expansion through investment in domestic real estate development and overseas lending business. According to the company's business expansion plan Including for working capital which can increase liquidity and agility (flexibility) to the company as well as helping to strengthen the company's capital base without having to do multiple capital increases every year or every time the company needs to use the money to expand the business. Because of the company has a clear purpose for using the money. If the company proceeds to increase its capital several times every year, the company will have to pay for the expenses in holding the shareholders' meeting to approve the capital increase and the expenses for capital increase registration, such as capital increase registration fees. Registration fee for amending the memorandum of association as well as other fees associated with capital increase whenever fundraising is required. It also creates readiness for future investment according to the business strategy (business strategy) in this capital increase. The proceeds of the newly issued shares that the company will receive upon the issuance and offering of the newly issued ordinary shares to specific persons (Private Placement). The issuance and offering of the company's newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) in full amount equals to 4,057.23 million baht.

Table showing the details of the allocation of newly issued ordinary shares of the company and the amount of funds raised by the company

Allocated to	Number of shares (share)	Ratio (Old : New)	selling price (Baht per share)	Offering Value (baht)
1. Private Placement	2,562,500,000	-	1.13	2,895,625,000.00
2. Right Offering	4,646,406,094	1 existing stock : 1 new stock	0.25	1,161,601,523.50
Total	7,208,906,094	-		4,057,226,523.50

The company may not utilize all of the funds raised immediately but will carefully evaluate and allocate the funds for various business expansion opportunities. These decisions will consider the prevailing economic conditions, available business prospects, and aim to maximize benefits for the company and its shareholders. The specific allocation and timing of the funds will be determined based on thorough analysis and consideration of the company's long-term objectives and market conditions. It can be divided into 3 parts: (a) Investment for the development and expansion of existing businesses of the Group; (b) Investment for the expansion of secured financial business in Lao PDR; and (c) To be working capital of the company. (Details appear in Part 1 The allocation of newly issued ordinary shares to specific persons who are connected persons, Clause 1.9 Plan for the use of proceeds received from the issuance and offering of newly issued ordinary shares of this document) with details as follows:

Objective	Estimated amount (million baht)	Determine the approximate time for the money to be spent
(a) Development and expansion of existing businesses of the group with projected investments in various businesses		
- Real estate development	1,300.00	2023-2025
- Motorcycles, cars, agricultural equipment, gold, communication equipment and household electrical appliances in Lao PDR	1,400.00	2023-2024
(b) Expansion of investment in secured retail lending business in Lao PDR	1,000.00	2023-2024
© Increasing working capital of the company	357.23	2023
Total	4,057.23	

Remark

- /1 The company acknowledges the possibility of adjusting or reallocating the budget allocated for investment in the aforementioned businesses in the future. This will be done in a manner that is deemed appropriate and suitable based on the prevailing circumstances and in line with the specified objectives. The company will ensure compliance with the announcements, rules, and regulations set forth by the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as any relevant laws governing such investment activities.

- /2 Budget limit for investment in the business of providing credit services for motorcycles, cars, agricultural equipment, gold, communication equipment and household electrical appliances in Lao PDR in the amount of 1,000.00 million baht as mentioned above. This does not include the funds used for the transaction to invest in SML in the amount of 190.00 million baht, which comes from the company's operating cash flow. The Company is considering the use of capital increase to expand investment in secured retail lending business in Lao PDR, which may be in the form of capital increase in SML and/or Loan granting to SML, which will become a subsidiary of the company in the proportion of 100 % after the investment in SML transaction.
- /3 As of March 31, 2023, the company's cash and cash equivalents amount to 381.33 million baht. Additionally, after the financial statement reporting period, the company received 54.04 million baht from the exercise of the right to convert warrants (ALPHAX-W4). The company intends to allocate this cash for investment purposes, including 190.00 million baht for the transaction to invest in SML and 120.67 million baht for the real estate development project. Consequently, the company will have approximately 124.70 million baht remaining in cash and cash equivalents. This indicates that the company currently possesses sufficient financial liquidity to sustain its operations. Regarding the future of producing precursors, chemicals, and raw materials (including hemp plants, the company's outlook is influenced by the government's marijuana liberalization policy. If permitted by law, the company plans to utilize the capital increase as part of its working capital to engage in the production of precursors, chemicals, and raw materials related to hemp. However, if the law prohibits such production, the company will utilize the capital increase to support the expansion of investment in alternative businesses, compensating for any potential loss of profit from the precursor and chemical production segment. Furthermore, should the palm oil trading industry demonstrate favorable adjustments, the company will consider investing in this sector.

The Independent Financial Advisor believes that the proposed utilization of the proceeds received from the allocation of newly issued ordinary shares through Private Placement, along with the issuance of ordinary shares to existing shareholders through Rights Offering, is appropriate and reasonable. The offering price has been clearly determined. The company intends to employ the proceeds to further invest in the real estate development business, which is the core business of the company. Several projects have been thoroughly studied by the management, and appropriate development plans for each real estate project have been prepared. The Independent Financial Advisor has analyzed the results of various real estate projects of the company in terms of location, project nature setting, the selling price, construction planning and sales plan capital structure, etc., considering that the investment plan for each real estate development project of the company is appropriate and feasible. The use of the capital increase for the development and expansion of the real estate development business in the amount of 1,300.00 million baht is appropriate for the company's real estate project development plan. The company has deposited part of the land for 3 projects, namely IKON UDOMSUK, Sukhumvit 38 Condominium and Townhome Pathumthani Phase 1 projects. Also, Laos which is a business that the company foresees that there is a good growth opportunity. The Independent Financial Advisor has conducted a comprehensive analysis of business operations related to providing credit services for motorcycles, cars, agricultural equipment, gold, communication equipment, and household electrical appliances in Lao PDR. Based on their assessment, it has been determined that a capital increase of 1,400.00 million baht is

suitable for the development and expansion of the company's credit services in these sectors. Furthermore, the Independent Financial Advisor has thoroughly examined the market for collateralized retail loans in Lao PDR. They believe that the company's investment expansion of 1,000.00 million baht in this area is appropriate and feasible. Therefore, the plan for utilizing the capital increase is designed to maximize the benefits for both the Company and its shareholders. The capital increase will enhance the Company's preparedness and financial flexibility, enabling it to operate more effectively. Additionally, shareholders will reap the benefits through dividends resulting from the Company's future growth. It's important to note that the funds raised from the issuance and offering of newly issued ordinary shares are just one of the cash flow management tools employed by the Company. The Company may also explore other funding sources, such as capital increase in various forms, borrowing from financial institutions, or the issuance of debentures. These measures are taken to ensure that the Company has ample funding sources to support its business operations.

The offered price for the additional issuance of common shares in this round is 1.13 Baht per share. This price reflects a discount of 9.95% from the market price of ALPHAX common shares traded on the Stock Exchange of Thailand ("SET"). The calculation is based on the weighted average price of ALPHAX common shares traded on the SET over the past 15 consecutive trading days before the date of the Board of Directors' resolution to propose the agenda to the shareholders' meeting for approval of the private placement of new shares. The details are as follows:

No.	Date	Total volume (Thousand shares)	Total value (Million baht)	Average price (Baht/share)
1	May 11, 2023	53,410.80	72.80	1.36
2	May 10, 2023	57,154.74	73.32	1.28
3	May 9, 2023	24,201.67	28.33	1.17
4	May 8, 2023	3,730.81	4.13	1.11
5	May 3, 2023	7,065.20	7.45	1.05
6	May 2, 2023	988.59	1.08	1.09
7	April 28, 2023	996.30	1.10	1.11
8	April 27, 2023	6,279.00	6.87	1.09
9	April 26, 2023	1,112.55	1.24	1.12
10	April 25, 2023	2,230.72	2.54	1.14
11	April 24, 2023	8,640.85	10.01	1.16
12	April 21, 2023	2,882.24	3.42	1.19
13	April 20, 2023	2,542.82	3.09	1.22
14	April 19, 2023	6,036.64	7.47	1.24
15	April 18, 2023	6,891.91	8.25	1.20
The weighted average market price of 15 business days prior to the offering date				1.25
90% of the weighted average market price 15 business days prior to the offering date				1.129

Therefore, the offering price of the newly issued ordinary shares for private placement at this time is not considered as an offering of newly issued shares at a price lower than 90 percent of the market price, in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor 28/2565 (including amendments). As a result, these shares, issued to specific individuals through private placement, are not subject to the conditions prohibiting their sale (Silent Period) as stipulated in the rules specified in the Notification of the Stock Exchange of Thailand regarding the consideration of applications for the listing of ordinary shares or preferred shares in capital increases as listed securities, dated May 11, 2015 (including any amendments) (collectively referred to as the "Notice of the Approval of PP Shares Offering").

The reasonableness of this transaction has been analyzed by Pie Advisory Co., Ltd., an independent financial advisor, taking into consideration the objectives of the transaction, the company's operating policy, and the overall economic conditions of the business. The analysis also includes an assessment of the company's operating capability based on its past three years' information. The issuance of newly issued ordinary shares to specific investors (Private Placement) at this time is deemed reasonable for the transaction. This is because the company requires funds to prepare for business expansion and investment in various domestic and international ventures. If the company were to obtain financing through borrowing from financial institutions, there would be limitations in terms of processing time, which can be quite lengthy. Moreover, there is uncertainty regarding whether the company would receive financial assistance from financial institutions or not. Additionally, borrowing would increase the company's burden in terms of principal and interest repayment, and it may hinder the company's future operations. On the other hand, compared to financing through capital increase and share allocation, it is evident that such methods would enable the company to raise funds within a short period of time. The allocation of newly issued ordinary shares to specific investors (Private Placement) would help alleviate some of the investment burdens on existing shareholders during the capital increase process. Public Offering, which involves a lengthy preparation time, high costs, and authorization from relevant authorities, is not within the company's control in terms of timing. Therefore, the Independent Financial Advisor considers the issuance and offering of newly issued ordinary shares to specific individuals (Private Placement) who possess capital potential, stable financial status, experience, potential, and/or new business channels as appropriate. Additionally, the Company plans to allocate newly issued ordinary shares through Rights Offering, proportionate to the shareholding of existing shareholders, as well as offering an opportunity for those shareholders to further invest in the Company's ordinary shares. The offering price is set at 0.25 baht per share, representing an 80.08 percent discount from the market price of 1.25 baht per share. This Rights Offering method is deemed suitable and aligned with the objectives of this capital increase, enabling the company to secure the required capital within a short timeframe and reduce the funding risks associated with current economic volatility. Furthermore, the Independent Financial Advisor has conducted a thorough analysis of the advantages and disadvantages of entering into

the transaction and not entering into the transaction, including the risks associated with entering into the transaction, as outlined below.

Advantages of entering into the transaction

1. The company can raise funds as required
2. The company can raise funds in a short period of time
3. Get alliances that will help enhance the potential of the company's business operations
4. The company will have sufficient capital to expand investment according to the business plan
5. The company will have a more stable financial structure after the capital increase
6. The company can partially reduce the investment burden of existing shareholders

Disadvantages and risks of entering into the transaction

1. There is an effect from the issuance and offering of newly issued ordinary shares to existing shareholders (Dilution Effect), both in terms of the impact on the shareholding ratio of existing shareholders (Control Dilution) 55.15% and in terms of price impact (Price Dilution) 5.49%
2. There was a change in the shareholder structure and management structure of the company
3. The risk that the offering price of newly issued ordinary shares is lower than the market price on the day that such ordinary shares begin trading on the SET
4. Risks from using the capital increase to invest in various existing businesses of the group

Risks for real estate development business

- 4.1 Risks arising from large real estate development projects with high project values
- 4.2 Risk that future performance depends on the success of future projects
- 4.3 Risk from the company's highly competitive business in the real estate business
- 4.4 Risk from shortage of construction materials and changes in construction material prices
- 4.5 Risk of shortage of quality contractors
- 4.6 Risk of not being approved by the Environmental Impact Assessment Office or received approval later than scheduled
- 4.7 Risk from not receiving a construction permit Land Allocation License Including regulatory and legal changes that may affect the real estate business

Risks for the business of providing credit services for motorcycles, cars, agricultural equipment communication equipment and household electrical appliances in Lao PDR

- 4.8 Risk from the company may have to recognize more expenses for bad debts and doubtful accounts from setting a higher allowance for doubtful accounts if the quality of hire purchase receivables deteriorates.
- 4.9 Risk from the impact of overall economic conditions
- 4.10 Risk of competition in order to increase market share

- 4.11 Risk from the company's inability to collect the difference between the outstanding debt under the hire purchase contract from the guarantor if there is a loss from the sale of foreclosed assets
- 4.12 Risk of relying on personnel with specific expertise
- 5. Risk from using the capital increase to invest in new businesses
 - 5.1 Risk of return on investment may not be as expected
 - 5.2 Risk of competition in order to increase market share
 - 5.3 Risk from deteriorating quality of hire-purchase receivables
 - 5.4 Risk from the Company's inability to collect the difference between the outstanding debt under the credit service agreement from the borrower or guarantor If there is a loss from the sale of foreclosed assets
 - 5.5 Risk of Interest rate fluctuation
- 6. Foreign exchange rate risk
- 7. Risk from Thai law and the company's Articles of Association limiting shareholding by foreign shareholders. Such, restrictions may affect the liquidity and market price of the company's shares

Advantages of not entering into the transaction

- 1. There are no expenses incurred from the transaction
- 2. Existing shareholders of the Company will not be affected by the issuance and offering of newly issued ordinary shares
- 3. There will be no change in the shareholder structure and management structure of the company
- 4. There is no risk that the offering price of newly issued ordinary shares is lower than the market price on the day that such ordinary shares begin trading on the SET

Disadvantages and risks of not entering into the transaction

- 1. The Company does not receive money from the issuance and offering of newly issued ordinary shares to specific persons (Private Placement) and loses the opportunity to have new potential allies
- 2. It may take longer and cost more for the company to obtain financing

Comparison of advantages / benefits and disadvantages of risks During the transaction with the connected person with transactions with third parties

- 1. Advantages / benefits of entering into the transaction with connected persons

The issuance and offering of newly issued ordinary shares to Mr.Ekaphanh Phapithack, whois a connected person. He has the advantage of the company being a strong partner, which is regarded as a person with potential. He has expertise and experience in a variety of businesses multiple industries and platforms. He has a stable financial position. (Details of Mr.Ekaphanh Phapithack appear in Part 1 Allotment of

Newly Issued Ordinary Shares to Specific Investors who are a Connected Person, Clause 1.5 Summary of the Allotted Newly Issued Ordinary Shares of this document)

Furthermore, compared to a capital increase through public offering, which involves a lengthy preparation process and requires authorization from relevant authorities, the company has limited control over the exact timing of such an offering. Therefore, the Board of Directors has carefully considered the option of issuing and offering newly issued ordinary shares to specific persons (Private Placement) who possess capital potential, demonstrate stable financial status, and are prepared to invest in the capital increase. This approach is deemed appropriate and aligned with the objectives of the capital increase. By opting for private placement, the company can secure the necessary capital within a shorter timeframe. Moreover, it helps mitigate funding risks associated with the current volatile economic conditions. The private placement strategy allows the company to target individuals with strong financial capabilities, ensuring that they are ready to contribute to the capital increase. This approach offers more control over the process, enabling the company to expedite its fundraising efforts and address its capital requirements promptly.

2. Disadvantages / risks of entering into transactions with connected persons

The allocation of newly issued ordinary shares to Mr. Ekaphanh Phapithack, who will be participating in the private placement, may involve his nomination as a director and/or executive of the company. Consequently, this transaction is classified as a connected transaction according to the Notification on Connected Transactions. The size of this connected transaction with Mr. Ekaphanh Phapithack is equivalent to 100.48% of the company's net tangible assets (NTA) as reflected in the audited financial statements for the accounting period ending on March 31, 2023. This amount is 1,243.00 million baht, exceeding both the threshold of 20 million baht and 3% of the company's net tangible assets (NTA), making it a significant connected transaction. As a result, the company is required to convene a shareholders' meeting and appoint an independent financial advisor to provide opinions on this connected transaction. These additional steps will incur expenses for the company.

3. Advantages / benefits of entering into transactions with third parties

Making a transaction with a third party will cause this transaction to not be considered as a connected transaction. This will cause the Company to have no additional expenses in appointing an independent financial advisor to provide an opinion on this connected transaction.

4. Disadvantages / risks of entering into transactions with third parties

If the company decides to engage in a transaction with a third party instead of Mr. Ekaphanh Phapithack, there is a possibility that the company may miss out on the

opportunity to form an alliance with him. Mr. Ekaphanh Phapithack is recognized as a promising individual with expertise and experience across various industries and platforms. Moreover, he holds a stable financial position. Collaborating with Mr. Ekaphanh Phapithack could significantly enhance the company's potential in venturing into new business operations.

In addition, the Independent Financial Advisor has evaluated the fair price range of the Company's ordinary share by the capital increase shares of the company has a fair price of 0.69 – 1.63 baht per share, compared to the price of the newly issued ordinary shares offered at this time, equal to 1.13 baht per share, which is in the range of the fair value of ALPHAX's ordinary shares appraised by the independent financial advisor. There are (1) the price under the Adjusted Book Value Approach at 0.69 baht per share (2) the price under the Historical Market Price Approach at 1.23 – 1.35 baht per share and (3) the present value of cash flow (Discounted Cash Flow Approach) is 1.36 – 1.63 baht per share.

The fair price of the company's shares can be summarized as follows:

Assessment method	Common stock value (Unit : Baht)	Reasons for choosing/not choosing
(Book Value Approach)	0.70	The valuation of ALPHAX's ordinary shares using the Book Value Approach is based solely on the book value at a specific point in time, without considering the company's future performance or external factors such as overall economic and industry conditions. The Independent Financial Advisor believes that this approach does not accurately reflect the true value of ALPHAX's ordinary shares as it fails to consider the company's future profitability. Therefore, the Book Value Approach is <u>not considered suitable</u> for valuing ALPHAX's ordinary shares at this time.
(Adjusted Book Value Approach)	0.69	The Adjusted Book Value Approach is a valuation method that involves adjusting the book value of ALPHAX's shareholders' equity by accounting for significant changes in key assets and liabilities as of March 31, 2023. While this approach does not directly reflect the company's future profitability, it provides a reflection of the fair value of the company's assets and liabilities at a specific point in time. It considers the possibility of selling all existing assets at fair prices. The Independent Financial Advisor believes that the Adjusted Book Value Approach is an <u>appropriate method</u> for valuing the ordinary shares of ALPHAX at this time.

Assessment method	Common stock value (Unit : Baht)	Reasons for choosing/not choosing
(Historical Market Price Approach)	1.23 – 1.35	The Historical Market Price Approach is a valuation method that relies on the market price of the Company's shares, which is determined by the demand and supply dynamics of investors. The approach considers the historical trading prices of the shares. The Independent Financial Advisor (IFA) considers the Historical Market Price Approach to be an <u>appropriate method</u> for valuing the ordinary shares of the Company at this time.
(Price to Book Value Ratio Approach)	0.43 – 0.45	The Price to Book Value Ratio (P/BV Ratio) is a method used to compare the market price of a company's shares to its book value. It provides insight into the premium or discount that investors place on the company's book value. However, this approach has limitations as it focuses solely on the financial position at a specific point in time and does not consider factors such as business plan profitability and future growth prospects. Additionally, while comparable companies with similar business characteristics can be used for reference, there may still be differences in their financial structures. Due to these limitations and differences, the Independent Financial Advisor (IFA) believes that the Price to Book Value Ratio Approach is <u>not suitable</u> for valuing ordinary shares in the Stock Exchange of Thailand at this time.
(Price to Earnings Ratio Approach)	-NA-	The Price to Earnings Per Share Approach is a method that considers the profit potential of a company in the short term, typically by comparing the market price of its shares to its earnings per share. However, this approach focuses on short-term profitability and does not consider the long-term profitability and growth prospects of the company. As a result, it may not reflect the true value of the business. In the case of ALPHAX, its net profit per share for the past four quarters has resulted in a loss. This poses a challenge for calculating the fair value using the Price to Earnings Per Share Ratio Approach. The Independent Financial Advisor acknowledges this limitation and, therefore, <u>cannot utilize this approach in valuing</u> the ordinary shares in this particular valuation.
(Discounted Cash Flow Approach)	1.36 – 1.63	The valuation of the Company's ordinary shares by the Discounted Cash Flow Approach is a method that considers the future business operations and profitability of the

Assessment method	Common stock value (Unit : Baht)	Reasons for choosing/not choosing
		Company. This is an assessment by considering the present value of the Company's overall net cash flow expected in the future with reference to past performance, as well as considering the economic outlook and future operations of the Company. thus, making it possible to reflect the true value of the business Therefore, the Independent Financial Advisor is of the opinion that the Discount Cash Flow Approach is an <u>appropriate approach</u> to value the ordinary shares at this time.

The Independent Financial Advisor has considered the nature of the transaction. important terms Capital increase utilization plan and fair value of the company's ordinary shares Including connected items has an opinion that the transaction is connected by offering new ordinary shares to specific investors this time. It will increase cash flow to support future business operations according to the purpose of utilizing the capital increase. This will have a positive effect on the growth of the company and beneficial to shareholders in the long run. Therefore, when considering the benefits, advantages, disadvantages, objectives of the plan for using the money. The risk of the transaction and the fair price of the transaction that is appropriate. It is recommended that **the shareholders of the company vote to approve such connected transactions**. The final decision, however, rests with the shareholders, who should carefully review the information, consider the reasons, advantages, disadvantages, impacts, and opinions on various aspects of the transaction. They should also examine other relevant documents provided by the company in order to make an informed voting decision.

The opinion of the Independent Financial Advisor is formed based on the assumption that the information and documents received from the company, as well as the interviews with the Company's executives, are true, accurate, and complete. It is important to note that the Independent Financial Advisor cannot provide certification or guarantee regarding the accuracy or completeness of the information received from the Company. The Independent Financial Advisor has exercised prudence and reasonableness in considering such information in accordance with professional standards. The opinion provided is based on the economic environment and information available at the time of the study. It is crucial to recognize that if there are significant changes in these factors, it may have a substantial impact on the Company and the transaction being evaluated. This, in turn, can affect the decision-making process of the shareholders. Therefore, it is important to understand that the opinion of the Independent Financial Advisor does not confirm the future significant impact on the Company. Future developments and changes in circumstances can influence the outcome and should be taken into consideration.

- (2) Acquisition of assets by investing in ordinary shares of Simoung Express Loan Non De-deposit Taking Microfinance Institutions Co., Ltd. from a connected person.

The Company intends to invest in Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. (“SML”), which currently operates secured microfinance business in the Lao People's Democratic Republic (“Lao PDR”).”) from SML's existing shareholders who are connected persons of the company by purchasing 10,000,000 ordinary shares of Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. (“SML”) at a purchase price of approximately 19.00 baht per share, representing 100 percent of SML's registered capital with the value. The total transaction amount is 190,000,000 baht (“Investment Transaction in SML”), whereby the company will pay the consideration for the purchase of ordinary shares of SML in cash. From the cash flow from the company's operations by paying the whole amount at one time. (The company will accept the transfer of all SML shares at the same time as the payment for such shares.), including approving the execution of the share purchase agreement, agreements, other contracts and any other documents related to the purchase of SML's ordinary shares. After the transaction, SML will be considered a subsidiary of the company in the proportion of 100 percent. In this regard, the company determines the total value of the transaction in the amount of 190,000,000 baht based on the principle of careful and careful consideration. The source of negotiation and mutual agreement with SMG based on the valuation criteria by the Adjusted Book Value Approach. It adjusted by SML's capital increase in the amount of 90,000,000,000 kip. SML has registered the paid-up capital increase from 10,000,000,000 kip to 100,000,000,000 kip on February 13, 2023.

Although, SML recently began offering credit services to retailers in early 2022 after the Lao PDR government relaxed measures related to the spread of COVID-19, the company faced challenges with bad debts and doubtful accounts in that year. These accounted for approximately 15.43% of its total loan receivables. The Board of Directors has carefully and prudently considered that the investment transaction to purchase ordinary shares. SML will allow the company to start a business providing secured retail loans in Lao PDR. and increase the opportunity to receive a faster return on investment compared to a company starting a business on its own. The company expects that it will take quite a long time to process compared to this transaction. After entering into the investment transaction in SML, the company may appoint some former directors and executives of SML to continue to hold the position of directors and executives of SML since they are experts in the business. The company will appoint a representative of the company to serve as a director in SML according to the shareholding proportion.

On May 9, 2023, the company entered into an agreement to buy and sell SML shares with SMG Group Sole Co., Ltd (“SMG”), which is a 99.00% shareholder of SML. Then allow Mrs. Kanya Phichid, who is a shareholder of SML in the proportion of 1.00 percent to sell her own

shares to the company as well. SMG and SML have common directors, namely Mr.Ekaphanh Phapithack and Mrs. Kanya Phichid.

Entering into the transaction to invest in SML as mentioned above. This is considered an asset acquisition transaction according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 with the total transaction size calculated in accordance with various criteria specified in the Acquisition or Disposition Notifications, with the highest transaction size based on the total value of consideration criteria equal to 10.35 percent, referring to the consolidated financial statements of the 1st quarter ending at March 31, 2023, reviewed by a certified public accountant. The Company has not entered into an asset acquisition transaction pursuant to the Acquisition or Disposition Notifications in the past 6 months, and the Company has not issued any securities for trading purposes. Therefore, the Company has no obligation to disclose information on the acquisition of such assets to the SET. The Board of Directors' meeting views that it is an investment in a business that is important to the company's business expansion plan. Therefore, resolved to propose to the shareholders' meeting of the Company to consider and approve the acquisition of assets and related actions.

In addition, entering into an investment transaction in SML is considered a transaction with a connected person. According to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (including any amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 dated November 19, 2003 (including any amendments) (connected transactions"). The authorized director of SML, namely Mrs. Kanya Phichid, has a relationship with Mr. Ekaphanh Phapithack, including Mr. Ekaphanh Phapithack, has a controlling power as a director and ultimate shareholder (Ultimate Shareholder) of SML. He is a person who may be nominated as a director and/or executive of the company. Also, Mr.Ekaphanh Phapithack may be a major shareholder of the company after the issuance and offering of newly issued ordinary shares to the private placement. Ltd. holding 23.67% of the company's shares. The transaction to invest in SML this time is a transaction relating to assets or services. The highest transaction size is 15.36 percent of the net tangible assets (NTA) of the Company based on the consolidated financial statements for the first quarter ended March 31, 2023. In this regard, the company has not entered into any other connected transactions with the same connected persons or related persons or close relatives of such persons during the past 6 months prior to the date of entering into this transaction. Therefore, this transaction is more than 3% of the company's net tangible assets. The company must be approved by the Board of Directors. as well as preparing and disclosing information on the Company's entry to the Stock Exchange of Thailand according to

the announcement on connected transactions. The approval will be obtained through a shareholders' meeting, where a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote is required. It's important to note that shareholders' equity will be excluded from the voting calculation. Additionally, the company will appoint an independent financial advisor (IFA) for these transactions. The IFA must be selected from a list of approved financial advisors by the Securities and Exchange Commission (SEC).

Reasonableness of this transaction Pie Advisory Co., Ltd. as an independent financial advisor has analyzed the objectives of the transaction. Company operating policy and the overall economic condition of the business, including the analysis of operating capability by considering the information of the company for the past 3 years. The investment in ordinary shares of Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. ("SML") this time is reasonable in the transaction. It is in accordance with the plan to expand the scope of business operations to be wider by investing in various businesses both domestically and internationally in order to diversify the risk according to the business strategy and it will allow the company to start a retail lending business with collateral in the Lao PDR. P. Laos and increase the opportunity to get a faster return on investment compared to a company starting a business on its own. In addition, the company is also able to ask for business management advice. SML has a team and executives with knowledge, ability and experience in the lending business. This will help the company to run business with flexibility at the same time, the Independent Financial Advisor has analyzed the pros and cons of entering into the transaction and not entering into the transaction, including the risks of entering into the transaction as follows:

Advantages of entering into the transaction

1. The company has the opportunity to invest in new businesses that provide good returns
2. The company's investments in other industries apart from the core business of the company. It will help the company to diversify business risks. It will be beneficial to the company in the long run to be able to adjust the business strategy in the changing situation.
3. Encourage the company to start a new business quickly when compared to the company started its own business. The company expects that it will take quite a long time to process compared to this transaction.

Disadvantages and risks of entering into the transaction

1. Effects that may arise from the study of important legal issues of SML (Legal Due Diligence Report)
 - 1.1. Impact on the accuracy and completeness of official documents
 - 1.2. Controlling effects of internal operating documents SML
 - 1.3. Impact on notifying the deposit of money to the Bank of Lao PDR

2. Possible risks after the business transfer because the liability after the transfer of business is not specified in the contract. The company did not hire a consultant for auditing (Due Diligence) on the internal control system and accounting of SML.
3. The company has no experience in collateral lending business
4. Risk from competition and expansion in other businesses
5. Risk of the expected return is not as expected
6. Risk from lack of liquidity due to borrower's default on debt payment. Although in the past, most of SML's borrowers tended to pay interest according to the conditions in the loan agreement, in 2022, SML encountered doubtful accounts arising from accounting policy setting, accounting for 15.43% of the loan receivables. However, due to the economic recession, there is a risk that borrowers may not be able to pay interest and principal as per the loan agreement, resulting in potential defaults. In such cases, SML may need to take legal steps to enforce the sale of the mortgaged property, a process that is expected to take approximately 6 months or more.
7. Impact on the Company's ability to pay dividends in the future
8. Risk from the company having to use a large amount of investment in the business of providing retail credit services in Lao PDR.
9. Risk from SML having to comply with the regulations of the Stock Exchange of Thailand and relevant regulatory bodies to be accurate and complete
10. Risk from collateralized lending business
 - 10.1. Risk of competition in order to increase market share
 - 10.2. Risk from the company's inability to collect the difference between the outstanding debt under the credit service agreement from the borrower or guarantor if there is a loss from the sale of foreclosed assets
 - 10.3. Interest rate fluctuation risk
11. The company incurred expenses from entering into transactions to seek approval from the shareholders' meeting

Advantages of not entering into the transaction

1. There are no expenses incurred from the transaction
2. There is no risk in running a new business

Disadvantages and risks of not entering into the transaction

1. The company will not expand investment as targeted and will not receive returns from new business
2. The company will lose an opportunity to diversify investment risks
3. The company loses the opportunity to work with new investors and/or partners who have experience in new businesses

Comparison of advantages / benefits and disadvantages of risks During the transaction with the connected person with transactions with third parties

1. Advantages / benefits of entering into the transaction with connected persons

As the authorized director of SML, namely Mrs. Kanya Phichid, has a relationship with Mr. Ekaphanh Phapithack, including Mr. Ekaphanh Phapithack, has a controlling power as a director and ultimate shareholder (Ultimate Shareholder) of SML. He is a person who may be nominated as a director and/or executive of the company. Also, Mr. Ekaphanh Phapithack may be a major shareholder of the company after the issuance and offering of newly issued ordinary shares to the private placement. Ltd. holding 23.67% of the company's shares of the Company's registered capital after the allocation of newly issued ordinary shares. Therefore, with this SML investment transaction, the company can receive additional assistance in understanding the financial business conveniently and quickly, which is useful for studying information and making credit decisions as well and can perform various actions faster and easier. In addition, knowledge and experience transfer to the company will be possible conveniently because Mr. Ekaphanh Phapithack remains a major shareholder of the Company after this transaction is completed. This is considered an advantage in doing this transaction with the company's connected person.

2. Disadvantages / risks of entering into transactions with connected persons

This transaction to invest in SML is worth 190.00 million baht. From the consolidated financial statements for the first quarter ended March 31, 2023, reviewed by a certified public accountant. This transaction has a transaction size of 10.35 percent based on the total value of consideration criteria according to the Acquisition or Disposition Notifications and if it is not a connected transaction. This transaction is regarded as a small transaction which the Board of Directors can manage by itself. This will make the process of investing in SML transactions faster and without additional related costs from entering the transaction. It is a connected transaction with the transaction size of 15.36 percent of the net tangible assets of the company, which is higher than 3.00% of the company's net tangible assets. As a result, this transaction is a large transaction that must be approved by the shareholders' meeting before entering into the transaction, which will cause the company to incur expenses for organizing the shareholders' meeting, venue fees, document preparation expenses fees for independent financial advisors and fees for independent property appraisers, etc.

3. Advantages / benefits of entering into transactions with third parties

Making a transaction with a third party will cause this transaction to not be considered as a connected transaction. This will cause the Company to have no additional expenses in appointing an independent financial advisor to provide an opinion on this connected transaction, including transactions with third parties. The shareholders will assume that the transaction of the company is a transparent transaction and there is no transfer of benefits

from the Company. Both parties are not related to each other. Therefore, when negotiating, both buyers and sellers are most likely to protect their own interests.

4. Disadvantages / risks of entering into transactions with third parties

If the company enters into a transaction with a third party, it may cause the company to lose the opportunity to become an alliance with Mr.Ekaphanh Phapithack, who is considered a potential person. He has expertise and experience in multiple industries such as Financial institution business in the category of commercial banks in Lao PDR, Collateralized retail lending business in Lao PDR, Life insurance business in Lao PDR, Digital asset trading platform business licensed in Lao PDR Lao PDR, Investment advisory services in Lao PDR, Electricity generation and transmission business in Lao PDR, Legal services in Lao PDR, import-export business fuel in Lao PDR and Private passenger terminal service business to support private charter flights (Private Jet Terminal) in Lao PDR, etc. So, Mr.Ekaphanh Phapithack has a stable financial position. This will help promote the potential of new business operations of the company.

In addition, the Independent Financial Advisor has evaluated the fair price range of the purchase price of 100.00% of SML's ordinary shares in the SML Acquisition Transaction, where the fair price of Adjusted Book Value Approach. SML Acquisition Transaction is 190.28 million baht compared to the trading price of the transaction to invest in SML is 190.00 million baht. Therefore, the transaction is reasonable in terms of price.

The fair value of SML can be summarized as follows:

Assessment method	Common stock value (Unit : Baht)	Reasons for choosing/not choosing
(Book Value Approach)	12.74	The valuation of SML's business by using the Book Value Approach reflects the value of ordinary shares which appear according to the book value at a certain point in time. regardless of the future performance of the company Including other external factors such as overall economic and industry conditions. The Independent Financial Advisor has an opinion that the book value approach cannot reflect the true value of the SML business as it does not reflect the future profitability of the business. Therefore, this appraisal method <u>is not suitable</u> for the SML business valuation at this time.
(Adjusted Book Value Approach)	190.28	Valuation of SML by using the Adjusted Book Value Approach is the book value of the shareholders' equity of SML adjusted with a premium or discount on the major assets and liabilities to be sent. Significant impact on the book value of SML as of December 31, 2022. The valuation by the Adjusted Book Value Approach, although it cannot

Assessment method	Common stock value (Unit : Baht)	Reasons for choosing/not choosing
		reflect the company's future profitability. It can reflect the fair value of the assets and liabilities of the company at any given point in time or equivalent if the entity sells all existing assets at fair prices. Therefore, the Independent Financial Advisor is of the opinion that the Adjusted Book Value Approach is an <u>appropriate method</u> for valuing SML at this time.
(Historical Market Price Approach)	N/A	SML is not a listed company on the stock exchange or any secondary market for securities trading so there is no reference market price. Therefore, the Independent Financial Advisor is <u>unable to calculate</u> the fair value using the Historical Market Price Approach in valuing SML this time.
(Price to Book Value Ratio Approach)	184.39 – 207.97	Price to Book Value Ratio Approach or P/BV Ratio is a way to compare the market price of the book value. It reflects the premium or discount that investors give to the book value. However, evaluating this method, it is a method that reflects the financial position at a particular time without reflecting on the business plan profitability and future growth prospects In addition, even though the selected comparable companies have similar business characteristics to the company. There are also differences in financial structure. Therefore, the Independent Financial Advisor is of the opinion that the Price to Book Value Ratio Approach or P/BV Ratio is <u>not appropriate</u> for valuing ordinary shares in the Stock Exchange of Thailand in this time
(Price to Earnings Ratio Approach)	-NA-	Valuation of SML firms by Price to Earnings Ratio Approach is a method that considers the profit potential of the firm in the short term only, not taking into account the profitability of the firm in the future. Therefore, it reflects the short-term value but does not reflect the true value of the business. In addition, SML's net profit per share for the past 4 quarters has resulted in a loss. Therefore, the Independent Financial Advisor <u>cannot calculate</u> the fair value by Price to Earnings Ratio Approach in this SML business valuation.
(Discounted Cash Flow Approach)	281.69 – 348.27	Discounted Cash Flow Approach Although this method is normally considered to consider the future business performance and profitability of an entity. The valuation is

Assessment method	Common stock value (Unit : Baht)	Reasons for choosing/not choosing
		<p>based on the present value of the overall net cash flow of the SML business expected to receive in the future. It based on past operations Including considering the economic outlook and future operations of SML, which usually reflects the true value of SML better than other methods. But in this case, the IFA noted that SML has just begun to provide Credit service for retailers in early 2022 after the government of Lao PDR. Due to the relaxation of various measures related to the situation of the spread of Coronavirus Disease 2019 (COVID-19), therefore, there is financial information that reflects the operating results for only one accounting period. Therefore, there is no Of course, in the next accounting period, SML will receive interest income as expected or not. Therefore, the IFA has an opinion that the Discounted Cash Flow Approach is <u>inappropriate method</u> for valuing ordinary shares this time</p>

Based on the analysis conducted by the Independent Financial Advisor, it is concluded that the transaction of investing in ordinary shares of Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. (SML) is a connected transaction. The investment involves purchasing 10,000,000 shares at the par value of 10,000,000 kip from existing shareholders of SML who are connected persons of the Company. The Independent Financial Advisor has considered the nature of the transaction, important conditions, and the fair value of the purchase price. It is determined that the investment in SML aligns with the company's plan to expand the scope of its business operations and diversify risks according to the business strategy. By investing in various businesses both domestically and internationally, the company aims to achieve broader market exposure and mitigate potential risks. Based on the analysis, the Independent Financial Advisor believes that the connected transaction is reasonable and beneficial to the company and its shareholders as a whole. The advisor recommends **that the shareholders have a resolution to approve such connected transactions**, emphasizing that the final decision rests with the shareholders. It is advised that shareholders study the information provided, consider the reasons, advantages, disadvantages, impacts, and opinions on various considerations, along with the Independent Advisor Opinion Report and other relevant documents provided by the company, in order to make an informed decision when voting on the matter. It is important for shareholders to thoroughly review all the available information and carefully consider the implications of the connected transaction before reaching a decision.

The opinion of the Independent Financial Advisor assumes that the information and documents received from the company, as well as the interviews with the Company's executives, are true, accurate,

and complete and have not been changed or amended after the Independent Financial Advisor has received them. The Independent Financial Advisor cannot certify or guarantee the accuracy or completeness of the information received from the Company. Additionally, the Independent Financial Advisor has exercised prudence and reasonableness in considering such information in accordance with professional standards. The opinion provided is based on the economic environment and information available at the time of the study only. If there are significant changes in such factors from the current situation, it may have a significant impact on the Company and its transactions, including the decision of the shareholders. Therefore, the opinion of the Independent Financial Advisor cannot confirm the significant impact on the Company in the future.

PART 1

Allocation of newly issued ordinary shares to specific persons who are connected persons

1. Characteristics and details of the transaction

1.1 General characteristics of the transaction

At the 2nd/2566 meeting of the Board of Directors of ALPHAX Limited (the "Company" or "ALPHAX") held on May 12, 2566 at 11:00 a.m., a resolution was passed to propose to the Annual General Meeting of Shareholders, the 1st/2566 meeting, scheduled for July 31, 2566 at 10:00 a.m., to consider approving the allocation of additional ordinary shares of the Company through a Private Placement to a limited group of individuals, with a clear offering price, and the allocation of additional ordinary shares of the Company to existing shareholders in proportion to their shareholding (Rights Offering). In this regard, the allocation of newly issued ordinary shares of the company to specific persons (Private Placement) and the allocation of newly issued ordinary shares of the company to existing shareholders in proportion to their shareholding (Rights Offering) are related and conditional to each other. If any agenda related to the allocation of any type is not approved by the Extraordinary General Meeting of Shareholders No. 1/2023, the related agenda and the unapproved agenda will not be considered. In this regard, the details of the allocation of newly issued ordinary shares of the company to specific persons (Private Placement) are as follows.

The Company intends to issue and offer for sale of newly issued ordinary shares in the amount not exceeding 2,562,500,000 shares with a par value of 0.25 baht per share offered through private placement (Private Placement), which can be allocated once in full or in part and can be allocated at the same time or on occasion at the offering price of 1.13 baht per share. It calculated as the total value 2,895,625,000.00 baht ("PP Transaction"). The issuing and offering new ordinary shares in the amount not exceeding 4,646,406,094 shares with a par value of 0.25 baht per share by offering to the existing shareholders of the company in proportion to their respective shareholdings (Rights Offering) at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share. At the offering price of 0.25 baht per share, total value 1,161,601,523.50 baht. The offering price of the newly issued ordinary shares of the PP Transaction is the offering price which is not lower than the subscription price of the newly issued ordinary shares offered to the existing shareholders of the company, which is an offering at the shareholders' meeting of the company. There has a resolution to set a clear price. The limited investors (Private Placement) include the following persons:

List of private investors (Private Placement)	Number of newly issued ordinary shares (share)	Total capital increase value (baht)
(a) Mr.Ekaphanh Phapithack	1,100,000,000	1,243,000,000
(b) Mr. Manas Piyatrueng	1,100,000,000	1,243,000,000
(c) Mr. Wiwat Kittipongkosol	300,000,000	339,000,000
(d) Ms. Yanee Jeeraprapakan	25,000,000	28,250,000

List of private investors (Private Placement)	Number of newly issued ordinary shares (share)	Total capital increase value (baht)
(e) Mr. Theprith Saknarula	20,000,000	22,600,000
(f) Mr. Kavin Saknarula	17,500,000	19,775,000
Total	2,562,500,000	2,895,625,000

The Independent Financial Advisor has reviewed the relationship from public information. Including interviews with each investor that (a) Mr. Ekaphanh Phapithack (b) Mr. Manus Piyatrueng (c) Mr. Wiwat Kittipongkosol and (d) Ms. Yanee Jeerapapakarn persen as (a) – (d) no blood relationship but (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are related by blood as a father-son relationship. However, (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are individuals of legal age who can independently make decisions separately by investing in the company's ordinary in individual decision. If considering joint investment behavior, it can be seen that (a) Mr. Ekaphanh Phapithack, (b) Mr. Manas Piyatruengs and (c) Mr. Wiwat Kittipongkosol. There is no shareholding in any other company jointly. From the interview with the Independent Financial Advisor, it is known that (a) Mr. Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng in the past used to do business related to importing cars together. Likewise, some car models are the same, which is why investors (a) Mr. Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng got to know each other, however, (a) Mr. Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng has no intention and behavior to represent each other and/or to hold shares on behalf of each other (Nominee shareholder) in any way. For (d) Ms. Yanee Jeerapapakan (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are existing shareholders of the company. In the past, all 3 of them had no intention and behavior to exercise their voting rights together in any way. Each investor had not entered into a contract between them. (Shareholders Agreement) in anyway. According to interviews with each investor. The Independent Financial Advisor has confirmed from each investor that there is no joint source of funds for the purchase of newly issued ordinary shares. Therefore, the 6 investors have no intentions and behaviors that are considered as acts in concert with other persons (Acting in Concert) according to Clause 2 of the Notification of the Capital Market Supervisory Board No. Tor Jor. 7/2552. Subject: Determining the characteristics of a relationship or behavior that is considered to be a joint action with other people. In this regard, (b) Mr. Manas Piyatrueng has no intention to be a director and/or executive of the company in any way.

After the issuance and allocation of newly issued ordinary shares of the company to specific persons (Private Placement) by clearly setting the offering price to each investor. Each investor will have a shareholding proportion in the company as follows:

List of private investors (Private Placement)	Shareholding proportion <u>before</u> the PP transaction		Shareholding proportion <u>after</u> the PP transaction	
	Number of shares	%	Number of shares	%
(a) Mr.Ekaphanh Phapithack ¹	-	-	1,100,000,000	23.67
(b) Mr. Manas Piyatrueng	-	-	1,100,000,000	23.67
(c) Mr. Wiwat Kittipongkosol	-	-	300,000,000	6.46
(d) Ms. Yanee Jeeraprapakan	35,981,500	1.73	60,981,500	1.31
(e) Mr. Theprith Saknarula	10,270,000	0.49	30,270,000	0.65
(f) Mr. Kavin Saknarula	25,369,650	1.22	42,869,650	0.92
Number of registered ordinary shares	2,083,906,094		4,646,406,094	

Source: Report on the list of major shareholders as of the book closing date on May 8, 2023 prepared by the Securities Depository (Thailand)

Remarks :

- /1 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 2,200,000,000 shares, equivalent to 23.67 percent of total registered shares.
- /2 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 2,200,000,000 shares, representing 23.67 of total registered shares.
- /3 The number of shares after the allocation of the newly issued ordinary shares to specific investors (Private Placement) and the allocation of the newly issued ordinary shares to the existing shareholders in proportion (Rights Offering) is 600,000,000 shares, representing 6.46 of total registered shares
- /4 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 121,963,000 shares, representing 1.31 of total registered shares
- /5 The total number of shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders (Rights Offering) is 60,540,000 shares, representing 0.65 of total registered shares
- /6 The number of shares after the allocation of the newly issued ordinary shares to specific investors (Private Placement) and the allocation of the newly issued ordinary shares to the existing shareholders in proportion (Rights Offering) is 85,739,300 shares, representing 0.92 of total registered shares
- /7 The number of registered shares after the allocation of newly issued ordinary shares to specific investors (Private Placement) and the allocation of newly issued ordinary shares to existing shareholders pro rata (Rights Offering) is 9,292,812,188 shares

The allocation of newly issued ordinary shares issued to specific persons (Private Placement) at this time is considered a significant offering of newly issued shares to specific persons. According to the Notification of the Capital Market Supervisory Board No. Tor Jor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares through Private Placement dated December 28, 2022 (including any amendments) (1) Due to the offering of newly issued shares to

the private placement, there may be an impact on the voting rights of shareholders (Control Dilution) by a proportion of not less than 25% based on the number of paid-up shares prior to the date when the Board of Directors resolved to propose the agenda to the shareholders' meeting. The issuance and offering of newly issued ordinary shares to specific persons through private placement, with a clearly specified offering price, may result in a control dilution of 55.15 percent when excluding the offering price for issuing and offering new ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering). (2) the allocated investors, (a) Mr. Ekaphanh Phapithack and Mr. Manus Piyatrueng holds the highest voting rights in the Company. Therefore, the Company is required to provide the opinion of an independent financial advisor to be used in the shareholders' meeting for the approval of the issuance and offering of such shares.

All investors participating in the private placement are not associated with the company, including directors, executives, or major shareholders. However, it should be noted that in the event the proposed shareholders' meeting approves the private placement transaction, some of these investors may be nominated as directors and/or executives of the Company. Consequently, the issuance and offering of newly issued ordinary shares to Mr. Ekaphanh Phapithack is deemed a connected transaction in accordance with the Notification of the Securities and Exchange Commission, Capital No. Tor Jor. 21/2551, which outlines the rules for connected transactions dated August 31, 2008, and subsequent amendments. Furthermore, the connected transaction involving Mr. Ekaphanh Phapithack corresponds to a size equivalent to 100.48 percent of the net tangible assets (NTA) of the Company, as indicated in the reviewed financial statements prepared by certified auditors for the fiscal year ending on March 31, 2023. This translates to a value of 1,243.00 million baht. The offering and sale of newly issued ordinary shares to Mr. Ekaphanh Phapithack require approval from the shareholders' meeting of the Company. The approval must be obtained through a vote of no less than three-fourths of the total number of votes from attending shareholders with voting rights. The votes of shareholders with conflicts of interest will not be counted. Additionally, the appointment of an independent financial advisor (IFA) is necessary to provide opinions on the issuance and offering of newly issued ordinary shares to specific persons, which constitutes a connected transaction.

Therefore, in respect of entering into this PP transaction, the Company is obligated to perform the following actions:

- 1) Disclosure of information regarding the issuance and offering of newly issued ordinary shares through private placement and disclose information about connected transactions in order to be in accordance with the Notification on Permission to Offer PP Shares and the Notification on Connected Transactions.
- 2) Organize the Company's shareholders' meeting to request approval for the issuance and offering of newly issued ordinary shares to specific persons, which must be approved by

the shareholders' meeting of the company with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. The votes of shareholders who have interests are not counted as the vote counting base (None of the Company's shareholders has a vested interest in the PP transaction.)

- 3) Organize the Company's shareholders' meeting to approve the connected transaction with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. The votes of shareholders who have interests are not counted as the vote counting base.
- 4) Appoint an independent financial advisor (IFA) to provide opinions on the issuance and offering of newly issued ordinary shares to specific investors, which is a connected transaction. In this regard, the company has appointed a financial advisor from Pie Advisory Co., Ltd. to act as an independent financial advisor for this related transaction.

In this regard, after the completion of the offering of the newly issued ordinary shares of the Company through private placement (Private Placement), the Company will allocate the newly issued ordinary shares of the Company in the amount of not more than 4,646,406,094 shares at the par value of 0.25 baht per share to Existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share. In the event that there is a fraction of shares resulting from the calculation, such fractions of shares shall be discarded and shareholders may subscribe for newly issued ordinary shares in excess of their rights (Oversubscription). Existing shareholders who subscribe in excess of their rights will be allocated shares oversubscribed only when there are shares remaining from the allotment to the existing shareholders of the company who have subscribed accordingly only complete all rights. The offering price of newly issued ordinary shares is 0.25 baht per share.

Allotment of shares oversubscribed as detailed above in any case Shall not cause any shareholder who subscribes for newly issued ordinary shares in excess of their entitlement to make a tender offer as specified in the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeover, dated on May 13, 2011 (as amended) or in violation of the shareholding restrictions of non-Thai nationals as specified in the Company's Articles of Association. Currently, non-Thai nationals are allowed to hold shares in the company not exceeding 49 percent of the total issued shares of the company.

Therefore, after the issuance and offering of newly issued ordinary shares of the Company, in case of offering newly issued ordinary shares to specific persons (Private Placement) and to

existing shareholders in proportion to their shareholding. holding (Rights Offering) in full, the shareholding structure of the Company will change as shown in the following table:

List of shareholders of the Company before and after the issuance and offering of newly issued ordinary shares to specific persons (Private Placement) and the issuance and offering of newly issued ordinary shares of the Company to existing shareholders in proportion to their offering hold the shares held by each shareholder (Rights Offering) in full

List of shareholders	Shareholding proportion before the PP transaction		PP capital increase shares	RO capital increase shares	Shareholding proportion after the PP transaction	
	Number of shares	%	Number of shares	Number of shares	Number of shares	%
1. Mr.Teera Chutivarapon	319,749,000	15.34	-	319,749,000	639,498,000	6.88
2. Miss Budsayakorn Youngtong	104,285,000	5.00	-	104,285,000	208,570,000	2.24
3. Mr.Prasertchai Tangkananon	80,700,000	3.87	-	80,700,000	161,400,000	1.74
4. Mrs.Uengyong Tangsakprasert	78,350,000	3.76	-	78,350,000	156,700,000	1.69
5. Mr.Kitti Tikkhapanyakun	71,122,231	3.41	-	71,122,231	142,244,462	1.53
6. Mr.Chatree Dechawaleekul	56,016,750	2.69	-	56,016,750	112,033,500	1.21
7. Mr.Tawatchai Tangsakprasert	54,285,391	2.60	-	54,285,391	108,570,782	1.17
8. Miss Yanee Jeeraprapakan	35,981,500	1.73	25,000,000	60,981,500	121,963,000	1.31
9. Mr.Kavin Saknarula	25,369,650	1.22	17,500,000	42,869,650	85,739,300	0.92
10. Thai NVDR Co.,Ltd.	24,874,508	1.19	-	24,874,508	49,749,016	0.54
11. Mr.Theprith Saknarula	10,270,000	0.49	20,000,000	30,270,000	60,540,000	0.65
12. Mr.Ekaphanh Phapithack	-	-	1,100,000,000	1,100,000,000	2,200,000,000	23.67
13. Mr.Manus Piyatreung	-	-	1,100,000,000	1,100,000,000	2,200,000,000	23.67
14. Mr.Wiwat Kittipongkosol	-	-	300,000,000	300,000,000	600,000,000	6.46
15. Other minority shareholders	1,222,902,064	58.68	-	1,222,902,064	2,445,804,128	26.32
Total	2,083,906,094	100.00	2,562,500,000	4,646,406,094	9,292,812,188	100.00

Source: Report on the list of major shareholders as of the book closing date on May 8, 2023 prepared by the Thailand Securities Depository Co., Ltd.

Remark :

- Under the assumption that all shareholders subscribe for the newly issued ordinary shares of the company which offered for sale to the existing shareholders in proportion to the shareholding of each shareholder (Rights Offering) in full amount according to their rights.
- Based on information from the Company's directors and executives. None of the company's directors or executives hold shares in the Company through a custodian.

Due to the company tends to expand the real estate development business and the credit business continuously. The Company therefore intends to issue new ordinary shares to finance business expansion through investment in domestic real estate development and overseas lending business. According to the company's business expansion plan Including for working capital which can increase liquidity and agility (flexibility) to the company as well as helping to strengthen the company's capital base without having to do multiple capital increases every year or every time the company needs to use the money to expand the business. Because of the company has a clear purpose for using the money. If the company proceeds to increase its capital several times every year, the company will have to pay for the expenses in holding the shareholders' meeting to approve the capital increase and the expenses for capital increase registration, such as capital increase registration fees. Registration fee for amending the memorandum of association as well as other fees associated with capital increase whenever fundraising is required. It also creates readiness for future investment according to the business strategy (business strategy) in this capital increase. The proceeds of the newly issued shares that the company will receive upon the issuance and offering of the newly issued ordinary shares to specific persons (Private Placement). The issuance and offering of the company's newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) in full amount equals to 4,057.23 million baht.

Table showing the details of the allocation of newly issued ordinary shares of the company and the amount of funds raised by the company

Allocated to	Number of shares (share)	Ratio (Old : New)	selling price (Baht per share)	Offering Value (baht)
1. Private Placement	2,562,500,000	-	1.13	2,895,625,000.00
2. Right Offering	4,646,406,094	1 existing stock : 1 new stock	0.25	1,161,601,523.50
Total	7,208,906,094	-		4,057,226,523.50

The company may not utilize all of the funds raised immediately but will carefully evaluate and allocate the funds for various business expansion opportunities. These decisions will consider the prevailing economic conditions, available business prospects, and aim to maximize benefits for the company and its shareholders. The specific allocation and timing of the funds will be determined based on thorough analysis and consideration of the company's long-term objectives and market conditions. It can be divided into 3 parts: (a) Investment for the development and expansion of existing businesses of the Group; (b) Investment for the expansion of secured financial business in Lao PDR; and (c) To be working capital of the company. (Details appear in Part 1 The allocation of newly issued ordinary shares to specific persons who are connected persons, Clause 1.10 Plan for the use of proceeds received from the issuance and offering of newly issued ordinary shares of this document) with details as follows:

Objective ^{/1}	Estimated amount (million baht)	Determine the approximate time for the money to be spent
(a) Development and expansion of existing businesses of the group with projected investments in various businesses		
- Real estate development	1,300.00	2023-2025
- Motorcycles, cars, agricultural equipment, gold, communication equipment and household electrical appliances in Lao PDR	1,400.00	2023-2024
(b) Expansion of investment in secured retail lending business in Lao PDR	1,000.00 ^{/2}	2023-2024
© Increasing working capital of the company	357.23 ^{/3}	2023
Total	4,057.23	

Remark

- /1 The company acknowledges the possibility of adjusting or reallocating the budget allocated for investment in the aforementioned businesses in the future. This will be done in a manner that is deemed appropriate and suitable based on the prevailing circumstances and in line with the specified objectives. The company will ensure compliance with the announcements, rules, and regulations set forth by the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as any relevant laws governing such investment activities.
- /2 Budget limit for investment in the business of providing credit services for motorcycles, cars, agricultural equipment, gold, communication equipment and household electrical appliances in Lao PDR in the amount of 1,000.00 million baht as mentioned above. This does not include the funds used for the transaction to invest in SML in the amount of 190.00 million baht, which comes from the company's operating cash flow. The Company is considering the use of capital increase to expand investment in secured retail lending business in Lao PDR, which may be in the form of capital increase in SML and/or Loan granting to SML, which will become a subsidiary of the company in the proportion of 100 % after the investment in SML transaction.
- /3 As of March 31, 2023, the company's cash and cash equivalents amount to 381.33 million baht. Additionally, after the financial statement reporting period, the company received 54.04 million baht from the exercise of the right to convert warrants (ALPHAX-W4). The company intends to allocate this cash for investment purposes, including 190.00 million baht for the transaction to invest in SML and 120.67 million baht for the real estate development project. Consequently, the company will have approximately 124.70 million baht remaining in cash and cash equivalents. This indicates that the company currently possesses sufficient financial liquidity to sustain its operations. Regarding the future of producing precursors, chemicals, and raw materials (including hemp plants, the company's outlook is influenced by the government's marijuana liberalization policy. If permitted by law, the company plans to utilize the capital increase as part of its working capital to engage in the production of precursors, chemicals, and raw materials related to hemp. However, if the law prohibits such production, the company will utilize the capital increase to support the expansion of investment in alternative businesses, compensating for any potential loss of profit from the precursor and chemical production segment. Furthermore, should the palm oil trading industry demonstrate favorable adjustments, the company will consider investing in this sector.

The Independent Financial Advisor believes that the proposed utilization of the proceeds received from the allocation of newly issued ordinary shares through Private Placement, along with the issuance of ordinary shares to existing shareholders through Rights Offering, is appropriate and reasonable. The offering price has been clearly determined. The company intends to employ the proceeds to further invest in the real estate development business, which is the core business of the company. Several projects have been thoroughly studied by the management, and appropriate development plans for each real estate project have been prepared. The Independent Financial Advisor has analyzed the results of various real estate projects of the company in terms of location, project nature setting, the selling price, construction planning and sales plan capital structure, etc., considering that the investment plan for each real estate development project of the company is appropriate and feasible. The use of the capital increase for the development and expansion of the real estate development business in the amount of 1,300.00 million baht is appropriate for the company's real estate project development plan. The company has deposited part of the land for 3 projects, namely IKON UDOMSUK, Sukhumvit 38 Condominium and Townhome Pathumthani Phase 1 projects. Also, Laos which is a business that the company foresees that there is a good growth opportunity. The Independent Financial Advisor has conducted a comprehensive analysis of business operations related to providing credit services for motorcycles, cars, agricultural equipment, gold, communication equipment, and household electrical appliances in Lao PDR. Based on their assessment, it has been determined that a capital increase of 1,400.00 million baht is suitable for the development and expansion of the company's credit services in these sectors. Furthermore, the Independent Financial Advisor has thoroughly examined the market for collateralized retail loans in Lao PDR. They believe that the company's investment expansion of 1,000.00 million baht in this area is appropriate and feasible. Therefore, the plan for utilizing the capital increase is designed to maximize the benefits for both the Company and its shareholders. The capital increase will enhance the Company's preparedness and financial flexibility, enabling it to operate more effectively. Additionally, shareholders will reap the benefits through dividends resulting from the Company's future growth. It's important to note that the funds raised from the issuance and offering of newly issued ordinary shares are just one of the cash flow management tools employed by the Company. The Company may also explore other funding sources, such as capital increase in various forms, borrowing from financial institutions, or the issuance of debentures. These measures are taken to ensure that the Company has ample funding sources to support its business operations.

1.2 Day, month, year of the transaction

After the board of directors' meeting resolved to approve the PP transaction, there are 6 individual investors, namely (a) Mr. Ekaphanh Phapithack (b) Mr. Manus Piyatrueng (c) Mr. Wiwat Kittipongkosol (d) Ms. Yanee Jeeraprapakan (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula will

enter into a share subscription agreement with significant conditions. The Company expects that the PP Transaction will be completed by October 2023.

1.3 Parties involved

Issuer and offering of shares : Alpha Divisions Public Company Limited

Person who will be offered shares :

List of private investors (Private Placement)	stake before capital increase		PP capital increase shares	RO capital increase shares	stake after capital increase	
	Number of shares	%	Number of shares	Number of shares	Number of shares	%
1. Mr.Ekaphanh Phapithack	-	-	1,100,000,000	1,100,000,000	2,200,000,000	23.67
2. Mr.Manus Piyatreung	-	-	1,100,000,000	1,100,000,000	2,200,000,000	23.67
3. Mr.Wiwat Kittipongkosol	-	-	300,000,000	300,000,000	600,000,000	6.46
4. Miss Yanee Jeeraprapakan	35,981,500	1.73	25,000,000	60,981,500	121,963,000	1.31
5. Mr.Theprith Saknarula	10,270,000	0.49	20,000,000	30,270,000	60,540,000	0.65
6. Mr.KavinSaknarula	25,369,650	1.22	17,500,000	42,869,650	85,739,300	0.92

1.4 Relationship and scope of interests before entering into the transaction

The 6 investors have no relationship with the company. However, the Board of Directors resolved to propose to the shareholders' meeting to approve the PP transaction. Nevertheless, (a) Mr.Ekaphanh Phapithack may be nominated as a director and/or executive of the Company, therefore, The issuance and offering of newly issued ordinary shares to (a) Mr.Ekaphanh Phapithack is considered a connected transaction according to the Notification of the Capital Market Supervisory Board No. Tor Jor 21/2551. dated on August 31, 2008 (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 Connected Transactions B.E. 2546 dated on November 19, 2003 (including at has been amended)

In addition, all investors are not related to directors, executives or shareholders major company. However, the Board of Directors resolved to propose to the shareholders' meeting to consider and approve the PP transaction.

1.5 Summary of the person who has been allocated the newly issued ordinary shares

1.5.1. Mr.Ekaphanh Phapithack

Name	Mr. Ekaphanh Phapithack																	
Nationality	Laos																	
Occupation	Businessman																	
Education	Bachelor's Degree in Finance and Accounting Savannakhet Technical and Vocational College																	
Experiences	SMG Group Sole Co.,Ltd	Position : Chairman																
	Joint Development Bank	Position : Chairman																
	Vientiane Insurance Co.,Ltd	Position : Chairman																
Holding shares and/or holding directorships in other companies at present	<table border="1"> <thead> <tr> <th>Company</th> <th>Type of business</th> <th>Authorized</th> </tr> </thead> <tbody> <tr> <td>SMG Group Sole Co.,Ltd</td> <td>Conducting business with mainly income from holding shares in other companies (holding company)</td> <td>Currently, the chairman of the board and authorized director and major shareholder holding 100%</td> </tr> <tr> <td>Vientiane Insurance Co.,Ltd</td> <td>Conducting life insurance business in Lao PDR</td> <td>Currently, the chairman of the board and authorized director and major shareholder holding 100%</td> </tr> <tr> <td>Joint Development Bank</td> <td>Commercial Banks in Lao PDR Even though, the commercial banking business has credit. The lending of commercial banks will have a different target group than the company. Commercial banks will mainly focus on lending to large customers due to their large capital base. There is a strategy to diversify the retail credit account only a small amount to manage the risk.</td> <td>Currently, the chairman of the board and authorized director and major shareholder holding 100%</td> </tr> <tr> <td>Simoung Express Loan Non Deposit Taking</td> <td>Operates a secured retail lending business in Lao PDR</td> <td>Currently, indirectly holding 99.99% through SMG</td> </tr> </tbody> </table>			Company	Type of business	Authorized	SMG Group Sole Co.,Ltd	Conducting business with mainly income from holding shares in other companies (holding company)	Currently, the chairman of the board and authorized director and major shareholder holding 100%	Vientiane Insurance Co.,Ltd	Conducting life insurance business in Lao PDR	Currently, the chairman of the board and authorized director and major shareholder holding 100%	Joint Development Bank	Commercial Banks in Lao PDR Even though, the commercial banking business has credit. The lending of commercial banks will have a different target group than the company. Commercial banks will mainly focus on lending to large customers due to their large capital base. There is a strategy to diversify the retail credit account only a small amount to manage the risk.	Currently, the chairman of the board and authorized director and major shareholder holding 100%	Simoung Express Loan Non Deposit Taking	Operates a secured retail lending business in Lao PDR	Currently, indirectly holding 99.99% through SMG
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	SMG Group Sole Co.,Ltd	Conducting business with mainly income from holding shares in other companies (holding company)	Currently, the chairman of the board and authorized director and major shareholder holding 100%															
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Simoung Express Loan Non Deposit Taking	Operates a secured retail lending business in Lao PDR	Currently, indirectly holding 99.99% through SMG																

Microfinance Institutions Co., Ltd.		
Simoung Power Sole Co.,Ltd	Electricity generation and transmission in Lao PDR	Currently, the chairman of the board and authorized director and major shareholder holding 100%
Namphao Hydro Power Co.,Ltd	Electricity generation and transmission in Lao PDR	Currently, the chairman of the board and authorized director and major shareholder holding 100%
Xe Lanongtangeun Hydro Power Sole Co.,Ltd	Electricity generation and transmission in Lao PDR	Currently, the chairman of the board and authorized director and major shareholder holding 100%
Bitqik Sole Co.,Ltd	Operates a licensed digital asset trading web platform in Lao PDR	Currently, the chairman of the board and authorized director and major shareholder holding 100%
Big Data Co.,Ltd	Operates a data management system service business in Lao PDR.	Currently, the chairman of the board and authorized director and major shareholder holding 100%
Simoung Consulting Law Sole Co.,Ltd	Providing legal services in Lao PDR	Currently, the chairman of the board and authorized director and major shareholder holding 100%
SMG Petroleum Import and Export Sole Co.,Ltd	Importing and exporting fuel in Lao PDR	Currently, the chairman of the board and authorized director and major shareholder holding 100%
SMG Petroleum Distribution Sole Co.,Ltd	Operating a fuel distribution center business in Lao PDR	Currently, the chairman of the board and authorized director and major shareholder holding 100%
S-M Jets LAOS Sole Co.,Ltd	Operates a private passenger terminal service business to support private charter flights (Private Jet Terminal) in Lao PDR.	Currently, the chairman of the board and authorized director and major shareholder holding 100%
AP Trading and Investment Sole Co.,Ltd	Providing investment advisory services in Lao PDR	Currently, the chairman of the board and authorized

			director and major shareholder holding 100%
	<p>However, there are no conflicts or conflicts between any other companies under the control of Mr. Ekaphanh Phapithack in business operations and investments with the company. The company acknowledges and understands the risk of conflicts of interest is very well. In this regard, the company will have a process to monitor compliance with measures to prevent conflicts of interest as specified by the company. A report will be made to the Audit Committee. The company will follow the guidelines for such measures as a standard in the event that there is a risk of a conflict of interest. The company will also report to the audit committee and disclose the measures to prevent conflicts of interest that have been established in Form 56-1 One Report. The company's established conflicts of interest are transparent and appropriate to prevent potential conflicts of interest in the future.</p>		
Relationship with the company	<p>Not related to the directors, executives, or major shareholders of the company. However, the Board of Directors has resolved to propose the Private Placement transaction to the shareholders' meeting for consideration and approval. After the completion of the PP transaction, Mr.Ekaphanh Phapithack will be a major shareholder of the company. He maybe nominated as directors and/or executives of the company</p>		
Other Relationship	<p>In the past, (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatreung did the business of importing cars together due to the same passion for certain models of cars, which is why investors (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatreung have known each other. However, (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatreung have no intention and behavior to represent each other and/or to hold shares on behalf of each other (Nominee shareholder) in any way</p>		

1.5.2. Mr.Manas Piyatreung

Name	Mr.Manas Piyatreung
Nationality	Thai
Occupation	Businessman
Education	<p>Bachelor's degree, Faculty of Fine and Applied Arts Hotel and Tourism Business Kasem Bundit University</p> <p><u>Training</u></p> <ol style="list-style-type: none"> 1. Production Management Development Program in plastic products, Faculty of Engineering Chulalongkorn University 2. The Art of Leadership (Workshop) at Department of Industrial Promotion 3. Mini MBA Class 23, Thammasat University 4. Through project workshops "Professional Family Business Management" at Kasikorn Bank Public Company Limited 5. Pillars for the Land Course "Honor under His Majesty's Royal Majesty" under His Majesty's Royal Majesty

Experiences	The President of Maneemongkol Import-Export Co., Ltd.																					
Holding shares and/or holding directorships in other companies at present	<table border="1"> <thead> <tr> <th>Company</th> <th>Type of business</th> <th>Authorized</th> </tr> </thead> <tbody> <tr> <td>Maneemongkol Import-Export Co., Ltd.</td> <td>Plastic Bag Manufacturer and Distributor</td> <td>Currently, the chairman of the board and authorized director and major shareholder holding 83.68%</td> </tr> <tr> <td>TPF Construction and Warehouse Co., Ltd.</td> <td>Real estate rental</td> <td>Currently, the director and major shareholder holding 83.68%</td> </tr> <tr> <td>A.T.M. Property Co., Ltd.</td> <td>Buying and selling non-residential real estate</td> <td>Currently, the director and major shareholder holding 66.94%</td> </tr> <tr> <td>A.T.M. Trading Co., Ltd.</td> <td>Buying and selling non-residential real estate</td> <td>Currently, the chairman of the board and authorized director and major shareholder holding 100%</td> </tr> <tr> <td>CSC (Asian) Co., Ltd.</td> <td>Buying and selling non-residential real estate</td> <td>Currently, the chairman of the board and authorized director and major shareholder holding 100%</td> </tr> <tr> <td>AM Energy (Thailand) Co., Ltd.</td> <td>Power generation and transmission</td> <td>Currently, the director and major shareholder holding 60.00%</td> </tr> </tbody> </table>	Company	Type of business	Authorized	Maneemongkol Import-Export Co., Ltd.	Plastic Bag Manufacturer and Distributor	Currently, the chairman of the board and authorized director and major shareholder holding 83.68%	TPF Construction and Warehouse Co., Ltd.	Real estate rental	Currently, the director and major shareholder holding 83.68%	A.T.M. Property Co., Ltd.	Buying and selling non-residential real estate	Currently, the director and major shareholder holding 66.94%	A.T.M. Trading Co., Ltd.	Buying and selling non-residential real estate	Currently, the chairman of the board and authorized director and major shareholder holding 100%	CSC (Asian) Co., Ltd.	Buying and selling non-residential real estate	Currently, the chairman of the board and authorized director and major shareholder holding 100%	AM Energy (Thailand) Co., Ltd.	Power generation and transmission	Currently, the director and major shareholder holding 60.00%
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Relationship with the company	Not related to the directors, executives, or major shareholders of the company. However, the Board of Directors has resolved to propose the Private Placement transaction to the shareholders' meeting for consideration and approval																					
Other Relationship	In the past, (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng did the business of importing cars together due to the same passion for certain models of cars, which is why investors (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng have known each other. However, (a) Mr.Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng have no intention and behavior to represent each other and/or to hold shares on behalf of each other (Nominee shareholder) in any way																					

1.5.3. Mr.Wiwat Kittipongkosol

Name	Mr.Wiwat Kittipongkosol
Nationality	Thai
Occupation	Businessman

Education	Ph.D. in Marketing, Suan Sunandha Rajabhat University Master's Degree in Economics, Northeastern University U.S.A. Master of Marketing, University of Detroit U.S.A. Bachelor's Degree in Marketing, Assumption University																										
Experiences	<table border="1"> <thead> <tr> <th>Company</th> <th>Authorized</th> </tr> </thead> <tbody> <tr> <td>The Siam Commercial Leasing PLC</td> <td>Member of The Board of Director</td> </tr> <tr> <td>The Siam Commercial Leasing PLC</td> <td>Member of The Board of Director</td> </tr> <tr> <td>Siam Commercial Bank</td> <td>EVP of Head of SME Business</td> </tr> <tr> <td>ACL Bank</td> <td>Senior Vice President - Product & Marketing</td> </tr> <tr> <td>Nippon Paint (Thailand) Ltd</td> <td>General Manager</td> </tr> <tr> <td>Citibank</td> <td>Vice President and Marketing Head</td> </tr> <tr> <td>East Asiatic Marketing Services (Thailand) Ltd</td> <td>Managing Director</td> </tr> <tr> <td>Sara Lee Trading (Thailand) Ltd</td> <td>General Manager</td> </tr> <tr> <td>Nicholas Kiwi (Thailand) Ltd</td> <td>General Manager</td> </tr> <tr> <td>Anglo Thai (Thailand) Ltd</td> <td>A member of Inchcape Group, Division Manager</td> </tr> <tr> <td>Borneo (Thailand) Ltd</td> <td>A member of Inchcape Group, Executive. Marketing Manager</td> </tr> <tr> <td>3M Thailand Ltd</td> <td>Market Development Manager</td> </tr> </tbody> </table>	Company	Authorized	The Siam Commercial Leasing PLC	Member of The Board of Director	The Siam Commercial Leasing PLC	Member of The Board of Director	Siam Commercial Bank	EVP of Head of SME Business	ACL Bank	Senior Vice President - Product & Marketing	Nippon Paint (Thailand) Ltd	General Manager	Citibank	Vice President and Marketing Head	East Asiatic Marketing Services (Thailand) Ltd	Managing Director	Sara Lee Trading (Thailand) Ltd	General Manager	Nicholas Kiwi (Thailand) Ltd	General Manager	Anglo Thai (Thailand) Ltd	A member of Inchcape Group, Division Manager	Borneo (Thailand) Ltd	A member of Inchcape Group, Executive. Marketing Manager	3M Thailand Ltd	Market Development Manager
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Borneo (Thailand) Ltd	A member of Inchcape Group, Executive. Marketing Manager																										
3M Thailand Ltd	Market Development Manager																										
Holding shares and/or holding directorships in other companies at present	Currently, not a major shareholder and does not hold directorship positions in other companies																										
Relationship with the company	Not related to the directors, executives, or major shareholders of the company. However, the Board of Directors has resolved to propose the Private Placement transaction to the shareholders' meeting for consideration and approval																										
Other relationship	Mr. Wiwat Kittipongkosol Formerly served as the Chief Economic Advisor of the Joint Development Bank (JDB), which is a commercial bank under the control of Mr. Ekaphanh Phapithack who is a major shareholder and authorized director. Mr. Wiwat Kittipongkosol retirement and he is only a general investor who has no other relationship with other investors. The decisions are made independently.																										

1.5.4. Miss Yanee Jeeraprapakan

Name	Miss Yanee Jeeraprapakan
Nationality	Thai
Occupation	Businesswoman
Education	Master's Degree in Financial Economics, Chulalongkorn University Bachelor's Degree in Accounting, Sukhothai Thammathirat Open University Bachelor's Degree in Banking and Finance, Chulalongkorn University

Experiences and Holding shares and/or holding directorships in other companies at present	Company	Type of business	Authorized
	Ubon Wiboon Limited Partnership	Tire Distributor	Currently, the position of assistant finance manager and major shareholder with 99.99%
	Ubon Ratchathani University	Institution	Currently, a lecturer in finance and banking.
Relationship with the company	Never had a relationship with the company and not related to directors, executives or major shareholders of the Company. The Board of Directors resolved to approve the shareholders' meeting to consider and approve the PP transaction. Miss Yanee Jeeraprapakan is a shareholder of the Company in the amount of 35,981,500 shares, representing 1.73 percent of the total number of paid-up shares of the Company		

1.5.5. Mr.Theprith Saknarula

Name	Mr.Theprith Saknarula		
Nationality	Thai		
Occupation	Businessman		
Education	Thai Sikh International		
Experiences and Holding shares and/or holding directorships in other companies at present	Company	Type of business	Authorized
	Orchid Lace Co., Ltd.	Manufacture of knitted and crocheted fabrics	Currently, the authorized director and major shareholder holding 81%
	Jasmine Manufacturing Co., Ltd.	Wholesale of threads and fabrics	Currently, the authorized director and major shareholder holding 66.66%
	KK Global Intertrade Co., Ltd.	Wholesale of threads and fabrics	Currently, the authorized director and major shareholder holding 100%
	Park Royal Co., Ltd.	Hotels, resorts and suites	Currently, the authorized director and major shareholder holding 50%
	Ekkamai Estate Co., Ltd.	Hotel service apartment	Currently, the authorized director and major shareholder holding 100%
	Prime Zone Property Co., Ltd.	Hotel	Currently, the authorized director and major shareholder holding 100%
	Royal Orchid Property Co., Ltd.	Renting real estate for residence	Currently, the authorized director and major shareholder holding 100%

	Inter Residence Co., Ltd.	Rental of recreational and sports properties	Currently, the authorized director and major shareholder holding 59%
Relationship with the company	Never had a relationship with the company and not related to directors, executives or major shareholders of the Company. The Board of Directors resolved to approve the shareholders' meeting to consider and approve the PP transaction. Mr.Theprith Saknarula is the Company's shareholder holding 10,270,000 shares, representing 0.49 percent of the total paid-up shares of the company. In this regard, Mr. Theprith Saknarula is related by blood to Mr. Kavin Saknarula. Mr. Theparith Saknarula is the father of Mr. Kavin Saknarula.		

1.5.6. Mr.Kavin Saknarula

Name	Mr.Kavin Saknarula		
Nationality	Thai		
Occupation	Businessman		
Education	Master's Degree in Finance and Accounting, Imperial College Business School Bachelor of Business Administration, University College London		
Experiences and Holding shares and/or holding directorships in other companies at present	Company	Type of business	Authorized
	Orchid Lace Co., Ltd.	Manufacture of knitted and crocheted fabrics	Currently, General Manager, Authorized director and indirect major shareholder
	Jasmine Manufacturing Co., Ltd.	Wholesale of threads and fabrics	Indirect major shareholders and authorized directors
	Park Royal Co., Ltd.	Hotels, resorts and suites	Authorized Director
	Siam Commercial Bank	Financial Institution	Strategic Consultant
	UOBAM	Trading mutual funds provident fund and private funds	Strategic Consultant
Relationship with the company	Never had a relationship with the company and not related to directors, executives or major shareholders of the Company While the Board of Directors resolved to approve the shareholders' meeting to consider and approve the PP transaction. Mr.Kavin Saknarula is the Company's shareholder holding 25,369,650 shares, representing 1.22 percent of the total paid-up shares of the Company. In this regard, Mr. Theprith Saknarula is related by blood to Mr. Kavin Saknarula. Mr. Theparith Saknarula is the father of Mr. Kavin Saknarula.		

1.6 Total value of the offering of newly issued ordinary shares

The Extraordinary General Meeting of Shareholders has resolved to increase the registered capital of the company by 1,802,226,523.50 baht, resulting in a total registered capital of 2,323,203,047.00 baht. This will be achieved by issuing new ordinary shares not exceeding 7,208,906,094 shares with a par value of 0.25 baht per share. The allocation of the newly issued ordinary shares will be as follows: (1) The company will issue and offer newly issued ordinary shares through private placement, with a maximum of 2,562,500,000 shares at a par value of 0.25 baht per share. The allocation may be done in full or in part, and it can be allocated at once or from time to time. The offering price for these shares will be set at 1.13 baht per share. (2) The company will allocate newly issued ordinary shares to existing shareholders in proportion to their respective shareholdings. The maximum number of shares allocated through Rights Offering will be 4,646,406,094 shares at a par value of 0.25 baht per share. For the Private Placement, the allocation ratio will be 1 existing ordinary share to 1 newly issued ordinary share. Any fractions of shares resulting from the calculation will be disregarded. The offering price for the Rights Offering will be set at 0.25 baht per share.

The Company will receive funding after the issuance and offering of newly issued ordinary shares to specific persons (Private Placement) and the issuance and offering of newly issued ordinary shares of the Company to existing shareholders in proportion to their respective shareholdings. Each shareholder holds (Rights Offering) in full amount as follows:

Allocation type	Number of shares	Selling price	Fundraising Value (Baht)
Private placement with a clearly defined offering price	No more than 2,562,500,000 shares	1.13 baht per share	2,895.63 million baht
Existing shareholders of the company in proportion to their shareholding (Rights Offering)	No more than 4,646,406,094 shares	0.25 baht per share	1,161.60 million baht
Total	No more than 7,208,906,094 shares	-	4,057.23 million baht

1.7 Criteria used to determine the offering price

The company has engaged in discussions with investors to gather their opinions on the overall business of the company, as well as to determine the appropriate price and conditions for investing in the company's shares. Considering the current economic and capital market conditions, the company has identified six investors who have expressed interest and are prepared to formally express their intention to invest in the company. These 6 investors are: (a) Mr. Ekaphanh Phapithack (b) Mr. Manus Piyatreng (c) Mr. Wiwat Kittipongkosol (d) Ms. Yanee Jeerapapakan (e) Mr. Theprith Saknarula (f) Mr. Kavin Saknarula So, the company is optimistic about the success of this endeavor and believes that it will secure the necessary capital to expand its business as planned.

Consequently, the company is considering offering newly issued ordinary shares to all six investors through a private placement arrangement. The offering price will be clearly determined and will be based on the market price with a discount of no more than 10%. The market price will be calculated based on the weighted average price of the company's shares on the Stock Exchange of Thailand (SET) for the preceding 15 consecutive business days leading up to the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting No. 2/2023 held on May 12, 2023. This approach allows for a sufficient period to capture the trading volume and trading price that reflects the market value of the company's shares.

The offering price of the newly issued ordinary shares at this time is the result of negotiations between the Company and the investors, set at 1.13 baht per share. This price represents a 9.95 percent discount from the market price of ALPHAX ordinary shares traded on the Stock Exchange of Thailand (SET). The market price is calculated based on the weighted average price of ALPHAX ordinary shares traded on the SET over the past 15 consecutive business days prior to the date on which the Board of Directors proposed the agenda to the shareholders' meeting. The Company seeks approval to offer newly issued shares through a private placement (Private Placement) from April 18, 2023, to May 11, 2023. The market price during this period was 1.25 baht per share. Therefore, the offering price for the newly issued ordinary shares in this private placement does not fall below 90 percent of the market price, as specified in the Notification of the Capital Market Supervisory Board No. Tor Jor 28/2565. Consequently, these shares issued to specific persons (Private Placement) are not subject to the conditions of the prohibition of sale (Silent Period) outlined in the rules specified in the Notification of the Stock Exchange of Thailand regarding the listing of ordinary shares or preferred shares in a capital increase as listed securities, B.E. 2558 dated May 11, 2015 (including any amendments) (collectively referred to as the 'Notice of Approval of PP Shares Offering'). Regarding the calculation of the weighted average price of ALPHAX ordinary shares traded in the stock market, specific details are as follows:

No.	Date	Total volume (Thousand shares)	Total value (Million baht)	Average price (Baht/share)
1	May 11, 2023	53,410.80	72.80	1.36
2	May 10, 2023	57,154.74	73.32	1.28
3	May 9, 2023	24,201.67	28.33	1.17
4	May 8, 2023	3,730.81	4.13	1.11
5	May 3, 2023	7,065.20	7.45	1.05
6	May 2, 2023	988.59	1.08	1.09
7	April 28, 2023	996.30	1.10	1.11
8	April 27, 2023	6,279.00	6.87	1.09
9	April 26, 2023	1,112.55	1.24	1.12
10	April 25, 2023	2,230.72	2.54	1.14
11	April 24, 2023	8,640.85	10.01	1.16
12	April 21, 2023	2,882.24	3.42	1.19

No.	Date	Total volume (Thousand shares)	Total value (Million baht)	Average price (Baht/share)
13	April 20, 2023	2,542.82	3.09	1.22
14	April 19, 2023	6,036.64	7.47	1.24
15	April 18, 2023	6,891.91	8.25	1.20
The weighted average market price of 15 business days prior to the offering date				1.25
90% of the weighted average market price 15 business days prior to the offering date				1.129

Therefore, such shares issued to private placement (Private Placement) are not subject to the conditions of prohibition of sale (Silent Period) in accordance with the rules prescribed in the Notification of Rules, Conditions and Procedures for Consideration of Listing of Capital Increase Shares as Listed Securities.

1.8 Type and size of the transaction

Calculating the size of the transaction

1.8.1. Connected transactions

In entering into this transaction of offering newly issued ordinary shares to specific persons (a) Mr.Ekaphanh Phapithack may be nominated as a director and/or executive of the Company. Therefore, the said transaction is considered a connected transaction according to the Connected Transaction Notifications. The size of the transaction is calculated by using the total value of consideration and the value of net tangible assets (“NTA”) of the Company using information from the financial statements as of March 31, 2023, equal to 1,237.05 million.

Details of the calculation of the size of the connected transaction

Financial data to calculate (million baht)	March 31, 2023
Total assets	1,835.29
<u>Less</u> intangible assets	108.36
<u>Less</u> total liabilities	300.96
<u>Less</u> non-controlling interests	188.91
Net tangible assets (NTA)	1,237.05

Remark: Net Tangible Assets (NTA) means total assets – intangible assets – total liabilities – non-controlling interests. (Net intangible assets consist of goodwill, intangible assets deferred income tax)

Calculation of connected transaction size

Topic	Calculation formula
Transactions relating to assets or services	$\frac{\text{Total value}}{\text{NTA of company}}$

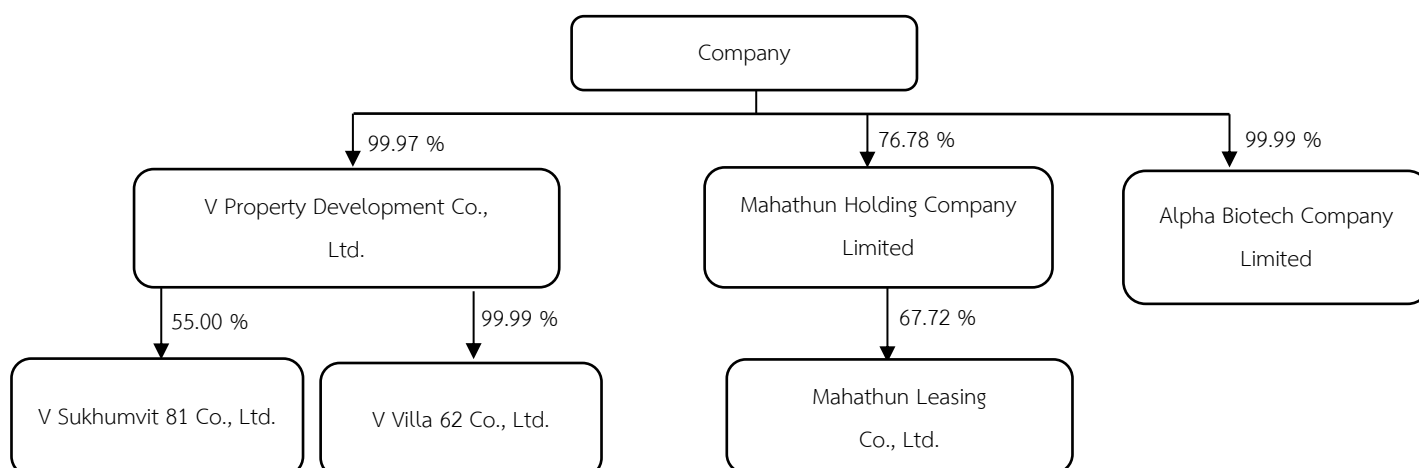
Private placement	Calculated as of March 31, 2023	Transaction size
(a) Mr.Ekaphanh Phapithack	1,243.00 MB. / 1,237.05 MB. = 100.48 %	It is a large transaction, more than 20 million baht and more than 3% of NTA (37.11 million baht).

When considering the total value of the investment from Mr. Ekaphanh Phapithack, who is a connected person, which is approximately 1,243.00 million baht, and calculating the transaction size based on the Connected Transaction Notifications, it is found that the transaction size is equal to 100.48 percent of the company's net tangible assets (NTA). The NTA, as of March 31, 2023, is 1,237.05 million baht. When combined with other connected transactions, the transaction size exceeds 20 million baht and 3% of the net tangible assets of the company. Therefore, the transaction is considered a large transaction of connected transactions, and the company has the obligation to comply with the connected transaction announcements. This includes disclosing information about the transaction to the Stock Exchange of Thailand and taking various actions such as (1) organizing a shareholders' meeting and sending notice of the meeting at least 14 days in advance, requiring approval by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, and (2) appointing an independent financial advisor (IFA) to provide opinions on the transaction and submit them to the SEC, SET, and Stock Exchange of Thailand, as well as the shareholders of the company.

The Company has not entered into any other connected transactions with investors or their related persons or close relatives during 6 months prior to the date of entering into this transaction.

1.9 Details of group company structure and type of business of the group of companies

The structure of company as follow:



At present, the business operations of the company can be divided into 4 types of businesses as follows:

- (1) Real estate development business which is the main business of the company operated by V Property Co., Ltd. Development Co., Ltd. (Formerly known as Ocean Victor Co., Ltd. (“V Property”), a subsidiary of the company. The Company holds 99.97% of shares in V Property. The Company's current real estate development projects are under V Sukhumvit 81 Co., Ltd. and V Villa 62 Co., Ltd., in which V Property holds 55.00% and (V Metro Holding Co., Ltd. holds 45.00%) and 99.99 percent respectively.
- (2) Motorcycles, cars, agricultural equipment, gold, communication equipment and household electrical appliances in the Lao People's Democratic Republic (“Lao PDR”) operated by Mahathun Leasing Public Company Limited (“MHTL”). MHTL is a public company listed on the Lao Securities Exchange, a subsidiary of MHTH holds 76.78% of shares in MHTL (20 minority shareholders holding 23.22% of total shares). MHTH holds 67.72% of shares in MHTL (minority shareholders holding 32.28% of total shares).
- (3) The business of manufacturing precursors and chemicals, raw materials including hemp and/or hemp plants operated by Alpha Biotech Co., Ltd. (formerly known as KTDM Co., Ltd.) (“Alpha Biotech”), which is a subsidiary of the Company with a 99.99% stake in Alpha Biotech.

The hemp plant is gaining significant attention in Thailand as a new cash crop, especially after the government's announcement to decriminalize cannabis. The government has permitted activities such as planting, production, seed importation, possession, and sale of hemp without considering it a drug with the numerous benefits associated with hemp plants. There are possibilities for its utilization in various industries, including beverages, food, medicines, supplements, clothing, and personal care products. Consequently, the hemp market is expected to experience substantial growth in the future. Currently, the company possesses high-capacity machines capable of processing up to 300 kilograms of raw materials per month. Based on the company's business management plan, these machines are anticipated to sufficiently cater to the market's needs in the short to medium term. Therefore, the capital increase at this time has not been allocated for investment in the production of precursors and chemicals related to hemp and/or hemp plants.

- (4) Palm oil trading business which is operated by Alpha Divisions Public Company Limited

In the current situation, the company has delayed palm oil trading. Due to the oversupply of palm oil which caused the price to drop sharply. It is caused by the mechanism of supply and demand of the market. The company foresees that during the current situation. It is not appropriate to conduct palm oil trading business. Therefore, the capital increase has not yet

been allocated this time for investing in such palm oil trading business. However, if in the future the company foresees an opportunity to grow in the palm oil trading industry, which will be able to generate income and make profits for the company. The company will consider investing in palm oil trading business again.

Table showing the company's revenue structure and subsidiaries divided by business group

	2020		2021		2022		3 months in 2023	
	MB	%	MB	%	MB	%	MB	%
Main business income								
Faucet business	0.19	0.03	-	-	-	-	-	-
Palm oil business	73.57	11.73	21.77	4.28	-	-	-	-
Real estate development business	539.53	85.99	446.82	87.89	198.19	55.77	41.00	65.56
Hemp plants business	-	-			98.88	27.82	0.44	0.70
Leasing business	-	-			49.60	13.96	19.10	30.54
Total income from core business	613.29	97.75	468.59	92.17	346.67	97.55	60.54	96.80
Other income	14.13	2.25	39.81	7.83	8.69	2.45	2.00	3.20
Total income	627.42	100.00	508.40	100.00	355.36	100.00	62.54	100.00

1.10 Proceeds utilization plan from the issuance and offering of newly issued ordinary shares

Table showing the purpose of utilizing the proceeds received from this capital increase

Objective	Estimated amount (million baht)	Determine the approximate time for the money to be spent
(a) Development and expansion of existing businesses of the group with projected investments in various businesses		
- Real estate development	1,300.00	2023-2025
- Motorcycles, cars, agricultural equipment, gold, communication equipment and household electrical appliances in Lao PDR	1,400.00	2023-2024
(b) Expansion of investment in secured retail lending business in Lao PDR	1,000.00	2023-2024
© Increasing working capital of the company	357.23	2023
Total	4,057.23	

Remark :

- /1 The company may consider adjusting or transferring the budget amount for investment in the above businesses later. As it deems appropriate and suitable for the situation at that time within the objectives specified above. The Company will proceed in accordance with the announcements, rules and regulations of the Securities and Exchange Commission. Stock Exchange of Thailand including relevant laws
- /2 Budget limit for investment in the business of providing credit services for motorcycles, cars, agricultural equipment, gold, communication equipment and household electrical appliances in Lao PDR in the amount of 1,000.00 million baht as mentioned above. This does not include the funds used for the transaction to

invest in SML in the amount of 190.00 million baht, which comes from the cash flow from the company's operations. The Company is considering the use of capital increase to expand investment in secured retail lending business in Lao PDR, which may be in the form of capital increase in SML and/or Loan granting to SML, which will become a subsidiary of the company in the proportion of 100 % after the investment in SML transaction.

/3 As of March 31, 2023, the company's cash and cash equivalents amount to 381.33 million baht. Additionally, after the financial statement reporting period, the company received 54.04 million baht from the exercise of the right to convert warrants (ALPHAX-W4). The company intends to allocate this cash for investment purposes, including 190.00 million baht for the transaction to invest in SML and 120.67 million baht for the real estate development project. Consequently, the company will have approximately 124.70 million baht remaining in cash and cash equivalents. This indicates that the company currently possesses sufficient financial liquidity to sustain its operations. Regarding the future of producing precursors, chemicals, and raw materials (including hemp plants, the company's outlook is influenced by the government's marijuana liberalization policy. If permitted by law, the company plans to utilize the capital increase as part of its working capital to engage in the production of precursors, chemicals, and raw materials related to hemp. However, if the law prohibits such production, the company will utilize the capital increase to support the expansion of investment in alternative businesses, compensating for any potential loss of profit from the precursor and chemical production segment. Furthermore, should the palm oil trading industry demonstrate favorable adjustments, the company will consider investing in this sector.

Since the company aims to continually expand its real estate development and credit business, it intends to issue new ordinary shares to finance such business expansion. This includes investments in domestic real estate development and overseas lending business, as per the company's expansion plan. The issuance of new shares will also contribute to increasing liquidity and agility, strengthening the company's capital base, and avoiding the need for frequent capital increases whenever the company requires funds for business expansion. The company has a clear purpose for utilizing the funds raised. If the company were to conduct multiple capital increases throughout the year, it would incur expenses related to convening shareholders' meetings to approve the capital increases, as well as expenses for capital increase registration, such as registration fees and fees associated with amending the memorandum of association. By issuing new shares for financing purposes, the company can avoid these frequent expenses associated with capital increases whenever there is a need for fundraising. Additionally, this capital increase facilitates preparedness for future investments in line with the company's business strategy. The total proceeds from the issuance and offering of newly issued ordinary shares through Private Placement and Rights Offering, based on the proportion of shares held by each shareholder, will amount to 4,057.23 million baht.

Table showing the details of the allocation of newly issued ordinary shares of the Company and the amount of funds raised by the Company

Allocated to	Number of shares (share)	Ratio (Old : New)	selling price (Baht per share)	Offering Value (baht)
1. Private Placement	2,562,500,000	-	1.13	2,895,625,000.00
2. Right Offering	4,646,406,094	1 existing stock : 1 new stock	0.25	1,161,601,523.50
Total	7,208,906,094	-		4,057,226,523.50

The company may not use all of the funds raised at once. It will consider allocating the money from the funding to invest in various business expansions, both in the near term and in the long term in the future. As the Company's Board of Directors considers appropriate by considering the economic conditions and various business opportunities that exist at that time. The best interests of the company, its shareholders under the objectives that have been informed to the shareholders in this information memorandum. The company receives money from the issuance of newly issued ordinary shares. The company expects to implement the company's financing plan as described below. This financing plan may be adjusted at the discretion of the Board of Directors of the Company and in accordance with the investment plan. The future economic and business conditions under the framework informed to the shareholders in this information memorandum. The company will proceed in accordance with the announcements, rules and regulations of the Securities and Exchange Commission. Stock Exchange of Thailand including relevant laws. The company will report on the progress of the utilization of the capital increase in the annual information disclosure form (Form 56-1 One Report).

Development and expansion of real estate development business

At present, the company has one high-rise real estate project in the category of condominiums, i.e. IKON SUKHUMVIT 77 project located on Soi Sukhumvit 77 and one low-rise real estate project in the category of luxury detached houses, i.e. The Valor project located on Soi Ramintra 62. However, if considering the income from the real estate development business. It can be seen that the income from the real estate development business for the year 2022 amounted to 198.19 million baht, a decrease of 248.63 million baht or a decrease of 55.64% compared to the year 2021, which amounted to 446.82 million baht. Due to the IKON SUKHUMVIT 77 project, the remaining number of condominium units for sale to customers has decreased, which in 2022, ownership can be transferred at 15.80 percent of the total number of condominium units. The remaining condominiums that have not been transferred are 0.68 percent of the total number of condominiums. The revenue from real estate development business for the first quarter of 2023 was caused by the transfer of ownership of The Valor project, resulting in a decrease in real estate development revenue. In the past, the company has not developed any additional real estate projects due to the overall economic situation. The situation of the spread of the COVID-19 virus, which affects the industry's demand and hinders the process of contacting government agencies to request permission to develop the company's projects.

The company plans to expand investment in real estate business. It will focus on the development of both high-rise and low-rise real estate projects. The company foresees the growth potential of both high-rise and low-rise real estate markets. Therefore, there is a plan to develop such projects to accommodate the changing needs and behaviors of consumers after the outbreak of the COVID-19 virus. As a result, Consumers are increasingly demanding to buy their own homes in response to New Normal lifestyles or wanting homes to be safe areas where they can live happily. For high-rise real estate projects, the company has planned the development of two projects: 1) IKON UDOMSUK, which will consist of a low-rise condominium covering approximately 2 rai of land. It will be situated at Soi Udomsuk 29 and will offer various convenient facilities to cater to the needs of customers who have recently entered the workforce. The target market for this project comprises individuals with a moderate purchasing power and a desire to own their own residence, despite having a relatively low to medium income base and 2) The Sukhumvit 38 Condominium project is a high-rise condominium with a total area of 337 square meters, located on Soi Sukhumvit 38, which is a quiet alley. The environment in the alley is very good and suitable for the location of the residence in order to meet the needs of customers who are high-level executives or business owners who want privacy that comes with luxury and have medium-to-high purchasing power.

In addition, the Company has also planned to develop another low-rise real estate project, Townhome Pathumthani Phase 1 and Phase 2, due to its short project life cycle and requires less investment compared to condominium projects. It is also able to divide the development phase, allowing the company to recognize revenue faster than condominium projects. In addition, the development of condominium projects tends to take longer to develop. Due to the extensive requirements and procedures involved in obtaining approval for an Environmental Impact Assessment (EIA) report, including the need to secure consent from the surrounding community, the company has decided to make adjustments in the proportion of its project development. It will now focus on developing low-rise real estate projects in order to generate consistent cash flow and income for the company's continuous growth. Consequently, the company has initiated a search for potential land plots in strategic locations within Bangkok and its surrounding areas. Upon conducting the search, the company has identified a land plot measuring approximately 43 rai in Khlong Song Sub-district, Khlong Luang District, Pathumthani Province. This land is deemed suitable for the development of townhome projects, single houses, and twin houses, targeting customers in the working-age group with moderate purchasing power. The chosen location presents an opportunity to cater to the housing needs of this specific customer segment.

Table showing funding sources for various projects for the Company's real estate development business

Project	Project value (million baht)	Source of funds (million baht)			Status
		Capital Increase	Loans ^{/1}	Cash from Operations	
IKON Udomsuk	742.18	200 ^{//}	240	22.73	Waiting for the transfer of land ownership. There is in the process of preparing the EIA report. The IKON UDOMSUK project has a land cost of 139.20 million baht. The company plans to start selling in the first quarter of 2024 and start transferring ownership in the first quarter of 2025
Sukhumvit 38 Condominium	1,514.50	450 ^{/-}	460	42.79	Put some land deposits. The Sukhumvit 38 Condominium project has a land cost of 384.62 million baht, of which 314.62 million baht. It has already been deposited. The company plans to start selling in the third quarter of 2024 and start transferring ownership in the first quarter of the 2027
Townhome Pathumthani Phase 1	957.78	400 ^{/a}	320	33.38	Put some land deposits. Townhome Pathumthani Phase 1 project has a land cost of 150.00 million baht, of which 60.00 million baht It has already been deposited in quarter 4 of 2026
Townhome Pathumthani Phase 2	520.4	250 ^{/b}	180	21.77	Feasibility study
Total		1,300.00	1,200.00	120.67	The feasibility of the project has been studied. The Townhome Pathumthani Phase 2 project has a land cost of 90.00 million baht. The company plans to start selling in the first quarter of 2026 and start transferring ownership in the quarter 3 of 2027

Remarks :

- /1 The Company has a policy to determine the investment structure of the company's real estate development projects. The management of the Company will try to maintain the debt to equity ratio of the project close to 1 to 1.
- /2 capital increase of 200.00 million baht for the development of the IKON UDOMSUK project. The project costs can be classified as building construction costs 250.00 million baht, furniture costs 25.00 million baht, central development costs 25.00 million baht, promotional expenses 30.00 million baht, selling and administrative expenses 90.00 million baht, finance costs 10.00 million baht and other expenses in the amount of 32.73 million baht, etc.

- /3 Capital increase in the amount of 450.00 million baht for the development of the Sukhumvit 38 Condominium project. The project costs can be classified as land cost 70.00 million baht, building construction cost 290.00 million baht, furniture cost 70.00 million baht, central development cost 90.00 million baht. Baht, promotional expenses in the amount of 70.00 million baht, selling and administrative expenses in the amount of 240.00 million baht, finance costs in the amount of 30.00 million baht and other expenses in the amount of 92.79 million baht, etc.
- /4 Capital increase of 400.00 million baht for the development of the Townhome Pathumthani Phase 1 project. The project costs can be classified as land cost of 90.00 million baht, land improvement cost of 20.00 million baht, construction cost of 420.00 million baht, central development cost of 420.00 million baht. 25.00 million baht, promotional expenses in the amount of 30.00 million baht, selling and administrative expenses in the amount of 120.00 million baht, finance costs in the amount of 20.00 million baht and other expenses in the amount of 28.38 million baht, etc.
- /5 Capital increase in the amount of 250.00 million baht for the development of the Townhome Pathumthani Phase 2 project. The project costs can be classified as land cost in the amount of 90.00 million baht, land improvement cost in the amount of 10.00 million baht, construction cost in the amount of 200.00 million baht, central development cost in the amount of 17.00 million baht, promotional expenses in the amount of 15.00 million baht, selling and administrative expenses in the amount of 70.00 million baht, finance costs in the amount of 15.00 million baht, other expenses in the amount of 34.77 million baht, etc.

Based on the preliminary project development plans for all three projects, it is projected that a total investment of approximately 2,500 million baht will be required. Out of this amount, the company intends to allocate around 1,300 million baht for capital increase purposes, while seeking additional funding from other financial institutions to support the development of these real estate projects. The company's operations encompass various stages, starting from the development planning, conducting a project feasibility study, land acquisition, construction, distribution, and ultimately the transfer of ownership to customers. According to the aforementioned project feasibility study, the management anticipates that each project will yield an Internal Rate of Return that surpasses the respective investment costs. This positive outcome is expected to have a favorable impact on the company's performance in the future.

The Independent Financial Advisor has considered the possibility reasonableness. The value of investment and the impact on investors in each project are as follows:

1. For IKON UDOMSUK Project, The Independent Financial Advisor believes that the project development plan for the IKON UDOMSUK Project is reasonable and worthy of investment. Given the company's focus on real estate project development. They have initiated a feasibility study for the project. Once the Company determines that it is a worthwhile investment, they will proceed with the planned operations. Currently, the company has already placed a deposit for the project and is in the process of transferring land ownership. These actions indicate that the company has begun implementing some of its plans.
2. For Sukhumvit 38 Condominium, The Independent Financial Advisor views that the project is reasonable and worthy of investment. Due to the development of real estate projects of the

company starts with a feasibility study of the project. The company sees that it is worth the investment. The company will start operating as planned. At present, the company has already placed some deposits. It shows that the company has started to implement some of the plans.

3. For Townhome Pathumthani Phase 1 and Phase 2, The Independent Financial Advisor views that the project is reasonable and worthy of investment. Due to the development of real estate projects of the company starts with a feasibility study of the project. The company sees that it is worth the investment. The company will start operating as planned. At present, the company has already placed some deposits. It shows that the company has started to implement some of the plans.

Although the company lacks prior experience in developing high-rise real estate projects and townhomes, they have conducted thorough feasibility studies and careful planning before investing in each project. The company considers various factors such as land acquisition, project concept, location, market conditions, target customer needs, investment requirements, and expected returns. These considerations enable the company to assess market demand and supply and determine the potential for growth and profitability, thus reducing reliance on income solely from low-rise real estate projects. Furthermore, the company takes measures to ensure the selection of quality contractors. For every project, they compare at least three contractors and engage experts from various fields. This approach ensures that the company obtains contractors who can deliver high-quality construction services for their projects. The company also maintains a team of engineers and construction foremen to supervise the construction process.

Developing and expanding the business of providing credit services for motorcycles, cars, agricultural equipment communication equipment and household electrical appliances in Lao PDR

The company plans to use the proceeds from the issuance and offering of shares of approximately 1,400 million baht to expand the motorcycle loan service business. Expand the gold business from being between general customers. The company plans to expand the gold loan between business partners, household electrical appliances and communication equipment for students in Lao PDR, operated by Mahathun Leasing Public Company Limited (“MHTL”), an indirect subsidiary of the Company by Mahathun Holding Company Limited (“MHTH”). which is a subsidiary of the company in the proportion of 76.78%. MHTH holds 67.72% of shares in MHTL. During the year 2022, interest income from lending services in Lao PDR continuously. As a result, in 2022, the company has expanded its gold credit business with retail customers and it has a stable business partner who is the number 1 largest gold shop operator in Laos to cooperate. The company therefore plans to use the investment to expand in terms of lending more motorcycles. Along with expanding gold credit at the level of business customers together, focusing on gold credit about 24,000 baht, gold and a business of lending learning materials to communicate to students. Students and personnel of the educational institution will initially have about 3,600 students participating, together with a plan to lend electrical appliances for general retail customers. It is expected that the main income will come from interest on lending for business expansion

of not less than 2 percent, lending period of approximately 18-24 months with the confidence of the company that used to exist together with access to the area to study the feasibility of the project on an ongoing basis. The company is confident that the plan to expand the credit service business will be a potential business. Due to it is a business that requires working capital to operate the business and the capital to expand the business is quite high. The company therefore needs to allocate capital increase for this business.

Table showing the utilization of capital increase classified by type of loan

List	Total project value
Motorcycle hire-purchase loans, etc.	1,000.00 million baht
Gold installment loan	400.00 million baht
Total	1,400.00 million baht

From the table above, it can be seen that the company plans to use the capital increase received from the allocation of the company's ordinary shares this time. For businesses providing credit services for motorcycles, cars, agricultural equipment communication equipment and household electrical appliances in Lao PDR, focusing on motorcycle hire-purchase and gold installment loans mainly

Table showing the company's credit portfolio expansion plan

List	Past Data	Projected loan portfolio expansion				
	2022	2023	2024	2025	2026	2027
Number of contracts (contracts)						
Motorcycle hire-purchase loans, etc ^{/1}	4,214	4,320	5,160	6,192	6,192	6,192
Gold Installment Loan ^{/2} (contract per 1 baht of gold)	210	5,650	8,136	8,136	8,136	8,136
Revenue (thousand baht)						
Motorcycle hire-purchase loans, etc	54,945.29	83,466.13	90,002.43	127,083.56	155,603.42	164,102.41
Gold installment loan	7,005.60	22,120.80	64,295.40	58,579.20	58,579.20	57,358.80

Remarks:

- /1 According to the company's motorcycle hire-purchase loan data at the end of 2022, they currently have a total of 9,089 motorcycle hire-purchase contracts. However, the business has experienced a slowdown due to reduced travel, and there is increased competition in the motorcycle hire-purchase market. To mitigate risks, the company's management has shifted their focus to granting hire-purchase loans to individuals with a higher potential to repay their debts. As part of their plan, the management aims to release an average of approximately 360 contracts per month or around 4,320 contracts per year. This projection is expected to continue until 2023. Once the COVID-19 situation is resolved, which is anticipated to happen in 2024, the management expects to expand their lending activities. They project an increase of 20% from the 2023 level, resulting in approximately 430 contracts per month or approximately 5,160 contracts per year in 2024. In 2025,

the projection is for approximately 516 contracts per month or approximately 6,192 contracts per year. The management plans to maintain a consistent volume of 6,192 contracts per year throughout the projection period.

/2 In 2022, the company began generating interest income from gold installments through a collaboration with a large gold shop in Lao PDR, which offers promising growth prospects. According to the company's plan, starting from December 2022, the executives have set a minimum target of 250 gold installment loan contracts per month for 2023. This number is projected to gradually increase throughout the year, accumulating to approximately 5,650 contracts by the end of the year. Looking ahead to 2024-2025, the company's management expects a growth rate of 20% for gold installment loans. Based on their plan, the number of contracts set for gold installment loans will not exceed 8,136 contracts per year. The repayment period for these loans is limited to only 12 installments, which allows the company to utilize the principal and interest received to provide new credit services. The independent financial advisor finds this plan reasonable as it involves a gradual increase in the number of contracts each month over the estimated period. The advisor has determined that setting the number of gold installment loan contracts at 8,136 per year for 2025 and maintaining this level throughout the projection is a suitable approach.

According to the company's data on motorcycle hire-purchase loans at the end of 2022, there were a total of 9,089 contracts. However, due to the COVID-19 outbreak and reduced travel, the hire-purchase lending business experienced a slowdown. Additionally, there is increased competition in the motorcycle hire-purchase market. To mitigate the risks associated with the current market conditions, the company's management is focusing on granting hire-purchase loans to individuals who have the potential to repay their debts. As part of their plan, the management aims to approve approximately 360 contracts per month, equivalent to around 4,320 contracts per year. They anticipate a 20% increase in lending from 2023 onwards, reaching around 430 contracts per month or approximately 5,160 contracts per year by 2024. In 2025, the projection is set at 516 contracts per month or approximately 6,192 contracts per year. This figure of 6,192 contracts per year is expected to remain constant throughout the projection period. Regarding gold installment loans, the company began earning interest income from these loans in 2022 through an exclusive collaboration with a prominent gold shop in Lao PDR. This partnership offers promising growth prospects for the company. At present, there are 6 such gold shops, 4 branches in Vientiane, 1 branch in Pakse and 1 branch in Chaiburi. The company therefore sets a gold installment loan in 2023 at a minimum rate of 250 contracts per month and gradually increases until the accumulated total of about 5,650 contracts, which the management expects from 2024 to 2025 will have a growth rate of 20%. According to the company's plan, the company's management will set the gold installment loan to be no more than 8,136 baht per year. As a result of the gold installment loan, there is a credit period of only 12 installments, allowing the company to use the principal and interest received from the loan to provide new credit services.

The company faces competition from various businesses in Lao PDR that offer loans for motorcycles, cars, agricultural equipment, communication equipment, household electrical appliances, and gold installment loans. These businesses are well-known and popular in the market as follows:

1. GL Leasing (Lao) Company Limited.

2. Sabaidee Leasing Co.,Ltd (Vientiane).
3. Thai Ace Leasing (THAI ACE LEASING (LAO) CO., LTD)
4. Lao Asean Leasing Public Company Limited.
5. Welcome Leasing Company Limited.
6. Krungsri Leasing (Lao) Company Limited.
7. AEON LAO Company Limited

The Independent Financial Advisor has thoroughly examined the business plan and held discussions with the Company's executives and MHTL. Based on their findings, they recommend that the capital raised from the allocation of newly issued ordinary shares be invested in expanding the motorcycle hire-purchase business and gold installment loans. Both of these business segments offer higher returns compared to the company's current cost of borrowing. The motorcycle hire-purchase business provides a compound interest rate of 3.25 percent per month, while the gold installment loans offer a rate of 4.25 percent per month. In contrast, borrowing from financial institutions carries an interest rate of 12.35 percent per year. Considering these figures, the investment in the motorcycle hire-purchase and gold installment loan businesses appears reasonable and lucrative for potential investors.

Expansion of investment in secured financial business in Lao PDR

The Company has foreseen the growth in non-bank financial institutions in the Lao People's Democratic Republic ("Lao PDR") where non-bank financial institutions have started to play a role in the PDR. Laos in helping people out of poverty promote access to finance and increase career opportunities, including improving the overall quality of life of the people and alleviate the suffering of the people due to the problem of informal debt. This will help promote better social and economic quality in Lao PDR. to enhance the capability of financial markets in Lao PDR. The supervision of financial institution business will be under the Banking Law of the Lao People's Democratic Republic B.E. 2561, which according to this law It is specified in Section 52 concerning the supervision of financial institutions by the Bank of the Lao People's Democratic Republic. The Financial Institutions Protection Department has the power to supervise financial institutions to protect their rights and the benefits of financial consumers to be stable. and for conducting business transparently and legally.

The Company has competitors in providing secured retail loans in Lao PDR, which are well-known and popular businesses. In addition to the competitors mentioned above, there are other competitors. with the following list:

1. Kasikornthai Bank (LAOS)
2. Bangkok Bank (LAOS)
3. Siam Commercial Bank (LAOS)

The Board of Directors' Meeting No. 2/2023 resolved to invest in ordinary shares of Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. ("SML") in the amount of

10,000,000 shares at the par value of 10,000,000 kip per share at the purchase price of approximately 19.00 baht per share, representing 100% of SML's registered capital, with a total transaction value of 190.00 million baht in order to operate a secured retail lending business in Lao PDR. In the said transaction, SML will be considered a subsidiary of the company in the proportion of 100.00%. SML is a Lao juristic person and there has a license to operate a non-bank financial institution business in Lao PDR. Therefore, after the investment, the company plans to use the capital increase from the issuance and offering of newly issued ordinary shares to a private placement. (Private Placement) and the issuance and offering of newly issued ordinary shares of the Company to existing shareholders in proportion to their respective shareholdings (Rights Offering) this time in the amount of 1,000.00 million baht as a source of funds for used to operate a collateralized financial business in Lao PDR, which the company expects that such business is a business with good growth prospects and potential, making it a good opportunity for the company to continue to grow in this business. It will also benefit the company in expanding the scope of its business to be more diverse and to help diversify the risk of relying solely on the main business. This makes the company's investments in more diversified businesses and to mitigate potential impacts due to uncertain economic crises that may affect the company's business operations, such as the COVID-19 epidemic situation. In this regard, the criteria for considering credit limits of SML in terms of car/motorcycle loans land loan government bond loans will consider the value of collateral is important by requiring that the borrower's collateral value is not less than 2 times the loan amount. The business loans will be a credit limit of about 25.00 million kip.

Table showing SML's credit portfolio expansion plan

List ¹	Past Data	Estimated loan portfolio expansion (contract)				
	2022	2023	2024	2025	2026	2027
Car/Motorcycle Loan ²	110	10	17	27	37	50
Business Loans ³	160	176	293	469	644	879
Land loan ⁴	30	86	143	229	314	429
Government Bond Loans ⁵	2	3	5	8	11	15

Remark :

- /1 SML's credit portfolio expansion plan above is a plan of SML's executives based on SML's current financial status, which does not consider the capital increase that the company will use to expand its retail lending business in Lao PDR in the amount of 1,000.00 million baht according to the company's money utilization plan.
- /2 In 2022, SML has 23 contracts of car loans and 87 contracts of motorcycles, with a total loan value of 1,151.42 million kip and 887.79 million kip, respectively. According to SML's business plan, the management will focus on lending. with cars. It will stop granting motorcycle loans due to high competition and the need for personnel to follow up on debt repayment by car loan motorcycle. The credit term is between 12-24 months, the credit limit is set at a rate not exceeding 30% of the collateralized car. For motorcycle loans are an interest rate of 2.50 percent per month. However, the business of providing loans for motorcycles, cars, agricultural equipment communication equipment and household electrical appliances in Lao PDR, operated by Mahathun Leasing

Public Company Limited (“MHTL”), its indirect subsidiary, has a customer base that has confidence in its lending services. Including the company has branches in various areas, which makes it easy for consumers to access. In addition, the company has many alliances that are motorcycle dealers (dealers). It can compete in the aforementioned business.

- /3 In 2022, SML has provided 160 contracts of business loans with a total loan value of 1,492.75 million kip, which are loans to customers who used to be SML's loan managers. As collateral for a business loan with a credit term of no more than 12 months set a credit limit at the rate of not more than 50% of the collateral securities/assets.
- /4 In 2022, SML has land loans in the amount of 30 contracts with a total contract value of 3,037.59 million kip with a credit term between 9-18 months.
- /5 In 2022, SML has provided government bond loans for 2 contracts with a total contract value of 422.00 million kip with a credit term between 12-24 months guarantee

In this regard, the company has hired a legal advisor to verify the legal status of SML, details of which appear in Appendix 4, a summary of legal due diligence reports of SML (Legal Due Diligence Report) of this document. The company's executives have considered that SML must complete the various issues according to the Legal Due Diligence Report of DFDL before entering into the transaction to invest in SML. DFDL will follow up on resolving the issues that have been found before completing the investment transaction in SML in order to build confidence in the investment by September 2023. Therefore, the Independent Financial Advisor views that if SML completes the various issues according to the Legal Due Diligence Report of DFDL before entering into the transaction to invest in SML, there will be no significant impact on the Company from the legal due diligence reports of DFDL.

Although, SML registered its incorporation in December 2020, in 2021. SML ceased its operations due to the outbreak of the Coronavirus Disease 2019 (COVID-19) and SML resumed providing retail lending services in in early 2022, resulting in SML starting to operate in 2022 after the Lao PDR government Various measures related to the spread of the coronavirus disease 2019 (COVID-19) have been relaxed.

Increasing working capital of the company

To support the ongoing business operations and the expansion of various businesses, including the real estate development business with its high initial operating expenses, the company has allocated approximately 357.23 million baht of the capital increase as working capital for the company and its subsidiaries. Some of the funds will be used for the company's working capital requirements and to support future operations. The company may temporarily manage the capital increase by making short-term investments in liquid assets with low risk. This strategy aims to generate higher returns compared to keeping the funds in the form of deposits or other low-yield options.

As of March 31, 2023, the company's cash and cash equivalents amount to 381.33 million baht. Additionally, after the financial statement reporting period, the company received 54.04 million baht from the exercise of the right to convert warrants (ALPHAX-W4). The company intends to allocate this cash for investment purposes, including 190.00 million baht for the transaction to invest

in SML and 120.67 million baht for the real estate development project. Consequently, the company will have approximately 124.70 million baht remaining in cash and cash equivalents. This indicates that the company currently possesses sufficient financial liquidity to sustain its operations. Regarding the future of producing precursors, chemicals, and raw materials (including hemp plants, the company's outlook is influenced by the government's marijuana liberalization policy. If permitted by law, the company plans to utilize the capital increase as part of its working capital to engage in the production of precursors, chemicals, and raw materials related to hemp. However, if the law prohibits such production, the company will utilize the capital increase to support the expansion of investment in alternative businesses, compensating for any potential loss of profit from the precursor and chemical production segment. Furthermore, should the palm oil trading industry demonstrate favorable adjustments, the company will consider investing in this sector.

The Independent Financial Advisor believes that the proposed utilization of the proceeds received from the allocation of newly issued ordinary shares through Private Placement, along with the issuance of ordinary shares to existing shareholders through Rights Offering, is appropriate and reasonable. The offering price has been clearly determined. The company intends to employ the proceeds to further invest in the real estate development business, which is the core business of the company. Several projects have been thoroughly studied by the management, and appropriate development plans for each real estate project have been prepared. The Independent Financial Advisor has analyzed the results of various real estate projects of the company in terms of location, project nature setting, the selling price, construction planning and sales plan capital structure, etc., considering that the investment plan for each real estate development project of the company is appropriate and feasible. The use of the capital increase for the development and expansion of the real estate development business in the amount of 1,300.00 million baht is appropriate for the company's real estate project development plan. The company has deposited part of the land for 3 projects, namely IKON UDOMSUK, Sukhumvit 38 Condominium and Townhome Pathumthani Phase 1 projects. Also, Laos which is a business that the company foresees that there is a good growth opportunity. The Independent Financial Advisor has conducted a comprehensive analysis of business operations related to providing credit services for motorcycles, cars, agricultural equipment, gold, communication equipment, and household electrical appliances in Lao PDR. Based on their assessment, it has been determined that a capital increase of 1,400.00 million baht is suitable for the development and expansion of the company's credit services in these sectors. Furthermore, the Independent Financial Advisor has thoroughly examined the market for collateralized retail loans in Lao PDR. They believe that the company's investment expansion of 1,000.00 million baht in this area is appropriate and feasible. Therefore, the plan for utilizing the capital increase is designed to maximize the benefits for both the Company and its shareholders. The capital increase will enhance the Company's preparedness and financial flexibility, enabling it to operate more effectively. Additionally, shareholders will reap the benefits through dividends resulting from the Company's future growth. It's important to note that the funds raised from the issuance and offering of newly issued

ordinary shares are just one of the cash flow management tools employed by the Company. The Company may also explore other funding sources, such as capital increase in various forms, borrowing from financial institutions, or the issuance of debentures. These measures are taken to ensure that the Company has ample funding sources to support its business operations.

1.11 Conditions for making a transaction

Mr.Ekaphanh Phapithack who will receive the allocation of newly issued ordinary shares issued to specific investors (Private Placement) by clearly setting the offering price this time may be nominated as directors and/or executives of the Company. Therefore, the Issuance and Offering of Newly Issued Ordinary Shares to Mr.Ekaphanh Phapithack is considered a connected transaction under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2008 Re: Rules for Connected Transactions dated August 31, 2008 (including amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding the disclosure of information and practices of listed companies in connected transactions. 2003, dated on November 19, 2003 (including amendments) (collectively referred to as the "Connected Transaction Notification"). Mr.Ekaphanh Phapithack's share equals to 100.48% of the net tangible assets (NTA) of the company as shown in the financial statements of the company that have been reviewed by the certified auditor for the fiscal year ended on March 31, 2023, respectively or equivalent to 1,243.00 million baht and offering for sale of newly issued ordinary shares to Mr.Ekaphanh Phapithack and requesting approval for the offering of newly issued ordinary shares to connected persons at the company's shareholders' meeting for the issuance and offering of newly issued ordinary shares capital to Mr.Ekaphanh Phapithack, which must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the voice of stakeholders.

In addition, the allocation of newly issued ordinary shares issued to specific persons (Private Placement) at this time is considered a significant offering of newly issued shares to specific persons. According to the Notification of the Capital Market Supervisory Board No. To rJor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares through Private Placement dated December 28, 2022 (including any amendments) due to the offering sale of newly issued shares to private placement may cause an impact on the voting rights of shareholders (Control Dilution) in the proportion of not less than 25% based on the number of paid-up shares before the date. The Board of Directors resolved to propose an agenda to the shareholders' meeting. The effect on the voting rights of shareholders (Control Dilution) from the issuance and offering of newly issued ordinary shares to specific persons by specifying the offering price clearly (Private Placement) this time, excluding the offering price issuing and offering new ordinary shares to the existing shareholders of the company in proportion to their shareholding (Rights Offering) equal to 55.15 percent and may result in the allocated investors,

namely (a) Mr.Ekaphanh Phapithack is the shareholder with the highest voting rights in the company. Therefore, the Company must provide the opinion of an independent financial advisor to be used in the shareholders' meeting to approve the issuance and offering such shares.

Therefore, in respect of entering into this PP transaction, the Company is obligated to perform the following actions:

- 1) Disclosure of information regarding the issuance and offering of newly issued ordinary shares through private placement and disclose information about connected transactions in order to be in accordance with the Notification on Permission to Offer PP Shares and the Notification on Connected Transactions.
- 2) Organize the Company's shareholders' meeting to request approval for the issuance and offering of newly issued ordinary shares to specific persons, which must be approved by the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. The votes of shareholders who have interests are not counted as the vote counting base (None of the company's shareholders has a vested interest in the PP transaction.)
- 3) Organize the Company's shareholders' meeting to approve the connected transaction with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. The votes of shareholders who have interests are not counted as the vote counting base.
- 4) Appoint an independent financial advisor (IFA) to provide opinions on the issuance and offering of newly issued ordinary shares to specific investors, which is a connected transaction. According to the announcement on connected transactions and the announcement of the approval of the offering of PP shares.

However, after all 6 investors who will be allocated newly issued ordinary shares issued to specific persons (Private Placement) with the offering price clearly set at this time become shareholders of the company has been completed. All 6 investors have no plans to enter into a contract between shareholders (Shareholders Agreement) between each other or with other major shareholders of the company to agree on the business of various shareholders such as voting on important agendas. In addition, the 6 investors have no plans or intentions or plans to act together in the manner of acting in concert or persons acting together. According to Section 258 of the Securities and Exchange Act B.E. 2535 (as amended), including all 6 investors and major shareholders of the company. There is no agreement between them regarding the exercise of the right to subscribe for newly issued ordinary shares in proportion to the shareholding of each shareholder (Rights Offering) of the Company, including no agreement to waive the right to subscribe for shares from the shareholders major stock of the company.

In addition, the 6 investors do not have any additional agreements with other major shareholders of the Company regarding the method of exercising such rights.

In this regard, the company has not received notification from any major shareholder that they intend to waive or subscribe for newly issued ordinary shares in proportion to their shareholding. Therefore, the method Subscription of newly issued ordinary shares in proportion to the shareholding of each shareholder (Rights Offering) for all 6 investors and other major shareholders. It will be in accordance with the rights of shareholders to subscribe for shares in proportion to the shareholding of each shareholder (Rights Offering), just like other shareholders.

1.12 Summary of material contracts related to this transaction

From the Company's executives, The Independent Financial Advisor acknowledges that as of May 12, 2023, which is the date the company's Board of Directors resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares of the company to private investors. Limited (Private Placement) by clearly setting the offering price this time. The Company has not entered into a Share Subscriptions Agreement with a specific investor (Private Placement) in all of 6 invertors.

In this regard, the company will assign the Board of Directors and/or the Company's Chief Executive Officer and/or persons to the Board of Directors and/or the Company's Chief Executive Officer. to be authorized to (a) determine and/or change other details necessary and relevant to the allocation of all newly issued ordinary shares of the Company as appropriate; and to the extent that it is not contrary to or inconsistent with relevant announcements, rules or laws. This includes determining and amending the subscription date and the offering date of the newly issued ordinary shares, payment of shares (b) Contact, negotiate, enter into, sign, amend the contract, request for permission, request for waiver, notice and evidence necessary and related to the allocation of all newly issued ordinary shares of such company including but not limited to Related registrations to the Ministry of Commerce Contact and submission of applications for permission, requests for waivers, notices such as documents and evidence to government agencies or related agencies making amendments to or changing the request or the contents of such relevant documents, as well as the listing of such newly issued ordinary shares as listed securities on the SET; The capital increase of all of the above companies was successful, including appointing and assigning other appropriate persons to be sub-authorized to perform the above activities.

2. Business information and operating results of Alpha Divisions Public Company Limited

Details appear in Attachment 1 of this Independent Financial Advisor's Opinion Report.

3. Opinion of the Independent Financial Advisor on the Reasonableness of the Sale of Newly Issued Ordinary Shares to a Connected Person

3.1 Objectives and necessity of entering into the transaction

The company is necessary to raise funds this time to prepare for business expansion and investment in various businesses both domestically and internationally. The company has considered various ways of financing, both borrowing from financial institutions and capital increase. However, the company considers that additional borrowing from financial institutions takes quite a long time to process. There is uncertainty that the company will receive financial assistance from financial institutions or not including making the company more burdened to repay the principal and interest. As well as making the company inefficient in future operations, the Board of Directors is of the opinion that the financing by this capital increase is suitable for the company's financial status. Current Capital Market Conditions And necessary for business expansion and investment of the company. The company has a policy to invest in businesses or businesses that have high growth potential and can generate good returns. This will increase the opportunity to generate income and return to the Company and shareholders in the long run, which will reduce the impact on the profit sharing from this capital increase. As detailed in clause 4. Objectives of the issuance of newly issued ordinary shares and proceeds utilization plan.

This capital increase and allocation of newly issued ordinary shares It will help the company to raise capital within a short period of time and reduce the investment burden of some existing shareholders in capital increase to the existing shareholders of the success of the capital increase. This will result in the company being able to increase capital according to the target and creating opportunities for the company to be able to expand operations and business operations, including increasing the opportunity to invest in projects or businesses that can generate good returns. It will increase the competitiveness and develop the company's business to be able to grow steadily and sustainably quite a long time to prepare have a high cost and must be authorized by the relevant authorities. The Company cannot control the exact time. Therefore, the Board of Directors has considered the issuance and offering of newly issued ordinary shares to specific persons (Private Placement) to persons with capital potential that have a stable financial position and is ready to pay for the capital increase and the issuance and offering of newly issued ordinary shares of the company to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering). Objectives of this capital increase will allow the company to receive the required amount of capital in a short period of time This can reduce the risk of funding that may arise from the current economic volatility.

3.2 Comparison of advantages and disadvantages of entering into and not entering into a transaction

3.2.1 Advantages and disadvantages of entering into the transaction

3.2.1.1 Advantages of entering into the transaction

- 1) The company can raise funds as required

The issuance and offering of newly issued ordinary shares in the amount not exceeding 2,562,500,000 shares at a par value of 0.25 baht per share to specific investors (Private Placement) at an offering price of 1.13 baht per share (Private Placement) this time including 2,895,625,000.00 baht to be used for the purposes of the company as specified in "Plan for the use of proceeds received from the issuance and offering of newly issued ordinary shares", which allows the company to raise funds as required. Since private placement investors who wish to invest in the company have stable financial status and have sufficient cash to invest in the company's shares in the current situation, they are ready to pay the capital increase. Therefore, the company will be able to obtain the required amount of funds for business expansion and investment as planned under the current economic and capital market conditions. When considering the business growth opportunities of the company in the future to generate income and return to the company in the long term.

The allocation of newly issued ordinary shares of the company to specific investors (Private Placement) reduces the risk of capital increase and creates confidence that this capital increase will be successful. The company will receive money from fundraising according to the amount offered for sale. There are investors showing their intention to invest and interested in purchasing newly issued ordinary shares of the company issued to specific people (Private Placement) this time, the value is more than half of the total fundraising size and the private placement (Private Placement) also wishes to exercise the right to subscribe for the newly issued ordinary shares of the Company that will be offered to the existing shareholders in proportion to their shareholding (Rights Offering) as well, thus creating confidence for the existing shareholders of the Company who will purchase the newly issued ordinary shares this time. Especially, under the current situation where many listed companies have continuously raised funds to enhance their business liquidity.

2) The company can raise funds in a short period of time

The issuance and offering of newly issued ordinary shares to specific persons (Private Placement) will enable the Company to raise funds in a short period of time. There will be a limitation in terms of processing time that is quite long. There is uncertainty that the company will receive financial assistance from financial institutions or not including making the company more burdened to repay the principal and interest. as well as making the company inefficient in future operations. It compared to financing in the form of capital increase and share allocation, it can be seen that the capital increase. Share allocation will help the company to raise funds within a short period of time and compared to the capital increase through public offering, which takes quite a long time to prepare. a high cost and must be authorized by the relevant authorities, which the company cannot control the time for sure.

3) Forming alliances with strategic partners can significantly enhance the potential of the company's business operations

The specific investors participating in the Private Placement are a group of individuals who possess strong financial capabilities, exhibit excellent business management potential, and enjoy a widely recognized reputation. Their involvement will provide the company with new investment opportunities and contribute to the enhancement of its future business endeavors. Each investor in the Private Placement possesses unique expertise, allowing for more efficient execution of the company's new projects. Furthermore, their diverse business connections and extensive work experience in various fields can be leveraged to expand both the existing and new ventures of the company.

Furthermore, the capital increase will attract shareholders with significant financial capabilities who are prepared to contribute to the funding. This enables the company to determine the precise amount of funding required in a timely manner to support its business operations. The increased capital will facilitate business expansion in accordance with existing plans and allow the company to seize new opportunities that may arise in the near to medium term. In particular, if new business prospects emerge, the company can swiftly evaluate and negotiate them. This increased capital will also provide support for unforeseen circumstances that may require improved capital utilization in the future.

The Independent Financial Advisor has conducted a thorough assessment and evaluation of the information pertaining to all 6 investors. Factors such as financial potential and experience were carefully considered to determine their suitability as potential investors. The advisor believes that these investors possess the necessary financial capabilities and expertise that can contribute to the liquidity and growth of the company both presently and in the future. By adhering to the guidelines and criteria established for assessing investors, focusing on financial stability and industry knowledge, the potential of the company's business can be enhanced. This, in turn, instills confidence and support in the company's operations. It is evident that all six investors are well-known individuals with recognized financial potential and business acumen. Despite prevailing challenges such as global economic recessions, geopolitical conflicts, inflation, and rising interest rates, these investors have expressed their interest in investing in the company, which further underscores their confidence in its prospects.

- 4) The company will have sufficient capital to expand investment according to the business plan

After the issuance and offering of the company's newly issued ordinary shares in the amount of 7,208,906,094 shares, of which 2,562,500,000 shares are issued and offered through private placement at a price of 1.13 baht per share, total value 2,895,625,000.00 baht and was issued and offered to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share, totaling 4,646,406,094 shares. At the offering price of 0.25 baht

per share, total value 1,161,601,523.50 baht. The company will receive money from the issuance and offering of ordinary shares for this capital increase approximately 4,057.23 million baht. The company plans to spend the capital increase (1) Used in the development of real estate projects, which is the Company's main business, in the amount of approximately 1,300 million baht, with an emphasis on developing low-rise real estate projects as well. To generate cash flow and income of the company to grow continuously (2) Used to expand motorcycle loan service business. Expand the gold business in the amount of approximately 1,400 million baht from the original between general customers. The company plans to expand the gold loan between business partners household electrical appliances and communication devices for students in Lao PDR and (3) used in collateralized financial business in Lao PDR in the amount of approximately 1,100.00 million baht. This particular business is expected to have promising growth prospects and potential, presenting a favorable opportunity for the Company to establish and expand its presence in this sector. By venturing into this business, the Company aims to diversify its operations, reduce reliance on its primary business, and mitigate the risks associated with a single business focus. This strategic move enables the Company to invest in a broader range of businesses, thus enhancing its overall portfolio and minimizing the impact of potential economic crises on its operations.

- 5) The company will have a more stable financial structure after the capital increase

From the company's consolidated financial statements as of March 31, 2023, the company has total liabilities of 300.96 million baht and shareholders' equity of 1,534.33 million baht, resulting in the company's debt to equity ratio (D / E Ratio) Equal to 0.19 times Issuance and offering of newly issued ordinary shares of the company in the amount of 7,208,906,094 shares, of which 2,562,500,000 shares are issued and offered through private placement at a price of 1.13 baht per share, total value 2,895,625,000.00 baht. The issued and offered to existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share, amounting to 4,646,406,094 shares at the price Offering price of 0.25 baht per share, total value 1,161,601,523.50 baht. The company will receive money from the issuance and offering of ordinary shares for this capital increase approximately 4,057.23 million baht.

Table showing the details of the allocation of newly issued ordinary shares of the Company and the amount of funds raised by the Company

Allocated to	Number of shares (share)	Ratio (Old : New)	selling price (Baht per share)	Offering Value (baht)
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1. Private Placement	2,562,500,000	-	1.13	2,895,625,000.00
2. Right Offering	4,646,406,094	1 existing stock : 1 new stock	0.25	1,161,601,523.50
Total	7,208,906,094	-		4,057,226,523.50

As a result, the Company's shareholders' equity increased from 1,534.33 million baht to 5,591.56 million baht, resulting in the Company's debt to equity ratio being reduced to 0.05 times (calculated based on the financial status of the consolidated financial statements as on March 31, 2023)

Comparative case	Total liabilities	Equity	D/E Ratio
Before capital increase	300.96 million baht	1,534.33 million baht	0.19
After capital increase	300.96 million baht	5,591.56 million baht	0.05

Source: Financial statements for the nine-month period ended March 31, 2023 are from consolidated financial statements reviewed by an auditor authorized by the SEC.

Therefore, this capital increase will make the company's financial position more stable and the ratio of debt to equity decreased. This will help reduce financial risks for the company and reduce financial costs from borrowing from financial institutions.

- 6) The company can partially reduce the investment burden of existing shareholders

The allocation of newly issued ordinary shares to specific investors through Private Placement offers a solution to alleviate the investment burden faced by some existing shareholders in light of the current economic situation. These shareholders may be financially impacted, and their ability to contribute funds for the capital increase could be limited. To ensure the timely completion of the capital increase and secure necessary funding, it becomes essential to expedite the process by offering the newly issued ordinary shares to interested individuals through Private Placement. Additionally, existing shareholders will also have the opportunity to exercise their right to subscribe for the newly issued ordinary shares of the Company through Rights Offering, ensuring proportional allocation based on their current shareholding. This approach allows for a balanced and efficient capital increase while accommodating the needs and financial circumstances of both existing and potential investors.

3.2.1.2 Disadvantages and risks of entering into the transaction

- 1) Dilution Effect

In this offering of newly issued ordinary shares to private placement will affect the shareholders of the Company as follows:

- Control Dilution

The capital increase will affect the shareholding ratio of the existing shareholders. The proportion of shareholding and voting rights of existing shareholders will decrease by 55.15%.

Remark :

The formula for calculating the impact on the shareholding ratio of existing shareholders
= [number of newly issued ordinary shares offered to private placement / (number of newly issued ordinary shares offered to private placement + total number of issued and paid-up shares of the Company)]
= 2,562,500,000 / (2,562,500,000 + 2,083,906,094)
= 55.15 %

- Earning Dilution

There can't calculate on earnings per share dilution as the company has a net loss by considering the net profit attributable to the parent company for the last 12 months to March 31, 2023, based on the consolidated financial statements of the company that have been audited by a certified public accountant. For the accounting period ending March 31, 2023

- Price Dilution

In this issuance and offering of newly issued ordinary shares causing the effect of a decrease in the market price of the stock Because the offering price of newly issued shares is 1.13 baht per share this time. Although, it is not considered an offering at a price lower than ninety percent of the market price in accordance with the market price rules prescribed in the Notification of the Capital Market Supervisory Board No. Tor Jor 28/2565. The offering price of newly issued shares at 1.13 baht per share at this time is a price discount of 9.95 % from the market price of ALPHAX ordinary shares traded on the SET. The market price is calculated from the weighted average price of company shares in the Stock Exchange of Thailand ("SET") for the past 15 consecutive business days prior to the date on which the Board of Directors resolved to propose an agenda to the shareholders' meeting to approve the issuance and offering of newly issued shares to private placement (Private Placement) between April 18, 2023 and May 11, 2023, which is equal to 1.25 baht per share and when calculating the impact on the price is equal to 5.49 %.

Remark :

Formula for calculating share price after capital increase=
$$\frac{[(\text{Total number of issued and sold shares of the Company} * \text{Market price}) + (\text{Number of newly issued ordinary shares offered to private placement} * \text{Offering price of newly issued ordinary shares offered to private placement})]}{\text{The total number of issued and paid-up shares of the Company} + \text{the number of newly issued ordinary shares offered through private placement}}$$

The total number of issued and paid-up shares of the Company + the number of newly issued ordinary shares offered through private placement

$$= [(2,083,906,094 * 1.25) + (2,562,500,000 * 1.13)] / (2,083,906,094 + 2,562,500,000)$$

$$= 1.19 \text{ baht per share}$$

Price dilution

$$= (1.25 - 1.19) / 1.25$$

$$= 5.49 \%$$

- 2) There was a change in the shareholder structure and management structure of the company

At present, the Company has the top 10 major shareholders in the proportion of 40.82% of the total paid-up capital of the Company and Mr. Teera Chutivarapon is the top executive, including setting the company's policy through the Board of Directors. After this transaction is completed, Mr. Ekaphanh Phapithack will become a major shareholder of the company in the proportion of not less than 23.67 % of the total paid-up capital of the company after this capital increase and Mr. Ekaphanh Phapithack will be entitled to be nominated as a director and/or executive of the Company. There has the right to nominate their representatives as directors and/or executives of the Company. This will change the shareholder structure and management structure of the company and may cause the company's business policies or guidelines to change from the original.

Following the issuance and offering of the newly issued ordinary shares to specific persons (Private Placement) and existing shareholders through Rights Offering, the directors and key executives of the Company will retain their positions and continue to manage the Company. In the event that Mr. Ekaphanh Phapithack assumes a directorial or executive role after the issuance, the business management guidelines, company business plan, and overall management control of the company will remain unchanged. They will continue to serve as the primary executives of the Company in the short to medium term.

After the allocation of newly issued ordinary shares to the 6 individuals in the private placement, they have become shareholders of the company. However, none of these 6 individuals have any plans to enter into a Shareholders Agreement with each other or with other major shareholders of the Company. There are no agreements in place to align their actions or voting on important matters. Additionally, these 6 investors have no intentions or plans to act together in a concerted manner as defined under Section 258 of the Securities and Exchange Act B.E. 2535 (including any amendments).

- 3) The risk that the offering price of newly issued ordinary shares is lower than the market price on the day that such ordinary shares begin trading on the SET

The Company will issue and offer for sale of newly issued ordinary shares in the amount not exceeding 2,562,500,000 shares at the par value of 0.25 baht per share to specific investors (Private Placement), representing 55.15% of the total issued and paid-up shares of the Company (after registration of paid-up capital increase) at an offering price of 1.13 baht per share, which is not considered an offering of newly issued shares at a price lower than 90 percent of the weighted average price of the company's shares on the Stock Exchange of Thailand. ("SET") for the past 15 consecutive business days between April 18, 2023 and May 11, 2023, which is the business day prior to the date on which the Board of Directors resolved to propose an agenda to the shareholders' meeting to request approval for the company to offer newly issued shares to a specific person (Private Placement) in accordance with the market price criteria prescribed in the Notification of the Capital Market Supervisory Board No. Tor Jor 28/2565. New shares issued to private placement (and as amended), which is equal to 1.25 baht per share, with the details of calculating the weighted average price of the company's shares on the SET as follows:

No.	Date	Total volume (Thousand shares)	Total value (Million baht)	Average price (Baht/share)
1	May 11, 2023	53,410.80	72.80	1.36
2	May 10, 2023	57,154.74	73.32	1.28
3	May 9, 2023	24,201.67	28.33	1.17
4	May 8, 2023	3,730.81	4.13	1.11
5	May 3, 2023	7,065.20	7.45	1.05
6	May 2, 2023	988.59	1.08	1.09
7	April 28, 2023	996.30	1.10	1.11
8	April 27, 2023	6,279.00	6.87	1.09
9	April 26, 2023	1,112.55	1.24	1.12
10	April 25, 2023	2,230.72	2.54	1.14
11	April 24, 2023	8,640.85	10.01	1.16
12	April 21, 2023	2,882.24	3.42	1.19
13	April 20, 2023	2,542.82	3.09	1.22
14	April 19, 2023	6,036.64	7.47	1.24
15	April 18, 2023	6,891.91	8.25	1.20
The weighted average market price of 15 business days prior to the offering date				1.25
90% of the weighted average market price 15 business days prior to the offering date				1.129

Therefore, such shares issued to private placement (Private Placement) are not subject to the conditions of prohibition of sale (Silent Period). According to the rules prescribed in the Notification of the Stock Exchange of Thailand on Rules, Conditions and Procedures for Consideration of Applications for Accepting Ordinary Shares or Preferred Shares in the Stock Exchange of Thailand. Capital Increase as

Listed Securities B.E. 2558 dated on May 11, 2015 (including any amendments) (“Notice of Rules, Conditions and Procedures for Consideration of an Application for Listing of Capital Increase Shares”). Market price as of the date on which the newly issued ordinary shares begin trading on the SET Significantly higher than the price paid to private placement investors may cause investors to sell such capital increase shares to profit from the difference in price. This may result in the market price of the company's shares falling.

Based on the inquiry made regarding the investment policy of the private placement investors, all 6 investors have expressed their intention to invest in the Company's ordinary shares. Their intention is to become long-term business partners of the Company and be shareholders for an extended period. As a result, the likelihood of these private placement investors selling significant amounts of shares in the short term is relatively low. Risks from using the capital increase to invest in various existing businesses of the group

4) Risks for real estate development business

4.1 Risks arising from large real estate development projects with high project values

The Company plans to use the capital increase for the development of four real estate projects, each of which is a large project with a relatively high total value. These projects are as follows: 1) IKON UDOMSUK project with a total project value of approximately 742.18 million baht 2) Sukhumvit 38 Condominium project with a total project value of approximately 1,514.50 million baht 3) Townhome Pathumthani Phase 1 project with a total project value of approximately 957.78 million baht 4) Townhome Pathumthani Phase 2 project with a total project value of approximately 520.40 million baht. However, undertaking such large projects carries inherent risks, as the successful development of these projects is essential for the company's performance. If the company is unable to develop these projects successfully, it could adversely impact the company's financial performance and overall business operations. Therefore, careful planning, risk assessment, and project management will be crucial to ensure the successful execution of these real estate projects and to mitigate potential risks.

4.2 Risk that future performance depends on the success of future projects

The company may be at risk of not realizing the expected results if there are uncertainties in the construction or completion of the project development. The success of the company's real estate development projects depends on several factors, including the sufficiency of working capital for project development, market conditions in the real estate industry and the economy in Thailand, construction material prices, as well as buyer confidence and government support measures, such as interest rates that motivate buyers to purchase properties. Before proceeding with the development of various real estate projects, the company has studied and planned the implementation of each project carefully. Clear project concepts are presented to increase the value and differentiation of each project, with a focus on meeting the needs of the target customers and providing facilities that cater to their

requirements. The company also strives to maximize the satisfaction of the residents and continuously promotes the projects to enhance brand awareness and drive sales.

4.3 Risk from the company's highly competitive business in the real estate business

The real estate business is highly competitive, with a wide range of operators including large, medium, small, and new entrepreneurs entering the market. Both listed and non-listed companies on the Stock Exchange of Thailand are involved in the industry. However, due to limited available space, operators may seek to develop projects on the same land, leading to increased land prices. Being a listed company provides advantages and multiple funding opportunities. It allows for raising funds from individual and institutional investors in the capital market, as well as accessing loans from various financial institutions. Listed companies generally enjoy greater confidence from investors and financial institutions compared to smaller entrepreneurs or non-listed companies. This strengthens their investment potential and provides advantages in terms of financial position and costs, enhancing their ability to compete in the real estate market.

According to the statistics of the Real Estate Information Center, the Government Housing Bank found that in the past 3 years, the transfer of ownership of residential real estate has increased in volume. This shows that consumers still want to buy real estate projects. However, consumers' purchasing decisions are based on many factors such as product quality, selling price, location, sales promotion. It is applying for a loan from a financial institution and the ability to pay, etc. Therefore, there may be a risk that the amount of ownership transfer of the company's real estate development projects will not be in accordance with the projected plans of the company.

4.4 Risk from shortage of construction materials and changes in construction material prices

The company relies on various construction materials for its major construction projects, and the prices of these materials are subject to market conditions. A shortage of materials, particularly steel, cement, and bricks, can potentially disrupt the implementation plan and lead to higher material prices. This risk applies to all entrepreneurs, including the company. To mitigate this risk, the company consistently monitors and evaluates the trends in construction material prices. This allows them to determine appropriate pricing when hiring contractors for each project. The company follows a policy of establishing the median price for each construction project, based on the offers provided by main contractors. The evaluation process considers both the price and the quality of the contractors. By establishing standard prices for each construction project, the company ensures reasonable control over and accurate estimation of construction costs. This approach helps in managing the impact of potential price fluctuations and maintaining cost effectiveness.

4.5 Risk of shortage of quality contractors

A shortage of quality contractors can pose risks to the company, potentially leading to delays in project completion and increased operating costs. These costs can include extended interest burdens, additional project staff expenses, and potential penalties for late delivery. The risks can arise if the chosen contractor lacks expertise or faces a labor shortage, resulting in delays or subpar work quality.

Such circumstances can hinder the company's ability to complete the construction of projects as planned and deliver real estate projects to customers on time. To mitigate these risks, the company has implemented a policy for selecting quality contractors. This policy includes specific criteria and standards that contractors must meet. These criteria encompass factors such as the number of workers, registered capital, and past performance. The company employs a bidding process that requires at least 3 bidders, ensuring a competitive selection and increasing the likelihood of securing high-quality contractors.

4.6 Risk of not being approved by the Environmental Impact Assessment Office or received approval later than scheduled

The Ministry of Natural Resources and Environment has issued a requirement stating that certain types and sizes of real estate development projects must provide an Environmental Impact Assessment (EIA) report. This requirement applies to projects involving land allocation for residential or commercial purposes with a minimum of 500 plots or an area exceeding 100 rai. Additionally, residential buildings with 80 rooms or more, or with a usable area of 4,000 square meters or more, are also subject to this requirement under the Building Control Law. The Company's real estate development projects, namely Townhome Pathumthani Phase 1 and Phase 2, fall under the category of low-rise projects and are not subject to the EIA report. However, the IKON UDOMSUK project and the Sukhumvit 38 Condominium project, which are classified as high-rise projects, meet the criteria for residential buildings with a significant number of rooms or a large usable area. Therefore, the Company is obligated to prepare and submit an EIA report for these projects. If the Company's preparation of the EIA report for these projects is not approved by the Ministry of Natural Resources and Environment or if approval is delayed beyond the scheduled timeline, the Company may face the risk of not being able to proceed with the development of these real estate projects as planned. This potential delay or disruption could impact the Company's performance and overall business operations.

4.7 Risk from not receiving a construction permit Land Allocation License Including regulatory and legal changes that may affect the real estate business.

Changes in laws and regulations related to the real estate development business, such as changes in laws related to the Town Planning Act, requirements for land allocation under the Condominium Act, and the Building Control Act, including determining the area of land, determination of the width of the corridor and road zone, common areas, etc., may affect the cost and expenses of the Company's real estate development projects. In addition, real estate development requires obtaining relevant building permits throughout the project development process. Therefore, the Company may be at risk of not obtaining permission for construction and land allocation or delayed permission, which may affect the duration of project development, customer satisfaction, the company's revenue recognition, and confidence of stakeholders. However, the company has a unit to monitor compliance with relevant regulations and laws from investment to carefully develop existing and future projects, including those to be announced in the future, which will affect the development of the project.

Risks for the business of providing credit services for motorcycles, cars, agricultural equipment communication equipment and household electrical appliances in Lao PDR

- 4.8 Risk that the company may have to recognize more expenses for bad debts and doubtful accounts from setting a higher allowance for doubtful accounts if the quality of hire purchase receivables deteriorates

The expansion of the hire purchase portfolio at a high rate may result in the company needing to consider maintaining a reasonable balance between expanding the hire purchase portfolio and maintaining flexibility in credit approval in order to achieve higher credit quality. If the company is unable to maintain such suitability, the company may be exposed to the risk of deterioration in the quality of hire purchase contract receivables, which may affect the company's operating results. In other words, the company may have to recognize more expenses for bad debts and doubtful accounts due to higher provisions for doubtful accounts if the quality of hire purchase receivables deteriorates. The company's strong financial position is favorable to the credit business, so the company has a lower risk of deterioration in the quality of its hire purchase receivables.

As for setting up an expected credit loss in 2022 and the period ending on March 31, 2023, the company has set up an expected credit loss of 13.49 million baht and 13.73 million baht, respectively increased by 0.24 million baht as a result of an increase in credit losses expected in accordance with the aging of overdue debtors.

In this regard, the company has important processes in providing credit services, which include checking customer information, credit analysis, credit approval, installment payments, debt tracking and collection, and the auction of collateral, as well as the account closing process. These processes help the company effectively control credit quality. Additionally, there is a follow-up process for debt collection based on the overdue period, such as making advance notification calls to customers, following up with customers based on their current location, and sending notices to customers and guarantors, among other actions.

- 4.9 Risk from the impact of overall economic conditions

Lending business risk and customer credit risk are directly linked to overall economic conditions, and they tend to be negatively affected during economic downturns. This leads to a decrease in demand for hire-purchase loans and an increase in default rates. Factors such as volatility in oil prices, political instability, and global economic downturns have had a negative impact on the overall economy. The company recognizes the importance of these impacts and will adjust its marketing strategy accordingly. Furthermore, the company has implemented a strict quality risk management policy for customers in order to mitigate customer credit risk.

- 4.10 Risk of competition in order to increase market share

The motorcycle lending business, as well as lending for cars, agricultural equipment, communication equipment, and household electrical appliances in Lao PDR, has the potential to generate high returns. However, it is also a highly competitive industry, and new competitors can enter if

they have sufficient funding. Building market share takes time in this industry. Apart from having a large source of funding, there are other crucial factors to consider in running a successful business. These include having a team with experience and expertise in various fields, particularly in credit quality analysis. It is essential to have a database system to verify data and a comprehensive information system for efficient operations. Implementing a system to effectively control customer debt repayment is also vital. Additionally, establishing a good relationship with motorcycle dealers (dealerships) who can recommend customers to use the company's services can be advantageous. These factors contribute to the overall success and sustainability of the business.

4.11 Risk from the company's inability to collect the difference between the outstanding debt under the hire purchase contract from the guarantor if there is a loss from the sale of foreclosed assets

If the company experiences losses from selling foreclosed assets, there is a risk that it may not be able to recover the losses from the guarantor. The selling price of a repossessed motorcycle generally depends on factors such as its condition, service life, and popularity. If a motorcycle is repossessed after a long period of leasing, its condition may deteriorate, resulting in a lower selling price. To mitigate such risks, the company focuses on taking prompt action in following up on overdue accounts that meet the criteria for motorcycle repossession. The company expedites the process of selling the repossessed vehicles to minimize the risk of losses from the sale of foreclosed assets and to ensure it can collect the outstanding debt from the guarantor. In cases where borrowers default on their debt payments, the company will initiate legal measures to compel the sale of the mortgaged property through an auction. This process typically takes approximately 6 months or longer. By taking these steps, the company aims to minimize its exposure to losses and maximize its chances of recovering the outstanding debt.

4.12 Risk of relying on personnel with specific expertise

In the business of providing loans for motorcycles, cars, agricultural equipment, communication equipment, and household electrical appliances in Lao PDR, it is crucial for loan officers to possess expertise and experience in verifying loan applicants' information. Therefore, the loss of such personnel can have a short-term impact on the company's operations. To mitigate this risk, the company has established a comprehensive manual outlining each step of the operation. It also utilizes a Credit Scoring system to ensure consistent credit approval standards among all loan officers. Furthermore, the company provides incentives to encourage personnel retention, offering a suitable compensation model that rewards long-term commitment. Additionally, the company has implemented a policy to cultivate a new generation of personnel, aiming to reduce the risk of personnel loss. This policy involves providing learning opportunities for staff in all departments and fostering collaboration in developing work systems. These measures enhance skills and promote a comprehensive understanding of the business, facilitating career advancement within the company.

4) Risk from using the capital increase to invest in new businesses

The company aims to invest in secured microfinance lending business in Lao PDR by investing in 10,000,000 ordinary shares of Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. (“SML”) at the par value of 10,000,000 kip per share from the existing shareholders of SML who are connected persons of the company which represents 100 percent of SML's registered capital with a total transaction value of 190,000,000 baht. However, before making any investment, the company conducts a thorough feasibility study of the business. This study involves projecting revenues, profits, and returns based on various assumptions. It takes into account factors that significantly influence the development and operation of the business. However, if these factors undergo substantial changes, it can potentially affect the expected returns that the company anticipates from its investment in such a business such as (1) the investment in such business is higher than expected (2) the performance of the project business is not as expected. However, the Company has conducted a thorough business feasibility study before deciding investment. The Company has hired a legal advisor, DFDL (Lao) Sole Co.,Ltd (“DFDL”), to study legal issues of SML (details are shown in Appendix 4, summary of legal studies of SML. (Legal Due Diligence Report)) which issues include:

- Impact on the accuracy and completeness of official documents
DFDL has identified some incomplete official documents, including regulatory documents approved by the Bank of Lao PDR that lack the bank's seal and a credit business license that does not comply with the bank's regulations. These issues have the potential to impact SML's business operations. However, SML's executives are aware of these issues and the company has not faced any repercussions thus far. The management of SML is actively working towards completing the necessary transaction requirements before proceeding with the investment in SML.
- Controlling effects of internal SML operations documents.
DFDL has highlighted that certain internal documents of SML, such as share registers, share certificates, leases, employment contracts, etc., are still incomplete, and this could potentially impact SML's operations. However, SML's management is actively working towards completing these documents before proceeding with the investment transaction in SML. As per the requirements stated in the SML share purchase and sale agreement, the delivery of share register books, share certificates, contracts, passbooks, financial statements, minutes of meetings, etc., to the Company is mandated prior to the investment transaction in SML.
- Impact on notifying the deposit of money to the Bank of Lao PDR
According to the regulations of the Bank of Lao PDR, companies operating retail lending services are required to have interest-free deposits with the Bank of Lao PDR. SML has already made the deposit, although a formal notification to the Bank of Lao PDR has not yet been issued. However, SML's management is actively working on completing this process prior to entering into the investment transaction in SML.

The above issues are in the process of being completed by SML's executives prior to entering into the transaction to invest in SML, which is in accordance with the SML share purchase and sale agreement above to be completed within September 2023. Therefore, the Independent Financial Advisor views that the use of capital increase to expand investment in secured financial business in Lao PDR in the amount of 1,000.00 million baht, which will occur after the that the company enters into an investment transaction in SML where SML will be a subsidiary of the Company in the proportion of 100.00 percent, the company therefore expects that there will be no risk from legal issues of SML according to the legal study of DFDL's legal advisor. In this regard, the information from the above study will be presented to the Executive Board and/or the authorized person to consider and approve the investment. However, the Company still has risks from operating credit services as follows:

5.1 Risk of return on investment may not be as expected

From the study of SML's business information, it has been identified that SML generates its main income from interest earned on lending activities, both short-term and long-term loans provided to juristic persons and natural persons. The interest rates for these loans range from approximately 2.50 to 3.25 percent per month, as specified in the loan agreements. Currently, SML relies on funding from shareholders' equity. However, as SML experiences further growth in the future, it may need to seek additional funding sources through loans, which could result in increased financial costs. It should be noted that SML only recently started offering credit services to retailers in early 2022, following the relaxation of various measures related to the spread of COVID-19 by the Lao PDR government. As a result, the available financial information reflects the operating results for only one accounting period. Therefore, there is uncertainty regarding whether SML will earn interest income as expected in the next accounting period. This uncertainty poses a risk to the company, as it may not achieve the anticipated returns. However, it is important to highlight that the loan agreements between SML and each borrower are secured loans, and SML has assessed the value of the collateral provided. The assessed value of the collateral is significantly higher than the loan amount. Therefore, in the event of borrower default, SML may experience lower returns than expected for a certain period of time. Nonetheless, by following the legal procedures, such as exercising the right to sell the mortgaged property through public auction and collecting the outstanding amount from the borrower, the company can ultimately realize the full return from each borrower as stipulated in the contract.

5.2 Risk of competition in order to increase market share

When entering the secured retail lending business in Lao PDR, the company should be aware of the competitive risks associated with establishing a market presence. It typically takes time to gain market share and establish a solid customer base. During this period, the company may face competition from existing players in the industry.

5.3 Risk from deteriorating quality of hire-purchase receivables

In the business, the company needs to expand its portfolio of loan contract receivables at a high rate to gain market share. This may require the company to carefully balance the expansion of the

portfolio of credit service receivables with maintaining flexibility in credit approval, in order to ensure the acquisition of high-quality credit. If the company is unable to maintain this balance, it may be necessary to recognize higher expenses for bad debt and doubtful accounts due to increased provisions for doubtful accounts, in the event that the quality of loan service contract receivables deteriorates.

- 5.4 Risk from the Company's inability to collect the difference between the outstanding debt under the credit service agreement from the borrower or guarantor. If there is a loss from the sale of foreclosed assets

If the company has a loss from selling foreclosed assets. The Company may be at risk of not being able to collect the loss from the sale of foreclosed assets from the hire purchaser or guarantor.

- 5.5 Interest rate fluctuation risk

An increase in interest rates leads to a decrease in the company's interest margin, as each interest rate increase has only a slight impact compared to the interest rate spread of the hire purchase business. However, the company's effective cost management and competitiveness can help mitigate the risk stemming from a decrease in the interest rate spread.

- 5) Foreign exchange rate risk

In the company's investment in doing business in Lao PDR, the Kip will be used as the primary currency for its operations. Consequently, the company may experience both positive and negative effects due to fluctuations in exchange rates. This will result in the company receiving more or fewer Thai baht, depending on the value changes. The Kip currency will be exchanged into Thai baht when it is deemed advantageous for the company's best interests.

- 6) Risk from Thai law and the company's Articles of Association limiting shareholding by foreign shareholders such restrictions may affect the liquidity and market price of the company's shares

The Articles of Association of the Company set a limit on foreign ownership of all outstanding shares, capping it at 49%. This restriction aligns with the regulations of Thai laws, specifically the Thailand Business Act of 1999 (as amended). Consequently, the liquidity and market price of common stocks may be negatively affected, particularly when foreign shareholding reaches a specific threshold. Thai shareholders may face limitations in transferring their shares to individuals who are not of Thai nationality. Additionally, shareholders, buyers, or sellers who are not Thai nationals may encounter uncertainties regarding the shareholding restrictions and the registration of share transfers. The registrar's decision to approve or reject the transfer of shares may also be uncertain.

3.2.2 Advantages and disadvantages of not entering into the transaction

3.2.2.1 Advantages of not entering into the transaction

1. There are no expenses incurred from the transaction

In this transaction, the company has hired consultants in various fields to give advice and prepare information for the transaction, such as legal advisor fees, asset

appraiser financial advisors, etc. Therefore, there is a risk of losing expenses in vain. In the event that the Company does not obtain approval from the shareholders' meeting for this offering of newly issued ordinary shares

2. Existing shareholders of the Company will not be affected by the issuance and offering of newly issued ordinary shares

If the company does not issue and offer newly issued ordinary shares to specific persons (Private Placement) at this time. The existing shareholders of the Company will not be affected by such action in terms of control power Control Dilution and Price Dilution

3. There will be no change in the shareholder structure and management structure of the company

If the Company does not issue and offer newly issued ordinary shares to specific investors (Private Placement) at this time. The shareholding structure of the Company will remain substantially the same as on May 12, 2023. (Details of the Company's shareholding structure can be found in Attachment 1, information of Alpha Divisions Public Company Limited). The group of the first 10 major shareholders will remain the major shareholders in the proportion of 40.82% of the total paid-up capital of the company Including the structure of directors and executives will remain the same. This will make the company unlikely to change its business strategy. However, even though the shareholders' meeting resolved to approve the company's offering of newly issued shares to specific persons (Private Placement), the directors and executives, the principal of the Company will continue to hold positions and manage the Company's operations and Mr. Teera Chutivarapon will continue to hold the position of Chief Executive Officer and continue to be the main executives of the company in the short to medium term.

4. There is no risk that the offering price of newly issued ordinary shares is lower than the market price on the day that such ordinary shares begin trading on the SET

The Company will issue and offer newly issued ordinary shares to specific persons (Private Placement) at the offering price of 1.13 baht per share, which is not considered an offering of newly issued shares at a price lower than 90% of the average price 15 consecutive business days from April 18, 2023 to May11, 2023, which is the business day prior to the date on which the Board of Directors resolved to propose an agenda to the shareholders' meeting to request approval for the company to offer newly issued shares to a specific person (Private Placement) in accordance with the market price criteria prescribed in the Notification of the Capital Market Supervisory Board No. Tor Jor 28/2565. New shares issued to private placement (and as amended), which is equal to 1.25 baht per share. Therefore, such

shares issued to specific persons (Private Placement) are not subject to the conditions of prohibition of sale (Silent Period). According to the rules, conditions and procedures for consideration of the acceptance application. The capital increase shares are listed securities. Therefore, if the shareholders' meeting resolves to disapprove the Company to offer newly issued shares to specific persons (Private Placement), the Company will not have any risk from the private placement. (Private Placement) to sell such capital increase shares to profit from the difference in price. In the event that the market price as of the date on which the newly issued ordinary shares begin to be traded on the SET Significantly higher than the price paid to private placement investors This may result in the market price of the Company's shares falling.

3.2.2.2 Disadvantages and risks of not entering into the transaction

1. The Company does not receive money from the issuance and offering of newly issued ordinary shares to specific persons (Private Placement) and loses the opportunity to have new potential allies.

The Board of Directors' Meeting of the Company, held on May 12, 2023, made a resolution to propose the allocation of newly issued ordinary shares of the Company to the Extraordinary General Meeting of Shareholders. The allocation includes (a) the issuance and offering of ordinary shares through private placement (Private Placement) with a defined offering price ("PP Transaction"), and (b) the issuance and offering of the Company's newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering). The Company is expected to receive funding of approximately 2,895.63 million baht from the PP Transaction and approximately 1,161.60 million baht from the Rights Offering, totaling 4,057.23 million baht. After the completion of the private placement, the Company will not proceed with the allocation of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Rights Offering).

If the shareholders' meeting of the Company does not approve the issuance and offering of newly issued ordinary shares to specific persons (Private Placement), the Company will not allocate the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) either. As a result, the Company will not receive funding of approximately 4,057.23 million baht from this capital increase. In such a case, the Company will need to seek funding from alternative sources to be used for (1) the development and expansion of the Group's existing businesses, (2) the expansion of investment in the secured financial business in Laos, and (3) for working capital in the

business (as specified in item 1.9 Plan for the use of proceeds received from the issuance and offering of newly issued ordinary shares) instead of the proceeds received from this issuance and offering of newly issued ordinary shares Including losing the opportunity to have new potential partners Because the private placement (Private Placement) is a group of people who are ready for capital. There has a good potential in business management has a reputation that is widely accepted This will help the company to have new investment opportunities to enhance the company's business in the future.

2. It may take longer and cost more for the company to obtain financing.

The company will have to raise funds by other means to replace the issuance and offering of newly issued ordinary shares to specific persons (Private Placement), such as public offering and/or issuance and offering selling debentures and/or using credit from financial institutions, etc. Each of the above methods will take a longer time and may not receive the required amount of funds. There may also be additional costs from financing such as information preparation costs for the issuance and offering of newly issued ordinary shares and debentures fees for withdrawing credit facilities, etc., and interest expenses in the case of debentures and/or borrowing from financial institutions.

3.3 Comparison of advantages / benefits and disadvantages of risks During the transaction with the connected person with transactions with third parties

3.3.1 Advantages / benefits of entering into the transaction with the connected person

The issuance and offering of newly issued ordinary shares to Mr.Ekaphanh Phapithack, who is a connected person, has the advantage of the company being a strong partner, which is regarded as a person with potential. He has expertise and experience in a variety of businesses in multiple industries and platforms. He has a stable financial position (Details of Mr.Ekaphanh Phapithack appear in Part 1 Allotment of Newly Issued Ordinary Shares to Specific Investors who are a Connected Person, Clause 1.5 Summary of Persons Who Have Allotted Newly Issued Ordinary Shares. of this document).

In addition, when compared to the capital increase through public offering, which takes quite a long time to prepare. and must be authorized by the relevant authorities. The Company cannot control the exact time. Therefore, the Board of Directors has considered that the issuance and offering of the Company's newly issued ordinary shares to specific persons (Private Placement), who is a person with capital potential. He has financial status stable financial way and is ready to pay for the capital increase. Therefore, it is appropriate and consistent with the objectives of this capital increase. This will allow the company to receive the required amount of capital in a short period of time and This can mitigate funding risks that may arise from the current volatile economic conditions.

3.3.2 Disadvantages / risks of entering into transactions with connected persons

Mr.Ekaphanh Phapithack, who will receive the allocation of newly issued ordinary shares issued to specific persons (Private Placement) this time may be nominated as directors and/or executives of the Company. Therefore, the Issuance and Offering of Newly Issued Ordinary Shares to Mr.Ekaphanh Phapithack is considered a connected transaction pursuant to the Notifications on Connected Transactions. This connected transaction has the transaction size of Mr.Ekaphanh Phapithack equal to 100.48% of the net tangible assets (NTA) of the Company as shown in the Company's financial statements reviewed by the auditor. These allowed for the accounting period ended on March 31, 2023, or equivalent to 1,243.00 million baht, which has a transaction size of more than 20 million baht and more than 3% of the net tangible assets (NTA) of the company. It is a large list of connected transactions. As a result, the company needs to hold a shareholders' meeting and it is necessary to appoint an independent financial advisor to provide opinions on this connected transaction, which will cause the company to have more expenses from doing so.

3.3.3 Advantages / benefits of entering into transactions with third parties

Making a transaction with a third party will cause this transaction to not be considered as a connected transaction. This will cause the Company to have no additional expenses in appointing an independent financial advisor to provide an opinion on this connected transaction.

3.3.4 Disadvantages/risks of entering into transactions with third parties

If the company enters into a transaction with a third party, the company may lose the opportunity to become an alliance with Mr.Ekaphanh Phapithack, who is considered a group of potential people. He has expertise and experience in a variety of businesses in multiple industries and platforms. He also has a stable financial position. This will enhance the company's potential in new business operations.

4. Opinion of the Independent Financial Advisor on the fairness of the offering price of the Company's ordinary shares and the appropriateness of the transaction conditions

The Independent Financial Advisor has conducted an evaluation of the fair value of the Company's ordinary shares and provided opinions on the fairness of the offering price. This evaluation was based on various sources of information, including data received from the Company, interviews with Company management, publicly available information, financial statements, financial projections, business

plans, assumptions and information provided by the Company, as well as property appraisal reports prepared by independent property appraisers. The Independent Financial Advisor exercised judgment to adjust significant assumptions in order to ensure a conservative valuation. It is important to note that the opinions expressed by the Independent Financial Advisor in this report were based on economic conditions and other factors at the time of preparation. The Independent Financial Advisor cannot assess the impact of changes in circumstances or events that may occur after the preparation of the report, And is under no obligation to update the report. Any future changes or events will not be reflected in the Independent Financial Advisor's opinion report. Furthermore, the Company directly holds shares in three companies and indirectly holds shares in 3 companies, collectively known as the "ALPHAX Group."

Juristic person name	Registered capital (baht)	Paid-up capital (baht)	Stake by ALPHAX	Stake by ALPHAX – NET
V Property Development Co., Ltd. ("V Property")	245,000,000	245,000,000	99.97 %	99.97 %
V Sukhumvit 81 Co., Ltd. ("V81")	240,000,000	240,000,000	55.00 % by V Property	54.98 %
V Villa 62 Co., Ltd. ("V62")	120,000,000	120,000,000	99.99 % by V Property	99.96 %
Alpha Biotech Co., Ltd. ("Alpha Biotech")	120,000,000	120,000,000	99.99 %	99.99 %
Mahathun Holding Co., Ltd. ("MHTH")	100,000,000	100,000,000	76.78 %	76.78 %
Mahathun Public Company Limited ("MHTL")	78,906,666.67 ^{/1}	78,906,666.67 ^{/1}	67.72 % by MHTH	51.99 %

Remark /1 MHTL is a juristic person of Lao PDR nationality. It is a listed company in the Lao Securities Exchange with a registered capital and paid-up capital of 40,000.00 million kip, which is about 78.91 million baht, calculated based on the average exchange rate of 15 business days, equal to 0.00197 baht per 1 kip, which is the exchange rate Announced by the Bank of Thailand (BOT) from April 18, 2023 to May 11, 2023.

The Independent Financial Advisor has considered the appropriateness of the business value of ALPHAX Group by using 6 methods as follows:

- 4.1 Book Value Approach
- 4.2 Adjusted Book Value Approach
- 4.3 Historical Market Price Approach
- 4.4 Price to Book Value Ratio Approach
- 4.5 Price to Earnings Per Share Ratio Approach
- 4.6 Discounted Cash Flow Approach

which from the study of information and documents, including other relevant information. The Independent Financial Advisor can summarize opinions on the appropriateness of the value of ALPHAX as follows:

4.1 Book Value Approach

Book Value Approach reflects the value of the company, which appears according to the book value at a certain point in time regardless of the future performance of the company, including other external factors such as overall economic and industry conditions. This valuation is based on the book value per share according to the financial statements of ALPHAX as of March 31, 2023, which are financial statements reviewed by Mr. Jumphot Piratanakorn, a certified public accountant No. 7645 of the Audit Company of DIA International Accounting Co., Ltd., which is a certified public accountant from the SEC Office, as follows:

Unit : Baht

No.	List	March 31, 2023
1	Issued and paid-up capital	478,495,943.00
2	Share premium	649,751,401.76
3	Retained earnings <ul style="list-style-type: none">• Legal reserve• Unallocated	4,679,811.00 149,001,850.57
4	Other components of equity	63,484,575.30
5	Total shareholders' equity of the parent company (5) = (1) + (2) + (3) + (4)	1,345,413,581.63
6	Non-Controlling Stakeholders	188,913,019.17
7	Total Equity	1,534,326,600.80
8	The total number of paid-up shares of the company (Shares)	1,919,983,772
9	Book value per share (9) = (5) / (8)	0.70

Remark

- /1 As of March 31, 2023, the Company has all paid-up shares 1,919,983,772 shares (Excluding ordinary shares arising from the exercise of warrants to purchase ordinary shares of Alpha Divisions Public Company Limited No. 4 (ALPHAX-W4) in the amount of 169,922,322 shares) that a par value of 0.25 baht per share. Ordinary shares derived from the exercise of warrants to purchase ordinary shares of Alpha Divisions Public Company Limited No. 4 (ALPHAX-W4) amount 169,922,322 shares traded on the SET on May 3, 2023.

Based on the Book Value Approach, the fair value of ALPHAX ordinary shares are equal to **0.70 baht per share**, which is lower than the trading price of 1.13 baht per share by 0.43 baht per share.

Book Value Approach reflects the value of ordinary shares which appear according to the book value at a point in time. Regardless of the future performance of the company, including other external factors such as overall economic and industry conditions. The Independent Financial Advisor has an opinion that the Book Value Approach cannot reflect the true value of ALPHAX ordinary shares because it does not reflect the future profitability of the business. Therefore, this appraisal method is not suitable for the valuation of ALPHAX's ordinary shares at this time.

4.2 Adjusted Book Value Approach

The Adjusted Book Value Approach is a valuation method that aims to reflect the net asset value of a business at a specific point in time more accurately than the Book Value Approach. This approach considers the potential fair prices at which the entity could sell all its existing assets. It involves deducting total liabilities from ALPHAX's total assets based on the financial statements as of March 31, 2023, and adjusting for various items that have occurred after the financial statement date or items that impact the book value to better reflect the true value. Significant adjustment items that affect the business value of ALPHAX. The main assets of the company are as follows:

Report on the main assets of the company	Book value As of March 31, 2023	Remarks
Cash and cash equivalents	381.33 million baht	Do not improve
Receivables under finance lease agreements	184.79 million baht	The Company has already considered the allowance for expected credit losses of hire-purchase receivables. Therefore, the IFA does not consider adjusting
Real estate development cost	365.47 million baht	The real estate project land owned by V Sukhumvit 81 Co., Ltd., which is an indirect subsidiary of the Company. The land is valued at 80.62 million baht. Additionally, there is a completed residential condominium valued at 272.52 million baht. This condominium is considered a project for sale.
Other current assets	356.85 million baht	It is a deposit of land in the amount of 334.81 million baht, which has not yet been transferred. Therefore, the IFA does not consider the improvement.
Unallocated acquisition costs	96.28 million baht	It is the difference of the cost of purchasing MHTH which is higher than the net asset value of MHTH. Therefore, the IFA does not consider the adjustment.
Goodwill	105.19 million baht	The difference between the cost of purchasing V81 and its net asset value is higher. This indicates that the cost of acquiring V81 exceeds its assessed value of assets minus liabilities. The future economic benefits are expected to arise from the development of the IKON UDOMSUK

		project and the Sukhumvit 38 Condominium project, for which the land has already been deposited. However, the IFA does not consider any potential improvements or adjustments in their evaluation.
Other non-current assets	155.67 million baht	It is a deposit for the extraction of hemp and/or hemp plants in the amount of 154.76 million baht, which the company has not fully paid to the distributors and has not been installed or is not ready for use. It did not consider improvement

In this context, the Independent Financial Advisor revised the appraisal prices of the land and building assets to align with their market value or fair value. The valuation was conducted by an authorized valuation company in Thailand, which adheres to the regulations of the Valuation of Thailand (VAT) and is recognized as a key appraiser approved by the Securities and Exchange Commission (SEC), among other relevant authorities. The results obtained from the valuation were then divided by the total number of paid-up shares of the company.

In valuing ALPHAX's shares by this method, the Independent Financial Advisor used the book value shown in the latest financial statement as of March 31, 2023, which was reviewed by Mr. Jumphot Piratanakorn, the auditor, License number 7645 of DIA International Auditing Co., Ltd., which is a certified auditor from the SEC as follows:

(1) Adjustments from the exercise of convertible warrants

On March 10, 2023 is the expiration date of the warrants to purchase ordinary shares of the Company No. 4 (ALPHAX-W4) with the period of notification of intention to exercise the rights from March 21, 2023 to April 4, 2023 where the holders of warrants (ALPHAX-W4) have the right to convert warrants (ALPHAX-W4) in the amount of 169,922,322 units at the exercise ratio of 1 unit of warrant per 1 ordinary share with an exercise price of 1 baht per share, which the exercise of such rights, including the registration of the company's paid-up capital increase. This is an event after the reporting period of the financial statements as of March 31, 2023. However, as of March 31, 2023, the company received advance payments for shares from the exercise of convertible warrants (ALPHAX-W4) in the total amount of approximately 115.88 million baht. Therefore, the company's shareholders' equity and the number of registered ordinary shares of the company will change according to the exercise of the right to convert warrants (ALPHAX-W4), details are as follows:

List	Amount of conversion right ALPHAX-W4	Advance payment for shares	Increase / (Decrease)
ALPHAX-W4	169,922,322	115,884,232.00	54,038,090.00

(2) Adjustments from the appraisal of assets

In this appraisal, the independent asset appraisers have chosen a valuation method that is suitable for the nature of the property, which is land and building, namely, the Market Approach, which evaluates the value of the assets that are part of the property land by comparing the current price of assets that have similar characteristics and benefits to the assets to be appraised by using various factors such as location, buying and selling period, usefulness. The terms of payment as well as the appearance of the property adjust the price in comparison with similar properties. It can be briefly summarized as follows:

List	property register	Book value As of March 31, 2023	Assessment price	Assessment method	Increase / (Decrease)
Report number 036-163-66 Land for project development (Area 2-1-2.70 Rai)	Real estate development cost Land under the ownership of V81	80,617,200	117,350,000	Market Approach	36,732,800

Remarks :

- /1 Appraised value of land and buildings Prepared by Prospect Appraisal Co., Ltd., an independent appraiser approved by the Values Association of Thailand (“VAT”) and a market appraisal company. The capital and the main appraiser approved by the SEC, appraised on May 10, 2023, for the purpose of appraisal for public disclosure. Appraise the land with such buildings. only part of the land value. The details are shown in Appendix 3 summary of the appraisal report.

From the adjustment of asset appraisal items, the company has to estimate the asset value to increase in the amount of **36.73 million baht**.

(3) Adjustments from impairment of machinery

The company has paid for machinery for the extraction of hemp plants and/or hemp, which has a book value as of March 31, 2023 equal to 154.76 million baht. However, the Company still has 2 installments remaining overdue for the aforementioned machinery. Therefore, the aforementioned hemp and/or hemp extraction machinery is a new machine that has not been installed or is not ready for use. Therefore, depreciation is not charged and impairment. Currently, several political parties have signed a Memorandum of Understanding (MOU) to form a government. and announced to the public There is an important policy, namely the amendment of the liberalized cannabis law. However, the amendment of law is still unclear. The executives of the IFA whether the company's hemp and/or hemp plant extraction machines can be used in other industries such as the herbal medicine industry, etc. Therefore, the aforementioned factors as mentioned above, the Independent Financial Advisor therefore does not consider adjusting the value of such machines.

Adjustments to book value in various situations can be summarized as follows:

Unit : Baht

List	Value
Total shareholders' equity of the parent company as of March 31, 2023	1,345,413,581.63
Updated List :	
Increased value (decrease) - Exercise of ALPHAX-W4 -----(1)	54,038,090.00
Increasing (decreasing) - Adjustment of asset value based on land appraised value -----(2)	36,732,800.00
Adjusted account value	1,436,184,471.63
The total number of paid-up shares of the company ^{/1} (shares)	2,083,906,094
Book value per share (Baht/share)	0.69

Remark:

- /1 As of May 12, 2023, the Company has all paid-up shares 2,083,906,094 shares with a par value of 0.25 baht per share, resulting from the exercise of warrants to purchase ordinary shares of Alpha Divisions Public Company Limited No. 4 (ALPHAX- W4) in the amount of 169,922,322 shares, which is an event after the financial reporting period as of March 31, 2023.

From the share valuation using the Adjusted Book Value Approach, the fair value of ALPHAX ordinary shares is equal to **0.69 baht per share**, which is lower than the trading price of 1.13 baht per share by 0.44 baht per share.

In valuing ALPHAX's ordinary shares by this method, the Independent Financial Advisor uses the book value of ALPHAX's shareholders' equity as shown in the company's financial statements as of March 31, 2023, which are reviewed by the Audit Committee. Mr. Jumphot Priratanakorn, CPA License No. 7645 of DIA International Audit Co., Ltd., a certified auditor from the SEC Office, to adjust with the increase or discount of assets and liabilities. In the major items that will significantly affect the book value of ALPHAX as of March 31, 2023. The valuation by the Adjusted Book Value Approach, although it cannot reflect the company's future profitability. It can reflect the fair value of the assets and liabilities of the company at any given point in time. or equivalent if the entity sells all existing assets at fair prices. Therefore, the Independent Financial Advisor is of the opinion that the Adjusted Book Value Approach is an appropriate method for valuing the ordinary shares at this time.

4.3 Historical Market Value Approach

The Historical Market Value Approach is a method to determine the price of securities by referring to the trading price of securities on the Stock Exchange of Thailand over the past period. If trading conditions are normal, investors can buy and/or sell securities at the price and the quantity as desired by those who want to buy and those who want to sell Valuation by this method can reflect the value of that security. The Independent Financial Advisor evaluated the share value based on the weighted average price of ALPHAX's ordinary shares traded on the stock market in various periods from 15 to 360 business days from November 12, 2021 to May 11, 2023, which will be the period before the Board of Directors resolves to approve the proposal to be presented to

the Extraordinary General Meeting of Shareholders. No. 1/2566 to consider and approve this transaction, which can be summarized as follows:

Retrospective period (working days)	Weighted Average Trading Price (Baht per share)	Average daily trading volume (share)	Total share price	Average Daily Turnover (baht)
15 Days	1.25	12,277,669.60	0.59 %	15,407,061.11
30 Days	1.23	9,818,218.63	0.47 %	12,091,816.86
60 Days	1.26	10,210,243.62	0.49 %	12,832,658.46
90 Days	1.25	8,250,499.69	0.40 %	10,332,083.76
120 Days	1.27	7,015,784.13	0.34 %	8,894,384.61
180 Days	1.35	7,868,717.83	0.38 %	10,648,874.48
270 Days	1.63	12,624,640.00	0.61 %	20,601,263.29
360 Days	1.82	25,096,296.36	1.20 %	45,622,453.72
ALPHAX common stock value range	1.23 – 1.82			

Source: SETSMART

In this regard, the Independent Financial Advisor has analyzed trading information of ordinary shares, including trading volume. Average Daily Turnover and the ratio to total registered ordinary shares of securities compared to all listed securities on the Stock Exchange of Thailand. By considering the nature of business operations similar to companies in the real estate development business. According to the company's business management plan in the short-term - medium-term, the real estate development business is still the main business of the company.

Table showing the income structure of the company for the 3-month period of 2023

(Unit : Million Baht)

Main business income	3 month period 2023	
	MB	%
Real estate development business	41	65.56
Hemp business	0.44	0.7
Leasing business	19.1	30.54
Total income from core business	60.54	96.8
Other income	2	3.2
Total income	62.54	100

The IFA then uses the information of comparable companies in the same industry as the company. The operates in real estate development has market capitalization in the range of 2,500 – 3,500 million baht for comparison. There are 4 comparable companies selected by the Independent Financial Advisor as follows:

List	abbreviation	Stock market	Type of business	Market capitalization
1. M.K. Real estate development Public Company Limited	MK	SET	Business of real estate development for sale for rental and service	3,208.14 MB
2. Nirvana Development Public Company Limited	NVD	SET	Business of real estate development for sale including single detached houses, townhomes, home offices and condominiums on high potential land locations around Bangkok	3,199.54 MB
3. Prinsiri Public Company Limited	PRIN	SET	Real estate development business housing estate type and types of residential condominiums	3,196.43 MB
4. Raimon Land Public Company Limited	RML	SET	Real estate development business Focus on developing condominium projects for middle to high class customers. Villa projects specific to customer groups both in Bangkok and resort areas	2,920.74 MB
5. Company	ALPHAX	Mai	Business of real estate development for sale Manufacturing and distributing hemp precursors and hemp extracts and/or hemp plants, as well as hire-purchase business for motorcycles, used cars and agricultural machinery in Lao PDR.	3,084.18 MB

Source: SETSMART (market value data as of May 22, 2023)

However, the 4 comparable companies have management policies. Distribution channel asset size and business practices that are different from ALPHAX, therefore may affect investors' investment conditions. According to the price and quantity required by those who want to buy and those who want to sell.

Table showing volume and trading value of companies in the real estate and construction industry in terms of real estate development that operates similar business to the Company (previous 360 business days) from November 12, 2021 to May 11, 2023

Securities	Average Daily Trading Volume (Shares)	Percentage of all shares	Average Daily Trading Value (Baht)	Ranking of average daily trading volume compared to SET and mai ^{/1}	Ranking of total share ratio compared to SET and mai ^{/1}	Ranking of average daily trading value compared to SET and mai ^{/1}
MK	71,385.74	0.01 %	211,470.50	707	769	756
NVD	1,275,177.56	0.08 %	2,933,097.56	510	602	598
PRIN	321,092.11	0.03 %	907,456.25	646	701	691
RML	5,889,356.69	0.14 %	5,551,183.72	267	535	520
ALPHAX	25,096,296.36	1.20 %	45,622,453.72	60	86	192

source: SETSMART

Remark:

- /1 Ranked from highest to lowest from the total number of 869 securities (including SET and mai market, excluding warrants, and securities that are prohibited from trading)

The table shows the average daily trading volume per share and the average daily trading value of ALPHAX, comparing the average daily trading volume per all shares and the average daily turnover per share of all companies in the real estate and construction industry and securities listed on the SET and mai (total number of securities: 869 securities) for the past 360 business days from November 12, 2021 to May 11, 2023

Securities	Average daily trading volume per share	Average Daily Trading Value (Baht)
ALPHAX	1.20 %	45,622,453.72
Companies in the real estate and construction industry in the mai market ^{/1}	1.01 %	7,224,622,874.04
Companies in the real estate development sector in the SET market ^{/2}	0.41 %	20,399,400,189.02
Securities listed on the SET and mai ^{/3}	0.51 %	27,143,271,034.56

source: SETSMART

Note:

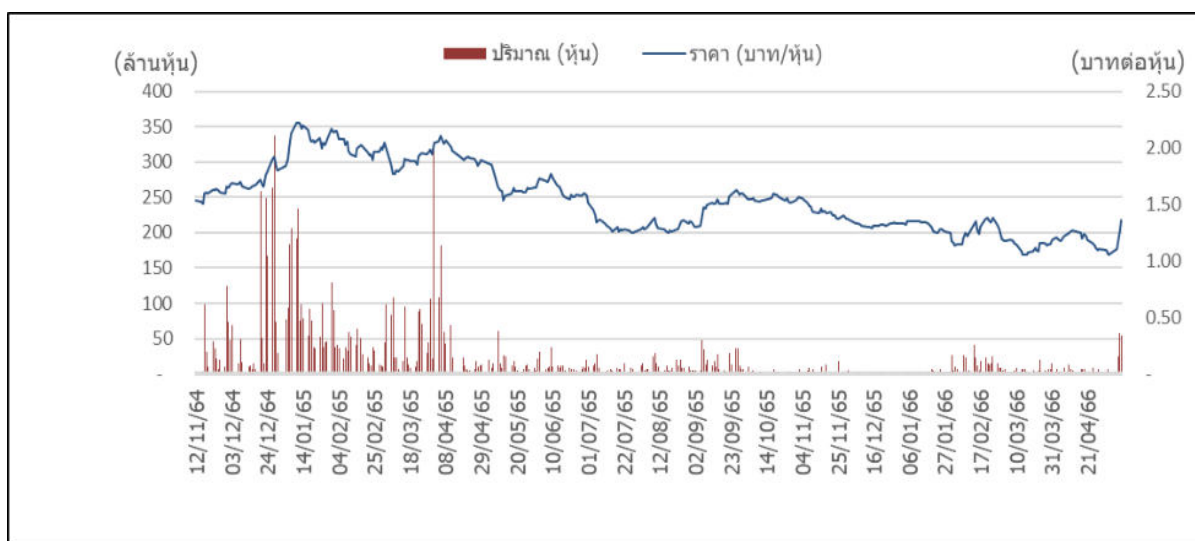
- /1 Total shares of 38 companies
 /2 Total shares of 59 companies
 /3 Total shares of 869 securities (including SET and mai markets, excluding warrants and securities that are prohibited from trading)

The Independent Financial Advisor has analyzed trading data of ALPHAX during 360 business days (from November 12, 2021 to May 11, 2023), obtaining the following summary:

- i. Average daily trading value of approximately 45.62 million baht, ranking 192nd in comparison to stocks of the Stock Exchange of Thailand (“SET”) and the Market for Alternative Investment (“mai”) combined (excluding warrants) and securities that are prohibited from trading)
- ii. Daily trading volume ranges from 0.52 – 377.64 million shares per day or an average of 360 business days at approximately 25.10 million shares per day, which ranks 60th when compared to stocks of the Stock Exchange of Thailand (“SET”) and the Market for Alternative Investment (“mai”) combined (excluding warrants) and securities that are prohibited from trading)
- iii. The turnover ratio is 0.34 – 1.20 percent of the Company's paid-up ordinary shares or an average of 360 business days equal to 1.20 percent, ranked 86th when compared to stocks of both the Stock Exchange of Thailand (“SET”) and the Market for Alternative Investment (“mai”) combined (excluding warrants).and securities that are prohibited from trading)
- iv. The ratio of average daily trading volume to total registered ordinary shares of ALPHAX for the past 360 business days is 1.20%, which is a relatively high turnover ratio compared to companies in the real estate industry and construction in the mai market, companies in the real estate development business category in the SET market and all 869 listed companies listed on the SET and mai stock exchanges with trading volume turnover rates of 1.01 percent, 0.41 percent and 0.51 percent. Respectively, if considering the average daily trading value of ALPHAX for the past 360 working days with companies in the real estate and construction industry in the mai market, companies in the real estate development sector in the SET market and companies listed in the stock exchange SET and mai with average trading value of 45.62 million baht per day, 7,224.62 million baht per day, 20,399.40 million baht per day and 27,143.27 million baht per day, respectively.

From the above information, ALPHAX has a relatively high average daily trading volume of 25.10 million shares per day. When compared to comparable companies with similar businesses, it was found that ALPHAX's trading volume of ordinary shares was ranked 1 of 5 companies. It was found that ALPHAX's trading volume of ordinary shares was ranked 60th out of 869 companies.

In addition, considering the ratio of the average daily trading volume to the number of paid-up ordinary shares of ALPHAX, it was found that the trading volume of ALPHAX's ordinary shares has good liquidity. It was ranked 86th out of 869 companies listed on the SET and mai, which is a relatively high turnover ratio. The Independent Financial Advisor views that the past purchase price can reflect the demand and supply of ALPHAX ordinary shares.



However, from the above graph, if considering the volume and price of ordinary shares for the past 360 business days from November 12, 2021 to May 11, 2023. It can be seen that during the late 2021 until the beginning of 2022, the trading volume of ALPHAX's ordinary shares was quite significantly high and has decreased in the middle of 2022 and has been relatively stable since the second half of the year 2022 onwards, which is expected to be a result of the change in the company structure, including the future business expansion plan of the group of companies as reported to the Stock Exchange of Thailand. Therefore, the Independent Financial Advisor views that the appropriate period to consider the fair value of ALPHAX ordinary shares based on the Historical Market Approach. Market Value Approach) should be within the past 180 business days from August 16, 2022 to May 11, 2023, which will get the fair value of ALPHAX ordinary shares equal **to 1.23 – 1.35 baht** per share, which is higher than the trading price of 1.13 baht. per share is 0.10 – 0.22 baht per share. The Historical Market Value Approach is a method that references the market price that reflects the needs of buyers and sellers by relying on a mechanism determined by the demand and supply of investors. Invest in company stocks Therefore, the Independent Financial Advisor is of the opinion that the Historical Market Value Approach is an appropriate approach to value ordinary shares at this time.

4.4 Price to Book Value Ratio Approach : P/BV Ratio

Price to Book Value Ratio Approach is a method that multiplies the adjusted book value (Adjusted Book Value Approach) of the company in item 2 by the average of the P/BV Ratio of companies listed on the Stock Exchange of Thailand by considering. The business operations that are similar to those of companies in the real estate development business. According to the company's business management plan in the short-term - medium-term, the real estate development business is still the main business of the company. The Independent Financial Advisor therefore uses information of comparable companies in the same industry as the Company, which operates in real estate development and There has market

capitalization in the range of 2,500 – 3,500 million baht for comparison. There are 4 comparable companies selected by the Independent Financial Advisor as follows:

List	abbreviation	Stock market	Type of business	Market capitalization
1. M.K. Real estate development Public Company Limited	MK	SET	Business of real estate development for sale for rental and service	3,208.14 MB
2. Nirvana Development Public Company Limited	NVD	SET	Business of real estate development for sale including single detached houses, townhomes, home offices and condominiums on high potential land locations around Bangkok	3,199.54 MB
3. Prinsiri Public Company Limited	PRIN	SET	Real estate development business housing estate type and types of residential condominiums	3,196.43 MB
4. Raimon Land Public Company Limited	RML	SET	Real estate development business Focus on developing condominium projects for middle to high class customers. Villa projects specific to customer groups both in Bangkok and resort areas	2,920.74 MB
5. Company	ALPHAX	mai	Business of real estate development for sale Manufacturing and distributing hemp precursors and hemp extracts and/or hemp plants, as well as hire-purchase business for motorcycles, used cars and agricultural machinery in Lao PDR.	3,084.18 MB

Source: SETSMART (market value data as of May 22, 2023)

However, the 4 comparable companies have management policies. Distribution channel asset size and business practices that are different from ALPHAX, therefore may affect investors' investment conditions. According to the price and quantity required by those who want to buy and those who want to sell.

The average P/BV Ratio of such listed companies as of May 11, 2023 (which is the day before the Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 for consider approving this transaction) and the past 360 business days, which is a period of time that is sufficient to accommodate volatility in order to reduce deviations that may occur from unusual events that affect the stock price movement. It may cause the stock price to not reflect the appropriate value. If the price is used at a certain point. The details are as follows:

No.	Company name used for comparison	Abbreviation	Historical P/BV Ratio (times)							
			15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
1	M.K. Real estate development Public Company Limited	MK	0.50	0.50	0.48	0.48	0.48	0.49	0.50	0.50
2	Nirvana Development Public Company Limited	NVD	0.65	0.68	0.65	0.64	0.63	0.63	0.65	0.69
3	Prinsiri Public Company Limited	PRIN	0.69	0.70	0.70	0.71	0.69	0.71	0.70	0.68
4	Raimon Land Public Company Limited	RML	0.66	0.67	0.68	0.70	0.71	0.71	0.73	0.75
	Average of 4 companies		0.62	0.64	0.63	0.63	0.63	0.64	0.64	0.66

Source: www.setsmart.com

Valuation by Price to Book Value Ratio Approach by a formula for calculating as follows:

Company's ordinary share value = P/BV Ratio of the underlying group X Book value per share of the Company
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Summary of the valuation of ALPHAX's ordinary shares according to the Price to Book Value Ratio Approach

	15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
Average of 4 companies	0.62	0.64	0.63	0.63	0.63	0.64	0.64	0.66
Adjusted book value per share of ALPHAX (baht/share)	0.69							
Price per share (baht/share)	0.43	0.44	0.43	0.44	0.43	0.44	0.44	0.45

Based on the price to book value ratio approach (Price to Book Value Ratio Approach or P/BV Ratio), the fair value per share of ALPHAX is equal to **0.43 – 0.45 baht per share**. Price to Book Value Ratio Approach or P/BV Ratio is a comparison method to see how many times the market price is the book price. It reflects the premium or discount that investors give to the book value. However, evaluating this method that reflects the financial position at a particular time without reflecting on the business plan profitability and future growth prospects. Even though, the selected comparable companies have similar business characteristics to the company. There are also differences in financial structure and liquidity in the stock market of each company. The Independent Financial Advisor therefore does not choose to use this method.

4.5 Price to Earnings Per Share Ratio Approach : P/E Ratio

Price to Earnings Per Share Ratio Approach is a method that uses ALPHAX's net profit per share for the past 4 quarters ended March 31, 2023, which is the financial statement reviewed by Mr. Jumphot. Prairattanakorn, Certified Public Accountant No. 7645 of DIA International Auditing Co., Ltd., which is a certified public accountant from the SEC. (From the 2nd quarter of 2022 - the 1st quarter of 2023) has a net loss of 10.36 million baht or equivalent to (0.005) baht per share multiplied by the average (Average) of the P / E Ratio of companies listed on the Stock Exchange of Thailand. By considering the business operations that are similar to those of companies in the real estate development business. And because

according to the company's business management plan in the short-term - medium-term, the real estate development business is still the main business of the company. The Independent Financial Advisor therefore uses information of comparable companies in the same industry as the Company, which operates in the business of real estate development and has market capitalization in the range of 2,500 – 3,500 million baht, totaling 4 companies, which the Board of Directors' meeting will have a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve this transaction) and the past 360 business days, which is a period sufficient for support volatility to reduce deviations from stock price movements that may be caused by unusual events. This may cause the stock price to not reflect the appropriate value if the price is used at a certain point. The details are as follows:

No.	Company name used for comparison	Abbreviation	Historical P/BV Ratio (times)							
			15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
1	M.K. Real estate development Public Company Limited	MK ^{/1}	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
2	Nirvana Development Public Company Limited	NVD ^{/1}	21.34	19.68	15.78	12.03	10.16	8.72	8.20	N/A
3	Prinsiri Public Company Limited	PRIN	9.15	9.21	9.19	9.19	8.96	9.00	9.63	9.92
4	Raimon Land Public Company Limited	RML ^{/1}	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	P/E Ratio of PRIN		9.15	9.21	9.19	9.19	8.96	9.00	9.63	9.92

Source : www.setsmart.com

Remark

- /1 The price to earnings per share ratio cannot be found for all time periods. As a result of the results of the operations of all 3 of the aforementioned companies with operating losses.

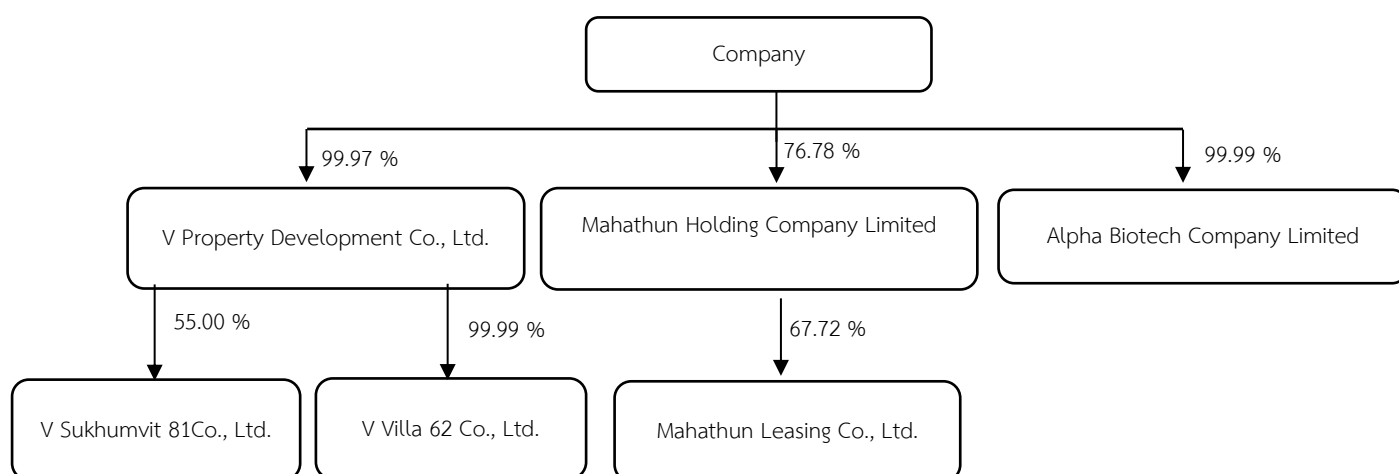
The Price to Earnings Per Share Ratio Approach is a method that considers the profit potential of the business in the short term only, not considering the profitability of the business in the future. Therefore, it reflects the short-term value but does not reflect the true value of the business. In addition, ALPHAX's net profit per share for the past 4 quarters has resulted in a loss. Therefore, the Independent Financial Advisor cannot apply the Price to Earnings Per Share Ratio Approach in this valuation of ordinary shares.

4.6 Discounted Cash Flow Approach

Discounted Cash Flow Approach is a valuation method considering the performance of ALPHAX in the future by calculating the present value of the projected net cash flow with an appropriate discount rate. By using actual data and making future financial projections, which is based on the projection of future performance received from the management and calculated future net cash flow from ALPHAX's financial projection for the period of 5 years from 2023 - 2027 (except V Villa 62 Company Limited, Financial Advisor). The financial projection will be prepared for a period of 2 years from 2023 - 2024 only

because the management of the company plans to register the liquidation and liquidation during the year 2024 or after the company can transfer the ownership of all real estate projects for sale of V Villa 62 Co., Ltd. to customers and end various obligations arising from the sale of real estate, such as operations in the project juristic person). The financial advisor has prepared ALPHAX's financial forecast based on information and assumptions received from the company and from interviews with executives and related officers. For the purpose of determining the value of the company's ordinary shares If the economic conditions and other external factors that affect ALPHAX's operations, including ALPHAX's internal situation, have significantly changed from the assumptions set. The value of ordinary shares appraised by this method will change as well.

As at the fair value valuation date, ALPHAX's main income comes from direct subsidiaries and/or indirect subsidiaries, which has a similar status as a Holding Company with direct holding in 2 companies and indirectly holding shares in 2 companies as follows:



Juristic person name	Stake by ALPHAX	Type of business
V Property Development Co., Ltd. ("V Property")	99.97 %	Business investment in other companies. The policy is to use subsidiaries to invest in real estate development projects.
V Sukhumvit 81 Co., Ltd. ("V81")	55.00 % by V Property	Real estate development business for sale
V Villa 62 Co., Ltd. ("V62")	99.99 % by V Property	Real estate development business for sale
Alpha Biotech Co., Ltd. ("Alpha Biotech")	99.99 %	Operates a business of producing and distributing precursor products and extracts from hemp plants and/or hemp plants
Mahathun Holding Co., Ltd. ("MHTH")	76.78 %	Business investment in the business of providing hire purchase loans for motorcycles, used cars and agricultural machinery

Juristic person name	Stake by ALPHAX	Type of business
Mahathun Public Company Limited ("MHTL")	67.72 % by MHTH	Businesses providing hire purchase loans for motorcycles, used cars and agricultural machinery

Company revenue structure and subsidiaries divided by business group

Main business income	2020		2021		2022		3 months in 2023	
	MB	%	MB	%	MB	%	MB	%
Faucet business	0.19	0.03	-	-	-	-	-	-
Palm oil business	73.57	11.73	21.77	4.28	-	-	-	-
Real estate development business	539.53	85.99	446.82	87.89	198.19	55.77	41.00	65.56
Hemp plants business	-	-	-	-	98.88	27.82	0.44	0.70
Leasing business	-	-	-	-	49.60	13.96	19.10	30.54
Total income from core business	613.29	97.75	468.59	92.17	346.67	97.55	60.54	96.80
Other income	14.13	2.25	39.81	7.83	8.69	2.45	2.00	3.20
Total income	627.42	100.00	508.40	100.00	355.36	100.00	62.54	100.00

According to the company's revenue structure, it was found that in the year 2022 to the first quarter of the year 2023, the company's main income came from the real estate development business and credit rental business. Therefore, in valuing ALPHAX shares by using the discounted cash flow approach. The financial advisor will consider the cash flow from the business operations of each company that ALPHAX invests in, namely V Property, V81, V62, Alpha Biotech and MHTL (not considering the cash flow from MHTH as it invests in MHTL).

Share valuation by this method It is a method that considers the future performance of V Property, V81, V62, Alpha Biotech and MHTL by calculating the present value of projected free cash flows using an appropriate discount rate. The IFA has calculated the weighted average cost of capital (WACC) to be used as a discount rate and to calculate future net cash flows from the financial projections of V Property, V81, V62, Alpha Biotech and MHTL in the next 5 years (2023 - 2027) based on the assumption that the business of V Property, V81, Alpha Biotech and MHTL will continue (Going Concern Basis) without Significant changes have occurred. However, IFA assumes that V62's business will cease to operate in 2024 based on the information provided by the company's management. However, IFA does not consider the impact that will occur from this transaction considered in preparing the financial projection of V Property, V81, V62, Alpha Biotech and MHTL.

4.6.1 V Property Development Company Limited ("V Property")

The key assumptions can be summarized as follows:

- (1) Income, cost and expenses of the sale of real estate

Townhome Pathumthani project

Townhome project is a townhome project for sale. It located in Khlong Song Subdistrict Khlong Luang District Pathumthani Province, total area 26-0-65.93 rai, which Townhome project is divided into 2 phases, Phase 1 will begin construction in the 1st quarter of 2025 and expected to be completed and the transfer of ownership will begin in the 3rd quarter of the year 2026.

Townhome Phase 1 project has a total of 303 units and Phase 2 commenced construction in the 1st quarter of 2026 and expected to be completed and the transfer of ownership began in the 1st quarter of 2027, summarized details at Use the following estimates:

Townhome Pathumthani Phase 1 Project

Financial assumptions (Unit : thousand baht)	Estimate				
	2023	2024	2025	2026	2027
Income					
Number of units down	-	-	210	93	-
Number of ownership transfer units	-	-	-	75	228
Average selling price	-	-	3,161.00	3,161.00	3,161.00
Proportion of down payment to average selling price	-	-	15%	15%	-
Construction cost per unit	-	-	1,568.14	1,568.14	1,568.14
Marketing expenses	-	-	14,366.73	14,366.73	-
Commission	-	-	-	2,370.75	7,207.07
Ownership transfer expenses	-	-	-	2,370.75	7,207.07
Promotional fee	-	-	-	4,741.49	14,414.14
After-sales service fee	-	-	-	1,185.37	3,603.54
Administrative expenses	480.00	480.00	12,770.42	12,770.42	12,770.42
Corporate expenses	-	-	-	957.78	3,831.13
Ownership transfer fee	-	-	-	2,370.75	7,207.07
Specific business tax	-	-	-	7,823.47	23,783.33

Remark: The management has estimated the average selling price by considering various factors. These include the cost of constructing a house, the desired profit margin, the value of the land area, the characteristics of the house plans, the expenses related to design, and a comparison of selling prices of similar projects in the vicinity.

Townhome Pathumthani Phase 2 Project

Financial assumptions (Unit : thousand baht)	Estimate				
	2023	2024	2025	2026	2027
Number of units down	-	-	124	-	-
Number of ownership transfer units	-	-	-	60	64
Average selling price	-	-	4,196.80	4,196.80	4,196.80
Proportion of down payment to average selling price	-	-	15%	-	-
Construction cost per unit	-	-	1,980.63	1,980.63	-

Financial assumptions (Unit : thousand baht)	Estimate				
	2023	2024	2025	2026	2027
Marketing expenses	-	-	15,612.11	-	-
Commission	-	-	-	2,518.08	2,685.95
Ownership transfer expenses	-	-	-	2,518.08	2,685.95
Promotional fee	-	-	-	5,036.16	5,371.91
After-sales service fee	-	-	-	1,259.04	1,342.98
Administrative expenses	-	-	8,326.46	8,326.46	4,163.23
Corporate expenses	-	-	-	1,301.01	1,301.01
Ownership transfer fee	-	-	-	2,518.08	2,685.95
Specific business tax	-	-	-	8,309.67	8,863.65

Remark: The management has estimated the average selling price by considering various factors. These include the cost of constructing a house, the desired profit margin, the value of the land area, the characteristics of the house plans, the expenses related to design, and a comparison of selling prices of similar projects in the vicinity.

(2) Other income

Other income, IFA determines No other income is generated.

(3) Cost of sales

Based on the findings of the company's executives, the cost of real estate sales consists of land cost, construction cost, and other expenses related to project development. These costs are incurred simultaneously with the recognition of revenue from sales. The Independent Financial Advisor has estimated the cost-to-income ratio to be 66.00 percent of the real estate sales revenue. This estimation is based on the company's projection plan and historical data from The Valor Ramintra Project, a single detached house project developed and currently being sold by the company. The estimated cost-to-income ratio closely aligns with the actual cost-to-revenue ratio observed in the business. For more detailed information on these costs and their breakdown as below:

Financial assumptions (Unit : thousand baht)	Estimate					
	2023	2024	2025	2026	2027	2028
Cost of sales						
Townhome Pathumthani Phase 1	-	-	-	156,469.31	475,666.70	-
Townhome Pathumthani Phase 2	-	-	-	-	166,193.41	177,272.98
Cost to income ratio (%)						
Townhome Pathumthani Phase 1	-	-	-	66.00%	66.00%	-
Townhome Pathumthani Phase 2	-	-	-	-	66.00%	66.00%

(4) Administrative expenses

Administrative expenses consist of employee expenses, utility expenses, Audit fee, Audit fees for internal control systems etc.

Financial assumptions (Unit : thousand baht)	Estimate					
	2023	2024	2025	2026	2027	2028
Selling and administrative expenses						
Marketing expenses	-	-	14,366.73	29,978.84	-	-
Commission	-	-	-	2,370.75	9,725.15	2,685.95
Ownership transfer expenses	-	-	-	2,370.75	9,725.15	2,685.95
Promotional fee	-	-	-	4,741.49	19,450.30	5,371.91
After-sales service fee	-	-	-	1,185.37	4,862.58	1,342.98
Administrative expenses	480.00	480.00	12,770.42	21,096.88	21,096.88	4,163.23
Corporate expenses	-	-	-	957.78	5,132.14	1,301.01
Ownership transfer fee	-	-	-	2,370.75	9,725.15	2,685.95
Specific business tax	-	-	-	7,823.47	32,093.00	8,863.65
Total	480.00	480.00	27,137.15	72,896.07	111,810.37	29,100.63

The Independent Financial Advisor has made certain assumptions based on information and documents provided by the Company's accounting and finance department, as well as assumptions from the Company's management for the preparation of financial projections. The rate of selling and administrative expenses is derived from the actual rate observed in the past from The Valor Ramintra project, which is a single detached house project developed and currently being sold by the company. Some adjustments have been made to align certain items, such as marketing expenses and commissions, with the company's studied information. The selling and administrative expenses are considered fixed rates, and the company expects them to remain stable at the current rate. This includes expenses like ownership transfer fees and specific business taxes. The management has determined that the rate of such expenses will be the same as in the past, and the Independent Financial Advisor deems these expenses to be based on actual expenses and reasonable. Hence, the financial advisor has utilized the same expense rate in the financial projection. The details of selling and administrative expenses are as follows:

Selling and administrative expenses	
Marketing expenses	3.00% of income
Commission	1.00% of income
Ownership transfer expenses	1.00% of income
Promotional fee	2.00% of income
After-sales service fee	0.50% of income
Administrative expenses	4.00% of income
Corporate expenses	0.50% of income
Ownership transfer fee	1.00% of income
Specific business tax	3.30% of income

(5) Capital Expenditure

According to the information received by the IFA from the company's -management, V Property does not have a plan to invest in fixed assets and/or does not have a plan to improve fixed assets of V Property 99.97 %. Therefore, the IFA determined that V Property does not invest in fixed assets throughout the projection period.

(6) Turnover rate of working capital

The Independent Financial Advisor has determined that in the real estate business, there are typically no credit terms, and customers make advance payments before the ownership is transferred. As a result, the Advisor forecasts that there will be no trade accounts receivable throughout the projection period.

The 40-day trade payable turnover rate, which is based on information from the company's executives and is close to the company's policy of having a 30-day credit term for debt repayment.

The Independent Financial Advisor did not calculate the inventory turnover rate for the company as the development of real estate during construction is recorded as assets under real estate development costs. Only when the building is completed and ready for sale, it will be classified as inventory.

(7) Financial costs

Finance costs consist of interest paid on long-term borrowings from financial institutions with an interest rate of 6.00 %

(8) Depreciation

The IFA does not make any assumptions and/or determine depreciation and amortization of V property's assets throughout the projection period. According to the company's management interview, V Property uses the office of ALPHAX, the parent company, in the proportion of 99.97%.

(9) Corporate income tax

The corporate income tax rate is 20% of profit before tax.

(10) Summary of financial projections

(Unit : thousand baht)

Income statement	2023	2024	2025	2026	2027	2028
Sales revenue	-	-	-	237,074.71	972,515.32	268,595.42
Cost of sales	-	-	-	(156,469.31)	(641,860.11)	(177,272.98)
Gross profit	-	-	-	80,605.40	330,655.21	91,322.44
Selling and administrative expenses	(480.00)	(480.00)	(27,137.15)	(72,896.07)	(111,810.37)	(29,100.63)
Operating profit	(480.00)	(480.00)	(27,137.15)	7,709.33	218,844.84	62,221.81
Financial cost	(5,520.00)	(5,520.00)	(13,022.00)	(25,854.64)	(14,210.00)	(5,520.00)
Profit before income tax	(6,000.00)	(6,000.00)	(40,159.15)	(18,145.32)	204,634.84	56,701.81

Income statement	2023	2024	2025	2026	2027	2028
Income tax expense	-	-	-	-	(40,926.97)	(11,340.36)
Net Profit (Loss)	(6,000.00)	(6,000.00)	(40,159.15)	(18,145.32)	163,707.87	45,361.45

(Unit : thousand baht)

Statement of financial position	2023	2024	2025	2026	2027	2028
Total assets	483,317.82	482,837.82	746,646.81	1,159,016.60	945,597.18	930,709.31
Total liabilities	228,361.95	233,881.95	537,850.09	968,365.20	591,237.90	530,988.59
Equity	254,955.87	248,955.87	208,796.72	190,651.40	354,359.27	399,720.72

(11) Appraisal method for net cash flow return

Net cash flow of the business

In evaluating the feasibility of the business by the net cash flow method of the business. It reflects the returns and risks that will be received in the future.

Discount Rate

For the discount rate used to calculate the present value of future cash flows. Calculated from the weighted average cost of capital (WACC) of the business, which depends on

- Debt-to-Equity Ratio
- Cost of Debt after tax: $K_d \cdot (1-t)$
- Cost of Equity : K_e

The formula for calculating is as follows:

WACC	=	$K_d \cdot (1-T) \cdot (D/(D+E)) + K_e \cdot (E/(D+E))$
K_e	=	Equity Rate of Return
K_d	=	The cost of finance of the entity in the projection is 5.25%. The financial advisor estimates the said interest rate from the projection of long-term loan debt. and interest expenses that will occur in the future and used to calculate the interest rate
T	=	Effective Tax Rate
D	=	Interest-bearing liabilities of V property according to the 2023 projection in the amount of 122.00 million baht.
E	=	The value of V property's equity according to the 2023 projection amounted to 1,345.41 million baht.

K_e can be calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_e = R_f + \beta (R_m - R_f)$$

Rf	Government Bond Yields	3.13%	Referring to 25-year government bond yields, which is an appropriate period. Since government bonds with a maturity of 25 years onwards will have a slight increase in yield and remain relatively constant. (The yield curve has a flat curve) in line with the valuation of the shares on the assumption that the business continues to operate (Going Concern Basis). The IFA is based on information as of May 15, 2023. from www.thaibma.or.th
Rm	Average return on investment in the Stock Exchange of Thailand	13.44%	The average return on investment in the Stock Exchange of Thailand over the past 25 years, from 1998 to 2023, as this is the period that best reflects the average return and less affected by the volatility of the Stock Exchange of Thailand and did not calculate the return rate of the Stock Exchange of Thailand in the beginning of its inception. This is because the trading volume and the number of listed companies are still low, which may not reflect the actual returns (information from www.set.or.th)
β	Coefficient of Variance of Changes in SET Index and Stock Price	1.03	<p>It is a measure of market risk of stock prices, which is calculated from the coefficient of variance of securities of companies listed on the Stock Exchange of Thailand By considering the nature of business operations similar to V Property, a total of 5 companies, using the average past 365 days from May 13, 2022 to May 12, 2023 to calculate, based on the theory of Professor Aswath Damodaran from New York University. Stern School of Business, a period that should reflect the rate of return investors want for a business based on the most up-to-date information. It take the coefficient of variance to adjust the effect of the debt into Unlevered Beta (β_u) to be used for comparison according to the following formula</p> $\beta_u = \beta / \{1 + [(1 - \text{tax}) \times (D/E)]\}$ <p>by</p> <p>β_u = Unlevered Beta or the coefficient of variance adjusting for the effect of the liabilities of each comparable company of 5 similar businesses</p> <p>Tax = corporate income tax rate</p> <p>D/E = Interest bearing debt to equity ratio By using the average interest-bearing debt to equity ratio of 5 listed companies with similar businesses to be compared.</p>

The average Unlevered Beta (β_u) can be calculated as follows:				
Company	β	tax	D/E	B_u
MK	0.253	20%	1.611	0.111
PRIN	0.448	20%	1.068	0.242
NVD	0.335	20%	1.380	0.159
RML	1.246	20%	0.247	1.040
PEACE	1.504	20%	0.000	1.504
Avg.			0.860	0.611
Source: Bloomberg and www.set.or.th				
Using the Unlevered Beta (β_u) and the average D/E of the 5 comparable listed companies to calculate the Levered Beta (β) as follows				
$\beta = \beta_u \times \{1 + [(1 - \text{tax}) \times (D/E)]\}$				
β_u	tax	D/E	B	
0.611	20%	0.860	1.032	

In summary, the discount rate WACC is 12.97 % per year.

Terminal Value

The IFA assumes the final terminal value in calculating the value of V Property under the assumption that the business continues to operate (Going Concern Basis) by calculating Terminal Value according to the formula below:

$$\frac{[(\text{Profit before Interest and Tax} * (1 - \text{income tax rate})) + \text{changes in working capital}] * (1 + \text{Terminal Growth Rate})}{(\text{Discount rate} - \text{Terminal Growth Rate})}$$

The IFA does not include investments in fixed assets, depreciation, and amortization in the calculation because, if the company is growing at a constant rate, these two expenses in the future should be similar. Therefore, they are excluded from the calculation, and there is no need to include them in determining the terminal value. As a result, the terminal value is equal to the sum of the last projected earnings before interest and tax, adjusted by the discount rate and changes in working capital. The IFA estimates that the terminal value has a conservative growth rate in line with inflation. They assume that the 10-year average inflation rate in Thailand's headline consumer price index reflects the rate of change in prices of goods and services in the country as a whole. The average growth rate of inflation according to the headline consumer price index of Thailand for the past 10 years, from 2014 to 2023, is 1.00 percent per year (information from the Ministry of Commerce). The projection period, represented by the terminal growth rate, is set to 0.00% per year. This is because the growth rate of the terminal value of the business should not exceed the growth of the overall economy. The IFA selected Thailand's inflation rate in the past as a reference to value the company's growth as closely as possible to the reality of the economic situation.

The present value of the free cash flows to the firm (FCFF) method calculates the cash flow generated by the business each year after deducting expenses and taxes. It considers non-cash items such as depreciation and brings them back to determine the actual cash flow. These cash flows are then adjusted for changes in working capital used in operations (Change in Working Capital) and subtracted by investment expenses (Investment), resulting in the net cash flow generated by the business each year. The net cash flows of the business are then discounted using a discount rate (Discounted Rate) to determine the present value of the current cash flows. The present value of cash flows for each year is combined to derive the enterprise value. Additionally, the cash on hand is added, and the interest-bearing debt is subtracted to calculate the present value of equity.

Based on the information and assumptions given above the cash flow of V Property can be calculated as follows:

(Unit : thousand baht)	Year 1 2023	Year 2 2024	Year 3 2025	Year 4 2026	Year 5 2027
Earnings before interest and corporate tax (EBIT) x (1 - income tax rate)	(480.00)	(480.00)	(27,137.15)	7,709.33	218,844.84
Add back depreciation	-	-	-	-	-
Minus Changes in working capital	(5,520.00)	(5,520.00)	(13,022.00)	(25,854.64)	(14,210.00)
Minus Investment	-	-	-	-	-
Net cash flow of the business	(6,000.00)	(6,000.00)	(40,159.15)	(18,145.32)	(160,865.87)
Terminal Value	-	-	-	-	1,400,984.09
Total cash flow of the business	(6,000.00)	(6,000.00)	(40,159.15)	(18,145.32)	1,561,849.96
Present value of cash flows	(5,311.06)	(4,701.22)	(27,853.14)	(11,139.97)	(848,767.48)
Total present value of cash flows	799,762.09				
Add cash items at the end of the projection year 2023	575.60				
Minus interest-bearing debt at the end of the projection 2023	(128.83)				
Present value of equity	800,208.86				

Based on the discounted cash flow approach, the equity value of V property is estimated to be 800.21 million baht, representing a fair price. To account for potential effects resulting from changes in the discount rate, the IFA has adjusted the value of the discount rate (WACC). The range considered includes both an increase and a decrease of 0.50 percent per year from the initial discount rate. The firm value consideration of V Property in case the discount rate changes from external factors. The IFA views that the rate of 0.50% per year is appropriate to cover the potential volatility of the assumptions to a certain extent and not make the final price range too wide, with details as follows:

Sensitive Analysis

(Discount Rate or WACC)		Enterprise Value V property (thousand baht)
+ 1.00%	13.97%	718,706.63
+ 0.50%	13.47%	757,833.12
-	12.97%	800,208.86
- 0.50%	12.47%	846,229.42
- 1.00%	11.97%	896,356.56

from the table above It was found that when conducting a sensitivity analysis from the discount rate (WACC), the business value of V Property was in the range of **718.71 – 896.36 million baht.**

4.6.2 V Sukhumvit 81 Company Limited (“V81”)

The key assumptions can be summarized as follows:

- (1) Income, cost and expenses of the sale of real estate

IKON UDOMSUK

IKON UDOMSUK project is a condominium project for sale with no more than 8 floors, 2 buildings located on Soi Udomsuk 29, Bangna Subdistrict, Bangkok. The construction started in January 2024 and is expected to be completed and the transfer of ownership will begin in the first quarter of 2025. The IKON UDOMSUK project has a total number of units of 334 units, summarized as follows:

Financial assumptions (Unit : thousand baht)	Estimate				
	2023	2024	2025	2026	2027
Income					
Number of units down	-	334	-	-	-
Number of ownership transfer units	-	-	334	-	-
Average selling price	-	2,222.09	2,222.09	-	-
Proportion of down payment to average selling price	-	15.00 %	-	-	-
Construction cost per unit	-	1,382.58	1,382.58	-	-
Sale gallery rental fee	-	3,200.00	1,600.00	-	-
Marketing expenses	-	14,843.56	7,421.78	-	-
Commission	-	-	7,421.78	-	-
Ownership transfer expenses	-	-	1,792.14	-	-
Promotional fee	-	-	6,680.00	-	-
After-sales service fee	-	-	3,340.00	-	-

Financial assumptions (Unit : thousand baht)	Estimate				
	2023	2024	2025	2026	2027
Administrative expenses	-	16,192.97	13,494.14	-	-
Corporate expenses	-	-	5,000.00	-	-
Ownership transfer fee	-	-	7,421.78	-	-
Specific business tax	-	-	24,491.87	-	-

Remarks: The management has estimated the average selling price by considering various factors. These include the cost of constructing a house, the desired profit margin, the value of the land area, the characteristics of the house plans, the expenses related to design, and a comparison of selling prices of similar projects in the vicinity.

/1 Commission means compensation paid to sales staff of the company. When the salesperson can close the sale of the house

Sukhumvit 38 Condominium

Sukhumvit 38 Condominium is a 24-storey condominium project with 1 building located in close proximity to Thonglor BTS station, total area of 0-3-37 rai, which started construction in the third quarter of 2024 and is expected to be completed. The transfer of ownership began in the first quarter of 2027. The Sukhumvit 38 Condominium project has a total number of units of 117 units, summarized as follows:

Financial assumptions (Unit : thousand baht)	Estimate				
	2023	2024	2025	2026	2027
Income					
Number of units down	-	84	33	-	-
Number of ownership transfer units	-	-	-	-	117
Average selling price	-	12,944.43	12,944.43	-	12,944.43
Proportion of down payment to average selling price	-	15.00 %	15.00 %	-	-
Construction cost					
Construction cost per unit	-	4,537.72	4,537.72	4,537.72	-
Sale and service cost					
Sale gallery rental fee	-	-	-	-	-
Marketing expenses	-	25,241.64	50,483.28	-	-
Commission	-	-	-	-	45,434.96
Ownership transfer expenses	-	-	-	-	1,095.57
Promotional fee	-	-	-	-	58,500.00
After-sales service fee	-	-	-	-	2,340.00
Administrative expenses	-	8,654.28	17,308.55	17,308.55	17,308.55
Corporate expenses	-	-	-	-	7,057.90
Ownership transfer fee	-	-	-	-	15,144.99
Specific business tax	-	-	-	-	49,978.45
Total		71,827.72	150,308.10	21,326.70	196,860.42

Remarks: /1 Commission means compensation paid to sales staff of the company. When the salesperson can close the sale of the house

(2) Other income

Other income, the financial advisor determines, no other income is generated.

(3) Cost of sales

The Independent Financial Advisor has estimated the cost-to-income ratio for real estate sales revenue based on information provided by the Company's executives. For the IKON Udomsuk project, the estimated ratio is 60.00%, while for the Sukhumvit 38 project, it is 64.00%. These estimates consider the cost of land, construction, and other expenses related to project development. The higher cost of land for the Sukhumvit 38 project contributes to the higher cost of sales compared to the IKON Udomsuk project. These assumptions are based on the projection plan of the Company and its past information from the development and sale of the IKON Sukhumvit 77 project. Please refer to the details provided below.

Financial assumptions (Unit : thousand baht)	Estimate				
	2023	2024	2025	2026	2027
Cost of sales					
IKON Udomsuk	-	-	471,783.10	-	-
Sukhumvit 38	-	-	-	-	915,531.60
Cost to income ratio (%)					
IKON Udomsuk	-	-	64.00%	-	-
Sukhumvit 38	-	-	-	-	60.00%

(4) Administrative expenses

Administrative expenses consist of employee expenses, utility expenses, Audit fee, Audit fee for internal control system and others etc.

Financial assumptions (Unit : thousand baht)	Estimate				
	2023	2024	2025	2026	2027
Selling and administrative expenses					
Sale gallery rental fee		3,200.00	1,600.00		
Marketing expenses		40,085.20	57,905.06		
Commission			7,421.78		45,434.96
Ownership transfer expenses			1,792.14		1,095.57
Promotional fee			6,680.00		58,500.00
After-sales service fee			3,340.00		2,340.00
Administrative expenses		24,847.25	30,802.69	17,308.55	17,308.55
Corporate expenses			5,000.00		7,057.90
Ownership transfer fee			7,421.78		15,144.99

Financial assumptions (Unit : thousand baht)	Estimate				
	2023	2024	2025	2026	2027
Specific business tax			24,491.87		49,978.45
Other administrative expenses	3,000.00	3,150.00	3,307.50	3,472.88	3,646.52
Depreciation and Amortization	545.27	545.27	545.27	545.27	545.27
Total	3,545.27	71,827.72	150,308.10	21,326.70	201,052.20

The Independent Financial Advisor has relied on information and documents provided by the Company's accounting and finance department, as well as assumptions made by the Company's management, to determine the rate of selling and administrative expenses. These assumptions are based on the actual rates observed in the past from the development and sale of the IKON Sukhumvit 77 project. The expenses considered include marketing expenses, commissions, ownership transfer fees, specific business tax, and others. The management has set the rate of such expenses to be consistent with the past rates, and the Independent Financial Advisor considers these expenses to be reasonable and reflective of actual costs. Therefore, the financial advisor has incorporated these expense rates into the financial projections. The detailed breakdown of selling and administrative expenses is as follows:

Selling and administrative expenses	IKON UDOMSUK	Sukhumvit 38 Condominium
Sale gallery rental fee	4,800,000 baht	-
Marketing expenses	3.00% of income	5.00% of income
Commission	1.00% of income	3.30% of income
Ownership transfer expenses	1,792,140.00 baht	1,095,570.00 baht
Promotional fee	20,000 baht / room	50,000 baht / room
After-sales service fee	10,000 baht / room	20,000 baht / room
Administrative expenses	4.00% of income	4.00% of income
Corporate expenses	Common fee 4,000,000 baht Corporate expenses 1,000,000 baht	Common fee 6,057,900 baht Corporate expenses 1,000,000 baht
Ownership transfer fee	1.00% of income	1.00% of income
Specific business tax	3.30% of income	3.30% of income

For other administrative expenses and depreciation and amortization. The Independent Financial Advisor interviewed the executives. This is expected to cost approximately 3 million baht and is set to grow at a rate of 5% for depreciation and amortization. The rate is fixed throughout the projection period.

(5) Capital Expenditure

Based on the information received by the IFA from the Company's management, V81 does not have a plan to invest in fixed assets and/or does not have a plan to improve V81's fixed assets within estimate time

(6) Turnover rate of working capital

According to the information provided by the Company's executives, in the real estate business, there are typically no credit terms for customers. Instead, customers make advance payments before the ownership of the property is transferred. Based on this understanding, the Independent Financial Advisor has determined that there will be no trade accounts receivable during the projection period.

The 40-day trade payable turnover rate, which is based on information from the company's executives and is close to the company's policy of having a 30-day credit term for debt repayment.

The Independent Financial Advisor did not calculate the inventory turnover rate for the company as the development of real estate during construction is recorded as assets under real estate development costs. Only when the building is completed and ready for sale, it will be classified as inventory.

(7) Financial costs

Finance costs consist of interest paid on long-term borrowings from financial institutions. with an interest rate of 6.00 %.

(8) Depreciation

The IFA assumes that each type of asset is depreciated at a fixed rate by the straight-line method. The depreciation of each asset will be calculated differently according to accounting standards. The details are as follows:

Type of asset	Depreciation period (year)
Office building	20 years
Sales office	5 years
Furnishings and office supplies	5 years

(9) corporate income tax

The corporate income tax rate is 20% of profit before tax.

(10) Summary of financial projections

Income statement	2023	2024	2025	2026	2027
Sales revenue	-	-	742,177.92	-	1,514,498.53
Cost of sales	-	-	(471,783.10)	-	(915,531.60)
Gross profit	-	-	270,394.82	-	598,966.93
Selling and administrative expenses	(3,545.27)	(71,827.72)	(150,308.10)	(21,326.70)	(201,052.20)
Operating profit	(3,545.27)	(71,827.72)	120,086.72	(21,326.70)	397,914.73
Financial cost	(4,200.00)	(20,826.50)	(23,152.00)	(28,910.00)	(6,478.00)
Profit before income tax	(7,745.27)	(92,654.22)	96,934.72	(50,236.70)	391,610.37
Income tax expense	-	-	(27,113.47)	-	(78,287.35)
Net Profit (Loss)	(7,745.27)	(92,654.22)	69,821.25	(50,236.70)	313,149.38

Statement of financial position	2023	2024	2025	2026	2027
Total assets	488,376.30	1,052,455.31	978,719.50	1,195,912.38	801,938.44
Total liabilities	173,886.32	830,619.55	687,062.49	954,492.06	247,368.74
Equity	314,489.98	221,835.76	291,657.01	241,420.31	554,569.70

(11) Appraisal method for net cash flow return

Net cash flow of the business

In evaluating the feasibility of the business by the net cash flow method of the business. It reflects the returns and risks that will be received in the future.

Discount Rate

For the discount rate used to calculate the present value of future cash flows.

Calculated from the weighted average cost of capital (WACC) of the business, which depends on

- Debt-to-Equity Ratio
- Cost of Debt after tax: $K_d \cdot (1-t)$
- Cost of Equity : K_e

The formula for calculating is as follows:

WACC	=	$K_d \cdot (1-T) \cdot (D/(D+E)) + K_e \cdot (E/(D+E))$
K_e	=	Equity Rate of Return
K_d	=	The cost of finance of the entity in the projection is 5.25%. The financial advisor estimates the said interest rate from the projection of long-term loan debt. and interest expenses that will occur in the future and used to calculate the interest rate
T	=	Effective Tax Rate
D	=	Interest-bearing liabilities of V 81 according to the 2023 projection in the amount of 122.00 million baht.
E	=	The value of V 81's equity according to the 2023 projection amounted to 1,345.41 million baht.

K_e can be calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_e = R_f + \beta (R_m - R_f)$$

Rf	Government Bond Yields	3.13%	Referring to 25-year government bond yields, which is an appropriate period. Since government bonds with a maturity of 25 years onwards will have a slight increase in yield and remain relatively constant. (The yield curve has a flat curve) in line with the valuation of the shares on the assumption that the business continues to operate (Going Concern Basis). The financial advisor is based on information as of May 15, 2023. from www.thaibma.or.th
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Rm	Average return on investment in the Stock Exchange of Thailand	13.44%	The average return on investment in the Stock Exchange of Thailand over the past 25 years, from 1998 to 2023, as this is the period that best reflects the average return and less affected by the volatility of the Stock Exchange of Thailand and did not calculate the return rate of the Stock Exchange of Thailand in the beginning of its inception. This is because the trading volume and the number of listed companies are still low, which may not reflect the actual returns (information from www.set.or.th)																																			
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In summary, the discount rate WACC is 12.97% per year.

Terminal Value

The IFA assumes the final terminal value in calculating the value of V Property under the assumption that the business continues to operate (Going Concern Basis) by calculating Terminal Value according to the formula below:

$$\frac{[(\text{Profit before Interest and Tax} \times (1 - \text{income tax rate})) + \text{changes in working capital}] \times (1 + \text{Terminal Growth Rate})}{(\text{Discount rate} - \text{Terminal Growth Rate})}$$

The IFA does not include investments in fixed assets, depreciation, and amortization in the calculation because, if the company is growing at a constant rate, these two expenses in the future should be similar. Therefore, they are excluded from the calculation, and there is no need to include them in determining the terminal value. As a result, the terminal value is equal to the sum of the last projected earnings before interest and tax, adjusted by the discount rate and changes in working capital. The IFA estimates that the terminal value has a conservative growth rate in line with inflation. They assume that the 10-year average inflation rate in Thailand's headline consumer price index reflects the rate of change in prices of goods and services in the country as a whole. The average growth rate of inflation according to the headline consumer price index of Thailand for the past 10 years, from 2014 to 2023, is 1.00 percent per year (information from the Ministry of Commerce). The projection period, represented by the terminal growth rate, is set to 0.00% per year. This is because the growth rate of the terminal value of the business should not exceed the growth of the overall economy. The IFA selected Thailand's inflation rate in the past as a reference to value the company's growth as closely as possible to the reality of the economic situation.

The present value of the free cash flows to the firm (FCFF) method calculates the cash flow generated by the business each year after deducting expenses and taxes. It considers non-cash items such as depreciation and brings them back to determine the actual cash flow. These cash flows are then adjusted for changes in working capital used in operations (Change in Working Capital) and subtracted by investment expenses (Investment), resulting in the net cash flow generated by the business each year. The net cash flows of the business are then discounted using a discount rate (Discounted Rate) to determine the present value of the current cash flows.

The present value of cash flows for each year is combined to derive the enterprise value. Additionally, the cash on hand is added, and the interest-bearing debt is subtracted to calculate the present value of equity.

Based on the information and assumptions given above the cash flow of V81 can be calculated as follows:

(Unit : thousand baht)	Year 1 2023	Year 2 2024	Year 3 2025	Year 4 2026	Year 5 2027
Earnings before interest and corporate tax (EBIT) x (1 - income tax rate)	(3,545.27)	(71,827.72)	96,069.38	(21,326.70)	318,331.78
Add back depreciation	545.27	545.27	545.27	545.27	545.27
Minus Changes in working capital	4,200.00	(539.99)	29,163.03	28,910.00	27,714.54
Minus Investment	-	-	-	-	-
Net cash flow of the business	1,200.00	(71,819.44)	125,777.67	8,128.57	346,591.59
Terminal Value	-	-	-	-	3,013,724.34
Total cash flow of the business	1,200.00	(71,819.44)	125,777.67	8,128.57	3,360,315.93
Present value of cash flows	1,062.21	(56,273.22)	87,235.49	4,990.38	1,826,120.93
Total present value of cash flows	1,863,135.79				
Add cash items at the end of the projection year 2023	6,678.89				
Minus interest-bearing debt at the end of the projection 2023	(244,899.32)				
Present value of equity	1,624,915.35				

Based on the discounted cash flow approach, the equity value of V81 is equal to **1,624.92 million baht**, of fair price to cover the range of effects that are expected to occur from the change in the discount rate by adjusting the value of the discount rate (WACC) from increasing and decreasing by 0.50 percent per year of the above discount rate to consider the firm value of V81 in case the discount rate changes due to external factors. The IFA views that the rate of 0.50% per year is appropriate to cover the potential volatility of the assumptions to a certain extent and not make the final price range too wide, with details as follows:

Sensitive Analysis

(Discount Rate or WACC)		Enterprise Value V 81 (thousand baht)
+ 1.00%	13.97%	1,455,433.74
+ 0.50%	13.47%	1,531,659.64
-	12.97%	1,624,915.35
- 0.50%	12.47%	1,726,052.78
- 1.00%	11.97%	1,836,066.26

From the table above It was found that when conducting a sensitivity analysis from the discount rate (WACC), the business value of V 81 was in the range of **1,445.3-1,836.07 million baht.**

4.6.3. V Villa 62 Company Limited (“V62”)

The key assumptions can be summarized as follows:

(1) Income, cost and expenses of the sale of immovable property

The Valor Project

The Valor is a high-end detached house project. Located in Raminthra, Bangkok. The construction started in the third quarter of 2021 and is expected to be completed and the transfer of ownership began in the second quarter of 2022. The Valor project has a total of 25 units and the management expects to be able to close project within the year 2023, summarized as follows:

Financial assumptions (Unit : thousand baht)	Estimate
	2023
Number of ownership transfer units	22
- The Valor type M	16
- The Valor type L	6
Average selling price	
- The Valor type M	17,724.38
- The Valor type L	26,666.67
Construction cost per unit	
- The Valor type M	11,736.48
- The Valor type L	17,743.12
Commission ¹	2,790.54
Ownership transfer fee	4,650.90
Specific business tax	15,347.97
Promotional fee	4,400.00
Marketing expenses	3,000.00
Administrative expenses	7,200.00

Remarks: /1 Commission means compensation paid to sales staff of the company. When the salesperson can close the sale of the house

(2) Other income

Other income, the IFA determines. No other income is generated

(3) Cost of sales

Based on the information provided by the Company's executives, the cost of real estate sales includes land cost, construction cost, and other expenses related to project development. These costs are incurred simultaneously with the recognition of revenue from sales. The Independent Financial Advisor has estimated the cost-to-income ratio for real

estate sales to be 66.00 percent. This assumption is based on the current actual cost of the company, considering the condominiums that have been built and sold since the end of 2022. The Independent Financial Advisor has used the cost-to-income ratio consistently throughout the projection period, reflecting the company's current cost structure. The specific details of the costs are as follows:

Financial assumptions (Unit : thousand baht)	Estimate
	2023
Cost of sales	
The Valor Ramintra	294,242.31
Cost to income ratio (%)	-
The Valor Ramintra	66.00%

(4) Administrative expenses

Administrative expenses consist of employee expenses, utility expenses, Audit fee Internal control audit fee and depreciation, etc. The details used in the projection are summarized as follows:

Financial assumptions (Unit : thousand baht)		Estimate in 2023
Marketing expenses	500,000 baht / house	3,000.00
Commission	0.60% of income	2,790.54
Promotional fee	200,000 baht / house	4,400.00
Administrative expenses	1,200,000 / month	7,200.00
Ownership transfer fee	1.00	4,650.90
Specific business tax	3.30	15,347.97
Depreciation cost	Straight-Line	0.10
Sale and service cost		37,389.41

(5) Capital Expenditure

Based on the information received by the IFA from the Company's management, V 62 does not have a plan to invest in fixed assets and/or does not have a plan to improve V 62's fixed assets. V 62 uses the office of ALPHAX, the parent company in the proportion of 99.97%. Therefore, The IFA assumes that V 62 will not invest in fixed assets throughout the projection period.

(6) Turnover rate of working capital

Based on the information provided, the Independent Financial Advisor has determined that there will be no trade accounts receivable throughout the projection period in the real estate business. This is because, in the real estate industry, it is common for customers to make advance payments. before the transfer of ownership takes place. As a result, there is

no need for credit terms or trade accounts receivable since the payment is received in advance.

The 40-day trade payable turnover rate, which is based on information from the company's executives and is close to the company's policy of having a 30-day credit term for debt repayment.

The Independent Financial Advisor did not calculate the inventory turnover rate for the company as the development of real estate during construction is recorded as assets under real estate development costs. Only when the building is completed and ready for sale, it will be classified as inventory.

(7) Financial costs

Finance costs consist of interest paid on long-term borrowings from financial institutions. with an interest rate of 6.00 %

(8) Depreciation

The IFA does not make any assumptions and/or depreciation and amortization of V 62's assets throughout the projection period. According to company management interviews, V 62 uses the office of ALPHAX, the parent company in the proportion of 99.97 percent, and uses tools equipment necessary to run the business of V 81, a subsidiary that operates a similar business.

(9) Corporate income tax

The corporate income tax rate is 20% of profit before tax.

(10) Summary of financial projections

(Unit : thousand baht)

Income statement	2023
Sales revenue	443,590.00
Cost of sales	(294,242.31)
Gross profit	149,347.69
Selling and administrative expenses	(36,345.57)
Operating profit	113,002.12
Financial cost	(2,511.68)
Profit before income tax	110,490.44
Income tax expense	(20,559.99)
Net Profit (Loss)	88,391.39

(Unit : thousand baht)

Statement of financial position	2023
Total assets	210,706.61
Total liabilities	10,027.49
Equity	202,679.13

(11) Appraisal method for net cash flow return

Net cash flow of the business

In evaluating the feasibility of the business by the net cash flow method of the business. It reflects the returns and risks that will be received in the future.

Discount Rate

For the discount rate used to calculate the present value of future cash flows. Calculated from the weighted average cost of capital (WACC) of the business, which depends on

- Debt-to-Equity Ratio
- Cost of Debt after tax: $K_d \cdot (1-t)$
- Cost of Equity : K_e

The formula for calculating is as follows:

WACC	=	$K_d \cdot (1-T) \cdot (D/(D+E)) + K_e \cdot (E/(D+E))$
K_e	=	Equity Rate of Return
K_d	=	The cost of finance of the entity in the projection is 5.25%. The financial advisor estimates the said interest rate from the projection of long-term loan debt. and interest expenses that will occur in the future and used to calculate the interest rate
T	=	Effective Tax Rate
D	=	Interest-bearing liabilities of AlphaX according to the 2023 projection in the amount of 122.00 million baht.
E	=	The value of AlphaX's equity according to the 2023 projection amounted to 1,345.41 million baht.

K_e can be calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_e = R_f + \beta (R_m - R_f)$$

Rf	Government Bond Yields	3.13%	Referring to 25-year government bond yields, which is an appropriate period. Since government bonds with a maturity of 25 years onwards will have a slight increase in yield and remain relatively constant. (The yield curve has a flat curve) in line with the valuation of the shares on the assumption that the business continues to operate (Going Concern Basis). The IFA is based on information as of May 15, 2023. from www.thaibma.or.th
Rm	Average return on investment in the Stock Exchange of Thailand	13.44%	The average return on investment in the Stock Exchange of Thailand over the past 25 years, from 1998 to 2023, as this is the period that best reflects the average return and less affected by the volatility of the Stock Exchange of Thailand and did not calculate the return rate of the Stock Exchange

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			$\beta = \beta_u \times \{1 + [(1 - \text{tax}) \times (D/E)]\}$	
	β_u	tax	D/E	β
	0.611	20%	0.860	1.032

In summary, the discount rate WACC is 12.97% per year.

Terminal Value

The IFA does not assume the terminal value assumption in calculating the value of V 62 because the management of the company plans to register the liquidation and liquidation during the year 2024 or after the company can transfer the ownership of all real estate projects for sale. V 62 to the customer and terminate various obligations arising from the sale of real estate, such as the operation of the project juristic person.

The present value of free cash flows to firm (FCFF) method is the free cash flow of the business each year after deducting expenses and taxes. And bring non-cash items such as depreciation, etc., to combine them back to find the real cash flow. Then reconciled with changes in working capital used in operations (Change in Working Capital) and less investment expenses (Investment), resulting in the net cash flow of the business each year afterwards. Net cash flows of the business each year are discounted with a discount rate (Discounted Rate) to find the present value of current cash flows. And bring the present value each year together to get the enterprise value. Then add the cash and subtract the interest-bearing debt to get the present value of equity.

Based on the information and assumptions given above The cash flow of V62 can be calculated as follows:

(Unit : thousand baht)	Year 1 2023
Earnings before interest and corporate tax (EBIT) x (1 - income tax rate)	135,603.54
Add back depreciation	9.66
Changes in working capital	(30,046.63)
Investment	-
Net cash flow of the business	105,566.57
Terminal Value	-
Total cash flow of the business	105,566.57
Present value of cash flows	93,455.05
Total present value of cash flows	93,455.05
Add cash items at the end of the projection year 2023	206,726.06
Minus interest-bearing debt at the end of the projection 2023	(13,840.02)
Present value of equity	286,331.09

Based on the discounted cash flow approach, the equity value of V62 is equal to 286.33 million baht of fair price. In addition, the IFA has performed a sensitivity analysis of the reasonableness of the fair price. It covers the range of effects that are expected to occur from the change in the discount rate by adjusting the value of the discount rate (WACC) from increasing and decreasing by 0.50 percent per year

of the above discount rate to consider the firm value of V62 in case the discount rate changes due to external factors. The IFA views that the rate of 0.50% per year is appropriate to cover the potential volatility of the assumptions to a certain extent and not make the final price range too wide, with details as follows:

Sensitive Analysis

(Discount Rate or WACC)		Enterprise Value V 62 (thousand baht)
+ 1.00%	13.97%	285,511.19
+ 0.50%	13.47%	285,919.33
-	12.97%	286,331.09
- 0.50%	12.47%	286,746.50
- 1.00%	11.97%	287,165.63

From the table above, it was found that when conducting a sensitivity analysis from the discount rate (WACC), the business value of V 81 was in the range of **285.51-287.17 million baht.**

4.6.4. Alpha Biotech Company Limited (“Alpha Biotech”)

Alpha Biotech is a subsidiary of ALPHAX established on May 18, 2021 to operate the business of precursors and chemicals. Herbal raw materials, including hemp and/or hemp plants for use in the production of food, dietary supplements and drugs, as well as other products. In 2022, Alpha Biotech operates a business with a total revenue of 99.04 million baht and a net profit of 48.24 million baht. However, the business is still unclear. Many political parties have signed a memorandum of understanding (MOU) to form a government and announced to the public. There is an important policy that is to amend the liberalized marijuana law, including from asking the executives of the IFA whether the company's hemp and/or hemp plant extraction machines can be used in other industries such as the herbal medicine industry. Therefore, the Independent Financial Advisor did not prepare the projection of Alpha Biotech, but only included the book value of the 2022 financial statements in consideration.

4.6.5. Mahathun Leasing Public Company Limited (“MHTL”)

The IFA has prepared the financial projection of Mahathun Holding Company Limited (“MHTH”) based on information and assumptions received from the Company and from interviews with executives and related officers. The purpose of determining the value of the Company's ordinary shares. If the economic conditions and other external factors that affect MHTH's operations, including MHTH's internal situation, significantly change from the assumptions set, the value of ordinary shares appraised by this method will change as well.

As at the fair valuation date, MHTH's main income comes from its direct subsidiaries, which are holding companies, by holding direct shares in 1 company as follows:

Juristic person name	Shareholding Proportion by MHTH	Type of business
Mahathun Leasing Public Company Limited (“MHTL”)	67.72 %	Operates a motorcycle financing business in Lao PDR. Currently, MHTL is a listed company on the Lao Securities Exchange (LSX).

MHTL engages in hire-purchase business for motorcycles, used cars, agricultural equipment, gold, communication equipment, and electrical appliances in Lao PDR. The company plans to use the proceeds from the issuance of newly issued shares, amounting to approximately 1,400 million baht, as a source of funds for lending to expand the motorcycle loan and gold installment loan services. The capital increase will not be used to expand branches but rather to increase the potential of lending, as the company foresees growth opportunities in the loan business. Therefore, the Independent Financial Advisor has evaluated the value of MHTH shares by considering the cash flow from the motorcycle hire purchase business and MHTL gold installment loans only. Share valuation by this method is based on projecting the future performance of MHTL and calculating the present value of projected free cash flows using an appropriate discount rate. The Independent Financial Advisor has calculated the Weighted Average Cost of Capital (WACC) as the discount rate and has projected the future free cash flows from MHTL's financial projection over a 5-year period (2022-2027). The assumption is that MHTL's business will continue on a going concern basis without significant changes, considering the current economic conditions and situations. However, the IFA does not consider the potential impact resulting from this transaction in the preparation of MHTL's financial projection.

The key assumptions can be summarized as follows:

(1) Interest income

MHTL operates motorcycle hire purchase business in Lao PDR (Motorcycle Hire Purchase). The growth of the lending of the business in the past. The business continues to focus on the growth of motorcycle hire purchase loans by increasing the customer base from the business's branch expansion plan to other potential cities in Lao PDR and increasing market share to the gold savings loan market, etc. Summary of the details used for the projection are as follows:

1.1. Interest income from motorcycle hire purchase loans

Financial assumptions	Company Info			Estimate				
	2020	2021	2022	2023	2024	2025	2026	2027
Number of new motorcycle hire purchase ¹ (contract)	5,046	5,441	4,314	4,320	5,160	6,192	6,192	6,192
- Principal per contract (Baht)	32,000	35,000	46,000	50,000	50,000	50,000	50,000	50,000

Financial assumptions	Company Info			Estimate				
	2020	2021	2022	2023	2024	2025	2026	2027
- Effective rate per month	3.60%	3.60%	3.60%	3.60%	3.60%	3.60%	3.60%	4.50%
Number of installments (months)	36	36	36	36	36	36	36	36
Cumulative number of hire purchase contracts ^{/2}	9,465	9,434	9,089	9,833	9,335	15,044	16,668	17,452
contracts due within a year	NA	5,472	4,659	3,459	5,431	255	4,320	5,160

Remarks:

- /1 According to the company's motorcycle hire-purchase lending data at the end of 2022, the company has accumulated 9,089 motorcycle hire-purchase contracts and during the recent crisis of COVID-19 make hire-purchase lending. There has been a slowdown reduced travel. The motorcycle hire-purchase business has many more competitors. The management of the company therefore focuses on lending to hire purchase loans to people who have the ability to repay debt. Therefore, in the year 2023 according to the company's plan to release loans on average about 360 contracts per month or about 4,320 contracts per year. In 2024, when the COVID-19 situation all resolved the management therefore expects to be able to increase another 20% from the original to 430 contracts per month onwards or about 5,160 contracts per year and in 2025. it is 516 contracts per month per year or about 6,192 contracts per year and set to remain the same at 6,192 contracts per year throughout the projection.
- /2 At the end of 2022, MTHL has accumulated 9,089 contracts of motorcycle hire-purchase contracts, which the IFA assumes for the payment of principal and interest from the database received from MTHL's management and from the information in 2020-2022. The company has average provisioning rate for doubtful accounts equal to 4.12 percent. Therefore, the Independent Financial Advisor determined that the number of new motorcycle hire purchase contracts. There is a number of non-performing contracts at the rate of 4.00 percent, which is assumed to seize motorcycles arising from such contracts.

1.2. Interest income from gold installment loans

MTHL began operating gold installment loans in 2022, the company starting to earn interest income from gold installment loans in 2022 from a collaboration with a large gold shop in Lao PDR. If there are customers who wish to buy gold and want to arrange a gold installment loan, customers come in contact with MTHL employees who sit regularly in that gold shop's branch. This business requires a large amount of capital to finance the loan. It has good growth prospects. The details are as follows.

Financial assumptions	Company Info	Estimate				
	2022	2023	2024	2025	2026	2027
Number of gold loan ^{/1} (contracts per 1 baht contract)	210	5,650	8,136	8,136	8,136	8,136
Gold price per contract (Baht)	30,000	30,000	30,000	30,000	30,000	30,000
Effective rate per month	3.25%	3.25%	3.25%	3.25%	3.25%	3.25%
Number of installments (months)	12	12	12	12	12	12

Financial assumptions	Company Info			Estimate		
	2022	2023	2024	2025	2026	2027
Accumulated number of contracts at the end of the year	210	5,650	6,780	8,136	8,136	8,136

Remark : The company started earning interest income from gold installments in 2022 from a collaboration with a large gold shop in Lao PDR, which has good growth prospects. The company saw that the number of gold installment loan contracts that occurred during December amounted to 210 contracts. The company's executives therefore set the gold installment loan in 2023 at a minimum rate of 250 contracts per month. And gradually increase until accumulated for the whole year about 5,650 contracts, which the management expects that from 2024 - 2025 there will be a growth rate of 20%. According to the company's plan, the management has set the gold installment loan amount to be no more than 8,136 baht per year. The gold installment loan has a credit period of only 12 installments, allowing the company to use the principal and interest received from the loan to provide new credit services. In line with this, the independent financial advisor has determined that the number of gold installment credit contracts should align with the management's set goals. Therefore, the advisor recommends maintaining a constant number of contracts at 8,136 per year throughout the projection period, starting from 2025.

Company income summary

Financial assumptions (Unit : Thousand baht)	Company Info ¹			Estimate				
	2020	2021	2022	2023	2024	2025	2026	2027
Interest income from motorcycle hire purchase loans	48,070.27	51,549.91	54,945.29	83,466.13	90,002.43	127,083.56	155,603.42	164,102.41
Interest income from gold installment loans	-	-	7,005.60	22,120.80	64,295.40	58,579.20	58,579.20	57,358.80
Total interest income	48,070.27	51,549.91	61,950.89	105,586.93	154,297.83	85,662.76	214,182.62	221,461.21
Other income	2,341.60	2,588.00	4,488.13	-	-	-	-	-
Total income	50,411.87	54,137.91	66,439.02	105,586.93	154,297.83	185,662.76	213,514.61	222,482.23

Remarks¹

/1 Information from the company's financial statements calculated based on the average exchange rate of the past 15 working days, equal to 0.00197 baht per 1 kip, which is Exchange rates announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023.

(2) other income

Other income is income from penalties, fee income Interest income from deposits at financial institutions and others etc. According to MHTL's data in the past 5 years, there is little value. Therefore, the IFA has made assumptions. Let there be no other income throughout the projection.

(3) Selling and administrative expenses

The Independent Financial Advisor has made assumptions based on the information and documents provided by the Company's accounting and finance department, as well as the projections prepared by the Company's management. The administrative expenses include employee expenses, executive compensation, utility expenses, marketing expenses, professional fees, entertainment fees, office equipment fees, other expenses, depreciation, and amortization. Additionally, expenses resulting from losses from the sale of repossessed vehicles and expected credit losses are also considered.

The expenses are determined based on the actual rates from the past. The management has set the expenses to be consistent with the rates used previously, and the Independent Financial Advisor agrees that these expenses are based on actual and reasonable figures. Therefore, the financial advisor has incorporated these expense rates into the projection. The detailed breakdown of the selling and administrative expenses is as follows:

Financial assumptions (Unit : Thousand baht)	Company Info			Estimate				
	2021	2021	2021	2023	2024	2025	2026	2027
Employee expenses salary and other benefits	14,543.37	16,091.53	16,807.66	17,400.00	18,270.00	19,183.50	20,142.68	21,149.81
Employee commissions	480.7	515.5	929.26	1,055.87	1,542.98	1,856.63	2,141.83	2,214.61
Executive Compensation	1,634.37	1,585.85	1,686.32	1,770.64	1,859.17	1,952.13	2,049.73	2,152.22
Utility expenses	1,060.77	1,252.14	1,416.47	1016.99	1050.99	1,100.67	1,227.87	1,346.36
Depreciation and Amortization	1,049.89	1,022.73	1,045.49	2,209.74	1,381.59	1,148.34	1,148.34	1,148.34
Bad debts and expected credit losses	2,693.69	2,628.92	3,021.01	3,338.65	3,600.10	5,083.34	6,224.14	6,564.10
Other expenses	6,759.86	6,411.27	8,126.39	7,107.95	7,328.07	6,364.23	7,994.30	10,303.17
Total selling and administrative expenses	28,222.66	29,507.94	33,032.62	33,899.84	35,032.90	36,688.83	40,928.88	44,878.61

Remark:

- /1 Employee expenses according to the salary rate at the end of 2022, which in 2023 is set to be equal to 1,450,000 baht per month and increased at a rate of 5.00 percent per year according to the normal adjustment rate of the company throughout the projection. Employee expenses and Employee commissions motivate employees which is set at a rate of 1.00 percent of the amount of interest income received Executive Compensation. According to the salary rate at the end of 2022 and increased at the rate of 5.00 percent per year according to the normal adjustment rate of the company throughout the projection. The Independent Financial Advisor assumes the number of bad debt contracts (Non Performing) at the rate of 4.00% of interest income. According to the data in 2020-2022, the company has an average rate of provision for doubtful accounts. equal to 4.12 percent. Therefore, MHTL's management has set the average provisioning rate for doubtful accounts at such rate.
- /2 The Independent Financial Advisor assumes debt classification and allowance for doubtful account from historical data and accounting policy of MHTL as follows:

Type of debtor	Proportion of debtor classification	Allowance Rate for Doubtful Accounts	bad debt
Normal payment	75.35 %	0.50 %	Write off bad debts once a year during December at the rate of 4.00 percent of the outstanding debtors.
<i>Overdue 1 – 3 months</i>	<i>19.95 %</i>	<i>3.00 %</i>	
<i>Overdue 4 – 5 months</i>	<i>1.08 %</i>	<i>25.00 %</i>	
<i>Overdue 6 -12 months</i>	<i>1.28 %</i>	<i>50.00 %</i>	
<i>Overdue more than 12 months</i>	<i>2.34 %</i>	<i>100.00 %</i>	

(4) Capital Expenditure

According to the information received by the IFA from MHTL's management, MHTL does not have a plan to invest in fixed assets. Therefore, the IFA assumes no additional investment throughout the projection.

(5) Turnover rate of working capital

Based on inquiries made by management, it has been determined that in 2022, the Company's capital lease receivables have an average lending period of 36 months for motorcycle loans and 12 months for gold installment loans. Since the company operates a credit lease business, there is no inventory turnover or accounts payable turnover rate. Therefore, the Independent Financial Advisor has concluded that the Company will not experience any changes in inventories or trade payables throughout the projection period.

(6) Financial costs

MHTL has a loan from a financial institution in the amount of USD 3 million to use for business expansion. The interest rate is the foreign currency deposit interest rate plus 1.2% per annum, payable quarterly, which is guaranteed by MHTH's deposit for the full credit line. MHTL has entered into a guarantee agreement with MHTH, in which MHTL has to pay a guarantee fee at the rate of 12% per annum (excluding VAT) of the loan for every term. The payment is made on a quarterly basis. Therefore, the IFA determines the interest rate for such loan. Equivalent to the guarantee fee at the rate of 12% per year and MHTL will be able to release the loan debt in 2024.

(7) Depreciation

The IFA assumes that each type of asset is depreciated at a fixed rate by the straight-line method. The depreciation of each asset will be calculated differently according to accounting standards. The details are as follows:

Type of asset	Depreciation period (year)
Building improvements	5 years
Vehicle	5 years
Furnishings and office supplies	5 years

(8) Corporate income tax

The corporate income tax rate is 20.00 % of profit before tax.

Summary of financial projections

(Unit : thousand baht)

Income statement	2023	2024	2025	2026	2027
Interest income	105,586.93	154,297.83	185,662.76	214,182.62	221,461.21
Administrative expenses	28,403.00	30,102.75	30,508.69	33,607.94	37,217.71
Bad debts and doubtful accounts	3,338.65	3,600.10	5,083.34	6,224.14	6,564.10
Financial cost	2,209.74	1,381.59	1,148.34	1,148.34	1,148.34
Operating profit	4,085.00	1,260.00	-	-	-
Income tax expense	55,013.00	102,715.50	130,750.45	155,030.26	161,339.41
Net Profit (Loss)	11,00260	20,543.10	26,150.09	31,006.50	32,267.88

(Unit : thousand baht)

Income statement	2023	2024	2025	2026	2027
Total assets	317,979.53	355,151.93	430,752.29	554,776.40	638,848.23
Total liabilities	139,521.42	94,521.42	65,521.42	65,521.42	65,521.42
Equity	178,458.11	260,630.52	365,230.87	489,255.08	618,326.61

Appraisal method for net cash flow return

(1) Net cash flow of the business

In evaluating the feasibility of the business by the net cash flow method of the business. It reflects the returns and risks that will be received in the future.

(2) Discount Rate

For the discount rate used to calculate the present value of future cash flows.

Calculated from the weighted average cost of capital (WACC) of the business, which depends on

- Debt-to-Equity Ratio
- Cost of Debt after tax: $K_d \cdot (1-t)$
- Cost of Equity : K_e

The formula for calculating is as follows:

WACC	=	$K_d \cdot (1-T) \cdot (D/(D+E)) + K_e \cdot (E/(D+E))$
K_e	=	Equity Rate of Return
K_d	=	The cost of finance of the entity in the projection is 12%. The IFA estimates the said interest rate from the projection of long-term loan debt. and interest expenses that will occur in the future and used to calculate the interest rate
T	=	Effective Tax Rate

D	=	Interest-bearing liabilities of MHTL according to the 2023 projection in the amount of 139.52 million baht.
E	=	The value of MHTL's equity according to the 2023 projection amounted to 178.46 million baht.

Ke can be calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_e = R_f + \beta (R_m - R_f)$$

Rf	Government Bond Yields	3.13%	Referring to 25-year government bond yields, which is an appropriate period. Since government bonds with a maturity of 25 years onwards will have a slight increase in yield and remain relatively constant. (The yield curve has a flat curve) in line with the valuation of the shares on the assumption that the business continues to operate (Going Concern Basis). The IFA is based on information as of May 15, 2023. from www.thaibma.or.th
Rm	Average return on investment in the Stock Exchange of Thailand	13.44%	The average return on investment in the Stock Exchange of Thailand over the past 25 years, from 1998 to 2023, as this is the period that best reflects the average return and less affected by the volatility of the Stock Exchange of Thailand and did not calculate the return rate of the Stock Exchange of Thailand in the beginning of its inception. This is because the trading volume and the number of listed companies are still low, which may not reflect the actual returns (information from www.set.or.th)
β	Coefficient of Variance of Changes in SET Index and Stock Price	1.03	It is a measure of market risk of stock prices, which is calculated from the coefficient of variance of securities of companies listed on the Stock Exchange of Thailand By considering the nature of business operations similar to V Property, a total of 5 companies, using the average past 365 days from May 13, 2022 to May 12, 2023 to calculate, based on the theory of Professor Aswath Damodaran from New York University. Stern School of Business, a period that should reflect the rate of return investors want for a business based on the most up-to-date information. It take the coefficient of variance to adjust the effect of the debt into Unlevered Beta (β_u) to be used for comparison according to the following formula $\beta_u = \beta / \{1 + [(1 - \text{tax}) \times (D/E)]\}$ by

	<p>β_u = Unlevered Beta or the coefficient of variance adjusting for the effect of the liabilities of each comparable company of 5 similar businesses</p> <p>Tax = corporate income tax rate</p> <p>D/E = Interest bearing debt to equity ratio By using the average interest-bearing debt to equity ratio of 5 listed companies with similar businesses to be compared.</p> <p>The average Unlevered Beta (β_u) can be calculated as follows:</p> <table border="1"> <thead> <tr> <th>Company</th> <th>β</th> <th>tax</th> <th>D/E</th> <th>β_u</th> </tr> </thead> <tbody> <tr> <td>S11</td> <td>0.85</td> <td>20%</td> <td>0.847</td> <td>0.507</td> </tr> <tr> <td>SAK</td> <td>1.737</td> <td>20%</td> <td>1.038</td> <td>0.949</td> </tr> <tr> <td>TK</td> <td>0.866</td> <td>20%</td> <td>0.061</td> <td>0.826</td> </tr> <tr> <td>THANI</td> <td>0.998</td> <td>20%</td> <td>3.190</td> <td>0.281</td> </tr> <tr> <td>HENG</td> <td>2.05</td> <td>20%</td> <td>1.364</td> <td>0.980</td> </tr> <tr> <td colspan="3">Avg.</td> <td>1.083</td> <td>0.590</td> </tr> </tbody> </table> <p>Source: Bloomberg and www.set.or.th</p> <p>Using the Unlevered Beta (β_u) and the average D/E of the 5 comparable listed companies to calculate the Levered Beta (β) as follows</p> <p>$\beta = \beta_u \times \{1 + [(1 - \text{tax}) \times (D/E)]\}$</p> <table border="1"> <thead> <tr> <th>β_u</th> <th>tax</th> <th>D/E</th> <th>β</th> </tr> </thead> <tbody> <tr> <td>0.590</td> <td>20%</td> <td>1.083</td> <td>1.102</td> </tr> </tbody> </table>	Company	β	tax	D/E	β_u	S11	0.85	20%	0.847	0.507	SAK	1.737	20%	1.038	0.949	TK	0.866	20%	0.061	0.826	THANI	0.998	20%	3.190	0.281	HENG	2.05	20%	1.364	0.980	Avg.			1.083	0.590	β_u	tax	D/E	β	0.590	20%	1.083	1.102
Company	β	tax	D/E	β_u																																								
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In summary, the discount rate WACC is 12.35% per year.

(3) Terminal Value

The IFA assumes the terminal value of MHTL in calculating the value of MHTL under the assumption that the business continues to operate (Going Concern Basis) at (Perpetuity Growth Model), thus assigning the cash flow growth rate after the end of the projection period (Terminal Growth Rate) equal to 0.00 percent per year, which is in accordance with the conservative principle. (Conservative) because in the long term. MHTL will not have much increase in revenue. It based on MHTL's 5th year revenue projection by calculating Terminal Value according to the formula below:

$$\frac{[(\text{Profit before Interest and Tax} \times (1 - \text{income tax rate})) + \text{changes in working capital}] \times (1 + \text{Terminal Growth Rate})}{(\text{Discount rate} - \text{Terminal Growth Rate})}$$

The IFA does not include investment in fixed assets and depreciation and amortization in the calculation. If the company is growing at a constant rate, these two expenses in the future

should be similar. It's all cleared up. As a result, there is no need to include those two expenses in calculating the terminal value. Therefore, the terminal value is equal to the sum of the last projected earnings before interest and tax. and changes in working capital adjusted by the discount rate.

The present value of free cash flows to firm (FCFF) method is the free cash flow of the business each year after deducting expenses and taxes. Bring non-cash items such as depreciation, etc., to combine them back to find the real cash flow. Then reconciled with changes in working capital used in operations (Change in Working Capital) and less investment expenses (Investment), resulting in the net cash flow of the business each year afterwards. Net cash flows of the business each year are discounted with a discount rate (Discounted Rate) to find the present value of current cash flows. And bring the present value each year together to get the enterprise value. Then add the cash and subtract the interest-bearing debt to get the present value of equity.

Based on the information and assumptions given above the cash flow of MHTL can be calculated as follows:

(Unit : thousand baht)	Year 1 2023	Year 2 2024	Year 3 2025	Year 4 2026	Year 5 2027
Earnings before interest and corporate tax (EBIT) x (1 - income tax rate)	70,917.61	124,770.60	156,900.54	186,036.31	193,607.29
Add back depreciation	2,209.74	1,381.59	1,148.34	1,148.34	1,148.34
Changes in working capital	(110,777.93)	(40,381.34)	(61,923.21)	(53,363.55)	(44,483.49)
Investment	-	-	-	-	-
Net cash flow of the business	183,905.28	166,533.52	219,972.09	240,548.20	239,239.11
Terminal Value	-	-	-	-	2,166,699.05
Total cash flow of the business	183,905.28	166,533.52	219,972.09	240,548.20	239,239.11
Present value of cash flows	163,696.31	131,944.43	155,132.09	151,001.36	1,344,319.49
Total present value of cash flows	1,946,093.68				
Add cash items at the end of the projection year 2023	977.98				
Minus interest-bearing debt at the end of the projection 2023	139,521.42				
Present value of equity	1,807,550.24				

Based on the discounted cash flow approach, the equity value of MHTL is equal to 1,807.55 million baht of fair price to cover the range of effects that are expected to occur from the change in the discount rate by adjusting the value of the discount rate (WACC) from the original increase and decrease by 0.50 - 1.00 percent per year of the side discount rate to consider the enterprise value of MHTL in case the discount rate changes due to external factors. The IFA views that the rate of 0.50 - 1.00 percent per year is appropriate to cover the potential

volatility of the assumptions to a certain extent and not make the final price range too wide with details as follows:

Sensitive Analysis

(Discount Rate or WACC)		Enterprise Value MHTL (thousand baht)
+ 1.00%	13.35%	1,658,314.58
+ 0.50%	12.85%	1,730,403.01
-	12.35%	1,807,550.24
- 0.50%	11.85%	1,891,103.22
- 1.00%	11.35%	1,981,902.15

From the table above It was found that when conducting a sensitivity analysis from the discount rate (WACC), the business value of MHTL was in the range of **1,658.31-1,981.90 million baht.**

Summary of business value of ALPHAX

Based on the present valuation of V81, V62, V property, KTDM and MHTL in items 4.6.1 – 4.6.5 above, the business value of ALPHAX from direct investment in 2 companies and indirect holding in 3 companies can be summarized as follows:

Company		Enterprise value (million baht)	Net shareholding by ALPHAX (%)	Enterprise value of ALPHAX (THB million)
		(1)	(2)	(1) x (2) = (3)
1	V Sukhumvit 81 Company Limited (“V81”)	718.71-895.36	100.00%	718.71-896.36
2	V Villa 62 Company Limited (“V62”)	1,445.43-1,836.07	55.00%	794,99-1,009.84
3	V Property Development Company Limited (“Vproperty”)	285.51-287.17	100.00%	285.51 – 287.17
4	Alpha Biotech Company Limited (“Alpha Biotech”)	167.68-167.68	100.00%	167.68 – 167.68
5	Mahathun Leasing Public Company Limited (“MHTL”)	1,658.31-1,981.90	67.75% of 76.78%	862.25-1030.50
Total				2,829.14-3,391.54
Total number of paid-up shares of ALPHAX (million shares) as of March 31, 2023				2,083,906,094
Present value of cash flow per share (baht per share)				1.36-1.63

From the share valuation by this method. The value of ALPHAX shares is equal to **1.36-1.63 baht per share** or the firm value of ALPHAX is **2,829.14-3,391.54 million baht.**

The valuation of the Company's ordinary shares using the Discounted Cash Flow (DCF) Approach is a method that considers the future business operations and profitability. It calculates the present value of the Company's expected net cash flow in the future, considering its past performance, economic outlook, and future operations. This approach aims to accurately reflect the true value of the business.

Therefore, the Independent Financial Advisor believes that the DCF Approach is suitable for valuing the ordinary shares at this time.

Summary of share valuation results

The offering price of ALPHAX's newly issued ordinary shares to a specific investor (Private Placement) by specifying the offering price clearly this time at 1.13 baht per share is reasonable because the offering price of ALPHAX's ordinary shares is 1.13 baht per share. The price is within the range of the fair value of ALPHAX's ordinary shares appraised by the independent financial advisor. (Details of the valuation appear in Part 1, Clause 4 “Opinion of the Independent Financial Advisor on the fairness of the offering price of the Company's ordinary shares and the appropriateness of the transaction conditions”). Ordinary shares of ALPHAX appraised by the Independent Financial Advisor are equal to 0.69 – 1.63 baht per share, with (1) the price under the Adjusted Book Value Approach at 0.69 baht per share (2) the price under the share value approach based on the Historical Market Price Approach at 1.23 – 1.35 baht per share and (3) the Discounted Cash Flow Approach at 1.36 – 1.63 baht per share fair value of ALPHAX ordinary shares. All 3 methods are appropriate. It based on the consideration of 6 different valuation methods, the details are as follows:

Assessment method	Common stock value (Unit : Baht)	Reasons for choosing/not choosing
(Book Value Approach)	0.70	The valuation of the Company's ordinary shares by the Book Value Approach reflects the value of the ordinary shares which appear according to the book value at a point in time. Regardless of the future performance of the company Including other external factors such as overall economic and industry conditions. The Independent Financial Advisor has an opinion that the Book Value Approach cannot reflect the true value of ALPHAX ordinary shares because it does not reflect the future profitability of the business. Therefore, this appraisal method is not suitable for the valuation of ALPHAX's ordinary shares at this time.
(Adjusted Book Value Approach)	0.69	The valuation of the Company's ordinary shares by the Adjusted Book Value Approach is the adjustment of the book value of ALPHAX's shareholders' equity by an increase or a discount on assets and liabilities in key items that will significantly affect the book value of ALPHAX as of March 31, 2023. The valuation by the Adjusted Book Value Approach, although it cannot reflect the company's future profitability. But it can reflect the fair value of the assets and liabilities of the company at any given point in time or equivalent if the entity sells all existing assets at fair prices. Therefore, the Independent Financial Advisor is

Assessment method	Common stock value (Unit : Baht)	Reasons for choosing/not choosing
		of the opinion that the Adjusted Book Value Approach is an appropriate method for valuing the ordinary shares at this time.
(Historical Market Price Approach)	1.23 – 1.35	Valuation of the Company's ordinary shares by the Historical Market Price Approach. Although, it is based on the market price approach, is a mechanism that is determined by the demand and supply of investors towards the Company's shares. The IFA is of the opinion that the Historical Market Price Approach is an appropriate method for valuing ordinary shares at this time.
(Price to Book Value Ratio Approach)	0.43 – 0.45	Price to Book Value Ratio Approach or P/BV Ratio is a way to compare the market price of the book value. It reflects the premium or discount that investors give to the book value. However, evaluating this method, it is a method that reflects the financial position at a particular time. without reflecting on the business plan profitability and future growth prospects. In addition, even though the selected comparable companies have similar business characteristics to the Company. There are also differences in financial structure. Therefore, the Independent Financial Advisor is of the opinion that the Price to Book Value Ratio Approach or P/BV Ratio is not appropriate for valuing ordinary shares in the Stock Exchange of Thailand. this time.
(Price to Earnings Ratio Approach)	-NA-	The valuation of the Company's ordinary shares by the Price to Earnings Per Share Ratio Approach is a method that considers the profit potential of the Company in the short term only, not considering the profitability of the Company in the future. Therefore, it reflects the short-term value but does not reflect the true value of the business. In addition, ALPHAX's net profit per share for the past 4 quarters has resulted in a loss. Therefore, the Independent Financial Advisor cannot calculate the fair value by Price to Earnings Per Share Ratio Approach in this valuation of ordinary shares.
(Discounted Cash Flow Approach)	1.36 – 1.63	The valuation of the Company's ordinary shares by the Discounted Cash Flow Approach is a method that considers the future business operations and profitability of the Company. This is an assessment by considering the present value of the company's overall net cash flow

Assessment method	Common stock value (Unit : Baht)	Reasons for choosing/not choosing
		expected in the future with reference to past performance, as well as considering the economic outlook and future operations of the Company. Thus, making it possible to reflect the true value of the business Therefore, the Independent Financial Advisor is of the opinion that the Discount Cash Flow Approach is an appropriate approach to value the ordinary shares at this time.

Summary of the Independent Financial Advisor's opinion on the reasonableness of the price

Regarding the appropriateness of the price, the Independent Financial Advisor has evaluated the fair price of the Company's shares. By choosing to use (1) the price according to the Adjusted Book Value Approach at 0.69 baht per share (2) the price according to the Historical Market Price Approach at 1.23 – 1.35 baht per share and (3) Discounted Cash Flow Approach at 1.36-1.63 baht per share. Based on all 3 approaches, it can be seen that the offering price of newly issued ordinary shares of ALPHAX to private placement is (Private Placement) by specifying the offering price clearly this time at 1.13 baht per share. The price is within the range of the fair value of ALPHAX's ordinary shares assessed at 0.69 - 1.63 baht per share. Therefore, IFA has an opinion that the **offering price of newly issued ordinary shares is appropriate.**

Summary of the Independent Financial Advisor's Opinion on the Appropriateness of the Transaction Conditions and plans for the utilization of the capital increase

The Independent Financial Advisor has considered the conditions for the payment of the newly issued ordinary shares from the draft Share Subscriptions Agreement and is of the view that whether it is a matter of payment. Transaction conditions which are general conditions for the allocation of newly issued ordinary shares to specific investors (Private Placement). In addition, the offering of newly issued ordinary shares to specific investors at this time. It will increase cash flow to support future business operations according to the purpose of utilizing the capital increase. This will have a positive effect on the growth of the company and beneficial to shareholders in the long run.

When comparing the benefits that shareholders will receive from the Private Placement Transaction with the potential impact on share price and voting rights, the Independent Financial Advisor concludes that offering the newly issued ordinary shares is more advantageous to shareholders than the potential impact on stock price or voting rights. This is because the company requires funds for business expansion and investment in various domestic and international ventures. If the company were to rely on borrowing funds from financial institutions, there would be limitations in terms of processing time, with uncertainty regarding the approval of financial assistance. Furthermore, borrowing would burden the

company with repayment obligations, including interest, and could impede future operations. On the other hand, financing through capital increase and share allocation enables the company to raise funds quickly. The allocation of newly issued ordinary shares to specific investors (Private Placement) helps alleviate the investment burden on existing shareholders during the capital increase. In contrast, a general public offering (Public Offering) would require extensive preparation time, incur high costs, and necessitate authorization from relevant authorities. The exact timing of a Public Offering is beyond the company's control. Therefore, the Independent Financial Advisor believes that issuing and offering newly issued ordinary shares to specific investors (Private Placement) who possess capital potential, financial stability, experience, and new business channels is beneficial. Additionally, allocating newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) provides an opportunity for shareholders who wish to make additional investments in the company. The offering price of 0.25 baht per share represents an 80.08 percent discount from the market price of 1.25 baht per share, ensuring an attractive opportunity for shareholders. This method of raising funds through Rights Offering is appropriate and aligns with the objectives of the capital increase. It allows the company to secure the required capital within a short timeframe and mitigates the risk associated with fundraising during economic volatility. Consequently, the offering of newly issued ordinary shares is considered advantageous for the company, its shareholders, and general investors. It fosters confidence among shareholders and demonstrates the company's commitment to their interests.

The Independent Financial Advisor opines that the plan to utilize the proceeds from the allocation of newly issued ordinary shares through Private Placement, as well as the issuance of newly issued ordinary shares to existing shareholders through Rights Offering, is appropriate and reasonable. The Company intends to use these funds for further investment in its core business of real estate development. The management has conducted a thorough study of various projects and has prepared suitable plans for the development of real estate projects. The Independent Financial Advisor has conducted a comprehensive analysis of various aspects of the company's real estate projects, including location, project nature, selling price, construction planning, sales plan, and capital structure. Based on this analysis, the Advisor concludes that the investment plan for each real estate development project is appropriate and feasible. The use of the capital increase of 1,300.00 million baht for the development and expansion of the real estate development business aligns with the Company's project development plan. Furthermore, the Company has already made land deposits for three projects, namely IKON UDOMSUK, Sukhumvit 38 Condominium, and Townhome Pathumthani Phase 1. The Independent Financial Advisor recognizes the growth potential in these projects and anticipates good opportunities for the company in Laos. The Independent Financial Advisor has conducted a thorough analysis of the Company's past business operations, specifically in providing credit services for motorcycles, cars, agricultural equipment, gold, communication equipment, and household electrical appliances in Lao PDR. Based on this analysis, the Advisor concludes that the capital increase of 1,400.00 million baht for the development and expansion of the business to provide credit services in these sectors is appropriate.

Additionally, the Advisor has examined information on the collateralized retail loans business in Lao PDR and believes that the Company's investment expansion of 1,000.00 million baht is both appropriate and feasible. Therefore, the plan for utilizing the capital increase is designed to maximize the benefits for both the Company and its shareholders. The capital increase will enhance the Company's readiness and financial flexibility, allowing it to effectively carry out its operations. Shareholders will benefit from the company's future growth, which may result in increased dividends. The funds raised from the issuance and offering of newly issued ordinary shares are just one aspect of the company's cash flow management strategy. The Company may also explore other funding sources, such as additional capital increases, borrowing from financial institutions, or issuing debentures, to ensure sufficient funding for its business operations.

The offering of newly issued shares to an independent connected person with an independent third party, it can be seen that the offering of newly issued ordinary shares to Mr.Ekaphanh Phapithack, a comparable connected person as well as agreeing to enter into such transactions with third parties who are independent person. The offering price of newly issued ordinary shares is the same price. This offering of capital increase shares will allow ALPHAX to increase business channels. This will help the company to have better operating results. In addition, the offering price of such capital increase shares is the price resulting from the negotiation between the Company and the investor at the price of 1.13 baht per share, which is not considered an offering of newly issued shares at a price lower than 90 percent of the average price, weighted stocks of companies in the Stock Exchange of Thailand ("SET") for the past 15 consecutive business days between 18 April 2023 and 11 May 2023, which is the business day prior to the date on which the Board of Directors resolved to propose an agenda to the shareholders' meeting to request approval for the company to offer newly issued shares to a specific person (Private Placement) in accordance with the market price criteria prescribed in the Notification of the Capital Market Supervisory Board No. Tor Jor 28/2565 New shares issued to private placement (and as amended), which is equal to 1.25 baht per share and is an action for the benefit of the Company and fairness to the shareholders of the Company.

Furthermore, the private placement investors, who are ready to provide funding, possess strong business management skills and enjoy a widely accepted reputation. Their involvement as shareholders will bring new investment opportunities to the company and enhance its future business prospects. Each private placement investor brings unique expertise to the table, enabling more efficient implementation of new projects. Additionally, these investors have established business relationships in various fields based on their work experience. These relationships can be leveraged to expand the company's existing businesses and explore new avenues. The intention of the private placement investors is to become long-term business partners of the company, solidifying their commitment and alignment with the company's goals.

PART 2

Acquisition of assets from connected persons

1. Characteristics and details of the transaction

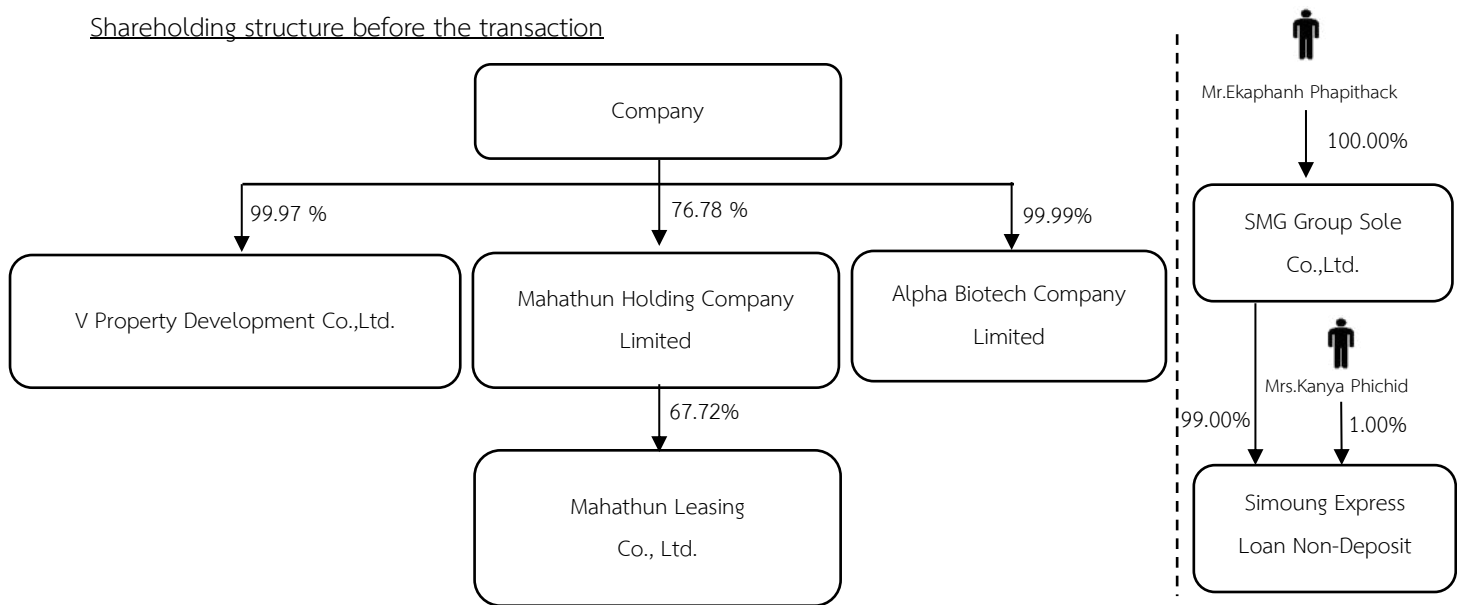
1.1 General characteristics of the transaction

According to the company's plans to expand the business size and invest in various businesses both of domestically and internationally. The Company has foreseen the growth in non-bank financial institutions business in the Lao People's Democratic Republic ("Lao PDR") where the non-bank financial institution business has started to play a role in the PDR. Laos in helping people out of poverty Promote access to finance and increase career opportunities, including improving the overall quality of life of the people and alleviate the suffering of the people due to the problem of informal debt. The Company has learned that Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. ("SML") currently operates a secured microfinance business in Lao PDR and is in the process of finding a partner to invest in business expansion. Therefore, it is a good opportunity for the company to invest according to the business strategy that has been established. The company therefore considers investing in ordinary shares of SML in the amount of 10,000,000 shares with a par value of 10,000,000 kip from the existing shareholders of SML which is a connected person of the Company. The purchase price is approximately 19.00 baht per share, representing 100 percent of the registered capital of SML with the total transaction value of 190,000,000 baht ("Investment in SML Transaction") of SML with cash, including approving the entering into a share purchase agreement. Other contracts and any other documents related to the purchase of SML's ordinary shares. After the transaction, SML will be considered a subsidiary of the Company in the proportion of 100 percent. In this regard, the Company determines the total value of the transaction in the amount of 190,000,000 baht based on the principle of careful and careful consideration. The source of the negotiation and mutual agreement with SMG, based on the valuation criteria by the Adjusted Book Value Approach, adjusted with SML's capital increase in the amount of 90,000,000,000 kip. increased paid-up capital from 10,000,000,000 kip to 100,000,000,000 kip on February 13, 2023.

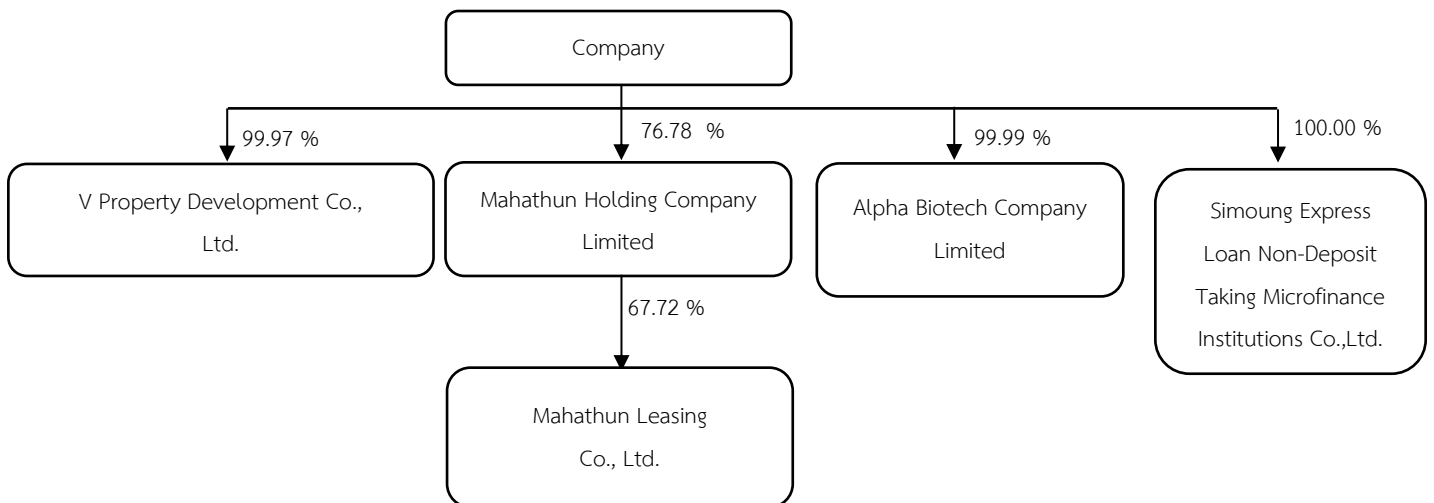
SML will begin offering retail loans in early 2022 after the Lao PDR government. The measures related to the spread of the Coronavirus Disease 2019 (COVID-19) have been relaxed only. In 2022, SML had bad debts and doubtful accounts accounted for 15.43% of loan receivables. The Board of Directors has conducted a thorough and cautious assessment of the investment transaction involving the acquisition of ordinary shares in SML. This strategic investment will enable the company to venture into the provision of secured retail loans in Lao PDR, offering the potential for a faster return on investment compared to establishing a new business from scratch. The company anticipates that initiating a business independently would require a considerably longer processing time compared to this investment transaction. Upon completion of the investment transaction in SML, the company may appoint certain former directors and executives of SML to maintain their positions within the company, considering their

expertise in the business. Additionally, the company will designate a representative to serve as a director in SML, in accordance with the proportion of shareholding.

Shareholding structure before the transaction



Shareholding structure after the transaction



However, the investment transaction in SML will take place only after the condition's precedent specified in the share purchase agreement have been fulfilled or waived. In summary, the important conditions precedent are as follows: (Details as shown in Part 2, Clause 1.10 Summary of material contracts related to this transaction)

1. Entering into a transaction to purchase and sell shares requires the approval of the Board of Directors and the Annual General Meeting of Shareholders. In some cases, an extraordinary general meeting of shareholders may also be required, as per the relevant laws and regulations

applicable to the purchaser. On May 12, 2023, the Buyer's board of directors' meeting has approved the Buyer to enter into a share purchase transaction to be traded under this contract.

2. As of the share transfer date, there is no event or action which may materially adversely affect SML or hinder the transaction in this agreement.
3. Other shareholders and SML have obtained any necessary approvals, consents and authorizations from government agencies, creditors (if any) and the parties to the other shareholders. SML has become a contracting party for entering into this contract or consenting to the full performance of this contract.
4. Throughout the period from the date of this contract until the date of share transfer sellers and other shareholders do not transfer shares to be traded to any person. There does not incur any liabilities or obligations in shares to be traded or assets or any business of SML, including not doing or omitting any action that affects the license, approval or any business of SML.

Initially, the Company anticipates that the SML Investment Transaction will be finalized by September 2023, subject to the fulfillment of all condition's precedent outlined in the Share Purchase Agreement. In the event that any conditions precedent cannot be met, the relevant parties may grant waivers or provide alternative arrangements as agreed upon.

Based on the details mentioned above, the transaction to invest in SML is classified as an asset acquisition transaction according to the relevant notifications, including the Notification of the Capital Market Supervisory Board No. Tor Jor 20/2551. The total transaction size is calculated based on specific criteria outlined in the Acquisition or Disposition Notification. The highest transaction size, determined by the total value of consideration, is 10.35 percent, as referenced from the reviewed consolidated financial statements for the first quarter ended March 31, 2023, by the auditor. It is important to note that the Company has not engaged in any asset acquisition transactions subject to the Acquisition or Disposition Notifications in the past six months. Furthermore, the Company has not issued securities in exchange for the acquisition of these assets. As a result, there is no obligation for the Company to disclose information regarding the acquisition of these assets to the Stock Exchange of Thailand (SET). The Board of Directors recognizes that this investment in SML aligns with the Company's business expansion plan and is deemed significant. Therefore, they have resolved to propose the acquisition of assets and related actions for consideration and approval by the shareholders' meeting of the Company.

In addition, entering into an investment transaction in SML is considered a transaction with a connected person. According to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (including any amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 dated November 19, 2003 (including any amendments) connected transactions"). The authorized director of SML, namely Mrs. Kanya Phichid, has a relationship with Mr. Ekaphanh

Phapithack, including Mr. Ekaphanh Phapithack, has a controlling power as a director and ultimate shareholder (Ultimate Shareholder) of SML. He is a person who may be nominated as a director and/or executive of the company. Also, Mr. Ekaphanh Phapithack may be a major shareholder of the company after the issuance and offering of newly issued ordinary shares to the private placement. Ltd. holding 23.67% of the company's shares. The transaction to invest in SML this time is a transaction relating to assets or services with the highest transaction size of 15.36 percent of the net tangible assets (NTA) of the Company. It based on the consolidated financial statements for the first quarter ended March 31, 2023, reviewed by a certified public accountant. In this regard, the company has not entered into any other connected transactions with the same connected persons or related persons or close relatives of such persons during the past 6 months prior to the date of entering into this transaction. Therefore, this transaction is more than 3% of the company's net tangible assets. The company must be approved by the Board of Directors. as well as preparing and disclosing information on the Company's entry to the Stock Exchange of Thailand according to the announcement on connected transactions and approval from the shareholders to enter into such transactions, which must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the shareholders' equity. The appointment of an independent financial advisor (IFA) who must have a list of IFA approved by the SEC.

In this regard, entering into an investment transaction in SML is in the nature of a purchase or transfer of a private company's business to a company pursuant to Section 107(2) (b) of the Public Limited Companies Act B.E.) ("Public Company Act") which the Company must obtain approval from the shareholders' meeting of the Company. with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

1.2 Day, month, year of the transaction

On May 9, 2023, the company entered into an agreement to buy and sell SML shares with SMG Group Sole Co., Ltd ("SMG"), which is a 99.00% shareholder of SML. Allowing Mrs. Kanya Phichid, who is a shareholder of SML in the proportion of 1.00 percent, to sell his own shares to the company as well. SMG and SML have common directors, namely Mr. Ekaphanh Phapithack and Mrs. Kanya Phichid. The company will enter into a share purchase agreement. and relevant documents (if any) after the Board of Directors' Meeting No. 2/2023 held on May 12, 2023. The Company expects that the entire trading process can be completed by September 2023 after all condition's precedent under the share purchase agreement have been completed or it has been granted a waiver or waiver by the relevant parties. A various action has been taken to complete the transaction as specified in the share purchase agreement with conditions precedent and important terms and conditions as shown in Part 2 Clause 1.10. Summary

of material agreements related to this transaction. After receiving approval to enter into the transaction from the company's Extraordinary General Meeting of Shareholders No. 1/2023.

1.3 Parties and related relationships

Buyer	: Alpha Divisions Public Company Limited
Sellers	: 1. SMG Group Sole Co., Ltd. (“SMG”), which holds shares in SML 99.00% of total shares. Mr.Ekaphanh Phapithack is a controlling person and a shareholder. major shareholder in the ratio of 100.00% in SMG 2. Mrs. Kanya Phichid, who holds 1.00% of total shares in SML. Mrs. Kanya Phichid has a husband and wife relationship with Mr. Ekaphanh Phapithack, a controlling person and a major shareholder in SML 100.00% interest in SMG
Relationship	: The buyer has no relationship with the seller including directors, executives, major shareholders of the seller. The seller is not a director, executive, major shareholder Including related persons and close relatives of the aforementioned persons of the Company. In addition, Mr.Ekaphanh Phapithack may be a major shareholder of the Company after the issuance and offering of newly issued ordinary shares through private placement.
Remark	: General information of the seller

Name of company	SMG Group Sole Co., Ltd (“SMG”)
Nationality	Lao People's Democratic Republic (“Lao PDR”)
Head office location	Ban Phon Than, Saisetta City Vientiane Capital, Lao PDR
Registration date	June 11, 2020
Type of business	It operates its business with income mainly from holding shares in other companies (Holding Company). The businesses invested are: (1) Architectural design. (Architectural Design) (2) Banking and Financial Institutions (3) Law Offices (4) Energy Business (5) Import and Export Business (6) Life Insurance Business and (7) Infrastructure
Registered capital	80,000,000,000 kip or 157,813,333.33 baht (Calculated based on the average exchange rate of the past 15 working days, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from April 18, 2023 to May 11, 2023)
Paid-up registered capital	80,000,000,000 kip or 157,813,333.33 baht (Calculated based on the average exchange rate of the past 15 working days, equal to 0.00197 baht per 1 kip, which is the exchange rate

	announced by the Bank of Thailand (BOT) from April 18, 2023 to May 11, 2023)														
List of shareholders	<table border="1"> <thead> <tr> <th colspan="2">List of shareholders</th> <th>Number of shares</th> <th>Proportion</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Ekaphanh Phapithack</td> <td>8,000,000</td> <td>100.00 %</td> </tr> <tr> <td colspan="2">Toatl</td> <td>8,000,000</td> <td>100.00 %</td> </tr> </tbody> </table>			List of shareholders		Number of shares	Proportion	1	Mr. Ekaphanh Phapithack	8,000,000	100.00 %	Toatl		8,000,000	100.00 %
List of shareholders		Number of shares	Proportion												
1	Mr. Ekaphanh Phapithack	8,000,000	100.00 %												
Toatl		8,000,000	100.00 %												
Board	<ol style="list-style-type: none"> 1. Mr. Ekaphanh Phapithack 2. Mrs. Kanya Phichid 3. Mr. Somchai Phapithack 4. Mr. Vettathong Phombandith 5. Mr. Sisouvong Douangphachan 6. Mr. Phouthasack Souvannasao 7. Mr. Kamkaew Sihabut 														
Signing authority	Mr. Ekaphanh Phapithack signs and affixes the Company's seal.														

1.4 Details of Acquired Assets

The Company will purchase 10,000,000 ordinary shares of SML, or 100.00 percent of the total issued and paid-up shares of SML at the purchase price of 19.00 baht per share, totaling 190,000,000 baht, from the seller who is a connected person. According to the connected transaction announcement, Mr. Ekaphanh Phapithack, who is a major shareholder and has controlling power of the seller, may be nominated as a director and/or executive of the Company. As well as Mr. Ekaphanh Phapithack is a major shareholder of the company after the issuance and offering of newly issued ordinary shares to private placement.

Remark Currently, SML (according to SML's affidavit dated May 5, 2023) has registered capital 100,000,000,000 kip, or equivalent to 197,266,666.67 baht with a par value of 10,000 kip, or equivalent to 19.73 baht (calculated based on the average exchange rate of 15 business days of 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023)

1.4.1. General information of SML

Name of company	Simoung Express Loan Non-Deposit Taking Microfinance Institutions Co., Ltd.
Nationality	Lao People's Democratic Republic ("Lao PDR")
Head office location	Ban Phon Than, Saisetta City Vientiane Capital, Lao PDR
Registration date	December 24, 2020
Type of business	Operates a secured retail lending business in Lao PDR. At present, SML provides collateralized retail loans with only one branch in Vientiane Capital. The management foresees that the economic growth of

	Vientiane after the outbreak of Coronavirus Disease 2019 (COVID-19) has a good and optimum growth rate. Therefore, there is no further branch expansion. If in the future the economy of other areas within Lao PDR recovers and has a better trend. SML management may consider expanding more service branches in the future 87 contracts, 160 contracts of business loans, 30 contracts of land loans, and 2 contracts of government bond loans.
Registered capital	100,000,000,000 kip or 197,266,666.67 baht (Calculated based on the average exchange rate of the past 15 working days, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023)
Paid-up registered capital	100,000,000,000 kip or 197,266,666.67 baht (Calculated based on the average exchange rate of the past 15 working days, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023)
<u>Board</u> <u>As of May 5, 2023</u>	<ol style="list-style-type: none"> 1. Mr.Ekaphanh Phapithack 2. Mrs. Kanya Phichid 3. Mr. Vettathong Phombandith 4. Mr. Kamkaew Sihabut <p>Following the completion of the investment transaction in SML, the Company has the option to appoint certain former directors and executives of SML to retain their positions within SML due to their expertise in the business. Additionally, the Company will appoint a representative from its own organization to serve as a director in SML, with the appointment being proportionate to the shareholding percentage of the company. In this regard, SML will be a subsidiary of the company in the proportion of 100 % after the investment in SML and the company will have control over SML.</p>
Authority to sign	Mrs. Kanya Phichid signs and affixes the company's seal. In this regard, after entering into the investment transaction in SML, the company will continue to register the change of the list of authorized directors who can sign to bind the company.

Shareholder

As of February 13, 2023, it has paid-up capital equal to 100,000,000,000 kip with the number of shares equal to 10,000,000 shares par value of 10,000 kip per share or equivalent to the paid-up capital of 197.27 million baht, with details of the list of shareholders as follows:

List of shareholders		As of February 13, 2023		After entering the transaction	
		Number of shares	Proportion	Number of shares	Proportion
1	SMG Group Sole Co.,Ltd (“SMG”) ¹	9,900,000	99.00 %	-	-
2	Mrs. Kanya Phichid	100,000	1.00 %	-	-
3	Alpha Divisions Public Company Limited	-	-	10,000,000	100.00 %
Total		10,000,000	100.00 %	10,000,000	100.00 %

Remark :

- /1 SMG has registered capital of 80,000 million kip, number of shares is 8 million shares, par value of 10,000 kip per share. There is 1 authorized director, Mr.Ekaphanh Phapithack, whereby the authority of the director specifies “Mr.Ekaphanh Phapithack signed and affixed with the Company's seal” and has the list of shareholders as follows:

Major shareholder	Number of shares	% of shares
1) Mr.Ekaphanh Phapithack	8,000,000	100.00 %
	8,000,000	100.00 %

After entering into the transaction, the Company intends to appoint its representative as a director of SML in proportion to its shareholding. This decision will be made during the Board of Directors' meeting of SML, and a proposal will be put forward to the shareholders for their approval at the shareholders' meeting of SML. It is important to note that these actions will be carried out in compliance with the regulations and/or laws governing such appointments within the relevant agency.

1.4.2. Business Overview and Performance

Details of business operations and operating results of Simoung Express Loan Non Deposit Taking Micro-finance Institutions Co.,Ltd appear in Appendix 2 of this Independent Financial Advisor's Opinion Report.

Summary of key items in the financial statements of SML

Financial Statement	(Unit : Kip)		(Unit: Baht)	
	2022		2022	
Asset				
Current assets				
Cash and cash equivalents	2,029,670,649		4,003,864	
Portion of loan receivables due within one year	1,716,803,775		3,386,682	
Receivables from related companies	247,094,042		487,434	
Other current assets	271,057,594		534,706	
Total current assets	4,264,626,060		8,412,686	
Non-current assets				

	(Unit : Kip)	(Unit: Baht)
Financial Statement	2022	2022
Bank deposit Bank of Lao PDR	500,000,000	986,333
Trade accounts receivable	168,476,100	332,347
Intangible assets	184,859,650	364,666
Property, plant and equipment	1,783,257,131	3,517,772
Total non-current assets	2,636,592,881	5,201,118
Total assets	6,901,218,941	13,613,804
Liabilities and shareholders' equity		
Current liabilities		
Other liabilities	396,191,222	781,553
Total current liabilities	396,191,222	781,553
Non-current liabilities		
Other non-current liabilities	44,431,830	87,649
Total non-current liabilities	44,431,830	87,649
Total Liabilities	440,623,052	869,202
Equity		
Registered capital	10,000,000,000	19,726,667
Accumulated profit (loss)	(3,539,404,111)	(6,982,065)
Total Equity	6,460,595,889	12,744,602
Total liabilities and shareholders' equity	6,901,218,941	13,613,804

Remark /1 Calculation based on the average exchange rate of 15 working days in the past, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023.

	(Unit : Kip)	(Unit: Baht)
Consolidated Statement	2022	2022 ¹
Income		
Interest income	1,030,169,373	2,032,181
Sales and service income	113,053,790	223,017
Other income	1,029,018,944	2,029,911
Total income	2,172,242,107	4,285,109
Administrative expenses	(3,237,307,282)	(6,386,128)
Expected credit losses	(945,216,500)	(1,864,597)

Consolidated Statement	(Unit : Kip)	(Unit: Baht)
	2022	2022 ¹
Total cost	(4,182,523,782)	(8,250,725)
Profit (loss) before income tax	(2,010,281,675)	(3,965,616)
Money tax expense	-	-
Net Profit (Loss)	(2,010,281,675)	(3,965,616)

Source: SML's 2022 financial statements audited by Mr. Apisit Thientrongpinyo auditor of PricewaterhouseCoopers (Lao) Sole Company Limited. The financial statements of SML above have been prepared in accordance with the accounting standards of Lao PDR (Lao Accounting Standards: LAS) without reference to Thai Financial Reporting Standards (TFRS).

Remark

- /1 Calculation based on the average exchange rate of 15 working days in the past, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023

Description of financial position and performance

As of December 31, 2022, the company had total assets of 13.61 million baht, total liabilities of 0.87 million baht and shareholders' equity of 12.74 million baht. The total income for the year 2022 was 4.29 million baht. The total expenses were 8.25 million baht and net loss was 3.97 million baht with the following key details:

- Credit receivables due within one year in the amount of 3.92 million baht and credit receivables due over one year in the amount of 0.38 million baht and deducting the expected credit loss of 0.57 million baht. As resulting, in the remaining portion of the loan receivables due within one year of 3.39 million baht and the portion of the loan receivables due more than one year of 0.33 million baht.
- SML has leased land and office buildings of SMG, resulting in SML having only office furnishings and vehicles in the amount of 3.52 million baht. After the completion of the Private Placement (PP) transaction, Mr. Ekaphanh Phapithack will become a significant shareholder of the Company. This may lead to his nomination as a director and/or executive of the Company. Additionally, once the investment in SML is finalized, SML will become a wholly-owned subsidiary of the Company. As a result, SML's lease of land and office buildings from SMG, which is under the control of Mr. Ekaphanh Phapithack, will be considered a transaction with a connected person. However, the Company is committed to complying with its policy regarding related party transactions or connected transactions. This policy ensures that the price and other relevant details of such transactions are reasonable and comparable to those made with third parties on an arm's length basis.
- Other income of SML consists of penalties income (The penalty income is the fee caused by the debtor's late payment.) Reversal of the allowance for doubtful accounts and other income totaling 2.03 million baht.

- Administrative expenses consist of salary, depreciation and amortization. and other expenses, details are as follows:

1) Salary

Employee salary 3.69 million baht

Executive remuneration 0.54 million baht

2) Depreciation and amortization 0.68 million baht

3) Other expenses 1.48 million baht

- As of 31 December 2022, SML has registered capital 10,000,000,000 kip (equivalent to 19,726,666.67 baht). However, on February 13, 2023, SML registered an increase in paid-up capital by cash in the amount of 90,000,000,000 kip (equivalent to 177,540,000.00 baht) as a registered capital. 100,000,000,000 kip (equivalent to 197,266,666.67 baht), which occurred after the date of the financial statements as of December 31, 2022.

Remark /1 Calculated based on the average exchange rate of 15 working days in the past, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023. The calculated figure may be subject to change. The discrepancy will change the exchange rate.

1.5 Total value of assets acquired compensation Criteria used to calculate the total value of the acquired assets and the value of consideration

1.5.1. Total value of assets acquired

Company's common stock	: Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd.
Number of shares purchased	: 10,000,000 shares
Proportion of acquisition of the company	: 100 %
Trading value	: 190,000,000.00 baht
Book value	: As of 31 December 2022, SML has book value equal to 6,945,983,840 kip or approximately 13,702,110.79 ^{/1} baht. As of February 13, 2023, SML has registered an increase in paid-up capital in the amount of 90,000,000,000 kip. Therefore, SML will have an adjusted book value of such amount equal to 96,945,983,840 kip or approximately 191,242,111 ^{/1} baht

Remark /1 Calculated based on the average exchange rate of 15 working days in the past, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023.

1.5.2. Compensation payment

The company will pay in cash in the amount of 190.00 million baht from the cash flow from the company's operations by paying the whole amount at one time. (The company will accept the transfer of all SML shares at the same time as the payment for such shares) to the seller as specified in the share purchase agreement after the transaction has been approved by the Extraordinary General Meeting of Shareholders. No. 1/2023 of the company. After all condition's precedent under, the share purchase agreement have been completed or granted a waiver or waiver by the relevant parties. The various actions have been taken to complete the transaction as specified in the share purchase agreement. The conditions precedent are as follows: (Details as shown in Part 2, Clause 1.10 Summary of material contracts related to this transaction)

1. Entering into a share purchase transaction requires approval from both the Board of Directors and the Annual General Meeting of Shareholders. Alternatively, an extraordinary general meeting of shareholders can be convened, in compliance with the relevant laws and regulations governing the purchaser in this contract.
2. As of the share transfer date, there is no event or action which may materially adversely affect SML or hinder the transaction in this agreement.
3. Other shareholders and SML have obtained any necessary approvals, consents and authorizations from government agencies, creditors (if any) and the parties to the seller. Other shareholders and SML have acted as parties for entering into this contract or consenting to the full performance of this contract.
4. During the period from the date of this contract until the date of share transfer, the seller and other shareholders have refrained from transferring the shares to be sold to any party. They have also not incurred any liabilities or obligations related to the shares to be sold, or any assets or businesses of SML. Furthermore, they have not taken any actions or omissions that would have an adverse impact on SML's licenses, approvals, or overall business operations.

1.5.3. Criteria used to calculate the total value of the acquired assets and the value of consideration

The Company determines the value of compensation based on careful by the following factors

- (1) The price is negotiated and mutually agreed between the parties under the share purchase agreement
- (2) Fair valuation for SML by using Adjusted Book Value Approach adjusted with capital increase of SML in the amount of 90,000,000,000 kip, where SML has registered the paid-up capital increase from 10,000,000,000 kip to 100,000,000,000 kip on February 13, 2023

- (3) Legal Due Diligence by Kudan and Partners Co., Ltd. by DFDL (Lao) Sole Co.,Ltd (“DFDL”) (Details as shown in Attachment 4 Summary of Legal Due Diligence Report of SML (Legal Due Diligence Report)) The effects that may arise from the study of legal issues of SML are detailed in Part 2 Acquisition of Assets from Connected Persons, Clause 3.2.1.2 Disadvantages and Risks of Entering into the Transaction. Subsection 1. Possible impacts from the study of key legal issues of SML

From the factors mentioned above, the range of value that the company considers appropriate to purchase 100.00% of SML's ordinary shares is 190.00 million baht. Therefore, the price that the company agrees to purchase 100.00% of SML's ordinary shares is a reasonable price.

1.6 Transaction size calculation

1.6.1. Calculation of asset acquisition transaction size

Calculation of asset acquisition transaction size of the company. According to the Notification of the Capital Market Supervisory Board No. Tor Jor 20/2551. and the announcement of the Board of Governors of the Stock Exchange of Thailand 2547 (collectively referred to as the "Acquisition or Disposition Notification"). Calculating the transaction size is equal to 10.35 percent, according to the total value of consideration criteria, which is the criterion that calculates the maximum transaction size. It based on the consolidated financial statements for the first quarter ended March 31, 2023. It has been reviewed by a certified public accountant (The Company has not entered into an asset acquisition transaction pursuant to the Notifications on Acquisition or Disposition in the past 6 months), therefore, the Company has no duty to disclose information on such asset acquisition transaction to the SET. The details of the calculation of the transaction size are as follows:

Calculation details (baht)	Company	SML
	March 31, 2023	December 31, 2022 ^{/3}
Total assets	1,835,289,000	13,613,804
Net intangible assets ^{/1}	108,361,000	364,666
Total liabilities	300,963,000	869,202
Non-controlling interests	188,912,000	-
Net tangible assets (NTA)	1,237,053,000	12,379,936
Net profit (loss) in the past 12 months	(10,818,281) ^{/2}	(3,965,616)

Remarks

- /1 Intangible assets such as goodwill, deferred expenses, etc., except intangible assets that generate main income such as concessions and licenses.
- /2 Calculated from the Company's financial statements Between April 1, 2022 and March 31, 2023 (attributable to shareholders of the parent company)

/3 Calculated based on the average exchange rate of the past 15 working days, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023.

Criteria used in the calculation

Criteria used in the calculation	Calculation formula	Transaction size (%)
1. Net tangible assets value criteria	$\frac{\text{Investment proportion} * \text{NTA of SML}}{\text{NTA of company}}$ = (100 % * 12.38 MB.) / 1,237.05 MB.	1.00
2. Net profit criteria	$\frac{\text{Proportion of Investment} * \text{Net Profit}}{\text{of SML}}$ Company net profit	This criterion cannot be calculated because in the past 4 quarters from March 31, 2023, the company has operating loss.
3. Total Value of Consideration Criteria	$\frac{\text{Total Value of Consideration}}{\text{Total assets of the company}}$ = 190.00 MB. / 1,835.29 MB.	10.35
4. Equity Value Criteria	$\frac{\text{Number of capital increase shares to pay for assets}}{\text{The number of paid-up shares of the company}}$	This criterion cannot be calculated because the company does not issue new shares to pay for the price

However, due to the acquisition of such assets the Board of Directors' meeting views that it is an investment in a business that is important to the company's business expansion plan. Therefore, resolved to propose to the shareholders' meeting of the Company to consider and approve the acquisition of assets and related actions.

1.6.2. Calculation of connected transaction size

The investment transaction in SML is considered a transaction with a connected person. According to the announcement of the Capital Market Supervisory Board No. Tor Jor. 21/2551. Re: Rules for making connected transactions, dated August 31, 2008 (including any amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 dated November 19, 2003 (including any amendments) connected transactions”). The authorized director of SML, namely Mrs. Kanya Phichid, has a relationship with Mr. Ekaphanh Phapithack, including Mr. Ekaphanh Phapithack, has a controlling power as a director and ultimate shareholder (Ultimate Shareholder) of SML. He is a person who may be nominated as a director and/or executive of the company. Also, Mr. Ekaphanh Phapithack may be a major shareholder of the company after the issuance and offering of newly issued ordinary shares to the private placement. Ltd. holding 23.67% of the company's shares. The transaction to invest in SML this time is a transaction relating to assets or services, which has the highest transaction size of 15.36% of the net tangible assets (NTA) of the company based on the consolidated financial statements for the first quarter ended on March 31, 2023 reviewed by a certified public accountant. The Company

has not entered into any other connected transactions with the same connected persons or related persons or close relatives of such persons during the 6 months prior to the date of entering into this transaction. Therefore, this transaction is more than 3% of the company's net tangible assets.

Calculation of connected transaction size

Guidelines	calculation formula	Calculated as of 31 Mar. 2023	Item size
Transactions relating to assets or services	$\frac{\text{Total Value of Consideration}}{\text{NTA of company}}$	$190.00 / 1,237.05 = 15.36\%$	more than 20 million baht and more than 3% of NTA (190.00 million baht)

Net asset value (NTA) means total assets – intangible assets – total liabilities – non-controlling equity (if any) (intangible assets, goodwill, intangible assets deferred income tax)

The company must be approved by the Board of Directors, and it is also required to prepare and disclose information regarding the Company's entry into the Stock Exchange of Thailand in accordance with the announcement on connected transactions. Furthermore, the company must seek approval from the shareholders to engage in such transactions, which must be approved by a shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. This process includes the appointment of an independent financial advisor (IFA) from a list of IFA approved by the SEC, while excluding the shareholders' equity.

After the transaction to invest in SML, the Company has outlined its plan to utilize the capital increase from the issuance and offering of newly issued ordinary shares. The purpose is to provide funding for the secured retail lending business in Lao PDR. The capital increase amount is set at 1,000.00 million baht, and it will primarily support lending activities in Laos. The Company is currently evaluating the appropriate form of capital increase to expand its investment in the secured retail lending business. This may involve a capital increase in SML and/or various forms of lending to SML. The Company is carefully considering the best approach to ensure the successful growth and development of its secured retail lending operations in Laos.

1.7 Sources of funds used for entering into the transaction

The company paid for ordinary shares of SML to the seller with cash in the amount of 190.00 million baht. The source of funds for this transaction will come from the operating cash flow of the company as of March 31, 2023. The company's consolidated financial statements have cash and cash equivalents of 381.33 million baht, which is sufficient for the SML investment transaction.

1.8 Conditions for making a transaction

Entering into an investment transaction in SML requires approval from a shareholders' meeting, with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. This approval excludes the shareholders' equity. Additionally, the appointment of an independent financial advisor (IFA) is necessary, and the chosen IFA must be a financial advisor approved by the SEC. The conditions precedent, as specified in the share purchase

agreement, including other agreements, contracts, and related documents pertaining to such transactions, must be fulfilled. The important conditions precedent can be summarized as follows:

- (1) The representations and warranties of the company and the Seller are true and correct as of the closing date.
- (2) On the date of completion of the trading of the shares, there is no event or action which may materially adversely affect SML (Material Adverse Effect) or hinder the transaction as stipulated in the Share Sale and Purchase Agreement.
- (3) The Board of Directors' Meeting and/or the Company's Shareholders' Meeting Resolved to approve the transaction to invest in SML and comply with the agreement to buy and sell shares of SML.

However, after entering into the transaction, the company may choose to retain certain directors and SML's CEO who possess knowledge and expertise in SML's business. Additionally, the company will appoint a representative, based on their shareholding proportion, to serve as a director in SML.

1.9 Connected persons and/or interested shareholders who are not entitled to vote

The buyer has no relationship with the seller, including directors, executives, or major shareholders of the seller. This applies to related persons and close relatives of such individuals within the Company. However, Mr. Ekaphanh Phapithack, who is a major shareholder and controlling person of the Seller, may be nominated as a director and/or executive of the Company. Additionally, Mr. Ekaphanh Phapithack may become a major shareholder of the Company following the issuance and offering of newly issued ordinary shares to specific persons. Therefore, the investment in SML is considered a connected transaction in accordance with the announcement on connected transactions.

In this regard, the SML Investment Transaction does not have connected persons and/or interested shareholders who has no right to vote in considering and approving the acquisition of assets by investing in ordinary shares of Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. from a connected person at the Extraordinary General Meeting of Shareholders No. 1/2023 which will be held on July 31, 2023.

1.10 Summary of material contracts related to this transaction

Agreement to buy and sell shares

Topic	Detail
Contract of party	Buyer : Company Seller : SMG
Signing date	May 9, 2023
Agreed asset	Ordinary shares of SML in the amount of 10,000,000 shares or equal to 100 percent of the total shares of SML with a par value of 10,000 kip per share, fully paid. ("Shares to be traded")

Topic	Detail
Agreed price	Not more than 190,000,000 baht (“Sale Price”) The Company will pay for the consideration for the purchase of SML's ordinary shares with cash from the company's operating cash flow, making a one-time payment in full. (The company will accept the transfer of all SML shares at the same time as the payment for such shares.)
Testimonials and guarantees	<ol style="list-style-type: none"> 1. The Seller has the status of a publicly traded company and is duly existing under the Lao PDR law 2. Signing and complying with the terms and conditions in the contract will not result in any breach of the contract, to the extent that third parties have the right to terminate the contract, which includes the Seller and the listed shareholders, and it will not violate any court orders, judgments, injunctions, or contravene any laws or regulations that could negatively impact the contract's performance 3. The seller and the respective shareholder are the owners of the shares being sold, and the shares are free from any encumbrance. There are no restrictions on the right of pledge, withholding rights, or claims of any kind whatsoever, including any claims, proceedings, legal actions, or disputes related to ownership conflicts involving the seller and its major shareholders. This applies to the stocks being bought, sold, or encumbered, as well as any claims on the shares being sold under the contract 4. SML has conducted its business operations in compliance with the laws applicable to its business in general and in the normal course of trade, without any actions (including omissions) that are contrary to any applicable laws, regulations, or violations of the requirements stated in the Company Establishment Documents. Furthermore, there are no ongoing formal investigations or inquiries being conducted by government agencies or civil services that are in the process of taking or expected to take actions that have or may have an impact on SML's business or its business license assets 5. SML has obtained all the permissions necessary for the operations and businesses of SML that are currently operating and that have been operating prior to this. Basically, authorization is still effective and fully complied with 6. SML is not involved, whether as a plaintiff, defendant, or any other party, in any disputes, lawsuits, litigations, proceedings,

Topic	Detail
	<p>investigations, official inquiries, or arbitration processes. There are no pending or alleged litigations, investigations, formal inquiries, or arbitrations (including tax proceedings) involving SML or any unlawful conduct attributed to SML. In any event that could potentially lead to litigation, legal proceedings, investigations, formal inquiries, or arbitration, SML is not subject to any judgments, claims, or orders compelling it to initiate or take any legal action</p> <p>7. No petition, order, resolution, or any action has been filed or taken to bankrupt or dissolve SML's business (or any other action leading to the termination of the business). Additionally, there are no lawsuits or proceedings related to SML under bankruptcy law, business rehabilitation, or insolvency, nor has any resolution been passed in the shareholders' meeting requiring the liquidation or dissolution of the company</p> <p>8. No request or order has been filed for the initiation of proceedings or any action seeking an order to manage the property of SML or to place SML's affairs, businesses, or assets under the management of a person appointed for such purposes by a court, government agency or any other organization</p> <p>9. SML is not a debtor or in a state of insolvency where it is unable to pay its debts in any manner. Furthermore, SML has not defaulted on any debt payments, requested debt restructuring, or experienced any other facts or circumstances that would render it insolvent or unable to fulfill its debt obligations</p> <p>10. SML is not indebted (including liabilities under dispute)</p> <p>11. The Seller and SML have disclosed all the information to the Buyer's decision to sign this contract and buy stocks to be traded and comply with the conditions specified in the contract</p> <p>12. SML has produced or provided all tax returns, calculation lists, notices, and any other required information for the purpose of taxation (1) Prepared and submitted within the period prescribed by law and complete and accurate according to law and the latest version (2) Does not cause any disputes with the tax authorities</p> <p>13. SML has paid various taxes including fines, interest, and VAT. SML is legally responsible. SML does not has any taxes owed and does not damaged by audits</p>

Topic	Detail
Important conditions precedent	<p>1. Entering into a transaction to buy and sell shares must be approved by the meeting of the Board of Directors and the Annual General Meeting of Shareholders. An extraordinary general meeting of shareholders in accordance with the applicable laws and regulations of the purchaser.</p> <p>In this regard, on May 12, 2023, the Buyer's board of directors' meeting has approved the Buyer to enter into a stock purchase transaction to be traded under this contract.</p> <p>2. As of the share transfer date, there is no event or action which may cause a material adverse effect on SML or obstruct the transaction as set out in this contract.</p> <p>3. The Seller, other shareholders and SML have obtained any necessary approvals, consents and authorizations from government agencies, creditors (if any) and the parties to the Seller. Other shareholders and SML have acted as parties. For entering into this contract or consenting to the full performance of this contract</p> <p>4. Throughout the period from the date of this contract until the date of share transfer, The seller and other shareholders have not transferred the shares to be sold to any person and have not created any liabilities or obligations in the shares to be sold or any assets or businesses of SML including no Act or omit any action that affects the license, approval or any business of SML.</p>
Prohibition of Competition and Prohibition of Solicitation	<p>1. Within 3 years from the date of share transfer ("Non-Competition Period") Sellers and other shareholders will not conduct business. or conducting any business in the same manner or similar to the business of SML, whether in whole or in part and whether it is self-employed Become a consultant or by holding shares or by entering into a partnership with another person Including not offering benefits, not inviting, not offering any products or services that are the same or similar to the warehouse. (or in the nature of competing with SML) and/or participating in or establishing in any other business of the same nature and/or is a commercial competitor to SML.</p> <p>In this regard, the aforementioned trade competitors shall include: (1) business operators or businesses in the same or similar nature as SML's businesses, which may affect the increase or decrease in income from operations market share or the profits of SML; and (2) any person or entity that SML identifies and notifies the Seller.</p> <p>2. Within 3 years from the date of share transfer (hereinafter referred to as "Prohibited Period of Solicitation"). Sellers and other shareholders shall not solicit (Whether directly or indirectly) allow directors, personnel, employees, contractors of SML ("Related Persons") to engage in any other business similar to the business of SML.</p> <p>3. Throughout the period of solicitation is prohibited. Sellers and other shareholders will not incite and encourage related persons to terminate and/or</p>

Topic	Detail
	<p>take any action in violation of the employment contract. any other contract or any other legal relationship with SML whether directly or indirectly</p> <p>4. Both parties mutually agree that the terms and conditions regarding the prohibition of competition and solicitation are reasonable and exceed any applicable legal provisions. It is understood that the aforementioned text shall be enforced to the extent permitted by law, and any such provision shall not be considered null and void in any way.</p>

1.11 SML's Obligations to comply with SET's Regulations and relevant regulatory bodies to be correct and complete after entering into an investment transaction in SML

After completing the investment transaction in SML, SML will become a subsidiary of the company in the proportion of 100.00 percent. Therefore, SML has an obligation to comply with the rules, regulations and regulations of the Stock Exchange of Thailand and relevant regulatory bodies to be accurate and complete such as SML Periodic Financial Statement Opening. The company acknowledges its duty to disclose information that can potentially influence the price of securities. This includes providing important information to investors in a timely manner, ensuring accuracy and sufficient detail in the disclosure. The company is committed to complying with regulations and guidelines related to the disclosure and preservation of information that can impact securities prices. It is important for the company to ensure that such information is disclosed to all stakeholders equally and without any preferential treatment. To supervise information that affects securities prices that has not yet been disclosed (“Inside information” or non-public price sensitive information). SML has hired PricewaterhouseCoopers (Lao) Sole Company Limited to audit SML's financial statements. The Company has coordinated with SML PricewaterhouseCoopers (Lao) Sole Company Limited and DIA International Auditing Company Limited, who are the Company's auditors. in order to prepare for the preparation of SML's financial statements in accordance with Thai Financial Reporting Standards (TFRS), including the preparation of the company's consolidated financial statements.

2. Business information and performance of Simoung Express Loan Non Deposit Taking Micro-finance Institutions Co.,Ltd

Details appear in Attachment 2 of this Independent Financial Advisor's Opinion Report.

3. Opinion of the Independent Financial Advisor on the Reasonableness and Benefits of the Transaction

3.1 Purpose and necessity of entering into the transaction

Alpha Divisions Public Company Limited (“the Company” or “ALPHAX”) is interested in expanding various businesses both domestically and internationally as a result. The Company has foreseen the growth in the non-bank financial institutions business in the Lao People's Democratic Republic (“Lao

PDR”), where the non-bank financial institution business has started to play a role in helping people out of poverty, promoting access to finance, increasing career opportunities, improving the overall quality of life, and alleviating the suffering caused by informal debt problems. The Company has learned that Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. (“SML”) currently operates a secured retail lending business in Lao PDR and is in the process of finding a partner for investment. Expanding the size of this business presents a good opportunity for the company to invest in line with its business strategy. The Company therefore considers investing in 10,000,000 ordinary shares of SML at the par value of 10,000,000 kip from existing shareholders of SML who are connected persons of the Company at the purchase price of approximately 19.00 baht per share, representing 100% of the registered capital of SML, with the total transaction value of 190,000,000 baht (“Investment in SML Transaction”). The Company will pay for the consideration for the purchase of SML's ordinary shares with cash from the company's operating cash flow, making a one-time payment in full. (The company will accept the transfer of all SML shares at the same time as the payment for such shares). It includes to approve the entering into a share purchase agreement. The other contracts and any other documents related to the purchase of SML's ordinary shares. After the transaction, SML will be considered a subsidiary of the Company in the proportion of 100 percent. In this regard, the company determines the total value of the transaction in the amount of 190,000,000 baht based on the principle of careful and careful consideration. The source of the negotiation and mutual agreement with SMG. It based on the valuation criteria by the Adjusted Book Value Approach, adjusted with SML's capital increase in the amount of 90,000,000,000 kip (equivalent to 177,540,000.00 baht) increased paid-up capital from 10,000,000,000 kip (equivalent to 19,726,666.67 baht) to 100,000,000,000 kip (equivalent to 19,726,666.67 baht) on February 13, 2023.

SML will begin offering retail loans in early 2022 after the Lao PDR government. The measures related to the spread of the Coronavirus Disease 2019 (COVID-19) have been relaxed only. In 2022, SML had bad debts and doubtful accounts accounted for 15.43% of loan receivables. The Board of Directors has conducted a thorough and cautious assessment of the investment transaction involving the acquisition of ordinary shares in SML. This strategic investment will enable the company to venture into the provision of secured retail loans in Lao PDR, offering the potential for a faster return on investment compared to establishing a new business from scratch. The company anticipates that initiating a business independently would require a considerably longer processing time compared to this investment transaction. Upon completion of the investment transaction in SML, the company may appoint certain former directors and executives of SML to maintain their positions within the company, considering their expertise in the business. Additionally, the company will designate a representative to serve as a director in SML, in accordance with the proportion of shareholding.

On May 9, 2023, the Company entered into an agreement to buy and sell SML shares with SMG Group Sole Co., Ltd (“SMG”), which is a 99.00% shareholder of SML. Allowing Mrs. Kanya Phichid,

who is a shareholder of SML in the proportion of 1.00 percent, to sell his own shares to the company as well. SMG and SML have common directors, namely Mr. Ekaphanh Phapithack and Mrs. Kanya Phichid.

Entering into the transaction this time The Company will acquire ordinary shares of SML, a company that operates secured retail lending business in Lao PDR, which is a company licensed to conduct secured retail lending business in the Lao PDR. Lao PDR from Bank of the People's Democratic Republic of Laos (BOL) completely and have personnel with expertise have experience in operating such businesses. Therefore, the company's management has foreseen the growth opportunity of investing in SML's business. It is a business that will help complement the existing business of the group, namely Mahathun Leasing Company ("MHTL"). SML is an indirect subsidiary of the Company that currently operates primarily in the motorcycle hire-purchase business in Lao PDR. The business of SML will help the company enhance its ability to develop and expand customer service. Additionally, it will facilitate resource sharing and the development of personnel knowledge, leading to economies of scale and increased competitiveness for the company. This will enable the company to meet the current and future needs of customers with a comprehensive and integrated service. At present, the financial business is a business that tends to grow continuously in Lao PDR. This is a result of the current lifestyle and business of consumers in Lao PDR. There are also opportunities to grow in order to support the expanding business sector. For the aforementioned reason, the Board of Directors considers it appropriate to invest in SML which will benefit the Company and its shareholders in the long run. It increases the potential of the company's business operations and also expand the scope of the company's business to be more comprehensive to accommodate a variety of customers and to create competitiveness. This will give the company's performance an opportunity to grow and create added value for the company and its shareholders in the long run.

3.2 Comparison of advantages and disadvantages of entering into and not entering into a transaction

3.2.1 Advantages and disadvantages of entering into the transaction

3.2.1.1 Advantages of entering into the transaction

1. The company has the opportunity to invest in new businesses that provide good returns

The company is interested in investing in SML, which operates a business of lending to retail in Lao PDR such as car/motorcycle loans, business loans, land loans and government bond lending. If the company invests in SML, the company will be able to recognize revenue immediately. Since the borrower has a duty to pay interest according to the loan agreement, SML registered an increase in paid-up capital in February 2023 in the amount of 90,000.00 million kip, or approximately 177.30 million baht (calculated based on the average exchange rate of the past 15 days Equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from April 18, 2023 to May 11, 2023) in order to support business expansion with trends and consistently good customer feedback. In the event of borrower defaults or inability to repay the debt, the lender has certain rights and remedies. One option available to the lender is to exercise the right to force the sale of the mortgaged property through a public auction. This allows the lender to recover the

outstanding debt from the proceeds of the sale. SML will start providing retail loans at the beginning of 2022 and SML lending is a secured loan where SML has to assess the collateral value less than 2 times the loan amount. As a result, SML has not been forcibly mortgaged the mortgaged property in anyway. Therefore, if the company invests in SML, it will allow the company to expand investment into new businesses that provide good returns.

2. The company's investments in other industries apart from the core business of the company. It will help the company to diversify business risks which will be beneficial to the company in the long run to be able to adjust the business strategy in the changing situation

In the past, the company had a strong focus on business growth and expansion. Recognizing the potential to increase profitability, the Company has been investing in various businesses, particularly in the real estate development sector, which is the Company's core business. However, the industry has experienced a recent slowdown, and if the company fails to identify favorable locations or projects with positive market feedback, there is a risk of cash flow interruption. In response to the challenges posed by the Coronavirus Disease 2019 (COVID-19) pandemic over the past 2-3 years, the company's executives identified an opportunity to mitigate risks by diversifying their business plans. Consequently, the company has decided to invest in the financial sector, which offers promising growth prospects. This strategic move will not only help diversify business risks but also enable the company to invest in various industries. Such diversification will benefit the company in the long run, allowing it to adapt its business strategy to changing circumstances and generate favorable returns for both the Company and its shareholders.

3. Encourage the company to start a new business quickly compared to when the company starts its own business, the company anticipates that the processing time for this transaction will be considerably shorter.

The expansion of the Company's investment into the secured retail lending business in Lao PDR by investing in SML through the purchase of ordinary shares in SML will enable the Company to start such business and increase opportunities. It gets a quicker return on investment compared to a self-starting company. The company expects that it will take quite a long time to process compared to this transaction. It also requires expertise and experience in running a business. The Company will recognize income and operating results from SML's business immediately after the transaction. It will help strengthen operating results and cash flow for the company in the future.

3.2.1.2 Disadvantages and risks of entering into the transaction

1. Effects that may arise from the study of important legal issues of SML (Legal Due Diligence Report)

The Company has hired a legal advisor DFDL (Lao) Sole Co.,Ltd (“DFDL”) to study the legal issues of SML. According to the study report dated June 14, 2023, the risk issues can be summarized. as follows:

- 1.1 Impact on the accuracy and completeness of official documents

DFDL has raised concerns about incomplete official documents related to SML's operations. These documents include regulatory documents approved by the Bank of Lao PDR, which lacked the proper stamp and signature in accordance with the bank's regulations. Additionally, there were uncertainties regarding SML's authorization to raise funds through loans and assistance, both domestically and internationally. These incomplete documents and uncertainties may have an impact on SML's business operations and the investment transaction involving SML. However, SML's executives are aware of such issues and SML has never been blamed for such issues. The management of SML is in the process of completing the transaction before entering into the transaction to invest in SML.

1.2 Controlling effects of internal operating documents SML

DFDL has highlighted that certain internal documents of SML, such as share registers, stock certificates, leases, employment contracts, etc., are incomplete. These incomplete documents may have implications for SML's operations and investment transactions. However, SML's management is actively working on completing these documents before proceeding with the investment transaction in SML.

1.3 Impact on notifying the deposit of money to the Bank of Lao PDR

According to the regulations of the Bank of Lao PDR, companies that operate retail lending services are required to have interest-free deposits with the Bank of Lao PDR, which SML has already deposited. However, SML has not yet prepared a notification letter to the Bank of Lao PDR. This may impact the business operations of SML and the investment transaction in SML. Nevertheless, the management of SML is in the process of completing the necessary steps before proceeding with the investment transaction in SML.

The Company's management has considered that SML must complete the various issues according to the Legal Due Diligence Report of DFDL before entering into the transaction to invest in SML, which DFDL will follow up on resolving the issues that have been found before completing the investment transaction in SML to build confidence in the investment on September 2023.

2. Possible risks after the business transfer arise due to the lack of specified liability in the contract and the absence of a consultant hired for auditing (Due Diligence) on the internal control system and accounting of SML.

According to the purchase and sale agreement between the Company and SMG (seller) dated May 9, 2023, the Independent Financial Advisor did not find any provisions holding the seller responsible for future impacts, liabilities, or disputes arising from operations prior to the purchase and sale. Additionally, the Company did not hire a consultant for auditing (Due Diligence) on SML's internal control system and accounting. SML is a company that started business in early 2022 therefore has a small number of business transactions and a simple accounting system. However, after completing the investment transaction in SML, the

Company will implement measures to ensure that SML establishes accounting management and internal control systems. These measures will encompass internal control procedures and practices that are suitable for SML's operations, creating a well-structured working system. Additionally, the Company will focus on implementing effective and efficient verification processes in accordance with the guidelines set by COSO (The Committee of Sponsoring Organizations of the Treadway Commission). Therefore, if the company completes the business transfer, the effects and/or liabilities that may occur in the future will also be transferred to the company. As a result, it may affect the company's performance.

However, prior to this transaction, the Company took the initiative to hire a legal advisor to investigate the matter. The findings of this investigation are detailed in Attachment 4, which contains a summary of the legal due diligence reports of SML (Legal Due Diligence Report). Additionally, the Company sent its accounting team to thoroughly study and inspect SML's operational processes and accounting system. No unusual or concerning items were discovered during this inspection. Therefore, the management is confident that any events or risks arising from SML's past operations will not pose a threat moving forward.

3. The company has no experience in collateral lending business

Although the company operates a business providing loans for motorcycles, cars, agricultural, equipment, gold, communication equipment and household electrical appliances in the Lao People's Democratic Republic ("Lao PDR") operated by Mahathun Leasing Public Company Limited ("MHTL"). for business Land Loans and government bond lending. There are also different procedures for the motorcycle loan service business such as collateral valuation, etc. Therefore, it can be considered that the company has no experience in operating such business. SML was established in December 2020, due to the spread of Coronavirus Disease 2019 (COVID-19) in Lao PDR. SML has just started providing credit services to retailers. In early 2022, after the government of Lao PDR Various measures related to the spread of the coronavirus disease 2019 (COVID-19) have been relaxed. The main income of SML comes from interest income from short-term and long-term loans. Therefore, it can be regarded as a business that is not complicated. In addition, the company may appoint some directors to remain as directors of SML as they have knowledge and expertise in the business. The company will appoint a representative of the company to hold a position as a director in SML according to the shareholding proportion. Therefore, the company is able to ask for advice and expects to receive good cooperation in jointly managing business in SML. In addition, SML has a team and executives such as Mr. Vettathong Phombandith who is knowledgeable and capable. He has experience in the lending business. This will help SML to run business as usual. However, following the completion of the investment transaction in SML, the Company may choose to appoint certain former directors and executives of SML to continue serving in their respective roles, considering their expertise and experience in the business. Additionally, the Company will

nominate a representative to serve as a director in SML based on their proportionate shareholding in the company.

4. Risk from competition and expansion in other businesses

With the easing of various measures related to the spread of the Coronavirus Disease 2019 (COVID-19) by the government of the Lao PDR, both government and private sectors are gradually returning to normal operations. However, the impact of this situation has negatively affected businesses across a wide range, leading to a recession and the closure of many businesses. Consequently, the existing business sector needs substantial funding sources for business rehabilitation and expansion. For this crisis, SML identifies a financial business opportunity. However, SML also faces heightened competition in this sector. Additionally, SML's primary source of funding relies on capital increases from shareholders. This reliance may pose limitations on SML's ability to expand its business if it fails to secure sufficient financing for third-party lending.

SML has a competitor that offers secured retail loans in Lao PDR, which is a well-known and popular business with the following list:

- 1) Kasikornthai Bank (LAOS) The company was established in November 2014 and currently has 2 branches.
- 2) Bangkok Bank (LAOS) The company was established in November 1993 and currently has 1 branch.
- 3) Siam Commercial Bank (LAOS) The company was established in November 1992 and currently has 1 branch.

5. The risk of the expected return is not as expected

From the study of SML's business information, it was found that SML's main income is from interest income from lending in short-term and long-term for entrepreneurs who are juristic persons and natural persons According to the loan agreement, the interest rate for short-term and long-term loans is approximately 2.50 - 3.25 percent per month. This is the general lending rate in the retail lending industry in Lao PDR. (Financial Advisor based on public information of companies operating similar business to SML in Lao PDR.). At the same time, SML has financing from shareholders' equity. However, if in the future SML has more growth, SML may need to find additional sources of funding from loans, which will have increased financial costs. SML has just started providing credit services to retailers in early 2022 after the Lao PDR government Due to the relaxation of various measures related to the situation of the spread of the Coronavirus Disease 2019 (COVID-19), therefore, there is financial information that reflects the operating results for only one accounting period. Therefore, it is uncertain whether in the next accounting period. SML will receive interest income as expected. As a result, the Company may not receive the expected return as expected. However, the loan agreement between SML and each borrower

is a secured loan for which SML has assessed the value of such collateral. It was found that the value is much higher than the loan amount. Therefore, if the borrower defaults on debt, the company may receive lower returns than expected for a certain period of time. After proceeding according to the law by exercising the right to force the mortgaged property to be sold by public auction and collecting the shortfall from the borrower in full, the company will receive the full return from each borrower according to the contract.

6. Risk from lack of liquidity due to borrower's default on debt payment

Although the majority of SML's borrowers in 2022 adhered to the repayment terms outlined in the loan agreement, it is anticipated that some borrowers may require follow-up regarding debt repayment. In 2022, SML maintained an allowance for doubtful accounts of 975.22 million kip in accordance with the company's accounting policy, which aligns with the general accounting standards followed in the credit industry of Lao PDR. A portion of this allowance, amounting to 689.87 million kip, was reversed when follow-up calls were made to borrowers. The remaining difference, totaling 290.94 million kip or 15.43 percent of the loan receivable's total value, was recorded as an allowance for doubtful accounts. If further follow-up actions are taken for debt repayment, it is possible that the allowance for doubtful accounts may decrease even further. Therefore, SML has good financial liquidity. Therefore, there is a possibility that the borrower may encounter financial problems and may not be able to pay interest and principal according to the conditions in the loan agreement. This will result in SML having no cash inflow. In addition, if the borrower defaults on debt repayment, SML is required to take legal measures to enforce the mortgage and sell the mortgaged property. This process typically takes around 6 months or longer. Therefore, there is a significant period between the borrower's default on debt payment and the actual receipt of funds from the auction of the collateral by the Legal Execution Department, which will be used to settle the outstanding debt owed to SML. During this period, SML may experience a lack of financial liquidity in the specific credit line associated with the defaulted loan. However, in 2022, the borrower had to repay the debt as scheduled, causing SML's cash inflows to always exceed cash outflows. Considering lending by requiring that the collateral value of the borrower is not less than 2 times the loan amount.

7. Impact on the Company's ability to pay dividends in the future

After the transaction, SML will be considered a 100% subsidiary of the company. Therefore, the company is obligated to prepare consolidated financial statements in order to know the operating results of the business group. In 2022, SML has accumulated losses 3,539,404,111 kip or equivalent to a loss of 6,982,065 baht (calculated based on the average exchange rate of the past 15 business days, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023). As a result, SML is unable to pay dividends to the company. In addition, since entering into this

transaction, the source of funds is from the internal cash flow of the company. Therefore, from the reasons mentioned above, it may cause the company's ability to pay dividends less than before.

8. Risk from the company having to spend a lot of investment in the business of providing retail credit services in Lao PDR

Although entering into the transaction to invest in SML, the consideration for the purchase of SML's ordinary shares will be paid in cash from the company's operating cash flow in one payment. (The Company will accept the transfer of the whole amount of SML shares at the same time as the payment for such shares). The company that will invest in SML additionally, which may be in the form of capital increase and/or loans to SML in the amount 1,000.00 million baht to be used as a source of funds for undertaking financial business with collateral in Lao PDR (details as shown in part 1, the allocation of newly issued ordinary shares to specific persons who are connected persons together, clause 1.10 plan for utilizing the proceeds received from the issuance and offering of newly issued ordinary shares). The company anticipates that the retail lending business in Lao PDR offers promising growth prospects and potential, presenting a valuable opportunity for the company's future expansion. Therefore, the company recognizes the need to secure a substantial amount of capital for its retail lending operations in Lao PDR. As this business is new to the company, it will be closely monitored and reported on in the annual information disclosure form (Form 56-1 One Report) to keep stakeholders informed about the progress and utilization of the capital increase.

However, the company will provide funds for additional investment in the retail lending business in Lao PDR as follows: (1) the issuance and offering of newly issued ordinary shares through private placement (Private Placement) and (2) the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company (Rights Offering). offer to specific persons (Private Placement). The issuance and offering of newly issued ordinary shares of the company to the existing shareholders of the company (Rights Offering) in full amount is equal to 4,057.23 million baht for investment.

9. Risk from SML having to comply with the regulations of the Stock Exchange of Thailand and relevant regulatory bodies to be accurate and complete

After the investment in SML is completed, SML will become a wholly-owned subsidiary of the Company. The Company recognizes its responsibility to ensure the accuracy and completeness of information disclosed to relevant regulatory agencies. This includes the timely disclosure of financial statements in accordance with the required reporting periods. The Company understands the importance of disclosing information that can impact the price of securities, as it provides essential information for investors to make informed decisions. The Company is committed to disclosing accurate and detailed information in a timely manner, while adhering to the rules and regulations for disclosure and preservation of information that affects

securities prices. The Company also ensures that information is disclosed equally to all stakeholders. There is information that affects the price of securities that has not yet been disclosed. (“Inside information” or non-public price sensitive information) as well. Therefore, SML has a duty to prepare financial statements according to accounting periods in order for the Company to be able to prepare consolidated financial statements and disclose periodic financial statements. SML must be organized in different systems to cover the way of working internal control and suitability for work and a tight working system including effective and efficient verification in accordance with COSO (The Committee of Sponsoring Organizations of the Treadway Commission) guidelines. SML has hired PricewaterhouseCoopers (Lao) Sole Company Limited to audit SML's financial statements, and the company has coordinated with SML PricewaterhouseCoopers (Lao) Sole Company Limited and DIA International Auditing Company Limited, who are the auditors company account to prepare for the preparation of SML's financial statements in accordance with the Thai Financial Reporting Standards (TFRS), including the preparation of the company's consolidated financial statements.

10. Risk from business of collateralized credit lending business

10.1 Risk of competition in order to increase market share

When entering the secured retail lending business in Lao PDR, the company should be aware of the competitive risks associated with gaining market share. It may take time and effort to establish a strong presence and build a customer base. Additionally, there is a risk of competition from new entrepreneurs entering the industry.

10.2 Risk from the company's inability to collect the difference between the outstanding debt under the credit service agreement from the borrower or guarantor.

If the company has a loss from selling foreclosed assets. The Company may be at risk of not being able to collect the loss from the sale of foreclosed assets from the hire purchaser or guarantor.

10.3 Interest rate fluctuation risk

An increase in interest rates results in a decrease in the company's interest margin because each interest rate increase will only have a slight impact. However, compared to the interest rate spread of the hire purchase business, the company's strong cost management capabilities can help mitigate the risk associated with a decrease in the interest rate spread.

11. The company incurred expenses from entering into transactions to seek approval from the shareholders' meeting

The transaction to invest in SML is considered a connected transaction, as stated in the announcement on connected transactions. This is due to the relationship between SML's controlling person, Mrs. Kanya Phichid, and Mr. Ekaphanh Phapithack, who may be nominated as a director and/or executive of the company. Additionally, Mr. Ekaphanh Phapithack may become the major shareholder of the Company after the issuance and offering of newly issued ordinary

shares through private placement, holding 23.67% of the Company's registered capital. The investment transaction in SML represents a transaction involving assets or services with the largest transaction size, amounting to 15.36% of the net tangible assets (NTA) of the Company. It based on the consolidated financial statements for the first quarter ended March 31, 2023, reviewed by a certified public accountant. In this regard, the Company has not engaged in any other connected transactions with the same connected persons, related persons, or close relatives of such persons in the past 6 months prior to the date of entering into this transaction. As this transaction exceeds 3% of the Company's net tangible assets, the Company is required to seek approval from the shareholders' meeting. This entails processing costs for preparing various reports from experts, such as legal advisory fees and independent financial advisory fees. Additionally, there are operating expenses associated with organizing the extraordinary general meeting of shareholders of the Company. If the company does not proceed with the transaction, there would be no burden of these operating expenses, and the funds could be utilized for other business activities within the company.

However, the Independent Financial Advisor views that the cost of preparing various reports from experts and the operating expenses associated with organizing the Extraordinary General Meeting of Shareholders of the Company are essential in considering the transaction to invest in SML. These expenses are necessary to collect comprehensive and important information, draw informed conclusions, and present them to the shareholders and stakeholders of the business. The stakeholders rely on this information to make an informed decision and ensure that the transaction is supported by sufficient, appropriate, and reliable information.

3.2.2 Advantages and disadvantages of not entering into the transaction

3.2.2.1 Advantages of not entering into the transaction

1. There are no expenses incurred from the transaction

In this transaction, the company has hired consultants in various fields to give advice and prepare information for the transaction, such as legal advisor fees, asset appraiser independent financial advisor etc. Therefore, there is a risk of losing expenses in vain. In the event that the company does not obtain approval from the shareholders' meeting for this offering of newly issued ordinary shares

2. There is no risk in running a new business.

If the company does not invest in new businesses. The company will not have to go into the management of new businesses that the company does not have knowledge and experience before, so the Company has no risk in operating in new businesses.

3.2.2.2 Disadvantages and risks of not entering into the transaction

1. The company will not expand investment according to the target and will not receive returns from new business

If the company does not invest in new business this time. The company's business expansion to stop and not operating in accordance with the goal of operating a business. There has a determination to expand the business sustainably. In addition, the company will miss the opportunity to receive returns from new businesses that can recognize revenue immediately and have a higher rate return.

2. The company will lose an opportunity to diversify investment risks

If the company does not enter into the transaction this time. The company will lose the opportunity to invest in expanding to other businesses in order to reduce business risks by diversifying investments. If the company does not enter into the transaction, the company will not be able to reduce the risk ratio in the company's existing business.

3. The company loses the opportunity to work with new investors and/or partners who have experience in new businesses

This is a new business that require expertise and experience. If the company does not invest in new businesses, the company will lose the opportunity to work with new investors and/or partners who have experience in such businesses and may lose the opportunity to invest in new businesses. and/or new projects in the future

3.3 Comparison of advantages / benefits and disadvantages of risks During the transaction with the connected person with transactions with third parties

3.3.1. Advantages / benefits of entering into the transaction with the connected person

The authorized director of SML, namely Mrs. Kanya Phichid, has a relationship with Mr. Ekaphanh Phapithack, including Mr. Ekaphanh Phapithack, has a controlling power as a director and ultimate shareholder (Ultimate Shareholder) of SML. He is a person who may be nominated as a director and/or executive of the company. Also, Mr.Ekaphanh Phapithack may be a major shareholder of the company after the issuance and offering of newly issued ordinary shares to the private placement. Ltd. holding 23.67% of the company's shares. Therefore, the company can receive additional assistance in understanding the financial business conveniently and quickly. This is useful for studying information and making credit decisions as well. It can perform various actions faster and easier. In addition, the transfer of knowledge and experience to the company will be possible with ease. Mr.Ekaphanh Phapithack is still the major shareholder of the Company after this transaction is completed. This is considered an advantage in doing this transaction with the Company's connected person.

3.3.2. Disadvantages / risks of entering into transactions with connected persons

This transaction to invest in SML is worth 190.00 million baht. From the consolidated financial statements for the first quarter ended March 31, 2023, reviewed by a certified public accountant. This transaction has a transaction size of 10.35 percent based on the total value of consideration criteria according to the Acquisition or Disposition Notifications. If it is not a connected transaction. This transaction is regarded as a small transaction which the Board of Directors can manage by itself. This will make the process of investing in SML transactions faster and without additional related costs from

entering the transaction. It is a connected transaction with the transaction size of 15.36 percent of the net tangible assets of the Company, which is higher than 3.00% of the Company's net tangible assets. As a result, this transaction is a large transaction that must be approved by the shareholders' meeting before entering into the transaction, which will cause the company to incur expenses for organizing the shareholders' meeting, venue fees, document preparation expenses fees for independent financial advisors and fees for independent property appraisers, etc.

3.3.3. Advantages / benefits of entering into transactions with third parties

Engaging in a transaction with a third party ensures that it is not considered a connected transaction. As a result, the Company will not incur additional expenses in appointing an independent financial advisor to provide an opinion on this transaction, including transactions with third parties. Shareholders will perceive the company's transaction as transparent with no transfer of benefits from the Company, given that both parties involved are unrelated. Therefore, both of buyers and sellers are likely to prioritize safeguarding their own interests.

3.3.4. Disadvantages / risks of entering into transactions with third parties

If the company enters into a transaction with a third party, it may cause the company to lose the opportunity to become an alliance with Mr.Ekaphanh Phapithack, who is considered a potential person. He has expertise and experience in multiple industries and platforms such as financial institutions in the category of commercial banks in Lao PDR collateralized lending business in Lao PDR, life insurance business in Lao PDR, licensed digital asset trading platform business in Lao PDR, advisory service business investment in Lao PDR, electricity generation and transmission business in Lao PDR, legal services business in Lao PDR, fuel import-export business in Lao PDR, building service business Private passengers to support private charter flights (Private Jet Terminal) in Lao PDR, etc. Moreover, he also has a stable financial position. This will enhance the company's potential in new business operations.

4. Opinion of the independent financial advisor on the study of the appropriateness of the value of the acquired assets and the appropriateness of the transaction conditions

In assessing the fair value of the SML Investment Transaction and giving an opinion on the appropriateness of the price of the SML Investment Transaction. The Independent Financial Advisor has evaluated the fair value of 100.00% of SML's ordinary shares. It is based on information provided by SML, interviews with the company's management and SML's management, and other publicly available information as well as other documents and information. Also, Financial statements of SML Information of the company financial projections and business plans of SML, assumptions and information provided by SML, which the Independent Financial Advisor has used discretion to adjust key assumptions in order to make the fair valuation on a conservative basis. The opinion of the independent financial advisor in this report has been prepared only under the economic conditions and other factors at the time of preparation. Therefore, the Independent Financial Advisor cannot

assess the impact that may arise from changes in situations and elements after that period. It has no obligation to change and update the opinion report of the Independent Financial Advisor to be up to date.

The Independent Financial Advisor has considered the appropriateness of SML's enterprise value by using 6 methods as follows:

- 4.1 Book Value Approach
- 4.2 Adjusted Book Value Approach
- 4.3 Historical Market Price Approach
- 4.4 Price to Book Value Ratio Approach
- 4.5 Price to Earnings Ratio Approach
- 4.6 Discounted Cash Flow Approach

From the study of information and documents include other relevant information. The Independent Financial Advisor can summarize opinions on the appropriateness of the SML business value as follows:

4.1 Book Value Approach

Book Value Approach reflects the value of the company. which appears according to the book value at a certain point in time regardless of the future performance of the company Including other external factors such as overall economic and industry conditions. This valuation is based on the book value of SML's financial statements as of December 31, 2022, which are audited financial statements by Mr.Apisit Thientrongpinyo. auditor of PricewaterhouseCoopers (Lao) Sole Company Limited

No.	List	unit : kip	unit : baht
		As of Dec 31, 2022	As of Dec 31, 2022
1	Issued and paid-up capital	10,000,000,000	19,726,666.67
2	Accumulated profit (loss)	(3,539,404,111)	(6,982,064.51)
3	Total Equity^{1/}	6,460,595,889	12,744,602.16

Remark 1/ As of 31 December 2022, SML has fully issued and paid-up capital 10,000,000,000 kip with a par value of 10,000 kip per share, divided into 1,000,000 common shares on February 13, 2023. SML has registered an increase in its paid-up capital in the amount of 90,000,000,000 kip, making it a total paid-up capital 100,000,000,000 kip

Based on the share valuation by the Book Value Approach, the fair value of SML is Kip 6,460.59 million or equivalent to **THB 12.74 million**, which is lower than the trading price of THB 190.00 million by THB 177.26 million calculated based on the average exchange rate in historically 15 working days, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from April 18, 2023 to May 11, 2023.

The book value approach used for fair value valuation reflects the value of SML based on its book value at a specific point in time, without considering SML's future performance or external factors

such as overall economic and industry conditions. The Independent Financial Advisor holds the opinion that the book value approach is inadequate in capturing the true value of SML, as it fails to account for the future profitability of the business. Therefore, this valuation method is deemed unsuitable for evaluating the business of SML at present.

4.2 Adjust Bok Value Approach

The Adjusted Book Value Approach is a valuation method that provides a better reflection of the net asset value of the business at a specific point in time compared to the Book Value Approach. It aims to estimate the value that would be obtained if the entity were to sell all its existing assets at fair prices. The method involves deducting SML's total liabilities from its total assets, as stated in the financial statements as of December 31, 2022, and adjusting for various items that have occurred after the date of the financial statements or items that impact the book value. These adjustments aim to capture the true value more accurately, including increments or discounts resulting from key adjustment items that impact the enterprise value of SML.

This valuation is based on the book value of SML's financial statements as of December 31, 2022, which are audited financial statements by Mr. Apisit Thientrongpinyo, auditor of PricewaterhouseCoopers (Lao) Sole Company Limited.

(1) Adjustments from an increase in paid-up capital

On February 13, 2023, SML registered an increase in its paid-up capital in the amount of 90,000,000,000 kip, totaling its paid-up capital 100,000,000,000 kip with a par value of 10,000 kip per share, divided into 10,000,000 ordinary shares, which occurred after the date of the financial statements as of December 31, 2022.

Adjustments to book value in various situations can be summarized as follows:

List	unit : kip		unit : baht	
	As of Dec 31, 2022		As of Dec 31, 2022	
Total Equity	6,460,595,889		12,744,602.16	
Update list :				
Increased (decreased) value - Registration of paid-up capital increase ----(1)	90,000,000,000		177,540,000.00	
Adjusted account value	96,460,595,889		190,284,602.16	

From the Adjusted Book Value Approach, the fair value of SML is equal to 96,460.59 million kip or equivalent to **190.28 million baht**, which is higher than the purchase price of 190.00 million baht by 0.28 million baht, calculated according to the average exchange rate of the past 15 working days is 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from April 18, 2023 to May 11, 2023.

To evaluate the business value of SML by this approach, the Independent Financial Advisor uses the book value of SML's shareholders' equity as shown in the latest financial statements as of December 31, 2022, which are audited financial statements by Mr. Apisit Thientrongpinyo auditor of PricewaterhouseCoopers (Lao) Sole Company Limited. to adjust with an increase or a discount from events that occurred after the date of the financial statements. that will significantly affect the book value of SML as of December 31, 2022. The valuation by the Adjusted Book Value Approach, It cannot reflect SML's future profitability, but it can reflect the fair value of SML's assets and liabilities at a certain point in time or equivalent if the entity sells all existing assets at fair prices. Therefore, the Independent Financial Advisor is of the opinion that the Adjusted Book Value Approach is an appropriate approach to evaluate the business value of SML at this time.

4.3 Historical Market Value Approach

The Historical Market Value Approach is a method used to determine the price of securities by referencing their trading prices on the Stock Exchange of Thailand during a specific period. It calculates the weighted average market price of securities traded through the stock exchange. Normally, investors can buy and sell securities at desired prices and quantities when trading conditions are favorable. Valuation using this method reflects the value of the security based on historical market prices. However, since SML is not a listed company on the Stock Exchange of Thailand or any secondary market for securities trading, there is no reference market price available. Consequently, it is not possible to determine the firm value of SML using the Historical Market Value Approach.

4.4 Price to Book Value Ratio Approach: P/BV Ratio

Price to Book Value Ratio Approach is a method that multiplies the adjusted book value (Adjusted Book Value Approach) of the company in item 2 by the average of the P/BV Ratio. SML is a Lao PDR nationality company. However, since the Lao Stock Exchange was officially established in 2010, there are currently 11 companies listed on the Lao Stock Exchange. And only Mahathun Leasing Public Company Limited (“MHTL”) and Lao ASEAN Leasing Company Limited (“LALCO”) operates credit low service business in Laos and some days no stock trading (Source : <http://www.lsx.com.la/>). There is limited data available for comparison. The Independent Financial Advisor therefore considers the comparison from information of companies listed on the Stock Exchange of Thailand. The consideration is based on business operations that are similar to SML in the secured retail lending business. The Independent Financial Advisor uses the information of comparable companies in the same industry as SML for comparison. The 10 comparable companies selected by the Independent Financial Advisor are as follows:

List	abbreviation	Stock market	Type of business
1. Asia Capital Group Public Company Limited	ACAP	mai	Operate credit business, divided into corporate loans and retail loans
2. Srisawad Corporation Public Company Limited	SAWAD	SET	Operates a retail credit service business which consists of 5 main businesses, namely 1) secured retail loans All types of old car registrations Home and land title deeds 2) Unsecured retail loans under supervision 3) Asset management 4) Debt collection 5) Consulting and advice on credit business
3. Star Money Public Company Limited	SM	SET	Providing various types of credit services, namely (1) personal loans under supervision with vehicle registration as collateral (2) personal loans under supervision that are not loans with vehicle registration as collateral (3) loans with Collaterals such as vehicle registration, land and buildings Including providing services as a non-life insurance broker
4. Amanah Leasing Public Company Limited	AMANAH	SET	Car hire-purchase business Loan with car registration as collateral
5. Asia Sermkij Leasing Public Company Limited	ASK	SET	the businesses operated by the two subsidiaries. The first subsidiary operates a business in Hire purchase loans for all types of cars, Personal loans, Car registration loans, Loans to car dealers, Services for registration/transfer of registration and renewal of car tax, Leasing and hire purchase of machinery and vehicles The second subsidiary operates an insurance broker business
6. G Capital Public Company Limited	GCAP	mai	Hire-purchase business loan loan Personal loans under supervision and micro-loans for careers under supervision
7. Heng Leasing and Capital Public Company Limited	HENG	SET	operates a business providing hire-purchase credit services Personal loans under supervision with car registration as

List	abbreviation	Stock market	Type of business
			collateral Home and land loans as collateral Personal loans under supervision that are not loans with car registration as collateral Microfinance for occupation under supervision and non-life and life insurance brokers
8. Sak Siam Leasing Public Company Limited	SAK	SET	Providing personal loan services under the supervision of the Bank of Thailand. It consists of a personal loan business with a car registration as collateral. Personal loans that are not loans with car registration as collateral and other loans
9. SG Capital Public Company Limited	SGC	SET	Business services (1) hire-purchase of electrical appliances and household appliances commercial electrical appliances and machinery (2) Car hire-purchase loans with transfer of title registration and loans with car registration as collateral, (3) employee welfare loans, and (4) gold installment loans (Click2Gold) under the name "SG Capital".
10. Group Lease Public Company Limited	GL	SET	Operates a business providing hire-purchase credit services and providing credit services (with vehicle registration as collateral). In addition, the main business of overseas subsidiaries is business consulting. business lending Investment Management Hire-purchase loan service Retail Lending and Consumer Lending Business
11. Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd.	SML	-	Operates a secured retail lending business in Lao PDR

Source: www.set.or.th

After selecting the comparable companies based on the nature of business similar to the company. The Independent Financial Advisor has done more in-depth analysis, including the overall market value (Market Capitalization), paid-up capital. The Independent Financial Advisor views that the

paid-up capital is the most appropriate factor in selecting securities to be compared with the Company. The details are as follows.

Abbreviation	Market Value (Market Cap.) (million baht)	Paid-up registered capital (million baht)	Comparison ^{/1}
ACAP ^{/2}	195.08	203.21	✓
SAWAD	83,075.72	1,373.15	✗
SM ^{/3}	2,002.00	550.00	✓
AMANAHAH	3,211.94	1,036.11	✗
ASK	15,967.26	2,639.22	✗
GCAP	429.42	186.70	✓
HENG	10,210.80	3,810.00	✗
SAK	13,204.80	2,096.00	✗
SGC	8,763.60	3,270.00	✗
GL ^{/2}	-	762.77	✗
SML	-	197.27 ^{/4}	-

Source: SETSMART (data as of 12 May 2023)

Remark :

- /1 The Independent Financial Advisor selects the comparable securities only companies that operate similar businesses to the Company. It has a paid-up registered capital of no more than 1,000.00 million baht
- /2 ACAP and GL are currently listed companies that are subject to possible delisting.
- /3 SM is a listed company that started trading on the SET on December 30, 2022.
- /4 SML has paid-up capital equal to 100,000,000,000 kip or equivalent to 197,266,666.67 baht (calculated based on the average exchange rate over the past 15 working days, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from April 18, 2023 to May 11, 2023)

However, all 3 companies that are compared have management policies, distribution channel asset size and business practices that are different from SML, these may affect investors' investment conditions according to the price and quantity required by those who want to buy and those who want to sell

The average P/BV Ratio of such listed companies as of May 11, 2023 (which is the day before the Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 for consider approving this transaction) and the past 360 business days, which is a period of time that is sufficient to accommodate volatility in order to reduce deviations that may occur from unusual events that affect the stock price movement. This may cause the stock price to not reflect the appropriate value if the price is used at a certain point. The details are as follows.

No.	Company name used for comparison	Abbreviation	Historical P/BV Ratio (times)							
			15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
1	Asia Capital Group Public Company Limited	ACAP ^{/1}	2.28	2.81	N/A	N/A	N/A	N/A	N/A	N/A
2	G Capital Public Company Limited	GCAP	1.02	1.03	1.02	1.00	0.98	0.97	0.98	1.09
3	Star Money Public Company Limited	SM ^{/2}	1.85	1.91	1.93	2.00	N/A	N/A	N/A	N/A
	P/BV of GCAP		1.02	1.03	1.02	1.00	0.98	0.97	0.98	1.09

Source: www.setsmart.com

Remark

- /1 The price to book value ratio cannot be found for all time periods. As a result of its current status as a listed company that is subject to possible delisting in case the auditor does not express an opinion on the company's financial statements
- /2 The price to book value ratio could not be found for all time periods. As a result of being a listed company that started trading on the SET on December 30, 2022

The formula for calculating the P/B ratio is as follows:

$$\text{The value of SML} = \text{P/BV Ratio of the underlying group} \times \text{SML's book value}$$

Summary of the fair value of SML under the Price to Book Value Ratio Approach

	15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
P/BV of GCAP	1.02	1.03	1.02	1.00	0.98	0.97	0.98	1.09
Adjusted book value of SML (million baht)	190.28							
Fair value of SML (million baht)	194.22	195.87	193.49	190.09	185.88	184.39	186.67	207.97

From the valuation using the Price to Book Value Ratio Approach (P/BV Ratio), the estimated fair value of SML falls within the range of **184.39 – 207.97 million baht**. The P/BV ratio compares the market price to the book value, indicating the premium or discount investors place on the book value. However, it's important to note that this method primarily reflects the financial position at a specific point in time and does not consider factors such as business plan profitability and future growth prospects. Although there may be comparable companies with similar business characteristics to SML, there can be variations in financial structure and liquidity in the stock market for each company. Due to these differences and limitations, the IFA has chosen not to use the Price to Book Value Ratio Approach for the valuation.

4.5 Price to Earning Ratio Approach : P/E Ratio

The Price to Earnings Ratio Approach is a method that uses the net profit of SML for the last 4 quarters ending December 31, 2022, which is the audited financial statement by Mr. Apisit Thientrongpinyo, auditor of PricewaterhouseCoopers (Lao) Sole Company Limited. (From the 1st quarter of 2022 - the 4th quarter of 2022) has a net loss of 2,010.28 million kip or a net loss of 3.97 million baht (calculated based on the average exchange rate of the past 15 working days, equal to 0.00197 baht per 1

kip. This is the exchange rate announced by the Bank of Thailand (BOT) from April 18, 2023 to May 11, 2023) multiplied by the average (Average) of the P/E Ratio of companies listed on the Stock Exchange of Thailand. The consideration is based on business operations that are similar to SML in the secured retail lending business. The Independent Financial Advisor therefore uses the information of comparable companies in the same industry as SML for comparison. After selecting comparable companies with similar business nature, the Independent Financial Advisor conducted a more comprehensive analysis, considering factors such as overall market value (Market Capitalization) and paid-up capital. The advisor concluded that paid-up capital is the most suitable factor for selecting securities to be compared with the Company. However, it should be noted that all three compared companies have distinct management policies, distribution channels, asset sizes, and business practices that differ from SML. These differences may influence investment conditions for investors, including the price and quantity desired by buyers and sellers. The overall conclusion is that while the comparable companies were analyzed, their variations in business characteristics and practices make it necessary to consider these differences when evaluating SML's investment conditions and making investment decisions.

The average P/E Ratio of such listed companies as of May 11, 2023 (which is the day before the Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 for consider approving this transaction) and the past 360 business days, which is a period of time that is sufficient to accommodate volatility in order to reduce deviations that may occur from unusual events that affect the stock price movement. It may cause the stock price to not reflect the appropriate value if the price is used at a certain point. The details are as follows:

Appropriate value if using a price at a certain point. The details are as follows.

No.	Company name used for comparison	Abbreviation	Historical P/BV Ratio (times)								
			15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days	
1	Asia Capital Group Public Company Limited	ACAP ¹	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
2	G Capital Public Company Limited	GCAP	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
3	Star Money Public Company Limited	SM ²	25.38	26.20	25.56	25.30	N/A	N/A	N/A	N/A	N/A
	P/BV of SM		25.38	26.20	25.56	25.30	N/A	N/A	N/A	N/A	N/A

Source: www.setsmart.com

Remark

- /1 Price to profit ratio cannot be found for all time periods. as a result of the company's performance loss
- /2 The price-to-earnings ratio cannot be found for all time periods. as a result of being a listed company that started trading on the SET on December 30, 2022

The Price to Earnings Ratio Approach is a method that considers the profit potential of the business in the short term only, not considering the profitability of the business in the future. Therefore, it reflects the short-term value but does not reflect the true value of the business. In addition, the price-to-

earnings ratio of the 3 companies to compare with the earnings per share of the last 4 quarters of SML has been operating at a loss. Therefore, the Independent Financial Advisor cannot apply the Price to Earnings Ratio Approach to evaluate the fair value of SML this time.

4.6 Discounted Cash Flow Approach

Discounted Cash Flow Approach is a valuation method considering the future performance of SML by calculating the present value of the projected net cash flow with an appropriate discount rate. It's using actual data and making future financial projection, which is based on projections of future performance received from the management and calculate future net cash flow from SML's financial projections for the period of 5 years from 2023 - 2027. The Financial Advisor has prepared financial projections for SML by utilizing information and assumptions provided by the Company, as well as conducting interviews with executives and relevant officers. These projections serve the purpose of determining the value of the Company's ordinary shares. However, it's important to note that if there are significant changes in economic conditions or other external factors that impact SML's operations, or if there are substantial changes in SML's internal situation compared to the initial assumptions, the value of the ordinary shares appraised using this method will also change. Financial projections are based on assumptions and are subject to uncertainties and risks. Therefore, it is crucial to regularly review and update the projections to reflect any material changes that may affect the value of the shares.

In valuing SML shares using the discounted cash flow approach, the financial advisor will consider the cash flow generated from SML's business operations. The discounted cash flow approach is a method that incorporates the future performance of SML by calculating the present value of projected free cash flows, utilizing an appropriate discount rate. The financial advisor has calculated the weighted average cost of capital (WACC) as the discount rate to be used in valuing SML's future free cash flows. The financial projections for the next 5 years (2023-2027) assume that SML's business will continue operating without any significant changes, following a Going Concern Basis, and considering the current economic conditions and situations. However, it's important to note that the impact of the transaction being evaluated is not explicitly incorporated into the financial projections prepared by the financial advisor.

The key assumptions can be summarized as follows:

- (1) Interest income from credit granting consists of
 - Interest income from car/motorcycle financing
 - Interest income from business loans
 - Interest income from land loans
 - Interest income from government bond lending

SML has been operating since 2020, in which year There was an epidemic of COVID-19 in Lao PDR, so SML slowed down its business. It started to resume business in early 2022, resulting in uncertainty in the performance of SML. However, in early 2023, SML has increased its registered capital from 10,000 million kip to 100,000 million kip to support the growth of various businesses in Lao PDR. SML's executives have prepared a business plan. The growth of providing various

types of credit to a variety of businesses that customers have increased credit demands, where SML will focus on credit granting by those who are interested must have assets placed as collateral. The loan period ranges from 3 -12 months, interest rates are 2.50 - 3.25 percent per month. If SML charges a fee for credit renewal, typically at a rate of 3.00 per renewal.

Summarize the details used in the projection as follows:

- Interest income from car/motorcycle financing

Financial assumptions (Unit : thousand kip)	Estimate				
	2023	2024	2025	2026	2027
Number of contracts	10	17	27	37	50
Average value per contract	200,000.00	210,000.00	220,000.00	220,000.00	220,000.00
Interest rate percentage per month	3.25	3.25	3.25	3.25	3.25
Credit analysis service fee per time	3.00	3.00	3.00	3.00	3.00
Interest income from car/motorcycle financing	1,287,075.38	2,059,320.60	3,294,912.96	4,283,386.85	5,568,402.90

Remark: In 2022, SML has 23 contracts of car loans and 87 contracts of motorcycles with a total loan value of 1,151.42 million kip and 887.79 million kip, respectively with a total loan value of 1,151.42 million kip and 887.79 million kip, respectively. According to SML's business plan, the executives will focus on car loans. It will stop granting motorcycle loans due to high competition and the need for personnel to follow up on debt repayment. For car loan motorcycle, the credit term is between 12-24 months. The credit limit is set at a rate not exceeding 30% of the collateralized car for motorcycle loans. There is an interest rate of 2.50 percent per month.

- Interest income from business loans

Financial assumptions (Unit : thousand kip)	Estimate				
	2023	2024	2025	2026	2027
Number of contracts	176	293	469	644	879
Average value per contract	25,000.00	26,000.00	27,500.00	27,500.00	27,500.00
Interest rate percentage per month	3.25	3.25	3.25	3.25	3.25
Credit analysis service fee per time	3.00	3.00	3.00	3.00	3.00
Interest income from business loans	1,889,642.70	3,023,428.32	4,837,485.31	6,288,730.91	8,175,350.18

Remark : In 2022, SML has provided 160 contracts of business loans, which has a total loan value of 1,492.75 million kip. This is loans to customers who used to be SML's credit managers. These customers will use their securities/assets as collateral for business loans. The credit term is not over 12 months. The credit limit is set at the rate of not more than 50% of the securities/assets used as collateral.

- Interest income from land loans

Financial assumptions (Unit : thousand kip)	Estimate				
	2023	2024	2025	2026	2027
Number of contracts	86	143	229	314	429
Average value per contract	35,000.00	35,000.00	35,000.00	35,000.00	35,000.00
Interest rate percentage per month	3.00	3.00	3.00	3.00	3.00

Financial assumptions (Unit : thousand kip)	Estimate				
	2023	2024	2025	2026	2027
Credit analysis service fee per time	3.00	3.00	3.00	3.00	3.00
Interest income from land loans	7,800,902.96	12,480,582.87	19,968,156.93	25,958,145.66	33,745,165.63

Remark: In 2022, SML has granted 30 contracts of land loans. The total contract value is 3,037.59 million kip with a credit term of 9-18 months. The credit limit is set at a rate not exceeding 50% of the collateral land.

- Interest income from government bond lending

Financial assumptions (Unit : thousand kip)	Estimate				
	2023	2024	2025	2026	2027
Number of contracts	3	5	8	11	15
Average value per contract	250,000.00	260,000.00	270,000.00	270,000.00	270,000.00
Interest rate percentage per month	2.50	2.50	2.50	2.50	2.50
Credit analysis service fee per time	3.00	3.00	3.00	3.00	3.00
Interest income from land loans	785,682.45	1,257,091.92	2,011,347.07	2,614,751.19	3,399,176.55

Remark: In 2022, SML has provided government bond loans for 2 contracts. The total contract value is 422.00 million kip with a credit term between 12-24 months. The credit of limit is not more than 25 percent of the government bonds used as collateral.

Financial assumptions (Unit : thousand kip)	Estimate				
	2023	2024	2025	2026	2027
Interest income					
Car/Motorcycle Loans	1,287,075.38	2,059,320.60	3,294,912.96	4,283,386.85	5,568,402.90
Business lending	1,889,642.70	3,023,428.32	4,837,485.31	6,288,730.91	8,175,350.18
Land Loans	7,800,902.96	12,480,582.87	19,968,156.93	25,958,145.66	33,745,165.63
Government bond lending	785,682.45	1,257,091.92	2,011,347.07	2,614,751.19	3,399,176.55
Total interest income	11,763,303.48	18,820,423.71	30,111,902.27	39,145,014.60	50,888,095.27

(2) Other income

Other income is income from penalties, fee income, Interest income from deposits at financial institutions and the reversal of the allowance for doubtful accounts, etc. The IFA has been clarified to SML management, other income may occur only slightly. The credit term is only a short period. Therefore, the financial advisor determines no other income in the projection.

(3) Selling and administrative expenses

Selling and administrative expenses consist of employee expenses, executive compensation utility, expenses marketing, expenses professional fee, entertainment fee (entertainment fee),

office equipment fee, other expenses, depreciation and amortization, bad debts, expected credit losses, etc. The details used for the projection are summarized as follows:

- 1) The selling expenses of the company include expenses related to the credit and risk departments used for credit analysis, advertising and flyer costs, as well as other expenses associated with sales. The cost of the credit department and the risk department used in credit analysis represents 3.03 percent of the revenue generated in 2022. Due to the previous need for customer information verification and travel expenses, SML incurred high costs. In the operational planning, the management has set the expenses in this section to be equal to 2.0%, 1.5%, 1.25%, and 1.0% of the interest income generated during the years 2023 to 2026. These expenses will be fixed at 1.0% for efficient management and remain constant throughout the projection. As for expenses related to sales, SML's executives have determined that they will vary according to sales as follows:

Selling expenses (Unit : thousand kip)	SML Info	Estimate				
	2022	2023	2024	2025	2026	2027
Credit and Risk Department	31,242.00	235,266.07	282,306.36	301,119.02	391,450.15	508,880.95
Advertising and flyer costs, etc.	136796.57	54,556.43	94,462.89	132,165.62	106,827.18	64,137.98
Total Selling Expenses	168,038.57	289,822.50	376,769.25	433,284.64	498,277,333	573,018.93

- 2) Administrative expenses consist of executive remuneration, utility expenses, professional fees, entertainment fees, office equipment fees, and other expenses. The remuneration for executives will grow at a rate of 5.0% from 2022, which is an adjustment based on the normal compensation base in 2022. The amount of 9.24 million kip is the actual expense. It consists of fixed costs and variables based on usage. The office expenses section includes repair expenses for vehicles, furniture, office equipment, etc. In 2022, it accounted for 32.52% of administrative expenses. Therefore, SML executives have set it to be equal to 30% of administrative expenses and will remain constant throughout the projection as follows:

Administrative expenses (Unit : thousand kip)	SML Info	Estimate				
	2022	2023	2024	2025	2026	2027
Executive Compensation	275,381.97	289,151.07	303,608.62	318,789.05	334,728.50	351,464.93
Utility expenses	9,239.00	9,372.41	14,459.04	21,071.65	30,976.33	47,928.36
Office expenses and others	582,081.63	326,303.82	645,867.98	1,064,915.79	1,699,384.05	2,795,830.60
Total administrative expenses	866,702.60	624,827.29	963,935.64	1,404,776.49	2,065,088.88	3,195,223.89

- 3) Expenses for employees consists of employee salaries, bonuses and other welfare benefits. The executives set a salary growth rate of 5 percent from the previous year,

bonuses and other welfare benefits will vary according to the performance. SML has a policy to pay at a rate of not less than 3 - 5 percent of the amount of interest income received for each type of loan as follows:

Employees expenses (Unit : thousand kip)	SML Info	Estimate				
	2022	2023	2024	2025	2026	2027
Employee salary	1,558,182.19	1,636,091.31	1,717,895,873	1,803,790,667	1,893,980,200	1,988,679,210
Employee bonuses and benefits.	110,775.00	600,385.41	1,189,523,858	1,975,854,984	3,019,559,146	4,398,921,940
Expenses for other employees	200,294.44	287,484.90	373,730,368	485,849,479	631,604,323	821,085,619
Total expenses for employees	1,869,251.64	2,682,958.24	3,487,845,711	4,534,199,424	5,894,459,251	7,662,797,026

Financial assumptions (Unit : thousand kip)	SML Info	Estimate				
	2022	ปี 2566	ปี 2567	ปี 2568	ปี 2569	ปี 2570
Selling expenses	168,038.57	289,822.50	376,769.25	433,284.64	498,277.33	573,018.93
Administrative expenses	866,702.60	619,000.81	958,109.16	1,398,950. 01	1,972,043. 12	3,276,616.70
Expenses for other employees	1,869,251. 64	2,682,958. 24	3,487,845. 71	4,534,199. 42	5,894,459. 25	7,662,797.03
Depreciation and Amortization	342,457.60	505,533.87	505,533.87	505,533.87	505,533.87	54,018.68
Allowance for doubtful accounts ^{/1}	945,216.50	1,322,824. 37	2,096,207. 41	3,333,629. 72	4,323,559. 83	5,610,472.78

Remark:

/1 The Independent Financial Advisor assumes the number of bad debt contracts (Non Performing) at the rate of 20.00 percent, which is information received from SML's management throughout the projection period. Classification of accounts receivable and allowance for doubtful accounts as follows:

Type of debtor	Debt age	Accounts receivable balance recording	Allowance Rate for Doubtful Accounts	Bad debt
A.Normal	Normal	None	0.00%	Write off bad debts once a year during December at the rate of 20 percent of the outstanding debtors.
B.Watch	Overdue for less than 30 days	None	0.00%	
C.Substandard	Overdue more than 30 days but less than 90 days	Deducted to loan balance	25.00%	
D.Doubtful	Overdue more than 90 days but less than 180 days	Deducted to loan balance	50.00%	
E.Loss	Overdue more than 180 days	Deducted to loan balance	100.00%	

In 2022, SML has an allowance for doubtful accounts as follows:

Debtors with overdue loans more than 30 days but not more than 90 days in the amount of 784,469,125 kip.

Debtors with overdue loans more than 90 days but not more than 180 days in the amount of 160,747,375 kip.

The allowance for doubtful accounts in the amount of 975,216,500 kip.

SML is able to collect the doubtful debts. SML will reverse the transaction. and recorded as other income. In 2022, SML has reversed doubtful accounts in the amount of 689,866,875 kip.

(4) Capital Expenditure

According to the information received by the Financial Advisor from SML's management, SML has no plans to invest in fixed assets. There are only rental locations to be used as office buildings in the areas that want to expand to set up branches and buy a computer and general office equipment only. Therefore, the financial advisor assumes that there will be no investment in fixed assets throughout the projection.

(5) Financial costs

SML does not borrow from any financial institution, only the company's own capital and from the capital increase at the beginning of the year. There is no need for borrowing. However, the interest rate for loans from financial institutions in Lao PDR for prime customers. SML borrows from financial institutions in Lao PDR is equal to 8.00% per year that throughout the projection period.

(6) Depreciation and Amortization

The Financial Advisor assumes that each type of asset is depreciated at a fixed rate by the straight-line method. The depreciation of each asset will be calculated differently according to accounting standards. The details are as follows:

Type of asset	Depreciation period (year)
Building improvements	5 years
Vehicle	5 years
Furnishings and office supplies	5 years

The financial advisor has determined that intangible assets will be amortized at a fixed rate on a straight-line basis over a period of 5 years.

(7) Corporate income tax rate

The corporate income tax rate is 20 % of profit before tax.

Summary of financial projections

(Unit : thousand kip)

Income statement	2023	2024	2025	2026	2570
Sales revenue	1,030,169.37	11,763,303.48	18,820,423.71	30,111,902.27	50,888,095.27
Cost of sales	(289,822.50)	(376,769.25)	(433,284.64)	(498,277.33)	(573,018.93)
Administrative expenses	(624,827.29)	(963,935.64)	(1,404,776.49)	(2,065,088.89)	(3,195,223.89)
Employee expenses	(2,682,958.24)	(3,487,845.71)	(4,534,199.42)	(5,894,459.25)	(7,662,797.03)
Depreciation and Amortization	(505,533.87)	(505,533.87)	(505,533.87)	(505,533.87)	54,018.68
Allowance for doubtful accounts	(1,322,824.37)	(2,096,207.41)	(3,333,629.72)	(4,323,559.83)	(5,610,472.78)
Profit before income tax	6,337,337.22	11,390,131.84	19,900,478.14	25,945,314.73	33,813,382.02
Income tax expense	(1,267,467.44)	(2,278,026.37)	(3,980,095.63)	(5,189,062.95)	(6,762,676.40)
Net Profit (Loss)	5,069,869.77	9,112,105.47	15,920,382.51	20,756,251.78	27,050,705.62

(Unit : thousand kip)

Statement of financial position	2023	2024	2025	2026	2027
Total assets	101,971,088.71	111,083,194.19	127,003,576.70	147,759,828.48	174,810,534.10
Total liabilities	440,623.05	440,623.05	440,623.05	440,623.05	440,623.05
Equity	101,530,465.66	110,642,571.14	126,562,953.65	147,319,205.43	174,369,911.05

How to evaluate the return on free cash flow

Net cash flow of the business

In evaluating the feasibility of a business using the net cash flow method, it considers the future returns and risks associated with the business.

Discount Rate

For the discount rate used to calculate the present value of future cash flows, it is typically derived from the weighted average cost of capital (WACC) of the business. It depends on:

- Debt-to-Equity Ratio
- Cost of Debt after tax: $K_d(1-t)$
- Cost of Equity : K_e

The formula for calculating is as follows:

WACC	=	$K_d * (1-T) * (D/(D+E)) + K_e*(E/(D+E))$
K_e	=	Equity Rate of Return
K_d	=	The cost of finance of the entity in the projection is 8%. The financial advisor estimates the said interest rate from the projection of long-term loan debt. and interest expenses that will occur in the future and used to calculate the interest rate
T	=	Effective Tax Rate
D	=	Interest-bearing debt of SML, According to the 2022 financial statements of SML, there is no interest-bearing debt.
E	=	The value of SML's equity according to the 2023 projection amounted to 6,460.60 million kip.

K_e can be calculated from the Capital Asset Pricing Model (CAPM) as follows:

$$K_e = R_f + \beta (R_m - R_f)$$

Rf	Government Bond Yields	3.13%	Referring to 25-year government bond yields, which is an appropriate period. Since government bonds with a maturity of 25 years onwards will have a slight increase in yield and remain relatively constant. (The yield curve has a flat curve) in line with the valuation of the shares on the assumption that the business continues to operate (Going Concern Basis).
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			The financial advisor is based on information as of May 15, 2023. from www.thaibma.or.th																				
Rm	Average return on investment in the Stock Exchange of Thailand	13.44%	The average return on investment in the Stock Exchange of Thailand over the past 25 years, from 1998 to 2023, as this is the period that best reflects the average return and less affected by the volatility of the Stock Exchange of Thailand and did not calculate the return rate of the Stock Exchange of Thailand in the beginning of its inception. This is because the trading volume and the number of listed companies are still low, which may not reflect the actual returns (information from www.set.or.th)																				
β	Coefficient of Variance of Changes in SET Index and Stock Price	0.845	<p>It is a measure of market risk of stock prices, which is calculated from the coefficient of variance of securities of companies listed on the Stock Exchange of Thailand By considering the nature of business operations similar to SML, a total of 3 companies, using the average past 365 days from May 13, 2022 to May 12, 2023 to calculate, based on the theory of Professor Aswath Damodaran from New York University. Stern School of Business, a period that should reflect the rate of return investors want for a business based on the most up-to-date information. It take the coefficient of variance to adjust the effect of the debt into Unlevered Beta (β_u) to be used for comparison according to the following formula</p> $\beta_u = \beta / \{1 + [(1 - \text{tax}) \times (D/E)]\}$ <p>by</p> <p>β_u = Unlevered Beta or the coefficient of variance adjusting for the effect of the liabilities of each comparable company of 3 similar businesses</p> <p>Tax = corporate income tax rate</p> <p>D/E = Interest bearing debt to equity ratio By using the average interest-bearing debt to equity ratio of 3 listed companies with similar businesses to be compared.</p> <p>The average Unlevered Beta (β_u) can be calculated as follows:</p> <table border="1"> <thead> <tr> <th>Company</th> <th>β</th> <th>tax</th> <th>D/E</th> <th>β_u</th> </tr> </thead> <tbody> <tr> <td>ACAP</td> <td>1.207</td> <td>20%</td> <td>0.000</td> <td>0.000</td> </tr> <tr> <td>GCAP</td> <td>1.302</td> <td>20%</td> <td>1.980</td> <td>0.504</td> </tr> <tr> <td>SM</td> <td>1.632</td> <td>20%</td> <td>0.988</td> <td>0.912</td> </tr> </tbody> </table>	Company	β	tax	D/E	β_u	ACAP	1.207	20%	0.000	0.000	GCAP	1.302	20%	1.980	0.504	SM	1.632	20%	0.988	0.912
Company	β	tax	D/E	β_u																			
ACAP	1.207	20%	0.000	0.000																			
GCAP	1.302	20%	1.980	0.504																			
SM	1.632	20%	0.988	0.912																			

				Avg.	0.989	0.472
				Source: Bloomberg and www.set.or.th		
				Using the Unlevered Beta (β_u) and the average D/E of the 3 comparable listed companies to calculate the Levered Beta (β) as follows		
				$\beta = \beta_u \times \{1 + [(1 - \text{tax}) \times (D/E)]\}$		
				β_u	tax	D/E
				0.472	20%	0.989
						β
						0.845

In summary, the discount rate WACC is equal to 11.84% per year. However, SML does not have loans, the financial advisor therefore uses the cost of equity (Ke) as the discount rate instead of WACC in order to reflect the true value of SML. The return on equity (Ke) is equal to 11.84 percent.

Terminal Value

The financial advisor assumes the terminal value of SML in calculating the value of SML under the assumption that the business continues to operate (Going Concern Basis) at (Perpetuity Growth Model), thus assigning the cash flow growth rate after the end of the projection period (Terminal Growth Rate) equal to 1 percent per year, which is in accordance with the conservative principle. (Conservative) because in the long term. SML will not have much increase in revenue. It based on SML's 5th year revenue projection by calculating Terminal Value according to the formula below:

$$\frac{[(\text{Profit before Interest and Tax} \times (1 - \text{income tax rate})) + \text{changes in working capital}] \times (1 + \text{Terminal Growth Rate})}{(\text{Discount rate} - \text{Terminal Growth Rate})}$$

The financial advisor does not include investment in fixed assets and depreciation and amortization in the calculation. If the company is growing at a constant rate, these two expenses in the future should be similar. It's all cleared up. As a result, there is no need to include those two expenses in calculating the terminal value. Therefore, the terminal value is equal to the sum of the last projected earnings before interest and tax. and changes in working capital adjusted by the discount rate.

The present value of free cash flows to firm (FCFF) method is the free cash flow of the business each year after deducting expenses and taxes. Bring non-cash items such as depreciation, etc., to combine them back to find the real cash flow. Then reconciled with changes in working capital used in operations (Change in Working Capital) and less investment expenses (Investment), resulting in the net cash flow of the business each year afterwards. Net cash flows of the business each year are discounted with a discount rate (Discounted Rate) to find the present value of current cash flows. And bring the present value each year together to get the enterprise value. Then add the cash and subtract the interest-bearing debt to get the present value of equity.

Based on the information and assumptions given above the cash flow of SML can be calculated as follows:

(Unit : thousand baht)	Year 1 2023	Year 2 2024	Year 3 2025	Year 4 2026	Year 5 2027
Earnings before interest and corporate tax (EBIT) x (1 - income tax rate)	5,069,869.77	9,112,105.47	15,920,382.51	20,756,251.78	27,050,705.62
Add back depreciation	505,533.87	505,533.87	505,533.87	418,314,575	33,200,610
Changes in working capital ¹	(4,728,841.97)	(3,866,915.20)	(6,187,111.54)	(4,949,650.59)	(6,434,564.75)
Investment	-	-	-	-	-
Net cash flow of the business	846,561.67	5,750,724.14	10,238,804.84	16,224,915.76	20,649,341.48
Terminal Value					212,950,783.09
Total cash flow of the business	846,561.67	5,750,724.14	10,238,804.84	16,224,915.76	233,600,124.57
Present value of cash flows	756,907.56	4,597,174.87	7,318,161.65	10,368,583.47	133,473,267.41
Total present value of cash flows	156,514,094.97				
Add cash items at the end of the projection year 2023	2,029,670.65				
Minus interest-bearing debt at the end of the projection 2023	(440,623.05)				
Present value of equity	158,103,142.56				

Remarks /1 Changes in working capital It is a change in working capital in one accounting cycle, which of SML only changes in loan receivables. There has increased according to the increase in the amount of credit.

Based on the discounted cash flow approach, the equity value of SML is estimated to be 158,103.14 million kip, representing a fair price. To account for the potential effects of changes in the discount rate, the financial advisor has considered adjusting the value of the discount rate (WACC) by increasing and decreasing it by 0.50 percent per year from the initial rate. This adjustment helps assess the enterprise value of SML in case the discount rate is influenced by external factors. The financial advisor believes that a rate change of 0.50% per year is appropriate to address the expected volatility of the assumptions to a certain extent. This approach aims to strike a balance between capturing potential fluctuations and maintaining a reasonable price range. The detailed calculations and results are as follows:

Sensitive Analysis

(Discount Rate or WACC)		Enterprise Value MHTL (thousand baht)
1.00%	12.84%	142,798,905.67
0.50%	12.34%	150,109,414.54
-	11.84%	158,103,142.56
-0.50%	11.34%	166,874,486.62
-1.00%	10.84%	176,546,403.75

From the table above It was found that when conducting a sensitivity analysis from the discount rate (WACC), the business value of SML was in the range of **142,798.91-176,546.40 million kip.**

Summary of business value of SML

From the present valuation of SML's cash flow above, the value of SML's enterprise can be summarized as follows:

Company	Enterprise value (million kip)	Enterprise value (million baht)
SML	142,798.91 – 176,546.40	281.69 – 348.27
Total number of paid-up shares of SML (million shares) as of December 31, 2022		10.00
Present value of cash flow per share (baht per share)		28.17 – 34.83

Remark: /1 The Financial Advisor assumes the exchange rate. The exchange rate is set at 0.00197

baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from April 18, 2023 to May 11, 2023.

From the share valuation by this method, the value of SML shares is equal to **28.17 – 34.83 baht per share** or the SML enterprise value is **281.69 – 348.27 million baht**.

Although the Discounted Cash Flow Approach is typically a method that considers future business performance and profitability, the Independent Financial Advisor (IFA) has noted some limitations in applying this method to SML's valuation. SML has recently started providing credit services for retailers in early 2022, following the relaxation of COVID-19 related measures by the government of Lao PDR. As a result, there is limited financial information available, reflecting only one accounting period. Due to the lack of historical data and uncertainty regarding future interest income, the IFA considers the DCF Approach to be **inappropriate** for valuing SML's ordinary shares at this time. The method heavily relies on accurate and reliable cash flow projections, which are challenging to determine in this particular scenario. Therefore, alternative valuation methods may need to be considered for a more accurate assessment of SML's value.

Summary of business valuation results

The purchase price of 10,000,000 ordinary shares of SML, or 100.00 percent of the total issued and paid-up shares of SML at the purchase price of 19.00 baht per share, totaling 190.00 million baht, is reasonable because the purchase price of SML's ordinary shares at 190.00 million baht is lower than the fair value of SML appraised by an independent financial advisor. (Details of the valuation appear in Part 2 Acquisition of Assets from Connected Persons, Clause 4 "Opinion of the Independent Financial Advisor on the appropriateness of the asset value to be acquired and the appropriateness of the conditions of the transaction. transaction") based on the fair value of SML appraised by an independent financial advisor. The price according to the Adjusted Book Value Approach is Baht 190.28 million, which the Independent Financial Advisor considers to be an appropriate approach. It based on the consideration of 6 different valuation methods, the details are as follows:

Assessment method	Common stock value (Unit : Baht)	Reasons for choosing/not choosing
(Book Value Approach)	12.74	The valuation of SML's business by using the Book Value Approach reflects the value of ordinary shares which appear according to the book value at a certain point in time, regardless of the future performance of the company including other external factors such as overall economic and industry conditions. The Independent Financial Advisor has an opinion that the book value approach cannot reflect the true value of the SML business as it does not reflect the future profitability of the business. Therefore, this appraisal method is not suitable for the SML business valuation at this time.
(Adjusted Book Value Approach)	190.28	The Adjusted Book Value Approach is used to value SML by considering the book value of the shareholders' equity, which is then adjusted to account for any significant impact on the major assets and liabilities as of December 31, 2022. While this approach may not capture the company's future profitability, it provides a reflection of the fair value of the assets and liabilities at a specific point in time, assuming the sale of all existing assets at fair prices. Thus, the Independent Financial Advisor deems the Adjusted Book Value Approach is appropriate method for valuing SML at present.
(Historical Market Price Approach)	N/A	SML is not a listed company on the stock exchange or any secondary market for securities trading. There is no reference market price. Therefore, the Independent Financial Advisor is unable to calculate the fair value using the Historical Market Price Approach in valuing SML this time.
(Price to Book Value Ratio Approach)	184.39 – 207.97	The Price to Book Value Ratio Approach, which compares the market price to the book value, reflects the premium or discount investors associate with the book value. However, this method primarily reflects the financial position at a specific point in time and does not consider the profitability of the business plan or future growth prospects. Additionally, while selected comparable companies may share similar business characteristics with the Company, differences in financial structure exist. As a result, the Independent Financial Advisor concludes that the Price to Book Value Ratio Approach is not suitable for

Assessment method	Common stock value (Unit : Baht)	Reasons for choosing/not choosing
		valuing ordinary shares on the Stock Exchange of Thailand at this time.
(Price to Earnings Ratio Approach)	-NA-	The valuation of SML firms by Price to Earnings Ratio Approach is a method that considers the profit potential of the firm in the short term only, not considering the profitability of the firm in the future. Therefore, it reflects the short-term value but does not reflect the true value of the business. In addition, SML's net profit per share for the past 4 quarters has resulted in a loss. Therefore, the Independent Financial Advisor cannot calculate the fair value by Price to Earnings Ratio Approach in this SML business valuation.
(Discounted Cash Flow Approach)	281.69 – 348.27	The Discounted Cash Flow Approach is generally considered to incorporate future business performance and profitability by valuing the present worth of expected net cash flows from SML's operations. It considers historical performance, economic conditions, and future operations, typically providing a more accurate reflection of SML's true value compared to other methods. However, in this case, the Independent Financial Advisor (IFA) notes that SML recently started providing credit services to retailers in early 2022, following the relaxation of COVID-19-related measures by the government of Lao PDR. As a result, there is only one accounting period's worth of financial information available, and it is uncertain whether SML will generate expected interest income in the next accounting period. Consequently, the IFA deems the Discounted Cash Flow Approach is inappropriate for valuing ordinary shares at this time.

Summary of the Independent Financial Advisor's opinion on the reasonableness of the price

Regarding the appropriateness of the price, the Independent Financial Advisor has evaluated the fair value of SML by adopting the Adjusted Book Value Approach. From the evaluation, the fair value of SML is 190.28 million baht, which is higher than the purchase price. The ordinary shares of SML in the amount of 10,000,000 shares or equivalent to 100.00% of the total issued and paid-up shares of SML at the purchase price of 19.00 baht per share, totaling 190.00 million baht. Therefore, the IFA has an opinion that **the price Trading SML is appropriate.**

Summary of the Independent Financial Advisor's Opinion on the Appropriateness of the Transaction Conditions

The Independent Financial Advisor has thoroughly examined the conditions outlined in the share purchase and sale agreement regarding the payment of SML ordinary shares. This includes reviewing the payment terms, Conditions Precedent, and other significant agreements that are essential to the transaction. These conditions, as summarized in Part 2 of the Acquisition of Assets from Connected Persons, section 1.10, are considered standard provisions within the agreement for investing in ordinary shares.

The Independent Financial Advisor has evaluated the benefits that shareholders will receive from the investment in SML, considering the connected transactions involved. The investment in 10,000,000 shares of SML at a par value of 10,000,000 kip from existing shareholders who are connected persons of the Company aligns with the Company's plan to expand its business operations and diversify risks domestically and internationally. The Independent Financial Advisor believes that this connected transaction is reasonable and advantageous for the Company and its shareholders as a whole, considering the fair price of the transaction and the overall business strategy.

PART 3

Summarize the overall opinion of the independent financial advisor

Transaction 1: Allocation of newly issued ordinary shares to specific persons who are connected persons

The Company intends to issue and offer for sale of newly issued ordinary shares in the amount not exceeding 2,562,500,000 shares with a par value of 0.25 baht per share offered through private placement (Private Placement), which can be allocated once in full or in part and can be allocated at the same time or on occasion at the offering price of 1.13 baht per share. It calculated as the total value 2,895,625,000.00 baht (“PP Transaction”). The issuing and offering new ordinary shares in the amount not exceeding 4,646,406,094 shares with a par value of 0.25 baht per share by offering to the existing shareholders of the company in proportion to their respective shareholdings (Rights Offering) at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share. At the offering price of 0.25 baht per share, total value 1,161,601,523.50 baht. In this regard, the allocation of newly issued ordinary shares of the Company to specific persons (Private Placement) and the allocation of newly issued ordinary shares of the Company to existing shareholders in proportion to their shareholding (Rights Offering) are interdependent and contingent upon each other. If any agenda related to the allocation of either type of shares is not approved by the Extraordinary General Meeting of Shareholders No. 1/2023, the related agenda and the unapproved agenda will not be considered. It will be deemed that the previously approved related agenda is canceled as well. The offering price of the newly issued ordinary shares of the PP Transaction is the offering price which is not lower than the subscription price of the newly issued ordinary shares offered to the existing shareholders of the company, which is an offering at the shareholders' meeting of the company. There has a resolution to set a clear price. The limited investors (Private Placement) include the following persons:

List of private investors (Private Placement)	Number of newly issued ordinary shares (share)	Total capital increase value (baht)
(a) Mr.Ekaphanh Phapithack	1,100,000,000	1,243,000,000
(b) Mr. Manas Piyatrueng	1,100,000,000	1,243,000,000
(c) Mr. Wiwat Kittipongkosol	300,000,000	339,000,000
(d) Ms. Yanee Jeerapapakan	25,000,000	28,250,000
(e) Mr. Theprith Saknarula	20,000,000	22,600,000
(f) Mr. Kavin Saknarula	17,500,000	19,775,000
Total	2,562,500,000	2,895,625,000

The Independent Financial Advisor has reviewed the relationship from public information. Including interviews with each investor that (a) Mr. Ekaphanh Phapithack (b) Mr. Manus Piyatrueng (c) Mr. Wiwat Kittipongkosol and (d) Ms. Yanee Jeerapapakarn persen as (a) – (d) no blood relationship but (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are related by blood as a father-son relationship. However, (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are individuals of legal age who can independently make decisions separately by investing in the company's ordinary in individual decision. If considering joint investment behavior, it can be seen that (a) Mr. Ekaphanh Phapithack, (b) Mr. Manas Piyatrueng and (c) Mr. Wiwat Kittipongkosol. There is no shareholding in any other company jointly. From the interview with the Independent Financial Advisor, it is known that (a) Mr. Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng in the past used to do business related to importing cars together. Likewise, some car models are the same, which is why investors (a) Mr. Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng got to know each other, however, (a) Mr. Ekaphanh Phapithack and (b) Mr. Manas Piyatrueng has no intention and behavior to represent each other and/or to hold shares on behalf of each other (Nominee shareholder) in any way. For (d) Ms. Yanee Jeerapapakan (e) Mr. Theprith Saknarula and (f) Mr. Kavin Saknarula are existing shareholders of the company. In the past, all 3 of them had no intention and behavior to exercise their voting rights together in any way. Each investor had not entered into a contract between them. (Shareholders Agreement) in anyway. According to interviews with each investor. The Independent Financial Advisor has confirmed from each investor that there is no joint source of funds for the purchase of newly issued ordinary shares. Therefore, the 6 investors have no intentions and behaviors that are considered as acts in concert with other persons (Acting in Concert) according to Clause 2 of the Notification of the Capital Market Supervisory Board No. Tor Jor. 7/2552. Subject: Determining the characteristics of a relationship or behavior that is considered to be a joint action with other people. In this regard, (b) Mr. Manas Piyatrueng has no intention to be a director and/or executive of the company in any way.

The allocation of newly issued ordinary shares issued to specific persons (Private Placement) at this time is considered a significant offering of newly issued shares to specific persons. According to the Notification of the Capital Market Supervisory Board No. Tor Jor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares through Private Placement dated December 28, 2022 (including any amendments). Due to (1) the offering of newly issued shares to the private placement may cause an impact on the voting rights of shareholders (Control Dilution) in the proportion of not less than 25% based on the number of paid-up shares. prior to the date on which the Board of Directors resolved to propose the agenda to the shareholders' meeting. The effect on the voting rights of shareholders (Control Dilution) from the issuance and offering of newly issued ordinary shares to specific persons by specifying the offering price clearly (Private Placement) this time. This is excluding the offering price. For issuing and offering new ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) equal to 55.15 percent and (2) result in the allocated investors mention to

(a) Mr.Ekaphanh Phapithack and (b) Mr.Manus Piyatrueng who are the shareholder with the highest voting rights in the company. Therefore, the Company must provide the opinion of an independent financial advisor to be used in the consideration of the shareholders' meeting in approving the issuance and offer for sale of such shares.

All investors are not related to the company, directors, executives or major shareholders of the company. The Board of Directors resolved to approve the proposed shareholders' meeting to consider and approve the PP transaction (Private Placement) by clearly setting the offering price this time. He may be nominated as directors and/or executives of the company. Therefore, the Issuance and Offering of Newly Issued Ordinary Shares to (a) Mr.Ekaphanh Phapithack is considered a connected transaction pursuant to the Connected Transaction Notifications. In this connected transaction, the transaction size of the connected person of (a) Mr.Ekaphanh Phapithack is equal to 100.48 percent of the net tangible assets (NTA) of the Company as shown in the Company's financial statements. Reviewed by a certified public accountant. for the accounting period ending on March 31, 2023, respectively, or equivalent to 1,243.00 million baht. Therefore, the Company is required to obtain approval from the Board of Directors for the issuance of newly issued ordinary shares to a connected person, specifically Mr. Ekaphanh Phapithack. Additionally, the approval for the offering of newly issued ordinary shares to Mr. Ekaphanh Phapithack must be obtained from the shareholders' meeting of the Company. The issuance and offering of newly issued ordinary shares to a connected person requires approval from the shareholders' meeting, with a vote of not less than three-fourths of the total number of votes from shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders. Furthermore, it is necessary to appoint an independent financial advisor (IFA) to provide opinions on the issuance and offering of newly issued ordinary shares to specific persons, considering that it is a connected transaction.

In this regard, after the completion of the offering of the newly issued ordinary shares of the Company through private placement (Private Placement), the Company will allocate the newly issued ordinary shares of the Company in the amount of not more than 4,646,406,094 shares at the par value of 0.25 baht per share to Existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share. In the event that there is a fraction of shares resulting from the calculation, such fractions of shares shall be discarded. Shareholders may subscribe for newly issued ordinary shares in excess of their rights (Oversubscription). Existing shareholders who subscribe in excess of their rights will be allocated shares oversubscribed only when there are shares remaining from the allotment to the existing shareholders of the company who have subscribed accordingly only complete all rights. The offering price of newly issued ordinary shares is 0.25 baht per share.

Allotment of shares oversubscribed as detailed above in any case, it shall not cause any shareholder who subscribes for newly issued ordinary shares in excess of their entitlement to make a tender offer as specified in the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: Rules. Conditions and Procedures for the Acquisition of Securities for Business Takeover, dated 13 May

2011 (as amended) or in violation of the shareholding restrictions of non-Thai nationals as specified in the Company's Articles of Association. Currently, non-Thai nationals are allowed to hold shares in the company not exceeding 49 percent of the total issued shares of the company.

The company tends to expand its business continuously. The Company intends to issue new ordinary shares as capital for business expansion through investments in various businesses both of domestically and internationally. According to the company's business expansion plan including for working capital which can increase liquidity and agility (flexibility) for the company. The capital increase through the issuance and offering of newly issued ordinary shares serves to strengthen the company's capital base and avoid frequent capital increases whenever the company requires funds for business expansion. It also enables the company to be well-prepared for future investments in line with its business strategy. The total proceeds from the issuance and offering of newly issued shares, both through private placement and rights offering, will amount to 4,057.23 million baht.

Table showing the details of the allocation of newly issued ordinary shares of the Company and the amount of funds raised by the Company

Allocated to	Number of shares (share)	Ratio (Old : New)	selling price (Baht per share)	Offering Value (baht)
1. Private Placement	2,562,500,000	-	1.13	2,895,625,000.00
2. Right Offering	4,646,406,094	1 existing stock : 1 new stock	0.25	1,161,601,523.50
Total	7,208,906,094	-		4,057,226,523.50

The company may not use all of the funds raised at once. This will consider allocating the money from the funding to invest in various business expansions, both in the near term and in the long term in the future by considering the economic situation and various business opportunities that exist at that time. The utmost benefit to the Company and its shareholders, which can be divided into 3 parts, namely (1) investment for the development and expansion of existing businesses of the Group; (2) investment for the expansion of collateralized financial business in Lao PDR; and (3) To be working capital of the company. (Details appear in Part 1 The allocation of newly issued ordinary shares to specific persons who are connected persons, Clause 1.10 Plan for the use of proceeds received from the issuance and offering of newly issued ordinary shares of this document).

The Independent Financial Advisor believes that the proposed utilization of the proceeds received from the allocation of newly issued ordinary shares through Private Placement, along with the issuance of ordinary shares to existing shareholders through Rights Offering, is appropriate and reasonable. The offering price has been clearly determined. The company intends to employ the proceeds to further invest in the real estate development business, which is the core business of the company. Several projects have been thoroughly studied by the management, and appropriate development plans for each

real estate project have been prepared. The Independent Financial Advisor has analyzed the results of various real estate projects of the company in terms of location, project nature setting, the selling price, construction planning and sales plan capital structure, etc., considering that the investment plan for each real estate development project of the company is appropriate and feasible. The use of the capital increase for the development and expansion of the real estate development business in the amount of 1,300.00 million baht is appropriate for the company's real estate project development plan. The company has deposited part of the land for 3 projects, namely IKON UDOMSUK, Sukhumvit 38 Condominium and Townhome Pathumthani Phase 1 projects. Also, Laos which is a business that the company foresees that there is a good growth opportunity. The Independent Financial Advisor has conducted a comprehensive analysis of business operations related to providing credit services for motorcycles, cars, agricultural equipment, gold, communication equipment, and household electrical appliances in Lao PDR. Based on their assessment, it has been determined that a capital increase of 1,400.00 million baht is suitable for the development and expansion of the company's credit services in these sectors. Furthermore, the Independent Financial Advisor has thoroughly examined the market for collateralized retail loans in Lao PDR. They believe that the company's investment expansion of 1,000.00 million baht in this area is appropriate and feasible. Therefore, the plan for utilizing the capital increase is designed to maximize the benefits for both the Company and its shareholders. The capital increase will enhance the Company's preparedness and financial flexibility, enabling it to operate more effectively. Additionally, shareholders will reap the benefits through dividends resulting from the Company's future growth. It's important to note that the funds raised from the issuance and offering of newly issued ordinary shares are just one of the cash flow management tools employed by the Company. The Company may also explore other funding sources, such as capital increase in various forms, borrowing from financial institutions, or the issuance of debentures. These measures are taken to ensure that the Company has ample funding sources to support its business operations.

After analyzing the objectives of the transaction, the company's operating policy, and the overall economic conditions, Pie Advisory Co., Ltd., as an independent financial advisor, has determined that the issuance of newly issued ordinary shares to specific investors through private placement is a reasonable step for the company to take. This conclusion is based on a thorough assessment of the company's operating capability, considering the information available for the past 3 years. The company needs to raise funds to prepare for business expansion and investment in various businesses both domestically and internationally. If the company provides financing in the form of borrowing money from financial institutions. There will be a limitation in terms of processing time that is quite long. There is uncertainty that the company will receive financial assistance from financial institutions or not including making the company more burdened to repay the principal and interest. As well as making the company inefficient in future operations. It compared to financing in the form of capital increase and share allocation. It also can be seen that the capital increase and share allocation will help the company to raise funds within a short period of time. The allocation of newly issued ordinary shares to specific investors (Private Placement)

will help reduce the investment burden of some existing shareholders in the capital increase. In addition, when compared to the capital increase through public offering, which takes quite a long time to prepare. There have a high cost and must be authorized by the relevant authorities which the company cannot control the time for sure. Therefore, the Independent Financial Advisor views that the issuance and offering of newly issued ordinary shares to specific persons (Private Placement) to persons with capital potential. There have stable financial status, experience, potential and/or new business channels. In addition, the company will allocate newly issued ordinary shares by issuing and offering newly issued ordinary shares of the company to the existing shareholders of the company in proportion to their shareholding, which each shareholder holds (Rights Offering). Another portion in order to provide an opportunity for existing shareholders who wish to additionally invest in the Company's ordinary shares. The offering price is set at 0.25 baht per share, which is an 80.08 percent discount from the market price of 1.25 baht per share. Therefore, the allocation of capital increase shares to specific persons (Private Placement) and the allocation of capital increase shares to existing shareholders in proportion to the shareholding of each shareholder (Rights Offering). This is a capital mobilization method that is appropriate and consistent with the objectives of this capital increase. This will allow the company to receive the required amount of capital in a short period of time. It can reduce the risk of funding that may arise from the current economic volatility.

In addition, the Independent Financial Advisor has evaluated the fair price range of the company's ordinary shares by the capital increase shares of the company has a fair price of 0.69 – 1.63 baht per share. It compared to the price of the newly issued ordinary shares offered at this time, equal to 1.13 baht per share, which is in the range of the fair value of ALPHAX's ordinary shares appraised by the independent financial advisor. There are (1) the price under the Adjusted Book Value Approach at 0.69 baht per share (2) the price under the Historical Market Price Approach at 1.23 – 1.35 baht per share and (3) the present value of cash flow (Discounted Cash Flow Approach) is 1.36 – 1.63 baht per share.

The Independent Financial Advisor has thoroughly reviewed the nature of the transaction, key terms, the capital utilization plan, and the fair value of the Company's ordinary shares. Based on their analysis, the IFA has formed an opinion that the transaction, which involves offering new ordinary shares to specific investors, is a connected transaction. They believe that this transaction will effectively increase the company's cash flow, which will support future business operations in line with the intended purpose of utilizing the capital increase. The IFA also holds the view that this transaction will have a positive impact on the company's growth and will ultimately benefit the shareholders in the long run. Therefore, it is recommended that the **Company's shareholders approve the said connected transaction.**

Transaction 2 Acquisition of assets from connected persons

The Company plans to invest in Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. ("SML"), an existing microfinance business operating in the Lao People's Democratic Republic ("Lao PDR"). The investment involves purchasing 10,000,000 ordinary shares of SML from its existing shareholders, who are connected persons of the Company. The purchase price for each share is approximately 19.00 baht, resulting in a total transaction amount of 190,000,000 baht. The Company will pay for the shares in cash. From the cash flow from the company's operations by paying the whole amount at one time. (The company will accept the transfer of all SML shares at the same time as the payment for such shares.) This investment transaction in SML will make SML a subsidiary of the Company, with the Company owning 100 percent of SML's registered capital after the transaction. Including, approval of entering into a share purchase agreement. Other contracts and any other documents related to the purchase of SML's ordinary shares. After the transaction, SML will be considered a subsidiary of the Company in the proportion of 100 percent. In this regard, the company determines the total value of the transaction in the amount of 190,000,000 baht based on the principle of careful and careful consideration. The source of the negotiation and mutual agreement with SMG based on the valuation criteria by the Adjusted Book Value Approach, adjusted with SML's capital increase in the amount of 90,000,000,000 kip. increased paid-up capital from 10,000,000,000 kip to 100,000,000,000 kip on February 13, 2023.

Although, SML recently started offering credit services to retailers in early 2022, following the relaxation of measures related to the spread of the Coronavirus Disease 2019 (COVID-19) by the Lao PDR government, the company faced challenges with bad debts and doubtful accounts. In 2022, these bad debts and doubtful accounts accounted for 15.43% of the total loan receivables. The Board of Directors has carefully and prudently considered that the investment transaction to purchase ordinary shares of SML will allow the Company to start a business providing secured retail loans in Lao PDR and increase the opportunity to receive a faster return on investment compared to a company starting a business on its own. The company expects that it will take quite a long time to process compared to this transaction. After entering into the investment transaction in SML, the company may appoint some former directors and executives of SML to continue to hold the position of directors and executives of SML since they are experts in the business. The company will appoint a representative of the company to serve as a director in SML according to the shareholding proportion.

On May 9, 2023, the Company entered into an agreement to purchase SML shares from SMG Group Sole Co., Ltd ("SMG"), which holds a 99.00% ownership stake in SML. Additionally, Mrs. Kanya Phichid, a 1.00% shareholder of SML, also agreed to sell her shares to the Company. It is worth noting that SMG and SML have common directors, namely Mr. Ekaphanh Phapithack and Mrs. Kanya Phichid.

Entering into the aforementioned investment transaction in SML is categorized as an asset acquisition transaction in accordance with the Acquisition or Disposition Notifications. The total

transaction size, determined based on the specified criteria in the notifications, represents the highest transaction size, equivalent to 10.35 percent, as per the consolidated financial statements reviewed by a certified public accountant, ending on March 31, 2023. It is important to note that the Company has not engaged in any asset acquisition transactions under the Acquisition or Disposition Notifications in the preceding 6 months, nor has it issued any securities in exchange for acquiring such assets. Consequently, the Company is not required to disclose information regarding the acquisition of these assets to the Stock Exchange of Thailand (SET). The Board of Directors, recognizing the significance of this investment in line with the Company's business expansion plan, has decided to propose to the shareholders' meeting of the Company to review and approve the asset acquisition and associated actions.

In addition, entering into an investment transaction in SML is considered a transaction with a connected person. According to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions dated August 31, 2008 (including any amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 dated November 19, 2003 (including any amendments) connected transactions"). The authorized director of SML, namely Mrs. Kanya Phichid, has a relationship as husband and wife with Mr. Ekaphanh Phapithack, including Mr. Ekaphanh Phapithack, has a controlling power as a director and ultimate shareholder (Ultimate Shareholder) of SML. He is a person who may be nominated as a director and/or executive of the company. Also, Mr. Ekaphanh Phapithack may be a major shareholder of the company after the issuance and offering of newly issued ordinary shares to the private placement. Ltd. holding 23.67% of the company's shares. This investment in SML is a transaction related to assets or services with the highest transaction size of 15.36 percent of the net tangible assets (NTA) of the Company. Based on the reviewed consolidated financial statements for the first quarter ended March 31, 2023, conducted by a certified public accountant, it is determined that this transaction exceeds 3% of the Company's net tangible assets within the 6-month period preceding the transaction. Therefore, the approval of the Board of Directors is required, and the Company must also prepare and disclose information regarding its involvement in this transaction to the Stock Exchange of Thailand, following the announcement on connected transactions. Furthermore, the Company is obligated to seek approval from the shareholders to proceed with these transactions. The approval must be obtained through a shareholders' meeting, requiring a vote of no less than three-fourths of the total number of votes from shareholders in attendance who possess voting rights, excluding the votes of interested shareholders. Additionally, the Company must appoint an independent financial advisor (IFA) for this purpose, who must be selected from the list of approved financial advisors by the Securities and Exchange Commission (SEC).

Based on its analysis of the transaction's objectives, the company's operating policy, and the overall economic condition of the business, Pie Advisory Co., Ltd., an independent financial advisor, has determined the reasonableness of the transaction. The analysis also includes an assessment of the company's operating capability based on information from the past three years. This assessment

specifically pertains to the investment in ordinary shares of Simoung Express Loan Non Deposit Taking Microfinance Institutions Co., Ltd. ("SML"). It deemed reasonable to proceed with the transaction. The investment aligns with the company's strategic plan of expanding its business operations, both domestically and internationally, in order to diversify risks. Specifically, the investment will enable the company to enter the retail lending business with collateral in Laos, providing an opportunity for faster returns on investment compared to starting a business from scratch. Additionally, the company will benefit from the expertise and experience of SML's team and executives in the lending industry, allowing for more flexible business management.

In addition, the Independent Financial Advisor has evaluated the fair price range of the purchase price of 100.00% of SML's ordinary shares in the SML Acquisition Transaction, where the fair price of the SML by Adjusted Book Value Approach is 190.28 million baht compared to the trading price of the transaction to invest in SML is 190.00 million baht. Therefore, the transaction is reasonable in terms of price.

The Independent Financial Advisor, after assessing the nature of the transaction, important conditions, and the fair value of the purchase price for 100.00 percent of SML's ordinary shares, including the connected transactions, has concluded that the transaction is considered a connected transaction. The investment in SML, consisting of 10,000,000 shares at a par value of 10,000,000 kip, from existing shareholders who are connected persons of the Company, is in line with the company's plan to expand its business operations both domestically and internationally. This investment aims to diversify risks according to the business strategy. Upon considering the benefits, advantages, disadvantages, and risks associated with the fair price of the transaction, the Independent Financial Advisor believes that the connected transaction is reasonable and beneficial to the Company and its shareholders as a whole. Therefore, it is recommended that **the company's shareholders approve the proposed connected transaction.**

Please see the summary of the opinion of the Independent Financial Advisor in "Executive Summary" of this report.

However, the decision to approve the Company to enter into such transactions or not ultimately lies with the shareholders. It is important for the shareholders to carefully review the provided information and consider the reasons, advantages, disadvantages, impacts, and opinions on various aspects related to the transaction. In addition to this Independent Advisor Opinion Report, the shareholders should also consider other documents provided by the company along with the invitation to the meeting. These materials should be thoroughly considered in order to make an informed decision and vote accordingly.

The opinion of the Independent Financial Advisor is reliant on the assumption that the information and documents provided by the company, as well as the interviews conducted with the company's executives, are true, accurate, and complete, and have not been altered or amended after being received by the Independent Financial Advisor. However, the Independent Financial Advisor cannot

certify or guarantee the accuracy or completeness of the information received from the Company. Additionally, the Independent Financial Advisor has exercised prudence and reasonableness in considering such information in accordance with professional standards. The opinion provided is based on the economic environment and information available at the time of the study only. If there are significant changes in these factors from the current situation, it may have a substantial impact on the Company and the transaction at hand, including the decision of the shareholders. Therefore, the opinion of the Independent Financial Advisor cannot confirm the significant impact on the Company's future.

Pie Advisory Co., Ltd., as the independent financial advisor of the company, hereby confirms that it has diligently studied and analyzed the aforementioned information in accordance with professional standards. The provided opinion and reasons are based on thorough analysis and consideration of the interests of the minority shareholders of the company.

Best Regards,
Independent Financial Advisor

Pie Advisory Company Limited

.....

Mr. Bob Wouters
Director

.....

Ms. Natcharinporn Jetsadaphisit
Committee

.....

Mr. Sumritchai Tangharat
Operation Supervisor

Attachment 1

1. Business information and operating results of Alpha Divisions Public Company Limited

1.1 Basic information

Company Name	:	Alpha Divisions Public Company Limited ("ALPHAX/Company") Head Office Location : No. 98 Attakawi Building 1, 5th Floor, Soi Aree, Sukhumvit 26 Road, Klongton Subdistrict, Klongtoey District, Bangkok 10110
Phone	:	0-2077-5853
Type of business	:	The business operation of the company is divided into 4 business groups as follows: 1) Distributor of crude palm oil (CPOA) for biodiesel and edible oil 2) Real estate consulting and development 3) Production and distribution of precursor products and extracts from hemp plants and/or cannabis plant 4) Hire-purchase business for motorcycles, used cars and agricultural machinery in Laos
Registered capital	:	526,345,537.25 baht
Paid-up capital	:	520,976,523.50 baht
Par value	:	0.25 baht per share

1.2 Business information

1.2.1. History

Alpha Divisions Public Company Limited, formerly known as Ocean Commerce Public Company Limited was established in 2003. It initially started as a business selling sanitary ware tools and equipment before venturing into crude palm oil trading and real estate development. The company is committed to ensuring utmost customer satisfaction through quality inspections at every step. It values its customers and actively engages in activities to strengthen relationships, aiming to contribute to a prosperous and high-quality society in the future. The company transformed into a public company and was listed on the Market for Alternative Investment (mai) in 2013. Currently, it is classified within the consumer products group. On January 4, 2022, the company officially changed its name from Ocean Commerce Public Company Limited to Alpha Divisions Public Company Limited, as

registered with the Ministry of Commerce. Currently, the company's main business is divided into four groups: palm oil trading, real estate development, hemp/marijuana business, and credit rental business.

1.2.2. Nature of business operations

1.2.2.1. Vision, Objectives and Business Goals

Vision

The company is committed to being an internationally trusted company that promotes the sustainability of the organization and enhancing the quality of life.

Mission

The company is committed to continuous growth in every business endeavor and aims to achieve excellence in order to emerge as a market leader. It prioritizes the strengthening and maintenance of relationships with business partners, striving to generate long-term returns for shareholders.

1.2.2.2. Characteristics of products or services

The Company and Subsidiaries operate 4 main business groups with product characteristics according to each type of business.

1) Palm oil trading business

The company specializes in the trading of Crude Palm Oil Type A (CPOA), which is derived from the extraction of fresh palm fruit. On average, approximately 17-19 kilograms of crude palm oil and 4-6 kilograms of palm kernels are obtained from 100 kilograms of fresh palm fruit. The palm kernels are then sent to the palm oil refinery for the purification process. Crude palm oil serves as a vital ingredient in various downstream industries. Its utilization can be broadly categorized into two main areas. Firstly, it is extensively used in the food industry for the production of vegetable oil consumed by individuals. Secondly, it is utilized as a raw material in the production of renewable energy, particularly in the production of biodiesel.

Marketing and competition of palm oil trading business

Marketing Policies and Strategies

The company maintains a quality and service policy that caters to the diverse needs of its customers. It aims to foster strong relationships with customers by providing accurate and useful information, prioritizing excellent and efficient service. Additionally, the company evaluates customer satisfaction with its products and services.

The price of crude palm oil is determined by various factors, including government policies, global market prices, imports, production and consumption levels, and remaining oil stocks in the market. Typically, prices are influenced by market demand and supply dynamics. However, if the market experiences an excess supply or demand, the government may intervene by setting a minimum price to prevent prices from falling too low. Retail prices of palm oil products are also regulated to ensure they remain within reasonable ranges.

The company primarily distributes crude palm oil to customers in the palm oil production sector. Agreements for purchasing are made in advance or upon immediate delivery, depending on the circumstances. These agreements include details such as purchase price, delivery destination, and quality specifications for the crude palm oil.

Industry and competitive conditions

In terms of demand for domestic consumption of crude palm oil, it is divided into 2 parts: 1) used as raw materials in various industries (68 percent share), i) biodiesel industry or B100 (49 percent share) for blending as fuel for vehicles. The B100 mix ratio in diesel will be adjusted according to the crude palm oil production period. ii) Food Industry (16 percent share) such as snack foods, instant noodles, sweetened condensed milk, non-dairy creamer, margarine, shortening, ice cream, as well as vitamin health supplements; and iii) chemical industry and industry. Oleochemicals (3 percent in total) to be used in the production of other products such as soap, cosmetics and shampoo, etc. 2) Used to refine palm oil, which is the downstream palm oil processing industry. accounted for 32 percent of the total amount of crude palm oil in the country.

Over the past five years, the demand for crude palm oil for consumption in Thailand has shown a slight decrease. In contrast, the demand for crude palm oil for renewable energy has experienced an upward trend. However, in 2021, there was a significant change in these demand patterns. The demand for crude palm oil for consumption and other industries in 2021 reached 1.24 million tons, indicating an increase of 1.16 million tons or 6.04 percent compared to 2020. On the other hand, the demand for crude palm oil for renewable energy was 1.15 million tons, showing a decrease of 1.36 million tons or 15.93 percent from 2020. This decline can be attributed to measures implemented to prevent the spread of COVID-19, which led to reduced usage of diesel fuel in the transportation and logistics sectors. Consequently, the demand for palm oil for renewable energy also experienced a decrease.

In 2022, the oil palm and palm oil industry in Thailand is expected to continue its growth trend on the supply side. The supply of palm fruit and crude palm oil is projected to increase by 6% to 7%. Several factors contribute to this growth from 1) Expansion of planting areas: The government policy encourages farmers to expand the planted palm area, with an average increase of 100,000 to 200,000 rai per year. The target is to reach 10 million rai by 2029, primarily in the northeastern region. Additionally, the number of oil palm trees that are over 8 years old, known for their high yield per rai, is increasing 2) Farmer encouragement: Favorable palm prices and the government income insurance program incentivize farmers to engage in palm cultivation 3) Favorable weather conditions: The expected increase in rainfall in the southern region, driven by the La Niña phenomenon lasting for approximately 1 to 2 years, is anticipated to result in higher fresh fruit bunches (FFB) per rai. As a result, the annual supply of crude palm oil is projected to be between 3.1 to 3.2 million tons. The consumption of crude palm oil is expected to grow through exports, with an accelerated rate of approximately 30% to 40%. This growth is driven by concerns about food security arising from the COVID-19 situation and the prolonged Russo-Ukraine war, which temporarily suspended exports from the main exporter of crude palm oil. However, the consumption of crude palm oil by domestic downstream industries is anticipated to decline by -7% to -8%. The refined palm oil industry is expected to contract by -10% to -12% due to higher raw material prices reducing demand for downstream products. Similarly, the biodiesel industry is projected to contract by -4% to -6% as consumers reduce their consumption due to higher diesel prices and the reduction of biodiesel formulations to B5.

2) Real estate development business

In 2022, the company operates its real estate development business under V Property Development Co., Ltd. This business focuses on developing various brands of real estate, including detached houses and condominiums to cater to the diverse needs of different customer groups. Each project will be strengths on leaders of that project, location, design, central management that are unique in each point. Currently, the company has condominium projects for sale consisting of below:

2.1 IKON Sukhumvit 77

The IKON Sukhumvit 77 project is a low-rise condominium (up to 8 storeys) consisting

of 3 buildings, 442 units and 1 shop, located at Soi Sukhumvit 77, Suan Luang District, Bangkok with a total area of approximately 3 rai 3 ngan 55 square wah. The IKON Sukhumvit 77 project started construction in March 2019 with progress according to the construction plan set out. The construction was completed in October 2020 and the ownership has been transferred to customers since the 4th quarter of 2020 onwards. In 2022, ownership has already been transferred to customers 100 % of the total number of condominiums.

2.2 IKON Udomsuk

The IKON Udomsuk project is a low-rise condominium (up to 8 storeys) with 2 buildings, 334 units, located at Soi Udomsuk 29, an alley connecting Udomsuk Road and Sukhumvit 101/1 Road, Bangna District, Bangkok. The total area is approximately 2 rai 1 ngan 3 square wa as of December 31, 2022. The IKON Udomsuk project is in the process of preparing an environmental Impact Assessment (EIA) report.

2.3 THE VALOR Ramintra

THE VALOR Ramintra project is a project of 23 luxury single detached houses with a private atmosphere. The project is located in Soi Ramintra 62, which can be accessed from 2 main roads, Nawamin - Ramintra and Ratchada - Ramintra. Currently, it is in progress. The construction is expected to be completed and ownership can be transferred in the 4 quarter of 2022 onwards.

Marketing and competition of real estate business

Marketing Policies and Strategies

The company is committed to creating quality fundamentals for buyers and implementing strategies to expand its customer base. Brand awareness is also a key aspect, and the company strives to create a strong brand presence among customers. In terms of customer service, the company places great importance on providing exceptional support from the moment customers visit the project until they become residents. Efforts have been made to recruit and train personnel dedicated to customer care. Additionally, the company organizes various activities to engage and impress customers, aiming to foster long-lasting relationships and encourage customer recommendations.

Regarding pricing, the company considers the purchasing power of low to middle-income groups, particularly Gen Z, in order to cater to their needs effectively. It also focuses on meeting the requirements of high-income customers in the low-rise segment, ensuring that designs and features align with the preferences of this customer group in the new era.

The company has an experienced sales team equipped with comprehensive product knowledge and also attended to the event.

The company has used both online and offline channels to communicate with customer. At present, most customers can access to product information through the Internet to be clear and detailed as a part that helps customers make more decisions in the Offline side continues to focus on the same. The company still has booths and events to encourage customer acceptance as well.

Industry and competitive conditions

In 2022, the real estate business in Thailand continued to face challenges due to the impact of the COVID-19 pandemic. The economy experienced a slowdown, which affected consumer confidence and their decision-making process in purchasing housing. The high level of household debt also placed a burden on purchasing power, leading to a decrease in demand for housing. The fragility of the Thai economy, combined with the effects of the COVID-19 pandemic, resulted in commercial banks adopting stricter lending policies. This further impacted the decision-making process of certain consumer groups in purchasing housing. Furthermore, there was an oversupply of housing units compared to consumer demand. The number of residents in Bangkok, in particular, showed a decreasing trend, leading developers to slow down the launch of new projects and release pending stocks while observing the situation. However, as the COVID-19 situation improved in 2023, the Thai economy began to recover. The employment rate increased, and there was a greater openness to foreign investors. These factors contributed to entrepreneurs experiencing a significant recovery and adapting to various situations that may arise in the future.

The real estate business encountered challenges and obstacles as foreign customers were unable to travel and complete ownership transfers for their reserved properties. This situation compelled the company to adapt and find solutions. One strategy was to expand the customer base horizontally and adjust the house styles to meet the needs of customers in the new normal era. The company also ensured that the price of its products was appropriate, enabling it to effectively reach customers of working age and increase sales in the past year.

3) Production and distribution of precursor products and extracts from hemp plants and/or hemp plants

The company expands its business by investing through a subsidiary, "Alpha Biotech", which is primarily engaged in the extraction of hemp extracts. The main customers are businesses in the food and beverage industry. Dietary supplements, herbs, and modern medicines will lead to creating added value for the company and shareholders. It is also a diversification of the company's business operations as a whole. Alpha Biotech Co., Ltd. controls the production factors of CBD extracts derived from hemp plants and other permissible plants according to the law. The company utilizes modern technology to produce extracts, enabling the isolation of up to six forms of CBD to meet the specific needs of customers. These forms include:

1. Full Spectrum CBD
2. Broad Spectrum CBD
3. Terpene
4. Wax
5. CBD Isolate
6. Water Soluble CBD Isolate

Alpha Biotech Co., Ltd. saw an opportunity to grow this plant, especially Cannabidiol or CBD, which is a substance that does not affect the nervous system, is not intoxicating, and acts as a stress reliever. It protects nerve cells, has anti-seizure properties, provides pain relief, possesses anti-tumor and anti-inflammatory effects, and is non-psychoactive. However, CBD can cause tearing or addiction. It can be used in various ways, including herbal products, medicines, food, and cosmetics. The Ministry of Public Health has announced that CBD extracts with no more than 0.2% THC are non-addictive and can be used in various applications. According to the announcement, marijuana and hemp have been removed from the drug list, except for THC extracts exceeding 0.2%. This change, effective from June 9, 2022, has prompted the group of companies to anticipate the opportunities and returns that will arise from operating this business. Consequently, the company began studying and operating the business after the law was passed. In addition, they have invested in large machines capable of processing up to 30,000 kilograms (30 tons) of raw materials per month, marking their commitment to a fully integrated hemp business. On June 18, 2022, they will be launching a new product, "Premium-grade cannabis bouquets," featuring more than 10 foreign varieties under the brand name Craft Original. These

products will be immediately available at the company's flagship store. The company has started selling cannabis inflorescence products under the name Craft Original.

Marketing and competition of the production and distribution of precursor products and extracts from hemp plants and/or hemp plants

Marketing Policies and Strategies

In 2022, Alpha Biotech Co., Ltd. hired a company with knowledge and potential to be representatives in recruiting extract customer groups

Industry and competitive conditions

According to a survey conducted by Krungsri Research, the hemp plant has emerged as a promising economic crop, attracting significant attention following the government's plan to unlock various parts of hemp from being classified as a narcotic. The government's decision allows for the cultivation, production, import of seeds, possession, and distribution of hemp. The versatility and numerous benefits of hemp have positioned it as a leading player in various industries, including food and beverages, medicine, supplements, and clothing. Krungsri Research predicts that the hemp market will exceed a total value of 15.8 billion baht within the next five years, representing a Compound Annual Growth Rate (CAGR) of 126% per year. Entrepreneurs have already begun processing hemp to create innovative products such as hemp-based drinks and CBD extracts. Krungsri Research estimates that the market value of CBD extract from hemp will reach approximately 2 billion baht in 2026, it is expected to grow to 2,500 million baht and is projected to grow at a CAGR of 5.7% during the period 2022-2026. However, it's important to note that these figures are preliminary estimates and further monitoring and evaluation of the market will be necessary in the future.

Challenges and obstacles of seed importers must understand about factors such as strain type support, knowledge of planting, selling price, weather conditions and competitiveness in order to obtain the output and quality according to the market demand, especially the cultivation of extracts which has high variance. There must also be a clear buyer.

The extractor selling the finished product must adhere to strict production standards. This includes ensuring that the THC content does not exceed 0.001% in food products, verifying the sources of raw materials, respecting copyright and hemp patents, especially for industrial groups that require production technology to meet investment value standards. The investment in hemp extraction machinery comes with a high price, so careful consideration of various expenses is necessary to determine the worth of the investment. Furthermore, although the

government promotes hemp as an economic crop, there are still limitations on its use in the industrial sector due to consumer confidence concerns regarding safety and potential side effects. This is partly because comprehensive information on the benefits and facts of hemp is not readily available, as it has been classified as a drug for an extended period in the past.

Currently, the situation regarding the cannabis/hemp business remains unclear due to ongoing political developments. Many political parties have signed a Memorandum of Understanding (MOU) to form a government and have publicly announced their intention to amend the laws regarding marijuana legalization. However, the specific details and timeline of the law amendment are still uncertain. However, after inquiring with the company's executives, I learned that the company currently possesses a machine for extracting hemp plants. The company's machines have a high production capacity, capable of processing up to 300 kilograms of raw materials per month. Additionally, they have acquired new machines, with one machine yet to be installed. These machines can also be utilized in other industries, such as the herbal medicine industry.

4) Leasing business

The company operates a loan business through Mahathun Leasing Public Company Limited. This is a subsidiary of ALPHAX established in September 2011, which offers a range of loan services including (1) New car hire purchase (2) Used car hire purchase (2nd hand cars) (3) License plate pawn hire purchase. The loans are secured by various types of collateral, such as motorcycle registration books, car registration books for vehicles with no more than 7 seats, and car registration books for commercial use, including pickup trucks and passenger vans. These loans are granted through the company's branch channels, which are located in major provinces of the Lao PDR.

The loan-leasing business of Mahathun Leasing is divided into 3 parts as follows:

1. Loan smile, smile, smile in all conditions, this is a loan for customers who want to purchase (purchase) a new car that will make customers smile and worry free with easy, convenient and hassle-free documentation and approved within 60 minutes.
2. Worthy loans, worth every car purchase, responding to customers who want value for money with worthwhile loans, worth every purchase which is a loan product for customers who want to buy used cars. Customers can choose to buy used cars as they want with value by customers in low installments pay for a long time

	Any one of them has a house registration in the service area.	Any one of them has a house registration in the service area.	Any one of them has a house registration in the service area.	Any one of them has a house registration in the service area.	Any one of them has a house registration in the service area.	Any one of them has a house registration in the service area.
Nationality	Laos	Laos	Laos	Laos	Laos	Laos
Number of remaining contracts at the end of 2022	8,653	128	278	5	4	21

The company offers loans secured by collateral, specifically the motorcycle registration book or the car registration book for vehicles with not more than 7 seats. The car registration book can be for commercial use, including pickup trucks, passenger vans, and other eligible vehicles. These loan services are available through the company's branches, which are located in major provinces of the Lao PDR.

The company operates a lending business. The Company has been granted a hire-purchase business license from the Bank of Lao PDR. The Company's credit can be classified by type of collateral as follows:

- (1) Hire-purchase loans for new motorcycles
- (2) Used motorcycle hire purchase (second hand)
- (3) Motorcycle pawn hire-purchase loan
- (4) Used car hire purchase (second hand)
- (5) Loans for hire purchase of agricultural equipment such as walk-behind tractors, etc.
- (6) Gold installment loan

Marketing and Competition of the Leasing Business

NPL Management Policy

The Company has established guidelines for the control of non-performing loans (NPLs) in various aspects, covering the credit approval process in order to ensure quality debtors as much as possible to increase the efficiency of debt collection. Loan approval is more concise and careful and educates employees. To set the limit per each customer and control the number of contracts per each debtor. Consider the debtor's debt burden to net income and

determine the %LTV, customer rating, and debt serviceability. which various criteria. It will help control and reduce the rate of NPL that will occur in the future.

Policy on management of expected credit losses and bad debt write-offs

The Company has implemented a policy to account for expected credit losses on hire-purchase receivables and credit agreements. This policy is in line with Financial Reporting Standard No. 9, which utilizes the Expected Credit Loss Model to assess and recognize potential credit losses. The company will determine the allowance for credit losses based on the general method for hire-purchase contracts and loan receivables. The value of the allowance will be equivalent to the estimated credit loss, which is calculated based on the expected credit value over the next 12 months, unless there is a significant increase in credit risk from the inception of the financial instrument. In the case of impaired assets, they will be measured at the expected amount to be incurred over the instrument's lifetime. Additionally, the company has set aside an additional management overlay to mitigate potential risks that may arise.

Writing off bad debts

The company has set the criteria for writing off bad debts of the debtor as follows:

- The debtor must be overdue for 6 months onwards.
- Immigration Debtor with evidence from home administration room where the debtor lives does not have new address information to track.
- The debtor has been prosecuted in a civil case and the court has received the indictment.
- The debtors who have written off are still assigned to the company's field staff and become a follower every 3 months

Collateral Seizure Procedure

If the debtor defaults on payment and is overdue for more than 3 installments, the company will assign field staff to seize the collateral assets according to the procedures of the insurance company. The company's field staff will act when negotiating with the customer who has finally paid off the debt. If the debtor is unable to perform debt repayment as agreed. Then, the field staff proceeds to seize the collateral assets appropriately and in accordance with the policy set by the company. The company will allow the customer to redeem the collateral within 15 days. If the customer is unable to redeem it as scheduled. The company will continue to bring the assets as collateral into the distribution process.

Procedure for selling seized collateral

After seizing collateral, the company will examine the condition of the collateral. Before recording, the receipt of collateral goods to the central warehouse and the collateral will be of the type cars and motorcycles. There will be brought into the main treasury to go into the process of distributing collateral assets. It will take about 30 days in total. The details are as follows.

1. Check securities before entering the warehouse within 15 days
2. After 15 days, the company will notify the collateral owner or guarantor
3. Not later than 22 days after the date of notification to the collateral owner or guarantor, the auction will be held

Industry and competitive conditions

The COVID-19 pandemic has significantly impacted the ability of people in Lao PDR to engage in various activities outside their homes, leading to economic stagnation in 2022. Multiple industries have been unable to operate effectively during this time. However, in the second half of the year, the situation began to improve, and people gradually returned to their normal routines. As a result, the domestic economy started to recover, and there was an increase in economic activity.

New credit lending business

For the loan business in Lao PDR, there are about 30 credit companies. There are more than 10 companies doing motorcycle loans. If divided into direct competitors, the company can be divided into parts of companies that provide credit services for motorcycles, cars, agricultural equipment communication equipment household electrical appliance. In terms of houses and land, including gold installment loans in Lao PDR, which are well-known and popular businesses in competitor as follows:

1. Leasing (Lao) Company Limited
2. Sabaidee Leasing Co.,Ltd. (Vientiane)
3. Thai Ace Leasing (THAI ACE LEASING (LAO) CO., LTD)
4. Lao Asean Leasing Public Company Limited
5. Welcome Leasing Company Limited
6. Krungsri Leasing (LAOS)
7. AEON LAO Company Limited

At present, the lending business in Lao PDR has increased due to more popularity in the country. For example, the number of branches of competitor companies has increased. It is also spread throughout the branches in each region, both in the central and southern regions.

1.3 List of shareholders

List of major shareholders as of the last shareholder register book closing date on May 8, 2023

Shareholders	Number of shares (shares)	% of share
1) Mr.Teera Chutivarapon	319,749,000	15.34
2) Miss Budsayakorn Youngtong	104,285,000	5.00
3) Mr.Prasertchai Tangkananon	80,700,000	3.87
4) Mrs.Uengyong Tangsakprasert	78,350,000	3.76
5) Mr.Kitti Tikkhapanyakun	71,122,231	3.41
6) Mr.Chatree Dechawaleekul	56,016,750	2.69
7) Mr.Tawatchai Tangsakprasert	54,285,391	2.60
8) Miss Yanee Jeeraprapakan	35,981,500	1.73
9) Mr.Kavin Saknarula	25,369,650	1.22
10) Thai NVDR Co.,Ltd.	24,874,508	1.19
11) Mr.Theprith Saknarula	10,270,000	0.49
12) Other Shareholders	1,222,902,064	58.68%
Total	1,913,983,772	100.00 %

Source: Report on the list of major shareholders as of the book closing date on May 8, 2023 prepared by Thailand Securities Depository Co., Ltd.

1.4 List of Board of Directors and Executives

The Board of Directors as of May 12, 2023 consists of 9 directors as follows:

No.	Name	Position
1)	Mr.Kusol Sangkananta	Chairman of the Board / Independent Director / Audit Committee
2)	Mr.Teera Chutivarapon	Vice Chairman / Chief Executive Officer
3)	Mr.Yossatat Nitisarun	Director
4)	Mr.Prasertsak Amatyakul	Director
5)	Mr.Wichien Luknatin	Director
6)	Mr.Kovit Kerdsirisak	Director
7)	Mr. Kittisak Chanokmat	Independent Director / Chairman of the Audit Committee
8)	Mr.Sounthon Chanthavong	Independent Director
9)	Mr.Kajornkiet Aroonpirodjanakul	Independent Director / Audit Committee

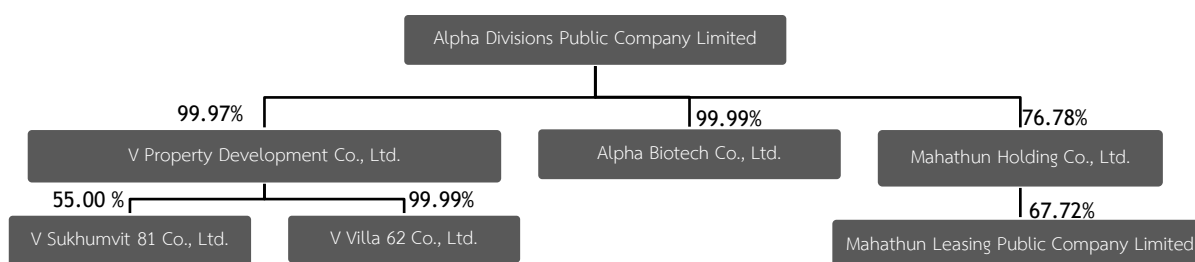
Source: Company affidavit

Name and number of directors authorized to sign on behalf of the company :

Authorized signatories: Mr. Teera Chutivarapon, Mr. Prasertsak Amatyakul, Mr. Yossatat Nitisarun, Mr. Wichien Luknatin, two of these four directors jointly sign and affix the Company's seal (Source: Company Certificate)

Director's authority limitation: none

1.5 Shareholding structure of the group of companies



Source: Annual registration statement (Form 56-1) of ALPHAX year 2022

1.5.1 Nature of Business Operations of Each Subsidiary and Associated Companies

Subsidiaries

Company Information of V Property Development Co., Ltd. (“V Property”)

V Property Development Co., Ltd. engages in the business of investing in other companies (Holding). The Company has a policy to use its subsidiaries to invest in real estate development projects.

Company Name	: V Property Development Co., Ltd.
Established registration	: August 16, 2019
Company registration number	: 0105562140950
Type of business	: Investment in real estate development business
Head Office Location	: No. 98 Attakawi Building 1, 5th Floor, Soi Aree, Sukhumvit 26 Road, Klongton Subdistrict, Klongtoey District, Bangkok 10110
Registered capital	: 245,000,000 baht (two hundred and forty-five million baht only), divided into 2,450,000 ordinary shares with a par value of 100 baht (one hundred baht) per share

Paid-up capital : 245,000,000 baht (two hundred and forty-five million baht only) divided into 2,450,000 ordinary shares with a par value of 100 baht (one hundred baht) per share

List of directors

No.	Name	Position
1	Mr.Teera Chutivarapon	Director
2	Mr.Prasertsak Amatyakul	Director

Source: Business Online Public Company Limited

Shareholders

Name list and shareholding percentage of V Property Development Co., Ltd. as of April 28, 202

No.	Name	Amount (shares)	Shareholding Proportion (%)
1	Alpha Divisions Public Company Limited	2,449,265	99.97%
2	Mr.Prasertsak Amatyakul	490	0.02%
3	Mr.Yossatat Nitisarun	245	0.01%
	Total	2,450,000	100.00%

Source: Business Online Public Company Limited

Company information of Alpha Biotech Co., Ltd. ("Alpha Biotech")

Alpha Biotech Co., Ltd. operates the business of manufacturing and distributing precursor products and extracts from hemp plants and/or hemp plants

Company Name : Alpha Biotech Co., Ltd.

Establishment Registration : May 18, 2021

Company registration number : 0105564081705

Type of business : Production and distribution of precursor products and extracts from hemp plants and/or hemp plants

Head Office Location : No. 98 Attakawi Building 1, 5th Floor, Soi Aree, Sukhumvit 26 Road, Klongton Subdistrict, Klongtoey District, Bangkok 10110

Registered capital : 120,000,000 baht (one hundred and twenty million baht only), divided into 1,200,000 ordinary shares with a par value of 100 baht per share (Source Elcid: as of November 11, 2021)

Paid-up capital : 120,000,000 baht (one hundred and twenty million
baht only) divided into 1,200,000 ordinary shares with
a par value of 100 baht per share

List of directors

No.	Name	Position
1	Mr.Teera Chutivarapon	Director
2	Mr.Wichien Luknatin	Director
3	Mr.Kavin	Director

Source: Business Online Public Company Limited

Shareholder

Name list and shareholding percentage of Alpha Biotech Co., Ltd. as of April 28, 2023

No.	Name	Amount (shares)	Shareholding Proportion (%)
1	Alpha Divisions Public Company Limited	1,999,997	99.97%
2	Mr.Teera Chutivarapon	1	0.01%
3	Mr.Yossatat Nitisarun	1	0.01%
4	Mr.Somkiat Khunrae	1	0.01%
	Total	1,200,000	100.00%

Source: Business Online Public Company Limited

Company Information of V Sukhumvit 81 Co., Ltd. (“V81”)

V Sukhumvit 81Co., Ltd., an indirect subsidiary of the Company Real estate development for sale. The company has indirectly invested in the ordinary shares of the subsidiary in order to achieve greater flexibility in the Company's real estate development business.

Company Name : V Sukhumvit 81 Co., Ltd.
Established registration : February 16, 2017
Company registration number : 0105560026386
Type of business : Real estate development for sale
Head Office Location : No. 98 Attakawi Building 1, 5th Floor, Soi Aree,
Sukhumvit 26 Road, Klongton Subdistrict, Klongtoey
District, Bangkok 10110

Registered capital : 240,000,000 baht (two hundred and forty million baht only), divided into 240,000 ordinary shares with a par value of 1,000 baht per share

Paid-up capital : 240,000,000 baht (two hundred and forty million baht only) divided into 240,000 ordinary shares with a par value of 1,000 baht per share

List of directors

No.	Name	Position
1	Mr. Pornchai Lertananchoke	Director
2	Mr. Prasertsak Amatyakul	Director

Source: Business Online Public Company Limited

Remark : /1 Mr. Pornchai Lertananchoke who is the father of Mr. Teera Chutivarapon, who is the authorized director and Company's executive officer

Shareholders

Name list and shareholding percentage of V Sukhumvit 81 Co., Ltd. as of April 28, 2023

No.	Name	Amount (shares)	Shareholding Proportion (%)
1	V property development Co., Ltd.	132,000	55.00%
2	V Metro Holding Co., Ltd.	107,998	45.00%
3	Mr. Pornchai Lertananchoke	2	0.00%
	Total	240,000	100.00%

Source: Business Online Public Company Limited

Remark : /1 Shareholders of V Metro Holding Co., Ltd. hold shares through many companies by Ultimate Shareholder. The last one is Mr. Pornchai Lertananchoke. who is the father of Mr. Teera Chutiwarapon
/2 Mr. Pornchai Lertananchoke who is the father of Mr. Teera Chutivarapon, who is the authorized director and company's executive officer

Company Information of V Villa 62 Co., Ltd. ("V62")

V Villa 62 Co., Ltd., an indirect subsidiary of real estate development for sale. The Company has a policy to use subsidiaries to expand real estate development projects.

Company Name : V Villa 62 Co., Ltd.

Established registration : September 24, 2020

Company registration number : 0105563141208

Type of business	: Real estate development for sale
Head Office Location	: No. 98 Attakawi Building 1, 5th Floor, Soi Aree, Sukhumvit 26 Road, Klongton Subdistrict, Klongtoey District, Bangkok 10110
Registered capital	: 120,000,000 baht (one hundred twenty million baht only) divided into 1,200,000 ordinary shares with a par value of 100 baht per share
Paid-up capital	: 120,000,000 baht (one hundred and twenty million baht only) divided into 1,200,000 ordinary shares with a par value of 100 baht per share

List of directors

No.	Name	Position
1	Mr.Teera Chutivarapon	Director
2	Mr.Yossatat Nitisarun	Director
3	Mr.Prasertsak Amatyakul	Director

Source: Business Online Public Company Limited

Shareholders

Name list and shareholding percentage of V Villa 62 Co., Ltd. as of April 28, 2023

No.	Name	Amount (shares)	Shareholding Proportion (%)
1	V property Development Co., Ltd.	1,199,997	99.97%
2	Mr.Prasertsak Amatyakul	1	0.01%
3	Mr.Yossatat Nitisarun	1	0.01%
4	Mr.Somkrait Khunrae	1	0.01%
	Total	1,200,000	100.00%

Source: Business Online Public Company Limited

Company Information of Mahathun Holding Co., Ltd. (“MHTH”)

Mahathun Holding Co., Ltd. engages in investment in other businesses.

Company Name	: Mahathun Holding Company Limited
Established registration	: October 1, 2013
Company registration number	: 0105556159415

Type of business : investing in other businesses

Head Office Location : No. 98 Attakawi Building 1, 5th Floor, Soi Aree,
Sukhumvit 26 Road, Klongton Subdistrict, Klongtoey
District, Bangkok 10110

Registered capital : 100,000,000 baht (one hundred million baht only),
divided into 10,000,000 ordinary shares with a par
value of 10 baht per share

List of directors

No.	Name	Position
1	Mr.Manop Tririthvilai	Director
2	Mr.Teera Chutivarapon	Director
3	Mr.Wichien Luknatin	Director
4	Mr.Kovit Kerdsirisak	Director
5	Mr.Wairung Nimakul	Director

Source: Business Online Public Company Limited

Shareholder

Name list and shareholding percentage of Mahathun Holding Co., Ltd. as of April 28, 2023

No.	Name	Amount (shares)	Shareholding Proportion (%)
1	Alpha Divisions Public Company Limited	7,677,500	76.775%
2	Mr.Kitti Tikkhapanyakun	2,235,000	22.350%
3	Mr.Worapong Panaosu	87,500	0.875%
	Total	10,000,000	100.00%

Source: Business Online Public Company Limited

At present, Mahathun Holding Co., Ltd. holds shares in Mahathun Leasing Public Company Limited, which is a public company listed on the Lao Securities Exchange, engaging in motorcycle, automobile and agricultural equipment leasing business in the Democratic Republic. Lao people (“Lao PDR”)

Company Information of Mahathun Leasing Public Company Limited (“MHTL”)

Mahathun Public Company Limited engages in the business of renting motorcycles, cars and agricultural equipment.

Company Name	: Mahathun Leasing Public Company Limited
Established registration	: September 2011
Head office	: Lao People's Democratic Republic (“Lao PDR”)
Registered capital	: 27,760,000,000 kip (twenty-seven thousand, seven hundred and sixty million kip)
Registration	: In November, Mahatun Loan Company has changed its status to a public company. and apply for listing in the Lao Stock Exchange The first public offering was approved on June 13, 2018.
Business Operations	: Mr. Chakrit Naksorn, the subsidiary's president, as the initiator, collaborated with Thai and Lao businessmen to establish a joint venture aimed at operating a motorcycle loan business. The concept behind this initiative stemmed from the objective of assisting villagers and farmers who faced difficulties in accessing sufficient funding. The goal was to provide them with a formal and reliable financing option, eliminating the need to rely on informal sources of funding. Consequently, the subsidiary began offering financial services for motorcycles, agricultural tractors, and used cars, with a focus on providing low-interest rates to the target customers

1.6 Company's revenue structure and subsidiaries divided by business group

	2020		2021		2022		3 months in 2022		3 months in 2023	
	MB	%	MB	%	MB	%	MB	%	MB	%
Main business income										
Faucet business	0.19	0.03	-	-	-	-	-	-	-	-
Palm oil business	73.57	11.73	21.77	4.28	-	-	-	-	-	-
Real estate development business	539.53	85.99	446.82	87.89	198.19	55.77	67.53	97.87	41.00	65.56
Hemp plants business	-	-	-	-	98.88	27.82	-	-	0.44	0.70
Leasing business	-	-	-	-	49.60	13.96	-	-	19.10	30.54
Total income from core business	613.29	97.75	468.59	92.17	346.67	97.55	67.53	97.87	60.54	96.80
Other income	14.13	2.25	39.81	7.83	8.69	2.45	1.47	2.13	2.00	3.20
Total income	627.42	100.00	508.40	100.00	355.36	100.00	69.00	100.00	62.54	100.00

1.7 Summary of important items in the financial statements of the company and subsidiaries

Statement of financial position

(Unit : MB)

List	2020	2021	2022	On March 31, 2023
Asset				
Current Asset				
Cash and cash equivalents	40.67	118.22	330.13	381.33
Other current financial assets	60.81	60.49	61.00	61.00
Trade and other current receivables	18.04	-	0.98	0.61
Hire-purchase contract receivables are due to be paid within one year	-	-	128.84	135.06
Inventories	-	-	1.89	1.78
Real estate development cost	524.26	341.14	391.13	365.47
Foreclosed assets	-	-	0.52	0.57
Other current assets	242.00	301.51	350.17	356.85
Total current assets	885.78	821.35	1,264.66	1,302.67
Non-current assets				
Bank deposits subject to collateral obligations	-	-	64.56	63.87
Hire purchase receivables	-	-	59.62	49.74
Land awaiting development	-	-	3.68	3.68
Land, Building and equipment	15.57	7.70	44.82	43.30

List	2020	2021	2022	On March 31, 2023
Right-of-use assets	3.50	0.88	9.44	11.74
Unallocated acquisition costs	-	-	96.27	96.27
Goodwill	105.19	105.19	105.19	105.19
Intangible assets	0.11	0.08	0.32	0.27
Deferred tax assets	-	1.29	3.27	2.90
Other non-current assets	0.68	0.75	155.59	155.66
Total non-current assets	125.05	115.89	542.76	532.62
Total assets	1,010.83	937.24	1,807.42	1,835.29
Liabilities and Equity				
Current liabilities				
Trade accounts and other current payables	180.78	93.53	48.59	27.10
Portion of long-term loans due within one year	-	-	47.09	30.33
Portion of lease liabilities due within one year	0.88	0.92	0.72	1.58
Accrued corporate income tax	1.97	11.43	15.48	6.90
Money received in advance	102.25	47.72	20.13	15.72
Advance payment for shares	-	-	-	115.88
Provision	39.32	58.68	3.57	3.19
Other current liabilities	15.41	8.15	7.28	6.60
Total current liabilities	340.61	220.43	142.86	207.30
Non-current liabilities				
Lease liabilities - net of portion due within one year	1.04	0.12	10.10	12.11
Long-term loans - net of current portion	-	44.64	103.53	77.98
Provision for employee benefits	1.95	1.25	2.90	3.15
Other non-current liabilities	0.84	-	0.41	0.42
Total non-current liabilities	3.83	46.01	116.94	93.66
Total Liabilities	344.44	266.44	259.80	300.96
Equity				
Registered capital	452.42	452.42	526.35	526.35
Issued and paid-up capital	301.61	301.61	478.50	478.50
Share premium	341.05	200.78	649.75	649.75
Appropriated retained earnings - legal reserve	5.00	4.68	4.68	4.68
Retained Earnings - Unappropriated	(117.29)	21.68	163.55	149.00
Other components of equity		-	62.25	63.49
Total shareholders' equity of the parent company	530.37	528.75	1,358.73	1,345.42
Non-controlling interests of subsidiaries	136.02	142.05	188.89	188.91
Total Equity	666.39	670.80	1,547.62	1,534.33
Total Liabilities and Equity	1,010.83	937.24	1,807.42	1,835.29

Consolidated Statement of Comprehensive Income

(Unit : MB)

List	2020	2021	2022	On March 31, 2022	On March 31, 2023
Income					
Sales and service income	613.10	468.59	297.07	67.53	41.44
Income from finance lease agreements	-	-	49.60	-	19.10
Other income	14.13	39.81	8.69	1.47	2.00
Total income	627.23	508.40	355.36	69.00	62.54
Expenses					
Cost of sales and services	(435.43)	(337.90)	(162.90)	(50.13)	(29.91)
Distribution costs	(50.61)	(57.33)	(31.24)	(6.32)	(6.30)
Administrative expenses	(27.95)	(56.87)	(127.41)	(28.09)	(35.17)
Provision for loss from cost of procurement	(5.41)	(14.89)	48.25	48.26	(0.01)
Loss on exchange rate	-	-	(23.17)	-	(3.37)
Profit (loss) from operating activities	107.83	41.41	58.89	32.72	(12.22)
Financial cost	(1.81)	(0.05)	(2.80)	(0.02)	(1.44)
Profit (loss) before income tax	106.02	41.36	56.09	32.70	(13.66)
Expenses (income), income tax	(17.42)	(15.35)	(19.14)	0.09	(0.86)
Net profit (loss) from continuing operations	88.60	26.01	36.95	32.79	(14.52)
Net profit (loss) from discontinued operations	0.77	-	-	-	-
Other comprehensive income (loss)	-	-	(53.90)	-	1.15
Total comprehensive income (loss)	89.37	26.01	(16.95)	32.79	(13.37)

Note: Consolidated financial statements for the year ended December 31, 2020-2022 and for the 3 months period ended on March 31, 2023 are audited and reviewed financial statements, respectively by a certified public accountant approved by the SEC Office

Cash flow statement

(Unit : MB)

List	2020	2021	2022	3 months period ending on March, 31 2022	3 months period ending on March, 31 2023
Profit (loss) before income tax	106.79	41.36	56.09	32.70	(13.66)
Depreciation and Amortization	6.19	10.84	10.18	1.14	3.04
Bad debts and doubtful accounts	-	-	3.38	-	0.24
Reversal of bad debts and doubtful accounts	(0.26)	-	-	-	-

List	2020	2021	2022	3 months period ending on March, 31 2022	3 months period ending on March, 31 2023
Allowance for diminution in value of inventories	-	-	0.31	-	-
Reversal of allowance for impairment of assets foreclosed	-	-	(0.02)	-	0.008
Prepaid commission amortization	-	-	1.43	-	0.89
Financial fees amortized	-	-	0.08	-	0.02
Allowance for expected credit losses	-	-	0.01	-	(0.001)
Unrealized loss from exchange rate	-	-	16.36	-	0.13
Loss on sale of equipment	0.0033	-	-	-	-
Dispose of equipment	0.028	0.0001	0.02	-	-
Amortization of withholding income tax	-	0.11	0.28	-	0.45
Reversal of loss on impairment of assets	(15.66)	-	-	-	-
Provision for long-term employee benefits	0.39	0.40	(1.50)	0.1	0.23
Provisions increase (decrease)	10.88	19.36	(55.10)	(38.89)	(0.38)
Interest income	(0.93)	(1.31)	(1.58)	(0.26)	(0.67)
Financial cost	2.06	0.05	2.81	0.024	1.44
Cash flow before changes in working capital	109.48	70.82	32.75	(5.18)	(8.26)
Trade and other current receivables	69.41	18.04	(1.28)	-	0.001
Receivables under finance lease agreements	-	-	58.29	-	2.58
Inventories	-	-	(2.21)	-	0.12
Foreclosed assets	-	-	(0.04)	-	(0.05)
Real estate development cost	(35.72)	183.17	(47.99)	23.31	25.66
Other current assets	(5.37)	(59.33)	(136.65)	(35.25)	(6.60)
Other non-current assets	(0.59)	(0.07)	(86.06)	(86.12)	(0.08)
Trade accounts and other current payables	125.84	(87.25)	(54.96)	9.31	(21.39)
Money received in advance	(10.34)	(54.53)	(27.60)	1.63	(4.41)
Other current liabilities	7.53	(7.26)	(1.00)	0.53	(0.69)
Non-current provisions for employee benefits	(0.57)	-	-	-	-
Other non-current liabilities	(0.30)	-	(0.22)	-	0.011
Cash received (paid) from operations	259.36	63.59	(266.96)	(91.76)	(13.11)
Earn interest	0.040	0.25	0.33	-	0.21
Interest payment	(2.02)	(0.001)	(5.64)	-	(1.51)
pay income tax	(12.32)	(9.41)	(21.46)	(0.75)	(9.60)
Net cash provided by (used in) operating activities	245.06	54.43	(293.72)	(92.52)	(24.01)
Bank deposits subject to increased collateral obligations	-	-	(4.64)	-	-
Cash received from other current financial assets	100.99	122.00	-	-	(61.00)
Cash paid for other current financial assets	(121.80)	(121.68)	-	-	(61.00)

List	2020	2021	2022	3 months period ending on March, 31 2022	3 months period ending on March, 31 2023
Proceeds from the sale of equipment	0.011	-	-	-	-
Buying land awaiting development	-	-	(3.69)	-	-
Purchase of buildings and equipment	(13.21)	(0.32)	(19.42)	(0.44)	(0.40)
Purchase Right-of-Use Assets	-	-	(3.54)	-	-
Net cash received from acquisitions	-	-	24.64	-	-
Buy intangible assets	(0.12)	-	-	-	-
Earn interest on other current financial assets	0.89	1.06	0.0032	-	0.83
Net cash provided by (used in) investing activities	(33.24)	1.06	(6.64)	(0.44)	0.43
Decrease in bank overdrafts and short-term loans from financial institutions	(35.80)	-	-	-	-
Proceeds from short-term loans from related parties	-	50.00	-	-	-
Cash paid for short-term loans from related parties	-	(50.00)	-	-	-
Proceeds from long-term loans	252.22	45.10	98.20	-	-
Pay off long-term loans	(403.11)	-	(117.66)	-	(41.66)
Cash pays financial fees	-	(0.52)	(1.54)	-	-
Cash received from capital increase	-	-	598.63	598.64	-
Cash received in advance from capital increase	-	-	-	-	115.88
Payment of lease liabilities	(0.96)	(0.92)	(1.75)	0.29	(0.52)
Dividend payment for non-controlling interests of subsidiaries	-	(21.60)	-	-	-
From investments in subsidiaries	0.0003	0.0003	-	-	-
Net cash used in financing activities	(187.65)	22.07	575.88	598.35	73.70
Increase in currency translation differences	-	-	(63.60)	-	1.07
Net increase (decrease) in cash and cash equivalents	24.17	77.55	211.91	505.39	51.19
Cash and cash equivalents at the beginning of the year	16.50	40.67	118.22	118.22	330.13
Cash and cash equivalents at the end of the year	40.67	118.22	330.13	623.61	381.33
Additional cash flow information					
Non-cash items					
Transfer the deposit to the machine	-	-	22.34	-	-

Key financial ratios

(Unit : MB)

List		2020	2021	2022	3 months period ending on March, 31 2022	3 months period ending on March, 31 2023
Liquidity ratio						
Liquidity ratio	Amount	2.60	3.73	8.85	6.40	6.28
Account Receivable Turnover Ratio	Amount	11.66	51.96	3.66	-	1.29
Average collection period	Amount	31	7	98	-	282.50
Payable turnover ratio	Amount	3.69	2.46	2.29	2.04	3.16
Repayment period	Day	98	146	157	178.75	115.46
Inventory turnover ratio	Amount	1.98	1.19	0.76	1.97	0.42
Period of sale	Day	182	302	472	185.14	877.10
Cash cycle	Day	115	163	413	6.42	1,044.14
Profitability ratio						
Gross Profit (Loss) Margin	%	29.00	27.89	53.01	25.77	50.59
Net Profit (Loss) Margin	%	14.25	5.12	10.40	47.52	(23.22)
Return on Equity	%	14.37	3.89	3.33	3.32	(0.94)
Efficiency Ratio						
Return on assets	%	9.03	2.67	2.69	2.64	(0.80)
Asset turnover	Amount	0.63	0.52	0.26	0.06	0.03
Financial Policy Analysis Ratios						
Debt to Equity Ratio	Amount	0.52	0.40	0.17	0.19	0.20
Dividend Payout	%	-	-	-	-	-

1.8 Explanation of financial position and performance

Performance

Income

	2020		2021		2022		3 month period 2022		3 month period 2023	
	MB	%	MB	%	MB	%	MB	%	MB	%
Main business income										
Faucet business	0.19	0.03	-	-	-	-	-	-	-	-
Palm oil business	73.57	11.73	21.77	4.28	-	-	-	-	-	-
Real estate development business	539.53	85.99	446.82	87.89	198.19	55.77	67.53	97.87	41.00	65.56
Hemp business	-	-	-	-	98.88	27.82	-	-	0.44	0.70
Leasing business	-	-	-	-	49.60	13.96	-	-	19.10	30.54

	2020		2021		2022		3 month period 2022		3 month period 2023	
	MB	%	MB	%	MB	%	MB	%	MB	%
Total income from core business	613.29	97.75	468.59	92.17	346.67	97.55	67.53	97.87	60.54	96.80
Other income	14.13	2.25	39.81	7.83	8.69	2.45	1.47	2.13	2.00	3.20
Total income	627.42	100.00	508.40	100.00	355.36	100.00	69.00	100.00	62.54	100.00

The Group's total revenue for the year 2021 was 508.40 million baht, a decrease of 119.02 million baht or 18.97% compared to the year 2020, which was 627.42 million baht. Mainly, the decrease in revenue from the oil sales business. palm and in 2022 the amount were 355.36 million baht. A decrease of 153.04 million baht or a decrease of 30.10% compared to the year 2021 which was 508.40 million baht.

For the period ended March 31, 2023, the group had total income of 62.54 million baht, a decrease of 6.46 million baht or 9.36% when compared to the period ended March 31, 2022, which was 69.00 million baht, details are as follows:

Main business income

Palm oil trading business

The income from the palm oil trading business in the year 2021 was 21.77 million baht, representing a decrease of 51.80 million baht or a decline of 70.41% compared to the year 2020, which amounted to 73.57 million baht. This decline can be attributed to the slower overall economic and industry growth rate and the impact of the ongoing COVID-19 pandemic, which has significantly affected the global economy. Furthermore, for the year 2022 and the period ending on March 31, 2023, the Group did not generate any income from the palm oil trading business. This was primarily due to the economic slowdown and the volatile nature of the palm oil market. To mitigate costs and potential risks associated with the palm oil trading business, the Company has decided to postpone its involvement in palm oil trading during this period.

Real estate development business

Revenue from real estate development business for the year 2021 was 446.82 million baht, a decrease of 92.71 million baht or a decrease of 17.18% compared to the year 2020, which was 539.53 million baht due to the IKON Sukhumvit 77 project, the first real estate development project of the group. The company has completed the construction in the fourth quarter of 2020. It has transferred ownership of a large number of condominium units to customers in the beginning, resulting in the year 2020 being able to recognize revenue from the

real estate development business of the IKON Sukhumvit 77 project, amounting to 200 rooms, representing 45.15 percent of the total number of condominiums, and in 2021, there has been a gradual transfer of ownership of 170 condominium units, representing 38.37 percent of the total number of condominiums. Therefore, the income from the real estate development business in 2021 is reduced from 2020. In 2022, the company had income from real estate business in the amount of 198.19 million baht, a decrease of 248.63 million baht or a decrease of 55.64% compared to the year 2021, which was 446.82 million baht due to the transfer of ownership of the IKON Sukhumvit 77 project to customers. In 2022, ownership can be transferred for 70 rooms, representing 15.80 percent of the total number of condominiums. There are still 3 condominium units have not been transferred, representing 0.68 percent of the total number of condominium units. However, the group still has 2 real estate development projects in progress, namely THE VALOR Ramintra project, which is a high-end detached house project. It is currently under construction. It is expected to be completed and transferred in the fourth quarter of 2022 onwards. The value of the project is approximately 500 million baht. Another project, IKON Udomsuk is 8 floors (Low rise). Currently, it is in the process of applying for the EIA. The project value is approximately 742.18 million baht.

For the period ended on March 31, 2023, the company had income from real estate development business in the amount of 41.00 million baht, decreased by 26.53 million baht or 39.29% compared to the period ended on March 31, 2022, which amounted to 67.53 million baht. At present, there are two real estate projects that have been completed and are ready for ownership transfer. The first project is the IKON Sukhumvit 77, where the majority of ownership transfers were completed in 2022. Only 0.68% of the total number of condominium units remains to be transferred. The second project is THE VALOR Ramintra, a high-end single-detached house project. In the first quarter of 2023, the revenue from the real estate business primarily came from the transfer of ownership of the single-detached houses in THE VALOR Ramintra. However, the income from the real estate development business in the first quarter of 2023 experienced a decrease compared to the same quarter of the previous year.

Table showing the number of condominium units that have ownership transferred in 2020 - the first quarter of 2023

Project	Total	2020	2021	2022	3 month period 2023
IKON Sukhumvit 77	442	200	170	70	-
THE VALOR Ramintra	25	-	-	1	2

Project	Total	2020	2021	2022	3 month period 2023
Total		200	170	71	2

However, Real estate projects of the company are risks in doing business. The details are in item 3.2 comparing the advantages and disadvantages of entering into the transaction and not entering into the transaction in part 1, the allocation of newly issued ordinary shares to specific persons who are connected persons.

Hemp plants business

Revenue from the hemp business for the year 2022 amount to 98.88 million baht, an increase in total compared to 2021 from the announcement of the Ministry of Public Health to unlock hemp from the drug list. This will result in all parts of cannabis, hemp, not a type 5 drug, except for extracts containing more than 0.2% of THC, effective from June 9, 2022, resulting in an increase in the total amount of revenue from the cannabis / hemp business.

For the period ended March 31, 2023, the company had income from the cannabis / hemp business in the amount of 0.44 million baht, increasing the whole amount. when compared to the period ended on March 31, 2022. As of now, the status of the cannabis/hemp business remains uncertain due to political developments. Various political parties have signed a Memorandum of Understanding (MOU) to establish a government and have publicly declared their intention to amend the laws regarding the liberalization of marijuana. However, the specific details and implications of the law amendment are still unclear. Consequently, the company has been compelled to temporarily slow down its cannabis/hemp business operations. Company's executives officer knows the machinery for the extraction of hemp plants can be used in other industries such as the herbal medicine industry, etc.

Leasing business

Income from the loan rental business for the year 2022 amount to 49.60 million baht, increasing the whole amount that compared to the year 2021, due to the transaction of investing in the purchase of ordinary shares of Mahathun Holding Company Limited (“MHTH”), MHTH operates the main business of investing in ordinary shares of Mahathun Leasing Public Company Limited (“MHTH”). MHTL), which operates the business of providing hire purchase loans for motorcycles, used cars and agricultural machinery in Laos. The aforementioned acquisition was completed on April 18, 2022, resulting in an increase in the whole amount of income from the loan leasing business. The company has a total of 9,299 credit customers.

For the period ended March 31, 2023, the company had income from the credit rental business in the amount of 19.10 million baht, increasing the whole amount. when compared to the period ended March 31, 2022. Now, the company has a total of 8,972 credit customers.

In regards to establishing an expected credit loss for 2022 and the period ending March 31, 2023, the company has allocated 13.49 million baht and 13.73 million baht, respectively. This represents an increase of 0.24 million baht, attributable to an escalation in anticipated credit losses corresponding to the aging of overdue debtors.

Other income

In the year 2021, the company's other income amounted to 39.81 million baht, reflecting an increase of 25.68 million baht or a growth of 181.74% compared to the previous year, 2020, which had other income totaling 14.13 million baht. The majority of this increase in other income was attributed to the forfeiture of contract reservation fees, amounting to 31.21 million baht. These forfeitures occurred when customers failed to meet the specified conditions outlined in the condominium purchase and sale contracts. Reasons for forfeiture included consecutive defaulting on down payments, overdue payments beyond the specified period, or failure to transfer ownership within the designated timeframe. In such cases, the group of companies exercised its right to terminate the contract and retain the money received from the customer as per the Group's policies and procedures. These contract forfeitures primarily involved customers from the IKON Sukhumvit 77 project. Although the project had been completed by the fourth quarter of 2020, approximately 100 customers did not proceed with the scheduled transfer of ownership as specified in their contracts. Despite the group's continuous follow-up with these customers for over 3 months, they failed to comply, resulting in missed business opportunities for the group. Consequently, the group exercised its right to terminate the contracts and retain the corresponding funds received from the customers. The group continues to sell new units in light of these circumstances.

In the year 2022, the company's other income amounted to 8.69 million baht, representing a decrease of 31.12 million baht or a decline of 78.17% compared to the previous year, 2021, which had other income totaling 39.81 million baht. The decrease in other income was primarily attributed to a decline in contract forfeitures, amounting to 34.22 million baht, from customers of the IKON Sukhumvit 77 project. During the fourth quarter of 2020, the project had completed construction, and the transfer of ownership to customers had commenced. However, some customers did not follow the scheduled ownership transfer process. As a result, the group of companies exercised its right to terminate the contracts and retain the reservation money and contract payments received from these customers, in accordance with the group's policies and procedures. In the year 2022, the income from

contract forfeitures decreased to approximately 3 million baht. This decline can be attributed to the completion of the construction project, allowing customers to proceed with their reservation payments, contract signings, and ownership transfers promptly. Consequently, there was a decrease in the amount of reservation money forfeited and contract payments retained in the year 2022 compared to 2021.

For the period ending March 31, 2023, the company reported other income of 2.00 million baht. This represents an increase of 0.53 million baht or 36.05% compared to the previous period ending March 31, 2022, which had other income of 1.47 million baht. The majority of this income is derived from various sources, including the forfeiture of booking money for contracts, late penalty income, and interest income.

Cost

Cost of sales and services

	2020		2021		2022		3 month period 2022		3 month period 2023	
	MB	%	MB	%	MB	%	MB	%	MB	%
Cost of sales and services										
Faucet business	0.01	0.002								
Palm oil business	73.21	16.81	21.70	6.42						
Real estate development business	362.22	83.19	316.20	93.58	138.03	84.73	50.13	100.00	29.49	98.60
Hemp business	-				23.48	14.41			0.19	0.64
Leasing business	-				1.39	0.85			0.23	0.76
Total cost of sales and services	435.44	100.00	337.90	100.00	162.90	100.00	50.13	100.00	29.91	100.00

The total cost of sales and services for the year 2021 was 337.90 million baht. This represents a decrease of 97.54 million baht or a decline of 22.40% compared to the year 2020, which had a total cost of sales and services of 435.44 million baht. The decrease in cost can be primarily attributed to the reduction in the cost of sales and services for the real estate development business. In the year 2022, the cost of sales and services amounted to 162.90 million baht. This reflects a decrease of 175 million baht or a decline of 51.79% compared to the year 2021, which had a total cost of sales and services of 337.90 million baht. Similar to the previous year, the decrease in cost is primarily due to the reduction in the cost of sales and services for the real estate development business.

For the period ended March 31, 2023, the company had cost of sales and services in the amount of 29.91 million baht, a decrease of 20.22 million baht or 40.34 percent compared to the period ended on March 31, 2022, which amounted to 50.13 million baht.

Gross profit of business

	2020		2021		2022		3 month period 2022		3 month period 2023	
	MB	%	MB	%	MB	%	MB	%	MB	%
Faucet business	0.18	94.74%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Palm oil business	0.36	0.49%	0.07	0.32%	0	0.00%	0	0.00%	0	0.00%
Real estate development business	177.31	32.86%	130.67	29.23%	60.16	30.35%	17.4	25.77%	11.51	28.07%
Hemp business	0	0.00%	0	0.00%	75.4	76.25%	0	0.00%	0.25	56.82%
Leasing business	0	0.00%	0	0.00%	48.21	97.20%	0	0.00%	18.87	98.80%
Total Gross Profit	177.85	29.00%	130.69	27.89%	183.77	53.01%	17.4	25.77%	30.63	50.59%

In 2021, the company's gross profit margin stood at 130.36 million baht, accounting for 27.89% of sales revenue. This marked a decrease of 47.16 million baht or 26.52%, primarily attributed to the decline in the real estate development business. However, in 2022, the company's gross profit margin rose to 183.77 million baht, representing 53.01% of sales revenue. This increase amounted to 53.08 million baht or a growth of 40.62%. Such a boost was driven by a new business venture with a high gross profit margin. For the 3-month period in 2023, the company achieved a gross profit margin of 30.63 million baht, accounting for 50.59% of sales revenue. This indicates an increase compared to the same period in 2022, mainly attributable to the growth of the credit rental business by 18.87 million baht.

Table showing company expenses in 2020 - the first quarter of 2023

	2020	2021	2022	3 month period 2022	3 month period 2023
Cost					
Distribution costs	(50.61)	(57.33)	(31.24)	(6.32)	(6.3)
Administrative expenses	(27.95)	(56.87)	(127.41)	(28.09)	(35.17)
- Expenses incurred as a normal business	(43.61)	(58.15)	(127.41)	(28.09)	(35.17)
- Reversal of advance payment for goods	15.66	1.28	-	-	-
Provision for loss from cost of procurement	(5.41)	-14.89	48.25	48.26	(0.01)

Loss on exchange rate	-	-	(23.17)	-	(3.37)
Total cost	(83.97)	(129.09)	(133.57)	13.85	(44.85)

Remark: The administrative expenses for the year 2022 amounted to 127.41 million baht, showing an increase of 70.54 million baht. This increase was primarily attributed to the manufacturing business, particularly in the procurement of precursors and chemicals for hemp/marijuana plant types, as well as the expansion of the lending business in Laos. These expenses encompass investment-related costs, fees, consulting fees, and administrative expenses specific to these segments.

Distribution costs

The distribution costs for the year 2021 amounted to 57.33 million baht, indicating an increase of 6.72 million baht or a rise of 13.28% compared to the year 2020, which had distribution costs of 50.61 million baht. The majority of these distribution costs were incurred in the real estate development business. The increase in distribution costs for the year 2021 can be attributed to several factors. Firstly, it was due to the transfer of ownership of condominiums in the IKON Sukhumvit 77 project, which led to higher distribution costs. Additionally, the group commenced the sale of a new real estate development project, IKON Udomsuk, in the 4 quarter of 2020, resulting in increased distribution expenses. In 2022, the company had distribution costs of 31.24 million baht, a decrease of 26.09 million baht or a decrease of 45.51% compared to the year 2021, which was 57.33 million baht due to decreased real estate development revenue. Most of the distribution costs incurred are the distribution costs of the real estate development business.

For the period ended March 31, 2023, the company had distribution costs of 6.30 million baht, a decrease of 0.02 million baht or a decrease of 0.32% compared to the period ended March 31, 2022, which amounted to 6.32 million baht.

Administrative expenses

The administrative expenses for the year 2021 amounted to 56.87 million baht, indicating an increase of 28.92 million baht or a rise of 103.47% compared to the year 2020, which had administrative expenses of 27.95 million baht. The increase in administrative expenses can be attributed to various factors. There was an increase in normal business-related administrative expenses of 14.54 million baht, primarily driven by business expansion in the real estate sector. As the company expanded its operations, it incurred higher administrative costs to support the growing business. There was an increase in non-recurring administrative expenses of 14.38 million baht. This increase was mainly due to the reversal of the advance payment reserve for goods. In the year 2019, the company had reserved an advance payment for the purchase of goods that had not yet been received, amounting to 16.94 million baht.

However, in the year 2021, there was a reversal of this reserve, resulting in the increase in non-recurring administrative expenses. Administrative expenses for the year 2022 amount to 127.41 million baht, an increase of 70.54 million baht or an increase of 124.04 percent compared to the year 2021, which amount to 56.87 million baht due to the expansion of the cannabis / hemp business segment and the expansion segment in the lending business in Laos. These are investment expenses, fees, consulting fees and administrative expenses of such segments.

For the period ended on March 31, 2023, the company had administrative expenses of 35.17 million baht, an increase of 7.08 million baht or 25.20 percent compared to the period ended on March 31, 2022, which amounted to 28.09 million baht.

Provision for loss from cost of procurement

Provision for loss from cost of procurement higher than selling price caused by the fact that during the year 2019, the company issued palm oil sales orders and still did not deliver products to customers. The selling price of palm oil according to the customer's order was 16.50 baht/kg. Subsequently, the market price of palm oil fluctuated and continued to rise. According to the principle of caution, the company considers setting up provision for losses that may incur. If the customers have the company deliver the goods. The company has to provide products to deliver to customers. Originally, there would be a reserve from the difference of the average market price at the end of the period compared to the sales order price. For the average market price as of December 31, 2020, there was an increase of 38.50 baht / kg, Therefore, the provision for liabilities from such estimates increased by 5.41 million baht. in 2021 at 49.25 baht/kg. Therefore, the provision for liabilities from such estimates was increased in the year 2021 in the amount of 14.89 million baht. The supply of goods is higher than the selling price. Since the company's management has considered together with an independent legal advisor. It has been seen that for more than 2 years, the customer has not contacted or requested delivery of the product in any way. Therefore, the right to indemnify only for damages that may occur. It calculated from the average price of delivering products to customers at that time to record such loss estimates.

Ability to manage assets

Asset

As of 31 December 2021, total assets were 937.24 million baht, a decrease of 73.59 million baht or 7.28% compared to total assets as of 31 December 2020, which were 1,010.83 million baht, with the main changes as follows:

- Real estate development costs decreased by 183.12 million baht. Due to the ownership transfer of condominium units of the IKON Sukhumvit 77 project with the ownership transfer ratio in 2021 accounting for 38 percent of the total number of condominium units. It reduced the cost of real estate development by 315.06 million baht. In addition, the Group has started to operate new projects, namely IKON Udomsuk and THE VALOR Ramintra as resulting in the cost of land acquisition, design cost and the cost of construction increased in the amount of 131.94 million baht, resulting in the overall cost of real estate development in 2021 decreasing from 2020.

As of 31 December 2022, total assets were 1,807.42 million baht, an increase of 870.18 million baht or 92.84% compared to total assets as of 31 December 2021, which were 937.24 million baht, with details of the main changes as follows:

- Cash and cash equivalents increased by 211.91 million baht from cash received from the exercise of the conversion of warrants to purchase ordinary shares. Due to February 13, 2022 is the maturity date of warrants to purchase ordinary shares No. 3 (ALPHAX-W3), with an exercise ratio of 1 unit per 1 ordinary share and an exercise price of 1 baht per share, which total exercise of 598,634,733 units
- Investment lease receivables increased by 188.46 million baht from the hire purchase business of motorcycles, used cars and agricultural machinery in Lao PDR
- Unallocated business acquisition cost increased by 96.27 million baht from the acquisition of motorcycle hire purchase business, used cars and agricultural machinery in Lao PDR
- Other non-current assets increased by 154.84 million baht from an increase in deposits for machinery

As of March 31, 2023, total assets were 1,835.29 million baht, an increase of 27.87 million baht or 1.54% compared to total assets as of 31 December 2022, which were 1,807.42 million baht with details of the main changes as follows:

- Cash and cash equivalents increased by 51.20 million baht, mainly from cash received from shares in advance totaling approximately 115.88 million baht. Due to March 10, 2023 was the maturity date of the warrants to purchase ordinary shares. No. 4 (ALPHAX-W4) with a period of notification of intention to exercise the warrants from March 21, 2023 to April 4, 2023, with a total of 169,922,322 units exercised.
- Real estate development costs decreased by 25.66 million baht due to the transfer of ownership of THE VALOR RAMINTRA project, which reduced real estate development costs.

Liabilities

As of December 31, 2021, total liabilities were 266.44 million baht, a decrease of 78.00 million baht or 22.65% compared to total liabilities as of 31 December 2020, which were 344.44 million baht, with the main change details as follows:

- Trade and other payables decreased by 87.25 million baht, mainly from the decrease of payment to trade creditors for the real estate sector. The IKON Sukhumvit 77 project has been completed and ownership has been transferred in the 4th quarter of 2020.
- Advance received decreased by 54.53 million baht. Due to the ownership of the IKON Sukhumvit 77 project has already been transferred. As a result, advances received from customers decreased from being recognized as income in the amount of 77.75 million baht. Advances received increased from the opening of the new project IKON Udomsuk in October 2020 with an increase in advances received from customers. 23.22 million baht
- Liabilities increased by 19.36 million baht from the estimated loss from cost over revenue increased by 14.89 million baht. Due to the fact that the company had issued sales orders and had not yet delivered products to customers that making a provision for such items. The average market price as of December 31, 2020 was 38.50 baht/kg and the average market price as of December 31, 2021 was 49.25 baht/kg, with the market price in 2021 increasing. As a result, the provision for liabilities from such estimates increased. It comes from the provision from the warranty of the condominium in the amount of approximately 4.47 million baht, which is the estimate for the repair cost of the condominium. there is expected to occur from the sale of the condominium of the IKON Sukhumvit 77 project, referring to the current sales volume and available information about repair items.
- Long-term loans from financial institutions increased by 44.64 million baht by the whole amount. It is a long-term loan from a bank for real estate development of IKON Udomsuk project. For the year 2020, the long-term loan from a bank for real estate development of IKON Sukhumvit 77 project has been repaid in full.

As of December 31, 2022, total liabilities were 259.80 million baht, a decrease of 6.64 million baht or 2.49 percent compared to total liabilities as of December 31, 2021, which amount to 266.44 million baht, the details of the main changes are as follows:

- Trade and other payables decreased by 44.94 million baht, mainly from the payment to trade creditors for the real estate sector. Due to the real estate development project has been completed and the ownership has been transferred.
- Loans from financial institutions increased by 105.98 million baht from the real estate development business in the amount of 40.66 million baht and from the hire purchase business of motorcycles, used cars and agricultural machinery in Laos in the amount of 65.32 million baht.
- Liabilities decreased by 55.11 million baht due to the reversal of provision for loss from cost of procurement higher than the selling price in the amount of 48.26 million baht from the adjustment of the estimate from the current market price difference that compare with the selling price in recording such estimates but the management of the company has considered together with independent legal advisors and sees until now, more than 2 years ago, the customers have not contacted or asked the company to deliver the products in any way. Therefore, the Company can exercise the right to indemnify only for the damages that may occur by calculating from the average price of delivering goods to customers at that time. Therefore, the provision for liabilities from such estimates is reduced to the decrease of the provision for the warranty of the condominium in the amount of approximately 9.84 million baht, which is the estimate for the expected repair cost of the condominium of the IKON Sukhumvit 77 project due to the end of the warranty period.

As of March 31, 2023, total liabilities were 300.96 million baht, an increase of 41.16 million baht or an increase 15.84% compared to total liabilities as of December 31, 2022, which amounted to 259.80 million baht with the main changes as follows:

- Trade and other payables decreased by 21.49 million baht, mainly from the payment to trade creditors for the real estate sector. Due to the real estate development project has been completed and the ownership has been transferred and credit leasing business segment in Laos.
- Loans from financial institutions decreased by 42.31 million baht from debt repayments to financial institutions.
- Other current liabilities increased by 115.20 million baht because during the period the company Received payment in advance for shares in the amount of approximately 115.88 million baht and after the date in the financial statements received payment in the amount of 54.04 million baht, totaling 169.92 million baht, on March 10, 2023, is the maturity date of the warrants. Purchase of

ordinary shares No. 4 (ALPHAX-W4) with a period of notification of intention to exercise the warrants from March 21, 2023 to April 4, 2023, with a total of 169,922,322 units exercised.

Shareholder

Shareholders' equity of the parent company as of 31 December 2021 amounted to 528.75 million baht, a decrease of 1.63 million baht or 0.31 percent compared to as of 31 December 2020 which amounted to 530.37 million baht due to the year 2021. There was a net loss attributable to the company in the amount of 1.63 million baht. In addition, on December 28, 2021, the Extraordinary General Meeting of Shareholders No. 1/2021 approved the transfer of legal reserves in the amount of 5,001,081 baht and the reserves arising from the equity in excess of the par value of 140,278,993 baht to compensate for the accumulated loss of the company. After the transfer of legal reserves and reserves arising from share premium to compensate, the accumulated loss of the company will cause the company to have no accumulated loss balance brought forward. The reserve arising from the remaining share capital of 200,775,352 baht, whereby the Company's shareholders' equity will not be changed in any way. It is clearing accumulated losses. This is an accounting adjustment to compensate for accumulated losses according to the plan and capital restructuring only.

Shareholders' equity of the parent company as of 31 December 2022 amount to 1,358.73 million baht, an increase of 829.98 million baht or 156.97% compared to as of 31 December 2021, which amounted to 528.75 million baht due to the exercise of rights. Conversion of warrants to purchase ordinary shares which on February 13, 2022 is the maturity date of warrants to purchase ordinary shares No. 3 (ALPHAX-W3), with an exercise ratio of 1 unit per 1 ordinary share and an exercise price of 1 baht per share, which The total number of warrants is 598,634,733 units and from the acquisition of motorcycle hire purchase business, used cars and agricultural machinery in Lao PDR by issuing the Company's newly issued ordinary shares in a private placement manner. To private placement (Private Placement) instead of payment in cash (Payment in Kind), resulting in increased shareholders' equity.

The shareholders' equity of the parent company as of March 31, 2023 amount to 1,345.42 million baht, a decrease of 13.31 million baht or 0.98% compared to as of December 31, 2022, which amounted to 1,358.73 million baht due to a net loss for the period.

Cash flow

In 2021, the Group's cash flow was 118.22 million baht, an increase of 77.55 million baht compared to 2020, which was 40.67 million baht with changes as follows:

- Net cash from operating activities for the year 2021 amounted to 54.42 million baht, a decrease of 190.63 million baht compared to the year 2020, which amounted to 245.06 million baht. This decrease is mainly due to a decrease in cash flow before changes in working capital amounting to 38.66 million baht and a decrease in working capital of 195.77 million baht. The decrease in working capital is attributed to a decrease in trade and other receivables by 51.37 million baht, other current assets by 53.96 million baht, trade and other current payables by 213.10 million baht, and advance receipts by 44.18 million baht. Additionally, there was an increase in real estate development costs by 218.90 million baht.
- Net cash from investing activities in 2021 amounted to 1.06 million baht, an increase of 34.30 million baht compared to the year 2020, where net cash used in investing activities amounted to 33.24 million baht. This increase is mainly attributed to an increase in cash received from other current financial assets by 21.00 million baht and additional purchases of buildings/equipment amounting to 12.89 million baht.
- Net cash from financing activities in 2021 amounted to 22.07 million baht, representing an increase of 209.72 million baht compared to the year 2020, where net cash used in financing activities amounted to 187.65 million baht. This increase is primarily attributed to a decrease in short-term loans from financial institutions by 35.80 million baht, a decrease in long-term loans from financial institutions by 150.89 million baht, and dividend payments to non-controlling interests of subsidiaries amounting to 21.60 million baht.

Cash flow of the Group for the year 2022 amounted to 330.13 million baht, an increase of 211.91 million baht compared to 2021 with changes as follows:

- Net cash used in operating activities in 2022 amount to 293.72 million baht, an increase of 348.15 million baht compared to the year 2021 with cash from operating activities in the amount of 54.42 million baht due to the increase in cash paid from operations in 2022. From the deposit payment for land for real estate development projects in the amount of 143 million baht and the deposit for machinery in the amount of 95 million baht.
- Net cash used in investing activities in 2022 amount to 6.64 million baht, an increase of 7.70 million baht compared to the year 2021 with net cash from investing activities of 1.06 million baht.

- Net cash from financing activities for the year 2022 amount to 575.87 million baht, an increase of 553.81 million baht compared to the year 2021 that amount to 22.07 million baht, mainly due to the exercise of warrants to purchase ordinary shares, which on February 13, 2022 is the maturity date of warrants to purchase ordinary shares No. 3 (ALPHAX-W3), with an exercise ratio of 1 unit per 1 ordinary share and an exercise price of 1 baht per share. The total number of warrants exercised was 598,634,733 units resulting in an increase in net cash from financing activities.

The Group's cash flow for the period ended March 31, 2023 was 381.33 million baht, an increase of 51.20 million baht compared to the period ended on 31 March 2022 with changes as follows:

- Net cash used in operating activities for the period ended on March 31, 2023 in the amount of 24.01 million baht, an increase of 68.51 million baht that compared to the period ended on March 31, 2022 in the amount of 92.52 million baht due to cash paid from operations decrease in number
- Net cash from investing activities for the period ended on March 31, 2023 in the amount of 0.43 million baht, an increase of 0.87 million baht compared to the period ended March 31, 2022 with net cash used in investing activities in the amount of 0.44 million baht.
- Net cash from financing activities for the period ended March 31, 2023, in the amount of 73.70 million baht, decreased by 524.64 million baht compared to the period ended on March 31, 2022, which was 598.34 million baht. The main reason is that during the first quarter of 2022, there was an exercise of warrants to purchase ordinary shares No. 3 (ALPHAX-W3), with an exercise ratio of 1 unit per 1 ordinary share and the price exercised 1 baht per share, with a total of 598,634,733 units exercised, resulting in the first quarter of 2022. There is a significant amount of net cash from financing activities.

Key financial ratios

Liquidity ratio

- In 2021, the liquidity ratio was 3.73 times, an increase from 2.60 times in 2020 due to the decrease in current liabilities in proportion to current assets due to a decrease in creditors and advances received, and in 2022, the liquidity ratio was 8.85 times, an increase of 5.13 times in 2021 from the fact that the company's current liabilities decreased and current assets increased. The current assets increased from cash and cash equivalents from the capital increase and receivables under finance lease agreements from the purchase of hire purchase credit services for motorcycles, used cars and agricultural machinery in Lao PDR. For the period ended on March

31, 2023, the liquidity ratio was 6.28 times, a decrease from 6.40 times for the period ended on March 31, 2022

- In 2021, the trade receivables turnover ratio was 51.96 times, an increase from 11.66 times in 2020 because in 2021 the company's main income came from the real estate development business and palm oil trading business which accounted for 87.89 and 4.28 percent of total revenue, respectively. For the year 2022, the trade receivables turnover ratio was 3.66, a decrease of 48.30 times in 202 because in 2022 the company's main income came from the real estate development business. Hemp business and credit rental business which account for 55.77 percent, 27.82 and 13.96 percent of total income, respectively. In 2021, there was income from real estate development business and palm oil trading business. The proportion is 87.89 and 4.28 percent of total income respectively. The sale of real estate units usually does not have a credit term but it will be an advance payment from the customer before transferring the ownership and for most cannabis / hemp businesses, there will be both cash purchases and credit purchases with a credit term of approximately 30 days and for credit leasing businesses. The loan receivables under the finance lease will have an average credit term of 36 months, resulting in a decrease in the turnover ratio of trade receivables in 2022. The average debt collection period increased for the period ended on March 31, 2023, the account receivable turnover ratio was 1.29.
- In 2021, the inventory turnover ratio was 1.19. decreased from 1.98. in 2020, because in 2021, the company's revenue from real estate development business decreased from 2020 because the IKON77 project was completed in the fourth quarter of the year in 2020 and there was a large number of transfers of ownership of condominium units to customers in the beginning, resulting in the year 2020 being able to recognize revenue from the real estate development business of the IKON Sukhumvit 77 project up to approximately 45% of the total number of condominium units. Ownership of condominiums has been transferred all along, which is 38% of the total number of condominiums. Therefore, the income from the real estate development business in 2021 is reduced from 2020, including the period in which the sale of condominiums usually takes a relatively long time, resulting in a decrease in the inventory turnover ratio in 2021. The average sales period increased for the year 2022, the inventory turnover ratio was 0.76, a decrease of 0.43 in 2021, because in 2022 the company's revenue from real estate development business decreased from 2021, causing in 2022. The inventory turnover ratio decreased and the average selling period increased. For the period ended on March 31, 2023, the inventory turnover ratio

was 0.42, down from 1.97 for the period ended on March 31, 2022. As of the period ended March 31, 2023, the company's main sources of income are from two business segments, namely real estate development and credit. These segments represent 68 percent and 32 percent of the company's total income, respectively. In comparison, for the period ended March 31, 2022, the company's main revenue was solely derived from the real estate development business. However, the revenue from the real estate development business for the period ended March 31, 2023, decreased compared to the previous year, resulting in a decrease in the inventory turnover ratio and an increase in the average selling time.

- In 2021, the payable turnover ratio for the palm oil trading business decreased to 2.46 times compared to 3.69 times in 2020. Generally, there are no credit terms in this business as payments are made in advance to secure the purchase price at the time of ordering. As for the real estate business, there is usually a 30-day credit term for debt repayment. However, since the completion and ownership transfer of the IKON Sukhumvit 77 project by the end of 2020, all outstanding construction costs from 2020 were recorded and gradually paid off starting from 2021. This resulted in a decrease in the creditor turnover ratio in 2021 and an increase in the repayment period. For the year 2022, the payable turnover ratio was 2.29 times, a decrease of 0.17 times in 2021. For the real estate development business, there is usually a credit term for debt repayment of 30 days, but since the end of the year 2022. The VALOR Ramontra project has been completed and ownership has been transferred, resulting in recording all unpaid construction costs in 2022. The payable turnover ratio decreases and an increase in repayment period. For the period ended March 31, 2023, the payable turnover ratio was 3.16, an increase from 2.04 for the period ended March 31, 2022. Due to the period ending March 31, 2023, there is a decrease in the balance of creditors from the 4th quarter of the year 2022. The Group has paid the construction cost to the contractor of the IKON Sukhumvit 77 project in the amount of approximately 57 million baht, resulting in a decrease in the payable of the real estate development business for the period ended on March 31, 2023, resulting in an increase in the payable turnover ratio and a reduction in the repayment period
- In 2021, the cash cycle was 163 days, an increase from 115 days in 2020. In 2021, the company's main income was from the real estate development business and palm oil trading business which accounted for 87.89 percent and 4.28 percent of total income, respectively. In 2020, there was income from real estate development business. and palm oil trading business. The proportion is 86.02% and 11.73% of the total revenue, respectively. The cycle of trading is

usually around 15 - 30 days, but for the real estate business is quite long. As the revenue proportion of the palm oil business in 2021 decreased from 2020, resulting in an increase in Cash Cycle in 2021 from 2020 and for the year 2022, the Cash Cycle was 414 days, an increase of 251 days in 2021 due to in 2022, the company's main income is from the real estate development business in hemp business and credit rental business which account for 55.77 percent, 27.82 and 13.96 percent of total income, respectively. In 2021, there was income from real estate development business and palm oil trading business. The proportions are 87.89% and 4.28% of the total revenue, respectively. The cycle for the real estate business is quite long and the lending business with an average credit term of 36 months, resulting in an increase in the cash cycle in 2022 from 2021. For the period ended March 31, 2023, the Cash Cycle of the company increased to 1,044 days compared to 6 days for the period ended March 31, 2022. This increase was primarily due to the main revenue proportion from two businesses: real estate development and credit business, representing 68% and 32% respectively. In the previous period ended March 31, 2022, the main revenue proportion was solely from the real estate development business, which already had a long cycle. Additionally, the loan rental business had an average credit term of 36 months. The decrease in revenue from the real estate development business for the period ended March 31, 2023 compared to the previous period resulted in the Cash Cycle increasing.

Profitability ratio

- In 2021, the return on equity ratio was 3.89%, down from 14.37% in 2020. In 2021 the company had a net profit of 26.01 million baht, a decrease from the year 2020 with a net profit of 89.36 million baht. Shareholders were at 3.33%, down 0.56% in 2021. In 2022 the company had a net profit of 36.95 million baht, an increase from the year 2021 with a net profit of 26.01 million baht and shareholders' equity increased operate for the period ended on March 31, 2023, the return on equity ratio was (0.94)%, down from 3.32% in the period ended on March 31, 2022. Due to the period ended March 31, 2023, the company had a net loss of 14.52 million baht, a decrease from the period ended March 31, 2022 with a net profit of 32.79 million baht, including an increase in the average shareholders' equity.
- In 2021, the return on assets was 2.67%, down from 9.03% in 2020 because of 2021 the company had a net profit of 26.01 million baht, a decrease from the year 2020 with a net profit of 89.36 million baht. In 2022, the return on assets was 2.69%, an increase of 0.02% in 2021. In 2022 the company had a net profit of 36.95 million baht, an increase from the year 2021 with a

net profit of 26.01 million baht for the period ended on March 31, 2023. Return on assets was (0.80)%, down from 2.64% in the period ended on March 31, 2022. The period ended on March 31, 2023 had a net loss of 14.52 million baht, a decrease from the period ended on March 31, 2022 with a net profit of 32.79 million baht.

- In 2021, the asset turnover rate was 0.52, decreased from 0.63 in 2020, because of 2021 the company had total revenues of 508.40 million baht, decreased from 2020 with total revenues of 627.22 million baht. In 2022, the asset turnover rate was 0.26, a decrease of 0.26 in 2021. In 2022 the company had total income of 355.36 million baht, decreased from the year 2021 with total income of 508.40 million baht and assets increase in total. For the period ended on March 31, 2023, the asset turnover was 0.03, down from 0.06 for the period ended on March 31, 2022. Due to the period ended March 31, 2023, the company had total income of 62.54 million baht, decreased from the period ended March 31, 2022 with total income of 69.00 million baht, including an increase in average total assets.

1.9 Factors or events that may affect the financial position or operation of the company in the future

In 2022, the main business of the Group is real estate development business, hemp business and credit rental business. The proportion of income is approximately 55.77, 27.82 and 13.96 percent of total income respectively.

The company expects that the market trend in 2023 will still have many challenges for entrepreneurs. Due to the global economy tends to slow down. Although the impact of the COVID-19 epidemic situation has subsided, many factors still pressure the economy. Especially, the issue of the Russia-Ukraine war that leads to trade sanctions and a protracted energy crisis. Chinese economic slowdown Including the economic polarization led by the US and China will affect the global supply chain and may intensify counter-globalization. In addition, the use of high interest rate policy in 2022-2023 to control inflation amid high energy prices. It will affect the cost and debt burden of the public and private sectors, including tight conditions in the money market. In addition, political instability in the country. Especially the election in 2023, which may affect the continuity of economic policy.

For the real estate development business, in 2023, the Group plans to continuously invest in the real estate market to support the needs of consumers both in terms of condominium projects single house project and office building projects for rent to support growth in the next 1-3 years, each project will have strengths that are leaders of that project,

such as location, design, central management, which is unique in each point will develop the construction of the IKON UDOMSUK project, which has a total project value of approximately 600 million baht, which is expected to be completed and transferred in 2024, and THE VALOR Ramintra project, a single detached house project high end, which is located in the Ramintra area. The project value is approximately 480 million baht. The construction has been completed and the ownership has been transferred in the fourth quarter of 2022. In addition, the Group will invest in vacant land with high growth potential for project development and continuous real estate projects such as V Tower and The 38 Sukhumvit.

Hemp business from the middle of 2022, hemp has been unlocked from the drug list, causing the group companies to see business opportunities. Due to the popularity of cannabis / hemp and market demand, profits from this business can be made well in 2022. For the year 2023, the group continues to focus and plans to expand the business continuously to make money from selling dried cannabis bouquets. If the new government policy moves forward to support the cannabis and hemp distribution business, it is expected that in 2023 business opportunities will grow exponentially. Since the company group will control the production factors of CBD extract from upstream to downstream (CBD stands for Cannabidiol, it is an extract from hemp that does not stimulate the nervous system) Consequently, consuming products containing such substances does not cause. In addition, CBD is widely used to treat and alleviate various ailments. It has properties that are beneficial to the body and mind, including making the patient want more food. Reducing anxiety helps to sleep better relieve muscle spasms, reduce inflammation and suppress nausea and vomiting, etc.), which has already invested in the purchase of a machine with a capacity of 10 liters, including currently in the process of ordering a machine with a capacity of 1,000 liter. The aforementioned machine is a machine with modern technology to produce extracts that can separate up to 6 forms of CBD from FULL SPECTRUM, BROAD SPECTRUM, TERPENE, WAX, CBD ISOLATE, and WATER SOLUBLE CBD ISOLATE that can support manufacture in order to fully respond to the needs of customers.

Lending business in Laos For the business expansion plan in 2023, it will be divided into 2 parts, namely 1) expanding the gold credit portfolio by dividing the target market into 2 groups: B2C: currently operating with a plan to expand the gold credit portfolio to meet the growing demand of customers from 2022 and B2B: a plan to expand customer groups beyond general customers 2) plans to expand the credit portfolio for new product groups, such as educational equipment loans for students in Laos.

1.10 Significant litigation or claims pending

- None -

Attachment 2

1. Business information and performance of Simoung Express Loan Non Deposit Taking Micro-finance Institutions Co.,Ltd

1.1 Basic information

Company name	: Simoung Express Loan Non-Deposit Taking Microfinance Institutions Co.,Ltd (“SML”)
Nationality	: Lao People's Democratic Republic (“Lao PDR”)
Head office location	: Ban Phon Than, Saisetta City Vientiane Capital, Lao PDR
Registration date	: December, 24 2020
Type of business	: Engaging in secured credit lending business in the Lao People's Democratic Republic (“Lao PDR”).
Registered capital	: 100,000,000,000 kip or approximately 197,266,666.67/1 baht
Paid-up capital	: 100,000,000,000 kip or approximately 197,266,666.67/1 baht
Par value	: 10,000 kip per share or approximately 19.73/1 baht per share

Remark /1 Calculated based on the average exchange rate of 15 working days in the past, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023.

1.2 Business information

1.2.1. Business Overview

SML specializes in providing credit services to retail customers, particularly in the microfinance sector. The company adopts an unconventional approach to credit approval, focusing on collateral valuation using the Asset Based Assessment Approach. This approach considers the social impact and considers the value of collateral, rather than relying solely on income verification or credit bureau information. This is particularly beneficial for customers who do not have a regular income, as it provides them with access to alternative financing options and helps address financial inequality in Lao PDR. SML carefully selects collateral for credit products with low default risk and maintains an appropriate credit-to-collateral value ratio. The company also sets maximum limits per contract and offers clients a competitive interest rate that aligns with the credit risk involved. Debt collection and credit approval procedures are designed to ensure efficient management and minimize non-performing debts. SML's management anticipates that these measures will contribute to maintaining a lower non-performing debt rate in SML's portfolio compared to industry standards. The non-performing debt rate serves as a crucial indicator of personnel performance and overall portfolio quality.

The main loan product of SML is vehicle title loan or secured loan such as land, government bonds, etc. However, in order to meet the needs of SML's customers. SML has expanded its loan products to include professional finance products, which SML sees the potential to grow in such loan products in the future. Therefore, financial products for SML's current retail customers. It can be divided into 4 main loan products as follows:

1. Vehicle title loans: SML offers vehicle title loans to retail customers, regulated by the Bank of the Lao PDR. These loans are secured by various types of vehicles, including motorcycles, cars, and pick-up trucks, owned by the applicants for a specified minimum period. To obtain a loan, customers must provide the original car registration handbook to SML as collateral. It's important to note that the ownership of the vehicle used as collateral remains with the customer, and they are allowed to continue using the vehicle as usual. The interest rate for these loans is approximately 2.5% per month, and the loan term typically ranges from 12 to 24 months.
2. Title Deed Loans: SML offers title deed loans, considering the credit limit based on the value of the land. The interest rate for these loans is approximately 2.5% to 3% per month.
3. Loans with Lao PDR Government Bonds (Infrastructure): SML provides loans with Lao PDR government bonds of the infrastructure type. The credit limit is determined based on the value of the Lao PDR government bonds of the infrastructure type. The interest rate for these loans is approximately 2.5% to 3% per month.
4. Nano Finance Loans: SML provides Nano Finance loans with a business license for professional retail loans (SMEs). The objective of these loans is to offer professional financing options to customers who have a previous history of loan repayment with SML, specifically for cars, and have demonstrated a good track record of timely installments.

1.2.2. Overview of the industry

Overall economic situation of Lao PDR

The economy of Lao PDR is facing significant challenges due to rapid currency depreciation and high inflation. These challenges are occurring in the context of a deteriorating global economic environment and slow domestic reforms. Despite an initial economic recovery in early 2022, both internal and external factors have significantly impacted the country. The depreciation of the Lao Kip against the US dollar, reaching 68 percent in the year leading up to October 2022, has had detrimental effects on the recovery process and has contributed to higher inflation rates. Consequently, private consumption

and investment have weakened. In light of these circumstances, the World Bank has revised its economic growth forecast for 2022 downward to 2.5 percent, a significant reduction from the previous forecast of 3.8 percent.

Despite an increase in employment in mid-2022, the rise in income did not keep pace with inflation in Lao PDR. Consumer price inflation has surged to 37 percent year-on-year, reaching its peak in October 2022. Food prices have been particularly affected, experiencing an inflation rate of nearly 39 percent. These price increases have had a significant impact on the urban poor, forcing some families to reduce their consumption of food and fuel. As a result, many households have reported spending less on essential areas such as health and education, which could have long-term implications for human development in the country.

The financial options available for supporting the economy and assisting the most vulnerable population in Lao PDR remain limited. While there has been a gradual recovery in income levels, they still remain below the pre-epidemic levels. Additionally, the high debt service obligations place constraints on public spending in critical sectors such as health, education, and social assistance. If there are no measures taken to postpone these obligations, the total expenditure and fiscal deficit are projected to increase by approximately 1 percent of GDP.

The sustainability of debt in Lao PDR relies on the successful negotiations with its large bilateral creditors. By the end of 2021, the public and government-guaranteed debt stood at \$14.5 billion. However, due to the depreciation of the Kip, it is expected to increase to over 100 percent of GDP by 2022. The potential liabilities arising from non-secured debt of state-owned enterprises and public-private partnerships are also a source of concern. The moratorium between 2020 and 2022 has been temporarily eased with cumulative payment deferrals reaching approximately 8 percent of 2022 GDP, the average debt repayment burden is \$1.3 billion per year for 2023, or approximately the total foreign reserves recorded in June 2022.

The medium-term outlook assumes a gradual recovery in international tourism and exports. It also depends on successful debt negotiations. Fiscal improvements such as further cost cuts. It won't be enough to improve debt sustainability without hurting its long-term growth prospects. In addition, the economic outlook bears significant downside risks. This includes the protracted effects of the war on Ukraine. Growing geopolitical tensions and tighter global macroeconomic policies such as raising interest rates and withdrawing support related to COVID-19 weak growth prospects in China, which is an important trade partner and investment may affect the recovery (Source: Lao Economic Monitoring Report, October 2022: World Bank)

Lending business competition

The lending business in Lao PDR comprises several lending companies, including numerous collateralized personal loan providers. Many of these lenders are commercial banks from Thailand that have expanded their services to Lao PDR. Presently, there are approximately 3 direct competitors in the market. Additionally, apart from personal loans, these lending companies also offer other types of loans such as hire purchase loans and gold credit.

Major personal loan companies in Laos from Thailand, such as Kasikorn Thai PCL, Bangkok Bank PCL, Siam Commercial PCL. Etc. and still focusing on customers who can show financial evidence is important.

1.3 List of shareholders

List of shareholders as of the last shareholder register book closing date on
February 13, 2023

Major shareholder	Number of shares (shares)	% Shares
1) SMG Group Sole Co.,Ltd (“SMG”) ¹	9,900,000	99.00 %
2) Mrs. Kanya Phichid	100,000	1.00 %
Total	10,000,000	100.00 %

Source: SML company affidavit

Remark 1 SMG has 1 authorized director, namely Mr.Ekaphanh Phapithack, whereby the authority of the director specifies “Mr.Ekaphanh Phapithack to sign and affix the Company’s seal” and the names of shareholders are as follows:

Major shareholder	Number of shares (shares)	% Shares
Mr.Ekaphanh Phapithack	8,000,000	100.00 %

1.4 List of Board of Directors and Executives

The Board of Directors as of May 5, 2023 consists of 4 directors as follows:

No.	Name	Position
1)	Mr. Ekaphanh Phapithack	Director
2)	Mrs. Kanya Phichid	Director
3)	Mr. Vettathong Phombandith	Director
4)	Mr. Kamkaew Sihabut	Director

Source: Company Certificate

Name and number of directors authorized to sign:

Authorized Director: Mrs. Kanya Phichid signs with the Company’s seal affixed.

1.5 Summary of important items in the financial statements of the Company and subsidiaries

Statement of financial position

List	(Unit : Kip)	(Unit: Baht)
	2022	2022
Asset		
Current assets		
Cash and cash equivalents	2,029,670,649	4,003,864
Portion of loan receivables due within one year	1,716,803,775	3,386,682
Receivables from related companies	247,094,042	487,434
Other current assets	271,057,594	534,706
Total current assets	4,264,626,060	8,412,686
Non-current assets		
Bank deposit Bank of Lao PDR	500,000,000	986,333
Loan receivables due over one year	168,476,100	332,347
Intangible assets	184,859,650	364,666
Property, plant and equipment	1,783,257,131	3,517,772
Total non-current assets	2,636,592,881	5,201,118
Total assets	6,901,218,941	13,613,804
Liabilities and shareholders' equity		
Current liabilities		
Other liabilities	396,191,222	781,553
Total current liabilities	396,191,222	781,553
Non-current liabilities		
Other non-current liabilities	44,431,830	87,649
Total non-current liabilities	44,431,830	87,649
Total Liabilities	440,623,052	869,202
Equity		
Registered capital	10,000,000,000	19,726,667
Accumulated profit (loss)	(3,539,404,111)	(6,982,065)
Total Equity	6,460,595,889	12,744,602
Total liabilities and shareholders' equity	6,901,218,941	13,613,804

Source: SML's 2022 financial statements audited by Mr. Apisit Thiengrongpinyo auditor of PricewaterhouseCoopers (Lao) Sole Company Limited, which is an audit for tax filing purposes. It is not yet IFRS compliant.

Remark /1 Calculation based on the average exchange rate of 15 working days in the past, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023.

Consolidated Statement of Comprehensive Income

List	(Unit : Kip)	(Unit : Baht)
	2022	2022
Income		
Interest income	1,030,169,373	2,032,181
Sales and service income	113,053,790	223,017
Other income	1,029,018,944	2,029,911
Total income	2,172,242,107	4,285,109
Administrative expenses	(3,237,307,282)	(6,386,128)
Expected credit losses	(945,216,500)	(1,864,597)
Total cost	(4,182,523,782)	(8,250,725)
Profit (loss) before income tax	(2,010,281,675)	(3,965,616)
Money tax expense	-	-
Net Profit (Loss)	(2,010,281,675)	(3,965,616)

Source: SML's 2022 financial statements audited by Mr. Apisit Thiengrongpinyo auditor of PricewaterhouseCoopers (Lao) Sole Company Limited, which is an audit for tax filing purposes. It is not yet IFRS compliant.

Remark /1 Calculation based on the average exchange rate of 15 working days in the past, equal to 0.00197 baht per 1 kip, which is the exchange rate announced by the Bank of Thailand (BOT) from 18 April 2023 to 11 May 2023.

1.6 Description of financial position and performance

As of December 31, 2022, the Company had total assets of 6,901.22 million kip, total liabilities of 440.62 million kip and shareholders' equity of Kip 6,460.60 million. The details of important items can be summarized as follows.

Loan receivables

Loan receivables of SML can be divided to

Portion of loan receivables due within one year	1,984,821,900 kip
Loans due over one year	191,397,100 kip
	2,176,219,000 kip
Less expected credit losses	(290,939,125) kip
	1,885,279,875 kip

In 2022, SML has set an expected credit loss according to SML's policy as follows:

Debtors with overdue loans more than 30 days but not more than 90 days in the amount of 784,469,125 kip

Debtors with overdue loans more than 90 days but not more than 180 days in the amount of 160,747,375 kip

Total of the allowance for doubtful accounts in the amount of 945,216,500 kip

SML is able to collect debts that have been set up for an expected credit loss. SML will reverse and record as other income. In 2022, SML has reversed expected credit losses in the amount of 689,866,875 kip, and in 2022, SML has not yet incurred bad debt expenses.

Property, building and equipment

SML has leased land and office buildings of SMG, there are building details and equipment of SML as follows

Office Furniture and fixtures	464,817,164	kip
Office equipment	302,182,240	kip
Vehicles	1,016,257,727	kip
	<u>1,783,257,131</u>	kip

Each type of asset is depreciated at a fixed rate on a straight-line basis. The depreciation of each asset will be calculated differently according to accounting standards. The details are as follows.

Asset Type	Depreciation period (year)
Furniture and decorations	5 years
Vehicle	5 years
Office Supplies	5 years

The company had a total revenue for the year 2022 of 2,172.24 million kip, total expenses of 4,182.52 million kip and a net loss of 2,010.28 million kip with details of important items can be summarized as follows:

Other income

Other income of SML as below:

Penalty income	195,334,710	kip
Reversal of the allowance for doubtful accounts	689,866,875	kip
Other income	143,817,359	kip
	1,029,018,944	kip

Administrative expenses

Administrative expenses of SML as below:

Salary	1,869,251,638 kip
Depreciation and amortization	342,457,603 kip
Other expenses	1,025,598,041 kip
	3,237,307,282 kip

1.7 Significant litigation or claims pending

- None-

Attachment 3 Summary of the appraisal report

In valuing land and buildings for reference in the Adjusted Book Value Approach, the Company hired an independent appraiser approved by the Valuers Association of Thailand (“VAT”) that is a valuation company in the capital market and the main appraiser. It has been approved by the SEC and has the objective of appraising for public disclosure, namely Prospect Appraisal Co.,Ltd.

Summary of the appraisal of 1 plot of vacant land located at Soi Udomsuk 27, Udomsuk 29, Udomsuk Road (Sukhumvit 103), Bangna Nuea Subdistrict, Bangna District, Bangkok

The appraisal process for the vacant land involves considering various factors related to the property, such as its legal rights, suitability for development, market conditions, and specific assumptions or conditions for assessment. The independent property appraiser conducts a thorough examination to determine the appropriate valuation method based on the purpose of the appraisal. In this case, the appraiser chooses the comparative market analysis method, which involves analyzing various factors that influence property values and comparing the appraised property with similar properties in the market. Market information provided by the employer and verified by relevant agencies is used for valuation. The valuation assumes that the property is tradable between willing sellers and buyers under normal trading conditions, without any external pressure or influence. The market value does not include purchase costs, expenses, fees, or taxes. The value of the property depends on its potential for commercial use and generating continuous income. The market comparison method is used to calculate the land value by comparing it with similar land offerings in the same location and with similar conditions. The weighted quality score (WQS) method is employed to analyze the property's value by assigning weights to important variables such as location, land level, shape, potential, and legal requirements. The credibility of information is determined by comparing and assessing the total scores and proportions, leading to a final determination of the property value.

Appraised property information

Assessment objectives	To know the property value for consideration and public purposes
Property details	1 plot of land, comprising title deed, land number 1 1 0 0 8 , with a total area of 2-1-2.7 rai or 902.7 square wah, with a free-form shape in the north, about 75 meters in length, adjacent to the land with buildings, in the south Approximately 91 meters long, next to land and buildings, 33 meters east, next to Soi Udomsuk 29 West, approximately 81 meters long, next to Soi Udomsuk 27, with public utilities, roads, electricity, water, telephone, environment suitable for assembly Industrial and residential businesses
Take Advantages	Used for residential or commercial purposes.
Property location	Soi Udomsuk 27, Udomsuk 29, Udomsuk Road (Sukhumvit 103), North Bangna Subdistrict, Bangna District, Bangkok
Ownership	V Sukhumvit 81 Co.,Ltd.
Obligation	Mortgage as collateral with RHB Bank Co.,Ltd.
Assessment date	May 10, 2023
Assessor	Prospect Appraisal Co.,Ltd.



Valuation of land : The company has surveyed the purchase price information and offer for sale of land in the vicinity details as follows:

Details	Asset	Info 1	Info 2	Info 3	Info 4	Info 5
Asset type	Building land	Building land	Building land	Empty land	Empty land	Empty land
Location	Udomsuk (Sukhumvit 103)	Udomsuk (Sukhumvit 103)	Bangna-TRad 7	Wachiratham Sathit 58	Srinakarin 42 (Suphamong 1 intersection 3-3)	Srinakarin 54
Land area	2-1-2.7 Rai	1-3-9.0 Rai	0-3-77.0 Rai	0-3-6.0 Rai	1-0-47.0 Rai	0-3-37.0 Rai
Land shape	-	-	-	-	-	-
Land size	Width 33 m. Depth 91 m.	Width 54 m. Depth 58 m.	Width 35 m. Depth 45 m.	Width 39 m. Depth 30 m.	Width 38 m. Depth 47 m.	Width 46 m. Depth 29 m.
Land condition (Soil level)	Street level	Street level	Street level	Street level	Street level	Street level
Utilities	Electricity, Plumbing, pipes, Street lights, Toll					
Environment	Commercial district, interspersed with medium-density housing					

Details	Asset	Info 1	Info 2	Info 3	Info 4	Info 5
Asking price		150,000	127,320	124,183	150,000	165,000
Info as of	Current	May 10, 2023	May 10, 2023	May 10, 2023	May 10, 2023	Current
Details		Info 6	Info 7	Info 8	Info 9	Info 10
Asset type		Residential suite	Residential suite	Residential suite	Residential suite	Residential suite
Location		Udomsuk (Sukhumvit 103)	Udomsuk (Sukhumvit 103)	Udomsuk (Sukhumvit 103)	Udomsuk (Sukhumvit 103)	Udomsuk (Sukhumvit 103)
Highest utilization		My Condo Sukhumvit 103	My Condo Sukhumvit 103	I Condo Sukhumvit 103	I Condo Sukhumvit 103	The Log 3 Sukhumvit 101/1
Room size/area		34 Sq.m.	25 Sq.m.	33.93 Sq.m.	29 Sq.m.	30 Sq.m.
Location, floor		Floor 6	Floor 8	Floor 7	Floor 6	Floor 6
Building age		7 Years	9 Years	9 Years	7 Years	5 Years
Common property	Elevator, Car park, Condominium juristic person					
Facilities	Swimming pool, Garden, Fitness					
Environment	Commercial district, interspersed with medium-density housing					
Selling price per Sq.w.		52,647	51,600	61,892	54,828	51,667
Info as of		May 10, 2023	May 10, 2023	May 10, 2023	May 10, 2023	May 10, 2023

Valuation of land by adjusting the market data according to the Weighted Quality Score method

Factors	%	Asset	Info 1	Info 2	Info 3	Info 4	Info 5
1) Location	20%	7	7	5	5	7	9
2) Ease of access	15%	6	6	5	5	7	5
3) Utilities	5%	7	7	7	7	7	7
4) Land plot	20%	5	6	6	7	7	7
5) Level of land	10%	6	6	6	6	6	4
6) Environment	15%	7	7	5	5	7	9
7) Benefits and advantages	15%	7	7	7	7	7	7
Total	100	635	655	590	590	690	710
8) Offering price	Baht/Sq.w.	-	150,000	127,320	124,183	150,000	165,000
9) Price negotiated/adjusted			135,000	120,000	120,000	142,000	150,000
10) Weighted score		635	655	590	590	690	710
11) Corrected Ratio		0.9695	1.0763	1.0763	0.9203	08944	1.000
12) Adjusted value		130,878	129,153	129,153	130,681	134,155	
13) Emphasis on information		0.20	0.20	0.20	0.20	0.20	1.00
14) Reasonable value		26,176	25,831	25,831	26,136	26,831	130,804
Reasonable market value					Baht/Sq.w.		130,000

Remark: Scores 1-2 are low, scores 3-4 are fair, scores 5-6 are moderate, scores 7-8 are good, scores 9-10 are very good

Therefore, from the appraisal of land by independent asset appraisers will get the value of land equal to 130,000 baht per sq.w. which has a total value of 117,351,000 baht

Appraisal by using the market comparison method to be able to compare the prices of buildings and land in the same area in order to be able to take advantage of the property. For residential and commercial are from the price comparison. From the appraisal of condominiums from nearby land, the numbers can be explained as in the table below:

Market Comparison Approach

Details		Info 6	Info 7	Info 9	Info 10	Asset
Offering Price Baht/sqm		52,647	51,600	54,828	51,667	
Price negotiated/adjusted Baht/sqm		51,000	51,00	52,000	50,000	
Factor	Weight (%)					
Building location	20	8	8	6	6	7
Building age	25	5	5	4	5	8
Decoration	20	5	5	7	6	8
Transportation	20	7	7	6	5	6
Facilitates	15	7	7	7	6	7
Score	100	630	630	595	555	725
Ratio		1.1508	1.1508	1.2393	1.3063	
		58,690		64,444	65,315	
Ability to compare		0.25	0.25	0.25	0.25	1.00

The price obtained from the market comparison method, per Sq.m.	Total 62,000 Baht
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Remark: Scores 1-2 are low, scores 3-4 are fair, scores 5-6 are moderate, scores 7-8 are good, scores 9-10 are very good

From the comparison of the market value, it was concluded that the price obtained from the market comparison is 62,000 baht per Sq.w. The appraisal of the assets was conducted using the appraisal approach, including the utilization of market information and the examination of disclosed information from the employer, as well as additional inspections conducted by government agencies based on these assessments, the following conclusions can be drawn:

Summary of property appraisal results

Asset details	Property Value (Baht)
Land value according to Market Approach	
Area 902.7 Sq.m. @ 130,000	117,351,000
Appraised property value (rounded up)	117,350,000

Therefore, 1 plot of vacant land is located at Soi Udomsuk 27, Udomsuk 29, Udomsuk Road (Sukhumvit 103), North Bangna Subdistrict, Bangna District, Bangkok. According to market comparison method, the market value of the land is 117,351,000 baht or approximately 117,350,000 baht.

Attachment 4

Summary of Legal Due Diligence Report of SML (Legal Due Diligence Report)

Independent Financial Advisor Referring to the Legal Due Diligence Report of Simoung Express Loan Non Deposits Taking Microfinance Institutions Sole Company Limited (“SML”) prepared by DFDL (Lao) Sole Co.,Ltd (“DFDL”) dated June 14, 2023. For the purpose of identifying significant legal hurdles or significant legal issues can be summarized as follows:

Legal issues	DFDL's opinion
<p>1. Business establishment</p> <p>To confirm the establishment of a non-bank financial institution and sole proprietorship. The following documents are required.</p> <ul style="list-style-type: none"> • Business registration certificate • Regulation of the Ministry of Industrial and Commerce (“MOIC AOA”) registered with the State Assets Management Department (“SAMD”). • Company affidavit with certified stamp. • Regulations approved by the Bank of Lao PDR (“BOL Regulations”) whose contents are set out in the Microfinance Institution Royal Decree. 	<p><u>Found issues</u></p> <p>DFDL has obtained official corporate documents from SML but DFDL has not received MOIC AOA and in BOL regulations document dated on May 12, 2023. There is no BOL seal of approval and from documents obtained DFDL found that SML was incorporated on December 24, 2020 with Mr. Ekaphanh Phapithack as the registered company although there has a paid-up capital 10,000,000,000 kip</p>
<p>2. Working capital in BOL</p> <p>According to BOL regulations, the total registered capital of SML (100,000,000,000 Kip) is divided into working capital of 99.8 billion kip and fixed capital of 0.2 billion kip.</p> <p>And under the BOL regulation law, the cash portion and the authorized capital portion must be specified failure to comply may subject SML to penalties under the corporate Law and/or Microfinance Institution Decree.</p>	<p><u>Found issues</u></p> <p>The Organization Content Change Approval Letter (2nd Amendment) (No. 1250/ERO, May 5, 2023) states that a payment of 99.8 billion kip in working capital was made in cash. SML has verified and revised the cash and working capital portion in accordance with BOL regulations to align with the approved corporate content change (2nd Amendment) (No. 1250/ERO, May 5, 2023). It is important to have proper certification and the company seal on transaction documents to ensure the authenticity and legal validity of the transaction. This also provides clarity regarding the correct capital structure of SML for ALPHAX.</p>
<p>3. Signing Authority of BOL Regulations</p> <p><u>Found Issues</u></p> <p>According to BOL Regulation, it should be signed by the Manager in accordance with Corporate Law and the Microfinance Institution Ordinance. However, BOL Regulation of SML is signed by the Deputy Director, and BOL Regulation does not authorize the Deputy Director to do so. This raise concerns as BOL regulations were not signed by the designated manager as required by law, and as a result, they may be deemed</p>	<p>DFDL considers that SML should take the necessary steps to obtain a certificate in compliance with the regulations set by the BOL. Additionally, the certificate should be signed by a manager who holds the appropriate authority to sign such documents.</p>

Legal issues	DFDL's opinion
<p>invalid. Such invalid signatories to BOL Regulations could potentially subject SML to penalties for non-compliance with corporate laws and microfinance ordinances.</p>	
<p>4. Back cover of company registration certificate DFDL did not receive the docket list of the Certificate of Incorporation, which should include a retrospective notification and a back cover. The back cover of the Certificate of Incorporation is important as it indicates the permitted business activities. Without the back cover of DFDL Certificate of Incorporation, it is not possible to verify SML's authorized business activities.</p>	<p>DFDL considers that the SML must submit to the back cover of the Certificate of Incorporation.</p>
<p>5. Compliance report DFDL received the following undated reports from SML</p> <ul style="list-style-type: none"> • General Information Report of Financial Institutions No. 3/2023 • Regular Credit Report No. 3/2023 • Report on business results No. 3/2023 • Financial Report No. 3/2023 <p>Under the Royal Decree on Retail Financial Institutions, SML is required to submit various reports to the BOL on a monthly, quarterly, and yearly basis. It is important for SML to comply with these reporting obligations. Failure to do so may result in consequences such as review by the authority, imposition of civil penalties or compensation, disciplinary measures, and potential criminal proceedings. The specific actions taken will be at the discretion of the authority.</p>	<p>DFDL recommends that SML obtain evidence from BOL that all reports have been submitted to BOL as evidence of compliance with the Microfinance Institution Decree for the benefit of SML</p>
<p>6. share certificate DFDL has not received the share certificates that should have been issued to SML's shareholders. According to the regulations, SML is obligated to issue share certificates to its shareholders within 30 days of the issuance date of SML's ERC (Enterprise Registration Certificate). These share certificates should be signed by SML's managers and stamped accordingly. The issuance of share certificates is important as it verifies the ownership of shares in SML. The absence of share certificates prevents DFDL from verifying the ownership of SML. Failure to issue share certificates may lead to consequences for SML, including review by the authority, penalties or compensation for civil damages, disciplinary measures, and potential criminal</p>	<p>DFDL recommends that SMLs provide copies of share certificates as proof of legal compliance.</p>

Legal issues	DFDL's opinion
<p>proceedings. The specific actions taken by the authority will be at their discretion. It is crucial for SML to comply with the requirements and issue the share certificates to ensure compliance and avoid any potential legal implications.</p>	
<p>7. Business power</p> <p>SML Business License (No 98.1/DIFM, May 15, 2023) (Business License) defines the following business activities:</p> <ul style="list-style-type: none"> • Providing microfinance services in kip currency • Raising funds in the form of loans and assistance both domestically and internationally • Provision of other services as permitted by BOL <p>SML has defined the following business activities:</p> <ul style="list-style-type: none"> • Implementation of the business plan of Simoung Express Loan Non-Deposits Taking Microfinance Institutions Sole Co., Ltd. • Operate strictly under the regulations, rules, resolutions and documents of the state party, especially according to the regulations set by the Bank of Lao PDR in each period • Any addition or amendment to the regulations of Simoung Express Loan Non-Deposits Taking Microfinance Institutions Sole Co., Ltd requires written consent from the Bank of Lao PDR • Provide small loans in kip to customers <p>Under the provisions of the Civil Code, any legal actions conducted by SML that are outside the scope of its permitted activities as defined in the SML Regulations are considered void and unenforceable. It is crucial for SML to conduct its business activities in compliance with the regulations and permissions granted. Furthermore, if there is inconsistency between the business activities stated in BOL regulations and the operating license of SML, it may lead to non-compliance with the microfinance ordinance. Consequently, SML may be subject to various consequences including review by the authority, imposition of fines or compensation for civil damages, disciplinary measures, and potential criminal proceedings. The specific actions taken by the authority will be at their discretion.</p>	<p><u>Found Issues</u></p> <p>DFDL has observed that SML has defined its business activities in its operating license and BOL Regulations. However, DFDL has not received SML's business plan as referenced in BOL Regulations, which makes it difficult to verify the authorized business activities of SML. It is important to ensure that the business activities mentioned in the business plan align with the scope of the operating license. Additionally, there is a mention of "Fundraising in the form of loans and aid domestically and internationally" in BOL Regulations. It is necessary to determine whether these specific business activities require additional licenses or authorization from BOL. Therefore, it is recommended that SML includes these business activities in BOL Regulations and seeks the necessary authorization from BOL, ensuring compliance with all relevant regulations and requirements.</p> <p>The DFDL recommends that SML:</p> <ol style="list-style-type: none"> I. Revised BOL regulations to include activities "Fundraising in the form of loans and aid both domestically and internationally" II. Verify that the content of the business plan does not conflict with the scope of the business license. III. Verify that it is not operating outside the scope of operating licenses and BOL regulations.

Legal issues	DFDL's opinion
<p>8. Lease agreement</p> <p>DFDL has reviewed the Building Lease Agreement dated 20 April 2020 between SML and Simoung Group Sole Co., Ltd. The issues can be summarized as follows:</p> <p><u>Certification and Registration</u></p> <p>Leases do not provide proof of notarization with a solicitor's office and registration with the Department of Natural Resources and the Environment (DONRE), as required under land law. In practice, DONRE may require that land documents be stamped by the authority before accepting registration.</p> <p>In the absence of notarization with the lawyer's office and registration with DONRE, the lease agreement may not be recognized by the Lao PDR court. It cannot be enforced under the laws of Lao PDR.</p> <p><u>Contents of the lease</u></p> <p>The lease does not prescribe information as required in the Civil Code for a valid lease as follows:</p> <ul style="list-style-type: none"> • Governing law of the lease agreement. • Conditions for amending the lease agreement. • Consequences resulting from breach of lease contract • Duty to notify under the lease agreement. 	<p>DFDL recommends SML as below:</p> <ol style="list-style-type: none"> I. SML should provide proof that the lease has been certified with the solicitor's office and registered with DONRE. II. SML should amend the lease agreement to include the contents required by the Civil Code.
<p>9. Archived Evidence</p> <p>DFDL has not received evidence that the following documents are kept and archived by SML as required under the Microfinance Institution Decree.</p> <ul style="list-style-type: none"> • Register of shareholders • Minutes of the shareholders' meeting • Accounting reports reflecting the operations of SML. • Transaction reports loan documents and customer list of SML <p>If SML fails to maintain and properly archive the required documents, it may be subject to various consequences at the discretion of the regulatory authority. These consequences may include reviews of SML's operations, imposition of fines or compensation for civil damages, disciplinary measures, and even potential criminal proceedings. It is crucial for SML to comply with regulatory requirements and maintain accurate</p>	<p>SML should provide and keep the aforementioned documents as evidence in compliance with the Royal Decree of Microfinance Institutions.</p>

Legal issues	DFDL's opinion
<p>and up-to-date documentation as mandated by the relevant authorities.</p>	
<p>10. Employment contract DFDL reviewed the draft employment contract and found the following:</p> <p><u>Employer name</u> The name of SML has not been updated with the employer name to Simoung Express Loan Non Deposits Taking Microfinance Institutions Sole Co.,Ltd.</p> <p><u>Probation period</u> Clause 4 of the draft employment contract specifies a three-month probationary period. According to labor law, skilled workers are subject to a probation period of not more than 2 months, while laborers are subject to a probation period of not more than 1 month. Any probation period longer than the duration specified in the Labor Law is not applicable.</p> <p><u>Overtime</u> Clause 8.2 of the draft employment contract requires the Employee to work on weekends and public holidays; however, it does not specify the provision of overtime pay. Labor law stipulates the rate of overtime pay, and any failure to comply with labor laws may result in various consequences for the employer. These consequences may include review, warning, fines, temporary suspension, revocation of the business license, and civil compensation imposed through court proceedings.</p>	<p>SML should amend existing employment contracts to comply with labor law.</p>
<p>11. Regulations within employment In Lao PDR, labor laws mandate that all employers establish internal regulations to enforce labor laws. These internal regulations should also address specific provisions for the protection of employees in cases where the labor law does not provide for them. It is required that these internal regulations be accepted by the majority of employees or their representatives after internal consultation. Additionally, the Labor Administration Authority must approve these regulations, and such approval should be renewed every two years.</p> <p>DFDL is not subject to SML internal regulations without internal regulations. SML does not comply with labor laws and may be</p>	<p>SML should have internal regulations approved by the majority of employees/employee representatives and labor management bodies as required under labor law.</p>

Legal issues	DFDL's opinion
subject to review, warnings, fines, and business suspension. The withdrawal of business license and civil compensation imposed by court proceedings.	
12. Social security register DFDL has not obtained an SML Social Security Registration Certificate, which serves as proof of its registration with the Lao Social Security Organization. This registration is a requirement under both the Labor Law and the Social Security Law.	SML must provide a copy of the social security registration certificate.