

ALPHAXSET-2307-003

July 31, 2023

Subject: Notification of the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2023 via electronic media (E-EGM)

Attn: President

The Stock Exchange of Thailand

According to the Extraordinary General Meeting of Shareholders No. 1/2023 of Alpha Divisions Public Company Limited (“Company”) held on July 31, 2023 at 10:00 a.m. at No. 98 Attakawi Building 1, 5th floor, Soi Aree, Sukhumvit 26 Road, Klongton, Khlong Toei District, Bangkok. The Company organized the meeting through electronic means (E-Meeting) with 5 shareholders attending the meeting in person online, 36 shareholders by proxy, 7 shareholders online and 3 shareholders by online proxy, totaling 51 shareholders, 1,028,201,563 shares or 49.3401 percent of the total number of shares sold of the Company. According to the rules prescribed by law, the meeting considered the agenda and resolved to approve the important matters, which can be summarized as follows:

1. Resolved to approved the Minutes of the Annual General Meeting of Shareholders for the year 2023 held on April 28, 2023 with all details as proposed. with a majority vote of the shareholders who attended the meeting and voted as follows:

Shareholders' votes	Number (votes)	Percentage
Approved	1,028,201,563	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid	0	0.0000
	1,028,201,563	100.0000

Remark: In this agenda, there were 51 shareholders who registered at the beginning of the meeting. Number of shares 1,028,201,563 shares. Total of 51 shareholders attended the meeting in this agenda. Total shares were 1,028,201,563 shares.

2. Resolved to approved the reduction of the registered capital of the company in the amount of 5,369,013.75 baht from the original registered capital of 526,345,537.25 baht is the registered capital of 520,976,523.50 baht by canceling the unissued registered shares of the Company which is 21,476,055 ordinary shares with a par value of 0.25 baht per share which are shares remaining from the allocation to support the exercise of the warrants to purchase ordinary shares of the Company or (AlphaX-W4) that have expired Due to the Public Limited Companies Act B.E. 2535 (as amended), Section 136, stipulates that the company can issue shares to increase capital when all shares have been issued and all shares have been paid. Unless the unsold shares are shares that must be issued to accommodate the exercise of warrants to purchase shares. The Company

must cancel registered ordinary shares that have not been sold and are not reserved for the exercise of the Company's share warrants prior to the issuance of such additional shares. The Company plans to increase its registered capital as follows: (a) Issuance and offering of newly issued ordinary shares of the Company through private placement (Private Placement) which clearly determines the offering price (b) Issuing and offering new ordinary shares of the Company to the existing shareholders in proportion to the shareholding of each shareholder (Rights Offering). With details as proposed in all respects with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders is attending the meeting and having the right to vote are as follows:

Shareholders' votes	Number (votes)	Percentage
Approved	1,028,201,563	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid	0	0.0000
	1,028,201,563	100.0000

3. Resolved to approved to the amendment to clause 4 of the company's memorandum of association to be in line with the reduction of the company's registered capital as follows:

old

“Article 4. Registered capital of	526,345,537.25 baht (Five hundred and twenty-six million, three hundred and forty-five thousand, five hundred and thirty-seven bath twenty five satang)
Divided into	2,105,382,149 shares (Two billion, one hundred and five million, three hundred and eighty-two thousand, one hundred and forty-nine shares)
Par value	0.25 baht (twenty-five satang) per share.
Divided into ordinary shares	2,105,382,149 shares (Two billion, one hundred and five million, three hundred and eighty-two thousand, one hundred and forty-nine shares)
Preferred shares	- shares (- shares)”

Correct

“Article 4. Registered capital of	520,976,523.50 baht (Five hundred twenty million nine hundred seventy six thousand and five hundred twenty three baht fifty satang)
Divided into	2,083,906,094 shares (Two thousand eighty three million nine hundred six thousand and ninety four shares)
Par value	0.25 baht (twenty-five satang) per share.
Divided into	
ordinary shares	2,083,906,094 shares (Two thousand eighty three million nine hundred six thousand and ninety four shares)
Preferred shares	- shares (- shares)”

In this regard, the authorized director, who can sign to bind the company, or the person assigned by the authorized director to sign to bind the company, is authorized to sign the request or any document related to the registration of amendments to the company's memorandum of association and to apply for the registration of the amendment of the company's memorandum of association with the department of business development, ministry of commerce. They are also authorized to make amendments or changes to requests or statements in such documents relating to the registration of amendments to the company's memorandum of association that must be submitted to the department of business development, ministry of commerce, and to take any necessary action in connection with such action as deemed appropriate and to comply with the law regulations and the interpretation of relevant government agencies, including according to the advice or order of the registrar or officials. With details as proposed in all respects with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders is attending the meeting and having the right to vote are as follows:

Shareholders' votes	Number (votes)	Percentage
Approved	1,028,201,563	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid	0	0.0000
	1,028,201,563	100.0000

4. Resolved to approve the increase of the company's registered capital of 1,802,226,523.50 baht from the existing registered capital of 520,976,523.50 baht is the registered capital of 2,323,203,047.00 baht by issuing new ordinary shares in the amount not exceeding 7,208,906,094 shares with a par value of 0.25 baht per share to: (a) issuance and offering of newly issued ordinary shares of the Company; by offering for sale on a specific basis to specific persons (Private Placement). The offering price is clearly set and (b) issuing and offering the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding (Rights Offering) to be used as working capital. For business expansion through investments in various businesses both domestically and internationally according to the Company's business expansion plan Including for working capital, in order to increase liquidity and flexibility for the Company as well as helping 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. to create readiness for future investments according to the business strategy set out. With details as proposed in all respects with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who is attending the meeting and having the right to vote are as follows:

Shareholders' votes	Number (votes)	Percentage
Approved	1,027,821,053	99.9630.0000
Disapproved	380,510	0.0370.0000
Abstained	0	0.0000
Invalid	0	0.0000
	1,028,201,563	100.0000

5. Resolved to approved to the amendment to clause 4 of the company's memorandum of association to be in line with the increase of the company's registered capital as follows:

old

"Article 4. Registered capital of 520,976,523.50 baht
(Five hundred twenty million nine hundred seventy six thousand and five hundred twenty three baht fifty satang)

Divided into 2,083,906,094 shares
(Two thousand eighty three million nine hundred six thousand and ninety four shares)

Par value 0.25 baht (twenty-five satang) per share.

Divided into
ordinary shares 2,083,906,094 shares
(Two thousand eighty three million nine hundred six thousand and ninety four shares)

Preferred shares - shares (- shares)”

Correct

“Article 4. Registered capital of 2,323,203,047.00 baht
(Two billion, three hundred twenty-three million, two hundred three thousand, forty-seven)

Divided into 9,292,812,188 shares
(Nine billion, two hundred ninety-two million, eight hundred twelve thousand, one hundred eighty-eight shares)

Par value 0.25 baht (twenty-five satang) per share.

Divided into

Ordinary shares 9,292,812,188 shares
(Nine billion, two hundred ninety-two million, eight hundred twelve thousand, one hundred eighty-eight shares)

Preferred shares - shares (- shares)”

In this regard, the authorized director who is able to bind the company, or any person assigned by the authorized director to bind the company, is authorized to sign any documents related to the registration of amendments to the company's memorandum of association and to apply for registration of such amendments with the department of business development, ministry of commerce. This includes making any necessary amendments or changes to the requests or statements in such documents that are related to the registration of amendments to the company's memorandum of association and must be submitted to the department of business development, ministry of commerce. The authorized person also has the power to take any necessary actions deemed appropriate and comply with relevant laws and regulations, as well as interpret any advice or orders given by the registrar or government officials. With details as proposed in all respects with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who is attending the meeting and having the right to vote are as follows:

Shareholders' votes	Number (votes)	Percentage
Approved	1,027,821,053	99.9630.0000
Disapproved	380,510	0.0370.0000
Abstained	0	0.0000
Invalid	0	0.0000
	1,028,201,563	100.0000

6. Resolved to approve the allocation of newly issued ordinary shares of the Company as follows:

6.1 Allocate newly issued ordinary shares in the amount of not more than 2,562,500,000 shares at the par value of 0.25 baht per share by private placement (Private Placement) which may be allocated one time in full or in part and may be allocated at the same time or from time to time as follows, with the offering price clearly set. At the offering price of 1.13 baht per share (which is not lower than the subscription price of newly issued ordinary shares offered to the existing shareholders of the Company) as of

- (a) Allocation of newly issued ordinary shares in the amount of 1,100,000,000 shares to Mr.Ekaphanh Phapithack with a total value of 1,243,000,000 baht.
- (b) Allocation of newly issued ordinary shares in the amount of 1,100,000,000 shares to Mr.Manat Piyatrueng with a total value of 1,243,000,000 baht.
- (c) Allocation of newly issued ordinary shares in the amount of 300,000,000 shares to Dr.Vivat Kittiphongkosol with a total value of 339,000,000 baht.
- (d) Allocation of newly issued ordinary shares in the amount of 25,000,000 shares to Miss Yanee Jirapapakarn with a total value of 28,250,000 baht.
- (e) Allocation of newly issued ordinary shares in the amount of 20,000,000 shares to Mr.Thepparit Suknaruelah with a total value of 22,600,000 baht.
- (f) Allocation of newly issued ordinary shares in the amount of 17,500,000 shares to Mr.Kawin Suknaruelah with a total value of 19,775,000 baht.

Persons who will be allocated new ordinary shares issued to specific investors (Private Placement) by setting the offering price at clear this time be an investor who has a stable financial position and has the potential to invest in the company as well as having knowledge, competency, experience, or potential in being beneficial or supporting the company's operations.

However, the allocation of newly issued ordinary shares to Mr.Ekaphanh Phapithack is considered a transaction with a connected person. According to the Notification of the Capital Market Supervisory Board No. Torjor. 21/2551 dated November 19, 2003 (including amendments) (collectively referred to as the “Connected Transaction Notifications”) for Mr.Ekaphanh Phapithack may be nominated as a director and/or executive of the company. When calculating the size of the transaction according to the Notifications on Connected Transactions, the value of the transaction is equal to 100.48, respectively, of the net tangible assets of the company as of March,31 2023. With details as proposed in all respects with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders is attending the meeting and having the right to vote are as follows:

Shareholders' votes	Number (votes)	Percentage
Approved	1,027,821,053	99.9630.0000
Disapproved	380,510	0.0370.0000
Abstained	0	0.0000
Invalid	0	0.0000
	1,028,201,563	100.0000

6.2 Approved the allocation of newly issued ordinary shares of the Company in the amount 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) after the private placement of the newly issued ordinary shares of the Company to Private placement according to the agenda 6.1 completed 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 shall be discarded. However, shareholders may oversubscribe for newly issued ordinary shares (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. All rights have been completed only and the offering price of newly issued ordinary shares is set at a price of 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 according to the notification of the capital market supervisory board no. Tojor. 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 articles of association currently, Non-Thai nationals are allowed to hold shares in the company not exceeding 49 percent of the total number of shares sold of the company.

With details as proposed in all respects with a majority vote of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Shareholders' votes	Number (votes)	Percentage
Approved	1,027,821,053	99.9630.0000
Disapproved	380,510	0.0370.0000
Abstained	0	0.0000
Invalid	0	0.0000
	1,028,201,563	100.0000

7. Resolved to approve the acquisition of assets by purchasing 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 kip per share which currently operates a secured retail loan business in Lao PDR from the former shareholder of SML who is a connected person of the Company. at a trading price of approximately 19.00 baht per share which represents 100 percent of the registered capital of SML with a total transaction value of 190,000,000 baht ("Investment Transaction in SML"). enter into a 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, entering into an investment transaction in SML is 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. Amendment) (" Public Company Act"). With details as proposed in all respects. with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote. without counting the votes of the shareholders who have interests as follows:

Shareholders' votes	Number (votes)	Percentage
Approved	1,027,821,053	99.9630.0000
Disapproved	380,510	0.0370.0000
Abstained	0	0.0000
Invalid	0	0.0000
	1,028,201,563	100.0000

Please be informed accordingly

Sincerely yours,

ALPHA DIVISIONS PUBLIC COMPANY LIMITED

(Mr.Teera Chutivarapon)

CHIEF EXECUTIVE OFFICER