

ALPHAXSET-2502-004

February 28,2025

Subject: Notification of Information Disclosure Regarding a Connected Transaction: Receipt of Financial Assistance

To: President

The Stock Exchange of Thailand

As per the resolution of the Board of Directors No. 1/2025 of Alpha Divisions Public Company Limited (“the Company”) held on February 28, 2025, the Board approved Mahathun Leasing Public Company Limited (“MHTL”), an indirect subsidiary of the Company, to receive financial assistance from a connected entity. This financial assistance is intended to be used as working capital to support business expansion. Joint Development Bank Limited (“JDB”), whose ultimate shareholder is Mr. Ekaphanh Phaphithack, jointly with the Company, will provide MHTL with a loan under a Loan Agreement framework. The loan terms are as follows: **Loan amount:** 7,000 million Lao Kip, equivalent to approximately 10.86 million Thai Baht (based on the exchange rate of 644.75 Baht/Kip as of 24 February 2025) with the Interest rate of 12% per annum and 1 year term loan.

This transaction constitutes a connected transaction in the category of financial assistance, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure and Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003.

Details of the transaction are as follows:

1. Date of Transaction

Within March 2025

2. Parties Involved

Recipient of Financial Assistance	:	Mahathun Leasing Public Company Limited (“MHTL”).
Provider of Financial Assistance	:	Joint Development Bank Limited (“JDB”), registered in the Lao People's Democratic Republic (Lao PDR).
Relationship with the Company	:	MHTL and JDB share the same ultimate shareholder, Mr. Ekaphanh Phaphithack.

3. General Description of the Transaction

Type of Transaction	:	Receipt of Financial Assistance
Transaction Details	:	JDB will provide MHTL with a loan under a Loan Agreement, with the following loan amounts: <ul style="list-style-type: none"> • 7,000 million Lao Kip, equivalent to approximately 10.86 million Thai Baht (based on the exchange rate of 644.75 Baht/Kip as of 24 February 2025)
Purpose of the Transaction	:	Intended for working capital and business expansion.
Fees and Interest Rate	:	<ul style="list-style-type: none"> • Loan Approval Fee: 2% of the loan amount, equivalent to 140.00 million Lao Kip or approximately 0.22 million Thai Baht (based on the exchange rate of 644.75 Baht/Kip as of 24 February 2025). • Risk Assessment Fee: 1.5% of the loan amount, equivalent to 105.00 million Lao Kip or approximately 0.16 million Thai Baht (based on the exchange rate of 644.75 Baht/Kip as of 24 February 2025). • Interest Rate: 12% per annum, equivalent to 840.00 million Lao Kip or approximately 1.30 million Thai Baht (based on the exchange rate of 644.75 Baht/Kip as of 24 February 2025).
Principal Repayment Terms	:	Principal repayment is due at the end of the contract term.
Interest Payment Terms	:	Interest payments are due monthly.
Contract Term	:	1 Year

4. Total Value and criteria used to determine the total transaction value

Total Value of Transaction		
Total Value of the Transaction	:	The terms and conditions outlined in the loan agreement are reasonable and comparable to typical loan agreements in the same industry.
Transaction Size Calculation	:	<p>The fees and interest rate are 1,085.00 million Lao Kip, equivalent to 1.68 million Thai Baht (based on the exchange rate of 644.75 Baht/Kip as of 24 February 2025).</p> <p>When combined with other connected transactions the company has entered into with the related entity in the 6 months prior to the agreement, including transactions with JDB, the total transaction size accounting for 0.06% of the Net Tangible Assets (NTA) as calculated from the company's audited consolidated financial statements as of December 31, 2024.</p>

	<p>Value of transaction / Value of net tangible assets</p> <p>= $\frac{3.22 \times 100}{5,480.16}$</p> <p>= 0.06% of NTA</p> <p>The transaction is classified as a medium-sized transaction, exceeding 0.03% but not exceeding 3% of net tangible assets, which requires approval from the Board of Director and disclosure to the Stock Exchange of Thailand.</p>
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5. Details of Connected Parties

- 5.1 Mr. Ekaphanh Phaphithack holds 23.68% of shares in ALPHAX as of October 2, 2024, and holds the position of Chairman and Authorized Director of ALPHAX.
- 5.2 Mr. Ekaphanh Phaphithack is the 100% major shareholder of SMG Group Sole, Lao (“SMG”), which in turn holds 100% of shares in JDB (i.e., Mr. Ekaphanh Phaphithack is an indirect shareholder in JDB).
- 5.3 Mahathun Holding Company Limited (“MHTH”) is the major shareholder with 67.72% of shares in Mahathun Leasing Public Company Limited (“MHTL”), in which ALPHAX holds 76.78% of shares in MHTH (i.e., ALPHAX is an indirect shareholder in MHTL).

6. Rationale and Necessities for the Transaction

MHTL, an indirect subsidiary of the Company, intends to use the funds for business expansion, as well as for working capital to support future growth.

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

The Board of Directors of the Company has considered the reasons and necessity for entering into the transaction and has resolved to approve the receipt of financial assistance. This transaction is deemed reasonable and beneficial to the operations of MHTL, which is an indirect subsidiary of the Company. By entering into this transaction, MHTL will have sufficient working capital to support its future business expansion.

8. Opinion of the Audit Committee Member and/or Directors that are different from that of the Board of Director

-None-

Please be informed accordingly

Sincerely yours,

ALPHA DIVISIONS PUBLIC COMPANY LIMITED

(Mr. Kumpon Suangburanakul)

CHIEF EXECUTIVE OFFICER