

No. 034/2019

27 January 2020

Subject: Notification of the Significant Resolutions of the Board of Director's Meeting and Scheduling for Extraordinary General Meeting of Shareholders No. 1/2020 (Amendment No.2)

To: President  
The Stock Exchange of Thailand

Enclosure:

1. Information Memorandum on the Acquisition of Assets and the Connected Transaction, the Purchase of Tonson Development Company Limited's Ordinary Shares
2. Capital Increase Report Form (F53 - 4)

Asset Five Group Public Company Limited ("the Company") would like to inform significant resolutions of Board of Directors' Meeting No. 7/2019 held on 13 December 2019 as follows:

1. Approved the Company to enter into the purchase of ordinary shares of Tonson Development Company Limited ("TONSON") from Trillionaire Holding Company Limited for 1,472,500 ordinary shares with a par value of 100 Baht per share, equivalent to 47.50 percent of total paid-up and issued shares of TONSON at a price of no more than 220,000,000 Baht, which The Company will pay in cash.
2. Approved the Company to provide a loan to TONSON in proportion to its shareholding in an amount not exceeding 70 Million Baht at an interest rate of 8% per annum in order to be used as a reserve fund for the development of Tonson One Residence Project.
3. Approve the appointment of Silom Advisory Company Limited to be an independent financial advisor to provide an opinion on Acquisition of Assets Transactions and Connected Transactions of the Company.
4. Approved the decrease of the Company's registered capital for 561,500,000 Baht from 1,123,000,000 Baht to 561,500,000 Baht by reduction of par value of the share from 1.00 Baht each to 0.50 Baht each. The reduction will result the registered and paid-up capital to decrease from 1,123,000,000 Baht to 561,500,000 Baht and offsetting shares discounts on common shares and partial of deficit while the

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number of shares still remain at 1,123,000,000, and the amendment to Article 4 of the Memorandum of Association to be in line with the decrease of the Company's registered capital. The details are as follows:

"Article 4 Registered Capital of 561,500,000 Baht (Five hundred and sixty-one million five hundred thousand Baht)

Divided into 1,123,000,000 Shares (One thousand one hundred twenty three million shares)

With a par value of 0.50 Baht (Fifty Satang)

Categorized into

Ordinary shares 1,123,000,000 Shares (One thousand one hundred twenty three million shares)

Preferred shares - Shares (- shares)"

5. Approved the increase of the Company's registered capital for 100,000,000 Baht to 661,500,000 Baht by issuing 200,000,000 newly issued ordinary shares, with a par value of 0.50 Baht per share for the allotment of newly issued ordinary shares to the existing shareholders by way of Rights Offering and the amendment to Article 4 in the Memorandum of Association to be in line with the increase of the Company's registered capital. The details are as follows:

"Article 4 Registered Capital of 661,500,000 Baht (Six hundred and sixty-one million five hundred thousand Baht)

Divided into 1,323,000,000 Shares (One thousand three hundred twenty three million shares)

With a par value of 0.50 Baht (Fifty Satang)

Categorized into

Ordinary shares 1,323,000,000 Shares (One thousand three hundred twenty three million shares)

Preferred shares - Shares (- shares)"

6. Approved to allot newly issued ordinary shares of not exceeding 200,000,000 shares with Par Value of 0.50 Baht per share to the existing shareholders by way of Rights Offering, with the details of allotment as below;
  - 6.1 Offering at the price of 1.00 Baht per share and the Board of Directors will determine the ratio of subscription for new ordinary shares, date for fixing the names of the shareholders who have the right to subscribe for newly issued ordinary shares (Record Date), Subscription and payment dates , and any other details later.
  - 6.2 Any unsubscribed shares from the subscription of the existing shareholders by way of Rights Offering (Unsubscribed Shares) will be re-allotted to the shareholders who wish to subscribe such Unsubscribed Shares in excess of their entitlement in proportion to their shareholding at the same offering price.
  - 6.3 In the case that the existing shareholders oversubscribe in excess of their rights for the number of shares less than the unsubscribed shares, the unsubscribed/remaining shares shall be allotted to the existing shareholders who oversubscribe for the shares exceeding the share amount and fully pay for the amount specified in their subscription forms.
  - 6.4 In the case that the existing shareholders oversubscribe in excess of their rights for the number of shares more than the unsubscribed shares, the unsubscribed/remaining shares shall be allotted in proportion of each existing shareholder who oversubscribes. The above allotment process shall be repeated until there are no leftover shares available.

In any cases, the allotment of newly issued shares by way of Excess Rights shall not cause any of the Company's shareholders who subscribe to the new shares in excess of their entitlement to violate the restriction of foreign shareholding as provided in the Company's Articles of Association, which specifies that foreign shareholders may not hold shares in the Company in excess of 49% of the total issued shares.

(For details please see Capital Increase Report Form Enclosure No. 2)

7. Acknowledged the resignation of Mr. Titawat Kuvijitsuwan from a Director of the Company, which will be effective from 1 January 2020 onward.
8. Approved to change the authorized directors. The details are as follows:

Original

"Mr. Kriangkrai Siravanichkan and Mr. Supachoke Panchasarp jointly sign and affix the company's seal."

**Amendment**

“Mr. Kriangkrai Siravanichkan Mr. Supachoke Panchasarp and Mr. Yongkiat Sirivajanankun with 2 of these 3 Directors jointly sign and affix the company's seal.”

9. Approved the determination of the date of convening of the EGM 1/2020 on 13 February 2020 at 10:00 A.M., at Ascott I&II Room, G Floor, Ascott Sathorn Bangkok Hotel, No. 7 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok 10120 with the agenda items listed as follows:

Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2019;

Agenda 2 To consider and approve the Company to enter into the purchase of ordinary shares of Tonson Development Company Limited;

Agenda 3 To consider and approve the decrease of the Company's registered capital by reduction of par value of the share and offsetting shares discounts on common shares and partial of deficit and the amendment to clause 4 of the memorandum of association to be in line with the decrease of the Company's registered capital;

Agenda 4 To consider and approve the increase of the Company's registered capital and the amendment to Clause 4 in the memorandum of association to be in line with the increase of the Company's registered capital;

Agenda 5 To consider and approve the allotment of newly issued ordinary shares of not exceeding 200,000,000 shares with Par Value of 0.50 Baht per share to the existing shareholders by way of Rights Offering;

Agenda 6 Other matters (if any).

Remark: In the consideration of Agenda No. 2, if the agenda item is not approved, Agenda No.4 and 5 will not be considered.

10. Approved to determine the date for fixing the names of Shareholders who shall be entitled to attend the EGM No. 1/2020 (Record Date) on 2 January 2020

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Please be informed accordingly.

Sincerely yours,

**Asset Five Group Public Company Limited**

Signed

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(Mr. Kriangkrai Siravanichkan)  
Chairman of the Board of Directors

**Information Memorandum on the Acquisition of Assets and the Connected Transaction,  
the Purchase of Tonson Development Company Limited's Ordinary Shares**

The Board of Directors' Meeting No. 7/2019 of Asset Five Group Public Company Limited ("the Company") held on 13 December 2019 passed resolution to enter into the purchase of ordinary shares of Tonson Development Company Limited ("TONSON") from Trillionaire Holding Company Limited ("TRILLIONAIRE") for 1,472,500 ordinary shares with a par value of 100 Baht per share, equivalent to 47.50 percent of total paid-up and issued shares of TONSON at a price of no more than 220,000,000 Baht, which The Company will pay in cash and to provide a loan to TONSON in proportion to its shareholding in an amount not exceeding 70 Million Baht at an interest rate of 8% per annum in order to be used as a reserve fund for the development of Tonson One Residence Condominium Project

According to the Board of Directors' Meeting held on 14 May 2019 approved in principle the purchase of the mentioned shares at a price of 147,250,000 Baht as proposed by Mr. Supachoke Panchasarp with the condition that the process must be completed by 31 December 2019, the Board of Directors is an opinion that TONSON is still in the process of applying for significant licenses to operate the project. Therefore, this investment has risks. In order to reduce the risk, the condition precedents of the investment has been set prior to entering into the investment that TONSON must obtain approval for the Environmental Impact Assessment Report (EIA) and the construction permit. Thus, the Board of Directors negotiated with Mr. Supachoke Panchasarp in the preceding conditions and have concluded the purchase price of shares not exceeding 220,000,000 Baht.

Entering into the transaction is considered as the acquisition of assets transaction according to the Notification of the Capital Market Supervisory Board No. Tor Jor 20/2551 Re: Rule of Significant Transaction Constituting an Acquisition or Disposal of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (as amended) ("**Notification of Acquisition or Disposal of Assets**") and also considered as the connected transaction according to the Notification of the Capital Market Supervisory Board No. Tor Jor 21/2551 Re: Rules on Connected Transaction and the Notification of the Office of the Securities and Exchange Commission Re: Disclosure of Information and Other Acts of Listed Company Concerning the Connected Transactions, B.E. 2546 (2003) (as amended) ("**Notification of Connected Transaction**")

The significant details of the transaction are stated below:

**1. Date of the transaction**

After obtaining approval for the Environmental Impact Assessment Report (EIA) and the construction permit, which the purchase of the shares is expected to be completed within April 2020.

**2. The parties involved and relationship with the Company**

Buyer :	Asset Five Group Public Company Limited
Seller :	Trillionaire Holding Company Limited
Relationship with the Company :	Mr. Supachoke Panchasarp, a Director and a shareholders of TRILLIONAIRE, hold 99.99 percent of TRILLIONAIRE's paid-up capital and serving a Director, a management, and a major shareholder of the Company

**3. General Characteristics and Size of the Transaction**

**3.1 General Characteristics of the Transaction**

The Company enters into the purchase of ordinary shares of TONSON from TRILLIONAIRE for 1,472,500 ordinary shares with a par value of 100 Baht per share, equivalent to 47.50 percent of total paid-up and issued shares of TONSON at a price of no more than 220,000,000 Baht.

**3.2 Types of the transaction**

The purchase of ordinary shares of TONSON is considered as the acquisition of assets transaction according to the Notification of Acquisition or Disposal of Assets with value of transaction size of 28.11 percent calculated based on value of net tangible asset basis, compared to the Company's net total assets from consolidated financial statement as of 30 September 2019, considered as the Acquisition Transaction Type 2: Transaction size is equal to or higher than 15% ,but less than 50%.

Since Mr. Supachoke Panchasarp, a Director and a shareholders of TRILLIONAIRE, serves as a Director, a managements of the Company and subsidiaries, the purchase of ordinary shares of TONSON is considered as the connected transaction according to the Notification of Connected Transaction, which is the maximum size of the calculation is higher than 20,000,000 Baht.

Thus, the Company is required to prepare report and disclosure relevance information according to the Notification of Acquisition or Disposal of Assets and the Notification of Connected Transaction to the Stock

Exchange of Thailand (“SET”) and is required to propose for approval of entering into the connected transaction from the Shareholders’ Meeting with the vote of not less than 3/4 of the number of shareholders who attend the meeting and have the right to vote, excluding the shareholders with vested interests.

### 3.3 Size of the transaction

#### Net Tangible Assets Table

Unit : Million Baht

Financial Information	The Company <sup>1</sup>	TONSON <sup>2</sup>
Total assets	1,760.67	1,110.68
<u>Deduct</u> Intangible asset	1.75	-
<u>Deduct</u> Total liabilities	1,239.94	809.93
<u>Deduct</u> Non-controlling interest	10.78	-
Net Tangible Asset (NTA)	508.20	300.76

**Remark:** <sup>1</sup> The Company's consolidated financial statements ended on 30 September 2019

<sup>2</sup> TONSON's unaudited consolidated financial statements prepared by management ended on 9 September 2019

#### Details of the calculation of the size of transaction

1. Criteria on Net Tangible Asset

$$\begin{aligned} &= \frac{\text{Percentage of Net Tangible Asset of TONSON in accordance with acquired proportion}}{\text{Net Tangible Asset of the Company}} \\ &= \frac{((47.50 / 100) \times 300.76) / 508.20}{28.11\%} \end{aligned}$$

2. Criteria on Total Value of the Consideration

$$\begin{aligned} &= \frac{\text{Total value of the consideration paid}}{\text{Total assets of the Company}} \\ &= \frac{290.00}{1,760.67} \\ &= 16.47\% \end{aligned}$$

3. Criteria on the value of shares issued for payment of assets

The size of transaction could not be calculated since there is offering of newly issued share in return.

4. Criteria on net profit from operation

The size of transaction could not be calculated since TONSON has a loss in operation.



Summary of the calculation of the size of transaction

Criteria	Size of transaction
1. Criteria on Net Tangible Asset	28.11%
2. Criteria on Total Value of the Consideration	16.47%
3. Criteria on the value of shares issued for payment of assets	-
4. Criteria on net profit from operation	-
<b>Maximune size of transaction</b>	<b>28.11%</b>

4. Details of the acquired assets

The 1,472,500 ordinary shares of TONSON with a par value of 100 Baht per share, equivalent to 47.50 percent of total paid-up and issued shares of TONSON. At the present, TONSON develops a high-rise condominium project named Tonson One Residence

Summary of information of TONSON

1) Tonson Development Company Limited

**Registration:** 3 March 2018

**Location:** 349 SJ Infinite I Business Complex, Unit 1901, 19<sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok\*

**Remark:** \* TONSON and the Company have the same address because the Company has determined guidelines for eliminating conflicts of interest that the Company will enter into the acquisition of TONSON's ordinary shares. In the case of completion of the said transaction, the Company will be a group B shareholder who takes care of accounting and finance. Therefore, the Company determine the address suitable for the shareholders who will take care of that matter, which does not use the Company's resources and since the project has just currently started. The responsibility at the beginning of the project is mainly the responsibility of the group A shareholders, who takes care of accounting and finance before the purchase of TONSON's ordinary shares, construction, procurement, design, marketing and sales, in which hires a specialist to perform various tasks such as hiring CBRE to sell the condominium units of the project, etc. However, after entering the transaction if there is a connected transaction the Company will disclose information in the financial statements and Annual Information Disclosure Form (Form 56-1) according to specified criteria.

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- Board of Directors: 1. Mr. Supachoke Panchasarp (group B shareholder)  
 2. Mr. Titiwat Kuvijitsuwan (group A shareholder)  
 3. Mr. Daniel Kwan Kin Yu (group A shareholder)

Authorized signatory: Two directors jointly sign

Latest list of shareholders

Name	Shares	% of Paid-up capital
<b>Group A Shareholder</b>		
1. Granking Company Limited*	775,000	25.00%
2. Mr. Titiwat Kuvijitsuwan	387,500	12.50%
3. Mr. Wanniwat Kitireanglarp	387,500	12.50%
<b>Group B Shareholder</b>		
4. Trillionaire Holding Company Limited	1,472,500	47.50%
5. Mr. Tan chin Kwang Johnson	77,500	2.50%
<b>Total</b>	<b>3,100,000</b>	<b>100.00%</b>

Remark : \* List of Granking Company Limited's shareholders as of ณ 17 June 2019

No.	Name	% of Paid-up capital
1	Mr. Yu Chi Ming Gabriel	50.00
2	Ms. Chan Lai Ngor Teresa	50.00
<b>Total</b>		<b>100.00</b>

Board of Directors: (1) Ms. Chan Lai Ngor Teresa (2) Mr. Yu Chi Ming Gabriel (3)  
 Mr. Yu Kwan Kin Daniel

Registered capital: 310,000,000 Baht consisted of 3,100,000 ordinary shares with a par value of 100 Baht

Paid-up capital: 310,000,000 Baht consisted of 3,100,000 ordinary shares with a par value of 100 Baht

Business: Real estate developer

Financial Statement: Financial position and operating performance of TONSON are as follows:

Statements of Financial Position

Unit : Baht

Items	Unaudited	Audited
	30 September 2019	31 December 2018
Assets		
Current assets		

Items	Unaudited	Audited
	30 September 2019	31 December 2018
Cash and cash equivalents	71,454,395	9,241,183
Trade and other current receivables	2,243,457	7,703
Cost of property development project	1,036,978,929	987,803,193
<b>Total current assets</b>	<b>1,110,676,781</b>	<b>997,052,079</b>
Non-current assets		
Other non-current assets	5,500	5,500
<b>Total non-current assets</b>	<b>5,500</b>	<b>5,500</b>
<b>Total assets</b>	<b>1,110,682,281</b>	<b>997,057,579</b>
Current liabilities		
Trade and other current receivables	-	592,958
Short-term borrowings from related parties*	40,076,102	10,001,402
Unearned revenue	90,054,465	-
Accrued interest - director loan	1,288,080	-
Accrued expenses	1,507,353	-
Other current liabilities	-	-
<b>Total current liabilities</b>	<b>132,926,001</b>	<b>10,594,360</b>
Non-current liabilities		
Long-term borrowings from financial institution	677,000,000	677,000,000
<b>Total non-current liabilities</b>	<b>677,000,000</b>	<b>677,000,000</b>
<b>Total liabilities</b>	<b>809,926,001</b>	<b>687,594,360</b>
Shareholders' equity		
Share capital		
Registered 3,100,000 ordinary shares of 100 Baht Each	310,000,000	310,000,000
Issued and paid-up 3,100,000 ordinary shares of 100 Baht Each	310,000,000	310,000,000
Retained earnings		
Unappropriated	(9,243,720)	(536,781)

Items	Unaudited	Audited
	30 September 2019	31 December 2018
Total shareholders' equity	300,756,280	309,463,219
Total liabilities and shareholders' equity	1,110,682,281	997,057,579

**Remark** : \* Short-term borrowings from related parties are comprised of:

Creditor	Principal outstanding	Interest rate per year	Accrued interest	Maturity
Mr. Supachoke Panchasarp	19,000,000.00	8%	610,082.19	Upon inquiry
Granking Company Limited	10,076,102.26	8%	324,792.64	Upon inquiry
Mr. Titiwat Kuvijitsuwan	5,000,000.00	8%	160,547.95	Upon inquiry
Mr. Wanniwat Kitireanglarp	5,000,000.00	8%	160,547.95	Upon inquiry
Mr. Tan Chin Kwang Johnson	1,000,000.00	8%	32,109.59	Upon inquiry
<b>Total</b>	<b>40,076,102.26</b>		<b>1,288,080.31</b>	

Statement of Comprehensive Income

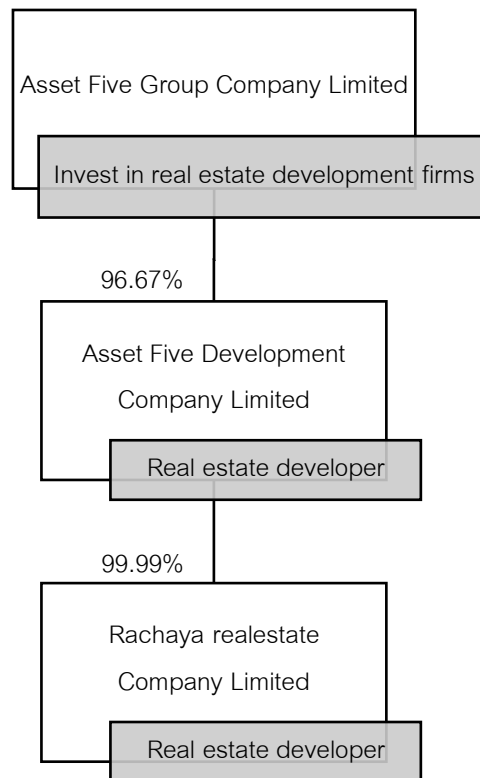
รายการ	Unaudited	Audited
	9 months of 2019	2018
Revenues		
Interest income	20,424	20,321
<b>Total revenues</b>	<b>20,424</b>	<b>20,321</b>
Expenses		
Distribution costs and Administrative expenses	7,439,283	557,102
<b>Total expenses</b>	<b>7,439,283</b>	<b>557,102</b>
<b>Profit (Loss) before finance costs &amp; income tax expense</b>	<b>(7,418,859)</b>	<b>(536,781)</b>
Finance costs	(1,288,080)	-
<b>Profit (Loss) before income tax expenses</b>	<b>(8,706,939)</b>	<b>(536,781)</b>
Tax (expense) income	-	-
<b>Profit (Loss) for the period</b>	<b>(8,706,939)</b>	<b>(536,781)</b>

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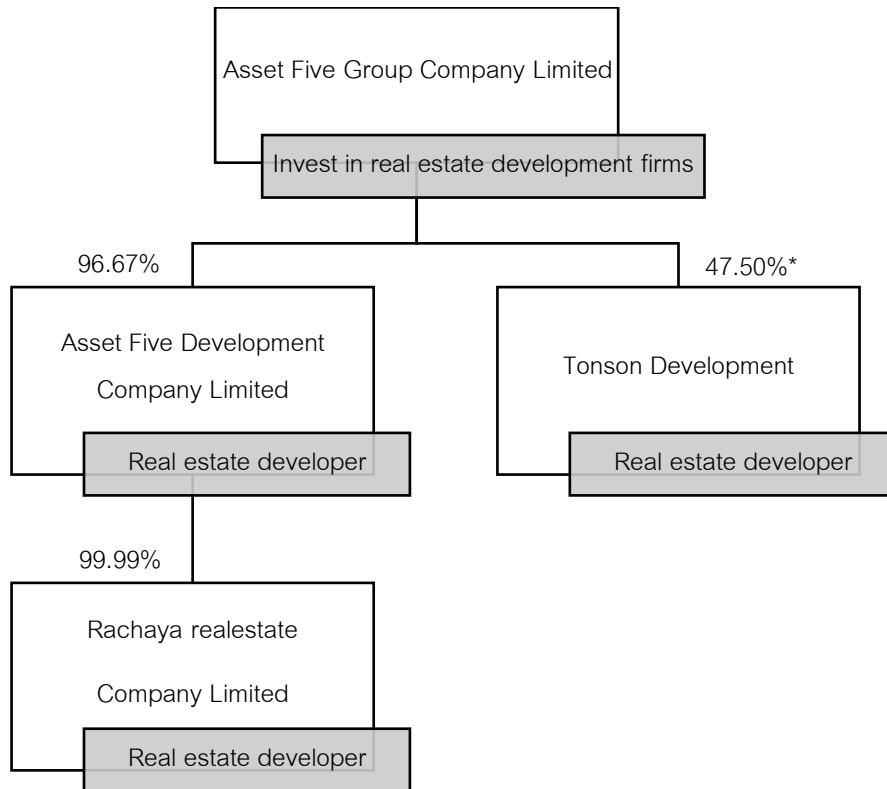
Shareholding structure in the TONSON before and after purchase the ordinary shares of TONSON from TRILLIONAIRE

No.	List of Shareholders	Before capital increase Register		Present		After entering into the transaction	
		Shares	%	Shares	%	Shares	%
1	Mr. Supachoke Panchasarp	5,000	50.00	-	-	-	-
2	Trillionaire Holding Company Limited	-	-	1,472,500	47.50		
3	Asset Five Group Company Limited	-	-	-	-	1,472,500	47.50
4	Granking Company Limited	2,500	25.00	775,000	25.00	775,000	25.00
5	Mr. Titiwat Kuvijitsuwan	1,250	12.50	387,500	12.50	387,500	12.50
6	Mr. Wanniwat Kitireanglarp	1,250	12.50	387,500	12.50	387,500	12.50
7	Mr. Tan chin Kwang Johnson	-	-	77,500	2.50	77,500	2.50
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>	<b>3,100,000</b>	<b>100.00</b>	<b>3,100,000</b>	<b>100.00</b>

Shareholding structure in the Company before the purchase of ordinary shares of TONSON from TRILLIONAIRE



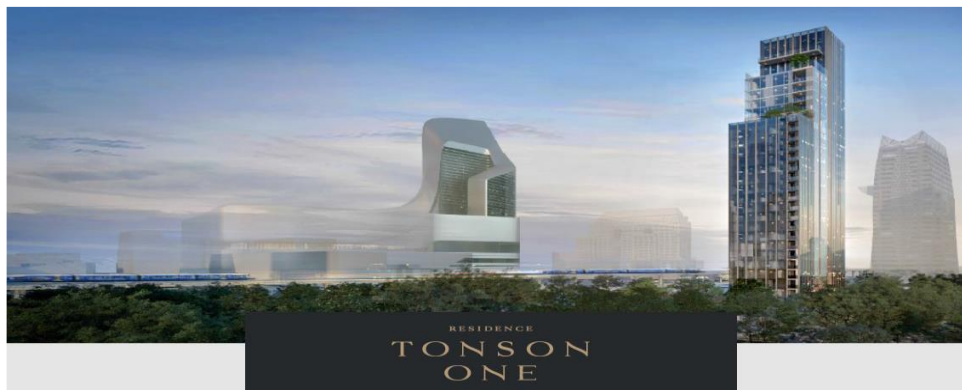
Shareholding structure in the Company after the purchase of ordinary shares of TONSON from TRILLIONAIRE



\* **Remark:** The shareholders of TONSON after the purchase of ordinary shares from TRILLIONAIRE are not considered a person who having conflict of interest according to Notification of Capital Market Supervisory Board Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended).

TONSON is a real estate development company which has a high-rise condominium project with the project details as follows.

Details of the Tonson One Residence Condominium Project are summarized as follows:



Details of Tonson One Residence Condominium Project	
Project area	0-3-85.3 Rais
Project Location	
Project type	29-story Super Luxury condominium
Grand opening	9 June 2019
Project Highlights	The project is located in Soi Tonson opposite Central Chidlom, only 150 meters away from Chidlom BTS Station, and one of Bangkok's rarest freehold areas.
Room layout	1 Bedroom for 38 units (28 units booked and 28 unit contracted) 2 Bedroom for 37 units (26 units booked and 25 unit contracted) Penthouse for 5 units (3 units booked)
Facilities	Fitness center, sky swimming pool, common garden, 24 hour security, key card entry system, private passenger lifts and automatic parking systems, etc.
Project value	Approximately 2,850 Million Baht

**Remark** : Data as of 9 December 2019

Room layout classified by type

Type	Total Unit	Value (Million Baht)	Reserved Unit	Contracted Unit	Contract Value (Million Baht)	Expected date of ownership transfer
1 Bedroom	38	704.08	33	28	572.95	31 March 2023
2 Bedroom	37	1,491.72	29	25	951.98	
Penthouse	5	654.20	3	-	-	
<b>Total</b>	<b>80</b>	<b>2,850.00</b>	<b>65</b>	<b>53</b>	<b>1,524.93</b>	

5. Total value of consideration

The Company will pay for 1,472,500 ordinary shares with a par value of 100 Baht per share, equivalent to 47.50 percent of total paid-up and issued shares of TONSON at a price of no more than 220,000,000 Baht. The Company will pay in cash by relying on the source of funds from the company's working capital, borrowing from financial institutions, and the issuance of new ordinary shares for the Company.

6. Value of acquired assets

The purchasing price of TONSON's ordinary shares from TRILLIONAIRE is 220,000,000 Baht, which based on the valuation of Tonson One Residence Condominium Project by calculating the residual method of land based on Property Appraisal Report No. 3235/2562, dated 25 September 2019, by Advanced Appraisal Company Limited, valued at 1,195,200,000 Baht and then adjust the book value, which would obtain the fair value of TONSON equal to 491,880,190 Baht. When comparing to the proportion of TRILLIONAIRE's shares at 47.50 percent, the value is equal to 233,643,090 Baht.

Details of calculation of value of assets acquired are as followed;

Details of Adjusted Book Value Method are as followed;

Item	Baht
Appraisal price of Advanced Appraisal Company Limited	1,195,200,000.00
Book Value as of 31 December 2018	967,178,787.50
Difference between Book Value and Appraisal Price	228,021,212.50
Deferred Income Tax (20%)	45,604,242.50

Details of the Fair Valuation of TONSON's ordinary shares

Tonson Development Company Limited		
Items	As of 31 December 2018	Unit
Total Assets	997,057,579.43	Baht
Total Liabilities	687,594,359.98	Baht
Owner's Equity	309,463,219.45	Baht
Difference between Book Value and Appraisal Price	228,021,212.50	Baht
Deferred Income Tax Adjustment	(45,604,242.50)	Baht
Fair value of ordinary shares	491,880,189.45	Baht
<u>Divide</u> Number of issued and paid-up ordinary shares	3,100,000	Share



Tonson Development Company Limited		
Items	As of 31 December 2018	Unit
Value of TONSON per share	158.67	Baht
Value of ordinary shares held by TRILLIONAIRE	233,643,089.99	Baht

In addition, Advanced Appraisal Company Limited is a property valuer company approved by the Securities and Exchange Commission.

Working capital for project construction would come from loans from financial institutions, payment from reservation, payment for installments. Based on cash flow projections, the mentioned capital is sufficient. However, there may be situations that cause short-term negative cash flows, for example, if the company wants to accelerate the construction or customers pay the installments late or sales are not in accordance with the estimate, the Company will provide a loan to TONSON in proportion to its shareholding at the interest rate of 8 percent per annum, not exceeding 50 million baht

After entering into the transaction, the Company will immediately give a loan to TONSON approximately 20 Million Baht for TONSON to repay the loan from Mr. Supachoke Panchasarp, totaling a loan not exceeding 70 Million Baht from TONSON.

**7. Criteria used to determine the value of consideration**

The present value of the cash flow generated by the projects' operation.

**8. Benefits that the Company expects to receive**

- (1) Profits from sales of condominium units from Tonson One Residence
- (2) The Company could elimination conflicts of interest that may occur between Mr. Supachoke Panchasarp and the Company.
- (3) Building a reputation for the Company as a developer of condominium projects, which has a high unit price and located in the center of the city

**9. Source of funds used to acquire assets**

The Company will use working capital, borrowing from financial institutions, and the issuance of new ordinary shares of the Company.

Currently, the Company is in the process of requesting a loan from a financial institution. When the result of the consideration is known, the number of new ordinary shares to be offered and issued would be determined. The reserve funds for TONSON's loans will come from the Company's working capital.

Source of funds	Expected amount of funds (Million Baht)	Expected Schedule
The Company's working capital	0.00-40.00	At once
Loan from a financial institution	0.00-220.00	Within 31 March 2020
Issuance of new ordinary shares	0.00-200.00	Within 31 May 2020

#### 10. Terms of entering into the transaction

- (1) Entering into the transaction requires approval from the Shareholders' Meeting with the vote of not less than 3/4 of the number of shareholders who attend the meeting and have the right to vote, excluding the shareholders with vested interests.
- (2) TONSON must obtain approval for the Environmental Impact Assessment Report (EIA) and the construction permit prior to the purchase of the ordinary shares. Currently, TONSON has submitted the amendment No.1 of EIA report to the National Environment Board on 15 January 2020, which has a 30 days consideration period. The company shall receive approval for the EIA report by 22 February 2020. As for the construction permit, TONSON has already submitted the application for permission but the EIA report has not yet been attached on the application lists. It is expected that the Tonson One Residence Condominium Project shall receive a construction permit by 28 February 2020.

#### 11. Directors with vested interests and have no voting during the Board of directors' meeting

Name	Position
Mr. Supachoke Panchasarp	Director, Executive Chairman and Managing Director

The Company's Board of directors' meeting no.7/2019 which held on 13 December 2019 on the agenda of the purchasing the ordinary shares of TONSON and agenda related to Mr. Supachoke Panchasarp who is considered having vested interests and thus have not attend and no right to vote in the meeting agendas.

**12. Opinion of the Board of Directors regarding entering into the transaction**

The Board of Directors (excluding the director with vested interests) has considered and reach a conclusion that the Company currently plans to expand its real estate development business to Bangkok by focusing on customers with high purchasing power. The transaction to purchase TONSON's ordinary shares is in line with the Company's business plan and other reasons as follows:

- (1) The price of acquisition of the assets is reasonable since the determination of the value of consideration of the purchasing the TONSON's ordinary share is based on present value of the cash flow generated by the projects' operation.
- (2) TONSON's operating results show net loss since there are some project expenses that cannot be recorded as assets, which is normal.
- (3) The Company will have revenue and profit from sales of Tonson One Residence Condominium Projects, which is a potential project, as of 9 December 2019, there are already 53 units booked and contracted, or 66.25% of the total units. Moreover, there are units booked and waiting to sign the contract for 12 units.
- (4) The Company could elimination conflicts of interest that may occur. After the Company purchasing the ordinary shares of TONSON, Mr. Supachoke Panchasarp will no longer have a conflict of interest with the Company.

**13. Opinion of the Audit Committee and/or Director which is different from the Board of Directors of the Company in Clause 12.**

-None-

The Company certifies that this information memorandum is accurate and complete.

Sincerely yours,

**Asset Five Group Public Company Limited**

Signed \_\_\_\_\_

(Mr. Kriangkrai Siravanichkan)  
Chairman of the Board of Directors

Capital Increase Report Form  
Asset Five Group Public Company Limited  
27 January 2020

We, Asset Five Group Public Company Limited (“the Company”), hereby report the resolution of the Meeting of the Board of Directors No. 7/2019, held on 13 December 2019 at 13:30 p.m. in respect of **capital decrease**, capital increase and the share allotment as follows;

The Board of Directors’ meeting No. 7/2019 of Asset Five Group Public Company Limited passed a resolution as the following details:

1. Capital Decrease

1.1 Approved the decrease of the Company’s registered capital for 561,500,000 Baht from 1,123,000,000 Baht to 561,500,000 Baht by reduction of par value of the share from 1.00 Baht each to 0.50 Baht each. The reduction will result the registered and paid-up capital to decrease from 1,123,000,000 Baht to 561,500,000 Baht and offsetting shares discounts on common shares and partial of deficit while the number of shares still remain at 1,123,000,000.

This capital reduction will not affect to change in the value of shareholders in any way, which has the following details

Unit : Baht

Components of shareholders' equity	As of 30 September 2019	
	Present	After offsetting deficit
Issued and paid-up share capital	1,123,000,000	561,500,000
Share premium (discount) on ordinary shares	(187,893,837)	-
Deficit	(437,379,356)	(63,773,193)
<b>Total owners of the Company</b>	<b>497,726,807</b>	<b>497,726,807</b>

2. Capital increase

2.1 Approved the increase of the Company’s registered capital for 100,000,000 Baht to 661,500,000 Baht by issuing 200,000,000 newly issued ordinary shares, with a par value of 0.50 Baht per share for the allotment of newly issued ordinary shares to the existing shareholders by way of Rights Offering

Type of capital increase	Type of share	Share	Par Value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specified Objective	Ordinary shares	Not exceeding 200,000,000	0.50	100,000,000

-Translation-

Type of capital increase	Type of share	Share	Par Value (Baht per share)	Total (Baht)
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

### 3. Allotment of new shares

The Board of Directors's meeting passed a resolution to allot 200,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share at the price of 1.00 Baht per share and the Board of Directors will determine the ratio of subscription for new ordinary shares, date for fixing the names of the shareholders who have the right to subscribe for newly issued ordinary shares (Record Date), Subscription and payment dates, and any other details later. The basic allocation details are as follows:

#### 3.1 Details of new share allotment

Allotted to	No. of Shares	Ratio (Existing : New)	Offering Price (Baht/Share)	Subscription and Payment Period	Note
The existing shareholders	Not exceeding 200,000,000	The Board of Directors will determine later.	1.00	Please see remark 1) 2) and 3)	

#### Remark:

- 1) Any unsubscribed shares from the subscription of the existing shareholders by way of Rights Offering (Unsubscribed Shares) will be re-allotted to the shareholders who wish to subscribe such Unsubscribed Shares in excess of their entitlement in proportion to their shareholding at the same offering price.
- 2) In the case that the existing shareholders oversubscribe in excess of their rights for the number of shares less than the unsubscribed shares, the unsubscribed/remaining shares shall be allotted to the existing shareholders who oversubscribe for the shares exceeding the share amount and fully pay for the amount specified in their subscription forms.
- 3) In the case that the existing shareholders oversubscribe in excess of their rights for the number of shares more than the unsubscribed shares, the unsubscribed/remaining shares shall be allotted in proportion of each existing shareholder who oversubscribes. The above allotment process shall be repeated until there are no leftover shares available.

In any cases, the allotment of newly issued shares by way of Excess Rights shall not cause any of the Company's shareholders who subscribe to the new shares in excess of their entitlement to violate

the restriction of foreign shareholding as provided in the Company's Articles of Association, which specifies that foreign shareholders may not hold shares in the Company in excess of 49% of the total issued shares.

- 4) To propose to the Extraordinary General Meeting of Shareholders No. 1/2020 for approval of the authorization to the Board of Directors of the Company or any person designated by the Board of Directors to proceed, specify or change the subscription and payment period, terms and details in issuing and offering the newly issued ordinary shares, as well as to amend wordings or information in any documents, minutes of shareholders' meeting and/or applications and/or to carry out any actions to comply with the public company registrar in submitting the application for registration of capital increase to the Department of Business Development, the Ministry of Commerce (MOC) including to list the newly issued shares as securities on the Market for Alternative Investment (mai) and deliver other information, documents and evidences to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, the Ministry of Commerce or other relevant authorities.

### 3.2 Procedures for fraction of shares

Any fraction of shares due to the allotment of newly issued ordinary shares shall be disregarded.

### 4. **Schedule for General Meeting/Extraordinary General Meeting of Shareholders to approve the capital increase/share allotment**

Fix the date of the Extraordinary General Meeting of Shareholders No. 1/2020, to be held on 13 February 2020 at 10:00 a.m. at Ascott I&II Room, G Floor, Ascott Sathorn Bangkok Hotel, No.7, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120;

- To fix the closing date of the Share Register Book to determine the names of the shareholders who are entitled to attend the Meeting of Shareholders from ..... until such Meeting of Shareholders is duly completed
- To fix the names of the shareholders who are entitled to attend the Meeting of Shareholders on 2 February 2020

### 5. **Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)**

- 5.1 The Company shall apply for the registration of decrease of the Company's registered capital, increase of the Company's registered capital, and the Company's paid-up capitals including the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce of Thailand.
- 5.2 The Company shall submit applications to the Stock Exchange of Thailand for approval of newly issued ordinary shares offered to the existing shareholders by way of Rights Offering to be listed in the Stock Exchange of Thailand.

**6. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

The Company offer the newly issue ordinary shares with specific purpose of utilizing to existing shareholders in proportion to their shareholding in an amount not exceeding 200,000,000 shares with a par value of 0.50 Baht per share at the price of 1.00 Baht per share in order to purchase ordinary shares of Tonson Development Company Limited (“TONSON”) from Trillionaire Holding Company Limited for 1,472,500 ordinary shares with a par value of 100 Baht per share, equivalent to 47.50 percent of total paid-up and issued shares of TONSON at a price of no more than 220,000,000 Baht

**7. Benefits which the Company shall receive from the capital increase/share allotment**

Acquisition of 1,472,500 ordinary shares of TONSON with a par value of 100 Baht per share, equivalent to 47.50 percent of total paid-up and issued shares of TONSON will result in revenue and profit from sales of Tonson One Residence projects, which is a potential project, as of 9 December 2019, there are already 53 units booked and contracted, or 66.25% of the total units. Moreover, there are units booked and waiting to sign the contract for 12 units and reputation for the Company as a developer of condominium projects, which has a high unit price and located in the center of the city

Moreover, the Company could elimination conflicts of interest that may occur between Mr. Supachoke Panchasarp and the Company.

**8. Benefits which shareholders shall receive from the capital increase/share allotment**

**8.1 Dividend policy**

The Company has a policy to pay dividend to its shareholders of not more than 50% of net profit after deducting corporate income tax of the separate financial statements and legal reserve, except that the Company needs to use such net profit to expand its business.

Currently, the Company has retained losses, and as a result, it is unable to pay dividend. If in the future the Company is able to clear accumulated losses, would be able to pay dividends to shareholders according to the law.

**8.2 Rights of shares subscribers to receive dividend from operating results**

Subscribers of new ordinary shares shall be entitled to receive dividend from operating results when the share subscribers are registered to be the shareholders of the Company.

**9. Other details necessary for shareholders to approve the capital increase/share allotment**

**9.1 The issuing and offering as well as allotment of newly issued ordinary shares to the existing shareholders by way of Rights**

Offering may affect Control dilution and Price dilution as follows;

**9.1.1 Control dilution**

The shareholders who subscribe for the newly issued ordinary shares as per their rights will not be affected by their shareholding proportion. In the case that the shareholders do not exercise their rights to

-Translation-

subscribe for the newly issued ordinary shares of the Company will affect the shareholding proportion to decrease 15.12%

9.1.2 Price dilution

Since the Company's securities are suspended, so there is no market price of the stock. As a result, price dilution cannot be calculated.

9.1.3 EPS Dilution

Earnings per Share Dilution can be calculated by using a formula as follows;

$$\text{Earnings per Share Dilution} = (\text{Earnings per Share before Right Offering} - \text{Earnings per Share after Right Offering}) / \text{Earnings per Share before Right Offering}$$

Which,

$$\text{Earnings per Share before RO} = \text{Net Profit (Loss) of the 4 most recent quarters} / \text{number of registered ordinary shares}$$

Net Profit (Loss) of the Company of the 4 most recent quarters is calculated from net profit (loss) to shareholders of the Company in the 4 most recent quarters since 4<sup>th</sup> Quarter of 2018 till 3<sup>rd</sup> Quarter of 2019 equal to (247,233,847.15) Baht

Number of registered and paid-up shares as of 13 December 2019 equal to 1,123,000,000 shares

$$\begin{aligned} &= (247,233,847.15) / 1,123,000,000 \\ &= (0.22) \text{ Baht per share} \end{aligned}$$

$$\text{Earnings per Share after RO} = (\text{Earnings per Share before Right Offering} - \text{Earnings per Share after Right Offering}) / \text{Earnings per Share before Right Offering} + \text{number of newly issued ordinary shares}$$

Number of registered and paid-up shares as of 13 December 2019 equal to 1,123,000,000 shares

Number of newly issued ordinary shares allocating to existing shareholders in accordance with shareholding as 200,000,000 shares

$$\begin{aligned} &= (247,233,847.15) / (1,123,000,000 + 200,000,000) \\ &= (0.19) \text{ Baht per share} \end{aligned}$$

Thus, earnings per share dilution can be computed as follows;

$$\begin{aligned} &= ((0.22) - (0.19)) / (0.22) \\ &= 15.12\% \end{aligned}$$



10. Schedule of action if the Board of Directors passes a resolution approving the capital increase/allotment of new shares

No.	Procedure	Date/ Month/ Year
1	The date of the Meeting of the Board of Directors No. 7/2019	13 October 2019
2	Fix the names of the shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.1/2020 (Record Date)	2 February 2020
3	The date of the Extraordinary General Meeting of Shareholders No.1/2020	13 February 2020
4	Informing the resolutions of capital reduction to creditors	20 February 2020
5	Result of consideration on approving the EIA report	22 February 2020
6	Result of consideration on approving the construction permit	28 February 2020
7	Result of consideration on approving loans from financial institutions	31 March 2020
8	Due date for creditors offence	20 April 2020
9	Register the capital reduction, increase in capital and amendment of Article of Association with Department of Business Development, the Ministry of Commerce	27 April 2020
10	Fix the names of the shareholders who have the right to subscribe for newly issued ordinary shares (Record Date)	To be announced
11	Subscription and payment dates	To be announced

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

Sincerely yours,

**Asset Five Group Public Company Limited**

Signed \_\_\_\_\_

(Mr. Kriangkrai Siravanichkan)  
Chairman of the Board of Directors