



Information Memorandum regarding the Offering and Allotment of the Newly-issued ordinary shares to increase capital to the Specific Person (Private Placement)

According to the Board of Directors' Meeting no. 1/2021 of ATP 30 Public Company Limited ("the Company") on January 20, 2021, the meeting passed resolution to propose to the Shareholders' Meeting to consider and approve to increase the Company's registered capital with an amount of THB.16,250,000 from the original registered capital at the amount of THB. 154,327,514.50 as the new registered capital of THB. 170,577,514.50 by offering of 65,000,000 newly issued shares of the Company with a par value of THB. 0.25 per share to offer to specific persons (Private Placement), named Toyota Tsusho Thai Holding Company Limited, the details of the Private Placement to allocate the newly issued ordinary shares are as follows:

1. Details of the Offering for sale, Determination of the offering price, and reasonable price
- 1.1 Details of the Offering for sale

The Company will issue and allot ordinary shares 65,000,000 newly issued shares to increase capital, at a par value of THB. 0.25, to specific persons (Private Placement), named Toyota Tsusho Thai Holding Company Limited ("TTTH") as per details below;

Allocated Person	No. of shares	Offering price share/ Total value (THB.)	Shareholding proportion compared to the no. of issued and paid-up shares of the Company	
			Current	After receiving the allocation
TTTH	65,000,000	0.99/ 64,350,000	-	9.53%

The offering newly issued ordinary shares of the Company through specific person (Private Placement), named TTTH, whereby the Extraordinary General Meeting of Shareholders has resolved to set the offering price in accordance with the announcement of the Capital Market Supervisory Board No. Torjor.72/2558 regarding the "Approval for the Listed Companies in Offering Newly Issued Shares to Private Placement" ("TorJor. 72/2558 Notification"), in addition the Company must obtain permission to offer newly issued ordinary shares of the Company to the private placement from the Office of the SEC in accordance with the aforementioned Notification.

Issuing and offering the newly issued shares, the Board of Directors has proposed to the Shareholders' Meeting to consider appointing the Company's authorized directors and/or Managing Director or a person authorized by the Company's authorized director and/or Managing Director in order to set guidelines, terms and condition and other details necessary and related to the issuing of new shares and its allocation in line with relevant laws which;



- A. To consider and determine other details related to the allocation of the newly issued ordinary shares to the specific investor, including but not limited to the determination of the offering period. As well as stipulating conditions and details relating to It is required to comply with the laws and regulations related to the issuance and offering of securities.
- B. Prescribing and revising the subscription date. And the offering date of the newly issued ordinary shares Allocation of newly issued ordinary shares is one time or one time. Payment of shares Including other conditions and details Related to the subscription and offering the newly issued ordinary shares
- C. To negotiate, make an agreement and sign documents and related contracts, including having the authorized to perform various tasks related to the above offering, offering and allocation This includes, but is not limited to, the preparation of the signing, the submission of the application for permission and the documents relating to the request for the issuance and offering of the newly issued ordinary shares to the Securities and Exchange Commission, including to any related department (if any)
- D. Register the amendment of the Memorandum of Association at the Department of Business Development, the Ministry of Commerce and has the authorized to take all necessary actions in order to comply with the Registrar's orders and to complete the registration.

In accordance with the Notification TorJor. 72/2558 stipulates that the company must complete the offering of shares within the period approved by Extraordinary General Meeting But must not exceed 3 months from the date Extraordinary General Meeting has a resolution to approve the offering of newly issued shares r the company must complete the offering of shares within 12 months from the date of Extraordinary General Meeting Approved the offering of shares In case the shareholders have a clear resolution that after the expiration of the 3- month period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

1.2 Determination of the offering price, and reasonable price

To consider the offering price of the Company's newly issued ordinary shares to TTTT at the offering for sale which is THB. 0.99 per share compared to the market price, it is calculated from the weighted average price of the Company's shares on the Stock Exchange of Thailand ("SET") for not less than 15 consecutive business prior to the date the Board of Director passed a resolution to propose the agenda to the shareholders meeting of the Company, December 28, 2020 to January 19, 2021, the weighted average price of THB. 0.99 per share (source of information: SETSMART: www.setsmart.com) is less than 90% of market price by the Notification of the Capital Market Supervisory Board TorJor. 72/2558

No.	Date	Volume ('000 Shares)	Value ('000 THB.)
1	December 28, 2020	223.83	216.04
2	December 29, 2020	212.40	205.42
3	December 30, 2020	1,299.70	1,237.12
4	January 04, 2021	1,133.62	1,059.08
5	January 05, 2021	337.12	316.40
6	January 06, 2021	935.30	893.45
7	January 07, 2021	340.98	327.62
8	January 08, 2021	311.58	298.59
9	January 11, 2021	2,407.53	2,337.58
10	January 12, 2021	3,822.89	3,850.46
11	January 13, 2021	1,096.38	1,120.76
12	January 14, 2021	522.66	529.32
13	January 15, 2021	1,296.70	1,302.28
14	January 18, 2021	577.80	574.46
15	January 19, 2021	3,147.23	3,236.82
Total 15 days		17,665.72	17,505.40
Weighted average price for 15 working days (THB. / share)			0.99

In this case, if the offering price of the newly issued ordinary shares to a specific investor (Private Placement) is lower than 90% of the market price of the Company's shares before the SET orders to accept such newly issued ordinary shares. Prior the SET accepts the registration of the newly issued ordinary shares as listed securities, TTTT must comply in accordance with the criteria set out in the Notification of the Stock Exchange of Thailand on the criteria, conditions and procedures for considering an application for accepting ordinary shares or preferred shares. The capital increase is listed securities B.E. 2558, dated May 11, 2015 (and has been amended).

1.3 Name and information of the specific investor who will be offered and allocated the newly issued ordinary shares List of allocated shares

1.3.1 General Information of Toyota Tsusho Thai Holding Company Limited

Toyota Tsusho (Thailand) Co., Ltd. (Formerly Toyota (Thailand) Co., Ltd. has changed its name on July 30, 1987) (hereinafter referred to as "TTTC") and has Toyota Tsusho Corporation Co., Ltd. (Japan), as the parent company, in order to have the same image of corporate around the world. This change also represents an era which the corporate companies in Thailand have developed and adjusted their image to be international. TTTC headquartered is at 607 Asoke-Dindaeng Road, Dindaeng, Dindaeng, Bangkok 10400. was established Toyota Tsusho Thai Holding Company Limited, registered on July 1, 2019 with registered and paid-up capital THB. 2,300,000,000 to invest in various companies. As a result of the past performance of TTTC, we are considered to have extensive experience in the manufacturing of cars, engines and auto parts, for more than 60 years and a leader in the import-export business, brokerage business, service agents, trading business both domestic and foreign retail business as well as expanding the market in the group non-automotive business that is not related to the existing business, such as management related to logistics, residential business, financial services, e-commerce, etc. and have a stable financial position as of December 31, 2019, total assets of THB. 21,980,893,619, total liabilities of THB. 19,172,887,405 and net profit of THB. 5,805,524,186.

There are more than 80 companies in the business with the Toyota Tsusho Corporation, which is the parent company in Japan (100% stakeholder) has affiliates in more than 90 countries and employs more than 8,000 employees.

The objective of investing in TTH, to invest with the company and receive a return in the form of dividends in proportion to the investment of 9.53% and becoming a strategic to support the Company's operations, by having entered into a business agreement with an affiliated company, such 1. Introducing affiliated customers, to calculate as commission based on each client's contract. 2. To apply technology in the form of Model Smart Mobility in conjunction with the Company's vehicle process, be charged according to details such as routes, distances and the number of vehicles, etc. 3. Providing training courses related to professional service, be charged according to the number of trainees and 4. Supply of buses for the Company, according to market price, moreover to support the strength of the Company for sustainable growth in the future. In addition, the Company considers that the TTTC Group has a strong financial position. They are well prepared for investment and are expert in logistics management business. For TTH's financial statements as of December 31, 2019, total assets THB. 8,293,479,741, total liabilities THB. 5,981,708,610 and net profit of THB. 11,771,131 from such investments will benefit the company and

benefit from such business alliances, and would be support the Company to expand its customer base, able to enhance a good image and differentiate from competitors.

In the decision of the recommended service regarding to the contract, business agreement, the Company will exercise discretion that is appropriate, necessary and beneficial to the Company by following the Company's nature business conditions.

1.3.2 Shareholding structure as of March 05, 2020

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Toyota Tsusho (Thailand) Company Limited	1,127,000	49.00%
2.	JAOVISIDHA Company Limited	586,500	25.50%
3.	CCKVC Company Limited	586,500	25.50%
Total		2,300,000	100.00%

(1) Toyota Tsusho (Thailand) Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Toyota Tsusho Corporation (Japan) Co., Ltd.	19,199,998	100.00%
2.	Mr. Kiyoyoshi Oba	1	0.00%
3.	Mr. Nobusine Kawasaki	1	0.00%
Total		2,300,000	19,200,000

(1.1) Toyota Tsusho Corporation (Japan) Co., Ltd., 10 Major Shareholders as at September 30, 2021

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Toyota Motor Corporation (1.1)-1	76,368	21.69%
2.	Toyota Industries Corporation (1.1)-2	39,365	11.18%
3.	The Master Trust Bank of Japan, Ltd (Trust Account) (1.1)-3	37,591	10.68%
4.	Custody Bank of Japan, Ltd (Trust Account)	16,302	4.63%
5.	MUFG Bank, Ltd.	8,098	2.30%
6.	Custody Bank of Japan, Ltd. (Trust Account 5)	4,582	1.30%
7.	Sumitomo Mitsui Banking Corporation	4,249	1.21%
8.	JP Morgan Chase Bank 385781	3,675	1.04%
9.	Mitsui Sumitomo Insurance Company, Limited	3,600	1.02%
10.	Nippon Life Insurance Company	3,522	1.00%
	Others	156,704	43.95%
Total (40,596 Shareholders)		354,056	100.00%

Note:

1. Source of the information: <https://www.toyota-tsusho.com/english/ir/shareholders/shareholder01.html>
2. Toyota Motor Corporation and Toyota Industries Corporation are companies in the Toyota Group.
3. No. 1-3 are listed on the Tokyo Stock Exchange.

4. No. 1 Toyota Motor Corporation has the main directors in the Automotive segment, namely Moritaka Yoshida, the position of Executive Vice President and Didier Leroy, the position of Executive Vice President, Member of the Board of Directors, and the electric current group: Shigeki Terashi, Executive Vice President, Member of the Board of Directors.
5. No. 2 Toyota Industries Corporation has Tetsuro Toyoda's main directors as Chirman and Akira Onishi as President.
6. No. 3, The Master Trust Bank of Japan, Ltd has the main director Hiroshi Naruse positions Representative Director, President and Tetsuo Kushibe Positions Representative Director, Deputy President.
7. No 3, 4, 6 are banks that operate the business of monitoring and managing assets (Trust Account).

(1.1)-1 Toyota Motor Corporation as at March 31, 2020

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Japan Trustee Services Bank, Ltd. (1.1)-1.1	357,634	10.96%
2.	Toyota Industries Corporation (1.1)-2	238,466	7.31%
3.	The Master Trust Bank of Japan, Ltd. (1.1)-3	201,990	6.19%
4.	Nippon Life Insurance Company	127,332	3.90%
5.	JP Morgan Chase Bank	101,530	3.11%
6.	Denso Corporation	89,915	2.76%
7.	State Street Bank and Trust Company	78,582	2.41%
8.	Mitsui Sumitomo Insurance Company	56,814	1.74%
9.	Trust & Custody Services Bank, Ltd.	51,089	1.57%
10.	Tokio Marine & Nichido Fire Insurance Co., Ltd.	51,064	1.56%
	Others	1,908,581	58.49%
Total (587,947 Shareholders)		3,262,997	100.00%

Note:

1. Source of the information: https://global.toyota/en/ir/stock/outline/?_ga=2.196349292.1365651996.1612756208-1774790103.1612756208
2. Japan Trustee Service Bank, Ltd.
- 2.1 List of Shareholders 1. Sumitomo Mitsui Trust Holdings Shareholding Proportion 66.67% stake and 2. Resona Bank Limited Shareholding Proportion 33.33%.
- 2.2 The main directors such: 1. Mr. Yoshikatsu Nakashima as Chairman of the Bord of Director, Representative Director 2. Mr. Kazuho Oda as President, Representative Director and 3. Mr. Hiroaki Okuno as Vice President, Representative Director
- 2.3 Source of the information: https://www.fis.com/fis/companies/details.asp?l=e&company_id=159159.
- 2.4 Sumitomo Mitsui Trust Holding List of the top 3 shareholders as of September 30, 2020: 1. The Master Trust Bank of Japan, Ltd. (Trust Account), Shareholding Proportion 8.63% shareholding 2. Custody Bank of Japan, Ltd. (Trust Account 9,5,7,6) Shareholding Proportion 13.97% and 3. JP Morgan Chase Bank 385781 Shareholding Proportion 1.59% and Source of the information: <https://www.smth.jp/en/stock/state/index.html>
- 2.5 Resona Bank, Limited List of top 3 shareholders: 1. Dai-ichi Life Holdings, Inc., Shareholding Proportion 5.44%, 2. Asset Management One Co., Ltd., Shareholding Proportion 4.53% shareholding and 3. Sumitomo Mitsui Trust Asset Management Co., Ltd. Shareholding Proportion 3.87% and Source of the information: <https://www.marketscreener.com/quote/stock/RESONA-HOLDINGS-INC-6492267/company/>

(1.1)-2 Toyota Industries Corporation as at September 30, 2021

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Toyota Motor Corporation (1.1)-1	76,600	23.51%
2.	Denso Corporation (1.1)-2.1	29,647	9.10%
3.	Towa Real Estate Co., Ltd. (1.1)-2.2	16,291	5.00%
4.	The Master Trust Bank of Japan, Ltd.	15,868	4.87%
5.	Toyota Tsusho Corporation	15,294	4.69%
6.	Custody Bank of Japan, Ltd.	11,140	3.42%
7.	Nippon Life Insurance Company	6,580	2.02%
8.	Aisin Seiki Co., Ltd.	6,578	2.02%
9.	Aioi Nissay Dowa Insurance Co., Ltd.	4,903	1.50%
10.	Toyota Industries Corporation Employee Ownership Program	4,249	1.30%
	Others	138,691	42.56%
Total (15,203 shareholders)		325,841	100.00%

Note:

1. Source of the information: <https://www.toyota-industries.com/investors/stock/index.html>
2. The main Director of Denso Corporation as, Koichi Fukaya, the position of Chairman. Information on the list of top 3 shareholders as of March 31, 2020: 1. Toyota Motor Corporation holding Shareholding Proportion 24.38% 2. Toyota Industries Corporation Shareholding Proportion 8.95%, and 3. The Master Trust Bank of Japan, Ltd. (Trust Account) Shareholding Proportion 6.71% and Source of the information: <https://www.denso.com/global/en/about-us/investors/stock/overview/>
3. The main Director of Towa Real Estate Co., Ltd. are Akio Toyoda, Chairman and Masao Ukai, President and Source of the information: <http://www.towa-r.co.jp/images/english.pdf>

(1.1)-3 The Master Trust Bank of Japan, Ltd as at June 30, 2020

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Mitsubishi UFJ Trust and Banking Corporation (1.1)-3.1	55,800	46.50%
2.	Nippon Life Insurance Company (1.1)-3.2	40,200	33.50%
3.	Meiji Yasuda Life Insurance Company (1.1)-3.3	12,000	10.00%
4.	The Norinchukin Trust and Banking Co., Ltd.	12,000	10.00%
Total		120,000	100.00%

Note:

1. Source of the information: https://www.mastertrust.co.jp/english/pdf/discro_2020.pdf
2. Mitsubishi UFJ Trust and Banking Corporation List of shareholders 3 as of 30 June 2020: 1. The Master Trust Bank of Japan, Ltd., Shareholding Proportion 8.25%; 2. Custody Bank of Japan, Ltd. (Trust Account 5,9) Shareholding Proportion 9.18% and 3. \$\$ BTC Client Omnibu \$ Account Shareholding Proportion 2.27% and Source of the information: https://www.mufig.jp/english/ir/stock/stock_information/index.html
- 2.1 The main Directors are Toby S.Myerson, Hirofumi Nomoto, Yasushi Shingai, Tarisa Watanagase, Akira Yamate, Member of the Board of Directors (Outside Director) and Junichi Okamoto, Ritsuo Ogura, Nobuyuki Hirano, Kanetsugu Mike, Saburo Arki, Iwao Nagashima ,, Hironori Kamezawa, Member of the Bord of Directors
3. No. 2 and No. 3 no data found.

(2) JAOVISIDHA Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	J AO Business Co., Ltd. (2.1)	4,837,283	82.48%
2.	Visidha Co., Ltd. (2.2)	414,766	7.07%
3.	Ms. Monnaporn Jaovisidha	306,475	5.23%
4.	Ms. Nalinee Jaovisidha	102,158	1.74%
5.	Mr. Pipit Jaovisidha	102,159	1.74%
6.	Ms. Mantana Jaovisidha	102,158	1.74%
7.	Toyota Tsusho (Thailand) Co., Ltd. (1)	1	0.00%
Total		5,865,000	100.00%

(2.1) J AO Business Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Mr. Kornpop Jaovisidha	136,640	25.00%
2.	Mr. Panidhi Jaovisidha	136,640	25.00%
3.	Ms. Supassorn Jaovisidha	136,640	25.00%
4.	Ms. Anustha Jaovisidha	136,640	25.00%
Total		546,560	100.00%

(2.2) Visidha Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Mr. Kornpop Jaovisidha	24,089	24.09%
2.	Mr. Chavis Jaovisidha	21,220	21.22%
3.	Ms. Chandha Jaovisidha	17,591	17.59%
4.	Ms. Kanala Jaovisidha	17,365	17.37%
5.	Ms. Supassorn Jaovisidha	10,500	10.50%
6.	Mr. Panidhi Jaovisidha	2,000	2.00%
7.	Ms. Anustha Jaovisidha	2,000	2.00%
8.	Ms. Wantanee Jaovisidha	1,979	1.98%
9.	Mr. Pipit Jaovisidha	1,625	1.63%
10.	Ms. Monporn Jaovisidha	1,625	1.63%
11.	Mr. Cheat Jaovisidha	2	0.00%
12.	Ms. Waraporn Jaovisidha	2	0.00%
13.	Mr. Suchin Jaovisidha	2	0.00%
Total		100,000	100.00%

(3) CCKVC Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	CCKV Company Limited (3.1)	4,837,283	82.48%
2.	Visidha Company Limited (2.2)	414,766	7.07%
3.	Ms. Monporn Jaovisidha	306,475	5.23%
4.	Ms. Nalinee Jaovisidha	102,158	1.74%
5.	Mr. Pipit Jaovisidha	102,159	1.74%
6.	Ms. Mantana Jaovisidha	102,158	1.74%
7.	Toyota Tsusho (Thailand) Co., Ltd. (1)	1	0.00%
Total		5,865,000	100.00%

(3.1) CCKV Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Mr. Chavis Jaovisidha	58,009	49.50%
2.	Ms. Kanala Jaovisidha	47,461	40.50%
3.	Mr. Cheat Jaovisidha	5,860	5.00%
4.	Ms. Waraporn Jaovisidha	5,859	5.00%
Total		117,189	100.00%

1.3.3 List of Directors

	Toyota Tsusho Thai Holding	(1) Toyota Tsusho Thailand	(1.1) Toyota Tsusho Corporation (Japan)	(2) Jaovisidha Co., Ltd.	(2.1) JAO Business Co. Ltd.	(2.2) Visidha Co., Ltd.	(3) CCKVC Co., Ltd.	(3.1) CCKV Co., Ltd.
Shareholding Proportion		49.00%		25.50%			25.50%	
Mr. Kiyoshi Oba	/	/						
Mr. Yuji Oei	/	/						
Mr. Kuniaki Yamakiwa	/	/						
Mr. Yuji Nakagawa	/	/						
Ms. Penparn Jaovisidha	/	/				/		
Ms. Anustha Jaovisidha	/			/	/	/		
Ms. Waraporn Jaovisidha	/	/					/	/
Mr. Chavis Jaovisidha	/						/	/
Mr. Nobusuke Kawasaki		/						
Mr. Nobu Fumi Miura		/						
Mr. Shizuka Hayashi		/						
Jun Karube			/					
Ichiro Kashitani			/					
Mr. Hideki Yanase			/					

	Toyota Tsusho Thai Holding	(1) Toyota Tsusho Thailand	(1.1) Toyota Tsusho Corporation (Japan)	(2) Jaovisidha Co., Ltd.	(2.1) JAO Business Co. Ltd.	(2.2) Visidha Co., Ltd.	(3) CCKVC Co., Ltd.	(3.1) CCKV Co., Ltd.
Mr. Takahiro Kondo			/					
Ms. Kumi Fujisawa			/					
Mr. Kunihito Koumoto			/					
Mr. Didier Leroy			/					
Ms. Yukari Inoue			/					
Ms. Chandha Jaovisidha				/		/		
Mr. Kanop Jaovisidha					/			
Mr. Panithi Jaovisidha					/	/		
Ms. Supassorn Jaovisidha					/			
Mr. Cheat Jaovisidha						/	/	/
Ms. Konnala Jaovisidha						/	/	/
Mr. Pipit Jaovisidha						/		
Ms. Supaneewan Jaovisidha						/		
Ms. Monnaporn Jaovisidha						/		

Note: 1. List of Director of Toyota Tsusho Corporation Co., Ltd. (Japan) as of June 23, 2020, Source of the information:

<https://www.toyota-tsusho.com/english/company/officer/>

Director List	(1.1) Toyota Tsusho Corporation	(1.1)-1 Toyota Motor Corporation	(1.1)-2 Toyota Industries Corporation	(1.1)-3 The Master Trust Bank of Japan, Ltd.
Jun Karube	/			
Ichiro Kashitani	/			
Hideki Yanase	/			
Takahiro Kondo	/			
Kumi Fujisawa	/			
Kunihito Koumoto	/			
Yukari Inoue	/			
Didier Leroy	/	/		
Monitaka yoshida		/		
Shigeki Terashi		/		
Gill A" Pratt		/		
Shigeki Tomooyama		/		
Mitsuru Kawai		/		
Koji Kobayashi		/		
Tetsuro Toyoda			/	

Director List	(1.1) Toyota Tsusho Corporation	(1.1)-1 Toyota Motor Corporation	(1.1)-2 Toyota Industries Corporation	(1.1)-3 The Master Trust Bank of Japan, Ltd.
Akira Onishi			/	
Kazue Sasaki			/	
Takuo Sasakt			/	
Hiroshi Naruse				/
Tetsuo Kushibe				/
Ken Iiyama				/
Atsushi Nakajima				/
Daizo Naito				/

1.3.4 Relationship with the company Directors Executives and Major shareholders of the Company

Prior to this capital increase, TTTH had no relationship with the Company, Directors, Executives, Controlling persons. However, after the acquisition of the newly-issued ordinary shares of ATP 30 Public Company Limited will become the Company's major shareholder, by hold 65,000,000 shares, representing approximately 9.53% of the shares sold, after the share capital of the Company and TTTH to nominate directors of one person, total of eight director, which consists of five directors and three independent directors, therefore, the allocation of newly issued ordinary shares to TTTH at this time did not participate in the management of the Company, Section 258 of the Securities Act, the acquisition of common shares in the Company and also a decision not related by TTTH. There is agreement between the partner in the shareholders of the Company and TTTH, therefore, it is not a joint action that must be counted as a group (Acting in Concert)

In this acquisition of newly issued ordinary shares. In event of the Company has transactions with TTTH in the future, the Company will abide by comply to the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transaction dated August 31, 2008 (including any amendments) and the announcement of the board of directors of the Stock Exchange of Thailand Subject: Disclosure of Information and Actions of the Company in the Connected Transaction 2003 dated November 19, 2003 (including any amendments)

2. Objective of issuing newly issued ordinary shares Money plan

2.1 Objectives of the share issue

The company consideration to become a strategic partner with TTTT, the Company has received the two clients who are recommended from TTTT for 3 years' service periods and 5 years' service periods, the Company will provide a total of 57 buses, comprised of 42 new buses and 15 used buses of the Company, the new contract value is approximately THB. 340 million, accordance the news published on the SET. Subject: The notification of bidding results, service initiation, and service agreement renewal, in addition for 3 new clients and renewal of 1 existing client service agreement by request a total of 83 buses, consisting of 68 new buses and 15 used buses of the company. The renewal service agreement is approximately THB. 370 million throughout the contract period incurred. As a result, the Company has a growth rate of service income approximately 11% compared to service income in the year 2020. (For 2020, service income growth is 14%, compared to service income in 2019 was reduced cause of COVID-19 affect). The Company tends to increase service income from expanding customer base, and investing in new vehicles. For this reason, the Company uses a source of funds in the form of a financial lease agreement with the Financial Institutions that the Company has a credit line, the total investment amount is THB. 200 million with the duration is about 4 years and 5 years. Currently, the Company has sufficient investment limit and able to support the investment that will occur in the future.

For payment of capital increase shares from TTTT in the amount of THB. 64,350,000, the Company plans to use as a working capital in business, such as expenses for preparing drivers and operating staffs to supervise the operation process, expenses related to vehicles of the company, such as periodic maintenance fees for modifying the condition of the Company's buses at the age of 10 years and over, and service fees related to the technology in conjunction with the Company's commuter processes such as Model smart mobility technology for more convenience passenger services transport and support for mobile phones users, etc.

If there is a significant change in the purpose of the capital increase and / or the acquisition of assets, the company will propose to the shareholders meeting for the resolution again.

2.2 Money plan

The Company plans to use the money as working capital in the business, according to the investment project of 68 buses, with the Company expected to receive the money within the 1st quarter of 2021 and the time to use the money within one year, as details follows;

No.	Money Plan	Amount
1.	Wages and benefits for drivers and operations staff	30,000,000
2.	The other expense of vehicles	20,000,000
3.	Service charge on technology for the passenger bus process	10,000,000
4.	Working capital in business	4,350,000
	Total	64,350,000.00

If there is a significant change in the money plans, the company will comply with the purpose of spending money according to the Notification No. Tor.Jor. 71/2561 and Notification No. Sor.Jor. 63/2561.

Note: Based on the relevant expenses above, average of the past three years, for 68 new vehicles.

1. Dilution Effect to the shareholders (only for the case of private placement) can be described in three effects as below

1.1 Impact on shareholders' equity (Control dilution)

$$= \frac{\text{Number of newly issued ordinary shares offered for sale to specific investors}}{\text{Number of newly issued ordinary shares offered to the specific investors} + \text{number of paid-up shares}}$$

$$= \frac{65,000,000}{65,000,000 + 617,310,058}$$

$$= 9.53\%$$

1.2 Effect on stock price (price dilution)

$$= \frac{\text{Market price before the offering}^{1/} - \text{Market price after the offering}^{2/}}{\text{Market price before the offering}}$$

$$= \frac{0.99 - 0.99}{0.99}$$

$$= 0$$

The impact on the share price is 0, there is no impact on the price

Note: 1 / Market price before the offering = Weighted average price of ordinary shares in the Stock Exchange 15 consecutive days prior to the Board of Directors' meeting on January 20, 2021 (at the price of 0.99 baht per share)

2 / Market price after the offering = (Market price * Paid-up shares) + (Offering price * number of shares offered)

$$(0.99 \times 617,310,058) + (0.99 \times 65,000,000)$$

$$\frac{\quad}{(617,310,058 + 65,000,000)}$$

$$= \text{THB. 0.99 per share}$$

1.3 Effect on Earnings per share dilution or EPS Dilution

$$= \frac{\text{EPS before the offering} - \text{EPS after the offering}}{\text{EPS before the offering}}$$

$$= \frac{0.031 - 0.028}{0.031}$$

$$= 9.68\%$$

Note: Net profit (according to the financial statement Q 3/2020)

EPS before the offering = 18,890,155.70 / 610,310,058 = THB. 0.031 per share

EPS after the offering = 18,890,155.70 / (617,310,058 + 65,000,000) = THB. 0.028 per share

The shareholding structure prior and after the transection of the issuance and offering ordinary share to increase capital to private placement as follows:

Shareholding structure prior to the offering of ordinary shares in the Private Placement (As at December 31, 2020)				Shareholding structure after to the offering of ordinary shares in the Private Placement (As at March 12, 2021)	
No.	Name of Shareholders	No. of shares	Proportion	No. of shares	Proportion
1	MR. CHARTCHAI PANICHEWA's group	118,125,000	19.14%	118,125,000	17.31%
2	MR.PIY ATECHAKUL's group	100,469,894	16.28%	100,469,894	14.72%
3.	MR. VIWAT KROMADIT's group	42,750,000	6.93%	42,750,000	6.27%
4.	MR. VITON KROMADIT	29,390,199	4.76%	29,390,199	4.31%
5.	MR. PONGCHAI JONGPAISARNILP	16,159,500	2.62%	16,159,500	2.37%
6.	MS. NARTRUDEE SRIPRACHITTICHAI	15,600,000	2.53%	15,600,000	2.29%
7	MR. BUNDIT TOONGKASERANEE	15,372,000	2.49%	15,372,000	2.25%
8.	MS. VIPAWEE KROMADIT	13,032,903	2.11%	13,032,903	1.91%
9.	MS. CHAROONLAK PANICHEWA	12,656,250	2.05%	12,656,250	1.85%
10.	Thai NVDR	9,866,251	1.60%	9,866,251	1.45%
11	TOYOTA TSUSHO THAI HOLDING Co., Ltd.	-	-	65,000,000	9.53%
12.	Others	243,888,061	39.49%	243,888,061	35.74%
	Total	617,310,058	100.00	682,310,058	100.00

Note:

- * Book closing date on January 13, 2021
- ** The aggregation of securities groups follows the definition of persons under Section 258.
- 1. Mr. Chatchai Phanichewa's group consists of spouse and children, namely Mrs. Somhatai Panichewa, Mr. Phathit Panichewa, Mr. Saris Phanichewa, and Ms. Apapit Phanichewa, excluding his mother, Mrs. Jaroonlak Phanichewa
- 2. Mr. Piya Techakul's group consists of spouse and underage children, namely Mrs. Saisut Techakul, excluding children who have reached the age of majority, namely Mr. Thanapoom Techakul, with ordinary shares 1,120,000 shares.
- 3. Mr. Viwat Kromadit, excluding brothers, namely Mr. Vitoon Kromadit and Mrs. Sawipawee Kromadit

3.4 The value that the shareholders receive in comparison with dilution

This capital increase is not a lot impact on the existing shareholders as TTTH's will be hold approximately 9.53% of the total issued shares after the registration of the increase in paid-up capital of the Company. The impact on the earnings per share of 9.68% and the shareholding proportion of 9.53%, but the shareholders to increase the value of the Company to have a strategic partner with TTTH, the Company has received the two clients who are recommended from TTTH for 3 years' service periods and 5 years' service periods, the Company will provide a total of 57 buses, comprised of 42 new buses and 15 used buses of the Company, the new contract value is approximately THB. 340 million, in addition for 3 new clients and renewal of 1 existing client service agreement by request a total of 83 buses, consisting of 68 new buses and 15 used buses of the Company. The renewal service agreement is approximately THB. 370 million throughout the contract period incurred. As a result, the Company has a growth rate of service income approximately 11% compared to service income in the year 2020 (For 2020, service income growth is 14%, compared to service income in 2019 was reduced cause of COVID-19 affect). The shareholders will receive the good returns in the long term, such as compensation for potential increases in share value and dividends.

The company has a policy to pay dividends not less than 40% of the net profit according to the financial statements after deducting corporate income tax and other legal reserves, if any. Performance growth, investment plans, liquidity, expansion, and future necessity and suitability. In order to create good returns to shareholders in the future

3.5 Risk from the issuance and offering of the newly issued ordinary shares to the specific investors

The risk affecting the existing shareholders is not much due to TTTH's investment proportion of approximately 9.53% of the total paid-up shares after the registration of the increase in paid-up capital of the Company. The impact on the earnings per share of 9.68% and the shareholders' proportion of 9.53% if the company does not receive the money as planned. The Company may have to find other funding sources, such as issuing debt securities or borrowing, and the issuance of new ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), which may take a long time to process, and the source of funds is not required or sufficient, such increase the interest expense burden and lack of financial liquidity, insufficient in accordance with the customer base expansion plan.

In case of TTTH has sold its ordinary shares, the Company may lose the opportunity to expand its customer base in line with the Company's growth plans. Compared with the market price of the Company's shares which calculates the weighted average price of stocks for not less than 15 consecutive working days prior to the offering, the offering price of the newly issued ordinary shares to the specific person below 90% of the market price of the Company's shares. Before the SET is acceptance such newly issued ordinary shares as listed securities, TTTH must comply with the sale of the newly issued ordinary shares in accordance with the rules of the Stock Exchange of Thailand on the criteria, conditions and procedures for considering an application for accepting ordinary shares or preferred shares in the capital increase as Listed securities B.E. 2558, dated May 11, 2015 (including any amendments)

4. The Board of Directors of the Company.

4.1 Reason for capital increase and the reasonableness of the capital increase

The Board of Directors is of the opinion that the issuance and offering of the newly issued ordinary shares of the Company in order to allocate the newly-issued ordinary shares to TTTH has a beneficial effect on the Company from having a Strategic Partner to support the Company's operations such Logistics Management Specialist and be ready in funding. This reason, the Company able to receive money according to the Company's growth plan in time and having sufficient financial liquidity at present and expanding business in the future. It will also support the Company to have a good image and to differentiate itself from competitors. This capital increase is considered to raise funds in the short term, able to receive the required money, reduce the burden of existing shareholders to increase capital, and generate rewards.

- (A) Issuance of debt securities or borrowing, the Board of Directors has considered issuing debt instruments or borrowing money and considers, it is not appropriate at this time, due to the current situation and economic conditions. In addition, the use of assets as collateral is limited since the main assets of the Company are only buses, as of December 31, 2020, the Company has debt under the finance lease of 198 vehicles, the liability under the finance lease is approximately THB. 262 million, long

period to process a new credit limit, these may not be able to keep up with the plans of the Company at this time and incur additional interest expenses.

- (B) Issuance and offering of newly issued ordinary shares to existing shareholders according to their shareholding proportion (Rights Offering), the Board of Directors considers that the fundraising through such method has limitations on the uncertainty of the amount. Capital granted may not receive support from the existing shareholders to subscribe for the newly issued ordinary shares of the Company for the required amount.

Therefore, the most effective and appropriate fundraising method that will enable the Company to receive the required amount of funds in the planned period is the issuance and offering of the Company's newly issued ordinary shares to TTTH with business experience related to the Company. There is definitely ready investment capital and understand the Company's policy and operating vision very well. Fundraising this way as opposed to issuing debt or borrowing money and the issuance and offering of the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering) or by other means of capital increase may delay, the Company fundraising and not get the required amount of funds. This can affect the operating plan and financial liquidity of the Company.

4.2 Possibility of the capital increase plan and the adequacy of funding sources

According to the current customer base expansion plan, 3 new clients and renewal of 1 existing client service agreement by request a total of 83 buses, consisting of 68 new buses and 15 used buses of the Company. The renewal service agreement is approximately THB. 370 million throughout the contract period incurred. As a result, the Company has a growth rate of service income approximately 11% compared to service income in the year 2020 (For 2020, service income growth is 14%, compared to service income in 2019 was reduced cause of COVID-19 affect), the company will need to have sufficient working capital reserve for the operation of the said investment plan. The Company expects to receive the money within the first quarter of 2021, in case of it does not go according to the plan, the company also has an overdraft limit, short-term and long-term loans from four banks to reserve as working capital in the business that is sufficient for the investment project plan.

4.3 Impact expected to occur on the business operation of the company, as well as financial status and overall performance of the company Due to the capital increase

Referring to the company will become a strategic partner with TTTH, the Company has received the two clients who are recommended from TTTH for 3 years' service periods and 5 years' service periods, the Company will provide a total of 57 buses, comprised of 42 new buses and 15 used buses of the Company, the new contract value is approximately THB. 340 million, accordance the news published on the SET. Subject: The notification of bidding results, service initiation, and service agreement renewal, in addition for

3 new clients and renewal of 1 existing client service agreement by request a total of 83 buses, consisting of 68 new buses and 15 used buses of the Company. The renewal service agreement is approximately THB. 370 million throughout the contract period incurred. As a result, the Company has a growth rate of service income approximately 11% compared to service income in the year 2020. (For 2020, service income growth is 14%, compared to service income in 2019 was reduced cause of COVID-19 affect), the Company tends to increase service income from expanding customer base, in addition, the company also has a better financial position.

4.4 Appropriateness of the offering price and the origin of the offering price determination

The Company determines the offering price, after negotiation between the Company and TTTH by comparing it with the market price of the Company's shares, this is calculated from the weighted average price of the Company's shares traded in the SET. not less than 15 consecutive business days prior to the Board of Directors' Meeting, December 28, 2020 - January 19, 2021, which is equal to THB. 0.99 per share (source of information: SETSMART: www.setsmart.com). Therefore, the price is not lower than 90% of the market price according to the announcement No. TorJor. 72/2558.

The Board of Directors Meeting No. 1/2021 to consider and approve the issuance and offering of 65,000,000 newly issued ordinary shares of the Company with a par value of THB. 0.25 per share by offering a specific offering to specific person (Private Placement) through TTTH by allocating 65,000,000 shares at the offering price of THB. 0.99 per share, equivalent to THB. 64,350,000.00 and the market price of the shares is THB. 0.99 per share, with the Company not wishing to issue and offer shares at a price lower than the market price for the benefit of the Company and shareholders as well.

Considering the reasons, necessity, and benefits that the Company will receive from this offering and allocation of the newly issued ordinary shares. The Board of Directors therefore passed a resolution approving the issuance and offering of the newly issued ordinary shares of the Company for the allocation of the newly issued ordinary shares to TTTH. The offering price of newly issued ordinary shares to that investor is appropriate to the best interests of the shareholders and the Company has a reserve line to use as working capital and receive money as needed in accordance with the company's customer base expansion plan.

4.5 Rationale and Necessity for Private Placement Offering

This issuance and offering of newly issued ordinary shares to TTTH, the Board of Directors is of the opinion that TTTH is a company with a stable financial status and investment potential, become an expert professional in business, have good relations with a variety of businesses and have a network in the businesses that are relevant to the current and future business operations of the Company. As a result, the company has been able to expand its growth continuously, resulting in the company receiving the required

amount of funds to operate its business. This will enable the Company to receive the required amount of funds to run the Company's business. The Company able to raise capital within a short time and reducing the burden of existing shareholders in raising capital, the result of the Company having better liquidity and operating results. As well as increasing the potential and confidence, in conducting business of the Company towards stakeholders and financial institutions. TTTT will support the knowledge and capabilities, including experiences to promote and support for the Company's plans to expand its business activities, which is part of the company sees the potential and opportunities for growth to increase revenues from the provision of future services and benefits to shareholders also, including joint good business partners.

5. Certification of the Company directors

There are 7 Directors of the Company, consisting of 4 Directors and 3 Independent Directors / Audit Committee, objectives and Articles of Association as well as resolutions of the shareholders' meeting with honesty and be careful in protecting the interests of the Company in regards to this capital increase by acting or omitting any act in violation of the said duty and any disadvantage to the Company, shareholders able to claim compensation from the said director on behalf of the Company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including the amendments) until the Director, Management or related persons have obtained an improper advantage. One or more shareholders holding shares in the Company and having voting rights not less than 5% of the total voting rights of the Company. Able to exercise the right to claim benefits from that director on behalf of the company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including as amended).

In this regard, the Board of Directors hereby certifies that the Board of Directors has taken careful consideration, approval and verification of investor information completely. The opinion that the issuance and offering of the newly issued ordinary shares to be allocated to TTTT has a beneficial effect on the Company from having a strategic partner to support the Company's operations and have a stable financial status, enabling the Company to actually expand its customer base, able to get more revenue from the service, and increase profits and return on investment for shareholders in the long term.



The company hereby certifies that the information in this report is correct and complete in all respects.

(signed).....

(Dr. Viwat Kromadit)

Authorized director to sign on behalf of the Company

(signed).....

(Mr. Piya Techakul)

Authorized director to sign on behalf of the Company

