



No. ATP30 1/2021

January 20, 2021

Subject Notification of the Resolution of the Board of Directors Meeting No. 1/2021 to approve the capital increase, the issuance and offering shares to specific person (Private Placement: PP), and the determination of the date of the Extraordinary General Meeting of Shareholders No. 1/2021

Attention President
The Stock Exchange of Thailand

Enclosures 1. Capital Increase report form (F 53-4)
2. Information Memorandum regarding the Offering and Allotment of the Newly Issued Shares to Private Placement

The Board of the Directors Meeting No. 1/2021 of ATP30 Public Company Limited (“the Company”) hold on, January 20, 2021 has passed the following resolutions:

1. Approve 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 the private placement and to approve to propose the Shareholders’ Meeting to consider and approve the amendment to Clause 4. Of the Memorandum of Association of the Company with respect to the registered capital to be line with the increase of registered capital of the Company
In order that, to authorize the Board of Director and/or Managing Director and/or a person authorized by the Board of Director and/or Managing Director to register the Company’s Memorandum of Association at the Department of Business Development, Ministry of Commerce and other various operational that necessary to comply with the order of the register to complete of this registration.
(For additional information, please find in enclosure no.1 the Capital Increase Report form (F 53-4)
2. Approve to propose the Shareholders’ Meeting to consider and approve allocation of 65,000,000 newly- issue ordinary shares, at a per value of THB. 0.25, be reserved for the issuance and offering ordinary shares to increase capital to specific person (Private Placement), namely Toyota Tsusho Thai Holdings Company Limited (“TTTH”) with 65,000,000 shares, the offering price of THB. 0.99 per share, representing a value of THB. 64,350,000.





There are additional consideration of the issuance and allocation of the newly-issue ordinary shares of the Company to private placement as follows;

- (A) As a result of the newly-issue ordinary shares of the Company to TTTH, a private placement, whereby the Shareholders' Meeting has resolved to set the offering price in accordance with the announcement of the Capital Market Supervisory Board No.72/2015 regarding the Approval for the Listed Companies in Offering Newly Issued Shares to Limited Persons. In addition, the Company must obtain approval from the shareholders meeting to offer the newly issued common shares to private placement with the vote of not less than three quarter of the total number of votes of the shareholders attending the meeting and casting their votes, exceeding the shareholders who have interest in the meeting. 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.

However, the offering price of the Company's newly issued ordinary shares to TTTH at the offering price of THB. 0.99 per share, 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 by the Notification of the Capital Market Supervisory Board TorJor. 72/2558 In case of the offering price of the Company's newly issued ordinary shares to private placement is less than 90% of market price prior the Stock Exchange of Thailand (SET) accepts the registration of the newly issued ordinary shares, the investor has to comply with the registrations of SET criteria, conditions and procedures for the consideration of an application for accepting ordinary shares pr preferred shares in the capital increase as listed securities, B.E. 2558 (2015) dated May 11, 2015 (including any amendments).

After the issuance and allocation of the newly issued ordinary shares of the company to the above investor, the amount of 65,000,000 shares or equivalent to approximately 9.53% of the total issued and paid-up shares after the registration of the increase in paid-up capital of the Company.

- (B) In addition, the investor as aforementioned are related to the Company and are not connected persons with the Company and the related or connected person of the investor is not connected persons to the Company in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions), dated August 31, 2008 (including any amendments) and





announcement of the Board of Director of the Stock Exchange of Thailand Re: Disclosure of Information and Action of Listed Companies in Connected Transactions B.E. 2546, dated September 15, 1995 (including any amendments) as results as follows;

Prior the capital increasing, TTTH had no relationship with the Company, its directors, executives, controlling persons, or major shareholders of the Company. However, after the acquisition of the newly issued ordinary shares of ATP30 Public Company Limited by holding 65,000,000 shares or equivalent to approximately 9.53% of the total issued and paid-up shares after the registration of the increase in paid-up capital of the Company, TTTH would propose to nominate a nominee to appoint a new Board of Director, totaling eight persons, which consisted of five Directors and three Independent Directors. Therefore, the allocation of the newly issued ordinary shares to TTTH did not participate in the management of the Company and there was no relationship under Section 258, the Securities Act., the acquisition of the Company's ordinary shares. The Company specific decision and no related to the investor, moreover has no agreement between the shareholders to hold the Company's shares. Therefore, TTTH does not act together in the act of being included in the Acting in Concert in this acquisition of the newly issued ordinary shares. In case of the Company has transaction with TTTH in the future, the Company will comply to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (including any amendments) and the announce of the Board of Director of the SET subject:

Disclosure of information and operations of the Company in the Connected Transactions 2003, dated November 19, 2003 (including any amendments)

In order that, to authorize the Board of Director and/or a person authorized by the Board of Director to register the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce and other various operational that necessary to comply with the order of the register to complete of this registration.

(For additional information, please find in the Capital Increase report form (F 53-4)) and Information Memorandum regarding the Offering and Allotment of the Newly Issued Shares to Private Placement

3. Approve to propose the Shareholders' Meeting to consider and approve to increase the number of Director from the original number of seven persons to totaling eight persons, with authorized to approve the Board of Director to appoint the new director.



4. The determination of the date of Extraordinary General Meeting of Shareholders No. 1/2021 to be held on February 24, 2021 at 13.00 p.m. via electronic media (E-EGM) in accordance with the regulations stipulated in the law relating Electronic conferencing with having the agenda items as follows:

Agenda 1 To certify the Minutes of the 2020 Annual General Meeting of Shareholders which was held on April 1, 2020.

Agenda 2 To consider and approve to increase the Company's registered capital with an amount of 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 the private placement and to approve to propose the Shareholders' Meeting to consider and approve the amendment to Clause 4. Of the Memorandum of Association of the Company with respect to the registered capital to be line with the increase of registered capital of the Company.

Agenda 3 To consider and approve allocation of 65,000,000 newly- issue ordinary shares, at a per value of THB. 0.25, be reserved for the issuance and offering ordinary shares to increase capital to private placement namely, Toyota Tsusho Thai Holdings Company Limited ("TTTH") with 65,000,000 shares, the offering price of THB. 0.99 per share, representing a value of THB. 64,350,000.

Agenda 4 To consider and approve to increase the number of Director from the original number of seven persons to totaling eight persons, with authorized to approve the Board of Director to appoint the new director.

Agenda 5 To consider other matters (if any)
In considering the approval of Agenda 2 – Agenda 4, the Extraordinary General Meeting of Shareholders no. 1/2021 considered by considering Agenda 2 – Agenda 4 are related and related condition agenda. In case of one of agenda was not approve by the Extraordinary General Meeting of Shareholders no. 1/2021, there would be no consideration of others agendas, which are related and conditionally with each other on the approved agenda, and it will be deemed that the matters relating to other agendas that have been approved shall be canceled.

5. Approved to determine the name of shareholders who shall have the right to attend and vote the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date: RD) on February 04, 2021.



Moreover, the Company has disclosed the Minutes of the Annual General Meeting of Shareholders of the year 2020 on the Company's website at <http://www.atp30.com>. And shall disclose the invitation to the Extraordinary General Meeting of Shareholders No. 1/2021 as appropriate by considering the benefits and impacts on the Company.

Please be informed accordingly,

Yours Sincerely,

(Mr.Piya Techakul)

Managing Director



Capital Increase Report Form
ATP 30 Public Company Limited
January 20, 2021

ATP30 Public Company Limited (“the Company”) would like to notice the resolution of the Board of Directors No. 1/2021, which was held on January 20, 2021 at 17.30 hrs., on the capital increase and allocation of the newly issued ordinary shares as follows;

1. Capital increase

1.1 Approve to propose to the Shareholders’ Meeting to consider and approve to increase the Company’s registered capital with an amount of 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 the private placement and to approve to propose the Shareholders’ Meeting to consider and approve the amendment to Clause 4. Of the Memorandum of Association of the Company with respect to the registered capital to be line with the increase of registered capital of the Company

Capital increase	Share type	Number of shares	Face value (THB. per share)	Total (THB.)
<input checked="" type="checkbox"/> Specifying the purpose of Proceed utilisation	Common stock	65,000,000	0.25	16,250,000.00
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Common stock	-	-	-
	Preferred shares	-	-	-

In the case of capital increase with Specifying the purpose of Proceed utilisation, please fill in the information in the following order, every exception 2.2.

In the case of capital increase by General Mandate, fill in the information in the next order only clause 2.2, item 3 and item 4.

2. The allotment.

2.1 Specifying the purpose of Proceed utilisation

Allocated to	Number of shares	ratio (Original: new)	Selling price (THB. per share)	Subscription date And make payment for shares	note
PP (Private Placement) for the Toyota Tsusho Thailand Holdings Limited.	65,000,000	-	THB. 0.99, totaling THB. 64,350,000.	Please consider the notes below.	Please consider the notes below.

Note:

The Board of Directors Meeting No. 1/2021 held on January 20, 2021, has resolved as follows.

1. Approve to propose to the Shareholders' Meeting to consider and approve to increase the Company's registered capital with an amount of 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 the private placement and to approve to propose the Shareholders' Meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be line with the increase of registered capital of the Company.

In order that, to authorize the Board of Director and/or Managing Director and/or a person authorized by the Board of Director and/or Managing Director to register the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce and other various operational that necessary to comply with the order of the register to complete of this registration.

2. Approve to propose to the to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allotment of new ordinary shares of the Company of 65,000,000 shares at par value of 0.25 baht by offering specific person (Private Placement) to Toyota Tsusho Thai Holding Company Limited (hereinafter referred to as "TTTH") by allocating 65,000,000 shares at the offering price of THB. 0.99 per share, representing a value of THB. 64,350,000.

Incidentally, the issue and allotment of new ordinary shares to be offered to the Private placement above a pitch from the integration as follows.

- (A) As a result of the offering of the newly issued ordinary shares of the Company to TTTH, it is an offering of newly issued shares of the Company, whereby the Extraordinary General Meeting of Shareholders has resolved to clearly determine the offering price. According to the Capital Market Supervisory Board Board No. Torjor.72/2558 regarding the "Approval for the Listed Companies in Offering Newly Issued Shares to Private Placement" ("TorJor. 72/2558 Notification"), so the addition of the Company will be required, approved from the Extraordinary Shareholders' Meeting to offer the newly issued ordinary shares of the Company to TTTH this time. The company must be authorized to offer the Company's newly

issued ordinary shares to specific investors from the Securities and Exchange Commission (“SEC”) in accordance with the TorJor. 72/2558 Notification, before the offering of the newly issued ordinary shares.

To consider the offering price of the Company's newly issued shares to TTTT at the offering price of THB. 0.99 per share, compared with the market price of the Company's shares, it is calculated from the weighted average price of the Company's shares traded in the SET. not less than 15 consecutive business days prior the Board of Directors' Meeting, i.e. between December 28, 2020 - January 19, 2021 which is equal to THB. 0.99 per share, the above offering price of the newly issued ordinary shares. Therefore, the price is not lower than 90% of the market price in accordance with the No. TorJor. 72/2558 Notification.

If the offering price of the newly issued ordinary shares to a specific person (Private Placement) is lower than 90% of the market price of the Company's shares, before the SET accepts the registration of the newly issued ordinary shares as listed securities, TTTT must comply with the sale of the newly issued ordinary shares. In accordance with the regulations prescribed in the Stock Exchange of Thailand on the criteria, conditions and procedures for the consideration of an application for accepting ordinary shares or preferred shares in the capital increase as listed securities, B.E. 2558 (2015) dated May 11, 2015 (including any amendments).

In this regard, after the issuance and allocation of the newly issued ordinary shares to TTTT above, TTTT will hold 65,000,000 shares or representing approximately 9.53% of the total issued and paid-up shares after the registration of the increase in paid-up capital of the Company.

- (B) This issuance and allocation of the newly issued ordinary shares to TTTT is not considered a connected transaction of the listed company, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (including the amendments) and the Notification of the Board of Directors of the Stock Exchange of Thailand on Disclosure Information and operations of the listed company on the connected transaction 2003 dated September 15, 1995 (including the amendments) ("Notification on the connected transaction") for the following reasons.

Prior to this capital increase, TTTT had no relationship with the Company, its 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 holds 65,000,000 shares, representing approximately 9.53% of the shares sold after the share capital of the Company and TTTT to nominate directors of one person, totaling of eight directors, which consists of five directors and three independent directors, therefore, the allocation of newly issued ordinary shares to TTTT at this time did not participate in the management of the company, as per 258 of the Securities Act, the acquisition of ordinary shares in the Company and also a decision not related by TTTT there is agreement between the shareholders of the company. 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 the future, the Company has transactions with TTTH, the Company will comply with the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transaction dated August 31, 2008 (including any amendments) and announcement of the board of directors of the Stock Exchange of Thailand Subject: Disclosure of information and operations of the Company in the Connected transactions 2003, dated November 19, 2003 (including any amendments)

In addition, the Board of Directors' Meeting also resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the authorization of the Board of Director and/or Managing Director and/or a person authorized by the Board of Director and/or Managing Director to perform the following actions

- 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 Or 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.

3. Approve to propose to the to the Extraordinary General Meeting of Shareholders No. 1/2021 to increase the number of Director from the original number of seven persons to totaling eight persons, with authorized to approve the Board of Director to appoint the new director.

2.1.1 In case of there is a fraction of shares due to the issuance of additional ordinary shares, is issued to arrange for TTTT in particular, which is a Private Placement, therefore, there are no fractions of shares

2.2 General Mandate

Allocated to	Type of securities	Number of shares	Percentage of paid-up capital ^{1/}	note
Existing shareholders	Common stock	-	-	-
	Preferred shares	-	-	-
To certify the conversion / exercise of the TSRs to purchase newly-issued shares that are transferable	Common stock	-	-	-
	Preferred shares	-	-	-
people	Common stock	-	-	-
	Preferred shares	-	-	-
Private placement	Common stock	-	-	-
	Preferred shares	-	-	-

^{1/} Percentage of paid-up capital as of the date the Board of Directors of listed companies resolves to increase capital as a general mandate.

3. **The date of the shareholders' meeting to approve the capital increase and share allotment.**
 The Extraordinary General Meeting of Shareholders No. 1/2021 held on February 24, 2021 at 13:00 hrs. Media 's Electronics Ltd. (E-EGM) in accordance with the rules stipulated in the law relating to the meeting through electronic. The agenda is as follows;

- The closing date of the share register book for the right to attend the Shareholders' Meeting from until the said shareholders' meeting Will be completed
- Determining the list of shareholders entitled to attend the Shareholders' Meeting (Record Date) on the date of February 04, 2021.

4. **Approval of the capital increase / share allotment by relevant governmental agency, and conditions for permission (if any)**

4.1 The company must obtain approval for the offering of newly issued ordinary shares of the company to specific investors from the SEC as specified in the Notification TorJor. 72/2558 prior to the offering of shares, ordinary capital increase of the Company to specific person.

4.2 The Company must register to increase its registered capital, and amend the memorandum of association and registered the change of paid-up capital with the Department of Business Development Ministry of

Commerce And submit an application to the SET To request permission to receive the newly issued ordinary shares Listed securities on the stock exchange According to the relevant regulations and rules

4.3 The Company must apply for permission from the SET. to accept the newly issued ordinary shares of the Company as listed securities.

5. The purpose of the capital increase.

The Company will issue and allocate the newly issued ordinary shares for the purpose of using the proceeds as working capital of the Company at present for future business expansion.

If there is a significant change in the purpose of use of the capital increase and / or the acquisition of assets the Company will propose to Shareholders Meeting for the resolution.

6. Benefits which the Company will receive from the capital increase / share allotment

In order to strengthen the capital structure Including financial status of the Company to be stronger for support the expansion of the business of the company as well as the capital increase. In a specific person (Private Placement) will reduce the burden of capital increase to the existing shareholders of the Company, and able to perform immediately after the approval of the shareholders of the Company. TTH has accepted to purchase additional ordinary shares of the Company which TTH networks in business, users associated with the business operations of the Company continuously expand in the current and in the future.

7. Benefits which the shareholders will receive from the capital increase / share allotment

7.1 This capital increase will support strengthen the Company's financial position. Increase working capital for business operations and the ability to generate income from service provision and increased profitability, and the shareholders of the company will benefit as the Company will be able to use the proceeds from the capital increase for future business expansion.

7.2 Shareholders will benefit both in the form of potential increase in share value and dividend, which the Company has a dividend policy of not less than 40% of the net profit according to the financial statements after deducting corporate income tax and various reserves, according to there is a lower dividend payment, the policy must be approved by the Board of Directors to consider factors such as investment plans, necessities and other suitability. In the future and propose for approval to the Annual General Meeting of Shareholders excepted for interim dividends, the Board of Directors has authorized to pay dividends, if there is sufficient net profit after deducting legal reserve and to propose to the General Meeting of Shareholders for the year 2021.

8. Other details necessary for the shareholders to support their decision on the capital increase / share allotment.

Please consider other details of this capital increase details regarding the issuance and offering of new ordinary shares to the Private Placement (attachment no. 2).

9. Schedule of action where the Board of Directors approved the capital increase / Just for the share allotment.

No.	Action Plan	Date
1.	Board of Directors Meeting No. 1/2021	January 20, 2021
2.	Determine the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date)	February 04, 2021
3.	Schedule for the Extraordinary General Meeting of Shareholders No. 1/2021	February 24, 2021
4.	Registered to increase registered capital with the Department of Business Development, Ministry of Commerce.	Within 14 days from the date the shareholders' meeting resolves to approve
5.	Offering the newly issued ordinary shares to the specific investors	After obtaining permission from the SEC but within 3 months from the date of approval by the Shareholders' Meeting, which is expected to be implemented within Q1 / 2021
6.	Registered changes in paid-up capital with the Department of Business Development, Ministry of Commerce.	Within 14 days from the date the company has received payment for the new ordinary shares in full amount

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

Signature

(Dr. Viwat Kromadit)

Authorized director to sign on behalf of the company

Signature

(Mr. Piya Techakul)

Authorized director to sign on behalf of the company

**Information Memorandum regarding the Offering and Allotment of
the Newly-issued ordinary shares to increase capital to Specific Persons (Private Placement) of
ATP 30 Public Company Limited**

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 person (Private Placement) 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 person (Private Placement), named Toyota Tsusho Thai Holdings 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
Toyota Tsusho Thai Holdings Company Limited	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 Or 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 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 (baht / 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 Toyota Tsusho Thai Holdings Company Limited

(A) General Information of Toyota Tsusho Thai Holdings Company Limited

Type of business	Holding company in Toyota Tsusho Group (Thailand) Co., Ltd.
Company Registration Date	01 July 2019
Juristic Person Registration Number	0105562113421
Capital	2,300,000,000.00 baht (wo thousand three hundred million baht only)
Paid-up capital	2,300,000,000.00 baht (two thousand three hundred million baht only)
Investment objectives	Become a strategic partner and investing in technology to develop the Model Smart Mobility carriage management system, as well as a network to expand the market. A person with management experience related to logistics. This will support the strengthen of the Company for sustainable growth.
Head office location	607 Asoke-Dindaeng Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400
website	https://www.tttc.co.th

(B) 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%

(C) List of Directors

- 1 Mr. Kiyoyoshi Oba
- 2 Mr. Yuichi Oi
- 3 Mr. Kuniaki Yamagiwa
- 4 Mr. Yuji Nakagawa
- 5 Mrs. Penparn Jaovisidha
- 6 Ms. Anujtha Jaovisidha
- 7 Dr. Varaporn Jaovisidha
- 8 Mr. Chavit Jaovisidha

D) Relationship with the company Directors Executives and Major shareholders of the Company

Prior to this capital increase, TTTT had no relationship with the Company, its 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 TTTT to nominate directors of one person, including a company total of eight director, which consists of five directors and three independent directors, therefore, the allocation of newly issued ordinary shares to TTTT at this time did not participate in the management of the Company. 258 of the Securities Act, the acquisition of common shares in the Company and also a decision not related by TTTT there is agreement between the shareholders in the shareholders of the Company and TTTT. 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 the future, the Company has transactions with TTTT, 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 will issue and allocate the newly issued ordinary shares for the purpose of using the proceeds as working capital of the Company at this present, and prepare for the future business expansion.

In case of there is a significant change in the propose of the increase capital, the Company will propose the in the Shareholders' Meeting for resolution.

2.2 Money plan

This issuance and offering of newly issued ordinary shares to specific person (Private Placement), the Company expects to receive total money within the first quarter of the year 2021, which the Company expects at allocate the proceeds to be used as the proceeds as working capital of the Company to support the current operations of the Company as per details follows;

Money Plan	Amount	Period of time
the purpose of using the proceeds as working capital of the Company	64,350,000.00	within the fourth quarter of the year 2021
Total	64,350,000.00	

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

3.1 Impact on shareholders' equity (Control dilution)

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

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

$$= 9.53\%$$

3.2 Effect on stock price (price dilution)

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

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

$$= 0\%$$

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

Note:

^{1/} Market price before offering = The price is calculated from the weighted average price of the Company's shares on the Stock Exchange of Thailand 15 consecutive business prior to the date the Board of Director Meeting, dated January 20, 2021 (The calculated price equal THB. 0.99 per share)

^{2/} Market price before offering = $\frac{(\text{Market price} \times \text{number of paid-up shares}) + (\text{Offering Price} \times \text{number of paid-up shares})}{\text{number of paid-up shares} + \text{number of the sale share offered}}$

$$= \frac{(0.99 \times 617,310,058) + (0.99 \times 65,000,000)}{(617,310,058 + 65,000,000)}$$

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

3.3 Effect on Earnings per share dilution or EPS Dilution

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

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

$$= 9.68\%$$

The shareholding structure prior and after the transaction 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	%	No. of shares	%
1	MR. CHARTCHAI PANICHEWA	80,325,000	13.01	80,325,000	11.77
2	MR.PIY ATECHAKUL	55,050,000	8.92	55,050,000	8.07
3	MS. SAISUT TECHAKUL	45,419,894	7.36	45,419,894	6.66
4	MR. VIWAT KROMADIT	42,750,000	6.93	42,750,000	6.27
5	MR. VITON KROMADIT	29,390,199	4.76	29,390,199	4.31
6	MR. PONGCHAI JONGPAISARNILP	16,159,500	2.62	16,159,500	2.37
7	MS. NARTRUDEE SRIPRACHITTICHAJ	15,600,000	2.53	15,600,000	2.29
8	MR. BUNDIT TOONGKASERANEE	15,372,000	2.49	15,372,000	2.25
9.	MS. VIPAWEE KROMADIT	13,032,903	2.11	13,032,903	1.91
10.	MS. CHAROONLAK PANICHEWA	12,656,250	2.05	12,656,250	1.85
11	TOYOTA TSUSHO THAI HOLDING Co., Ltd.	-	-	65,000,000	9.53
12	Others	291,554,312	47.22	291,554,312	42.70
	Total	617,310,058	100.00	682,310,058	100.00

Note *Book Closing Date on January 13, 2021

3.4 The value that the shareholders receive in comparison with Dilution

When considering the all impact on shareholders. This capital increase will support to strengthen service revenue opportunities and increased profitability, which will enable the company to generate good long-term shareholder returns. It will also help compensate the shareholders' equity that appears in the Company's financial statements to be in a better way.

In addition, the Company has determined the dividend payment rate of shareholders to benefit both in the form of a potential increase in share value and dividend, which the Company has a dividend policy of not less than 40% of the net profit following the financial statements, withholding corporate income tax and legal reserves. If any dividend payment is changes depending on the potential, the performance growth, investment plans, liquidity, expansion, and future necessity and suitability. In order to create good returns, it's shareholders in the future.

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

The risk that investors, which is a specific investor and a strategic person, the sale of the Company's shares in the future. This will cause the Company may lose the opportunity to expand the business as expected, nor sales the newly issued ordinary shares to Invest in comparison with the market price of the Company's shares, which is calculated from the weighted average price of the Company's share that has traded in the SET for at least 15 consecutive working days before offering it for sale. In case of the offering price of the newly issued ordinary shares to a specific person (Private Placement) is lower than 90% of the market price of the Company's shares before the SET accepts the registration of the newly issued ordinary shares as listed securities, TTTT must comply with the sale of the newly issued ordinary shares, accordance with the regulations prescribed in the Stock Exchange of Thailand on the criteria, conditions and procedures for the consideration of 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 due to the current economic situation and the issuance and offering of the Company's newly issued ordinary shares will enable the Company to raise capital within a relatively short period and reduce the cost of loan interest expenses, to support the Company liquid and cash flow, which, when combined with the Company's existing cash balance, there are business opportunities and be able to manage the business more efficiently. This capital increase will strengthen the opportunity for generate service income and increase profitability, for this reason the Company is enable to generate good returns to its shareholders in the long term. It will also help compensate the shareholders' equity that appears in the Company's financial statements to be in a better way.

In addition, the Company has set the dividend payout rate, holding shares will benefit both in the form of potential increased share value and dividend, which the Company has a policy to pay dividends of not less than 40% of the net profit according to the financial statements after corporate income tax and other legal reserves. If so, the dividend payment may be changed depending on the potential. Performance growth, investment plans, liquidity, expansion, and future necessity and suitability. In order to create good returns to shareholders in the future.

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

The Company expects to issue and offer capital increase shares to TTTH and receive money from such offering. To be completed within the time frame specified in accordance with the Notification No. TorJor. 72/2558 and as approved by the Extraordinary General Meeting within the first quarter of the year 2021.

The Company will use the money of capital increase to support the business operation of the company according to the plan specified in item 2. above.

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

The Board of Director considered the increasing the Company's registered capital by issuing new ordinary shares to be offered to TTTH at this time, it is benefits for the Company's business operation because TTTH is strengthen the financial position, as a result, the Company has decreased debt to equity ratio, moreover it also support to strengthen the financial liquidity of the Company to support the business expansion, and reduce the financial burden This will help support the company to continue the business with sustainability.

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

The Company determines the offering price, which is a joint 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. Therefore, the price is not lower than 90% of the market price according to the announcement No. TorJor. 72/2558.

The issuance of the capital increase ordinary shares is an offering of shares that the Board of Directors has resolved to clear set the offering price to propose to the Shareholders' Meeting, the offering price of THB. 0.99 per share, totaling THB. 64,350,000, which is the offering price is not lower than the market price in accordance with the criteria of Notification No. Tor Jor. 72/2558 regarding the approval for listed companies to offer new shares to the specific person, dated October 28, 2013 (including any amendments), the market price for the offering of new ordinary shares to TTTH calculated based on the weighted average price of the ordinary shares, the Company traded in the stock market Not less than 15 consecutive business days prior to the date of the Board of Directors Meeting No. 1/2021 held on January 20, 2021 to consider and approve the allocation of the newly issued ordinary shares of the Company of 65,000,000 shares at par value. 0.25 baht for a specific person (Private Placement) through TTTH by the allotment of 65,000,000 shares at the

offering price per share of THB. 0.99, totaling THB. 64,350,000

between December 28, 2020 and January 19, 2021, which equals to THB. 0.99 per share (information from SETSMART according to www.setsmart.com), which the selling price of the newly issued ordinary shares to the specific person, this price is without any discount to the market price.

Therefore, it is not an offer for sale of newly issued shares at a price lower than the market price specified in the announcement of TorJor. 72/2558, however, the selling price of such share is the price agreed by the Company and TTTH. The Company does not intend to issue and offer shares at a price lower than the market price for the benefit of the Company and shareholders in general.

Considering the reasons, necessity and benefits that the Company will receive from the issuance and allocation of the newly issued ordinary shares for sale to the specific investors as mentioned above. The Board of Directors therefore passed a resolution, the issuance and allocation of newly issued ordinary shares to be offered to TTTH, with the opinion that the allocation conditions offering price of newly issued ordinary shares to that investor It is appropriate to the best interests of the shareholders. This will enable the company to procure funding sources within the required amount within a limited time.

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. TTTH 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 company directors

In the event that the Company's directors fail to perform their duties in accordance with the law, objectives and regulations of the Company as well as the resolution of the Shareholders' Meeting are honest and prudent to protect the interests of the Company in matters relating to capital increase by act or omission of any act not perform such duties and caused damage to the Company, the Company's ability to claim compensation from that action, in case of the Company does not claim the compensation, the Shareholders holding not less than 5% of the total issued shares may notify the company to make a claim, and if the Company does not proceed as the shareholder informed, a person can sue to claim for damages. The remuneration from such director on behalf of the Company can be made in accordance with Section 85 of the Public Limited Companies Act 2535 (including the amendments). In addition, if the actions omission of the director which failed to perform duties in accordance with the law Objectives and Articles of Association as well as the resolution of the Shareholders' Meeting with honesty and carefulness to protect the interest of improperly, the Company may sue the directors. Responsible for returning such benefits The Company or shareholders holding shares with voting rights and not less than 5% of the total number of voting rights of the Company to be informed, if the Company does not act as the shareholder informed within 1 month from the date of receipt such shareholders can exercise their right to sue the benefits from such directors on behalf of the company under Section 89/18 of the Securities Act B.E. 2535 (including as amended)

In addition, the Board of Directors hereby certifies that the Board of Directors of the Company has to be careful in conducting liquidity of integration and monitoring of the investment is of the opinion that the allocation of new shares to investors such festivities are reasonable, there is potential images on investment. Have useful knowledge and experience This will help support the company's business and create benefits for the company.

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

