

NB 05/004/2022

May 12, 2022

To: The President of the Stock Exchange of Thailand  
Subject: Notice to Inform the Resolutions of the Board of Director s Meeting 3/2022– acquisition of Techcons Biz Company Limited’s shares

The Resolutions of the Board of Director s Meeting No. 3/2022, held on May 12, 2022, were as follows:

1. Approval to purchase 7,500 ordinary shares of shareholder(s) of Techcons Biz Company Limited at a rate of THB 1,666.67 per share, in total THB 12,500,025 within the consideration of Risk Management Committee in compliance with relating rules & regulations of SEC. This share purchase and relevant transactions shall be done within June 30, 2022. Eventually, share proportion of NETBAY in Techcons Biz Company Limited shall be 15 percent.
2. In this regard, Mr. Pichit Viwatrujirapong and/or Mrs. Kobkanjana Veerapongpradit were approved as the authorized representatives for performing necessary and relevant transactions pursuant to this share purchase.

Abovementioned transactions shall not be regarded as related-party transaction. In accordance with the calculations of the transaction size due to this acquisition of asset, the highest value is 1.86% of total asset in reference to NETBAY’s consolidated financial statement as of March 31, 2022, and Techcons Biz Company Limited’s financial statement as of December 31, 2021.

Details of the acquisition are as follows;

- 1) **Date, month, year to enter into the transaction:** It shall be done within June 30, 2022.
- 2) **Parties Transactions and Relationships with the Company**

**Buyer:** Netbay Public Company Limited.

**Seller:** shareholder(s) of Techcons Biz Company Limited.

There is no conflict of interests between both parties.

Shareholding structure of shareholder of Techcons Biz Company Limited before and after entering the transaction

Name of shareholder	Before		After	
	Number of shares	(%)	Number of shares	(%)
Shareholder(s) of Techcons BizCo, .Ltd.	50,000	100	42,500	85.00
NETBAY	-	-	7,500	15.00
<b>Total</b>	<b>50,000</b>	<b>100</b>	<b>50,000</b>	<b>100</b>

3) List of characteristics

Share purchase between NETBAY and shareholder(s) of Techcons Biz Company Limited

4) Calculation of the Transaction Size

In regard to the calculation of transaction size of the acquisition of the assets in reference to NETBAY's consolidated financial statement as of March 31, 2022, and Techcons Biz Company Limited's financial statement as of December 31, 2021. The calculations were done as follows;

Financial summary

(Unit : THB)

Item	Techcons Biz Company Limited
Total assets	20,006,459.46
Intangible Asset / Deferred tax assets	32,080.91
Total Liabilities	4,012,905.87
Total Shareholders' Equity	15,993,553.59
Net Tangible Asset (NTA)	15,961,472.68
Net Profit of December 31, 2021	1,384,335.24

Calculation acquiring transaction

Criteria	Size of the transaction	
1. Net Tangible Assets (NTA)	$\frac{15,961,472.68 \times 15\% \times 100}{505,491,522}$	0.47% (small size)
2. Net profit	$\frac{1,384,335.24 \times 15\% \times 100}{157,874,624}$	0.13% (small size)
3. Total value of Consideration	$\frac{12,500,025 \times 100}{673,478,740}$	1.86% (small size)
4. Value of Capital Shares	Not applicable	

For the past 6 months, NETBAY has entered into an asset acquisition transaction. Therefore, the highest value of transaction size total is 3.57% of total assets. The transaction size is less than 10% according to the regulations of the acquisition or disposal of assets. Therefore, this transaction can be approved by the board of director.

**5) Details of the asset to be acquired**

Assets to be acquired	7,500 ordinary shares in Techcons Biz Company Limited
Date of investment	Within June 30, 2022.
Company Name	Techcons Biz Company Limited
Registered Capital	THB 5,000,000.
Type of business	Software, application, computer program development
Board of Directors	Mr. Pairoj Tonsirianusorn, Mrs. Siriwan Tonsirianusorn, Mrs. Ratchanee Tonsirianusorn

Remark: Board structure may be changed after transactions.

**6) Sources of Fund**

internal cash flow from the operation

**7) Value of acquired asset**

7,500 shares of Techcons Biz Company Limited in total THB 12,500,025 in reference to valuation price by Earnings – Based Approach: Discounted Cash Flow method. It shall be paid in cash.

**8) Company benefit expectation**

To Increase the proportion of investment in Techcons Biz Company Limited can be considered as good opportunities to increase the value and profits to the main business of the company in the future.

**9) Conditions for entering the transaction**

To purchase 7,500 ordinary shares at a rate of THB1,666.67 per share, in total THB12,500,025, the share purchase agreement and relevant transactions shall be done within June 30, 2022.

**10) The opinion of the Company's board for agreement entering into the transaction**

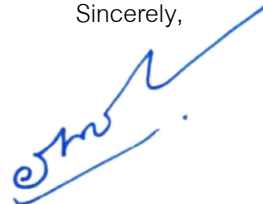
The company's board already considered the transactions are appropriate investment and support NETBAY current business, as well increasing the operational potential in the future.

11) The opinion of the Audit Committee and/or Directors of the Company which are different from those of the Company's Board

- None -

Please be informed accordingly,

Sincerely,



Mrs. Kobkanjana Veerapongpradit

Managing Director

Netbay Public Company Limited