

(Translation)

Opinion of the Independent Financial Advisor

On the Connected Transaction

(Acquisition of 9.9997% of Ordinary Shares in Oxygen Asset Company Limited)

of



Thanulux Public Company Limited

Prepared by



Advisory Plus Company Limited

March 18, 2024

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Definition

The Company or TNL	Thanulux Public Company Limited
SPI	Saha Pathana Inter-Holding Public Company Limited
OXA	Oxygen Asset Company Limited
OX1	Oxygen 1 Company Limited
OX2	Oxygen 2 Company Limited
TNLX	TNLX Company Limited
CBW	Celebrate Wealth Company Limited
SAP	S. Apparel Company Limited
BTS	BTS Group Holdings Public Company Limited
OAM	Oxygen Asset Management Company Limited
TNLA	TNL Alliance Company Limited
Independent Financial Advisor (IFA)	Advisory Plus Company Limited
SET	Stock Exchange of Thailand
SEC	Office of the Securities and Exchange Commission
Notifications on Acquisition or Disposal of Assets	The Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated August 31, 2008, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B. E. 2547, dated October 29, 2004, as amended.
Notifications on Connected Transactions	The Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Entering into Connected Transactions, dated August 31, 2008, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B. E. 2546, dated November 19, 2003, as amended.
Investment Transaction in OXA's Ordinary Shares	The investment in 9.9997% of the issued and paid-up shares in Oxygen Asset Co., Ltd. to be acquired from Saha Pathana Inter-Holding Plc. at a total value of Baht 99.997 million to repay outstanding loans provided by SPI to OXA in proportion to its shareholding amounting to Baht 567.10 million as of March 12, 2024, with total value of Baht 667.097 million.

- TRANSLATION -

The English Translation of the Independent Financial Advisor's Opinion has been prepared solely for the convenience of foreign shareholders of Thanulux Public Company Limited and should not be relied upon as the definitive and official document. The Thai language version of the Independent Financial Advisor's Opinion is the definitive and official document and shall prevail in all aspects in the event of any inconsistency with this English Translation.

AP. 012/ 2567

March 18, 2024

To The Board of Directors and Shareholders

Thanulux Public Company Limited

Subject Opinion of the Independent Financial Advisor on the connected transactions

During the past period, the textile and apparel industry have been affected by intensified competition caused by labor shortages and cost of wages of Thai laborers which had tendency to be higher compared with labor wages of the competitors' countries in the region. In addition, during the past 2-3 years, Thanulux Public Company Limited (the "Company") was affected by the 2019 coronavirus ("COVID-19") pandemic situations which had developed into various strains continually. Those factors were regarded as material risks of overall economic conditions that caused the Company to temporarily close its production lines in Kabinburi Branch and Lamphun Province during June – August 2020. In addition, the Company's two subsidiaries, namely (1) Celebrate Wealth Company Limited ("CBW"), engaged in the business of manufacturing and distribution of apparel, and (2) S. Apparel Company Limited ("SAP"), engaged in the business of apparel distribution have also been affected from such situations that both CBW and SAP had to cease business during 2020. In 2023, CBW registered for dissolution with the Department of Business Development and the capital had been repaid to the shareholders on August 25, 2023. SAP will further undergo the registration for dissolution likewise.

Due to the downturn in net profitability of textile and apparel business, therefore, the Company tried to seek for opportunities to invest in new assets and/or businesses that have the potential to create additional growth in revenue and profitability for the Company sustainably to replace the textile and apparel business, which was once a business that generated good profits for the Company. Consequently, during the

end of 2022, the Company has invested in new businesses which included the secured lending business, NPLs and NPAs asset management business, and real estate development business (collectively referred to as the "Other Businesses") and changed its shareholding structure whereas BTS Group Holdings Public Company Limited ("BTS") becoming the major shareholder together with Saha Pathana Inter-holding Public Company Limited ("SPI").

During 2023, the Company has complied with the business restructuring plan by transferring some parts of the business, textile and apparel, (Partial Business Transfer - PBT) to under the operation of TNLX Company Limited ("TNLX"), a subsidiary, which had legal effect since July 1, 2023. Therefore, the Company's business operation structure has been changed from having the textile and apparel business as its core business to investment in other companies (Holding Company). The Company operates its business through investments in its subsidiaries, which operate four main categories: (1) Textile and apparel business operated by TNLX; (2) Secured lending business operated by Oxygen Asset Company Limited ("OXA"); NPLs and NPAs asset management business operated by Oxy Asset Management Company Limited ("OAM") (collectively referred to businesses in (2) and (3) as "Financial Business"); and (4) Real estate development business operated by TNL Alliance Company Limited ("TNLA"). After the Partial Business Transfer restructuring, the Company's revenues derived from dividends obtained from investments in subsidiaries and other companies, interest income, rental income from renting out of property and other income as per the separate financial statements.

However, since early of 2023 which was the first year that the Company began to recognize operating results from Other Businesses managed through 3 of its subsidiaries. Although income from Other Businesses may not be high compared to income from the textile and apparel business, because revenues from Financial Business were interest income and revenue from Real Estate Development Business has not yet been recognized because the projects are under development, but net profit generated from Other Businesses was quite good. In 2023, the Company's net profit according to the consolidated financial statements was Baht 513.38 million, where 92% of net profit came from OXA, OAM and TNLA and 8% of net profit came from TNLX's textile and apparel business¹ From the performance with good returns of Other Businesses, the Company's overall net profit in the consolidated financial statements evidently increased from Baht 101.86 million in 2022, to Baht 513.38 million in 2023 or an increase by Baht 411.52 million.

With determination to build constant growth and returns for the shareholders in the long term, the Company considered to dispose its textile and apparel business which faced high competition, risks from domestic and international market uncertainties, as well as geopolitical conflicts, so it made the chances of

¹ Net profit from the textile and apparel business for the period of 2023 is the sum of the net profit operating under the Company during January – June 2023 and net profit operating under TNLX during July – December 2023, including other income not related to textile and apparel business, but excluding non-recurring income.

the textile and apparel business returning to generate good profits for the Company as in the past were very unlikely. Moreover, as the Company is a midstream manufacturer, and most of distribution channels are through dealers who further conduct marketing to consumers. Therefore, it cannot independently set prices by its own to maintain profitability amidst high competition and economic slowdown situations, which can be seen from the decline in returns from textile and apparel business operations over the past several years. As a result of these restrictions, the Company considered that the disposal of its investment in TNLX, engaging in textile and apparel business which over the past several years has yielded lower returns and some years has incurred losses, would reduce the Company's risks from business operations and improved its overall performance.

In addition, the Company has plan to restructure its business clearly and appropriately for sustainable growth in the future, which focuses on building growth through Financial Business and reducing the shareholding structure of the subsidiaries held by persons who may have conflicts of interest to ensure that the shareholding structure of the subsidiaries will be for the best interest of the Company, thus the Board of Directors' Meeting of the Company No. 3/2024 held on March 12, 2024 resolved to approve the entering into transaction to acquire 99,997 ordinary shares in Oxygen Asset Company Limited ("OXA") (currently, the Company holds 90.00% of issued and sold shares of OXA), which engages in the business of provision of secured loans to the entrepreneurs, from SPI, representing 9.9997% of the issued and sold shares of OXA at the purchase price of Baht 1,000 per share, totaling Baht 99.997 million and to repay outstanding loans provided by SPI to OXA in proportion to its shareholding amounting to Baht 567.10 million as of March 12, 2024, with total value of Baht 667.097 million ("Investment Transaction in OXA's Ordinary Shares").

The abovementioned Investment Transaction in OXA's Ordinary Shares is regarded as an acquisition of assets of a listed company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (the "Notifications on Acquisition or Disposition of Assets"). The Transaction size is equal to 4.97 percent according to the total value of consideration paid or received criteria which is the criteria to calculate the highest transaction size based on the audited consolidated financial statements of the Company for the year ended as of December 31, 2023. Total consideration value is in amount of Baht 667.097 million which is a combination of the value of share purchase under this Investment Transaction in OXA's Ordinary Shares amounting to Baht 99.997 million and the existing outstanding loan which OXA owed to SPI as of March 12, 2024 amounting to Baht 567.10 million. When combining the Transaction with the asset acquisition transactions of the Company that occurred in six months prior to the entry into this Transaction, the highest transaction size is equal to 5.20 percent based on total value of consideration paid or received criteria. Therefore, entering into the Transaction of the

Company do not exceed 15.00 percent and are not considered as material transactions that are deemed as the acquisition or disposition of assets of a listed company according to the criteria of the Notifications on Acquisition or Disposition of Assets.

In addition, entering into the Investment Transaction in OXA's Ordinary Shares with SPI is considered a connected transaction of the Company in accordance with the Notifications on Connected Transactions because SPI is the major shareholder of the Company holding 42.19 percent of the total issued and paid-up shares of the Company (information as of March 12, 2024). Such Transaction is considered in the type of assets and services, having the value of 6.83 percent of the Company's net tangible asset (NTA) according to the Company's audited consolidated financial statements for the year ended as at December 31, 2023. When including other assets and services type of transactions with SPI or related persons of SPI during six months prior entering into this Transaction, the total transaction size will be equal to 7.58 percent of the Company's NTA. Since the transaction size is greater than 3% of the Company's NTA and also higher than Baht 20 million, the Company is required to obtain approval from the Board of Directors and to prepare and disclose the information memorandum on the transaction to the SET according to the Notifications on Connected Transactions, as well as to seek approval for such transaction from the shareholders' meeting, with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest. In addition, the Company must also appoint an independent financial advisor ("IFA") certified by the Office Securities and Exchange Commission (the "SEC") to provide opinions concerning the connected transactions of the Company.

Furthermore, the Board of Directors' Meeting of the Company resolved to propose to the 50th Annual General Meeting of Shareholders which will be held on April 22, 2024 to consider and approve the entering into such Transaction. In an invitation to attend the meeting, the Company shall have an independent financial advisor to give the following opinions in connection with the transaction: (1) Reasonableness and benefits of Transaction to a listed company, (2) Fairness of price and conditions of price, (3) Comparison of advantages and disadvantages between entering and not entering into the Transaction and comparison of advantages and disadvantages between entering into the Transaction with a connected person and the transaction with a third party and (4) Whether shareholders resolve to agree or disagree with Transaction together with supporting reasons. In this regard, the Company has appointed Advisory Plus Advisory Company Limited (the "**Independent Financial Advisor**") as the independent financial advisor to provide opinion to the shareholders.

In expressing opinion on the acquisition of assets and the connected transaction, the Independent Financial Advisor has studied and analyzed the information obtained from the management of the Company, SPI, and OXA, consisting of resolutions of the Board of Directors' Meeting of the Company No. 3/2024 passed on March 12, 2024, information memorandum disclosed by the Company to the Stock Exchange of Thailand ("SET") on March 12, 2024 (including the revised version), the Company's annual registration

statement/annual report 2023 (Form 56-1 One Report), consolidated financial statements of the Company and separate financial statements of OXA, audited by certified public accountants for the years ended as at December 31, 2021-2022, financial information of OXA for the year 2023 which has not been audited by the auditor but it was the same information that the Company used for preparation of the consolidated financial statements which has the same auditor, internal financial statements of OXA prepared by the OXA's management, financial projection of OXA and relevant assumptions, agreements relating to the Transaction, such as the share purchase agreement between the Company and SPI for the sale and purchase of OXA's shares, including the information available from websites of the SET and the SEC, the relevant information and documents obtained from the Company and from interviews with the executives of the Company, SPI, and OXA and publicly available information.

The opinion given by the Independent Financial Advisor herein is based on the assumption that all information and documents received from the Company and from interviews with the executives of the Company, SPI, and OXA are true and correct. The Independent Financial Advisor has considered such information prudently and reasonably under professional standards as well as reviewed such information and no information was found suspicious or lack of credibility.

The expression of the Independent Financial Advisor's opinion is also based on the economic condition and information known at the time of conducting this study only. If there is any significant change to these factors, it may affect the opinion provided herein.

The Independent Financial Advisor hereby summarizes opinion on the connected transactions to be executed by the Company as follows:

Executive Summary

During the past period, the textile and apparel industry have been affected by intensified competition caused by labor shortages and cost of wages of Thai laborers which had tendency to be higher compared with labor wages of the competitors' countries in the region. In addition, during the past 2-3 years, Thanulux Public Company Limited (the "Company") was affected by the 2019 coronavirus ("COVID-19") pandemic situations which had developed into various strains continually. Those factors were regarded as material risks of overall economic conditions that caused the Company to temporarily close its production lines in Kabinburi Branch and Lamphun Province during June – August 2020. In addition, the Company's two subsidiaries, namely (1) Celebrate Wealth Company Limited ("CBW"), engaged in the business of manufacturing and distribution of apparel, and (2) S. Apparel Company Limited ("SAP"), engaged in the business of apparel distribution have also been affected from such situations that both CBW and SAP had to cease business during 2020. In 2023, CBW registered for dissolution with the Department of Business Development and the capital had been repaid to the shareholders on August 25, 2023. SAP will further undergo the registration for dissolution likewise.

Due to the decreased trend of net profitability of textile and apparel business, therefore, the Company tried to seek for opportunities to invest in new assets and/or businesses that have the potential to create additional growth in revenue and profitability for the Company sustainably to replace the textile and apparel business, which was once a business that generated good profits for the Company. Consequently, during the end of 2022, the Company has invested in new businesses which included the secured lending business, NPLs and NPAs asset management business, and real estate development business (collectively referred to as the "Other Businesses") and changed its shareholding structure whereas BTS Group Holdings Public Company Limited ("BTS") becoming the major shareholder together with Saha Pathana Inter-holding Public Company Limited ("SPI").

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restructuring, the Company's revenues derived from dividends obtained from investments in subsidiaries and other companies, interest income, rental income from renting out of property and other income as per the separate financial statements.

However, since early of 2023 which was the first year that the Company began to recognize operating results from Other Businesses managed through 3 of its subsidiaries. Although income from Other Businesses may not be high compared to income from the textile and apparel business, because revenues from Financial Business were interest income and revenue from real estate development business has not yet been recognized because the projects are under development, but net profit generated from Other Businesses was quite good. In 2023, the Company's net profit according to the consolidated financial statements was Baht 513.38 million, where 92% of net profit came from OXA, OAM and TNLA and 8% of net profit came from TNLX's textile and apparel business². From the performance with good returns of Other Businesses, the Company's overall net profit in the consolidated financial statements evidently increased from Baht 101.86 million in 2022, to Baht 513.38 million in 2023 or an increase by Baht 411.52 million.

With determination to build constant growth and returns for the shareholders in the long term, the Company considered to dispose its textile and apparel business which faced high competition, risks from domestic and international market uncertainties, as well as geopolitical conflicts, so it made the chances of the textile and apparel business returning to generate good profits for the Company as in the past were very unlikely. Moreover, as the Company is a midstream manufacturer, and most of distribution channels are through dealers who further conduct marketing to consumers. Therefore, it cannot independently set prices by its own to maintain profitability amidst high competition and economic slowdown situations, which can be seen from the decline in returns from textile and apparel business operations over the past several years. As a result of these restrictions, the Company considered that the disposal of its investment in TNLX, engaging in textile and apparel business which over the past several years has yielded lower returns and some years has incurred losses, would reduce the Company's risks from business operations and improved its overall performance.

In addition, the Company has plan to restructure its business clearly and appropriately for sustainable growth in the future, which focuses on building growth through Financial Business and reducing the shareholding structure of the subsidiaries held by persons who may have conflicts of interest to ensure that that the shareholding structure of the subsidiaries will be for the best interest of the Company, thus the Board of Directors' Meeting of the Company No. 3/2024 held on March 12, 2024 resolved to approve the entering into transaction to acquire 99,997 ordinary shares in Oxygen Asset Company Limited ("OXA") (currently, the Company holds 90.00% of issued and sold shares of OXA), which engages in the business of provision of secured loans to the entrepreneurs, from SPI, representing 9.9997% percent of issued and sold

² Details are as per footnote 1.

shares of OXA at the purchase price of Baht 1,000 per share, totaling Baht 99.997 million and to repay outstanding loans provided by SPI to OXA in proportion to its shareholding amounting to Baht 567.10 million as of March 12, 2024, with total value of Baht 667.097 million ("Investment Transaction in OXA's Ordinary Shares").

In addition, the abovementioned Transaction is regarded as an acquisition of assets of a listed company pursuant to the Notifications on Acquisition or Disposition of Assets. The Transaction size is equal to 4.97 percent according to the total value of consideration paid or received criteria which is the criteria to calculate the highest transaction size based on the audited consolidated financial statements of the Company for the year ended as at December 31, 2023. Total consideration value is in amount of Baht 667.097 million which is a combination of the value of share purchase under this Transaction amounting to Baht 99.997 million and the existing outstanding loan which OXA owed to SPI as of March 12, 2024 amounting to Baht 567.10 million. When combining the Transaction with the asset acquisition transaction of the Company that occurred in six months prior to the entry into this Transaction, the highest transaction size is equal to 5.20 percent based on total value of consideration paid or received criteria. Therefore, entering into the Transaction of the Company do not exceed 15.00 percent and are not considered as material transactions that are deemed as the acquisition or disposition of assets of a listed company according to the criteria of the Notifications on Acquisition or Disposition of Assets.

Moreover, entering into the Investment Transaction in OXA's Ordinary Shares with SPI is considered as a connected transaction of the Company in accordance with the Notifications on Connected Transactions because SPI is the major shareholder of the Company holding 42.19 percent of the total issued and paid-up shares of the Company (information as of March 12, 2024). Such Transaction is considered in the type of assets and services, having the value of 6.83 percent of the Company's net tangible asset (NTA) according to the Company's audited consolidated financial statements for the year ended as at December 31, 2023. When including other assets and services type of transactions with the connected person, or related person or closed relative of SPI during six months prior entering into this Transaction, the total transaction size is equal to 7.58% of the Company's NTA. Since the Transaction size is greater than 3 percent of the Company's NTA and also higher than Baht 20 million, the Company is required to obtain approval from the Board of Directors and to prepare and disclose the information memorandum on the Transaction to the SET according to the Notifications on Connected Transactions, as well as to seek approval for such Transaction from the shareholders' meeting, with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest. In addition, the Company must also appoint an independent financial advisor ("IFA") certified by the Office Securities and Exchange Commission (the "SEC") to provide opinions concerning the connected transactions of the Company.

The Independent Financial Advisor is of the opinion that the entering into this Transaction is reasonable and in line with the plan to restructure its business clearly and appropriately for sustainable growth in the future, including the reduction of the shareholding structure of subsidiaries held by persons who may have conflicts of interest. The advantages of this Transaction are that (a) the Company will have an opportunity to have increased returns in relation to the increased shareholding proportion, (b) the Company's image will be more strengthening as the service provider in financial business, and (c) it can eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA. However, the disadvantages of such transactions are (a) the Company will require substantial capital to enter into investment transaction in OXA's ordinary shares, (b) the Company will have reduced funds to invest in other potential companies and businesses, (c) the Company will have the sole obligation to provide financial assistance to OXA, and (d) the risk of expected returns not may not be as per forecasted.

However, if the Company does not enter into this transaction, the advantages are that (a) the Company will not have burden to allocate a huge amount of funds for Investment Transaction in OXA's ordinary shares, nor to incur the relevant expenses, (b) the Company will have funds to invest in other potential companies and businesses, and (c) the Company will not have additional burden on providing financial assistance. Meanwhile, the disadvantages of not entering into the transaction are that (a) the Company cannot expand its investment according to the business restructuring plan, and (b) it cannot eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA.

In addition, the Acquisition Transaction in OXA's Ordinary Shares which will be executed with SPI, the Company's major shareholder, will provide opportunity to the Company to additionally invest in financial business which has good operating results and to eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA. However, the disadvantage is that the Company may lose the opportunity to receive a proposal for and information on the new business investment from a third party, who may become its new partner having potential in the new business and a strong financial position and may help to promote and drive further growth in the existing business of the Company by leveraging a broader channel of business operation through the new partner.

If the Company executes the transaction with a third party instead of its connected person, the Company will have the opportunity to receive a proposal for and information on investment in the financial business from a third party, who may become its new partner having potential in the new business and a strong financial position and may help to promote and drive further growth in the existing business of the Company by leveraging a broader channel of business operation through the new partner. However, the disadvantage is that (a) the Company may need a considerable period of time to study the investment information to be obtained from the third party, and (b) the Company cannot eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA.

In terms of price, the Independent Financial Advisor is of the opinion that the dividend discount model approach is a suitable method for valuing OXA's shares. By this approach, the shareholders' equity of OXA according to investment proportion is appraised in a range of Baht 108.10 million – Baht 132.25 million, which is higher than the purchase price under the agreement of Baht 99.997 million by Baht 8.104 million – Baht 32.253 million or 8.10% – 32.25%. This approach focuses on OXA's future operation and profitability, based on the present value of dividend payable by OXA that the Company expects to receive in the future, as well as the overall economic and industrial trends.

In view of the appropriateness of the sale and purchase of 9.9997% of OXA's shares from SPI, which is the connected person, at the total value of Baht 99.997 million, the Independent Financial Advisor is of the opinion that such price is lower than fair price appraised by the Independent Financial Advisor which is between Baht 108.10 – 132.25 million. Therefore, the Independent Financial Advisor deems that the purchase price for 9.9997% of OXA's shares from SPI, which is the connected person, of Baht 99.997 million is a reasonable price.

Repayment of the loans amounting to Baht 567.10 million to SPI is also reasonable because such loan amount has been provided to OXA pursuant to shareholding proportion. Additionally, conditions and interest rate of such loans are similar with the loans that the Company provided to OXA as the financial support.

In addition, the Independent Financial Advisor has considered the appropriateness of the conditions/terms of this transaction, and has opinion that the terms and conditions of the purchase agreement of OXA's ordinary shares between the Company and SPI are in accordance with the general principles of share sales and purchase agreement, including the key conditions precedent of such agreement, for instance, (1) The representations and warranties of the Seller and the Purchaser must be true and accurate in all respects from the execution date under the Closing Date.; (2) The Seller and the Purchaser shall not breach any obligations under the agreement, both before and on the Closing Date.; (3) The meeting of the Board of Directors of the Seller must approve the execution in the agreement including the entering into any transactions and undertakings specified in the agreement.; (4) The Purchaser must submit to the Seller a written notice of the date and time of the Closing Date.; (5) The Purchaser must submit a written evidence issued by the bank in which the Purchaser has an account to identify that the Purchaser has sufficient funds to pay the share prices to the Seller.; and (6) The meeting of the Board of Directors and/or the shareholders' meeting of the Purchaser (as the case may be) must approve the execution in the agreement including the entering into any transactions and undertakings specified in the agreement. (For more details, please see Part 1, Item 8.1 Summary of draft share purchase agreement for the Investment Transaction in OXA's Ordinary Shares). Thus, the Independent Financial Advisor is of the opinion that the conditions of this Transaction are appropriated.

As described above, the Independent Financial Advisor is of the opinion that the execution of Transaction is reasonable and beneficial to the Company, **thus, recommends that the shareholders should approve the said transaction.**

However, the decision whether to approve or not approve the transaction depends mainly on the shareholders' individual judgment. Since the persons having an interest will not be entitled to cast votes on this agenda, the voting on the transaction will rest with all of the remaining shareholders.

Part 1**General Details of the Asset Acquisition and the Connected Transaction****1. Objectives and background of the transaction**

During the past period, the textile and apparel industry have been affected by intensified competition caused by labor shortages and cost of wages of Thai laborers which had tendency to be higher compared with labor wages of the competitors' countries in the region. In addition, during the past 2-3 years, Thanulux Public Company Limited (the "Company") was affected by the 2019 coronavirus ("COVID-19") pandemic situations which had developed into various strains continually. Those factors were regarded as material risks of overall economic conditions that caused the Company to temporarily close its production lines in Kabinburi Branch and Lamphun Province during June – August 2020. In addition, the Company's two subsidiaries, namely (1) Celebrate Wealth Company Limited ("CBW"), engaged in the business of manufacturing and distribution of apparel, and (2) S. Apparel Company Limited ("SAP"), engaged in the business of apparel distribution have also been affected from such situations that both CBW and SAP had to cease business during 2020. In 2023, CBW registered for dissolution with the Department of Business Development and the capital had been repaid to the shareholders on August 25, 2023. SAP will further undergo the registration for dissolution likewise.

Due to the downturn in net profitability of textile and apparel business, therefore, the Company tried to seek for opportunities to invest in new assets and/or businesses that have the potential to create additional growth in revenue and profitability for the Company sustainably to replace the textile and apparel business, which was once a business that generated good profits for the Company. Consequently, during the end of 2022, the Company has invested in new businesses which included the secured lending business, NPLs and NPAs asset management business, and real estate development business (collectively referred to as the "Other Businesses") and changed its shareholding structure whereas BTS Group Holdings Public Company Limited ("BTS") becoming the major shareholder together with Saha Pathana Inter-holding Public Company Limited ("SPI").

During 2023, the Company has complied with the business restructuring plan by transferring some parts of the business, textile and apparel, (Partial Business Transfer - PBT) to under the operation of TNLX Company Limited ("TNLX"), a subsidiary, which had legal effect since July 1, 2023. Therefore, the Company's business operation structure has been changed from having the textile and apparel business as its core business to investment in other companies (Holding Company). The Company operates its business through investments in its subsidiaries, which operate in four main categories: (1) Textile and apparel Business operated by TNLX; (2) Secured lending business operated by Oxygen Asset Company Limited ("OXA"); NPLs and NPAs asset management business operated by Oxygen Asset Management Company Limited ("OAM")

(collectively referred to businesses in (2) and (3) as "Financial Business"); and (4) Real estate development business operated by TNL Alliance Company Limited ("TNLA"). After the Partial Business Transfer restructuring, the Company's revenues derived from dividends obtained from investments in subsidiaries and other companies, interest income, rental income from renting out of property and other income as per the separate financial statements.

However, since early of 2023 which was the first year that the Company began to recognize operating results from Other Businesses managed through 3 of its subsidiaries. Although income from Other Businesses may not be high compared to income from the textile and apparel business, because revenues from Financial Business were interest income and revenue from real estate development business has not yet been recognized because the projects are still under development, but net profit generated from Other Businesses was quite good. In 2023, the Company's net profit according to the consolidated financial statements was Baht 513.38 million, where 92% of net profit came from OXA, OAM and TNLA and 8% of net profit came from TNLX's textile and apparel business³. From the performance with good returns of Other Businesses, the Company's overall net profit in the consolidated financial statements evidently increased from Baht 101.86 million in 2022, to Baht 513.38 million in 2023 or an increase by Baht 411.52 million.

With determination to build continuous growth and returns for the shareholders in the long term, the Company considered to dispose its textile and apparel business which faced high competition, risks from domestic and international market uncertainties, as well as geopolitical conflicts, so it made the chances of the textile and apparel business returning to generate good profits for the Company as in the past were very unlikely. Moreover, as the Company is a midstream manufacturer, and most of distribution channels are through dealers who further conduct marketing to consumers. Therefore, it cannot independently set prices by its own to maintain profitability amidst high competition and economic slowdown situations, which can be seen from the decline in returns from textile and apparel business operations over the past several years. As a result of these restrictions, the Company considered that the disposal of its investment in TNLX, engaging in textile and apparel business which over the past several years has yielded lower returns and some years has incurred losses, would reduce the Company's risks from business operations and improved its overall performance.

In addition, the Company has plan to restructure its business clearly and appropriately for sustainable growth in the future, which focuses on building growth through Financial Business and reducing the shareholding structure of the subsidiaries held by persons who may have conflicts of interest to ensure that that the shareholding structure of the subsidiaries will be for the best interest of the Company, thus the Board of Directors' Meeting of the Company No. 3/2024 held on March 12, 2024 resolved to approve the

³ Details are as per footnote 1.

entering into transaction to acquire 99,997 ordinary shares in Oxygen Asset Company Limited ("OXA") (currently, the Company holds 90.00% of issued and sold shares of OXA), which engages in the business of provision of secured loans to the entrepreneurs, from SPI, in an amount of 99,997 shares, representing 9.9997% percent of issued and sold shares of OXA at the purchase price of Baht 1,000 per share, totaling Baht 99.997 million and to repay outstanding loans provided by SPI to OXA in proportion to its shareholding amounting to Baht 567.10 million as of March 12, 2024, with total value of Baht 667.097 million ("Investment Transaction in OXA's Ordinary Shares").

In addition, the abovementioned Transaction is regarded as an acquisition of assets of a listed company pursuant to the Notifications on Acquisition or Disposition of Assets. The Transaction size is equal to 4.97 percent according to the total value of consideration paid or received criteria which is the criteria to calculate the highest transaction size based on the audited consolidated financial statements of the Company for the year ended as at December 31, 2023. Total consideration value is in amount of Baht 667.097 million which is a combination of the value of share purchase under this Transaction amounting to Baht 99.997 million and the existing outstanding loan which OXA owed to SPI as of March 12, 2024 amounting to Baht 567.10 million. When combining the Transaction with the asset acquisition transaction of the Company that occurred in six months prior to the entry into this Transaction, the highest transaction size is equal to 5.20 percent based on total value of consideration paid or received criteria. Therefore, entering into the Transaction of the Company do not exceed 15.00 percent and are not considered as material transactions that are deemed as the acquisition or disposition of assets of a listed company according to the criteria of the Notifications on Acquisition or Disposition of Assets.

Moreover, entering into the Investment Transaction in OXA's Ordinary Shares with SPI is considered as a connected transaction of the Company in accordance with the Notifications on Connected Transactions because SPI is the major shareholder of the Company holding 42.19 percent of the total issued and paid-up shares of the Company (information as of March 12, 2024). Such Transaction is considered in the type of assets and services, having the value of 6.83 percent of the Company's net tangible asset (NTA) according to the Company's audited consolidated financial statements for the year ended as at December 31, 2023. When including other connected transactions with SPI or related person of SPI during six months prior entering into this Transaction, the total transaction size will be equal to 7.58 percent of the Company's NTA. Since the Transaction size is greater than 3% of the Company's NTA and also higher than Baht 20 million, the Company is required to obtain approval from the Board of Directors and to prepare and disclose the information memorandum on the Transaction to the SET according to the Notifications on Connected Transactions, as well as to seek approval for such Transaction from the shareholders' meeting, with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest. In addition, the Company must also appoint an

independent financial advisor (“IFA”) certified by the Office Securities and Exchange Commission (the “SEC”) to provide opinions concerning the connected transactions of the Company.

2. Date of the transaction

The Company will enter into the acquisition of ordinary shares in OXA from SPI in the ratio of 9.9997 percent of the registered and paid-up capital of OXA from Saha Pathana Inter-Holding Public Company Limited after it has been granted approval from the 2024 Annual General Meeting of Shareholders which shall be convened on April 22, 2024.

3. Relevant parties and their relationship

Purchaser	Thanulux Public Company Limited (the “Company”)
Seller	Saha Pathana Inter-Holding Public Company Limited (“SPI”)
Relationship	SPI is a major shareholder of the Company holding 128,535,000 shares, representing 42.19 percent of the registered and paid-up capital of the Company.

4. Details of the assets being acquired

The assets to be acquired are 99,997 ordinary shares of OXA, representing 9.997% of the registered and paid-up capital of OXA. The general information and key assets of OXA are summarized as follows:

Company’s name	Oxygen Asset Company Limited (“OXA”)
Type of company	Limited company
Company registration number	0105564143531
Type of business	Provision of secured loans to entrepreneurs
Registered capital	Baht 100 million
Address	No. 530 Soi Sathu Pradit 58, Bang Phongphang Sub-district, Yan Nawa District, Bangkok
Date of company registration	October 4, 2021

4.1. Nature of business operations

OXA registered its corporation as a company limited on October 4, 2021 to engage in the business of provision of secured loans to entrepreneurs, both juristic and individual persons, in the amount of not less than Baht 10 million each. The loans must be secured by assets, which are to be appraised by independent valuers. It currently has a registered and paid-up capital of Baht 100 million, divided into 1,000,000 ordinary shares with a par value of Baht 100 per share.

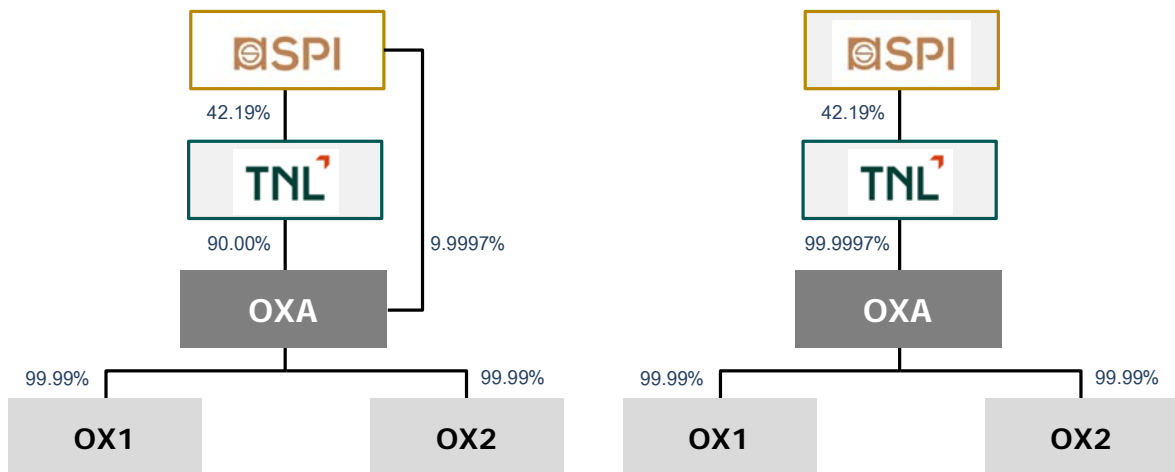
The key asset of OXA is its secured loan portfolio, which consists of short-term and long-term loans extended to its debtors to finance their business operation and expansion. According to its audited financial statements for the period ended December 31, 2023, OXA recorded a total amount of short-term and long-term loans extended to its customers of Baht 5,940 million, with land and buildings placed as collateral having a total market value of Baht 11,800.34 million based on the property appraisal reports by the independent valuer, which was used for consideration and approval of the credit lines/ used as a basis for loan consideration at that time.

OXA also invested in ordinary shares of two subsidiaries: (1) Oxygen 1 Company Limited (“OX1”). OX1 was established on March 8, 2022, with registered and paid-up capital of Baht 1.00 million. Its objective is to purchase and sell non-residential real estate, including being a juristic person intermediary for land or real estate ownership, and (2) Oxygen 2 Company Limited (“OX2”), OX2 was established on January 27, 2023, with registered capital of Baht 1.00 million and issued and paid-up capital of Baht 0.25 million. Its objective is to purchase and sell non-residential real estate, including being a juristic person intermediary for land or real estate ownership. Currently, it has not yet operated any business.

In case the Company enters into the above Transaction, shareholding structure in the financial business shall be changed as follows:

- Shareholding structure before the transaction

- Shareholding structure after the transaction



Source: List of shareholders of Oxygen Asset Co., Ltd. as at April 21, 2023

List of shareholders of Oxygen 1 Co., Ltd. as at April 12, 2023

List of shareholders of Oxygen 2 Co., Ltd. as at April 23, 2023

4.2. Shareholders' structure

- List of shareholders before and after the Transaction is as follows:

No.	Name	*Before the Transaction		After the Transaction	
		No. of shares	%	No. of shares	%
1	Thanulux Plc. and/or its subsidiary	900,000	90.0000%	999,997	99.9997%
2	Saha Pathana Inter-Holding Plc.	99,997	9.9997%	-	-
3	Mr. Vichai Kulsomphob ^{1/}	1	0.0001%	1	0.0001%
4	Miss Kessara Sumkanjanaruk ^{1/}	1	0.0001%	1	0.0001%
5	Mr. Supradit Sa-id ^{1/}	1	0.0001%	1	0.0001%
Total		1,000,000	100.0000%	1,000,000	100.0000%

Source: * List of shareholders of OXA as at April 21, 2023

Remark: 1/ Being the Company's representatives.

4.3. Board of Directors of OXA

As at January 10, 2024, OXA's Board of Directors consisted of:

No.	Name	Position
1	Mr. Vichai Kulsomphob ^{1/}	Director
2	Miss Kessara Sumkanjanaruk	Director
3	Mr. Kittichai Teerachataphong	Director
4	Mr. Supradit Sa-id	Director
5	Miss Suthida Jongjenkit ^{2/}	Director

Source: OXA's company affidavit

Remark: 1/ Being executive director of the Company and director of SPI

2/ Being director of the Company and executive of SPI

In addition, the Board of Directors meeting No.2/2024 held on February 26, 2024 resolved to have OXA increase the number of directors from 5 persons to 6 persons and proposed the appointment of Mr. Nuntawat Surawatsatien, the Company's representative, as a new director. The process of appointing new directors will be carried out after it has been approved from the shareholders' meeting of OXA. It is expected the registration with the Ministry of Commerce will be completed by April 2024. After the acquisition of OXA's shares from SPI, the Company will nominate its representative to serve on OXA's Board of Directors in place of the representative director from SPI in proportion to the Company's shareholding of 9.9997% of OXA's registered and paid-up capital.

4.4. Information on Financial Statements

The key financial statements of OXA for the years ended as at December 2021-2023 is summarized as follows:

Statement of financial position

Unit : Million Baht	^{1/} As at Dec 31, 2021	^{2/} As at Dec 31, 2022	^{3/} As at Dec 31, 2023
Assets			
Short-term loans	470.00	2,563.00	5,204.22
Other current assets	16.75	24.48	217.26
Total current assets	486.75	2,587.48	5,421.48
Long-term loans	100.00	1,050.00	680.00
Other non-current assets	0.03	47.91	21.17
Total non-current assets	100.03	1,097.91	701.17
Total assets	586.78	3,685.39	6,122.65
Liabilities and shareholders' equity			
Short-term loans from related businesses	470.00	3,437.15	5,732.00
Other current liabilities	13.09	69.96	123.30
Total current liabilities	483.09	3,507.11	5,855.30
Provision for long-term employee benefits	-	0.40	1.21
Total non-current liabilities	-	0.40	1.21
Total liabilities	483.09	3,507.51	5,856.51
Paid-up capital	100.00	100.00	100.00
Retained earnings – unappropriated	3.69	77.88	166.14
Total shareholders' equity	103.69	177.88	266.14
Total liabilities and shareholders' equity	586.78	3,685.39	6,122.65

Remark: 1/ Financial statements of 2021 (starting October 4, 2021 and ending December 31, 2021) audited by Miss Kritchamon Sirirotepanya, CPA Registration No. 10601.

2/ Financial statements of 2022 audited by Mr. Wichart Lokatekrawee, EY Office Limited, CPA Registration No. 4451, EY Audit Office Limited.

3/ Financial information of 2023 has not been audited by the auditor but it is the information that the Company used for preparation of the consolidated financial statements of the Company which has the same auditor.

Statement of Income

Unit : Million Baht	^{1/} 2021	^{2/} 2022	^{3/} 2023
Total revenues	11.10	235.51	491.32
Total expenses	(2.73)	(44.51)	(163.07)
Financial cost	(3.76)	(98.48)	(217.52)
Income tax expenses	(0.92)	(18.33)	(22.48)
Net profit for the period	3.69	74.19	88.25

- Remark: 1/ Financial statements of 2021 (starting October 4, 2021 and ending December 31, 2021) audited by Miss Kritchamon Sirirotepanya, CPA Registration No. 10601.
- 2/ Financial statements of 2022 and 2023 audited by Mr. Wichart Lokatekrawee, EY Office Limited, CPA Registration No. 4451, EY Audit Office Limited.
- 3/ Financial information of 2023 has not been audited by the auditor but it is the information that the Company used for preparation of the consolidated financial statements of the Company which has the same auditor.

5. Total value of the assets being acquired, payment for the consideration, basis for calculation of total value of the assets being acquired and value of the consideration

The Company will enter into an investment transaction in OXA by purchasing 99,997 ordinary shares of OXA, representing 9.9997% of the registered and paid-up capital, from SPI at a total value of Baht 667.097 million, consisting of the purchase value of ordinary shares of Baht 99.997 million and the value of outstanding debts of approximately Baht 567.10 million (the credit lines that OXA has with SPI as at March 12, 2024). The Company will pay for the consideration for the said Transaction to SPI in cash, as follows:

- (1) Payment for OXA's ordinary shares of Baht 99.997 million will be made after all conditions precedent under the share purchase agreement have been satisfied or relaxed or waived by the relevant contractual party and all actions have been taken to ensure completion of the transaction as set out in the share purchase agreement (key conditions precedent and requirements as presented in Item 7 and item 8), and also after obtaining approval for the transaction from the 2024 Annual General Meeting of Shareholders of the Company; and
- (2) The Company will make a repayment of the outstanding debts owed by OXA to SPI in the amount actually accrued as of the date of receiving the transfer of shares in OXA.

The value of OXA's shares above has been determined based on share valuation using the dividend discount model approach for the dividend expected to be received in 5 years (2024 – 2028) since this approach focuses on OXA's future performance, and also based on negotiations with the Seller.

6. Calculation of transaction size

By entering into the Investment Transaction in OXA's Ordinary Shares, the Company will acquire OXA's ordinary shares in the proportion of 9.9997% of OXA's registered and paid-up capital, which constitutes an asset acquisition transaction pursuant to the Notifications on Acquisition or Disposal of Assets. The maximum transaction size, calculated under the total value of consideration basis, is equal to 4.97% according to the Company's consolidated financial statements ended as at December 31, 2023. Details of the transaction size calculation are as follows:

Asset acquisition transaction

Basis of Calculation	Detail of Calculation	Transaction size
(a) NTA	$\frac{\text{Baht 248.12 million}^{1/} \times 9.9997\%^{2/} \times 100}{\text{Baht 9,763.30 million}^{3/}}$	0.25%
(b) Net profit	$\frac{\text{Baht 88.25 million}^{4/} \times 9.9997\%^{2/} \times 100}{\text{Baht 503.38 million}^{5/}}$	1.75%
(c) Total value of consideration	$\frac{\text{Baht 667.10 million}^{6/} \times 100}{\text{Baht 13,420.42 million}^{7/}}$	4.97%
(d) Equity share value	Not applicable because the Company has not issued any new securities to pay for the purchase of assets.	-

- Remark:
- 1/ OXA's NTA, calculated from total assets of Baht 6,122.65 million, deducted by deferred tax assets of Baht 16.01 million, total liabilities of Baht 5,856.52 million resulting in an amount equal to Baht 248.12 million, according to the audited financial statements for the year ended December 31, 2023.
 - 2/ Proportion of OXA's shares to be acquired in this transaction.
 - 3/ The Company's NTA, calculated from total assets of Baht 13,420.42 million, deducted by net right-of-use assets of Baht 21.55 million, goodwill of Baht 693.53 million, intangible assets of Baht 11.02 million, total liabilities of Baht 2,926.94 million, and non-controlling interests of Baht 24.46 million plus liabilities based on right-of-use assets of Baht 22.38 million, resulting in an amount equal to Baht 9,763.30 million, according to the audited consolidated financial statements for year ended December 31, 2023.
 - 4/ OXA's net profit for the previous 12 months, according to the audited financial statements for the year ended December 31, 2023.
 - 5/ The Company's net profit for the previous 12 months, according to the audited financial statements for the year ended December 31, 2023.
 - 6/ Value of consideration for the acquisition of OXA's shares in the proportion of 9.9997% of the total issued and paid-up shares of OXA, amounting to Baht 99.997 million, and the outstanding loans which OXA and its subsidiaries owed to SPI amounting to Baht 567.10 million, making Baht 667.097 million in total.
 - 7/ Total assets of the Company, according to its audited consolidated financial statements for the year 2023 ended as at December 31, 2023.

If including the transactions during the past six months, the Company entered into one acquisition transaction, having the maximum size of 0.23% under the total value of consideration basis. After calculation of this transaction size of asset acquisition of 4.97% under the total value of consideration basis, the maximum size of the asset acquisition transactions of the Company under the total value of consideration basis will become 5.20%, the details of which are as follows:

Conclusion of total size of asset acquisition from the investment transaction in OXA and other asset acquisition transactions in the past six months:

Basis of Calculation	Transaction Size		
	Transaction Investment in OXA	^{1/} Other asset acquisition transactions in the past 6 months	Total
1. NTA	0.25%	-	0.25%
2. Net profit	1.75%	-	1.75%
3. Total value of consideration	4.97%	0.23%	5.20%
4. Equity share value	^{2/} -	-	-

Remark: 1/ The Board of Directors' meeting of the Company No. 10/2023 held on November 10, 2023 resolved to approve the Company for investment in gold in the amount of money not exceeding Baht 30 million.

2/ Not applicable because the Company has not issued any new securities to pay for the purchase of assets.

In addition, since SPI is the major shareholder of the Company, the Investment Transaction in OXA's Ordinary Shares is therefore regarded as a connected transaction pursuant the Notifications on Connected Transactions. Taking into account size of the connected transaction in Class 4 under the Notifications on Connected Transactions, the Company has the connected transaction size with SPI equal to 6.83% of the NTA according to its consolidated financial statements ended December 31, 2023. Details of the calculation of the transaction size is as follows:

Connected Transaction

Basis of Calculation	Detail of Calculation	Transaction Size
Value of Investment Transaction in OXA's Ordinary Shares	$\frac{\text{Baht 667.10 million}^{1/}}{\text{Baht 9,763.30 million}^{2/}} \times 100$	6.83%

Remark: 1/ Value of consideration for entering the acquisition of OXA's shares in the proportion of 9.9997% of the total issued and paid-up shares of OXA, amounting to Baht 99.997 million, and the outstanding loans which OXA owed to SPI amounting to Baht 567.10 million, making Baht 667.097 million in total.

2/ The Company's NTA, calculated from total assets of Baht 13,420.42 million, deducted by right-of-use assets of Baht 21.55 million, intangible assets of Baht 11.02 million, good will of Baht 693.53 million, total liabilities of Baht 2,926.94 million, and non-controlling interests of Baht 26.46 million plus liabilities under right-of-use assets of Baht 22.38 million, resulting in a total amount of Baht 9,763.30 million according to the audited consolidated financial statements for the year ended as at December 31, 2023.

However, the Company has 2 connected transactions with the related persons of SPI with transaction size of 0.13% and 0.62% of the Company's NTA, consequently, total size of the connected transactions between the Company and SPI is 7.58% of NTA, respectively, with details as follows:

Basis of Calculation	Transaction Size		
	Investment Transaction on OXA's Ordinary Shares	Other connected transaction backdated for 6 months and other transaction proposed for consideration at the same time	Total
Value of connected transaction with SPI	6.83%	^{1/2/} 0.75%	7.58%

Remark: 1/ The Meeting of the Company's Board of Directors No. 8/2023 held on August 11, 2023 passed a resolution to approve the disposition of the investment in the ordinary shares of Treasure Hill Co., Ltd. ("TRH") to Saha Pathana Real Estate Company Limited ("SPR"), the Company's connected person, totaling 120,000 shares, representing 6.00% of registered and paid-up capital of TRH, at the selling price of Baht 100.00 per share, totaling Baht 12.00 million. The transaction size is 0.13% of the Company's NTA as at June 30, 2023 (the Company's NTA as at June 30, 2023 equaled Baht 9,548.06 million). As SPR is the connected person of SPI according to the Notifications on Connected Transactions, therefore, such connected transaction must be combined with this connected transaction with SPI.

2/ The Meeting of Company's Board of Directors No. 2/2024 held on February 26, 2024 passed a resolution to approve the disposition of total 6,000,000 ordinary shares held by the Company in TNLX Company Limited ("TNLX"), representing 100.00% of the total issued and paid-up capital at a price of Baht 111.65 per share, totaling Baht 669.90 million, which are total value of TNXL's business including net liabilities of TNXL to 4 buyers. The portion of ordinary shares of TNLX disposed to SPI is in the amount of 540,000 ordinary shares, representing 9.00% of the total registered and paid-up capital, totaling Baht 60.29 million and with size of connected transaction of 0.62 % of NTA according to the audited consolidated financial statements for the year ended as at December 31, 2023. (For more details, please see in Enclosure No. 4).

However, when considering size of the connected transactions with SPI, they equaled to 7.58% of the Company's NTA. According to the Notifications on Connected Transactions, such transaction size is higher than or equal to Baht 20 million and also higher than or equal to than 3 percent of the Company's NTA, the Company is therefore required to disclose the information memorandum to the shareholders as well as to seek approval for entering into such transaction from the shareholders' meeting, with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest. In addition, an invitation notice to the shareholders' meeting, accompanied by an independent financial advisor's opinion on such transaction, must be submitted to the shareholders at least 14 days ahead of the meeting date.

7. Conditions for entering the Transaction

Essential conditions for entering the Transaction are as follows:

- (1) The Company must obtain approval from the 2024 Annual General Meeting of Shareholders by receiving three-fourths of all votes of shareholders attending the meeting and entitled to vote, excluding shareholders who have a conflict of interest in the Transaction.
- (2) The conditions precedent as specified in the share purchase agreement, along with other terms, agreements, and relevant documents associated with the aforementioned Transaction must be completed. The essential conditions precedent can be summarized as follows:
 - (a) The representations and warranties of the Company and the Seller are true and accurate in all respects on the completion date of the transaction.
 - (b) On the completion date, there are no events or actions that may have a material adverse effect on OXA or impede the execution of the share purchase agreement.
 - (c) The board of directors' meeting and/or the shareholders' meeting of the Company and the Seller (as the case may be) have passed resolutions approving the entering into the Transaction including entering and complying with the share purchase agreement.

8. Agreements relating to this Transaction

8.1 Summary of draft share purchase agreement for the Investment Transaction in OXA's Ordinary Shares:

Contractual parties	<ol style="list-style-type: none"> 1. Saha Pathana Inter-Holding Public Company Limited, as the Seller ("SPI") 2. Thanulux Public Company Limited, as the Purchaser ("TNL")
Transaction	The Seller agrees to sell and the Purchaser agrees to purchase ordinary shares in the proportion of 9.9997% of the total number of issued and paid-up ordinary shares of Oxygen Asset Co., Ltd. ("OXA").
Sale and purchase price and payment	The parties hereto agree upon the sale and purchase price for the shares of Baht 99.997 million. The Purchaser shall make a payment to the Seller on the Closing Date by way of electronic money transfer to the Seller's account, or by cashier's cheque payable to the Seller or other means as per mutually agreed.

Key conditions	<p>There are no events that may have a material adverse effect on OXA.</p> <p><u>Key conditions precedent for the Seller</u></p> <ol style="list-style-type: none">1. All of the Seller's representations and warranties must be true and accurate as of the executive date and until the Closing Date.2. The Seller shall not breach any obligations under the agreement, both before and on the Closing Date.3. The meeting of the Board of Directors of the Seller must approve the execution in the agreement including the entering into any transactions and undertakings specified in the agreement. <p><u>Key conditions precedent for the Purchaser</u></p> <ol style="list-style-type: none">1. All of the Purchaser's representations and warranties must be true and accurate as of the executive date and until the Closing Date.2. The Purchaser shall not breach any obligations under the agreement, both before and on the Closing Date.3. The Purchaser must submit to the Seller a written notice of the date and time of the Closing Date4. The Purchaser must submit a written evidence issued by the bank in which the Purchaser has an account to identify that the Purchaser has sufficient funds to pay to the share prices to the Seller.5. The meeting of the Board of Directors and/or the shareholders' meeting of the Purchaser (as the case may be) must approve the execution in the agreement including the entering into any transactions and undertakings specified in the agreement.
Closing Date	<p>The parties hereto mutually agree that the Closing Date of the Transaction including repayment of all outstanding loans OXA owned to SPI shall be within May 31, 2024.</p>

8.2. Summary of essence of loan agreement (promissory note)

OXA borrowed money from SPI by issuing promissory notes in a total amount of Baht 567.10 million, at call loan condition with interest rate of 5.00% per year. As at March 12, 2024, value of outstanding loan equaled Baht 567.10 million. Details of promissory notes are as follows:

No.	Issued Date	Maturity Date	Interest Rate	Total (Baht million)
002/2024	January 2,2024	At call	5%	556.10
006/2024	March 1, 2024	At call	5%	11.00
Total				567.10

9. Source of fund for the transaction

The Company will make a payment for consideration value for entering into the Investment Transition in OXA's Ordinary Shares, which consists of purchase value of OXA's ordinary shares at Baht 99.997 million, and outstanding loan amount provided by SPI to OXA as per shareholding proportion as at March 12, 2024 of Baht 567.10 million, totaling Baht 667.097 million, by using sources of funds obtainable from the Company's working capital and/or funds receivable from credit facilities from financial institutions (if any). As at December 31, 2023, the Company's cash and cash equivalents equaled to Baht 1,281.14 million.

10. Connected persons and/or shareholders having an interest who shall not be entitled to cast votes

List of the connected persons and/or shareholders having an interest who shall not be entitled to cast votes on the asset acquisition and connected transactions of the Company at the 2024 Annual General Meeting of Shareholders, to be held on April 22, 2024.

The list is provided in the Information Memorandum on the Connected Transactions of the Company (Enclosure No. 6 of the invitation notice to the shareholders' meeting).

11. Information of the Company

Please consider information of the Company which has been provided in the Information Memorandum on the Connected Transactions of the Company (Enclosure No. 6 of the invitation notice to the shareholders' meeting).

Part 2

Opinion of the Independent Financial Advisor on Reasonableness of the Asset Acquisition and Connected Transactions

1. Objective and Necessity of the Transaction

During the past period, the textile and apparel industry have been affected by intensified competition caused by labor shortages and cost of wages of Thai laborers which had tendency to be higher compared with labor wages of the competitors' countries in the region. In addition, during the past 2-3 years, Thanulux Public Company Limited (the "**Company**") was affected by the 2019 coronavirus ("**COVID-19**") pandemic situations which had developed into various strains continually. Those factors were regarded as material risks of overall economic conditions that caused the Company to temporarily close its production lines in Kabinburi Branch and Lamphun Province during June – August 2020. In addition, the Company's two subsidiaries, namely (1) Celebrate Wealth Company Limited ("**CBW**"), engaged in the business of manufacturing and distribution of apparel, and (2) S. Apparel Company Limited ("**SAP**"), engaged in the business of apparel distribution have also been affected from such situations that both CBW and SAP had to cease business during 2020. In 2023, CBW registered for dissolution with the Department of Business Development and the capital had been repaid to the shareholders on August 25, 2023. SAP will further undergo the registration for dissolution likewise.

Due to the decreased trend of net profitability of textile and apparel business, therefore, the Company tried to seek for opportunities to invest in new assets and/or businesses that have the potential to create additional growth in revenue and profitability for the Company sustainably to replace the textile and apparel business, which was once a business that generated good profits for the Company. Consequently, during the end of 2022, the Company has invested in new businesses which included the secured lending business, NPLs and NPAs asset management business, and real estate development business (collectively referred to as the "**Other Businesses**") and changed its shareholding structure whereas BTS Group Holdings Public Company Limited ("**BTS**") becoming the major shareholder together with Saha Pathana Inter-holding Public Company Limited ("**SPI**").

During 2023, the Company has complied with the business restructuring plan by transferring some parts of the business, textile and apparel, (Partial Business Transfer - PBT) to under the operation of TNLX Company Limited ("**TNLX**"), a subsidiary, which had legal effect since July 1, 2023. Therefore, the Company's business operation structure has been changed from having the textile and apparel business as its core business to investment in other companies (Holding Company). The Company operates its business through investments in its subsidiaries, which operate in four main categories: (1) Textile and apparel Business operated by TNLX; (2) Secured lending business operated by Oxygen Asset Company Limited ("**OXA**"); NPLs

and NPAs asset management business operated by Oxygen Asset Management Company Limited ("OAM") (collectively referred to businesses in (2) and (3) as "Financial Business"); and (4) Real estate development business operated by TNL Alliance Company Limited ("TNLA"). After the Partial Business Transfer restructuring, the Company's revenues derived from dividends obtained from investments in subsidiaries and other companies, interest income, rental income from renting out of property and other income as per the separate financial statements.

However, since early of 2023 which was the first year that the Company began to recognize operating results from Other Businesses managed through 3 of its subsidiaries. Although income from Other Businesses may not be high compared to income from the textile and apparel business, because revenues from Financial Business were interest income and revenue from real estate development business has not yet been recognized because the projects are under development, but net profit generated from Other Businesses was quite good. In 2023, the Company's net profit according to the consolidated financial statements was Baht 513.38 million, where 92% of net profit came from OXA, OAM and TNLA and 8% of net profit came from TNLX's textile and apparel business⁴. From the performance with good returns of Other Businesses, the Company's overall net profit in the consolidated financial statements evidently increased from Baht 101.86 million in 2022, to Baht 513.38 million in 2023 or an increase by Baht 411.52 million.

With determination to build continuous growth and returns for the shareholders in the long term, the Company considered to dispose its textile and apparel business which faced high competition, risks from domestic and international market uncertainties, as well as geopolitical conflicts, so it made the chances of the textile and apparel business returning to generate good profits for the Company as in the past were very unlikely. Moreover, as the Company is a midstream manufacturer, and most of distribution channels are through dealers who further conduct marketing to consumers. Therefore, it cannot independently set prices by its own to maintain profitability amidst high competition and economic slowdown situations, which can be seen from the decline in returns from textile and apparel business operations over the past several years. As a result of these restrictions, the Company considered that the disposal of its investment in TNLX, engaging in textile and apparel business which over the past several years has yielded lower returns and some years has incurred losses, would reduce the Company's risks from business operations and improved its overall performance.

In addition, the Company has plan to restructure its business clearly and appropriately for sustainable growth in the future, which focuses on building growth through Financial Business and reducing the shareholding structure of the subsidiaries held by persons who may have conflicts of interest to ensure that that the shareholding structure of the subsidiaries will be for the best interest of the Company, thus the

⁴ Details are as per footnote 1.

Board of Directors' Meeting of the Company No. 3/2024 held on March 12, 2024 resolved to approve the entering into transaction to acquire 99,997 ordinary shares in Oxygen Asset Company Limited ("OXA") (currently, the Company holds 90.00% of issued and sold shares of OXA), which engages in the business of provision of secured loans to the entrepreneurs, from SPI, in an amount of 99,997 shares, representing 9.9997% percent of issued and sold shares of OXA at the purchase price of Baht 1,000 per share, totaling Baht 99.997 million and to repay outstanding loans provided by SPI to OXA in proportion to its shareholding amounting to Baht 567.10 million as of March 12, 2024, with total value of Baht 667.097 million ("Investment Transaction in OXA's Ordinary Shares").

In addition, the abovementioned Transaction is regarded as an acquisition of assets of a listed company pursuant to the Notifications on Acquisition or Disposition of Assets. The Transaction size is equal to 4.97 percent according to the total value of consideration paid or received criteria which is the criteria to calculate the highest transaction size based on the audited consolidated financial statements of the Company for the year ended as at December 31, 2023. Total consideration value is in amount of Baht 667.097 million which is a combination of the value of share purchase under this Transaction amounting to Baht 99.997 million and the existing outstanding loan which OXA owed to SPI as of March 12, 2024 amounting to Baht 567.10 million. When combining the Transaction with the asset acquisition transaction of the Company that occurred in six months prior to the entry into this Transaction, the highest transaction size is equal to 5.20 percent based on total value of consideration paid or received criteria. Therefore, entering into the Transaction of the Company do not exceed 15.00 percent and are not considered as material transactions that are deemed as the acquisition or disposition of assets of a listed company according to the criteria of the Notifications on Acquisition or Disposition of Assets.

Moreover, entering into the Investment Transaction in OXA's Ordinary Shares with SPI is considered as a connected transaction of the Company in accordance with the Notifications on Connected Transactions because SPI is the major shareholder of the Company holding 42.19 percent of the total issued and paid-up shares of the Company (information as of March 12, 2024). Such Transaction is considered in the type of assets and services, having the value of 6.83 percent of the Company's net tangible asset (NTA) according to the Company's audited consolidated financial statements for the year ended as at December 31, 2023. When including other assets and services type of transactions with the connected persons, or related person or closed relative of SPI during six months prior entering into this Transaction, the total transaction size will be equal to 7.58 percent of the Company's NTA. Since the Transaction size is greater than 3 percent of the Company's NTA and also higher than Baht 20 million, the Company is required to obtain approval from the Board of Directors and to prepare and disclose the information memorandum on the Transaction to the SET according to the Notifications on Connected Transactions, as well as to seek approval for such Transaction

from the shareholders' meeting, with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest. In addition, the Company must also appoint an independent financial advisor ("IFA") certified by the Office Securities and Exchange Commission (the "SEC") to provide opinions concerning the connected transactions of the Company.

2. Comparison of advantages and disadvantages of the transactions

2.1. Advantages and benefits of the transaction

- (a) *The Company will have an opportunity to have increased returns in relation to the increased shareholding proportion*

If the Company enters into an Investment Transaction in OXA's shares, the Company's shareholding proportion in OXA will increase from 90.00% to 99.9997% of the registered and paid-up capital of OXA. For the past period, revenues and performance of OXA had better results each time. Therefore, if the Company's shareholding increases, the Company will have the opportunity to receive more returns from investing in OXA's shares and the Company's shareholders will have an opportunity to receive more returns from the Company accordingly.

- (b) *It reinforces the image of being a service provider in the financial business*

At present, the Company has 4 main businesses: (1) textile and apparel business, (2) secured lending business, (3) asset management business, and (4) real estate development business. However, the Company needs to restructure its business clearly and appropriately for sustainable growth in the future and to focus on investment to build growth through financial business including the connected business to strengthen the Company's strategy. Therefore, the Board of Directors' Meeting No. 2/2024 held on February 26, 2024 resolved to approve the Company to propose to the 50th Annual General Meeting of Shareholders which will be held on April 22, 2024 to consider and approve the disposal of all ordinary shares held in TNLX, a subsidiary of the Company engaged in textile and garment business. (Please consider more details in Enclosure No. 4). In addition, the Board of Directors' Meeting No. 3/2024 held on March 12, 2024 resolved to approve the Company to propose to the 50th Annual General Meeting of Shareholders which will be held on April 22, 2024 to consider and approve the Company's acquisition of ordinary shares in OXA, a subsidiary of the Company engaged in the business of providing secured loans to reinforce the image of being a service provider in the financial business. After the Company enters into the above transaction, the Company's businesses which will have sustainable growth in the future are financial business and real estate business.

Main Business Structure of the Company Before the Transaction



Main Business Structure of the Company After the Transaction



- (c) *It can eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA.*

If the Company completes the investment transaction in OXA's shares, the Company will have a total shareholding of 99.9997% of the registered and paid-up capital of OXA and SPI which is a major shareholder of the Company will no longer hold share in OXA. As a result, the shareholding structure in the Company's subsidiaries will be clear and it will be able to eliminate conflicts of interest that may arise from having the Company's major shareholder holding shares in OXA. While SPI can still supports the Company as a major shareholder of the Company on expansion of the financial business, both financial and business networks.

2.2. Disadvantages and risks of the transaction

- (a) *The Company will require substantial capital to enter into investment transaction in OXA's ordinary shares*

In order to enter into the investment transaction in 99,997 shares of OXA or 9.9997% of OXA's registered and paid-up capital from SPI, the Company will be required to pay Baht 99.997 million including to pay outstanding debt that OXA borrowed from SPI amounting to Baht 567.10 million (outstanding loan as of March 12, 2024) totaling Baht 667.097 million. As a result, the Company is obliged to procure such investment to pay to SPI in accordance with the terms of the share purchase and sale agreement. However, as at December 31, 2023, the Company had cash and cash equivalents of Baht 1,281.17 million, and during January-June 2024, the Company will have additional operating cash flow, and the Company expects to

receive proceeds from the transaction of disposition of TNLX 's shares from the purchaser in July 2024. Hence, after making the above payment to SPI, the Company will still have sufficient cash flows and working capital for business operation as usual.

(b) *The Company will have reduced funds to invest in other potential companies and businesses.*

In order to enter into the Investment Transaction in OXA's shares, the Company must allocate the Company's working capital in the amount of Baht 667.097 million to use as compensation for the purchase of OXA's shares and to pay off outstanding liabilities that OXA owed to SPI. Thus, fund that the Company can use to invest in other potential companies and businesses will be reduced. However, the Company has remaining long-term loan from the related business in the amount of Baht 1,000.00 million⁵ that can be used to finance business expansion and/or as working capital of the Company, and the Company will receive proceeds from the sale of SPI ordinary shares to Chokwattana Company Limited⁶ in the amount of Baht 243.78 million.

(c) *The Company will have the sole obligation to provide financial assistance to OXA.*

As OXA operates the financial business by providing secured loans to its customers. OXA procures source of fund for providing such loans by borrowing from the OXA's shareholders. If in the future, OXA needs more funds to provide loans to its customers, the Company will have the sole obligation to provide financial assistance to OXA. However, the Company's financial ratios at financial institutions and/or the general conditions for issuing and offering debentures are relatively low compared to financial ratios set by financial institutions. The Company's debt-to-equity ratio was 0.28 times and interest-bearing debt to equity ratio was 0.21 times, etc. (which is based on the Company's financial statements for the year ended as at December 31, 2023 audited by certified public accountants). Therefore, the Company is able to finance by incurring debt to provide financial assistance to OXA. In addition, the Company has a remaining long-term loan from the related business in the amount of Baht 1,000.00 million⁷, thus it can demonstrate that the Company can bear the burden of providing financial assistance to OXA.

⁵ The Board of Directors' Meeting No. 3/2023 held on March 10, 2023 resolved to approve the transaction of financial assistance not exceeding Baht 2,080.00 million from the connected person. As of December 31, 2023, the Company had long-term loans from related business amounting to Baht 1,080.00 million. Therefore, the remaining limit of the said financial assistance transaction is Baht 1,000.00 million.

⁶ The Board of Directors' Meeting No. 2/2024 held on February 26, 2024 resolved to approve the disposal of SPI's ordinary shares at 0.61% of SPI's registered and paid-up capital to Chokwattana Company Limited (which is not a connected person).

⁷ Details are as per footnote 5.

(d) *The risk of expected returns not may not be as per forecasted*

Since OXA's main revenue comes from interest income from providing short-term and long-term loans to the entrepreneurs, both juristic person and natural person. According to the loan agreement, the interest rate from short-term and long-term loans is specified at approximately 10-15 percent per annum, while OXA procures funds from 2 sources: funds from shareholders' equity and funds from short-term loans from related businesses, which has a financial cost of about 5 percent per year, resulting in a gross profit margin of 55-66 percent of total revenue and a net profit margin of 17-33 percent of total revenue. In addition, in 2023, OXA recognized loss from disposition of investment and receivables impairment allowance in an amount of Baht 95.08 million, as a result, the net profit margin decreased. Hence, if in the future there are factors that affect the financial cost or strong competition in the secured loan business, including the affordability ratio of OXA's receivables, the Company's return on investment in OXA's ordinary shares may not be as per forecasted.

However, some OXA's debtors whose impairment allowance was recognized in 2023 can resume repayment as usual, so the recognition of the receivable impairment allowance is reduced. In addition, the loan agreement between OXA and each borrower is a secured loan where the loan amount is approximately 50% of the collateral value, which is according to the conditions for determining the collateral value to approve the loan amount in the secured loan business. If a borrower defaults, OXA will take legal steps to enforce and take the mortgage property and sell at auction. The Company expects that such operation will take at least 3-4 years or more (start from the period of litigation until the collateral can be enforced). Hence, during the period from the borrower defaulting until the Department of Law Enforcement puts the proceeds from collateral up at auction and repay debt to OXA, the return will be lower than expected over a period of time. However, after executing the law by enforcing the mortgaged property to be sold at auction and collecting the shortfall amount from the borrower in full, OXA will receive the full return from each borrower in accordance with the contract. In addition, OXA will assist debtors in disposing of collateral to use the funds to pay off defaulted debts, as well as provide advice to debtors on refinancing. Therefore, OXA will have an opportunity to get such debts paid off sooner.

2.3. Advantages and benefits of not entering into the transaction

(a) *The Company will not have burden to allocate a huge amount of funds for Investment Transaction in OXA's ordinary shares, nor to incur the relevant expenses.*

The Company will not have burden to allocate a huge amount of the Company's working capital for investment in share acquisition and repay the outstanding debts to the existing shareholder. Therefore, it will not incur additional debts and interest expenses, nor the relevant expenses on execution of the asset acquisition and connected transactions, including cost of arrangement of the shareholders' meeting, legal counseling fee, independent financial advisory fee, etc.

(b) *The Company will have funds to invest in other potential companies and businesses.*

If the Company does not enter into the Investment Transactions in OXA's Shares, the Company will be able to use its internal working capital to invest in other potential companies and businesses, which may be a new business that will allow the Company to diversify its investment risks and receive higher returns, as well as to have new business partners.

(c) *The Company will not have burden on providing financial assistance in relation to the shareholding proportion*

As OXA operates its financial business by providing secured loans to its customer, whereby OXA procures additional sources of funds for such loans from borrowing from its shareholders. Therefore, if in the future, OXA needs more funds to provide loans to its customers, the Company and SPI will have burden on providing financial assistance to OXA in proportion to its existing shareholding of approximately 90% and 10% of OXA's registered and paid-up capital, respectively.

2.4. Disadvantages and risks of not entering into the transaction

(a) *The Company cannot expand its investment according to the business restructuring plan.*

If the Company does not enter into the Investment Transactions in OXA's Shares, the Company will not be able to expand its investment according to the business restructuring plan. Details of the business restructuring plan is in accordance with Part 2, Clause 2.1 (b).

(b) *It cannot eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA.*

If the Company does not enter into the Investment Transactions in OXA's Shares, SPI, which is the Company's major shareholder, will continue to hold shares in OXA in the proportion of 9.9997% of the registered and paid-up capital of OXA, so conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA will still continue.

3. Comparison of advantages/benefits and disadvantages/risks between entering into the transactions with a connected person and the transactions with a third party

3.1. Advantages/benefits of entering into the transaction with a connected person

(a) *The Company will have opportunity to additional invest in the financial business which has good operating results.*

Since SPI is the major shareholder of the Company, so the Company will have the opportunity to further invest in the financial business with good operating results from SPI by having the increased shareholding in OXA from 90.00% to 99.9997% of the registered and paid-up capital of OXA. In addition, the

fair value of the Investment Transaction in OXA's shares of Baht 99.997 million is lower than the fair price assessed by the Independent Financial Advisor which is between Baht 108.10 – 132.25 million.

- (b) *It can eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA.*

Details are as per Part 2, Item 2.1 (c).

3.2. Disadvantages/risks of entering into the transaction with a connected person

The Company may lose the opportunity to receive a proposal for and information on the new business investment from a third party, who may become its new partner having potential in the new business and a strong financial position and may help to promote and drive further growth in the existing business of the Company by leveraging a broader channel of business operation through the new partner.

3.3. Advantages/benefits of entering into the transaction with a third party

The Company will have the opportunity to receive a proposal for and information on the new business investment from a third party, who may become its new partner having potential in the new business and a strong financial position and may help to promote and drive further growth in the existing business of the Company by leveraging a broader channel of business operation through the new partner.

3.4. Disadvantages/risks of entering into the transaction with a third party

- (a) *The Company will need time to study the investment information that will be received from the third party.*

If the Company additionally invests in additional financial business with the third party, the Company will need to spend more time studying information in such business than making transactions with the connected person because the Company will have to review the information received and may need time to discuss with the relevant external parties, advisors and experts in order to have an accurate and complete understanding in making investment decisions with the third party. While this investment is an additional investment in OXA, the Company's subsidiary, so the Company has good knowledge and understanding of OXA's financial operations. Therefore, it can be carried out in a shorter period of time.

- (b) *It cannot eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA.*

Details are as per Part 2, Item 2.4 (b).

Part 3**Opinion of the Independent Financial Advisor on Appropriateness of Value of the Assets being Acquired and Conditions for the Asset Acquisition and Connected Transactions****1. Fair value appraisal of the ordinary shares**

The Company intends to purchase all 99,997 ordinary shares of OXA held by SPI, which accounted for 9.9997% or approximately 10 % of OXA's issued and paid-up ordinary shares at a total price of Baht 99.997 million or at Baht 1,000 per share.

In expressing opinion on the fairness of price and conditions for the transaction, Independent Financial Advisor has appraised a fair value of OXA's shares by using different valuation approaches as a basis for identifying the appropriateness of the purchase and sell price for OXA's shares between the Company and SPI, as follows:

- 1.1. Book Value Approach
- 1.2. Adjusted Book Value Approach
- 1.3. Market Comparable Approach
 - (1) Price to Book Value Ratio Approach
 - (2) Price to Earnings Ratio Approach
 - (3) EV/EBITDA
- 1.4. Market Value Approach
- 1.5. Dividend Discount Model Approach

Details of the fair value appraisal of the sale and purchase price of OXA's shares by each approach are as follows:

1.1 Book Value Approach

By this approach, the shares are appraised from net book value of assets (total assets deducted by total liabilities) or equivalent to only equity attributable to owners of OXA, divided by number of shares to obtain book value of the shares.

The Independent Financial Advisor appraises a fair value of OXA's shares by book value approach by using information from financial statements of OXA as at December 31, 2023, which not yet been audited OXA's auditor. However, such financial statements have been used as financial information of OXA that the Company used for preparing the consolidated financial statements of the Company which has the same auditor with details as follows:

Items as at December 31, 2023	Baht Million
Issued and paid-up capital	100.00
Retained earnings	166.13
Shareholders' equity of OXA	266.13
Investment proportion (%)	9.9997
Fair value of equity of OXA as per investment proportion	26.61

By the Book Value Approach, fair value of equity of OXA as per investment proportion is appraised at Baht 26.61 million, which is (lower) than the sale and purchase price of OXA's shares under the agreement of Baht 99.997 million by Baht (73.387) million or (73.39)%.

The share valuation by this approach reflects OXA's financial position as at December 31, 2023 only, but does not reflect current market value of its assets, nor its profitability in the future. Thus, the Independent Financial Advisor is of the opinion that fair value appraisal of OXA' ordinary share by the Book Value Approach is not appropriate.

1.2 Adjusted Book Value Approach

Under this method, the shares are valued by adjusting the book value shown on OXA's financial statements as at December 31, 2023 for the items that materially affect value of assets and liabilities in order to reflect the net asset value that is as close as possible to the present value. The IFA has considered the significant items on such financial statements for the book value adjustment as follows:

(1) Loans

Total outstanding loans to the customers of OXA were Baht 570.00 million, Baht 3,613.00 million and Baht 5,844.95 million, as at December 31, 2021, December 31, 2022 and December 31, 2023, respectively.

As at December 31, 2023, OXA set aside allowance for doubtful accounts for 3 borrowers with high risk of event of defaults amounting to Baht 88.29 million from a credit line under the agreement of Baht 810.00 million. However later, during early of 2024, 2 borrowers with a combined credit line under the loan agreements of Baht 580 million can make repayment as usual, so in order to make projection on repayment and interest income conform to the actual at present, the Independent Financial Advisor adjusted loans to customers- net in 2023. Reclassification of those 2 borrowers from the group of borrowers with high risk of default to the group of borrowers with normal repayment status with reversal item of allowance for doubtful accounts of Baht 23.92 million of 2 borrowers, so it made the projection on allowance for doubtful accounts decreasing from Baht 88.26 million to Baht 64.64 million. Details are as follows:

Unit: Million Baht	2021	2022	2023 (Not Yet Audited)	Adjustment	2023 (After Adjustment)
Receivables with normal repayment status					
Credit line under loan agreement	-	-	5,130.03	580.00	5,710.03
Allowance for doubtful accounts	-	-	(6.82)	-	(6.82)
Value of loans - Net	-	-	5,123.21	573.18	5,703.21
Receivables with high risk of default					
Credit line under loan agreement	570.00	3,613.00	810.00	(580.00)	230.00
Allowance for doubtful accounts	-	-	(88.26)	23.92	(64.34)
Value of loans - Net	570.00	3,613.00	721.74	(556.08)	165.66
Total value of loans – Net	570.00	3,613.00	5,844.95	23.92	5,868.87

(2) *Financial liabilities*

As at December 31, 2023, OXA recorded loans from SPI of Baht 5,732.00 million, which were used as the main funding source for loan extension to OXA's customers and already recorded in accordance with the accounting standards. Thus, no adjustment is made to this item.

(3) *Other assets and liabilities*

According to the financial statements as at December 31, 2023, ratio of OXA's loans accounted for 96% of its assets and the rest 4% were other assets, mainly comprising the investment in subsidiaries, which are still in the beginning of business operation and, thus, are not subject to impairment, and cash and cash equivalents. No adjustment is made to this item.

In terms of liabilities, loans from the shareholders pursuant to shareholding proportion made up 98% of OXA's total liabilities. The remaining 2% were other liabilities, almost all of which were unearned revenues from interest prepaid by customers by post-dated cheques. This item was already recorded in accordance with the accounting standards. Thus, no further adjustment is made.

Details on the adjustment to the shares' book value are summarized as follows:

Items as at December 31, 2023	Baht Million
Issued and paid-up capital	100.00
Retained earnings	166.13
Adjusted items	
(1) Reversal of allowance for doubtful accounts	23.92
(2) Adjustment to financial liabilities	-
(3) Adjustment to other assets and liabilities	-
Shareholders' equity of OXA	290.05
Investment proportion ((%)	9.9997
Fair value of equity of OXA as per investment proportion	29.00

By the adjusted book value approach, the fair value of equity of OXA as per investment proportion is appraised at Baht 29.00 million, which is (lower than) the sale and purchase price of OXA's shares under the agreement of Baht 99.997 million by Baht (70.997) million by or (lower than) (71.00)%.

The share valuation by this approach reflects current net value of OXA's assets better than the Book Value Approach, but it does not reflect performance and profitability of OXA in the future including tendency of overall economic and industrial conditions. Thus, the Independent Financial Advisor is of the opinion that fair value appraisal of OXA' ordinary share by the Adjusted Book Value Approach is not appropriate.

1.3 Market Comparable Approach

By this approach, the shares are valued based on various market ratios, including (a) price to book value (P/BV) ratio, (b) price to earnings (P/E) ratio, and (c) enterprise value to EBITDA (EV/EBITDA) ratio, of companies listed on the SET and operating the business of loan provision with land placed as collateral, similar to OXA's business, comprising six listed companies or called the "Peer Group".

Details of the said reference companies are as follows:

Symbol ¹	Company's Name	Nature of Business	Receivables of total credit lines (Baht Million) ^{1/}
Reference companies listed on the SET (Peer Group)			
1	HENG Heng Leasing and Capital Plc.	HENG provides hire purchase, personal loan under supervision with vehicle registration as collateral, loan with home and land as collateral, personal loan under supervision which is not loan with vehicle registration as collateral, nano finance, and non-life insurance and life insurance broker services.	14,474.95
2	MTC Muangthai Capital Plc.	MTC provides motorcycle title loan, car title loan of all types, agricultural vehicle title loan, personal loan, nano finance, and land title loan.	138,149.37
3	SAWAD Srisawad Corporation Plc.	SAWAD provides loan services to retail customers under the brand "Srisawad Ngern Sod Tun Jai." Business operation of the Company can be classified into five main categories: 1) secured loan against all types of used vehicle, home, and land, with the outstanding loan against land, home and condominium of Baht 14,232 million as at December 31, 2022, 2) unsecured personal loan under supervision of the Bank of Thailand, 3) asset management, 4) debt collection service, and 5) consultancy service to implement and manage the credit-provision process.	98,568.51
4	TIDLOR Ngern Tid Lor Plc.	TIDLOR provides sedan/pickup title loan, motorcycle title loan, truck title loan, used truck title loan, land title loan, non-life insurance brokerages service, life insurance brokerages service and related services.	93,475.13

Symbol ^{1/}	Company's Name	Nature of Business	Receivables of total credit lines (Baht Million) ^{1/}
Reference companies listed on the mai			
5	GCAP	G Capital Group Plc.	GCAP provides-Hire Purchase Loans, Personal Loans under Supervision, and Nano Finance under Supervision.
6	SGF	SGF Capital Plc.	SGF provides hire purchase, car for cash, vehicle title loan, land title loan, loan credit, personal loan and nano-finance credit.

Source: www.set.or.th

Remark 1/ Receivables of total credit lines includes receivables of credit line – net, loans purchased of receivables – net and receivables under hire lease agreement – net, by referring from the financial statements for the year ended 2023, ended as at December 31, 2023.

(1) *Price to Book Value (P/BV) Ratio Approach*

Under the P/BV Ratio Approach, the shares are appraised by taking book value shown on OXA's financial statements as at December 31, 2023, equal to Baht 266.13 per share, multiplied by the average of P/BV ratio of the Peer Group prevailing in different time periods of 1 month, 3 months, 6 months, 9 months and 12 months up to the cut-off date of February 23, 2023 (which was the last business day before the date on which the Board of Directors' Meeting of the Company No. 2/2024 on February 26, 2024) .

Average P/BV ratio of the Peer Group:

Peer Group	Average of past 1 month	Average of past 3 months	Average of past 6 months	Average of past 9 months	Average of past 12 months
1 GCAP ^{1/}	0.49	0.49	0.55	0.63	0.72
2 HENG	1.33	1.38	1.54	1.64	1.71
3 MTC	3.04	3.05	2.92	2.84	2.78
4 SAWAD	2.02	2.10	2.25	2.34	2.47
5 SGF ^{1/}	0.33	0.33	0.37	0.37	0.40
6 TIDLOR	2.28	2.31	2.28	2.35	2.38
Average	2.17	2.21	2.25	2.29	2.34

Source: www.setsmart.com

Remark 1/ P/BV ratios of GCAP and SGF are excluded from the calculation because they are deemed the outliers.

Conclusion of the valuation of OXA's shares by the P/BV Ratio Approach

Period	Average P/BV Ratio of Peer Group (Time)	Book Value (Baht/Share)	Fair Value of OXA's Share (Baht/Share)	Trading amount of OXA's ordinary shares ^{1/} (Million Shares)	Fair Value of OXA's equity per investment ratio (Baht million)
Average of past 1 month	2.17	266.13	577.50	0.10	57.75
Average of past 3 months	2.21	266.13	588.15	0.10	58.81
Average of past 6 months	2.25	266.13	598.79	0.10	59.88
Average of past 9 months	2.29	266.13	609.44	0.10	60.94
Average of past 12 months	2.34	266.13	622.74	0.10	62.27

Remark 1/ OXA's ordinary shares in trading unit equaled to 99,997 shares or 9.9997% of OXS' issued and paid-up shares.

By the P/BV ratio approach, the fair value of equity of OXA as per investment proportion is appraised between Baht 57.75 – 62.27 million, which is (lower than) the sale and purchase price of OXA's shares under the agreement of Baht 99.997 million by Baht (42.247) – (37.727) million or (lower than) (42.25) - (37.73)%.

The share valuation by this approach is based on OXA's book value, which reflects its performance and financial position at a given period of time, but it does not reflect its future profitability. Thus, the Independent Financial Advisor is of the opinion that fair value appraisal of OXA' ordinary share by the P/BV Ratio Approach is not appropriate.

(2) *Price to Earnings (P/E) Ratio Approach*

By this approach, the shares are appraised from OXA's net profit for the previous 12 months (January 1, 2023 – December 31, 2023), which is equal to Baht 88.25 per share, multiplied by the average P/E ratio of the Peer Group prevailing in different time periods of 1 month, 3 months, 6 months, 9 months and 12 months up to the cut-off date of February 23, 2023 (which was the last business day before the date on which the Board of Directors' Meeting of the Company No. 2/2024 on February 26, 2024).

Average P/E ratio of the Peer Group is as follows:

Peer Group	Average of past 1 month	Average of past 3 months	Average of past 6 months	Average of past 9 months	Average of past 12 months
1 GCAP	N/A ^{1/}	N/A ^{1/}	N/A ^{1/}	N/A ^{1/}	N/A ^{1/}
2 HENG	15.37	15.62	16.93	17.88	18.83
3 MTC	19.77	19.91	18.86	18.26	17.47
4 SAWAD	11.03	11.42	12.21	12.97	13.78
5 SGF	N/A ^{1/}	N/A ^{1/}	69.91	44.86	37.37
6 TIDLOR	16.98	17.20	16.89	17.29	17.35
Average	15.79	16.04	16.22	16.60	16.86

Source: www.setsmart.com

Remark 1/ P/E ratios of GCAP and SGF are excluded from the calculation because they have been operating at net losses during some periods of the past 12 months

Conclusion of the valuation of OXA's shares by the Price to Earnings (P/E) ratio approach

Period	Average P/E Ratio of Peer Group (Time)	Net profit for the previous 12 months of OXA (Baht/Share)	Fair value of OXA's share (Baht/Share)	Number of OXA's ordinary shares traded ^{1/} (Million Share)	10% ^{1/} of issued and paid-up shares of OXA (Million Baht)
Average of past 1 month	15.79	88.25	1,393.47	0.10	139.34
Average of past 3 months	16.04	88.25	1,415.53	0.10	141.55
Average of past 6 months	16.22	88.25	1,431.42	0.10	143.14
Average of past 9 months	16.60	88.25	1,464.95	0.10	146.49
Average of past 12 months	16.86	88.25	1,487.90	0.10	148.79

Remark 1/ OXA's ordinary shares in trading unit equaled to 99,997 shares or 9.9997% of OXS' issued and paid-up shares.

By the P/E ratio approach, fair value of equity of OXA as per investment proportion is appraised between Baht 139.34 – 148.79 million which is higher than the sale and purchase price of OXA's shares under the agreement of Baht 99.997 million by Baht 39.343 – 48.793 million or higher than 39.34 - 48.79%.

The share valuation by this approach focuses only on OXA's profitability over the previous 12 months, but takes no account of its capability and profitability in the future. Thus, the Independent Financial Advisor is of the opinion that fair value appraisal of OXA' ordinary share by the Price to Earnings (P/E) Approach is not appropriate.

(3) *EV/EBITDA Approach*

By this approach, the shares are appraised from the average EV/EBITDA ratio of the Peer Group, multiplied by EBITDA of OXA, then deducted by financial liabilities and non-controlling interests (if any), and added by OXA's cash. The formula for share value calculation by the EV/EBITDA ratio approach is as follows:

$$\begin{aligned}
 \text{EV} &= \text{Average EV/EBITDA of Peer Group} \times \text{EBITDA} \\
 \text{Total equity value} &= \text{EV} - \text{Non-controlling interests} - \text{Financial liabilities} + \text{Cash} \\
 \text{Share value} &= \text{Total equity value} / \text{Total number of paid-up shares}
 \end{aligned}$$

Average EV/EBITDA ratio of the Peer Group:

Peer Group	Average of past 1 month	Average of past 3 months	Average of past 6 months	Average of past 9 months	Average of past 12 months
1 GCAP	11.73	11.69	11.68	11.66	11.72
2 HENG	15.82	16.19	16.87	17.35	17.95
3 MTC	16.64	17.10	17.15	17.22	17.02
4 SAWAD	13.13	13.53	14.19	14.52	14.57
5 SGF	20.35	19.04	17.99	16.88	16.55
6. TIDLOR	17.66	17.49	16.95	17.05	17.12
Average	15.89	15.84	15.81	15.78	15.82

Source: Bloomberg, FA

As at December 31, 2023, OXA had cash and cash equivalents of Baht 210.87 million, financial liabilities of Baht 5,732 million, EBITDA for the previous 12 months (January 1, 2023 – December 31, 2023) of Baht 328.63 million, and without non-controlling interests.

Conclusion of the valuation of the Company's shares by the EV/EBITDA ratio approach

Average of the previous period	Average EV/EBITDA ratio of Peer Group (Time)	EBITDA 12 months backdated of OXA (Million Baht)	EV of OXA (Million Baht)	Fair value of equity of OXA (Million Baht)	Investment proportion (%)	Fair value of equity of OXA as per investment proportion (Million Baht)
1 month	15.89	328.63	5,221.90	(423.75)	9.9997	(42.37)
3 months	15.84	328.63	5,205.47	(440.18)	9.9997	(44.02)
6 months	15.81	328.63	5,195.61	(450.04)	9.9997	(45.00)
9 months	15.78	328.63	5,185.75	(459.90)	9.9997	(45.99)
12 months	15.82	328.63	5,198.90	(446.75)	9.9997	(44.67)

By the EV/EBITDA ratio approach, the appraisal of OXA's shares as per investment proportion results in a negative value, therefore, this method cannot be applied.

The share valuation by this approach focuses only on OXA's profitability over the previous 12 months, but takes no account of its capability and profitability in the future. Thus, the Independent Financial Advisor is of the opinion that fair value appraisal of OXA' ordinary share by the EV/EBITDA Approach is not appropriate.

1.4 Market Value Approach

Under this approach, the shares are appraised based on the weighted average market price (trading value/trading volume) of OXA's shares traded on the SET over different periods. Since OXA's shares are not listed on the SET, so fair value of OXA's ordinary shares as per investment proportion cannot be appraise by this approach.

1.5 Dividend Discount Model Approach

This approach is the general method of international standard for the valuation of financial business. The shares are valued, based on OXA's future dividend payment ability, by calculating present value of dividend expected to be received by the Company in the future under financial projection for a period of about five years from 2024 to 2028 with the assumption that OXA continues operation on a going concern basis and there is no material change taking place. It is also based on the current economic condition and circumstances where the business operation is under the existing management team.

The Independent Financial Advisor has prepared the financial projection of OXA based on the information and assumptions obtained from the Company and the information received from interviews with the executives and staff concerned. The objective is to identify a fair value of OXA's shares on selling of 10 percent of OXA's shares between the Company and SPI only and the appraised share value may not be used as a reference price for any purposes other than the objective mentioned above⁸ The Independent Financial Advisor has reviewed such information according to professional standards and deem that the information is adequate and reliable for use in the valuation of the Company's shares.

However, if there is any material change from the established assumptions in the economic condition and other external factors that have an impact on the operation of OXA, as well as in its internal situation, the share value appraised by this approach may not be used as a reference price.

The key assumptions used in the financial projection of the Company are as follows:

- (a) Total value of loans provided to customers

OXA was incorporated on October 4, 2021 to operate the business of provision of secured loans to entrepreneurs, both juristic and individual persons, with a loan period of not over two years. OXA recorded total outstanding loans to customers of Baht 570 million, Baht 3,613 million, and Baht 5,844.95 million as at December 31, 2021, December 31, 2022 and December 31, 2023 respectively.

As at December 31, 2023, OXA set aside allowance for doubtful accounts for 3 borrowers with high risk of event of defaults amounting to Baht 88.29 million from a credit line under the agreement of Baht 810.00 million. However later, during early of 2024, 2 borrowers with a combined credit line under the loan

⁸ In addition, it cannot be used for consideration on indication of devaluation of investment.

agreements of Baht 580 million can make repayment as usual, so in order to make projection on repayment and interest income conform to the actual at present, the Independent Financial Advisor adjusted loans to customers- net in 2023, with details are as follows:

Unit: Million Baht	2021	2022	2023 (Not Yet Audited)	Adjustment	2023 (After Adjustment)
Receivables with normal repayment status					
Credit line under loan agreement	-	-	5,130.03	580.00	5,710.03
Allowance for doubtful accounts	-	-	(6.82)	-	(6.82)
Value of loans - Net	-	-	5,123.21	573.18	5,703.21
Receivables with high risks of default					
Credit line under loan agreement	570.00	3,613.00	810.00	(580.00)	230.00
Allowance for doubtful accounts	-	-	(88.26)	23.92	(64.34)
Value of loans - Net	570.00	3,613.00	721.74	(556.08)	165.66
Total value of loans – Net	570.00	3,613.00	5,844.95	23.92	5,868.87

For appraisal of fair value of OXA's ordinary shares for the acquisition transaction of 9.9997% of OXA's ordinary shares between the Company and SPI, the Independent Financial Advisor referred to outstanding loans provided to the customers in 2023 after adjustment as basis and assumed that 75% of the customers having loan amounts due in each projection year will renew loan agreement with OXA (consideration based on survey of the customers whose loan agreements will be expired in 2024 which have total loan amount of Baht 5,030 million and it is found that at least 75% of such loans have been renewed loan agreement with OXA). However, the Independent Financial Advisor does not prepare the projection of loans repayment of the customers with high risks of default throughout the project period.

From the assessment of borrowing records of customers whose loan agreements have not yet expired, it has been found that the collateralized land mortgaged or to be mortgaged with OXA has been continuously placed as loan security for 5 – 10 years. Therefore, OXA's management expects that roughly 75% of the existing customers will renew the loan agreements (roll over) at least throughout the projection period.

The Independent Financial Advisor's projection on OXA's operations is based on assumption that OXA will still operate business as per current conditions without considering the growth of operating results which will be increased after the acquisition of OXA from SPI because after the acquisition transaction, the Company will hold 100% of shares in OXA and business operation plan after the acquisition transaction will be expired. All operations, potentials and risks will be under TNL.

Total loan amounts provided to customers in each projection year is summarized as follows:

Unit : Million Baht	2024	2025	2026	2027	2028
Receivables with normal repayment status					
Value under agreement - beginning of period	5,710.03	4,452.52	4,282.52	3,339.39	3,211.89
Repayment due under agreement	(5,030.03)	(680.00)	(3,772.52)	(510.00)	(2,829.39)
Loans which have been renewed.	3,772.52	510.00	2,829.39	382.50	2,122.04
Value under agreement- ending of period	4,452.52	4,282.52	3,339.39	3,211.89	2,504.54
Allowance for doubtful accounts	(5.92)	(5.69)	(4.44)	(4.27)	(3.33)
Value of loans - net	4,446.60	4,276.83	3,334.95	3,207.62	2,501.21
Receivables with high risks of default.					
Value under agreement – carried forward	230.00	230.00	230.00	230.00	230.00
Repayment due under agreement	-	-	-	-	-
Value under agreement – ending of period	230.00	230.00	230.00	230.00	230.00
Allowance for doubtful accounts	(64.34)	(64.34)	(64.34)	(64.34)	(64.34)
Value of loans – net	165.66	165.66	165.66	165.66	165.66
Total value of loans - net	4,612.26	4,442.49	3,500.61	3,373.28	2,666.87

(b) Interest income

OXA's current loan interest rate is 10% – 15% p.a. or an average of 11.53% p.a. It is assumed that the interest rate will remain constant at 11.53% p.a. throughout the projection period, equal to the current average interest rate (throughout the projection period without calculating interest income from outstanding loans of customer who has high risk of default payment).

Baht Million	Historical Data			Projected				
	2021	2022	2023	2024	2025	2026	2027	2028
Interest income	11.10	235.41	491.31	629.73	535.10	439.23	377.54	329.43

(c) Interest expenses

Currently, OXA has two sources of funds for loan provision to its customers: its registered and paid-up capital of Baht 100 million and loans from shareholders as per shareholding proportion as at December 31, 2023 of Baht 5,732 million, with interest rate of 5% p.a.

Baht million	Historical Date			Projected				
	2021	2022	2023	2024	2025	2026	2027	2028
Loans from shareholders	470.00	3,437.15	5,732.00	4,512.26	4,342.49	3,400.61	3,273.28	2,566.87
Interest expenses	3.76	(98.48)	(217.52)	(256.11)	(221.37)	(193.58)	(166.85)	(146.00)

- (d) Cost and variable cost consist of:
- Employee salary and welfare, increase by 5% per year.
 - Specific business tax is 3.3% of interest income.
 - Expenses for provision of other services, such as commission, customer acquisition, asset appraisal cost and professional fees, which is 3% of interest income.
 - Allowance for doubtful accounts: OXA has a policy to set allowance for doubtful accounts based on Financial Reporting Standard No. 9 Re: Financial Instrument, which have been jointly considered by OXA and the auditor that it is appropriated rate, which is averagely at 0.13% of the yearly outstanding loans only for receivables which have normal payment status. The Independent Financial Advisor also considered that such rate of allowance for doubtful accounts is appropriate and it can be maintain at the existing rate throughout the projection period. OXA views that since the loan provided for each customer is equal to 45% – 50% of the fair value appraised by the independent valuer, the default risk is somewhat low accordingly. In case of loan defaults, the value obtainable by OXA from the collateral enforcement will likely be sufficient for debt repayment.

Baht Million	Historical data			Projected				
	2021	2022	2023	2024	2025	2026	2027	2028
Employees salary and welfare	(0.15)	(5.36)	(14.38)	(15.10)	(15.85)	(16.65)	(17.48)	(18.35)
Specific business tax	(0.70)	(7.93)	(15.71)	(20.78)	(17.66)	(14.49)	(12.46)	(10.87)
Expenses for other services	(1.98)	(31.19)	(15.72)	(18.89)	(16.05)	(13.18)	(11.33)	(9.88)
Allowance for doubtful accounts	-	-	(95.08)	24.82	0.23	1.25	0.17	0.94

- (e) Income tax

Corporate income tax of OXA is assumed to be 20% of pre-tax profit throughout the projection period.

- (f) Working capital

Working capital is estimated according to OXA's policy and will remain constant throughout the projection period, as follows:

- Accrued interest 30 days
 - Trade payables 60 days
- (Including accrued expenses, deposits and deferred revenues).

(g) Dividend payout

OXA's dividend payout is assumed at 90% of net cash flow before dividend payment or 90% of retained earnings before dividend payment, whichever is lower.

(h) Terminal growth rate

Terminal growth rate is estimated by the Perpetuity Growth Model. Since there is no growth forecast for the outstanding loans as mentioned in (a), we assume the terminal growth rate of dividend to be 0.00% per year.

Based on the assumptions for financial projection described above, the Independent Financial Advisor has determined a net value of shareholders' equity of OXA by calculating present value of dividend obtained from projection of OXA's operating results and financial position, using an appropriate discount rate, which is cost of equity (Ke) of 14.23% per year. Details of the calculation are as follows:

Calculation of Ke:

$$K_e = R_f + \beta(R_m - R_f)$$

Whereas:

Risk Free Rate (Rf) Risk free rate of return on investment, derived from www.thaibma.or.th as at February 23, 2024, is equal to 3.35% per annum, based on bid yield on government bond with a maturity of 25 years, which is a period that could reflect investment condition in different time periods better than shorter-term data.

Beta (β) This is a variance of SET return compared with a variance of return on investment in OXA's shares. The Independent Financial Advisor uses the beta of six companies in the Peer Group, as described in Section 'Market Comparable Approach,' based on the weekly trading statistics from Bloomberg over the past three years from February 23, 2024. The beta of these reference companies is adjusted to arrive at an unlevered beta then adjusted by the estimated debt to equity ratio of peer group of OXA to obtain a re-levered beta, which is equal to 1.274. Details are as follows:

	GCAP	HENG	MTC	SAWAD	SGF	TIDLOR	OXA
Leveraged Beta	1.36	1.23	1.08	1.31	1.38	1.06	1.21
D/E Ratio	1.58	1.89	3.70	2.57	0.68	2.52	2.52
Effective Tax Rate	0.20	0.20	0.20	0.20	0.20	0.20	0.20
Unlevered Beta	0.55	0.46	0.26	0.39	0.81	0.34	0.40*

* Average Unlevered Beta of GCAP, HENG, MTC, SAWAD, and TIDLOR but excluding Unlevered Beta of SGF because it is deemed as outlier.

Rm This is the average rate of return on the SET over the past 25 years, which is a period that could reflect investment condition in different time periods better than shorter-term data (source: SET data from February 1999 to January 2024), equal to 11.89% per annum.

Based on the above assumptions, could determine a fair value of OXA's shares according to the investment proportion at Baht 119.72 million which is in the base case scenario, the details of which are tabulated below:

Unit: Baht Million	20247	2025	2026	2027	2028
Dividend payable	387.69	228.86	168.48	138.68	118.23
Terminal growth of dividend payable					830.85
Total dividend payable	387.69	228.86	168.48	138.68	949.08
Discount period (year)	1.00	2.00	3.00	4.00	5.00
Discount rate (%)	14.23	14.23	14.23	14.23	14.23
Discount Factor	0.87543	0.76637	0.67090	0.58733	0.51416
PV of dividend payable	339.39	175.39	113.03	81.45	487.98
Shareholders' equity	1,197.25				
Investment proportion	9.9997%				
Fair value of OXA's shares according to investment proportion	119.72				

In addition, the Independent Financial Advisor has performed a sensitivity analysis on the valuation of OXA's shares to cover a range of impacts that are expected from changes to various factors as follows:

Change in loan agreement renewal rate to 80% – 100% of outstanding loans in 2023.

Loan agreement renewal rate	70%	72.5%	75.0%	77.5%	80.0%
Shareholders' equity of OXA according to investment proportion	108.10	113.80	119.72	125.87	132.25

Change in loan interest rate by +/- 0.5% per year from the base case.

Average interest rate on loans to customers	-0.50%	-0.25%	0.00%	0.25%	0.50%
Shareholders' equity of OXA according to investment proportion	111.89	115.81	119.72	123.64	127.56

Change in financial cost by +/- 0.5% per year from the base case

Interest rate on loans from shareholders	-0.50%	-0.25%	0.00%	0.25%	0.50%
Shareholders' equity of OXA according to investment proportion	129.45	124.59	119.72	114.86	110.00

Change in return on equity by +/- 1.0% per year from the base case

Change of return on equity	-1.00%	-0.50%	0.00%	0.50%	1.00%
Shareholders' equity of OXA according to investment proportion	130.26	124.72	119.72	115.20	111.09

From the above sensitivity analysis with changes to various factors as described above, the shareholders' equity of OXA according to investment proportion is appraised in a range of Baht 108.10 million – Baht 132.25 million, which is higher than the sale and purchase price under the agreement of Baht 99.997 million by Baht 8.104 million – Baht 32.253 million or higher than 8.10 – 32.25%.

The dividend discount model approach focuses on future operation and profitability of the business by taking into account the present value of dividend payable by OXA that the Company expects to receive in the future based on overall economic trend and industry so it can reflect the true value of OXA better than other approaches mentioned above. Thus, the Independent Financial Advisor is of the opinion that the Dividend Discount Model Approach is appropriate.

Summary of Independent Financial Advisor's Opinion

Table summarizing comparison of the appraised value of shareholders' equity of OXA according to investment proportion by various valuation approaches.

Valuation Approach	Appraised value (Baht million)	Sale and purchase price of OXA's shares under the agreement (Baht million)	(Lower) or higher than sale and purchase price of OA's shares under the agreement	
			(Baht million)	(%)
1. Book Value (BV) Approach	26.61	99.997	(73.387)	(73.39)
2. Adjusted Book Value (ABV) Approach	29.00	99.997	(70.997)	(71.00)
3. Market Comparable Approach				
(1) Price to Book Value (P/BV) Ratio Approach	57.75 – 62.27	99.997	(42.247) – (37.727)	(42.25) – (37.73)
(2) Price to Earnings (P/E) Ratio Approach	139.34 – 148.79	99.997	39.343 – 48.793	39.34 – 48.79
(3) EV/EBITDA Ratio Approach	n/a	99.997	n/a	n/a
4. Market Value Approach	n/a	99.997	n/a	n/a
5. Dividend Discount Model Approach	108.10 – 132.25	99.997	8.104 – 32.253	8.10 – 32.25

There are different strengths and weaknesses of the above valuation approaches in identifying a fair value of the shares, as described below:

1) The share valuation by the book value approach focuses on financial position at a given period of time and book value of assets, but does not reflect the true market value of assets and the future profitability of OXA.

2) The adjusted book value approach could reflect the net asset value more accurately than the share valuation by the book value approach, but it does not reflect the future profitability of OXA.

3) The market comparable approach, comprising P/E ratio, P/BV ratio and EV/EBITDA ratio approaches, may not reflect the true value of OXA due to the variation and difference in certain factors of the Peer Group in terms of business operation policy, marketing plan, customer base, future business plan, financial structure, and profitability of each company. Moreover, the market ratios of the reference companies vary considerably. Although some that are considered as the outliers have been excluded from the average ratio calculation, the impact of fluctuations in those ratios of the reference companies may not be completely mitigated. Besides, the deletion of the outliers from the calculation leads to a lowered number of reference companies used in the comparison, which ultimately causes the said calculation results to fail to reflect the true value or price of OXA's shares.

4) The market value approach can well reflect demand for and supply of shares in different time periods. However, since OXA's shares are not listed on the SET, there is no reference market price available. Therefore, the Independent Financial Advisor cannot appraise OXA's shares by this approach.

5) The dividend discount model approach focuses on future operation and profitability of the business by taking into account the present value of dividend payable by OXA that the Company expects to receive in the future based on past operation, as well as the economic trend and future operations of OXA. Therefore, this approach can reflect the true value of OXA better than all other approaches.

The Independent Financial Advisor is of the opinion that the dividend discount model approach is the most suitable method for valuing OXA's shares. By this approach, the shareholders' equity of OA according to investment proportion is appraised in a range of Baht 108.10 million – Baht 132.25 million, which is higher than the sale and purchase price under the agreement of Baht 99.997 million by Baht 8.104 million – Baht 32.253 million or 8.10% – 32.25%. This approach focuses on OXA's future operation and profitability, based on the present value of dividend payable by OXA that the Company expects to receive in the future, as well as the overall economic and industrial trends.

In view of the appropriateness of the sale and purchase of 9.9997% of OXA's shares from SPI, which is the connected person, at the total value of Baht 99.997 million, the Independent Financial Advisor is of the opinion that such price is lower than a fair value of Baht 108.10 million – Baht 132.25 million appraised herein. Therefore, the Independent Financial Advisor deems that the sale and purchase price for 9.9997% of OXA's shares from SPI, which is the connected person, of Baht 99.997 million is a reasonable price.

Repayment of the loans amounting to Baht 567.10 million to SPI is also reasonable because such loan amount has been provided to OXA pursuant to shareholding proportion. Additionally, conditions and interest rate of such loans are similar with the loans that the Company provided to OXA as the financial support.

2. Assessment of appropriateness of conditions for the transaction

The Independent Financial Advisor considered the terms and conditions set out in the share purchase agreement for OXA's shares between the Company and SPI and view that the terms of payment, conditions precedent, and all other significant arrangements (as per the details mentioned in Item 8) are the conditions applicable to ordinary shares sale and purchase agreements in general.

Part 4**Conclusion of Opinion of the Independent Financial Advisor on the Asset Acquisition and Connected Transactions**

The abovementioned Transaction is regarded as an acquisition of assets of a listed company pursuant to the Notifications on Acquisition or Disposition of Assets. The Transaction size is equal to 4.97 percent according to the total value of consideration paid or received criteria which is the criteria to calculate the highest transaction size based on the audited consolidated financial statements of the Company for the year ended as at December 31, 2023. Total consideration value is in amount of Baht 667.097 million which is a combination of the value of share purchase under this Transaction amounting to Baht 99.997 million and the existing outstanding loan which OXA owed to SPI as of March 12, 2024 amounting to Baht 567.10 million. When combining the Transaction with the asset acquisition transaction of the Company that occurred in six months prior to the entry into this Transaction, the highest transaction size is equal to 5.20% based on total value of consideration paid or received criteria. Therefore, entering into the Transaction of the Company do not exceed 15.00 percent and are not considered as material transactions that are deemed as the acquisition or disposition of assets of a listed company according to the criteria of the Notifications on Acquisition or Disposition of Assets.

Moreover, entering into the Investment Transaction in OXA's Ordinary Shares with SPI is considered as a connected transaction of the Company in accordance with the Notifications on Connected Transactions because SPI is the major shareholder of the Company holding 42.19 percent of the total issued and paid-up shares of the Company (information as of March 12, 2024). Such Transaction is considered in the type of assets and services, having the value of 6.83 percent of the Company's net tangible asset (NTA) according to the Company's audited consolidated financial statements for the year ended as at December 31, 2023. When including other assets and services type of transactions with the connected persons, or related person or closed relative of SPI during six months prior entering into this Transaction, the total transaction size will be equal to 7.58 percent of the Company's NTA. Since the Transaction size is greater than 3 percent of the Company's NTA and also higher than Baht 20 million, the Company is required to obtain approval from the Board of Directors and to prepare and disclose the information memorandum on the Transaction to the SET according to the Notifications on Connected Transactions, as well as to seek approval for such Transaction from the shareholders' meeting, with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes of the shareholders having an interest. In addition, the Company must also appoint an independent financial advisor ("IFA") certified by the Office Securities and Exchange Commission (the "SEC") to provide opinions concerning the connected transactions of the Company.

The Independent Financial Advisor is of the opinion that the execution of this transaction is reasonable and in line with the plan to restructure its business clearly and appropriately for sustainable growth in the future, including the reduction of the shareholding structure of subsidiaries held by persons who may have conflicts of interest. The advantages of this Transaction are that (a) the Company will have an opportunity to have increased returns in relation to the increased shareholding proportion, (b) the Company's image will be more strengthening as the service provider in financial business, and (c) it can eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA. However, the disadvantages of such transactions are (a) the Company will require substantial capital to enter into investment transaction in OXA's ordinary shares, (b) the Company will have reduced funds to invest in other potential companies and businesses, (c) the Company will have the sole obligation to provide financial assistance to OXA, and (d) the risk of expected returns not may not be as per forecasted.

However, if the Company does not enter into this transaction, the advantages are that (a) the Company will not have burden to allocate a huge amount of funds for investment transaction in OXA's ordinary shares, nor to incur the relevant expenses, (b) the Company will have funds to invest in other potential companies and businesses, and (c) the Company will not have additional burden on providing financial assistance. Meanwhile, the disadvantages of not entering into the transaction are that (a) the Company cannot expand its investment according to the business restructuring plan, and (b) it cannot eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA.

In addition, the Acquisition Transaction in OXA's shares which will be executed with SPI, the Company's major shareholder, will provide opportunity to the Company to additionally invest in financial business which has good operating results and to eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA. However, the disadvantage is that the Company may lose the opportunity to receive a proposal for and information on the new business investment from a third party, who may become its new partner having potential in the new business and a strong financial position and may help to promote and drive further growth in the existing business of the Company by leveraging a broader channel of business operation through the new partner.

If the Company executes the transaction with a third party instead of its connected person, the Company will have the opportunity to receive a proposal for and information on investment in the financial business from a third party, who may become its new partner having potential in the new business and a strong financial position and may help to promote and drive further growth in the existing business of the Company by leveraging a broader channel of business operation through the new partner. However, the disadvantage is that (a) the Company may need a considerable period of time to study the investment information to be obtained from the third party, and (b) the Company cannot eliminate conflicts of interest that may arise from having the Company's major shareholders hold shares in OXA.

In terms of price, the Independent Financial Advisor is of the opinion that the dividend discount model approach is a suitable method for valuing OXA's shares. By this approach, the shareholders' equity of OXA according to investment proportion is appraised in a range of Baht 108.10 million – Baht 132.25 million, which is higher than the sale and purchase price under the agreement of Baht 99.997 million by Baht 8.104 million – Baht 32.253 million or 8.10% – 32.25%. This approach focuses on OXA's future operation and profitability, based on the present value of dividend payable by OXA that the Company expects to receive in the future, as well as the overall economic and industrial trends.

In view of the appropriateness of the sale and purchase of 9.9997% of OXA's shares from SPI, which is the connected person, at the total value of Baht 99.997 million, the Independent Financial Advisor is of the opinion that such price is lower than fair price appraised by the Independent Financial Advisor which is between Baht 108.10 – 132.25 million. Therefore, the Independent Financial Advisor deems that the sale and purchase price for 9.9997% of OXA's shares from SPI, which is the connected person, of Baht 99.997 million is a reasonable price.

Repayment of the loans amounting to Baht 567.10 million to SPI is also reasonable because such loan amount has been provided to OXA pursuant to shareholding proportion. Additionally, conditions and interest rate of such loans are similar with the loans that the Company provided to OXA as the financial support.

In addition, the Independent Financial Advisor has considered the appropriateness of the conditions/terms of this transaction, and has opinion that the terms and conditions of the purchase agreement of OXA's ordinary shares between the Company and SPI are in accordance with the general principles of share sales and purchase agreement, including the key conditions precedent of such agreement, for instance, (1) The representations and warranties of the Seller and the Purchaser must be true and accurate in all respects from the execution date under the Closing Date.; (2) The Seller and the Purchaser shall not breach any obligations under the agreement, both before and on the Closing Date.; (3) The meeting of the Board of Directors of the Seller must approve the execution in the agreement including the entering into any transactions and undertakings specified in the agreement.; (4) The Purchaser must submit to the Seller a written notice of the date and time of the Closing Date.; (5) The Purchaser must submit a written evidence issued by the bank in which the Purchaser has an account to identify that the Purchaser has sufficient funds to pay the share prices to the Seller; and (6) The meeting of the Board of Directors and/or the shareholders' meeting of the Purchaser (as the case may be) must approve the execution in the agreement including the entering into any transactions and undertakings specified in the agreement. (For more details, please see Part 1, Item 8.1 Summary of draft share purchase agreement for the Investment Transaction in OXA's Ordinary Shares). Thus, the Independent Financial Advisor is of the opinion that the conditions of this Transaction are appropriated.

As described above, the Independent Financial Advisor is of the opinion that the execution of Transaction is reasonable and beneficial to the Company, **thus, recommends that the shareholders should approve the said transaction.**

However, the decision whether to approve or not approve the transaction depends mainly on the shareholders' individual judgment. Since the persons having an interest will not be entitled to cast votes on this agenda, the voting on the transaction will rest with all of the remaining shareholders.

We hereby certify that we have rendered opinion with due care based on professional practices and in the interest of the shareholders.

Yours sincerely,

Advisory Plus Company Limited

- *Thawatchai Vorawandthanachai* -

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(Mr. Thawatchai Vorawandthanachai)

Managing Director

- *Thanasak Boulowpetch* -

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(Mr. Thanasak Boulowpetch)

Supervisor