

No. IDR 13/2021  
Date 11 August 2021  
Re: Notification of the resolutions of the meeting of the Board of Directors No. 5/2021  
In Entering into a connected transaction and cessation of subsidiaries  
To: The President  
The Stock Exchange of Thailand

Enclosure:

1. Information memorandum on the connected transaction in relation to the restructuring of investment in ALL NOW Management Co., Ltd.; and
2. Information memorandum on the connected transaction in relation to the investment in EGG Digital Co., Ltd.

CP All Public Company Limited (the “**Company**”) would like to inform the material resolutions of the meeting of the Board of Directors No. 5/2021 on 11 August 2021 as follows:

1. Approved the interim financial statements for the quarter ended June 30, 2021.
2. Approved the restructuring of investment in ALL NOW Management Co., Ltd. (“**AM**”) (which is the Company’s subsidiary) by disposing a portion of existing shares in AM held by the Company in the proportion of up to 90 per cent of AM’s total registered capital and complying with the condition to such existing shares disposal by subscribing new shares in AM in proportion to the Company’s shareholding after the disposal of existing shares in AM (“**AM Restructuring Transaction**”), and approved the entering into a connected transaction with: (a) Charoen Pokphand Group Co., Ltd. (“**CPG**”); (b) Charoen Pokphand Foods Public Company Limited (“**CPF**”); (c) True Corporation Public Company Limited (“**TRUE**”); and (d) Ek-Chai Distribution System Co., Ltd. (“**Ek-Chai**”). Details of which are provided in the information memorandum of connected transaction in Enclosure 1.

The Company is required to disclose the entering into the transaction to the Stock Exchange of Thailand in accordance with the Regulation of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company, B.E. 2560 (2017) as AM Restructuring Transaction is a disposal of investment in other company resulting in such other company ceases to be the Company’s subsidiary with the following details:

## Cessation of subsidiary companies

### (1) ALL NOW Management Co., Ltd.

Date of resolution	Resolution of the meeting of the Board of Directors of the Company No. 5/2021 on 11 August 2021
Expected date for the cessation of subsidiary status	Expected to be completed within the fourth quarter of 2021
Business	Services relating to warehouse management, logistics and trade of normal goods
Number of shares and shareholding proportion	The Company holds 199,998 shares, equivalent to 99.99 per cent of AM's total registered capital, and after the cessation of subsidiary status, the Company will directly hold 10 per cent of shares in AM.
Rationale and necessity	As logistics service business is not a core business of the Company and due to a high competition in logistics business which requires a considerable amount of additional funds, the Company needs to adapt to the competitive environment including partnering with business alliances with potential or providing an opportunity for business alliances to invest in this logistics business.
Impact on the Company's operations or financial position	The Company's consolidated financial statements will not include AM's results of operation after the transaction as AM will cease to be the Company's subsidiary.

(2) ALL NOW Logistics Co., Ltd. (“AL”)

Date of resolution	Resolution of the meeting of the Board of Directors of the Company No. 5/2021 on 11 August 2021
Expected date for the cessation of subsidiary status	Expected to be completed within the fourth quarter of 2021
Business	Logistics activities
Number of shares and shareholding proportion	Currently, AL is an indirect subsidiary of the Company having All Corporation Limited holding 99,997 shares equivalent to 99.997 per cent of AL’s total registered capital.  The AM Restructuring Transaction includes AM’s acquisition of shares in AL from All Corporation Limited in the amount of 99,997 shares, equivalent to 99.997 per cent of AL’s total registered capital prior to the sale of existing shares in AM as described above, and after the cessation of subsidiary status, the Company will indirectly hold 10 per cent of shares in AL.
Rationale and necessity	As logistics service business is not a core business of the Company and due to a high competition in logistics business which requires a considerable amount of additional funds, the Company needs to adapt to the competitive environment including partnering with business alliances with potential or providing an opportunity to business alliances to invest in this logistics business.
Impact on the Company’s operations or financial position	The Company’s consolidated financial statements will not include AL’s results of operation after the transaction as AL will cease to be the Company’s subsidiary.

3. Approved the investment by the Company or its subsidiary in EGG Digital Co., Ltd. (“**EGG Digital**”) by acquiring existing shares in EGG Digital from Ascend Digital Commerce Group Co., Ltd. and complying with the condition to such acquisition of existing shares by subscribing for EGG Digital’s new shares in proportion to the shareholding of the acquired existing shares in EGG Digital, and approved the entering into a connected transaction with Ascend Digital Commerce Group Co., Ltd. Details of which are provided in the information memorandum regarding the entering into a connected transaction in Enclosure 2.

Please be informed accordingly.

Sincerely yours,

Mr. Supot Shitgasornpongse

Company Secretary

Authorized to sign on behalf of the Company

## Enclosure 1

### CP All Public Company Limited Information Memorandum on the Connected Transaction in relation to the Restructuring of Investment in ALL NOW Management Co., Ltd.

The Board of Directors of CP All Public Company Limited (the “**Company**”) No. 5/2021 held on 11 August 2021 has approved the restructuring of investment in ALL NOW Management Co., Ltd. (“**AM**”) by disposing a portion of existing shares in AM held by the Company and complying with the condition to such existing shares disposal by subscribing for new shares in AM in proportion to the Company’s shareholding after the disposal of existing shares in AM. The transaction is considered as disposal and acquisition of asset; however transaction size does not reach the requirement to be disclosed pursuant to 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 and Disposition of Assets B.E. 2547 (2004).

Nevertheless, the parties involved in such transaction are (a) Charoen Pokphand Group Co., Ltd. (“**CPG**”); (b) Charoen Pokphand Foods Public Company Limited (“**CPF**”); (c) True Corporation Public Company Limited (“**TRUE**”); and (d) Ek-Chai Distribution System Co., Ltd. (“**Ek-Chai**”) which are the Company’s connected persons, the transaction is considered as a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 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 Connected Transactions B.E. 2546 (2003). The details are as follows:

#### 1. Transaction Date

The transaction is expected to be completed within the fourth quarter of 2021.

#### 2. The Parties Involved

**Seller:** The Company

**Purchasers:** (a) CPG or its subsidiary

Relationship with the Company: CPG is the Company’s connected person as CPG is the Company’s indirect major shareholder.

(b) CPF or its subsidiary

Relationship with the Company: CPF is the Company’s connected person as CPF is the Company’s indirect major shareholder.

- (c) TRUE or its subsidiary

Relationship with the Company: TRUE is the Company's connected person as TRUE's major shareholder is CPG where CPG is the Company's indirect major shareholder.

- (d) Ek-Chai

Relationship with the Company: Ek-Chai is the Company's connected person as Ek-Chai's indirect major shareholders are CPG and CPF where CPG and CPF are the Company's indirect major shareholders.

### 3. General Transaction Description and Transaction Value

The Company will restructure its investment in AM by disposing a portion of shares in AM held by the Company in a proportion of up to 90 per cent of AM's total registered capital, the value of which is up to THB 2,340 million, by selling to the following purchasers:

- (a) CPG or its subsidiary in a proportion of 52 per cent of AM's total registered capital;
- (b) CPF or its subsidiary in a proportion of up to 19 per cent of AM's total registered capital;
- (c) TRUE or its subsidiary in a proportion of up to 10 per cent of AM's total registered capital;
- (d) Ek-Chai in a proportion of up to 9 per cent of AM's total registered capital,

and complying with the condition to such existing shares disposal by subscribing for new shares in AM in proportion to the Company's shareholding after the disposal of existing shares in AM, the value of which is up to THB 110 million. The total value of this investment restructuring by disposing certain existing shares in AM and complying with the condition to such existing shares disposal by subscribing for new shares is up to THB 2,450 million. The Purchasers are the Company's connected persons in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended); thus, the entering into such transaction is a connected transaction relating to assets or services in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, B.E. 2546 (2003) dated 19 November 2003 (as amended). After the restructuring of investment in AM, AM and its subsidiaries will cease to be the Company's subsidiaries.

#### 4. Details of Assets to Be Disposed

##### 4.1 General Information of AM

###### (1) General Characteristic

<b>Company Name</b>	ALL NOW Management Co., Ltd.
<b>Business</b>	Services relating to warehouse management, logistics and trade of normal goods
<b>Paid-up capital</b>	THB 2,000,000

###### (2) Shareholding structure

No.	Shareholders	Shareholding proportion (%)	
		Before the transaction	After the transaction
1	The Company	99.990	10.00
2	Mr. Korsak Chairasmisak	0.005	-
3	Mr. Taweesak Kaewrathtanapattama	0.005	-
4	CPG or its subsidiary	-	52.00
5	CPF or its subsidiary	-	19.00
6	TRUE or its subsidiary	-	10.00
7	Ek-Chai	-	9.00
	<b>Total</b>	<b>100.00</b>	<b>100.00</b>

###### (3) Summary of financial position and results of operation

AM's key financial information for the year ended 31 December 2018, 2019 and 2020 pursuant to AM's audited standalone financial statements can be summarised as follows:

Key information of statement of financial position

Unit : THB million

Details	As of 31 December		
	2018	2019	2020
Cash and cash equivalents	146.27	155.71	227.30
Trade accounts receivable	73.01	77.20	16.42
Plant and equipment	247.46	206.60	167.89
Right-of-use assets	-	-	5.61
Intangible assets	16.01	14.83	12.74
Deferred tax assets	0.69	1.44	1.87
Deposit	1.81	2.42	2.42
<b>Total assets</b>	<b>486.57</b>	<b>459.20</b>	<b>435.14</b>
Trade accounts payable	5.04	4.05	2.69
Other payables	8.94	2.89	3.37
The Revenue Department payable	5.64	6.30	5.46
Income tax payable	1.44	5.49	2.72
Accrued operating expenses	12.43	12.46	9.42
Current portion of lease liabilities	-	-	3.97
Provisions for employee benefits	6.43	8.79	10.84
Equipment guarantee	226.44	226.45	226.45
Lease liabilities	-	-	1.72
<b>Total liabilities</b>	<b>266.36</b>	<b>266.43</b>	<b>266.66</b>
Issued and paid-up share capital	2.00	2.00	2.00
Legal reserve	0.20	0.20	0.20
Unappropriated retained earnings	218.01	190.58	166.29
<b>Total equity</b>	<b>220.21</b>	<b>192.78</b>	<b>168.49</b>
<b>Total liabilities and equity</b>	<b>486.57</b>	<b>459.20</b>	<b>435.14</b>

Source: AM's financial statements



Key information of statement of income

Unit : THB million

Details	For the year ended 31 December		
	2018	2019	2020
Revenue from sale	77.30	68.65	43.40
Revenue from rendering of services	154.17	178.21	191.15
Interest income	1.26	1.73	1.40
Other income	0.17	0.02	0.29
<b>Total revenues</b>	<b>232.90</b>	<b>248.61</b>	<b>236.24</b>
Cost of sale	72.57	63.65	50.53
Cost of rendering of services	86.64	91.61	87.03
Distribution cost	8.04	0.39	0.77
Administrative expenses	6.92	7.41	9.44
<b>Total expenses</b>	<b>174.18</b>	<b>163.06</b>	<b>147.78</b>
<b>Profit from operating activities</b>	<b>58.72</b>	<b>85.55</b>	<b>88.47</b>
Finance costs	-	-	0.15
<b>Profit before income tax</b>	<b>58.72</b>	<b>85.55</b>	<b>88.32</b>
Income tax expenses	6.30	11.42	11.61
<b>Profit for the year</b>	<b>52.42</b>	<b>74.13</b>	<b>76.71</b>
Basic earnings per share (THB)	262.08	370.65	383.53

Source: AM's financial statements

#### 4.2 General Information of ALL NOW Logistics Co., Ltd. ("AL")

(1) General Characteristic

<b>Company Name</b>	ALL NOW Logistics Co., Ltd.
<b>Business</b>	Logistics activities
<b>Paid-up capital</b>	THB 1,000,000

(2) Shareholding structure

Currently, AL is an indirect subsidiary of the Company. As a condition of the transaction, AM will acquire 99.997 per cent shareholding in AL prior to the restructuring of investment in AM, with the following shareholding structure:

No.	Shareholders	Shareholding proportion (%)		
		At present	Before the transaction <sup>1</sup>	After the transaction
1	All Corporation Limited <sup>2</sup>	99.997	-	-
2	AM	-	99.997	99.997
3	Mr. Korsak Chairasmisak	0.001	0.001	0.001
4	Mr. Taweesak Kaewrathtanapattama	0.001	0.001	0.001
5	Mr. Supot Shitgasornpongse	0.001	0.001	0.001
	<b>Total</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>

<sup>1</sup> Prior to the transaction, AM will acquire 99.997 per cent shareholding in AL.

<sup>2</sup> All Corporation Limited is the Company's subsidiary.

(3) Summary of financial position and results of operation

AL's key financial information for the year ended 31 December 2019 and 2020 pursuant to AL's audited standalone financial statements can be summarised as follows:

Key information of statement of financial position

Unit : THB million

Details	As of 31 December	
	2019	2020
Cash and cash equivalents	0.49	5.33
Related trade accounts receivable	4.35	23.07
Other receivable	0.03	4.26
Intangible assets	1.51	1.50
<b>Total assets</b>	<b>6.97</b>	<b>34.79</b>
Trade accounts payable	1.15	2.60
Other payables	0.20	9.50
Short-term borrowings from parent company	3.00	-
Accrued operating expenses	2.57	6.01
Provisions for employee benefits	-	1.41

Details	As of 31 December	
	2019	2020
<b>Total liabilities</b>	<b>6.96</b>	<b>20.16</b>
Issued and paid-up share capital	1.00	1.00
Legal reserve	-	0.10
Unappropriated retained earnings	(0.99)	13.53
<b>Total equity</b>	<b>0.01</b>	<b>14.63</b>
<b>Total liabilities and equity</b>	<b>6.97</b>	<b>34.79</b>

Source: AL's financial statements

Remark: Since AL was incorporated on 4 March 2019, AL's financial statements presented herein are only for the years 2019 and 2020.

Key information of statement of income

Unit : THB million

Details	For the year ended 31 December	
	2019	2020
Revenue from rendering of services	4.35	83.10
Interest income	0.00	0.03
Other income	-	0.40
<b>Total revenues</b>	<b>4.35</b>	<b>83.53</b>
Cost of rendering of services	4.31	<b>63.53</b>
Administrative expenses	1.02	1.97
<b>Total expenses</b>	<b>5.33</b>	<b>65.50</b>
<b>Profit (loss) before finance costs</b>	<b>(0.98)</b>	<b>18.03</b>
Finance costs	0.01	0.02
<b>Profit (loss) before income tax</b>	<b>(0.99)</b>	<b>18.00</b>
Income tax expenses	-	3.38
<b>Profit for the year</b>	<b>(0.99)</b>	<b>14.62</b>
Basic earnings (loss) per share (THB)	<b>(9.90)</b>	<b>146.20</b>

Source: AL's financial statements

Remark: Since AL was incorporated on 4 March 2019, AL's financial statements presented herein are only for the years 2019 and 2020.

**5. Basis to Determine the Value of Consideration**

The value of assets to be sold and purchased are based on negotiation between the Seller and the Purchasers on the same basis as an arm's length negotiation by referencing the value calculated by financial advisor which is calculated by internationally accepted methods for valuation of shares which mainly are discounted cash flow approach (DCF) and market comparable approach.

**6. Transaction Size**

The restructuring of investment in AM by disposing certain existing shares in AM and complying with the condition to such existing shares disposal by subscribing for AM's new shares in proportion to the Company's shareholding after the disposal of a portion of shares in AM is considered a connected transaction relating to assets or services. The total connected transaction value does not exceed THB 2,450 million equivalent to the transaction size of not exceeding 2.85 per cent of net tangible assets (NTA) of the Company and its subsidiaries based on the Company's latest audited consolidated financial statements as of 30 June 2021. The total transaction size when consolidating with the size of connected transactions relating to assets or services occurred in the past six-month period (during 11 February 2021 to 10 August 2021 which includes the investment in EGG Digital Co., Ltd.) does not exceed 2.93 per cent of NTA which is more than 0.03 but less than 3 per cent of NTA. The transaction is considered a medium-sized transaction where the Company is required to obtain an approval from the Company's Board of Directors and disclose information memorandum to the SET.

**7. Details and Scope of Interest of Connected Person**

- (1) CPG is the Company's indirect major shareholder where CPG will have THB 1,352 million interest in relation to the acquisition of existing shares in AM from the Company.
- (2) CPF is the Company's indirect major shareholder where CPF will have THB 494 million interest in relation to the acquisition of existing shares in AM from the Company.
- (3) TRUE is the Company's connected person as TRUE's major shareholder is CPG (who is the Company's indirect major shareholder) where TRUE will have THB 260 million interest in relation to the acquisition of existing shares in AM from the Company.
- (4) Ek-Chai is the Company's connected person as Ek-Chai's indirect major shareholders, i.e., CPG and CPF, are the Company's indirect major shareholders. Ek-Chai will have THB 234 million in relation to the acquisition of existing shares in AM from the Company.

The Company must comply with the condition to such existing shares disposal by subscribing for AM's new shares in an amount of THB 110 million.

**8. Condition of the Transaction**

The restructuring of investment in AM will be proceeded after the completion of the Company's intragroup restructuring by which AM will hold 99.997 per cent shareholding in AL. The Company expects that the restructuring of investment in AM will be completed within the fourth quarter of 2021.

**9. Benefits Expected to Receive from the Restructuring of Investment in AM**

As logistics service business is not a core business of the Company and due to a high competition in logistics business where there are both existing and new entry players, AM requires a considerable amount of additional funds for the costs relating to personnel, transportation and warehouse management technology, platforms, service network, facilities including for its working capital. Thus, the Company needs to adapt to the competitive environment including partnering with business alliances with potential or providing an opportunity to business alliances to invest in this logistics business. The benefits which the Company expects to receive are:

- (1) the Company could immediately recognize profit from the sale of a portion of existing shares in AM and the proceeds will be used to operate its core business which is convenience store;
- (2) the Company still holds shares in AM to receive dividend from future growth of the business resulting from having alliances in retail store network of marketing group, more variety of distribution channels and a more efficient services.

**10. Opinion of the Board of Directors**

The Board of Directors (excluding directors with conflict of interest named below) considered the connected transaction and the benefits expected to receive from the restructuring of investment in AM and viewed that this transaction is reasonable and beneficial to the Company.

Directors with conflict of interest who cannot vote and did not attend the meeting are as follows:

No.	Directors	Conflict of Interest
1	Mr. Soopakij Chearavanont	Being a director of CPG and CPF
2	Mr. Suphachai Chearavanont	Being a director of CPG, CPF and TRUE
3	Mr. Adirek Sripratak	Being a director of CPF

No.	Directors	Conflict of Interest
4	Police General Phatcharavat Wongsuwan	Being a director of CPF
5	Mr. Narong Chearavanont	Being a director in TRUE
6	Mr. Umroong Sanphasitvong	Being a director in TRUE

#### 11. The Opinion of the Audit Committee

The Audit Committee has considered in detail and provided the opinion that the transaction is reasonable and is within the price range appraised by independent appraiser. The Audit Committee has also considered the opinion of responsible executive and viewed that the management has proceeded this transaction through transparent and reasonable procedures and for the best interest of the Company, including complying with the Capital Market Supervisory Board's regulations. The Audit Committee does not have any different opinion from those expressed by the Board of Directors.

## Enclosure 2

### CP All Public Company Limited Information Memorandum on the Connected Transaction in relation to the Investment in EGG Digital Co., Ltd.

The Board of Directors of CP All Public Company Limited (the “**Company**”) No. 5/2021 held on 11 August 2021 has approved the investment in EGG Digital Co., Ltd. (“**EGG Digital**”) by acquiring existing shares in EGG Digital from Ascend Digital Commerce Group Co., Ltd. (“**ADCG**”) and complying with the condition to such acquisition of existing shares by subscribing for EGG Digital’s new shares in proportion to the shareholding of the acquired existing shares in EGG Digital. The transaction is considered as an acquisition of asset; however transaction size does not reach the requirement to be disclosed pursuant to 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 and Disposition of Assets B.E. 2547 (2004).

Nevertheless, the party involved in such transaction is ADCG is which the Company’s connected person, the transaction is considered as a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 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 Connected Transactions B.E. 2546 (2003). The details are as follows:

#### 1. Transaction Date

The transaction is expected to be completed within the fourth quarter of 2021.

#### 2. The Parties Involved

**Purchasers:** The Company or its subsidiary

**Seller:** ADCG

**Relationship with the Company:** (a) ADCG’s indirect major shareholder is Charoen Pokphand Group Co., Ltd. (“**CPG**”) where CPG is an indirect major shareholder of the Company.

(b) ADCG’s indirect major shareholder is Mr. Suphachai Chearavanont where Mr. Suphachai Chearavanont is the Company’s director.

#### 3. General Transaction Description and Transaction Value

The Company or its subsidiary will invest in EGG Digital by acquiring existing shares in EGG Digital from ADCG in proportion of up to 10 per cent of EGG Digital’s total registered capital with the value of up to THB 50 million, and complying with the condition to such acquisition of existing

shares by subscribing for new shares in EGG Digital in proportion to the Company's or its subsidiary's shareholding of the acquired existing shares in EGG Digital with the value of up to THB 17.5 million. The total value of this investment in EGG Digital by acquiring existing shares and complying with the condition to such existing shares acquisition by subscribing for new shares is up to THB 67.5 million. ADCG is the Company's connected person in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended); thus, the entering into such transaction is a connected transaction relating to assets or services in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, B.E. 2546 (2003) dated 19 November 2003 (as amended).

#### 4. Details of Assets to Be Acquired

##### General Information of EGG Digital

###### (1) General Characteristic

<b>Company Name</b>	EGG Digital Co., Ltd.
<b>Business</b>	Electronic commerce, marketing media services and other services relating to data
<b>Paid-up capital</b>	THB 50,000,000

###### (2) Shareholding structure

No.	Shareholders	Shareholding proportion (%)	
		Before the transaction	After the transaction
1	ADCG	99.99	62.00
2	Miss Vanigul Chuengprasert	0.005	-
3	Miss Achira Taulananda	0.005	-
4	True Corporation Public Company Limited or its subsidiary	-	19.00
5	The Company or its subsidiary	-	10.00



No.	Shareholders	Shareholding proportion (%)	
		Before the transaction	After the transaction
6	Ek-Chai Distribution System Co., Ltd.	-	9.00
	<b>Total</b>	<b>100.00</b>	<b>100.00</b>

(3) Summary of financial position and results of operation

EGG Digital's key results of operation for the twelve-month period and key financial position for the year ended 31 December 2018, 2019 and 2020 pursuant to EGG Digital's audited financial statements can be summarised as follows:

Unit : THB million	1 Jan – 31 Dec 2018	1 Jan – 31 Dec 2019	1 Jan – 31 Dec 2020
<b>Results of operation</b>			
Total revenues	860.6	852.9	1,173.5
Total expenses	(828.2)	(848.3)	(1,137.8)
Finance costs	(3.6)	(2.4)	(0.1)
Income tax revenue (expenses)	(5.7)	(2.9)	(7.6)
Net profit (loss)	23.2	(0.7)	28.1
<b>Assets</b>			
Current assets	1,354.8	2,389.7	2,961.7
Non-current assets	184.1	157.0	153.1
Total assets	1,538.9	2,546.7	3,114.7
<b>Liabilities and equity</b>			
Current liabilities	1,293.5	2,292.0	2,831.0
Non-current liabilities	11.2	21.1	22.1
Total liabilities	1,304.7	2,313.1	2,853.1
Registered capital	50.0	50.0	50.0
Paid-up capital	50.0	50.0	50.0
Accrued profit (loss)	184.3	183.6	211.7
Total equity	234.3	233.6	261.7

Source: EGG Digital's financial statements

**5. Basis to Determine the Value of Consideration**

The value of assets to be acquired is based on negotiation between the Seller and the Purchasers on the same basis as an arm's length negotiation by referencing the value calculated by financial advisor which is calculated by internationally accepted methods for valuation of shares which mainly are discounted cash flow approach (DCF) and market comparable approach.

**6. Transaction Size**

This investment in EGG Digital by acquiring existing shares from ADCG and complying with the condition to such acquisition of existing shares by subscribing for new shares in EGG Digital in proportion to the Company's or its subsidiary's shareholding of the acquired existing shares in EGG Digital is considered a connected transaction relating to assets or services. The total connected transaction value does not exceed THB 67.5 million, equivalent to the transaction size not exceeding 0.08 per cent of net tangible assets (NTA) of the Company and its subsidiaries based on the Company's latest audited consolidated financial statements as of 30 June 2021. The total transaction size when consolidating with the size of other connected transactions relating to assets or services occurred in the six-month period (during 11 February 2021 to 10 August 2021 which includes the restructuring of investment in ALL NOW Management Co., Ltd.) does not exceed 2.93 per cent of NTA) which is more than 0.03 but less than 3 per cent of NTA. The transaction is considered a medium-sized transaction where the Company is required to obtain an approval from the Company's Board of Directors and disclose information memorandum to the SET.

**7. Details and Scope of Interest of Connected Person**

- (1) CPG is an indirect major shareholder of ADCG with shareholding proportion of 58.69 per cent where CPG is also the Company's indirect major shareholder.
- (2) Mr. Suphachai Chearavanont is an indirect major shareholder of ADCG with a shareholding proportion of 17.29 per cent, where Mr. Suphachai Chearavanont is the Company's director.
- (3) ADCG has interest in relation to the sale to the Company or the Company's subsidiary of EGG Digital's existing shares with total consideration of THB 50 million (and the Company or its subsidiary must comply with the condition to such acquisition of existing shares by subscribing for new shares in EGG Digital in an amount of THB 17.5 million).

**8. Source of Fund**

The Company's existing working capital.

**9. Condition of the Transaction**

The investment in EGG Digital conditional upon the Seller having obtained all consents required for sale under the agreements which are binding upon it. The Company expects that the investment to be completed within the fourth quarter of 2021.

**10. Benefits Expected to Receive from the Investment in EGG Digital**

Currently, EGG Digital is a company under Ascend Group (where CPG is an indirect major shareholder) which has an extensive experience in operating digital marketing business which could support the development of data and media businesses, and has a strong and diverse customer base, including personnel with expertise in data and media businesses which harmonizes the competition environment in tech-driven modern retail business by using data analytics to maximize its efficiency. The benefits which the Company expects to receive are:

- (1) this is an investment in a strong-based digital marketing agency who has plan to expand to the fast-growing data and media businesses in the future;
- (2) this is an investment with growth potential resulting from growth trend of data driven economies;
- (3) partnering with business alliances to support a rapid growth, increase competitiveness and increase commercial value such as cooperation to develop data analytics platform to better understand customers and an access to a more customizable service.

**11. Opinion of the Board of Directors**

The Board of Directors (excluding directors with conflict of interest) considered the connected transaction and the benefits expected to receive from the investment in EGG Digital and viewed that this transaction is reasonable and beneficial to the Company.

Directors with conflict of interest who cannot vote and did not attend the meeting are as follows:

No.	Directors	Conflict of Interest
1	Mr. Soopakij Chearavanont	Being a director of CPG
2	Mr. Suphachai Chearavanont	Being a director of CPG and an indirect major shareholder of ADCG

## **12. The Opinion of the Audit Committee**

The Audit Committee has considered in detail and provided the opinion that the transaction is reasonable and is within the price range appraised by independent appraiser. The Audit Committee has also considered the opinion of responsible executive and viewed that the management has proceeded this transaction through transparent and reasonable procedures and for the best interest of the Company, including complying with the Capital Market Supervisory Board's regulations. The Audit Committee does not have any different opinion from those expressed by the Board of Directors.