

Information Memorandum on Connected Transactions of TQM Alpha Public Company Limited
Concerning the provision of financial assistance by TQM Insurance Broker Company Limited (“TQMB”)
and TQM Life Insurance Broker Company Limited (“TQML”)
to subscribe to debentures issued by Easy Lending Company Limited (“EL”)

At the Board of Directors Meeting of TQM Alpha Public Company Limited (“Company”) No. 6/2024, held on 14 November 2024, a resolution was passed to propose to the shareholders’ meeting for consideration and approval of a connected transaction between the Company and its subsidiaries, and Easy Lending Company Limited (“EL”) which operates a personal loan business and is a subsidiary in which the Company holds a 74% stake. Other subsidiaries of the Company, namely TQM Insurance Broker Company Limited (“TQMB”) and/or TQM Life Insurance Broker Company Limited (“TQML”), will subscribe to debenture at least 150,000 units and not exceeding 250,000 units, with a value of at least 150 million baht and not exceeding 250 million baht. The interest income from the debentures will not exceed 33.75 million baht, resulting in a total value of up to 283.75 million baht. These debentures will be privately offered to institutional investors, ultra-high-net-worth investors, and/or high-net-worth investors (PP(II&UHNW&HNW)).

This transaction constitutes an acquisition of assets by the Company under the Capital Market Supervisory Board Notification No. TorJor. 20/2551 regarding criteria for significant transactions deemed to be acquisitions or disposals of assets (including amendments thereto) and the Stock Exchange of Thailand Notification regarding the disclosure of information and practices of listed companies in relation to asset acquisitions or disposals, B.E. 2547 (2004) (as amended) (“Notification on Acquisition or Disposal of Assets”). As the Company’s subsidiary will acquire assets of significant value or size, calculation of the transaction size per the Notification on Acquisition or Disposal of Assets shows the maximum transaction size is 4.76% (based on the latest consolidated financial statements of the Company, as of September 30, 2024). When combined with other asset acquisition transactions that occurred within the past six months prior to this transaction, the Company’s asset acquisitions are classified as small transactions, with a total size of 9.88%. As the transaction size is less than 15%, it falls under the authority of the Board of Directors for approval.

Furthermore, the acquisition of debentures from Easy Lending Company Limited (“EL”), with a value not exceeding 250 million Baht, constitutes a related-party transaction involving the provision of financial assistance with Capital Market Supervisory Board Notification No. TorJor. 21/2551 regarding criteria for connected transactions, dated August 31, 2008 (including amendments thereto) (“**Capital Market Supervisory Board Notification No. TorJor. 21/2551**”), and the Stock Exchange of Thailand Notification concerning the disclosure of information and practices of listed companies in connected transactions B.E. 2546, dated November 19, 2003 (as amended) (“**Connected Transactions Notification**”). This transaction involves TQMB, a subsidiary in which the Company holds 100% of the shares, and TQML, a subsidiary in which the Company holds 100% of the shares, entering into a transaction with EL, in which the Company holds 74% of the common shares. Additionally, a related party of the Company including, (1) Mr. Unchalin Punnipa, who serves as Chairman of the Board of Directors, holds common shares in EL. (1) Mr. Unchalin Punnipa serves as Chairman of the Board of Directors, Chairman of Sustainability and Risk Management Committee and President, holding 22.51 million direct common shares, (2) Mrs. Napassanun Punnipa serves as Director, Chairperson of Executive Committee,

Member of Nomination and Remuneration Committee and Chief Executive Officer, holding 18.97 million direct common shares. Additionally, (1) Mr. Unchalin Punnipa and (2) Mrs. Napassanun Punnipa together hold a total of 306.89 million indirect common shares, bringing their combined direct and indirect shareholding to 348.37 million shares, or 58.06% of the Company's total registered and paid-up capital and (3) Ms. Somporn Ampaisutthipong serves as Director, Member of the Executive Committee, and Chief Financial Officer (CFO), holding 720,000 direct common shares in the Company, and a total of 430,004 common shares in EL, representing 21.50% of EL's total registered and paid-up capital as of the book closing date on November 11, 2024. When calculating the size of the transaction according to the criteria for related-party transactions, it is classified as a major transaction, with a size equivalent to 13.51% of the Company's net tangible assets. The Company to seek approval from the shareholders' meeting with a vote of no less than three-fourths of the total votes of shareholders present and eligible to vote, excluding any interested shareholders. Additionally, the Company must prepare and disclose information regarding this transaction and appoint an independent financial advisor to provide an opinion on the transaction. This matter will be presented to the Extraordinary General Meeting of Shareholders No. 1/2025, scheduled for January 6, 2025, for consideration and resolution.

This information memorandum, disclosed to the Stock Exchange, is prepared to provide details of the information regarding the asset acquisition transaction and the connected transaction, as outlined below.

<p>1. Date of Transaction</p>	<p>The Company expects the transaction to be completed by February 2025.</p>
<p>2. Parties Involved</p>	<p>Debenture Issuer: Easy Lending Company Limited (“EL”) Debenture Subscriber: (1) TQM Insurance Broker Company Limited (“TQMB”) is a subsidiary, in which the Company holds a 100% stake and/or, (2) TQM Life Insurance Broker Company Limited (“TQML”) is a subsidiary, in which the Company holds a 100% stake</p>
<p>3. Related Parties and Nature of Relationship with the Company</p>	<p>TQMB and TQML are subsidiaries 100% owned by the Company and will subscribe to the debentures of EL, a subsidiary in which the Company holds a 74% stake. Directors, executives, and/or major shareholders of the Company hold positions and shares in EL as follows: (1) Eternal Growth Corporation Company Limited (EG): a major shareholder representing 51.15% of the total shares of the Company (2) Mr. Unchalin Punnipa: a major shareholder, Chairman of the Board, Chairman of Sustainability and Risk Management Committee and President of the Company, Director of TQMB, TQML, EL, and holds 8.0% of shares in EL (3) Mrs. Napassanun Punnipa: a major shareholder, Director, Chairperson of Executive Committee, Member of Nomination and Remuneration Committee and Chief Executive Officer (CEO) of the Company, Director of TQMB, TQML, EL, and holds 7.0% of shares in EL (4) Ms. Somporn Ampaisutthipong: a Director, Member of Executive Committee and Chief Financial Officer (CFO) of the Company, and holds 6.5% of shares in</p>

	EL
4. Description of Assets Involved in the Transaction	<p>Number of Debentures Offered by EL: 600,000 units</p> <p>Price per Unit: 1,000 baht</p> <p>Offering Type: Private placement offered to institutional investors, ultra-high-net-worth investors, and/or high-net-worth investors (PP(II&UHNW&HNW)) divided into two groups as follows:</p> <p><u>Group 1</u> Holds a majority stake, along with subsidiaries and related parties: Not exceeding 400 million baht, including</p> <ol style="list-style-type: none"> (1) TQM Insurance Broker Company Limited ("TQMB"): a subsidiary that the Company is the major shareholder, representing 100% of total shares (2) TQM Life Insurance Broker Company Limited ("TQML"): a subsidiary that the Company is the major shareholder, representing 100% of total shares (3) Eternal Growth Corporation Company Limited (EG): a major shareholder representing 51.15% of the total shares of the Company (4) Related Parties, such as major shareholders, directors, and/or executives of the Company and its subsidiaries. <p>The total subscription amount for debentures by related parties listed in items (1) – (4) must not exceed 400 million baht, with the details of the debenture subscription by related parties as follows:</p> <p>Items (1) and (2) will subscribe to debentures with a minimum value of 150 million baht and a total not exceeding 250 million baht.</p> <p>Items (3) and (4) will subscribe to debentures with a minimum value of 100 million baht, with a combined total not exceeding 150 million baht.</p> <p>The allocation value is determined based on the liquidity of TQMB and TQML, as well as negotiations for offering to the related parties.</p> <p><u>Group 2:</u> Private placement investors who are not related to the Company or its subsidiaries, with a total amount not exceeding 600 million baht.</p> <p>The order of offering will prioritize Group 2 investors, with an amount not exceeding 600 million baht, followed by Group 1 investors, which include TQMB, TQML, EG, and related parties. The combined total subscription amount from Group 1 and Group 2 must not exceed 600 million baht.</p> <p>Debenture Issuance Date: The Company expects the transaction to be completed by February 2025.</p> <p>Type of Debentures: Long-term, named debenture, senior, partially secured with a partial guarantee, and a debenture representative. Issuer holds the right for early redemption before maturity.</p> <p>Debenture Tenor: Not exceeding 3 years from the issuance date.</p>

	<p>Maturity Date: 3 years from the issuance date.</p> <p>Interest Rate: Fixed at 4.50% per annum, with interest payments every 3 months.</p> <p>Nature of Assets Used as Collateral and Value: The Company guarantees the principal and interest payments on the EL debentures, covering up to 74% of the principal and interest value (“partial guarantee”), in proportion to the Company’s shareholding in EL. The remaining 26% of EL’s shares are held by individual shareholders who are not in a position to provide a guarantee for this debenture issuance, as personal guarantees necessitate the provision of collateral.</p>
<p>5. General Characteristics of the Connected Transaction and Calculation of Transaction Size</p>	<p>TQMB and/or TQML will subscribe to debentures not exceeding 250 million baht, with anticipated interest income not exceeding 33.75 million baht, totaling a maximum transaction value of 283.75 million baht, representing 13.51% of the Company’s NTA (the Company’s NTA as of September 30, 2024, amounts to 2,100.61 million baht). This transaction qualifies as a connected transaction under the Capital Market Supervisory Board Notification No. TorJor. 21/2551 However, as there has been no financial assistance provided between the Company and EL in the past 6 months, and the Company’s Board of Directors has resolved to propose financial assistance to EL with a total transaction value not exceeding 3,503.94 million baht, the aggregate size of financial assistance to EL will not exceed 3,787.69 million baht or 180.31% of the Company’s NTA. This includes the combined transaction size of the following three items:</p> <ol style="list-style-type: none"> 1. Information Memorandum on Connected Transactions of TQM Alpha Public Company Limited Concerning the provision of financial assistance by TQM Insurance Broker Company Limited (“TQMB”) and TQM Life Insurance Broker Company Limited (“TQML”) to subscribe to debentures issued by Easy Lending Company Limited (“EL”), with a principal amount of 250 million baht, plus interest from the debentures not exceeding 33.75 million baht, totaling a value of up to 283.75 million baht. 2. Information Memorandum on Connected Transactions of TQM Alpha Public Company Limited Concerning the Provision of Financial Assistance Through a Guarantee for the Debentures of Easy Lending Company Limited (“EL”), with the Total Amount of Principal and Interest Not Exceeding 74% (“Partial Guarantee”), with a principal amount not exceeding 444 million baht and a guarantee for interest not exceeding 59.94 million baht, totaling a guarantee value of up to 503.94 million baht. 3. Information Memorandum on Connected Transactions of TQM Alpha Public Company Limited Concerning the Credit Guarantee for Easy Lending

	<p>Company Limited (“EL”) and EL’s Subsidiaries, with a total credit guarantee amount of 3,000 million baht.</p> <p>Therefore, the transaction with EL qualifies as a connected transaction with a size exceeding 100 million baht or 3% of the Company’s NTA, whichever is lower, categorizing it as a large transaction. The Company is thus required to seek approval from the shareholders’ meeting, which must pass by at least three-fourths of the votes of shareholders present and eligible to vote, excluding any interested shareholders. Additionally, the Company must appoint an independent financial advisor (IFA) to provide an opinion on the transaction. Based on these criteria, the Company’s Board of Directors has appointed Silom Advisory Co., Ltd., an independent financial advisor approved by the Securities and Exchange Commission, to provide an opinion on this connected transaction.</p>										
<p>6. Type and Calculation of the Transaction Size for Asset Acquisition or Disposal</p>	<p>The transaction involving the subscription to EL debentures by TQMB and TQML is classified as an asset acquisition transaction under the Notification on Acquisition or Disposal of Assets. When calculating the transaction size relative to total assets, based on the Company’s consolidated financial statements as of September 30, 2024, the maximum transaction size is 4.76, based on the total value of consideration criteria.</p> <table border="1" data-bbox="584 1149 1463 1608"> <thead> <tr> <th>Calculation Criteria</th> <th>Transaction Size (%)</th> </tr> </thead> <tbody> <tr> <td>1. Net Tangible Assets (NTA)</td> <td>-na- Cannot be calculated as this is not an investment in another business.</td> </tr> <tr> <td>2. Net Operating Profits</td> <td>-na- Cannot be calculated as this is not an investment in another business</td> </tr> <tr> <td>3. Total Value of Consideration</td> <td>4.76</td> </tr> <tr> <td>4. Value of Securities Issued as Consideration for Assets</td> <td>-na- Cannot be calculated as the Company has not issued shares as consideration for the acquisition of assets.</td> </tr> </tbody> </table> <p>When combined with other asset acquisition transactions made within the six months preceding this transaction, the total size amounts to 9.88%, qualifying as a Type 2 transaction with a size less than 15% in accordance with the Notification on Acquisition or Disposal of Assets.</p>	Calculation Criteria	Transaction Size (%)	1. Net Tangible Assets (NTA)	-na- Cannot be calculated as this is not an investment in another business.	2. Net Operating Profits	-na- Cannot be calculated as this is not an investment in another business	3. Total Value of Consideration	4.76	4. Value of Securities Issued as Consideration for Assets	-na- Cannot be calculated as the Company has not issued shares as consideration for the acquisition of assets.
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4. Value of Securities Issued as Consideration for Assets	-na- Cannot be calculated as the Company has not issued shares as consideration for the acquisition of assets.										
<p>7. Total Value of Consideration</p>	<p>Debentures valued at not exceeding 250 million baht, with expected interest income from holding debentures issued and offered by EL, valued at not exceeding 250 million baht, at an interest rate of 4.5% per annum. This equates to 11.25 million baht annually or 33.75 million baht over the term of the debentures, resulting in a total consideration value of 283.75 million baht.</p>										
<p>8. Source of Funds for the</p>	<p>From the working capital generated from the subsidiaries’ operational</p>										

Transaction	performance. Following the transaction, each subsidiary will retain sufficient working capital to continue its business operations.
9. Directors with Conflicts of Interest and/or Related Directors Who Did Not Attend the Meeting and Had No Voting Rights	<p>(1) Mr. Unchalin Punnipa: a major shareholder, Chairman of the Board, Chairman of Sustainability and Risk Management Committee and President of the Company</p> <p>(2) Mrs. Napassanun Punnipa: a major shareholder, Director, Chairperson of Executive Committee, Member of Nomination and Remuneration Committee and Chief Executive Officer (CEO) of the Company</p> <p>(3) Ms. Somporn Ampaisutthipong: a Director, Member of Executive Committee and Chief Financial Officer (CFO) of the Company</p>
10. Opinion of the Board of Directors	<p>The Board of Directors (Excluding directors with conflicts of interest) considers it appropriate to approve this transaction, as it involves the issuance and offering of debentures to institutional or high-net-worth investors within Group 1, which includes related parties. The interest rate on the debentures is deemed appropriate according to the bond market and is consistent with the rate offered to other debenture subscribers. Additionally, the subscription to debentures involves a subsidiary within the Company's group. The Company considers EL, as the issuer of the debentures, to be a subsidiary whose financial status and performance have been consistently monitored. With EL demonstrating a positive performance outlook, the investment is considered secure for the Company.</p> <p>Furthermore, the asset acquisition transaction and the financial assistance provided through TQMB and TQML's subscription to the debentures, amounting to no less than 150 million baht and not exceeding 250 million baht, are deemed appropriate. This amount is lower than the Company's shareholding proportion in EL.</p>
11. Audit Committee's Opinion Differing from the Opinion of the Board of Directors in Item 10.	-None-