

**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 Co., Ltd. (“EL”), with the Total Amount of Principal and Interest Not Exceeding 74% (Partial Guarantee)**

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. The debentures will be privately offered to institutional investors, ultra-high-net-worth investors, and/or high-net-worth investors (PP (II & UHNW&HNW)), including related parties of the Company. The total guarantee value will not exceed 503.94 million baht, consisting of a principal guarantee not exceeding 444 million baht and an interest guarantee not exceeding 59.94 million baht.

This transaction is considered a financial assistance to related parties, in accordance with the Securities and Exchange Commission’s Notification No. TorJor. 21/2551 regarding the criteria for transactions involving the acquisition or disposal of assets (including any amendments), and the Securities and Exchange Commission’s Notification on the disclosure of information and operations of listed companies in the acquisition or disposal of assets, B.E. 2547 (including any amendments) (collectively referred to as “**Asset Acquisition or Disposal Notification**”). This transaction involves a legal entity with shareholders who are related parties of the Company, namely Mr. Unchalin Punnipa, Mrs. Napassanun Punnipa, and Ms. Somporn Ampaisutthipong, who are directors and related parties. Together, they hold a direct and indirect stake of 349,431,700 shares, or 58.24% of the total issued and paid-up shares of the Company. When calculating the transaction size based on the criteria for connected transactions, it was determined that this transaction represents 23.99% of the company’s net tangible assets as of 30 September 2024. The transaction value exceeds either 100 million baht or 3% of the company’s net tangible assets (NTA), whichever is lower. Based on the calculation criteria under the Connected Transactions Notification, this is considered a large connected transaction. The Company is required 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. The Company must also prepare and disclose an information memorandum regarding the transaction and appoint an independent financial advisor to provide an opinion on the transaction. The Company will present this matter to the Extraordinary General Meeting of Shareholders No. 1/2025, scheduled for 6 January 2025, for consideration and resolution.

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

<b>1. Date of Transaction</b>	The Company expects the transaction to be completed by February 2025.
<b>2. Parties Involved</b>	<b>Guarantee providing party:</b> TQM Alpha Public Company Limited (“Company” or “TQM”) <b>Guarantee requesting party:</b> Easy Lending Company Limited (“EL”)

<p>3. Related Parties and Nature of Relationship with the Company</p>	<p>EL is a subsidiary of the Company, 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:</p> <p>(1) <b>Eternal Growth Corporation Company Limited (EG)</b>: a major shareholder representing 51.15% of the total shares of the Company</p> <p>(2) <b>Mr. Unchalin Punnipa</b>: 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</p> <p>(3) <b>Mrs. Napassanun Punnipa</b>: 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</p> <p>(4) <b>Ms. Somporn Ampaisutthipong</b>: a Director, Member of Executive Committee and Chief Financial Officer (CFO) of the Company, and holds 6.5% of shares in EL</p>
<p>4. Details of the Assets Being Guaranteed</p>	<p><b>Number of Debentures Offered by EL:</b> 600,000 units</p> <p><b>Price per Unit:</b> 1,000 baht</p> <p><b>Offering Type:</b> Private placement offered to institutional investors, ultra-high-net-worth investors, and/or high-net-worth investors (PP(II&amp;UHNW&amp;HNW)) divided into two groups as follows:</p> <p><u>Group 1</u> Major shareholders and subsidiaries, combined with related parties, not exceeding 400 million baht, including</p> <p>(1) TQM Insurance Broker Company Limited (“TQMB”): a subsidiary that the Company is the major shareholder, representing 100% of total shares</p> <p>(2) TQM Life Insurance Broker Company Limited (“TQML”): a subsidiary that the Company is the major shareholder, representing 99.9996% of total shares</p> <p>(3) Eternal Growth Corporation Company Limited (EG): a major shareholder representing 51.15% of the total shares of the Company</p> <p>(4) Related Parties, such as major shareholders, directors, and/or executives of the Company and its subsidiaries.</p> <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 subscriptions 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. The allocation value will be determined based on the liquidity of TQMB and TQML and negotiations with the Company’s related parties.</p>

	<p><u>Group 2</u> Non-related private placement investors, not exceeding 600 million baht.</p> <p>The offering will first be made to <u>Group 2</u> investors, with a total not exceeding 600 million baht, followed by <u>Group 1</u>, including TQMB, TQML, EG, and other related parties. The combined total subscription amount from <u>Group 1</u> and <u>Group 2</u> must not exceed 600 million baht.</p> <p><b>Debenture Issuance Date:</b> The Company expects the transaction to be completed by February 2025.</p> <p><b>Type of Debentures:</b> 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><b>Debenture Tenor:</b> Not exceeding 3 years from the issuance date.</p> <p><b>Maturity Date:</b> 3 years from the issuance date.</p> <p><b>Interest Rate:</b> Fixed at 4.50% per annum, with interest payments every 3 months.</p> <p><b>Nature of Assets Used as Collateral and Value:</b> The Company guarantees the principal and interest payments on the EL debentures 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>The Company will provide financial assistance by guaranteeing the principal and interest for the issuance and offering of debentures by EL, with a guarantee amount not exceeding 74% of the principal and interest (Partial Guarantee). This guarantee is in proportion to the Company's shareholding in EL. The Company will provide a guarantee for the debentures amounting to 503.94 million Baht (444 million baht for principal and 59.94 million Baht for interest), which represents 23.99% of the Company's net tangible assets. (the Company's NTA as of 30 September 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 957.94 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, which includes the combined size of the following three transactions:</p> <ol style="list-style-type: none"> <li>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</li> </ol>

	<p>from the debentures not exceeding 33.75 million baht, totaling a value of up to 283.75 million baht.</p> <p>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.</p> <p>3. Information Memorandum on Connected Transactions of TQM Alpha Public Company Limited Concerning the Credit Guarantee for Easy Lending 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>
6. Total Value of Consideration	None
7. Source of Funds for the Guarantee	Working capital generated from the Company's operations. After completing the transaction, should the need arise to repay the debt on behalf of its subsidiary, the Company will still have sufficient working capital to continue its operations.
8. Directors with Conflicts of Interest and/or Related Directors Who Did Not Attend the Meeting and Had No Voting Rights	<p>(1) <b>Mr. Unchalin Punnipa</b>: a major shareholder, Chairman of the Board, Chairman of Sustainability and Risk Management Committee and President of the Company</p> <p>(2) <b>Mrs. Napassanun Punnipa</b>: 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) <b>Ms. Somporn Ampaisutthipong</b>: Director, Member of Executive Committee and Chief Financial Officer (CFO) of the Company</p>
9. Opinion of the Board of Directors	The Board of Directors (excluding directors with conflicts of interest) considers it appropriate to approve the provision of financial assistance through a guarantee for the debentures of Easy Lending Co., Ltd. (“EL”) in an amount not exceeding 74% of the

	<p>principal and interest (“partial guarantee”). This is deemed appropriate as it involves providing financial assistance through a debenture guarantee for a subsidiary of the Company, whose financial status and performance have been consistently monitored. EL demonstrates a positive performance outlook, making the investment secure for the Company as detailed above. The Company will act as the sole guarantor for the debentures, in proportion to its shareholding in EL. Therefore, the guarantee of 74% is considered appropriate.</p>
10. Audit Committee's Opinion Differing from the Opinion of the Board of Directors in Item 9.	-None-