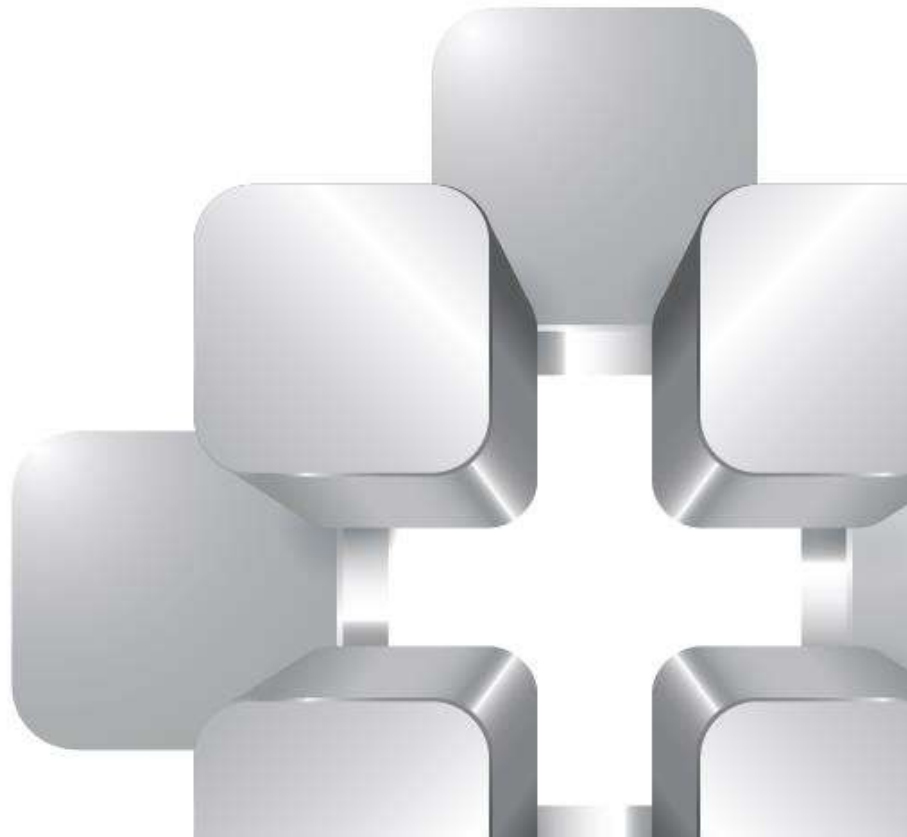




**Invitation to the Annual General
Meeting of Shareholders
for the Year 2020**

**Principal Capital Public Company Limited
On Monday 10 August 2020 at 13.30 p.m.**

**at Auditorium, 5th Floor, Cheer Tower
Somerset Ekamai Bangkok,
18 Ekamai Soi 2, Sukhumvit 63 Road,
Phra Khanong Nua, Wattana, Bangkok 10110**





10 July 2020

- Subject: Invitation to the 2020 Annual General Meeting of Shareholders
To: Shareholders of Principal Capital Public Company Limited
Enclosures:
1. Copy of the Minutes of no. 1/2019 Extraordinary General Meeting of shareholders
 2. The Annual Report for the Year 2019 and the Sustainability Report for the Year 2019 in QR Code
 3. The profiles of directors who retire by rotation and being proposed to be re-appointed as directors for another term
 4. Information Memorandum Concerning the Business Restructuring by way of a Partial Business Transfer to the Company's Subsidiary
 5. Information Memorandum Concerning the Disposition of Assets and Connected Transaction
 6. Report opinion of the Independent Financial Advisor Concerning the Disposition of Assets and Connected Transaction
 7. Capital Increase Report Form (F53-4)
 8. List of documents or evidence showing the identity of the shareholder or the representative of the shareholder entitled to attend the meeting
 9. The Company's Articles of Association relevant to the shareholders' meeting
 10. Proxy form
 11. Procedures for attending the Annual General Meeting of Shareholders for the Year 2020
 12. Qualifications of Independent Directors
 13. Details of Independent Directors who are nominated to be the shareholders' proxy
 14. Map of the shareholders' meeting venue

Principal Capital Public Company Limited (the "Company") would like to invite you to attend the Annual General Meeting of Shareholders for the Year 2020 (the "AGM") on Monday 10 August 2020, at 13.30 p.m. at Auditorium, 5th Floor, Cheer Tower, Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110, to consider the following agendas:

Agenda 1 To consider and certify the minutes of no. 1/2019 Extraordinary General Meeting of shareholders

Facts and Reasons The no. 1/2019 Extraordinary General Meeting of shareholders was held on Thursday 5 September 2019, the copy of the minutes of no. 1/2019 Extraordinary General Meeting of shareholders is as attached to this invitation (Enclosure No. 1). The minutes has been prepared within 14 days from the date of the general meeting of the shareholders and submitted to the Stock Exchange of Thailand (the "SET") and the Ministry of Commerce within the period required by laws and has been disclosed on the Company's website (www.principalcapital.co.th) from 18 September 2019.

The Board of Directors' Opinion The minutes of no. 1/2019 Extraordinary General Meeting of shareholders, held on Thursday 5 September 2019, was accurately recorded, therefore, the Company is deemed appropriate to propose to the AGM to certify the said minutes.

Required Votes for Certification A majority vote of the shareholders attending the meeting and casting their votes

Agenda 2 To acknowledge the report on the operating results of the Company for the Year 2019

Facts and Reasons The Company has summarized its operating results and the progress in its business during the year 2019, details of which are as set out in the Annual Report for the Year 2019. (Enclosure No. 2)

The Board of Directors' Opinion The meeting of the Board of the Directors No.2/2020, held on 27 February 2020 (the "Board"), resolved that it is deemed appropriate to propose to the AGM to acknowledge the operating results of the Company for the Year 2019, details of which are as set out in the Annual Report for the Year 2019 which summarize its operating results and the progress in its business during the year 2019.

Required Votes for Acknowledgement This agenda is for acknowledgement, therefore, no vote casting is required.

Agenda 3 To consider and approve the consolidated and separate financial statements of the Company for the year 2019 ended 31 December 2019

Facts and Reasons To comply with the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "Public Company Act"), the Company is required to prepare annual statement of financial position and the statement of profit and loss as at the end of its fiscal year and to arrange those statements to be audited by the auditors prior to propose to the shareholders' meeting for consideration and approval. Therefore, the Company has prepared the consolidated and separate financial statements of the Company for the year 2019 ended 31 December 2019, which have been audited by the Company's auditors and reviewed by the Audit Committee, details of which are as set out in the Annual Report for the Year 2019 (Enclosure No. 2) which the Company has disclosed on its website (www.principalcapital.co.th).

The Board of Directors' Opinion The meeting of the Board resolved that it is deemed appropriate to propose to the AGM to consider and approve the consolidated and separate financial statement of the Company for the year 2019 ended 31 December 2019, which have been audited by the Company's auditors and reviewed by the Audit Committee and approved by the Board.

Required Votes for Approval This agenda is required a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 4 To consider and approve the non-appropriation of the annual net profit to statutory reserve and the omission of dividend payment in respect of the operating results of the year 2019

Facts and Reasons Pursuant to Section 115 of the Public Company Act, the Company must pay dividends only from its profit. In addition, Section 116 of the Public Company Act provides that the Company must appropriate at least 5 per cent of its net annual profit as statutory reserve less the sum of accumulated loss carried forward (if any) until the statutory reserve reaches an amount of not less than 10 percent of the Company's registered capital. In this regard, the Company's policy is to pay dividends at a minimum rate of 40 percent of its net profit after corporate income tax, statutory reserve and other reserves. However, the payment of dividend may be changed subject to the Company's operating results, business expansion plan, liquidity and other appropriate factors in the future. After considering the Company's operating results for the fiscal year ended 31 December 2019, the Company had a net loss at the amount of Baht 253,121,907.

Comparison of the dividend payment for the operating results of the year 2019 and 2018

Details of Dividend payment	Year 2019	Year 2018
1. Net Profit (Loss)	(253,121,907)	(33,412,986)
2. Issued and Paid-up Shares	3,462,336,820	3,240,087,520
3. Dividend Payment per Share	-	-
4. Total Dividend Payment	-	-
5. Proportion of Dividend Payment to Net Profit	-	-

The Board of Directors' Opinion The meeting of the Board resolved that it is deemed appropriate to propose to the AGM to consider and approve the non-appropriation of the annual net profit to statutory reserve and to consider and approve the omission of dividend payment in respect of the operating results of the year 2019 ended 31 December 2019, to be utilized as a working capital for the Company's operations and business expansion.

Required Votes for Approval This agenda is required a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 5 To consider and elect the directors of the Company to replace those who retire by rotation

Facts and Reasons Section 71 of the Public Company Act and the Company's articles of association prescribe that at every general meeting of the shareholders, one-third (1/3) of the directors shall retire from the office and such retiring directors may be re-elected to resume their directorship. In this connection, there are 3 directors of the Company who retire by rotation at the AGM, namely:

1. Dr. Pongsak Viddayakorn (M.D.) Director, the Honorary Chairman
2. Mr. John LEE Kohshun Director, the Chairman of the Board of Director
3. Miss Tanatorn Viddayakorn Director, Executive Director and Chief Investment Officer

In this regard, the Company had provided a period to which the shareholders may nominate any candidate for consideration and election to be the Company's director from 1 October 2019 to 31 December 2019, pursuant to the Good Corporate Governance Principle, however, no candidate was nominated by the shareholders for consideration and election to be the Company's director.

The Board of Directors' Opinion The meeting of the Board (excluding the directors with conflict of interest) resolved that it is deemed appropriate to propose to the AGM to consider and elect the following 3 directors who retire by rotation to resume their directorship for another term:

1. Dr. Pongsak Viddayakorn (M.D.) Director, the Honorary Chairman
2. Mr. John LEE Kohshun Director, the Chairman of the Board of Director
3. Miss Tanatorn Viddayakorn Director, Executive Director and Chief Investment Officer

The Board (excluding the directors with conflict of interest) has considered and scrutinize the qualifications of the aforementioned 3 candidates and viewed that the candidates are qualified without any prohibited qualifications prescribed under the laws and the Company's articles of association. In addition, they have educational qualifications, knowledge, capability and experiences that will benefit the operation of the Company. Considering those venerable, educational qualifications including experiences and competent in several educational areas whether in management, finance and legal area, it is believed that all 3 nominated directors will be able to develop a sustainable growth in the organization. Please see additional details of the

aforementioned 3 directors in the profiles of the directors who retire by rotation and being proposed to be re-appointed as directors for another term. (Enclosure No. 3)

Required Votes for Approval This agenda is required a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6 To consider and approve the remuneration of the Company's directors for the year 2020

Facts and Reasons According to Section 90 of the Public Company Act and the Company's articles of association, directors' remunerations shall be fixed by the general meeting of the shareholders. The directors shall be entitled to the remunerations from the Company in form of reward, meeting allowance, consideration, bonus or remuneration in other form in accordance with the Company's articles of association or the approval by the general meeting of the shareholders, which may specify in a fixed amount or set out rules and prescribed from time to time or perpetual rules until approved otherwise. Furthermore, the directors shall also be entitled to allowance and welfare pursuant to the Company's regulations. The Board has thoroughly considered the directors' remuneration for the year 2020, by taking into account the Company's performance in the previous year and comparing with the index of the economic and industry in the same sector, and, therefore, approved the directors' remuneration for the year 2020 as follows:

1. Monetary Remuneration

- 1.1 Directors' bonus for the performance of the year 2019 which will be the expense of the year 2020, in the amount of baht 3,000,000, which is the same amount as the directors' remuneration for the performance of the year 2018 which was the expense of the year 2019.
- 1.2 Directors and Officers Liability and Company Reimbursement Policy, D&O, insurance premium for the year 2020 in the amount of baht 504,000 for the insured amount of baht 500,000,000, which is higher than that of the year 2019 (i.e. the insurance premium for the year 2019 is equivalent to baht 360,000 for the insured amount of baht 400,000,000) due to the increase of the insured amount to cover the business and the Company's subsidiaries which is expanded due to the business expansion.
- 1.3 The Chariman of the Board of Directors meeting allowance and the Chairmand of the Audit Committee meeting allowance for the year 2020, in the amount of baht 15,000 once per meeting (is the same as the year 2019)
- 1.4 The Honorary Chairman (appointed on August 2019), to propose the meeting allowance, in the amount of baht 15,000 once per meeting due to his competency, qualification and experience in the hospital business that will be valuable for the Company.
- 1.5 The Directors of the Board of Director meeting allowance in the amount of baht 10,000 once per meeting (is the same as the year 2019)
- 1.6 The Independence Director of the Audit Committee shall receive meeting an additional allowance in accordance with item 1.3 and 1.5, in the amount of baht 5,000 once per meeting. (is the same as the year 2019)
- 1.7 The Risk Management Committee disclaimed the meeting allowance, except for the outsider member shall receive meeting allowance baht 5,000 once per meeting. (The Company currently has no outsider member of the Risk Management Committee)
- 1.8 The Executive Committee disclaimed the meeting allowance.
- 1.9 The Benefit of the treatment of medical expenses and annual health check-up of Directors of the Company and its subsidiaries of Directors at PRINC of shares 100%, amount of 1,000,000 baht per year to receive medical treatment at PRINC Hospital Suvarnabhumi.

2. Non-Monetary Remuneration

- 2.1 50% discount for medical expenses the exceeding of 1,000,000 baht of the Directors of the Company and of the Director of the subsidiaries Company at PRINC hold shares 100%, to receive medical treatment at PRINC Hospital Suvarnabhumi.
- 2.2 30% discount for all medical expenses of their spouse, child and parent of the Directors of the Company, throughout the term of directorship, to receive medical treatment at PRINC Hospital Suvarnabhumi.

The meeting allowance for the year 2020 are as follows:

Position	Honorary Chairman	Chairman of the Board of Directors	Director	Chairman of the Audit Committee	Audit Committee Member	Chairman of the Executive Committee	Executive Committee Member	Chairman of the Risk Management Committee	Risk Management Committee Member
The Board of Directors' meeting	15,000	15,000	10,000	15,000	10,000	.	-	-	-
Audit Committee's meeting				5,000	5,000	-	-	-	-
Executive Committee's meeting						-	-	-	-
Risk Management Committee's meeting only for the outsider member						-	-	5,000	5,000

In 2019, the Company held 9 Directors' meetings and 5 Audit Committee's meetings, Director that are sometimes unable to attend the Board of Director meeting because due to leave meeting and paid for the meeting allowances to the Directors and Audit Committee Members in the amount of Baht 915,000. In addition, the Company held 12 Executive Committee's meetings and 4 Risk Management Committee's meetings whereby all of the Executive Committee and the Risk Management Committee have disclaimed all of the meeting allowance for the year 2019. The Company has paid fixed remuneration in the amount of Baht 3,000,000 to the directors. The total remuneration was Baht 3,915,000, the details of which are as follows:

Directors' Name	Meeting Allowance for the Board of Directors and the Audit Committee	Directors' Fixed Remuneration	Total
1. Dr. Pongsak Viddayakorn (M.D.)	135,000	450,000	585,000
2. Mr. Yarnsak Manomaiphobon	165,000	450,000	615,000
3. Dr. Satit Viddayakorn (Ph.D.)	90,000	300,000	390,000
4. Miss Aranya Chalernpornvarodom	100,000	300,000	400,000
5. Dr. Jutamas Ingpochai (Ph.D.)	85,000	300,000	385,000
6. Mr. Veera Srichanachaichok	90,000	300,000	390,000
7. Dr. Soontorn Sritha (M.D.)	90,000	300,000	390,000
8. Miss Seerada Tiemprasert *	-	300,000	300,000
9. Miss Patraporn Jarupat *	-	300,000	300,000
10.Mr. John LEE Kohshun	80,000	-	80,000
11.Miss Tanatorn Viddayakorn	80,000	-	80,000
Total Director's remunerations	915,000	3,000,000	3,915,000

Remark : Directors' Fixed Remuneration performance for the year 2018

The Board of Directors' Opinion The meeting of the Board resolved that it is deemed appropriate to propose to the AGM to consider and approve the directors' remuneration for the year 2020 as follows:

1. Monetary Remuneration

- 1.1 Directors' bonus for the performance of the year 2019 which will be the expense of the year 2020, in the amount of baht 3,000,000, which is the same amount as the directors' remuneration for the performance of the year 2018 which was the expense of the year 2019.
- 1.2 Directors and Officers Liability and Company Reimbursement Policy, D&O, insurance premium for the year 2020 in the amount of baht 504,000 for the insured amount of baht 500,000,000, which is higher than that of the year 2019 (i.e. the insurance premium for the year 2019 is equivalent to baht 360,000 for the insured amount of baht 400,000,000) due to the increase of the insured amount to cover the business and the Company's subsidiaries which is expanded due to the business expansion.
- 1.3 The Chairman of the Board of Directors meeting allowance and the Chairmand of the Audit Committee meeting allowance for the year 2020, in the amount of baht 15,000 once per meeting (is the same as the year 2019)
- 1.4 The Honorary Chairman (appointed on August 2019), to propose the meeting allowance, in the amount of baht 15,000 once per meeting due to his competency, qualification and experience in the hospital business that will be valuable for the Company.
- 1.5 The Directors of the Board of Director meeting allowance in the amount of baht 10,000 once per meeting (is the same as the year 2019)
- 1.6 The Independence Director of the Audit Committee shall receive meeting an additional allowance in accordance with item 1.3 and 1.5, in the amount of baht 5,000 once per meeting. (is the same as the year 2019)
- 1.7 The Risk Management Committee disclaimed the meeting allowance, except for the outsider member shall receive meeting allowance baht 5,000 once per meeting. (The Company currently has no outsider member of the Risk Management Committee)
- 1.8 The Executive Committee disclaimed the meeting allowance.
- 1.9 The Benefit of the treatment of medical expenses and annual health check-up of Directors of the Company and its subsidiaries of Directors at PRINC of shares 100%, amount of 1,000,000 baht per year to receive medical treatment at PRINC Hospital Suvarnabhumi.

2. Non-Monetary Remuneration

- 2.1 50% discount for medical expenses the exceeding of 1,000,000 baht of the Directors of the Company and of the Director of the subsidiaries Company at PRINC hold shares 100%, to receive medical treatment at PRINC Hospital Suvarnabhumi.
- 2.2 30% discount for all medical expenses of their spouse, child and parent of the Directors of the Company, throughout the term of directorship, to receive medical treatment at PRINC Hospital Suvarnabhumi.

Required Votes for Approval This agenda is required at least two-thirds of the total number of the votes of the shareholders attending the meeting.

Agenda 7 To consider and appoint the auditors and determine the audit fee for the year 2020

Facts and Reasons To comply with Section 120 and Section 121 of the Public Company Act and the Company's articles of association which prescribe that the general meeting of the shareholders shall appoint an auditor and determine their remuneration annually. The auditor may be re-appointed but the auditor shall not be director, staff, employee or person holding any position in the Company. The Audit Committee has considered and selected the audit for the year 2020 for the Company and its subsidiaries by taking into account the provisions of the Public Company Act and relevant rules and regulations, thus, it is deemed fit that PricewaterhouseCoopers ABAS Limited, which was appointed as the auditor for the year 2019, be appointed as the auditor of the Company and its 19 subsidiaries for the year 2020 due to their good standard of performance,

professional expertise and independence which will lead to the effective performance and be able to support the Company's business expansion. In addition, when comparing the volume of audit works and audit fee to other registered companies in the similar level, the audit fee of PricewaterhouseCoopers ABAS Limited is appropriate.

The Board of Directors' Opinion The meeting of the Board has agreed with the Audit Committee's recommendation and resolved that it is deemed appropriate to propose to the AGM to consider and appoint PricewaterhouseCoopers ABAS Limited to be the auditor of the Company and its 19 subsidiaries for the year 2020, including to consider and determine their remuneration as follows:

- consider to appoint the following certified public accountant as the auditor of the Company and its 19 subsidiaries for the year 2020 (currently the Company has 19 subsidiaries)

Mr. Chanchai Chaiprasit	Certified Public Accountant No.3760 or
Mr. Paiboon Tunkoon	Certified Public Accountant No.4298 or
Miss Sinsiri Thangsombat	Certified Public Accountant No.7352

whom are the qualified auditors according to the Notification of the Securities and Exchange Commission and any one of the above auditors shall be authorised to audit and express an opinion on the financial statements of the Company and its subsidiaries. In case the above-named auditors are unable to perform the work, PricewaterhouseCoopers ABAS Limited shall provide other certified public accountant within PricewaterhouseCoopers ABAS Limited to carry out the work.

- consider and determine the audit fee for the year 2020 (excluding the Company's subsidiaries) at the amount not exceeding baht 3,350,000 (In 2019, the audit fee is at the amount of baht 3,350,000 for the Company and at the amount of Baht 11,410,000 for its 19 subsidiaries)

Table for comparison of audit fee

(Unit:Baht)

Audit Fee	Fiscal Year 2020 (the proposed year)	Fiscal Year 2019	Change (per cent)
Audit fee of the Company only	3,350,000	3,350,000	is the same as the year 2019

- Remarks:**
- The Notification of the Capital Market Supervisory Board No. TorJor. 75/2561 regarding rules, conditions and procedures for disclosure of financial position and results of operations of the issuing company provided that the issuing company whose shares are listed on the Stock Exchange of Thailand shall arrange for rotation of the auditor. In the event that the auditor has performed and expressed an opinion on the financial statements of the Company for the past seven fiscal years, whether consecutive or not, the Company may appoint such auditor as the Company's auditor only after the period at least five consecutive fiscal years.
 - Mr. Chanchai Chaiprasit has been appointed as the auditor of the Company and its 19 subsidiaries in the year 2019, for the total auditorship of the Company and its subsidiaries of 6 years.
 - Mr. Paiboon Tunkoon has been appointed as the auditor of the Company and its 19 subsidiaries in the year 2019, however, he has never signed in the Company and its subsidiaries' financial statements.
 - Miss Sinsiri Thangsombat has been appointed as the auditor of the Company and its 19 subsidiaries in the year 2020, however, he has never signed in the Company and its subsidiaries' financial statements.

In this regard, the above-named auditors have no relationship or any conflict of interest with the Company, management, major shareholders, or other related of those persons.

Required Votes for Approval This agenda is required a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 8 To consider and approve the plan restructure of business by partial business transfer to its subsidiary and setting up new subsidiary

Facts and Reasons Principles and Rational for business restructuring. The business restructuring is to achieve the Company's strategy plan in relation to clarity of management and operation in each business, to build business sustainability and continuous growth, to enhance business opportunity in expansion, and to increase efficiency in operation and management of the group of the Company, based on the principles and rational as follows:

1. For clarity and business risk management

As the group of the Company operates business in various sectors such as private hospital business and private hospital management, real estate development business, information service business and investment consulting business, the business restructuring by transferring business relating to Marriott Hotel business to the Subsidiary Company, held by V Brilliant Group Holding Co., Ltd. will provide more clarity of the business structure. In addition, such business restructuring shall be able to separate and manage risk in each business more effectively, manage risks to comply with the expected remuneration in such business, and to mitigate risk which may occur in the future transaction to be the appropriate level that shall not affect other core business of the Company.

2. For business expansion and opportunity in finding partnership or business alliances

The proposed business restructuring shall cause the Company to be more flexible in business expansion in private hospital business and private hospital management business as the core businesses of the Company, and to enhance opportunity in finding new partnership or business alliances either individual, juristic person or financial institution who has interested in or has specific expertise in certain business. As the new partnership or business alliances shall not be required to jointly invest or bear the risks in other business of the group of the Company, it will make the investment become more interesting. The business restructuring shall also increase the ability in business competition and increase remuneration for the shareholders in long-term.

3. For increase of efficiency in operation and organization management

The business restructuring will increase efficiency in operation and organization management of the group of the Company to have more flexibility that it shall be able to adjust its operation as deemed appropriate. Besides, it shall also separate risks in each business which would help the organization management become more flexible. The Company can use the financial report of each business, due to the separation, to analyze and follow its financial status, and to improve efficiency.

The Board of Directors' Opinion The meeting of the Board resolved that it is resolved to approve to propose to the AGM to consider and approve as follows:

1. Resolved to approve to propose to the 2020 Annual General Meeting of Shareholders (the "AGM") to consider and approve the restructuring of business in order to achieve the Company's expansion policy in Healthcare Business, through Partial Business Transfer (PBT), by transferring hotel and serviced apartment business namely the Marriott Executive Apartment Sathorn-Vista ("**Marriott Hotel**"), as well as all assets and liabilities in relation to and used for such business, agreements, licenses, and all relevant personnel relating to such business ("**Partial Business Transfer**") to a newly established subsidiary company (**the "Subsidiary Company"**) for the purpose of accepting such transfer of business, of which its

100 percent of shares shall be held by V Brilliant Group Holding Co., Ltd. (a subsidiary company which the Company holds 100 percent of shares)

In this regard, the Company shall submit for the exemption of Value Added Tax, Specific Business Tax and Stamp Duty in connection with the partial business transfer in accordance with the Royal Decree issued under the Revenue Code, Re: Exemption of Taxes (No. 516), B.E. 2554 (2011) and the Notification of Director-General of Revenue Department, Re: Rules, Procedures and Conditions on the Partial Business Transfer of the public companies or limited companies, as well as other relevant notifications.

The consideration of such business transfer shall equal to Book Value or Adjusted Book Value or Fair Value or the appraisal value of the independent appraiser approved by the Office of the SEC (as the case may be) in accordance with types of assets and liabilities of the transferred business as of the transfer date. However, the value of the transferred business will depend on the duration which the Partial Business Transfer is conducted. After the Partial Business Transfer, the Company will maintain its listing status in the Stock Exchange of Thailand and focus on expanding healthcare business namely, private hospital business and private hospital management which is the core business of the Company.

Initially, the Company anticipates that the process of this Partial Business Transfer shall be commenced and completed within the year 2020. Details of the business restructuring plan are shown in the attached Information Memorandum (Enclosure 4)

The Partial Business Transfer to the Subsidiary Company is for restructuring of business operation of the Company. It would not cause any material effect to the overall assets of the group of Company; therefore, it is not considered as the disposal of assets of listed companies 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 31st August 2008, as well as the amendments thereto, and the Notification of the Board of Stock Exchange of Thailand, Re: Disclosure and Practices of Listed Companies in relation to Acquisition or Disposal of assets B.E. 2547 dated 29th October 2004 (the "Notification of the Acquisition or Disposal"). However, such Partial Business Transfer is considered as the transfer of substantial part pursuant to Section 107 (2) (a) of the Public Limited Companies Act B.E. 2535 requiring the Company to obtain an approval on the business restructuring from its shareholders' meeting which shall be passed by obtaining affirmative votes of not less than three-fourths of the total numbers of votes of shareholders present at the meeting and entitled to vote.

In addition, for facilitating the business restructuring of the group of Company, the Board of Directors' Meeting deemed to propose to the shareholder's meeting for consideration and approval, and for authorizing the Board of Directors, the Executive Committee and/or persons designated by the Board of Directors to:

- (1) Perform all acts relevant to and necessary for the business restructuring by the Partial Business Transfer to the Subsidiary Company which including but not limited to determination or change of the transfer date, determination or changes of the purchase price for Partial Business Transfer, determination or change of the Subsidiary Company's registered capital to be in line with the consideration for the transferred business pursuant to the Rules, Procedures and Conditions on Partial Business Transfer of Public Limited Companies or Limited Companies for Exemption of Taxation as well as other relevant regulations of the Revenue Department;

- (2) Consider, review, adjust the plan and/or steps of Partial Business Transfer as deemed necessary and appropriate for being suitable to the circumstances and for avoidance of any effect that may happen to the Company's business restructuring or for the flexibility of the business restructuring, including to consider annulling the business restructuring by the Partial Business Transfer as deemed appropriate taking into consideration the benefits and impacts therefrom on the Company and shareholders;
 - (3) Prepare, negotiate, and/or execute a Partial Business Transfer Agreement and/or any other agreements relating to the business restructuring, including contacting, preparing and signing in an application and/or any documents relevant to the business restructuring through Partial Business Transfer; and submitting the same to the relevant authorities; and
 - (4) Perform any other acts necessary for or relevant to the business restructuring in order to achieve the success of business restructuring.
2. Resolved to approve the establishment the Subsidiary Company for acceptance of Partial Business Transfer where V Brilliant Group Holding Co., Ltd. (a subsidiary company which the Company holds 100 percent of shares) shall hold 100 percent of shares of the Subsidiary Company. The Subsidiary Company shall have initial registered capital at Baht 1,000,000.
 3. Resolved to approve the appointment of the Company's auditors to certify the affiliated companies between the Company and the Subsidiary Company to be established for acceptance of Partial Business Transfer pursuant to Article 7 of the Notification of the Director-General of Revenue Department, Re: Rules, Procedures and Conditions on the Partial Business Transfer of the public companies or limited companies for Exemption of Taxation, dated 27 September 2011 which prescribes that the auditor of transferor company and transferee company who has qualifications as prescribed in Section 3 Septem of the Revenue Code shall certify the account for the fiscal year in which the Partial Business Transfer is occurred, and shall certify the business operation and the affiliated companies.

Required Votes for Approval This agenda is required at least three-fourths of the total number of votes of the shareholders attending the meeting and eligible to vote.

Agenda 9

Consider and approve the disposition of assets of the Company's subsidiary to Miss Satita Viddayakorn who is a related person of the Company

Facts and Reasons Due to the change in the Company's policy concerning the conducts of its business, i.e. from operating property development business to healthcare business, together with the corresponding cessation of its business expansion in respect of new real estate development projects and rapid expansion on its healthcare business, the Board of Directors' Meeting resolved to approve (by non-interested directors) the disposition of assets by a subsidiary of the Company comprising the following assets (collectively, the "**Assets**") to Miss Satita Viddayakorn ("**Khun Satita**") who is a related person of the Company, at the total purchase price of not exceeding Baht 433,693,837.10 (the "**Purchase Price**"):

1. one plot of land together with certain buildings located thereon, having the total area of 30-0-03 rai, located in Chiang Mai province and owned by V33 Company Limited ("**V33**"), a subsidiary of the Company in which the Company indirectly hold its shares through V Brilliant Group Holding Co., Ltd. ("**VB**"). In lieu of a direct sale of the land, the Company will dispose such land through the sale of 28,124,998 ordinary shares of V33 which are held by VB, representing approximately 99.99 per cent of V33's total issued and outstanding shares, with a par value of Baht 7.50 per share and Baht 6 paid-up per share, in consideration of the purchase price of not exceeding Baht 176,955,771.44 (or approximately not exceeding Baht 6.29176 per share) and under

further condition that after the transfer of V33 shares, Khun Satita shall procure V33 to repay all the amounts owed by it as of the transfer date of V33 shares to the Company and/or its subsidiary within 30 days from the transfer date of V33 shares, which as of 31 March 2020 accounts for a total of Baht 53,500;

2. four plots of vacant land, having the total area of 49-3-93 rai, located in Ang-Thong province and owned by VB, a subsidiary of the Company, in consideration of the purchase price of not exceeding Baht 87,274,038.28;
3. two plots of land together with certain buildings located thereon, having the total area of 10-0-00 rai, located in Saraburi province and owned by VB, a subsidiary of the Company, in consideration of the purchase price of not exceeding Baht 32,088,166.97; and
4. one plot of vacant land, having the total area of 5-3-35.2 rai, located in Udonthani province and owned by Udon Business District Company Limited (“**UBD**”), a subsidiary of the Company in which the Company indirectly hold its shares through VB. In lieu of a direct sale of the land, the Company will dispose such land through the sale of 12,899,998 ordinary shares of UBD (“**UBD Shares**”) which are held by VB, representing approximately 99.99 per cent of UBD’s total issued and outstanding shares, with a par value of Baht 10 per share, in consideration of the purchase price of not exceeding Baht 137,375,860.42 (or approximately not exceeding Baht 10.64929 per share) and under the condition that after the transfer of UBD Shares, Khun Satita shall procure UBD to repay all the amounts owed by it as of the transfer date of UBD shares to the Company and/or its subsidiary within 30 days from the transfer date of UBD shares, which as of 31 March 2020 accounts for a total of Baht 301,952.06.

In this connection, the disposition of the foregoing plots of land is considered the exercise of the Company’s rights under the Share Sale and Purchase Agreement in respect of shares in VB entered into between Khun Satita and the Company dated 8 September 2016 (the “**SPA**”) and in accordance with additional agreements between such parties. Pursuant to the SPA, in the event that the Company or its subsidiaries do not wish to develop any project on the foregoing plots of land, the Company or its subsidiaries have the right to sell either one or all of such plots of land back to Khun Satita pursuant to the agreed conditions under the SPA within three years from the transfer date of VB shares. Such three-year period, however, has already expired and the parties have agreed to further extend such exercise period (together with extending the relevant promissory notes issued by the Company to Khun Satita under the SPA) to 31 December 2020. In this regard, Khun Satita agrees to make a one-time repayment of the Purchase Price in full within the date on which the Assets are transferred to Khun Satita and/or registered for the ownership transfer with the relevant authority, by (a) endorsing and delivering four promissory notes which the Company has issued to Khun Satita pursuant to the SPA (the “**Promissory Notes**”) in a total amount of Baht 390,068,100 with interests accrued thereon at the rate of 1.75 per annum to VB instead of paying the Purchase Price in cash, such mechanism being considered a transfer of Khun Satita’s right to claim for the debts under the Promissory Notes to VB and thus, the Company will not be required to use its own cash for the repayment of its debts under the Promissory Notes to Khun Satita and can utilise such cash for further expansion of its healthcare business which is currently its main business; and (ii) making payment in cash in the total amount of Baht 16,474,826.40. However, in the event that the Company or its subsidiaries do not exercise their rights to resell such plots of land back to Khun Satita within the end of December 2020, the Company will be required to repay its debts under the Promissory Notes together with the interest at the rate of 1.75 per cent per annum accrued thereon, which will be due and payable on 31 December 2020, to Khun Satita in accordance

with the terms of the Promissory Notes and the SPA. In this regard, the information regarding the right to resell the plots of land and the repayment of debts under the Promissory Notes has been disclosed to the shareholders in the relevant information memorandum for the purpose of the consideration and approval by the 2016 Extraordinary General Meeting of Shareholders No. 1/2016 of the acquisition of VB shares.

In this connection, the Company has considered and deemed that the proposed disposition of the Assets to Khun Satita at the Purchase Price will likely be in the best interest of its group company. However, the entry into the proposed disposition of the Assets will occur only after its receipt of the approval of the AGM. In light of this, it is initially anticipated that if the transaction is approved by the AGM, the proposed disposition will be completed within September 2020. Please refer to the enclosed Information Memorandum Concerning the Disposition of Assets and Connected Transaction for more information on the proposed disposition (Enclosure No. 5).

Further, there are certain additional consideration points in relation to the disposition of the Assets as set out below.

- (a) The entry into this transaction is considered a disposition of VB's entire investment in V33 and UBD, which will result in V33 and UBD being ceased to be the subsidiaries of the Company.
- (b) The proposed disposition is considered a disposition of material assets pursuant to the Notification of the Capital Market Supervisory Board Notification No. TorJor. 20/2551 entitled Rules on the Entering into Material Transactions Deemed as the Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of the Listed Company Concerning the Acquisition or Disposition of Assets, 2004 (as amended) (the "**Major Transaction Rules**"). When considering the size of the disposition pursuant to each calculation method prescribed under the Major Transaction Rules and based on the consolidated financial statements of the Company for the three-month period ended 31 March 2020 reviewed by the Company's auditor, the transaction size is of the highest value when calculated in accordance with the net tangible asset value basis, which equals 4.57 per cent of the total net tangible assets of the Company and its subsidiaries. In this connection, the Company has not entered into any previous disposition during the six-month period prior to this disposition. The transaction size is therefore classified as the transaction having a total value of less than 15 per cent. Thus, this transaction falls under the approval authority of the Board of Directors of the Company and the Company is neither required to prepare and disclose the information memorandum regarding the acquisition and disposition of assets to the SET nor to obtain any approval from its shareholders as prescribed under the Major Transaction Rules.
- (c) In addition, this transaction is also considered a connected transaction pursuant the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (A.D. 2003) (as amended) (the "**Related Party Transaction Rules**") as Khun Satita is a direct major shareholder of the Company and an indirect shareholder of the Company through UBS AG HONG KONG BRANCH and Peak Development Holdings Ltd. When considering the size of the proposed disposition pursuant to the Related Party Transaction Rules and based on the consolidated financial statements of the Company for the three-month period ended

31 March 2020 reviewed by the Company's auditor, the transaction size equals 6.42 per cent of the total net tangible assets of the Company and its subsidiaries, which is more than three per cent of the total net tangible assets of the Company and its subsidiaries. In this connection, the Company has not entered into any previous related party transaction during the six-month period prior to this disposition. Based on the foregoing, the Company is therefore obliged to prepare an information memorandum concerning the connected transaction and disclose it to the SET, appoint an independent financial advisor to provide an opinion regarding the connected transaction to the shareholders as well as convene a general meeting of shareholders to approve the entry into such transaction.

In light of paragraphs (b) and (c) above, while the proposed disposition of the Assets is classified as the transaction having a total value less than 15 per cent whereby the transaction falls under the approval authority of the Board of Directors of the Company and thus, the Company is neither required to prepare and disclose the information memorandum regarding the acquisition and disposition of Assets to the SET nor to obtain any approval from its shareholders as prescribed under the Major Transaction Rules as set out in paragraph (b) above, this transaction is classified as the connected transaction under the Related Party Transaction Rule whereby the Company is obliged to prepare an information memorandum concerning the connected transaction, appoint an independent financial advisor to provide an opinion regarding the connection transaction to the shareholders as well as convene a general meeting of shareholders to approve the entry into the transaction as mentioned in paragraph (c) above. Thus, the Board of Directors' Meeting of the Company No. 6/2020 deems it appropriate to propose to the AGM to also consider and approve the disposition of Assets under the Major Transaction Rules, pursuant to which the Company shall prepare and disclose to the SET the information memorandum and undertake any other necessary actions in the similar manner as those required in respect of a Class 1 Disposition Transaction pursuant to the Major Transaction Rules, namely arranging for an independent financial advisor to provide its opinion on the disposition transaction to the shareholders and convening a general meeting of shareholders to approve the entry into such transaction. In light of this, the Company has appointed Sage Capital Limited (who is approved by the Office of the Security and Exchange Commission) to be the independent financial advisor providing its opinion on both the proposed disposition of Assets and the connected transaction for consideration by the shareholders. In this regard, the entry into this transaction requires affirmative votes of not less than three-fourths of the total votes of the shareholders attending and eligible to vote, excluding those of the interested shareholders.

Please refer to the enclosed Information Memorandum Concerning the Disposition of Assets and Connected Transaction for more information on the size of the transaction and details of the disposed Assets (Enclosure No. 5) and Opinion of the Independent Financial Advisor Concerning the Disposition of Assets and Connected Transaction (Enclosure No. 6).

The Board of Directors' Opinion The Board of Directors (by non-interested directors) views that it deems appropriate to propose to the AGM to consider and approve the disposition of assets of the Company's subsidiary pursuant to the details set out above. In this connection, the Board of Directors has considered and viewed that the entry into the proposed transaction is in accordance with the business operation policy of the Company which has moved from Property Development sector to Hospital sector, such sector currently being the main business in which the Company has expertise. In addition, the entry into the proposed transaction and the transaction conditions are appropriate and reasonable, which would be beneficial to the Company. When considering the audit and appraisal report prepared by Knight Frank Chartered (Thailand) Co., Ltd, an independent appraiser hired by the Company to evaluate the price of

lands, the lands do not have potential or suitability for development as hospital and medical service business which currently are the main business of the Company. Further, it is revealed from an appointment of Nexus Property Agency Co., Ltd., a third party who is not related to the Company and is hired to act as its agent in the sale of lands that based on the current market condition, it would be quite difficult to sell the Assets and the Company may not be offered with a good price, whereas there has been no favourable response from an offer for sale of such Assets to mall operators for their mall expansion.

Moreover, the disposition of the Assets is in accordance with the conditions regarding the Right to Sell Back the Assets under the SPA, which was approved by the Extraordinary General Meeting of shareholders No. 1/2016 and the disposition of the plots of land located in Chiang Mai province and Udon Thani province through the sale of V33 and UBD shares pursuant to the letters of intent from Khun Satita requesting to purchase shares of V33 and UBD (each such company being the owner of only main asset which is the plot of land located in Chiang Mai province and Udon Thani province respectively with no other business operation) in lieu of a direct disposition of such land to Khun Satita would be beneficial to the Company as it help reduce expenses in management, preparation and audit of financial accounts and/or dissolution and liquidation of V33 and UBD in the future.

Please refer to the enclosed Information Memorandum Concerning the Disposition of Assets and Connected Transaction for more information on the Board of Directors' opinion on the entry into this transaction (Enclosure No. 5).

Required Votes for Approval This agenda requires an approval from the shareholders' meeting with affirmative votes of not less than three-fourths of the total number of the shareholders attending the meeting and eligible to vote, excluding those of the interested shareholders, namely Dr.Satit Viddayakorn, Miss Satita Viddayakorn, Miss Tanatorn Viddayakorn, Miss Pallapa Viddayakorn, Peak Development Holdings Ltd. and UBS AG HONG KONG BRANCH, who as of 11 May 2020, collectively hold an aggregate number of 2,799,490,443 shares, representing approximately 80.85 per cent of its total issued and outstanding shares of the Company.

Agenda 10

Consider and approve the reduction of the Company's registered capital in the amount of Baht 101,759,452 from the existing registered capital of Baht 3,564,096,272 to the new registered capital of Baht 3,462,336,820, by cancelling its existing 101,759,452 authorized but unissued ordinary shares at par value of Baht 1 per share, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the reduction of the Company's registered capital

Facts and Reasons The Company plans to increase its registered capital under the General Mandate scheme by offering the Company's newly issued ordinary shares by way of private placement which will be further proposed to the AGM for consideration and approval in agenda 11. In this regard, Section 136 of the Public Limited Company Act prescribes that the Company may increase its registered capital from the amount that has been registered by issuing new shares only if all shares have been issued and paid up in full, or, if the shares are remained unissued, the outstanding shares shall be the shares reserved to accommodate the exercise of rights under convertible debentures or warrant. Currently, the Company has the authorized but unissued ordinary shares in the amount of 101,759,452 shares, which were the remaining ordinary shares that were issued to accommodate the allocation of the Company's newly issued shares under the General Mandate scheme in accordance with the resolutions of the 2019 Annual General Meeting of Shareholders and will expire on the date of this AGM. Therefore, the Company is required to reduce its registered capital in the amount of Baht 101,759,452 from the existing registered capital of Baht 3,564,096,272 to the new registered capital of Baht

3,462,336,820, by cancelling the Company's existing 101,759,452 authorized but unissued ordinary shares at par value of Baht 1 per share, which were the remaining ordinary shares that were issued to accommodate the allocation of the Company's newly issued shares under the General Mandate scheme.

In addition, the Company wishes to amend Clause 4 of its memorandum of association to reflect the reduction of its registered capital as follows:

“Clause 4	Registered capital	Baht 3,462,336,820	(Three Billion Four Hundred Sixty-Two Million Three Hundred and Thirty-Six Thousand Eight Hundred and Twenty Baht)
	Divided into	3,462,336,820 shares	(Three Billion Four Hundred Sixty-Two Million Three Hundred and Thirty-Six Thousand Eight Hundred and Twenty Shares)
	With par value of	Baht 1 per share	(One Baht)
	Divided into		
	Ordinary shares	3,462,336,820 shares	(Three Billion Four Hundred Sixty-Two Million Three Hundred and Thirty-Six Thousand Eight Hundred and Twenty Shares)
	Preference shares	-None-”	

The Board of Directors' Opinion The Board of Directors' Meeting resolved that it deems appropriate to propose to the AGM to consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's memorandum of association to reflect the reduction of the Company's registered capital as detailed above.

Required Votes for Approval This agenda requires an approval 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 eligible to vote.

Agenda 11

Consider and approve the increase of the Company's registered capital under the General Mandate scheme in the amount of Baht 346,233,682 from the existing registered capital of Baht 3,462,336,820 (which is the registered capital after the reduction of the registered capital as specified in agenda 10 above) to the new registered capital of Baht 3,808,570,502, by issuing 346,233,682 newly issued ordinary shares at par value of Baht 1 per share to accommodate the offering of the newly issued ordinary shares by way of private placement, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the increase of the Company's registered capital

Facts and Reasons According to its plan to continuously invest and expand its business in the future, the Company deems it appropriate to propose for the increase of its registered capital under the General Mandate scheme in order to provide it with flexibility in undertaking any potential merger and acquisition transactions to enhance synergies in the future. In this regard, this capital increase under the General Mandate scheme will be beneficial to the Company as it helps provide a strong source of fund to the Company and make it ready for the implementation of its investment plan and business expansion in the future in a timely manner as well as to accommodate the selection of strategic partners to co-invest in the Company, which would help enhancing the opportunities to generate incomes and profits of the Company and thus resulting in a positive returns to its shareholders in a long run and the stabilization of the Company's debt-to-equity ratio and debt-to-EBITDA ratio at a low level.

In this connection, the Company wishes to increase its registered capital under the General Mandate scheme by offering of the newly issued ordinary shares in the amount of Baht

346,233,682, from the existing registered capital of Baht 3,462,336,820 (which is the registered capital after the reduction of the registered capital as specified in agenda 10 above) to the new registered capital of Baht 3,808,570,502, by issuing 346,233,682 new ordinary shares at par value of Baht 1 per share to accommodate the offering of the Company's newly issued ordinary shares by way of private placement, details of which are as set out in the Capital Increase Report Form (F53-4) (Enclosure No. 7).

In addition, the Company wishes to amend Clause 4 of its memorandum of association to reflect the increase of its registered capital as follows:

“Clause 4	Registered capital	Baht 3,808,570,502	(Three Billion Eight Hundred and Eight Million Five Hundred and Seventy Thousand Five Hundred and Two Baht)
	Divided into	3,808,570,502 shares	(Three Billion Eight Hundred and Eight Million Five Hundred and Seventy Thousand Five Hundred and Two Baht)
	With par value of	Baht 1 per share	(One Baht)
	Divided into		
	Ordinary shares	3,808,570,502 shares	(Three Billion Eight Hundred and Eight Million Five Hundred and Seventy Thousand Five Hundred and Two Baht)
	Preference shares	-None-”	

The Board of Directors' Opinion The Board of Directors' Meeting viewed that the increase of the Company's registered capital under the General Mandate scheme will be beneficial to both the Company and its shareholders and, therefore, resolved that it deems appropriate to propose to the AGM to consider and approve the increase of the Company's registered capital and the amendment to Clause 4 of its memorandum of association to reflect the increase of its registered capital as detailed above.

Required Votes for Approval This agenda requires an approval 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 eligible to vote. In this regard, as this agenda 11 and agenda 12 which will be further proposed for consideration by the shareholders, concern the increase of the Company's registered capital under the General Mandate scheme and the allocation of the newly issued ordinary shares under the General Mandate scheme by way of private placement, which are related matters, thus, in considering and approving such matters, the shareholders should do so by taking into account that this agenda 11 and agenda 12 are related and conditional upon one another. If agenda 11 is not approved by the AGM, agenda 12 will not be further proposed for consideration.

Agenda 12

Consider and approve the allocation of 346,233,682 newly issued ordinary shares under the General Mandate scheme by way of private placement

Facts and Reasons According to the consideration and approval of the increase of the Company's registered capital under the General Mandate scheme in agenda 11 above, the Company wishes to allocate its newly issued ordinary shares under the General Mandate scheme in the amount not exceeding 346,233,682 shares at par value of Baht 1 per share, representing not exceeding 10 per cent of the Company's paid-up capital as of the date on which this agenda has been approved by the Board of Directors, by way of private placement, including the authorization of the Board of Directors to consider and perform, or cause to be done, any actions relating to the allocation of the Company's newly issued ordinary shares, which include but not limited to the following:

1. considering the offering for sale and allocation of the newly issued ordinary shares whether in whole or in part and whether in a single offering or multiple offerings;
2. determining the objectives, offering period, offering price, investors to whom the shares will be offered, subscription and settlement methods as well as other terms and conditions in relation to the allocation of such newly issued ordinary shares;
3. negotiating, agreeing, entering into and signing any agreements and/or documents necessary and relevant to the allocation of such newly issued ordinary shares, including amending such agreements and documents and information memorandum or related disclosure, as well as considering and appointing any financial advisors, legal advisors, underwriters, and/or other service providers (if any or as necessary);
4. signing applications, waivers, notices and any documents relating to the allocation of such newly issued ordinary shares, including effecting relevant registrations with the Ministry of Commerce and listing such newly issued ordinary shares on the Stock Exchange of Thailand (the “SET”) as well as contacting, coordinating and filing documents with relevant government authorities or other agencies (whether in Thailand or overseas); and
5. undertaking any acts necessary and relevant to complete the allocation of the newly issued ordinary shares, including authorizing any person(s) the Board of Directors deems appropriate to undertake any actions specified in paragraphs 3 and 4 above.

In this regard, the Company will allocate the newly issued ordinary shares by way of private placement, whereby (a) such shares shall be offered to institutional investors and/or not exceeding 50 specific investors within a 12-month period, such investors not being considered the connected persons pursuant to the Related Party Transaction Rules, and (b) the offering price of the newly issued ordinary shares of the Company under the General Mandate scheme by way of private placement shall be the best price in accordance with the market condition during the offering period and shall be for the best interest of the Company and its shareholders. Such offering price may be discounted at not exceeding 10 per cent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 entitled Approval for Listed Companies to Offer Newly Issued Ordinary Shares by way of Private Placement, calculated based on the weighted average price of the Company’s shares traded on the SET during the period from between seven consecutive business days to not exceeding 15 consecutive business days prior to the date of determination of the offering price by the Board of Directors. Please refer to the Capital Increase Report Form (Form 53-4) (Enclosure No. 7) for further details.

The Board of Directors’ Opinion The Board of Directors’ Meeting resolved that it deems appropriate to propose to the AGM to consider and approve the allocation of not exceeding 346,233,682 newly issued ordinary shares of the Company at par value of Baht 1 per share by way of private placement as detailed above, including the authorization of the Board of Directors to consider and perform, or cause to be done, any actions relating to the allocation of the Company’s newly issued ordinary shares as per the aforesaid details.

Required Votes for Approval This agenda requires an approval from the shareholders’ meeting with majority votes of the shareholders attending the meeting and casting their votes. In this regard, as agenda 11 above and this agenda 12 concern the increase of the Company’s registered capital under the General Mandate scheme and the allocation of the newly issued ordinary shares under the General Mandate scheme by way of private placement, which are related matters, thus, in considering and approving such matters, the shareholders should do so by taking into account that agenda 11 and this agenda 12 are related and conditional upon one another. If this agenda 12 is not approved by the AGM, agenda 11 that have been approved shall be cancelled.

Agenda 13 Consider other matters (if any)

As the matters to be proposed to the AGM for consideration and approval pursuant to agenda 11 and agenda 12 above concern the increase of the Company's registered capital under the General Mandate scheme and the allocation of newly issued ordinary shares under the General Mandate scheme by way of private placement, which are related matters, thus, in considering and approving such matters, shareholders should do so by taking into account that agenda 11 and agenda 12 are related and conditional upon one another. If any agenda is not approved by the AGM, the other agenda that have already been approved shall be cancelled or such other agenda shall not be further proposed for consideration.

All shareholders are cordially invited to attend the 2020 Annual General Meeting of Shareholders on Monday, 10 August 2020, at 13.30 p.m. at Auditorium, 5th Floor, Cheer Tower, Somerset Ekamai Bangkok, No. 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110, the map of the shareholders meeting venue is as appeared in the Enclosure No. 14. The Company will open for registration for attending the AGM from 11.30 a.m. For shareholders who will attend the meeting in person, please present document or evidence showing their identity for attending the AGM, as detailed in the Enclosure No. 8 as an evidence of their rights to attend the meeting.

Any shareholder who wishes to appoint a proxy to attend and vote on his/her behalf in this AGM, please kindly fill in and duly sign the proxy form (Enclosure No. 10) by using one of the forms and deliver such form to the proxy. The proxy attending the meeting need to provide document or evidence showing his/her identity for attending the meeting as detailed in the Enclosure No. 8 and submit to the Company's staffs at the onsite registration before attending the meeting.

In light of the current outbreak of the coronavirus disease (COVID-19) and as a prevention measure to avoid the risk of infection of such disease and to preserve the rights and benefits of the shareholders, the Company wishes to encourage the shareholders to consider appointing the Company's independent directors as their respective proxy in attending the meeting on their behalf. Any shareholder who wishes to appoint the Company's independent director as a proxy, please kindly fill in the proxy form and identify Mr. Yarnsak Manomaiphiboon or Miss Aranya Chalernpornvarodom or Dr. Jutamas Ingpochai, who are the Company's independent directors and audit committee, as his/her proxy and submit the completed proxy form together with the supporting document to Principal Capital Public Company Limited, 23rd floor, Bangkok Business Center Building, No. 29, Sukhumvit 63 Road, Klongton Nua Sub-district, Wattana District, Bangkok, 10110 in advance to allow the Company to receive such document before Monday, 10 August 2020, which will be greatly appreciated.

Yours faithfully,

-Signature-

(Mr. John Lee Kohshun)
Chairman of the Board of Director

(Translation)

**Minutes of the Extraordinary General Meeting of Shareholders
Session 1/2019
Of Principal Capital Public Company Limited
held on Thursday, September 5, 2019
At the Auditorium Room, Fifth Floor, Somerset Ekamai Bangkok Building
Number 18, Ekamai Soi 2, Sukhumvit 63 Road
Khwaeng Phra Khanong-nua, Watthana, Bangkok**

The meeting was commenced at 13.30 hours

Miss Ritima Jirasuradate, Corporate Secretary, served as the Meeting Secretary. She informed the Meeting that the Board of Directors Meeting, Session 5/2019, convened on August 13, 2019, had approved the appointment of Dr. Pongsak Viddayakorn, M.D. as Honorary Chairman and Mr. John Lee Kohshun as Chairman of the Board of Directors.

The Company's registered capital presently totals 3,564,096,272.00 (three billion five hundred and sixty four million ninety six thousand two hundred and seventy two) Baht. As at the Book Closing Date, July 15, 2019, the Company's paid-up registered capital totaled 3,240,087,520.00 (three billion two hundred and forty million eighty seven thousand five hundred and twenty) Baht, comprising 3,240,087,520 shares (three billion two hundred and forty million eighty seven thousand five hundred and twenty shares), with a par value of 1 Baht per share.

This Meeting was an Extraordinary General Meeting of Shareholders, Session 1/2019. 27 shareholders, holding 1,347,898,683 (one billion three hundred and forty seven million eight hundred and ninety eight thousand six hundred and eighty three) shares, attended the Meeting in person. There were 82 proxies representing 1,688,801,950 (one billion six hundred and eighty eight million eight hundred and one thousand nine hundred and fifty) shares. Altogether 109 shareholders were present or represented at the Meeting, holding 3,036,700,633 (three billion thirty six million seven hundred thousand six hundred and thirty three) shares, accounting for 93.7228% of the total number of shares sold as at the Book Closing Date, which was 3,240,087,520 (three billion two hundred and forty million eighty seven thousand five hundred and twenty) shares. The number exceeded one-third of the total number of shares required under Section 103 of the Public Limited Companies Act, B.E. 2535 (1992), thus constituting the quorum. Dr. Pongsak Viddayakorn, M.D, the Honorary Chairman and Chairman of the Meeting, was then invited to declare the Extraordinary General Meeting of Shareholders, Session 1/2019, formally open in order to move on to the agenda items.

Dr. Pongsak Viddayakorn, M.D, the Honorary Chairman and Chairman of the Meeting, welcomed the shareholders and the proxies attending the Extraordinary General Meeting of Shareholders, Session 1/2019, of Principal Capital Public Company Limited ("the Company") and declared the Extraordinary General Meeting of Shareholders, Session 1/2019, of Principal Capital Public Company Limited formally open. He then asked Mr. John Lee Kohshun, Chairman of the Board of Directors, and Miss Ritima Jirasuradate, Corporate Secretary, to conduct the Meeting.

Mr. John Lee Kohshun, Chairman of the Board of Directors, welcomed the shareholders and the proxies attending the Meeting. He said he felt honored to have joined the Company, and expressed his hope that, with the contributions of the Management under the guidance of Dr. Pongsak Viddayakorn, M.D, the Honorary Chairman, as well as support from the shareholders, the Company would prosper, and Thai people would benefit from the medical services rendered by the Company. He cited the reason for convening the Extraordinary

General Meeting of Shareholders, Session 1/2019, referring to the Company's policy approved by a Board of Directors' Meeting to focus on the hospital business and to cease expanding the property development for sale business, with no further property development projects; the Company was prepared to sell out its land bank and existing property development projects on appropriate and beneficial occasions, in order to obtain funds for further development of the healthcare business.

Before proceeding according to the sequence of the agenda, Miss Ritima Jirasuradate, Corporate Secretary, introduced the members of the Board of Directors, and other individuals also present at the Meeting. She also explained the method for voting on each agenda item.

The members of the Board of Directors, the executive, the Independent Financial Advisors and the Company's Legal Advisor introduced by Miss Ritima Jirasuradate, Corporate Secretary, were as follows:

Nine members of the Board of Directors attending the Meeting (100% of the total members)

1. Dr. Pongsak Viddayakorn, M.D. Honorary Chairman
2. Mr. John Lee Kohshun Chairman of the Board of Directors
3. Mr. Yarnsak Manomaiphiboon Independent Director and Chairman of the Audit Committee
4. Dr. Satit Viddayakorn, Ph.D. Director, Chairman of the Executive Committee and Chairman of the Risk Management Committee
5. Miss Aranya Chalernpornvarodom Independent Director and Member of the Audit Committee
6. Dr. Jutamas Ingpochai Ph.D. Independent Director and Member of the Audit Committee
7. Mr. Veera Srichanachaichok Director, Executive Committee Member, Member of the Risk Management Committee and Corporate Chief Executive Officer – Corporate
8. Dr. Soontorn Sritha, M.D. Director, Executive Committee Member, Member of the Risk Management Committee and Corporate Chief Executive – Officer - Healthcare
9. Miss Tanatorn Viddayakorn Director

Executive also attending the Meeting

Miss Preeyaporn Aphiwathwitthaya Director of Accounting Services

Representatives of the Independent Financial Advisor

1. Khun Sita Tansiri, and
2. Khun Rutchanee Chatbunchachai, and
3. Khun Nuttaya Vongsraluang

Representatives of CBRE (Thailand) Co., Ltd., the Agent in the Sale of the Assets

1. Khun Kulwadee Sawangsri, and
2. Khun Thananrat Phatinanwin

Legal Advisor from Thanathip & Partners Legal Counsellors Limited who also performed duties to ensure transparency and correctness of the Extraordinary General Meeting of Shareholders and the vote counting

Miss Pattariya Sinthawachiwa

Miss Ritima Jirasuradate, Corporate Secretary, informed the Meeting that, in order to ensure that the vote counting was conducted with transparency and fairness, small shareholders had been requested to act as volunteers and witnesses, namely: Miss Noppasorn Buapratumporn the proxy of Mr. Parinya Hongpiriyakun and Miss Vorawee Rattanavipanon, the proxy of Miss Kanokwan Udomkitkosol.

Then, Miss Ritima Jirasuradate, Corporate Secretary, made an explanation to ensure the shareholders' understanding of the Meeting procedures and the method for voting on the agenda items, as follows:

- In voting on each agenda item, the shareholders had votes equal to the number of shares held. One share was entitled to one vote.
- In voting on Agenda Item 1, a majority of the votes of the shareholders attending the Meeting and voting was required.
- In voting on Agenda Item 2, no less than three-fourths of the total votes of shareholders attending the meeting and having the voting right, excluding interested shareholders' equity, namely:
 - (1) Dr. Satit Viddayakorn, Ph.D
 - (2) UBS AG HONG KONG BRANCH
 - (3) Miss Satita Viddayakorn
 - (4) Peak Development Holdings Ltd
 - (5) Miss Pallapa Viddayakorn
 - (6) Miss Tanatorm Viddayakorn
- In voting on each of the items, those who disagreed or abstained and had filled in the ballots were requested to raise their hands so that officials could collect their ballots. Examples of the ballots were shown on the screen. In case no shareholders raised hands, the shareholders would be deemed to agree with the proposal of the Board of Directors. The Company would process the vote counting and announce the results of the voting on each of the Agenda Item for shareholder acknowledgement. Examples of the result announcement were also shown on the screen.
- Any shareholder or proxy wishing to ask questions, express observations or make recommendations to the Meeting was advised to raise his/her hand and identify himself/herself and to state whether he/she was a shareholder attending the Meeting in person or a proxy of which shareholder so that the Company could make explanations or respond to the questions asked, and keep correct records of the Meeting.
- For the shareholders who had issued a proxy and expressed opinions or voted at the registration stage, the Company would count their votes as indicated. For the proxies attending the Meeting, they were reminded to recheck the instructions of the proxy issuers and to vote as indicated by the proxy issuers.
- The numbers of shareholders or proxies and votes on each Agenda Item might not be the same as there could be additional shareholders or proxies joining the Meeting later.
- In the event the shareholders or the proxies failed to return the ballots which said "Disagree" or "Abstain" to the officials before the Chairman summed up the votes on that particular Agenda Item, it would be deemed that the shareholders in question had voted YES.
- On each Agenda Item, if the vote counting had not been concluded, the Company requested that the Meeting proceed to the next Agenda Item and the result of the vote counting would be announced after it was completed.

Miss Ritima Jirasuradate, Corporate Secretary, then ran the Meeting in accordance with the Agenda, as follows:

Agenda Item 1 To consider adopting the Minutes of the 2019 Annual General Meeting of Shareholders

Miss Ritima Jirasuradate, Corporate Secretary, requested the Meeting to consider adopting the Minutes of the 2019 Annual General Meeting of Shareholders which was held on April 25, 2019, a copy of which had

been attached to and sent with the Meeting Notice. The Minutes had been completed within 14 days of the Meeting and submitted to the Stock Exchange of Thailand (the SET) and the Ministry of Commerce within the time frame required by law. A copy of the Minutes had also been posted on the Company website (www.principalcapital.co.th) since May 9, 2019.

The Chairman opened the floor for enquiries about or recommendations for revisions to the Minutes.

Mr. Sakchai Skulsrimontri, a shareholder who was attending the Meeting in person, referred to Agenda Item 9 of the Minutes, Approval of the General Mandate for the Company's capital increase in the amount of 3,240,008,752 Baht and asked about progress in the matter. He also asked if the selling right had been exercised. The Company's paid-up capital totaled 3,240,087,520.00 (three billion two hundred and forty million eighty seven thousand five hundred and twenty) Baht, which did not represent the registered capital of 3,564,096,272.00 (three billion five hundred and sixty four million ninety six thousand two hundred and seventy two) Baht. The shareholder, in addition, asked to whom the Company's ordinary shares were sold.

Mr. Veera Srichanachaichok, Corporate Chief Executive Officer - Corporate, responded that Management of the Company had executed the resolution passed by the 2019 Annual General Meeting of Shareholders. Discussions had been held with several potential investors whose identities could not yet be disclosed. A deal was expected to be struck shortly. Information in this matter would then be disclosed to the SET for dissemination to shareholders. He said further that the Company had made an offer for sale of shares to institutional investors or in a private placement with a twelve-month period; i.e., the offer and allotment of shares would end in April 2020. All the paperwork related to allotment of capital increase ordinary shares, including registration with the Ministry of Commerce as well as filing for listing of the Company's capital increase ordinary shares, would be processed to ensure success of the share allotment. He assured the shareholders that actions in this matter had been taken on a continuous basis.

Mr. Sakchai Skulsrimontri, a shareholder who was attending the Meeting in person, asked further if existing shareholders of the Company would have an opportunity to buy the Company's ordinary shares at a price close to that offered in the private placement. He expressed his opinion that the Company should consider issuing share warrants for allocation to existing shareholders and asked the Company to consider the matter.

In response to the recommendation regarding issuance and allocation of share warrants to existing shareholders, Mr. Veera Srichanachaichok, Corporate Chief Executive Officer – Corporate, said Management would take the matter for consideration. It would be raised at the meetings of the Executive Board and the Board of Directors, in that order.

Mr. John Lee Kohshun, Chairman of the Board of Directors, reinforced Mr. Veera's statement, confirming that Management would consider the shareholder's recommendation for issuing and allocating share warrants.

Mr. Sakchai Skulsrimontri, a shareholder who was attending the Meeting in person, made a comment that the previous Annual General Meeting of Shareholders was held during the last five days of April. He would like the Company to convene future Meetings earlier to allow more shareholders to attend the Meetings. He asked if the last Meeting had to be held during the last five days of April because the Company provided information to the Auditor late or because the Auditor did the auditing slowly.

Mr. John Lee Kohshun responded that Management would consider the request to convene Annual General Meetings of Shareholders earlier and would ask the Auditor to speed up the auditing.

There being no further questions or request for any amendments, the Chairman requested the Meeting to consider adopting the Minutes.

Prior to the voting, the Corporate Secretary announced the number of shareholders registered for attendance of the meeting on this Agenda Item. According to her announcement, there were altogether 120 shareholders, representing 3,043,352,333 shares, accounting for 93.9281 % of the total number of shares sold. She then asked the Meeting to proceed with the voting.

After consideration, the Meeting unanimously resolved to adopt the Minutes of the 2019 Annual General Meeting of Shareholders, with votes as shown below:

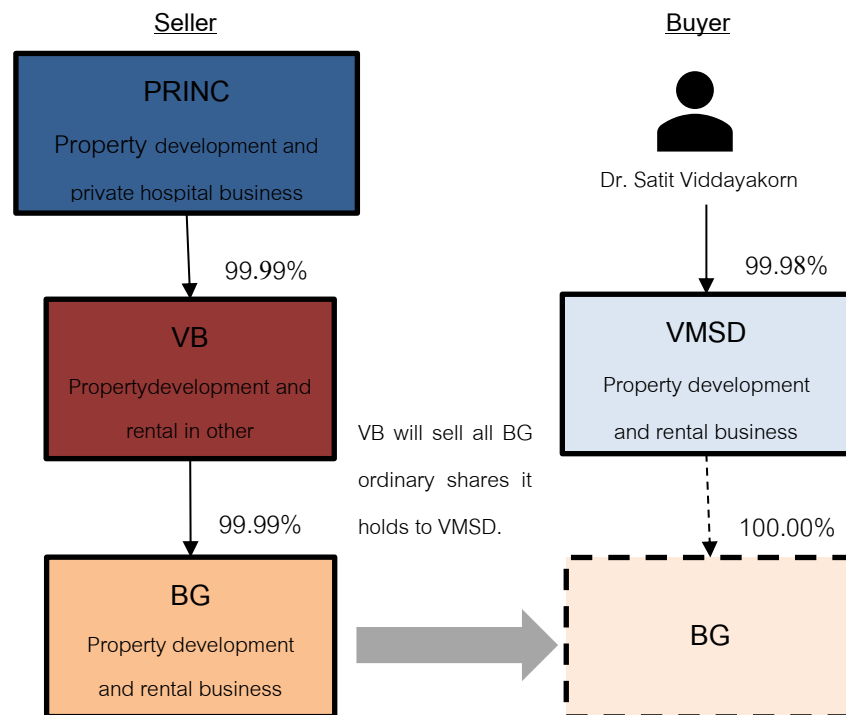
Agree	3,043,352,333	Votes	Accounting for	100.0000 %
Disagree	0	Votes	Accounting for	0.0000 %
Abstentions	0	Votes	Accounting for	0.0000 %
Invalid ballots	0	Votes	Accounting for	0.0000 %
Total	3,043,352,333	Votes		

Agenda Item 2 To consider approving the disposition of the ordinary shares of Bangkok Management Co., Ltd. held by V Brilliant Group Holding Co., Ltd., which is a subsidiary of the Company to VMS Development Co., Ltd., which is a connected person of the Company

Miss Ritima Jirasuradate, Corporate Secretary, announced to the Meeting that Dr. Pongsak Viddayakorn, M.D., Dr. Satit Viddayakorn, Ph.D, and Miss Tanatorn Viddayakornprior, who were Interested Directors, were requested to leave the venue of the Shareholders' Meeting prior to the Meeting's consideration of and voting on this Agenda Item.

Next, Miss Ritima Jirasuradate, Corporate Secretary, reported to the Meeting that the Board of Directors' Meeting, Session 4/2019, convened on June 25, 2019 ("the BOD Meeting") resolved to approve, and to propose to the Shareholders' Meeting for approving, disposition of 9,985,998 shares of Bangkok Management Co., Ltd. ("BG"), accounting for 99.99% of its total issued and outstanding shares, with a par value of 100 Baht per share ("BG Shares"), held by V Brilliant Group Holding Co., Ltd. ("VB"), a subsidiary of the Company, to VMS Development Co., Ltd. ("VMSD") which is a connected person of the Company as Dr. Satit Viddayakorn ("Dr. Satit), who is a major shareholder and a Director of the Company, is an Authorized Director and a major shareholder of VMSD, holding 99.98 percent of registered and paid-up capital of VMSD, at approximately 133.08632 Baht per share or for the total value of the transaction of not exceeding 1,328,999,733.83 Baht. In this regard, VMSD has put a deposit with VB in the total amount of 265,800,000 Baht, and would pay the balance of 1,063,199,733.83 Baht to VB in cash, or by cashier's check, or by any other method as to be agreed by VMSD and VB. The Company's plan is to use the proceeds from the share disposition as working capital and for expansion of the hospital and medical service business in accordance with the Company's current business strategy. In addition, after VMSD had accepted the transfer of ownership of the BG shares, it would make arrangements for BG to make payments for the obligations it had to the Company and its subsidiaries, which, as of June 30, 2019, totaled approximately 16,592,887.67 Baht to the Company and its relevant subsidiaries within 90 days of the acceptance of the transfer of ownership of the BG shares, details as described in the Meeting Notice which had been sent to the shareholders.

The diagram below illustrates the structure of the entry into the transaction of asset disposition to the connected transaction.



Asset to be disposed of

The asset to be disposed of is all the BG ordinary shares, including all BG obligations. The nature of BG’s business and its main assets are as shown in the presentation at the Meeting, summarized below:

Bangkok Management Co., Ltd. (“BG”) is engaged in property development and rental. It has a registered and paid-up capital of 998,600,000 (nine hundred and ninety-eight million and six hundred thousand) Baht, divided into 9,986,000 (nine million and nine hundred and eighty-six thousand) shares, with a par value of 100 Baht per share. The major shareholder is V Brilliant Group Holding Co., Ltd. (“VB”), which is a subsidiary of PRINC, holding 9,985,998 (nine million nine hundred and eighty-five nine hundred and ninety-eight) shares, or 99.99%. Presently, BG holds ownership of nine plots of land with buildings in the categories of hotel and shop house, located on Soi Sukhumvit 23. Details are as in the presentation at the Meeting.

BG’s assets consist of nine adjacent plots of land, with a total area of 1 rai, 2 ngan and 51 square wah (651 square wah), a three-story hotel building, a two-story hotel building, a swimming pool, a three-story shop house and three two-story shop houses. All the four shop houses are located on Sukhumvit Road. The ground floor of two units are open for use as an entrance and exit and the hotel reception. The other two units are rented out for use as a convenience store.

Current use of the assets

1. Rented out to a connected person for operation of RetrOasis Hotel (rented area: 2,050 square meters)
2. Rented out to an unconnected party for operation of a convenience store
3. Rented out (100 square meters) to a connected person.

BG has been licensed to operate a hotel under Section 15 of the Hotel Act, B.E. 2547 (2004). The license is transferable in accordance with the Notification of the Ministry of Interior, entitled Criteria and Method for Application for Transfer and Approval of Transfer Acceptance of Hotel Business Operation Licenses.

The value of the land on which the BG assets are located is as follows:

Value of land on which the assets are located	Amount (Million Baht)
Transfer price paid by the Company	1,106.70
Appraised price as at March 4, 2019 (as appraised by Year Appraisal Co., Ltd. – the Independent Appraiser)	1,204.35
Sale price of BG shares	1,329.00
Obligations to the Company and its subsidiaries to which BG is liable	16.59
Total consideration	1,345.59

Advantages of entering into the transaction

1. It would contribute to the restructuring of the businesses of the Group to be in line with the policy of the Company following reclassification of the industry from “Property Development“ to “Healthcare Service Services” which is its present core business.
2. Proceeds from the asset disposition could be used in expanding the medical business or to repay debts in order to lessen the debt service burden.
3. It would reduce the risks which might arise from reinvesting in property for project investment in the old business model; i.e. development of condominiums for sale, as it is well known now that the current market situation is in downturn.

Class and Size of the Transaction

Asset disposition transaction Entering into this transaction is considered asset disposition in accordance with the Notification of the Capital Market Supervisory Board No. TorJor 20/2551 entitled Rules on the Entering into Material Transactions Deemed as the Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 and the amendments (together referred to as “the Notifications Regarding the Acquisition and Disposition of Material Assets”). Details of the calculations of the size based on various approaches are as shown in the presentation at the Meeting.

Calculations of the transaction size using various approaches under the Notifications Regarding the Acquisition and Disposition of Material Assets, based on the Company’s reviewed consolidated financial statements for the quarter ended March 31, 2019, using the basis for calculation of the value of net tangible assets, show that the largest transaction value is equal to 16.36 percent of the value of net tangible assets of the Company and the subsidiaries. The Company did not have any asset disposition transaction during the six-month period prior to the agreement to enter into this transaction. The entry into the transaction is therefore considered Class 2 disposition of assets; i.e., the value is equal to 15 percent or more but lower than 50 percent. Hence, the Company is obliged to prepare an information memorandum for disclosure to the Stock Exchange of Thailand (SET) for dissemination to the shareholders within 21 days of the date of disclosure to the Stock Market.

Connected transaction As Dr. Satit, who is VMSD’s major shareholder and director, is the Company’s major shareholder and Director as well, VMSD is considered a connected person of the Company, resulting in the entry into this transaction becoming a connected transaction in accordance with the Notification on

Connected Transactions. Details of the calculation of the transaction size are as shown in the presentation at the Meeting.

Based on the Notification on Connected Transactions, the size of the transaction as calculated from the Company's reviewed consolidated financial statements for the quarter ended March 31, 2019, accounts for 21.25% of the net tangible assets, exceeding 3% of the value of net tangible assets according to the Company's financial statements. The Company did not have any asset disposition transaction during the six-month period prior to the agreement to enter into this transaction. Therefore, it is obliged to prepare an information memorandum for disclosure to the Stock Exchange of Thailand (SET), to have an independent financial advisor to provide an opinion regarding the asset disposition transaction entry which is a connected transaction for presentation to the shareholders as well as to convene a shareholders' meeting to seek approval for entering into the transaction. Sage Capital Limited has been appointed as the Independent Financial Advisor to present an opinion to the shareholders regarding the disposition of assets to a connected person.

Although this transaction involving disposition of BG shares is classified as class 2 asset disposition, and the Company is only obliged to disclose information to the Stock Exchange and to send information about the transaction to the shareholders, the transaction is also classified as a connected one which obliges the Company to prepare an information memorandum on the transaction and to have an independent financial advisor to present an opinion to the shareholders as well as to convene a shareholders' meeting to seek approval in accordance with the requirement of the connected transaction.

The Company therefore deems it appropriate to propose to the Shareholders' Meeting for approval of the entry into the transaction disposing of the assets and to disclose information in the same way as if it were entering into a Class 1 asset disposition transaction in accordance with the Notifications Regarding the Acquisition and Disposition of Material Assets and for approval of the connected transaction.

For future entries into acquisition or disposition of material assets or into a connected transaction, the Company will follow the relevant laws and regulations and will consider appropriateness on a case by case basis.

However, this BG share disposition transaction will only materialize when the key conditions specified in the Sale and Purchase Agreement between VB and VMSD are completely met. The conditions include obtaining approval from the Company's Board of Directors and Shareholders' Meeting. Transfer of ownership of BG shares to VMSD will happen when VB receives payment of the balance cited above from VMSD. As an initial estimate, if approval for the transaction is approved by the Shareholders' Meeting, the transaction is expected to be completed within October 2019. For additional information about the entry into the transaction, please refer to Attachment 2: Information about Asset Disposition and Entry into a Connected Transaction.

Please study further details of the calculations of the transaction size, the BG profile and BG's main assets in Attachment 3: Independent Financial Advisor's Opinion Report on the Disposition of Assets to a Connected Person.

Asset disposition method

This asset disposition transaction has been conducted in accordance with the tender process. The Company contracted CBRE (Thailand) Co., Ltd., an outside agency with no connection with the Company, to act as the sole agent for sale by formal tender of all the BG ordinary shares or the land and buildings on Soi Sukhumvit 29 which are BG's main assets. The Agent in the sale of the assets publicized information about the sale of the assets, both by dealing directly with potential buyers and using various media such as print ads, its website and social media. CBRE has made it known that there were several parties interested in the assets, most of whom informed the Agent of their initial price range but did not formally submit a bid. VMSD was the only party formally submitting a bid of 1,329,000,000 Baht for all the 9,986,000 BG shares from VB and the other

two small shareholders. The price is higher than the price ranges of other interested parties made known to the Agent.

In order to enable the shareholders to see a clear picture of the tender, Khun Kulwadee Sawangsri from CBRE (Thailand) Co., Ltd. was invited to present details of the disposition of the asset.

Khun Kulwadee Sawangsri from CBRE (Thailand) Co., Ltd., the Agent of the sale of the asset, presented details of the disposition of the asset, summarized below:

- CBRE has been appointed by the Company since February 11, 2019 as the sole Agent for the sale of assets, which are land and buildings on Soi 29.

- CBRE chose a formal tender as the method to be used, inviting tenders in sealed envelopes, without fixing an initial price to determine feedback from interested parties and asset purchasing potentials. This process is widely accepted both domestically and in foreign countries, upholding transparency, establishing market competition methods and introducing the assets to interested parties. It shows the competition atmosphere and helps to determine a real feedback value based on the market price.

- The tender request documents were prepared in English as there were also foreign investors. The documents were the request, the conditions for lodging a tender, the draft sales and purchase agreement and supporting documents required from the offerors, e.g. background information about the company, and a financial position certificate from a financial institution. CBRE was in a position to control the sale of the assets because it was the sole agent and communicated directly with each interested purchase (however, the company could not release information about the identities of the interested purchasers) and the price ranges. It could recommend a sale price and tendering conditions to be set based on the conditions and features of the assets.

- An analysis of the condition and features of the assets to be sold was conducted, including the location and selling prices of nearby properties. Key points for consideration when the assets in question are land are the potentials for development, the color code in the Bangkok Comprehensive Plan. In this case, the land is on Soi Sukhumvit 29. So we looked at the year of the latest selling price, how much the selling price was, plots of land with similar sizes and shapes as the Company's assets, such as land plots on Soi Sukhumvit 21 and 23 of which capital valuation ranges from 1,300,000 to 2,000,000 Baht per square wah. A further analysis is needed to determine how the value of the land has increased each year.

- We made arrangement and coordinated with the Company for site visits by potential buyers. We also consolidated market information for use in convincing and bargaining with potential buyers to ease their buying decision. The land at the mouth of Soi Sukhumvit 29 has an area of 651 square wah, with asymmetric shapes. Presently, it is used for operation of the RetrOasis Hotel business, which has a hotel business operation license and is a small hotel with 63 rooms. Part of the area is rented out for a convenience store operation.

- The tender was scheduled for May 15, 2019. Each tender was analyzed and recommendations are made regarding which tenderer the asset should be sold to, in order to ensure that the offer for sale is successful, fetching the highest offer price possible.

- The asset sale was publicized both by dealing directly with potential buyers and through various media, such as print ads, the CBRE website and social media platforms (e.g. Facebook and Twitter).

- The result of the tender was announced and the winning tenderer agreed to make a sale and purchase agreement on June 14, 2019. The agreement requires that the selling and purchasing must be effected by October 2019.

- A preliminary analysis of the conditions and features of the assets was conducted. The irregular shape of the land makes it difficult to be developed to its full potential. The asset has an advantage in that it

has a hotel with a license. However, the revenue generated does not justify the investment. If an investor decides to buy the property, a short-term possibility is to renovate the hotel. For the intermediate and long terms, the hotel had to be demolished and reconstructed as it is relatively old. The average daily room rate is 1,200 baht. Its target customers are budget travelers. In case it is reconstructed, there will be legal issues regarding the setback requirement. It located in the brown zone in which the Floor Area Ratio (FAR) has been set at 8:1, limiting the number of stories to a maximum of 16. The land is not adjacent to the corner plot. If an interested buyer could buy the corner plot, the maximum number of stories would be 37; and that is an initial difference of 21 stories, meaning a very significant difference in revenue generating potential.

- Inquiries were made to all the owners of the shop houses to see if any of them would like to sell the properties. Three owners of land on the corner of Soi Sukhumvit 29, with areas of 20, 15 and 13 square wah, respectively, offered an average sale price of 5,983,333 Baht per square wah, which suggests that the prices of land in that area offered for sale are very high. That would imply a high investment cost of the project, leading to a risk of infeasibility for acquisition of such shop houses.

- With such land limitations, we once discussed problems the Company would have to encounter if it decided to develop the land into a condominium for sale project. It would involve a huge investment cost and the condominium market is slowing down. There are abundant backlog units offered for sale at special prices. Also, financial institutions have imposed more restrictions to extension of credit for project development.

- On May 15, 2019, there were four parties expressing interest in the property. Most of them made their price ranges known to CBRE but did not submit a formal tender. VMSD was the only party submitting a written offer to buy all the 9,986,000 BG ordinary shares from VB and the other two small shareholders at 1,329,000,000 Baht. The offer price was higher than the price range of the other interested parties, which was from 900 to 1,100 Million Baht.

CBRE is of the opinion that, after considerable time of making marketing efforts, selling BG assets is a difficult task, mainly because of their limitations. The interested party offered to buy the assets at 2.04 Million Baht per square meter. With such a reasonable price, we made the suggestions to the Company to sell the asset to VMSD which had completely fulfilled all the tender conditions. We think VMSD is capable for accepting the transfer of the business and the sale can be closed.

Mr. Sakchai Skulsrimontri, a shareholder who was attending the Meeting in person, asked how many agents the Company were selected for sale of the assets and the reasons for choosing CBRE. He said listed companies chose different companies to act as their property appraiser and sale agent to avoid errors in property valuation which could cause damage.

Mr. Veera Srichanachaichok, Corporate Chief Executive Officer – Corporate, responded that CBRE did not act as the appraiser. It served as the Agent for the sale of the assets through formal tender. He referred to the Minutes of the 2017 Annual General Meeting of Shareholders which stated a resolution regarding the Company's policy to stop expanding the property development business and to focus on the healthcare business, while exploring opportunities to sell assets in the property business group in order to obtain funds for the healthcare business expansion. The aim is to sell assets which do not generate revenues or generate only small revenues, not worth their values as quickly as possible, such as the land on the mouth of Soi Sukhumvit 29, which should be the first item to sell. The land, which is BG's asset, was acquired when the Company acquired the VB Group. In 2016, the Company planned to launch a condominium project. The price of the project was appraised at 270,000 Baht per square meter. The Company had also sold another asset – the land on Soi Sukhumvit 27 with a building under construction. For the land on Soi Sukhumvit 29, Management had been making every effort since late 2017 to sell the asset at the best possible price and on the best possible conditions for the Company's maximum interest.

The Company also appointed Year Appraisal Co., Ltd., which is an appraiser on the Approved Appraiser Lists the Office of the SEC, as the independent appraiser of BG's assets. The appraiser was not a

shareholder of the Company and had no relationships whatsoever with the Company. The Company chose Year Appraisal Co., Ltd. as the independent appraiser to continue its duty as it also performed this duty when the Company acquired the VB Group.

Mr. Sakchai Skulsrimontri, a shareholder who was attending the Meeting in person, asked further if a hotel could be constructed on the land which was the high-density residential zone (brown zone) of the Bangkok Comprehensive Plan.

Khun Kulwadee Sawangsri from CBRE (Thailand) Co., Ltd., the Agent of the sale of the asset, replied that a hotel could be constructed on the land on Soi Sukhumvit 29, which is in a brown zone. In fact, a hotel has been constructed on a nearby plot of land.

Mr. Veera Srichanachaichok, Corporate Chief Executive Officer – Corporate, added that the land on Soi Sukhumvit 27 is presently the location of a five-star 24-story hotel with 300 rooms. The Company sold the property to the Singapore-based Carlton Bangkok Investment Pte. Ltd. in 2017. He therefore confirmed that a hotel could be constructed on the land on Soi Sukhumvit 29

Mr. Sakchai Skulsrimontri, a shareholder who was attending the Meeting in person, made a further inquiry about the reason for inclusion of the official capital valuation of the land (148.89 Million Baht) in the Information Document on the Disposition of Assets and Entry into a Connected Transaction (pages 35/91 subpoint (9) Official capital valuation.

Mr. Veera Srichanachaichok, Corporate Chief Executive Officer – Corporate, replied that the official capital valuation of the land was at 148.89 Million Baht, based on the appraised average price of land of 230,000 Baht per square wah. The price was used as the basis for paying the transfer fee. The shareholder might wonder why the price was low as the whole plot of land was to be sold at 1,329 Million Baht. The parcel consisted of nine plots of land and the four shop houses are adjacent to Sukhumvit Road, their capital valuation was 550,000 Baht per square wah. The back part of the land was not adjacent to Sukhumvit Road, their capital valuation was 200,000 Baht per square wah.

After that, Khun Sita Tansiri, the representative of Sage Capital Limited, the Independent Financial Advisor, presented the Advisor's opinion towards the Company's disposition of the assets to a connected person, details as shown in his presentation to the Meeting, summarized below:

1. Advantages and disadvantages of entering into the transaction

Advantages

- It allows for restructuring of the Company assets to suit the business policy
- The Company can use the proceeds from the asset disposition to invest in the healthcare business, or to repay debts or to choose other investment options yielding better returns.
- Risks from not having lessees for BG assets or from having lower rents are reduced.
- Risks from receiving low returns in the event of developing the assets are reduced.
- The price for the disposition of BG ordinary shares is higher than their fair value

Disadvantages - None -

Advantages of entering into a transaction with the connected person The offer price of the connected person was submitted in the tender which had been publicized to general potential bidders and the connected person was treated in the same way as outsiders. The Independent Financial Advisor is therefore of the opinion that **there are no advantages of entering into a transaction with the connected person.**

Disadvantages of entering into a transaction with the connected person Entering into the transaction with the connected person may create a conflict of interest and business competition. There are also expenditures and time burdens concerning disclosure and execution of connected transaction requirements.

2. Risks in entering and not entering into the transaction

Risks in entering into the transaction A risk in the event VMSD cannot find money to pay for the assets

Risks in not entering into the transaction Disposition of the assets may be delayed and the opportunity to use the proceeds received to invest or repay debts may be lost.

3. Appraisal of all BG ordinary shares

Property appraisal approach	Value (Million Baht)
1) Book Value Approach	1,023.30
2) Adjusted Book Value Approach	1,194.03
3) Discounted Cash Flow Approach*	934.37

* Note: The Discounted Cash Flow Approach is a method used only to make a comparison of values, with an assumption that BG operates a hotel business which is presently its assets, which is not in line with the policy of the Company to concentrate on expanding the hospital business and to stop expanding the property development for sale, without additional property development projects.

4. Appropriateness of the valuation approaches

1. The Book Value Approach
 - It does not reflect the fair value or the market values of the assets and the liabilities.
 - It does not take into account the profitability and business performance in the future.
2. The Adjusted Book Value Approach
 - It adjusts the book value to reflect the fair values of the assets and the liabilities.
 - It takes into consideration the value to be derived from the highest and best use of the Company's assets.
3. The Discounted Cash Flow Approach
 - It is a method used only to compare values, with an assumption that BG operates the hotel business that is presently its own asset, which is not in line with the Company's policy.
 - This approach yields the smallest value among all the approaches, indicating that current utilization of the assets is not the highest and best use.
4. The Market Comparable Approach does not make a comparison with companies within the same industry because
 - There are no listed companies in the same industry or operating similar businesses (owning a hotel and shop houses for rent) which can be used to make a comparison.
 - BG does not have trading volume liquidity. Comparisons using financial ratios may not be suitable.

5. Reasonableness of the disposition of assets to the connected person

- It is in line with the Company's policy to concentrate in expanding the hospital business and to stop expanding the property development for sale business, with no further development of additional property development projects.
- The proceeds from the asset disposition can be used to invest in the healthcare business in accordance with the said policy, or to repay debts or to choose other investment options potentially yielding better returns.
- VMSD was the only party submitting a tender and the offer price is higher than the appraised prices of the Independent Financial Advisor and the Appraiser (Year Appraisal Co., Ltd.)

6. Appropriateness of the entry into the transaction and the opinion of the Independent Financial Advisor

Property appraisal approach	Appraised value (Million Baht)	Transaction value (Million Baht)	Comparison of the appraised value and the transaction value
Adjusted Book Value Approach	1,194.03	1,329.00	The transaction value is 134.97 Million Baht higher than the value appraised by this approach or higher than the appraised value by 10.16% of the transaction value.

The Independent Financial Advisor is therefore of the opinion that the price, 1,329 Million Baht, of the transaction of disposition of BG ordinary shares to VMSD, which is a connected person, is appropriate.

7. Appropriateness of the conditions for entering into the transaction

- The following are essential points of the conditions for entering into the BG Ordinary Share Sale and Purchase Agreement between VB (the Selling Party) and VMSD (the Buying Party) dated June 14, 2019.

1) Payment conditions:

<u>First payment</u>	10 Million Baht tender guarantee on May 15, 2019
<u>Second payment</u>	A deposit at 20% of the asset selling price less the tender guarantee, amounting to 255,800,000 Baht on the Effective Date of the Agreement
<u>Third payment</u>	Payment of the balance, amounting to 1,063,200,000 Baht, to be made on the date of asset selling, buying and transfer.

To date, VMSD has made the payment for the tender guarantee (first payment) and the payment for the deposit (second payment) to VB.

- 2) The Selling Party is obliged to sell and transfer the shares to the Buying Party subject to obtaining approval from the Board of Directors' Meeting and the Shareholders' Meeting, which must be convened by October 31, 2019.
- 3) The two Parties will conduct the selling/buying by October 31, 2019.
- 4) The Buying Party agrees to make a payment for the balance amount of the selling price for the purchase of BG shares to the Selling Party on the asset selling/buying/transfer day.

- 5) The Selling Party agrees to transfer ownership of BG ordinary shares to the Buying Party after receiving the payment for the balance amount of the asset selling price from the Buying Party.
- 6) In the event the Board of Directors' Meeting and/or the Shareholders' Meeting resolves not to approve the agenda item related to the BG share sale and purchase, the Selling Party agrees to return the tender guarantee and the deposit with no interest to the Buying Party within seven days. In the event the Selling Party returns the tender guarantee and the deposit after the lapse of the said period, the Selling Party agrees to pay interest at the rate of 7.5% per annum.
- 7) The Selling and Buying Parties will assume the responsibility for expenses and taxes arising out of this Sale and Purchase Agreement in according with their respective roles and duties.

The Independent Financial Advisor has considered the conditions relevant to the entry into the transaction and found them to be general conditions of asset selling and buying by tender. The conditions require the bidders to make a payment as tender guarantee for persons submitting a bid and require the buying party to make a deposit payment upon the making of the Sale and Purchase Agreement. There are also conditions obligating the selling party to sell and transfer the shares strictly subject to receiving approval from the Board of Directors' Meeting and the Shareholders' Meeting. The conditions are suitable for the Company which is listed on the Stock Exchange.

The Independent Financial Advisor is of the opinion that **the shareholders should consider granting approval of the Compañ's request to enter into the transaction.**

Mr. Sakchai Skulsrinontri, a shareholder who was attending the Meeting in person, asked how much the Company had paid for the land and the buildings when buying them before the value appraisal.

Mr. Sita Tansiri, the representative of Sage Capital Limited, the Independent Financial Advisor, responded that the assets, the land on soi Sukhumvit 29 and the buildings, including RetrOasis Hotel, were acquired when the VB Group was bought in 2016 and were booked at 1,106.70 Million Baht.

Mr. Sirivat Voravetvuthikun, a shareholder who was attending the Meeting in person, asked about the difference between the Book Value Approach and the Adjusted Book Value Approach used in appraising the fair value of BG ordinary shares.

Mr. Sita Tansiri, the representative of Sage Capital Limited, the Independent Financial Advisor, replied that the Book Value Approach is used to appraise the book value based directly on the financial statements with no adjustments whatsoever; whereas the Adjusted Book Value Approach makes some adjustments to the selected main Assets in order to reflect the book value of the shares which is closest to its current value and best reflects the true value.

Mr. Sakchai Skulsrinontri, a shareholder who was attending the Meeting in person, referred to page 34/91 of the information document on the disposition of assets and entering into a connected transaction under sub point (5): appraised prices by the Independent Appraiser (a), (b), and (c) and asked for elaboration.

Mr. Sita Tansiri, the representative of Sage Capital Limited, the Independent Financial Advisor, referred to page 34/91 of the Information Document on the disposition of assets and entering into a connected transaction under sub point (5): appraised prices by the Independent Appraiser (a), (b), and (c) and explained that it was about the choice selected by the Independent Appraiser whereby the Residual Approach was selected as the Independent Appraiser had decided that the current BG operation did not represent the highest and best use of the land due to the fact that the VB Group had been acquired for the purpose of development of property

for sale. However, the Company had now adopted a policy to concentrate on the hospital business and to stop expanding the property development for sale business.

Mr. Sakchai Skulsrimontri, a shareholder who was attending the Meeting in person, referred to the price of the land and buildings on Soi Sukhumvit 29 which was booked at 1,106.70 Million Baht when they were first purchased and to the value appraised by the Independent Appraiser using the Adjusted Book Value Approach, 1,194.03 Million Baht. He made a remark that the price had not changed much after three years and asked why that was the case and whether the Company had paid too much for the assets.

Mr. Yarnsak Manomaiphiboon, Member of the Audit Committee, responded that the shareholder might need to look back at the circumstance when the VB Group was acquired. It consisted of a large number of asset items and a factor to consider was the consideration offered to the sellers. The Company offered payment in the form of shares at a price much higher than the market price. Therefore, the package needed to be looked at in aggregate terms to determine how much each item was worth and how much the value appraised by the appraiser was. He explained the reasons why the Company had decided to sell the assets on Soi Sukhumvit 29 as follows:

1. The Company had decided that the property business through land development was not suit it, and had adopted a policy to concentrate on the hospital business and to use proceeds as capital for development of the healthcare business which yielded better returns than the property business.
2. The price which could be fetched now was higher than those appraised by the Independent Financial Advisor and the Appraiser.

Referring to Attachment 1, page 44/91 - the shareholding structure of the Company and the subsidiaries as of June 30, 2019 - Mr. Sakchai Skulsrimontri, a shareholder who was attending the Meeting in person, asked about the Company's plan for the Property Development Business Group.

Mr. Yarnsak Manomaiphiboon, Member of the Audit Committee, responded that the Company planned to progressively sell its land reserved for the property development business. However, it could not be foretold as to which asset item would be sold first. The intention was to sell those generating least revenues first and to consider keeping the ones which could generate reasonable EBIDA. After all, expansion of the hospital business also depended on proper timing and suitable investment opportunities.

Mr. Sakchai Skulsrimontri, a shareholder who was attending the Meeting in person, asked further about the performances of the remaining subsidiaries; namely, (1) V Intelligence Co., Ltd., (2) V 33 Co., Ltd., (3) V Residence Co., Ltd., (4) Banchang Business District Co., Ltd., and (5) Udon Business District Co., Ltd. as well as their outlooks in terms of growth and profitability.

Mr. Sirivat Voravetvuthikun, a shareholder who was attending the Meeting in person, made comments on this Agenda Item. He said it was up to Management to consider whether this transaction would result in a profit or a loss. He referred to the CBRE Report on the formal tender. Of the four interested parties, was there anyone offering more than 1,329 Million Baht. VMSD, which is a connected person, offered 1,329 Million Baht for the BG shares. The transaction was sizeable and falls into the category of disposition of assets to a connected person in accordance with the rules of the Stock Exchange of Thailand. The Company was therefore required to convene a shareholders' meeting to request approval for entering into the transaction. The Independent Financial Advisor had clearly expressed their opinion that the price was appropriate. Based on these facts, it was up to Management to bear the responsibility for seeing to it that the Company was better off in selling the shares and the proceeds from the sales would bring about greater benefits. As CBRE had pointed out, the property was difficult to sell and, as it was widely known, the property business was in a downturn, with backlog oversupplies.

Mr. John Lee Kohshun, Chairman of the Board of Directors, opened the floor for questions.

Miss Ritima Jirasuradate, Corporate Secretary, informed the Meeting that approval on this Agenda Item required no less than three-fourths of the total votes of shareholders attending the meeting and having the voting right, excluding interested shareholders' equity of the six shareholders having interest as cited earlier.

Mr. Veera Srichanachaichok, Corporate Chief Executive Officer – Corporate, added that this Agenda Item was for requesting shareholders' approval for the Company to enter into the following transactions: 1) disposition of assets. The size of the transaction equaled 16.36% which, according to the requirements of the Notification of the Office of the Securities and Exchange Commission, did not require convention of an extraordinary shareholders' meeting, and 2) a connected transaction involving assets or services. The size of the transaction was 21.52%, which was large, and the Company was required to convene a shareholders' meeting to request approval. The Company therefore requested approval of the transactions in both 1) and 2) from this Extraordinary Shareholders' Meeting. However, the Company did not necessarily have the same practice every time. The Company would adhere to the Notification of the Office of the Securities and Exchange Commission.

No further questions were asked by the shareholders.

The Chairman therefore requested that the Meeting proceed with the voting.

Before the voting was commenced, the Corporate Secretary announced the number of shareholders present on Agenda Item 2. There were 132 shareholders present or represented, holding 3,046,703,088 shares, accounting for 94.0315% of the total number of shares sold. She then asked the Meeting to vote.

After consideration, the Meeting unanimously resolved to grant approval of the disposition of 9,985,998 ordinary shares of Bangkok Management Co., Ltd. ("BG"), accounting for 99.99% of the of its total issued and outstanding shares, with a par value of 100 Baht per share, which were held by V Brilliant Group Holding Co., Ltd. ("VB"), a subsidiary of the Company, to VMS Development Co., Ltd. ("VMSD"), which is a connected person of the Company at approximately 133.08632 Baht per share or for the total value of the transaction of not exceeding 1,328,999,733.83 Baht, with VMSD having paid a deposit to VB in a total amount of 265,800,000 Million Baht and the balance of 1,063,199,733.83 Baht to be paid to VB in cash, or by cashier's check, or by any other method as to be agreed by VMSD and VB. The results of the votes are as follows:

Agreed	248,897,245	Votes	Accounting for	99.9536 %
Disagreed	0	Votes	Accounting for	0.0000 %
Abstentions	115,400	Votes	Accounting for	0.0463 %
Invalid ballots	0	Votes	Accounting for	0.0000 %
Having no voting right	2,797,690,443	Votes	Accounting for	0.0000 %
Total	3,046,703,088	Votes		

After completion of this Agenda Item, Miss Ritima Jirasuradate, Corporate Secretary, invited Dr. Pongsak Viddayakorn, M.D., Dr. Satit Viddayakorn, Ph.D, and Miss Tanatorn Viddayakorn prior back to the Meeting Venue to participate in the meeting on Agenda Item 3.

Agenda Item 3 To consider other matters (if any)

The Chairman opened the floor for the shareholders to raise matters other than those on the specified Agenda Items, as well as to make additional inquiries or express further opinions.

Mr. Sirivat Voravetvuthikun, a shareholder who was attending the Meeting in person, asked further questions as follows:

1. According to the Minutes of the Annual General Meeting of Shareholders convened in April 2019, page 14/91, Dr. Soontorn Sritha, M.D., Chief Executive Officer - Healthcare, in his response to a question of a shareholder, said, "The Company can grow from the existing hospitals in operation at the rate of 12-15% per year and can also grow from future acquisition of more hospitals. Therefore, the overall growth rate of revenue should be in the neighbourhood of 20%". He found the statement quite interesting.

2. He once expressed his support for the Company to switch its business strategy to healthcare for its own benefits and for shareholders' interest, as Dr. Pongsak Viddayakorn, M.D., the Honorary Chairman, specializes in the healthcare business and was the one who successfully drove the growth of this industry. His focus is on middle income groups, who constitute a large customer base. He demonstrated his vision by expanding into hospitals upcountry, which is an emerging market. What he has in mind is not only profit (money) but also contribution to development of the upcountry hospital business as medical services upcountry are still not adequately good. There is not enough supply of private hospitals to raise the quality of life of upcountry people to provide them with access to quality hospitals with good standards. Dr. Pongsak told the shareholders to be patient. Shareholders, he said, had been waiting for a positive operating result. The operating result of Q2/19 still showed a loss. He asked when the Company would start to make profit and pay dividends.

3. He would like to know how the proceeds of 1,329 Million Baht from the sale of BG shares would be used to lead to near future profit and dividends.

Dr. Pongsak Viddayakorn, M.D., the Honorary Chairman, said the hospital business required patience. It took 1-3 years and five Million Baht to build a hospital and investment had to be made in medical supplies and personnel. Once a hospital was open for operation, treating patients had to be done on a gradual basis. Patients went to hospital with many different illnesses and fees varied. The Government was presently planning to regulate medical fees charged by private hospitals. This might affect the ability to adjust fees. Therefore, it took time before growth in revenue and profit could be achieved.

In addition, the Company had a plan to launch an elderly care project. The Company was considering co-investing in this business with Japanese investors. The proportion of elderly people in Thailand continued to increase and the number of elderly people in the next 30 years would increase by 180%, or, the number of elderly people around the globe would grow by 1.5 billion. Demand for medical services would increase significantly.

Mr. Sirivat Voravetvuthikun, a shareholder who was attending the Meeting in person, asked further questions:

1. Did the hospitals in which the Company invested and which have been in operation achieve the set revenue target. When will their quarterly financial statements show positive results.
2. According to the Minutes of the 2019 Annual General Meeting of Shareholders, Pitsanuvej Uttaradit Hospital was officially opened in March 2019 and the Company intends to make it a prototype of hospitals serving the middle class and to increase efficiency in cost reduction through digitization and management by shared services. He would like to be updated in this matter.
3. He would like to know the planned use of the 1,329 Million Baht proceeds from the sale of BG shares. What investment will be made with this money and what is the expected rate of return.

Dr. Soontorn Sritha, M.D., Chief Executive Officer - Healthcare, answered that, in 2017, the Company had had four hospitals in operation; namely, (1) Pitsanuvej Hospital in Phitsanulok Province (2) Sahavej Hospital in Pichit Province, (3) Paknampo Hospital and (4) Paknampo Hospital 2. In 2018, the Company acquired another two hospitals: (1) "Princ Hospital Suvarnabhumi and (2) Princ Uthaitani Hospital. And in 2019, two hospitals were acquired/opened: (1) Pitsanuvej Uttaradit Hospital and (2) Sirivej Lamphun Hospital. Altogether the Company now had eight hospitals. As for the operating results, as at the end of 2018, the overall

revenues of the healthcare business grew at 20.3%. The average revenue growth targets for 2019 of all the new hospitals had been set between 12 and 15%. Details are as follows:

Q1/2019 Revenues grew by 15%. The Company acquired and launched operation of two hospitals: Sirivej Lamphun Hospital (March 1, 2019) and Pitsanuvej Uttaradit Hospital (March 29, 2019). These are small hospitals when compared to existing ones, generating 10+ Million Baht.

Q2/2019 The healthcare business was affected by the following incidents:

1. Change in illness season The rainy season of 2019 came later than that in 2108, when the season started in May, causing the spread of influenza and other illnesses. A large number of children needed medical treatment. In 2019, the season came one month late. Therefore, the illness occurrence rates were delayed by one month and statistics would be seen in the following month. The admission rates of competitor hospitals and government hospitals also dropped.

2. Impacts of the economic situation There was confidence earlier in the year that after the general elections were held and the government formed, the economy would improve. However, things did not happen as expected. The Trade War which broke out in April reduced consumer spending. A number of marketing campaigns were launched to stimulate consumption. The marketing team conducted various promotional activities, including offering packages for individual illnesses and fixed expenses. As explained during the previous Shareholders Meeting, the overall growth rate of the Company's revenue should be in the neighborhood of 20% per year. The Company's healthcare revenue in the first half of this year was 10.8%.

Q3/2019 The Company has a plan to open a new hospital: Princ Uthaithani Hospital. It is being renovated and upgraded. It was originally scheduled to be opened in August 2019 but the opening had to be postponed due to a license issue. It is now expected to be opened in November 2019. There is another hospital which is still in the due diligence process. The Company's revenue is therefore still behind target.

Pitsanuvej Hospital, which is the major revenue generator of the Company, earning one Billion Baht a year, had a growth rate of 6-7% although the target has been set at 10%. Although the target was not achieved, it managed to control profitability as more or less the same level as the previous quarter. There was impact from the repair and renovation, and provisions for severance for retiring employees which was a one-off adjustment to comply to the new Labor Protection Act, increasing the severance from 300 days of the last wage to 400 days. Every hospital has to have this provision increase.

Paknampo Hospital and Paknampo Hospital 2, These two hospitals' performances have improved, with positive EBITDA. Both are in the process of managing their depreciation by transferring certain unused assets to new hospitals and adjusting the medical equipment items for lower depreciation rates. It is expected that their NPAT will turn positive by 2021.

Sahavej Hospital, generated 200 Million Baht revenue. It is being renovated to attain the same building standards as other hospitals in the Group. A number of internal systems have also been reset. So far it has had small negative EBITDA of approximately 100,000 Baht per month. Its EBITDA is expected to turn positive by the end of 2019 and the 2020 figure is expected to be better.

Princ Hospital Suvarnabhumi, Its renovation is expected to be completed by the end of October 2019 and a Grand Opening has been scheduled for December 2, 2019. All the shareholders are invited to the event. In addition, in September 2019, the hospital will terminate its service to patients exercising rights under the Universal Health Coverage (known as the Gold Card) Scheme. Because of the renovation work going on, the number of patients has not reached its full level. The Company guarantees that the revenue of this hospital will not be lower than the previous year.

Sirivej Lamphun Hospital, The business was transferred in March 2019. The Company has bought an adjacent plot of land and a new building has been designed and constructed, connecting with the old building which has been renovated in order to attain the same standards as other hospitals in the Group.

Pitsanuvej Uttaradit Hospital, was officially opened on March 29, 2019. It has generated average revenues close to the set target. The revenue in 2019 is expected around 90 Million Baht. The loss figure of the new hospital is still not so large. The EBITDA loss was approximately 200,000 Baht. EBITDA is expected to turn positive in 2020.

The Company plans to step up its investment in the healthcare business in 2019 – 2020 in the northeast and the south. On August 13, 2019, it disclosed to the Stock Exchange of Thailand the investment and establishment of a new subsidiary of a subsidiary. Construction will begin in 2020 and is expected to be completed within 2021. Another hospital, still in the due diligence process, has positive EBITDA, which is good for the Company. Based on the past experience, it will take 3-5 years for hospitals newly invested in to start generating profit.

Mr. Sirivat Voravetvuthikun, a shareholder who was attending the Meeting in person, asked further questions:

1. Will the Company's Income Statement, from Q2/2019 onwards, show less or more loss or will it start to show profit.
2. He would like to know the planned use of the 1,329 Million Baht proceeds from the sale of BG shares; what investment and how much is the expected rate of return, so that the shareholders can rest assured that the made the right voting decision on Agenda Item 2. The shareholders have been supporting the Company because they expect future returns, he added.

Mr. Veera Srichanachaichok, Corporate Chief Executive Officer – Corporate, responded to the second question, saying that part of the proceeds (one Billion Baht) would be used to repay the outstanding bills resulting from acquisition of Principal Healthcare (formerly AMA). This also addressed the points in the first question. The Company has reviewed the Income Statement and found interest expenses quite high. As Dr. Soontorn said, the Company would like to turn EBITDA to a positive value. Adjustment of depreciation and lessening financial cost burdens would move the Company closer to the set revenue target. Efforts would be made to improve the performances of the existing hospitals still losing money.

Besides, the Company aimed to have a good balance between acquiring existing upcountry hospitals currently making profit at prices not too high to start reaping returns immediately and building new hospitals in provinces without existing a private hospital, which might take up to 4-5 years, by buying a greenfield at prices not too high.

Mr. Sirivat Voravetvuthikun, a shareholder who was attending the Meeting in person, added that he did not want to see the Company focus solely on profit, as indicated by Dr. Pongsak Viddayakorn, M.D, the Honorary Chairman, when he answered a question. Investors investing in the Company's ordinary shares should be patient and wait to see how the performance would improve although the performance should be in the positive, not the negative, direction in order to give the shareholders some hope.

Dr. Soontorn Sritha, M.D., Chief Executive Officer – Healthcare answered that the hospital business was subject to both endogenous and exogenous factors. Endogenous factors included efficiency, service quality improvement, good systems management, and recruitment of medical personnel. The Company was confident that it performed quite well in this regard. Exogenous factors, on the other hand, were uncontrollable and could affect achievement of certain plans as projected or budgeted. This could happen to any company. Early this year, several things did not go as planned due to various changes, such as the economic condition which affected the demand and customers' ability to pay. The Company's growth fell short of the target. However, the Company was confident that its growth rate should be around 20% per year and expenses arising out of shared service would decrease, enable more efficient management and increased profitability.

Mr. Veera Srichanachaichok, Corporate Chief Executive Officer – Corporate, added that, as he had not been in the healthcare business, he needed to give assurance to the shareholders. He had met a number of investors when looking for strategic partners. After the investors had observed the Company’s operations, every one of them confirmed that the Company had taken the right course of action and wanted to partner with us. Therefore, the shareholders should rest assured of the Company’s business model:

- Being a hospital offering reachable prices for medical treatment
- Being an ally with existing medium and small size upcountry hospitals though joint ventures with priority given to reputable hospitals longer than 10 years in operation
- Focussing on middle-income customers
- Providing hospital management services to private and government hospitals
- Driven by technology, both sophisticated medical technology and technology designed to improve the efficiency in rendering services to patients, such as pharmacy automation and sophisticated medical equipment
- Developing hospital management systems to standardize management of connected network hospitals, promoting resource sharing and co-working.

No further opinions were expressed.

As there were no further questions or opinions from the shareholders, the Corporate Secretary informed the Meeting that all Items on the Agenda had been completed, in order to comply to the Notification of the Capital Market Supervisory Board and the Company Regulation, the Company would publicize the resolutions of the Extraordinary Meeting of Shareholders, Session 1/2019 after the Meeting via the SET Portal within the next business day and would prepare the minutes of the Meeting for completion within 114 days of the Meeting in accordance with Section 96 of the Public Limited Company Act B.E. 2535 and also submit them to the Stock Exchange of Thailand as well as post them on the Company website www.principalcapital.co.th to allow the shareholders to be aware of the results of the Meeting and verify the accuracy.

The Chairman, on behalf of the Board of Directors, Management and employees of Principal Capital Public Company Limited, thanked the shareholders and the proxies as well as everyone involved for their participation in the Meeting. As all Items on the Agenda had been completed, he declared the Extraordinary General Meeting of Shareholders adjourned.

The meeting adjourned at 16.00 hours.

Signed.....-Signature-.....Honorary Chairman and Chairman of the Meeting
(Dr. Pongsak Viddayakorn, M.D.)

Signed.....-Signature-.....Corporate Secretary and Minutes Taker
(Miss Ritima Jirasuradate)

Profiles of the directors who retire by rotation and being proposed to be re-appointed as directors for another term**1. Dr. Pongsak Viddayakorn, M.D.**

Age	87 years
Position	Director and the Honorary Chairman
Date of Appointment	April 2, 2013 (7 years)
Education/Training	Doctor of Medicine, Faculty of Medicine, Siriraj Hospital, Mahidol University DTM & H, Faculty of Tropical Medicine, Mahidol University Post graduated study, University of Pennsylvania, Philadelphia, USA. The National Defence College Director Accreditation Program 2005 (DAP 45/2005) - IOD

Work Experience

August 2019 – Present	Honorary Chairman	Principal Capital PCL.
April 2013 – August 2019	Chairman of the Board of Directors	Principal Capital PCL.
April 2013 – Present	Director	Principal Capital PCL.

Listed Companies

1977 - 2007	President Board of Directors Board of Advisors	Bangkok Dusit Medical Services PCL.
1991 - 2001	Deputy Chairman	Samitivej PCL

Non Listed Companies

2017 – Present	Chairman	Pitsanuvej Pattana Co., Ltd.
2017 – Present	Chairman	Pitsanuvej Uttaradit Hospital Co., Ltd.
2016 - Present	Chairman	Union Pichit Doctors Co., Ltd.
2015 - Present	Chairman	Pitsanuloke Medical Co., Ltd
2014 - Present	Chairman	Paknampo Hospital Co., Ltd.
2014 - Present	Chairman	Hospital Management Training and Shareholder 99.998% Development Institute.

Recruitment rules and procedures.

The Board had considered their qualifications and was of the opinion that the aforementioned persons have educational qualification, knowledge, capability and experience that will be valuable for the Company and their qualifications meet the requirements under the Stock Exchange of Thailand's and the Company's definition.

The company's securities holdings None

Directly and indirectly in business of	Hospital Management Training and Development any company or subsidiaries Institute.
Forbidden Qualifications	Never dishonestly committed an offence against property Never entered into any transaction which may cause conflict of interest against company during the year
Attendance in the year 2019	1. Board of Directors meeting attendance 9/9 times 2. 2019 Meeting of Shareholders attendance 2/2 times

2. Mr. John Lee Kohshun

Age	76 years
Position	Director and Chairman of the Board of Director
Date of Appointment	February 26, 2019 (1 years)
Education/Training	Master of Public Health (MPH), Loma Linda University. MBA Philosophy MA., Adventist, University of the Philippines. Bachelor of Philosophy MA, Adventist University of the Philippines. Role of the Chairman Program 2018 (RCP 43/2018) – IOD Director Certification Program 2002 (DCP 23/2002) – IOD St Lukes Medical Center, Quezon City, Philippines 1969 Loma Linda University Medical Center, Loma Linda CA, USA 1973.

Work Experience

August 2019 – Present	Chairman of the Board of Directors	Principal Capital PCL.
February 2019 – Present	Director	Principal Capital PCL.

Listed Companies

2000 - 2007	President	Samitivej PCL.
2000 - 2007	Chief Executive Officer	Samitivej PCL.
2008 – 2010	Deputy President	Bangkok Dusit Medical Services PCL.
2008 – 2010	Executive Director	Bangkok Dusit Medical Services PCL.

Non Listed Companies

2017 – 2019	Chairman	Premiere Home Healthcare Co., Ltd.
2009 – 2010	Chairman	Bangkok Hospital Rayong
2009 – 2010	Chairman	Bangkok Hospital Chanthaburi
2010 – Present	Managing Director & Principal Consultant	MuziHealth Consulting Pte Ltd. (Singapore) Parkway Health, (now part of IHH Healthcare, listed in Kuala Lumpur & Singapore)
1998 – 2000	Chief Executive Officer	Gleneagles Intan Medical Center, Kuala Lumpur.
1996 – 1998	Manager	Gleneagles International

Recruitment rules and procedures. The Board had considered their qualifications and was of the opinion that the aforementioned persons have educational qualification, knowledge, capability and experience that will be valuable for the Company and their qualifications meet the requirements under the Stock Exchange of Thailand's and the Company's definition.

The company's securities holdings None

Directly and indirectly in business of None

Forbidden Qualifications Never dishonestly committed an offence against property
Never entered into any transaction which may cause conflict of interest against company during the year

Attendance in the year 2019
1. Board of Directors meeting attendance 9/9 times
2. 2019 Meeting of Shareholders attendance 2/2 times

3. Miss Tanatorn Viddayakorn

Age 28 years
Position Director, Executive Director and Chief Investment Officer
Date of Appointment February 26, 2019 (1 years)
Education/Training Bachelor of Hospitality Management with Real Estate Finance and Revenue Management, Glion Institute of Higher Education, Switzerland. Glion Institute of Higher Education, Switzerland.

Work Experience

January 2020 – Present	Chief Investment Officer	Principal Capital PCL.
November 2019 – Present	Executive Director	Principal Capital PCL.
February 201 – Present	Director	Principal Capital PCL.

Listed Companies None

Non Listed Companies

June 2019 – Present	Director	Wiwatta Clinic Co., Ltd.
2019 – Present	Director	V Management Services Co., Ltd.
2018 – Present	Director	Ratchada Business District Co., Ltd.
2018 - Present	Deputy Chief Administrative Officer	Principal Healthcare Co., Ltd.
2017 – 2018	Manager in Training	Four Seasons Thailand

Recruitment rules and procedures. The Board had considered their qualifications and was of the opinion that the aforementioned persons have educational qualification, knowledge, capability and experience that will be valuable for the Company and their qualifications meet the requirements under the Stock Exchange of Thailand's and the Company's definition.

The company's securities holdings Principal Capital PCL.

Directly and indirectly in business of None

Forbidden Qualifications Never dishonestly committed an offence against property
Never entered into any transaction which may cause conflict of interest against company during the year

Attendance in the year 2019

- | | |
|-----------------------------------------------|-----------|
| 1. Board of Directors meeting attendance | 9/9 times |
| 2. 2019 Meeting of Shareholders attendance | 2/2 times |
| 3. The Executive Committee meeting attendance | 1/1 times |

Information Memorandum of Business Restructuring Plan
Principal Capital Public Company Limited

The Board of Directors' meeting of Principal Capital Public Company Limited (the "**Company**") No., 2/2020 held on 27th February 2020 had the resolution approving the Business Restructuring Plan by Partial Business Transfer (PBT) to a newly incorporated subsidiary (the "**Subsidiary**") for business transfer purpose, which will propose to the shareholders meeting for approval. The details of the Business Restructuring Plan are as follows:

1. Business Restructuring through Partial Business Transfer: PBT

Under the Company's business restructuring plan, in order to achieve the Company's expansion policy in Healthcare Business, the Company will restructure its business through Partial Business Transfer, by transferring hotel and serviced apartment business namely Marriott Executive Apartment Sathorn-Vista ("**Marriott Hotel**"), as well as all assets and liabilities in relation to and used for such business, agreements, licenses, and all relevant personnel relating to such business ("**Partial Business Transfer**") to a newly established subsidiary company (the "**Subsidiary Company**") for the purpose of accepting such transfer of business, of which its 100 percent of shares shall be held by V Brilliant Group Holding Co., Ltd. (a subsidiary company which the Company holds 100 percent of shares), resulting the Subsidiary Company be an indirect subsidiary company of the Company.

In this regard, the Company shall submit for the exemption of Value Added Tax, Specific Business Tax and Stamp Duty in connection with the partial business transfer in accordance with the Royal Decree issued under the Revenue Code, Re: Exemption of Taxes (No. 516), B.E. 2554 (2011) and the Notification of Director-General of Revenue Department, Re: Rules, Procedures and Conditions on the Partial Business Transfer of the public companies or limited companies, as well as other relevant notifications. (hereinunder referred to as "**PBT Conditions**")

The consideration of such business transfer shall equal to Book Value or Adjusted Book Value or Fair Value or the appraisal value of the independent appraiser approved by the Office of the SEC (as the case may be) in accordance with types of assets and liabilities of the transferred business as of the transfer date and in accordance with the conditions of the partial business transfer. However, the value of the transferred business will depend on the duration which the Partial Business Transfer is conducted. In order to comply with the PBT Conditions, the Net Asset Value of the Subsidiary Company must be not less than the value of the assets and liabilities transferred from the Company on the date the Partial Business Transfer occurred. Hence, the Subsidiary Company will increase its registered capital to be in line with the consideration for the transferred business pursuant to the PBT Conditions, and the V Brilliant Group Holding Co., Ltd. will subscribe all of the Subsidiary Company's ordinary shares offered therefrom.

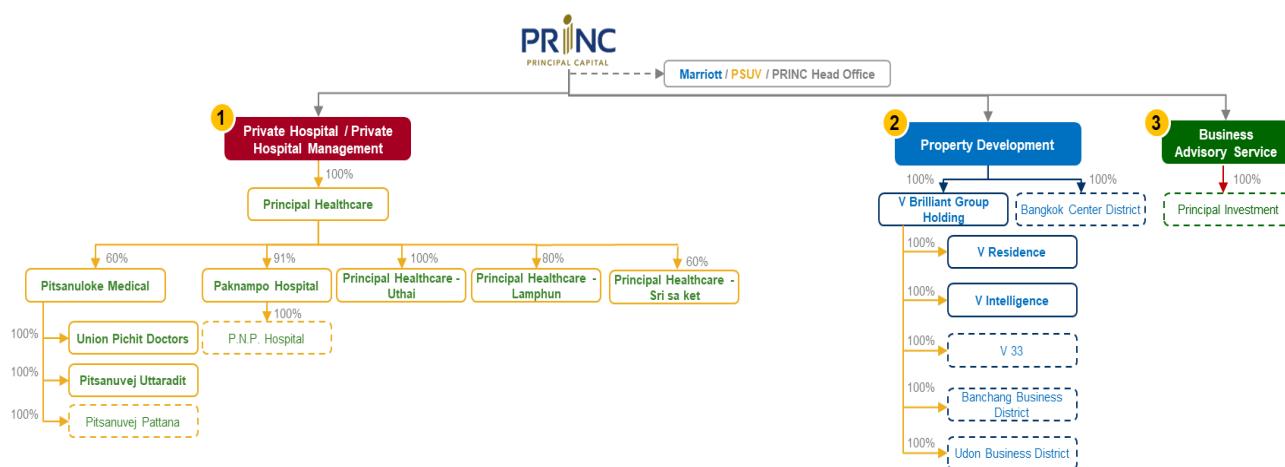
Estimated expenses regarding the Partial Business Transfer which include legal and tax advisor fees, government fee regarding the relevant registration, miscellaneous expenses regarding the Partial Business Transfer's proceeding shall be at approximately Baht 9.7 million.

The Company anticipates that the process of this Partial Business Transfer shall be commenced and completed within the year 2020. In this regard, after the Partial Business Transfer, the Company will maintain its listing status in the Stock Exchange of Thailand by focusing on expanding healthcare business, namely, private hospital business and private hospital management which is the core business

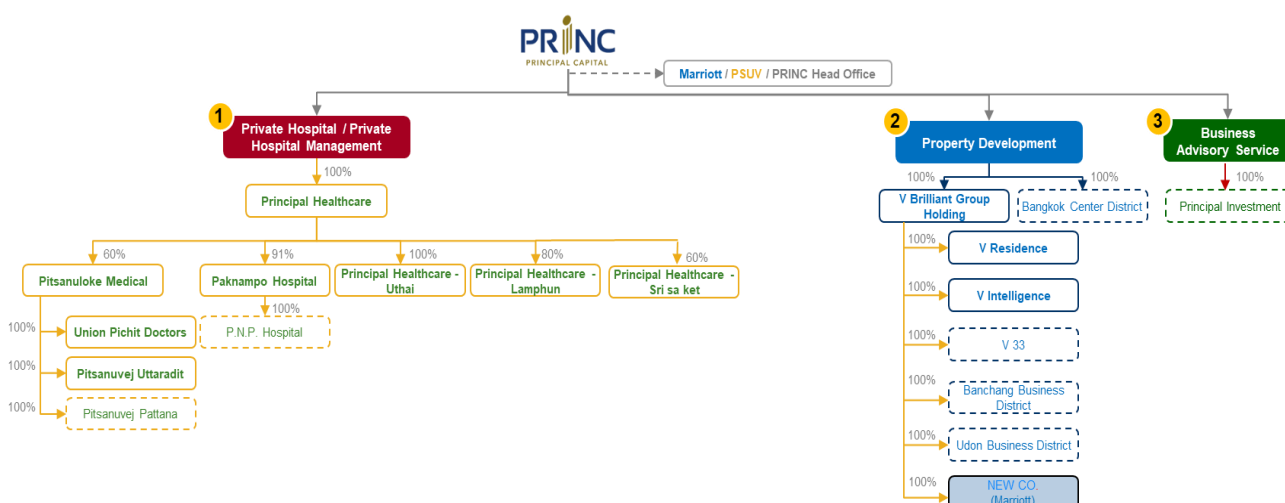
of the Company. The Company will continue its business of property development for rent in form of hotel and service apartment, and full-service office for rent through its subsidiary companies.

2. Flowchart of Structure of Group of Company Pre and Post the Business Restructuring

Current Structure as of 27th February 2020 (Pre-Restructuring)



Post-Structure after the Business Restructuring



3. Details of the Subsidiary Company to be established for acceptance of Partial Business Transfer

Registered Capital:	Initial registered capital shall be at Baht 1 million, divided into 10,000 ordinary shares with a par value of Baht 100 each. To comply with the PBT Rules, the Subsidiary Company's net asset value shall be more than the assets and liabilities to be transferred by the Company as of the transfer date. Therefore, the Subsidiary Company shall increase its registered capital in order to be in accordance with the PBT Rules where V Brilliant Group Holding Co., Ltd. (a subsidiary company which the Company holds 100 percent of shares) shall subscribe the entire increased capital shares.
----------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Shareholders:	V Brilliant Group Holding Co., Ltd. (a subsidiary company which the Company holds 100 percent of shares) shall hold 100% shares in the Subsidiary Company, and to comply with the applicable laws, another 3 executives shall hold 1 share each.
Objectives:	To operate hotel and services apartment business.

4. Principles and Rational for business restructuring

The business restructuring is to achieve the Company's strategy plan in relation to clarity of management and operation in each business, to build business sustainability and continuous growth, to enhance business opportunity in expansion, and to increase efficiency in operation and management of the group of the Company, based on the principles and rational as follows:

4.1 For clarity and business risk management

As the group of the Company operates business in various sectors such as private hospital business and private hospital management, real estate development business, information service business and investment consulting business, the business restructuring by transferring business relating to Marriott Hotel business to the Subsidiary Company, held by V Brilliant Group Holding Co., Ltd. will provide more clarity of the business structure. In addition, such business restructuring shall be able to separate and manage risk in each business more effectively, manage risks to comply with the expected remuneration in such business, and to mitigate risk which may occur in the future transaction to be the appropriate level that shall not affect other core business of the Company.

4.2 For business expansion and opportunity in finding partnership or business alliances

The proposed business restructuring shall cause the Company to be more flexible in business expansion in private hospital business and private hospital management business as the core businesses of the Company, and to enhance opportunity in finding new partnership or business alliances either individual, juristic person or financial institution who has interested in or has specific expertise in certain business. As the new partnership or business alliances shall not be required to jointly invest or bear the risks in other business of the group of the Company, it will make the investment become more interesting. The business restructuring shall also increase the ability in business competition and increase remuneration for the shareholders in long-term.

4.3 For increase of efficiency in operation and organization management

The business restructuring will increase efficiency in operation and organization management of the group of the Company to have more flexibility that it shall be able to adjust its operation as deemed appropriate. Besides, it shall also separate risks in each business which would help the organization management become more flexible. The Company can use the financial report of each business, due to the separation, to analyze and follow its financial status, and to improve efficiency.

5. Steps for Business Restructuring

5.1 The Company shall arrange for the 2020 Annual General Meeting of Shareholders on Monday 10 August 2020 to approve the business restructuring by means of Partial Business Transfer, and other actions relating to the business restructuring.

5.2 Upon receipt of the approval from the shareholders' meeting, the Company shall establish the Subsidiary Company for acceptance of the Partial Business Transfer as detailed above, and any further proceed shall be further informed.

5.3 On the transfer date, the Company shall transfer the business in relation to the Marriott Hotel Business, including related assets and liabilities in relation to and used for such business, agreements, licenses and all relevant personnel, for the consideration amount equivalent to Book Value or Adjusted Book Value or Fair Value or the appraisal value of the independent appraiser approved by the Office of the SEC depending on the types of assets and liabilities of the transferred business as discussed with the authorities to be in accordance with the conditions of the partial business transfer. The Company shall cause the Subsidiary Company to increase its registered capital to be not less than the net asset value as of the transfer date in order to comply with the PBT Conditions. By this mean, the Company may apply for exemption of taxations in relation to the transfer of assets relating to the transferred business under the PBT Conditions.

In this regard, the business restructuring in relation to the Partial Business Transfer is expected to be commenced and completed within the year 2020. Upon completion, the Company shall still be the listed company in the Stock Exchange of Thailand, principally focusing on private hospital business and private hospital management business. The Company shall also be operating real estate development for rent business in hotel and serviced apartment, and full-serviced office for rent through the subsidiary companies.

In addition, for facilitating the business restructuring of the group of Company, the Board of Directors' Meeting deemed to propose to the shareholder's meeting for consideration and approval, and for authorizing the Board of Directors, the Executive Committee and/or persons designated by the Board of Directors to:

- (1) Perform all acts relevant to and necessary for the business restructuring by the Partial Business Transfer to the Subsidiary Company which including but not limited to determination or change of the transfer date, determination or changes of the purchase price for Partial Business Transfer, determination or change of the Subsidiary Company's registered capital to be in line with the consideration for the transferred business pursuant to the Rules, Procedures and Conditions on Partial Business Transfer of Public Limited Companies or Limited Companies for Exemption of Taxation as well as other relevant regulations of the Revenue Department;
- (2) Consider, review, adjust the plan and/or steps of Partial Business Transfer as deemed necessary and appropriate for being suitable to the circumstances and for avoidance of any effect that may happen to the Company's business restructuring or for the flexibility of the business restructuring, including to consider annulling the business restructuring by the Partial Business Transfer as deemed appropriate taking into consideration the benefits and impacts therefrom on the Company and shareholders;
- (3) Prepare, negotiate, and/or execute a Partial Business Transfer Agreement and/or any other agreements relating to the business restructuring, including contacting, preparing and signing in an application and/or any documents relevant to the business restructuring through Partial Business Transfer; and submitting the same to the relevant authorities; and
- (4) Perform any other acts necessary for or relevant to the business restructuring in order to achieve the success of business restructuring.

6. Supervision of Businesses and Management

Due to the business restructuring, there shall be the transfer of assets and liabilities in relation to Marriott Hotel Business, including all related personnel to the Subsidiary Company. The Company shall be supervising and prescribing the policy in business operation of the Subsidiary Company where the main executives of the Subsidiary Company shall be the former executives having managed in such business in the Company.

Upon completion of the business restructuring, the supervision and management structure of the Company shall remain unchanged that the Company shall supervise the business operation of the Subsidiary Company by the Board of Directors, executives, and CEO of the Subsidiary Company, appointed by the Company. The Company shall manage the business with transparency in relation to the Corporate Governance and other official related rules and regulations.

The Company may consider adjustment of the supervision and management structure of the Company in the future as deemed necessary and appropriate for business operation in case there is any new business commencement or business strategy plan adjustment.

7. Effects of the Business Restructuring on the financial status and operation results of the Company

The business restructuring by transferring Marriott Hotel Business to the Subsidiary Company shall not affect the financial status and operation results of the Company, as it is the Partial Business Transfer to the Subsidiary Company which the Company holds 100 shares indirectly. Therefore, the financial status and the operation results of the Company shown in the consolidated financial statement after the business restructuring shall not be different from the financial status and the operation results of the Company shown in the consolidated financial statement prior to the business restructuring, except for costs and expenses incurred in connection with the business transfer such as relevant taxes and government fees etc. The business restructuring shall not materially affect the financial status and the operation results of the Company.

8. Effect of the Business Restructuring on the shareholders of the Company

The business restructuring by transferring Marriott Hotel Business to the Subsidiary Company will cause the Company, after the completion of the business restructuring, to be the shareholder indirectly holding all shares in the Subsidiary Company where its shareholding structure remains unchanged. The business restructuring shall not affect the shareholders of the Company.

9. Board of Directors' Opinion in relation to the Transaction

The Board of Directors of the Company views that the business restructuring by transferring Marriott Hotel Business to the Subsidiary Company is for clarity of business sector separation, risk management in each business to be more effective, business sustainability and continuous growth, increase in business operation and management efficiency, and increase in opportunity of business expansion to be in accordance with the business strategy plan of the group of the Company. Such transaction therefore is appropriate and reasonable. The Board of Directors deemed to approve the business restructuring plan through the Partial Business Transfer.

10. Opinion of Audit Committee or other Directors of the Company which is different from the Board of Directors' Opinion

- None -

The Company certifies that this information memorandum is accurate and complete in all respect.

-Signature-

-Signature-

Dr. Satit Viddayakorn
Director

Mr. Veera Srichanachaichok
Director

**Information Memorandum Concerning the Disposition of Assets and
Connected Transaction of Principal Capital Public Company Limited**

The Board of Directors' Meeting of Principal Capital Public Company Limited (the "**Company**" or "**PRINC**") No. 6/2020 held on 26 June 2020 (the "**Board Meeting**") has resolved to propose to the Annual General Meeting of Shareholders for the year 2020 (the "**AGM**") to consider and approve the disposition of assets of the subsidiary of the Company (the "**Asset**") to Miss Satita Viddayakorn ("**Khun Satita**") who is a related person of the Company, at the total purchase price of not exceeding Baht 433,693,837.10 (the "**Purchase Price**"):

- (a) one plot of land together with certain buildings located thereon, having the total area of 30-0-03 rai, located in Chiang Mai province and owned by V33 Company Limited ("**V33**"), a subsidiary of the Company in which the Company indirectly hold its shares through V Brilliant Group Holding Co., Ltd. ("**VB**") ("**Chiang Mai Land**"). In lieu of a direct sale of the land, the Company will dispose such land through the sale of 28,124,998 ordinary shares of V33 which are held by VB, representing approximately 99.99 per cent of V33's total issued and outstanding shares, with a par value of Baht 7.50 per share and Baht 6 paid-up per share, in consideration of the purchase price of not exceeding Baht 176,955,771.44 (or approximately not exceeding Baht 6.29176 per share) and under further condition that after the transfer of V33 shares, Khun Satita shall procure V33 to repay all the amounts owed by it to the Company and/or its subsidiary as of the transfer date of V33 shares to the Company and/or its subsidiary within 30 days from the transfer date of V33 shares, which as of 31 March 2020 accounts for a total of Baht 53,500;
- (b) four plots of land, having the total area of 49-3-93 rai, located in Ang-Thong province and owned by VB, a subsidiary of the Company ("**Ang-Thong Land**"), in consideration of the purchase price of not exceeding Baht 87,274,038.28;
- (c) two plots of land together with certain buildings located thereon, having the total area of 10-0-00 rai, located in Saraburi province and owned by VB, a subsidiary of the Company ("**Saraburi Land**"), in consideration of the purchase price of not exceeding Baht 32,088,166.97; and
- (d) one plot of land, having the total area of 5-3-32.2 rai, located in Udonthani province and owned by Udon Business District Company Limited ("**UBD**"), a subsidiary of the Company in which the Company indirectly hold its shares through VB ("**Udon Thani Land**"). In lieu of a direct sale of the land, the Company will dispose such land through the sale of 12,899,998 ordinary shares of UBD which are held by VB, representing approximately 99.99 per cent of UBD's total issued and outstanding shares, with a par value of Baht 10 per share, in consideration of the purchase price of approximately not exceeding Baht 137,375,860.42 (or approximately not exceeding Baht 10.64929 per share) and under the condition that after the transfer of UBD shares, Khun Satita shall procure UBD to repay all the amounts owed by it to the Company and/or its subsidiary as of the transfer date of UBD shares to the Company and/or its subsidiary within 30 days from the transfer date of UBD shares, which as of 31 March 2020 accounts for a total of Baht 301,952.06.

The key details of the proposed disposition are as follows:

1. Date / Month / Year of the Transaction

VB, a subsidiary of the Company will enter into the proposed disposition of the Assets after the receipt of approval of the meeting of shareholders of the Company which will be held on 10 August 2020. In light of this, it is initially anticipated that if the transaction is approved by the AGM, the proposed disposition will be completed within September 2020.

2. Relevant Parties and their Relationship with the Company

Relevant Parties

Seller: Miss Satita Viddayakorn (“**Khun Satita**”)

Purchaser: V Brilliant Group Holding Co., Ltd. (“**VB**”)

Relationship with the Company

Khun Satita is considered a related person of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Related Party Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Act of Listed Company Concerning the Connected Transactions, 2003 (as amended) (the “**Related Party Transaction Rules**”) as Khun Satita is (1) the Company’s major shareholder, both directly and indirectly via UBS AG HONG KONG BRANCH and Peak Development Holdings Ltd., which collectively hold a total of 1,917,852,143 shares, representing approximately 55.39 per cent of the total issued and outstanding shares of the Company; (2) the daughter and a concert party of Dr. Satit Viddayakorn, a director and major shareholder the Company; and (3) a concert party of Peak Development Holdings Ltd., a shareholder of the Company.

3. General Characteristic of the Transactions

VB, a subsidiary of the Company will enter into the proposed disposition of the following assets with Khun Satita who is a related person of the Company, at the total purchase price of not exceeding Baht 433,693,837.10. In this regard, Khun Satita will make a one-time repayment of the Purchase Price in full within the date on which the Assets are transferred to Khun Satita and/or registered for the ownership transfer with the relevant authority:

- (a) Chiang Mai Land owned by V33, and in lieu of a direct sale of the land, the Company will dispose such land through the sale of 28,124,998 ordinary shares of V33 shares which are held by VB, representing approximately 99.99 per cent of V33’s total issued and outstanding shares, with a par value of Baht 7.50 per share and Baht 6 paid-up per share, in consideration of the purchase price of not exceeding Baht 176,955,771.44 (or approximately not exceeding Baht 6.29176 per share) and under further condition that after the transfer of V33 shares, Khun Satita shall procure V33 to repay all the amounts owed by it to the Company and/or its subsidiary as of the transfer date of V33 shares to the Company and/or its subsidiary within 30 days from the transfer date of V33 shares, which as of 31 March 2020 accounts for a total of Baht 53,500;
- (b) Ang-Thong Land owned by VB, in consideration of the purchase price of not exceeding Baht 87,274,038.28;
- (c) Saraburi Land owned by VB, in consideration of the purchase price of not exceeding Baht 32,088,166.97; and
- (d) Udon Thani Land owned by UBD, which in lieu of a direct sale of the land, the Company will dispose such land through the sale of 12,899,998 ordinary shares of UBD which are held by VB, representing approximately 99.99 per cent of UBD’s total issued and outstanding shares, with a par value of Baht 10 per share, in consideration of the purchase price of not exceeding Baht 137,375,860.42 (or approximately not exceeding Baht 10.64929 per share) and under the condition that after the transfer of UBD shares, Khun Satita shall procure UBD to repay all the amounts owed by it to the Company and/or its subsidiary as of the transfer date of UBD shares to the Company and/or its subsidiary within 30 days from the transfer date of UBD shares, which as of 31 March 2020 accounts for a total of Baht 301,952.06.

In this connection, the disposition of the foregoing plots of land is considered the exercise of the Company’s rights under the Share Sale and Purchase Agreement in respect of shares in VB entered into

between Khun Satita and the Company dated 8 September 2016 (the “SPA”) and in accordance with additional agreements between such parties. Pursuant to the SPA, in the event that the Company or its subsidiaries do not wish to develop any project on the foregoing plots of land, the Company or its subsidiaries have the right to sell either one or all of such plots of land back to Khun Satita (“**Right To Sell Back**”) pursuant to the agreed conditions under the SPA (please refer to further details regarding the transaction size calculations and payment in item 5 and item 6 below) within three years from the transfer date of VB shares. Such three-year period, however, has already expired and the parties have agreed to further extend such exercise period (together with extending the relevant promissory notes issued by the Company to Khun Satita under the SPA) to 31 December 2020. In this regard, Khun Satita agrees to make a one-time repayment of the Purchase Price in full within the date on which the Assets are transferred to Khun Satita and/or registered for the ownership transfer with the relevant authority, by (a) endorsing and delivering four promissory notes which the Company has issued to Khun Satita pursuant to the SPA (the “**Promissory Notes**”) in a total amount of Baht 390,068,100, with interests accrued thereon at the rate of 1.75 per annum to VB instead of paying the Purchase Price in cash, such mechanism being considered a transfer of Khun Satita’s right to claim for the debts under the Promissory Notes VB and thus, the Company will not be required to use its own cash for the repayment of its debts under the Promissory Notes to Khun Satita and can utilise such cash for further expansion of its healthcare business which is currently its main business; and (ii) making payment in cash in the total amount of Baht 16,474,826.40 (which is equivalent to the cash balance of V33 less related expenses as detailed in item 6 below). In addition, Khun Satita undertakes to be solely responsible for the land transfer fees, fees, special business tax, other expenses relating to the transfer of land and taxes incurred in respect of the Company and/or its subsidiaries in connection with the resale of the Assets (if any). However, in the event that the Company or its subsidiaries do not exercise their Right to Sell Back such plots of land to Khun Satita within the end of December 2020, the Company will be required to repay its debts under the Promissory Notes together with the interest at the rate of 1.75 per cent per annum accrued thereon, which will be due and payable on 31 December 2020, to Khun Satita in accordance with the terms of the Promissory Notes and the SPA.

In light of this, it is initially anticipated that if the transaction is approved by the AGM, the proposed disposition will be completed within September 2020. The entry into this transaction will result in both V33 and UBD being ceased to be the subsidiaries of the Company.

3.1 Disposition of Assets

This proposed disposition is considered a disposition of material assets pursuant to the Notification of the Capital Market Supervisory Board Notification No. TorJor. 20/2551 entitled Rules on the Entering into Material Transactions Deemed as the Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of the Listed Company Concerning the Acquisition or Disposition of Assets, 2004 (as amended) (the “**Major Transaction Rules**”), with details of the calculation of the transaction size in accordance with relevant basis as follows:

1. Net Tangible Asset Value Basis

Net Tangible Asset Value (Unit: Baht)	V33	UBD
	31 March 2020	
Proportion of the disposition of shares ¹	99.99 %	99.99 %
Net tangible asset value	180,704,399	128,449,796
Net tangible asset value of the Company	6,761,980,486	6,761,980,486
Transaction size calculated based on net	2.67 %	1.90 %

Net Tangible Asset Value (Unit: Baht)	V33	UBD
	31 March 2020	
tangible asset value basis		
Transaction size	4.57 %	

^{/1} The calculation according to the net tangible asset value basis is based only on the disposition of V33 shares and UBD shares as the disposition of the Chiang Mai Land, Ang-Thong Land and Saraburi Land is not considered as disposition of security.

2. Total Value of Consideration Basis

Total Value of Consideration (Unit: Baht)				
	V33	UBD	Ang-Thong Land	Saraburi Land
Value of total transaction	176,955,771.44	137,375,860.42	87,274,038.28	32,088,166.97
Obligation to pay to the Company and its subsidiary	53,500 ^{/1}	301,952.06 ^{/2}	-	-
Total value of the Company's asset	14,867,324,727	14,867,324,727	14,867,324,727	14,867,324,727
Transaction size calculated based on total value of consideration basis	1.19 %	0.93 %	0.59 %	0.22 %
Transaction size	2.92 %			

^{/1} Total consideration value includes V33's obligations owed to the Company and/or its subsidiary as the disposition of investment in V33 will result in V33 being ceased to be a subsidiary of the Company. As of 31 March 2020, V33 has an obligation to pay to the Company (after the adjustment to set off the loans and interest accrued thereon which VB has an obligation to pay to V33 against the proceed from V33's capital decrease payable to VB of Baht 131,250,000 as of 1 May 2020) in the total amount of Baht 53,500, which comprises project management fees plus value added tax. However, if as of the transfer date of V33 shares, V33 has any obligation to the Company and/or its subsidiary, Khun Satita shall procure V33 to repay all the amounts owed by it to the Company and/or its subsidiary within 30 days from the transfer date of V33 shares.

^{/2} Total consideration value includes UBD's obligations owed to the Company's subsidiary as the disposition of investment in UBD will result in UBD being ceased to be a subsidiary of the Company. As of 31 March 2020, UBD has an obligation to pay to a subsidiary of the Company in the total amount of Baht 301,952.06 comprising Baht 300,000 loan from VB and the interest accrued thereon of Baht 1,952.06. However, if as of the transfer date of UBD shares, UBD has any obligation to the Company and/or its subsidiary, Khun Satita shall procure UBD to repay all the amounts owed by it to the Company and/or its subsidiary within 30 days from the transfer date of UBD shares.

3. Net Profit Basis

Unable to calculate since the Company has reported net loss from operations for the past four quarters.

4. Value of Issued Equity Basis

There is no issuance of any shares for settlement purpose.

Based on the calculation of the above transaction size in accordance with various calculation methods prescribed under the Major Transaction Rules and the consolidated financial statements of the Company for the three-month period ended 31 March 2020 reviewed by the Company's auditor, the transaction size is of the highest value when calculated in accordance with the net tangible asset value basis, which equals 4.57 per cent of the total net tangible assets of the Company and its subsidiaries. In this connection, the Company has not entered into any previous disposition during the six-month period prior to this disposition. The transaction is therefore classified as the transaction having a total value of less than 15 per cent. Thus, this transaction falls under the approval authority of the Board of Directors of the Company and the Company is neither required to prepare and disclose the information memorandum regarding the acquisition and disposition of assets to the SET nor to obtain any approval from its shareholders as prescribed under the Major Transaction Rules. However, the Board of Directors' Meeting deems it appropriate to propose to the AGM to also consider and approve the disposition of assets under the Major Transaction Rules, pursuant to which the Company shall prepare and disclose to the SET the information memorandum and undertake any other necessary actions in the similar manner as those required in respect of a Class 1 Disposition Transaction pursuant to the Major Transaction Rules, namely arranging for an independent financial advisor to provide its opinion on the disposition transaction to the shareholders and convening a general meeting of shareholders to approve the entry into such transaction. In light of this, the Company has appointed Sage Capital Limited to be the independent financial advisor providing its opinion on the proposed disposition of assets for consideration by the shareholders.

3.2 Connected Transaction

As Khun Satita is (1) the Company's major shareholder, both directly and indirectly via UBS AG HONG KONG BRANCH and Peak Development Holdings Ltd., which collectively hold a total of 1,917,852,143 shares, representing approximately 55.39 per cent of the total issued and outstanding shares of the Company; (2) the daughter and a concert party of Dr. Satit Viddayakorn, a director and major shareholder the Company; and (3) a concert party of Peak Development Holdings Ltd., a shareholder of the Company, she is considered a related person of the Company and thus, the proposed disposition is considered a connected transaction pursuant to the Related Party Transaction Rules. Further details of the calculation of the transaction size are set out below.

Net Tangible Asset Value Basis

Net Tangible Asset Value	Unit: Baht
Total value of the disposition of V33 shares	176,955,771.44
V33's obligation to pay to the Company and/or the Company's subsidiary ¹	53,500
Total value of the disposition of UBD shares	137,375,860.42
UBD's obligation to pay to the Company's subsidiary ²	301,952.06
Total value of the disposition of Ang-Thong Land	87,274,038.28
Total value of the disposition of Saraburi Land	32,088,166.97
Net tangible asset value of the Company as of 31 March 2020	6,761,980,486.00
Transaction size calculated based on net tangible asset value basis	6.42 %

¹ Total consideration value includes V33's obligations owed to the Company and/or its subsidiary as the disposition of investment in V33 will result in V33 being ceased to be a subsidiary of the Company. As of 31 March 2020, V33 has an obligation to pay to the Company in the total amount

of Baht 53,500, which comprises project management fees plus value added tax. However, if as of the transfer date of V33 shares, V33 has any obligation to the Company and/or its subsidiary, Khun Satita shall procure V33 to repay all the amounts owed by it to the Company and/or its subsidiary within 30 days from the transfer date of V33 shares.

- ^{2.} Total consideration value includes UBD's obligations owed to the Company's subsidiary as the disposition of investment in UBD will result in UBD being ceased to be a subsidiary of the Company. As of 31 March 2020, UBD has an obligation to pay to a subsidiary of the Company in the total amount of Baht 301,952.06 comprising Baht 300,000 loan from VB and the interest accrued thereon of Baht 1,952.06. However, if as of the transfer date of UBD shares, UBD has any obligation to the Company and/or its subsidiary, Khun Satita shall procure UBD to repay all the amounts owed by it to the Company and/or its subsidiary within 30 days from the transfer date of UBD shares.

When considering the size of the proposed disposition the Related Party Transaction Rules and based on the consolidated financial statements of the Company for the three-month period ended 31 March 2020 reviewed by the Company's auditor, the transaction size equals 6.42 per cent of the total net tangible assets of the Company and its subsidiaries, which is more than three per cent of the total net tangible assets of the Company and its subsidiaries. In this connection, the Company has not entered into any previous related party transaction during the six-month period prior to this disposition. Based on the foregoing, the Company is therefore obliged to prepare an information memorandum concerning the connected transaction and disclose it to the SET, appoint an independent financial advisor to provide an opinion regarding the connection transaction to the shareholders as well as convene a general meeting of shareholders to approve the entry into such transaction. In light of this, the Company has appointed Sage Capital Limited to be the independent financial advisor providing its opinion on the connected transaction for consideration by the shareholders.

4. Details of the Disposed Assets

4.1 V33 Company Limited ("V33")

- | | | |
|----------------------------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) Name of the Company | : | V33 Company Limited |
| b) Address | : | 23rd Floor, Bangkok Business Center Building, No. 29, Soi Sukhumvit 63, Sukhumvit Road, Khlongton Nua Sub-District, Wattana District, Bangkok 10110 |
| c) Date of incorporation | : | 13 October 2014 |
| d) Nature of Business | : | Property Development |
| e) Capital Structure | : | As of 8 June 2020, the registered capital was Baht 210,937500, divided into 28,125,000 ordinary shares with par value of Baht 7.50 per share (Baht 6 paid-up per share). |
| f) Percentage of shares held by the Company prior to the disposition | : | 99.99% (the Company indirectly holds V33 shares through VB, a subsidiary of the Company in which the Company holds 99.99 per cent of its capital) |
| g) No. of shares to be disposed | : | 28,124,998 shares |

h) Shares held by the Company after to the disposition None

i) List of shareholders As of 8 June 2020

	Names	No. of Shares	% of Total Shares
1.	V Brilliant Group Holding Co., Ltd.	28,124,998	99.99
2.	Miss Monticha Atchapan	1	0.00
3.	Miss Satita Viddayakorn	1	0.00
	Total	28,125,000	100.00

j) Directors As of 8 June 2020, the Board of Directors comprises:

1. Dr. Satit Viddayakorn
2. Mr. Veera Srichanachaichok
3. Miss Preeyaporn Apiwatwittaya
4. 3Miss Satita Viddayakorn

k) Investment in subsidiaries None

l) Financial information Book value per share as of 31 March 2020 equals Baht 6.42 per share

Profit and Loss Statement (Unit: million Baht)	2018	2019	Q1/2020
Interest income	3.55	3.55	0.88
Management expense	(1.01)	(1.02)	(0.24)
Profit before income tax	2.54	2.53	0.64
Income tax	(0.51)	(0.51)	(0.13)
Net profits	2.03	2.02	0.51

Balance Sheet (Unit: million Baht)	2018	2019	Q1/2020
Cash and cash equivalents	2.67	3.39	3.18
Payable from purchase of shares	0	0	(131.25)
Short-term loan to related parties	154.61	156.08	156.96
Other current assets	0.10	0.14	0.15
Investment property	150.00	150.00	150.00

Building and equipment - net	2.41	2.28	2.24
Total assets	309.79	311.89	181.28
Other payables	0.12	75.10	0.11
Income tax payable	0.25	0.34	0.47
Other current liabilities	0	0	0
Total liabilities	0.37	75.44	0.58
Paid-up capital	300.00	225.00	168.75
Retained earnings	9.42	11.44	11.44
Net profits for the period	0	0	0.51
Total shareholders' equity	309.42	236.44	180.70
Book value per share (Baht)	6.19	6.31	6.42

m) Main Asset

:

Chiang Mai Land	
Location	Unnamed alley, Mae-rim – Sameung Road (TL.1096), Tumbol Rim Tai, Amphoe Mae-rim, Chiang Mai Province
Description of Asset	One title deed of a plot of quasi-vacant land with the total area of 30 rai 0 ngan 3.0 sq. w. (12,003 sq.w.) together with five buildings comprising a two-storey residential building, a parking and storage building, a shelter, a two-storey wooden house and an open-space building with a roof located thereon
Title Deed	One title deed No. 229
Owner before transaction	V33 Company Limited
Appraisal Method	By market comparable approach for public purpose
Appraisal Value	Baht 120,000,000
Date of Appraisal	20 February 2020
Appraised By	KnightFrank Charter (Thailand) Company Limited
Encumbrances	None
Relevant laws	Asset is in the yellow zone which can be developed for lightly- populated residential use.

4.2 Ang-Thong Land and Saraburi Land owned by VB

Plots of land in Ang-Thong	
Location	Asia Road (TL.32) Km. 54+800, Tumbol Talardkruad, Amphoe Muang Ang-Thong, Ang-Thong Province
Description of Asset	Four title deeds of the plots of vacant land with the total area of 49 rai 3 ngan 93 sq.w. (19,993 sq.w.)
Title Deed	Four title deed Nos. 254, 259, and 7322-7323
Owner before transaction	V Brilliant Group Holding Company Limited
Appraisal Method	By market comparable approach for public purpose
Appraisal Value	Baht 82,600,000
Date of Appraisal	20 February 2020
Appraised By	KnightFrank Charter (Thailand) Company Limited
Encumbrances	None
Relevant laws	Asset is in the purple zone which can be developed for industrial and warehouse use

Plots of land in Saraburi	
Location	Muaklek-Wangmuang Road (TL.2089), Tumbol Muaklek, Amphoe Muaklek, Saraburi Province
Description of Asset	Two title deeds of the plots of quasi-vacant land with the total area of 10 rai (4,000 sq.w.) together with a 1-storey residential building located thereon
Title Deed	Two title deed Nos. 18485 and 19957
Owner before transaction	V Brilliant Group Holding Company Limited
Appraisal Method	By market comparable approach for public purpose
Appraisal Value	30,000,000 Baht
Date of Appraisal	20 February 2020
Appraised By	KnightFrank Charter (Thailand) Company Limited
Encumbrances	None
Relevant laws	Asset is in the green zone with brown frame and diagonal lines, which can be developed for agriculture

4.3 Udon Business District Company Limited (“UBD”)

- a) Name of the Company : Udon Business District Co., Ltd.
- b) Address : 23rd Floor, Bangkok Business Center Building, No. 29, Soi Sukhumvit 63,

Sukhumvit Road, Khlongton Nua Sub-District, Wattana District, Bangkok 10110

- c) Date of incorporation : 7 March 2018
- d) Nature of Business : Property Development
- e) Capital Structure : As of 13 February 2020, the registered capital was Baht 129,000,000, divided into 12,900,000 ordinary shares with par value of Baht 10 per share.
- f) Percentage of shares held by the Company prior to the disposition : 99.99%(the Company indirectly holds UBD shares through VB, a subsidiary of the Company in which the Company holds 99.99 per cent of its capital)
- g) No. of shares to be disposed : 12,899,998 shares
- h) Shares held by the Company after to the disposition : None
- i) List of shareholders : As of 13 February 2020

	Names	No. of Shares	% of Total Shares
1.	V Brilliant Group Holding Co., Ltd.	12,899,998	99.99
2.	Mr.Veera Srichanachaichok	1	0.00
3.	Mr.Satit Viddayakorn	1	0.00
	Total	12,900,000	100.00

- j) Directors : As of 13 February 2020, the Board of Directors comprises:
1. Dr. Satit Viddayakorn
 2. Mr. Veera Srichanachaichok
 3. Miss Preeyaporn Apiwatwittaya
- k) Investment in subsidiaries : None
- l) Financial information : Book value per share as of 31 December 2019 equals Baht 9.96 per share

Profit and Loss Statement (Unit: million Baht)	2018	2019	Q1/2020
Revenue from sale	0	0	0
Cost of Sale	(0.43)	(0.12)	0
Gross profit	0	0.12	0
Net profit (loss)	(0.43)	(0.12)	0

Balance Sheet (Unit: million Baht)	2018	2019	Q1/2020
Cash and cash equivalents	0.11	0.30	0.29
Investment property - net	128.50	128.50	128.50
Total assets	128.61	128.80	128.79
Account payables	0.04	0.04	0.04
Loan from related parties	0	0.30	0.30
Other liabilities	0	0	0
Total liabilities	0.04	0.34	0.34
Paid-up capital	129.00	129.00	129.00
Retained earnings	(0.43)	(0.55)	(0.55)
Total shareholders' equity	128.57	128.45	128.45
Book value per share (Baht)	9.97	9.96	9.96

m) Main Asset

: Comprising 17 subplots of land having total area of 5 rai 3 ngan 35.2 sq.w. (2,355.20 sq.w.), with details below

Udonthani Land	
Location	Suppakitjanya road, Tumbol Mark Khaeng, Amphoe Muang Udon Thani, Udon Thani Province
Description of Asset	17 title deeds of the connected plots of vacant land with the total area of 5 rai 3 ngan 35.2 sq. w. (2,335.20 sq.w.)
Title Deed	17 title deeds Nos. 252, 1913, 7319-7320, 9154, 24049, 29818-29819, 34600, 34603, 35424, 35770, 35772, 202599-202602
Owner before transaction	Udon Business District Company Limited
Appraisal Method	By market comparable approach for public purpose
Appraisal Value	Baht 87,600,000
Date of Appraisal	20 February 2020
Appraised By	KnightFrank Charter (Thailand) Company Limited
Encumbrances	None
Relevant laws	located in the orange zone, the moderately populated area, which can be developed for residential

5. Total Value of Consideration and Payment

The total consideration value for the disposition of Asset equals to not exceeding Baht 433,693,837.10. In this connection, Khun Satita will make a one-time repayment of the Purchase Price in full within the date on which the Assets are transferred to Khun Satita and/or registered for the ownership transfer with the relevant authority, by (a) endorsing and delivering four promissory notes which the Company has issued to Khun Satita pursuant to the SPA, which the Company and Khun Satita agreed to extend the Promissory Notes to 31 December 2020, in a total amount of Baht 390,068,100 with interests accrued thereon at the rate of 1.75 per annum to VB instead of paying the Purchase Price in cash, such mechanism being considered a transfer of Khun Satita's right to claim for the debts under the Promissory Notes to VB and thus, the Company will not be required to use its own cash for the repayment of its debts under the Promissory Notes to Khun Satita and can utilise such cash for further expansion of its healthcare business which is currently its main business; and (ii) making payment in cash in the total amount of Baht 16,474,826.40.

6. Basis for Determination of the Value of Consideration

The basis for determining the total considerations for the proposed disposition is based on the terms and conditions of the SPA in relation to the Right to Sell Back the plots of land owned by the Company and/or its subsidiaries and the additional agreement between the Company and Khun Satita concerning V33 shares price. In light of this, the total value of consideration equals to (i) the acquisition cost of such plots of land plus carrying cost at the rate of 1.75 per cent per annum throughout the period starting from the date of the sale and purchase of VB shares until the date on which the Assets are transferred to Khun Satita and/or registered for the ownership transfer; plus (ii) the cash balance of V33 which is of a material value, with details as follows:

Nos.	Owner	Location	Acquisition Cost (1)	Carrying Cost ¹ (2)	Buy Back Price (1)+(2)	Cash Balance
(1)	VB	Ang-Thong	81,594,600.00	5,679,438.28	87,274,038.28	-
(2)	VB	Saraburi	30,000,000.00	2,088,166.97	32,088,166.97	-
(3)	V33	Chiang Mai	150,037,500.00	10,443,445.04	160,480,945.04	16,474,826.40 ²
(4)	UBD	Udon Thani	128,436,000.00	8,939,860.42	137,375,860.42	-
			390,068,100.00	27,150,910.07	417,219,010.70	16,474,826.40
Total Value			433,693,837.10			

¹ Carrying period calculated from 10 October 2016 (i.e. the date of the sale and purchase of VB shares) to 30 September 2020 (i.e. the expected completion date of the disposition of Asset) which equals 1,452 days of holding period.

² Cash balance of V33 calculated from the cash balance as of 15 June 2020, totaling Baht 17,141,062.69 less expenses, totaling Baht 666,236.29 comprising (i) management fee which V33 shall pay to the Company for the period of 5 months from May 2020 to September 2020, in the amount of Baht 53,500 per month (plus value added tax), totaling Baht 267,500; (ii) monthly expenses for maintenance of Chiang Mai Land such as maintenance personnel, water supply fee, electricity fee, and miscellaneous expenses for the period of 4 months from June 2020 to September 2020, in the amount of Baht 15,000 per month, totaling Baht 60,000; and (iii) corporate tax payable for 2019 of V33 in the amount of Baht 338,736.29.

7. Value of the Assets Disposed

The total value of the assets to be disposed by the Company is not exceeding Baht 433,693,837.10. In light of this, the Company has appointed Sage Capital Limited to be the independent financial advisor providing its opinion on the fair value of the disposed assets.

8. The Expected Benefits on the Company

Due to the change in the Company's policy concerning the conducts of its business, i.e. from operating property development business to healthcare business, together with the corresponding cessation of its business expansion in respect of new real estate development projects and rapid expansion on its healthcare business, the Company (by the Executive Committee of the Company) has considered the utilisation of the Assets in light of the policy to maintain an ownership of the plots of land which have the capacity to be used for developing healthcare business, while exercising the Right to Sell Back the plots of land which have no adequate capacity or suitability to be developed for operating healthcare business, to Khun Satita in accordance with the terms of the SPA. Based on the additional studies of the Assets pursuant to the policy above, the Board of Directors viewed that (a) only Udon Thani Land has the capacity to be developed for operating healthcare business and may be developed as hospital, nevertheless, due to the area size limitation, if such plot of land will be developed as hospital, co-operation with the nearby hospital will be required, in which case the Company viewed that there is a relatively low chance in acquiring such hospital business at a reasonable price for the assembly with the land above for the purpose of developing the hospital business in the future; (b) whilst the Chiang Mai Land could be utilised for the construction of a hospital pursuant to the relevant Ministerial Regulations concerning Comprehensive Plan, its location is relatively far from the community area and therefore is not suitable for any development at present; and (c) the Ang-Thong Land and Saraburi Land could not be utilised for the construction of a hospital pursuant to the related Ministerial Regulations concerning Comprehensive Plan. Based on the above reasons, the proposed disposition of the Assets and the extension of the Right to Sell Back and the Promissory Notes to 31 December 2020 in order to proceed with the Company's objectives in the proposed disposition of the Assets will help the Company to operate its business in accordance with the policy above and in light of this, the Company will not be required to use its own cash for the repayment of its debts under the Promissory Notes which were issued by the Company to Khun Satita and can utilise such cash for further expansion of its healthcare business in which it has expertise under its business operation policy.

9. Plan on Utilization of Proceeds from the Disposition of Assets

The Company will utilise the cash proceeds from the proposed disposition of the Assets as its working capital and for the expansion of its hospital and medical services provider businesses which are the main businesses that the Company has expertise, such plan being in accordance with the Company's current business operation policy. As for the payment of the Purchase Price, Khun Satita will make a repayment by endorsing and delivering Promissory Notes instead of paying the Purchase Price in cash. The foregoing mechanism will be considered a transfer of Khun Satita's right to claim for the debts under the Promissory Notes to the subsidiary of the Company. In light of this, the Company will not be required to use its own cash for the repayment of its debts under the Promissory Notes to Khun Satita and can utilise such cash for further expansion of its healthcare business which is currently its main business.

10. Directors Having Interest and/or Being Related Persons who did Not Attend and Vote at the Meeting

Names	Position
1. Dr. Pongsak Viddayakorn	Director
2. Dr. Satit Viddayakorn	Director
3. Miss Tanatorn Viddayakorn	Director

In light of this, the directors having conflict of interests above did not attend and vote at the Board Meeting in respect of the agenda concerning the disposition of Assets which is a connected transaction.

11. **Opinion of the Company's Board of Directors on the Entry into the Transaction**

The Board of Directors (excluding non-interested directors) has considered and viewed that the entry into the proposed transaction is in accordance with the business operation policy of the Company which has moved from Property Development sector to Hospital sector, such sector currently being the main business in which the Company has expertise. In addition, the entry into the proposed transaction and the transaction conditions are appropriate and reasonable, which would be beneficial to the Company. When considering the audit and appraisal report prepared by Knight Frank Chartered (Thailand) Co., Ltd, an independent appraiser hired by the Company to evaluate the price of lands, the lands do not have potential or suitability for development as hospital and medical service business which currently are the main business of the Company. Further, it is revealed from an appointment of Nexus Property Agency Co., Ltd., a third party who is not related to the Company and is hired to act as its agent in the sale of lands that based on the current market condition, it would be quite difficult to sell the Assets and the Company may not be offered with a good price, whereas there has been no favourable response from an offer for sale of such Assets to mall operators for their mall expansion. Moreover, the disposition of the Assets is in accordance with the conditions regarding the Right to Sell Back the Assets under the SPA, which was approved by the Extraordinary General Meeting of shareholders No. 1/2016 and the disposition of the Chiang Mai Land and Udon Thani Land through the sale of V33 and UBD shares pursuant to the letters of intent from Khun Satita requesting to purchase shares of V33 and UBD (each such company being the owner of only main asset which is the plot of land located in Chiang Mai province and Udon Thani province respectively with no other business operation) in lieu of a direct disposition of such land to Khun Satita would be beneficial to the Company as it help reduce expenses in management, preparation and audit of financial accounts and/or dissolution and liquidation of V33 and UBD in the future.

12. **Opinion of the Company's Audit Committee which is Different from the Opinion of the Board of Directors**

No member of the Audit Committee has a different opinion from that of the Board of Directors.

13. **Key Conditions Necessary for the Entry into the Transaction**

As the disposition of the Assets is considered a connected transaction pursuant to the Related Party Transaction Rules and a disposition of assets pursuant to the Major Transaction Rules, the Board of Directors' Meeting deems it appropriate to propose to the AGM to also consider and approve the disposition of the Assets. Therefore, the Company shall prepare an information memorandum concerning the disposition of assets and the connected transaction and disclose it to the SET as well as appoint an independent financial advisor to provide an opinion regarding the proposed transaction to the shareholders and convene the EGM to obtain requisite resolutions of the AGM to be held on 10 August 2020 with affirmative votes of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote, excluding those of the interested shareholders which comprise the following persons:

Information as of 10 July 2020

Names	No. of Shares	% of Total Shares ^{/1}
(1) Miss Satita Viddayakorn	498,054,588	14.38
(2) UBS AG Hong Kong Branch	1,262,060,526	36.45
(3) Peak Development Holdings Ltd.	157,737,029	4.56
(4) Dr. Satit Viddayakorn	821,728,800	23.73
(5) Miss Pallapa Viddayakorn	50,124,400	1.45

(6) Miss Tanatorn Viddayakorn	22,985,100	0.66
-------------------------------	------------	------

14. Opinions of Independent Advisor

The Company appointed Knight Frank Chartered (Thailand) Co., Ltd., an appraiser in the approved list of the Office of the Securities and Exchange Commission, as an independent appraiser of the Assets. Knight Frank Chartered (Thailand) Co., Ltd. is not a shareholder of the Company and has no relationship with the Company. In light of this, Knight Frank Chartered (Thailand) Co., Ltd. consents to the disclosure of its opinion in the appraisal report, which was conducted on 20 February 2020. Details of the appraised assets are briefly summarised in item 4 above. In addition, the Company appointed Sage Capital Limited who is approved by the Office of the Securities and Exchange Commission as an independent financial advisor to provide its opinion for the disposition of assets and connected transaction. Details are shown in the independent financial advisor report for the disposition of assets to a related party (Enclosure 6)

15. Information of the Company

Please refer to the Company's profile, business operation, summary of financial statements and results of operation as well as other related information in the attachment 1.

16. Opinion of the Board of Directors on the sufficiency of working capital

As this is a disposition transaction of the Assets of the Company, the sufficiency of working capital is not affected.

17. Pending material lawsuits or claims

-None-

18. Benefits or connected transactions between the Company and its directors, executives, and shareholders holding 10 per cent or more of the Company's shares

Transactions between the Company and its subsidiaries and individuals or juristic persons with conflicts of interests as of 31 December 2019 and 31 March 2020 are as follows:

Individual and Juristic Person with Conflict of Interests/ Type of Business/ Transaction characteristic	Transaction Characteristic	Transaction Value (in Thousand of Baht)			Necessity and Appropriateness of Transaction
		for the year ended 31 December 2020	for the year ended 31 December 2019	for the year ended 31 December 2018	
Bangkok Management Co., Ltd. <u>Nature of Business</u> To operate and lease real estate <u>Relationship</u> Same major shareholders	<u>The Company</u> 1. Service income ⁽¹⁾	150	240	-	General course of business
	2. Trade receivables	54	86	-	General course of business
V Management Services Co., Ltd. <u>Nature of Business</u> To operate hotel, resort and condominium <u>Relationship</u> Same major shareholder	<u>The Company</u> 1. Service income ⁽¹⁾	240	960	960	General course of business
	2. Trade receivables	86	86	86	General course of business
Ratchada Business District Co., Ltd. <u>Nature of Business</u>	<u>The Company</u> 1. Service income ⁽¹⁾	90	360	360	General course of business

Individual and Juristic Person with Conflict of Interests/ Type of Business/ Transaction characteristic	Transaction Characteristic	Transaction Value (in Thousand of Baht)			Necessity and Appropriateness of Transaction
		for the year ended 31 December 2020	for the year ended 31 December 2019	for the year ended 31 December 2018	
To sale and purchase self-owned and non-residential property <u>Relationship</u> Same major shareholder	2. Trade receivables	32	32	32	General course of business
	<u>Principal Healthcare Co., Ltd.</u>				
	1. Short-term loans from related companies	315,500	317,500	441,500	Normal loan condition in business
	2. Accrued interest expense – short-term loans from related companies	34,774	31,416	20,391	Normal loan condition in business
	3. Interest expense ⁽⁴⁾	3,357	22,838	16,273	Normal loan condition in business
Hospital Management Training and Development Institute <u>Nature of Business</u> To provide meeting arrangement services <u>Relationship</u> Same major shareholders	<u>The Company</u>				
	1. Service income ⁽¹⁾	60	360	360	General course of business
	2. Service fee ⁽²⁾	-	77	-	General course of business
	3. Trade receivables	21	32	32	General course of business
	<u>V Residence Co., Ltd</u>				
	1. Service income ⁽¹⁾	-	-	1,172	General course of business
	2. Trade receivables	-	-	452	General course of business
	<u>Principal Healthcare Co., Ltd.</u>				
	1. Service income ⁽¹⁾	-	96	1,083	General course of business
	<u>V Intelligence Co., Ltd.</u>				
1. Revenue from rental ⁽⁵⁾	-	-	12	General course of business	
Service Station Co., Ltd. <u>Nature of Business</u> To provide advice on public relation, planning and event organising <u>Relationship</u> Same major shareholders	<u>The Company</u>				
	1. Service income ⁽¹⁾	150	603	360	General course of business
	2. Service fee ⁽²⁾	-	338	-	General course of business
	3. Trade receivables	53	68	32	General course of business
	4. Trade – accounts payable	-	14	-	General course of business
	<u>V Intelligence Co., Ltd.</u>				
	1. Revenue from rental ⁽³⁾	199	117	186	General course of business

Individual and Juristic Person with Conflict of Interests/ Type of Business/ Transaction characteristic	Transaction Characteristic	Transaction Value (in Thousand of Baht)			Necessity and Appropriateness of Transaction	
		for the year ended 31 December 2020	for the year ended 31 December 2019	for the year ended 31 December 2018		
Wiwatta Clinic Co., Ltd. <u>Nature of business</u> To operate hospital business <u>Relationship</u> Same major shareholders	<u>The Company</u>					
	1. Service income ⁽¹⁾	30	123	120	General course of business	
	2. Trade receivables	11	13	11	General course of business	
Wiwatta Foundation Co., Ltd. <u>Nature of business</u> To provide medical support <u>Relationship</u> Same major shareholders	<u>The Company</u>					
	1. Service income ⁽¹⁾	15	60	60	General course of business	
	2. Trade receivables	5	5	5	General course of business	
Go Green Cleaning Co., Ltd. <u>Nature of business</u> To operate cleaning of hospitals, hotels, buildings and office building business <u>Relationship</u> Same major shareholders	<u>The Company</u>					
	1. Trade – accounts payable	-	807	-	General course of business	
	2. Service fee ⁽²⁾	2,208	2,962	-	General course of business	
	3. Trade receivables	-	-	-	General course of business	
	<u>Paknampo Hospital Co., Ltd.</u>					
	1. Trade receivables	-	3,913	-	General course of business	
	2. Trade – accounts payable	219	219	-	General course of business	
	3. Service fee ⁽²⁾	640	398	-	General course of business	
	4. Revenue from rental ⁽³⁾	195	-	-	General course of business	
	<u>Union Pichit Doctor Co., Ltd.</u>					
	1. Trade – accounts payable	54	143	-	General course of business	
	2. Service fee ⁽²⁾	176	134	-	General course of business	
	<u>Pitsanuloke Medical Co., Ltd.</u>					
	1. Trade – accounts payable	196	254	-	General course of business	
	2. Accrued expense	-	71	-	General course of business	
	3. Service fee ⁽²⁾	528	303	-	General course of business	

Individual and Juristic Person with Conflict of Interests/ Type of Business/ Transaction characteristic	Transaction Characteristic	Transaction Value (in Thousand of Baht)			Necessity and Appropriateness of Transaction
		for the year ended 31 December 2020	for the year ended 31 December 2019	for the year ended 31 December 2018	
	<p><u>Principal Healthcare - Uthai Thani Co., Ltd.</u></p> <p>1. Trade – accounts payable</p> <p>2. Accrued expense</p> <p>3. Service fee⁽²⁾</p> <p><u>Principal Healthcare Co., Ltd.</u></p> <p>1. Trade – accounts payable</p> <p>2. Service fee⁽²⁾</p> <p>3. Trade receivables</p> <p>4. Service income⁽¹⁾</p>	<p>263</p> <p>-</p> <p>736</p> <p>787</p> <p>-</p> <p>32</p> <p>90</p>	<p>258</p> <p>113</p> <p>791</p> <p>807</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p>	<p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p>	<p>General course of business</p> <p>General course of business</p> <p>General course of business</p> <p>General course of business</p> <p>General course of business</p> <p>General course of business</p> <p>General course of business</p> <p>General course of business</p>
<p>Miss Satita Viddayakorn</p> <p><u>Relationship</u></p> <p>Being the Company's major shareholder</p>	<p><u>The Company</u></p> <p>1. Interest expense⁽⁴⁾</p> <p>2. Long-term promissory notes from a related party</p> <p>3. Accrued interest expense -Long-term promissory notes from a related party</p>	<p>2,228</p> <p>510,510</p> <p>31,055</p>	<p>8,934</p> <p>510,510</p> <p>28,828</p>	<p>12,311</p> <p>510,510</p> <p>19,894</p>	<p>Normal loan condition in business</p> <p>Normal loan condition in business</p> <p>Normal loan condition in business</p>

- Remark:**
- ⁽¹⁾ The subsidiaries and related companies hire the Company to provide various services as follows:
for accounting, legal and government affair co-ordination, information technology, human resources, procurement, engineer and other services and etc., service fee charged to the subsidiaries and related companies is at Arm's Length Price, which is similar to those charged to other customers and is the market rate which was reviewed by Dherakupt Law Office Co., Ltd.
- ⁽²⁾ The subsidiaries provide various services to the Company and other subsidiaries as follows:
for management of internal operations support, accounting, finance, human resources, procurement, inventory management, information technology, data analysis and general management and etc., service fee charged to the Company and other subsidiaries are as follows:
- operational fee will be collected monthly, calculated based on income.
 - management fee will be collected quarterly, calculated based on net profit and is the market rate.
- ⁽³⁾ The subsidiaries generated rental income from leasing office space to the Company, subsidiaries and related companies. The rental rate is charged at the standard rate charged to other customers and is the market rate. Such rental rate was reviewed by Dherakupt Law Office Co., Ltd.

⁽⁴⁾ The Company had loans from subsidiaries and related party at the following rate:

- If source of fund comes from cash in hand of the Company/subsidiaries: the interest rate is charged at Bangkok Bank Public Company Limited's 12-month fixed deposit rate for corporate (current rate is 1.375% per annum) plus 1% per annum.
- If source of fund comes from loan from third party: the interest rate is charged at the Company/subsidiaries' cost of debts plus 1% per annum (currently Bangkok Bank Public Company Limited lends to the Company at the rate of MLR-2% per annum),

such interest rate which was reviewed by Dherakupt Law Office Co., Ltd.

19. Summary of material agreements over the past 2 years

As of 31 March 2020, the Company's group had obligations relating to management services with a company of the reputable international hotel chain group, for the purpose of engaging such company to manage the Company's residential building in accordance with relevant contracts. In light of this, the Company's group is obliged to pay relevant fees to its counterparty at the rate prescribed under such contracts. There has been no significant change to the obligations above from the information disclosed as of 31 December 2019 in the financial statements of the Company and for the three-month period ended 31 March 2020.

20. Other information

Conflict of Interest

Although the entry into this proposed disposition of the Assets will be considered a connected transaction between the Company's subsidiary and a related person of the Company as set out above, the SPA contains a provision relating to the non-competition by Khun Satita, which provides that Khun Satita has agreed not to, following the purchase of the Assets back from the Company's subsidiary and throughout the period which she is a major shareholder of the Company, conduct business operation or take any action (including to acquire more than 10 per cent interest of the total share capital of any company) which is deemed to be competent with the businesses of the Company or its subsidiaries or either directly or indirectly create conflicts with the best interest of the Company or its subsidiaries and will utilise such Assets as long as it is not conflict with the non-compete clause in the SPA.

21. Proxy form indicating at least one Audit Committee member as a proxy for the shareholders

Please find the Proxy Form in Enclosure 10 and the information of independent directors whom the Company nominated as proxy in Enclosure 13 of the Invitation to the 2020 Annual General Meeting of Shareholders.

22. The responsibility of the Board of Directors to the Information Memorandum distributed to the shareholders.

The Board of Directors is responsible for the information disclosed in this Information Memorandum as well as in the documents distributed to the shareholders. The Board of Directors has reviewed such information carefully and certifies the correctness and completeness of the information with neither untrue nor distortion message that makes others misunderstood the important matters in this Information Memorandum.

The Company certifies that this information memorandum is accurate and complete in all respect.

-Signature-

-Signature-

Dr. Satit Viddayakorn
Director

Mr. Veera Srichanachaichok
Director

Company Information
Principal Capital Public Company Limited

1. Business overview

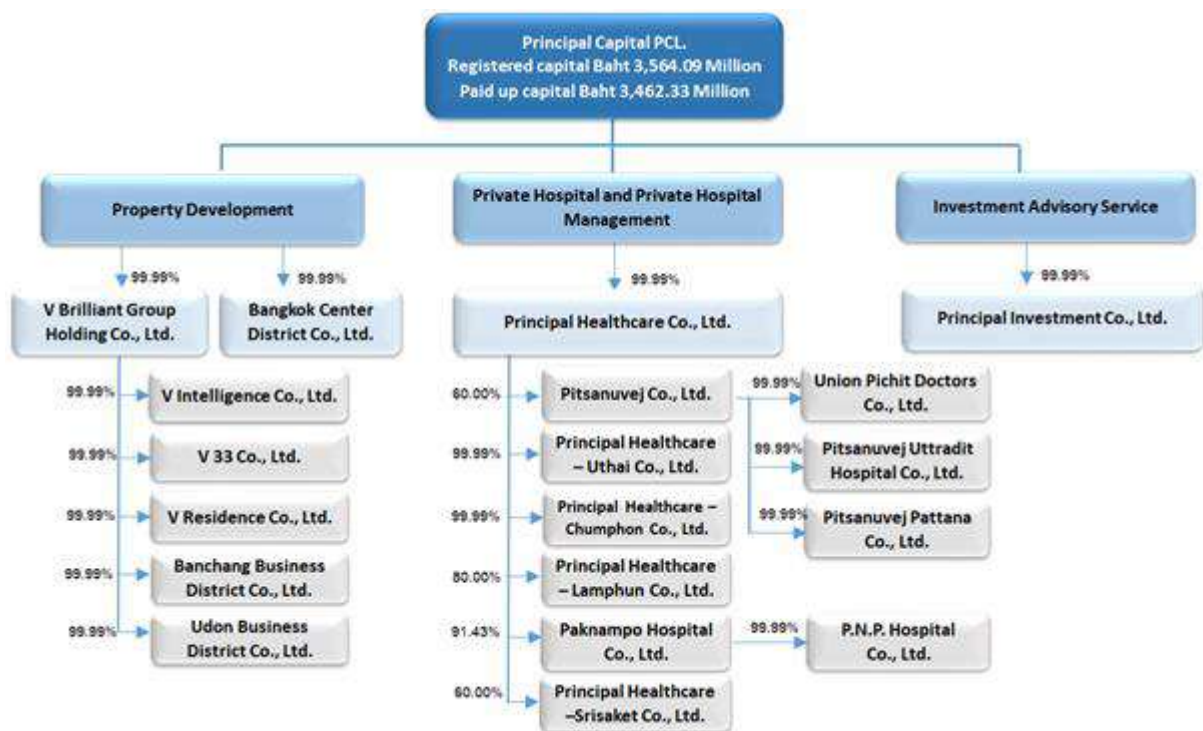
Principal Capital Public Company Limited (“Company”) was originally incorporated in 2000 under the name “Metrostar Property Company Limited” to engage in residential property development business. Later, in 2005, the Company was listed on the Stock Exchange of Thailand. In 2013, following a change in the shareholding structure, the Company was renamed as Principal Capital Public Company Limited.

In 2017, the Company acquired shares of Principal Health Care Company Limited (originally Alliance Medical Asia Company Limited) which was operating a private hospital business, with four network hospitals in three northern provinces. Two other hospitals were acquired in 2018. One was Princ Hospital Suvarnabhumi (originally Piyamin Hospital - which was a large hospital in Samut Prakan Province. The acquisition helped to expand the Company’s hospital network, particularly in Bangkok and nearby provinces. The other was Princ Uthai Thani Hospital, of which operation had been suspended, and the acquisition was for renovation. Therefore, the number of hospitals in the Company network increased to six as at the end of 2018.

Following the acquisitions, the Company’s core business became operating and management of private hospitals, and its sector on the SET was changed from “Property Development” to “Health Care Services”. The Company has been determined to expand the Princ Healthcare Group’s hospital network through building new hospitals, forming joint ventures with alliances, and acquiring existing businesses with good potential for renovation and development to upgrade them in order to offer medical treatment using modern medical technologies. Its aim is to expand the hospital network to cover all the regions of the country, focusing on provinces with no private hospitals but with the demand for medical services. Three more hospitals were added to the network in 2019; namely, Sirivej Lamphun Hospital, which the Company acquired and the business of which was accepted, Princ Uttaradit Hospital in Uttaradit Province which was built entirely by the Company and Princ Uthai Thani Hospital in Uthai Thani Province, of which renovation has been completed and has been in operation since November 2019. In addition, the network is being expanded to the Northeast through a joint venture formed with a local alliance. A new hospital, Princ Sisaket, is being constructed in Sisaket Province and is expected to be completed and to start offering services in 2021. Moreover, the hospital business of Virajsilp Hospital Co., Ltd., which operated a private hospital in Chumphon Province, was acquired. The business transfer was completed on March 2, 2020, marking the increase of the Company’s network hospitals to 10 in 9 provinces.

The Company keeps exploring opportunities in the health industry. According to the National Statistical Office, elderly people constitute 16% of the population. Thailand is expected to become a completely aged society in 2021. Hence, the growth of the number of elderly people signifies a major target group and thus an important business opportunity. The Company has therefore formed a joint venture with the NK Group in order to engage in the elderly care business, expected to commence in 2020 and to generate supplemental revenues on top of medical treatment.

Apart from the private hospital and hospital management businesses, the Company is also engaged in property development business in the category of hi-end residences in prime business locations as well as in the fully integrated office building management business. These are carried out by professionals, operating in a transparent and fair manner in all areas, be it private hospital management, health care, facilities management, sales services, procurement services, and accounting services. The Company also provides office building management services and investment consultancy.



Products and services

The products and services of the Company and its subsidiaries are categorized by business type as follows:

a) Private Hospital Business and Private Hospital Management

- **Private Hospital in Bangkok and peripheral areas**

On February 27, 2018, the Company started to operate a private hospital business under the name “Princ Hospital Suvarnabhumi” (Originally Piyamin Hospital). The Company acquired and has accepted the business transfer of Thai Healthcare Management Organization Co., Ltd. (“THM”), the operator of the hospital, which now has 200 beds and an OPD capacity of 600 patients per day. It is open around the clock and there are specialist clinics as follows:

- | | |
|------------------------------------|-----------------------|
| – Internal Medicine Clinic | – Neurosurgery |
| – Obstetrics and Gynecology Clinic | – Orthopedic surgery |
| – Pediatrics Clinic | – Emergency Center |
| – Geriatric Medical Center | – Endocrine Center |
| – Gastrointestinal Center | – Heart Center |
| – Cancer Center | – Hemodialysis Center |

In December 2019, the Company and Bamrungrad Health Network Co., Ltd. jointly launched the Spine and Joint Center at Princ Hospital Suvarnabhumi, offering excellent services and treatment standards by a specialist team from Bamrungrad Hospital. Modern technologies are applied in the treatment by the Center, depending on the patients’ symptoms.

- **Private hospitals in the provinces**

The Company operates private hospitals in the provinces via Principal Healthcare Co., Ltd. (PRINH), a subsidiary of which 99.99% of the shares are held by the Company. PRINH invested in the group of companies operating private hospitals, with details as follows:

1. Pitsanuvej Hospital

This 150-bed hospital is located in Phitsanulok Province. It has been in operation for 35 years, providing higher-level secondary care service, and is operated by Phitsanuvej Co., Ltd. The JCI (Joint Commission

International) accredited hospital provides 24-hour medical services to both outpatients and inpatients, with specialist clinics as follows:

- Internal Medicine Clinic
- Obstetrics and Gynecology Clinic
- Health Check-up Center
- Child and Adolescent Development Clinic
- Emergency Center
- Dental Center
- Pediatrics Clinic
- Surgical Clinic
- Psychiatric Clinic
- Eye Clinic
- Ear, Nose and Throat Clinic

In addition, it also provides other services, such as radiological examination, heart examination, laboratory examination and Surgery. In 2019, a Rehabilitation Center and a Gastrointestinal and Liver Center were opened in the hospital's new building.

2. Pitsanuvej Pichit Hospital

This hospital is operated by Union Pichit Doctors Co., Ltd. It is a 90-bed hospital which has been in operation since October 15, 1990, and is located in Pichit Province. It provides 24-hour medical services to both outpatients and inpatients. The hospital has specialist clinics as follows:

- Orthopedics and Joint Center
- Health Check-up Center
- Hemodialysis Center
- Internal Medicine Clinic
- Physical Therapy Center
- Diabetes Clinic
- Obstetrics and Gynecology Clinic
- Emergency Center
- Urological Stone Clinic
- CT Scan
- General Surgical Clinic
- Pediatrics Center
- Breastfeeding Clinic

3. Princ Paknampo Hospital 1 and Princ Paknampo Hospital 2

Both hospitals are located in Muang District, Nakorn Sawan Province and are operated by Paknampo Hospital Co., Ltd. (former name: Ten M.D. Nakornsawan Co., Ltd.). Each is a 100-bed hospital accredited by the Healthcare Accreditation Institute (Public Organization). The two high-level secondary hospitals offer 24 hours services to in-patients and out-patients, having specialists and using modern technologies for medical excellence with the focus in patient treatment. With a multidisciplinary team, patients can rest assured of professional specific treatment of their illness. The success award received were achievement of HIMSS Analytics stage 7 – the first hospital in Thailand to have achieve this stage and Hospital Accreditation (HA) of Thailand. The hospitals feature the following Centers and Clinics.

- Emergency Center
- Dental Clinic
- Nephrology Clinic
- Gastrointestinal and Liver Clinic
- ICU
- Internal Medicine Clinic
- Neurology Clinic
- Physical Therapy Department
- Urinary Tract Center
- Medical Check-up Center
- Eye Clinic
- Pediatrics Clinic
- Diagnostic Imaging Center
- Medical Check-up Center
- Cardiovascular Clinic
- Infectious Disease Clinic
- Laboratories
- Orthopedic Clinic
- General Surgery Clinic
- Gynecology and Obstetricians Clinic
- Ear, Nose and Throat Clinic
- Diabetes, Thyroid, and Endocrine Center

4. Pitsanuvej Uttaradit Hospital

Pitsanuvej Uttaradit Hospital, which is operated by Pitsanuvej Uttaradit Hospital Co., Ltd. is a 57-bed hospital located on Pitsanulok-Denchai Highway, Muang District, Uttaradit Province. It was officially opened in March 2019. It features 50 patient rooms, seven individual rooms in the ICU with equipment and ventilators, international standard operation rooms and modern medical equipment, including a high-speed CT scanner, a mammography device, a 4D ultrasound machine, cardiac stress test equipment and echocardiography equipment. Emergency services are also available and are provided by emergency medicine physicians, ready to take care of patients in the locality and nearby provinces such as Sukhothai, Phrae, Nan, as well as neighboring Lao PDR. It has the capability to transfer patients to another network hospital and has medical specialists and clinics as follows:

- Internal Medicine Department
- Obstetrics and Gynecology
- Orthopedics Clinic
- Wards
- Delivery Room and Nursery Department
- Laboratories
- ICU Department
- Surgery Department
- Pediatrics Clinic
- Physical Therapy Department
- Emergency and accident Center
- Surgical Department
- Diagnostic Imaging Department

5. Sirivej Lamphun Hospital

Sirivej Lamphun Hospital Operated by Principal Healthcare – Lamphun Co., Ltd., Sirivej Lamphun Hospital is a 59-bed hospital located on a plot of land with an area of 11 rai. It has been endorsed by the National Health Security Office for treatment of cataracts and osteoarthritis of the knee for gold card holders. It offers 24 hours medical treatment for both in-patients and out-patients, having specialists and clinics as follows:

- Cataract Clinic
- Internal Medicine Department
- Emergency and Accident center
- Weight Loss Center
- Aesthetic Surgery Center
- Varicose Veins Center
- Dental Center

6. Princ Uthai Thani Hospital

Princ Uthai Thani Hospital Operated by Principal Healthcare – Lamphun Co., Ltd., Princ Uthai Thani Hospital is a 59-bed hospital located on a plot of land with an area of 12 rai in Uthai Thani Province. It was officially opened in November 2019 and is ready to offer medical services, as well as check-ups. Its focus is on taking care of trauma patients by its Emergency Center, which is staffed with emergency medicine physicians and specialists. It is fully equipped and is accommodate people in Uthai Thani and nearby provinces, such as Chai Nat and Nakhon Sawan Provinces. It also provides consultations and 24-hour transfers to a network hospital, such as Princ Paknampo Hospital in Nakhon Sawan Province. The hospital features the following specialists and clinics:

- Internal Medicine Department
- Orthopedics Department
- Pediatrics Department
- Wards
- Laboratories
- Emergency Center
- Surgical Department
- ICU Department
- Diagnostic Imaging Department
- Delivery Room and Nursery Department.

Medical Service Capacity

The capacity to serve Out-Patient group (OPD) was evaluated from the availability of room while the capacity to serve In-Patient was evaluated from availability of beds. As of December 31, 2019 the capacity of the hospitals in the Group was as follows:

	Princ Hospital Suvarnabhumi		Pisanuvej Hospital		Sahavej Hospital		Paknampo Hospital	
	2019	2018 (EBT in February 2018)	2019	2018	2019	2018	2019	2018
Number of licensed beds	200	200	150	150	90	90	200	200
Average outpatients per day (persons)	215	309	566	573	150	185	353	336
Revenue (Million Baht)	227.6	206.9	1,200.6	1,160.5	174.8	176.6	530.4	514.3

	Sirivej Lamphun Hospital		Pittsanuvej Uttaradit Hospital		Princ Uthai Thani Hospital	
	2019	2018 (EBT in March 2018)	2019 (Operation in March 2019)	2018	2019 (Operation in November 2019)	2018
Number of licensed beds	59	59	57	-	59	-
Average outpatients per day (persons)	170	237	49	-	24	-
Revenue (Million Baht)	69.4	-	85.9	-	6.9	-

Project of which transfer has just been accepted

The Company set up a subsidiary, Principal Healthcare – Chumphon Co., Ltd., (“PCPN”) to invest in and operate a hospital business in Chumphon Province. The subsidiary acquired and accepted the transfer of the hospital business of Virajsilp Hospital Company Limited (Virajsilp), which had been operating a 100-bed private hospital - Virajsilp Hospital - located in Chumphon Province in the South. PCPN accepted the transfer of the hospital of Virajsilp, including its assets, licenses necessary for operating the hospital, as well as contractual rights and obligations as of the transfer date, and employees wishing to work for PCPN. The acquisition of Virajsilp’s hospital effectively expanded the Company’s hospital network to cover the South, another region of Thailand, thus enhancing growth potential and competitiveness, as well as future revenues. The transfer was completed in March, 2020.

Project under construction

Principal Health Care Company Limited, a subsidiary of the Company, entered into a Joint Venture Agreement with Sisaket Meditech Company Limited, to form a Principal Healthcare - Sisaket Company Limited., in order to engage in a private hospital business in Sisaket Province. The hospital, to be named Princ Sisaket Hospital, will be the first private hospital in the province. The project is currently under construction and is expected to be available for services in Q2/2021.

b) Property Development for Rent

• Hotel/Serviced Apartment

1. Marriott Executive Apartment Sathorn Vista, Bangkok is a five-star hotel and serviced apartments with 187units under management of the Marriott Group. Fully-equipped with facilities and amenities, it provides accommodation services to foreign customers working and traveling in Thailand for short- and long-terms. The property is located in a Central Business District on Sathorn Road near Silom, with an efficient security system.

Marriott Executive Apartment Sathorn Vista, Bangkok													
Business category	One five-star hotel and serviced apartment building												
Location	Sathorn Soi 3 (Suan Plu), S Sathon Rd, Thung Maha Mek, Sathon, Bangkok												
Room types	<table border="1"> <thead> <tr> <th>Type</th> <th>Number of rooms</th> </tr> </thead> <tbody> <tr> <td>1 Bedroom Suite</td> <td>55</td> </tr> <tr> <td>1 Bedroom Executive Suite</td> <td>50</td> </tr> <tr> <td>2 Bedroom Suite</td> <td>58</td> </tr> <tr> <td>3 Bedroom Suite</td> <td>11</td> </tr> <tr> <td>3 Bedroom Executive Suite</td> <td>10</td> </tr> </tbody> </table>	Type	Number of rooms	1 Bedroom Suite	55	1 Bedroom Executive Suite	50	2 Bedroom Suite	58	3 Bedroom Suite	11	3 Bedroom Executive Suite	10
Type	Number of rooms												
1 Bedroom Suite	55												
1 Bedroom Executive Suite	50												
2 Bedroom Suite	58												
3 Bedroom Suite	11												
3 Bedroom Executive Suite	10												
Dining	<u>Name/type of food</u> Momo Café (Thai and international cuisines) Pool Bar												
Banquet and meeting room	<u>Room name</u> Board Room												
Other services	-												
Operation commencement date	March 2009												

2. Somerset Ekamai Bangkok is a serviced apartment operated by V Residence Co., Ltd., the subsidiary of the Company. This serviced apartment is managed by the executives from Ascott Group who has reputation and international hotel management experience. This project provides long-term accommodation service to foreigners who come to work in Thailand and foreign visitors, providing full amenities inside the rooms. The project is located in Business area of Sukhumvit and Ekamai.

Somerset Ekamai Bangkok Project																															
Business type	5-star hotel and serviced apartment under the management of Ascott Group totaling 3 buildings (Aim, Balance, Cheer Tower) consisting of a 15-storey hotel building, a 14-storey apartment building and a 19-storey apartment building.																														
Location	Soi Ekamai 2 Sukhumvit 63 road (Ekamai), North Prakhong, Wattana, Bangkok																														
Room Type	<table border="1"> <thead> <tr> <th><u>Room type</u></th> <th><u>Number of rooms</u></th> </tr> </thead> <tbody> <tr><td>1. Studio Executive</td><td>26</td></tr> <tr><td>2. Studio Executive Twin</td><td>13</td></tr> <tr><td>3. 1-Bedroom Classic</td><td>13</td></tr> <tr><td>4. 1-Bedroom Executive</td><td>13</td></tr> <tr><td>5. 1-Bedroom Premier</td><td>39</td></tr> <tr><td>6. 2-Bedroom Executive</td><td>13</td></tr> <tr><td>7. 2-Bedroom Premier</td><td>13</td></tr> <tr><td>8. 1-Bedroom Deluxe</td><td>12</td></tr> <tr><td>9. 2-Bedroom Deluxe</td><td>13</td></tr> <tr><td>10. 3-Bedroom Executive</td><td>26</td></tr> <tr><td>11. 3-Bedroom Deluxe</td><td>20</td></tr> <tr><td>12. 3-Bedroom Premier</td><td>10</td></tr> <tr><td>13. Studio Standard</td><td>9</td></tr> <tr><td>14. Studio Deluxe</td><td>42</td></tr> </tbody> </table>	<u>Room type</u>	<u>Number of rooms</u>	1. Studio Executive	26	2. Studio Executive Twin	13	3. 1-Bedroom Classic	13	4. 1-Bedroom Executive	13	5. 1-Bedroom Premier	39	6. 2-Bedroom Executive	13	7. 2-Bedroom Premier	13	8. 1-Bedroom Deluxe	12	9. 2-Bedroom Deluxe	13	10. 3-Bedroom Executive	26	11. 3-Bedroom Deluxe	20	12. 3-Bedroom Premier	10	13. Studio Standard	9	14. Studio Deluxe	42
<u>Room type</u>	<u>Number of rooms</u>																														
1. Studio Executive	26																														
2. Studio Executive Twin	13																														
3. 1-Bedroom Classic	13																														
4. 1-Bedroom Executive	13																														
5. 1-Bedroom Premier	39																														
6. 2-Bedroom Executive	13																														
7. 2-Bedroom Premier	13																														
8. 1-Bedroom Deluxe	12																														
9. 2-Bedroom Deluxe	13																														
10. 3-Bedroom Executive	26																														
11. 3-Bedroom Deluxe	20																														
12. 3-Bedroom Premier	10																														
13. Studio Standard	9																														
14. Studio Deluxe	42																														
Banquet/Meeting Room	1 auditorium room 5 meeting and training rooms																														
Commercial Operation Date	Quarter 4, 2016																														

- **Office space for rent business**

V Intelligence Co., Ltd., a subsidiary, is engaged in the renting of space in Bangkok Business Center Building to medium-sized and large companies, both Thai and foreign. The building is in Ekamai area, which is a CBD with complete public utilities and telecommunications.

Bangkok Business Center Building	
Location	Ekamai Road (Soi Sukhumvit 63), Klongton Nua, Wattana, Bangkok
Area	1-3-9 rai (709 square wah)
Building area	37,770.61 Square meters
Project details	30-story building with one basement floor
Highlights	Grade A Office building in Ekamai area. Modern decoration. Common facilities. A food court. Seven standard meeting rooms. A 50-seat training/seminar room. A plaza and shops.
Number of units for rent	93 unit
Target customers	Thai and foreign medium-sized to large companies looking for office space in Sukhumvit-Ekamai area, within a distance of 100-900 meters.

The Company has five plots of land in the provinces (Chiangmai, Ang Thong, Saraburi, Rayong and Udon Thani) with ownership held by V Brilliant Group Holding Co., Ltd. As the Company has a clearly defined policy to focus in the healthcare business and not to operate the property development for sale business, it will consider the potential of the individual land plots to determine their suitability for development into a hospital rather than property for sale. Plots with no potential for development into a hospital will be sold back to the seller within the time frame (as specified in the Sale and Purchase Agreement) or will be sold to interested investors.

c) Investment Consultancy Business

Principal Investment, a subsidiary, provides investment consultancy services. Its operation is currently under suspension.

2.2 Market and competition

Overview of Thai Economy

In 2019, the Thai economy is expected to grow at a rate of 2.5 %, lower than the previous year, due mainly to the export slow down induced by risks arising out of the unstable world economic policies, as well as the trade war and Brexit. The Government took several measures to stimulate the economy, including reducing the cost of living of low income earners through the state welfare card, the Card Top-Up Measure, the tourism promotion “Shim Shop Shai” (tasting, shopping and spending) scheme, the measures to support small farmers and drought-affected farmers, the tax measures to promote domestic investment (1.5 times deduction of expenses for machinery investment) and easing SMEs’ access to financing. The main objectives of these measures were to stimulate private sector consumption and investment. The Bank of Thailand has forecast Thailand’s economic growth in 2020 at 2.8% due to the export slowdown as a result of the trade war which has led to uncertainty. The outbreak of Covid-19, which started in China and forced the Chinese Government to bar outbound Chinese tourists, has significantly led to reduction of the number of Chinese tourists visiting Thailand, affecting the tourism industry and linkage industries, as well as domestic spending.

Source: 2020 Thai economy: another bad year (ขาดอีกปีหรือดีอีกหน) By the Bank of Thailand
<https://www.posttoday.com/finance-stock/columnist/600179>

Overview of Healthcare Business in Thailand

The medical service business has been growing by leaps and bounds due to the fact that medical services are one of the basic necessities in life.

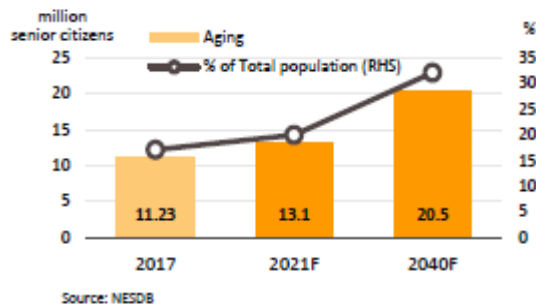
The Thai healthcare system

The government provides healthcare schemes to all Thai people through the health security system. The main healthcare schemes are as follows:

- **The Universal Coverage Scheme:** provision of medical and healthcare service to those who do not have any other healthcare coverage, especially low-income earners. This scheme is known as the “30 Baht Scheme”, mainly covering general illnesses, and is under supervision of the National Health Security Office.
- **The Social Security Scheme:** provision of medical and healthcare services to private companies’ employees. This scheme covers illnesses and disabilities, including child delivery, child care, senility and unemployment. This scheme is under supervision of the Social Security Office.
- **Medical benefit schemes for government officials and state enterprise employees:** provision of medical and healthcare services to government officials and state enterprise employees, their spouse, parents, and children under legal age. These schemes are under supervision of the Comptroller General Department, Ministry of Finance.

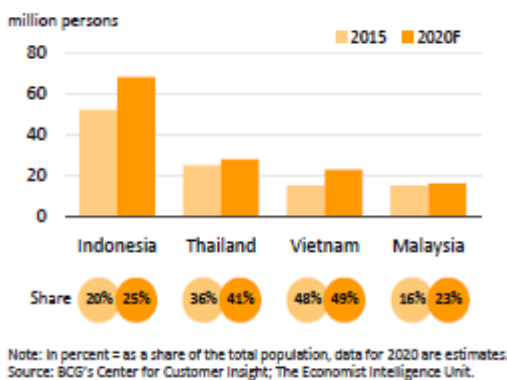
Positive factors for the private hospital business

- **Becoming an aged society** This will lead to increasing demands for more sophisticated medical services requiring higher technologies. The NESDB forecast an increase of the population over 60 years of age from 11.2 million in 2017 to 13.1 million in 2021. 60% of elderly people generally have health problems. The Ministry of Public Health forecast the increase of healthcare expenditure for the elderly from 63 billion Baht (2.1% of the GDP) in 1990 to 228 billion Baht (2.8% of the GDP) in 2022 (From the Twelfth National Health Development Plan, 2017-2021).

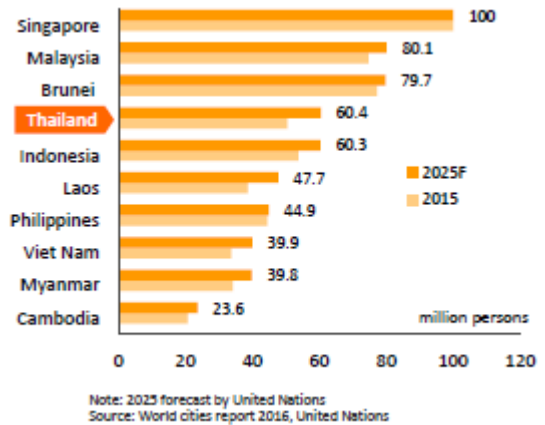


Population over 60 years of age in Thailand

- Urbanization** The United Nations expects Thailand's degree of urbanization to increase from 50.4% in 2015 to 60.4% in 2025. The governments' several initiatives, such as those related to investments in infrastructure, establishment of Special Economic Zones and the Eastern Economic Corridor (EEC), offer greater opportunities for businesses to expand healthcare services to the provinces to accommodate patients and expatriates working in Thailand.

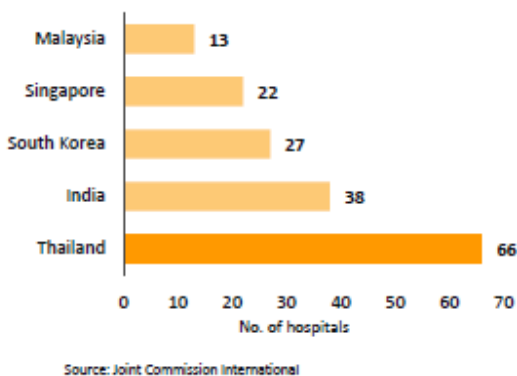


Proportion of middle-income earners in some ASEAN countries



Urbanization in Thailand and other ASEAN countries

- Government support to make Thailand a Medical Hub of Asia** A plan (for 2016-2025) has been established and implemented to make Thailand a medical hub. The country is known as one of the medical tourism hubs in the world because Thai hospitals are advanced and provide specialist centers, especially those for chronic disease treatment (including heart disease, bone diseases, cancer etc.) as well as elderly care centers. Moreover, Thai private hospitals are well-recognized for treatment quality and the prices of medical services are lower than other countries. In addition, 66 Thai hospitals are accredited by the Joint Commission International (JCI), which is more than competitor countries in the region. (For example, there are 38 JCI-accredited hospitals in India, 22 in Singapore, and 13 in Malaysia.) The International Healthcare Research Center (IHRC) ranks Thailand sixth for medical tourism and as the country with the largest share of medical tourists in Asia, 38%.



JCI-accredited hospitals

Procedure :	USA	India	Thailand	Singapore
Coronary Angioplasty	28,200 \$	5,700 \$	4,200 \$	13,400 \$
Heart Bypass	123,000 \$	7,900 \$	15,000 \$	17,200 \$
Hip Replacement	40,364 \$	7,200 \$	17,000 \$	13,900 \$
Gastric Bypass	25,000 \$	7,000 \$	16,800 \$	13,700 \$
Hysterectomy	15,400 \$	3,200 \$	3,650 \$	10,400 \$
Lasik (2 eyes)	4,000 \$	1,000 \$	2,310 \$	3,800 \$
Dental Implant	2,500 \$	900 \$	1,720 \$	2,700 \$
Breast Implant	6,400 \$	3,000 \$	3,500 \$	8,400 \$

Source: medicaltourism.com (2019)

Table showing medical expense comparison

In addition, the period for staying in Thailand for medical treatment for people from CLMV countries and China has been extended from 30 to 90 days. Long-stay visas for people from 14 countries have been extended from 1 to 10 years. Dental and check-up packages are also offered to foreigners.

Moreover, the Medical Hub has been identified as one of the 10 target industries of the Special Economic Zone Policy and is among the four high-tech industry groups (medicine, herbs, medical equipment and medical services). Tax privileges have been granted to increase competitiveness by reducing costs to induce more medical service users.

- **The number of patients and death rates from Non-Communicable Diseases (NCD's), such as heart disease, stroke, cancer, diabetes and pneumonia, tend to increase among Thai people.** Patients in Thailand show relatively high behavioral risks, including a high smoking rate, high alcoholic consumption at 6.5 liters per person per year, higher sugar intake than the safe limit by almost five times. This leads to prediction that the demand for medical services will continue to rise.

Negative factors potentially affecting the growth of the healthcare business

- **Intense competition from domestic and foreign competitors**

Apart from continued investments of the existing hospital business operators, large investors in other industries have adjusted their business model and entered the hospital business; e.g., Pruksa Holding (operator of Vimutti International Hospital - expected to open in 2020), RSU Group (RSU International Hospital, also to open in 2020), other groups such as Charoen Pokphand Group (CP Group) and Thai Charoen Corporation (TCC Group). This causes an increase in the numbers of hospitals and beds, resulting in more intense competition among Thai hospital business operators in terms of pricing and services, as well as medical personnel poaching. In addition, private hospitals also have to compete with after hour clinics of public hospitals and its spoke hospitals as well as medical schools (such as Siriraj Piyamaharajkarun Hospital, spoke hospital of Siriraj hospital and Somdech Phra Debaratana Medical Center of Ramathibodi Hospital) which have competitive advantages in terms of reputation, medical technology and medical specialists.

In the medium to long term, the private hospital business would be faced with competition from advancement to this business of foreign investors exploiting benefits from the opening of the AEC, allowing foreign investors to hold up to 70% shares in Thai hospitals, particularly those from Singapore and Malaysia who have experience in acquiring this business in other countries. In addition, there are also foreign hospital competitors. Some countries in Asia, such as Singapore, Malaysia and India, also position themselves as International Medical Hubs and have the same target as Thailand. Middle East countries which are major customers of leading Thai hospitals, such as Qatar, opened a Medical City with 559 beds worth 23,000 million Baht in the end of 2017. Kuwait opened a Hospital Complex with 1,166 beds worth 35,000 million Baht. The United Arab Emirates changed the health insurance policy to focus on undergoing domestic medical treatment instead of going abroad for medical services. These factors put the pressure on the financial performance and profitability of private hospitals, and medium-sized and small-sized hospitals with no spoke hospitals would have lower profits.

- **Government policy to control the prices of medicines, medical supplies and medical services**

In January 2019, the Cabinet approved the adding of medicines, medical supplies and medical services to the price control list according to the Prices of Goods and Services Act, B.E. 2542 (1999). Such inclusion of goods such as medicines and medical supplies and services may affect the service charge adjustment and operating results of private hospitals, particularly medium-sized and small ones without a network, in the future.

Source: 2019-2021 Business/Industrial forecast “Private Hospital Business”, Krungsri Research Center

Marketing Strategy

1. To expand the hospital network by increasing the number of hospitals in secondary provinces through self-investment in provinces with good potential and no private hospitals. Investment has been made in Uttaradit Province; a hospital in Uthai Thani Province has been renovated and has been operational since 2019. In addition, the Company also has a policy to partner with the existing medium-sized and small-sized hospitals through joint ventures or acquisition, with priority given to established and

reputable hospitals in operation for longer than 10 years. Of late, in 2020, the Company expanded the network to the Northeast and the South by forming a joint venture with a local operator and acquisition of a hospital with good potential. As a result, the Company's network now has 10 hospitals.

2. Penetrating the middle-income group, the majority of the population, employing a focus strategy through pricing at lower levels than leading chain hospitals.
3. Provision of hospital management service to private and public hospitals, especially private hospitals in the provinces which have been in operation for more than 10-25 years. The operators of these hospitals neither want to sell their business nor to find a new partner but have incurred losses from the operation. The Company will manage their business and take care of cost management, guaranteeing revenue and profit growth.
4. Using technology to drive the business, attaching importance to modern medical technologies to provide greater efficiency of services to patients; for example, automatic medicine dispensing machines, dispensing medicine using a system with high accuracy, having modern medical equipment, and reviewing x-ray images via a computer. This is done in parallel with development of the Hospital Information System to establish network hospital management; promotion of resource sharing and working collaboration, e.g. procurement, finance, information technology, strategic work, accounting, as well as the new human resources system, Workday, which will provide an overview of human resources of the hospitals in the network and enable efficient management of human resources.

Competition

The hospitals of the subsidiaries are located in Samut Prakan Province and six provinces in the North; namely, Pichit Province, Phitsanulok Province, Nakorn Sawan Province, Uthai Thani Province, Uttaradit Province and Lamphun Province. According to the plan, the network will be extended to the Northeast and the South in Sisaket and Chumphon Provinces, respectively, in 2019. There are enormous opportunities to grow in the hospital business in these provinces because of their large populations. The hospitals in the group are considered leading hospitals in their respective areas in terms of medical teams, the number of beds, and the reputation of the hospitals in the network.

The hospitals in the group have to compete with nearby private hospitals. The competitors in each area are as follows:

Group hospital	Nearby private hospital	Location
Princ Hospital Suvannabhumi	Chularat Hospital 3	Samut Prakan Province
	Central Park Hospital	Samut Prakan Province
	Bangna Hospital 5	Samut Prakan Province
	Paolo Memorial Hospital	Samut Prakan Province
	Muang Samut Paknam Hospital	Samut Prakan Province
	Samrong General Hospital	Samut Prakan Province
Pitsanuvej Pichit Hospital	Chai Arun Vejchakarn Hospital	Pichit
	Srisukho Hospital	Pichit
Pitsanuvej Hospital	Bangkok Hospital Phitsanulok	Phitsanulok
	Ruamphat Phitsanulok Hospital	Phitsanulok
	Phitsanulok Hospital	Phitsanulok
Princ Paknampo Hospital 1 and Princ Paknampo Hospital 2	Srisawan Hospital	Nakhon Sawan
	Romchat Hospital	Nakhon Sawan
	Ruamphat Hospital	Nakhon Sawan
Pitsanuvej Uttaradit Hospital	No private hospitals Uttaradit Province	
Sirivej Lamphun Hospital	Lamphun Hospital	Lamphun
	Hariphunchai Memorial Hospital	Lamphun

Group hospital	Nearby private hospital	Location
Princ Hospital Uthai Thani	No private hospitals in Uthai Thani Province	
Virajsilp Hospital	Thonburi-Chumphon Hospital	Chumphon

The advantages of the private hospitals of the Group over competitors are as follows:

Princ Hospital Suvarnabhumi is in a good location near Suvarnabhumi Airport and Megabangna Shopping Centre, with a large property development project near the hospital. The hospital is ready to be developed into a tertiary care establishment.

Pitsanuvej Pichit Hospital is the first private hospital in Pichit Province. It has been in operation for 27 years. The establishment has competitive advantages in various aspects, including competent specialists, heavy investment in modern medical equipment, efficient management systems leading to effective cost control. Furthermore, the medical fees are charged at reasonable rates suitable for the target customers. In addition, the hospitals in the group have high capabilities, which builds confidence in case of transfers.

Pitsanuvej Hospital is accredited by the Joint Commission International (JCI). The international standard, hospital has modern medical equipment and offers advanced medical services. It also features an advanced technology Radiology Center. Moreover, the management team has over 40 years' experience in hospital management. Its medical personnel include multidisciplinary professionals in all areas, ready to deliver professional services.

Princ Paknam Hospital 1 and Princ Paknam Hospital 2 are both model hospitals when it comes to application of information technology, such as the smart system. It has been certified for having achieved HIMSS Analytics EMRAM Stage 7 (the first in Thailand to have achieved this level). It has network hospitals staffed with experienced medical personnel and specialists in various areas.

Pitsanuvej Uttaradit Hospital is a new hospital situated in Muang District of Uttaradit Province. It is the first private hospital in the province, with international standard operation rooms and modern medical equipment, such as a high-speed CT scanner and a mammography device. It is staffed with physicians specializing in many areas.

Sirivej Lamphun Hospital is a small private hospital located in Muang District of Lamphun Province. There are medical doctors specializing in treatment of cataract and osteoarthritis and modern medical equipment.

Princ Hospital Uthai Thani is a new hospital situated in Muang District of Uthai Thani Province. This first private hospital in the Province offers international standard medical services with modern equipment and has experienced medical personnel, ready to deliver professional services.

Virajsilp Hospital is a private hospital offering complete medical service. It has been in operation for over 40 years. It provides speedy and efficient examination and treatment, using modern medical equipment. Its Operation Center has a computerized analysis system which is efficient and fast.

In addition, the Company has introduced the Hospital Information System (HIS) for use in the hospital network. All the databases have been uploaded to cloud and patients' records are digitally linked, thus increasing efficiency in treatment and significantly reducing server costs, maintenance costs and personnel costs. The system can accommodate rapid expansion of the business and network operation as users can access information of each hospital from everywhere and anytime according to the assigned authority. Also, the HIS can support the Electronic Medical Record (EMR) system and can accommodate all steps in the hospital process, from registration to completion of the treatment and the discharge. Principal Healthcare is the first hospital network to have uploaded all the databases to the cloud. In Addition, as it recognizes the importance of human resources development, it has installed the Workday Human Capital Management (HCM), a Workday cloud technology in order to increase operation efficiency and upgrade the health service experience in Thailand and ASEAN.

The Company's selecting the HCM signified its being the first healthcare business to have turned to cloud technology for management of human capital. This is part of the digital transformation strategy. Through

the use of an application, employee time attendance can be managed with greater flexibility. This also applies to making leave requests, shift change requests, and announcements, as well as performance appraisal.

Customer characteristics

Customers of the hospitals of companies in the Principal Healthcare Group can be classified into two categories as follows:

1. Cash customers These customers pay their hospital bills out of their own pocket. The target customers in this category are those living or working near the respective hospitals.
2. Contract customers These are customers undergoing treatment under the contracts made with their organizations, which will assume responsibility for the expenses incurred, or holders of health insurance policies whose expenses will be reimbursed by the hospital from the organizations or the insurers, or the Social Security Office.

Target customers

Target customers are middle to high income earners in each locality, including those holding life and health insurance, customers suffering from road accidents and foreigners.

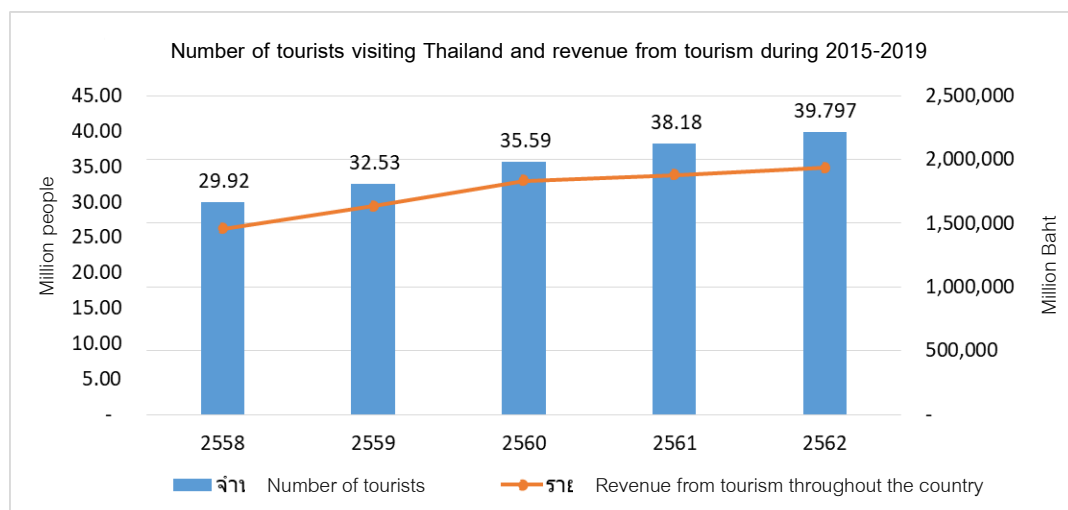
Pricing policy

The Group’s policy is to set prices at levels suitable for the symptoms and treatment methods. The prices are comparable to local competitors of the same level and are competitive, based on market prices of reference hospitals in the same or nearby locations.

1) Overview of the tourism industry

The serviced apartment and the hotel businesses are closely related to the tourism industry since some of their customers are tourists. The overall tourism industry in 2019 continued to grow, both in terms of the number of foreign tourists and their spending. The supporting factor was the measures taken by the government to promote tourism. The fee for visa on arrival, covering 21 countries, was reduced until October 31, 2019, followed by a one-year extension. Visa fees are exempted for tourists from 19 countries, excluding China and India, until October 31, 2020. Visas are exempted for Chinese and Indian tourists arriving in Thailand for a 15-day stay in Thailand, effective from November 1, 2019 to October 31, 2020.

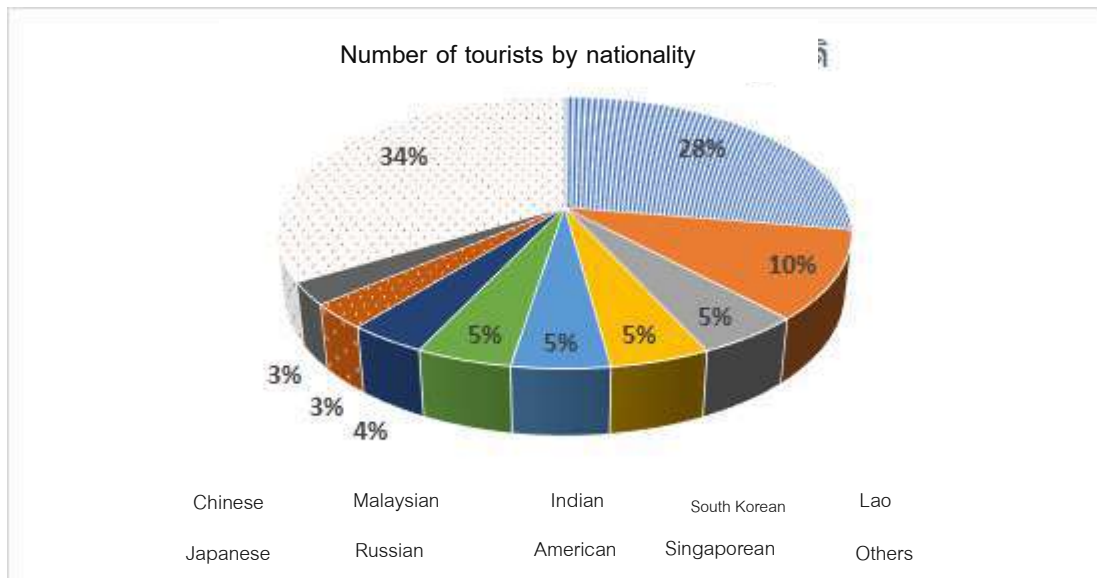
With regard to Thailand’s tourism situation, in 2019, there were 39.79 million foreign tourists visiting Thailand, representing an increase of 4.24% from 2018.



Source: Department of Tourism, Ministry of Tourism & Sports

The revenue from foreign tourists visiting Thailand in 2019 totaled 1.93 trillion Baht, increasing by 3% from 1.87 trillion Baht in 2018, a positive change for the fifth consecutive year.

The pie chart below shows the top ten tourist nationalities in 2019



Source: Department of Tourism, Ministry of Tourism & Sports

Of all the tourists visiting Thailand, the Chinese accounted for 28%, followed by the Malaysians (10%) and four nationalities were number three; i.e., the Indians, the South Koreans, the Laotians and the Japanese.

2020 will be a challenging year for Thai tourism due to several factors – the global economic slowdown, appreciation of the Baht, and the novel coronavirus outbreak in China and other countries, including Thailand. All these are expected to result in smaller numbers of tourists from China and other countries by approximately 0.5 - 2.0%.

Overview of the Bangkok serviced apartment market

The supply of serviced apartments in Bangkok is expected to increase as new serviced apartment projects emerge on a continuous basis. These projects are from listed property developers wishing to generate extra revenues from rent., such as Sansiri Plc., Origin Property Plc., and Ananda Development Plc.

The demand for serviced apartments still comes mainly from expatriates. As of Q4/2019, 102,274 aliens have obtained a permit to work in Bangkok. The number has been constantly on the increase over the past several years. Rental rates for serviced apartments in Bangkok have not increased much. The average occupancy rate of serviced apartments in Bangkok is at 85.9 %, with Sukhumvit remaining the most popular area among the expatriates due to convenience brought about by the BTS and other facilities. The extension of the dark green line is another factor leading to the increase in the demand for this area. The average rental rates in Sukhumvit area fall around 850 –1,200 Baht per square meter per month. The rate may be adjusted upwards only slightly in 2020 as most of the tenants have made long-term agreements. Competition between serviced apartments and luxurious condominiums has been quite intense over the past several years. Quite a few serviced apartment tenants have moved to condominiums in the same area as the rents are lower while the facilities are more or less the same.

Source: Q4/2019 Bangkok Serviced Apartment Report, Colliers International

Competition situation

Competition in the serviced apartment business is quite intense. Apart from competing with other serviced apartment operators, there is also competition with hotel operators as most serviced apartments in Bangkok also offer short-term rentals. Many operators price their daily room rate close to the rates of hotels at more or less the same level. Moreover, there are a larger number of new three- to four-star hotels emerging. There is also pressure from the Thai Hotels Association for the government to require serviced apartment to obtain a hotel license as well. Another factor is modification of some luxurious condominiums into serviced

apartments, with lower rental rates. Both factors make it more and more difficult to adjust serviced apartment rental rates.

Marketing strategies

The Company employs the following strategies for the serviced apartment business.

1. Ensure that services delivered match the rates charged to impress customers so that they come back again.
2. Have in place a reservation system which is efficient and is of international standard, both on the website and online.
3. Conduct sales promotion together with allies in the tourist industry and give a discount to foreign conglomerates.
4. Maintain the existing customer base and find new customer bases.

Target customer groups

1. Expatriates working in Thailand
2. Tourists

Pricing policy

Pricing of rooms in the hotel and serviced apartment businesses are subject to a number of factors; seasonality, prices of competitors at the same level, and operation cost. However, as the majority of the Company's customers are Thai and expatriate businessmen/businesswomen staying long-term, seasonality does not have much effect on the Company.

Distribution channels

The Company uses a variety of distribution channels, as follows:

- Direct sales through the Company's sales persons who submit a rate proposal directly to the customer to maintain their relationship.
- Sales through travel agents and booking websites, such as Agoda.com, Booking.com, Hotels.com and Expedia.com.
- Sales through Internet booking on the website www.marriott.com. This channel has become more and more popular among foreigners.

2) Overview of the office building for rent business

At the end of 2018, there were 8.80 million square meters of office space in Bangkok, around 262,000 square meters of which being under construction and scheduled for completion in 2019. In addition, another 1.3 million square meters is also under construction, completion of which is expected during 2020 - 2022. About 50% of the supply are in the CBD area and about 70% are Grade A offices. New office buildings scheduled for completion during 2020 - 2024 are shown below:

Building Name	Lettable Area (square meters)	Completion
Summer Point	5,780	2020
Siam Scape	13,238	2020
Silom Center	17,000	2020
Sathorn Prime	21,000	2020
Major Tower Ramkhamhaeng	25,181	2020
Rasa Two	45,000	2020
WHA Tower	53,000	2020
The PARQ	60,000	2020
Vanissa Building	22,185	2020
Total office completion in 2020	262,384	

Building Name	Lettable Area (square meters)	Completion
111 Praditmanutham	9,800	2021
140 Wireless	14,315	2021
Poem Tower	25,000	2021
Kronos Sathorn	22,481	2021
66 Tower	29,000	2021
O-NES Tower	46,000	2021
Oasis	53,000	2021
Onnut Hills	8,073	2022
M Tower II	15,682	2022
One City Centre	59,170	2022
Rachayothin Hills	16,521	2022
The Unicorn (Phayathai)	22,499	2022
One Bangkok (Phase I)	100,000	2022
The Forestias	100,000	2022
Sriboonroung	56,500	2022
Super Tower	94,000	2023
Chuvit Garden	20,000	2023
Dusit Central Park	90,000	2024
Total office completion 2021-2024	782,104	

Source: Bangkok Office Market Overview Q3 2019, Knight Frank (Thailand)

The office space occupancy rate in Q4/2019 was around 95.9%. During the past several years, the demand for office space was around 150,000 – 2000,000 square meters per year on average and is expected to remain at this level well into the future. However, the office building space occupancy rate varies with global economic growth. In 2021, the occupancy rate may shrink with the entrance of new supply which will force rental rates down.

Rental rates in the CBD will still go up by 5-10% per year. The average rental rate for Grade A office space in the CBD area is 1,112 Baht per square meter per month while the average rental rate for Grade B office space in the CBD area is 759 Baht per square meter per month. The average rental rates for Grades A and B outside the CBD are 940 and 582 Baht per square meter per month, respectively.

Sources: Bangkok Office Market Report, Q4 2019, Knight Frank (Thailand)

Bangkok Office Market Overview Q3 2019, Knight Frank (Thailand)

Marketing strategy

- The Company's office buildings for rent are located in business districts, allowing convenient commuting
- The company has in place standardized security systems, with experienced and skillful technician teams overseeing the buildings and the systems.
- The Company has professional and experienced teams for management of office buildings for rent.

Target customers

Target customers are Thai and foreign medium-sized to large firms wanting office space in Sukhumvit - Ekamai area.

Pricing policy

The Company's policy is to set prices at appropriate and competitive levels.

Distribution channels

The Company and its subsidiaries conduct sales through agents as they have their network and customer base. In addition, customers may contact sales officials stationed in the building area for space rental.

2.3 Sourcing of products and services

Private hospital and private hospital management businesses

- **Medical Personnel**

As medical personnel – physicians, nurses and nurse aides - are key to the private hospital operation, the Company's policy is to find physicians specializing in specific areas in order to render quality services to patients. Physicians and nurses are selected from reputable medical and nurse colleges. In addition, physicians and nurses are further trained to develop and update their knowledge.

- **Sourcing of medicines and medical supplies**

The Company's policy is to procure medicines and medical supplies from several manufacturers and distributors to prevent risks from shortages. It plans to adopt a centralized procurement system for all the network hospitals. Procurement will collect purchasing orders from all the hospitals in the Groups and place orders with distributors from time to time.

- **Medical equipment**

Recognizing the importance of procurement of medical equipment as it is an important factor in patient treatment, the Company selects and purchases good quality medical equipment from reliable manufacturers and distributors providing good after sales services.

- **The environment and safety**

In operating the business, the Company recognizes the importance of buildings as well as the workplace and work safety. It also attaches importance to conservation of the environment and natural resources, including proper disposal of garbage and waste from the operation without affecting the environment.

Property for rent business

To maintain the standards of services rendered to high-end customers, the Company made a management contract with the Marriott group, which is a world-famous hotel group, for management of the Company's residential building - Marriott Executive Apartments Sathorn Vista – Bangkok. A contract has also been made with the Ascott Group, also an internationally recognized hotel group, for management of the Somerset Ekamai Project.

2. Summary of Operating Result and Financial Status

Table summary of the Company and its subsidiaries' financial status for the year 2017-2019 and the 3 month period of the year 2020.

Statement of Financial Position (Unit : Baht in Thousand)	31 March 2020	31 December 2019	31 December 2018	31 December 2017
	Amount	Amount	Amount	Amount
Assets				
Current assets				
Cash and cash equivalents	191,926	395,865	449,319	371,922
Financial assets measured at fair value				
through profit or loss	171,376	-	-	-
Short-term fixed deposits	5,683	-	-	-
Short-term investments	-	525,827	6,064	647,920

Statement of Financial Position (Unit : Baht in Thousand)	31 March 2020	31 December 2019	31 December 2018	31 December 2017
	Amount	Amount	Amount	Amount
Restricted deposits at				
financial institutions - current	5,000	5,000	5,446	5,446
Trade and other receivables -net	255,340	233,450	267,617	199,956
Current portion of receivables				
under finance lease, net				
Short-term loans to subsidiaries	-	-	-	-
Short-term loan to third party	39,274	39,044	-	-
Inventories - net	107,905	59,120	49,572	49,984
Work in progress under services contracts	-	-	-	12,937
Other current assets	56,099	54,495	96,599	85,286
Total current assets	832,602	1,312,801	874,616	1,373,451
Non-current assets				
Restricted deposits at a financial institutions	2,800	2,800	12,166	13,600
Receivables under finance lease, net	-	-	-	-
Investment in an associate	411	411	-	-
Investment in subsidiaries	-	-	-	-
Financial assets measured at fair value				
through profit or loss	330	-	-	-
Long-term investments	-	330	330	-
Investment property - net	1,564,469	1,576,376	2,719,903	2,754,026
Property, plant and equipment – net	9,969,761	9,896,170	8,942,750	7,187,430
Intangible assets – net	93,468	93,977	69,632	77,062
Right-of-use assets, net	375,444	-	-	-
Leasehold rights	-	26,513	25,222	22,423
Goodwill	1,813,596	1,657,153	1,648,636	1,648,636
Deferred tax assets	22,989	23,278	4,604	5,301
Non-current assets	191,426	30,236	20,222	6,285
Total Non-Current Assets	14,034,723	13,307,244	13,443,465	11,714,762
Total Assets	14,867,325	14,620,045	14,318,081	13,088,213
Liabilities and shareholders' equity				
Current Liabilities				
Overdraft	-	-	7,415	1,448
Short-term loan	-	50,011	1,030,400	30,000
Trade and other payables	453,528	485,985	463,546	1,370,900
Advanced received from customer-current	31,703	36,797	24,502	23,707
Short-term loan from a related party	349,774	348,416	461,891	445,619
Current portion of financial lease	72,234	64,812	26,437	8,706
Current portion of long-term loan	303,305	260,325	184,000	138,199
Current portion of long-term loan from related party	541,565	539,338	530,404	-
Income tax payable	19,984	15,458	18,944	71,779
Deposits received from customers – current	27,623	24,638	30,674	49,054
Other current liabilities	64,603	92,631	75,224	75,598
Total current liabilities	1,864,320	1,918,411	2,853,437	2,215,008
Non-current liabilities				
Financial lease	227,516	204,918	74,640	11,057
Long-term borrowing from a financial institution	2,554,420	2,267,471	2,063,843	1,102,412

Statement of Financial Position (Unit : Baht in Thousand)	31 March 2020	31 December 2019	31 December 2018	31 December 2017
	Amount	Amount	Amount	Amount
Advances received from customers	-	-	3,320	9,635
Deposits received from customers	21,888	24,479	19,193	19,676
Long-term promissory note from related party	-	-	-	521,470
Deferred tax liabilities	381,548	333,880	333,153	171,398
Employee benefit obligations	137,284	117,848	85,163	71,012
Other non-current liabilities	46,120	41,812	43,713	42,443
Total non-current liabilities	3,368,777	2,990,408	2,623,025	1,949,103
Total liabilities	5,233,097	4,908,819	5,476,462	4,164,111
Equity				
Issued and paid up capital	3,462,337	3,462,337	3,240,088	3,240,088
Premium on share capital	5,163,517	5,163,517	4,476,767	4,476,767
Retained earnings				
Appropriated – legal reserve	44,200	44,200	44,200	44,200
Unappropriated	(744,044)	(626,350)	(447,623)	(278,896)
Other components of equity	766,023	766,023	764,130	764,130
Equity attributable to owners of the parent	8,692,033	8,809,728	8,077,561	8,246,288
Non-controlling interests	942,195	901,499	764,058	677,813
Total equity	9,634,228	9,711,227	8,841,619	8,924,101
Total liabilities and equity	14,867,325	14,620,045	14,318,081	13,088,213

Assets

As at March 31, 2020, the Company and the subsidiaries has assets totaling 14,867.3 million Baht, increasing from total assets as at December 31, 2019 by 247.3 million Baht, resulting from:

- Right-of-use assets increased by 375.4 million Baht resulting from the adoption of TFRS 16 (leases standard) as of 1 January 2020, the Company recognised lease liabilities in relation to leases which had previously been classified as ‘operating leases under the principles of TAS 17 Leases and for leases previously classified as finance leases the Group recognised the carrying amount of the lease asset and lease liability.
- Other non-current assets and goodwill increase by 317.6 million Baht from acquired and accepted the Entire Business Transfer (EBT) of “Virajsilp Hospital”. The transaction resulted in a preliminary goodwill of 156.4 million Baht in the Consolidate Financial Statement, the initial accounting for the business combination was still incomplete. The adjustments to the provisional fair values of assets and liabilities will be made once the measurement has been done.
- Property, plant and equipment increased by 73.6 million Baht due to the acquisition of Virajsilp hospital and renovation of the existing ones.
- Short-term Investment decreased 525.8 million Baht, from the adoption of the financial reporting standards relate to financial instruments (TAS 32 and TFRS 9) by the adjustments to financial assets measured at fair value through profit or loss and Short-term fixed deposits totally 177.1 million Baht. While there are some parts that the company sold for use in investing in new projects.

Liabilities

Liabilities of the Company and the subsidiaries as at March 31, 2020 totaling 5,233.1 million Baht, increasing from total liabilities as at December 31, 2019 by 324.3 million Baht, for the following reasons:

- Long-term borrowings from financial institutions increased by 329.9 million Baht, resulting from investments in the new hospitals and in renovation of the existing hospitals.
- Lease liabilities rose by 30.0 million Baht, resulting from the adoption of TFRS 16 (leases standard) and investments in additional medical supplies and equipment.

Owner's Equity

Shareholders' equity decreased by 117.7 million Baht from losses incurred by the Company during the period.

The debt-to-equity (D/E) ratio stood at 0.60, up from 0.56 on December 31, 2019, resulting from long-term borrowings from financial institution. While the shareholders' equity decreased due to the operation during the period.

Operating results of the Company and its subsidiaries for the year 2017-2019 and the 3 month period of the year 2019-2020.

Statement of Comprehensive Income (Unit : Baht in Thousand)	The 3 month period of the year		For the year ended 31 December		
	2020	2019	2019	2018	2017
	Amount	Amount	Amount	Amount	Amount
Revenue from hospital business	580,049	548,386	2,296,171	2,084,631	1,690,423
Revenue from sale and services	130,511	153,733	575,270	574,241	547,348
Cost of hospital business	(507,759)	(422,044)	(1,879,283)	(1,577,358)	(1,274,463)
Costs of sales and services	(84,979)	(102,235)	(353,286)	(376,029)	(453,257)
Gross profit	117,823	177,840	638,871	705,485	510,051
Other income	13,668	10,488	46,890	51,145	166,524
Gain (loss) on disposal of investment in subsidiaries	-	-	240,375	-	-
Gain from asset acquisition at lower fair value	-	-	-	82,544	-
Selling expenses	(15,239)	(14,688)	(66,870)	(60,303)	(45,388)
Administrative expenses	(196,893)	(191,043)	(842,341)	(725,419)	(761,051)
Other expenses	(3,943)	(3,722)	(16,965)	(16,579)	(8,324)
Finance costs	(32,225)	(38,216)	(153,190)	(126,109)	(69,120)
Share of profit from an associate	30	-	161	-	-
Profit (loss) before income tax expenses	(116,778)	(59,342)	(153,070)	(89,237)	(207,308)
In come tax (expense) income	(4,649)	(9,566)	(2,434)	(31,211)	(164,306)
Loss from discontinued operations	-	-	(31,439)	(32,195)	-
Loss for the year	(121,427)	(68,908)	(186,943)	(152,643)	(371,614)
Other comprehensive income					
Remeasurements of employee benefit obligations	-	-	4,155	4,702	11,494
Deferred income tax on Remeasurements of employee benefit obligations	-	-	(831)	(940)	(2,299)
Items that will not be reclassified to profit or loss			3,324	3,761	9,195
Other comprehensive income (expense) for the year, net of tax	-	-	3,324	3,761	9,195
Total comprehensive income (expense) for the year	(121,427)	(68,908)	(183,619)	(148,882)	(362,418)

Statement of Comprehensive Income (Unit : Baht in Thousand)	The 3 month period of the year		For the year ended 31 December		
	2020	2019	2019	2018	2017
	Amount	Amount	Amount	Amount	Amount
Profit (loss) attributable to Owner of the parent	(117,695)	(73,565)	(181,717)	(173,397)	(345,096)
Non-controlling interests	(3,732)	4,657	(5,226)	20,754	(26,518)
	(121,427)	(68,908)	(186,943)	(152,643)	(371,614)
Total comprehensive income (expense) attributable to					
Owner of the parent	(117,695)	(73,565)	(178,727)	(168,727)	(343,177)
Non-controlling interests	(3,732)	4,657	(4,892)	19,845	(19,241)
	(121,427)	(68,908)	(183,619)	(148,882)	(362,418)
Earnings (loss) per share (Baht)	(0.034)	(0.023)	(0.056)	(0.054)	(0.107)

Operating Result

In Q1/2020, the Company and the subsidiaries generated revenues totaling 580.1 million Baht from the hospital business and incurred costs totaling 507.8 million Baht from the hospital business, and revenues from sales and services totaling 130.5. Costs of sales and services totaled 85.0 million Baht. Selling and administrative expenses totaled 216.1 million Baht and financial costs totaled 32.2 million Baht. As a result, the Company's loss for this quarter totaled 121.4 million Baht.

Sale and service income

The Company and the subsidiaries generated revenues from sales and the rendering of services totaling 710.6 million Baht, an increase of 8.5 million Baht or 1.2 %. The increase resulted from the following:

- The hospital business' revenues increased by 31.7 million Baht, or 5.8% due mainly to:
 - Revenues of the hospitals opened whole year in Q1/2020 and the new hospital opened in 2020; namely, Sirivej Lamphun Hospital, Pitsanuvej Uttaradit Hospital, Princ Uthai Thani Hospital and Virajsip Hospital, totaled 70.8 million Baht.
 - Revenues of existing hospitals – Pitsanuvej Hospital, Princ Hospital Paknampo, Princ Hospital Suvarnabhumi and Pitsanuvej Pichit – decreasing totaled 38.8 million Baht.
- The property development and rental business had a revenue decrease of 21.7 million Baht, or 14.2 %, due mainly to the following:
 - The Somerset Ekamai Bangkok Project had a revenue decrease of 11.0 million Baht because the occupancy rate reduce from 84.0 % in Q1/2019 to 70.8 % in Q1/2020, from the impact of Covid-19 Pandemic and the current situation of the hotel that slow down, the customers in long-term rental was reduced especially Japanese customer.
 - The Marriott Executive Apartment Sathorn Vista – Bangkok Project, had a revenue decrease of 7.8 million Baht because the occupancy rate reduce from 90.9 % in Q1/2019 to 84.2 % in Q1/2020, Average Daily Revenue (ADR) was reduced from 4,239 Baht to 3,946 Baht from the impact of Covid-19 Pandemic.

Selling and administrative expenses were 6.6 million Baht (3.2%) higher than Q1/2019 due to:

- Selling and administrative expenses of the hospitals opened whole year in Q1/2020 and the new hospital opened in 2020 totaling 15.9 million Baht which are from employee expenses, marketing and public relations expenses and other expenses.
- Expenses for financial and legal advisors for the new project due to the Company is currently undergoing restructuring for future expansion and needs to hire experts for consultancy.

EBITDA

EBITDA of the Company and the subsidiaries, totaled 46.0 million Baht, 40.7 million Baht or 46.9% lower than the same quarter of the previous year due to lower gross profits and the increases in the expenses of newly opened hospitals, and investment in physicians and medical units.

Interest expenses reduced 6.0 million Baht, as a result of the decrease in borrowings from financial institutions in property development business.

Depreciation increased by 22.7 million Baht as there were the new hospitals and innovation work at some hospitals had been completed; hence, higher depreciation was booked.

Loss for the year The Company and the subsidiaries incurred a loss of 121.4 million Baht, 52.5 million Baht higher resulted from the increases in the costs of sales and services, expenses of the subsidiaries and depreciation.

Risk of Private Hospital Business

Risks from increasing competition

Despite its favorable growth potential, the hospital business is faced with intense competition both from public hospitals which now offer healthcare services of the same standard as private hospitals and from international operators under the health care liberalization policy. Foreign competitors have competitive edge in more advanced technologies, large hospital networks and a world class image.

Thai private hospitals will still confront fierce competition triggered by the increasing investment in the hospital business in Thailand over the past period, resulting in growing numbers of hospitals and hospital beds. Hence, there will likely be more intense competition among private hospitals with respect to pricing, promotion packages and special programs, and poaching of medical personnel. Competition also comes from after-hours clinic services offered by state hospitals and from medical colleges (such as Siriraj Piyamaharajkarun Hospital of Siriraj Hospital and Somdech Phra Debaratana Medical Center of Ramathibodi Hospital), which have competitive advantages in terms of reputation, medical technology and specialized physicians. Such competitive environment may crucially affect private hospitals' performance.

However, the Company focuses on providing services to middle- income customers who need international standard medical services in a private hospital. Charges of the Princ Healthcare's hospitals are lower than top tier hospitals. Also, the Hospital Information System has helped managing costs down and increased competitiveness.

Risks associated with hospital business expansion

In 2018, Principal Healthcare Co., Ltd., which is a subsidiary, formed a joint venture with Sisaket Meditech Company Limited in order to set up a 59-bed hospital in Sisaket Province as a move to expand into the Northeast. The Company may be exposed to risks of construction behind schedule, costs becoming higher than the estimates, or any other developments which interrupt the construction, causing damage, and the operating result of the hospital may not be as planned. However, as far as construction is concerned, the Company has hired experienced contractors and consultants to ensure that construction proceeds as planned. In addition, the contract signed with the main contractor has a condition clause, allowing a delay penalty enabling the subsidiary to claim from the main contractor in the event the construction is not completed on agreed schedule.

The Company's policy is to expand the private hospital business by building new hospitals and acquiring hospitals in operation, of which potential can be improved for future better performance. Investment in these two forms helps reducing risks as newly built hospitals need time to generate revenues and profits

whereas acquired hospitals can deliver a stream of revenues and minimize impacts on the Company's overall operating result.

Risk from shortages of medical personnel

Medical personnel, consisting of physicians, nurses and specialists in various fields, are crucial to hospital business operation. Currently, the production of human resources for healthcare is still limited in quantity and famous physicians mostly work with public hospitals. Thus, it is costly to recruit these physicians, whether part time or full time. Consequently, there is possibility for competition for medical personnel. In addition, expansion of the private hospitals in preparation for an aging society and for future business expansion has led to an increasing demand for experienced and quality medical staff. Since the development of skills, knowledge and capability of these medical personnel takes an extended period of time, the business may be affected by shortages of medical staff in various fields in the future.

Nonetheless, the hospitals in PRINH Group are located close to state universities which offer the relevant fields of studies, such as Medicine, Nursing, Pharmaceutical Science, and Medical Science (Naresuan University, Phitsanulok Province). At the same time, PSV has collaborated with several nursing colleges in nurse production and personnel development. Apart from medical staff preparation, PSV has continuously developed its own existing resources.

Risks from changing technology for medical equipment

The greater complexity and severity of diseases result in the need for state-of-the-art medical equipment. Giving top priority to the quality of diagnosis and treatment of patients, PRINH Group has consistently invested in modern medical tools and equipment. However, the current fast-changing medical technology may lead to frequent changes in technology for some medical equipment which may involve a high maintenance cost, thus likely affecting investment worthiness. PRINH Group, however, has a policy to analyze the qualification, benefit and worthiness of medical equipment in the long run before making an investment decision to ensure cost effectiveness and maximum benefits for the hospital.

Risks of facing lawsuits for damage claims arising from medical services

The hospital business is faced with a threat of legal actions taken by patients or their related persons due to dissatisfaction with the treatment or the results of treatment by physicians or specialists which fail to meet their expectation.

PRINH Group has developed service quality and applied modern treatment technologies. Moreover, it has Medical Malpractice Liability Insurance coverage against claims by patients who find the treatment results not meeting their expectation. The insurance covers not only the liability for unintentional treatment errors but also the litigation expenses. With long experience of its physicians, the assessment of service quality, treatment results and customer satisfaction, and the acquaintance with local people it serves, the Company is confident that it is able to bring about customer satisfaction.

Risks from regulatory changes

The Company's business operation is regulated by the Ministry of Public Health and other relevant government agencies. Regulatory changes may affect its operation. As an example, the cabinet approved the addition of medicines and medical supplies, as well as medical treatment and services, to the list of goods and services subject to control under the Price of Goods and Services Act, B.E. 2542. Acknowledging the policy, the Company is ready to comply to the measures to be taken for the price control; e.g., notification of purchase and sale prices of medicines and medical supplies as well as services, including medical services and other services of the hospitals, and notifying the Central Committee on the Price of Goods and Services prior to price adjustment. Nevertheless, the Company's policy is to render medical services at appropriate prices. The government policy does not have any significant impact on the Company's performance.

3. Liabilities

- 1) Total amount of issued and unissued debenture according to the resolution of shareholders' meeting and delegate authority to Board of director of listed companies to consider the debenture issuance at their discretion.
-None-
- 2) Total Term Loan and other liabilities including overdrafts

As of March 31, 2020 the Company and its subsidiaries had total loan of Baht 2,857.73 million. The details are as follows:

Liabilities	Company	Amount (Million Baht)	Collateral
Long-term Loan from financial institutions	Principal Capital PCL.	1,814.15	(1) Land and building of Marriott Sathorn Vista Hotel owned by the Company (2) Land and building of Somerset Ekamai Hotel owned by V Residence, Co., Ltd. (3) Land and building of Bangkok Business Center owned by V Intelligence Co., Ltd. (4) Land and building of Princ Hospital Suvarnabhumi owned by the Company
	Paknampo Hospital Co., Ltd.	369.93	(1) Land and building of Paknampo 1 and Paknampo 2 Hospital owned by Paknampo Hospital Co, Ltd. (2) O2 Condominium Unit No. Jor76/108 owned by Paknampo Hospital Co, Ltd.
	Pitsanuloke Medical Co., Ltd.	200.66	Land and building of Pitsanuvej Hospital owned by Pisanuloke Medical Co., Ltd.
	Union Medical Doctor Co., Ltd.	23.06	Land and building of Sahavej Hospital owned by Union Medical Doctor Co., Ltd.
	Pitsanuvej Uttaradit Hospital Co., Ltd.	231.12	(1) Building of Pitsanuvej Uttaradit Hospital owned by Pitsanuvej Uttaradit Hospital Co., Ltd. (2) Leasehold right of land at Pitsanuvej Uttaradit Hospital owned by Pisanuloke Medical Co., Ltd.
	Principal Healthcare – Uthai Co., Ltd.	155.62	Land and building of Princ Uthaitani Hospital owned by Principal Healthcare – Uthai Co., Ltd.
	Principal Healthcare – Lamphun Co., Ltd.	69.19	Land and building of Sirivej Lamphun Hospital owned by Principal Healthcare – Lamphun Co., Ltd.
	Total	2,857.73	

As of March 31, 2020 the Company and its subsidiaries had other liabilities including overdrafts of Baht 541.56 million according to the following details:

Liabilities	Company	Amount (Million Baht)	Collateral
Promissory Notes from related party	Miss Satita Viddayakorn	541.56	-
	Total	541.56	

(3) Contingent liabilities

Capital expenditure commitment

Capital expenditure contracted as at the statement of financial position date but not recognized in the financial information is as follows:

	Consolidated financial information		Separate financial information	
	31 March 2020 Thousand Baht	31 December 2019 Thousand Baht	31 March 2020 Thousand Baht	31 December 2019 Thousand Baht
Plant and equipment	299,976	21,909	11,315	12,166

Operating lease commitments

The Group has entered into non-cancellable lease agreements in respect to leases of equipment and its related service agreements. The terms are between 1 to 4 years. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	Consolidated financial information		Separate financial information	
	31 March 2020 Thousand Baht	31 December 2019 Thousand Baht	31 March 2020 Thousand Baht	31 December 2019 Thousand Baht
Not later than 1 year	21,971	33,637	2,688	5,714
Later than 1 year but not later than 5 years	6,345	16,895	173	4,638
Later than 5 years	-	8,344	-	-
	28,316	58,876	2,861	10,352

4. Financial projection

-None-

5. Major shareholder, directors and management of the Company

Shareholders

List of shareholders and percentage of shareholding on the book closing date as of July 10, 2020 were as follows:

Shareholder Name	No. of Shares	% Shareholding
1. UBS AG Hong Kong Branch	1,262,060,526	36.45
2. Dr. Satit Viddayakorn	821,728,800	23.73
3. Ms. Satita Viddayakorn	498,054,588	14.39
4. International Finance Corporation	222,249,300	6.42
5. Peak Development Holdings Ltd.	157,737,029	4.56
6. Mr. Sirinya Apimonbutra	100,000,000	2.89
7. Ms. Pallapa Viddayakorn	50,124,400	1.45
8. Mrs. Payao Chalacheep	23,861,900	0.69
9. Ms. Tanatorn Viddayakorn	22,985,100	0.66
10. Mr. Sueksit Phetchampa	13,743,100	0.40
Other shareholders	289,792,077	8.37
Total	3,462,336,820	100.00

Directors and Management of the Company

(1) Board of Director as of June 26, 2020 consists of

	Name	Position
1.	Dr. Pongsak Viddayakorn	Honorary
2.	Mr. John Lee Kohshun	Chairman
3.	Mr Yarnsak Manomaihpiboon	Independent Director and Chairman of Audit Committee
4.	Dr. Satit Viddayakorn	Director, Chairman of the Executive Committee and Chairman of Risk Management Committee and Managing Director
5.	Ms. Aranya Chalernpornvarodom	Independent Director and Audit Committee
6.	Dr. Jutamas Ingpochai	Independent Director and Audit Committee
7.	Mr. Veera Srichanachaichok	Director, Executive Committee member, Member of Risk Management Committee
8.	Ms. Tanatorn Viddayakorn	Director

(2) Management of the Company as of June 26, 2020 consists of

Name	Position
Principal Capital PCL.	
1. Dr. Satit Viddayakorn, Ph.D. ^{1/}	Managing Director
2. Mr. Veera Srichanachaichok ^{1/}	Acting Chief Financial Officer
3. Ms. Tanatorn Viddayakorn ^{2/}	Chief Investment Officer
4. Mrs. Achara Ratanaphunsri ^{2/}	Chief Administrative Officer
5. Dr. Suebpong Intralawan, M.D. ^{2/}	Chief Medical Officer
6. Ms. Preeyaporn Aphiwathwitthaya	Director of Accounting Services
7. Ms. Ritima Jirasuradate ^{2/}	Corporate Secretary and MD Office Director
8. Ms. Thiranan Sangphungtham	Assistant Director of Legal & Government Relations
9. Ms. Atiya Awachanakarn ^{2/}	People & Culture Cultivation Director

- Remark :
- 1/ was appointed Dr.Satit Viddayakorn Ph.D., as Managing Director effective as of December 17, 2019 onwards.
was appointed Mr.Veera Srichanachaichok, as acting Chief Financial Officer effective as of December 17, 2019 onwards.
 - 2/ was appointed Miss Tanatorn Viddayakorn, as Chief Investment Officer effective as of January 1, 2020 onwards.
was appointed Mrs.Achara Ratanaphunsri, as Chief Administrative Officer effective as of January 1, 2020 onwards.
was appointed Dr.Suebpong Intralawan, M.D., as Chief Medical Officer effective as of January 1, 2020 onwards.
was appointed Ms. Ritima Jirasuradate, as MD Office Director effective as of January 1, 2020 onwards.
was appointed Ms. Atiya Awachanakarn, as People & Culture Cultivation Director effective as of January 1, 2020 onwards.

(F 53-4)

Capital Increase Report Form
Principal Capital Public Company Limited
27 February 2020

We, Principal Capital Public Company Limited (the “**Company**”), hereby report the resolutions of its Board of Directors’ Meeting No. 2/2020 held on 27 February 2020 relating to the capital increase and allocation of newly issued ordinary shares as follows:

1. Capital Reduction and Capital Increase

1.1 Capital Reduction

The Board of Directors’ Meeting resolved to approve to propose to the 2020 Annual General Meeting of the Shareholders (the “AGM”) to consider and approve the reduction of the Company’s registered capital in the amount of Baht 101,759,452 from the existing registered capital of Baht 3,564,096,272 to the new registered capital of Baht 3,462,336,820, by cancelling the Company’s 101,759,452 ordinary shares at par value of one Baht per share, which were the remaining amount of ordinary shares that has been issued to accommodate the capital increase under General Mandate Scheme in accordance with the resolutions of the 2019 Annual General Meeting of Shareholders and will expire on the date of this AGM.

1.2 Capital Increase

The Board of Directors’ Meeting resolved to approve to propose to the AGM to consider and approve the increase of the Company’s registered capital from the existing registered capital of Baht 3,462,336,820 (which is the registered capital after the reduction of the registered capital as specified in paragraph 1.1 above) to Baht 3,808,570,502, by issuing 346,233,682 newly ordinary shares with a par value of one Baht per share, totaling Baht 346,233,682, with details of the capital increase as follows:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (Baht/Share)	Total (Baht)
<input type="checkbox"/> Specific purpose of utilizing the proceeds	-	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary shares	346,233,682	1.00	346,233,682

2. Allocation of newly issued shares

2.1 Specific Purpose of Utilizing the Proceeds

-None-

2.2 General Mandate

Allocated to	Type of Shares	Number of Shares	Percentage of Paid-Up Capital ^{1/}	Note
Specific persons (Private Placement)	Ordinary Shares	Not exceeding 346,233,682 shares	Not exceeding 10.00	Please see the remarks below for further information.

^{1/} The Company's paid-up capital as of 27 February 2020 which is the date on which the Board of Directors has approved the capital increase under the General Mandate scheme equals Baht 3,462,336,820

Remarks:

1. The Board of Directors' Meeting No. 2/2020 held on 27 February 2020 has resolved to propose to the AGM to consider and approve of the allocation of not exceeding 346,233,682 newly issued ordinary shares with a par value of one Baht per share under the General Mandate Scheme by way of private placement and the authorization of the Board of Directors with power and authority to be authorized to undertake actions in relation to the allocation of the Company's newly issued ordinary shares, including, without limitation, the following:
 - (1) considering the offering for sale and allocation of the newly issued ordinary shares whether in whole or in part and whether in a single offering or multiple offerings;
 - (2) determining the objectives, offering period, offering price, investors to whom the shares will be offered, subscription and settlement methods as well as other terms and conditions in relation to the allocation of such newly issued ordinary shares;
 - (3) negotiating, agreeing, entering into and signing any agreements and/or documents necessary and relevant to the allocation of such newly issued ordinary shares, including amending such agreements and documents and information memorandum or related disclosure, as well as considering and appointing any financial advisors, legal advisors, underwriters, and/or other service providers (if any or as necessary);
 - (4) signing applications, waivers, notices and any documents relating to the allocation of such newly issued ordinary shares, including effecting relevant registrations with the Ministry of Commerce and listing such newly issued ordinary shares on the Stock Exchange of Thailand (the "SET") as well as contacting, coordinating and filing documents with relevant government authorities or other agencies (whether in Thailand or overseas); and
 - (5) undertaking any acts necessary and relevant to complete the allocation of the newly issued ordinary shares, including authorizing any person(s) the Board of Directors deems appropriate to undertake any actions specified in paragraphs (3) and (4) above.
2. The Company will allocate the newly issued ordinary shares by way of private placement, whereby such shares shall be offered to not exceeding 50 institutional investors and/or specific investors during any 12-month period, such investors not

being considered the connected persons pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (A.D. 2003)

3. The offering price of the newly issued ordinary shares of the Company under the General Mandate scheme by way of private placement shall be the best price in accordance with the market condition during the offering period, and shall be for the best interest of the Company and its shareholders. Such offering price may be discounted at not exceeding 10 per cent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 entitled Approval for Listed Companies to Offer Newly Issued Ordinary Shares by way of Private Placement, calculated based on the weighted average price of the Company's shares traded on the SET during the period from between seven consecutive business days to not exceeding 15 consecutive business days prior to the date of determination of the offering price by the Board of Directors.
4. The number of the newly issued ordinary shares to be allocated by way of private placement shall not exceed 10 per cent of the Company's paid-up capital as of the date on which the Board of Directors approves the capital increase under the General Mandate scheme.

3. Schedule for a shareholders' meeting to approve the capital increase and allocation shares

The 2020 Annual General Meeting of the Shareholders is scheduled to be held on Monday 10 August 2020 at 13.30 p.m. at Auditorium, 5th Floor, Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110. The date for determining the names of the shareholders who are entitled to attend the 2020 Annual General Meeting of Shareholders (Record Date) shall be Friday 10 July 2020.

4. Approval of the capital increase/shares allotment by relevant government agencies and approval conditions thereto (if any)

- 4.1 The Company will register the reduction of its registered capital, the increase of its registered capital and the amendment to its memorandum of association with the Department of Business Development, the Ministry of Commerce within 14 days from the date on which the shareholders' meeting resolves to approve the capital reduction and the capital increase, and the Company will register the amendment to its paid-up capital with the Department of Business Development, the Ministry of Commerce within 14 days from the date on which the newly issued ordinary shares are allocated by way of private placement.
- 4.2 The Company will obtain an approval from the Stock Exchange of Thailand (the "SET") for the listing of its newly issued ordinary shares which will be allocated by way of private placement on the SET.

5. Objectives of the capital increase and plans for utilizing proceeds from the capital increase

As the Company has an investment plan to continuously expand its business in the future, it deems appropriate to propose to raise fund through the increase of its capital under the General Mandate scheme in order to increase its agility in conducting mergers and acquisitions as well as to support synergies for the Company in the future.

6. Benefits which the Company will receive from the capital increase/shares allotment

This capital increase under the General Mandate scheme will be beneficial to the Company as it will enable the Company to have prosper funding and be ready for the implementation of its investment plan and business expansion in a timely manner. This will also accommodate the finding of strategic

partners to co-invest in the Company which will help creating an opportunity to generate income and profits to the Company, which, in turn, provide good long-term returns for the shareholders. Moreover, it will also keep the Company's debt-to-equity ratio and debt-to-EBITDA ratio at a low level.

7. Benefits which the shareholders will receive from the capital increase/shares allotment

The benefits as described in paragraph 6 above would likely be beneficial to the Company's operating results and help creating an opportunity to generate income and profits to the Company, which will enhance the Company's ability to further declare dividends to its shareholders.

8. Other details necessary for shareholders to approve the capital increase/shares allotment

The impacts on the shareholders from such issuing and offering of newly issued ordinary shares, on the assumption that all of the 346,233,682 newly issued ordinary shares are fully subscribed at the price of Baht 3.71 per share, which is the offering price with a discount of 10 percent of the weighted average price of the Company's shares traded on the SET for 15 consecutive business days before the date of the Board of Director's resolution to propose the increase of the Company's registered capital by means of General Mandate for approval at the shareholders' meeting, i.e. from 5 February 2020 to 26 February 2020, which was equivalent to Baht 4.12 per share (information from SETSMART at www.setsmart.com), are as follows (the final offering price will be determined upon consideration by the Board of Directors in respect of each allocation of newly issued ordinary shares):

A. Price dilution, which can be calculated as per the following formula:

$$\begin{aligned} \text{Price Dilution} &= \frac{\text{Pre-offering market price} - \text{Post-offering market price}}{\text{Post-offering market price}} \\ &= \frac{4.12 - 4.08}{4.12} \\ &= 0.91 \text{ percent} \end{aligned}$$

Whereas

$$\begin{aligned} \text{Pre-offering market price} &= 4.12 \text{ per share} \\ \text{Number of paid-up shares} &= 3,462,336,820 \text{ shares} \\ \text{Offering price} &= 3.71 \text{ per share} \\ \text{Number of shares offered} &= 346,233,682 \text{ shares} \\ \text{Post-offering market price} &= \end{aligned}$$

$$\frac{(\text{Market price} * \text{Number of paid-up shares}) + (\text{Offering price} * \text{Number of shares offered})}{\text{Number of paid-up shares} + \text{Number of shares offered}}$$

$$\text{Number of paid-up shares} + \text{Number of shares offered}$$

$$= \frac{(4.12 * 3,462,336,820) + (3.71 * 346,233,682)}{3,462,336,820 + 346,233,682}$$

$$= 4.08 \text{ per share}$$

B. Control dilution, which can be calculated as per the following formula:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares offered}}{\text{Number of paid-up shares} + \text{Number of shares offered}} \\ &= \frac{346,233,682}{3,462,336,820 + 346,233,682} \\ &= 9.09 \text{ percent} \end{aligned}$$

9. Schedule of actions if the Board of Directors passes resolutions to approve the capital increase/shares allotment

No.	Procedure	Date/Month/Year
1.	Board of Directors' Meeting No. 2/2020	27 February 2020
2.	Date for determining the names of shareholders who are entitled to attend the 2020 Annual General Meeting of Shareholders (Record Date)	10 July 2020
3.	The 2020 Annual General Meeting of Shareholders	10 August 2020
4.	Registration of capital reduction and capital increase, including the amendment to the memorandum of association with the Ministry of Commerce	Within 14 days from the date of the shareholders' approval
5.	Registration of paid-up capital with the Ministry of Commerce	Within 14 days from the date of the shares allocation by way of private placement

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Please be informed accordingly.

Yours faithfully,

Principal Capital Public Company Limited

-Signature-

-Signature-

Dr. Satit Viddyakorn
Authorized Director

Mr. Veera Srichanachaichok
Authorized Director

List of Documents or Evidence Showing the Identity of the Shareholder or the Representative of the Shareholder Entitled to Attend the Meeting

According to the policy of the Board of the Stock Exchange of Thailand, dated 19th February 1999, relating to good practices for holding the shareholders' meeting of a listed company, aims to establish guidelines for listed companies to follow the good practices. This will create confidence to shareholders, investors and all relevant parties. In order to hold a meeting with transparency, fairness and benefits to the shareholders, the Company recognizes as appropriate to provide an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be followed by the shareholders. However, as some shareholders may not be familiar with the good practices for holding the shareholders' meeting, the Company reserves the right to waive any of those requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

1. List of documents or evidence required prior to attend the meeting

Shareholders being natural persons

1. In case of self-attending

Valid evidence issued by governmental authorities, e.g. the identification card, governmental identification card, driving license or passport and in case of any name-surname change, evidence of such changes must be presented.

2. In case of proxy

2.1 Proxy Form as the form attached to the Notice to Shareholders (Proxy form B), completely filled up and signed by the shareholder and the proxy.

2.2 Certified true copy of valid evidence issued by governmental authorities of the shareholder as specified in item 1

2.3 Valid evidence issued by governmental authorities of the proxy as specified in item 1

Shareholders being Juristic person

1. In case of the representative of shareholder (authorized director) attending the meeting

1.1 Valid evidence issued by governmental authorities of the the authorized representative(s) as in case of natural person specified in item 1

1.2 Copy of company affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce, certified by the authorized representative(s) (director(s)) and has the statement showing that such authorized representative(s) (director(s)) attending the meeting has the authority to act on behalf of the shareholder.

2. In case of proxy

2.1 Proxy Form as the form attached to the Notice to Shareholders (Proxy form B), which completely filled up and signed by the authorized representative(s) (director(s)) who acts on behalf of the shareholder and the proxy.

2.2 Copy of company affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce, certified by the authorized representative(s) (director(s)) and has the statement showing that such authorized director(s) signing the Proxy Form has the authority to act on behalf of the Shareholder.

2.3 Certified true copy of valid evidence issued by governmental authorities of the authorized representative(s) (director(s)) who grant the proxy.

2.4 Valid evidence issued by governmental authorities of the proxy as in case of natural person specified in item 1

3. In case of shareholders who are foreign investors and appoint a custodian in Thailand to be a share depository and keeper

3.1 Provide and show the documents as stated in item 1 or 2 of juristic person

3.2 In case that the shareholders being the foreign investors authorize the custodian to sign in the Proxy Form, more documents are required as follows:

- 1) Power of Attorney from the shareholders being the foreign investors and authorizing custodian to sign in the Proxy Form
- 2) Letter to certify that the person signing in the Proxy Form is legally allowed to do the custodian business

In this regard, in case that the original documents are not in English, the English translation shall be required and certified true and correct by the shareholder or the authorized representative(s) of the shareholder.

2. Appointment of Proxy

The Company has provided the Proxy Form B of each shareholder in accordance with 3 types of the proxy forms specified by the Notifocation of Department of Business Development, the Ministry of Commerce, Re: Formulating Form of Proxy (No.5) B.E. 2550 as follows:

- Proxy Form A : General Proxy form which is simple
- Proxy Form B : Specific details form
- Proxy Form C : Used only for the shareholder being the foreign investors who authorize the custodian in Thailand to be a share depository and keeper

In case the shareholders who are the foreign investors and authorize the custodian in Thailand to be a share depository and keeper intend to use the Proxy Form A or C, kindly download the Proxy Form from www.principalcapital.co.th, and please present the Proxy Form B together with the supporting documents on the shareholders' meeting date.

Shareholders who are unable to attend the shareholders' meeting in person may appoint a person as your Proxy by operating as follows:

1. Conduct the Proxy Forms as follows:

1.1 The general shareholders shall select only one of either Form A or Form B (kindly download the Proxy Form A from www.principalcapital.co.th)

1.2 Shareholders listed in the share registration book as foreign investors and appointing the custodian in Thailand to be a share depository and keeper can select only one from three Proxy Forms (Form A., Form B. or Form C.) (kindly download the Proxy Form A or C from www.principalcapital.co.th)

2. . The shareholders can appoint any person to be their proxies as they wish, or appoint the independent director of the Company by specifying the name with details of a person to be your Proxy or making a choice in front of a name of such independent director as specified by the Company in the Proxy Form. The shareholder shall grant proxy to only one proxy holder to attend the meeting. The Company's Independent Directors are:

- | | | |
|-----|-------------------------------|--------------------------------------------------------|
| 2.1 | Mr. Yarnsak Manomaiphiboon | Independent Director and Chairman of Audit Committee |
| 2.2 | Ms. Aranya Chalernpornvarodom | Independent Director and Member of the Audit Committee |
| 2.3 | Dr. Jutamas Ingpochai, Ph.D. | Independent Director and Member of the Audit Committee |

3. Affix the 20 Baht stamp duty with specifying the date of Proxy Form across such stamp duty to be lawful. For your convenience, the Company will facilitate in affixing the stamp duty for the Proxy when registration to attend the meeting.

4. For providing the convenience in attending the meeting, please return the completed Proxy Form with the evidence to the Company at least one day prior to the meeting date for inspection of documents.

Shareholders shall not allocate shares to several proxies for splitting votes. Shareholders shall authorize the proxy to cast the votes for all of the shares being held. Authorization of less than the total number of shares is not allowed, except the custodian who is authorized by the shareholders being foreign investors and appointed to be a share depository and keeper according to the Proxy Form C.

3. Meeting Attendance Registration

The Company will commence the registration for the shareholders' meeting attendance not less than 2 hours before the meeting or from 11.30 a.m. on Monday 10 August 2020, at the Auditorium Room, 5th Floor, Somerset Ekamai Bangkok 18 Ekamai Soi 2 Sukumvit 63 Road, Prakhnong-Nue, Wattana, Bangkok, as the attached location map.

4. Voting

With reference to Article 42 of the Company's Articles of Association defining that the vote casting in the meeting was one share per one vote. The vote casting shall be under the following voting criteria:

4.1 General Agenda

- 4.1.1 A vote cast of each agenda shall be done openly by voting card for the shareholder casting the vote by disapproving or abstaining, only. If there is no disapproving or abstaining vote, it shall be deemed that the meeting unanimously passes the resolution according to the proposal. The shareholders who cast the vote to disapprove or abstain would raise their hands then the Company's staff would collect the voting cards. Considered as a vote casting, one share shall be counted as one vote. Shareholders and proxies could vote only for one of either approval, disapproval or stays abstain. The allocation of voting is not allowed.
- 4.1.2 In case of proxy
 - A. The proxy shall vote in accordance with the determination given by the shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the shareholder.
 - B. In case the shareholder does not specify the determination in the Proxy Form or the determination is unclear, or the meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he or she deems appropriate.

4.2 Agenda on Election of Directors

In accordance with Article 17 of the Company's Articles of Association, shareholders shall have one vote for each share and the procedures for the election of directors shall be as follows:

- (1) Each shareholder shall have votes equal to the number of shares held
- (2) Each shareholder may exercise all the votes he/she has to elect one or several persons as directors. In the event of electing several persons as directors, he/she shall not allot his/her votes to any such person at any number.
- (3) Persons who gain the highest vote and the following order, equal to the number of directors to be appointed, shall be the Company's directors. If the number of the following orders of the same vote exceeding the number of directors to be appointed then the Chairman shall be a casting vote.

**Article of Association of Principle Capital Public Company Limited
Relevant to the Shareholders' Meeting**

Directors and Power of Directors

Article 17 The Shareholders' meeting shall elect directors in accordance with the following rules and procedures:

- (A) Each shareholder shall be entitled to the number of votes equivalent to the number of share held by his/her own.
- (B) Each shareholder may exercise all the votes he/she has to elect one or more directors. In the event of electing several persons as directors, he/she may not allot his votes to any such person at any number.
- (C) Persons who gain the highest vote and the following order, equal to the number of directors to be appointed, shall be the Company's directors. If the number of the following orders of the same vote exceeding the number of directors to be appointed then the Chairman shall be a casting vote.

Shareholders' Meeting

Article 38 A meeting of shareholders shall comprise not less than twenty five (25) shareholders present in person or by proxy (if any) or not less than one-half (1/2) of total number of shareholders provided that, in either case, the shares held by such shareholders shall not be less than one-third (1/3) of the total number of issued shares of the Company in order to constitute a quorum.

In the event that the number of shareholders fails to constitute a quorum within 1 hour after the appointed time, such meeting shall be cancelled if it is called by a request of shareholders. If the meeting is not called by a request of shareholders, a subsequent meeting shall be convened and a notice of the subsequent meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, no quorum shall be required.

Article 39 At a meeting of shareholders, a shareholder may appoint a person as proxy to attend the meeting and vote on his/her behalf. The proxy shall be made in writing signed by the proxy grantor and shall be in accordance with a form determined by the public limited company registrar. The proxy form shall be submitted to the Chairman of the Board or to the person designated by the Chairman of the Board at the meeting prior to attend the meeting, and the following details must be specified at least:

- (A) Number of shares held by the the proxy grantor
- (B) Name of proxy grantee
- (C) Number of the meeting at which the proxy is appointed to attend and vote

Article 40 The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting except that the meeting has the resolution to reshuffle the sequence of the agenda with the votes not less than two-thirds (2/3) of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate at least one-third (1/3) of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting,

then the meeting must specify the place, date and time of the adjourned meeting. The Board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders at least seven (7) days before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

Article 41 The Chairman of the Board of directors will act as the Chairman of the meeting of shareholders. If the Chairman does not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

Article 42 In the meeting of shareholders, a shareholder has one vote for each share. A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

Article 43 A resolution or approval of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by at least three-quarters ($\frac{3}{4}$) of the votes cast by the shareholders attending and eligible to vote at the meeting:

- (A) a sale or transfer of all or substantial part of the business of the Company to any person;
- (B) a purchase or acceptance of transfer of business of other public or private companies in favor of the Company;
- (C) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (D) an amendment to the Memorandum or Articles of Association of the Company;
- (E) an increase or reduction of capital;
- (F) an issue of debentures;
- (G) an amalgamation or a dissolution of the Company.

Proxy (Form A)

.....

Written at.....

Date.....Month.....Year

(1) I/We.....Nationality.....
Reside at

(2) Who is a shareholder of **Principal Capital Public Company Limited** Holding of a total
.....shares and having the right to vote equal tovotes, as follows:

common share.....shares and having the right to vote equal to.....votes

preference share.....shares and having the right to vote equal to.....votes

(3) hereby appoint

(1)age.....years
Residing at No..... or

.....Mr. Yarnsak Manomaiphiboon.....age.....57.....years
at 23rd Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nua,
Wattana Bangkok 10110

.....Miss Aranya Chalernpornvarodom.....age.....72.....years
at 23rd Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nu a,
Wattana Bangkok 10110

.....Dr. Jutamas Ingpochai. PhD.....age.....44.....years
at 23rd Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nua,
Wattana Bangkok 10110

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders on Monday 10 August 2020 at 13.30 p.m. at Auditorium, 5th Floor, Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110 or at any adjournment thereof to any other date, time and place. All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

Signed.....Proxy Grantor
(.....)

SignedProxy Holder
(.....)

Remarks The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.

Proxy (Form B)



Written at.....

Date.....Month.....Year

(1) I/We.....Nationality.....
Reside at

(2) Who is a shareholder of **Principal Capital Public Company Limited** Holding of a total
.....shares and having the right to vote equal tovotes, as follows:

common share.....shares and having the right to vote equal to.....votes
preference share.....shares and having the right to vote equal to.....votes

(3) hereby appoint

(1)age.....years
Residing at No..... or

.....Mr. Yarnsak Manomaiphiboon.....age.....57.....years
at 23rd Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nua,
Wattana Bangkok 10110

.....Miss Aranya Chalernpornvarodom.....age.....72.....years
at 23rd Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nu a,
Wattana Bangkok 10110

.....Dr. Jutamas Ingpochai, PhD.....age.....44.....years
at 23rd Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nua,
Wattana Bangkok 10110

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders on Monday 10 August 2020 at 13.30 p.m. at Auditorium, 5th Floor, Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110 or at any adjournment thereof to any other date, time and place. All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

(4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

Agenda 1 To consider and certify the minutes of no. 1/2019 Extraordinary General Meeting of shareholders

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 2 Consider and acknowledge the report on the operating results of the Company and its subsidiaries for the year 2019 ended 31 December 2109

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 3 To consider and approve the consolidated and separate financial statements of the Company for the year 2019 ended 31 December 2019

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 4 To consider and approve the non-appropriation of the annual net profit to legal reserve and the omission of dividend payment in respect to the operating results of the year 2019

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 5 To consider and election the directors of the Company to replace those who retire by rotation

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

appointment of all directors as proposed
 Approve Disapprove Abstain

appointment of certain directors

Director Name Dr.Pongsak Viddayakorn, M.D.
 Approve Disapprove Abstain

Director Name Mr.John LEE Kohshun
 Approve Disapprove Abstain

Director Name Miss Tanatorn Viddayakorn
 Approve Disapprove Abstain

Agenda 6 To consider and approve the remuneration of the Company's directors for the year 2020

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 7 To consider and appoint the auditors and determine the audit fee for the year 2020

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 8 To consider and approve the plan restructure of business by partial business transfer to its subsidiary and setting up new subsidiary

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 9 To consider and approve the disposition of assets of the Company's subsidiaries to Miss Satita Viddayakorn who is a related person of the Company

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 10 To consider and approve the reduction of the Company's registered capital in the amount of Baht 101,759,452 from the existing registered capital of Baht 3,564,096,272 to the new registered capital of Baht 3,462,336,820, by cancelling its existing 101,759,452 authorized but unissued ordinary shares at par value of one Baht per share, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the reduction of the Company's registered capital

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 11 To consider and approve the increase of the Company's registered capital under the General Mandate scheme in the amount of Baht 346,233,682, from the existing registered capital of Baht 3,462,336,820 (which is the registered capital after the reduction of the registered capital as specified in Agenda 10 above) to the new registered capital of Baht 3,808,570,502, by issuing 346,233,682 newly issued ordinary shares at par value of one Baht per share to accommodate the offering of the newly issued ordinary shares by way of private placement, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the increase of the Company's registered capital

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 12 To consider and approve the allocation of 346,233,682 newly issued ordinary shares under the General Mandate scheme by way of private placement

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 13 To consider other matters (if any)

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

(5) The proxy holder's vote on any agenda item, which is not in accordance with my/our intention as specified in this Proxy, shall be deemed invalid and shall not be treated as my/our vote, as a shareholder.

(6) In case that I/we have not specified my/our voting intention for any agenda item or in case the meeting considers or passes resolutions on any matters other than those specified above, including any case for which there is any amendment or addition of any facts, the proxy holder shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

Signed.....Proxy Grantor
(.....)

SignedProxy Holder
(.....)

Remarks

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.
2. In the agenda for election of directors, directors may be elected as a whole or individually.
3. If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplement to Proxy Form C. shall be used.

Supplement to Proxy Form B

The appointment of proxy holder by the shareholder of Principal Capital Public Company Limited

at the 2020 Annual General Meeting of Shareholders on Monday 10 August 2020 at 13.30 p.m. at Auditorium, 5th Floor, Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110 or at any adjournment thereof to any other date, time and place.

Agenda Item..... Subject :

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda Item..... Subject :

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda Item..... Subject :

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda Item..... Subject :

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda Item..... To consider electing directors (continued)

Director Name
Approve Disapprove Abstain

Director Name
Approve Disapprove Abstain

Director Name
Approve Disapprove Abstain

Director Name
Approve Disapprove Abstain

Proxy (Form C) (For foreign shareholders who have custodian in Thailand only)

Duty Stamp
20 Baht

Written at.....

Date.....Month.....Year

(1) I/We.....Nationality.....
Reside at

As being the Custodian of.....

Who is a shareholder of **Principal Capital Public Company Limited**

Holding of a totalshares and having the right to vote equal tovotes,
as follows:

common share.....shares and having the right to vote equal to.....votes

preference share.....shares and having the right to vote equal to.....votes

(2) hereby appoint

(1).....age.....years
Residing at No.....

..... or

(2).....age.....years
Residing at No.....

..... or

(3).....age.....years
Residing at No.....

..... or

.....
Mr. Yarnsak Manomaiphobonage.....57.....years
at 23rd Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nua,
Wattana Bangkok 10110

.....
Miss Aranya Chalernpornvarodomage.....72.....years
at 23rd Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nu a,
Wattana Bangkok 10110

.....
Dr. Jutamas Ingpochai, PhDage.....44.....years
at 23rd Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nua,
Wattana Bangkok 10110

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders on Monday 10 August 2020 at 13.30 p.m. at Auditorium, 5th Floor, Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110 or at any

adjournment thereof to any other date, time and place. All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

(3) I/We authorize the proxy holder to attend the meeting and vote are as follows:

Grant proxy the total amount of shares held and entitled to vote
Grant partial shares of
common share.....shares and having the right to vote equal to.....votes
preference share.....shares and having the right to vote equal to.....votes

Total voting rightvotes

(4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:-

Agenda 1 To consider and certify the minutes of no. 1/2019 Extraordinary General Meeting of shareholders

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 2 Consider and acknowledge the report on the operating results of the Company and its subsidiaries for the year 2019 ended 31 December 2109

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 3 To consider and approve the consolidated and separate financial statements of the Company for the year 2019 ended 31 December 2019

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 4 To consider and approve the non-appropriation of the annual net profit to legal reserve and the omission of dividend payment in respect to the operating results of the year 2019

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 5 To consider and election the directors of the Company to replace those who retire by rotation

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:

appointment of all directors as proposed
 Approve Disapprove Abstain

appointment of certain directors

Director Name Dr.Pongsak Viddayakorn, M.D.
 Approve Disapprove Abstain

Director Name Mr. John LEE Kohshun
 Approve Disapprove Abstain

Director Name Miss Tanatorn Viddayakorn
 Approve Disapprove Abstain

Agenda 6 To consider and approve the remuneration of the Company's directors for the year 2020

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 7 To consider and appoint the auditors and determine the audit fee for the year 2020

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 8 To consider and approve the plan restructure of business by partial business transfer to its subsidiary and setting up new subsidiary

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 9 To consider and approve the disposition of assets of the Company's subsidiaries to Miss Satita Viddayakorn who is a related person of the Company

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 10 To consider and approve the reduction of the Company's registered capital in the amount of Baht 101,759,452 from the existing registered capital of Baht 3,564,096,272 to the new registered capital of Baht 3,462,336,820, by cancelling its existing 101,759,452 authorized but unissued ordinary shares at par value of one Baht per share, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the reduction of the Company's registered capital

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 11 To consider and approve the increase of the Company's registered capital under the General Mandate scheme in the amount of Baht 346,233,682, from the existing registered capital of Baht 3,462,336,820 (which is the registered capital after the reduction of the registered capital as specified in Agenda 10 above) to the new registered capital of Baht 3,808,570,502, by issuing 346,233,682 newly issued ordinary shares at par value of one Baht per share to accommodate the offering of the newly issued ordinary shares by way of private placement, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the increase of the Company's registered capital

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 12 To consider and approve the allocation of 346,233,682 newly issued ordinary shares under the General Mandate scheme by way of private placement

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda 13 To consider other matters (if any)

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes Disapprove.....Votes AbstainVotes

(5) The proxy holder's vote on any agenda item, which is not in accordance with my/our intention as specified in this Proxy, shall be deemed invalid and shall not be treated as my/our vote, as a shareholder.

(6) In case that I/we have not specified my/our voting intention for any agenda item or in case the meeting considers or passes resolutions on any matters other than those specified above, including any case for which there is any amendment or addition of any facts, the proxy holder shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

Signed.....Proxy Grantor
(.....)

Signed.....Proxy Holder
(.....)

Signed.....Proxy Holder
(.....)

Signed.....Proxy Holder
(.....)

Remarks

1. This Proxy Form is only used by foreign shareholder who has appointed Thai Custodian to be his/her/its trustee.
2. In the agenda for election of directors, directors may be elected as a whole or individually.
3. Evidences showing with Proxy Form are
 - (1) Letter of Attorney from shareholder empowering custodian to sign in Proxy Form.
 - (2) Confirmation Letter that person signing in the proxy is granted permission to operate the custodian business.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.
4. In the agenda for election of directors, directors may be elected as a whole or individually.
5. If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplement to Proxy Form C. shall be used.

Supplement to Proxy Form C

The appointment of proxy holder by the shareholder of Principal Capital Public Company Limited

at the 2020 Annual General Meeting of Shareholders on Monday 10 August 2020 at 13.30 p.m. at Auditorium, 5th Floor, Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110 or at any adjournment thereof to any other date, time and place.

Agenda Item..... Subject :

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda Item..... Subject :

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda Item..... Subject :

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda Item..... Subject :

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda Item..... Subject :

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
Approve.....Votes Disapprove.....Votes AbstainVotes

Agenda Item..... To consider electing directors (continued)

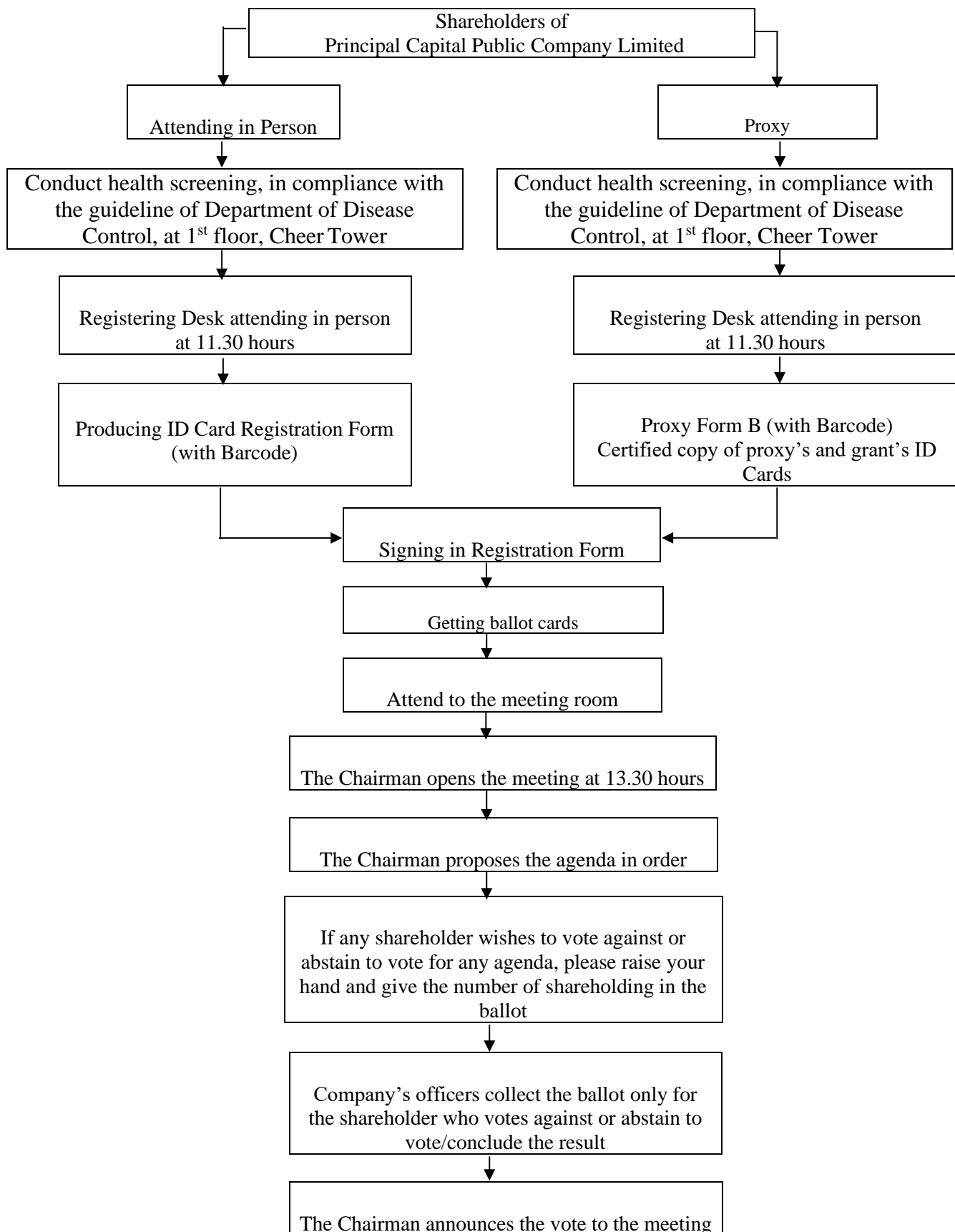
Director Name
Approve Disapprove Abstain

Director Name
Approve Disapprove Abstain

Director Name
Approve Disapprove Abstain

Director Name
Approve Disapprove Abstain

**Procedures for Attending the Annual General Meeting of Shareholders for the Year 2020
Principal Capital Public Company Limited
Monday 10 August 2020 at 13.30 p.m.
at Auditorium, 5th Floor Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road,
Prakhanong Nua, Wattana Bangkok 10110**



Please return to the Company's officers the ballot for every agenda when the meeting is adjourned

Qualifications of Independent Directors

Independent Director must be qualified under the Securities Exchange of Thailand (SET) and Securities and Exchange Commission (SEC)'s regulation. These qualifications are as follows,

1. Shall not hold shares exceeding 1% of all shares with voting rights of the Company, the parent company, subsidiary, associated company, major shareholder or entity with controlling authority, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is an entity with controlling authority of the Company, its subsidiary, associated company, major shareholder or entity with controlling authority.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child of an executive, major shareholder, an entity with controlling authority, or person to be nominated as director, executive or entity with controlling authority of the Company, its subsidiary, or associated company.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or entity with controlling authority, in such a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or entity with controlling authority of any person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or entity with controlling authority.
5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder or entity with controlling authority, and not be a significant shareholder, entity with controlling authority, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associated company, major shareholder or entity with controlling authority.
6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associated company, major shareholder or entity with controlling authority, and not be a significant shareholder, entity with controlling authority or partner of the provider of professional services.
7. Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.
8. Shall not engage in any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of all shares with voting rights of another company which engages in business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall not have any other characteristic which prevents him/her from expressing opinion freely on the operation of the Company.

Following appointment as independent directors qualified according to all items 1-9 specified above, they may be assigned by the board of directors to make collective decisions involving the business of the Company, the parent company, subsidiary, associated company, a major shareholder or an entity with controlling authority.

Details of Independent Directors who are Nominated to be the Shareholders' Proxy

1. Mr. Yarnsak Manomaiphiboon

Age 57 years
Position Independent Director and Chairman of the Audit Committee
Date of Appointment April 29, 2013 (7 years)
Education/Training BSc. 2nd Honor, Engineering, Chulalongkorn University
MBA, Finance and Management, Indiana University, Boomington, USA
Program on Corporate Governance for Directors and Senior Management of State Enterprise and Public Organization, Class 3
Executive Class 5, Capital Market Academy
Director Certification Program 2005 (DCP 60/2005) at IOD
Director Accreditation Program 2004 (DAP 23/2004) at IOD
Director Certification Program 2015 (DCP 199/2015) at IOD

Work Experience

2013 - Present: Independent Director and Chairman of the Audit Committee Principal Capital PCL.

Listed Companies

February 2012 – Present Independent Director and Audit Committee Member Sahaviriya Steel Industry PCL.
April 2017 – Present Director Chememan PCL.

Non Listed Companies

May 2012 – Present	Secretariat	Association of the Thai Securities Companies
2014 - 2016	Executive Director	The Krungthep Thanakom Co., Ltd.
2014 - 2016	Chairman	Thai Credit Guarantee Corporation (TCG)

Recruitment rules and procedures.

The Board had considered their qualifications and was of the opinion that the aforementioned persons have educational qualification, knowledge, capability and experience that will be valuable for the Company and their qualifications meet the requirements under the Stock Exchange of Thailand's and the Company's definition.

**The company's securities holdings
Directly and indirectly in business of
any company or subsidiaries**

None

Forbidden Qualifications

None
Never dishonestly committed an offence against property
Never entered into any transaction which may cause conflict of interest against company during the year

Conflict of Interests in the Proposed Agenda None

2. Miss Aranya Chalernpornvarodom

Age 72 years
Position Independent Director and Chairman of the Audit Committee
Date of Appointment April 29, 2013 (7 years)
Education/Training BBA Accounting, 2nd Honor, Chulalongkorn University
MBA Accounting, Chulalongkorn University
Chief Financial Officer Federation of Accounting Professional Director Certification Program 2018 (DCP 252/2018) at IOD
Director Accreditation Program 2016 (DAP 126/2016) at IOD
Advanced Audit Committee Program 2016 (AACP 24/2016) at IOD
Chief Financial Officer at Thai Institute of Directors Association

Work Experience

2013 - Present: Independent Director and Chairman of the Audit Committee ,Principal Capital PCL.

Listed Companies

None

Non Listed Companies

2008 – Present Advisor to Executive Director Regent Group

Recruitment rules and procedures.

The Board had considered their qualifications and was of the opinion that the aforementioned persons have educational qualification, knowledge, capability and experience that will be valuable for the Company and their qualifications meet the requirements under the Stock Exchange of Thailand's and the Company's definition.

The company's securities holdings Directly and indirectly in business of any company or subsidiaries

None

Forbidden Qualifications

None

Never dishonestly committed an offence against property
Never entered into any transaction which may cause conflict of interest against company during the year

Conflict of Interests in the Proposed Agenda None

3. Dr. Jutamas Ingpochai, Ph.D.

Age 44 years
Position Independent Director and Chairman of the Audit Committee
Date of Appointment April 29, 2014 (6 years)
Education/Training Master Degree of Financial Economics - Boston University, USA.
Ph.D of Business Administration Joint Program of Bangkok University and University of Nebraska-Lincoln, USA.
Family Business Governance 2018 (FBG12/2018) at IOD
Directors Certification Program 2017 (DCP 248/2017) at IOD
IT Governance and Cyber Resilience Program 2017 at IOD
Advanced Audit Committee Program 2016 (ACCP 22/2016) at IOD
Risk Corporate Leader 2016 (RCL 5/2016) at IOD
Director Accreditation Program 2012 (DAP 99/2012) at IOD
Company Secretary Program 2009 (CSP 29/2009) at IOD

Work Experience

2014 - Present : Independent Director and Chairman of the Audit Committee Principal Capital PCL.

Listed Companies

January 2011 – Present Deputy President Investment Relation, shareholder 0.40% GFPT PLC.
October 2008 - Present Corporate Secretary, shareholder 0.40% GFPT PLC.

Non Listed Companies

December 2015-Present Director, shareholder 10% Minimax Venture Co., Ltd.

Recruitment rules and procedures.

The Board had considered their qualifications and was of the opinion that the aforementioned persons have educational qualification, knowledge, capability and experience that will be valuable for the Company and their qualifications meet the requirements under the Stock Exchange of Thailand's and the Company's definition.

The company's securities holdings Directly and indirectly in business of any company or subsidiaries

None

Forbidden Qualifications

None

Never dishonestly committed an offence against property

Never entered into any transaction which may cause conflict of interest against company during the year

Conflict of Interests in the Proposed Agenda None

Map of the Shareholders' Meeting Venue
Principal Capital Public Company Limited
Monday 10 August 2020 at 13:30 p.m.
at Auditorium, 5th Floor Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road,
Prakhanong Nua, Wattana Bangkok 10110

