



**Notification of the Allocation of Newly Issued Ordinary Shares  
in Combination with  
Warrants Representing the Right to Purchase Ordinary Shares  
No. 6 (TWZ-W6)  
of  
TWZ Corporation Public Company Limited**

for an offer of

New ordinary shares to the existing shareholders of TWZ Corporation Public Company Limited  
whose names appear in the share register book as of October 26, 2021 (Record Date)

The total amount does not exceed 4,964,475,981 shares with a par value of 0.10 baht per share  
total amount 496,447,598.10 baht

**Subscription period**

Between 13 – 17 and 20 December 2021 (total 6 business days)

Between 9:00 a.m. and 3:00 p.m.

Or subscribe via online system (e-RO) 24 hours a day.

**Location for Subscription and Subscription Payment for Convertible  
Debentures**

TWZ Corporation Public Company Limited

No. 269 Ratchadaphisek Road Ratchadaphisek, Din Daeng, Bangkok 10400

or subscribe via online system (e-RO)

**Important Disclaimers**

*By accepting delivery of this notification of the rights to subscribe (the "Notice of Subscription Rights") for newly issued ordinary shares offered to the existing shareholders of TWZ Corporation Public Company Limited (the "Company") in proportion to their respective shareholdings (the "New Shares") together with warrants representing the right to purchase ordinary shares of TWZ Corporation Public Company Limited No. 6 ("Warrants TWZ-W6") which shall be issued and allocated to the existing shareholders of the Company who subscribe for and are allocated with newly issued ordinary shares offered to such existing shareholders in proportion to their respective shareholdings, the shareholders acknowledge and agree to the disclaimers and conditions set forth below.*

*This offering of the New Shares together with Warrants TWZ-W6 to the existing shareholders of the Company in proportion to their respective shareholdings is an offering of securities in Thailand pursuant to Section 33 of the Securities and Exchange Act B.E. 2535 (as amended) and will only take place in Thailand. These New Shares, Warrants TWZ-W6 (i) have not been and will not be registered with the U.S. Securities and Exchange Commission or any other securities regulatory authority in any country other than Thailand, or under the U.S. Securities Act of 1933 (the "U.S. Securities Act") or the laws of any jurisdiction other than Thailand, and (ii) unless registered under the U.S. Securities Act or pursuant to an exemption from such registration, may not be offered or sold in the United States of America (the "U.S."). The Company does not intend to register these New Shares, Warrants TWZ-W6 under the U.S. Securities Act or conduct any offering of securities in the U.S.*

*The shareholders are prohibited to disclose, publish or distribute the Notice of Subscription Rights, whether in whole or in part. This Notice of Subscription Rights does not constitute an offering to sell or a solicitation of an offering to subscribe for or to buy any securities of the Company in the U.S. or any other country. No money, securities or other consideration is being solicited by this Notice of Subscription Rights. Any delivery of money, securities or other consideration in response to this Notice of Subscription Rights or the information contained herein will not be accepted. The Company urges that the shareholders who accept the delivery of this Notice of Subscriptions Rights must rely upon their own examination of the restrictions regarding investment in the securities and offering to sell the securities in the countries of their domicile or nationality. The Company will not be responsible for any violation of any of these restrictions by any person. The shareholders warrant that they are not restricted under any law of any jurisdiction to subscribe for the New Shares and Warrants TWZ-W6, and the Subscription by the shareholders of the New Shares and Warrants TWZ-W6 will not be a violation of any applicable law of the relevant jurisdiction.*

Part 1 Information on the Allocation of Newly Issued Ordinary Shares in Combination with Warrants Representing the Right to Purchase Ordinary Shares of TWZ Corporation Public Company Limited No. 6 (TWZ-W6) (“Newly Issued Ordinary Shares in Combination with Warrants”)

1. Company name and address

TWZ CORPORATION PUBLIC COMPANY LIMITED

Address : 269 Ratchadapisek Rd., Ratchadapisek, Din Daeng Bangkok 10400

Telephone : 0-2275-9789

Fax : 0-2275-9798

Website : www.twz.co.th

2. The Board of Directors’ Meeting and the Extraordinary General Meeting of Shareholders resolved to allocate Newly Issued Ordinary Shares in Combination with Warrants

The Board of Directors’ Meeting No. 9/2021 : 8 October 2021

The Extraordinary General Meeting of Shareholders No.2/2021 : 19 November 2021

3. Details of the Allocation of Newly Issued Ordinary Shares in Combination with Warrants

The Board of Directors’ Meeting No. 9/2021 held on 8 October 2021 and The Extraordinary General Meeting of Shareholders No.2/2021 held on 19 November 2021 has resolved to approve the allocation of newly issued ordinary shares to serve the issuance and the offering of ordinary shares in the amount not exceeding 4,964,475,981 shares with Baht 0.10 par value per share in the total amount of Baht 496,447,598.10 to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) at the ratio of 3 existing ordinary shares to 1 newly issued share at the offering price of Baht 0.10 per share. Moreover, both meetings also resolved to approve the allocation of newly issued ordinary shares to serve the issuance and the offering of warrants representing the right to purchase ordinary shares of the Company No. 6 (TWZ-W6) in the amount not exceeding 4,964,475,981 units to the existing shareholders of the Company who subscribe for and are allocated with newly issued ordinary shares offered to them in proportion to their respective shareholdings at the ratio of 1 new ordinary share to 1 unit of Warrants TWZ-W6 at no cost”) in the amount not exceeding 4,964,475,981 units (“Warrants TWZ-W6”). The details are as follows:

### 3.1 Newly Issued Ordinary Shares

Type of Securities	:	Ordinary Shares
Par Value Per Share	:	Baht 0.10
Paid-up Capital prior to the Capital Increase	:	Baht 1,489,342,794.10
Capital to be Increased and Number of Shares to be Allocated	:	Baht 992,895,196.20, In the amount of 9,928,951,962 shares, divided into: (1) ordinary shares in the amount not exceeding 4,964,475,981 shares with Baht 0.10 par value per share in the total amount of Baht 496,447,598.10 to the existing shareholders of the Company in proportion to their respective shareholdings (the "New Shares") (2) ordinary shares in the amount not exceeding 4,964,475,981 shares with Baht 0.10 par value per share in the total amount of Baht 496,447,598.10 to serve the right to purchase ordinary shares TWZ-W6
Offering Price Per New Share	:	Baht 0.10
Subscription Ratio for New Shares	:	3 existing shares to 1 New Share
Allocation Method for New Shares	:	The conditions for allocation of the New Shares to the existing shareholders of the Company in proportion to their respective shareholdings are as follows: (a) offering at the ratio of 3 existing shares to 1 New Share at the offering price of Baht 0.10 per share; (b) any fraction of shares from the allocation shall be rounded down; (c) the existing shareholders shall be entitled to subscribe for the New Shares in excess of their entitlements pursuant to the given ratio (oversubscription). In this regard, the existing shareholders who express their interests to

subscribe for the New Shares in excess of their respective shareholding rights shall be allocated with the over-subscribed New Shares only if there remain unsubscribed shares from the above allocation and such new shares shall be reallocated in their entirety until there are no leftover from the allocation.

If the number of New Shares remaining unsubscribed is less than the number to which the existing shareholders have expressed their interest to subscribe in excess of their respective shareholding rights, then in principle, the Company shall proceed to allocate the remaining unsubscribed shares to those shareholders who have expressed their intention to subscribe for shares in excess of their respective shareholding in accordance with the ratio of the number of over-subscribed shares and the number of New Shares remaining unsubscribed, provided that this remains subject to the discretion of the Company. In the event that the allocation of the oversubscribed New Shares above would result in any oversubscribing shareholders being obliged to make a mandatory tender offer pursuant to the relevant notification of the Capital Market Supervisory Board, such shareholders must comply with the relevant laws and regulations accordingly.

- (d) in the case where there are shares remaining unsubscribed after the exercise of Subscription rights by the existing shareholders of the Company, the Company shall seek for approval from its next shareholders' meeting to reduce its registered capital accordingly
- (e) the shareholders who are eligible to subscribe for the New Shares shall be those whose names are recorded in the share register on 26 October 2021 (Record Date), and the

Subscription and payment period for the New Shares allotted and offered to the existing shareholders in proportion to their respective shareholdings shall be 13 to 17 and 20 December 2021;

- (f) additionally, the Company reserves the right to refuse to offer or allocate newly issued ordinary shares to any shareholder if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions, such as the existing shareholders in the United States of America and other countries as the Company deems appropriate (which may include no offering or allocation of newly issued ordinary shares to U.S. Persons as defined under Regulation S of the U.S. Securities Act of 1993)

### 3.2 Warrants TWZ-W6

Name of Securities	:	Warrants Representing the Right to Purchase Ordinary Shares of TWZ Corporation Public Company limited) No. 6 (TWZ-W6)
Number of Allocated Warrants	:	Not exceeding 4,964,475,981 units
Number of Allocated Ordinary Shares to Accommodate the Exercise of Warrants	:	Not exceeding 4,964,475,981 shares with Baht 0.10 par value per share
Type of Securities	:	Named Certificate and transferable warrants
Term of Warrants	:	2 years after the issuance date of the Warrants TWZ-W6. The Company will not extend the term of Warrants TWZ-W6
Offering Method	:	Allocation to the existing shareholders of the Company who subscribes for and are allocated with the New Shares in proportion to their respective shareholdings at the ratio of 1 New Share to 1 unit of Warrants TWZ-W6. In this

regard, the shareholders who are eligible to subscribe for the newly issued ordinary shares together with the warrants shall be those whose names are recorded in the share register on 26 October 2021 (Record Date)

Offering Price : No cost (i.e., offering price is Baht 0 per unit)

Exercise Price : Baht 0.10 (unless the exercise price is adjusted under the conditions of the right adjustment).

If the exercise price is adjusted, the adjusted exercise price shall not be lower than the par value of the Company's shares at the time of the adjustment

Exercise Ratio : 1 unit of Warrants TWZ-W6 for 1 ordinary share (unless the exercise ratio is adjusted under the conditions of the right adjustment)

Exercise Date and Exercise Period : In every 6 months after the issuance and offering date of the warrants TWZ-W6

Period for Notification of Intention to Exercise the Warrant : The holders of Warrants TWZ-W6 who wish to exercise their rights to purchase the ordinary shares of the Company must notify the intention to purchase ordinary shares of the Company at 9.00 - 15.00 within 5 business days prior to the exercise date. (Period for Notification of Intention to Exercise the Warrant) For the last exercise of right, the holders of Warrants TWZ-W6 must notify the intention to purchase ordinary shares of the Company within 15 business days prior to the last exercise date. (Period for the Notification of Intention to Exercise the Warrant for the last term)

Conditions concerning the Right Adjustment : The Company shall adjust the exercise price and the exercise ratio upon the occurrence of any of the following events to ensure that the benefits of the warrant holders will not be less favorable:

(1) The Company changes the par value of the shares due to a consolidation or split of the shares;

- (2) The Company offers newly issued shares at a price lower than 90 per cent of the market price of the ordinary shares of the Company;
- (3) The Company offers newly issued securities in the form of convertible debentures or warrants representing the right to buy any shares with the determined or calculated price of the newly issued shares to accommodate the exercise of rights under such convertible debentures or warrants, at an amount of lower than 90 per cent of the market price of the ordinary shares of the Company;
- (4) The Company makes all or partial dividend payment by way of issuing newly issued shares to the shareholders
- (5) The Company pays cash dividend that exceeds the rate in Terms and Conditions; and
- (6) There are any other events similar to those mentioned in (1) to (5) above that may

The Board of Directors or a person delegated by the Board of Directors shall be empowered to determine terms and conditions and other particulars pertaining to the adjustment or change of the exercise ratio and the exercise price.

- |                                           |   |                                                                                                                                                                                                                                         |
|-------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Secondary Market of Warrants              | : | The Company will register the Warrants TWZ-W6 issued as listed securities on the Stock Exchange of Thailand (the "SET")                                                                                                                 |
| Secondary Market of Ordinary Shares       | : | The Company will list the ordinary shares issued in accordance with the exercise of warrants on the SET                                                                                                                                 |
| Reserved for the Exercise of the Warrants |   |                                                                                                                                                                                                                                         |
| Registrar                                 | : | Thailand Securities Depository Company Limited                                                                                                                                                                                          |
| Other Conditions                          | : | The Board of Directors or a person delegated by the Board of Directors shall be empowered to determine terms and conditions and other particulars pertaining to the warrants and to negotiate, finalize and sign relevant documents and |



agreements which are necessary and appropriate in connection with the issue and allocation of the warrants TWZ-W6 in all respects, for example, the allocation and the issue date of Warrant TWZ-W6, as well as filing applications for registrations of the warrants as listed securities on the SET and performing any acts to seek approval from the relevant authorities.

**4. Record Date to Determine the Name of the Shareholders who are Eligible to Subscribe for the Newly Issued Ordinary Shares in Combination with Warrants**

The shareholders who are eligible to subscribe for the Newly Issued Ordinary Shares in combination with Warrants shall be those whose names are recorded in the share register on 26 October 2021 (Record Date).

**5. Date of Subscription and Payment for the New Shares in Combination with Warrants**

**5.1 Period of Subscription and Payment of Newly Issued Shares in Combination with Warrants**

From 9.00 – 15.00 of 13 to 17 and 20 December 2021 (totaling 6 business days). Or subscribe via online system (e-RO) 24 hours a day.

**5.2 Method and Location for the Subscription of Newly Issued Shares in Combination with Warrants**

The existing shareholders who wish to subscribe for the Newly Issued Shares in Combination with Warrants or their attorneys may submit documents required for the Subscription and payment for the Newly Issued Ordinary Shares in Combination with Warrants at TWZ Corporation Public Company Limited from 9.00 – 15.00 or subscribe via online system (e-RO) 24 hours a day of 13 to 17 and 20 December 2021 (totaling 6 business days) at the following address:

**TWZ CORPORATION PUBLIC COMPANY LIMITED**

Address : 269 Ratchadapisek Rd., Ratchadapisek, Din Daeng Bangkok 10400

Telephone : 0-2275-9789

Fax : 0-2275-9798

If you have any questions or queries in respect of the allocation, procedure and method of the Subscription of the newly issued ordinary shares, please contact our Subscription agent at Line Official Account namely “TWZ-Insight” by scanning the QR Code below



### 5.3 Procedures for Payment of the Newly Issued Ordinary Shares in Combination with Warrants

[The subscriber must make payment of the Subscription price in full via:

5.3.1 Pay in cash at the location for the Subscription. The subscriber can make a payment for the Subscription of Newly Issued Shares at the location for the Subscription from 9.00 – 15.00 or subscribe via online system (e-RO) 24 hours a day of 13 to 17 and 20 December 2021 (totaling 6 business days)

5.3.2 Transfer of money to the bank account

**Account name** “Account for the Subscription of Newly Issued Shares of TWZ Corporation Public Company Limited”

**Bank** Kasikorn Bank, Prachaniwet 1 Branch

**Type of account** Current account

**Account Number** 737-1-02174-9

(a) The subscriber must submit the payment evidence of Subscription with the original copy to the company **within 20 December 2021**, the last day for the Subscription of Newly Issued Shares

(b) In case of the online Subscription (e-RO),  
[www.investors-insight.com/twz/login.php](http://www.investors-insight.com/twz/login.php)

the subscriber must select “transfer” as the payment method and attach the payment evidence of Subscription the website, The subscriber then rechecks the Subscription information, save, and/or print the payment

evidence of Subscription as the share Subscription document within 20 December 2021, the last day for the Subscription of Newly Issued Shares

Remark: Details in Enclosure 3

5.3.3 Pay in cheque, draft or cashier cheque

(a) A crossed cheque method

“Account for the Subscription of Newly Issued Shares of TWZ Corporation Public Company Limited” that can be collected by the Clearing House located in Bangkok within the next business day. The subscriber must submit a crossed cheque with the Subscription form and the Certificate for Subscription at the location of Subscription within 15.00 of the Subscription periods. Cheque or cashier cheque shall be dated on the date of Subscription but no later than 17 December 2021 as well as specified name, last name, and contact number at the back of such cheque/ cashier cheque.

In case that the subscriber did not specify name, last name, and contact number at the back of such cheque/ cashier cheque, or the company cannot contact the subscriber when collects the cheque/ cashier cheque, the company reserve the right to subscribe for the share.

(b) Draft, billable all over the Kingdom, payable on behalf of “**Account for the Subscription of Newly Issued Shares of TWZ Corporation Public Company Limited**”

(c) Specify the shareholder registration No. (in the Certificate for Subscription (Enclosure 2)) name, last name, and contact number at the back of such cheque, draft or cashier cheque

(d) The period for payment method of cheque, draft or cashier cheque is Subscription from 9.00 – 15.00 of 13 to 17 December 2021

(e) In case of the online Subscription (e-RO),

[www.investors-insight.com/twz/login.php](http://www.investors-insight.com/twz/login.php)

the subscriber must select “**cheque, draft or cashier cheque**” as the payment method and attach the payment evidence of Subscription in the website, The subscriber then rechecks the Subscription information, save, and/or

print the payment evidence of Subscription as the share Subscription document within 20 December 2021, the last day for the Subscription of Newly Issued Shares

Remark: Details in Enclosure 3

5.3.4 Pay via Internet Banking system to the company account

**Account name** “Account for the Subscription of Newly Issued Shares of TWZ Corporation Public Company Limited”

**Bank** Kasikorn Bank, Prachaniwet 1 Branch

**Type of account** Current account

**Account Number** 737-1-02174-9

(a) The subscriber must submit the payment evidence of Subscription with the original copy in Internet Banking system within 20 December 2021, the last day for the Subscription of Newly Issued Shares

(c) (๓) In case of the online Subscription (e-RO),  
[www.investors-insight.com/twz/login.php](http://www.investors-insight.com/twz/login.php)

the subscriber must select “Internet Banking” as the payment method and attach the payment evidence of Subscription the website, The subscriber then rechecks the Subscription information, save, and/or print the payment evidence of Subscription as the share Subscription document within 20 December 2021, the last day for the Subscription of Newly Issued Shares

Remark: Details in Enclosure 3

5.4 Required Documents for the Subscription

5.4.1 Completed and duly signed Subscription Form for the Newly Issued Ordinary Shares in Combination with Warrants.

The Company has delivered the Subscription Form for the Newly Issued Ordinary Shares in Combination with Warrants to all the shareholders whose names are recorded in the share register on 26 October 2021 (Record Date) who are eligible to subscribe for the Newly Issued Ordinary Shares in Combination with Warrants. In case of a juristic person, the form must be signed with the affixed seal (if any). In this regard, shareholders can submit only 1 Subscription Form for the Newly Issued

Ordinary Shares in Combination with Warrants for 1 Certificate for Subscription for Newly Issued Ordinary Shares with Warrants. In addition, the shareholders may also obtain the Subscription Form for the Newly Issued Ordinary Shares in Combination with Warrants at TWZ Corporation Public Company Limited or download such form from the Company's website ([www.twz.co.th](http://www.twz.co.th))

5.4.2 Certificate for Subscription Entitlement of the Newly Issued Ordinary Shares in Combination with Warrants issued by Thailand Securities Depository Company Limited. (Enclosure 2)

(a) In case of the absence of Certificate for Subscription Entitlement of the Newly Issued Ordinary Shares in Combination with Warrants, and/or in the case there was a change to the shareholder's name/last name which causes the shareholder's name/last name to differ from those recorded in the share register on 26 October 2021 (which is the Record Date to determine the shareholders who are eligible to subscribe for the Newly Issued Ordinary Shares in Combination with Warrants) or differ from the Certificate for Subscription Entitlement of the Newly Issued Ordinary Shares in Combination with Warrants, then documents issued by the government authority e.g. affidavit, marriage certificate, divorce certificate, notification of name/last name change etc., are also required.

5.4.3 Evidence of subscription payment for the Newly Issued Ordinary Shares in Combination with Warrants as follows.

(a) cheque, draft or cashier cheque (so called "**Bank Cheque**" that can be collected by the Clearing House located in Bangkok within the next business day.) or

(b) copy of Bill Payment Slip, specified name, last name, address and contact number at the back of such copy or

(c) in case of paying via Internet Banking system to the company account, copy of payment evidence of the subscription via Internet Banking system

5.4.4 A copy of the first page of the bank passbook in the type of saving or current one only. The bank account's name must be the same as the subscriber's only and certified true copy. A copy of the first page of the bank passbook is required in case

that the subscriber wishes to refund the subscription fee for the part that has not been allocated or has not been allocated in full according to the amount oversubscribe, through the system of transferring money to a bank account.

5.4.5 The following identification documents:

- (a) Thai individual : A certified true copy of a valid national identification card
- (b) Foreign individual : A certified true copy of a passport
- (c) Thai juristic person : A certified true copy of an affidavit issued by the Ministry of Commerce no longer than 6 months prior to the submission date of the Subscription Form and a certified true copy of document in item (a) or (b) (as the case may be) of the authorized person.
- (d) Foreign juristic person: A certified true copy of Certificate of Incorporation, Memorandum of Association and/or Affidavit of the juristic person issued no longer than 6 months prior to the submission date of the Subscription Form, e certified by the Notary Public and a certified true copy of document in item (a) or (b) (as the case may be) of the authorized person.

5.4.6 Power of attorney [(Enclosure No. 5)] affixed with Baht 30 stamp duty (in case of authorizing an attorney to act on the subscriber's behalf) together with a certified true copy of a national identification card of the subscriber and the attorney. (in case of authorizing an attorney to act on the foreign subscriber's behalf, a certified true copy of a valid alien identification card or a passport is required)

- (a) In case of Power of attorney certified in foreign countries, Power of attorney and a copy of the subscriber passport that are not yet expired must be certified by the Notary Public and certified by an official of the Thai Embassy or Consulate in the country in which the documents are prepared or certified.
- (b) The attorney must show ID card or passport (original) to the company officer owner and deliver a certified true copy of ID card or the passport

In this regard, the signature in every identification document must match the signature in the subscription form of the Newly Issued Ordinary Shares in Combination with Warrants

5.4.7 For the subscriber who wishes to deposit the Newly Issued Ordinary Shares in Combination with Warrants in the issuer account No. 600 under the name of the

subscriber, please complete all details in “Additional Documents for Securities Subscription Specifically for Those Who Intend to Deposit Securities into the Issuer Account Only” (Enclosure No. 8) for submission to Thailand Securities Depository Company Limited. If the subscriber did not enclose the additional supporting document, the Company hereby reserves the right to issue a share certificate in the name of the subscriber.

If the subscriber fails to submit the required subscription documents above or the documents are incomplete, the Company or the Subscription Agent reserve the rights to deem that such subscriber did not intend to exercise the right to subscribe for the Newly Issued Ordinary Shares in Combination with Warrants. However, the Company or the Subscription Agent may exercise its discretion in exempting certain subscription documents for any subscribers or requesting for any other substitute documents or additional documents as it deems appropriate.

In addition, the Company or the Subscription Agent reserve the rights not to deliver documents on the offering of the Newly Issued Ordinary Shares in Combination with Warrants, and the right not to allocate the newly issued shares to any subscriber if such offering or allocation will or may cause the Company to violate any laws, rules or regulations of other jurisdictions, or will cause the Company to have additional obligations other than those required under the relevant laws or regulations of Thailand on securities offering such as the existing shareholders in the United States of America and other countries, or as the Company deem appropriate (which may include no offering or allocation of newly issued ordinary shares to U.S. Persons as defined under Regulation S of the U.S. Securities Act of 1993).

## **5.5 Conditions of Subscription**

5.5.1 The shareholders who subscribe for the Newly Issued Ordinary Shares in Combination with Warrants shall be entitled to subscribe in accordance with, in excess of, or less than their entitlements pursuant to the given ratio. In this regard, the shareholders who express their interests to subscribe for the Newly Issued Ordinary Shares in Combination with Warrants in accordance with their entitlements

(any fraction shall be rounded down), or less than their entitlements shall be allocated with the full amount they so subscribed.

5.5.2 The shareholders who have subscribed and paid for the Subscription price is not permitted to cancel their Subscription. The company reserves the right to cancel the Subscription right if the company does not receive the Subscription documents for the newly issued ordinary shares plus warrants and/or the Subscription payment within the specified time.

5.5.3 In the case that the Subscription payment is made by Bank Cheque, the Subscription payment will be completed once the paying bank cashes out the amount specified in the Bank Cheque, and the Subscription for the Newly Issued Ordinary Shares in Combination with Warrants will be deemed complete once the Company can collect the Subscription payment only.

If (1) the shareholder who subscribes for the shares is unable to pay for the Subscription price, or the Subscription Agent is unable to collect the payment in any case (either in whole or in part) within the specified Subscription and payment period, whereby the Company or the Subscription Agent is not at fault; or if (2) the shareholder who subscribes the shares has incompletely or unclearly filled in the details in the Subscription Form for the Newly Issued Ordinary Shares in Combination with Warrants, the Company or the Subscription Agent is entitled to deem that such subscriber has waive the right to subscribe for the Newly Issued Ordinary Shares in Combination with Warrants. In this regard, the Company or the Subscription Agent hereby reserves the right to further allocate such Newly Issued Ordinary Shares in Combination with Warrants.

5.5.4 The Company and the Subscription Agent reserve the rights not to allocate the newly issued shares to any subscriber if such offering or allocation will or may cause the Company to violate any laws, rules or regulations of other jurisdictions, or will cause the Company to have additional obligations other than those required under the relevant laws or regulations of Thailand on securities offering such as the existing shareholders in the United States of America and other countries, or as the Company deem appropriate (which may include no offering or allocation of newly issued



ordinary shares to U.S. Persons as defined under Regulation S of the U.S. Securities Act of 1993).

- 5.5.5 In case that shareholder receives Warrant Representing the Right to Purchase Ordinary Shares more than 1 shareholder registration number, the shareholder must prepare subscription documents according to the number of shareholder registration numbers that the shareholders receive the certificate for subscription of Newly Issued Ordinary Shares, that is, 1 set of subscription document per 1 shareholder registration number only. If a shareholder subscribes with a single shareholder registration number, combining the right to be allocated the company's securities of all shareholders' registration numbers together into one transaction or specifying such information in the same set of subscription document, the subscriber may not be allocated the Company's securities in full according to all rights held by all shareholder registration numbers combined. The Company shall reserve the right to allocate the Company's securities to the subscriber as it deems appropriate or not allocate the Company's securities to such subscriber
- 5.5.6 In the case that the shareholders wish to send the subscription form for the Newly Issued Shares via registered mail, they are requested to submit documents such as share subscription form, Certificate for Share Subscription and crossed check/cashier cheque payable only **via registered mail to the location of subscription**. The subscription documents must arrive at the company's office by 3:00 p.m. on December 17, 2021 at the latest. For the convenience of the subscription, please bracket that corner of the envelope as "Subscription for the Newly Issued Shares"

#### **5.6 Return of Subscription Payment of the Newly Issued Ordinary Shares in Combination with Warrants**

- (1) In the case that the shareholders have expressed their intention to subscribe for the Newly Issued Ordinary Shares in Combination with Warrants in excess of their entitlements (oversubscription) but were not allocated with all or some of the oversubscribed portion, the Company or the Subscription Agent will proceed to return the subscription payment for the portion of shares that has not been allocated or has not been fully allocated (without interest and/or any damages) within 14

business days from the end of the subscription and payment period, via one of the methods specified by the shareholder in the Subscription Form for the Newly Issued Ordinary Shares in Combination with Warrants.

- (2) In the case that it is unable to return the subscription payment for the portion of shares that was not allocated or was not fully allocated via Automatic Transfer System (ATS) to the bank account of the subscriber as specified in the Subscription Form in any case which is outside of the control of the Company, the Company shall return the subscription payment for the portion of shares that has not been allocated or has not been fully allocated by issuing crossed cheque as payable only to the subscriber and deliver such cheque by registered postal mail to the address appears recorded in the share register on 26 October 2021.

In case of the return of the subscription payment by a cheque, the subscriber will be responsible for fee charged by the different Clearing House or Bank Cheque (if any).

- (3) In case the Company cannot return the subscription payment for the portion of shares that was not allocated or was not fully allocated to the subscriber within 14 business days from the end of the subscription period, the subscriber shall receive interest at the rate of 7.50% per annum on the subscription payment which has not been returned, calculated from the amount of subscription payment for shares that was not allocated or was not fully allocated, starting from the date following the last day of the 14 business days subscription period to the date of which the subscription payment has been returned.

## 5.7 Other Important Information

- 5.7.1 The name of the subscriber and the name of the holder of the securities trading account shall be the same. If the account number of the securities trading account belongs to other person, the share(s) will not be able to be deposited into such account and the subscriber will not be able to trade the shares on the first trading date of the Company's ordinary shares on the SET. In this regard, the Company reserves the right to issue a share Certificate to such subscriber.
- 5.7.2 Please specify the correct Thailand Securities Depository Company Limited membership number (Broker Code) to which the share(s) will be delivered. If the

Thailand Securities Depository Company Limited membership number is incorrect, the share(s) will be delivered to other recipient, in which case the Company or the Subscription Agent will not be responsible for the lost or delay in claiming back the share(s).

- 5.7.3 If the Company is unable to return the Subscription payment to the subscriber within the specified period due to circumstances which are beyond reasonable control of the Company or the Subscription Agent, the Company and the Subscription Agents will not be responsible for any interest and/or damages and will return only the Subscription payment payable to the subscriber who has not been allocated or has not been fully allocated with the shares from the Company, as described in Clause 5.6 “Return of Subscription Payment of the Newly Issued Ordinary Shares in Combination with Warrants”.
- 5.7.4 If the number of shares that the shareholder specified in the Subscription Form for the Newly Issued Ordinary Shares in Combination with Warrants does not match with the Subscription payment received by the Company, the Company hereby reserves the right to adhere to the number of shares based on the Subscription payment
- 5.7.5 If you have any questions, please contact

**TWZ CORPORATION PUBLIC COMPANY LIMITED**

Address : 269 Ratchadapisek Rd., Ratchadapisek, Din Daeng Bangkok  
10400

Telephone : 0-2275-9789

Fax : 0-2275-9798

or

contact at Line Official Account namely “TWZ-Insight” by scanning the QR Code below in your mobile phone



Line ID : @twz-insight

Link : <https://lin.ee/Ylr9UFh>

## 6. Objectives for the Capital Increase

The objective of the capital increase as a whole is to be used as a reserve fund for the Company's business expansion in the future, including investment in electric vehicle business and/or hemp-marijuana and Kratom business, other herbs and/or businesses related to the Company's current business and/or other businesses that can generate satisfactory returns to the company in the future. Another objective is to pay off financial institutions and other contingent liabilities and used as working capital for the company. The company would like to summarize the objectives of the capital increase classified by type of capital increase as follows:

6.1 Proceeds from the issuance of newly issued ordinary shares to the existing ordinary shareholders of the Company in proportion to their respective shareholdings (Right Offering) in the amount of 496,447,598.10 baht for debentures debt repayment, business operations to support other business expansions in the future and using as working capital.

### Remark

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in new business projects. Any other additions in the future that the company considers to have good returns and benefits to the company and its shareholders, the company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets

6.2 Proceeds from the issuance of warrants to purchase ordinary shares of the Company No. 6 (TWZ-W6) to existing shareholders who subscribe for newly issued ordinary shares of the Company in the amount of 496,447,598.10 baht as additional investment in the business that is operated in the present as well as future business that the company expects to bring in revenue and increased returns, resulted in an improvement in the Company's performance and the best interests of the Company and its shareholders.

- Reserve fund for future business in the amount of 300,000,000 baht
- Working capital in the company's business 196,447,598.10 baht

### Remark

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in other new business projects in the future that the company sees. that there is a good return and benefit to the company and its shareholders. The company will continue to comply with the rules of the Stock Exchange of Thailand regarding the acquisition and disposition transaction.

The company would like to summarize the objectives of the capital increase classified by type of capital increase as follows:

No.	Detail	Capital inquiry (Baht)	
		Newly Issued Ordinary Share	TWZ-W6
1	Debt repayment	420,000,000.00	
2	Reserved fund for future business	20,000,000.00	300,000,000.00
3	Working capital of the company	56,447,598.10	196,447,598.10
Total		496,447,598.10	496,447,598.10

Remark

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in other new business projects in the future that the company sees. that there is a good return and benefit to the company and its shareholders. The company will continue to comply with the rules of the Stock Exchange of Thailand regarding the acquisition and disposition transaction.

6.3 Additional comments from the Board of Directors

(a) Rationale and necessity of the capital increase

The Board of Directors is of the opinion that The Company is necessary to increase its registered capital and issue new ordinary shares to be offered to the existing shareholders in proportion to their shareholding (Rights Offering) together with the newly issued ordinary shares to support the exercise of the warrants. No. 6 (TWZ-W6). The warrant is to be allocated to the existing shareholders of the company who subscribed and received the allocation of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their respective shareholdings (Rights Offering) The company has a plan to use the money received from the offering for capital increase for the purpose according to the details mentioned in Articles 6.1 - 6.2, which is a fundraising approach that is appropriate and consistent with the objectives of this capital increase. This will allow the company to receive capital in a short time. In addition, the offering of capital increase shares to the existing shareholders in proportion to their respective shareholding proportions are the right of the shareholders to associate with the subscription for capital increase shares. Shareholders have the right to receive returns from the performance of the company together in the future.

(b) Possibility of a plan to use the proceeds from the share offering

The Company expects to complete the issuance and offering of the newly issued ordinary shares to the existing shareholders in proportion to its share (Rights Offering) within 2021\*. The Company will use the proceeds from the capital increase for the purpose as detailed in paragraph 6 above.

(c) The reasonableness of the capital increase, plan to use the proceeds from the offering and the adequacy of funding sources

The Board of Directors is of the opinion that Issuance and offering of newly issued ordinary shares to shareholders in proportion to their respective shareholdings (Rights Offering) together with newly issued ordinary shares to support the exercise of TWZ-W6 warrants to be allocated to the existing shareholders of the Company who subscribe for the Company's newly issued ordinary shares in proportion to the subscription amount is reasonable and in the best interest of the Company and all shareholders. The company plans to use the money raised from this fundraising for the purpose. specified in the details mentioned in Article 6.

However, in the event that all the newly issued ordinary shares that the Company issued and offered for sale at this time were fully subscribed, the company will be able to raise funds in the amount of approximately 496,447,598.10 baht. In this regard, the company plans to use the money for debt repayment, business operations to support other business expansions in the future and using as working capital of the company. For the issuance of newly issued ordinary shares to support the exercise of rights under the Warrant No. 6 (TWZ-W6), if the shareholders exercise their rights to purchase the newly issued ordinary shares under the Warrant No. 6 (TWZ-W6) in full, the Company will be able to mobilize the amount of capital is approx. 496,447,598.10 baht. The company plans to use the money that has been exercised to purchase such shares as an additional investment in the business that is currently operating as well as future business that the company expects to bring in revenue.

(d) Expected impact on the Company's business operations, financial position and the performance of the company

The Board of Directors is of the opinion that Issuance and Offering of Newly Issued Ordinary Shares to the Shareholders in Proportion (Rights Offering) together with the Newly Issued Ordinary Shares for the Exercise of the Warrants No. 6 (TWZ-W6) for

Allotment to Shareholders of the company who subscribe for the newly issued ordinary shares of the Company in proportion to the subscription is the implementation of the company's funding plan. This will enable the company to use the proceeds from the capital increase for the purpose mentioned in Clauses 6.1 - 6.2 above. The share offering will be beneficial to the Company's business in that the stability of the cash flow and financial position of the company will be enhanced. This will cause the company to have a lower debt to equity ratio. It also helps to strengthen the financial liquidity of the company. In this regard, the capital increase from the issuance and offering of newly issued shares will result in a better overall financial status of the company and a stable financial position.

**7. Benefits that the company will receive from the capital increase / allotment of new shares**

- (1) Increase working capital for the company's business operations
- (2) Strengthen the capital structure and financial position of the Company to support the expansion of the company's business, causing the company to have more income and profit from business operations. This will result in the company being able to pay dividends to its shareholders, if the operating results are profitable as targeted
- (3) Reduce interest expense and reduce the lack of liquidity due to partial capital increase used for debt repayment with financial institutions and debentures. To reduce the risk that the company will default on loan and debenture payments and also reduce the burden of paying interest
- (4) Issuance of newly issued ordinary shares will enable the Company to repay the debts due on January 24, 2022 and be able to repay as scheduled.

**8. Benefits that shareholder will receive from the capital increase / allotment of new shares**

- (1) Increased liquidity. Shareholders will be convenience in trading securities from increased liquidity.
- (2) Dividend policy. Shareholders will receive benefits in the form of dividends from the operation of the company. The capital increase will bring working capital in the electric vehicle business, Hemp-marijuana and Kratom business including other herbs and related businesses that have potential to generate satisfactory returns in the future for the Company. This will result in the company having more profit from operating results. The Company has a policy to pay dividends to shareholders at the

rate of not less than 40 percent of net profit after tax and legal reserve . In this regard, the said policy can be amended from time to time under the condition that such action must be in the best interests of shareholders, such as used as a reserve for loan repayment, used as an investment to expand the company's business or in the case of changes in market conditions that may affect the company's cash flow in the future.

- (3) The company received more capital. This will enable the company to continue its business and increase the ability to invest in other businesses, helping strengthen the financial situation. Consequently, this will increase the company's securities value in the long run.

9. **Any other details required for shareholders to use in the decision to approve the capital increase / share allocation with warrants**

The capital increase and the allocation of the newly issued ordinary shares to support the exercise of the warrants offered to the existing ordinary shareholders of the Company will affect the shareholders of the Company as details in Dilution Effect section.



Part 2 Basic information of the listed company
------------------------------------------------

### 1. General Information

TWZ Corporation Public Company Limited ("the Company" or "TWZ"), previously named "PC Communication and Transports Company Limited.", was established by mobile phone distribution experts, Mr. Puttachat Rungkasiri, the first mobile phone distributor to open retail shop at MBK center, with the initial paid up capital of Baht 1.00 million on December 22, 1993. The Company's main business is selling mobile phone and communication equipment. And company executives have experience, ability, experts Telecommunication business. As a result, the company has continued to expand its business. As of December 31, 2020, the Company has paid up capital Baht 990,668,925.00.

In 1994, the Company was granted Telewiz franchise from Advance Info Service Plc. ("AIS") for selling goods and services under the trademark "Telewiz" such as registering numbers providing various registration services and being a service provider to receive payment for services or other expenses. The company opened the first Telewiz in Central Plaza Ramaindra. After that, the company has expanded its branches according to the growth of the mobile phone industry.

In 2008, the Company is the distributor of mobile phones "TWZ". The Company has imported such products from China to distribute under its own brand names. And In 2012, the establishment of a representative office in Shenzhen, People's Republic of China. The representative office will assist the Company in managing cost and controlling quality of products. The company has a complete marketing management, both retail and wholesale.

The company's main business is a distributor of mobile phones and accessories. The company has been granted franchise rights from AIS to sell products and provide various services under the trademark and trade name "Telewiz )" for 17 branches: 3 branches of "AIS SHOP" and 1 branch of "AIS BUDDY", of which the company has 2 branches under the brand "TWZ", a total of 23 branches. Besides retail customers, the company also sells products to more than 200 mobile phone dealers across the country.

The Company has set its business goal to enhance its sales and services revenues consistently by emphasizing on the profitability and the increase of its distribution channels especially at the prime locations where consumers in such community have purchasing power and the places are convenience for using the services, not only the increase in number of various shops but also the increase in number of dealers as in order to access more target customers. The Company has improved its service standard to be more satisfied by customers and be competitive to other players. Besides, the Company will build up to be partner with additional well-known mobile phone manufacturers and distributors as well as import more mobile phones from China to

distribute under its own brand names in order to be able to obtain quality products with various specifications to serve different customers' needs.

The Company has emphasized more on building up its brand name "TWZ" in order to strengthen its business operation. Therefore, the Company has representative office in Shenzhen, People's Republic of China to be its center to manage cost and control the quality of products as well as to procure high quality products at the proper cost. Besides, The Company also expanded its business into real estate development, renewable energy and automotive business. The company will develop all businesses to continue to increase profits for the company in the future.

### 1.1 Characteristics of products and services

The Company's main business is a distributor of telecommunication equipment which consists of Mobile phones, SIM cards and accessories. Since the company has been granted the right to sell products and provide services in various fields under the trademark and trade names as Telewiz, AIS Shop and AIS Buddy from AIS, the company can to provide various additional services as an affiliate dealer of AIS, making the company a full-service mobile phone center. The main products of the company can be divided into 3 types as follows:

#### 1) Mobile phones (Handset) and accessories for mobile phones (Accessory)

##### (1) Mobile phones (Handset)

The company sells various brands and models of mobile phones that customers can choose according to their needs. The company is also a distributor of mobile telephones under the name "TWZ", which is the company's brand. The company has a wide variety of products that can meet customer needs since the company imports products from China.

##### (2) Accessories for mobile phones (Accessory)

accessories sold by the company

- Standard accessories including batteries, battery backups, headphones, charging cables, cases and screen protectors, etc.

- Other accessories such as CCTV, speakers, Air Play, chargers, etc.

The aforementioned accessories are both purchased from a distributor in the country and imported directly from manufacturers abroad. The company aims to connect various devices with the Internet, enabling the devices to receive - send information, control, or put information in the device into use according to the concept of the Internet of Things.

## 2) SIM Card: Subscriber Identification Module

If considering the nature of SIM card payment, the company's products can be divided into 2 types as follows:

- (1) Post-Paid form means the user must register the number and pay monthly fees including telephone charges. The company will receive compensation for each SIM card registration. For corporate customers, the company will also receive revenue sharing from telephone service charges.
- (2) For Pre-Paid type, which is called 1-2-Call!, users will not have to pay monthly fees. The service user will be able to open the number and use the service immediately after purchasing the Starter Kit, which will top up the amount conveniently.

## 3) Other services

(1) Services received under the franchise rights of Telewiz. The company can provide various services for all AIS mobile phone systems. Only the 21 branches of Telewiz AIS Shop and AIS BUDDY are available.

(2) Service Dealer Center under the trademark of TWZ Service Center locates at Ratchadaphisek Road. All retail chain stores can accept the broken gadgets to repair at the Service Dealer Center. As a result, the customers do not have to get their mobile phones repaired at the service center by themselves, increasing the service convenient for customers.

## 1.2 Industry and Competition

Thailand will step into 5 G Network Technology ERA, raise the competitiveness of the Telecommunications industrial sector. over 10 million Baht investment towards 5G technology from Thai market, will lead to mobile network operators (operators) accelerate the expansion of the 5G users base through encouraging consumers to use smartphones that support 5G internet by some factors, such as the functionality factors of smartphones and applications. At present, the price of 5G smartphones has dropped, which will tend to make consumers more purchasing decisions. Operators also released 5G Packages to persuade consumers to apply for 5G software packages, which requires a compatible Smartphone to reach the performance of data speeds in 5G Technologies at speeds of 1,000 Mbps or more, which will see more results and responsiveness.

Besides smartphone manufacturers, each brand of Smartphone will gradually launch new models that support 5G Frequency. In addition, 3G and 4G Smartphone market continues to expand. Due to COVID-19 outbreak, Thai government has continuously released measures to remedy the affected people, come out Projects: KHON LA KHRUENG, RAO CHANA, and RAO MAI THING KUN by working with wallets app "PAO TANG" which results in the group of people using the feature phones must turn to use smartphones that are not very expensive which can support above applications.

In the 5G era, Internet of Things (IOT) technology products have gradually developed. Both smart homes and smart devices have begun or have played a role in our daily lives. For example, IP cameras, robots and vacuum cleaners of smart home products that need to be controlled by smart phones.

Nowadays, smartphone applications are also active in the automotive sector. The application of smart phone programs in the automotive business has also become active. Many car brands have developed mobile phone applications with car maintenance and car control functions to build their own car brands' selling points to compete in the market, as well as the growing trend of electric vehicles. Electric vehicles are likely to replace fuel vehicles in the future. In addition to it is environmentally friendly not emitting pollution, and reduces fuel consumption. Cheaper maintenance costs due to the fewer auto parts and based on the state's policy on electric vehicles, have always been promoted, such as the policy to produce electric vehicles in Thailand, as well as the likelihood that by 2030 it will drive the use of electric vehicles by 30%, exemption of corporate income taxes and excise duty reductions for BOI-promoted electric vehicle manufacturers. This will all have a positive impact on the development and growth opportunities of the electric vehicle business in the future.

The company has been with Thai people for more than 20 years of understanding and continual development. The company aims to develop a full range of products under the concept of extracting tangible value and following the lifestyle of Thai people. The current roles in the mobile phone distribution business can be divided into 4 groups as follows:

**1) Affiliated Dealer of Mobile Phone Service Operator**

The 3 major mobile phone service operators in Thailand are AIS DTAC and True distribute their mobile phones SIM cards, Top-up Service and accessories through their affiliated shops which are shops managed by the operators themselves as well as shops under their franchising systems. These shops have clear and systematic management, after sales services and marketing strategies which determined by the mobile phone service operators. They always get useful news and information for supporting their sales and services. Besides, they always have been supported for their business operations and marketing promotions which enable them to be reliable and trusted by the customers.

**2) Distributor / Dealer**

The entrepreneurs in this group are appointed directly by foreign mobile phone manufacturer s. Their main focuses are selling mobile phone for wholesale. Pricing and marketing policies are jointly determined between manufacturer and the distributor. The distributors purchase mobile phones directly from the manufacturers and sell through their dealers or general retail stores.

**3) Dealer with its own retail shop / retail chain store**

The entrepreneurs in this group are directly appointed as dealer by the foreign mobile phone manufacturer but focusing on selling through their own retail shops and selling points. At their own shops to serve all target group of customers while sell some of their products to other distributors also. The players of this group understand customers' needs and behaviors as they have to contact directly with both manufacturers and customers which enable them to be more adaptable to the fast change of the industry.

#### 4) Retail Store

These retail stores employ small amount of investment and there is no management system and after sales services. The owner of the shop deals with customer himself, thus, the price is negotiable. The competition among the players in this group is only focusing on the price. Therefore, the credibility of this group is less than others.

**The company has competitive advantages as the Company plays a major role in mobile phone distribution industry which are:**

1. The Company is affiliated dealer of the major mobile phone operator, AIS, by granted franchising to open 21 branches. TWZ has most Telewiz shops in Bangkok. The Company to have good relationship and always get strong support from AIS.

2. The Company is the distributor of mobile phones "TWZ" which the Company has imported such products from China to distribute under its own brand names. Such products are cheaper and provide various functions and they can serve all consumers' requirements. Besides, the group are directly appointed as dealer by the foreign mobile phone manufacturer. The Company also purchases from other distributors in Thailand. Therefore, the Company has variety of products and also be able to control cost more efficiency.

3. The Company has its own retail shops which are 2 TWZ Shops all located at prime areas. With a network of distributors that covering areas of the country including quality after-sales service centers that can provide support both Distributors and Consumers. It's makes overall trust and confidence on products of TWZ Smartphone. Consequently, the Company has the potential to compete with other operators as well.

## 2. Risk Factors

### 2.1 Risk associated with the termination of franchise contract with Advance Info Service Plc.

The Company was granted franchise for sales of goods and services under the name of "Telewiz" from Advance Info Service Public Limited Company ("AIS") which could be terminated if any events specified in terms and conditions of the contract occur or either party may terminate this contract by giving written notice 60 days prior the termination date to the other party. At present, there are 21 Telewiz shops, AIS Shop and AIS Buddy under TWZ management. Therefore, the revenues of the Company might decrease if the contract is terminated.

However, due to the prime locations of the Company, it is able to operate these shops in form of TWZ shop immediately if the termination of contract occurs.

The Company consistently supports AIS's business. The Company only sells SIM card and top up mobile of AIS network. Moreover, Telewiz branches also consistently get the rewards from AIS. The Company has most Telewiz shops in Bangkok. Therefore, the management believes that there is a minimal chance that the contract will be terminated and the Company's business will be consistently supported by AIS.

## **2.2 Risk from depending on major distributors**

Each distributor obtains the exclusive right to sell specific products/ models, therefore, to have variety of products, the Company has to purchase from various distributors. However, the decision to purchase from any distributor depends on the popularity of the products/ models of each period, discount and other sales promotions provided by each distributor.

The Company realizes the risk from depending on major distributors; therefore, the Company still maintains its relationship with other suppliers by diversifying its purchase to other distributors. Besides, the Company is the distributor of its own brand names "TWZ". As a result, the Company has up-to-date products which can serve customers' needs as well as decrease the dependence from major distributors.

## **2.3 Risk from Foreign Exchange Rate**

The Company imported some mobile phones and accessories by paying in foreign currencies, thus, the Company might have the currency exchange risk. Therefore, the Company has followed exchange rate movement closely. The Company also has a policy to purchase forward contract to cover the exposure of foreign purchasing based on the situation as well as the appropriateness in order to mitigate the risk from foreign exchange rate that may occur.

## **2.4 Risk from product obsolescence**

Mobile phone is the fast-paced technological change product, thus, the manufacturer has to consistently develop new models to serve customers' need. Therefore, the Company might encounter problems with the inventory management for the out of dated models which the Company could not sell and eventually has to decrease the price to compete with new models.

As the Company's management is in the mobile phone distribution industry more than 20 years, they understand thoroughly of the mobile phone industry. They realize the importance of carefully product selection of each brand/model to sell. Moreover, the Company consistently surveys opinions and needs of both distributors and dealer s. Meanwhile, the Company obtains information about the new mobile phone model, new technology of mobile phone from well-known mobile phone manufacturers which enable the Company to be

able to select products that are needed. Besides, the Company has the efficient inventory management by establishing inventory online system which linked to all the Company's branches in order to be able to check each branch's stock. The Company also has distribution channels through its dealers; therefore, the Company can sell the products very fast before they are out-of-dated. Moreover, if its mobile phone manufacturers as well as major distributors who appoint the Company to be their dealers decrease their selling prices in order to be competitive in the market, the Company will be compensated the price change of each model in accordance with the condition that agreed with those manufactures and/or distributors.

## **2.5 Risk from competition**

The fast growing of mobile phone and accessory distribution business, especially the growth of smart phones, therefore, mobile phone can be purchased from any sources, not only from operators. Thus, there are new players, who mostly are small retailers, participating in mobile phone business which will increase the competition especially the price competition in the industry.

The Company is the affiliated dealer of AIS who is the largest mobile phone operator, has various products to serve customers and has covered distribution channels as all the Company's retail shops located at the prime area over Bangkok and has dealers over the country. Besides, the Company has quality one-stop service centers, which are able to support all the Company's products and enable the Company to make consistently services revenues. As the Company's management understands thoroughly about the mobile phone industry as well as the customers' needs, they are able to solve all the problems very quickly. Due to the above reasons, the Company believes that it is ready and capable to compete with other players in the industry.

## **2.6 Risk associated with the rental contracts**

The Company distributes its products to its retail customers via its 23 retail shops located in department stores and super centers; therefore, the Company has to rent the shop area both short term and long term. The Company may have risk of expiration of rental contracts or change in conditions that cause more expenses. Therefore, there is risk for contract extension in the future. However, as the Company is the good business partner with the area owner as well, the probability of this risk is considered low.

## **3. Competitive Strategy**

### **3.1 Emphasis on providing quality, fast and comprehensive services**

The Company was granted franchise to operate under the name of Telewiz, AIS SHOP and AIS BUDDY, a distributor of AIS partners with the right to sell products and provide services of AIS, while general dealers will not be entitled to provide these services. Each branch of the company is equipped with a Computer Online system to link data with AIS, thus enabling the company to provide various services to customers quickly. The

company can immediately enter the customer's information into the AIS mobile phone registration system, while general dealers must register via the Internet on the website www.ais.co.th., taking longer to process.

In addition, the Company also provides after-sales service to customers such as mobile phone or gadget repair services both under warranty and at the end of the warranty period. Customers can bring damaged mobile phones to be repaired at all branches of the company. The company will deliver the damaged product to the after-sales service center for repair. All in all, the company's service is a comprehensive and quality service that ensures increased convenience of customers and the ability to respond to the customer need completely and efficiently.

### **3.2 A comprehensive and comprehensive distribution channel**

#### **1) Choosing a suitable location to open a branch**

Since part of the company's income comes from retail sales to general retail customers, the Company chooses to open a branch only in the community with purchasing power and convenient access to services. Currently, the company has 23 branches.

#### **2) Having a good relationship with dealers**

The dealer is an important channel to sell the company's products. Since the Company is one of the first mobile phone distributor, the company has established good relationships with these dealers for a long time. The company also has a sales department that is directly responsible for overseeing these dealers. They will contact and visit dealers regularly to acknowledge various problems to develop and improve for the satisfied services in terms of speed in delivering new products to keep up with demand, product quality and product prices. In addition, the Company has continually organized promotional activities among its dealers to increase the incentive to buy products from the company.

### **3.3 Having good relationships with major mobile operators**

The Company was granted Telewiz franchise since 1994 and also consistently get the rewards from AIS. As a result, the company has a good relationship and has consistently received support from AIS both in terms of organizing promotions together, Telewiz decoration budget, advertising through various media to create Brand Loyalty under the names TELEWIZ, AIS SHOP and AIS BUDDY

### **3.4 Efficient Inventory Management**

The company attaches great importance to inventory management. Since the technology of mobile phone changes all the time. Consequently, consumers tend to change their popularity quickly as well. Therefore, companies may experience problems arising from obsolete products. The company, then, has developed an



inventory management system to be more efficient by using the Inventory Online system that links the inventory of all branches, making it possible to control the amount of inventory efficiently. In addition, the company has an inventory count of every piece in every branch at the end of the day. For the warehouse, the company will divide the counting staff according to the product type by randomly count according to the unit count (box) in order to compare the inventory balance with the inventory report from the company's inventory system. In addition, the company's internal audit department will count the products in each branch and at the warehouse regularly according to the internal audit plan from such measures. As a result, the company has a very low inventory loss.

### **3.5 Product variety and ability to select products to sell**

The Company has procured mobile phones from many major distributors as well as products imported from China to sell under the brand of the company "TWZ", allowing the company to have a variety of products that can meet the needs of all groups of consumers. Since the company's management has been in the mobile phone business for more than 20 years, along with receiving information from various leading mobile operators and manufacturers, the Company acknowledge and understand about the consumer need, consumer popularity trends and movements of the mobile phone market as a whole. As a result, the Company is able to select products that meet the needs of the market as well.

### **3.6 Quality and competence of staff**

The Company places importance on developing personnel to be competent and ready to provide quality services to customers both before and after sales. In this regard, all employees must be trained to acquire the ability and quality of service with a standard. They are trained to understand the phone's potential, how to use mobile phones and accessories, including updating information about the mobile phone market from time to time in order to be able to convey to customers a thorough understanding. For the after-sales service staff, especially phone mobile repairers, will receive training from the manufacturer and AIS to provide them with knowledge, expertise and skills to be able to provide services according to the standards set by the service center.

### **3.7 Integrated Marketing Communication**

The company has organized promotional activities by continuous advertising both for dealers and consumers. It's not only increasing sales but also creating familiarity with the company's brand.

## **4. Characteristics of customers and target customers**

The Company's customers can be divided into two groups as follows:

### **1. Retail**

The company will sell products to general retail customers through various branches of the company located in shopping centers, supercenters and the company offers installment loans for purchasing the

company's products, including AEON Thana Sinsap Public Company Limited, Ayutthaya Capital Services Company Limited, Tesco Card Services Company Limited and other financial institutions that provide installment loans to facilitate more retail customers.

## **2. Dealer**

In addition to selling mobile phones and accessories to general retail customers, the company also sells products to over 200 mobile phone dealers nationwide. Since the company has a large volume of orders per time, the company receives marketing support from distributors and bargaining power in terms of the product model, price, and speed of delivery. Therefore, when the dealer orders products from the company, the company will be allocated new products for the products that the company is the distributor itself and products that the Company purchases from another large distributor. Due to the company's fast delivery, reasonable price, and the fact that the company regularly organizes promotional activities for dealers. As a result, the company has continuously gained the trust of dealers.

## **5. Price Policy**

The company has the policy to determine the price of mobile phones imported from China, under the brand of that company, based on cost price and an appropriate profit margin. The price will be considered adjusting according to the mobile phone features and the popularity trend of customers according to the competitive conditions of the market.

Due to the rapid change in the technology of mobile phones, the product distributors have to adjust the product prices all the time. However, the Company will get compensation according to the model, condition, and time agreed upon so that the Company can adjust the selling price to compete in the market

## **6. Distribution and distribution channels**

The company's distribution channels can be divided into 3 major channels as follows:

### **6.1 Products distribution through the company's branches**

The Company sells products directly to general retail customers through the Company's branches that are currently open for service. There are a total of 23 branches located in important business areas. It is considered a suitable location because general customers have behaviors that focus on the convenience of choosing products or services. The fact that the Company's branches are located in such locations is the advantage of selling and providing services that general customers can easily and quickly access to the company's branches. The company's sales to general customers will mainly focus on providing services. The company will offer products of various brands and models to customers to compare both functionality and price to suit and meet the needs of each customer.

### 6.2 Products distribution through dealers

The company sells its products to distributors in a wholesale manner. The company has customers who are distributors for mobile phones in all regions of the country. In the selection of dealers, the company will consider the preliminary information of each dealer, such as the nature of business, dealer's financial position, payment capability and area in the distribution of products of dealers and so on to assess the financial status of those who will become distributors of each company who sells products to most dealers. The company will give a trade discount in case the customer pays in cash and 7 - 120 days of credit will be given to dealers who have regular purchases and have been doing business with the company for a long time with no history of payment default.

### 6.3 Online products distribution

The company sells products through online channels, including RS Mall Company Limited, Shopee (Thailand) Company Limited, Lazada Company Limited, Central Department Store Company Limited, Robinson Chamdad Public Company Limited, OfficeMate Company Limited (Thai) Co., Ltd., Power Buy Co., Ltd., Central JD Commerce Co., Ltd., etc. The company will plan marketing together with such companies by considering the appropriateness of the quantity and model of mobile phone following customer behavior.

## 7. Assets used in business

Assets used in business as of 31 December 2020 as follows

Type/ Characteristic of asset	Type of ownership	Obligation	Mortgage limit (million baht)	Net book value as of 31 Dec. 20 (million baht)
Land	Owner	-	-	62.06
Building	Owner	-	-	59.82
Building improvement (Branch and office improvement)	Owner	-	-	1.05
Machineries and equipment	Owner	-	-	0.85
Office Equipment	Owner	-	-	0.36
Office Furniture	Owner	-	-	0.82
Vehicles	Owner	-	-	13.32

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Details of property lease agreements used in business operations from the lessor as of December 31, 2020 are as follows:

Lessor	Objective of lease	Location	Rental space (sq.m.)	Rental period
Ek-Chai Distribution System Co., Ltd.	Telewiz Shop	1 <sup>st</sup> fl., Tesco Lotus Srinakarin	42.00	16 Nov 20- 15 Nov 23
		1 <sup>st</sup> fl., Tesco Lotus Rattanaibet	13.00	05 Dec 20 - 04 Dec 23
		2 <sup>nd</sup> fl., Tesco Lotus Chaengwattana	15.00	23 Jul 18 - 22 Jul 21
		2 <sup>nd</sup> fl., Tesco Lotus Sukhumwit 50	19.00	01 Apr 18 - 31 Mar 21
		2 <sup>nd</sup> fl., Tesco Lotus Laksi	17.00	01 Aug 20 – 31 Jul 21
		2 <sup>nd</sup> fl., Tesco Lotus Rama III	34.00	01 Aug 20 - 31 Jul 23
		2 <sup>nd</sup> fl., Tesco Lotus Bangna-Trad	27.00	01 Aug 20 - 31 Jul 21
Siam Retail Development Company Limited	Telewiz Shop	Room 3032B, 3 <sup>rd</sup> fl., Fashion Island	77.17	01 May 18 - 30 Apr 21
		Room 3033A 3 <sup>rd</sup> fl., Fashion Island	74.00	01 Jun 20 – 31 May 23
CPN Retail Growth Property Fund	Telewiz Shop	Room 225, 2 <sup>nd</sup> fl., Central Plaza Rama II	119.53	22 Dec 20 - 21 Dec 21
All Seasons Property Co., Ltd.	Telewiz Shop	Room 334/3, 3rd fl., All Season Complex	10.31	29 Sep 20- 28 Sep 23
Big C. Supercenter Public Company Limited	Telewiz Shop	Basement, Big C Supercenter Bangna	32.50	08 Feb 20- 07 Feb 21
	Telewiz Shop	Room 2CR220/1, Big C Supercenter Bangpli	115.00	15 Mar 19– 14 Mar 21
	Telewiz Shop	Room F1/10 Carrefour Rama II	19.31	01 Mar 19- 31 Oct 20 pending contract
	Telewiz Shop	Basement, Big C Supercenter Don Muang Sapanmai	14.06	09 Mar 18- 08 Mar 21
Bangna Central Property Company Limited	Telewiz Shop	Room 529, 5 <sup>th</sup> l., Central City Bangna	44.88	01 Jul 20– 30 Jun 21
Central Pattana Public Company Limited	Telewiz Shop	Room 309/1, 3 <sup>rd</sup> fl., Central Plaza Ramaindra	53.75	01 Dec 19- 31 Jan 21
	Telewiz Shop	Room 334-335, 3 <sup>rd</sup> fl., Central Plaza Pinklao	150.74	04 Dec 20 – 14 Mar 21
Home Product Center Public Co., Ltd.	Telewiz Shop	Room R252, 2 <sup>nd</sup> fl., Market Village Suvamabhumi	129.00	1 Jun 18– 31 May 21
Samruam Jintasumet	TWZ Shop	No. 100/1-2 Mae Sot Tak	140.80	01 May 20- 30 Apr 21

Lessor	Objective of lease	Location	Rental space (sq.m.)	Rental period
Kaitak Narita Company Limited	office and warehouse	47/377, 4th Floor, Room 411, Industrial Condominium, Narita Building, Pak Kret District, Nonthaburi Province	180.00	01 Jul. 20 - 30 Jun 21
		47/341 4th Floor, Room 401, Industrial Condominium, Narita Building, Pak Kret District, Nonthaburi Province	308.00	15 Sep 18 -15 Sep 21
Piyachat Company Limited	Office and after-sales management department	273,273/1 Room B1-B2, THE WIZ RATCHADA Project, Ratchadaphisek Road Ratchadaphisek Subdistrict, Din Daeng District, Bangkok	345.30	01 Mar. 20 – 28 Feb 66
Kaitak Narita Co., Ltd. (TS Trading Co., Ltd.)	warehouse	47/341 4th Floor, Room 410, Industrial Condominium, Narita Building, Pak Kret District, Nonthaburi Province	110.00	01 Jul. 20 – 30 Jun. 20
		47/341 4th Floor, Room 402, Industrial Condominium, Narita Building, Pak Kret District, Nonthaburi Province	208.00	15 Sep 18 – 14 Sep 21
Piyachat Company Limited (TS Trading Co., Ltd.)	Fiber offices and departments	273/2 Room B3, THE WIZ RATCHADA Project, Ratchadaphisek Road Ratchadaphisek Subdistrict, Din Daeng District, Bangkok	172.65	1 May 20 – 30 Apr 66

Details of the leasehold rights used in business operations as of December 31, 2020 are as follows:

Location	Purpose	Area (sq.m.)	Lease term	Obligations	Book value 31 Dec. 2020 (million baht)
Room 305, 3rd Floor, Central Plaza Shopping Center, Rama 3	Telewiz Shop	75.20	10 Oct 1997 - 10 Oct 2022	mortgage with bank	0.40
Room 509A, 5th Floor, Central City Bangna Shopping Center	Telewiz Shop	110.00	1 Oct 2001 - 30 Jun 2023	mortgage with bank	0.64

In addition, the Company entered into a land lease agreement with the State Railway of Thailand on Ratchadaphisek Road with an area of approximately 6,126 square meters, including Piyachat Company Limited, which the Company bought shares from the existing shareholders on October 1, 2013. As a result, the Company benefits from the use of land lease agreements from the State Railway of Thailand on Ratchadaphisek Road

with an additional area of approximately 5,909.20 square meters for the construction of a home office and office building for commercial. The leasehold right consists of 4 lease agreements:

1. Land lease agreement for building construction Starting from March 10, 2008 to December 31, 2012, 2 copies

2. Land lease agreement with building construction to carry out the procurement of benefits Starting from January 1, 2013 to August 14, 2031, 2 issues

All buildings in the leased area in any case, however, it shall be owned by the State Railway of Thailand as soon as it is built or installed. The Company and its subsidiaries have to pay annual rental fees which are in accordance with the 4 lease agreements with the State Railway of Thailand.

#### 8. Shareholders' equity structure and past capital increase record

Year	Capital Increase Record
2561	<ul style="list-style-type: none"> <li>Decrease the registered capital of the company from 1,141,588,716.20 baht, remaining 625,908,107.10 baht by cutting off unsold ordinary shares in the amount of 515,680,609.10 baht, divided into total ordinary shares. 5,156,806,091 shares with a par value of 0.10 baht per share</li> <li>Issue warrants to purchase ordinary shares of the Company (TWZ-W5) in the amount not exceeding 4,172,720,714. units to be allocated to existing shareholders of the company who subscribe for newly issued ordinary shares according to the subscription ratio at the rate of 1 new ordinary share per 1 unit of warrant free of charge Exercise price 0.10 baht per share. The warrants are valid for 1 year from the date of issuance. Warrant</li> <li>Increase the Company's registered capital in the amount of 1,022,316,574.90 baht by issuing 10,223,165,749 ordinary shares with a par value of 0.10 baht per share, resulting in the company's registered capital increasing from 625,908,107.10 baht to 1,648,224,682 baht divided into ordinary shares. 16,482,246,820 shares, par value 0.10 baht per share</li> </ul>
2563	<ul style="list-style-type: none"> <li>Decrease the registered capital of the company from 1,648,224,682.00 baht to 1,644,224,682.00 baht by cutting off the repurchased and unsold ordinary shares of the company in the amount of 4,000,000.00 baht, with a par value of 0.10 baht, which is a total decrease of 40,000,000 ordinary shares, resulting in a decrease in the company's registered capital. down from 16,482,246,820 shares to 16,442,246,820 shares</li> </ul>
2021	<ul style="list-style-type: none"> <li>Decrease the registered capital of the company from 1,644,224,682.00 baht to 990,668,925.00 baht by eliminating all unsold common shares. 653,555,757.00 baht with a par value of 0.10 baht, which was a decrease in the total number of ordinary shares. 6,535,557,570 shares, resulting in the company's registered capital decreased from 16,442,246,820 shares to 9,906,689,250 shares.</li> <li>Increase the registered capital of the company from 990,668,925.00 baht to 1,651,114,875.00 baht by issuing 6,604,459,500 new ordinary shares at a par value of 0.10 baht per share, totaling 660,445,950.00 baht.</li> <li>Decrease the registered capital of the company from 1,651,114,875.00 baht to 1,489,342,794.10 baht by eliminating all unsold common shares. 161,772,080.90 baht, with a par value of 0.10</li> </ul>

Year	Capital Increase Record
	<p>baht, which was a decrease in the total number of ordinary shares 1,617,720,809 shares, resulting in the company's registered capital decreased from 16,511,148,750 shares to 14,893,427,941 shares.</p> <ul style="list-style-type: none"> <li>Increase the registered capital of the company from 1,489,342,794.10 baht to 2,977,237,990.30 baht by issuing 14,878,951,962 new ordinary shares with a par value of 0.10 baht per share, totaling 1,487,895,196.20 baht.</li> </ul>

## 9. Information of the Board of Directors and Major Shareholders

The Board of Directors consists of 9 directors as of 1 November 2021 as follows:

Name - surname	Positions
Mr. Puttachat Rungkasiri	Chairman
Mr. Kittipong Kittipassorn	Managing Director (Acting)/ Director
Assistant Professor Dr. Tippakorn Rungkasiri	Director
Miss Kaikae Cherdvisavapan	Director
Mr. Phat Lapanan	Director
Mr. Nuttachai Charoenkajonkul	Director
Mr. Bandal Udol	Independent Director/ Audit Committee
Mr. Phongcham Samphaongern	Independent Director/ Chairman of Audit Committee
Mr. Montree Krailetsilp	Independent Director/ Audit Committee

Ms. Nalinee Prathapsorn as the company secretary

The list of the top 10 major shareholders appearing in the share register book as of October 26, 2021 can be summarized as follows:

Rank	Major Shareholders	Number of shares	%
1	Mr. Puttachat Rungkasiri	1,306,980,951	8.78
2	Mr. Vivat Kovitsophon	680,000,000	4.57
3	Thai NVDR Company Limited	500,035,415	3.36
4	Mrs. Petcharat Thongtang	184,333,333	1.24
5	Mr. Yuttasak Junnitikul	180,700,000	1.21
6	Mr. Thongchai Upanwan	140,200,000	0.94
7	Mr. Kritsda Ukarapattayakul	120,634,200	0.81
8	Mr. Nattivit Vutthikulpanich	104,253,000	0.7
9	Mr. Kittipong Suwannarak	90,000,000	0.6
10	Mr. Att Thongtang	78,988,666	0.53

## 10. History of dividend payment for the past 3 years

Details of dividend payment	2020	2019	2018
1. Net profit	5.10 million baht	54.53 million baht	61.04 million baht
2. Legal reserve	0.26 million baht	2.73 million baht	3.05 million baht
3. Number of shares	9,907 million shares	9,907 million shares	8,549 million shares
4. Annual dividend	- baht:share	- baht:share	0.00286 baht:share
5. Total dividends paid	- million baht	- million baht	24.45 million baht
6. Dividend payout ratio**	- %	- %	40.05 %

The company's policy of paying dividends at a rate of not less than 40 percent of net profit after tax and legal reserve. However, the Board of Directors has the power to consider the exemption from the said policy or change the said policy from time to time under the condition that such action must bring maximum benefit to the shareholders. Therefore, the Company deems it appropriate to propose to the Board of Directors Consider setting up a legal reserve of 0.26 million baht in order to use retained earnings as an investment for the company's business expansion and refrain from paying dividends for the year 2020

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Part 3 The Company Financial Information
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## 1. Discussion and analysis of financial position and performance

### Operating Results

For nine months Ending September 30, 2021, the company and its subsidiaries had total revenue Baht 2,492.54 million, increased from Baht 2,315.51 million in the same period which was Baht 177.03 million or equivalent to increase of 7.65%, as follows;

- Revenues from sales and services. Baht 2,467.62 million, from increased Baht 2,272.89 million of the same period last year which was Baht 194.73 million or equivalent to the increase of 8.57%. Because The company was impacted by the Covid-19 pandemic, resulting in lower sales revenues.

- Sales promotion income was Baht 8.39 million decreased from Baht 20.38 million of the same period last year which was Baht 11.99 million or equivalent to the decrease of 58.83%. Because the company and its subsidiaries received lower sales support from suppliers.

- Other income was Baht 16.53 million decreased from Baht 22.24 million of the same period last year which was Baht 5.71 million or equivalent to the decrease of 25.67%. Mainly of the company's other income consists of foreign exchange gains. and interest income.

- Cost of sales and services was Baht 2,210.70 million increased from Baht 2,076.66 million of the same period last year. Because the Company and its subsidiaries had increased product distribution from the same period of the previous year.

- Distribution costs were Baht 45.19 million, decreased from Baht 47.09 million of the same period last year, and administrative expenses of Baht 128.37 million, increased from the amount of Baht 105.74 million of the same period last year because the company was able to manage selling and administrative expenses effectively.

- Share of profit from investments in associates amounted to Baht 5.78 million, increased from Baht (0.45) million of the same period last year amounted to Baht 6.23 million, resulting from accounting adjustments according to the Financial Reporting Standard No. 16, Lease agreement.

- Finance cost was Baht 95.45 million increased from Baht 89.22 million of the same period last year which was financial cost of the normal operation of the company.

- Income tax expenses were Baht 4.50 million of Quarter 3, 2021 increased from Baht 1.93 million of the same period last year which was Baht 2.57 million Because the operating result as described above.

- Net profit amounted to Baht 14.11 million, which net profit was deducted for loss attributable to non-controlling interests amounting Baht 1.30 million, resulting in the net profit attributable to the company amounted to Baht 15.41 million from 4.95 million baht of the same period of the previous year which was

Baht 20.36 million or an increase of 411.31 percent due to the company. And its subsidiaries have the operating results as mentioned above.

#### **Financial Status**

The total assets of the Company in Quarter 3, 2021 were Baht 6,011.45 million and as of December 31, 2020 were Baht 5,758.67 million increased in amount of Baht 252.78 million or equivalent to the increase of 4.39%. The Company's total assets at Quarter 3, September 30, 2021 consisted of current assets with the portion of 81.61% and non-current assets with the portion of 18.39% The Company's major assets were summarized as follows:

- Accounts receivable of the Company in Quarter 3, 2021 were Baht 1,658.86 million and as of December 31, 2020 were Baht 1,734.02 million decreases in amount of Baht 75.16 million or equivalent to the decrease of 4.33 %. The company's Account receivable declined due to the impact of the Covid-19 epidemic, causing the company's revenue to decline continuously. Most of the other receivables of operations consisted of Advance payments for goods, other receivables, expenses paid in advance accrued income Operating Advances, and accrued interest.
- The inventory of the Company consisted of mobile phone and accessories Including waste that is a raw material for the production of electric power of its subsidiary were at the total amount of Baht 1,868.08 million in Quarter 3, 2021 and as of December 31, 2020 were Baht 1,781.64 million increases in amount of Baht 86.44 million or equivalent to the increase of 4.85%.
- Other current financial assets which were the deposits that are pledged as collateral amounted to Baht 352.28 million, an increase from Baht 351.40 millions of the previous year. amounting to Baht 0.88 million or an increase of 0.25%
- Non-current assets or assets to be disposed of classified as assets held for sale amounted to Baht 151.85 million, decreased from Baht 180.25 million due to the Company's asset impairment estimates.

#### **Liquidity**

The company and its subsidiaries have cash and cash equivalent as September 30, 2021 was Baht 581.89 million increases from the same period last year amount Baht 253.10 million or equivalent to the increase of 129.91 %. The details of the sources and uses of cash as follows;

- Net cash provided from operating activities was Baht 101.25 million. Most of due to a decrease in trade accounts receivable and an increase in trade accounts payable.
- Net cash used from investing activities was Baht 9.17 million. Most of the money was paid for the purchase of land. building and equipment.
- Net cash provided from financing activities was Baht 138.64 million. Most of them come from the issuance of equity shares.

Current ratio of the Company and its subsidiaries in September 30, 2021 equaled to 2.24 times. The current assets of the company and its subsidiaries in terms of cash and cash equivalents, bank

overdraft and short-term loans to buy products decreased compared to the December 31, 2020, which has a current ratio of 2.27 times.

**Source of Capital**

As of September 30, 2021, the Company and its subsidiaries had total liabilities of Baht 2,466.86 million, while the shareholder's equity of the Company equal to Baht 3,544.59 million a result, debt to equity ratio was 0.70 times, decreased from 0.90 times as at December 31, 2020.

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## 2. Company Financial Statement

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2021

(Unit : Thousand Baht)

		Consolidated		Separate	
		As at September 30, 2021 "UNAUDITED" "REVIEWED"	As at December 31, 2020 "AUDITED"	As at September 30, 2021 "UNAUDITED" "REVIEWED"	As at December 31, 2020 "AUDITED"
<b>ASSET</b>					
<b>Current assets</b>					
Cash and cash equivalents	6	581,894	351,172	574,716	340,580
Trade and other current receivables	7	1,658,863	1,734,016	1,669,221	1,789,173
Short - term					
- loans to related parties	5.1	5,000	5,500	239,501	220,001
- loans to unrelated parties	8	5,000	-	5,000	-
Inventories	9	1,868,078	1,781,639	1,784,496	1,699,799
Current tax assets		18	-	-	-
Other current financial assets					
- Account receivables of real estate project					

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2021

(Unit : Thousand Baht)

	<i>Notes</i>	Consolidated		Separate	
		As at September 30, 2021 "UNAUDITED" "REVIEWED"	As at December 31, 2020 "AUDITED"	As at September 30, 2021 "UNAUDITED" "REVIEWED"	As at December 31, 2020 "AUDITED"
under financial lease agreement	10.1	5,814	4,797	4,041	2,725
- Real estate development project for rental					
under financial lease agreement	10.2	10,042	10,042	-	-
- Other current financial assets	10.3	352,274	351,403	351,776	350,928
Other current assets	11	267,358	267,358	-	-
Non - current assets or disposal groups classified					
as held for sale	12	151,850	180,250	163,950	192,350
<b>Total current assets</b>		<b>4,906,191</b>	<b>4,686,177</b>	<b>4,792,701</b>	<b>4,595,556</b>
<b>Non-current assets</b>					
Other non - current financial assets					
- Account receivables of real estate project					
under financial lease agreement	10.1	64,466	66,950	40,899	42,679

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2021

(Unit : Thousand Baht)

	<i>Notes</i>	Consolidated		Separate	
		As at	As at	As at	As at
		September 30, 2021	December 31, 2020	September 30, 2021	December 31, 2020
		"UNAUDITED" "REVIEWED"	"AUDITED"	"UNAUDITED" "REVIEWED"	"AUDITED"
- Other non - current financial assets		7,164	7,162	-	-
Investments in subsidiaries and associates	13.1, 13.2.1	56,171	50,387	408,000	406,000
Investments property	14	114,900	114,900	15,900	15,900
Property, plant and equipment	15	173,662	176,665	71,665	80,010
Right of use assets	16	49,202	8,502	50,321	11,748
Goodwill	17	66,312	66,312	-	-
Other intangible assets other than goodwill					
- Leasehold land	18.1	9,780	10,650	-	-
- Leasehold areas	18.2	685	1,048	685	1,048
- Other intangible assets	18.3	452,262	453,504	5,261	6,501
Deferred tax assets		1,139	1,147	-	-
Other non - current assets	19				

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2021

(Unit : Thousand Baht)

	Consolidated		Separate		
	As at	As at	As at	As at	
	September 30, 2021	December 31, 2020	September 30, 2021	December 31, 2020	
	"UNAUDITED"	"AUDITED"	"UNAUDITED"	"AUDITED"	
	<i>Notes</i>	"REVIEWED"	"REVIEWED"		
- Land held for development		23,625	23,625	-	-
- Other non - current assets		85,890	91,645	13,720	20,761
<b>Total non - current assets</b>		<b>1,105,258</b>	<b>1,072,497</b>	<b>606,451</b>	<b>584,647</b>
<b>Total assets</b>		<b>6,011,449</b>	<b>5,758,674</b>	<b>5,399,152</b>	<b>5,180,203</b>

## LIABILITIES AND SHAREHOLDERS' EQUITY

## Current liabilities

Bank overdrafts and short-term borrowings

from financial institutions	20	1,332,028	1,572,280	1,322,351	1,562,807
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Trade and other current payables		326,382	311,899	142,494	152,396
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Current portion of lease liabilities	21	17,999	3,296	18,660	4,440
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Current portion of long - term liabilities					
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## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2021

(Unit : Thousand Baht)

	<i>Notes</i>	Consolidated		Separate	
		As at September 30, 2021 "UNAUDITED" "REVIEWED"	As at December 31, 2020 "AUDITED"	As at September 30, 2021 "UNAUDITED" "REVIEWED"	As at December 31, 2020 "AUDITED"
-Bonds	22	417,178	-	417,178	-
-Loans from financial institutions	23	14,993	-	14,993	-
Short term loan from related parties	5.1	69,509	69,509	36,829	42,408
Short term loan from unrelated parties					
-Promissory note	24.1	-	-	-	-
-Other short term loan	24.2	412	94,641	-	94,229
Corporate income tax paybles		1,818	2,619	1,794	2,190
Other current financial liabilities					
- Financial lease - Movable assets	25.1	3,124	3,571	3,124	3,571
- Financial lease - Real Estate	25.2	3,399	2,283	1,650	1,109
<b>Total current liabilities</b>		<b>2,186,842</b>	<b>2,060,098</b>	<b>1,959,073</b>	<b>1,863,150</b>



## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2021

(Unit : Thousand Baht)

	<i>Notes</i>	Consolidated		Separate	
		As at	As at	As at	As at
		September 30, 2021	December 31, 2020	September 30, 2021	December 31, 2020
		"UNAUDITED" "REVIEWED"	"AUDITED"	"UNAUDITED" "REVIEWED"	"AUDITED"
<b>Non - current liabilities</b>					
Long term loan	23	27,810	20,000	27,810	20,000
Lease liabilities	21	25,490	4,726	25,298	6,182
Bonds	22	-	410,803	-	410,803
Deferred tax liabilities		115,321	116,178	6,671	6,815
Non - current provisions for employee benefits		13,404	11,345	12,672	10,795
Other non - current financial liabilities					
- Financial lease - Movable assets	25.1	3,543	5,871	3,543	5,871
- Financial lease - Real Estate	25.2	93,841	97,241	45,566	47,216
Other non - current liabilities		609	609	247	247
<b>Total non - current liabilities</b>		<b>280,018</b>	<b>666,773</b>	<b>121,807</b>	<b>507,929</b>
<b>Total liabilities</b>		<b>2,466,860</b>	<b>2,726,871</b>	<b>2,080,880</b>	<b>2,371,079</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2021

(Unit : Thousand Baht)

	<i>Notes</i>	Consolidated		Separate	
		As at September 30, 2021 "UNAUDITED" "REVIEWED"	As at December 31, 2020 "AUDITED"	As at September 30, 2021 "UNAUDITED" "REVIEWED"	As at December 31, 2020 "AUDITED"
Shareholders' equity					
Share capital					
Authorized share capital	26.1				
16,511,148,750 ordinary shares of Baht 0.10 each		1,651,115		1,651,115	
16,442,246,820 ordinary shares of Baht 0.10 each			1,644,225		1,644,225
Issued and paid-up share capital					
14,893,427,941 ordinary shares of Baht 0.10 each		1,489,343		1,489,343	
9,906,689,250 ordinary shares of Baht 0.10 each			990,669		990,669

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2021

(Unit : Thousand Baht)

	Consolidated		Separate	
	As at	As at	As at	As at
	September 30, 2021	December 31, 2020	September 30, 2021	December 31, 2020
	"UNAUDITED" "REVIEWED"	"AUDITED"	"UNAUDITED" "REVIEWED"	"AUDITED"
	<i>Notes</i>			
Share premium on ordinary shares	1,215,168	1,215,168	1,215,168	1,215,168
Retained earnings				
Appropriated				
-Legal reserve	53,622	53,622	53,622	53,622
-Treasury stock	26.2	-	-	-
Unappropriated	515,884	500,477	560,139	549,665
Other components of shareholders' equity	-	-	-	-
Total shareholders' equity of parent company	3,274,017	2,759,936	3,318,272	2,809,124
Non - controlling interests	270,572	271,867	-	-
Total shareholders' equity	3,544,589	3,031,803	3,318,272	2,809,124
Total liabilities and shareholders' equity	6,011,449	5,758,674	5,399,152	5,180,203

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF COMPREHENSIVE INCOME

FOR NINE MONTHS ENDED SEPTEMBER 30, 2021

(Unit : Thousand Baht)

	Notes	Consolidated		Separate	
		2021	2020	2021	2020
Revenues from sales and services	28	2,467,616	2,272,891	2,381,368	2,207,239
Other income	28				
- Sales promotion income		8,388	20,382	4,903	18,774
- Others income		16,534	22,237	25,587	22,027
<b>Total revenues</b>		<b>2,492,538</b>	<b>2,315,510</b>	<b>2,411,858</b>	<b>2,248,040</b>
Cost of sales and services		(2,210,702)	(2,076,656)	(2,138,598)	(2,022,308)
Selling expenses		(45,194)	(47,089)	(45,183)	(47,089)
Administrative expenses		(128,365)	(105,741)	(119,766)	(89,275)
Finance cost	28	(95,447)	(89,221)	(93,278)	(85,887)
Share of profit (loss) of investment associates		5,784	(450)	-	-
<b>Total expenses</b>		<b>(2,473,924)</b>	<b>(2,319,157)</b>	<b>(2,396,825)</b>	<b>(2,244,559)</b>
<b>Profit (loss) before income tax expenses</b>		<b>18,614</b>	<b>(3,647)</b>	<b>15,033</b>	<b>3,481</b>
Income (Expense) tax	35	(4,502)	(1,929)	(4,559)	(2,135)
<b>Net Profit (loss) for the year</b>		<b>14,112</b>	<b>(5,576)</b>	<b>10,474</b>	<b>1,346</b>

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF COMPREHENSIVE INCOME

FOR NINE MONTHS ENDED SEPTEMBER 30, 2021

(Unit : Thousand Baht)

	Consolidated		Separate	
	2021	2020	2021	2020
Other comprehensive income				
Non - classified item to profit or loss in the after				
The difference of exchange rate from				
translating financial statement	-	269	-	-
Other comprehensive income (loss) for the year	-	269	-	-
Total comprehensive income (loss) for the year	14,112	(5,307)	10,474	1,346
Profit (loss) attributable to:				
Equity holders of the Company	15,407	(4,950)	10,474	1,346
Non-controlling interests	(1,295)	(626)	-	-
Total	14,112	(5,576)	10,474	1,346
Total comprehensive income (loss) attributable to:				
Equity holders of the Company	15,407	(4,681)	10,474	1,346
Non-controlling interests	(1,295)	(626)	-	-
Total	14,112	(5,307)	10,474	1,346

## TWZ CORPORATION PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF COMPREHENSIVE INCOME

FOR NINE MONTHS ENDED SEPTEMBER 30, 2021

(Unit : Thousand Baht)

	<i>Notes</i>	Consolidated		Separate	
		2021	2020	2021	2020
Earnings (loss) per share	27	0.0012	0.0005	0.0008	0.0001