



Ref. SAAM 20/2022 (Revised Add more Detail)

20 June 2022

Subject: Revise Notification of the Resolution of the Executive Committee on New Business, Acquisition of Common Shares Asset, and Specification of Investment Budget

To: The President
The Stock Exchange of Thailand

SAAM Development Public Company Limited (the "Company") would like to notify of resolutions of the Executive Committee Meeting No. 07/2022 held on 17 June 2022 **approving engagement in new business, acquisition of common shares asset, and specification of investment budget valued THB 70,000,000 in aggregate**, with details as follows:

1. Approved for SAAM Solutions Company Limited ("SAAM-S"), a subsidiary which the Company holds 100% stake, **to purchase newly-issued common shares in Nanuq Company Limited ("NANUQ"), a subsidiary of Igloo Studio Company Limited ("IGLOO"), of 8,000 shares at THB 3,750.00 per share, totaling THB 30,000,000.** On 15 June 2022, UK Valuations and Agency Company Limited, an appraiser approved by the Office of the SEC, issued an opinion that the fair value of NANUQ, which can be appropriately calculated based on the discounted cash flows (DCF) method, amounts to enterprise value of THB 178.60 million and fair value of shares of THB 17,982.97 per share. SAAM-S will hold 40% stake in NANUQ, an acquisition of asset transaction in the form of investment in associate company (details of which appear in the Attachment), representing transaction size of 6.27%.

IGLOO provides comprehensive digital content design services as a digital content creator including the production of original content, specializing in animation and visual effects, for movies, series, music video, and advertisements for leading organizations domestically and internationally. Some of its famous works which are widely known and recognized include original content for Netflix Japan, 9 Satra movie, The Salad series which won DigiCon6 Thailand contest in 2018, and music video for Kids See Ghosts belonging to an international artist. The experience, skillset, and expertise in crafting various works as outlined above all hold importance in the creation of metaverse.

NANUQ, a company within IGLOO's group of companies, **focuses on providing comprehensive game digital content design services, game design, and production services** in the form of computer games, mobile games, or NFT games, from the drafting of ideas to the production of



completed work. **At present, NANUQ has designed and developed its own game under the name of Bounty Brawl, a computer game** which launched its teaser at the Tokyo Game Show 2018 in Japan and won the depa Game Accelerator Program Batch #1 Program in 2021, hosted by the Digital Economy Promotion Agency in cooperation with the Thai Game Software Industry Association and Infodef Company Limited, under the action game category, furthering the game with Nintendo. Bounty Brawl is expected to become ready for sale and revenue recognition at the end of 2022.

In addition, NANUQ will strive **to conduct business in relation to metaverse through the provision of comprehensive metaverse design services, as metaverse digital content solutions**, for domestic and international clients. It will also create its own metaverse, with gradual launch in phases. Each phase is expected to take 9 - 12 months.

2. Approved **an investment budget in the gaming business of no more than THB 40,000,000**, and delegated Mr. Podduang Kongkamee, Chief Executive Officer, to have authority in approving investment once a business opportunity arises and studies into the project is completed in accordance with terms set by the Executive Committee Meeting No. 07/2022. This aims to provide flexibility in business operations in line with the fast-changing industry conditions at present. However, the Company will comply with Acquisition or Disposition criteria.

The transaction size is less than 15% based on the calculation criteria yielding the highest transaction size, and thus the Company is not required to disclose information memorandum in accordance with the Notification on Acquisition or Disposition. In addition, such transaction is not considered connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (including amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 dated 19 November 2003 (including amendments) ("the "Notification on Connected Transaction").

Please be informed accordingly.

Yours Sincerely,

(Mr. Podduang Kongkamee)
Chief Executive Officer

**Information Memorandum on the Acquisition of Asset
Purchase of Newly-Issued Ordinary Shares of Nanuq Company Limited**

The Executive Committee Meeting No. 06/2022 held on 17 June 2022 of SAAM Development Public Company Limited (the “Company”) approved the purchase of 8,000 newly-issued common shares in Nanuq Company Limited (“NANUQ”) at THB 3,750.00 per share, totaling THB 30,000,000, which is considered acquisition of asset in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (including amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B. E. 2547 dated 29 October 2004 (including amendments) (the “Notification on Acquisition or Disposition”).

The transaction size is 6.27% of the Company’s total assets according to the Company’s consolidated financial statements for the period ended 31 March 2022, calculated in accordance with the total value of consideration criteria. As such, the transaction size is less than 15% based on the calculation criteria yielding the highest transaction size, and thus the Company is not required to disclose information memorandum in accordance with the Notification on Acquisition or Disposition. In addition, such transaction is not considered connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (including amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 dated 19 November 2003 (including amendments) (“the “Notification on Connected Transaction”).

Details in relation to the acquisition of investment in associate company are as follows:

1. Date of Executive Committee Resolution

17 June 2022

2. Transaction Date

Expected to complete within 30 days from the date of Executive Committee resolution

3. Counterparty and Relationship with Listed Company

Seller: Nanuq Company Limited (“NANUQ”), which has no relationship with the Group of Companies and is not a connected person

Buyer: SAAM Solutions Company Limited, which SAAM Development Public Company Limited (the

“Company”) holds 100% stake

Attachment

4. Description of the Transaction and Detail of Asset Acquisition

Type of Asset: 8,000 newly-issued common shares, reflecting 40% shareholding proportion after the acquisition transaction

Name of Company: Nanuq Company Limited

Date of Company Establishment: 6 November 2019

Nature of Business: Juristic person established to engage in providing comprehensive game design and production services and holding stake in companies which own game rights for profit sharing from each game, with plans to provide comprehensive metaverse design services

Registered Capital: Before acquisition transaction:
THB 1,200,000 divided into 10,000 common shares with par value of THB 100

After acquisition transaction:
THB 2,000,000 divided into 20,000 common shares with par value of THB 100

Board of Directors Structure:

Before Acquisition Transaction		After Acquisition Transaction	
No.	Name	No.	Name
1.	Mr. Nat Yoswatananont	1.	Mr. Nat Yoswatananont
		2.	Mr. Podduang Kongkamee*
		3.	Ms. Krittiya Honghiran*
		4.	Mr. Nat Rangsarannon
		5.	Mr. Ramin Salhani
Authorized Directors: Mr. Nat Yoswatananont signatory with affixed company seal		Authorized Directors: Mr. Nat Yoswatananont joint signatory with Mr. Podduang Kongkamee or Ms. Krittiya Honghiran, totaling 2 directors, with affixed company seal	

Remark: * Mr. Podduang Kongkamee and Ms. Krittiya Honghiran are directors of the Company

Shareholding Structure:

Before Acquisition Transaction				After Acquisition Transaction			
No.	Name	No. of Shares	Share Proportion	No.	Name	No. of Shares	Share Proportion
1.	Igloo Studio Company Limited	9,999	83.32%	1.	Igloo Studio Company Limited	10,000	50.00%
2.	Mr. Nat Rangsarannon	1,400	11.67%	2.	Mr. Nat Rangsarannon	1,400	7.00%
3.	Mr. Ramin Salhani	600	5.00%	3.	Mr. Ramin Salhani	600	3.00%
4.	SAAM Solutions Company Limited	1*	0.01%	4.	SAAM Solutions Company Limited	8,000	40.00%
Total		12,000	100.00%	Total		20,000	100.00%

Remark: * SAAM Solutions Company Limited received the transfer of 1 share from Igloo Studio Company Limited as Thai law stipulates that newly-issued shares cannot be offered to outside individuals. Therefore, SAAM Solutions Company Limited must proceed to become a shareholder before the acquisition transaction. After the completion of the purchase of 8,000 newly-issued shares, SAAM Solutions Company Limited will immediately transfer 1 share back to Igloo Studio Company Limited.

Top 5 shareholders in Igloo Studio Company Limited are as follows:

No.	Name	No. of Shares	Shareholding Proportion
1.	Mr. Nat Yoswatananont	513	50.05%
2.	Mr. Buncha Phantumkomol	275	26.83%
3.	Innewwaytion Company Limited	105	10.24%
4.	Mr. Arthit Manusjindawong	25	2.44%
5.	Ms. Suvabha Charoenying	25	2.44%
6.	Others	82	8.00%
Total		1,025	100.00%

Summary of Financial Status and Performance:

Nanuq Company Limited (Unit: THB)	Ended 31 December 2019	Ended 31 December 2020
Total Asset	5,665,454.17	5,569,841.59
Total Liability	4,685,150.00	4,910,150.00
Total Shareholders' Equity	980,304.17	659,691.59
Revenue	-	-



Nanuq Company Limited (Unit: THB)	Ended 31 December 2019	Ended <u>Attachment</u>)
Net Loss	(19,695.83)	12.58)

Remark: * Before the acquisition transaction, NANUQ will receive the transfer of work in process relating to Bounty Brawl game valued approximately THB 15.5 million, which will be presented in the financial statements for the year ended 31 December 2022.

Selling Price of Newly Issued: THB 3,750.00 per share for 8,000 shares, totaling THB 30,000,000

Payment Method: The buyer will make cash payment for the entire amount within 30 days from the date of Executive Committee resolution, after the legal advisor has concluded due diligence results and the counterparties have entered into a share sale and purchase agreement.

Source of Funds: SAAM- S will enter into a loan agreement with SAAM Development Public Company Limited for the amount of THB 30,000,000 with interest rate of 1.25% and no terms which may affect the rights of shareholders.

SAAM Development Public Company Limited's source of funds is from its working capital.

5. Transaction Size

5.1. Total Amount of Consideration and Criteria in Determining Amount of Consideration

Amount of consideration is THB 30,000,000, in accordance with negotiation and agreement between the buyer and the seller, reflecting an amount which NANUQ requires for the next phase of Bounty Brawl game development in its business operations as working capital to support increase in the number of personnel, and the Board of Directors has deemed to be appropriate.

5.2. Calculation of Transaction Size

Calculation Criteria	Calculation	Transaction Size
Value of Net Tangible Assets Criteria	$\frac{\text{THB 0.26 million}^1}{\text{THB 362.01 million}^2}$	0.07%
Net Profit from Operations Criteria	Cannot be determined as the operating result of NANUQ	-

Calculation Criteria	Calculation	Transaction Attachment
	incurred net loss	
Total Value of Consideration Criteria	THB 30.00 million THB 478.16 million ²	6.27%
Value of Securities Issued Criteria	Not qualified	-

Remark: ¹ Financial information of NANUQ used in the calculation of transaction size pertains to financial statements for the year ended 31 December 2020

² Financial information of the Company used in the calculation of transaction size pertains to consolidated financial statements for the period ended 31 March 2022

For the past 6 months, the Company has not acquired any asset. As such, this transaction has the highest transaction size of 6.27% of total assets in accordance with the total value of consideration criteria.

6. Opinion of the Board of Directors on the Transaction

The Board of Directors has considered and is of the opinion that such transaction is appropriate and for the utmost benefit of the Company and shareholders of the Company. Moreover, NANUQ provides comprehensive game design and production services as well as develops its own game, which will be launched for sale in the end of 2022. In addition, it will engage in business related to metaverse. Investment is thus the engagement in a new business which is up and coming and highly popular, with high growth potential, which will build on the Company's competitiveness and comprehensiveness of service provision in various industries domestically and internationally.

7. Opinion of the Audit Committee and/or Director of the Company which Differs from the Opinion of the Board of Directors

- None -

The Company certifies that information contained in this Information Memorandum is accurate and true in all respects, and has been prepared in prudence and caution, for the utmost benefit of shareholders.

Please be informed accordingly

Yours Sincerely,

(Mr. Podduang Kongkamee)

Chief Executive Officer