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SET_DV8-2021004

January 21st, 2021

Subject: Investment in Revolution of Digital Employee Experience Co., Ltd.

To: President
The Stock Exchange of Thailand

The Meeting of the Board of Directors No. 1/2021 of DV8 Public Company Limited (the “Company” or “DV8”) held on January 21st, 2021 has approved to invest in the ordinary shares of Revolution of Digital Employee Experience Co., Ltd. (“ReDEX”) in total of 20,000 shares at a par value of Baht 100.00 per share, equivalent to 40 percent of the registered and paid-up capital of ReDEX. The total value of the investment is not more than Baht 10,000,000. The details are as follows:

Involved Parties / Relationship with the Company

Buyer (the “Company”) : DV8 Public Company Limited
Sellers (the “Sellers”) : Existing shareholders of ReDEX
Relationship with the Company : The Sellers do not have any relationship with executives, directors, major shareholders, and controlling persons of the Company and/or its subsidiaries which is not classified as a connected person according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 regarding rules of making connected transactions.

Characteristics of the Transaction

The Company will invest in ReDEX by acquiring shares from the existing shareholders (Sellers) and subscribe the newly issued ordinary shares of ReDEX in the total amount of 20,000 shares at a par value of THB 100.00 per share, which is equivalent to 40.00 percent of the registered and paid-up capital of ReDEX. The total value of the investment is not more than THB 10,000,000. The details are as follows:

1. To acquire the ordinary shares in the amount of 10,000 shares at a par value of THB 100.00 per share from the existing shareholders of ReDEX at THB 300.00 per share, which is equivalent to THB 3,000,000.

2. The Company will subscribe newly issued ordinary shares in ReDEX in the amount of 10,000 shares at a par value of THB 100.00 per share at the price not more than THB 700.00 per share, the total amount is not more than THB 7,000,000. The details of newly issued ordinary shares subscription are as follows:
 - 2.1 Fully paid-up of newly issued 10,000 shares at a par value of THB 100.00 per share which is worth THB 1,000,000;
 - 2.2 The payment of the newly issued shares as a premium at THB 200.00 per share which is worth THB 2,000,000 and;
 - 2.3 The payment of the newly issued shares as an additional premium at not more than THB 400.00 per share which is equal to not more than THB 4,000,000 THB, shall be paid within March 31st, 2022 with the condition that ReDEX has to perform net profits not less than THB 25.00 Million, the Company therefore will pay this additional premium. If ReDEX has made net profits of less than THB 25.00 Million within that date, the Company will pay this additional premium in pro-rata to the net profits that ReDEX can make.

After the completion of the transaction, the Company will hold 40.00 percent of the registered and paid-up capital of ReDEX.

In addition, the Board of Director has assigned the Chief Executive Officer and/or the person assigned by the Chief Executive Officer for considering, negotiating, signing, and making decisions relating to any terms and/or contracts and/or documents relating to the investment in ReDEX as well as any issues relating to the investment.

Transaction size

The calculation of the transaction size in accordance with acquisition of assets based on the total value of consideration paid or received method is equal to 1.65 percent, considering the consolidated financial statements of the Company as of September 30th, 2020. Based on the size of the transaction that is less than 15.00 percent, the Company therefore has no duty to perform any action according to the rule of acquisition or disposition of assets. In addition, the Company has no such a transaction during 6 months prior to this transaction.

The Details of the Transaction

The Company will acquire the ordinary shares of ReDEX in the total amount of 20,000 shares at a par value of THB 100.00 per share by purchasing the ordinary shares from the Sellers and subscribing newly issued ordinary shares in ReDEX, which the total value of investment shall not be more than THB 10,000,000. As a result, the Company will hold 40.00 percent of the paid-up capital of ReDEX after increasing the registered capital. The details of ReDEX are as follows:

Name	Revolution of Digital Employee Experience Co., Ltd.
Registration Date	June 11 th , 2020
Address	88 The Park, Room No. 7E1-16 and 8E1-16, 7 th and 8 th Floor, Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110
List of Directors As of June 11 th , 2020	1. Mr.Chitpol Mungprom 2. Mrs.Potchanart Seebungkerd 3. Ms.Orathai Koonkunthod
Registered Capital	4,000,000.00 Baht
Par Value	Baht 100.00 per share
Business Characteristic	Does the business in management and data processing by being an application developer for data analysis for organizational management and online corporate personnel. The purpose of the application is to help organizations collect and analyze company personnel data by implementing a Big Data to process and help develop human potential and promote organizational growth.

The Expected Benefit for the Company

1. An opportunity for the Company to expand the business base into other businesses relating to Human Resource Technology.
2. To cooperates with the management team who has experiences in a start-up business.
3. The Company has an opportunity to get a return as a dividend and capital gains in the future.

Please be informed accordingly

Yours Sincerely,

- Signed by -

(Miss Sureeporn Udompolvanich)
Director and Chief Executive Officer