

# Information Memorandum on the Connected Transaction of White Group Public Company Limited

Board of Directors' Meeting of White Group Public Company Limited No.3/2017 held on 24 August 2017 resolved to approve the acquisition of assets with the following details:

## 1. Transaction Date

Within 31 October 2017.

## 2. Parties involved

Buyer	White Group Public Company Limited
Seller	Custom Pack Company Limited

## 3. Details of the Related Party and their relationship with the Company

Mr. Rakvit Chaisuparakul who is the director and major shareholder of Custom Pack is a close relative of Mr. Somchai Chaisuparakul who is the Company's director.

## 4. General Characteristics of the Transaction

### 4.1 Details of the Transaction

The Company intends to acquire additional fixed assets at the factory built by Custom Pack who is our tenant.

Custom Pack rent the Company's land and factory situated at 75/2 Moo 9, Soi Ruam Jai, Bangna-Trad Road, Bangphli, Samutprakarn.

Custom Pack is a manufacturer of plastic packaging supplying the product to various industries, namely food, dairy and beverage, personal care, cosmetics, laundry liquid, lubricant etc., made to order according to customers' design and requirements.

Custom Pack has invested in the construction of clean rooms for the manufacturing of food and beverage containers to meet customers' specification. It also invested in the construction of additional storage space as the existing facilities was not enough.

### 4.2 Category of Connected Transaction

Connected transaction related to asset acquisition.

#### 4.3 Details of asset

- a. Two units of clean room equipped with the air conditioning system having a total area of 1,039 square meters.
- b. One unit of structured storage tent having a total storage area of 691 square meters.

#### 4.4 Transaction Objective

The acquisition of clean rooms and storage facilities will help add value to our manufacturing facilities as it will be useful to both our current and future tenant.

#### 5. Total Value and Criteria Used in Determining Value of the Transaction

Total Value of the Transaction	Baht 13,110,000
Term of Payment	100% on the date of the transaction
Criteria Use in Determining Value of the Transaction	Using replacement cost value appraised by Simon Lim & Partners Company Limited, a Real Estate and Machinery Valuers.

#### 6. Transaction Size According to Notification of Connected Transaction

The Transaction is considered as connected party transaction as prescribed in the Notification of the Capital Market Supervisory Board No. TorChor 21/2008 re: Related Parties Transaction and the Notification of the Board of Governor of the Securities Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions 2003 (“Notification of Connected Transactions”). Details of the transaction size calculation are as follows:

According to the Notification of Connected Transactions the value used in the calculation is based on a Total Value of the Consideration Paid or Book Value or Market Price of the target whichever is higher.

Details are as follows:

(million baht)

Financial Information	Value
1. Total Value of the Consideration Paid	13.11
2. Book Value	N/A
3. Market Price Value	13.11
The Value Used in Calculation Transaction Size	13.11

**Remarks:** Market price value is based on the appraisal conducted by Simon Lim & Partners Company Limited.

Total Value of the Consideration Paid and Market Price Value each amounts to 13.11 million baht, the transaction size is equivalent to 0.77% of net tangible assets of White Group Public Company Limited and its subsidiaries as at 30 June 2017.

The calculation is as follows:

$$\text{Connected Transaction Size} = \frac{\text{Total Value of the Consideration Paid}}{\text{NTA of the Company}} = \frac{13.11}{1,701.41} = 0.77\%$$

As the Connected Transaction Size is more than one million baht but does not exceed 20 million baht and less than 3% of Net tangible asset of the Company, the Company is required to prepare an Information Memorandum on the Connected Transaction disclosing details relating to the Transaction to the Stock Exchange of Thailand (SET)

#### **7. Financial Source and Adequacy of Capital Flow**

The Company will use its excess cash flow for this acquisition and still have adequate working capital for its ongoing operations.

#### **8. Opinion of the Board of Directors on the Transaction**

The Board of Directors' Meeting No.3/2017 held on 24 August 2017 considered the Transaction as reasonable and is for the benefit of the Company and its shareholders.

#### **9. Opinion of the Audit Committee**

The Audit Committee has no other opinion other than that of the Board of Directors.

The Company hereby certifies that this Information Memorandum is true and correct in all respects.

Yours faithfully,

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( Araya Tejanant )

Managing Director and Secretary