

No. PACE-L 5/2019  
Date 13 March 2019  
Subject: Disposal of shares in the joint venture of the subsidiary  
Attention: President  
The Stock Exchange of Thailand

By virtue of the resolution of the Board of Directors' meeting of Pace Development Corporation Public Company Limited (the "**Company**") No. 3/2019 dated 14 February 2019, it was resolved to sale 50% shares in Dean & DeLuca Café Japan Co., Ltd. ("DDCJ") held by Dean & DeLuca International, LLC. ("DDInter") which is an indirect subsidiary of the Company in the amount not less than USD 10,000,000 or approximately THB 310,997,000 (calculated based on the exchange rate at THB 31.0997 to USD 1) which is not less than the book value. The Board of Directors also granted the authority to the Chief Executive Officer to negotiate, consider, agree, certify, sign and/or execute any documents that related to the transaction in order to complete the objectives.

Today, the Company has received the Share Purchase Agreement which has been executed by both parties; therefore, hereby discloses the details of the transaction as follows:

1. Date of Transaction

28 February 2019

2. Contract Parties

Seller: Welcome Co., Ltd., which is not a connected person of the Company  
Purchaser: Dean & DeLuca International, LLC.

3. General Transaction

DDInter which is an indirect subsidiary where the Company holds 100% shares entered into a joint venture agreement with Dean & DeLuca Japan Co., Ltd. to establish DDCJ with the shareholding of 50% in DDCJ to operate the business of food service and retail distribution by using the proceeds from perpetual license of Japan market format as consideration for investment. DDInter intends to sell shares in the amount of 50% to Welcome Co., Ltd. which is not a connected person of the Company in the amount of USD 10,000,000 or approximately THB 310,997,000 (calculated based on the exchange rate at THB 31.0997 to USD 1).

4. Asset Disposition Details

Shares in the amount of 21,000 shares that DDInter holds 50% in DDCJ

5. Total Value of Consideration

The consideration that mutually agreed by both parties is THB 310,997,000 (calculated based on the exchange rate at THB 31.0997 to USD 1).

6. Basis Adopted to Determine the Value of Consideration

USD 10,000,000 or approximately THB 310,997,000 (calculated based on the exchange rate at THB 31.0997 to USD 1) which is the price agreed by both parties.

7. The Profit Expected to be Generated

The proceeds will be used to repay short-term loan and will be used as working capital of the Company. The disposal of such shares does not affect the operation of the Company.

8. Size of the Transaction

This transaction shall be deemed as disposition of assets of the Company. The size of the transaction is 1.44 percent pursuant to the total value of consideration basis based on the consolidated financial statements as of 31 December 2018 which is a basis having the highest transaction value. The Company has not have any disposal transaction during the past 6 months, therefore, it is not required to disclose the information on entering into such assets disposal transaction pursuant to 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, 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, 2004. However, such disposition falls into the criteria of information disclosure for the case of investment or divestment for more than 10% of the registered capital.

9. Opinions of the Board of Directors

The Board of Directors has an opinion that it is necessary to sell the shares and use the proceeds to repay short-term loan and use as working capital. The Board of Directors resolved to sell the shares held by DDInter in the amount of 50% in DDCJ in the amount not less than USD 10,000,000 or approximately THB 310,997,000 (calculated based on the exchange rate at THB 31.0997 to USD 1) which is not less than the book value.

On the transaction date, the book value of DDCJ pursuant to the consolidated financial statements of the Company as of 31 December 2018 is equivalent to THB 262,603,511. Therefore, the purchase price is higher than the book value.

10. Opinions of the Audit Committee and/or directors which are different from the opinions of the Board of Directors

None

Please be informed accordingly

Yours sincerely,

- Signed -

(Mr. Sorapoj Techakraisri)

Chief Executive Officer