



No. ACC1903/001

March 1, 2019

Subject: Approval to enter into Contract to sell of Common Stock (additional 2)

To: President

The Stock Exchange of Thailand

According to the Board of Director's Meeting No. 2/2019 of Advanced Connection Corporation Public Company Limited ("the Company") held on February 25, 2018 has a resolution to approve to enter into Sale and Purchase Contract of 1,000,000 ordinary shares of ACC Green Energy Co., Ltd. ("ACC Green") at par value Baht 10 per share and to repay the loan that ACC Green has to the company at the total price of 185,000,000 Baht to Mrs. Pranna Chumbualthong the details are as following.

- (a) Sale share of common stock 38,300,000 Baht The company calculated based on the selling price Less the debt and liabilities that ACC Green owes to the company therefore, the company does not have to include the land price as the selling price of ordinary shares.
- (b) The loan of the company amounts 146,700,000 Baht (The loan that the company Let ACC Green borrow to buy land without interest)

Sale and Purchase contract ordinary shares agreed to as per condition payment as follows;

- Baht 10,000,000 at Contract Date as Deposit which is considered as part of the payment under this contract.
- Baht 27,000,000 within 30 days from the date of the contract as which is considered as part of the payment under this contract.
- Remaining amount of Baht 148,000,000 at ownership transfer of ordinary shares date or within 120 days from the date of the sale and purchase contract ordinary shares.
- The seller must redeem the land from use as collateral the debenture within 120 days from the date of the sale and purchase contract ordinary shares.

The selling price of Baht 185 million is the agreed price between the buyer and the seller. However, ACC Green has a loan with the company which must be repaid, therefore the loan must be deducted from the selling price. The selling price of the ordinary shares and book value of ordinary shares of ACC Green as of September 30, 2018 is equal to Baht 2.88 million. The company intended to develop this plot of land for sale in accordance with the company policy to conduct real estate development through ACC Landmark Company Limited. The reason the ownership of the land had to be with ACC Green is because the company



does not hold 100% of the shares in ACC Landmark. The company considered the method of selling ordinary shares, as this method provides greater expense savings compared to selling the land.

The Buyer has not been connected person under the Notification of The Board of Stock Market Regulator. According to the Notification of the Board of Stock Market Regulator No Tor Jor 20/2551 Re: Principal of the material transactions that are considered to be under the acquisition and disposition of assets; the above transaction equals to 12.88%, calculated under of the basis of total value of consideration paid or received Method, which less than 15% of net Tangible assets.

The Transaction is not a connected transaction and the size of transaction does not qualify the Company to comply with the Rules of Disclosure and Practice of the Registered Company regarding acquisition or disposition of assets. However, the sale of shares in ACC Green is considered as a cancellation of the investment in a company with investment proportion of 100% or more of paid-up capital and ACC Green is no longer a Company's subsidiary.

ACC Green is the owner of land located in Tambon Ratsada, Amphoe Mueang Phuket. Phuket Province, with an area of 11 Rai. The price of disposed shares and loan is higher than the Book Value as at September 30, 2019. Land was appraised with the appraisal value of Baht 237.60 million by Tobtavee Appraisal and Services Co., Ltd., an independent appraiser engaged by the Company, as per their appraisal report dated November 27, 2018 for accounting use. The Company considers that the selling price is appropriate. It takes a long time to find a buyer at the appraised price. Which will affect the company having to bear the financial costs in the long run. This transaction does not affect the Company operation because ACC Green has not operated.

The company have decided to sell because the company currently does not have a project to develop the land, due to the economic slowdown and to reduce financial costs. The proceeds from the sale will be used to redeem the debentures of approximately Baht 100 million and the remaining will be used to increase liquidities.

At present, the company has received a deposit of Baht 10 Million and is in the process of redeeming the land from guarantee the debentures. When the transaction is completed, the company must pay a commission of 3%.

The Meeting of the Board of Director of the Company No. 2/2019 held on February 25, 2019 authorized the Acting Managing Director and or Executive Committee to proceed and complete the sales of ordinary shares and claim payment of the company's loans.



Please be informed accordingly.

Sincerely Yours,

*Ekawat Swetarat*

(Mr. Ekawat Swetarat)

Acing Managing Director