



Ref. CS/004/08/2021

9 August 2021

Subject : Notification of transaction to acquire land with buildings from a related party

To President
The Stock Exchange of Thailand

Nirvana Daii Public Company Limited ("The Company") would like to inform the resolution of the Board of Director's Meeting No.10/2021 held on August 6,2021 regarding the approval of the transaction to acquire land with buildings from a related party. Details are as follows:

1. Transaction Date

After the Board of Directors' approval date. (Within August 2021)

2. Related Parties

Purchaser : Nirvana Daii Public Company Limited ("NVD")

Seller : Reason Why Company Limited ("RW") held by Mr. Anuchat Angsumethangkoon in the proportion of 99.99%

3. General Description of the Transaction

Transaction to acquire land with buildings where the company's office is located from Reason Why Company Limited which is a juristic person whose controlling director who is a close relative of Mrs. Wattana Somwattana, who is a major shareholder of NVD which equivalent to 24.675 % of the NVD paid-up capital.

4. General Description of the Transaction

The company intends to purchase land with buildings for the company' s Head office which is located at No.343/351 Prasert - Manukitch Road. Nuanchan, Buengkum, Bangkok, 10230. The details of the land are as follows:

- Title deed No. : 8129, 8130, 8131, 8132, 8133, 8134, 8135 and 27849
- Land No. : 3124, 3125, 3126, 3127, 3128, 3129, 3130 และ 3900
- Survey page No. : 5136 IV 7628-15 (same for all 8 Title deeds)
- Total area : 372 sq.w
- Building lifetime : 20 Years

5. Value of Transaction

The acquisition price of the land and building is 105,000,000 Baht (One Hundred and Five Million Baht only). Combining with other connected-party transactions with RW during the past 6 months before entering into this transaction amounting to Baht 3,708,000 (Three Million, Seven Hundred and Eight Thousand Baht only), the total transaction size is Baht 108,708,000 (One Hundred and Eight Million, Seven Hundred and Eight Thousand Baht only) or [2.94 percent](#) of the Company's Net Tangible Assets ("NTA") as of the end of 2Q21.

6. Criteria of Acquisition Price

The acquisition price of the land and building was determined based on arm's length principle and negotiations between the parties. Reference price has also been appraised by an independent appraiser in the approved list of the Office of Securities and Exchange Commission ("SEC"). The appraised value by Ktac Appraisal And Service Company Limited is 111,780,000 baht (One Hundred and Eleven million, Seven Hundred and Eighty Thousand Baht only), [assessment on 2 August 2021](#).

7. Size of transactions

This transaction constitutes the asset acquisition transaction pursuant to the Notification of the Capital Market Supervisory Board TorChor. No. 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 (including any amendments thereto). After calculation the value of this acquisition transaction with the value of asset acquisition transactions, the total transaction value is lower than 15% according to the calculation criteria of the transaction size. Therefore, this acquisition transaction of land with buildings is not classified as a transaction that require the company to disclose information or undertake any act pursuant to the Notifications on Acquisition or Disposal.

Nevertheless, the transaction is considered a connected transaction of assets or services according to the notification of the capital market supervisory Board No.TorChor.21/2551 Re: Rules on Connected Transactions and according to the notification of the board of governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of the Company Registered in the connected transaction 2003 (including any amendments thereto), with the transaction size equals to 2.90 percent of the NTA, which is 3,694.93 million Baht according to the consolidated financial statements of the company as of June 30, 2021. The transaction size is more than 0.03 percent but less than 3 percent of the company's NTA. Therefore, the said connected transaction must be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand without having to propose for an approval in a shareholder meeting.

8. Source of Financial to Acquisition of Asset

Funds from financial institution and working capital of the company.

Bank Facilities

Facility	Amount (Million Baht)	Facility Purpose
1. AVAL	100.00	To finance land and office building
Annual fee : 0.75%		
Maturity Date : 1 year		
2. Loan	70.00	To payment Aval
Upfront fee : 0.25%		
Interest Rate : MLR - 2.00%		
Maturity Date : 5 years		
Total	170.00	

9. Director Having Conflict of Interest and/or Director Being Connected Person

The Directors with conflict of interest as stated on Item (3) stepped out of the meeting and did not vote on this agenda.

10. Opinion of the Board of Directors

The Board of Directors' meeting has considered and resolved that entering into such connected transaction is reasonable. The purpose of acquisition (of the said land and the buildings) was to be used for NVD's Head Office. Besides being in a high-potential location, the acquisition price was also reasonable comparing to the value as appraised by an SEC-certified property appraiser. Therefore, the transaction is considered reasonable and for the best benefit of the Company.

11. Opinion of Members of Audit Committee and/or Directors Opposing Transactions

-None-

Please be informed accordingly.

Yours faithfully,

(Piyorot Loughajareonyos)

Company Secretary