



MATI 15/2564

October 26, 2021

Subject : Notification of Disposition of Assets (Vacant Land no buildings)  
Attention : Shareholders – Matichon Public Co., Ltd.  
Enclosure Information Memorandum regarding the Disposition of Assets to Schedule 2

Matichon Public Company Limited (the "**Company**") would like to inform you that the Board of Directors' Meeting No. 9/2564 on October 21, 2021 approved Khaosod Co., Ltd., a subsidiary of which the Company holds 99.99% of the shares, to sell 1 plots of Vacant Land (no buildings) located in Bang Sue Subdistrict (South Bang Khen), Dusit District (Bang Sue), Bangkok ("Vacant Land without buildings"), and enter into a contract to buy and sell the land to Mr. Korakot Thamphongsri (the "**Purchaser**"), who is a Natural Person, not connected persons against each other pursuant to Notification of The Securities and Exchange Commission, Thailand with total value of Baht 10,00,000 (the "**Transaction**").

The transaction for the sale of Vacant Land (no buildings), which is the disposal of assets, is calculated with the total value of the reciprocity to be 0.52% of the total asset value of the Company and its subsidiaries, based on the Company's consolidated financial statements for the six-month period ended on June 30, 2021, which did not meet a requirement for any actions to be taken, but when combined with the disposition of the same assets in the six months that occurred before the date that the Board of Directors approved the sale of Vacant Land (no buildings), the itinerary includes 2 transactions, which are:

- (1) Vacant Land (no buildings) in Bang Sue Subdistrict, Dusit District, Bangkok, which has a transaction size of 0.71% according to total value of consideration paid or received, calculated from the consolidated financial statements for the three-month period ended March 31, 2021, of the Company, and
- (2) Land for sale with buildings in Bang Phut Subdistrict (Bang Phang), Pak Kret District (Kwan Market), Nonthaburi province, which has a transaction size of 21.16% according to total value of consideration paid or received, calculated from the consolidated financial statements for the three-month period ended on March 31, 2021, of the Company.

Therefore, entering into this transaction, when combined with the asset disposal transaction in the 6-month period that occurred prior to the date that the Board of Directors There is a resolution to approve the sale of Vacant Land (no buildings) will have the highest total transaction size equal to 22.39%, which shall be classified as the Acquisition of Assets Type 2, as stipulated in the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re:Rules on entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) 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 (as



amended) (the "Acquisition or Disposal of Assets Notifications"). In order to enter into the Acquisition of Assets Type 2 pursuant to the Acquisition and Disposition of Assets Notifications, the Company shall have the following duties:

- (a) Disclose information regarding the Transaction to the Stock Exchange of Thailand; and
- (b) Send written notice to the shareholders regarding the Transaction within 21 days from the date on which the Company discloses the information to the Stock Exchange of Thailand.

In order to be in compliance with the Notifications on Acquisition or Disposition, the Company would like to deliver the Information Memorandum regarding the Disposition of Assets to all shareholders whose names appeared on the share register as at the last record date on May 7, 2021.

Please be informed accordingly.

Yours Sincerely,

---Signature---

(Miss Parnbua Boonparn)

Managing Director

**Information Memorandum regarding the Disposition of Assets (Vacant Land no buildings)  
Khaosod Company Limited subsidiary of Matchon Public Company Limited to Schedule 2**

Matchon Public Company Limited (the "**Company**") would like to inform you that the Board of Directors' Meeting No. 9/2564 on October 21, 2021 approved Khaosod Co., Ltd., a subsidiary of which the Company holds 99.99% of the shares, to sell 1 plots of Vacant Land (no buildings) located in Bang Sue Subdistrict (South Bang Khen), Dusit District (Bang Sue), Bangkok ("Vacant Land without buildings"), and enter into a contract to buy and sell the land to Mr. Korakot Thamphongsri (the "**Purchaser**"), who is a Natural Person, not connected persons against each other pursuant to Notification of The Securities and Exchange Commission, Thailand with total value of Baht 10,00,000 (the "**Transaction**").

The transaction for the sale of Vacant Land (no buildings), which is the disposal of assets, is calculated with the total value of the reciprocity to be 0.52% of the total asset value of the Company and its subsidiaries, based on the Company's consolidated financial statements for the six-month period ended on June 30, 2021, which did not meet a requirement for any actions to be taken, but when combined with the disposition of the same assets in the six months that occurred before the date that the Board of Directors approved the sale of Vacant Land (no buildings), the itinerary includes 2 transactions, which are:

(1) Vacant Land (no buildings) in Bang Sue Subdistrict, Dusit District, Bangkok, which has a transaction size of 0.71% according to total value of consideration paid or received, calculated from the consolidated financial statements for the three-month period ended March 31, 2021, of the Company, and

(2) Land for sale with buildings in Bang Phut Subdistrict (Bang Phang), Pak Kret District (Kwan Market), Nonthaburi province, which has a transaction size of 21.16% according to total value of consideration paid or received, calculated from the consolidated financial statements for the three-month period ended on March 31, 2021, of the Company.

Therefore, entering into this transaction, when combined with the asset disposal transaction in the 6-month period that occurred prior to the date that the Board of Directors There is a resolution to approve the sale of vacant land (no buildings) will have the highest total transaction size equal to 22.39%, which shall be classified as the Acquisition of Assets Type 2, as stipulated in the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re:Rules on entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) 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 (as amended) (the "Acquisition or Disposal of Assets Notifications"). In order to enter into the Acquisition of Assets Type 2 pursuant to the Acquisition and Disposition of Assets Notifications, the Company shall have the following duties:

- (a) Disclose information regarding the Transaction to the Stock Exchange of Thailand; and
- (b) Send written notice to the shareholders regarding the Transaction within 21 days from the date on which the Company discloses the information to the Stock Exchange of Thailand.

The Company therefore would like to provide information regarding the Transaction as follows:

**1. Date on which the Transaction occurs**

21 October, 2021, the date of approval from the Board of Directors' Meeting of the Company No. 9/2021. It is expected that the closing of the Transaction including registration of transfer of the and payment will be completed within 2 months after the date of approval from the Board of Directors.

**2. Transaction party and relationship**

The Seller : Khaosod Company Limited

The Purchaser : Mr. Korakot Thamphongsri  
52/15 Soi Petchkasem 2/1 Petchkasem Road, Wat Tha Phra  
Subdistrict, Bangkok Yai, Bangkok 10600

Relationship : The Purchaser and the Seller have no relationships between each other, and are not connected persons against each other pursuant to Notification of Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003.

**3. General Characteristics of the Transaction**

3.1 The Company will disposition Vacant Land (no buildings) the subsidiary under the agreement are set out in the below table:

Signing Date	The seller expected to execute the land purchase Agreement within 5 November 2021, after the date of approval from the Board of Directors' Meeting of the Company No. 9/2021.
Lands and Buildings	1 Plots of land located at Bang Sue Subdistrict (South Bang Khen), Dusit District (Bang Sue), Bangkok, Thailand, Land title deed no. 64448 (please see the details of Vacant Land (no buildings) in Clause 4 below)
Purchase Price	The total purchase price for vacant land (no buildings) is Baht 10,000,000

taxes, transfer registration fees and other charges related	Baht 650,000 The registration fee for the transfer of ownership of Vacant Land (no buildings) at the Land Office the purchaser and the seller are responsible for half of each party. Taxes, brokerage fees and other expenses related the seller will be responsible.
Terms of payment:	The purchaser will pay for Vacant Land (no buildings) remaining amount from the date of the contract to buy and sell the Land in amount of Baht 9,500,000 to the seller on land transfer registration date.

### 3.2 Transaction Size

Details of calculation of Transaction size according to the Acquisition or Disposal of Assets Notifications based on the financial statement for the period ended 30 June, 2021 are as follows: -

- The Financial Statement of Matchon Public Company Limited

Consolidated financial statements	30 June, 2021 (Thousand Baht)
Total assets	1,915,642
Total liabilities	422,848
Profit (loss) for the period ended June 30, 2021	169,175

- By applying each basis, the calculations of the Transaction size are as follows:

Calculation Bases	Calculation Formula	Transaction size
1. Net Tangible Assets	N/A	N/A
2. Net Operating Profits	N/A	N/A
3. Total Value of Consideration Paid or Receive	Value of the transaction to be paid or received X100 / Total asset value of the listed company $10,000,000 \times 100 / 1,915,642,000$	0.52 %
4. Value of Securities issued by the Company as consideration for the assets acquired	N/A	N/A

The Company has accumulation of the asset acquired during the past 6 months, into a transaction value in equal 21.87 percent, therefore; the total value is equal to 22.39 percent, calculated based on a total

value consideration. The Transaction size is higher than 15 percent but lower than 50 percent, resulting in the Company being obliged to prepare a report, disclose the information memorandum on the entering into of the Transaction with the Stock Exchange of Thailand (the "SET"), and deliver the notice of the entering into of the Transaction to the shareholders within the period of 21 days from the date on which the Transaction is disclosed to the SET.

#### 4. Details of the Assets disposition

Vacant Land (no buildings) consist of 1 plots of land located at Bang Sue Subdistrict (South Bang Khen), Dusit District (Bang Sue), Bangkok, Thailand, all of which are owned by Khaosod Co., Ltd., which such assets are free from encumbrances. The such assets used to be parking space for our employees. But restructuring the organization and reduction of employees in the organization. Property being not used to its full potential. The details of the purchased lands as indicated below:

	Land Title Deed No.	Land No.	Former Land No.	Land survey page	Area (Rai - Ngan - Sq.wah)
1	64448	804	2565	9250	0-0-95
				Total	0-0-95

#### 5. Total Value of consideration

Vacant Land (no buildings) value are Baht 10,000,000 whereby the price is settled between two parties with no related party transaction with the market price of vehicle.

#### 6. Total value of consideration

The value of the disposed assets is equal to 0.52 percent of the total asset value of the listed company and its subsidiaries.

#### 7. Criteria used to determine the value of consideration

##### Total assets value

	Detail	Book Value (Baht)	Appraisal Value * (Baht)	Appraisal of Capital (Baht)	Selling Price (Baht)
1.	Vacant Land (no buildings)	6,500,000	9,975,000	5,700,000	10,000,000

Remark: \* Appraisal value assessed by Ktac Appraisal and Services Company Limited on September 23, 2021.

Appraisal methods: Market Approach

The sale of Vacant Land (no buildings) at the price of 10,000,000 baht to the Buyer is in accordance with the price and conditions negotiated between the Company and the Buyer, based on result of land price evaluation conducted by a surveyor who is approved by The Securities and Exchange Commission, Thailand and the price is reasonable.

#### **8. Transaction result**

This list will cause the company has a profit Baht 2,276,000.

#### **9. The expected benefits to the company**

The transaction will cause the company to have more liquidity the management may consider future investment strategies that will maximize the benefits of the Company.

#### **10. Plan to use the money**

The Company continues to have sufficient liquidity and has no plans to use the proceeds from the sale of this asset. Due to the current economic conditions have not recovered. the company Able to hold more cash current assets thus enhancing financial strength to increase.

#### **11. The Responsibility of the Directors with Respect to the Information in Documents Sent to the Shareholders**

The Board of Directors of the Company is responsible for the information disclosed in this Information Memorandum, and hereby certifies that to the best of the Board of Directors' knowledge and ability, the information contained in this Information Memorandum is correct, complete, and not misleading in any material respect.

#### **12. Pending material lawsuits or claims**

Legal Advisor is of the opinion that there are no material lawsuits or claims.

#### **13. Benefits or connected transaction between the Company and its directors, executives or the shareholders of the Company holding 10 percent of the shares or more (whether direct or indirect)**

- None -

#### **14. Opinion of the Board of Directors**

Board of Directors having considered the various issues involved carefully and concluded that the transaction is reasonable and beneficial to the Company. and future shareholders which is expected to result in the Company's business There is potential for growth in the future.

15. Opinion of the Audit Committee and/or the Director of the Company which is different from that of the Board of Directors

Neither the Audit Committee nor any directors had a different view from the Board of Directors.