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January 31, 2023

Subject: The adjust interest rate related to Connected Transaction on Receiving Financial Assistance

To: President

The Stock Exchange of Thailand

Referred to the Board of Directors' Meeting of Prima Marine Public Company Limited (the "Company") No. 15/2022 held on December 8, 2022, has passed the resolution to approve N.T.L. Marine Company Limited ("NTL"), a subsidiary which the Company holds 99.99% together with Zhonggang Construction Group Company Limited and Nathalin Company Limited under the name of "CNNC Joint Venture" to enter into the loan agreement with Nathalin Company Limited, a major shareholder and controlling person of the Company, at the amount of 1,000 million Baht with the interest rate not exceed at 5.25%.

The Company would like to inform that the Board of Director meeting no. 1/2023 dated 31 January 2023, has an approval to change the interest rate under the RPT Loan agreement between CNNC (Borrower) and Nathalin (Lender) which calculated from a floating interest rate of a commercial bank in Thailand from maximum at 5.25% to 6.93%. The rationale for the change aligned with an increase in the financial cost of Nathalin which was impacted by the volatility of the financial market. In this regard, the Board of Director considered that the new interest rate is reasonable and comply with the Money Market's situation, the related laws and regulations and the transaction does not benefit any third parties.

This transaction is considered as a connected transaction on receiving financial assistance according to the Notification of the 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 B.E. 2546 (2003). Details of which are the following:

**1. Date of the transaction**

Within February 2023.

**2. Counterparty and relationships**

Finance supporter: Nathalin Company Limited, a major shareholder of the Company which holds 54.20% of the total issued and paid-up shares of the Company (as of the Record Date on November 25, 2022), a controlling person, and has jointly directors.

Finance receiver: CNNC Joint Venture, a joint venture that is not register as a new juristic person consist of

(1) N.T.L. Marine Company Limited, a subsidiary which the Company holds 99.99% of the total issued and paid-up shares.

(2) Zhonggang Construction Group Company Limited, a limited company established in the People's Republic of China which does not have a relationship and is not a connected person of the Company and/or its subsidiaries.

(3) Nathalin Company Limited, a major shareholder of the Company which holds 54.20% of the total issued and paid-up shares of the Company (as of the Record Date on November 25, 2022), a controlling person, and has jointly directors.

### 3. General Characteristics of transaction

CNNC Joint Venture will enter into the loan agreement with Nathalin Company Limited under the limitation of liability for each party as follows:

(1) Zhonggang Construction Group Company Limited liable for 49% of the total loan amount under the loan agreement.

(2) Nathalin Company Limited liable for 41% of the total loan amount under the loan agreement.

(3) NTL liable for 10% of the total loan amount under the loan agreement.

The details are as follows:

Type of Transaction : Connected transaction on receiving financial assistance in term of the long-term loan agreement.

Loan Amount : 1,000 million Baht.

Interest Rate : Adjust interest rate from not exceed 5.25% per annum to no exceed 6.93% per annum.

Duration	:	within 2 years
Interest Payment	:	Monthly
Guarantee	:	(1) To register the business collateral in a claim of agreement to the construction work no. TorLorChor.Jor. 44/2563 dated 3 September 2020 between CNNC Joint Venture and the Port Authority of Thailand.  (2) To register the business collateral in a claim of the deposit account of CNNC Joint Venture including to suspend the account.
Purposes	:	To invest in machines and tools in order to support the construction work for Laem Chabang Port Development Project Phase 3 (Port 1) Off-Shore Construction.

#### 4. Value and size of transactions

The total value of this transaction is calculated from the interest amount which NTL is required to pay to Nathalin Company Limited in the term not exceed 2 years under the limitation of liability in the proportion of 10% of the total loan amount, which is approximately 13.86 million Baht based on the consolidated financial statements of the Company and its subsidiaries as of September 30, 2022. The transaction size is 0.16% of the Company's net tangible assets ("NTA") (The Company's NTA as of September 30, 2022, is 8,648.52 million Baht)

The above-mentioned transactions are considered as the connected transaction on receiving financial assistance which is exceeding to 0.03% of NTA, but not exceeding to 3.00% of NTA. As such, the Company is obligated to disclose the information in relation to the transactions to the Stock Exchange of Thailand and needed to be approved the entering into the transactions by the Board of Directors pursuant to the Notification of the 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 B.E. 2546.

**5. Details of connected person and nature of the interest of a connected persons to entering transaction**

Nathalin Company Limited is a major shareholder of the Company which holds 54.20% of the total issued and paid-up shares of the Company (as of the Record Date on November 25, 2022), a controlling person, and has jointly directors. Therefore, the Company's directors who are the director and/or representatives of Nathalin Company Limited are classified as the interested persons and is prohibited to vote for this transaction.

**6. Names of interested directors who are prohibited to vote in the Board of Directors' Meeting**

The Company's directors who are interested persons and are prohibited to vote in the Board of Directors' Meeting due to holding the positions of directors and/or representatives of Nathalin Company Limited comprise of Mr. Suraphon Meesathien, Mr. Prompong Chaisrisawatsuk, Miss Neeracha Panboonhom and Mr. Surasak Chaiyen.

**7. Conditions that may affect the rights of shareholders**

-None-

**8. Opinion of the Board of Director**

The Board of Directors and the Audit Committee have the same opinions that the change of interest rate was reasonable as the consideration of the Money Market's situation, the related laws and regulations and the transaction does not benefit the third parties. Therefore, the Board of Directors has approved the adjust floating interest rate from a maximum at 5.25% per annum to 6.93% per annum for the benefits of the investment of the construction work for Laem Chabang Port Development Project Phase 3 (Port 1) Off-Shore Construction.

Directors who are connected person as refer to Clause 6. did not attend and vote during the consideration of the approval of this transaction.

**9. Opinion of the Audit Committee and/or director of the Company which is difference to the Board of Directors' opinion**

-None-



Yours sincerely,

Prima Marine Public Company Limited

-Signed-

(Mr. Prompong Chaisrisawatsuk)

Chief Executive Officer

For inquiries, please contact:

Compliance & Company Secretary Department

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