

No. PG. 08/053/66

10th August 2023

Re The Related Party Transaction in purchasing one piece of raw land

To The President

The Stock Exchange of Thailand

According to the resolution of the Board of Directors Meeting No.4/2023 Preecha Group Public Company Limited held on **10 August 2023**, are as follows

1. Approval for the purchases of a raw land from TSA and P Co.,Ltd. **total area 15-2-26 rai or 6,226 sq.wah** (Title deed no 41556 and 41558) Ban Kluai-Sai Noi Road, Bang Bua Thong,

Nonthaburi details are as follows:

1.1 The date on which the : Within 3rd quarter, 2023
transaction occurred

1.2 The parties involved

Seller : TSA and P Co.,Ltd.

Buyer : Preecha Group Plc.

1.3 The directors and shareholders of TSA and P Co.,Ltd. (The Seller) from the company certification of the Commerce Department dated 17th July, 2023 as follow

- Registered Capital 1,000,000 Baht (10,000 common shares of 100 Baht each)
- Authorized Director Mr. Preecha Thirakijpong
- Major Shareholders 1. Mr.Panya Thirakijpong hold 4,995 common shares or 49.95%
2.Miss Thitima Thirakijpong hold 5,000 common shares or 50.01%

The directors and shareholders of Preecha Group Plc.(the Buyer) as of 30th June 2023

- Registered Capital 336,000,000 Baht (336,000,000 common shares of Baht each)

- Director
 1. Mr. Pachara Yutidhammadamrong
 2. Mr. Thanonsorn Lertlitsirikul
 3. Mr. Somchet Thinaphong
 4. Mr. Yuttana Yimgarund
 5. Mr. Somporn Vechphanich
 6. Mr. Tipaporn Assawasothi
 7. Mrs. Kitima Pavarsekul

- Shareholders (only the one who are the Director and / or shareholder of TSA and P Co.,Ltd.
 1. Ne-ad Co.,Ltd. hold 83,658,837 shares of which is equal to 24.898% of total shares and its major shareholder are
 - Mr. Panya Thirakijpong hold 244,982 common shares or 49.00%
 - Miss Thitima Thirakijpong hold 250,000 common shares or 50.00%
 2. Mr. Panya Thirakijpong hold 19,731,364 shares of or 5.872%
 3. Miss Thitima Thirakijpong hold 17,929,662 shares of or 5.336%

- After the consideration found that
 1. Mr.Preecha Thirakijpong who is the father of Mr.Panya Thirakijpong and Miss.Thitima Thirakijpong was the President of Preecha Group Plc. and resigned on 8th November,2021 , and have to be determined as the close relationship of the major shareholder of Preecha Group Plc for the above transaction
 2. Mr.Panya and Miss Thitima are the major shareholders of both Preecha Group Plc. (The Buyer) and TSA and P Co.,Ltd. (The Seller).

So the above transaction would be determined as the Related Party Transaction.

1.4 Details of the transaction

Ownership	TSA and P Co.,Ltd (the Seller)
Location	Land title deed no 41556 and 41558 located on Ban Kluai-Sai Noi Road, Bang Bua Thong, Nonthaburi.
Type of Asset	Raw Land, total area of 15-2-26 Rai or 6,226 Square wah
Determination of the price	The negotiation between Preecha Group Plc and TSA and P Co.,Ltd. have mutually agreed on the price 85.60 million baht, which are lower than the selling prices of the land in the Bang Kruai-Sai Noi Road , and the agreed price is lower than the appraisal price from two independent appraiser. This land was appraised by two independent appraiser at a price of 93.39 million baht and 87.164 million Baht price on 2 nd June, 2023 and 7 th June 2023 respectively.
Purchasing condition	The transaction is 85.60 Million Baht, of which the land ownership transfer fees, withholding tax, specific business tax, as well as expenses incurred from the registration of land ownership transfer will be paid by the seller TSA and P Co.,Ltd.
Term of Payment	Preecha Group Plc. will pay 15 Million Baht for the deposit at the date of signing contract and the balance of 70.60 Million Baht will be paid within 3 months after the date of signing contract.

1.5 The calculation of the transaction size will be determined as follow

1. The transaction amount	85,600,000	Baht
2. The Net Tangible Assets (NTA) from the consolidated financial statements as of 31th March , 2023		
- The total asset	465,074,000	Baht
- Less The intangible assets	(43,000)	Baht
- Less The total liabilities	(97,595,000)	Baht
The amount of Net Tangible Assets (NTA)	367,436,000	Baht
3. 0.03% of NTA	= 0.03% of 367,436,000	= 110,230.80 Baht

4. 3% of NTA = 3.00% of 367,436,000 = 11,023,080.00 Baht

5. After the determination the above amount the size will be the large transaction because

5.1 The transaction amount is 85,600,000 Baht is over than 1 Million Baht and 0.03% of NTA which is equal to 110,230.80 Baht. So it not the small size transaction

5.2 The transaction amount is 85,600,000 Baht is not in the range of over than 1 Million Baht and not over 20 Million Baht or less then 3% of NTA (11,023,080 Baht). So it is not be the middle size transaction.

5.3 The transaction amount is 85,600,000 Baht is the large size transaction because it is over then 20 Million Baht and 3% of NTA (11,023,080 Baht).

1.6 The source of fund : Preecha Group Plc. plans to use some of their working capital and the loan from the bank about 200 million baht to purchase and develop in this real estate.

1.7 Interested directors who do not attend and vote of this the meeting : None

1.8 Opinion of the Board for this related party transaction : The Board of Director consider and approved the Company to buy the above raw land because this plot of land is in the good location and suitable for developing the real estate project. This related party transaction is processed as normal business term of transaction of which the price and business condition is fair and equal when compare with transaction with other people. The company let the 2 independent appraisers to appraise the fair market valuation of this price of land which the amount are higher than the purchase price.

1.9 Opinion of the Audit Committee : None

And/or Director Different from the
Opinion of the Board of Directors

Best regards,

(Dr.Somchet Thinaphong)

Director
