



No. SAPPE 010/2023

10 October 2023

Subject: Notification of the Disposition of investments in a subsidiary company and the Cessation of the Subsidiary of the Company

To: President
The Stock Exchange of Thailand

According to the Board of Directors' Meeting of Sappe Public Company Limited (the "Company") No.6/2023 held on August 10, 2023, the meeting has passed the resolution to dispose of the investment in the share capital of Sappe Europe s.r.o, a 60% owned subsidiary of the Company, leading Sappe Europe s.r.o to cease a subsidiary of the Company. The details appear as follows:

1. Date of Transaction

The transaction is expected to be completed within 2023

2. The parties of contract and the relationship with the Company

Purchaser: Mr.Milan Bucek and Mr.Ing. Ivan Ježo

Seller: Sappe Public Company Limited

Relationship between Purchaser and seller: None

3. General Information, Value and Size of the Transactions

3.1 Transaction Type:

Disposal of Investment in Ordinary Shares. The Company will dispose of its total shares held at Euro 3,983 or 60% of the registered capital in Sappe Europe s.r.o to the above purchasers who are not considered as connected persons. The total amount is Euro 3,983.

3.2 Criteria used to determine the transaction size:

The total value of consideration paid or received.



3.3 Transaction Size:

3.3.1 Disposal Transaction

According to the Notification of the Capital Market Supervisory Board No. TorChor. 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 (“SET”) Re: Disclosure of Information and Other Acts of Listed Companies Concerning Acquisition and Disposal of Assets, 2004 (Notification of Acquisition or Disposition of Assets)”, the maximum transaction size determined by the criteria of The total value of consideration paid or received (based on the Company's audited consolidated financial statements ended 30 June 2023), taking into account transactions incurred in the past 6 months and outstanding liabilities between both parties. The calculated transaction size is 0.27%, which is less than 15%. Therefore, it is not necessary to report information according to the Notification of Acquisition or Disposition of Assets.

However, this transaction is a disposal of investment in a subsidiary, which results in the dissolution of the Company's status as a subsidiary of the Company. Therefore, the Company is required to disclose information to the SET in accordance with the Notification of the SET on Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed company B.E. 2560.

3.3.2 Connected Transaction

The disposal of investment in ordinary shares of such subsidiary company is not regarded as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorCJor 21/2551 Re: Rules on Connected Transactions 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 Connected Transactions, 2003.

4. The details of assets

The company name:	Sappe Europe s.r.o
Address:	Golánova 3140/5 Bratislava 82103, Slovakia,
Type of Securities:	Ordinary share
Type of business:	Operating business in distributing healthy beverages in European countries
Number of sold:	Euro 3,983
Registered Capital:	Euro 6,639 (equivalent to 0.27 million Baht)
Paid-up Capital:	Euro 6,639 (equivalent to 0.27 million Baht)
Board of Directors:	1) Mr.Adisak Ruckariyaphong, 2) Mr.Arnupap Ruckariyapong, 3) Mr.Milan Bucek, and 4) Mr.Ing. Ivan Ježo



Current shareholders:	1) Sappe Public Company Limited	60%
	2) Mr.Milan Bucek	20%
	3) Mr.Ing. Ivan Ježo	20%
Proportion of shareholding in Sappe Europe s.r.o by the Company		
	Before disposal:	60%
	After disposal:	0%

5. Total value of the consideration

5.1 The total value of the consideration: Euro 3,983

5.2 Type of payment and condition: Cash on the date of Share Purchase Agreement signing

6. The value of the disposed assets

6.1 The cost of investment in Sappe Europe s.r.o in the Company's financial statements as of 30 June 2023 was Baht 161,777.

6.2 The book value of net asset of Sappe Europe s.r.o as of 30 June 2023 was Baht (16,732,619).

7. Criteria to determine the value of consideration

The value of consideration is determined from the cost price of the investment in Sappe Europe s.r.o and the outstanding liabilities between both parties, which the Company is of the opinion that the offer price is fair.

8. Reason of the disposition assets

Sappe Europe s.r.o is a subsidiary company established with the objective to do marketing in European countries since 2014. Throughout the business period, Sappe Europe s.r.o has not performed as planned and has sustained losses to date, with retained loss as of 30 June 2023 amounting to Baht 12.18 million. In addition, there is no clear plan to solve future problems, and the Company considers that doing marketing in European countries through the Company directly will create more long-term business value, hence it is considered appropriate to discontinue the business in such company.

Therefore, the Company proposed the offer to sell all ordinary shares at the cost of the investment in Sappe Europe s.r.o at a value of EUR 3,983, higher than the net asset value of Baht (16,732,619).

The Company's management considers and approves the disposal of such assets.



9. Utilization from the Proceeds of disposition assets

For working capital of the Company

10. Opinion of the Board of Directors on the transaction

The Board of Directors approved the Company to enter into the transaction which the Board of Directors considered appropriate and would be beneficial to the Company and shareholders.

11. Opinion of the Audit Committee and/or the Directors which is different from the opinion of the Board of Directors

The Audit Committee as well approved the transaction, and no director has any different opinion against the Board of Directors.

Please be informed accordingly.

Sincerely Yours,

Sappe Public Company Limited

Ms. Piyajit Ruckariyapong

(Chief Executive Officer)