

No. PG. 09/065/66

September 30, 2023

**SUBJECT :** Fixing date and the agenda of the Extraordinary General Meeting No 1 of shareholder for the year 2023 to request approval of the land purchase transaction from connected persons.

**ATTENTION :** Director and Manager,  
The Stock Exchange of Thailand

The Board of Director's meeting No.5/2023 Preecha Group Public Company Limited held on February 23, 2023 considered and resolved as follows:

1. The date of Extraordinary General meeting No 1 is set on November 9 , 2023 at 13.00 at Seminar Room, 9 th Floor PREECHA GROUP Building, 1919 Patanakarn Road, Suanluang, Bangkok 10250.The list of shareholders per the Record Date (RD) for the rights to attend the Shareholders Meeting will be on October 17, 2023
2. The Agenda of the Extraordinary General Meeting No 1 as follows :

**Agenda 1** To Certify the minutes of Annual General Meeting of Shareholders

**The Board's Opinion:** The Board of Directors has considered that it is correct and appropriate to certify the above minutes of the general meeting of shareholders and propose to the shareholders' meeting for consideration and certification.

**Agenda 2** To consider and approve the Connected Transaction for acquisition of new land from connected persons of the land title deed number 41556 and 41558, total area 15-2-26 rai, Ban Kluai-Sai Noi Road. Bang Bua Thong Subdistrict, Bang Bua Thong District, Nonthaburi Province together with purchasing conditions and opinion of the independent financial advisor

**The Board's Opinion:** The Board of Directors meeting (without any directors who have the conflict of interest) has considered that the land listed above should be purchased in for the shareholders' meeting to approve.

**Agenda 3** To consider other issues (if any)

The company has appointed silom advisory company limited as an independent financial advisor.

Please acknowledge accordingly,

Sincerely Yours.

(Mr. Somchet Thinaphong)

Director

Authorized Person Disclose Information

30<sup>th</sup> September 2023

Re Notification of Resolutions of the Board of Directors of Preecha Group PLC. and fixing date of Extraordinary General Meeting No.1 of Shareholders for the year 2023

To The President of The Stock Exchange of Thailand

According to the resolution of the Board of Directors Meeting No.45/2023 of Preecha Group PLC. (“PRECHA” or “the Company”) on 30 September 2023, are considered and resolved as follow.

1. It is deemed appropriate to propose the shareholders to consider and approve the Company to entering into Connected transaction for acquire land without buildings from TSA & P Co., Ltd., who is connected person. title deeds number 41556 and 41558, total area 15-2-26 rai, Ban Kluai-Sai Noi Road. Bang Bua Thong Subdistrict, Bang Bua Thong District, Nonthaburi Province

The details of entering into the transaction are as follows;

1.1 Transaction Date : Within November, 2023

1.2 Relevant Parties

Seller : TSA & P Co., Ltd.

Purchaser : Preecha Group Plc.

1.3 Relevant parties and relationship

The directors and shareholders of TSA & P Co., Ltd. (The Seller) from the company’s affidavit and shareholder’s document from the Department of Business Development, the Ministry of Commerce, dated 17<sup>th</sup> 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 holds 4,995 common shares or 49.95%

2. Miss Thitima Thirakijpong holds 5,000 common shares or 50.01%



The directors and shareholders of Preecha Group Plc. (the Purchaser) dated 30<sup>th</sup> June 2023 as follow;

- 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 & P Co., Ltd.

1. Naiad Co., Ltd. holds 83,658,837 shares of which is equal to 24.898% of total shares and its major shareholder are as follow;
  - Mr. Panya Thirakijpong holds 244,982 common shares or 49.00%
  - Miss Thitima Thirakijpong holds 250,000 common shares or 50.00%
2. Mr. Panya Thirakijpong holds 19,731,364 shares or 5.872%
3. Miss Thitima Thirakijpong holds 17,929,662 shares or 5.336%

The total shareholding of Preecha Group Plc. related the Seller is 121,319,863 shares or 36.11%

- After consideration, it is found that;
  1. Mr. Preecha Thirakijpong, who is the father of Mr. Panya Thirakijpong and Miss. Thitima Thirakijpong, has resigned from being the President of Preecha Group Plc. since 8th November 2021 and is not a shareholder of Preecha Group Plc., but is considered a close relative of the major shareholder of Preecha Group Plc. When entering the transaction with Preecha Group Plc. as an authorized director of TSA & P Co., Ltd., it is related transactions with major shareholders of Preecha Group Plc.

2. Mr. Panya and Miss Thitima are major shareholders of Preecha Group Plc. (The Purchaser) and are major shareholders of TSA & P Co.,Ltd. (The Seller) that will sell land to Preecha Group Plc. Therefore, the transaction is considered as related parties' transaction.

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

#### 1.4 Character of the transaction

Asset Ownership	TSA & P Co., Ltd. (the Seller)
Asset Location	Land title deed no 41556 and 41558 located on Ban Kluai-Sai Noi Road, Bang Bua Thong, Nonthaburi.
Type of Asset	<p>Vacant land with total area of 15 rai 2 ngan 26.0 sq. wah or 6,226.0 sq. wah located next to Ban Kluai - Sai Noi Road, Phimonrat Subdistrict, Bang Bua Thong District. Nonthaburi Province The details are as follows:</p> <ol style="list-style-type: none"> <li>1. Deed number 41556, land number 51, land area 5036I74838-3, which has an area according to the title document of 5,983.0 square wah.</li> <li>2. Deed number 41558, land number 52, land area 5036I4838-3, which has an area according to the title document of 243 square wah.</li> </ol>
Determination of the price	<p>The negotiation between Preecha Group Plc and TSA &amp; 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 is Prospec Appraisal Company Limited and K.K. Value Company Limited independent appraisers at a price of 93.39 million baht and 87.164 million Baht price on 2<sup>nd</sup> June, 2023 and 7<sup>th</sup> June 2023 respectively.</p>



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 & P Co., Ltd.
Term of Payment	Preecha Group Plc. will pay the total amount of 85.60 Million Baht at the transferred date of the Land Title Deed within November 2023
Project development plan from the Acquired Assets	According to the Company's project development plan, it was found that the Company has desire to develop the Acquired Assets into low-rise real estate projects for distribution in the form of 2-storey townhome in location with expansion of living quarters, transportation, and amenities. The target group is full-time employees and freelancers with incomes higher than 20,000 baht or could pay in installments of approximately 10,000 baht per month. It is expected that the project development from the Acquired Assets will be able to launch in early 2024 and It will be available for sale until the end in 2024.

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 30th June , 2023		
- The total asset	461,183,000	Baht
- Less The intangible assets	(56,000)	Baht
- Less The total liabilities	(97,068,000)	Baht
The amount of Net Tangible Assets (NTA)	364,059,000	Baht
3. 0.03% of NTA	= 0.03% of 364,059,000	= 109,217.70 Baht

4. 3.00% of NTA = 3.00% of 364,059,000 = 10,921,770.00 Baht less than 20 million baht according to the criteria

5. After the determination of the transaction amount, the size is considered as the **large transaction** because of the following;

The transaction amount of 85,600,000 Baht is the large size transaction because it is over than 20 million Baht .

However, when calculating the size of the asset acquisition transaction, it is 18.56% based on the total value of consideration criteria. Because the size of the transaction exceeds 15,00%, a circular must be sent to shareholders in 21 days from the date the information is notified to the Stock Exchange, providing the minimum information according to the criteria set forth

- 1.6 The source of fund : Cash flow from operating of the Company and project loans from financial institutions in the proportion of 50:50 percent of the required payment to purchase land which exclude project development costs of the project. This loan will result in the Company having two additional financial costs: 1 there is an initial fee of 1.00 percent of loan amount and 2 the minimum loan interest rate that the bank specifies to charge large customers (MLR) – 0.75%, which as of 25 September 2023, financial institutions that contract with the Company have an MLR interest rate of 7.85% per year, which will result in the Company having an interest burden of 7.10% per year.
- However, if the Company has entered into the Transaction, Project loan from institution can be use as funds for the development of the project at each



stage until the end of the project. Therefore, if the Company will develop project in the future, the Company would have sufficient funds to develop until the end of the project.

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

1.8 Opinion of the Board for this : The Board of Director consider and propose the  
related party transaction 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. So, it is reasonable and valuable to the company.

1.9 Opinion of the Audit Committee : None  
and/or Director whose different from the  
the Board of Directors

Yours Sincerely,

Dr. Somchet Thinaphong

Directors