



Ref. MO 015/2023

November 9, 2023

Subject: Resolutions of the Board of Directors' Meeting regarding entering into transaction  
with connected person

To: President  
The Stock Exchange of Thailand

The Meeting of Board of Directors No.4/2023 held on November 9, 2023 of Chumporn Palm Oil Industry Public Company Limited (the "Company") has approved an entering into transaction with connected person which can be summarized as follows;

**Information disclosure of entering into Connected Transaction**

**1. Transaction date and Total value and criteria for determination of the consideration:**

1) Office space rental with office equipment and public utilities agreement.

- Lessor : Chumporn Palm Oil Industry Public Company Limited. ("the Company")
- Lessee : C K Trading (1965) Company Limited which the Company holds 49 percent of total issued shares.
- Details : Office space rental with office equipment and public utilities agreement. The office is at 1168/91 Lumpini tower 30 floor, Rama IV Road, Sathorn, Bangkok and will be started from January 1, 2024 to December 31, 2026 (3 years).
- Type : Real estate rental transactions for a period not longer than 3 years (general commercial conditions).  
Transactions relating to services (no general commercial conditions).
- Transaction size : C K Trading (1965) Company Limited will rent office space with office equipment and public utilities from Chumporn Palm Oil Industry Public Company Limited. The Company will receive rental and service fee Baht 978,720 per year, for three years Baht 2,936,160 or 0.11% of the Company's net total assets (NTA) Baht 2,617,223,000 according to the most recent consolidated financial statement of the Company ending September 30, 2023. The transaction size is more than 0.03% but less than 3% of the company's net total asset. This transaction must be approved by the Board of directors and disclose relevant details to the Stock Exchange of Thailand.

Criteria for determination of the consideration :

The office space rental fee is general commercial conditions which can be compared price and conditions to unrelated parties.

The office equipment fee is no general commercial conditions. The service fee is on the terms and conditions as negotiation.

Payment method : Payment is due monthly.

2) IT equipment, vehicle rental, accounting and human resource management services agreement.

Service provider : Chumporn Palm Oil Industry Public Company Limited.

Client : C K Trading (1965) Company Limited which the Company holds 49 percent of total issued shares.

Details : IT equipment, vehicle rental, accounting and human resource management services agreement will be started from January 1, 2024 to December 31, 2026 (3 year).

Type : Transactions relating to services (no general commercial conditions).

Transaction size : C K Trading (1965) Company Limited will rent IT equipment, vehicle and use accounting and human resource management services from Chumporn Palm Oil Industry Public Company Limited. The Company will receive service fee Baht 1,797,912 per year, for three years Baht 5,393,736 or 0.21% of the Company's net total assets (NTA) Baht 2,617,223,000 according to the most recent consolidated financial statement of the Company ending September 30, 2023. The transaction size is more than 0.03% but less than 3% of the company's net total asset. This transaction must be approved by the Board of directors and disclose relevant details to the Stock Exchange of Thailand.

Criteria for determination of the consideration :

No general commercial conditions. The IT equipment, vehicle rental, accounting and human resource management service fee is on the terms and conditions as negotiation. The Company doesn't purchase or set up more equipment but the client will use the existing IT equipment and vehicle and the company will assign officer of Accountant department and Human resource department to operate for this service.

Payment method : Payment is due monthly.

3) Hiring a broker or agent dealing for distribution agreement.

Service provider : C K Trading (1965) Company Limited which the Company holds 49 percent of total issued shares.

Client : Chumporn Palm Oil Industry Public Company Limited.

Details : Hiring a broker or agent dealing for distribution agreement will be started from January 1, 2024 to December 31, 2024 (1 year).

Type : Normal business-support transactions (no general commercial conditions).

Transaction size : Chumporn Palm Oil Industry Public Company Limited will hire C K Trading (1965) Company Limited to be a broker or agent dealing for consumer product distribution. The Company will pay for service fee Baht 16,201,478 per year or 0.62% of the Company's net total assets (NTA) Baht 2,617,223,000 according to the most recent consolidated financial statement of the Company ending September 30, 2023. The transaction size is more than 0.03% but less than 3% of the company's net total asset. This transaction must be approved by the Board of directors and disclose relevant details to the Stock Exchange of Thailand.

Criteria for determination of the consideration :

No general commercial conditions. The service fee is on the terms and conditions as negotiation because normally service provides don't service as a broker or agent dealing for palm oil product. The service free is compared with other similar consumer product rate for consideration and bargain.

Payment method : Payment is due monthly.

2. Details of connected persons and relate party.

Company name	C K TRADING (1965) Company Limited	
Registered capital	Baht 10,000,000 with ordinary share 100,000 shares, par value per share Baht 100, paid-up full amount.	
Objective	(1) To provide service as broker or agent dealing for consumer products distribution. (2) To provide marketing service, public advertising to promote consumer products.	
Head office	1168/91 Lumpini tower 30 floor, Rama IV road, Thungmahamak, Sathorn, Bangkok, 10120	
Share holders	(1) Chumporn Palm Oil Industry Public Company Limited	49%
	(2) Khonburi Sugar Public Company Limited	49%
	(3) Mr. Issara Twiltermsup	1%
	(4) Mr. Thawatchat Chomwarn	1%

Directors	(1) Mr. Rachoj Tawintermsup (2) Mr. Thawatchai Chomwarn (3) Mr. Issara Twiltermsup (4) Mr. Ratthawut Sae-Tang
Directors authorized	Mr. Issara Twiltermsup or Mr. Ratthawut Sae-Tang to jointly sign with Mr. Rachoj Tawintermsup or Mr. Thawatchai Chomwarn, total two directors and affixed with the company's seal.

Director, Management who is connected persons and relates party

Name	Chumporn Palm Oil Industry PCL.		C K Trading Co., Ltd.		Khonburi Sugar PCL.	
	Position	Share	Position	Share	Position	Share
Mr.Rachoj Tawintermsup	- Director - Authorized director - Deputy Chief Executive Officer	0.94%	- Director - Authorized director	-	-	2.02%
Mr.Thawatchai Chomwarn	- Sale Director	-	- Director - Authorized director - Managing Director	1%	-	-
Mr.Takon Tawintermsup	- Director - Chairman of the Executive committee - Authorized director	1.51%	-	-	- Director - Chairman of the Executive committee - Authorized director - Acting Managing Director	0.65%
Mr.Issara Twiltermsup	-	-	- Director - Authorized director	1%	- Director - Member of the Executive committee - Authorized director	2.34%

3. Characteristics of the interest of the connected person in the transaction :

Mr. Rachoj Tawintermsup is Director and Deputy Chief Executive Officer of Chumporn Palm Oil Industry Public Company Limited and Director of C K Trading (1965) Company Limited. He is therefore considered a person having interest in this matter and is not entitled to cast votes in relevant agenda at the Board of Director's Meeting.

Remark : Mr. Rachoj Tawintermsup is son of Mr. Takon Tawintermsup and cousin with Mr. Issara Twiltermsup.

Mr. Thawatchai Chomwarn is Sale Director of Chumporn Palm Oil Industry Public Company Limited and Director and Managing Director of C K Trading (1965) Company Limited. He is therefore considered a person having interest in this matter.

Mr. Takon Tawintermsup is Director and Chairman of the Executive Committee of both Chumporn Palm Oil Industry Public Company Limited and Khonburi Sugar Public Company Limited and he is father of Mr. Rachoij Tawintermsup. He is therefore considered a person having interest in this matter and is not entitled to cast votes in relevant agenda at the Board of Director's Meeting.

Remark : Mr.Takon Tawintermsup is uncle of Mr.Issara Twiltermsup.

**4. Opinion of the Board of Director in relation to the transactions :**

The Board of Director's Meeting No. 4/2023 considered the entering into transactions is reasonable because the office space rental fee is general commercial conditions which can be compared price and conditions to unrelated parties. The office equipment, IT equipment, vehicle rental, accounting and human resource management services agreement, the Company doesn't purchase or set up more equipment. Client will use the existing equipment and operation system. It will be easier to improve and control and for the Hiring a broker or agent dealing for distribution agreement, the Company will gain the benefit from experience of sale employee of both side to able increasing marketing share and could decrease cost of sale. The directors who are related person did not attend the meeting and had not right to vote in the approval of the transaction.

**5. Opinion of the Audit and Risk Management Committee in relation to the transactions :**

The Audit and Risk Management Committee, after due consideration, had the opinions which were in line with those of the Board of Directors.

Yours faithfully,

(Mr.Kritbhong Takviriyanan)

Chief Executive Officer