

- Translation -

27 February 2024

Subject : Disclosure of connected transaction by a subsidiary company
Attention : President
The Stock Exchange of Thailand

Vanachai Group Public Company Limited "VNG" would like to disclose the connected transaction for renting a building within the factory between PV Wood Company Limited (a subsidiary which VNG hold 51.00% of the paid-up shares) and Maeyai Company Limited (related company). Transaction details are follows as:

1. Day Month Year of transactions:

1 March 2024

2. The counterparties:

<u>Name</u>	<u>Relationship with the company</u>
Lessee : PV wood Co., Ltd.	a subsidiary company
Lessor : Maeyai Co., Ltd.	same group of major shareholders

3. The general characteristics of the transaction:

PV Wood Company Limited (subsidiary) has a rental contract for building within the factory of Maeyai Company Limited - located at no. 43/3 Moo 4, Tambol Banchang, Amphur Muang, Pathumthani. The purpose is to be wood operations including production and storage of products. Rental rate 80 and 100 Baht/square meter/month. The details are as follows;

<u>Details</u>	<u>Rental rate</u> <u>Baht/sqm./month</u>	<u>Area</u> <u>(sqm.)</u>	<u>Rental</u> <u>period</u>	<u>Total (Baht)</u>
1 Mar. 2024 - 31 Dec. 2024	80	9,053	10 months	7,242,400
1 Jan. 2025 - 31 Jul. 2025	100	9,053	7 months	6,337,100
1 Aug. 2025 - 31 Jan. 2026	100	17,535	6 months	10,521,000
1 Feb. 2026 - 28 Feb. 2027	100	21,750	13 months	28,275,000
Total			36 months	<u>52,375,500</u>

To process the mentioned contracts, it is three - years duration; starting from 1 March 2024 to 28 February 2027.

4. The total value of transactions:

4.1 The value of transaction.

4.1.1	Rate of rental, month 1 st - 10 th	(10 months)	total	7,242,400	Baht
4.1.2	Rate of rental, month 11 th - 17 th	(7 months)	total	6,337,100	Baht
4.1.3	Rate of rental, month 18 th - 23 th	(6 months)	total	10,521,000	Baht
4.1.4	Rate of rental, month 24 th - 36 th	(13 months)	total	<u>28,275,000</u>	Baht
	Total rental rate for 3 years			<u>52,375,500</u>	Baht

4.2 Payment term

4.2.1	Month 1 st - 10 th	724,240 Baht per month
4.2.2	Month 11 th - 17 th	905,300 Baht per month
4.2.3	Month 18 th - 23 th	1,753,500 Baht per month
4.2.4	Month 24 th - 36 th	2,175,000 Baht per month

5. Criteria to determine the return value:

The mentioned rent rate is set from the market price - evaluated by The Valuation & Consultants Company Limited.

Assessment Company : The Valuation & Consultants Company Limited
Assessment Method : Market Comparison Approach
Assessment Date : 5 January 2024

6. Size of Transaction:

6.1 The above transaction is conformed to related transaction which is the transaction in property leasing for not more than 3 years in middle size in value more than 0.03% but less than 3% of book value of Net Tangible Assets (consolidated financial statements as at 31 December 2023), the company would need to disclose this information to The Stock Exchange of Thailand.

6.2 The transactions of the company and the subsidiary with related persons in the last 6 months are as follows:

6.2.1 The transaction in property leasing for not more than 3 years.

<u>Transaction</u>	<u>Release Date</u>	<u>Value (Baht)</u>	<u>Transaction Size% VS NTA financial statements for the period</u>
1. Vanachai Woodsmith Co., Ltd. leases the office and warehouse from Firstwood Co., Ltd. (1 September 2023 - 31 August 2024)	25 Aug. 2023	8,724,000	0.137% as at 30 Jun. 2023
2. PV Wood Co., Ltd leases building within the factory from Maeyai Co., Ltd. (1 March 2024 - 28 February 2027)	27 Feb. 2024	52,375,500	0.798% as at 31 Dec. 2023
Total		61,099,500	0.935%

6.2.2 Normal business transaction is not in accordance with market terms and conditions.

<u>Transaction</u>	<u>Release Date</u>	<u>Value (Baht)</u>	<u>Transaction Size% VS NTA financial statements for the period</u>
VNG and subsidiaries trade among related companies.	27 Feb. 2024	3,000,000	0.046% as at 31 Dec. 2023
Total		3,000,000	0.046%

7. The list of committees and related shareholders:

Vanachai Group Public Company Limited (as at 23 February 2024)

<u>List of names</u>		<u>Position</u>	<u>Number of shares</u>	<u>%</u>
1. Mr. Sompop	Sahawat	Chairman	-	-
2. Ms. Yupaporn	Boongate	Vice - Chairman	36,000,000	2.075
3. Mr. Vasun	Jaroenavarat	-	35,999,999	2.075
4. Mr. Wanthana	Jaroennawarat	Managing Director	35,999,999	2.075
5. Mr. Suthep	Chaipattananavich	Director	-	-
6. Mrs. Siriporn	Chaipattananavich	-	36,000,000	2.075
7. Mr. Patta	Sahawat	Director	36,000,000	2.075
8. Ms. Phattra	Sahawat	Director	36,000,000	2.075
9. Mr. Somprasong	Sahawat	Director	36,000,000	2.075
10. Ms. Somjairak	Sahawat	-	36,000,000	2.075
11. Mr. Sittiwat	Sahawat	Director	36,000,000	2.075
12. Ms. Nipapat	Sahawat	-	36,000,000	2.075

Woodtek International Company Limited (as at 23 February 2024)

<u>List of names</u>		<u>Position</u>	<u>Number of shares</u>	<u>%</u>
1. Mr. Sompop	Sahawat	Chairman	1	-
2. Ms. Yupaporn	Boongate	Director	1	-
3. Mr. Vasun	Jaroenavarat	-	1	-
4. Mr. Wanthana	Jaroennawarat	Director	1	-
5. Mr. Suthep	Chaipattananavich	Director	1	-
6. Mrs. Siriporn	Chaipattananavich	-	1	-
7. Mr. Patta	Sahawat	Director	-	-
8. Ms. Phattra	Sahawat	Managing Director	1	-
9. Mr. Somprasong	Sahawat	Director	-	-
10. Mr. Sittiwat	Sahawat	Director	-	-
11. Vanachai Group Public Company Limited			19,993	99.97

PV Wood Company Limited (as at 23 February 2024)

<u>List of names</u>	<u>Number of shares</u>	<u>%</u>
1. Vanachai Group Public Company Limited	190,000	50.00
2. Woodtek International Company Limited	3,800	1.00
3. Global Fortune Holdings Ltd.	186,200	49.00

Vanachai Intertrading Group Company Limited (as at 23 February 2024)

<u>List of names</u>		<u>Position</u>	<u>Number of shares</u>	<u>%</u>
1. Ms. Yupaporn	Boongate	-	1,150,000	10
2. Mr. Vasun	Jaroenavarat	Director	1,150,000	10
3. Mr. Wanthana	Jaroennawarat	-	1,150,000	10
4. Mrs. Siriporn	Chaipattananavich	Director	1,150,000	10
5. Mr. Patta	Sahawat	-	1,150,000	10
6. Ms. Phattra	Sahawat	-	1,150,000	10
7. Mr. Somprasong	Sahavat	-	1,150,000	10
8. Ms. Somjairak	Sahavat	Director	1,150,000	10
9. Mr. Sittiwat	Sahawat	-	1,150,000	10
10. Ms. Nipapat	Sahawat	Director	1,150,000	10

The Vanachai Group of Companies Company Limited (as at 23 February 2024)

<u>List of names</u>		<u>Position</u>	<u>Number of shares</u>	<u>%</u>
1. Ms. Yupaporn	Boongate	-	510,000	10
2. Mr. Vasun	Jaroenavarat	Director	510,000	10
3. Mr. Wanthana	Jaroennawarat	-	510,000	10
4. Mrs. Siriporn	Chaipattananavich	Director	510,000	10
5. Mr. Patta	Sahawat	-	510,000	10
6. Ms. Phattra	Sahawat	-	510,000	10
7. Mr. Somprasong	Sahavat	-	510,000	10
8. Ms. Somjairak	Sahavat	Director	510,000	10
9. Mr. Sittiwat	Sahawat	-	510,000	10
10. Ms. Nipapat	Sahawat	Director	510,000	10

Maeyai Company Limited (as at 23 February 2024)

<u>List of names</u>		<u>Position</u>	<u>Number of shares</u>	<u>%</u>
1. Mr. Sompop	Sahawat	-	1	-
2. Ms. Yupaporn	Boongate	-	1	-
3. Mr. Vasun	Jaroenavarat	Director	1	-
4. Mr. Wanthana	Jaroennawarat	-	1	-
5. Mrs. Siriporn	Chaipattananavich	Director	-	-
6. Ms. Phattra	Sahawat	-	1	-
7. Mr. Somprasong	Sahavat	-	1	-
8. Ms. Somjairak	Sahavat	Director	-	-
9. Ms. Nipapat	Sahawat	Director	-	-
10. Vanachai Intertrading Group Company Limited			169,993	80.95
11. The Vanachai Group of Companies Company Limited			40,000	19.05

8. The benefits of the company:

1. The location of the building of Mae Yai Company Limited (related company) is appropriate. There are transportation routes and various utilities. The company can transfer the old machinery. Supports installation of new machinery and to be employees office of PV Wood Company Limited, according to the objective.
2. Increase revenue and profits to the group companies.

9. Opinions from the committee and the audit committee (who be VNG's committee with conflict of interest as agreement of list on items 7 without meeting and vote).

This transaction is appropriate since PV Wood Company Limited has to rent space inside the building for use in wood operations including the production and storage of such products effectively, and to be employees office of PV Wood Company Limited. To process this transaction is therefore reasonable. And for the maximum benefit to subsidiary companies; the rate of rental is set from market value - market rental by comparing market data which is evaluated by The Valuation & Consultants Company Limited (independent appraiser).

Please be acknowledged for your information.

Yours Sincerely

(Mr.Wanthana Jaroennawarat)
Director