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No. CHASE/SET2024/004

28 February 2024

Subject: Connected Transaction in relation to Real Estate Rental Transaction for a period not longer than 3 Years, Ordinary Business Support Transaction and Acquisition of Assets

To: President
The Stock Exchange of Thailand

Enclosure: Information Memorandum on the Connected Transaction

Chase Asia Public Company Limited (“**Company**”) held the Board of Directors’ Meeting No. 1/2024 on 28 February 2024. The Meeting has resolved to approve the entering into the connected transaction in relation to a real estate rental transaction for a period not longer than 3 years, an ordinary business support transaction and an acquisition of assets between the Company and its subsidiaries and Mr. Pracha Chaisuwan, a director, an executive, and a major shareholder of the Company and between the Company and Mr. Sutha Maneeprom, a close relative to the director of the Company.

The transaction is considered a connected transaction under the Notification of Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions, and 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 (as amended), which are real estate rental transactions for a period not longer than 3 years and an ordinary business transaction. When calculating the size of the transactions (including the size of the connected transaction occurring within 6 months prior to the agreement of this transaction), the total size of the transactions amount to Baht 6,364,000 or 0.20 percent of the net total assets of the Company and its subsidiaries as of 31 December 2023 (according to the latest audited financial statements). This is considered a medium-sized transaction with a value greater than 0.03 percent but not exceeding 3.00 percent of the net total assets of the Company and its subsidiaries. Therefore, the Company must obtain an approval from the Board of Directors and disclose information regarding its connected transaction to the Stock Exchange of Thailand.

Additionally, this transaction involves the acquisition of assets by the Company as per the Notification of Capital Market Supervisory Board No. TorChor. 20/2551 re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (as amended). However, when calculating based on the total value, the size of the transactions equivalent to 0.16 percent of the total assets valued at Baht 3,875,463,864 of the Company and its subsidiaries as of 31 December 2023 (according to the latest audited financial statements), which is less than 15 percent of the total assets. Furthermore, the Company has not acquired any other assets during the 6 months prior to the agreement of this transaction. Therefore, the Company is not required to disclose information regarding this transaction to the Stock Exchange of Thailand.

Further details regarding the connected transaction of the Company are provided in the Enclosure.

Please be informed accordingly,

Yours faithfully,

Chase Asia Public Company Limited

(Mr. Pracha Chaisuwan)
Chief Executive Officer

Company Secretary Department
Email: cs@chase.co.th

 **บริษัท เซกซ์ เอเชีย จำกัด (มหาชน) (Chase Asia Public Company Limited)**

8/9-10 ซอยวิภาวดีรังสิต 44 (ซอยมณฑลโมเดิร์น) ถนนวิภาวดีรังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพฯ 10900
8/9-10 Vibhavadirangsit 44 (Soi Mongkolnivej) Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok 10900
Tel : 0 2855 8222, Fax : 0 2855 8299

**Information Memorandum on the Connected Transaction
Chase Asia Public Company Limited**

As the Board of Directors of Chase Asia Public Company Limited No. 1/2024 held on 28 February 2024 resolved to approve the entering into the connected transaction in relation to the real estate rental transaction for a period not exceeding than 3 years, the ordinary business support transactions, and the acquisition of assets between the Company and its subsidiaries and Mr. Pracha Chaisuwan, a director, an executive, and a major shareholder of the Company and between the Company and Mr. Sutha Maneeprom, a close relative to the director of the Company.

The transaction is considered as a connected transaction under the Notification of Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions, and 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 (as amended), and the transaction involves the acquisition of assets by the Company as per Notification of Capital Market Supervisory Board No. TorChor. 20/2551 re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (as amended), in which the details of the transaction are as follows:

1. Date/ Month/ Year of the Transaction

1 March 2024

2. Relevant Parties

Lessor : Mr. Pracha Chaisuwan and Mr. Sutha Maneeprom

Lessee : Company and its subsidiaries

3. Related Parties and Relationship with the Company

- (1) Mr. Pracha Chaisuwan is a director, an executive, and a shareholder holding 51.41 percent of the Company's total issued and sold shares (as of 31 December 2023); and
- (2) Mr. Sutha Maneeprom is a close relative to Mr. Pracha Chaisuwan.

4. General Characteristics

The Company and its subsidiaries would like to enter into 14 lease agreements per following details:

4.1 Lease Transaction between Mr. Pracha Chaisuwan and the Company

Location:

- (1) 442/228 Moo 1 Hua Thale Subdistrict, Mueang Nakhon Ratchasima District, Nakhon Ratchasima Province;
- (2) 147/6 Moo 4, Rimkok Subdistrict, Mueang Chiang Rai District, Chiang Rai Province;
- (3) 16/168 Moo 8 Nong Pla Lai Subdistrict, Bang Lamung District, Chonburi Province;
- (4) 17/107 Soi Bo Fai Village, Hua Hin Subdistrict, Hua Hin District, Prachuap Khiri Khan Province;
- (5) 128/49 Moo 5, Pracha Uthit Road, Ratsada Subdistrict, Mueang Phuket District, Phuket Province;
- (6) 99/51 Moo 1 Kanchanavithi Road, Bang Kung Subdistrict, Mueang Surat Thani District, Surat Thani Province;
- (7) 60/26 Moo 1 Khlong Hae Subdistrict, Hat Yai District, Songkhla Province;
- (8) 57/82 Moo 1 Tha Lo Subdistrict, Tha Muang District, Kanchanaburi Province.

Lease Period:

2 years 10 month (from 1 March 2024 – 31 December 2026)

4.2 Lease Transaction between Mr. Pracha Chaisuwan and Resolution Way Company Limited (subsidiary)

Location:

8/9-10 Soi Vibhavadi Rangsit 44 (Soi Mongkhon Niwet), Vibhavadi Rangsit Road, Lat Yao Subdistrict, Chatuchak District, Bangkok

Lease Period:

2 months (1 March 2024 – 30 April 2024)

Location:

102/10, Moo 4, Soi 5 Alley 1, Kamphaengphet 6 Road, Talat Bang Khen Subdistrict, Lak Si District, Bangkok

Lease Period:

2 years 10 months (1 March 2024 – 31 December 2026)

4.3 Lease Transaction between Mr. Pracha Chaisuwan and CF Asia Asset Management Company Limited (subsidiary)

Location:

1/755, Moo 17, Soi Phahon Yothin 60, Phahon Yothin Road, Khu Khot Subdistrict, Lam Luk Ka District, Pathum Thani Province

Lease Period:

2 months (1 March 2024 – 30 April 2024)

4.4 Lease Transaction between Mr. Pracha Chaisuwan and Courts Megastore (Thailand) Company Limited

Location:

(1) 128/49, Moo 5, Pracha Uthit Road, Ratsada Subdistrict, Mueang Phuket District, Phuket Province

(2) 1/755, Moo 17, Soi Phahon Yothin 60, Phahon Yothin Road, Khu Khot Subdistrict, Lam Luk Ka District, Pathum Thani Province

Lease Period:

2 months (1 March 2024 – 30 April 2024)

4.5 Lease Transaction between Mr. Sutha Maneeprom and the Company

Location:

229/32 Moo 6 Nai Mueang Subdistrict, Mueang Khon Kaen District, Khon Kaen Province

Lease Period:

2 years 10 months (1 March 2024 – 31 December 2026)

The Company and its subsidiaries have the following objectives and conditions for lease transactions for the following 14 lease agreements:

Objectives of the Transactions:

To serve as operational premises for the employees of the Company and its subsidiaries.

Condition for Rent Payment:

Monthly rent payment in advance by the 25th of each month, with the first month's rent to be paid in advance on the contract signing date or on any other agreed-upon date.

5. Basis used to Determine the Value of the Transaction

Rent for the entire contract period, total area 3,749.30 square meters: Baht 5,689,000

Rent for the contract period of transactions occurring within 6 months before the agreement date involving the same individual, related person, and close relatives of such individuals: Baht 675,000

Total: Baht 6,364,000

As for the criteria based on the Net Tangible Assets (NTA) of the Company and its subsidiaries as of 31 December 2023

(according to the latest audited financial statements):	Baht 3,213,018,446
0.03 percent of NTA	Baht 963,906
3.00 percent of NTA	Baht 96,390,553

6. Size of Transaction

The transaction, when considering the total size of related transactions occurring within 6 months before the agreement date, amounts to a total value of Baht 6,364,000 which represents 0.20 percent of the net total asset of the Company and its subsidiaries as of 31 December 2023 (based on the latest audited financial statements).

Furthermore, since the transaction falls within the range of 0.03 to 3.00 percent of the net total assets of the Company and its subsidiaries, it is regarded as a medium-size transaction.

7. Transaction Process

The aforementioned transaction falls under the category of connected transactions of the listed company, involving leases of the real estate rental transaction for a period not exceeding than 3 years which is the ordinary business support transaction, as per the Notification of Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions, and 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 (as amended).

This transaction is considered as a medium-sized transaction. Therefore, the Company must seek an approval from the Board of Directors for the transaction and disclose information to the Stock Exchange of Thailand.

8. The Calculation of Asset Acquisition

The transaction falls under the category of asset acquisition, as per Notification of Capital Market Supervisory Board TorChor. 20/2551 re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (as amended). However, when calculated based on the total value, the size of the transaction is equivalent to 0.16 percent of the total assets valued at Baht 3,875,463,864 of the Company and its subsidiaries as of 31 December 2023 (according to the latest audited financial statements), which is less than 15 percent of the total assets. Furthermore, the Company has not acquired any other assets during the 6 months prior to the agreement of this transaction. Therefore, the Company is not required to disclose information regarding this transaction to the Stock Exchange of Thailand.

9. Directors with Interests and/or Related Persons

Mr. Pracha Chaisuwan has neither attended the meeting nor exercised the voting rights in this agenda.

10. Opinion of the Board of Directors

The proposed transaction is necessary and reasonable, and it maximizes benefits for the Company when compared to transactions with independent third parties.

11. Opinion of Audit Committee

The Audit Committee has no differing opinions from the Board of Directors.