



## บริษัท โพรเฟสชันแนล เวสต์ เทคโนโลยี (1999) จำกัด (มหาชน)

PROFESSIONAL WASTE TECHNOLOGY (1999) PUBLIC COMPANY LIMITED

AT PW-014 CS 2024

February 29, 2024

Subject : Sale of Land to Connected Person

To : President

The Stock Exchange of Thailand

Professional Waste Technology (1999) Public Company Limited (the Company) would like to notify the resolution of the Board of Directors' Meeting No. 2/2024 on Thursday, February 29, 2024 there was a resolution to approve the sale of land title deed number 27625, area 12 rai 2 ngan 76 square wah Chonburi Province, totaling 5,076 square wah, located at 10 Soi Phra Rod Soi 19, Sasiliam - Phanatnikhom Road, Sasiliam Subdistrict, Phanatnikhom District ,Chonburi Province which is land of JTS Aluminium and Metal Company Limited (subsidiary company) to Mr. Yuttana Jenvitayaroj is a price of 2,000 baht per square wah, totaling 10,152,000 baht.

Mr. Yuttana Jenvitayaroj is the son who has reached legal age of Mr. Thanakorn Jenvitayaroj which the company's directors. As a result, entering into such a transaction is considered to be an acquisition or disposition of assets pursuant to the Notification of the Capital Market Supervisory Board No. Torchor. 20/B.E. 2551 (2008), 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, Re : Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004). It is also considered as a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. Torchor. 21/B.E. 2551 (2008), Re: Rules on Connected Transactions, and also 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 B.E. 2546 (2003) (“Announcement regarding connected transactions”) and additional amendments the information regarding the said resolution is summarized as follows.

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### **(1) Date of Transaction**

It is expected that sale and purchase agreement will be entered into and complete the transfer of ownership within April 2024.

### **(2) Related Parties**

Seller: JTS Aluminium and Metal Company Limited (subsidiary company)

Buyer: Mr. Yuttana Jenvitayaroj

Relationship: Mr. Yuttana Jenvitayaroj is the son who has reached legal age of Mr. Thanakorn Jenvitayaroj which the company's directors of subsidiary company.

### **(3) Nature of the Transaction**

Property type: Land title deed number 27625, area 12 rai 2 ngan 76 square wah Chonburi Province, totaling 5,076 square wah, located at 10 Soi Phra Rod Soi 19, Sasiliam - Phanatnikhom Road. Sasiliam Subdistrict, Phanatnikhom District ,Chonburi Province.

Appraisal price: Appraisal by United Valuers and Consultant Co., Ltd. (independent appraisers) is on the list of property appraisal companies approved by the SEC and is an appraisal for public purposes. The land appraisal price is price per square wah is 2,000 baht total area 5,076 square wah total amount 10,152,000 baht.

Offering price: 2,000 baht per square wah

Payment: Pay a deposit at 4,000,000 baht when entering into a purchase and sale contract and pay the remaining amount on the day of ownership transfer.

The company will sell the said land given to Mr. Yuttana Jenvitayaroj. This is because the company does not use the land to conduct its main business. The money received from this land sale will be used as working capital for the company's business operations.

### **(4) Criteria and Basis for Determining the Total Amount and Value of the Transaction**

**4.1** Calculating the transaction value according to the connected transaction criteria.

(Calculated from the consolidated financial statements as of December 31,2023)

Value of connected transactions amount 10,152,000 baht equivalent to 2.75 % of the Net Tangible Asset (NTA amount 369,472,365 baht) value of the Company and its subsidiaries. The transaction value is thus considered a medium-sized transaction which is higher than 0.03% but lower than 3.0% of NTA, then requires the approval of the Board

of Directors and the disclosure of the relevant information of the connected transaction to the Stock Exchange of Thailand.

#### 4.2 Calculating the transaction value according rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets

(Calculated from the consolidated financial statements as of December 31,2023)

Calculated according to the total value of consideration criteria as follows:

Value of transactions paid or received X 100 /total assets of listed companies

10,152,000 baht X 100/ 369,472,365 baht = 1.69 % less than 15 %

Calculating the value according rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, considering the total value of consideration criteria is 1.69 % the transaction size is less than 15 % . Therefore, there is no need to proceed according to the acquisition and disposal criteria.

Including transactions that occurred during the 6 months before the date of agreement to enter into the transaction. Cumulative item size 11,696,500 baht which is still considered a medium-sized transaction. Therefore, the company must request approval to enter into the transaction from the board of directors' meeting and disclose information about entering into the said transaction to the Stock Exchange of Thailand.

#### (5) Details of Connected Person

List of connected persons	Position in the company (PRO)	Position in the company (JTS)	Description relationship with Director (PRO and JTS)	Shareholding Proportion
1..Mr.Thanakorn Jenvitayaroj	Chairman of the Executive Committee/ Director	Director and Managing Director	None	No shares PRO and JTS
2. .Mr.Yuttana Jenvitayaroj (Land Buyer)	None	None	Son of Mr.Thanakorn Jenvitayaroj	Shares of PRO 9.57% * no shares of JTS

\*Based on information closing the shareholder list book as of December 28, 2023.

**(6) Opinion of the Board of Directors concerning related transactions**

The Company's Board of Directors has considered that entering into the said transaction is reasonable and beneficial to the company in enhancing liquidity in business operations.

**(7) Opinions of the Audit Committee and/or of any Respective Board Directors that differ from the Overall Opinion of the Board of Directors of the Company**

-None

Please be informed accordingly.

Yours sincerely,

(Miss Karaveag Chokmaneeench)

Director and Acting Chief Executive Officer