



8th August 2024

Subject: The notification of selling share of JustLike and More Company Limited, which causes termination of a subsidiary status (additional amendment)

To: Director and manager
The Stock Exchange of Thailand

According to the Board of Directors meeting of Thai Coconut Public Company Limited (“the Company”) no.7/2024 on 8th August 2024, the meeting has approved selling share of JustLike and More Company Limited (“JLM”), which is a subsidiary company of the Company that the Company holds 59.99% of total number of shares outstanding. As a result, JLM will terminate from being a subsidiary status of the Company. The details are as follows:

Company name	JustLike and More Company Limited (registered since 2021)																																		
Office location	108/126 Moo.5 Pakkred Sub-district, Pakkred District, Nonthaburi Province																																		
Paid-up registered capital	20,000,000 baht, which divide to common shares amount 200,000 shares. The par value at 100 baht per a share.																																		
The type of business	Production and distribution cheese and butter from plant																																		
Reason and Necessity	Because JLM has operating result at a loss. There is key financial information as follow: Unit : baht																																		
	<table border="1"><thead><tr><th>Details</th><th>2021</th><th>2022</th><th>2023</th></tr></thead><tbody><tr><td>Revenue from sales</td><td>0.00</td><td>0.00</td><td>476,682.00</td></tr><tr><td>Selling cost</td><td>0.00</td><td>0.00</td><td>569,059.00</td></tr><tr><td>Selling and administrative expenses</td><td>1,094,475.00</td><td>4,326,317.00</td><td>11,416,107.00</td></tr><tr><td>Net profit (Loss)</td><td>(1,094,475.00)</td><td>(4,262,425.00)</td><td>(11,169,557.00)</td></tr><tr><td>Total Assets</td><td>1,669,739.00</td><td>6,843,031.00</td><td>10,441,559.00</td></tr><tr><td>Total liabilities</td><td>1,764,214.00</td><td>1,699,931.00</td><td>6,968,016.00</td></tr><tr><td>Th Equity of Shareholders</td><td>(94,475.00)</td><td>5,143,100.00</td><td>3,473,543.00</td></tr></tbody></table>	Details	2021	2022	2023	Revenue from sales	0.00	0.00	476,682.00	Selling cost	0.00	0.00	569,059.00	Selling and administrative expenses	1,094,475.00	4,326,317.00	11,416,107.00	Net profit (Loss)	(1,094,475.00)	(4,262,425.00)	(11,169,557.00)	Total Assets	1,669,739.00	6,843,031.00	10,441,559.00	Total liabilities	1,764,214.00	1,699,931.00	6,968,016.00	Th Equity of Shareholders	(94,475.00)	5,143,100.00	3,473,543.00		
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	Source : Financial statement of JLM for the year 2021-2023, which audited by an auditor and submitted to the Ministry of Commerce																																		

	Therefore, the Company considers selling shares of JLM, which will incur the benefits without having to make additional investments, reduce expenses, and reduce the impact on accounting of the Company.												
Seller	Thai Coconut Public Company Limited												
Buyer	<p>Creative Food Solutions Company Limited</p> <p>The lists of shareholder name as of 30th April 2024 as follow:</p> <table border="1"> <thead> <tr> <th>Name - Surname</th> <th>Quantity of share</th> <th>Percentage (%)</th> </tr> </thead> <tbody> <tr> <td>Ms. Naraporn Liew</td> <td>101,999</td> <td>60.00</td> </tr> <tr> <td>Mr. Chong Chu Liew</td> <td>90,000</td> <td>40.00</td> </tr> <tr> <td>Ms. Naowarat Suksuwan</td> <td>1</td> <td>0.00</td> </tr> </tbody> </table> <p>Not considered to be a connected person to the Company</p>	Name - Surname	Quantity of share	Percentage (%)	Ms. Naraporn Liew	101,999	60.00	Mr. Chong Chu Liew	90,000	40.00	Ms. Naowarat Suksuwan	1	0.00
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Ms. Naraporn Liew	101,999	60.00											
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Number of shares sold	119,997 common shares, equivalent to 59.99% of Paid-up registered capital												
Selling price	17.37 baht per share, total amount 2,084,347.89 baht, which is the agreed price between the Company and the Buyer. The selling price is based on the book value of JLM according to JLM's financial statements for the year 2023 ending on 31 st December 2023, which was audited by the auditor.												
Payment method	The Buyer agrees to pay for the shares in cash, when the seller has agreed to transfer the ownership of the shares.												
Date of transaction	Within the third quarter for the year 2024												
The opinion of the Board of Directors	The opinion of the Board of Directors is that the transaction is reasonable and the highest benefit for the Company because JLM has accumulated losses (accounted for 1.09 million baht in 2021, 5.36 million baht in 2022, and 16.53 million baht) and the selling of shares of JLM will not require the Company to make additional investments, reduce expenses, and reduce the impact on the Company's accounting. The transaction will not have any significant effect on the Company.												
The opinion of audit committee and/or committee members who have different options	There are no different opinions from the Board of Directors meeting												



from the board of directors	
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This transaction is considered as the disposal of assets based on the announcement of the Capital Market Supervisory Board Tor Jor no.20/2551 (2008) Re: the principles in conducting a significant transaction, which is the acquisition or disposal of assets (and amended announcement), and the announcement of the committee of Stock Exchange of Thailand Re: the disclosure of information and acts of listed companies in acquiring or disposing of assets in B.E. 2547 (2004) (“the announcement of acquiring or disposing”). The Company has calculated the size of this transactions by the criterion of the tangible asset (NTA), referring to the Company's financial statements for the second quarter for the year 2024 ending on 30th June 2024, which is the criterion with the highest transaction size equal to 0.05%, the Company has not disposed of any assets in the past six months. Therefore, this transaction is considered a transaction with a size of less than 15% Therefore, the Company is not required to disclose information in accordance with the announcement of acquiring or disposing and does not need to ask approval for this transaction from the Company's shareholders' meeting.

In addition, this transaction is not considered a related party transaction based on the announcement of the Capital Market Supervisory Board Tor Jor no.21/2551 (2008) Re: The guidelines for conducting the connected transactions dated 31st August 2008 (and amended announcement), and the announcement of the committee of Stock Exchange of Thailand Re: the disclosure of information and acts of listed companies in connected transactions in B.E. 2546 (2003) dated on 19th November 2003 (and amended announcement)

However, the Company has duty for reporting this disposal of the subsidiary according to regulations of the Stock Exchange of Thailand Re: rule, conditions, and procedures regarding the disclosure of information and other acts of a listed company in B.E. 2560 (2017) because the selling share of JLM causes termination from being a subsidiary status of the Company.

Please be informed accordingly,

Yours sincerely,

(Miss Pattara Tasjun)

Chief Financial and Information Officer
Thai Coconut Public Company Limited