

8<sup>th</sup> August 2024

Subject: The notification of the asset acquisition of Thai Coconut Public Company Limited regarding the investment in purchasing land with buildings, which is a connected transaction ([additional amendment](#))

To: Director and manager  
The Stock Exchange of Thailand

Attached: The information lists of asset acquisitions of Thai Coconut Public Company Limited regarding the investment in purchasing land with buildings, which is a connected transaction

According to the Board of Directors meeting of Thai Coconut Public Company Limited (“**the Company**”) no.7/2024 on 8<sup>th</sup> August 2024, the meeting has approved the investment in purchasing land with buildings, which is located in Pong Sawai Sub-district, Mueang Ratchaburi, Ratchaburi province, from Harmony Agri Business Company Limited that is a connected transaction in order to support storage products according to expanding production capacity both at present and in the future. The total purchase price of this land with buildings is set not to exceed 40 million baht. This transaction is considered as the asset acquisition 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 total value of based on the Company's financial statements for the second quarter for the year 2024 ended on 30<sup>th</sup> June 2024, which the maximum transaction size accounts for 0.66%. In addition, when the Company considered this transaction with the lists of asset acquisition in the past six months, the highest criteria of acquisition of assets is total value of consideration, which has transaction size at 18.41%, [which the Company sent a circular letter to all shareholders on 5<sup>th</sup> August 2024](#). Therefore, total transactions of asset acquisition are 19.07%. The size of this transaction is more than 15% but no more than 50%. The Company must conduct report and reveal this transaction to the stock exchange of Thailand based on account (1) at the end of announcement of the acquisition or disposal of assets immediately, and must submit the circular letter to shareholders within 21 days from the information disclosure to the stock exchange of Thailand based

on account (2) at the end of the announcement regarding acquisition or disposal without having to request approval to conduct this transaction from the Company's shareholder meeting.

Furthermore, the investment in purchasing land with buildings, which is a connected transaction from Harmony Agri Business Company Limited, is a connected transaction in types of assets or services 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 on 31<sup>st</sup> 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 19<sup>th</sup> November 2003 (and amended announcement) (“**the announcement of connected transactions**”). This is because Harmony Agri Business Company Limited is a legal entity, whose a director is related to a director of [Chaow-Aree Holding Company Limited](#), which is a legal entity which has the power to control the Company's operations that holds more than 30% of total shares. When calculated the price of purchasing the land with buildings amount 40 million baht based on the guidelines of the announcement of connected transactions, the transaction size of purchasing land with buildings is 1.18 of the Company's net tangible assets value. The size of this transaction is more than 0.03% but no more than 3% of net tangible asset value by considering the Company's consolidated financial statements for the second quarter for the year 2024 ended on 30<sup>th</sup> June 2024, which audited by the Company's auditors. Hence, the Company is required to conduct a report and disclose information to the Stock Exchange of Thailand (“**SET**”) in accordance with the connected transaction announcement.

Please be informed accordingly,

Yours sincerely,  


(Miss Pattara Tasjun)

Chief Financial and Information Officer

Thai Coconut Public Company Limited

The information of asset acquisition list of Thai Coconut Public Company Limited regarding the investment in purchasing land with buildings, which is a connected transaction

According to the Board of Directors meeting of Thai Coconut Public Company Limited (“the Company”) no.7/2024 on 8<sup>th</sup> August 2024, the meeting has approved the investment in purchasing land with buildings from Harmony Agri Business Company Limited in order to support storage products according to expanding production capacity both at present and in the future. The total purchase price of this land with buildings is set not to exceed 40 million baht. This transaction is considered as the asset acquisition based on the announcement of acquiring or disposing”. Furthermore, when the Company has calculated the size of this transactions by the criterion of total value of based on the Company’s financial statements for the second quarter for the year 2024 ended on 30<sup>th</sup> June 2024, which the maximum transaction size accounts for 0.66%. Moreover, when the Company considered this transaction with the lists of asset acquisition in the past six months, the highest criteria of acquisition of assets is total value of consideration, which has transaction size at 18.41%, which the Company sent a circular letter to all shareholders on 5<sup>th</sup> August 2024. Therefore, total transactions of asset acquisition are 19.07%. The size of this transaction is more than 15% but no more than 50%. The Company must conduct report and reveal this transaction to the stock exchange of Thailand based on account (1) at the end of announcement of the acquisition or disposal of assets immediately, and must submit the circular letter to shareholders within 21 days from the information disclosure to the stock exchange of Thailand based on account (2) at the end of the announcement regarding acquisition or disposal without having to request approval to conduct this transaction from the Company’s shareholder meeting.

In addition, the investment in purchasing land with buildings from Harmony Agri Business Company Limited, which is a connected transaction in types of assets or services based on the announcement of connected transactions. The transaction size of purchasing land with buildings is 1.18 of the Company’s net tangible assets value, which is considered as a transaction that is more than 0.03% but no more than 3% of net tangible asset value by considering the Company’s consolidated financial statements for the second quarter for the year 2024 ended on 30<sup>th</sup> June 2024, which audited by the Company’s auditors. Therefore, the Company is required to conduct a report and disclose information to the Stock Exchange of Thailand (“SET”) in accordance with the connected transaction announcement. The details are as follows:

**1. Day, Month, and Year, which makes a transaction**

The Board of Directors meeting of Thai Coconut Public Company Limited no.7/2024 on 8<sup>th</sup> August 2024 has approved this transaction. The Company expects that the Company and Harmony Agri Business Company Limited will sign contracts and comply various steps so that this investment in purchasing land with buildings will complete in December 2024.

**2. Related parties**

Buyer : Thai Coconut Public Company Limited

Seller : Harmony Agri Business Company Limited

**3. The details of related parties and relationships with the Company**

Harmony Agri Business Company Limited is a related party to the Company because Harmony Agri Business Company Limited is a legal entity, whose Ms. Pichamon Wongthaweesup holds more than 30% of total shares. Ms. Pichamon Wongthaweesup is a related person to a director of [Chaow-Aree Holding Company Limited](#), which is a legal entity that has the power to control the Company's operations. There are the details of Agri Business Company Limited as follow:

The list of shareholders of Harmony Agri Business Company Limited as of 30<sup>th</sup> April 2024

<u>Name-Surname</u>	<u>Quantity of shares</u>	<u>Percentage</u>
1. Ms. Pichamon Wongthaweesup	178,000	98.88
2. Mr. Somporn Yen-Sabai	1,000	0.56
3. Ms. Sarapee Bamroerat	1,000	0.56

Source: List of shareholders

**4. General characteristics of the transaction**

The Company will purchase land with buildings from Harmony Agri Business Company Limited, which is located in Pong Sawai Sub-district, Mueang Ratchaburi, Ratchaburi province, in order to support storage products according to expanding production capacity both at present and in the future. The total purchase price of this land with buildings is set not to exceed 40 million baht. The detail of conducting this transaction as follows:

The type of assets	1 plot of land: title deed number 7372, which has an area size equal to 6 Rai, 1 Ngan, and 84 Square meter with buildings, which are office building and warehouse that has a lifespan approximately 20 years as follow:
--------------------	--

	<p>(1) Factory building with mezzanine floor</p> <p>(2) Warehouse building with mezzanine floor</p> <p>(3) Warehouse building with office 2 floors</p> <p>(4) Factory building with single-storey office</p> <p>(5) Coal fire boiler building</p> <p>(6) Single-storey warehouse building (Building 1)</p> <p>(7) Single-storey warehouse building (Building 2)</p> <p>(8) Warehouse building with office</p> <p>Located in Pong Sawai Sub-district, Mueang Ratchaburi, Ratchaburi Province</p>
Owner of property	Harmony Agri Business Company Limited
Property encumbrance	None
Pricing	<p>According to the negotiation between the buyer and seller, the buyer and seller have agreed to buy and sell at 40 million baht, which is cheaper price than 2 appraisal companies namely Sims Property Consultant Company Limited and The Valuation and Consultants Company Limited. These appraisal companies are independent appraisers who are on the list of property appraisal companies approved by the Securities and Exchange Commission. The details are as follows:</p> <p>(1) Sims Property Consultant Company Limited</p> <ul style="list-style-type: none"> <li>- Appraisal Date: 11 July 2024</li> <li>- Appraisal approach: Replacement cost</li> <li>- Appraisal price: 41 million baht</li> <li>- Appraisers: Mr. Worasak Chotichalemsakunchai (Main Appraiser, Qualification Level, No. Vor Thor 035)</li> </ul> <p>(2) The Valuation and Consultants Company Limited</p> <ul style="list-style-type: none"> <li>- Appraisal Date: 2 July 2024</li> <li>- Appraisal approach: Cost Approach</li> <li>- Appraisal price: 40.25 million baht</li> <li>- Appraisers: Mr. Kittisak Promchan (Extraordinary Appraiser No. Vo Sor 2464)</li> </ul>
Other conditions	The Company is responsible for transfer fees, which incur from the registration of transfer of ownership of land with buildings

Payment	<p>The Company will pay for 2 installments as follows:</p> <p>(1) The first installment will pay at 20% of total purchasing value, when signing of contract</p> <p>(2) The second installment will pay at 80% of total purchasing value, when registered of transfer of ownership of land with buildings</p>
---------	--

#### 5. Type and size of the transaction:

This transaction is the asset acquisition based on the announcement of the acquisition or disposal of assets. There is the size of this transaction equal to 0.66%, which is the transaction size calculation according to the total value of consideration criteria based on the Company's financial statements for the second quarter for the year 2024 ended on 30<sup>th</sup> June 2024. The details of calculating the transaction size are as follows:

The criterion of calculating the transaction size	Calculation method	Transaction size (%)
1. Value of the net tangible assets (NTA)		
2. Net operating profits		
3. Total value of consideration paid or received	40 million baht x 100 / 6,074.42 million baht	0.66
4. Value of securities issued for the payment of assets		Cannot calculating because there is no issue the shares to pay for assets

When the Company combined with the size of asset acquisition transactions in the past six months, there is the size of the asset acquisition transaction equal to 19.07%. This transaction is a transaction with more than 15% but not more than 50%. Hence, the Company must conduct a report and reveal this transaction to the stock exchange of Thailand based on account (1) in the end of announcement of the acquisition or disposal of assets immediately, and must submit the circular letter to shareholders within 21 days from the information disclosure to the stock exchange of Thailand based on account (2) at the end of

the announcement regarding acquisition or disposal without having to request approval to conduct this transaction from the Company's shareholder meeting.

Furthermore, the investment in purchasing land with buildings from Harmony Agri Business Company Limited, which is a connected transaction in types of assets or services based on the announcement of connected transactions. The transaction size of purchasing land with buildings is 1.18 of the Company's net tangible assets value, which is considered as a transaction that is more than 0.03% but no more than 3% of net tangible asset value by considering the Company's consolidated financial statements for the second quarter for the year 2024 ended on 30<sup>th</sup> June 2024, which audited by the Company's auditors. The details of calculation of transaction size as follows:

Financial Statement as of 30 <sup>th</sup> June 2024	million baht
Total assets	6,074.42
<u>Deduct</u> intangible assets	13.33
<u>Deduct</u> deferred tax assets - net	17.85
<u>Deduct</u> total liabilities	2,660.48
<u>Deduct</u> Non-controlling shareholders	1.15
Net Tangible Assets (NTA)	3,381.61
Value at 0.03% ของ NTA	1.01
Value at 3.00% ของ NTA	101.45

Therefore, the Company is required to conduct a report and disclose information to the Stock Exchange of Thailand (“SET”) in accordance with the connected transaction announcement.

#### 6. The expected benefits

The investment in purchasing land with buildings from Harmony Agri Business Company Limited of the Company will incur increasing storage and product storage area in order to support storage products according to the expanding production capacity both at present and in the future. Consequently, the Company is able to manage storage efficiency, which will support the growth of business in the future. Moreover, the Company will deduct expenses and storage rental fees.



#### **7. Source of funds for investment**

This investment, the Company will use the source of funds from the loan from financial institutions with 90% and internal cash flow with 10%. This loan will not have any conditions that may affect the right of shareholders, and this loan will not affect the D/E Ratio as specified by financial institutions.

#### **8. The directors with conflicts of interest did not attend the meeting in this agenda and did not have the right to vote**

The consideration of approval investment in purchasing of land with buildings, there is no the directors with conflicts of interest attend meeting in this agenda and the directors with conflicts of interest did not have the right to vote.

#### **9. The opinion of the Board of Directors**

According to the Board of Directors meeting of Thai Coconut Public Company no.7/2024 on 8<sup>th</sup> August 2024, the meeting has approved the investment in purchasing land with buildings, which is located in Pong Sawai Sub-district, Mueang Ratchaburi, Ratchaburi Province, from Harmony Agri Business Company Limited that is a connected transaction in order to support storage products according to expanding production capacity both at present and in the future. The total purchase price of this land with buildings is set not to exceed 40 million baht. The Board of Directors had an opinion that this investment is reasonable both location, where is located in nearby the Company's factory, and the price of purchasing land with buildings is cheaper price than the appraisal prices of 2 appraisers. This investment is the most beneficial to the Company which help to support the growth of business continuously and deduct expenses and storage rental fees from outsources.

#### **10. The opinion of audit committee and/or committee members who have different options from the board of directors**

There are no different opinions from the Board of Directors meeting as specified in section no.9.

#### **11. The responsibility of the Board of Directors for the information in the documents, which sent to shareholders**

The Board of Directors has carefully examined the information in this information memorandum, and hereby certifies that the information in this information memorandum is correct, complete, no false information, no omission of facts that are necessary or require to state, and no information that may cause misunderstanding for shareholders.



12. the opinion of independent experts

-N/A-

13. financial projections for the current year

-N/A-

14. Significant cases or claims that are under process

-N/A-

15. Benefits or transactions that are connected between the Company, directors, executives, and shareholders both directly and indirectly from 10% or more

-N/A-

Yours sincerely,



(Miss Pattara Tasjun)

Chief Financial and Information Officer

Thai Coconut Public Company Limited