



No. STGT.CS 015/2021

10 August 2021

Subject: Notification of the Resolution of the Board of Directors Meeting regarding the Interim Dividend Payment, the Establishment of Corporate Governance and Sustainable Development Committee, the Appointment of Company Secretary, and the Entering into Connected Transactions

To: President
The Stock Exchange of Thailand / Singapore Exchange

Enclosure: Information Memorandum of Sri Trang Gloves (Thailand) Public Company Limited Re: the Entering into the Connected Transactions

The Board of Directors Meeting of Sri Trang Gloves (Thailand) Public Company Limited (the "Company") No. 7/2021, convened on 10 August 2021, resolved to approve the matters as follows.

1. Approved the interim dividend payment from the Company's net profit at the rate of THB 1.25 per share, totally amount of dividend payment is not exceeding THB 3,579,076,762.50, will be paid from the Company's profits generated by the earnings under BOI privilege that are eligible for withholding tax exemption for an amount of THB 2,863,261,410.00, and the Company's profits which is subject to withholding tax for an amount of THB 715,815,352.50. The Company sets the date for determining the names of shareholders who shall be entitled to receive the interim dividend (Record Date) on 24 August 2021.

Shareholders who hold shares in the Company through direct securities accounts with the Central Depository (Pte) Limited ("CDP") ("Depositors") or persons with shares standing to the credit of their securities accounts with the Depository Agents at 5.00 p.m. (Singapore time) on 24 August 2021 will be entitled to receive the interim dividend. In this regard, the interim dividend will be paid on 7 September 2021.

In addition, the Board of Directors Meeting approved the interim dividend payment which will be paid in December 2021 after the financial statements of Quarter 3/2021 has been approved at the rate of not less than THB 1.25 per share, equivalent to an amount of dividend payment not less than THB 3,579,076,762.50. Such dividend payment is followed the interim dividend payment plan of the Company approved by the Board of Directors Meeting and notified to the Stock Exchange of Thailand on 25 December 2020. The date for determining the names of shareholders who shall be entitled to receive the interim dividend (Record Date) and the payment date of such interim dividend will be further determined by the Board of Directors' Meeting in November.

2. Approved the establishment of Corporate Governance and Sustainable Development Committee, consisting of 4 members as follows.
 - 1) Mr. Vitanath Sinchareonkul - Chairman of Corporate Governance and Sustainable Development Committee
 - 2) Gen. Bundit Boonyapan – Member of Corporate Governance and Sustainable Development Committee
 - 3) Miss Jarinya Jirojkul – Member of Corporate Governance and Sustainable Development Committee
 - 4) Miss Thanawan Sa-ngiamsak – Member of Corporate Governance and Sustainable Development Committee
3. Approved the appointment of Miss. Kittaya Vuthipadadorn to be the Company Secretary in replace of Mrs. Peerawan Matngammuang, effective on 1 September 2021 onwards.
4. Approved the entering into the connected transactions, the details of are as follows.

4.1 The acquisition of land with buildings from Sri Trang Agro-Industry Public Company Limited (“STA”), consisting of 1) the acquisition of land, having an area of 77 rai 3 ngan 71.4 square wah, located at Phaiwat Sub-district, Kanchanadit District, Surat Thani Province, at the purchase price of THB 45.41 million for the purpose of constructing the dormitories for the employees and constructing wastewater treatment pond of Surat Thani factory, and 2) the acquisition of land with buildings, having an area of 191 rai 59.6 square wah, located at Bang Mak Sub-district, Kantang District, Trang Province, at the purchase price of THB 107.26 million, totaling THB 152.67 million for the purpose of supporting the construction of factory for manufacturing rubber gloves in accordance with the capacity expansion project of Trang factory (“**Acquisition of Land with Buildings from STA**”).

The Acquisition of Land with Buildings from STA is classified as an acquisition of the Company’s assets transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 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. (2004) (including any amendment thereto) (collectively “**Notification on the Acquisition or Disposal of Assets**”), with a transaction value calculated based on the Total Value of Consideration Basis equivalent to 0.29 percent from the Company’s consolidated financial statements for the six months period ending 30 June 2021 which has been reviewed by a certified auditor (“**Financial Statements**”).

The Acquisition of Land from STA, who is a major shareholder of the Company, is also classified as connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions (including any amendments) 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 Connected Transactions B.E. 2546 (2003) (including any amendment thereto) (collectively, “**Notifications on Connected Transactions**”). The value of the transaction is THB 152.67 million or equivalent to 0.40 percent of the net tangible asset value of the Company (based on Financial Statements) which is greater than 0.03 percent but less than 3.00 percent of the net tangible asset value. Therefore, the Company is required to obtain the approval from the Board of the Directors’ meeting before the entering into the transaction and to disclose the information relating to the transaction to the Stock Exchange of Thailand as shown in the attachment.

4.2 The acquisition of land from the directors of the Company, namely 1) the acquisition of land from Dr. Viyavood Sincharoenkul, having an area of 2 rai 3 ngan 56 square wah, at the purchase price of THB 2.02 million and 2) the acquisition of land from Mr. Kitichai Sincharoenkul, having an area of 16 rai 56 square wah, at the purchase price of THB 11.30 million, located at Phaiwat Sub-district, Kanchanadit District, Surat Thani Province, with a total purchase price of THB 13.32 million, for the purpose of constructing the dormitories for the employees of Surat Thani factory. (“**Acquisition of Land from Directors**”).

The Acquisition of Land from Directors is classified as an acquisition of the Company's assets transaction under the Notification on the Acquisition or Disposal of Assets, with a transaction value calculated based on the Total Value of Consideration Basis equivalent to 0.025 percent from the Financial Statements.

The Acquisition of Land from Directors, who are the connected persons of the Company, is also classified as connected transaction which are required to combine the transaction value following the Notification on Connected Transactions. The value of the transaction is THB 13.32 million or equivalent to 0.04 percent of the net tangible asset value of the Company (based on Financial Statements) which is greater than 0.03 percent but less than 3.00 percent of the net tangible asset value. Therefore, the Company is required to obtain the approval from the Board of the Directors' meeting before the entering into the transaction and to disclose the information relating to the transaction to the Stock Exchange of Thailand as shown in the attachment.

4.3 The disposal of land to STA, having an area of not exceeding 3 rai, located at Phaiwat Sub-district Kanchanadit District, Surat Thani Province, at a total selling price of not exceeding THB 1.50 million, where such area is connected to concentrated latex factory of STA, which currently has plan to expand its capacity in order to support the capacity expansion for manufacturing latex gloves of the Company (“Disposal of Land to STA”).

The Disposal of Land to STA is classified as a disposal of the Company's assets transaction under the Notification on the Acquisition or Disposal of Assets, with a transaction value calculated based on the Total Value of Consideration Basis equivalent to 0.003 percent from the Financial Statements.

The Disposal of Land to STA, which is a major shareholder of the Company, is also classified as connected transaction under the Notification on Connected Transactions. The value of the transaction is THB 1.50 million or equivalent to 0.04 percent of the net tangible asset value of the Company (based on Financial Statements). However, after combining the transactions from the same person or its related person, the total value of transactions is greater than 0.03 percent but less than 3.00 percent of the net tangible asset value. Therefore, the Company is required to obtain the approval from the Board of the Directors' meeting before the entering into the transaction and to disclose the information relating to the transaction to the Stock Exchange of Thailand as shown in the attachment.

4.4 The acquisition of land with buildings from Rubberland Products Co., Ltd. (“**RBL**”), which is a subsidiary of STA, having an area of 29 rai 1 ngan 41.3 square wah with the buildings thereon, located at Phatong Sub-district, Hat Yai District, Songkhla Province, at the purchase price of THB

104.56 million, for the purpose of constructing the dormitories for the employees of Hat Yai factory (**“Acquisition of Land with Buildings from RBL”**).

The Acquisition of Land with Buildings from RBL is classified as an acquisition of the Company's assets transactions under the Notification on the Acquisition or Disposal of Assets, with a transaction value calculated based on the Total Value of Consideration Basis equivalent to 0.20 percent from the Financial Statements.

The Acquisition of Land with Buildings from RBL, who is a shareholder of the Company holding 5.44 percent of the Company's total shares with voting rights and having STA as the common major shareholder and RBL is therefore the connected person of the Company, is also classified as connected transaction under the Notification on Connected Transactions. The value of the transaction is THB 104.56 million or equivalent to 0.28 percent of the net tangible asset value of the Company (based on Financial Statements) which is greater than 0.03 percent but less than 3.00 percent of the net tangible asset value. Therefore, the Company is required to obtain the approval from the Board of the Directors' meeting before the entering into the transaction and to disclose the information relating to the transaction to the Stock Exchange of Thailand as shown in the attachment.

The Acquisition of Land with Buildings from STA, the Disposal of Land to STA, and the Acquisition of Land with Buildings from RBL are deemed as the transactions from the same person or its related person. After combining the transaction value with other transactions occurring during the past six months under the Notification on Connected Transactions, the total value of transactions is equivalent to 0.69 percent of the net tangible asset value of the Company (based on Financial Statements) which is greater than 0.03 percent but less than 3.00 percent of the net tangible asset value and is considered as medium size which required to obtain the approval from the Board of the Directors' meeting and to disclose the information relating to the transaction to the Stock Exchange of Thailand.

In this regard, after combining the asset acquisition transactions i.e. the Acquisition of Land with Buildings from STA, the Acquisition of Land from Directors, and the Acquisition of Land with Buildings from RBL with other acquisition transactions of the Company occurring during the past six months, the total value of transactions is equivalent to 1.92 percent of total assets of the Company (based on Financial Statements) and it does not fall under the disclosure requirement of the Notification on the Acquisition or Disposal of Assets. In addition, after combining the asset disposal transaction, namely the Disposal of Land to STA with other disposal transactions of the Company occurring during the past six months, the total value of transactions is equivalent to 0.015 percent of total assets of the Company (based on Financial Statements) and it does not fall under the disclosure requirement of the Notification on the Acquisition or Disposal of Assets.

Please be informed accordingly.

Yours faithfully,

(Miss Thanawan Sa-ngiamsak)

Director and Chief Financial Officer

Information Memorandum of Sri Trang Gloves (Thailand) Public Company Limited

Re: The Entering into the Connected Transactions

The Board of Directors' Meeting No. 7/2021 of Sri Trang Gloves (Thailand) Public Company Limited (the "Company") which was held on 10 August 2021 has passed a resolution to enter into the connected transactions, details are as follows:

1. Date, Month, Year when the Transaction Occurred

1.1 Acquisition of Land with Buildings from STA

After the completion of conducting a cadastral survey and subdivision of land for issuing a new title deed, the Company will enter into an Agreement to Sell and Purchase the Land with Buildings with STA, which expects to be completed within December 2021.

1.2 Acquisition of Land from Directors

The Company will enter into Agreement to Sell and Purchase the Land with Dr. Viyavood Sincharoenkul and Mr. Kitichai Sincharoenkul, which expects to be completed within December 2021.

1.3 Disposal of Land to STA

After the completion of conducting a cadastral survey and subdivision of land for issuing a new title deed, the Company will enter into an Agreement to Sell and Purchase the Land with STA, which expects to be completed within December 2021.

1.4 Acquisition of Land with Buildings from RBL

The Company will enter into an Agreement to Sell and Purchase the Land with Buildings with RBL, which expects to be completed within December 2021.

2. Related Counterparties and the Relationship

2.1 Acquisition of Land with Buildings from STA

Purchaser: The Company

Seller: STA

Relationship between the Parties

STA is the major shareholder of the Company, holding directly and indirectly shares of the Company in a proportion of 56.18 percent of the Company's total shares with voting rights.

2.2 Acquisition of Land from Directors

Purchaser: The Company

Seller: 1. Dr. Viyavood Sincharoenkul
2. Mr. Kitichai Sincharoenkul

Relationship between the Parties

1. Dr. Viyavood Sincharoenkul is the director and Chairman of the Executive Committee of the Company. Moreover, he is an elder brother of Mr. Kitichai Sincharoenkul.
2. Mr. Kitichai Sincharoenkul is the Vice Chairman of the Board of Directors and Member of Executive Committee of the Company. Moreover, he is a younger brother of Dr. Viyavood Sincharoenkul.

2.3 Disposal of Land to STA

Purchaser: STA

Seller: The Company

Relationship between the Parties

STA is the major shareholder of the Company, holding directly and indirectly shares of the Company in a proportion of 56.18 percent of the Company's total shares with voting rights.

2.4 Acquisition of Land with Buildings from RBL

Purchaser: The Company

Seller: RBL

Relationship between the Parties

RBL is the Company's shareholder, holding in a proportion of 5.44 percent of the Company's total shares with voting rights, and having STA as the common major shareholder in which STA holds 99.99 percent of the total shares with voting rights of RBL.

3. General Characteristics, Transaction Type, and Transaction Value

3.1 Acquisition of Land with Buildings from STA

The Company shall acquire land with buildings from STA i.e. 1) the acquisition of land, having an area of 77 rai 3 ngan 71.4 square wah, located at Phaiwat Sub-district, Kanchanadit District, Surat Thani Province at the purchase price of THB 45,410,000 for the purpose of constructing the dormitories for the employees and wastewater treatment pond of Surat Thani factory, and 2) the acquisition of land with buildings consisting of storage and maintenance warehouse, dormitories for the employees, and vacant land, having an area of 191 rai 59.6 square wah, located at Bang Mak Sub-district, Kantang District, Trang Province, at the purchase price of THB 107,260,000, totaling THB 152,670,000 for the purpose of supporting the construction of factory for manufacturing rubber gloves in accordance with the capacity expansion project of Trang factory.

Types and size of the transaction

a. Acquisition of Assets

The Acquisition of Land with Buildings from STA is classified as an acquisition of the Company's assets transactions under the Notification on the Acquisition or Disposal of Assets, with the highest transaction value calculated based on the Total Value of Consideration Basis equivalent to 0.29 percent from the Financial Statements. Therefore, this transaction is subject to the approval by the Board of Directors' Meeting.

b. Connected Transaction

Moreover, the Acquisition of Land with Buildings from STA is classified as connected transaction under the Notification on Connected Transactions since it is entering into a transaction with STA, a major shareholder of the Company. The value of transaction is equivalent to 0.40 percent of the net tangible asset value of the Company (based on Financial Statements) which is greater than 0.03 percent but less than 3.00 percent of the net tangible asset value of the Company.

Calculation of the Company's Net Tangible Assets

$$\begin{aligned} \text{Transaction Size (\%)} &= \frac{\text{Total value of consideration} \times 100}{\text{Total net tangible assets of the Company}} \\ &= \frac{152,670,000 \times 100}{37,736,475,694} \\ &= 0.40 \end{aligned}$$

3.2 Acquisition of Land from Directors

The Company shall acquire the lands from 1) Dr. Viyavood Sincharoenkul, having an area of 2 rai 3 ngan 56 square wah, at the purchase price of THB 2,020,000 and 2) Mr. Kitichai Sincharoenkul, having an area of 16 rai 56 square wah, at the purchase price of THB 11,300,000, located at Phaiwat Sub-district, Kanchanadit District, Surat Thani Province, totaling THB 13,320,000, for the purpose of constructing the dormitories for the employees of Surat Thani factory.

Types and size of the transaction

a. Acquisition of Assets

The Acquisition of Land from Directors is classified as an acquisition of the Company's assets transactions under the Notification on the Acquisition or Disposal of Assets, with the highest transaction value calculated based on the Total Value of Consideration Basis equivalent to 0.03 percent from the Financial Statements. Therefore, this transaction is subject to the approval by the Board of Directors' Meeting.

b. Connected Transaction

Moreover, the Acquisition of Land from Directors is classified as connected transaction connected transaction since it is entering into a transaction with directors who are connected persons of the Company. In this regard, the directors are sibling and deemed as close relatives which are required to combine the transaction value following the Notification on Connected Transactions. The value of transaction is equivalent to 0.04 percent of the net tangible asset value of the Company (based on Financial Statements) which is greater than 0.03 percent but less than 3.00 percent of the net tangible asset value of the Company.

Calculation of the Company's Net Tangible Assets

$$\begin{aligned} \text{Transaction Size (\%)} &= \frac{\text{Total value of consideration} \times 100}{\text{Total net tangible assets of the Company}} \end{aligned}$$

$$= \frac{13,320,000 \times 100}{37,736,475,694}$$

$$= 0.04$$

3.3 Disposal of Land to STA

The Company shall dispose the land to STA, having a total area of not exceeding 3 rai, located at Phaiwat Sub-district, Kanchanadit District, Surat Thani Province, where such area is connected to concentrated latex factory of STA in Surat Thani, at the total selling price of not exceeding THB 1,500,000. The disposal of such land does not affect the Company's business operation. The purpose of disposal the land is that STA has a plan to expand the capacity of latex production for distributing to the Company in order to support the capacity expansion for manufacturing latex gloves of the Company in the future.

Types and size of the transaction

a. Disposal of Assets

The Disposal of Land to STA is classified as a disposal of the Company's assets transactions under the Notification on the Acquisition or Disposal of Assets, with the highest transaction value calculated based on the Total Value of Consideration Basis equivalent to 0.003 percent from the Financial Statements. Therefore, this transaction is subject to the approval by the Board of Directors' Meeting.

b. Connected Transaction

Moreover, the Disposal of Land to STA is classified as connected transaction under the Notification on Connected Transactions since this is the transaction with STA, a major shareholder of the Company. The value of transaction is equivalent to 0.004 percent of the net tangible asset value of the Company (based on Financial Statements). However, after combining the transactions from the same person or its related person, the total value of transactions is greater than 0.03 percent but less than 3.00 percent of the net tangible asset value of the Company.

Calculation of the Company's Net Tangible Assets

$$\text{Transaction Size (\%)} = \frac{\text{Total value of consideration} \times 100}{\text{Total net tangible assets of the Company}}$$

$$= \frac{1,500,000 \times 100}{37,736,475,694}$$

$$= 0.004$$

3.4 Acquisition of Land with Buildings from RBL

The Company shall acquire the land from RBL, having an area of 29 rai 1 ngan 41.3 square wah, with the buildings consisting of cafeteria, dormitories for the employees, and other buildings, having total usable area of 27,213.75 square meters, located at Phatong Sub-district, Hat Yai District, Songkhla Province, for the purpose of constructing the dormitories for the employees of Hat Yai factory, at the total purchase price of THB 104,560,000.

Types and size of the transaction

a. Acquisition of Assets

The Acquisition of Land with Buildings from RBL is classified as an acquisition of the Company's assets transactions under the Notification on the Acquisition or Disposal of Assets, with the highest transaction value calculated based on the Total Value of Consideration Basis equivalent to 0.20 percent from the Financial Statements. Therefore, this transaction is subject to the approval by the Board of Directors' Meeting.

b. Connected Transaction

Moreover, the Acquisition of Land with Buildings from RBL is classified as connected transaction under the Notification on Connected Transactions since RBL is the Company's shareholder, holding in a proportion of 5.44 percent of the Company's total shares with voting rights, and having STA as the common major shareholder in which STA holds 99.99 percent of the total shares with voting rights of RBL, and deems as connected persons of the Company. The value of transaction is equivalent to 0.28 percent of the net tangible asset value of the Company (based on Financial Statements) which is greater than 0.03 percent but less than 3.00 percent of the net tangible asset value of the Company.

Calculation of the Company's Net Tangible Assets

$$\begin{aligned} \text{Transaction Size (\%)} &= \frac{\text{Total value of consideration} \times 100}{\text{Total net tangible assets of the Company}} \\ &= \frac{104,560,000 \times 100}{37,736,475,694} \\ &= 0.28 \end{aligned}$$

The calculation results of the transactions

Acquisition of Assets

Transactions	Calculation Criteria (Percent)			
	NTA Criteria	Net Profit Criteria	Value of Consideration Criteria	Issuance of New Shares Criteria
1. Acquisition of Land with Buildings from STA	-	-	0.29	-
2. Acquisition of Land from Directors	-	-	0.03	-
3. Acquisition of Land with Buildings from RBL	-	-	0.20	-
Transaction size in the past 6 months ¹⁾	-	-	1.40	-
Total transaction size	-	-	1.92	-

Remark ¹⁾ The numbers represent the total size of assets acquisition transaction of the Company in the past 6 months during 9 February 2021 until 9 August 2021.

Disposal of Assets

Transactions	Calculation Criteria (Percent)			
	NTA Criteria	Net Profit Criteria	Value of Consideration Criteria	Issuance of New Shares Criteria
1. Disposal of Land to STA	-	-	0.003	-
Transaction size in the past 6 months ²⁾	-	-	0.012	-
Total transaction size	-	-	0.015	-

Remark ²⁾ The numbers represent the total size of assets disposal transaction of the Company in the past 6 months during 9 February 2021 until 9 August 2021.

Connected Transaction

Transactions	Transaction Size (percent)
1. Connected Transaction with STA and its Related Persons	
1.1 Acquisition of Land with Buildings from STA	0.40
1.2 Disposal of Land to STA	0.004
1.3 Acquisition of Land with Buildings from RBL	0.28
Total size of connected transaction with STA and its related persons	0.69
2. Connected Transaction with the Directors	
2.1 Acquisition of Land from Directors	0.04
Total size of connected transaction with the directors	0.04

4. Assets Information

4.1 Acquisition of Land from STA

4.1.1) Acquisition of Land from STA located at Phaiwat Sub-district, Kanchanadit District, Surat Thani Province

Location of Land	Phaiwat Sub-district, Kanchanadit District, Surat Thani Province
Size of the Land	Total area of 77 rai 3 ngan 71.4 square wah. Document indicating the ownership is title deeds no. 40271, 40272, 40273, 40276, 40277 40279, 40285, 43449
Characteristic of the Land	The plot of land has several edges.
Details of the Buildings	None
Owner of the Land	STA
Status of Land	Free from encumbrances

4.1.2) Acquisition of Land with Buildings from STA located at Bang Mak Sub-district, Kantang District, Trang Province

- Group 1: Land with Buildings

Location of Land with Buildings	Bang Mak Sub-district, Kantang District, Trang Province
Size of the Land and component part	Total area of 135 rai 1 ngan 32.5 square wah. Document indicating the ownership is title deeds no. 3, 32287 land no. 501 (1), 507, and possessory right no. 70. There are palm trees with average age of 20 years on this area.
Characteristic of the Land	The plot of land has several edges.
Details of the Buildings	Storage and maintenance warehouse, one-story dormitory for the employees with roof terrace and bathroom with total usable area of 525 square meters
Owner of the Land	STA
Status of Land	Free from encumbrances

- Group 2: Vacant Land

Location of Land	Bang Mak Sub-district, Kantang District, Trang Province
Size of the Land	Total area of 55 rai 3 ngan 27.1 square wah. Document indicating the ownership is title deeds no. 5 land no. 515 (5). There are palm trees with average age of 20 years on this area.
Characteristic of the Land	The plot of land has several edges.
Details of the Buildings	None
Owner of the Land	STA
Status of Land	Free from encumbrances

4.2 Acquisition of Land from Directors

4.2.1) Acquisition of Land from Dr. Viyavood Sincharoenkul

Location of Land	Phaiwat Sub-district Kanchanadit District, Surat Thani Province
Size of the Land	Total area of 2 rai 3 ngan 56 square wah. Document indicating the ownership is title deeds no. 40306
Characteristic of the Land	The plot of land has several edges.
Details of the Buildings	None

Owner of the Land	Dr. Viyavood Sincharoenkul
Status of Land	Free from encumbrances

4.2.2) Acquisition of Land from Mr. Kitichai Sincharoenkul

Location of Land	Phaiwat Sub-district, Kanchanadit District, Surat Thani Province
Size of the Land	Total area of 16 rai 56 square wah. Document indicating the ownership is title deeds no. 40304, 40305, 40308
Characteristic of the Land	The plot of land has several edges.
Details of the Buildings	None
Owner of the Land	Mr. Kitichai Sincharoenkul
Status of Land	Free from encumbrances

4.3 Disposal of Land to STA

Location of Land	Phaiwat Sub-district, Kanchanadit District, Surat Thani Province
Size of the Land	Total area of not exceeding 3 rai. Document indicating the ownership is title deeds no. 43193, 43194, 43205.
Characteristic of the Land	The plot of land has several edges.
Details of the Buildings	None
Owner of the Land	The Company
Status of Land	Free from encumbrances

4.4 Acquisition of Land with Building from RBL

Location of Land with Buildings	Phatong Sub-district, Hat Yai District, Songkhla Province
Size of the Land	Total area of 29 rai 1 ngan 41.3 square wah. Document indicating the ownership are 323 title deeds.
Characteristic of the Land	The plot of land has several edges.
Details of the Buildings	Cafeteria, dormitories for the employees, and other buildings with total usable area of 27,115.75 square meters
Owner of the Land	RBL
Status of Land	Free from encumbrances

5. Basis to determine the total value of consideration, value of the acquisition, method of payment and conditions to enter into the transaction

5.1 Acquisition of Land with Buildings from STA

The Company will enter into the Acquisition of Land with Buildings from STA with the total purchase price of THB 152,670,000. The Company will proceed to pay by cash or money transfer. The payment will be made as a lump-sum on the date that the ownership of the land is transferred. The purchaser and the seller will each be responsible for half of the transfer fee, stamp duty, specific business tax and other taxes related to the transfer of such land with buildings.

The Company has considered the value of consideration basis by comparing the appraised price by the independent appraiser. The summary of land appraisal value is as follows:

5.1.1 Acquisition of land from STA located at Phaiwat Sub-district, Kanchanadit District, Surat Thani Province

- Appraiser: First Star Consultant Company Limited, which has been approved in asset valuation for public purposes of transactions in the capital market from the Securities and Exchange Commission.
- Appraisal Method: Market Comparison Approach
- Appraisal Date: 3 August 2021
- Appraisal Value:
 - Title deeds no. 40276, 40277 40279, 43449, at the price of THB 700,000 per rai
 - Title deeds no. 40271, 40272, 40273, 40285, at the price of THB 500,000 per rai
 - Total THB 45,411,450
- Appraisal Objective: For Public Purposes

5.1.2 Acquisition of land with buildings and vacant land from STA located at Bang Mak Sub-district, Kantang District, Trang Province

- Appraiser: First Star Consultant Company Limited
- Appraisal Method for land with buildings: Depreciated Replacement Cost Approach
- Appraisal Method for vacant land: Market Comparison Approach
- Appraisal Date: 16 July 2021
- Appraisal Value: THB 92,530,000
- Appraisal Objective: For Public Purposes

Moreover, there are palm trees with average age of 20 years on such area which the executives of STA and the Company have assessed such palm trees by using the Discounted Cash Flow Valuation method. On an average, the palm trees could be generated the revenue up to 32 years. Therefore, the present value of such palm trees is approximately at THB 14,730,000.

5.2 Acquisition of Land from Directors

The Company will enter into the Acquisition of Land from Directors i.e. the acquisition of land from Dr. Viyavood Sincharoenkul at the purchase price of THB 2,020,000 and the acquisition of land from Mr. Kitichai Sincharoenkul at the purchase price of THB 11,300,000, totaling THB 13,320,000. The Company will proceed to pay by cash or money transfer. The payment will be made as a lump-sum on the date that the ownership of the land is transferred. The purchaser and the seller will each be responsible for half of the transfer fee, stamp duty, specific business tax and other taxes related to the transfer of land.

The Company has considered the value of consideration basis by comparing the appraised price by the independent appraiser. The summary of land appraisal value is as follows:

- Appraiser: First Star Consultant Company Limited
- Appraisal Method: Market Comparison Approach
- Appraisal Date: 3 August 2021
- Appraisal Value: THB 700,000 per rai, totaling THB 13,320,000
- Appraisal Objective: For Public Purposes

5.3 Disposal of Land to STA

The Company will enter into the Disposal of Land to STA with the total selling price of not exceeding THB 1,500,000. STA will proceed to pay by cash or money transfer. The payment will be made as a lump-sum on the date that the ownership of the land is transferred. The purchaser and the seller will each be responsible for half of the transfer fee, stamp duty, specific business tax and other taxes related to the transfer of land.

The Company has considered the value of consideration basis by comparing the appraised price by the independent appraiser. The summary of land appraisal value is as follows:

- Appraiser: First Star Consultant Company Limited
- Appraisal Method: Market Comparison Approach
- Appraisal Date: 2 August 2021
- Appraisal Value:
 - Title deeds no. 43193, 43194, at the price of THB 500,000 per rai
 - Title deeds no. 43205, at the price of THB 330,000 per rai
- Appraisal Objective: For Public Purposes

5.4 Acquisition of Land with Buildings from RBL

The Company will enter into the Acquisition of Land with Buildings from RBL with the total purchase price of THB 104,560,000, as fixed price from the negotiation between the purchaser and seller. This purchase price is determined from the appraisal value of land with buildings together. The Company will proceed to pay by cash or money transfer. The payment will be made as a lump-sum on the date that the ownership of the land is transferred. The purchaser and the seller will each be responsible for half of the transfer fee, stamp duty, specific business tax and other taxes related to the transfer of such land with buildings.

The Company considered the value of consideration basis by comparing the appraised price by the independent appraiser. The summary of land appraisal value is as follows:

- Appraiser: First Star Consultant Company Limited
- Appraisal Method: Depreciated Replacement Cost Approach
- Appraisal Date: 12 July 2021
- Appraisal Value: THB 97,070,000
- Appraisal Objective: For Public Purposes

6. Rational and Necessity for entering into transactions

The entering into the Acquisition of Land with Buildings from STA is to support the production capacity expansion plan of the Company. The Company will use those lands to construct the dormitories for the employees and wastewater treatment pond of Surat Thani factory, and for supporting the construction of factory for manufacturing rubber gloves in accordance with the capacity expansion project of Trang factory. The entering into the Acquisition of Land from Directors is to construct the dormitories for the employees of Surat Thani factory.

For the entering into the Acquisition of Land with Buildings from RBL, it is currently the dormitories for the employees of Hat Yai Factory in which the Company has rented from RBL. The Company has plan to renovate and construct the dormitories for the employees on such rental land. However, the Company viewed that the cost of investment in renovation and construction of dormitories for the employees is quite high. Therefore, it is more appropriate to invest in the land that the Company has owned rather than leased it. Moreover, the value of such land is deemed reasonable in comparison with the size and location and the offering price of other land surrounding the Company's factory.

In addition, the aforementioned lands are located in vicinity of Surat Thani Factory, Trang Factory, and Hat Yai Factory of the Company, which is close to or next to the production site of the Company. However, the Company has also surveyed the lands of other party located at Phaiwat Sub-district, Kanchanadit District, Surat Thani Province at Bang Mak Sub-district, Kantang District, Trang Province Phatong Sub-district, Hat Yai District, Songkhla Province, the Company has not found any lands that locate in appropriate locations with reasonable price for constructing the dormitories for the employees and the wastewater treatment pond of Surat Thani factory, and supporting the capacity expansion project of Trang factory, as well as the renovation and construction of the dormitories for the employees of Hat Yai Factory as such lands.

The entering into the Disposal of Land to STA is for expanding the capacity of latex production in Surat Thani factory of STA in order to support the capacity expansion plan for manufacturing latex gloves of the Company.

7. Sources of fund to be used and sufficiency of the working capital

For Acquisition of Land with Buildings from STA, Acquisition of Land from Directors, and Acquisition of Land with Buildings from RBL, the Company will use cash received from issuance and offering the ordinary shares to the public in its initial public offering (IPO) to pay for the consideration value of the Acquisition of Land with Buildings from STA, Acquisition of Land from Directors, and Acquisition of Land with Buildings from RBL. As of 30 June 2021, the Company has total cash remaining THB 25,394.98 million. In this regard, the Company expects that the payment will not affect the cash flow and working capital of the Company as the Company has sufficient cash and cash flow from operations.

8. Related Parties and nature of scope of interest

Related parties and nature of scope of the interest of the related parties has details in accordance to clause 2 as above.

In this regard, the 4 directors who have interest in these transactions are Dr. Viyavood Sincharoenkul, Mr. Kitichai Sincharoenkul, Mr. Veerasith Sinchareonkul and Mr. Vitanath Sincharoenkul that did not attend the meeting and had no right to vote in the agendas relating to Acquisition of Land with Buildings from STA, Acquisition of Land from Directors, Acquisition of Land with Buildings from RBL, and Disposal of Land to STA.

9. Opinions of the Board of Directors

The Board of Directors (excluding directors with interests) has considered and opined that the entering into these transactions are reasonable and beneficial to support the Company's business. As a result of entering into the Acquisition of Land with Buildings from STA, the Acquisition of Land from Directors, and the Acquisition of Land with Buildings from RBL, the Company is able to utilize the land located at Phaiwat Sub-district, Kanchanadit District, Surat Thani Province for constructing the dormitories for the employees and wastewater treatment pond of Surat Thani factory, and the land with buildings located at Bang Mak Sub-district, Kantang District, Trang Province as the part for supporting the construction of factory for manufacturing rubber gloves in accordance with the capacity expansion project of the Company, and the land located at Phatong Sub-district, Hat Yai District, Songkhla Province, for constructing the dormitories for the employees. In addition, the Board of Directors has considered that the purchase price of such land and buildings is appropriate and comparable to the market value of the land and building appraised by an independent appraiser.

The Disposal of Land to STA is reasonable and the size of such land is small which does not affect to the business operation of the Company. Moreover, STA will use the said land to expand the capacity of latex production for distributing to the Company in order to support the capacity expansion for manufacturing latex gloves of the Company in the future. In addition, the Board of Directors has considered that the selling price of such land is appropriate and comparable to the market value of the land appraised by an independent appraiser

10. Opinions of the Audit Committee and/or the directors of the Company which are different from those of the Board of Directors

The Audit Committee and the directors did not have any opinions that different from the opinions of the Board of Directors.