



บริษัท บีซีพีจี จำกัด (มหาชน)
สำนักงานใหญ่ : 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 12
ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง
กรุงเทพมหานคร 10260
โทรศัพท์ 0 2335 8999
โทรสาร 0 2335 8900
เลขประจำตัวเสียภาษี 0107559000095

BCPG Public Company Limited
Head Office : 2098 M Tower Building, 12th Floor,
Sukhumvit Road Phra Khanong Tai, Phra Khanong,
Bangkok 10260 Thailand
Tel. 66 (0) 2335 8999
Fax. 66 (0) 2335 8900
Tax ID 0107559000095

Website
www.bcpvggroup.com



-TRANSLATION-

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21st September 2021

Subject Connected Transaction Related to Approval for the Acquisition of Asset from Bangchak Corporation Public Company Limited

To President
The Stock Exchange of Thailand

Enclosure Information Memorandum on a Connected Transaction Regarding the Acquisition of Asset from Bangchak Corporation Public Company Limited

As BCPG Public Company Limited (“the Company”) aim to expand the rental area of its head office by renting additional space from the lessor - M Tower Building, its current head office, The Company intends to purchase existing office-related asset from Bangchak Corporation Public Company (“Bangchak”) i.e., furnishing part, mechanical and electrical equipment, and furniture, totaling THB 8.31 million (“Transaction”). In accordance with the resolution of the Board of Directors’ Meeting No. 6/2021 on 22nd June 2021, the Board of Directors has passed the resolution on the approval of the Transaction and has appointed the Audit Committee to consider the rationale of the Transaction.

The Transaction is considered as an Asset Acquisition with the highest transaction size according to the total consideration criteria of 0.02% of the Company’s total asset (Calculation based on the Company’s consolidated financial statement as of 30th June 2021) which is lower than 15%. Therefore, this transaction is not required a disclosure of the information memorandum in accordance to the regulations on the disclosure of acquisition or disposal of asset. However, as the Transaction shall be entered into between the Company and Bangchak, which is considered the majority shareholder of the Company with 61.31% of the paid-up capital (information as of 8th September 2021), the Transaction is therefore categorized as a Connected Transaction regarding Assets and Services with the total consideration of THB 8.31 million and the transaction size according to the net tangible asset criteria of 0.07% (calculation based on the Company’s consolidated financial statement as of 30th June 2021). Accordingly, the transaction size is higher than 0.03%, but lower than 3.00% of net tangible asset. The Company, therefore, is obligated to prepare and disclose an information memorandum related to the aforementioned connected transaction hereby enclosed.

Please be informed accordingly

Yours Sincerely,

-Signed-

(Mr. Bundit Sapianchai)

Director and Chief Executive Officers

The office of the Chief Executive Officers

Tel. 0 2335 8941

Fax 0 2335 8900

Information Memorandum on a Connected Transaction
Regarding the Acquisition of Asset
Between BCPG Public Company Limited (Buyer)
And Bangchak Corporation Public Company Limited (Seller)

- | | |
|--|---|
| 1. Transaction Date | Within 4 th Quarter of 2021 |
| 2. The Contractual Parties | <ol style="list-style-type: none">1. BCPG Public Company Limited (“BCPG”) – Buyer2. Bangchak Corporation Public Company Limited (“Bangchak”) – Seller |
| 3. Characteristics and Details of Connected Transaction | <p>BCPG is aiming to purchase the office-related asset of Bangchak, on 15 Floor, M Tower Building. The area has been rented by Bangchak but is expected to be return to the lessor. The Company, therefore, plans to rent the area instead due to the convenience in location, as situated in current head office. The details of total value of asset, equals to THB 8.31 million, are as follow.</p> <ol style="list-style-type: none">1. Furnishing part i.e., wall finishes, floor finishes, ceiling and other built-in furniture, totaling THB 4.07 million.2. Mechanical and electrical part i.e., mechanical works, electrical works, sanitary works, and fire protection works, totaling THB 2.67 million.3. Office-related furniture i.e. employee work station, chairs, executives desk, cabinet, storage, and smart locker totaling THB 1.57 million <p>The aforementioned value is calculated based on the book value as of 31st October 2021 and is considered the price of this transaction.</p> |
| 4. Total Transaction Size based on Criteria of Asset Acquisition | |
| 4.1 Total Value of Consideration | The price of purchase, totaling THB 8.31 million is considered as a Connected Transaction regarding Assets and Services with the transaction size according to the net tangible asset criteria of 0.07% (Calculation based on the Company’s consolidated financial statement ending on 30 th June 2021). |

4.2 Pricing Criteria	<p>The price of purchase is based on the book value as of 31st October 2021. However, BCPG has examine asset condition and estimated value of asset using Depreciated Replacement Cost approach, which has justified the rational of the price and that the Transaction is reasonable.</p>
4.3 Payment Condition	<p>Within 60 days after the contract is signed.</p>
5. The Source of the Capital Used to Acquire the Asset	<p>The Company uses its internal cashflow for asset acquisition from Bangchak</p>
6. Details and Characteristics of Related Person	<p>The acquisition of office-related asset is made with Bangchak, who is a majority shareholder of the Company with 61.31% of total paid-up shares (information as of 8th September 2021) and has appointed 3 directors in common; namely,</p> <ol style="list-style-type: none"><li data-bbox="698 892 1136 934">1. Mr. Pichai Chunhavajira Chairman<li data-bbox="698 955 1201 997">2. Mr. Chaiwat Kovavisarach Vice Chairman<li data-bbox="698 1018 1347 1102">3. Mr. Bundit Sapianchai Director and Chief Executive Officer
7. Expected Benefits from the Entry into the Transaction	<p>In accordance with the resolution of the Board of Directors' Meeting No. 6/2021 on 22nd June 2021, the Board of Directors has passed the resolution on the approval of the Transaction and has appointed the Audit Committee, an independent committee with no related person, to consider the rationale and justification of the proposed Transaction. Therefore, the entry into the Transaction is not made by the directors who are the related parties.</p> <p>The expansion of the Company's workspace is conducted at the same building as its head office, promoting the flexibility of work and communication among employees in different functions, reducing travelling time and is expected to support the increasing number of employees within the next 5 years. The existing office-related asset, furnishing asset as well as other mechanical and electrical equipment are still fully functioning. The Transaction is considered reasonable in terms of less cost and time compared to the entire investment in office renovation.</p>

8. The Opinions of the Board of
Directors or the Audit Committee
Concerning the Entry into
Transaction

The purchase of the office-related asset is considered as reasonable acquisition in terms of the fair price and condition. The expansion of the Company's workspace is conducted at the same building as its head office, promoting the flexibility of work and communication among employees in different functions along with the Company's target in collaboration.