



14 October 2021

No. KIAT 10/2564
Subject Resolution of the Board of Director No.6/2021 Acquisition of Trucks and Land
To Managing director
The Stock Exchange of Thailand
Attachment (1) The information memorandum on the acquisition of KIATTANA TRANSPORT Public Company Limited

Due to the meeting of the Board of Director No.6/2021 of KIATTANA TRANSPORT Public Company Limited (“the **Company**”) held on 12 October 2021 has passed significant resolutions as follows:

1. Approved the procurement of the tractor truck and semi-trailer to be utilized in the Company’s transportation service for an amount that does not exceed 180 million Baht.
2. Approved to purchase and receive the transfer of land ownership from HERTEL ASIA COMPANY LIMITED, total land area 10-0-0 rai, certificate of title no. 50734, land number 272, located at Mapkha Subdistrict, Nikhom Phatthana District, Rayong Province, at a price not exceeding 30 million baht.

The trucks procurement transaction and land purchasing transaction are considered as the assets acquisition transaction according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition 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 BE 2547 (2004) (“**Acquisition and Disposition Notifications**”). The total transaction size according to the total value of the consideration paid method is equal to 17.06 percent. The transaction is deemed as a class 2 transaction under the Acquisition and Disposition Notifications, i.e. a transaction with a transaction size at or more than 15 percent but less than 50 percent, which requires the Company to disclose the information memorandum on the transaction to the Stock Exchange of Thailand (the “**SET**”) and send the circular notice to the shareholders of the Company within 21 days from the date that such information has been disclosed to the SET with the information according to the Acquisition and Disposition Notifications.

However, the abovementioned transactions do not fall as connected transactions of the listed companies under the Securities and Exchange Commission Announcement Tor Chor. 21/2551 Re: Rules on Connected Transactions and 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, 2003 (“**Notification on Connected Transactions**”).

The Company would like to disclose the information memorandum on the Acquisition transaction to the SET according to the Acquisition and Disposition Notifications, as appeared in the attachment.

Please be informed accordingly,

Yours sincerely,

(Miss Mintra Monsereenusorn)
Managing Director





Attachment (1)

(Translation)

**The information memorandum on the acquisition of
KIATTANA TRANSPORT Public Company Limited**

Due to the meeting of the Board of Director No.6/2021 of KIATTANA TRANSPORT Public Company Limited (“the **Company**”) held on 12 October 2021 has passed significant resolutions as follows:

1. Approved the procurement of the tractor truck and semi-trailer to be utilized in the Company’s transportation service for an amount that does not exceed 180 Million Baht. (“**Trucks procurement transaction**”)
2. Approved to purchase and receive the transfer of land ownership from HERTEL ASIA COMPANY LIMITED, total land area 10-0-0 rai, certificate of title no. 50734, land number 272, located at Mapkha Subdistrict, Nikhom Phatthana District, Rayong Province, at a price not exceeding 30 million baht. (“**Land purchasing transaction**”)

In this regard, the Company would like to report the information memorandum concerning the entering into such transactions, the details of which are as follows:

1) Date of the transaction

Trucks procurement transaction

The Company will enter into the transaction after receiving approval from the Board of Directors' Meeting No. 6/2021 which was held on 12 October 2021. The transaction is expected to be completed within the fourth quarter of 2021.

Land purchasing transaction

The Company will enter into the transaction after receiving approval from the Board of Directors' Meeting No. 6/2021 which was held on 12 October 2021. The transaction is expected to be completed within the fourth quarter of 2021 and/or any other period as agreed by both parties in writing.

2) The counterparty and relation with the company

Trucks procurement transaction

Owing to the company’s process of procurement, once the transaction amount was approved by the Board of Directors, the company must negotiate and compare prices. However, the counterparty in this transaction would be the truck dealer in the company’s vendor list which has no relationship with the Company according to the Notification on Connected Transactions.

Land purchasing transaction

Buyer: KIATTANA TRANSPORT Public Company Limited

Seller: HERTEL ASIA COMPANY LIMITED which has Mr. Josef Johann Scheuer as a director.

The Seller has no relationship with the major shareholders, directors, and executives of the Company and/ or its subsidiaries. Thus, it is not regarded as the connected transaction pursuant to Notification of the Capital Market Advisory Board No. Tor Chor. 21/2551, Re: Rules on Connected Transactions.





3) General Details and Size of the Transaction

3.1 General Details of the Transaction

Trucks procurement transaction

The Company would process the procurement of the trucks according to the demand of the transportation service and the price would be paid in cash not exceed 180 million Baht. The trucks would be utilized in the transportation service of the Company.

Land purchasing transaction

The Company would enter into the sale and purchase contract of the land with HERTEL ASIA COMPANY LIMITED, and the price would be paid in cash not exceed 30 Million Baht. And proceed with the registration of the transfer of ownership of the land with the officer.

3.2 Type and Size of Transaction

The trucks procurement transaction and land purchasing transaction are considered as the assets acquisition transaction according to the Acquisition and Disposition Notifications. The calculation of the transaction regarding the Company's consolidated financial statements as of 30 June 2021. Calculated according to the total value of the consideration paid method owing to the transaction is the acquisition of assets and no share was issued for the payment. Details are as follows:

Transaction	Method	Calculation	Transaction size
Trucks procurement transaction	$\frac{\text{Total value paid}}{\text{Total assets of the Company}} \times 100$	$\frac{180 \text{ million baht}}{1,230,765,145.11} \times 100$	14.62%
Land purchasing transaction	$\frac{\text{Total value paid}}{\text{Total assets of the Company}} \times 100$	$\frac{30 \text{ million baht}}{1,230,765,145.11} \times 100$	2.44%
Total	$\frac{\text{Total value paid}}{\text{Total assets of the Company}} \times 100$	$\frac{210 \text{ million baht}}{1,230,765,145.11} \times 100$	17.06%

The total transaction size according to the total value of the consideration paid method is equal to 17.06 percent. The transaction is deemed as a class 2 transaction under the Acquisition and Disposition Notifications, i.e. a transaction with a transaction size at or more than 15 percent but less than 50 percent, which requires the Company to disclose the information memorandum on the transaction to the Stock Exchange of Thailand (the "SET") and send the circular notice to the shareholders of the Company within 21 days from the date that such information has been disclosed to the SET

4) Details of the Asset to be Acquired

Trucks procurement transaction

The Company would process the procurement of the Tractor trucks and the Semi-trailer to be utilized in the transportation service of the Company. The amount and type of the trucks may be subject to change according to the appropriation of the transportation service, but the prices shall not exceed 180 Million Baht.

Land purchasing transaction

Land area 10-0-0 rai, the title of ownership belongs to HERTEL ASIA COMPANY LIMITED, sheet number 5234 IV 3414, certificate of title no. 50734, land number 272, dealing file number 8173, located at Mapkha Subdistrict, Nikhom Phatthana District, Rayong Province.





5) The total value of consideration and the Basis for determining the value of consideration

Trucks procurement transaction

The prices would be paid in cash not exceeding 180 million Baht. The prices would be determined according to the usual trade of the supplier company.

Land purchasing transaction

The prices would be paid in cash not exceeding 30 million Baht. Which is not higher than the appraised value of the Siam City Appraisal Co., Ltd., an appraisal company approved by the Office of Securities and Exchange Commission.

6) Expected Benefits from the Transaction

Trucks procurement transaction to be utilized in the Company's transportation service.

Land purchasing transaction to expand the area of the Rayong branch.

7) Source of Fund for the Transaction

The Company's working capital.

8) Other prerequisite conditions for the acquisition of assets

Trucks procurement transaction

Proceedings of the Company procurement process

Land purchasing transaction

Proceed to enter into the sale and purchase contract of the land and register with the public officer and receive the transfer of the ownership of the land compliant with the law.

9) Opinion of the Board of Directors on the entering into of the transaction

The Board of Directors of the Company at the Meeting No. 6/2021 held on 12 October 2021. Has resolved an opinion that the transaction is reasonable, suitable, and will make benefit the Company and the shareholders. Because these transactions are considered as the business expansion to support the growth of the Company and generate revenue and profit resulting in the increased value of the Company.

10) Opinion of the Audit Committee and/or directors who differ from the opinion of the Board of Directors

The opinion of the Audit Committee and Directors do not differ from the Board of Directors.

