



November 11, 2021

Subject : Notification of investment in the purchase of shares of Thana City Ventures Company Limited  
from Noble Development Public Company Limited

Attention : President

The Stock Exchange of Thailand

Due to the Board of Directors Meeting of Bangkok Dec-Con Public Company Limited (“the Company”) No. 6/2021, dated November 11, 2021. passed a resolution to approve the investment in the purchase of shares of Thana City Ventures Company Limited from Noble Development Company Limited. Public Company Limited to invest in real estate (land) with an area of approximately 207-1-80.6 rai in the proportion of 20% with details as follows :

### **1) Date, month, year of the transaction**

The Board of Directors Meeting of Bangkok Dec-Con Public Company Limited (the “Company”) No. 6/2021, held on November 11, 2021, approved the investment in the purchase of shares of Thana City Venture Company Limited from Noble Company Limited. Development Public Company Limited in the amount of 211,801,900 baht to invest in real estate (land) with an area of approximately 207-1-80.6 rai located at Thana City Project. Adjacent to Deprat Road (Thor Lor. 34) and the walkway along Bang Khwang Canal, Bang Chalong Subdistrict, Bang Phli District, Samut Prakan Province, belonging to Thana City Ventures Company Limited, The above investment will occur within November 30, 2021.

### **2) The parties involved and their relationship**

Seller : Noble Development Public Company Limited  
Buyer : Bangkok Dec-Con Public Company Limited



The parties involved and their relationship: Seller (Noble Development Public Company Limited) and Buyer (Bangkok Dec-Con Public Company Limited)

Relationship between Buyer and Seller : Seller and Buyer have no relationship to be considered as connected person according to the announcement Capital Market Supervisory Board TJ.21/2008

Rules In doing connected transactions (including the announcement of amendments) and the notification of the Stock Exchange of Thailand regarding disclosure of information and operations of listed companies in Connected Transactions 2003 (including the amendments)

### **3) General characteristics of the transaction**

Thana City Ventures Company Limited operates business related to Real estate development business have registered capital 1,000,000,000.00 baht

Present, there are 5 committees as follows:

1. Mr. Patrick Ho Chi Kwan
2. Mr. Vichai Kulsomphob
3. Mr.Samreng Manoonpol
4. Mr. Theeraphon Voranithiphong
5. Mr. Arttavit Chalernsaphayakorn



Proportion before investment		Proportion after investment	
holding company	percent(%)	holding company	percent (%)
Sahapathana inter-Holding Plc. (SPI)	41	Sahapathana inter-Holding Plc. (SPI)	41
Noble Development Plc.(N)	40	Noble Development Plc (N)	20
BTS Group Holdings Plc.(BTSG)	19	BTS Group Holdings Plc.(BTSG)	19
		Bangkok Dec-Con Plc. (BKD)	20

#### 4) Investment value

In the amount of 211,801,900 baht, the buyer agrees to pay the seller within November 30, 2021.

#### 5) Criteria used to determine the value of consideration and the transaction size.

Investment transaction Thana City Ventures Company Limited has a transaction size according to the criteria set by the Stock Exchange of Thailand as follows:

##### 1. The net tangible asset value criteria

$$= \frac{\text{NTA of investment in the company} \times \text{proportion acquired or disposed of}}{\text{Company NTA}} \times 100$$

$$= \frac{(819,943,172 \times 20\%) \times 100}{1,291,657,478.00}$$

$$= 12.70 \%$$

$$= 12.70 \%$$

$$= 12.70 \%$$



2. Criteria of net profit from operations

= N.A.

Note. - Since Thana City Ventures Company Limited still has a net loss.

3. Total value of consideration criteria

=  $\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the listed company}}$

=  $\frac{211,801,900 \times 100}{1,824,258,329.00}$

= 11.61%

4. Value of equity shares issued in order to pay for assets

= N.A.

Note. - Capital shares are not issued in order to pay for assets.

\*Use information from the consolidated financial statements of the Company and its subsidiaries. For the third quarter of 2021, which has been reviewed by the auditor, and uses the information from the financial statements of Thana City Ventures Company Limited for the year 2020, which has been audited by the auditor.

The above investment Not subject to consideration according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2008 Re: Rules for making significant transactions that are considered to be the acquisition or disposition of assets. and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2004. Because the transaction size can be calculated according to the highest criteria, which is the total value of consideration criteria. (According to the consolidated financial statements as of September 30, 2021, it was 12.70%, which is lower than 15%. In addition, the above list does not qualify as a connected transaction according to the Notification of the



Capital Market Supervisory Board No. Jor. 21/2008 Re: Rules for Connected Transactions. and the Stock Exchange of Thailand Notification Re: Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions, 2003 because it is a transaction with an individual/juristic person. which is not a connected person.

#### **6) Benefits expected from the transaction**

In this investment, the Company does not have a policy to develop or take any action. However, because the Company considers that the plot of land is a potential land has a good location next to public road It is expected to increase in value in the future.

#### **7) Opinion of the Board of Directors About entering the transaction**

Board of Directors meeting has considered such investment. There is an opinion that Entering into this transaction will bring benefits to the company and shareholders by carrying out every step of the company It must be transparent. be appropriate is a general transaction and taking into account the maximum benefit of the company and shareholders

#### **8) Opinion of the Audit Committee on the entering into the transaction**

Audit Committee No different opinion from the opinion of the Board of Directors.

Please be informed accordingly.

Yours sincerely,

(Ms. Kanoknart Ratanasuwanachart)

Director