



18 July 2022

Subject: Notification of Board of Directors' Resolution regarding the Purchase of Government Bond Which Deemed as the Connected Transaction

To: President
The Stock Exchange of Thailand

Enclosure Information Memorandum Regarding the Connected Transaction of P.C.S. Machine Group Holding Public Company Limited

The Board of Director's Meeting of P.C.S. Machine Group Holding Public Company Limited (the "Company") No. 3/2565, convened on 15th of July 2022, resolved to approve the purchase of government saving bond under the series "saving together by Ministry of Finance in the fiscal year B.E. 2565 (2022) with 5-year term" (the "Bond") from Mrs. Wanna Roumanachai, the director of the Company who is the connected person, with the total value of 100 million Baht in order to be the investment option and for the liquidity management of the Company. The Company expects to purchase the Bond in July 2022.

The Purchase of such Bond is not considered as the acquisition of asset of the Company pursuant 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 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. 2547 (2004), including any amendment thereto (collectively, the "Notification on Acquisition or Disposal of Assets") since it is the investment for the Company's liquidity.

Nonetheless, the purchase of the Bond is deemed as the entering into the connected transaction, since it is the entering into the transaction with the Company's director who is a connected person pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 (2008) Re: Rules on Connected Transactions 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, the "Connected Transaction Notifications"), with the value of the connected transaction being equal to 2.06 percent of the net tangible asset ("NTA") of the Company calculated from the reviewed consolidated financial statements of the Company for the accounting period ending 31 March 2022. The Company has not entered into any connected transactions during the past 6 months prior to entering into this transaction with the same connected person or with related persons and close relatives of such connected person, the value of the transaction is therefore equal to more than 0.03 percent but less than 3 percent of the NTA of the Company. The Company, therefore, is obliged to seek the approval from the Board of Directors' meeting and to disclose the information memorandum regarding the entering into a transaction to the Stock Exchange of Thailand (the "SET") pursuant to the Connected Transaction Notifications. Details are appeared in the information memorandum regarding the entering into the connected transaction of the Company in the enclosure.



บริษัท พี.ซี.เอส. แมชชีน กรุ๊ป โฮลดิ้ง จำกัด (มหาชน)
P.C.S. Machine Group Holding Public Company Limited

Please be informed accordingly.

Yours sincerely,

A handwritten signature in blue ink, appearing to read "Angkrit Rungrotkitiyot".

(Mr. Angkrit Rungrotkitiyot)

Chief Executive Officer



Enclosure

**Information Memorandum regarding the Entering into the Connected Transaction by
P.C.S. Machine Group Holding Public Company Limited**

The Board of Director's Meeting No.3/2022 of P.C.S. Machine Group Holding Public Company Limited (the "**Company**") convened on 15 July 2022, resolved to approve the acquisition of assets in the type of government saving bond under the series "saving together by Ministry of Finance in the fiscal year B.E. 2565 with 5-year term" (the "**Bond**") from Mrs. Wanna Raomanachai, the Company's director ("**Mrs. Wanna**") who is a connected person of the Company with the total value of 100 million Baht in order to be the investment option and for the liquidity management of the Company. The Company expects to purchase the Bond in July 2022.

The purchase of the Bond from Mrs. Wanna is not considered as the acquisition of asset of the Company in accordance with the Notification on Acquisition or Disposal of Assets since it is the investment for the Company's liquidity.

Nonetheless, the purchase of the Bond is considered as the entering into the connected transaction since it is the entering into the transaction with the Company's director who is a connected person as pursuant to the Connected Transaction Notifications, with the value of the connected transaction being equal to 2.06 percent of the net tangible asset ("**NTA**") of the Company calculated from the reviewed consolidated financial statements of the Company for the accounting period ending 31 March 2022. The Company has not entered into any connected transactions during the past 6 months prior to entering into this transaction with the same connected person or with related persons and close relatives of such connected person, the value of the transaction therefore is equal to more than 0.03 percent but less than 3 percent of the NTA of the Company. The Company, therefore, is obliged to seek the approval from the Board of Directors' meeting and to disclose the information memorandum regarding the entering into a transaction to the SET pursuant to the Connected Transaction Notifications prior to entering into such transaction.

In the regard, the Company would like to inform the details on the entering into the connected transaction as follows:

1. Transaction Date

The Company expects to purchase the Bond from Mrs. Wanna in July 2022.

2. Parties Involved and their Relationship with the Company

Bond's Seller	Mrs. Wanna
Bond's Purchaser	The Company
Characteristics of Relationship	Mrs. Wanna is the Company's director and shareholder of the Company, holds 4.29 percent of the Company's shares). In addition, Mrs. Wanna is the wife of Mr. Siriphong Rungrotkitiyot (" Mr. Siriphong ") and is the mother of Mr.

	Angkrit Rungrotkitiyot and Mr. Phon-ek Rungrotkitiyot who are the directors and major shareholders of the Company.
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3. General Characteristics of the Transaction

Transaction	Details
Characteristics of the Transaction	The Company will purchase the saving bond under the series “saving together by Ministry of Finance in the fiscal year B.E. 2565 with 5-year term”, the bond no. 147301-247300 from Mrs. Wanna.
Objective of the Transaction	For investment and management of the Company’s liquidity.
Transaction value	Baht 1,000,000
Payment Method	The Company will make a payment in cashier cheque account payee only to Mrs. Wanna on the day that the sale and purchase is completed.
Other conditions	None

4. Details of Asset and Acquired Asset Value

The saving bond under the series “saving together by Ministry of Finance in the fiscal year B.E. 2565 with 5-year term”, the bond no. 147301-247300 with the total value of Baht 100,000,000 provided that the holder is entitled to receive the money under the bond on 22 November 2026 as well as obtain the interest according to the rate stipulated by the Ministry of Finance whereby in the first year, shall receive 1.5 percent interest, the second to fourth years, shall receive 2.0 percent interest and the fifth year, shall receive 3.0 percent interest. In this regard, the Company is entitled to transfer or pledge this Bond according to the terms and conditions stipulated in the Bond.

5. Criteria Used for Determination of Total Value of Consideration and the Transaction Calculation

The Purchase of the Bond from Mrs. Wanna is not considered as the acquisition of asset of the Company under the Notification on Acquisition or Disposal of Assets since it is the investment for the Company’s liquidity.

Nonetheless, the purchase of the Bond is considered as the entering into the connected transaction since it is the entering into the transaction with the Company's director who is a connected person pursuant to the Connected Transaction Notifications, with the value of the connected transaction being equal to 2.06 percent of the NTA of the Company calculated from the reviewed consolidated financial statements of the Company for the accounting period ending 31 March 2022. The details of the calculation are as follows:

Calculation Criteria	Calculation method	Value (percent) based on the reviewed financial statement ended 31 March 2022
Net Tangible Asset Value (NTA)	(Total value of the Bond x 100) / NTA of the Company	(100,000,000 x 100) / 4,843.76 = 2.06

Nonetheless, the Company has not entered into any connected transactions during the past 6 months prior to entering into this transaction with the same person or with related persons and close relatives of such person, the value of the transaction is therefore equal to Baht 100,000,000 which is equivalent to 2.06 percent of the NTA. Therefore, it is deemed as the connected transaction under the Connected Transaction Notifications with the value of more than 0.03 percent but not exceeding than 3 percent of the NTA of the Company. The Company, therefore, is not obliged to seek shareholders' approval but the Company is obliged to seek the approval from the Board of Directors' meeting and to disclose the transaction to the SET pursuant to the Connected Transaction Notifications.

6. Total Value of Consideration and Term of Payment

The total value of consideration which the Company will have to pay to purchase the Bond is THB 100,000,000 (One Hundred Million Thai Baht) provided that the Company will make a payment in cashier cheque account payee only to Mrs. Wanna on the day that the sale and purchase is completed (which is expected to occur around July 2022).

7. Characteristics and Scope of the Interest of Connected Person

The Company will purchase the Bond from Mrs. Wanna who is the director and the shareholder of the Company. Mrs. Wanna is therefore deemed as the connected person of the Company and the transaction is considered as the connected person transaction of the Company pursuant to the Connected Transaction Notifications.

8. Source of Funds for Acquisition of Asset

The Company will use source of fund of cash flow received from the Company's operations to purchase the Bond. The purchase of the Bond will not affect the Company's liquidity and working capital.

9. Directors who have the Interest in the Transaction

In considering the purchase of the Bond from Mrs. Wanna, Mrs. Wanna, who is the Company's director and Mr. Siriphong who is Mrs. Wanna's husband as well as is the Company's director and the major shareholder are considered as the directors who have interest in the entering into the transaction. Mrs. Wanna and Mr. Siriphong thus did not attend the meeting and cast the vote to approve such transaction. For the transparency, the Company therefore arranged that the family's



members of Mrs. Wanna who are close relatives not attending the meeting and casting the vote to approve such transaction.

10. Conditions for Entering into the Transaction

The aforementioned Bond purchase from Mrs. Wanna is considered as the transaction with the connected person of the Company, in the type of assets or service pursuant to the Connected Transaction Notifications. The value of transaction equals to 2.06 percent of the NTA of the Company. The size of transaction is more than 0.03 percent but less than 3 percent of the NTA of the Company. Consequently, the Company must seek approval from the Board of Director's Meeting and disclose the information on the entering onto the transaction to SET, pursuant to the Connected Transaction Notifications prior to entering into the transaction.

11. Opinion of Board of Directors on the Entering into the Transaction

The Board of Directors Meeting No. 3/2022 (excluded the interested directors) has considered and opined that since the juristic person is prohibited from making the reservation to purchase the Bond by itself, the purchase of such Bond from Mrs. Wanna is appropriate and beneficial to the Company's investment in order to manage the Company's liquidity. In addition, the interest rate from the Bond is higher than that of the saving account the Company has invested in the present time and the purchase does not create the burden to the capital of the Company.

12. Opinion of the Audit Committee and/or Company's directors Differing from Opinion of Board of Directors

None.