



**S&P Syndicate Public Company Limited.** Registration No.0107537001170  
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Ref. POL. 042/2023

April 3, 2023

Re : Announcement on the Acquisition of Ordinary Shares of Umenohana S & P Company Limited

To : Director and Manager  
The Stock Exchange of Thailand

S & P Syndicate Public Company Limited (“the Company”) hereby informs that the Board of Directors’ Meeting No.1/2566 held on February 23, 2023 resolved to approve the acquisition of the ordinary shares of Umenohana S & P Company Limited in principle, and appoint Risk Management Committee to consider and approve the details of such transaction. The Risk Management Committee No.2/2566 held on March 27, 2023 resolved to approve the significant matters as follows:

1. The date of the transaction	April 1 <sup>st</sup> , 2023
2. The parties involved	Buyer: S & P SYNDICATE PUBLIC COMPANY LIMITED Seller: UMEHONANA COMPANY LIMITED (No relationship with the Company)
3. The general characteristics of the transaction	Acquisition of assets The basis used to consider the volume : Asset value basis Transaction size 0.0375% of the total assets (As of December 31, 2022)
4. Details of the assets acquired	Ordinary shares in Umenohana S & P Company Limited (Japanese restaurant Business)  Registered capital : 25,000,000 Baht (Fully Paid-up capital) Ordinary shares : 250,000 shares (units) Par value (unit) : 100 Baht Number of shares acquired : 100,000 shares (unit) Purchasing price per share (unit) : 20 Baht The value of the assets purchased : 2,000,000 Baht (Cash payment on the date of signing of contract)  The basis used to determine the value of the consideration : Acquisition Cost  Proportion of shareholding of the Company : before 59.99 % after 99.9988 %
5. Shareholding structure after the transaction	the Company holds 249,997 shares equal to 99.9988 % Mrs. Kessuda Raiva holds 1 share equal to 0.0004 % Mr. Vitoon Sila-On holds 1 share equal to 0.0004 % Mr. Thirakorn Raiva holds 1 share equal to 0.0004 %
6. Changing the name of a subsidiary	Previous Umenohana S & P Company Limited Now S&P Fine Dining Company Limited (or other name which can be finally registered)

7. Director Structure after the transaction	1. Mrs. Kessuda Raiva 2. Mr. Vitoon Sila-On 3. Mr. Thirakorn Raiva 4. Mr. Pravesvudhi Raiva 5. Mr. Kamtorn Sila-On
8. The benefit expected to be received	Return on investment in Japanese restaurant business in the form of dividends
9. The sources of funds	Working Capital

The Company has also calculated the size of this transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 20/ 2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended). It is found that the transaction size is not subject to any disclosure under regulations on acquisition and disposition of assets of the listed companies.

Please be informed accordingly.

Yours Sincerely,

( Mr. Vitoon Sila-On )

Chief Executive Officer

S&P Syndicate Public Company Limited

President's Office

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