



- TRANSLATION -

HTC/2023/014

21 November 2023

Subject: Notification for connected transactions for service contracts
To: The President
The Stock exchange of Thailand

Referring to the Board of Directors' Meeting No.6/2023 of HaadThip Public Company Limited on 21st November 2023, the Meeting considered and approved 3 connected transactions; transactions relating to services and middle transaction size that total worth is greater than 0.03% and lesser than 3% of the Company's Net Tangible Assets (NTA). Upon the Stock Exchange of Thailand's regulations, HaadThip Public Company Limited (the Company), therefore would require Board of directors' approval and information disclosure of the connected transactions to the Stock Exchange of Thailand (SET).

The Company, therefore would disclose and report connected transaction details as the table below:

1. Transactions relating to services: HaadThip Public Company Limited is a service receiver, and Castle Partners Company Limited is a service provider.

Date of Transaction	During 1 st December 2023 to 30 th November 2024
Related persons and details	Service Receiver: HaadThip Public Company Limited Service Provider: Castle Partners Company Limited Connected Person: Mr. Pongsakorn Thiengtham

HAADYAI OFFICE: 87/1 Kanchanavanich Rd., T.Banpru Hatyai, Songkhla 90250 Thailand Tel: 0 7421 0008-18 Fax: 0 7421 0006-7

BANGKOK OFFICE: 36/6 Soi Ramkhamhaeng 21 (Navasri), Yaek 5 Phlabphla, Wang Thonglang, Bangkok 10310 Tel: 0 2391 4488, 0 2391 0169-70 Fax: 0 2381 2257

Email: personnel@haadthip.com, marketing@haadthip.com, webmaster@haadthip.com

Related persons and details	<p>HaadThip Public Company Limited and Castle Partners Company Limited have common directors and shareholders as following:</p> <table border="1" data-bbox="651 315 1457 779"> <thead> <tr> <th rowspan="2">Name</th> <th colspan="2">HaadThip Public Company Limited</th> <th colspan="2">Castle Partners Company Limited</th> </tr> <tr> <th>Position</th> <th>% shares</th> <th>Position</th> <th>% shares</th> </tr> </thead> <tbody> <tr> <td>Mr. Pongsakorn Thiengtham</td> <td>Director</td> <td>0.0597%*</td> <td>Authorized Director</td> <td>90.00%*</td> </tr> <tr> <td>Mr. Pakorn Sukhum</td> <td>Director</td> <td>0.0940%*</td> <td>-</td> <td>10.00%*</td> </tr> </tbody> </table> <p><i>Remark: *including shares of spouse</i></p>	Name	HaadThip Public Company Limited		Castle Partners Company Limited		Position	% shares	Position	% shares	Mr. Pongsakorn Thiengtham	Director	0.0597%*	Authorized Director	90.00%*	Mr. Pakorn Sukhum	Director	0.0940%*	-	10.00%*
Name	HaadThip Public Company Limited		Castle Partners Company Limited																	
	Position	% shares	Position	% shares																
Mr. Pongsakorn Thiengtham	Director	0.0597%*	Authorized Director	90.00%*																
Mr. Pakorn Sukhum	Director	0.0940%*	-	10.00%*																
Type and Description of Transaction	<p>Type of Transaction: Transactions relating to services</p> <p>The service is business consultant service related business management and other delegated business works including consulting related to regulations of SET and SEC, advising on investor relations, financial analyses, strategy and others for accuracy and speediness for businesses of HaadThip Public Company Limited and its subsidiaries.</p>																			
Transaction Value	<p>1-year contract, starting from 1st December 2023 to 30th November 2024.</p> <p>Monthly fee for 350,000 Baht/Month (Three hundred fifty thousand Baht) for 1-year contract (1st December 2023 to 30th November 2024) which is total of 4,200,000 Baht (Four million and two hundred thousand Baht)</p> <p>Consulting fee is market rate and close to other companies providing similar business consulting services.</p>																			
Transaction Size	<p>The connected transaction is type 4, transactions relating to assets or services in accordance with the Notification on Capital</p>																			

	<p>Market Supervisory Board Ref. No. TorJor. 21/2551 Subject: Criteria on Entering into Connected Transaction and the Notification of Board of Governors of the Stock Exchange of Thailand Subject: Disclosure of Information and Act of Listed Companies Concerning the Connected Transaction B.E. 2546.</p> <p>The transaction size is calculated from highest of transaction value. Monthly fee is 350,000 Baht/Month (Three hundred and fifty thousand Baht) for 1 year contract, total of 4,200,000 Baht (Four million and two hundred thousand Baht) is accounting for 0.110% of Net Intangible Asset (NTA) in accordance with the Company's financial statement as of 30th September 2023 which exceeds 0.03% but less than 3.00%, of the Company's net tangible assets.</p> <p>No other transactions made six months prior to an agreement to do the transaction by the same person, his/her related person or close relatives.</p>
<p>The attendant of connected directors to the Board of Directors' Meeting and voting</p>	<p>Mr. Pongsakorn Thiengtham, a connected person and Mr. Pakorn Sukhum, a person who has interest did not attend the meeting and were ineligible to vote for this transaction.</p>
<p>Opinion of the Board of Directors for this Transaction</p>	<p>The Board of Directors has an opinion that transaction is reasonable and benefit to the Company.</p>
<p>Opinion of the Audit Committee which is different from the Opinion of the Board of Directors</p>	<p>- No -</p>

2. Transactions relating to services: HaadThip Public Company Limited is a service receiver, and Vaisaya Consulting Company Limited is a service provider.

Date of Transaction	During 1 st December 2023 to 30 th November 2024																		
Related persons and details	<p>Service Receiver: HaadThip Public Company Limited Service Provider: Vaisaya Consulting Company Limited Connected Person: Pol. Gen. Jaruvat Vaisaya</p> <p>HaadThip Public Company Limited and Vaisaya Consulting Company Limited have common directors as following:</p> <table border="1"> <thead> <tr> <th rowspan="2">Name</th> <th colspan="2">HaadThip Public Company Limited</th> <th colspan="2">Vaisaya Consulting Company Limited</th> </tr> <tr> <th>Position</th> <th>% shares</th> <th>Position</th> <th>% shares</th> </tr> </thead> <tbody> <tr> <td>Pol. Gen. Jaruvat Vaisaya</td> <td>Director</td> <td>0</td> <td>Authorized Director</td> <td>99.8%</td> </tr> </tbody> </table>					Name	HaadThip Public Company Limited		Vaisaya Consulting Company Limited		Position	% shares	Position	% shares	Pol. Gen. Jaruvat Vaisaya	Director	0	Authorized Director	99.8%
Name	HaadThip Public Company Limited		Vaisaya Consulting Company Limited																
	Position	% shares	Position	% shares															
Pol. Gen. Jaruvat Vaisaya	Director	0	Authorized Director	99.8%															
Type and Description of Transaction	<p>Type of Transaction: Transactions relating to services</p> <p>The service is business consultant service related law and regulations to support the business for practice precision in accordance with laws and any regulations for HaadThip Public Company Limited and its subsidiaries.</p>																		
Transaction Value	<p>1-year contract, starting from 1st December 2023 to 30th November 2024.</p> <p>Monthly fee for 150,000 Baht/Month (One hundred fifty thousand Baht) for whole 1-year contract (1st December 2023 to 30th November 2024) which is total of 1,800,000 Baht (One million and eight hundred thousand Baht).</p>																		

	<p>Consulting fee is market rate and close to other companies providing similar business consulting services.</p>
<p>Transaction Size</p>	<p>The connected transaction is type 4, Transactions relating to assets or services accordance with the Notification on Capital Market Supervisory Board Ref. No. TorJor. 21/2551 Subject: Criteria on Entering into Connected Transaction and the Notification of Board of Governors of the Stock Exchange of Thailand Subject: Disclosure of Information and Act of Listed Companies Concerning the Connected Transaction B.E. 2546.</p> <p>Monthly fee for 150,000 Baht/Month (One hundred and fifty thousand Baht) for 1 year contract, total of 1,800,000 Baht (One million and eight hundred thousand Baht) is accounting for 0.047% of Net Intangible Asset (NTA) in accordance with the Company's financial statement as of 30th September 2023 which exceeds 0.03% but less than 3.00%, of the Company's net tangible assets.</p> <p>No other transactions made six months prior to an agreement to do the transaction by the same person, his/her related person or close relatives.</p>
<p>The attendant of connected directors to the Board of Directors' Meeting and voting</p>	<p>Pol. Gen. Jaruvat Vaisaya, a connected person did not attend the meeting and were ineligible to vote for this transaction.</p>
<p>Opinion of the Board of Directors for this Transaction</p>	<p>The Board of Directors has an opinion that transaction is reasonable and benefit to the Company.</p>
<p>Opinion of the Audit Committee which is different from the Opinion of the Board of Directors</p>	<p>- No -</p>

3. Transactions relating to services: HaadThip Public Company Limited is a service receiver, and Jiva Residences Company Limited is a service provider.

Date of Transaction	During 1 st December 2023 to 31 st March 2024																		
Related persons and details	<p>Service Receiver: HaadThip Public Company Limited Service Provider: Jiva Residences Company Limited Connected Person: Pol. Gen. Jaruvat Vaisaya</p> <p>HaadThip Public Company Limited and Jiva Residences Company Limited have common directors as following:</p> <table border="1" data-bbox="671 763 1461 1160"> <thead> <tr> <th data-bbox="671 763 855 869" rowspan="2">Name</th> <th colspan="2" data-bbox="855 763 1150 869">HaadThip Public Company Limited</th> <th colspan="2" data-bbox="1150 763 1461 869">Jiva Residences Company</th> </tr> <tr> <th data-bbox="855 869 999 974">Position</th> <th data-bbox="999 869 1150 974">% shares</th> <th data-bbox="1150 869 1318 974">Position</th> <th data-bbox="1318 869 1461 974">% shares</th> </tr> </thead> <tbody> <tr> <td data-bbox="671 974 855 1160">Pol. Gen. Jaruvat Vaisaya</td> <td data-bbox="855 974 999 1160">Director</td> <td data-bbox="999 974 1150 1160">0</td> <td data-bbox="1150 974 1318 1160">Authorized Director</td> <td data-bbox="1318 974 1461 1160">60.0%</td> </tr> </tbody> </table>					Name	HaadThip Public Company Limited		Jiva Residences Company		Position	% shares	Position	% shares	Pol. Gen. Jaruvat Vaisaya	Director	0	Authorized Director	60.0%
Name	HaadThip Public Company Limited		Jiva Residences Company																
	Position	% shares	Position	% shares															
Pol. Gen. Jaruvat Vaisaya	Director	0	Authorized Director	60.0%															
Type and Description of Transaction	<p>Type of Transaction: Transactions relating to services</p> <p>The service is construction service for training and recreation center of HaadThip Public Company Limited which is on construction procedure, located on Tambon Taling-Ngam, Amphor Koh Samui, Suratthani. This center will be transferred from HaadThip Development Limited to HaadThip Public Company Limited. The land is 1 rai 66.3 sq.wah. The building is 1,450 sq.m. The center is expected to complete within 31st March 2024. The purpose of training and recreation center is to be training facility for HaadThip Public Company Limited staff and its subsidiaries.</p> <p>Because the training and recreation center will be transferred from HaadThip Development Limited to HaadThip Public</p>																		

	<p>Company Limited, currently the center has construction contract between Jiva Residences Company Limited and HaadThip Development Company Limited, the contract will be resigned between Jiva Residences Company Limited and HaadThip Public Company Limited.</p>
<p>Transaction Value</p>	<p>4 month contract, starting from 1st December 2023 to 30^{1st} March 2024.</p> <p>Total construction service is 24,362,500.04 Baht (Twenty four million three hundred sixty two thousand five hundred baht and two satang).</p> <p>Consulting fee is market rate and close to other companies providing similar business consulting services.</p>
<p>Transaction Size</p>	<p>The connected transaction is type 4, Transactions relating to assets or services accordance with the Notification on Capital Market Supervisory Board Ref. No. TorJor. 21/2551 Subject: Criteria on Entering into Connected Transaction and the Notification of Board of Governors of the Stock Exchange of Thailand Subject: Disclosure of Information and Act of Listed Companies Concerning the Connected Transaction B.E. 2546.</p> <p>Total construction service is 24,362,500.04 Baht (Twenty four million three hundred sixty two thousand five hundred baht and two satang) accounts for 0.640% of Net Intangible Asset (NTA) in accordance with the Company's financial statement as of 30th September 2023 which exceeds 0.03% but less than 3.00%, of the Company's net tangible assets.</p> <p>The Combination of Connected Transaction No.2 and No.3 ,having the same connected person accounts for 0.688% of Net</p>

	<p>Intangible Asset (NTA) in accordance with the Company's financial statement as of 30th September 2023 which exceeds 0.03% but less than 3.00%, of the Company's net tangible assets.</p> <p>No other transactions made six months prior to an agreement to do the transaction by the same person, his/her related person or close relatives.</p>
The attendant of connected directors to the Board of Directors' Meeting and voting	Pol. Gen. Jaruvat Vaisaya, a connected person did not attend the meeting and were ineligible to vote for this transaction.
Opinion of the Board of Directors for this Transaction	The Board of Directors has an opinion that transaction is reasonable and benefit to the Company.
Opinion of the Audit Committee which is different from the Opinion of the Board of Directors	- No -

Yours Sincerely,

(Maj. Gen. Patchara Rattakul)

Chief Executive Officer

Company Secretary Office

Tel. 0-2391-4488 Ext. 103