



Prakit Holdings Public Company Limited

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AC. 13/2022

- Translated -

September 28, 2022

Subject: The Disposition of Assets

To: The President
The Stock Exchange of Thailand

Attachment: Information Memorandum on the Deposition of Assets

Prakit Holdings Public Company Limited (“the Company”) would like to inform the Board of Directors Meeting resolution No.9/2022 held on September 28, 2022, at the office No. 88 Sukhumvit 62 section 3, Phra Khanong Tai, Phra Khanong, Bangkok, to approve the sale of land comprising a total area of 1 rai 2 ngan 29 square wah at Soi Sukhumvit 50, Sukhumvit Road, Phra Khanong, Khlong Toei, Bangkok to (1) Magnolia Quality Development Corporation Limited, (2) CP Future City Development Corporation Limited and (3) Ek-Chai Distribution System Company Limited. The agreed total purchase price is 503,200,000 baht and the buyers (1), (2) and (3) will pay in cash in 4 installments.

In this regard, the transaction is not the related transaction by the Notification of the Capital Market Supervisory Board No. Tor Jor 21/2551 Re: Rules on Connected Transactions (include additional Notification), which refers to the Notification of the Stock Exchange of Thailand Re: Disclosure of information and other acts of listed companies concerning the Connected Transaction B.E.2546 (include additional Notification).

This transaction is classified as a disposition of assets of the Company pursuant to the Notification of the Capital Market Advisory Board No. Tor Jor. 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, the total value and more details of the transaction are shown in the Information Memorandum on the Disposition of Assets enclosed herein.

Moreover, The Company has to notify its shareholders in writing of the decision to enter into the transaction within 21 days from the date reported to SET.

Yours sincerely

- Signature -

(Mr. Prakt Apisarnthanarax)

Executive President

- Translated -

**Information Memorandum on the Disposition of Assets
of
Prakit Holdings Public Company Limited (“the Company”)**

1. Date of Transaction

Resolution of the Board of Directors Meeting no. 9/2022 on September 28, 2022.

2. Related Parties and Relationship with the Company

Seller: Prakit Holdings Public Company Limited

Buyer: (1) Magnolia Quality Development Corporation Limited (“Buyer 1”) which has no relationship and any relation with the Company

Ultimate Shareholder

No.	Shareholder	Shares (%)
1	DTGO Corporation Company Limited	99.75
2	Mr. Narong Chearavanont	0.12
3	Mrs. Tippaporn Ariyawararom	0.12

*3 shareholders in total, all of them are Thai.

Director

No.	Director Name
1	Mrs. Tippaporn Ariyawararom
2	Mr. Wisit Malaisirirat
3	Mr. Phisut Areemit
4	Mr. Thanin Pornsiritiwet
5	Ms. Waranya Phunawakul

(2) CP Future City Development Corporation Limited (“Buyer 2”) which has no relationship and any relation with the Company

Ultimate Shareholder

No.	Shareholder	Shares (%)
1	Charoen Pokphand Holding Company Limited	99.99
2	Mr. Chatwut Tanchanpong	0.00005
3	Mrs. Rujiporn Phawasuthipaisit	0.00005

*3 shareholders in total, all of them are Thai.

Director

No.	Director Name	
1	Mr. Supachai	Chearavanont
2	Mr. Narong	Chearavanont
3	Mrs. Tippaporn	Ariyawararom
4	M.L. Suphasit	Chumphon
5	Mr. Amrung	Sanpasitwong
6	Mr. Noppadol	Dech-Udom
7	Mr. Atirut	Thothaveesansuk
8	Mr. Chatwut	Tanchanpong
9	Mrs. Po	Hong

(3) Ek-Chai Distribution System Company Limited (“Buyer 3”) which has no relationship and any relation with the Company

Ultimate Shareholder

No.	Shareholder	Shares (%)
1	Lotus Stores (Thailand) Co., Ltd	99.99
2	Mr. Narong Chearavanont	0.0000002
3	Mr. Supachai Chearavanont	0.0000002

*3 shareholders in total, all of them are Thai.

Director

No.	Director Name	
1	Mr. Sompong	Rungnirattisai
2	Mr. Narit	Thammakuekul
3	Ms. Salilla	Seehaphan
4	Mr. Sucharit	Mailarp
5	Ms. Supawadee	Techaburana

3. General Characteristic of Transaction

Detail of Disposed Asset

Asset Characteristic 2 plots of vacant land, total land area 1 rai 2 ngan 29 square wa (or 629 square wa)

Location Soi Sukhumvit 50, Sukhumvit Road, Phra Khanong, Khlong Toei, Bangkok

Obligation	Leasehold and land tenure that the seller has registered the lease to Ek-chai Distribution System Co., Ltd. ("Buyer 3") for a period of 28 years and 140 days starting from May 9, 2001 to September 25, 2029
Land Appraisal	389,730,000 baht
Appraisal Date	November 3, 2021
Appraisal Criteria	Market Value Determination
Appraiser	Agency for Real Estate Affairs Co., Ltd. (independent appraiser approved by the SEC)

4. Transaction Size

The total land value is 503,200,000 baht. The transaction size equals to 39.32 percent based on the total value consideration basis calculated from the company's consolidated financial statements ended June 30, 2022

Payment Terms

1. The first installment in the amount of 10,000,000 baht on the date of the land purchase agreement within September 30, 2022.
2. The second installment in the amount of 20,000,000 baht within October 31, 2022.
3. The third installment in the amount of 100,000,000 baht within December 23, 2022
4. The fourth installment, payment of the remaining land price in the total amount of 373,200,000 baht on the date of registration of the transfer of land ownership within January 12, 2023.

The Company and the Buyer will be responsible for each half of the transfer registration fee.

Details of Transaction Size Calculation

Calculation Basis	Transaction Size
1. Net Tangible Asset Value	N/A because it is disposal of assets
2. Net Profit	N/A because it is disposal of assets
3. Total Value of Consideration*	39.32%*
4. Capital Share Value	N/A because no shares are issued

* Total assets according to the consolidated financial statements of the Company ended June 30, 2022 equal to 1,279,905,998 baht.

Transaction size $(503,200,000 \times 100) / 1,279,905,998 = 39.32\%$

According to the calculation, the size of transaction on the total value of consideration basis is 39.32% of the total assets which is classified as the disposition of asset Type 2 according to the announcement of acquisition or disposition of assets. The Company has duty to disclose the transaction information to the Stock Exchange of Thailand (SET) and notify the shareholders within 21 days from the date of disclosure of the transaction to SET.

5. Total Value of Consideration

In entering the transaction, the Company receives a total cash compensation of 503,200,000 baht.

6. Value of Disposed Asset

Land value as of June 30, 2022 is 46,215,000 baht.

7. Criteria of Determination of the Value of Consideration

The Buyer and Seller agree to trade at a price of 800,000 baht per square wah, which is higher than the appraised value by the market value determination from an asset appraiser approved by the SEC.

8. Proceeds from the Sale of Asset Utility Plan

To be used as circulating capital in the group of Companies and to support future business expansion.

9. Opinion of the Board of Directors on the Transaction

The Board of Directors considered the Company entering into the asset disposal transaction as reasonable and beneficial for business expansion and would create long-term business potential.

10. Opinion of the Audit Committee and/or Directors which Is Different from the Board of Directors

- None -

The company hereby certifies that the information contained in this report is true and complete in all respects.

- Signature -

(Mr. Prakit Apisarnthanarax)

Chairman of the Board