



Prakit Holdings Public Company Limited

88 SOI SUKHUMVIT 62, SECTION 3, PHRA KHANONG TAI, PHRA KHANONG, BANGKOK 10260, THAILAND.
TEL: (66-2) 715 – 3000 FAX: (66-2) 332 – 8544, 332-8522

PH 10/2025

- Translated -

May 16, 2025

Subject: Connected Transaction Which Is an Acquisition of Assets

To: The President
The Stock Exchange of Thailand

Prakit Holdings Public Company Limited (“the Company”) would like to inform the Board of Directors Meeting resolution No.5/2025 held on May 16, 2025, at the office No. 88 Sukhumvit 62 section 3, Phra Khanong Tai, Phra Khanong, Bangkok, to approve Company's asset acquisition, namely the purchase of newly issued ordinary shares of Apisombat Company Limited for the amount of 18,990,000 baht, which is considered a connected transaction. The directors who had conflict of interest and/or the were related parties did not participate in and did not vote on the agenda item considering the transaction.

This transaction is classified as an acquisition 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 of the transaction, however, is under 15 percent according to the transaction size calculation measures. Therefore, this transaction does not fall under the criteria requiring the Company to disclose information or take any action in accordance with the regulations regarding the acquisition or disposal of assets.

However, the transaction is considered a connected 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). Therefore, the Company has a duty to disclose information to the Stock Exchange of Thailand. More details of the transaction are shown in the Information Memorandum on the Disposition of Assets enclosed herein.

Yours sincerely

- Signature -

(Mr. Prakit Apisarntharak)

Chairman



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Enclosure 1

Information Memorandum on the Connected Transaction of Prakit Holdings Public Company Limited (Company)

As resolved by the Board of Directors' Meeting No. 5/2025 held on May 16, 2025, the Company was approved to purchase 189,900 newly issued ordinary shares of Apisombat Company Limited ("Apisombat") at a price equal to the par value of the ordinary shares, or 100 baht per share, amounting to 18,990,000 baht or 20 percent of Apisombat's registered capital after the capital increase is completed. The details of the transaction are as follows:

1. Date of Transaction

Resolution of the Board of Directors' Meeting No. 5/2025 held on May 16, 2025

2. Related Parties and Relationship with the Company

Seller:	Prakit Holdings Public Company Limited (Company)
Buyer:	Apisombat Company Limited (Apisombat)
Relation:	1) Mr. Prakit Apisarnthanarax and Mr. Apirak Apisarnthanarak, directors of the Company, as well as related parties and close relatives*, were major shareholders of Apisombat prior to the capital increase. 2) Mr. Prakit Apisarnthanarax and Mr. Apirak Apisarnthanarak, directors of the Company, are also directors of Apisombat.

- 2.1. Apisombat Company Limited has a registered capital of 10,000 shares with a par value of 100 baht per share, totaling a registered capital of 1,000,000 baht.
- 2.2. The Company made its first share purchase from Mr. Prakit Apisarnthanarax, the Chairman of the Company, acquiring 100 shares for 10,000 baht, representing 1 percent of the registered capital, on April 4, 2025.
- 2.3. Apisombat will increase its capital by an additional 940,000 shares with a par value of 100 baht per share, amounting to 94,000,000 baht, resulting in a total registered capital of 950,000 shares or 95,000,000 baht.
- 2.4. After the capital increase, the Company will purchase an additional 189,900 newly issued shares at a price equal to the par value of 100 baht per share, amounting to 18,990,000 baht, bringing the total investment to 19,000,000 baht or 20 percent of Apisombat's registered capital.

3. Related Persons Details

3.1. General Information

Company's Name	Apisombat Company Limited
Registration Date	February 19, 2025
Nature of Business	Buying, selling, and developing real estate (currently not yet operating).
Registration Number	0105568038464



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3.2. Board of Directors as of March 24, 2025

- | | |
|--------------------------------|---------------------|
| 1. Mr. Prakit Apisarnthanrax | Authorized Director |
| 2. Mr. Apirak Apisarnthanarak | Authorized Director |
| 3. Mr. Nattapon Dechwitak | Authorized Director |
| 4. Mr. Uthit Thamwatin | Director |
| 5. Ms. Pavinee Apisarnthanarak | Director |

Remarks: Any two out of three authorized directors must jointly sign.

3.3. Shareholding Structure

Shareholder Structure Before Capital Increase (As of April 4, 2025)

No.	Shareholder	Share Amount	Percentage
1	Promart International Company Limited	100	1.00
2	Prakit Holdings Public Company Limited	100	1.00
3	Mr. Prakit Apisarnthanarak	4,900	49.00
4	Prakit and Associates Company Limited*	100	1.00
5	Mrs. Urairat Apisarnthanarak*	1,000	10.00
6	Mr. Apirak Apisarnthanarak	1,000	10.00
7	Mrs. Supavee Apisarnthanarak*	100	1.00
8	Ms. Pavinee Apisarnthanarak*	1,000	10.00
9	Mr. Anucha Apisarnthanarak*	1,000	10.00
10	Mrs. Piyabhorn Apisarnthanarak*	100	1.00
11	Mr. Jirapol Tangtatsawat	100	1.00
12	Ms. Lalida Tangtatsawat	100	1.00
13	Ms. Ririnda Tangtatsawat	100	1.00
14	Mr. Uthit Thamwatin	100	1.00
15	Mr. Nattapon Dechwitak	100	1.00
16	Mrs. Khoranee Thianthai	100	1.00

Remarks: 1. Mr. Prakit Apisarnthanarak and Mr. Apirak Apisarnthanarak are the Company's Directors and controlling persons of Prakit and Associates Company Limited.

2. Mrs. Urairat Apisarnthanarak is Mr. Prakit Apisarnthanarak's spouse.

3. Mrs. Supavee Apisarnthanarak is Mr. Apirak Apisarnthanarak's spouse.



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4. Ms. Pawinee Apisarntharak is Mr. Prakit Apisarntharak's daughter.
5. Mr. Anucha Apisarntharak is Mr. Prakit Apisarntharak's son.
6. Mrs. Piyabhorn Apisarntharak is Mr. Anucha Apisarntharak's spouse.

Shareholder Structure After Capital Increase

No.	Shareholder	Share Amount	Percentage
1	Promart International Company Limited	200,000	21.05
2	Prakit Holdings Public Company Limited	190,000	20.00
3	Mr. Prakit Apisarntharak	110,000	11.58
4	Prakit and Associates Company Limited*	100,000	10.53
5	Mrs. Urairat Apisarntharak*	50,000	5.26
6	Mr. Apirak Apisarntharak	50,000	5.26
7	Ms. Pavinee Apisarntharak*	50,000	5.26
8	Mr. Anucha Apisarntharak*	50,000	5.26
9	Mr. Jirapol Tangtatsawat	17,000	1.79
10	Ms. Lalida Tangtatsawat	17,000	1.79
11	Ms. Ririnda Tangtatsawat	16,000	1.68
12	Mr. Uthit Thamwatin	50,000	5.26
13	Mr. Nattapon Dechwitak	50,000	5.26

Remarks: 1. Mr. Prakit Apisarntharak and Mr. Apirak Apisarntharak are the Company's Directors and controlling persons of Prakit and Associates Company Limited.

2. Mrs. Urairat Apisarntharak is Mr. Prakit Apisarntharak's spouse.
3. Ms. Pavinee Apisarntharak is Mr. Prakit Apisarntharak's daughter.
4. Mr. Anucha Apisarntharak is Mr. Prakit Apisarntharak's son.

4. General Characteristic of Transaction

4.1. Characteristic of Transaction

This Transaction is an Acquisition of Assets, specifically the ordinary shares in Apisombat Company Limited. Furthermore, the acquisition of Apisombat's newly issued ordinary shares is a transaction between the Company and its related parties, as detailed in sections 2 and 3. Therefore, the transaction is considered a connected 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



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Exchange of Thailand Re: Disclosure of information and other acts of listed companies concerning the Connected Transaction B.E.2546 (include additional Notification).

4.2. Size of Transaction

4.2.1 Connected Transaction

The investment value in the newly issued ordinary shares of Apisombat Company Limited is 18,990,000 baht. When considering this transaction under the regulations concerning connected transactions, the size of this transaction is equivalent to 2.39 percent of the net tangible assets (NTA) based on the Company's consolidated financial statements as of March 31, 2025, which amounted to 793.73 million baht. In the past 6 months prior to this transaction, the Company engaged in a connected transaction, which was the acquisition of 100 ordinary shares of Apisombat from Mr. Prakit Apisarnthanarax, the Company's Chairman, for 10,000 baht, representing a transaction size of 0.001 percent of NTA. Therefore, the total value of the connected transactions amounts to 19,000,000 baht or 2.39 percent of NTA. As this transaction size is over 0.03 percent but less than 3 percent of NTA, or has a value higher than 1 million baht but less than 20 million baht, it is classified as a medium-sized transaction. Consequently, the transaction size requires approval from the Company's Board of Directors and disclosure to the Stock Exchange of Thailand without the need for shareholder approval.

4.2.2 Acquisition of Assets

<u>Details of Net Tangible Assets (NTA) Calculation</u>		Unit : Baht
Total Assets		1,275,684,651
(Minus) Intangible Assets		15,130,612
(Minus) Total Liabilities		466,591,874
(Minus) Non-controlling Interests		231,492
Net Tangible Assets (NTA)		793,730,673
Profit (Loss) Attributable to Owners of the Company		(13,288,629)
Value of Consideration		19,000,000

Remarks : The Company's consolidated financial statements as of March 31, 2025, audited by Mr. Thanakorn

Fakfaipol, CPA no. 4879, Bunchikij Company Limited.



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Details of Transaction Size Calculation according to the notifications regarding acquisition or disposal of assets:

Calculation Basis	Transaction Size
1. Net Tangible Asset Value	2.39%
2. Net Profit	N/A
3. Total Value of Consideration	1.49%
4. Capital Share Value	N/A

Based on the calculation of the asset acquisition transaction size as detailed above, the transaction has a maximum size of 2.39 percent according to the asset value criteria, with a size value lower than 15 percent according to the transaction size calculation criteria. Therefore, this transaction does not fall under the criteria requiring the Company to disclose information or take any action in accordance with the regulations regarding the acquisition or disposal of assets.

5. Payment Terms

The determined price for the sale and purchase of Apisombat's ordinary shares is in accordance with the par value of the ordinary shares, which is 100 baht per share. The Company will pay the full amount in cash, totaling 18,990,000 baht, by May 31, 2025.

Source of Funds Used: The Company's working capital.

6. Expected Benefits from Entering into the Transaction

In accordance with the Company's policy of diversifying investments across various businesses, the real estate business, particularly land, is an asset expected to increase in value over the long term. This transaction represents an expansion of the Company's investment in the real estate business, with the aim of generating long-term returns for the Company and its shareholders.

7. Opinion of the Board of Directors on the Transaction

Board of Directors has considered various information and the opinion of the Audit Committee regarding this transaction, with primary consideration for the Company's best interests. The Board considers entering into this connected transaction is reasonable and beneficial for expanding investment into diverse businesses, thereby enhancing the long-term stability of the Company's business. Therefore, the Board of Directors unanimously resolved to approve the aforementioned connected transaction. It is noted that the directors with a conflict of interest in this connected transaction did not attend the meeting and had no voting rights on this agenda item.



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8. 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 Apisanthanarax)

Chairman