

No 028/2024

November 12, 2024

Subject : Approval for the acquisition of ordinary shares of E- Commerce Digital Thai Holding Co., Ltd. from I.D.F. Co., Ltd., considered to be a connected transaction.

To : The President,  
The Stock Exchange of Thailand

The Resolution of the Board of Directors meeting no.7 (Board#31) of Saha Pathanapibul Public Company Limited held on November 12, 2024, approved the Company's acquisition of 380,000 shares, equivalent to 19.00% of the registered capital, in E-Commerce Digital Thai Holding Co., Ltd. from I.D.F. Co., Ltd. This transaction is classified as a connected transaction, as follows:

1. Date of the Transaction : Within November 2024

2. Parties Involved

- Buyer : Saha Pathanapibul Public Co., Ltd.
- Seller : IDF Co., Ltd.
- Relationship : Mr. Boonsithi Chokwatana is a director and major shareholder in IDF Co., Ltd.

3. General characteristics of the transaction :

- Transaction Type : Acquisition of assets from a related party. In the scope of connected transaction under the Notification of the Capital Market Supervisory Board Re: Rules for Connected Transaction under the class of transaction related to asset or services with a value greater than THB 1 million but less than THB 20 million or more than 0.03% but less than 3% of NTA, whichever is higher. The NTA of the Company as of 30 June 2024 is approximately THB 810.58 million, so the transaction exceeds the threshold requiring Board approval and disclosure to the Stock Exchange of Thailand without the need for shareholders' approval.

- Transaction volume : Applicable to the regulation regarding the acquisition of a listed company's assets. When taking into account transactions in the past 6 months, the size of the transaction is not more than 15% of the total value of compensation and, therefore, is not required to be disclosed to the Stock Exchange of Thailand in accordance with the criteria for making significant transactions that are considered to be the acquisition or disposition of assets of the listed company.

4. Details of Transaction :

Ordinary shares of E-Commerce Digital Thai Holding Co., Ltd.

- Type of business : Investment in E-Commerce businesses
- Registered Capital : THB 200,000,000, divided into 2,000,000 shares at a par value of THB 100 per share
- Purchased Shares : 380,000 shares
- Share purchase price per share : 100 THB
- % holding before transaction : -
- % holding after transaction : 380,000 shares represent 19% of the registered capital

5. Total value of transaction :

The purchase of 380,000 ordinary shares in E-Commerce Digital Thai Holding Co., Ltd. represents 19.00% of the registered capital, at a price of THB 100 per share (with a book value of THB 101.71 per share as of 30 September 2024), totaling THB 38,000,000.

6. Purpose of the Purchase : To invest in a company engaged in investment and e-commerce businesses, which will serve as the e-commerce infrastructure for the Saha Group in the future, and to receive returns in the form of dividends.

7. Directors with a conflict of interest are as follows:

Mr. Boonsithi Chokwatana and Mr. Thamarat Chokwatana did not cast their votes at the meeting.

8. Opinions of the Board of Directors : Agrees to approve the purchase of ordinary shares in E - Commerce Digital Thai Holding Co., Ltd., as detailed above, to invest in a company engaged in investment and e-commerce business, which will provide future e-commerce infrastructure for the Saha group.

9. Opinions of Independent Committee and/or Directors significant different : - None –

Please be informed accordingly.

Yours Sincerely

(Mr. Vathit Chockwatana , Mrs. Chailada Tantivejakul)

Directors