



# บริษัท ไทยเซ็นทรัลเคมี จำกัด (มหาชน)

## THAI CENTRAL CHEMICAL PUBLIC COMPANY LIMITED

21/35-46 อาคารไทยวา 1 ชั้น 14 -16 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพฯ 10120

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(Translation)

No. 046/2558

11 August 2015

Subject Disclosure of Connected Transaction

To President

The Stock Exchange of Thailand

Thai Central Chemical Public Company Limited (“the Company”) would like to disclose the resolution of the Corporate Board Meeting No. 4/2558 held on 11 August 2015 in relation to connected transaction. In the Meeting, the Corporate Board approved renewal of the land lease and entering into the Service Agreement in relation to such lease between the Company and N.I.M. Co., Ltd. (“NIM”) as the following detail.

### 1. Date Month Year of the transaction

On 11 August 2015, the 4/2558 Corporate Board Meeting approved renewal the Land Lease Agreement and entering into the Service Agreement with NIM. The Land Lease Agreement shall be effective since 1 September 2015 until 31 December 2017 with the option to extend the lease term for 2 years. The Service Agreement shall be an integral of the Land Lease Agreement and shall be effective in accordance with the term of the Land Lease Agreement.

### 2. The related parties and relationship of the listed company

2.1 For the Land Lease Agreement, the Lessor is the Company and the Lessee is NIM.

2.2 For the Service Agreement, the Service Provider is the Company and the User is NIM.

The Company holds share in NIM at 51% of NIM’s registered capital. The Company and NIM have the same directors which are Mr. Kyosuke Sasaki and Mr. Suvij Suvaruchiporn. The Company’s Executives who hold directorship in NIM are Mr. Somruk Likitcharoenphan and Mr. Tadahiko Sugio.

### 3. General characteristics of the transaction

3.1 For the Land Lease Agreement, the Company rent the area within Phrapradaeng plant site, Samut Prakan Province, at the total area of 22,971 square meters to NIM for operation of chemical tank. The lease fee amounts to THB 9,188,400 per year which is the market price appraised by the independent appraisal firm.

3.2 For the Service Agreement, the Company provides services in relation to such lease, namely, jetty service, cargo unloading service and utilities services, such as, electricity, water and waste disposal. The Company charges jetty fee and cargo unloading fee based on the rate specified by Marine Department. The utilities fee

has been charged in accordance with the actual cost. The total service fee according to the Service Agreement is estimated at THB 7,412,000 per year.

#### 4. Transaction size and calculation of the transaction size

The total transaction size of both Land Lease Agreement and the Service Agreement amounts to THB 71,935,066 (calculated based on term of the agreement including 2 year extension option: 4 year and 4 months in total)

Both agreements are categorized as the Connected Transaction: Transaction regarding Assets and Service. When compared with the Net Tangible Asset amount of the Company according to the financial statements as of 30 June 2015 (THB 6.98 billion), the transaction size is 1.03% of such Net Tangible Asset. Therefore, it is categorized as the transaction which is greater than 0.03% but less than 3% of the Net Tangible Asset amount which requires the Corporate Board approval and needs to be disclosed to the SET. The Company has completed such requirement.

#### 5. Absent from voting of the related person

In the Corporate Board Meeting to approve this transaction, the related person did not vote in such agenda.

#### 6. The Board opinion

The transaction is renewal of the land lease and to use the service in relation to such lease which is considered as maximized utilization of the Company's asset. The Company shall gains return in form of rental fee and services fee while NIM shall have a good business location which is convenient for cargo unloading and, as well, can be able to enjoy services in relation to such lease, namely, jetty service, cargo unloading service and utilities services. The fee calculation is transparent and fair, namely, the rental fee has been appraised by an independent appraisal firm and the services fee can be referred from the rate specified by the governmental agency. Therefore, the Corporate Board approved this transaction.

Please be informed accordingly.

Sincerely yours,

(Mr. Kyosuke Sasaki)

President