



บริษัท ไทยเซ็นทรัลเคมี จำกัด (มหาชน)
THAI CENTRAL CHEMICAL PUBLIC COMPANY LIMITED

ห้อง 801-806, 809-810 ชั้น 8 มิตรทาวน์ ออฟฟิศ ทาวเวอร์ 944 ถนนพระราม 4 แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330
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ทะเบียนเลขที่ บมจ. 0107536000277 REG. No. 0107536000277

(Translation)

No. 074/2563

16 November 2020

Subject Ratification of the 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.7/2020 held on 16 November 2020 that the Corporate Board meeting resolved to ratify the connected transaction between the Company and Thanathep Group as the following details.

Date Month Year of the transaction	From 11 September 2020 to 5 November 2020
Parties	Seller Thai Central Chemical PCL (“the Company”) Buyer Thanathep Group (“Thanathep Group”) comprises of 1. Thanathepthong Company Limited 2. Thanatheptanwa Company Limited 3. Thanatheptaewa Company Limited 4. Thanathepthanuthong Company Limited 5. ThanathepsarndinThai Company Limited 6. Pomsawanchemical Company Limited
Details of the transaction	The Company sold chemical fertilizer for tobacco to Thanathep Group to be distributed to its customer in the several provinces by its subsidiaries. There were many orders happened between 11 September 2020 and 5 November 2020. The total sale worth THB 78,838,470. The prices and the sale conditions, for example, credit term or delivery, were in accordance with the standard prices and sale conditions which the Company proposed to the other customers. This transaction is a normal business transaction with general trading condition.



The Related Person	<p><u>The Company</u></p> <p>Mr. Ek-rit Boonpiti holds a directorship.</p> <p><u>Thanathep Group</u></p> <ol style="list-style-type: none">1. Thanathepthong Company Limited Mr. Ek-rit Boonpiti holds a directorship and 99.98% of shareholding.2. Thanatheptanwa Company Limited Mr. Ek-rit Boonpiti holds a directorship and 99.98% of shareholding.3. Thanatheptaewa Company Limited Mr. Ek-rit Boonpiti holds a directorship and 99.98% of shareholding.4. Thanathepthong Company Limited Mr. Ek-rit Boonpiti holds a directorship and 99.98% of shareholding.5. ThanethepsarndinThai Company Limited Mr. Ek-rit Boonpiti holds a directorship and 99.98% of shareholding.6. Pomsawanchemical Company Limited Mr. Ek-rit Boonpiti holds a directorship and 99.98% of shareholding.								
Size of the transaction	<p>Such transaction is considered as a connected transaction, Type 1, Normal Business Transaction according to the Notification of the Capital Market Supervisory Board No. TorJor 21/2551 re: Rules relating to connected transaction and the SET Notification re: Disclosure of information and the conduct of the listed company in related party transaction B.E. 2546. The total size of the transaction can be calculated as follows.</p> <p>The Net Tangible Asset (“NTA”) is calculated from the consolidated financial statement ending 30 September 2020 and the size of the transaction is calculated as follows.</p> <table border="1" data-bbox="592 1608 1334 1821"><thead><tr><th></th><th>Unit : Million baht</th></tr></thead><tbody><tr><td>NTA</td><td>11,998.8</td></tr><tr><td>0.03% of NTA</td><td>3.6</td></tr><tr><td>3% of NTA</td><td>360.0</td></tr></tbody></table> <p>Considering the value of the transaction at THB 78.8 million, it is greater than 0.03% of NTA but less than 3% of the NTA. Therefore, this transaction is a medium size transaction which shall be proposed to the Corporate Board for ratification and disclosed to the SET.</p>		Unit : Million baht	NTA	11,998.8	0.03% of NTA	3.6	3% of NTA	360.0
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Reason and necessity	<p>1. It is an urgent transaction as Thanathep Group shall propose and distribute the goods to its customer within the cultivated season around August 2020 onward. Hence the Company has entered into the transaction and propose the Corporate Board to ratify this transaction afterward.</p> <p>2. The prices and sale conditions are in accordance with the standard process and conditions which the Company offers to other customers. There is no transfer of unfair benefit to the related person.</p> <p>3. The Company can decrease burden regarding the sale i.e. making a quotation, communication, delivery of goods, collection of the payment, to many customers in several provinces. Thanathep shall be responsible for these burdens.</p>
Attendance and vote of the director having conflict of interest / the related person	Mr. Ek-rit Boonpiti, the director having conflict of interest / the related person, was not in the meeting and did not vote on this agenda.
Opinion of the Board	Agreed to ratify the transaction.

Please be informed.

Sincerely yours,

(Mr. Yoshihiro Tamura)

President

Company Secretary Tel. 0-2639-8888 ext. 8909