

(“Translation”)

RATCH 415/2020

22 December 2020

Subject: The Entering into a Connected Transaction of a Subsidiary

Attention: President of the Stock Exchange of Thailand

RATCH Group Public Company Limited (the “Company”) would like to inform the Stock Exchange of Thailand regarding the entering into a connected transaction between Hin Kong Power Company Limited (“HKP”), an indirect subsidiary in which the Company held a 51 per cent stake, and Electricity Generating Authority of Thailand (“EGAT”), the Company’s major shareholder at the proportion of 45 percent. Such connected transaction is considered as a normal business support transaction with general trading conditions. The details are as follows:

1. Date of the Transaction and Parties Involved

1.1 Date of the Transaction: Around January 2021

1.2 Name of Contract: Owner’s Engineer Services

1.3 Parties Involved:

Employer: Hin Kong Power Company Limited

Employee: Electricity Generating Authority of Thailand

2. General Description of the Transaction

HKP hires EGAT as the Owner’s Engineer during the Post Notice to Proceed (“Post-NTP”) period under the Owner’s Engineer Services Agreement. The contract value is Baht 46 million (excluding VAT) for the period of 43 months after HKP send Notice to Proceed to EGAT.

3. Transaction Size

The transaction size is 0.08 per cent of the Company’s Net Tangible Asset (“NTA”) according to the consolidated financial statement as at 30 September 2020 (Baht 56,446.35 million). Therefore, it is classified as “moderate significant transaction” due to its total value that is greater than 0.03 per cent but not exceeding 3 percent of the Company’s NTA.

4. The Board of Directors’ and the Audit Committee’s Opinion

The Company’s Board of Directors, at the Meeting No. 12/2020 held on 22 December 2020 approved such connected transaction as agreed by the Company’s Audit Committee after having duly considered the substances in the Agreement and dissolved that the Agreement is appropriate and conducted for the optimum benefit of the Company.

In this regard, the directors representing EGAT, the Company’s major shareholder who is the connected person, were not present and had no rights to cast their votes in the agenda of this transaction.

Such transaction does not require the disclosure of information according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions 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 Connected Transactions 2546 (B.E.). However, this disclosure is done for the Company’s transparency.

Please be informed accordingly.

Sincerely yours,

(Mr. Kijja Sripatthangkura)
Chief Executive Officer

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