



[ENGLISH TRANSLATION]

No. ELCID/SE/001/2021

23 February 2021

Subject: Notification on the Board of Directors' Meeting Resolutions Concerning Financial statements, Auditor Appointment, Election of Directors, Directors' remuneration, Acquisition and Connected Transactions, Declaration of Dividend Payment, Capital Increase, Amendment of Memorandum of Association, Allotment of Newly Issued Ordinary Shares for Capital Increase, and Convening of the Annual General Meeting of Shareholder for the year 2021

To: President
The Stock Exchange of Thailand

- Enclosures:
1. Information Memorandum on Acquisition of Assets and Connected Transaction of SiamEast Solutions Public Company Limited for entering into share acquisition in Kessel (Thailand) Co., Ltd.
 2. Information Memorandum Regarding Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to Their Shareholding of SiamEast Solutions Public Company Limited
 3. Capital Increase Report Form (F53-4)

The Board of Directors of SiamEast Solutions Public Company Limited ("the Company") in its meeting No. 1/2021 held on 23 February 2021, has passed the following resolutions:

1. It is approved to propose for approval at the Annual General Meeting of Shareholders to consider and approve the Company's financial statements for the fiscal year ending 31 December 31 2020, audited by certified public accountant.



2. It is approved to propose for approval at the Annual General Meeting of Shareholders to consider and approve the auditor appointment and audit remuneration yearly 2021 which propose auditors of D I A International Limited Company are the auditor of the Company for 2021 at THB 1,000,000, any one of them as following will be chosen to audit and express an opinion to the financial statements.

- | | | |
|----|------------------------------|-----------------|
| 1. | Miss Suphaphorn Mungjit | CPA number 8125 |
| 2. | Mrs. Suvimol Chrityakierne | CPA number 2982 |
| 3. | Miss Somjittana Pholhirunrat | CPA number 5599 |

3. The Board (exclusive of those with vested interests on this matter) agreed with the proposal made by the Nomination and Compensation Committee, to propose for approval at the Annual General Meeting of Shareholders to re-elect the three to retire by rotation in 2021 to retain office for another term as follows:

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|----|-------------------------|---------------------------------|
| 1. | Dr. Thanachart Numnonda | Director / Independent Director |
| 2. | Mrs. Chanchira Smakthai | Director / Independent Director |

It is agreed with the proposal made by the Nomination and Compensation Committee, to propose for approval at the Annual General Meeting of Shareholders to elect an additional new director as follows:

- | | | |
|----|--------------------------|----------|
| 1. | Mr. Aniwat Savangnaitham | Director |
|----|--------------------------|----------|

4. The Board agreed with the proposal made by the Nomination and Compensation Committee, to propose for approval at the Annual General Meeting of Shareholders for the remuneration for the year 2021 to the Board of Directors and the sub-committees as follows:

Compensation		2020	2021
<u>Meeting Allowance for the Board of Directors</u>			
-	Chairman of the Board (THB/meeting)	15,000	15,000
-	Members of the Board (THB/person/meeting)	10,000	10,000
<u>Meeting Allowance for Audit Committee</u>			
-	Chairman of the Audit Committee (THB/meeting)	12,000	12,000
-	Members of the Audit Committee (THB/person/meeting)	10,000	10,000
<u>Monthly Allowance for Audit Committee</u>			
-	Chairman of the Audit Committee (THB/month)	28,000	28,000



- Members of the Audit Committee (THB/person/ month)	20,000	20,000
<u>Meeting Allowance for Recruitment and Remuneration Committee</u>		
- Chairman of the Recruitment and Remuneration Committee (THB/meeting)	12,000	12,000
- Members of the Recruitment and Remuneration Committee (THB/person/meeting)	10,000	10,000
However, Miss Nitkamon Wongpipat, the Company's Director, expressed her intention at the meeting to withdraw her rights from receiving remuneration as a Member of the Recruitment and Remuneration Committee.		
<u>Other rights and benefits</u>	None	None

5. It is approved to propose for approval at the Annual General Meeting of Shareholders to consider and approve the dividend payment for the fiscal year 2020 by stock dividend payment totaling 24,000,000 shares or equivalent to the ratio of 10 of existing shares to 1 new share (calculation based on the number of the Company's issued and paid-up shares as of 23 February 2021 at 240,000,000 shares), or at the rate of THB 0.50 per share or equivalent to THB 12,000,000. In addition, to consider and approve the dividend payment by cash dividend for covering the withholding tax for stock dividend payment at the rate of THB 0.05 per share for 240,000,000 shares, or equivalent to THB 1,200,000. The dividend payment shall be made on 14 May 2021, and the Record date for the right to receive dividends is scheduled on 15 March 2021. However, the granting of the rights of the company is uncertain subject to the approval from the shareholders' meeting approval
6. It is approved to propose for approval at the Annual General Meeting of Shareholders to consider and approve the acquisition of assets, which are ordinary shares of Kessel (Thailand) Co., Ltd. (hereinafter referred as to "Business" or "KESSEL") by purchasing 73,826 ordinary shares, equivalent to 92.2825 percent of the total registered and paid-up shares from the former shareholders, namely, (1) PPM Engineering Co., Ltd. ("PPM") of 73,820 ordinary shares, (2) Miss Orasa Vimolchalao of 5 ordinary shares, and (3) Mr. Sittichai Leekasem of 1 ordinary share, collectively referred to as (the "Sellers") This transaction is considered as the acquisition of assets from a listed company pursuant to the Notification



of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) on Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 and its Amendment Issue; and the Notification of the Stock Exchange of Thailand on Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets, B.E. 2547 (2004) dated October 29, 2004 ("Notification of Assets Acquisition or Disposition") of which the size of the calculated transaction is exceeding 50 percent and is subject to issuing circulation letter to inform the shareholders.

In addition, the abovementioned investment is considered as connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) on Rules on Connected Transactions dated August 31, 2008 and its Amendment; and the Notification of the SET's Board of Governors on Disclosure of Information and Other Acts of Listed Companies on Connected Transactions B.E. 2546 (2003) ("Notification of Connected Transaction ") due to the fact that PPM and the Company have the same majority shareholders and Directors. Upon the calculation of the size of connected transaction, it appears that the size of connected transaction is exceeding 50 percent of Net Tangible Assets ("NTA"), as shown in the consolidated financial statements of the Company as of 31 December 31, 2020. In light of the foregoing, the Company is liable to proceed the followings:

1. Disclose information concerning a shares acquisition to the Stock Exchange of Thailand ("SET") per Notification of Connected Transaction, of which the details appeared in Enclosure 1 (Information on Acquisition of Assets and Connected Transaction of SiamEast Solutions Public Company Limited for entering into share acquisition in Kessel (Thailand) Co., Ltd.)
2. Convene the Shareholders' Meeting to consider and approve the shares acquisition with affirmative vote of not less than three-fourths of the total number of voting rights of the shareholders attended the meeting by excluding the votes of Miss Orasa Vimolchalao, and Mr. Sittichai Leekasem, who have conflict of interest, in the agenda related to shares acquisition. However, Mr. Krirk Leekasem is entitled to vote in the general meeting of shareholders to consider such matter subject to the condition that he is not under the influence or control of Miss Orasa. Vimolchalao and Mr. Sittichai Leekasem that will cause independence in voting whether to enter into the transactions, including not receiving any benefits from agreeing to enter into the transactions either directly or indirectly pursuant to the legal opinion of the legal advisor.



3. Appoint an Independent Financial Advisor (IFA) to provide an opinion on shares acquisition, including submission of the said opinion to the Securities and Exchange Commission, the Stock Exchange of Thailand and the shareholders. In this case, the Company hereby appointed Discover Management Company Limited as its IFA to provide an opinion and perform any actions related to shares acquisition as determined in the Notification of Connected Transaction.
4. To this end, authorized directors, or persons designated by authorized directors will be appointed and authorized to (a) determine, amend, and add other details necessary for, and regarding, the allotment of this transaction as they consider appropriate; (b) communicate, negotiate, enter, sign, and amend, agreements in connection with the transaction; (c) enter, sign, amend and execution applications for permission, notices, and evidence necessary for, and in connection with the transaction and to do anything necessary and relevant to ensure the successful of the transaction to comply with the law and/or related regulations subject to the condition that the Shareholders' Meeting has approved the acquisition of assets in question.
7. It is approved to propose for approval at the Annual General Meeting of Shareholders to consider and approve increase of the Company's registered capital as follows:
 1. Increase of the Company's registered capital of THB 12,000,000 from THB 120,000,000 to THB 132,000,000 by issuing newly issued ordinary shares of 24,000,000 shares at par value of THB 0.50 per share to reserve for stock dividend payment; and
 2. Increase of the Company's registered capital of THB 180,000,000 from THB 132,000,000 to THB 312,000,000 by issuing newly issued ordinary shares of 360,000,000 shares at par value of THB 0.50 per share to reserve for offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (right offering) **to use the funds which have been receiving from offering of newly issued ordinary shares to make** the payment of shares acquisition in Kessel (Thailand) Co., Ltd., subject to the condition that the Shareholders' Meeting has approved the acquisition of assets in question.



Combining both parts, it was proposed to the shareholders' meeting to consider and approve the increase in the Company's registered capital of THB 192,000,000 from THB 120,000,000 to THB 312,000,000 by issuing 384,000,000 newly issued ordinary shares at the par value of THB 0.50 per share.

8. It is approved to propose for approval at the Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's capital increased.
9. It is approved to propose for approval at the Annual General Meeting of Shareholders to consider and approve the allotment of newly issued ordinary shares not exceeding 384,000,000 shares by issuing newly issued ordinary shares of 384,000,000 shares at par value of THB 0.50 per share. The Company shall allot newly issued ordinary shares in two categories:

Category 1 Allot newly issued ordinary shares not exceeding 24,000,000 shares for stock dividend payment at the ratio of 10 existing shares to 1 newly issued ordinary shares totaling THB 12,000,000 or equivalent to a stock dividend at the rate of THB 0.05 per share. In the event that there is any fraction of stock dividend after the allocation, the Company shall pay cash dividends for those fractions in lieu of stock dividend at the rate of THB 0.05 per share.

The allotment of newly issued ordinary shares for stock dividend payment in category 1 shall be excluded from the allotment of newly issued ordinary shares to existing shareholders in proportion to their shareholding (right offering) in category 2, in which the Company shall register the paid-up capital increase with the Department of Business Development, the Ministry of Commerce with May 2021. However, the determination of such rights is still uncertain and subject to the approval from the Ordinary General Meeting of Shareholders.

Category 2 Allot newly issued ordinary shares not exceeding 360,000,000 shares for offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (right offering) for the payment of shares acquisition in Kessel



(Thailand) Co., Ltd. at the ratio of 2 existing shares to 3 newly issued ordinary shares, any fraction shall be discarded. In this regards, the existing shareholders are entitled to subscribe shares in excess of their rights in which the excess subscribed shares will be allotted to the shareholders who subscribe shares in excess of their rights after newly issued ordinary shares have been allotted to all shareholders who subscribe shares as per their rights in first round.

- 1) In case the number of residual newly issued ordinary shares is more than or equal to number of newly issued ordinary shares which have been subscribe in excess. The Company will allot newly issued ordinary shares in full to all shareholders who state their intention to subscribe shares in excess of their rights and has paid in full amount.
- 2) In case the number of the residual newly issued ordinary shares, are less than number of newly issued ordinary shares which have been subscribe in excess
 - 2.1) The Company will allot the residual newly issued ordinary shares to the shareholders who subscribe shares in excess of their rights after newly issued ordinary shares have been allotted to all shareholders who subscribe shares as per their rights in first round by way of multiply by the remaining shares. The result of the calculation is equal to the subscribed number of shares, any fraction shall be discarded. However, the number of shares to be allocated must not exceed the number of shares that each shareholder has subscribed and made the full payment of the subscription price.
 - 2.2) In the event that there are remaining shares after the allocation under 2.1), the Company will allot the remaining shares to those subscribers in excess of their rights, which has not been allocated in proportion to the original shareholding portion of the person who subscribes in excess of their rights, any fraction shall be discarded. However, the number of shares to be allocated must not exceed the number of shares that each shareholder has subscribed and made the full payment of the subscription price according to the method in this clause until there are no shares remain from the allocation.



In the event that the allocation of shares in excess of rights shall not result in any subscribe allotted shares and reach or cross the point that need to make a tender offer pursuant to the law and relevant regulations.

The recording date for the Right Offering for the shareholders who are entitled to subscribe of newly issued ordinary shares is scheduled for 10 May 2021 and the subscription date for newly issued ordinary shares offered to existing shareholders in proportion to their shareholding is scheduled from 7 June 2021 until 11 June 2021 totaling 5 business days respectively, in which the Company shall register the paid-up capital increase with the Department of Business Development, the Ministry of Commerce within 14 days after the date on which the Company receives payment from the shares being offered under the Right Offering. However, the determination of such rights is still uncertain and subject to the approval from the Ordinary General Meeting of Shareholders.

In this regards, the executive board of directors and/or person authorized by board of director is authorized to conduct various matters relating to offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), including but not limited to:

- 1) Specifying or amendment the terms and conditions and details relating to offering of newly issued ordinary shares (Right Offering) including the following:
 - 1.1) Amount of newly issued ordinary shares offered to existing.
 - 1.2) The recording date for the Right Offering for the shareholders who are entitled to subscribe of newly issued ordinary shares.
 - 1.3) Proportion of the Right Offering (Offering ratio of existing shares to newly issued ordinary share)
 - 1.4) Offering price and the calculation of the offering price for the Right Offering
 - 1.5) Allocation methods for shares in excess of the rights
 - 1.6) Subscription period and subscription payment of the Right Offering and terms and conditions and details relating to offering of newly issued ordinary shares (Right Offering)



- 2) To Negotiate, prepare, sign, and/or amend relevant documents and agreements including perform any action that is necessary and appropriate and relating to offering of the Company's newly issued ordinary shares.
 - 3) To execute, enter, sign, and amend applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the allotment of these ordinary shares of the Company including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and listing the ordinary shares on the stock exchange; and do anything necessary and relevant to ensure the successful allotment of the ordinary shares of the Company.
 - 4) To appoint and assign any person to act the attorney-in-fact to perform anything necessary for, in connection with the foregoing matters.
10. To set date for an Annual General Meeting of Shareholders No. 1/2021 will be held will be held on 29 April 2021 at 9:30 a.m. at Room No. MR 211, 2nd Floor, Bangkok International Trade & Exhibition Centre, Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok, by setting the record date on 15 March 2021 to determine the list of shareholders who have the right to attend the meeting (Record date) to consider the following agendas:
- | | |
|----------|---|
| Agenda 1 | Chairman's Report |
| Agenda 2 | To consider and certify the Minutes of the Annual General Meeting of Shareholder No. 1/2020 |
| Agenda 3 | To consider and certify the Company's annual report and the board of directors' report of the work done for the period of 2020. |



- Agenda 4 To consider and approve the Company's balance sheets, profit and loss statements for the fiscal year 2020 which have been audited by the auditor of the Company ended 31 December 2020.
- Agenda 5 To consider and elect the directors in replacement of those retiring by rotation, and the election of an additional new director.
- Agenda 6 To consider and approve the remuneration for the year 2021 to the Board of Directors and the Sub-Committees.
- Agenda 7 To consider and appoint the auditor and fix the auditing fee for the year 2021.
- Agenda 8 To consider and approve the acquisition of assets in the ordinary shares of Kessel (Thailand) Co., Ltd. (KESSEL), which is connected transaction of the Company.
- Agenda 9 To consider and approve the allocation of profit and dividend payment.
- Agenda 10 To consider and approve the increase in the Company's registered capital of THB 192,000,000 from THB 120,000,000 to THB 312,000,000 by issuing 384,000,000 newly issued ordinary shares at the par value of THB 0.50 per share.
- Agenda 11 To consider and approve the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's capital increased.
- Agenda 12 To consider and approve the allocation of newly issued ordinary shares not exceeding 384,000,000 shares.
- Agenda 13 Other Business (if any).

Please be informed accordingly.

Yours sincerely,

SiamEast Solutions Public Company Limited.

Mr. Kirk Leekasem

Authorized Director

Deputy Chief Executive Officer

[English Translation]

Information Memorandum on Acquisition of Assets and Connected Transaction
of SiamEast Solutions Public Company Limited
for entering into share acquisition in Kessel (Thailand) Co., Ltd.

23 February 2021

According to the Board of Directors meeting of SiamEast Solution Public Company Limited (“SE” or “Company”) No. 1/2564, which was held on 23 February 2021, has passed a resolution to propose to the Shareholders' meeting to consider approving the acquisition of shares in Kessel (Thailand) Co., Ltd. (“KESSEL”) in the amount of 73,826 ordinary shares or representing 92.28 percent of all paid-off shares in KESSEL at the price of THB 3,521.79 per share, the total value of THB 260 Million from (1) PPM Engineering Company Limited (“PPM”) of 73,826 ordinary shares, (2) Miss Orasa Vimolchalao of 73,826 ordinary shares, and (3) Mr. Sittichai Leekasem of 1 ordinary share (Collectively referred to as “the Sellers”)

Therefore, the execution of such transaction is regarded as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. Tor.Jor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (as amended) 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 or Disposition of Assets B.E. 2547 (2004) date 29 October 2004 (as amended) (the “Notifications on Acquisition or disposal of Assets”) which must be calculated according to various prescribed criteria and apply the maximum value calculated from one of the criteria. Based on the Company’s financial statement for the period ended December 31, 2020, showed that the highest transaction value is equal to 71.84 percent which is more than 50 percent but lower than 100 percent according to the criteria of net profit on operating, as such, this is regarded as a transaction in type 1. Therefore, the Company is required to disclose the information memorandum on such transaction to the Stock Exchange of Thailand (“SET” or “Stock Exchange”) and must have approval for such acquisition of assets from the Shareholders’ meeting with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders.

Furthermore, the Company and KESSEL having jointly major shareholder and director which the jointly major shareholder is Miss Orasa Vimolchalao, who is the connected person between SE and KESSEL according to the criteria specified in the announcement of connected transactions. As Miss Orasa Vimolchalao is the major shareholder of SE, holding the share in the amount of 95,796,400 shares or representing 39.92 percent of all paid-

off shares in the Company and also the major shareholder of PPM, holding the share in the amount of 149,998 shares or representing 99.99 percent of all paid-off share in PPM, together with the one the shareholders of KESSEL the share in the amount of 5 shares or representing 0.01 percent of all paid-off share in KESSEL. For the director of the Company and PPM, there are two joint directors which are Miss Orasa Vimolchalao and Mr. Sittichai Leekasem.

No.	List	Position in SE ^{1/}	The proportion of holding a share in SE (%) ^{1/}	Position in PPM ^{2/}	The proportion of holding a share in PPM (%) ^{1/}	Position in KESSEL ^{3/}	The proportion of holding a share in KESSEL (%) ^{2/}
1	Miss Orasa Vimolchalao	Director	39.92	Director	99.99	Director	0.01
2	Mr. Sittichai Leekasem	Director	0.01	Director	0.01	Director	0.01

Remark: 1/ on 27 May 2020

2/ on 29 January 2021

3/ on 22 February 2021

Therefore, such transaction is regarded as a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 Re: Rules on Connected transactions and the Notification of the Board of Governors of the Stock Exchanged of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003). The size of the transaction is equal to 71.14 percent of the Company's net tangible assets (NTA) as calculated per the Company's financial statements which had been reviewed by the auditor for the period ending December 31, 2020.

The details of such transaction are as follow:

1. **Date/Month/Year of the Transaction**

Such transaction will occur within 3 months after obtained approval of the acquisition of assets and connected transaction from the Shareholder's meeting for year B.E. 2564 (2021) which shall be held on 29 April 2021.

2. Related Parties

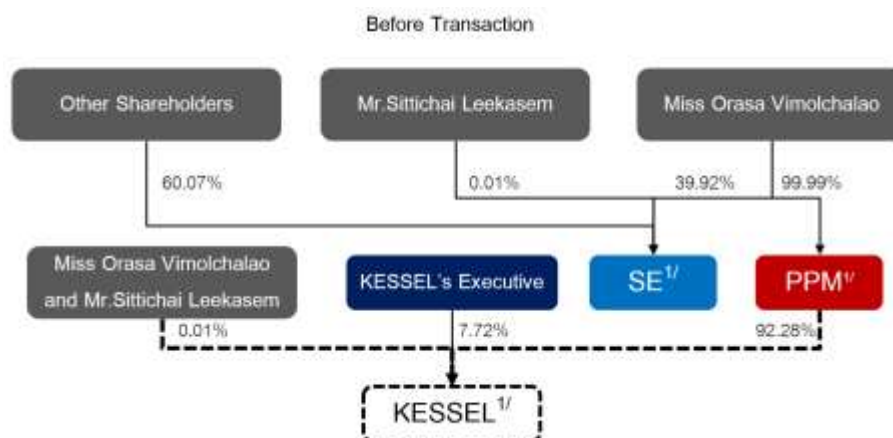
Buyer	:	Siameast Solution Public Company Limited
The Sellers	:	PPM Engineering Company Limited Miss Orasa Vimolchalao Mr. Sittichai Leekasem
Relationship	:	Miss Orasa Vimolchalao and Mr. Sittichai Leekasem is the connected person of SE and KESSEL according to the criteria specified in the announcement of connected transactions.

3. General Description, Type and Value of the Transaction

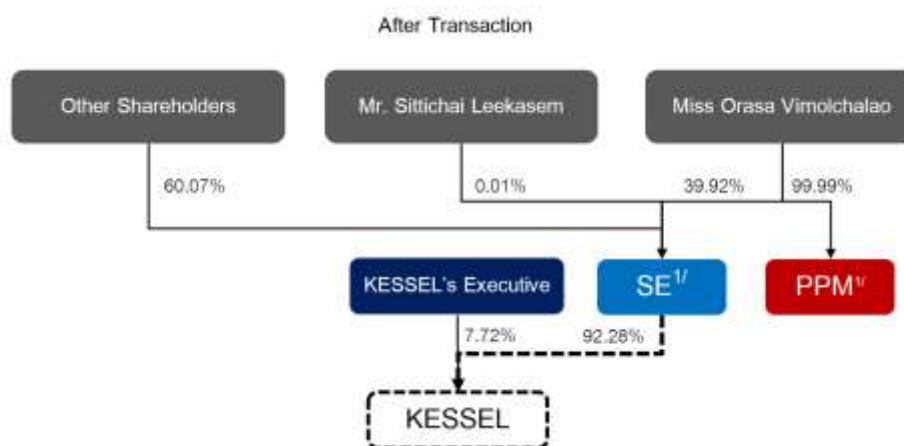
3.1 General Description

The Company wishes to acquire the share in KESSEL in the amount of 73,826 shares or representing 92.28 percent of all paid-off share in KESSEL at the price of THB 3,521.79 per share, the total value of THB 260 Million from the Sellers paying by cash, which has Miss Orasa Vimolchalao and Mr. Sittichai Leekasem is the connected person of SE and KESSEL according to the criteria specified in the announcement of connected transactions.

Structure of Holding Share in KESSEL Before the Transaction



Structure of Holding Share in KESSEL After the Transaction



3.2 Calculation of the transaction size

3.2.1. Transaction Size of Acquisition of Assets

Such transaction is regarded as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. Tor.Jor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008, and as amended, 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 or Disposition of Assets B.E. 2547 (2004) date 29 October 2004 which must be calculated according to various prescribed criteria and apply the maximum value calculated from one of the criteria. Based on the Company's financial statement for the period ended 31 December 2020, showed that the highest transaction value is equal to 71.84 percent which is more than 50 percent according to the criteria of net profit on operating, as such, this is regarded as a transaction in type 1. Therefore, the Company is required to disclose the information memorandum on such transaction to the Stock Exchange and must have approval for such acquisition of assets from the Shareholders' meeting with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders.

The calculation of the transaction size of the acquisition of assets has details as follow:

- Financial Statement of the Company (for the period ended December 31, 2020)

Details	(Unit: Million Baht)
Total Assets (1)	477.64
Intangible Assets (2)	-
Total Liabilities (3)	112.18
Total shareholder equity who has no controlling authority (4)	-
Net tangible Assets (NTA = (1) – (2) – (3) – (4))	365.45
Net profits in part of the major shareholder (4 latest quarter) ^{1/}	40.58

Remark: 1/ calculated from the Company's financial statement since January 1, 2020 – December 31, 2020.

■ Financial Statement of KESSEL

Details	(Unit: Million Baht)
Total Assets (1)	101.86
Intangible Assets (2)	-
Total Liabilities (3)	17.90
Total equity non-controlling shareholder (4)	-
Net tangible Assets (NTA = (1) – (2) – (3) – (4))	83.96
Net profit in part of the major shareholder (4 latest quarter) ^{1/}	31.59

Remark: 1/ calculated from the KESSEL's financial statement since January 1, 2020 – December 31, 2020.

■ Consideration for entering the transaction.

In this transaction, SE must settle in the amount of THB 260.00 Million for the consideration of share in the amount of 73,820 shares or representing 92.28 percent of all paid-off shares in KESSEL to the Sellers.

- Calculation of the transaction size based on the comparison calculation criteria.

Criteria	Calculation (Million Baht)	Size (%)
1. Net Tangible Assets (NTA)	NTA of assets to be acquired (83.96) ^{1/} x Shareholding Proportion (92.28%) x 100 / NTA of SE (365.45) ^{1/}	21.20
2. Net profits from the operation (4 latest quarter)	Net profits from the operation of assets to be acquired (31.59) ^{1/} x Shareholding Proportion (92.28%) x 100 / Net profits of SE (40.58) ^{1/}	71.84
3. Total Value of Consideration Paid	Total consideration paid (260.00) / Total assets of SE (477.64) ^{1/}	54.43
4. Value of Shares Issued for Payment	No new issued share	No new issued share

Remark: 1/ calculated from the KESSEL's financial statement since January 1, 2020 – December 31, 2020.

3.2.1. Transaction Size of Connected Transaction

As the Company and KESSEL having jointly major shareholder which are Miss Orasa Vimilchalao and Mr. Sittichai Leekasem. Therefore, the transaction is regarded as a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 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 B.E. 2546 (2003). In the absence of any connected transaction by the Company over the past six months, which have been approved by the Shareholders' meeting. Therefore, the total transaction value is equal 71.14 percent of the Net Tangible assets (NTA) of the Company as calculated per the Company's financial statements which had been reviewed by the auditor for the period ending December 31, 2020 has details as follow:

Criteria	Calculation (Million Baht)	Size (%)
Value of Assets	The total value of the consideration (260.00) / NTA of SE (365.45) ^{1/}	71.14

Therefore, the Company is required to comply with the Public Limited Companies Act and the Notification on Connected Transactions, which required the Company:

1) To report and disclose the information memorandum on such acquisition of assets, which is a connected transaction of the Company, to the SET immediately, which must at least contain the information as required in the Notifications on Connected Transactions;

2) To appoint an independent financial advisor to carry out the relevant functions, including provide its opinions as required by the Notifications on Connected transactions, whereby the independent financial advisor's report shall be delivered to the shareholders for consideration along with the invitation letter for the Shareholders's Meeting. In this regard, the Company has appointed Discover Management Co., Ltd. ("IFA" or "Independent Financial Advisor") which is a financial advisor on the list approved by the The Securities and Exchange Commission Office ("SEC Office"), as the independent financial advisor to provide the shareholders with its opinion on the execution of the transaction on acquisition of assets as a connected transaction;

3) To convene a Shareholders' Meeting of the Company to approve such transaction on acquisition of assets, which is a connected transaction, by delivering the invitation letter for the Shareholders's Meeting to the shareholders at least fourteen days prior to the date of the Shareholders' Meeting, in order to obtain approval from the Shareholders' Meeting with not less than three- fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders.

4. Details of the acquiring assets

73,826 ordinary shares of KESSEL (Thailand) Co., Ltd. with a par value of 100 baht per share, which accounted for 92.28 percent of KESSEL's paid-up shares with a price of 3,521.79 Baht per share, that makes the total value to 260.00 million Baht, from KESSEL's shareholders, which there is a major shareholder who connected to the Company.

- KESSEL's business information

Nature of business	KESSEL's main business is a distributor, an assembler, an importer and a service provider for pipe lining, valves or other equipment that has special features that can resist to corrosion of chemicals and heat, for industrial factories within the country. Most of KESSEL's customers are factories operating in heavy industries
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such as chemical plants, petrochemical plants or plastic plants. Types of products that the company produces and sells, including the services provided can be divided into 4 main categories: 1) Pipe Lining (under Resistoflex trademark which is held by Crane Co. and KESSEL is the only distributor in Thailand) 2) Valve products (under XOMOX trademark which is held by Crane Co. and KESSEL is the only distributor in Thailand) 3) Other products, and 4) Services such as surface coating, water pipes' installation, air ducting or pumping systems.

1. Pipe Lining (Resistoflex)



2. Valves (Xomox).



3. Other products



4. Services such as surface coating, water pipes' installation, air ducting or pumping systems

Head office's location	128/240, Moo.1, Soi Thaiprakan 1/4, Bang Sao Thong Sub-district, Bang Sao Thong District, Samut Prakan
Capital	8,000,000 Baht
Paid-up capital	8,000,000 Baht
Par value	100 Baht per share

■ Board of directors

List of KESSEL's directors, information as of 5 February 2021

List	Position
1. Miss Orasa Vimolchalao	Director
2. Mr. Sittichai Leekasem	Director
3. Mr. Suwat Mahidhiarn	Director

■ Shareholders

List of KESSEL's shareholders, information as of 22 February 2021

No.	List	Number of shares held	Percentage
1	PPM ^{1/}	73,820	92.28
2	Mr. Suwat Mahidhiarn	3,811	4.76
3	Miss Siwanit Thawinchai	1,560	1.95
4	Miss Thanyathorn Phinitphornmontri	803	1.00
5	Miss Orasa Vimolchalao	5	0.01
6	Mr. Sittichai Leekasem	1	0.00
Total		80,000	100.00

Source: KESSEL

Note: 1 / List of shareholders of PPM as of 16 April 2020 are as follows.

No.	List	Number of shares held	Percentage
1	Miss Orasa Vimolchalao	149,998	99.98
2	Mr. Sittichai Leekasem	1	0.01
3	Mr. Seri Leekasem	1	0.01
Total		150,000	100.00

Source: PPM

- Summary of Financial Statement

The Statement of Financial Position

List	YE 31 Dec 2018 (audited)	YE 31 Dec 2019 (audited)	YE 31 Dec 2020 (audited)
Assets			
Current assets			
Cash and cash equivalents	30.89	17.91	38.46
Trade and other current receivables	14.55	28.61	14.03
Inventories - NET	18.52	27.75	24.17
Other current financial assets	0.03	0.36	0.27
Total current assets	63.99	74.63	76.94
Non-current assets			
Financial Institution deposit which is under guarantee	0.05	0.06	0.06
Property, buildings and equipment	25.90	26.03	24.70
Other non-current assets	0.16	0.16	0.16
Total non-current assets	26.12	26.25	24.92
Total assets	90.10	100.88	101.86
Debt			
Current liabilities			
account payable and other current payables	8.40	10.87	9.82
Income tax payable	3.61	3.34	4.39
Other current liabilities	0.61	1.56	0.70
Total current liabilities	12.62	15.77	14.91

List	YE 31 Dec 2018 (audited)	YE 31 Dec 2019 (audited)	YE 31 Dec 2020 (audited)
Non-current liabilities			
Reserved for long-term employee benefits	2.10	2.74	2.99
Total non-current liabilities	2.10	2.74	2.99
Total liabilities	14.73	18.51	17.90
Shareholders' equity			
Registered, issued and fully paid-up capital	8.00	8.00	8.00
Legal reserve	0.8	0.8	0.8
Retained Earnings/(Deficit)	66.58	73.57	75.16 ^{1/}
Total equity of the owners	75.38	82.37	83.96

Remark: 1/ On 5 February 2021, KESSEL's shareholders' meeting has passed a resolution approving the allocation of net profits by paying dividends amounting to 38.50 million Baht, and on 22 February 2021, KESSEL's shareholders' meeting approved to Allocate the net profit by paying dividends in the amount of 36.66 million Baht. Therefore, from these 2-time dividend payment approvals totaling 75.16 million Baht, after 22 February 2021, KESSEL has no retained earnings.

■ Profit and loss Statement

List	YE 31 Dec 2018 (audited)	YE 31 Dec 2019 (audited)	YE 31 Dec 2020 (audited)
Income			
Revenue from sales and services	96.18	115.58	119.70
Cost of sales and services	(50.40)	(66.04)	(64.45)
Gross profit	45.79	49.53	55.25
Other income	0.25	0.76	0.37
Profit before expenses	46.03	50.29	55.63
Selling expenses	(5.94)	(6.08)	(6.85)
Administrative expenses	(8.59)	(10.30)	(9.10)
Total expenses	(14.53)	(16.37)	(15.95)
Profit (loss) before finance costs and income tax	31.50	33.92	39.67
Financial cost	0.00	0.00	0.00

List	YE 31 Dec 2018 (audited)	YE 31 Dec 2019 (audited)	YE 31 Dec 2020 (audited)
Profit (loss) before income tax expense	31.50	33.92	39.67
Income (expense) income tax	(6.34)	(6.93)	(8.09)
Profit (loss) for the period	25.16	26.99	31.59

5. The total value of consideration

This investment, the Company will pay compensation for the purchase of KESSEL's ordinary shares in the proportion of 92.28 percent of the total number of KESSEL's shares, in cash with the total amount of 260,000,000 Baht to the Sellers, which will be paid in full on the date of the purchase of KESSEL's ordinary shares are complete. Which is expected to take place within 3 months from the date that the shareholders' meeting approves the transaction.

6. The value of assets acquired and criteria for determining the value of consideration.

To determine the value of consideration for the purchase of 92.28 percent KESSEL's ordinary shares, the Company compares the price with the fair value received, which is KESSEL's ordinary shares in the proportion of 92.28 percent of the total number of shares in KESSEL.

The criteria used to determine the fair value of 92.28 percent of KESSEL's ordinary shares from all KESSEL's shares will be evaluated by reference to the Discounted Cash Flow Approach, because KESSEL operates a business of distribution, assembly, import, installation of pipes, pipe lining, valves or other equipment that relevant to industrial factories in Thailand. Therefore, the Company finds that the Discounted Cash Flow Approach is a method that can reflect KESSEL's ability to generate cash flow and can reflect the true value of KESSEL's shares. The fair value of KESSEL's ordinary shares on information as on 22 February 2021 with 92.28 percent of the total shares of KESSEL are estimated with the range of 635.96 to 701.03 million Baht. The transaction is lower than the value that the company has estimated that will benefit the shareholders.

7. Source of Funds

The source of funds for investing in KESSEL's ordinary shares is 260,000,000 Baht as follows:

- 1) Cash from the company's operations in the amount of 80,000,000 Baht

2) The capital increase of 180,000,000 Baht, which the Company expects to receive from the offering of the newly issued ordinary shares to the existing shareholders according to their shareholding proportion (Rights offering: RO). In accordance with the Board of Directors Meeting No. 1/2021 on 23 February 2021, that resolved to propose to the shareholders' meeting to consider offering 360,000,000 newly issued ordinary shares at par value of 0.50 Baht per share to the existing shareholders of the Company, in proportion of 2 existing shares per 3 new shares at the subscription price of 0.50 baht per share. The capital increase to existing shareholders in proportion to their current shareholding will not cause the shareholders to be affected by the voting rights (control dilution) if the Shareholders increase the capital proportionally.

8. Expected benefits to the company.

1) Due to entering into this transaction by purchasing KESSEL's shares, the Company will know KESSEL's income immediately after completing the transaction.

2) KESSEL has historically higher gross margin and net profit margin than SE, therefore, if KESSEL's business operates under normal conditions with no change or significant effect after the transaction, SE will have higher gross margin and net profit margin.

3) The Company will benefit from business cooperation (Synergy) whereby the Company and KESSEL can use the service center (Workshop), machinery and equipment together to cover the customer service before and after the sale. Other than that, Human resources can also be used by sharing personnel with knowledge, capability in transportation system and procurement in order to reduce the cost of operating business.

4) The Company and KESSEL will enhance product variety and service to each other.

5) Investing in KESSEL should increase the stock's value, the market value, and the rate of return to the shareholders of the Company in the stock market, as KESSEL is a company that has performed well continuously since the past.

9. Conditions for entering the transaction.

From entering this transaction, which is an asset acquisition of a listed company. According to the announcement of the acquisition or disposal of assets that is considered as a connected transaction according to the other relevant announcements. As well as the source of funds that the Company used to pay compensation is from offering of the newly issued ordinary shares to the existing shareholders in proportion to their current shareholding (Rights offering: RO), in which the shareholders' meeting determined that the transaction and the capital increase are related resolutions, thus, the Company has to be approved on the acquisition of assets and the relevant transaction from the shareholders' meeting together with the approval of the allocation of the newly issued ordinary shares of the Company. By getting a vote of not less than three-fourth of the total number of votes of the

shareholders attending the meeting and have the right to vote, excluding the shareholders with the conflicts of interest. Then prepare a report on the disclosure of information of such transactions.

10. Opinion of the Board of Directors of the Company regarding the entering into of the transaction.

Board of Directors has an opinion that although the transactions are related with major shareholders and directors of the Company which are Miss Orasa Vimolchalao and Mr. Sittichai Leekasem, but the Company has considered that the investment in KESSEL's ordinary shares has appropriate conditions and prices and is reasonable in business. However, the Company has considered the value of investment from the value of consideration that the Company has to pay for KESSEL's shares to PPM is lower than the value calculated from the Discounted Cash Flow Approach.

In addition, KESSEL is a manufacturer, supplier, installation, and assembly of pipes in industrial plants under the trademarks XOMOX and Resistoflex (KESSEL is the only distributor for the XOMOX and Resistoflex brands in Thailand, XOMOX and Resistoflex are trademarks under the Crane Co. which is a brand that is trusted by users all over the world). There are products with exceptional resistance to chemical and thermal corrosion, which differ from current SE products, so after the completion of the transaction, KESSEL will increase product range, revenue, and profits to SE in a long term.

The acquisition of this business shall support and synergy of the main business of the company after the completion of transaction, in which the company shall continue to operate the business of supplying products related to piping systems for industrial plants, together with maintains the qualifications to be listed on the MAI Market in accordance with the regulations of the Stock Exchange of Thailand, and the company will not have a significant change in the board of directors other than the appointment of directors to replace the directors who retire by rotation, in which the major shareholders of the company still remain the same persons.

In addition, sources of funds come from the offering of newly issued ordinary shares to existing shareholders according to their shareholding proportion (Rights offering: RO) and working capital in the Company is a way to help the company to be able to raise funds within a short time, and it also helps the company to not bear debt and interest expenses from the financial institutions' loans to enter into the transaction.

11. The Opinion of the Audit Committee and/or the Board of Directors which differs from the opinion of the Board of Directors in item no. 7

There are no directors who have a different opinion from the opinion of the Board of Directors' meeting.

Board of Directors hereby certifies that the information in this report is correct and complete in all respects.

Please be informed accordingly,

Yours sincerely,

Mr. Kirk Leekasem

Authorised Director

Deputy Chief Executive Officer

[English Translation]

**Information Memorandum Regarding Offering of
Newly Issued Ordinary Shares to Existing Shareholders in Proportion to Their Shareholding
SiamEast Solution Public Company Limited
23 February 2021**

1. Newly issued ordinary shares offering details

1.1 Number of newly issued ordinary shares

Not exceeding 360,000,000 shares at par value of THB 0.50 per share, or equivalent to 150.00% of the Company's issued and paid-up shares as of 23 February 2021.

1.2 Determination of offering price and market price

The offering price is THB 0.50 per share referred from the industry circumstance and according to the par value at the time of offering the newly issued ordinary shares Including the consideration of the price to book value (P / BV) ratio of listed companies. As of 31 December 2020, the Company has shareholders' equity equal to THB 365,453,293.19 or equivalent to book value of THB 1.5227 per share.

1.3 Offering and allocation method

Offer to existing shareholder in proportion to their shareholding (Rights Offering) at the offering ratio of 2 existing shares to 3 newly issued ordinary shares, any fraction shall be discarded. In this regards, the existing shareholders are entitle to subscribe shares in excess of their rights in which the excess subscribed shares will be allotted to the shareholders who subscribe shares in excess of their rights after newly issued ordinary shares have been allotted to all shareholders who subscribe shares as per their rights in first round.

- 1) In case the number of residual newly issued ordinary shares is more than or equal to number of newly issued ordinary shares which have been subscribe in excess. The Company will allot newly issued ordinary shares in full to all shareholders who state their intention to subscribe shares in excess of their rights and has paid in full amount.
- 2) In case the number of the residual newly issued ordinary shares, are less than number of newly issued ordinary shares which have been subscribe in excess

2.1) The Company will allot the residual newly issued ordinary shares to the shareholders who subscribe shares in excess of their rights after newly issued ordinary shares have been allotted to all shareholders who subscribe shares as per their rights in first round by way of multiply by the remaining shares. The result of the calculation is equal to the subscribed number of shares, any fraction shall be discarded. However, the number of shares to be allocated must not exceed the number of shares that each shareholder has subscribed and made the full payment of the subscription price.

2.2) In the event that there are remaining shares after the allocation under 2.1), the Company will allot the remaining shares to those subscribers in excess of their rights, which has not been allocated in proportion to the original shareholding portion of the person who subscribes in excess of their rights, any fraction shall be discarded. However, the number of shares to be allocated must not exceed the number of shares that each shareholder has subscribed and made the full payment of the subscription price according to the method in this clause until there are no shares remain from the allocation.

In the event that the allocation of shares in excess of rights shall not result in any subscribe allotted shares and reach or cross the point that need to make a tender offer pursuant to the law and relevant regulations.

In this regards, the executive board of directors and/or person authorized by board of director is authorized to conduct various matters relating to offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), including but not limited to:

- 1) Specifying or amendment the terms and conditions and details relating to offering of newly issued ordinary shares (Right Offering) including the following:
 - 1.1) Amount of newly issued ordinary shares offered to existing.
 - 1.2) The recording date for the Right Offering for the shareholders who are entitled to subscribe of newly issued ordinary shares.
 - 1.3) Proportion of the Right Offering (Offering ratio of existing shares to newly issued ordinary share)

-
- 1.4) Offering price and the calculation of the offering price for the Right Offering
 - 1.5) Allocation methods for shares in excess of the rights
 - 1.6) Subscription period and subscription payment of the Right Offering and terms and conditions and details relating to offering of newly issued ordinary shares (Right Offering)
- 2) To Negotiate, prepare, sign, and/or amend relevant documents and agreements including perform any action that is necessary and appropriate and relating to offering of the Company's newly issued ordinary shares.
 - 3) To execute, enter, sign, and amend applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the allotment of these ordinary shares of the Company including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and listing the ordinary shares on the stock exchange; and do anything necessary and relevant to ensure the successful allotment of the ordinary shares of the Company.
 - 4) To appoint and assign any person to act the attorney-in-fact to perform anything necessary for, in connection with the foregoing matters.

1.4 Person whom will be allotted newly issued ordinary shares

The Company specifies record date to specify list of shareholders whose entitle for subscription of shares in proportion to their shareholding (Record Date) on 10 May 2021 and specify the subscription date of newly issued ordinary shares allotted to existing shareholders in proportion to their shareholding between 7 June 2021 until 11 June 2021, totaling 5 business days respectively. Nonetheless, the capital increased and allotment of newly issued ordinary shares will be able to proceed only when the 2020 annual general

meeting of shareholders, which will be held on 29 April 2021, approve capital increased and allotment of newly issued ordinary shares.

2. Objective of capital increase and use of proceed

To invest in the acquisition of 73,826 ordinary shares at the price value of THB 3,521.79 per share, or equivalent to 92.2825% of the issued and paid-up shares in Kessel (Thailand) Co., Ltd. from (1) PPM Engineering Company Limited (“PPM”) of 73,826 ordinary shares, (2) Miss Orasa Vimolchalao of 73,826 ordinary shares, and (3) Mr. Sittichai Leekasem of 1 ordinary share (Collectively referred to as “the Sellers”) totaling of THB 260,000,000. This will be the payment in full on the closing date of transaction. This investment is to expand the scope of business, which will generate revenues and profits for the company in the future. If the performance of the company improves, the shareholders will benefit from receiving dividends of the company according to the dividend payment policy. It is expected to be completed within 3 months from the date the shareholders' meeting approves the transaction.

3. Dilution Effect and worthiness compared to effect

3.1 Control Dilution

After offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), the shareholders who do not subscribe for newly issued ordinary shares shall be affected by control dilution in 2 scenarios:

Scenario 1 shall be affected by control dilution as follows:

There is no effect because it is the issuance and allocation of the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering).

Scenario 2 shall be affected by control dilution as follows:

The existing shareholders of the company who did not subscribe for the newly issued ordinary shares will be affected to the voting rights of the existing shareholders (Control Dilution) by not exceeding the rate of 57.69%

The dilution is calculated by number of newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Rights Offering) divided by sum of (1) number of the Company's issued and paid-up shares and (2) number of newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Rights Offering).

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of newly issued ordinary shares offered to existing shareholders} \\
 &\quad \text{in proportion to their shareholding}}{\text{Number of the Company's issued and paid-up shares} + \\
 &\quad \text{Number of newly issued ordinary shares offered to existing shareholders in proportion to their shareholding}} \\
 &= \frac{360,000,000}{240,000,000 + 24,000,000 + 360,000,000} \\
 &= 57.69 \%
 \end{aligned}$$

3.2 Price Dilution

After offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), the shareholders who do not subscribe for newly issued ordinary shares shall be affected by price dilution in 2 scenarios:

Scenario 1 shall be affected by price dilution as follows:

There is no effect because it is the issuance and allocation of the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering).

Scenario 2 shall be affected by price dilution as follows:

The existing shareholders of the company who did not subscribe for the newly issued ordinary shares will be affected to the Price Dilution by not exceeding the rate of 38.39%

Whereas:

Market Price = The assumption of the market price before offering is THB 1.49 per share, a weighted average market price for 15 consecutive business days prior to the date on which the director approved the allotment of newly issued ordinary shares to the existing shareholders in proportion to their shareholding from 2 February 2021 to 22 February 2021 (Information from SETSMART of www.setsmart.com)

$$\text{Market Price After the Offering} = \frac{(\text{Market Price} \times \text{Number of the Company's issued and paid-up shares}) + (\text{Offering Price} \times \text{Number of newly issued ordinary shares offered})}{\text{Number of the Company's issued and paid-up shares} + \text{Offering Price} + \text{Number of newly issued ordinary shares offered}}$$

$$\text{Market Price After the Offering} = \frac{(1.49 \times 240,000,000) + (0.50 \times 24,000,000) + (0.50 \times 360,000,000)}{(240,000,000 + 24,000,000 + 360,000,000)}$$

$$= 0.88 \text{ Baht per share or equivalent to } 40.95 \%$$

3.3 Earning Per Share Dilution

After offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), the shareholders who do not subscribe for newly issued ordinary shares shall be affected by control dilution in 2 scenarios:

Scenario 1 shall be affected by control dilution as follows:

There is no effect because it is the issuance and allocation of the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering).

Scenario 2 shall be affected by control dilution as follows:

The existing shareholders of the company who did not subscribe for the newly issued ordinary shares will be affected to the profit sharing (Earnings Dilution) by not exceeding the rate of 57.69%

The dilution is calculated by net profit divide by number of newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Rights Offering) minus by sum of total number issued ordinary shares offered after the offering to existing shareholders in proportion to their shareholding (Rights Offering) and divide by net profit and total number issued ordinary shares offered before the offering to existing shareholders in proportion to their shareholding (Rights Offering).

$$\text{Earning Dilution} = \frac{(\text{Net Profit/Number of shares before the offering}) - (\text{Net Profit/ Number of shares after the offering})}{(\text{Net Profit/Number of shares before the offering})}$$

$$= \frac{(40,408,809.93 / 264,000,000) - (40,408,809.93 / 624,000,000)}{40,408,809.93 / 264,000,000}$$
$$= 57.69 \%$$

4. Opinion of the Company's board of director regarding capital increased

4.1 Reason and necessity of capital increased

The Company's board of directors is of the opinion that the offering new ordinary shares to existing shareholders in proportion to their shareholding (Right Offering) will enable the Company to receive money from the capital increase. This allows the company to use those funds to facilitate investment in order to expand the scope of business, which will generate revenues and profits for the company in the future, in which the shareholders will benefit from receiving dividends of the company according to the dividend payment policy.

4.2 Possibility of use of proceed plan

The Company's board of directors is of the opinion that the Company is able to spend the proceeds received from the capital increase to use as working capital for business operation by acquiring 73,826 ordinary shares or equivalent to 92.2750 % of the paid-up capital shares in Kessel (Thailand) Co., Ltd. to expand the scope of business which will generate revenue and profits for the company in the future.

4.3 Reasonableness of capital increased, use of proceed plan, and sufficiency of funding

The Company's board of directors is of the opinion that the capital increase and the plan to use the proceeds from this offering of the newly issued ordinary shares are reasonable as follows:

- 1) This transaction is an acquisition of 73,826 ordinary shares or equivalent to 92.2825% of the paid-up capital shares in Kessel (Thailand) Co., Ltd., which will enable the Company to immediately revenue recognition from Kessel (Thailand) Co., Ltd. after the completion of the transaction.
- 2) In the past, Kessel (Thailand) Co., Ltd. has a gross margin and net profit margin higher than the Company. If the business of Kessel (Thailand) Co., Ltd. operates under normal conditions without any change or has a significant impact. The significance will cause the Company to have higher gross profit and net profit margin after the completion of the transaction.
- 3) The Company will benefit from business cooperation (Synergy) whereby the Company and Kessel (Thailand) Co., Ltd. can use the Workshop, Machinery and Equipment together, to cover customer service before and after the sale. Human resources can also be used by sharing personnel with

knowledge, capability, transportation system and procurement together in order to reduce the cost of doing business.

- 4) The Company and Kessel (Thailand) Co., Ltd. will help to increase product variety and service to each other's customers.
- 5) Investing in Kessel (Thailand) Co., Ltd. should increase the share value, the market value and the return rate to the shareholders of the Company in the stock market since Kessel (Thailand) Co., Ltd. has continuously well performed since the past.

4.4 Effect to the Company's operation as well as financial position and operating result

The Company's board of directors is of the opinion that the capital increase will provide the company with better liquidity and financial status and working capital for business operation, and adjust the proportion of capital increase by using the retained earnings of the company to increase the strength and financial stability, and to increase the flexibility of the company's capital structure and to expand the scope of the business that will strength the company's income and profit in the future.

Offering new ordinary shares to existing shareholders in proportion to their shareholding (Right Offering) will enable the Company to receive money from the capital increase. This allows the company to use those funds to facilitate in investment in order to expand the scope of business, which will generate revenues and profits for the company in the future, in which the shareholders will benefit from receiving dividends of the company according to the dividend payment policy.

5. The board of directors certified regarding capital increased

In the event that the Company's directors do not perform their fiduciary duty and protect the benefit of the Company regarding the capital increased, if the failure to perform of aforesaid duty cause damage to the Company, the shareholder is entitled to claim the damages from such director on behalf of the Company pursuant to section 85 of Public Limited Company Act B.E. 2535 (as amended). In addition, if the failure to perform of aforesaid duty resulting in director or related person receive wrongly benefit, the shareholder is entitled to claim the damages from such director on behalf of the Company pursuant to section 89/18 of Securities and Exchange Act B.E.2535 (as amended).

[English Translation]

(F 53-4)

CAPITAL INCREASE REPORT FORM
SiamEast Solution Public Company Limited
23 February 2021

We, SiamEast Solution Public Company Limited, (the "Company") would like to report the resolutions of the board of director meeting number 1/2021 held on 23 February 2021 between 10 am to 15.30 pm regarding capital increased, and allocation of newly issued ordinary shares as follows:

1. Capital Increased

The Company's board of director resolved to approving the increase the Company's registered capital of THB 192,000,000 from THB 120,000,000 to THB 312,000,000 by issuing newly issued ordinary shares of 384,000,000 shares at par value of THB 0.50 per share. The characteristic of capital increased are as follows:

Capital Increased	Type of shares	Number of shares	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specific purpose	Ordinary shares	384,000,000	0.50	192,000,000
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allocation of newly issued ordinary shares**2.1 Specific purpose**

Allocate to	Number of shares	Offering ratio (Existing : New)	Offering price (THB per share)	Subscription date and time as well as method of payment	Remark
Existing shareholders who are entitled to receive dividend as of the Record Date.	Not exceeding 24,000,000 shares	10:1	-	To support the declaration of dividend payment	Please see remark 1

Existing shareholders in proportion to their shareholding (Rights Offering)	Not exceeding 360,000,000 shares	2:3	0.50	The authorized director or a person assigned by the authorized director has the authority to consider and prescribe details at a later time.	Please see remark 2
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Remark

The meeting of the Company's directors has resolved as follows:

1. It is approved that to propose to the shareholders' meeting to consider and approve the partial payment of dividend as ordinary shares of the Company at a ratio of 10 ordinary shares to 1 stock dividend, with a total of not more than 24,000,000 shares with a par value of 0.50 Baht per share, totaling 12,000,000 Baht or equivalent to dividend payment of 0.05 Baht per share to the shareholders who are entitled to receive dividend on the Record Date on 15 March 2021 and the payment of dividend is scheduled for 14 May 2021.
2. It is approved that to propose to the shareholders' meeting to consider and approve the allotment of newly issued ordinary shares not exceeding 360,000,000 shares at par value of THB 0.50 per share to offer to existing shareholders in proportion to their shareholdings (Rights Offering) at the offering ratio of 2 existing shares to 3 newly issued ordinary shares, any fraction shall be discarded, at the offering price is THB 0.50 per share. In this regards, the existing shareholders are entitled to subscribe shares in excess of their rights in which the excess subscribed shares will be allotted to the shareholders who subscribe shares in excess of their rights after newly issued ordinary shares have been allotted to all shareholders who subscribe shares as per their rights in first round.
 - 1) In case the number of residual newly issued ordinary shares is more than or equal to number of newly issued ordinary shares which have been subscribe in excess. The Company will allot newly issued ordinary shares in full to all shareholders who state their intention to subscribe shares in excess of their rights and has paid in full amount.
 - 2) In case the number of the residual newly issued ordinary shares, are less than number of newly issued ordinary shares which have been subscribe in excess
 - 2.1) The Company will allot the residual newly issued ordinary shares to the shareholders who subscribe shares in excess of their rights after newly issued ordinary shares have been allotted to all shareholders who subscribe shares as per their rights in first round by way of multiply by the

remaining shares. The result of the calculation is equal to the subscribed number of shares, any fraction shall be discarded. However, the number of shares to be allocated must not exceed the number of shares that each shareholder has subscribed and made the full payment of the subscription price.

2.2) In the event that there are remaining shares after the allocation under 2.1), the Company will allot the remaining shares to those subscribers in excess of their rights, which has not been allocated in proportion to the original shareholding portion of the person who subscribes in excess of their rights, any fraction shall be discarded. However, the number of shares to be allocated must not exceed the number of shares that each shareholder has subscribed and made the full payment of the subscription price according to the method in this clause until there are no shares remain from the allocation.

In the event that the allocation of shares in excess of rights shall not result in any subscribe allotted shares and reach or cross the point that need to make a tender offer pursuant to the law and relevant regulations.

The recording date for the Right Offering for the shareholders who are entitled to subscribe of newly issued ordinary shares is scheduled for 10 May 2021 and the subscription date for newly issued ordinary shares offered to existing shareholders in proportion to their shareholding is scheduled from 7 June 2021 until 11 June 2021, totaling 5 business days respectively. However, the determination of such rights is still uncertain and subject to the approval from the Ordinary General Meeting of Shareholders.

In this regards, the executive board of directors and/or person authorized by board of director is authorized to conduct various matters relating to offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), including but not limited to:

- 1) Specifying or amendment the terms and conditions and details relating to offering of newly issued ordinary shares (Right Offering) including the following:
 - 1.1) Amount of newly issued ordinary shares offered to existing.
 - 1.2) The recording date for the Right Offering for the shareholders who are entitled to subscribe of newly issued ordinary shares.
 - 1.3) Proportion of the Right Offering (Offering ratio of existing shares to newly issued ordinary share)
 - 1.4) Offering price and the calculation of the offering price for the Right Offering
 - 1.5) Allocation methods for shares in excess of the rights

- 1.6) Subscription period and subscription payment of the Right Offering and terms and conditions and details relating to offering of newly issued ordinary shares (Right Offering)
- 2) To Negotiate, prepare, sign, and/or amend relevant documents and agreements including perform any action that is necessary and appropriate and relating to offering of the Company's newly issued ordinary shares.
- 3) To execute, enter, sign, and amend applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the allotment of these ordinary shares of the Company including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and listing the ordinary shares on the stock exchange; and do anything necessary and relevant to ensure the successful allotment of the ordinary shares of the Company.
- 4) To appoint and assign any person to act the attorney-in-fact to perform anything necessary for, in connection with the foregoing matters.

2.1.1 Company's action if there are decimal fractions of shares. Any fraction shall be discarded. However, the number of shares to be allocated must not exceed the number of shares that each shareholder has subscribed and made the full payment of the subscription price, according to the method in this clause until there are no shares remain from the allocation.

2.2 General Mandate

Allotted to	Type of shares	Number of shares (million shares)	Percent per paid-up registered capital	Remark
Existing Shareholders	Ordinary shares	-	-	-
	Preferred shares	-	-	-

To support conversion / Exercise the rights of the warrant to purchase of capital increase shares that can be transferred.	Ordinary shares	-	-	-
	Preferred shares	-	-	-
		-	-	-
Public Offering	Ordinary shares	-	-	-
	Preferred shares	-	-	-
Private Placement	Ordinary shares	-	-	-
	Preferred shares	-	-	-

3. Setting the date of the general meeting of shareholders to approve the capital increase and the allotment of new shares

Meeting of Shareholders No. 1/2021 will be held on 29 April 2021 at 9:30 a.m. at Room No. MR 211, 2nd Floor, Bangkok International Trade & Exhibition Centre, Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok

- The book-closing date for the right to attend the shareholders meeting is onuntil the shareholders meeting is completed.
- The recording date for the right to attend the general meeting of shareholders is scheduled for 15 May 2021.

4. Approval of the capital increase and share allotment by the relevant governmental agency and conditions thereto.

(if any)

- 4.1 The Company shall submit the application to increase its registered capital and paid-up capital and report the amendment to its Memorandum of Association regarding the capital increase to the Department of Business Development, the Ministry of Commerce within 14 days following the date of the resolutions of general meeting of shareholders no. 1/2021 to approve the increment of registered capital together with the registration of amendment of paid-up capital within 14 days following the date of the full payment of the subscription price is made.
- 4.2 The Company shall obtain the SET's permission to list its newly issued ordinary shares from the allotment of shares.

5. Objectives of the capital increase and plans to use the proceeds received from the capital increased.

- 5.1 To allot the partial payment of dividend as ordinary shares of the Company to existing shareholders who are entitled to dividend with a total of not more than 24,000,000 shares with a par value of 0.50 Baht per share.
- 5.2 To support the exercise of the rights under the issuance and offering of the newly issued ordinary shares of the Company to the shareholders who exercise the rights to purchase the newly issued ordinary shares in this time, with the objectives as follows:

Objectives	Estimated amount of funds to be used (THB)	Period
To invest in the acquisition of ordinary shares in Kessel (Thailand) Co., Ltd.	260,000,000	3 Months

6. Benefits which the Company will receive from the capital increase and share allotment

- 6.1 The company will be able to adjust the proportion of capital increase by using the company's retained earnings to enhance financial strength and stability, and
- 6.2 To increase the flexibility of the Company's capital structure and have sufficient funds to operate and expand the Company's business in the future.

7. Benefits which shareholders will receive from the capital increase/share allotment

- 7.1 The proceeds from this issuance of newly issued ordinary shares will assist strengthen the Company's financial structure. The Company will also use the funds to expand its scope of business to generate income and profit to the company in the future. If the performance of the company improves, the shareholders will benefit from receiving dividends of the company according to the dividend payment policy.
- 7.2 Apart from the right to receive dividends, the shareholders will have the right to attend shareholders' meetings and other rights same as the existing shareholders starting from when the right to purchase the newly issued ordinary shares of the company and their names have been recorded in the share register book of companies that have been registered with the Ministry of Commerce.

8. Other details necessary for shareholders to approve the capital increase/share allotment

Please find the details on Information Memorandum Regarding Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to Their Shareholding of SiamEast Solution Public Company Limited (Enclosure 2)

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares

No.	Procedures	Dates
1.	Board of Directors Meeting No. 1/2021	23 February 2021
2.	Determining the list of shareholders who have the right to attend General Meeting of Shareholders No. 1/2021 and are entitled to receive dividend (Record date)	15 March 2021
3.	Annual General Meeting of Shareholders No. 1/2021	29 April 2021
4.	Determining the list of shareholders who are entitled to subscribe of newly issued ordinary shares – Right Offering (Record date)	10 May 2021
5.	Registering the increase of registered capital and reporting the amendment of the Company's Memorandum of Association in accordance with the capital increase with the Department of Business Development, the Ministry of Commerce.	Within 14 days from the date that the shareholders meeting resolves to approve the increase of registered capital
6.	Subscription Period of the of newly issued ordinary shares for capital increment	7-11 June 2021
7.	Registering the paid-up capital increase with the Department of Business Development, the Ministry of Commerce	Within 14 days after the date on which the Company receives payment from the shares being offered under the Right Offering.

The Company hereby certifies that the information contained in this report form is true and complete in all respects

Signed..... Authorized Director

Mr. Kirk Leekasem

Deputy Chief Executive Officer