



DIMET 002 /2018

April 18, 2018

Subject: **Notification of Capital Increase for Rights Offering**, Issuance of Warrants (DIMET-W2), the Extraordinary General Meeting of Shareholders No. 1/2018 and the Acquisition of Assets of IGEN Engineering Company Limited ("**IGE**") (**Revised**)

To: Director and Manager
The Stock Exchange of Thailand

The resolution of the Board of Directors' Meeting No.3/2018 of Dimet (Siam) Public Company Limited ("**The Company**") held on April 18,2018 has approved of the Company to propose the shareholders' meeting for consideration as the details following,

1. Approved the appointment of JVS Financial Advisory Company Limited as an Independent Financial Advisor to present and make the opinion on the investment in IGEN Engineering Co., Ltd. ("**IGE**"), which is considered as an Acquisition Transaction Asset. The Company will submit the opinion of the Independent Financial Advisor to the shareholders for consideration together with the invitation to the Extraordinary General Meeting of Shareholders No. 1/2018 of the Company.

2. Approved the purchase of 378,000 existing ordinary shares of IGEN Engineering Company Limited ("**IGE**") from Electric Solutions (S) PTE Limited, which equal to 14% of the total paid-up shares of ES at 480 Baht per share, totaling 181,440,000 Baht. The purchase of IGE's existing ordinary shares will be occur only after,

2.1 The Company has been approved by the shareholders meeting to purchase the existing ordinary shares of IGE.

2.2 The Company has been approved by the shareholders meeting to increase the registered capital of the Company. By issuing and offering new ordinary shares to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering).

The acquisition of IGE's ordinary shares is an acquisition of assets with a total transaction size equal to **91.52%**, which is based on the criteria of Total Value of Consideration, which is the highest result. Including of the Company does not have any assets acquired or disposed of during the 6 months prior to this transaction date. The acquisition of IGE shares is classified as Class 1 transaction equal to or higher than 50% but lower than 100% according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2008 regarding Criteria for entering into significant transaction that is the acquisition or disposal of assets and Notification of the Board of Governors of the Stock Exchange of Thailand Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (Including Amendments) (collectively, "**Notification of Acquisition and Disposition of Assets**").

Therefore, the Company is required to disclose the information on entering into the transaction. The shareholders meeting shall be held for the approval of entering into the transaction, which must be approved by the shareholders' meeting by not less than three-

fourths of the total votes of the shareholders who attend the meeting and have the right to vote by exclude the votes of the shareholders who have conflict of interest. Based on the above criteria, the Company has appointed **JVS Financial Advisory Company Limited as an Independent Financial Advisor.**

3. Resolved to propose the Shareholders' Meeting to consider and approve the decrease of the Company registered capital and the amendment of clause 4 of the Company's Memorandum of Association regarding Registered Capital to comply with the decrease of registered capital, detailed as follows:

3.1 Resolved to propose the Shareholders' Meeting to consider and approve the decrease of the Company's registered capital from 135,000,000 Baht to 134,476,723.50 Baht by cancelling 1,046,553 unissued ordinary shares at the par value of Baht 0.50 each, to reserve for the exercise of warrants No.1 (DIMET-W1) on the maturity date at November 1, 2017. To comply with the provisions of Public Companies Act in which prescribes that the Company shall decrease the registered capital by cancelling the unissued ordinary shares beforehand in order to be eligible for a new capital increase of the Company by submit to the shareholders' meeting for approval.

3.2 Resolved to propose the Shareholders' Meeting to consider and approve the amendment of the Company's Memorandum of Association on clause 4 regarding Registered Capital to comply with the decrease of the Company's registered capital, whereby old wordings shall be cancelled and replaced by new wordings as follows:

"Clause 4. Registered Capital	134,476,723.50	Baht	(One hundred and thirty-four million, four hundred and seventy-six thousand, seven hundred and twenty-three point five zero Baht)
Divided into	268,953,447	shares	(Two hundred and sixty-eight million, nine hundred and fifty-three thousand, four hundred and forty-seven shares)
Par value per share	0.50	Baht	(point five zero Baht)
<i>Categorized as follows;</i>			
Ordinary shares	268,953,447	shares	(Two hundred and sixty-eight million, nine hundred and fifty-three thousand, four hundred and forty-seven shares)
Preference shares	-	shares	(- share)"

4. Resolved to propose the Shareholders' Meeting to consider and approve the increase of the Company's registered capital and the amendment of clause 4 of the Company's Memorandum of Association regarding Registered Capital to comply with the increase of registered capital, detailed as follows:

4.1 Resolved to propose the Shareholders' Meeting to consider and approve the increase of the Company's registered capital from 134,476,723.50 to 403,430,170.50 Baht by

issuing 537,906,894 newly issued ordinary shares at the par value of Baht 0.50 per share. The details are shown in the Capital Increase Report Form. (Enclosure No. 2)

4.2 Resolved to propose the Shareholders' Meeting to consider and approve the amendment of the Company's Memorandum of Association on clause 4 regarding Registered Capital to comply with the increase of the Company's registered capital, whereby old wordings shall be cancelled and replaced by new wordings as follows:

"Clause 4. Registered Capital	403,430,170.50	Baht	(Four hundred and three million, four hundred and thirty thousand, one hundred and seventy point five zero Baht)
Divided into	806,860,341	shares	(Eight hundred and six million, eight hundred and sixty thousand, three hundred and forty-one shares)
Par value per share	0.50	Baht	(point five zero Baht)
<i>Categorized as follows;</i>			
Ordinary shares	806,860,341	shares	(Eight hundred and six million, eight hundred and sixty thousand, three hundred and forty-one shares)
Preference shares	-	shares	(- share)"

5. Resolved to propose the shareholders to consider and approve the allotment of newly ordinary shares not exceeding 537,906,894 shares with a par value of 0.50 Baht per share. The details are as follows:

5.1 The amount of 268,953,447 shares shall be allotted and offered to the existing shareholders of the Company in proportion to their current shareholdings, provided that such shareholder names appear on **the Record Date as at May 3, 2018**. The offering ratio shall be 1 existing ordinary share to 1 newly issued ordinary share, and the offering price shall be 1.00 Baht (One Baht) per share. **These rights are also uncertain, due to the approval of the shareholders meeting.** The subscription and payment period of the newly issued ordinary shares shall be during July 2-6, 2018 at 9.00 a.m.–3.30 p.m. Details of the allotment are as follows:

5.1.1 In case there are unsubscribed newly issued ordinary shares remaining from proportional subscription of the existing shareholders or unsubscribed shares remaining in whatsoever case, the Company shall allocate such shares to the existing shareholders who have subscribed and paid for the ordinary shares in excess of their rights at the same offering price, whereby the **Board of Directors or Executive Committee or Chief of Executive Committee or Managing Director** shall be authorized to consider the allocation of the remaining unsubscribed shares to the existing shareholders who have subscribed and paid for the ordinary shares in excess of their rights according to the terms and conditions below:

(a) In case of the amount of ordinary shares oversubscribed by the existing shareholders exceeds the amount of remaining unsubscribed shares, such remaining shares shall be allotted to the existing shareholders who have subscribed for the ordinary shares in excess of their rights in proportion to their current shareholdings. In this regards, such allocation procedure shall be repeated until there is no share remaining from the allocation as

deemed appropriate by **Board of Directors or Executive Committee or Chief of Executive Committee or Managing Director.** The Company thereby shall refund the subscription payment for the excess ordinary shares unallocated to the aforesaid existing shareholders without interest within 14 days from the subscription closing date.

(b) In case of the amount of shares oversubscribed by the existing shareholders are less than the amounts of remaining unsubscribed shares, such remaining shares shall be allocated to all existing shareholders who have subscribed and paid for the ordinary shares in excess of their rights.

5.1.2 In case that there are unsubscribed ordinary shares remaining from the subscription of the existing shareholders of the Company under clause (a) and (b) above, they shall be allotted and offered to specific persons (Private Placement) and/or institutional investors and/or specific investors categorized under the Notification of the Capital Supervisory Board No. Tor Jor 28/2008 regarding the Application and Permission for Offering Newly Issued Shares provided that such persons are not connected persons of the Company. The offering price will not lower than 90% of the market price calculating from the weighted average price during 7-15 consecutive business days prior to the offering date.

Whereby the **Board of Directors and/or Executive Committee and/or Chief of Executive Committee and/or Managing Director** and/or person(s) entrusted by the Board of Directors and/or the Executive Committee and/or Executive Director and/or Managing Director shall be authorized to determine the offering price and other details relevant to the allocation of such newly issued ordinary shares, namely the allotment of newly issued ordinary shares either in single offer or periodical offers, the investor selection, the change of name list and number of allotted shares, the modification of allocation details, including the authority to determine any other detail relating to such allocation of newly issued ordinary shares as considered appropriate for maximum benefits of the Company but do not conflict with the Law and/or the Rules and Regulations of The Office of Securities and Exchange Commission (SEC), The Stock Exchange of Thailand (SET) and/or any other relevant agency.

5.1.3 In case that the unsubscribed shares remaining from the subscription of the existing shareholders are allotted to specific persons (Private Placement), the Company shall be eligible to register the change of the paid-up capital with the Public Company Registrar periodically in line with the payments received from such specific persons.

5.2 Allotment of newly ordinary shares not exceeding 268,953,447 shares at a par value of Baht 0.50 to accommodate the exercise of warrants DIMET-W2 offered to the existing shareholders of the company who subscribed and paid up for increased ordinary shares in proportion shareholdings at ratio of 1 newly ordinary share for 1 unit of warrant DIMET-W2 (fractions will be rounded off) without charge. The exercise price is 1.15 Baht per share as following details in the preliminary details of the Warrants DIMRT – W2. (Enclosure No.3)

The Board of Directors and/or Executive Committee and/or Chief of Executive Committee and/or Managing Director and/or person(s) entrusted by the Board of Directors and/or the Executive Committee and/or Executive Director and/or Managing Director shall be authorized to determine and modify terms, conditions and other details including but not

limited to the exercise price, the exercise ratio, the allotment and the offering date of such Warrants, the authority to determine reasons for the issuance of newly issued ordinary shares to accommodate the adjustment of the exercise price and/or the exercise ratio of the Warrants, the authority to perform any necessary and appropriate action related to the issuance and offer of the Warrants, the authority to submit an application for listing the Warrants as the listed securities **on The Market for Alternative Investment**, including any execution to obtain permissions from any other relevant agency.

6. Approved the appointment and the date of the Extraordinary General Meeting of Shareholders No. 1/2018 on June 15, 2018 at 2.00 p.m. at Maple Hotel, **Maple Room 3 (2nd Floor, Building 2)**, 9 Srinakarin Road, Bangna, Bangkok 10250. To consider the following agenda.

- Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders for the year 2017
- Agenda 2 To approve the Company to purchase shares of IGEN Engineering Company Limited ("**IGE**") from Electric Solutions (S) PTE. Ltd. ("**ES**"), an acquisition of assets.
- Agenda 3 To consider and approve the decrease of registered capital from 135,000,000 Baht to 134,476,723.50 Baht and To consider and approve the amendment to Clause 4 of the Memorandum of Association, to be in line with the decrease of registered capital.
- Agenda 4 To consider and approve the increase of registered capital from 134,476,723.50 Baht to 403,430,170.50 Baht and To consider and approve the amendment to Clause 4 of the Memorandum of Association, to be in line with the increase of registered capital.
- Agenda 5 To consider and approve the allotment of the 537,906,894 new ordinary shares. **The amount of 268,953,447 shares shall be allotted and offered to the existing shareholders of the Company and to accommodate the exercise of warrants DIMET-W2 offered to the existing shareholders of the company 268,953,447 units.**
- Agenda 6 To approve the issuance and offering of 268,953,447 units of **Dimet (Siam) Public Company Limited** warrants No.2 (DIMET-W2) **to existing shareholders of the Company according to the proportion of shareholding subscribed and paid up capital of the Company not more than 268,953,447 units**
- Agenda 7 **Other issues (if any)**
This is because Agenda 2 to Agenda 6 is related. Therefore, in considering and approving matters under Agenda 2 to Agenda 6, it is considered as a condition of each other. If the matter is not resolved, the approved matter will be considered canceled and there will be no further consideration.
It will be considered that the approval of various matters as shown in Agenda 2 to Agenda 6 has not been approved by the shareholders meeting.



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7. Approved to determine the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2018 (Record Date) on May 3, 2018.

Please be informed accordingly.

Sincerely yours,

(Mr.Panya Boonyapiwat)
Chairman