



Ref.GEL.CS.014/2561

9th May 2018

Subject: :The disposition of the common shares held in Prinda Public Company Limited
To: :President
The Stock Exchange of Thailand

Regarding to the Board of Directors' Meeting No. 3/2018 of General Engineering Public Company Limited ("the Company") held on date 24th April 2018 had the resolution of approval to delegate of authority to executive committees and/or delegated person to disposition of the common shares held in Prinda Public Company Limited ("PRINDA"), which is manufacturing, trading and transporting of brick, stone and sand for construction and not listed in the Stock Exchange of Thailand, amount of 4,000,000 ("Four Million shares") shares or 17.39% of paid up capital which is 23,000,000 shares ("Twenty-Three Million shares") at par value Baht 10, Including to negotiate the details of the Agreement and related transaction to achieve the best benefit for the Company.

Therefore, regarding to the Executive Committee Meeting No. 4/2018 held on date 30th April 2018 had the resolution to delegate of authority to Mr. Thitipong Tangpoonphonvivat, Chief Executive Officer, to negotiate the details of the Agreement and related transaction to achieve the best benefit for the Company.

On date 9th May 2018, the Company signed the Agreement to disposition of common shares held in PRINDA amount of 4,000,000 ("Four Million shares or 17.39% of paid up capital, at Baht 10.50 per share totaling 42,000,000 Baht. (Forty-two million baht), the details are as follows;

1. Date, Month, Year to enter into the transaction

On date 9th May 2018.

2. Connected parties and relationship with the listed company

The Buyer Medsai Construction Material Limited Partnerships

The Seller General Engineering Public Company Limited.

Relationship

-None-

3. Nature of the Transaction

The Company received Baht 42 million ("forty-two million baht")

Terms of payment within 75 days from the date of signing the contract.

4. Benefits expected to be generated as the result of the transaction

To increase the liquidity of the company.

5. Opinion of the Board of Directors concerning a decision to enter into the transaction

The Board of Directors was the opinion that the above transaction was a reasonable and appropriate transaction to the Company.

The Company had no control due to the Company holds only 17.39% of the total shares and had no expertise personnel, in the business of mills and quarries. Therefore, it is not possible to inform and monitor the business operation of PRINDA and its subsidiaries and the Company cannot express any opinions in key issues to achieve the highest return to the shareholders of the Company, and PRINDA had a loss of performance.



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Such transaction of the Company deems to be the acquisition or disposition of the asset according to 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 and Disposition of Assets, 2004 (“Notification Re: Acquisition or Disposition”). When it has calculated according to various bases by using the highest value calculated from any of bases, it was found that such transaction had volume subject to maximum volume in accordance with the total value of consideration paid which is at 0.76%

However, the Company concluded the disposition of warrants to purchase common stock of Millcon No.3 (MILL-W3) and No.4 (MILL-W4) with the other acquisition and disposition of assets within 6 months, the Company had transaction had volume subject to maximum volume in accordance with the total value of consideration paid which is at 1.54%. But due to, the volume of this transaction having value less than 15%, said subject as described above is neither subject to comply with Notification Re: Acquisition or Disposition nor related transaction.

Yours sincerely,
General Engineering Public Company Limited

-Signed-

(Mr. Wuttichai Sresthabutra)
Director