



NO. (SUTHA-SET) 009/2019/EN

15 May 2019

**Subject:** Notification of the Board of Directors resolution regarding the approval of interim dividend payment and schedule for the Extraordinary General Meeting of Shareholders No.1/2019 (EGM 1/2019)

**To:** The President of the Stock Exchange of Thailand

**Attachment:** 1. Information Memorandum of the Purchase and Acquisition of Entire Business Transfer from Saraburi Quicklime Co., Ltd. to Golden Lime Public Company Limited

The Meeting of the Board of Directors of Golden Lime Public Company Limited (“GL”) No. 3/2019 held on Tuesday 14<sup>th</sup> May 2019 at 3.00 p.m., the Meeting resolved as follows;

**1. Approve signing of the Letter of Intent (“LOI”) / Memorandum of Understanding (“MOU”) of the service agreement for the Solar Farm Project with a company having a common director(s) with major shareholder.**

Letter of Intent / Memorandum of Understanding is signed with Christiani & Nielsen Energy Solutions (“CNES”) to provide services of designing, shortlisting and selecting suppliers, obtain necessary approvals and providing services to erect a Solar Farm of 2-2.5 MW capacity. The electricity produced shall be used in the production process at Chongsalika Plant, No. 7, Soi 11, Line 3, Moo 12, Saraburi-Lom Sak Road, Chong Sarika Sub-District, Phatthana Nikhom District, Lopburi Province.

CNES has submitted the best techno-commercial offer for the 2MW Solar Farm project.

The solar farm project is commercially attractive and feasible upon obtaining (Condition Precedents)

1. BOI privileges
2. Credit facility from a financial institution
3. All other permits necessary to build and operate Solar Farm to produce electricity

Upon successful completion of above listed conditions precedents, the Company will enter into definitive agreements with CNES and other sub-contractors identified and shortlisted by CNES.

The EPC Contract with CNES will for a total consideration of THB 13,938,158.90.

Though the contract value with each individual contractor and subcontractor(s) (CNES and other subcontractors under facilitation of CNES) is below THB 50 Million, the Management is seeking Board of Directors approval for the project as the total aggregate amount of the project is more than THB 50 Million.

Therefore, if the service contract is signed for engineering, procurement and construction of solar farm project, the Company shall make necessary disclosures to the Stock Exchange of Thailand (“SET”) in compliance with conditions of disclosing investment information, including information on asset acquisition transaction and related transactions as per the rules, regulations and conditions of SET.



**2. Approved the interim dividend payment of the Company based on the Company's operating results of the period 1 January 2019 – 31 March 2019**, to shareholders at the rate of THB 0.12 (Twelve Satang) per share and total interim dividend payment of THB 36,000,000 (Thirty-six million baht). Allocated profit from the Board of Investment promoted activities (BOI) amount to THB 0.02 (Two-Satang) per share and profit from Non-BOI activities amount to THB 0.10 (Ten-Satang) per share.

The dividend will be paid to the shareholders whose names are recorded in the share register book as of 29 May 2019 (Record Date-RD). The interim dividend will be paid on 13 June 2019. The Board of Directors will propose the EGM 1/2019 for further acknowledgment.

**3. Approve the restructuring plan of a company group by transferring the entire business of Saraburi Quicklime Co., Ltd. ("SQL") to Golden Lime Public Company Limited ("the Company")**. As SQL, is a subsidiary of the Company, which the Company holds its shares at 99.99 percent of total shares and SQL's business is the manufacturer and distributor of lime. This restructuring plan will propose to the shareholder's meeting for their consideration and approval to acquire the entire business from SQL. In this regard, the executive directors or any person will be assigned to have an authorization for consideration, approval or any action which is necessary for purchasing and acquiring the entire business transfer of SQL. For example, liaison with government authorities, amendment, alteration until the completion of entire business transfer. This includes the determination of the date of acquisition of the business, the purchase price and acquired price of the entire business.

Accordingly, the board of directors has assigned the executive committee to determine and finalize the value of SQL's business by taking into consideration of the most benefits of the Company and in accordance with the relevant laws such as Securities and Exchange Act, Public Company Limited Act and Thai Revenue Code including relevant regulations. Then, when the finalization of the purchase price by the executive committee, the Company will disclose the said price to the Stock Exchange of Thailand ("SET") and stipulated in the invitation letter of shareholder's meeting No. 1/2019 for their consideration and approval. Please see more details in Information Memorandum of the Purchase and Acquisition of Entire Business Transfer from Saraburi Quicklime Co., Ltd. to Golden Lime Public Company Limited (**attachment 1**)

Moreover, as SQL is a subsidiary of the Company which the Company holds its shares at 99.99 percent, the purchase, and acquisition, as mentioned above, are not subject to the acquisition or disposal of assets transaction or connected transaction pursuant to Securities & Exchange Commission, Thailand and Stock Exchange of Thailand. However, to comply with section 107 (2)(b) of the Public Limited Company Act B.E. 2535, it will be presented this matter to the shareholders' meeting for their approval.

**4. Approve the amendment of the Memorandum of Association Clause 3, regarding the objectives of the Company, by adding 1 new Clause as Clause 36**. In order for the objectives of the Company to be clear, covering the business, and in accordance with the operations that the Company has invested in the power generation project with the 2 MW on the Solar Farm. The System will produce electricity for use in the production process of the Company, which the implementation of the said project must be carried out in the application for a license and for the purpose of the Company to cover the licensing of such matters. Therefore, need to add 1 more objective of the Company to Article 36, with the following details:

“(36) Build, own and operate electric power plants to produce electricity and/or steam using renewable and/or non renewable energy resources , for captive consumption and/or for wholesale; electric power transmission and distribution,”

The Board of Directors will propose to the EGM 1/2019 for approval the amendment of the Memorandum of Association Clause 3, regarding the objectives of the Company, by adding Clause 36 to the objectives of the Company.



**Previously:**

“Clause 3. Objective of company have 35 clauses, the detail as per BorMorJor.002 attached herewith.”

**Amendment to:**

“Clause 3. Objective of company have 36 clauses, the detail as per BorMorJor.002 attached herewith.”

The registration of the amendment will be authorized to the authorize directors of the Company and/or a person assigned by these directors who are authorized to register the amendment to the Memorandum of Association and any relevant transactions including amendment and addition of wording or taking of any action in order to comply with the order of the Registrars.

**5. Set the date and agenda of the Extraordinary General Meeting of Shareholders No. 1/2019 (EGM 1/2019) and set the record date used for determining the names of shareholders.** The EGM No. 1/2019 to be held on Wednesday 14 August 2019 at 1:30 p.m. at AVANI Atrium Bangkok, Bussarakam Ballroom, the Avani Atrium, Hotel, No. 1880 New Petchburi Road, Bangkok, Huay Kwang, Bangkok.

The Company shall determine the list of shareholders eligible to attend the EGM 1/2019 by reference to those whose names are recorded in the share register book as of 19 July 2019 (Record Date) for the right to attend the shareholders' meeting. The interim dividend will be paid to the shareholders whose names are recorded in the share register book as of 29 May 2019 (Record Date), and the interim dividend will be paid on 13 June 2019. The Board of Directors will propose the EGM 1/2019 for further acknowledgment.

The agenda for the EGM 1/2019 is as follows:

- Agenda 1** To consider and certify the Minutes of the Annual General Meeting of Shareholders 2019 (AGM 2019), held on 3 April 2019.
- Agenda 2** To acknowledge the interim dividend payment based on the Company's operating results of the period during 1 January 2019 – 31 March 2019.
- Agenda 3** To approve the restructuring plan of a company group by transferring the entire business of Saraburi Quicklime Co., Ltd. (“SQL”) to Golden Lime Public Company Limited (“the Company”).
- Agenda 4** To consider and approve the amendment to the Memorandum of Association's Clause 3, regarding the objectives of the Company, by adding 1 new Clause as Clause 36.
- Agenda 5** Others (if any)

Please kindly be informed accordingly.

Yours faithfully,



(Mr. Geza Emil Perlaki)  
Managing Director

**Head Office:**

No. 89 Cosmo Office Park, 6<sup>th</sup> Floor, Unit H,  
Popular Road, Banmai, Pakkret, Nonthaburi 11120 : THAILAND.

Registration No. / Tax ID.: 0107556000248

Tel. No. +66 (0) 2017 7461 - 3

Fax. No +66 (0) 2017 7460

Website: [www.goldenlime.co.th](http://www.goldenlime.co.th)

Email: [glmis@goldenlime.co.th](mailto:glmis@goldenlime.co.th)  
[sales@goldenlime.co.th](mailto:sales@goldenlime.co.th)

NO. (SUTHA-SET) 009/2019/EN

**Attachment 1**

**Information Memorandum of the Purchase and Acquisition of Entire Business Transfer  
from Saraburi Quicklime Co., Ltd. to Golden Lime Public Company Limited**

The board of directors of Golden Lime Public Company Limited (“the Company or SUTHA”) No. 3/2019 has the resolution on May 14, 2019 to consider the restructuring of a company group as the Company will acquire the entire business of Saraburi Quicklime Co., Ltd (“SQL”), a subsidiary of the Company, under the entire business transfer scheme (“EBT”). There are the significant details as follows:

**1. Date of Transaction**

The Company will carry out the EBT after obtaining an approval from the shareholder’s meeting No. 1/2019 which will be held on August 14, 2019 and the EBT intends to be completed within December 2019

**2. Related Parties and Relationship to the Company**

Transferee Company : Golden Lime Public Company Limited

Transferor Company : Saraburi Quicklime Co., Ltd.

Relationship to the Bank : The Company is a majority shareholder of the SQL and holds its shares at 99.99 percent of total shares and has same directors below.

1. Miss Kristel Verleyen
2. Mr. Krishnan Subramanian Aylur
3. Mr. Geza Emil Perliaki

**3. Overview of Transaction**

The Company will undertake the restructuring of a company group under the EBT scheme which the Company will acquire the business of manufacture and distribution of Lime from SQL, and SQL will be dissolved in accordance with the Thai Revenue Code. In this regard, the board of directors has assigned the executive committee to determine the value of SQL’s business by taking into consideration of the most benefits of the Company and in accordance with the relevant laws such as Securities and Exchange Act, Public Company Limited Act and Thai Revenue Code including relevant regulations. Upon the finalized purchased price by executive committee, the Company will disclose the said price to the Stock Exchange of Thailand (“SET”) for shareholders of the Company. The consideration of the purchased price intends to be completed within July 2019.

Due to the restructuring of group of company under the common control, this restructuring transaction is not subject to the regulation of the acquisition or disposition of assets pursuant to Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31<sup>st</sup> August 2008 and 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 B.E. 2547 dated 29<sup>th</sup> October 2004 and also, not subject to the regulation of the connected transactions according to Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31<sup>st</sup> August 2008 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 dated

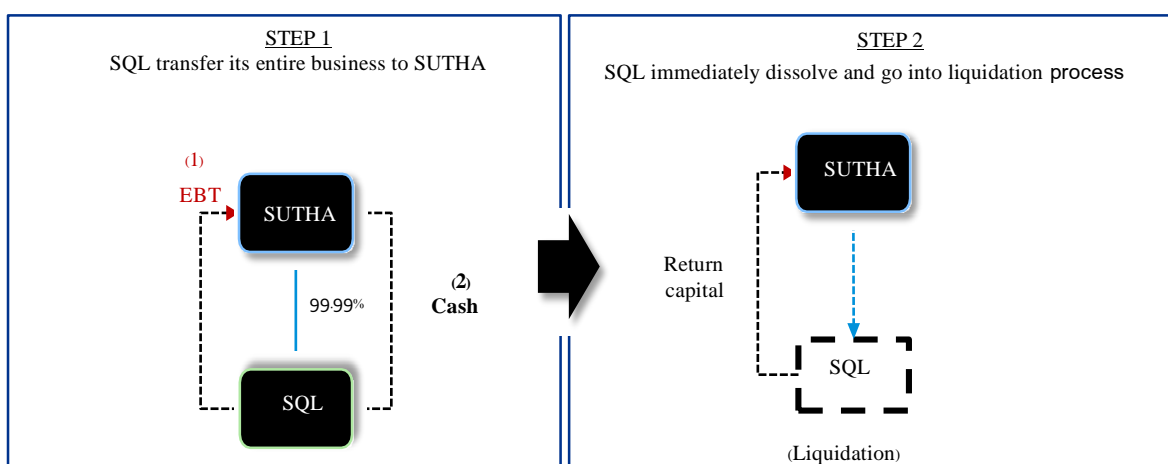


19<sup>th</sup> November 2003. However, to comply with section 107 (2)(b) of the Public Limited Company Act B.E. 2535, the Company will present this matter to shareholders' meeting for approval.

#### 4. Rationale and Reasons for restructuring of a company group

In 2018, the Company acquired all shares of SQL from the previous shareholders. Whereby SQL undertakes the business of manufacture and distributor of Lime which is similar to the Company's business. According to the share acquisition, it has constituted some problems regarding the business operation such as related party transaction and redundant costs. The redundant costs occur when SQL has not enough inventories to deliver to its customers. Then, SQL solved the said problems by purchasing the products from the Company for delivering to its customers instead. This includes raw materials such as Lime or fuel for its manufacturing.

Therefore, the board of directors then has considered the acquisition of the entire business of SQL in order to have only the Company undertaking this business. Please see the details of the restructuring plan below.



The restructuring of a company group will increase the effectiveness and benefits to the group of companies as follows:

- 4.1 If the Company would be the operator to conduct the business of manufacture and distributor of Lime solely, as by acquiring SQL's business altogether, it will increase the effectiveness of its management and operation in term of business and legal for approval processes from directors and shareholders.
- 4.2 Due to the restructuring of a group of company, the Company, as a public company limited and listed on the SET, will be the transferee company and will be enhance the trustworthiness as well as increase confidence to business partners, investors, and distributors for future business expansion.
- 4.3 As the Company will be the sole operator for undertaking the business, the unnecessary expenses incurred from the two managements will be reduced.
- 4.4 The EBT will be undertaken in accordance with the Thai Revenue Code and there will be no tax implications on transferring assets pursuant to section 74 (b)(c) and VAT will be exempted as it is not considered as a sale pursuant to section 77/1 (8)(f) including relevant taxes such as specific business tax and stamp duty.

## 5. Details on the Asset Acquired and decrease of related party transactions

### 5.1 Business Overview of SQL

As the Company purchased 48,500 shares on March 19, 2018. The Company is the major in shareholder of SQL at 99.99

percent of total share. SQL operates the business of manufacture and distributor which has 2 Lime Kiln. The Company will acquire 2 Lime Kiln and the raw material from SQL, including asset, liabilities and Inventories as shown in SQL financial statement

### 5.2 Summary of key financial statement

Balance sheet statement of SQL for the fiscal year of 2017 and 2018 as disclosed in financial statement as follow:

Unit: Baht

	On December 31	
	2018 (verified)	2017 (verified)
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	15,276,226	4,779,860
Trade receivables	31,574,688	28,249,875
Current portion debtor under restructuring agreement	246,844	98,310
Inventories	20,586,992	16,133,648
Other current assets	307,878	470,027
<b>Total current assets</b>	<b>67,992,628</b>	<b>49,731,720</b>
<b>Non-current assets</b>		
Debtor under restructuring agreement - net from current portion	3,227,335	3,474,179
Property, plant and equipment	104,714,751	122,640,481
Intangible assets	288,147	12
Other non-current assets	671,808	
<b>Total non-current assets</b>	<b>108,902,041</b>	<b>126,114,672</b>
<b>Total assets</b>	<b>176,894,669</b>	<b>175,846,392</b>



	On December 31	
	2018 (verified)	2017 (verified)
<b>Liabilities and shareholders' equity</b>		
<b>Current liabilities</b>		
Short-term loan from financial institutions	-	20,000,000
Trade and other payables	29,013,513	17,283,272
Short-term loan from parent company	15,000,000	-
Current portion of long-term loan	-	19,000,000
Advance received from customers	630,296	-
Income tax payable	3,521,184	2,466,682
Other current liabilities	617,054	819,432
<b>Total current liabilities</b>	<b>48,782,047</b>	<b>59,569,386</b>
<b>Non-current liabilities</b>		
Provision for long-term employee benefits	4,148,210	543,555
<b>Total non-current liabilities</b>	<b>4,148,210</b>	<b>543,555</b>
<b>Total liabilities</b>	<b>52,930,257</b>	<b>60,112,941</b>
<b>Shareholders' equity</b>		
Share capital		
Registered		
- 48,500 ordinary shares of Baht 800 each Issued and fully paid up	38,800,000	38,800,000
Appropriated-statutory reserve	3,880,000	3,880,000
Unappropriated	81,284,412	73,053,451
<b>Total shareholders' equity</b>	<b>123,964,412</b>	<b>115,733,451</b>
<b>Total liabilities and shareholders' equity</b>	<b>176,894,669</b>	<b>175,846,392</b>

5.3 The Related party transaction between the Company and SQL that will be decreased after the corporate restructuring.

No.	Type of transactions	Related Transactions (Unit : Million Baht) for the end of December 31, 2018
1	Purchased Products	4.38
2	Sold Products	37.78
3	Transportation	0.78
4	interest	0.16
	<b>Total</b>	43.1

Note: The related party transaction as mention above are refer from the annual report of the company.

## 6. Restructuring Processes

There are the main processes of the restructuring of a group of company as follows.

1. The board of director of the Company will consult with legal and tax consultant and its auditors, including relevant government authorities such as Securities and Exchange Commission for determining the purchased price of SQL business and disclose to the SET and stipulated the said price in the invitation letter of the Extraordinary General Meeting of Shareholders No. 1/2019.
2. The Company will request an approval from the Extraordinary General Meeting of Shareholder in order to have a resolution for acquiring the entire business from SQL.
3. At the entire business transfer date, SQL will transfer all assets, liabilities, rights, and duties that are relevant and necessary in the operation of the business to the Company at the price stipulated by execute committee.





4. At the entire business transfer date, SQL will transfer and/ or change contracts, licenses, and the registration at relevant assets to the Company.
5. SQL will transfer all employees under the operation of SQL to the Company according to the requirement under Thai labor laws.
6. SQL will register the dissolution and liquidation in accordance with the process, period and regulations specified by the law within the accounting period of entire business transfer transaction proceeding under the Thai Revenue code.

#### **7. Expected Benefit**

The restructuring of a company group under the EBT scheme will decrease the related party transaction that shown in clause 5 and it will reflex an actual value of business of manufacture and distribute of Lime and decrease the costs and other unnecessary expense. Furthermore, the Company will select the method which has less costs and saving tax.

#### **8. Source of Funds**

The Company will use the external source of fund in order to create the liquidity of entire business transfer. This will not effect to the overview of business operation.

#### **9. The Opinion of Board of Director**

As considering the above expected benefit, board of director agrees and approves to propose the shareholder's meeting for considering and approving the purchase and acquisition business of SQL under the EBT scheme and the board of directors has assigned the executive committee to determine value of SQL's business by taking into consideration of the most benefits of the Company and in accordance with the relevant laws such as Securities and Exchange Act, Public Company Limited Act and Thai Revenue Code including relevant regulations and will disclose the said price to the SET and shareholders.

#### **10. The Opinion of the Audit Committee and /or Directors of The Company which is different from the above opinion of the Board of Directors**

No audit committee and / or directors of the company with different opinions from the opinion of the above opinion of the Board of Directors.

