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Ref. No. PorBor.027 / 2019

September 11, 2019

Subject: Entering into Transaction of Disposing of Subsidiary's ordinary shares

To: President

The Stock Exchange of Thailand

Enclosure: Information Memorandum on the Asset Disposal, Schedule 1 of Rich Asia Corporation Public Company Limited

Reference to the Board of Directors' meeting of Rich Asia Corporation Public Company Limited ("the Company") No.3/2019, held on 9 September 2019, has unanimously resolved for the Company to dispose ordinary shares of Skywell (Thailand) Co., Ltd. ("SKY-T" or "Subsidiary Company"), former name is Rich Asia Utilities Co., Ltd., in the amount of 400,000 shares with a par value of Bath 10 per share, which the Company has paid 25% of the shares, equivalent to Bath 2.50 per share, sold at the price of Baht 1 per share, equivalent to Baht 400,000 (four hundred thousand). This disposing of Subsidiary's ordinary shares will benefit the Company and shareholders in the future, which the Company can reduce the risk of acquisition of capital for investment by the Company, due to one purchaser (investor), who has specialized expertise in the automotive market, will support business marketing and related equipment for the 100% battery electric vehicle, as well as after sales service, and will support the investment in Subsidiary company for marketing expansion, including another purchaser (investor) having a good relationship with the supplier company, who is a business partner in procuring high quality and suitable raw materials.

The transaction mentioned above is considered as disposal of assets in accordance with the Notification of the Capital Market Supervisory Board No. TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset 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 Disposal of Asset BE 2547 (2004) dated 29 October 2004 (as amended) (the "Notification on Acquisition or Disposal of Assets"). The highest transaction value equals 0.03 percent based on the value of consideration basis. The highest transaction value is derived from this method of calculation, whereby the calculation is based on the Company's reviewed consolidated financial statements for the 6-month period as of 30 June 2018 of the Company. When combining with the transaction of disposal of asset during the period of 6 months prior to the date on which the Company's Board of Directors has approved to

disposal of Subsidiary's ordinary shares, comprising 1 transaction which is the disposing of Subsidiary's Land and Buildings of Rich Asia Industry Company Limited that have the total highest transaction value of 40.27 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for the 6-month period as of 30 June 2018.

Therefore, the entering of this transaction when combining with the transactions of disposal of asset during the period of 6 -months prior to the date on which the Company's Board of Directors has approved to disposal of Subsidiary's ordinary shares, the total highest transaction value will be 40.30 percent based on the value of consideration basis and being considered as Type 2 transaction under the Notification on Acquisition or Disposal of Assets. Therefore, the Company is required to immediately disclose the information memorandum on entering into such transaction to the Stock Exchange of Thailand (the "SET) and send a circulated letter to the shareholders of the Company within 21 days from the disclosure date on entering into such transaction to the SET. Therefore, the Company would like to notify the details of such transaction as specified in the Notification on Acquisition or Disposal of Assets as follows

The details of such transaction appear in the enclosed Information Memorandum on the Asset Disposal, Schedule 1 of Rich Asia Corporation Public Company Limited.

Please be informed accordingly.

Yours sincerely

- SOMKIAT VONGSAROJANA -

Mr. Somkiat Vongsarajana  
Managing Director

**Information Memorandum on the Asset Disposal, Schedule 1 of****Rich Asia Corporation Public Company Limited**

The Board of Directors meeting of Rich Asia Corporation Public Company Limited ("the Company") No.3/2019, held on 9 September 2019, has unanimously resolved for the Company to dispose ordinary shares of Skywell (Thailand) Co., Ltd. ("SKY-T" or "Subsidiary Company"), former name is Rich Asia Utilities Co., Ltd., in the amount of 400,000 shares with a par value of Bath 10 per share, which the Company has paid 25% of the shares, equivalent to Bath 2.50 per share, sold at the price of Baht 1 per share, equivalent to Baht 400,000 (four hundred thousand). This disposing of Subsidiary's ordinary shares will benefit the Company and shareholders in the future, which the Company can reduce the risk of acquisition of capital for investment by the Company due to one purchaser (investor), who has specialized expertise in the automotive market, will support business marketing and related equipment for the 100% battery electric vehicle, as well as after sales service, and will support the investment in Subsidiary company for marketing expansion, including another purchaser (investor) having a good relationship with the supplier company, who is a business partner in procuring high quality and suitable raw materials.

The transaction mentioned above is considered as disposal of assets in accordance with the Notification of the Capital Market Supervisory Board No. TorChor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset 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 Disposal of Asset BE 2547 (2004) dated 29 October 2004 (as amended) (the "Notification on Acquisition or Disposal of Assets"). The highest transaction value equals 0.03 percent based on the value of consideration basis. The highest transaction value is derived from this method of calculation, whereby the calculation is based on the Company's reviewed consolidated financial statements for the 6-month period as of 30 June 2018 of the Company. When combining with the transaction of disposal of asset during the period of 6 months prior to the date on which the Company's Board of Directors has approved to disposal of Subsidiary's ordinary shares and the disposing of Subsidiary's Land and Buildings of Rich Asia Industry Company Limited that have the total highest transaction value of 40.27 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for the 6-month period as of 30 June 2018.

Therefore, the entering of this transaction when combining with the transactions of disposal of asset during the period of 6 months prior to the date on which the Company's Board of Directors has approved to disposal of Subsidiary's ordinary shares, the total highest transaction value will be 40.30 percent based on the value of consideration basis and being considered as Type 2 transaction under the Notification on Acquisition or

Disposal of Assets. Therefore, the Company is required to immediately disclose the information memorandum on entering into such transaction to the Stock Exchange of Thailand (the "SET) and send a circulated letter to the shareholders of the Company within 21 days from the disclosure date on entering into such transaction to the SET. Therefore, the Company would like to notify the details of such transaction as specified in the Notification on Acquisition or Disposal of Assets as follows

#### 1. Day/month/year in which the transaction occurs

The Company would sign the share purchase agreement with the buyer, and complete aforementioned transaction within September 2019

#### 2. Involved parties and relationships between the parties

The disposing of Subsidiary's ordinary shares	
<b>Seller</b>	Rich Asia Corporation Public Company Limited
<b>Purchaser (investor)</b>	(1) Mr.Parin Sathianpagilanagorn (2) Mr.Thanathorn Boonsiripattanaaroen (The purchaser of Subsidiary's ordinary shares profile appears in the attachment) ,who are not the connected person of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions 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 Connected Transactions, dated 19 November 2003 (as amended) (collectively, the "Notifications on Connected Transactions").

#### 3. General characteristics of the transaction and transaction value and details of the asset disposal

##### 3.1 General Characteristics

The Company will dispose of the Subsidiary's ordinary shares, in the amount of 400,000 shares with a par value of Bath 10 per share, which 25% paid up of par value, equivalent to Bath 2.50 per share, at the price of Baht 1 per share, equivalent to Baht 400,000 (four hundred thousand), within the date of signing the share purchase agreement with the Company. And the Company will complete the transfer of ownership of the shares within September 2019.

### 3.2 Calculation of transaction value

The calculation under the Notification on Acquisition or Disposal of Assets based on the reviewed consolidated financial statements of the Company for the 6-month period as of 30 June 2018 has the details as follows.

#### (1) Net Tangible Asset Criteria

Cannot be calculated due to the Company's net asset value is less than zero

#### (2) Net Profits from Normal Operation Criteria

Cannot be calculated due to the Company and Subsidiary have a loss

#### (3) Total Value of Consideration Criteria

$$\begin{aligned} \text{Total Value of Consideration} &= \frac{(\text{Paid or received transaction value} \times 100)}{\text{Total asset of the listed company}} \\ \text{Paid or Received Transaction Value} &= \text{The highest value between purchasing price or book value} \\ &= \text{The highest value between 400,000,000 and 403,989.34} \\ &= 403,989.34 \\ \text{Total Value of Consideration} &= \frac{403,989.34 \times 100}{1,365,897,746} \\ &= 0.03\% \end{aligned}$$

#### (4) Value of Securities Issued as Consideration for the Acquisition of the Asset Criteria

- none -

The financial information as at 30 June 2018 is described below:

Unit : Baht

	RICH	SKY-T
Total assets	1,365,897,746.10	758,820.12
Paid-up registered capital	3,115,268,236.00	1,250,000.00
Shareholders' equity	-1,448,875,710.65	735,070.12
Net profit (loss)	-154,810,880.62	-61,957

From the calculation of the transaction value above, the highest transaction value equals 0.03 percent based on the value of consideration basis. The highest transaction value is derived from this method of calculation, whereby the calculation is based on the Company's reviewed consolidated financial statements for the 6-month period as of 30 June 2018. When combining with the transaction of disposal of asset during the period of 6- months prior to the date on which the Company's Board of Directors has approved to disposal of Subsidiary's ordinary shares, of which the disposing of Subsidiary's Land and Buildings of Rich Asia Industry Company Limited, which have the total highest transaction value of 40.27 percent based on the value of consideration basis, calculated from the Company's reviewed consolidated financial statements for the 6-month period as of 30 June 2018.

Therefore, the entering of this transaction have the total highest transaction value of 40.30 percent based on the value of consideration basis, being considered as a Class 2 transaction under the Notification on Acquisition or Disposal of Assets. As a result, the Company is required to immediately disclose the information memorandum on entering into such transaction to the Stock Exchange of Thailand (the "SET) and send a circulated letter to the shareholders of the Company within 21 days from the disclosure date on which the information memorandum on entering into such transaction to the SET.

### **3.3 Rational and background of the transaction**

As the conglomerate has a new business plan of 100% battery electric vehicle business, Rich Asia Industry Co., Ltd. (Another Subsidiary) will be the manufacturer and Skywell (Thailand) Co., Ltd. will be the distributor of 100% battery electric vehicle, which the conglomerate needs specific expert for business operations, especially in marketing and after sales services, as well as good relations with business partners to procure high quality and suitable raw materials in order to support new business operations of the conglomerate as planned.

## **4. Description of the asset to be disposed of**

### **4.1 General Information**

Company Name	Skywell (Thailand) Co., Ltd. (former name; Rich Asia Utilities Co., Ltd.)
Asset type	Ordinary shares of Skywell (Thailand) Co., Ltd.

Nature of business	The Company operates the business about distribution, selling, trading, importing, exporting of cars, buses, transportation vehicles and all types of vehicles.  (Former business is the water resource management business , and utilities and related consumables)
Location	No. 88 Village No. 2, Kalong Sub district, Mueang Samut Sakhon District, Samut Sakhon Province, Postal Code 74000
Directors	Miss Angkarn Tantiviroon
Register capital	5,000,000 Baht
Paid-up issued capital (Baht 2.50 per share)	1,250,000 Baht
Par value	Baht 10 per share
Total ordinary shares	500,000 shares
Disposed shares	400,000 shares
Shareholding ratio before disposal	99.9994% of Register capital
Shareholding ratio after disposal	19.9994% of Register capital

Shareholding Structure

Before Disposal			After Disposal		
Shareholder Name	No. of Shares	Shareholder Name	No. of Shares	Shareholder Name	No. of Shares
1. RICH	499,997	99.9994	1. RICH	99,997	19.9994
2. Miss Angkarn Tantiviroon	2	0.0004	2. Miss Angkarn Tantiviroon	2	0.0004
3. Mr.Somkiat Vongsarojana	1	0.0002	3. Mr.Somkiat Vongsarojana	1	0.0002
			4. Mr.Parin Sathianpagilanagorn	200,000	40.0000
			5. Mr.Thanathorn Boonsiripattanajaroen	200,000	40.0000
Total	500,000	100.0000	Total	500,000	100.0000

## 4.2 Summary of the financial status and operation of the subsidiary as follows

Description	31 Dec 2017	31 Dec 2018	30 Jun 2019
Total assets	821,777.12	723,239.76	552,322.46
Current assets	821,777.12	723,239.76	550,859.27
Non-Current assets	-	-	1,463.19
Total liabilities	24,750.00	49,776.00	47,335.78
Current liabilities	24,750.00	49,776.00	47,335.78
Non-current liabilities	-	-	-
Shareholders' equity	797,027.12	673,463.76	504,986.68
Authorized share capital (par 10 baht)	5,000,000.00	5,000,000.00	5,000,000.00
Issued and paid-up share capital	1,250,000.00	1,250,000.00	1,250,000.00
Total revenues	5,435.62	-	-
Total expenses	223,105.00	123,563.36	168,477.15
Finance cost	-	-	-
Loss for the period	(217,669.38)	(123,563.36)	(168,477.08)
Book value per share	1.59	1.35	1.01
Basic loss per share (Unit : Baht)	(0.44)	(0.25)	(0.34)

## 5. Total value of consideration

The Company will dispose of the Subsidiary's ordinary shares to the purchaser in the amount of 400,000 shares with a par value of Bath 10 per share, which 25% paid up of par value, equivalent to Bath 2.50 per share. The purchaser will purchase at Baht 1 per share, equivalent to 400,000 baht (four hundred thousand baht only) at the price of Baht 1 per share, equivalent to Baht 400,000 (four hundred thousand)

## 6. Value of assets disposed

Subsidiary's ordinary shares in the number of 400,000 shares will being sold 80 percent of the total registered capital with a par value of Baht 10 per share (paid up at 2.50 baht per share)



**7. Criteria to determine the total value of consideration**

The price that the Company and the purchaser have negotiated to purchase and sell 400,000 ordinary shares of the Subsidiary company, or 80 percent of the total registered capital, at the price of Baht 1 per share, totaling Baht 400,000, which is lower than the par value and adjourning to the book value. The book value as of 30 June 2019 has a value of Baht 1.01 per share and a net loss of Baht 0.34 per share.

**8. Expected benefits**

8.1 This disposing of Subsidiary's ordinary shares will benefit the Company and shareholders in the future, which the Company can reduce the risk of acquisition of capital for investment by the Company, due to one purchaser (investor), who has specialized expertise in the automotive market, will support business marketing and related equipment for the 100% battery electric vehicle, as well as after sales service, and will support the investment in Subsidiary company for marketing expansion, including another purchaser (investor) having a good relationship with the supplier company, who is a business partner in procuring high quality and suitable raw materials.

8.2 The Company expects that after the investment by 2 investors, Subsidiary company will be strength and ready in all aspects in order to run the business as planned.

**9. Plans for utilizing the proceeds from the asset disposal**

The money received from this disposing of Subsidiary's ordinary shares, the Company will use as working capital.

**10. Conditions for the entering into the transaction**

This entering into the transaction is considered as disposal of listed company's assets under type 2 of the Notification on Acquisition or Disposal of Assets. The Company will dispose of Subsidiary's ordinary shares by signing the share purchase agreement with the buyer, and complete aforementioned transaction within September 2019. Accordingly, the Company is required to immediately disclose the information memorandum on entering into such transaction to the SET, and send the circulated letter containing the minimum information as required by the Notification on Acquisition or Disposal of Assets to the shareholders of the Company within 21 days from the disclosure date on entering into such transaction to the SET.

**11. Opinion of the Board of Directors on the entering into the transaction**

The resolution of the Board of Directors' Meeting No.3/2019, held on 9 September 2019, has carefully considered this transaction, by considering the conditions of the transaction, the appropriateness of sale value and considered that the investment of the purchaser (investor), who is not a connected person of the Company, will benefit the Company and strengthen the operation of 100 % battery electric vehicle business in all aspects. However, in case of the operation can achieve as planned, the conglomerate enable to derive income from good prospects business.

**12. Opinion of the Audit Committee and/or opinion of the director which is different from the opinion of the Board under Clause 10**

All directors of the Company have the same opinions as specified in the Board of Directors' resolution above (unanimity) and no audit committee member has an opinion different from such Board's resolution.

The Board of Directors certifies that all information contained in this Information Memorandum is true, complete and accurate in all respects.

Please be informed accordingly.

Yours sincerely

- SOMKIAT VONGSAROJANA -

Mr. Somkiat Vongsarajana  
Managing Director

## Resume of the Buyers of the ordinary shares of SKY-T

No.	Name	Education	Relationship with the directors, managements, shareholders of the Company/subsidiaries of the Company /Associated company of the Company	Relationship with the Company/subsidiaries of the Company /Associated company of the Company	Work Experience
1	Mr.Parin Sathianpagilanagorn	<ul style="list-style-type: none"> <li>- Bachelor's Degree Thammasat University Faculty of Liberal Arts, French Major (1st Class Honours)</li> <li>- Scholar Association thailandaise des professeurs de francais and Alliance Francaise Bangkok</li> </ul>	None	None	<ul style="list-style-type: none"> <li>- Director Fintania Co., Ltd Blockchain Laboratory</li> <li>- Director ThI Fintech Co., Ltd Providing Internet of Things (IOT) Platform and creative gaming with the concept to improve real life</li> </ul>
2	Mr.Thanathorn Boonsiripattanajaroen	<ul style="list-style-type: none"> <li>- Bachelor's Degree Peking University Department of Engineering Weaponry</li> </ul>	None	None	<ul style="list-style-type: none"> <li>- Production Director The Bangkok Iron and Steel Works Co., Ltd. (Year 1977 - 2015)</li> </ul>