

No. ED-MD2021-0023

September 3rd, 2021

Subject: Notification of Resolutions of the Board of Directors' Meeting No. 6/2021 regarding the Resignation of Independence Director and Chairman of Audit Committee, the Deposal of Assets, the Acquisition of Assets and Connected Transactions, Assignment of IFA, offering and allocation of the increased capital for Private Placement, Schedule for the E-EGM No.01/2021 and Record Date

Attention: President
The Stock Exchange of Thailand

Attachment: 1. Information Memorandum Regarding the Acquisition of Assets and Connected Transactions
2. F53-6
3. Information Memorandum the Offering of Newly Issued Ordinary Shares under the Private Placement Scheme

The Meeting of The Board of Directors of Eureka Design Public Company Limited ("The Company") No.6/2021 held on September 3rd, 2021, from 01.00 – 03.00 p.m. at the conference room of the company, was unanimously resolved as of the following:

1. Acknowledged of the resignation of Mr. Thitisak Sakulkru, Chairman of the Audit Committee and Independent Director with effect from 3 September 2021 onwards.
2. Approved the sale of investment in BS MYCO Biotech Company Limited, a subsidiary, to Ms. Areeporn Kaewklom, a natural person who is interested and has expertise in business, amounting to 453,600 shares, representing 63% of the total shares in the value of 30,000,000 baht. The reason is that it is considered that the disposal of the said assets is reasonable and will benefit the subsidiaries who are facing problems due to the COVID-19 epidemic situation. This causes the past government budget to be allocated to solving economic and public health problems related to the COVID-19 epidemic instead of using to get rid of water hyacinths

In this regard, entering into such transactions considered disposing of assets According to the Notification of the Capital Market Supervisory Board No. TorJor.20/2008 and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. calculate with Tangible Asset Value Criteria Referring to Interim Financial Statements for the six-month period Ending on June 30, 2021 and when including the size of transactions occurring in the previous 6 months and the previous 12 months If it is disposed of the same property There will be the highest transaction equal to 10.21 percent, which is lower than 15% according to the announcement on acquisition or disposal.

Therefore, the Company has no obligation to disclose information in accordance with the Acquisition or Disposition Notification. and does not qualify as a connected transaction according to the Notification of the Capital Market Supervisory Board No. TorJor.20/2008 and the announcement of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies on Connected Transactions 2003 (and its amendments)

3. Approved the company Joint investment with NCL International Public Company Limited to establish a limited company It has a registered capital of 20,000,000 baht (twenty million baht). The Company will hold 49% of the registered capital. with an investment of 9,800,000 baht to jointly research and develop hemp products

In this regard, entering into such transactions considered an acquisition of assets According to the Notification of the Capital Market Supervisory Board No.TorJor20/2008 and the announcement of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2004 calculate with Criteria for the total value of consideration based on interim financial statements for the six-month period Ending on June 30, 2021 and when including the size of transactions occurring in the previous 6 months and the previous 12 months If it is the acquisition of the same asset will have the highest transaction equal to 1.69 percent, which is lower than 15% according to the acquisition or disposition announcement, the company therefore has no obligation to disclose information according to the acquisition or disposition notification and does not qualify as a connected transaction according to the Notification of the Capital Market Supervisory Board No. TorJor.20/2008 and the announcement of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies on Connected Transactions 2003 (and its amendments)

4. Approved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the acquisition of assets of the Company A.P.W. International Company Limited (“A.P.W”) and connected transactions. By entering into the transaction accepting the transfer of 1,300,000 ordinary shares of A.P.W, representing 100% of the total issued and paid-up shares. Par value of 100 baht per share, which is 130,000,000 baht of paid-up capital (“APW ordinary shares”) from Pacific Global Company Limited (“PG”) under the Entire Business Transfer (EBT) process by the Company. The Company will purchase and accept the entire business transfer from PG, which means all assets, liabilities, rights, duties and responsibilities of PG on the business transfer date. 382,500,000.00 baht

In this regard, the Company will pay compensation for the Entire Business Transfer Transaction to PG with 450,000,000 newly issued ordinary shares of the Company with a par value of 0.25 baht per share, representing 33.59% of the shares. all issued and paid by the Company after the capital increase by setting the offering price of newly issued ordinary shares at a price of 0.85 baht per share, representing a total value 382,500,000.00 baht by offering a private placement to PG as compensation instead of payment in cash (Payment in Kind), which is considered an offering for sale of newly issued ordinary shares at a price without a discount of more than 10 percent from the market price according to the Notification of the Capital Market Supervisory Board No. TorJor.72/2015 The listed company offers to sell the newly issued shares to the private placement. (and its amendments) (“Notification Tor Jor. 72/2015”)

Asset acquisition transaction which has a transaction size equal to 66.06%, which calculates the transaction size based on the total value of consideration criterion that results in the highest value and the Company does not have any other asset acquisition or disposition transactions that occur during 6 months prior to the date of this transaction The making of such a proposal is therefore considered a type 1 transaction, which is the transaction size equal to 50 percent or

higher but less than 100 percent according to the Notification of the Capital Market Supervisory Board No. TorJor.20/2008 material that is considered to be an acquisition or disposition of assets including the amended announcement and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 and its amendments

This was because it was considered that the entry into the said transaction is for the benefit of the Company and shareholders and is reasonable and in line with the Company's business expansion policy. Including the determination of the value of the consideration is appropriate and will be able to generate returns for the Company and the shareholders of the Company in the long term. Details of entering into such transactions appear in the Information Memorandum on Acquisition of Assets and Connected Transactions (List 1) (Attachment 1).

5. Approved the appointment of Wells Capital Advisory Limited, the independent financial adviser (IFA) who commented on the transaction at this time

6. Approval to propose to the shareholders' meeting of the Company to consider and approve the increase of the Company's registered capital in the amount of 112,500,000 baht, divided into 450,000,000 ordinary shares, with a par value of 0.25 baht from the original registered capital of 296,585,600 baht to a new registered capital of 409,085,260 baht divided into ordinary shares. 1,636,341,040 shares with a par value of 0.25 baht per share and amended Clause 4 of the Company's Memorandum of Association to comply with the increase in registered capital with the details as follows

| | | |
|--|----------------------|---|
| “Clause 4. The registered capital 409,085,260 Baht | | (Four hundred nine million eighty-two hundred and sixty baht only) |
| Divided into | 1,636,341,040 shares | (One thousand six hundred thirty-six million three hundred forty one thousand and forty shares) |
| At the par value of | 0.25 Baht each | (twenty-five Satang) |
| Categorised into | | |
| Ordinary shares | 1,636,341,040 shares | (One thousand six hundred thirty-six million three hundred forty one thousand and forty shares) |
| Preferred shares | - shares | (-) |

7. Approved to propose to the Extraordinary General Meeting of Shareholders of the Company Consider and approve the allocation of 450,000,000 newly issued ordinary shares of the Company to Pacific Global Company Limited (“PG”) at the price of 0.85 baht per share, totaling

a total value of 382,500,000 baht to pay for the entire business transfer of PG. This includes the company's common stock. A.P.W. International Company Limited ("A.P.W") of 1,300,000 shares, representing 100% of the total number of issued and paid-up shares. The par value of 100.00 baht per share is paid-up capital. 130,000,000.00 baht under the Entire Business Transfer (EBT) process. such acquired to the shareholders

The allotment of newly issued ordinary shares of the Company is an offering of newly issued ordinary shares to a specific investor (Private Placement) at a price of 0.85 baht per share. Not lower than the market price, which means the historical weighted average price of not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date that the Board of Directors resolves to propose the agenda to the shareholders' meeting for approval. to the company Offer for sale of newly issued shares as prescribed in the Notification of the Board of Directors with the Capital Market No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares to Private Placement (the Notification of the Capital Market Supervisory Board No. TorJor. 72/2015") which must be approved by the Extraordinary General Meeting of Shareholders No. 1/2014 of the Company with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to In addition, the Company must obtain permission for the offering of newly issued ordinary shares through a private placement from the Office of the Securities and Exchange Commission as prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2015 before the offering of ordinary shares of the Company (where market price means the weighted average trading price of the Company's shares in the Stock Exchange of Thailand for the past 15 consecutive days prior to the date on which the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/21 for approval of the Company. IPO is from the date of August 13 - September 2, 2021, which is equal to 0.85 baht (data from SETSMART of Thailand). For investment in A.P.W.'s ordinary shares, it is an offering for sale of newly-issued ordinary shares at a price without a discount of more than 10% from the market price as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2015, please consider the details of the private placement. Relationship with the Company and the criteria for determining the selling price per share in the information memorandum on the offering of ordinary shares of the Company to a private placement)

Details of the opinion of the Board of Directors and details of the allocation of newly issued ordinary shares including the purpose of issuing new ordinary shares appear in the Capital Increase Report Form (F53-4) (Attachment 2) and Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of the Company to a Private Placement (Attachment 3)

In addition, the Board of Directors' meeting approved to propose to the shareholders' meeting of the Company. Consider and approve the delegation of powers to the Chairman of the Executive Committee or authorized director of the Company or Chief Executive Officer or Chief Financial Officer and/or any person assigned by such person has the power to consider and take action on various matters necessary in connection with and/or continuing with the capital increase and the allocation of newly issued ordinary shares of the Company This includes but is not limited to the following:

- (1) set conditions and details related to the allocation of additional ordinary shares including, but not limited to, the allocation of ordinary shares for a period of time, including the amount of the offering period, the offering price, the subscription, payment for shares, as well as the determination of conditions and any other details that related to the allocation of newly issued ordinary shares
 - (2) Negotiate, sign and amend documents and contracts necessary in connection with and/or continually increasing the Company's capital and the allocation of newly issued ordinary shares of the Company as well as consider appointing a financial advisor legal advisor any other service providers to perform various actions related to the capital increase and the method of allocation of ordinary shares for the increase of the Company's capital
 - (3) Signing a request for a waiver of a notice as well as any instruments or documents related to the Company's capital increase and the allocation of the Company's newly issued ordinary shares, including the Certification of documents related to the filing and/or receipt of documents to the officers or representatives of any relevant agencies, including the listing of the Company's newly issued ordinary shares as Securities listed on the Stock Exchange of Thailand
 - (4) to amend the method of allocation of newly issued ordinary shares of the Company, including various documents related to the allocation of newly issued ordinary shares of the aforementioned company
 - (5) to perform any other related, necessary and/or continuation of the Company's capital increase and the allocation of newly issued ordinary shares of the Company in order to continue to comply with the relevant laws and/or regulations
8. Approved the date of the Extraordinary General Meeting of Shareholders No. 1/2021 on Wednesday, October 28, 2021 from 10:00 a.m. – 12:00 noon by means of meeting via electronic media by live broadcasting at the meeting room of the head office of Eureka Design Company Limited (Public Company Limited) No. 19, Village No. 11, Lat Sawai Subdistrict, Lam Luk Ka District, Pathum Thani Province and determine the names of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2564 (Record Date) on September 20, 2021 and the meeting agendas are as follows:
- Agenda 1 To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders
 - Agenda 2 To consider and approve the acquisition of assets of the Company A.P.W. International Co., Ltd. and Connected Transactions
 - Agenda 3 To consider and approve the increase of registered capital and amendments to the Memorandum of Association
 - Article 4 of the company in accordance with the increase of registered capital
 - Agenda 4 To consider and approve the allocation of the Company's newly issued ordinary shares to specific investors (Private Placement)
 - Agenda 5 Consider other matters (if any)

Please be informed accordingly,

Yours faithfully,
(Mr. Lissapat Kraikruan)
Director

Information Memorandum
Regarding the Acquisition of Assets and Connected Transactions of
Eureka Design Public Company Limited

According to the dimensions of the Board of Directors' meeting of Eureka Design Public Company Limited ("the Company") No. 6/2021, held on September 3, 2021 between 13.00 and 15.00 to consider and approve the acquisition of ordinary shares of the Company. A.P.W. International Co., Ltd. ("A.P.W."). The Company has approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 for consideration and approval regarding to entering into the transaction of acquiring 1,300,000 ordinary shares of A.P.W., representing 100 percent of the total number of issued and paid-up shares with a par value of 100.00 baht per share, representing a paid-up capital of 130,000,000.00 baht ("A.P.W ordinary shares") from Pacific Global Company Limited ("PG") under the Entire Business Transfer (EBT) process, whereby the Company will purchase and accept the entire business transfer from PG, which means all assets, liabilities, rights, duties and responsibilities of PG. The Company will accept the transfer of the ordinary shares of A.P.W. Total Value 382,500,000.00 baht (Three hundred and eighty-two million, five hundred thousand baht) ("Entire Business Transfer Transaction").

The value of the A.P.W ordinary shares is 382,500,000 Baht which is considered as the total price for entering into the transaction. The Company pays compensation for the Entire Business Transfer Transaction ("EBT") with 450,000,000 newly issued ordinary shares of the Company with a par value of 0.25 baht per share. The number of the ordinary shares is equivalent to 33.59 percent of the total issued shares and all paid-up of the Company after the capital increase. The Company determines to offer the share with a price of 0.85 baht per share representing a total value 382,500,000.00 Baht under the private placement scheme to PG instead of paying in cash (Payment in Kind). This is considered as an offering of newly issued ordinary shares at a price without a more than 10 percent discount from the market price according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2015 regarding the permission for Listed Companies to Offer Newly Issued Shares to Private Placement (including any amendments) ("Notification Tor Chor. 72/2015")

The asset acquisition transaction, which has a transaction size of 66.06 percent, which is calculated by the basis of the total value of consideration. The Company does not have any other asset acquisition or disposition transactions during 6 months prior to the date of entering into this transaction. The transaction is considered as the asset acquisition as Class 1 which means that its size equals to 50 percent or higher but less than 100 percent under the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2008 regarding the criteria for entering into the transactions that are considered as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand on the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets 2004 as amended (collectively the "Notification on Acquisition or Disposition of Assets").

Therefore, the Company is obliged to perform the following actions:

- (1) Prepare a report and disclose information on the said transaction of the Company to the Stock Exchange of Thailand ("SET") immediately, with the attached information of Information Memorandum regarding the acquisition of assets and connected transactions

- (2) Appoint an independent financial advisor to perform various related duties including giving independent opinions as specified in the announcement on the acquisition or disposal of assets to shareholders for consideration
- (3) Organize the Company's Extraordinary General Meeting of Shareholders to approve the transaction by submitting the independent financial advisor report to the shareholders, together with the invitation letter for the meeting not less than 14 days prior to the date of the meeting. The acquisition must be approved by not less than three-fourths of the total number of shareholders who come and have the right to vote. The names and number of shareholders who are not entitled to vote must also be specified in the notice of the meeting.

In addition, the transaction is considered as a connected transaction according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2008 regarding to criteria for Connected Transactions and Notification of the Board of Governors of the Stock Exchange of Thailand related to the disclosure of Information and Acts of Listed Companies Concerning the Connected Transaction, 2003 and its amendments, (collectively referred to as the "Notification of Connected Transactions"). PG is a juristic person with major shareholders and directors, namely Miss Pinyalak Kiratiphatthananan representing more than 10 percent of the total issued and paid-up shares of PG. The connected transaction size is 139.33 percent of the net tangible assets of the Company. It is calculated from the consolidated financial statements of the Company ending as of June 30, 2021 (Reviewed Edition). The size of the transaction is more than 3 percent of the Company's net tangible assets, and the value is more than 20 million baht (the Company has not entered into any other connected transaction with the same connected person or related person or close relative of such person during 6 months prior to the transaction). Therefore, the Company has a duty to disclose information to the Stock Exchange of Thailand immediately and arrange for a shareholders' meeting to seek approval for the transaction. The transaction is required to achieve a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote, excluding the of interested shareholders. The Company must arrange an independent financial advisor to share independent opinion related to the transaction to shareholders.

In this regard, the Company has appointed Welcap Advisory Company Limited, which is a financial advisor approved by the SEC Office, to be an independent financial advisor to give an opinion in entering into the acquisition

This information Memorandum regarding the acquisition of assets and connected transactions contains the details as follows:

1. Transaction Date

The Company will enter into the transaction after being approved by the Extraordinary General Meeting of Shareholders No. 1/2021. The Company expects the transaction will be completed within the fourth quarter of 2021, but not later than 3 months from Date of approval from the Extraordinary General Meeting of Shareholders for entering into the transaction after having fulfilled the relevant conditions as specified in Clause 10

2. The parties involved

| | |
|-------|--|
| Buyer | Eureka Design Public Company Limited ("the Company") |
|-------|--|

| | |
|------------------|--|
| Seller | Pacific Global Company Limited (“PG”) |
| Number of shares | 130,000,000 shares, representing 100.00 percent of the registered and paid-up shares of the Seller. |
| Trading value | 382,500,000 Baht (three hundred and eighty-two million, five hundred thousand Baht) |
| Relationship | A connected transaction because PG is a juristic person with major shareholders and directors, namely Miss Pinyalak Kiratiphatthananan representing more than 10% of the total issued and paid-up shares of PG |

2.1. General information of PG

| | |
|--|--|
| Company name | Pacific Global Company Limited (“PG”) |
| Type of business | Operating business by holding shares in other companies (Holding company) |
| Location | No. 98/4 The Nine Place Building Srinakarin Road, Nong Bon Subdistrict, Prawet District, Bangkok |
| Company registration date | March 20, 2018 |
| Registered capital and paid-up capital | 130,000,000 baht |
| List of Directors | Ms. Yarinda Panlai |

2.2. List of shareholders of PG

| No. | List of shareholders | Number of shares | percent |
|-----|----------------------------------|---------------------|---------------|
| 1 | Miss Pinyalak Kiratiphatthananan | 799,800.00 | 61.52 |
| 2 | Mrs. Yoohiang Srisombatphaiboon | 200.00 | 0.02 |
| 3 | Mr.Pheerasak Srirungsukjinda | 500,000.00 | 38.46 |
| | Total | 1,300,000.00 | 100.00 |

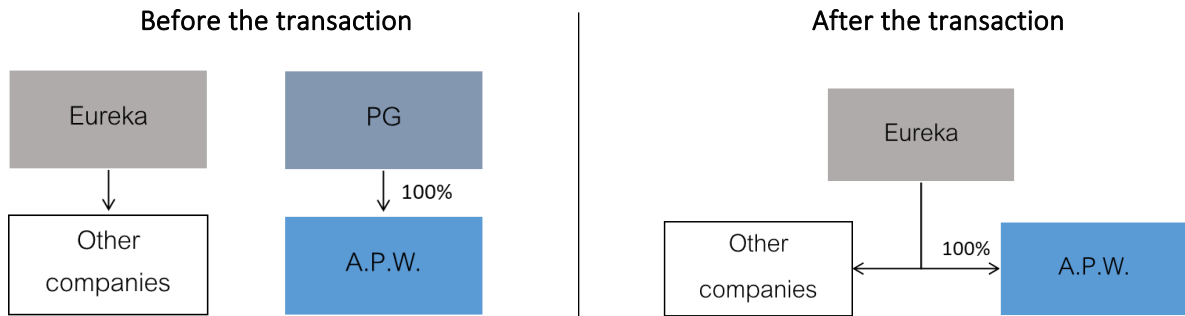
3. General characteristics, type and size of the Transaction

3.1. General Characteristic of the Transaction

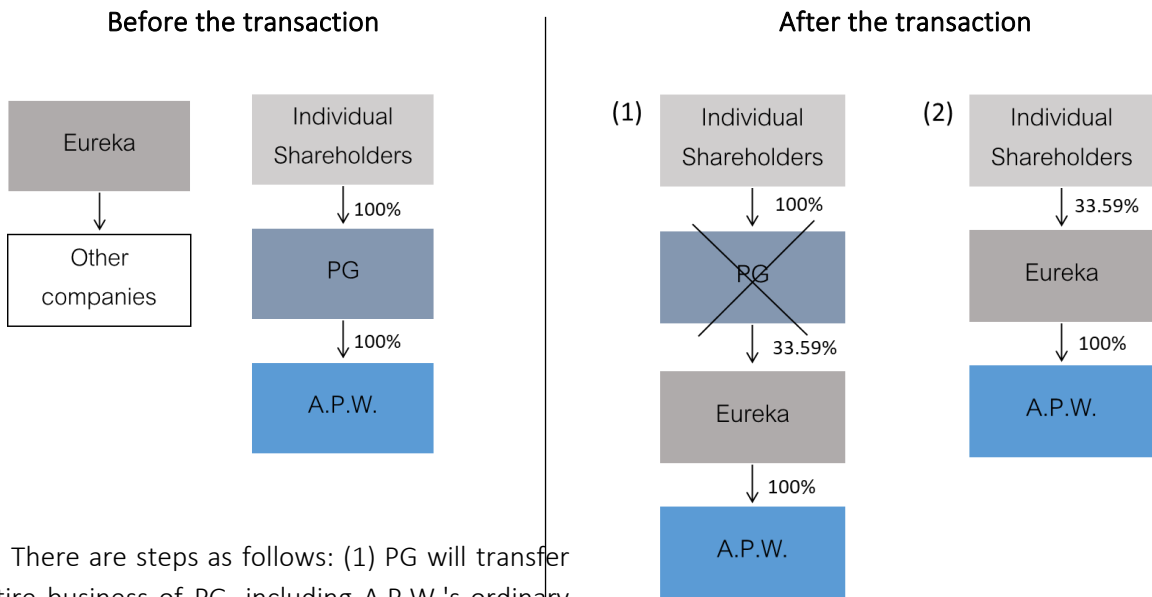
The Company intends to purchase 130,000,000 ordinary shares of A.P.W., representing 100 percent of the total issued and paid-up shares of A.P.W., at a total price of 382,500,000 Baht (three hundred and eighty-two million, five hundred thousand Baht) from PG under the EBT process. In this regard, the Company will pay compensation by issuing 450,000,000 ordinary shares of the Company with a par value of 0.25 baht per share, representing 33.59 percent of the total issued and paid-up shares of the Company. To pay the compensation, The Company issues 450,000,000 ordinary shares of the Company under a specific objective (Private Placement) at the price of 0.85 baht per share, totaling a total value of 382,500,000 Baht to PG. The price does not have a discount of more than 10 percent from the market price as specified in the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2015. The market price means the weighted average trading price of the Company's shares in the Stock Exchange of Thailand for the past 15 consecutive business days (13 August – 2 September 2021), which is equal to 0.85 baht (data from SETSMART of Thailand), prior to the date that the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2021 for the approval.

3.1.1.Transaction Structure and Shareholding of the Company

Diagram of the Company's shareholding structure Before and after entering into the transaction are as follows:



Transaction Structure of PG under the Entire Business Transfer Process



There are steps as follows: (1) PG will transfer the entire business of PG, including A.P.W.'s ordinary shares to the Company under the entire business transfer process and the Company will issue new ordinary shares to the shareholders of PG. (2) PG will proceed to register the dissolution within the same accounting period as the transfer of the entire business of PG to comply with the conditions under the Revenue Code for the entire business transfer. All assets held by PG as of the date of dissolution, which are: Company's ordinary shares will be transferred back to PG's shareholders under liquidation process. This will ultimately result in PG's shareholders becoming shareholders of the Company.

3.1.2.Shareholding structure of PG and shareholding proportion in the Company after the transaction

In this regard, the shareholders of PG who will later become shareholders of the Company will consist of the following persons with names and shareholding proportions in the Company as follows:

| No. | Shareholder' s Name | The Company's ordinary shares allocated | | Number of shares as of April 30, 2021 | After the transaction | |
|-----|----------------------------------|---|--------------|---------------------------------------|-----------------------|--------------|
| | | Number | % | | Number | % |
| 1 | Miss Pinyalak Kiratiphatthananan | 276,853,846 | 20.66 | 32,646,660 | 309,500,506 | 23.10 |
| 2 | Mrs. Yoohiang Srisombatphaiboon | 69,231 | 0.01 | 0 | 69,231 | 0.01 |
| 3 | Mr.Pheerasak Srirungsukjinda | 173,076,923 | 12.92 | 0 | 173,076,923 | 12.92 |
| | Total | 450,000,000 | 33.59 | | 482,646,660 | 36.02 |

Note: *Information as of April 30, 2021, which is the latest information as of the closing date of the Company's register book.

3.1.3.Major shareholder structure of the Company

Major share structure of the company before and after entering into the transaction can be summarized as follows:

3.1.3.1. Major share structure of the Company before entering the transaction

| No | Shareholder' s Name | As of April 30, 2021 | |
|----|--------------------------------|----------------------|------------|
| | | Shares | Percentage |
| 1 | Miss Nichakan Chanthanasirikul | 108,925,000.00 | 12.24 |
| 2 | Miss Churairat Pongsorn | 98,762,500.00 | 11.10 |
| 3 | Mr. Lisapat Khikruan | 96,880,000.00 | 10.89 |
| 4 | Mr. Ulit Jaturasangpairoj | 62,900,000.00 | 7.07 |
| 5 | Miss Kanpai KRAIKRUAN | 42,000,000.00 | 4.72 |
| 6 | Miss Pinyalak Kiratipattanan | 32,646,660.00 | 3.67 |
| 7 | Mr. Thosapol Suriyapongchai | 30,713,900.00 | 3.45 |
| 8 | Mr. Apicha Thawornamornsri | 27,115,280.00 | 3.05 |
| 9 | Mr. Thakorn Phatthapariyathorn | 22,291,300.00 | 2.51 |
| 10 | Thai NVDR Company Limited | 20,354,119.00 | 2.29 |

3.1.3.2. Major share structure of the Company after entering the transaction

| No | Shareholder' s Name | As of April 30, 2021 | Shares increase in capital | After disposition | Percent age |
|----|--------------------------------|----------------------|----------------------------|-------------------|-------------|
| | | Number of Shares | Number of Shares | Number of Shares | |
| 1 | Miss Pinyalak Kiratipattanan | 32,646,660.00 | 276,853,846 | 309,500,506.00 | 23.10 |
| 2 | Mr. Peerasak Srirungsukchinda | - | 173,076,923.00 | 173,076,923.00 | 12.92 |
| 3 | Miss Nichakan Chanthanasirikul | 108,925,000.00 | - | 108,925,000.00 | 8.13 |

| | | | | | |
|----|-----------------------------------|---------------|---|---------------|------|
| 4 | Miss Churairat Pongsorn | 98,762,500.00 | - | 98,762,500.00 | 7.37 |
| 5 | Mr. LISSAPAT KRAIKRUAN | 96,880,000.00 | - | 96,880,000.00 | 7.23 |
| 6 | Mr. Ulit Jaturasangpaioj | 62,900,000.00 | - | 62,900,000.00 | 4.69 |
| 7 | Miss Kanpai KRAIKRUAN | 42,000,000.00 | - | 42,000,000.00 | 3.13 |
| 8 | Mr. Thosapol Suriyapongchai | 30,713,900.00 | - | 30,713,900.00 | 2.29 |
| 9 | Mr. Apicha Thawornamornsri | 27,115,280.00 | - | 27,115,280.00 | 2.02 |
| 10 | Mr. Thakorn Phatthapariyathorn | 22,291,300.00 | - | 22,291,300.00 | 1.66 |

3.1.4. List of Directors who have interests and do not have the right to vote in the Board of Directors' meeting

None

3.2. Transaction type and size

3.2.1. Asset Acquisition Transaction

The transaction is considered as the asset acquisition transaction according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2008 regarding the criteria for making significant transactions that are considered to be acquiring or disposing of assets including the amended announcement and the announcement of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (collectively the "Notification on Acquisition or Disposition of Assets").

When calculating the transaction size according to the criteria in the Notification on Acquisition or Disposal of Assets, the highest transaction value equals 66.06 percent based on the Total Value of Consideration Criteria. It is classified as a type 1 transaction as specified in the announcement on acquisition or disposal.

The calculation details are as follows:

| Financial information Unit: Million Baht | The Company (1) | A.P.W (2) |
|---|------------------------|----------------------|
| Total assets | 578,986,869.52 | 210,284,833.24 |
| <u>Less</u> intangible assets (3) | 6,662,071.08 | 1,985.91 |
| <u>Less</u> Goodwill | | |
| <u>Less</u> deferred tax assets | | |
| <u>Less</u> Total Liabilities | 289,898,449.72 | 111,206,160.09 |
| <u>Less</u> Non-controlling shareholders' equity | 7,900,315.87 | |
| Net Tangible Assets (NTA) | 274,526,032.85 | 99,076,687.24 |
| Net profit (loss) of the Company for the past 12 months | (93,346,774.74) | 34,216,237.46 |

Note: (1) The Company's financial statements as of June 30, 2021, reviewed edition.

(2) A.P.W.'s financial statements for the year ended December 31, 2020, audited edition, because the Company A.P.W.'s quarterly financial statements have not been reviewed by the auditors.

(3) Intangible assets of the Company as of June 30, 2021 used in the calculation are computer programs and patents

| Transaction Size | Calculation formula | Transaction size |
|--|--|--|
| 1. Net Tangible Asset (NTA) Criteria | (Increased percentage of shareholding x NTA of the Target Company x 100)/ NTA of the Company | 100 percent x (99,076,687.24/ 274,526,032.85) = 36.09 percent |
| 2. Net Profit Criteria | (Increase inpercentage of shareholding x net profit of the Target Company x 100)/ NTA of the Company | unable to calculate because the net profit of The Company is negative. |
| 3. Total Value of Consideration Criteria | (Value paid x 100)/total assets of the company | (382,500,000 x 100)/ 578,986,869.52 = 66.06 percent |
| 4. Securities Value Criteria | (number of shares issued to pay for assets x 100)/number of shares issued and paid-up of the company | unable to calculate because it is not issuing new shares to pay for the assets |
| Maximum | | 66.06 percent |

The Company has not acquired assets during 6 months prior to the date that the Board of Directors has approved this transaction. **The transaction size is 66.06 percent** based on the total value of consideration criteria. Therefore, it is considered a type 1 transaction. The size of the transaction is equal to 50 percent or higher but less than 100 percent based on the total value of consideration criteria. **The Company is obliged to take the following actions:**

- 1) Prepare a report and disclose information on the said transaction of the Company to the Stock Exchange of Thailand (“SET”) immediately, with the attached information of Information Memorandum regarding the acquisition of assets and connected transactions
- 2) Appoint an independent financial advisor to perform various related duties including giving independent opinions as specified in the announcement on the acquisition or disposal of assets to shareholders for consideration
- 3) Organize the Company's Extraordinary General Meeting of Shareholders to approve the transaction by submitting the independent financial advisor report to the shareholders, together with the invitation letter for the meeting not less than 14 days prior to the date of the meeting. The acquisition must be must be approved by not less than three-fourths of the total number of shareholders who come and have the right to vote. The names and number of shareholders who are not entitled to vote must also be specified in the notice of the meeting.

In this regard, the Company has appointed Welcap Advisory Company Limited, which is a financial advisor approved by the SEC Office, to be an independent financial advisor to give an opinion in entering into the acquisition

3.2.2.Connected transaction

In addition, the transaction is considered as a connected transaction according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2008 regarding to criteria for Connected Transactions and Notification of the Board of Governors of the Stock Exchange of Thailand related to the disclosure of Information and Acts of Listed Companies Concerning the Connected Transaction, 2003 and its amendments, (collectively referred to as the “Notification of Connected Transactions”). PG is a juristic person with major shareholders and directors, namely Miss Pinyalak Kiratiphatthananan representing more than 10 percent of the total issued and paid-up shares of PG. In this case, the Connected Transaction Size is 139.33 percent of the net tangible assets of the Company. It is calculated from the consolidated financial statements of the Company Ending as of June 30, 2021 (Reviewed Edition). The size of the transaction is more than 3 percent of the Company's net tangible assets, and the value is more than 20 million baht (the Company has not entered into any other connected transaction with the same connected person or related person or close relative of such person during 6 months prior to the transaction).

The calculation details are as follows.

$$= (\text{value of newly issued ordinary shares} \times 100) / \text{value of net tangible assets (NTA)}$$

$$= 382,500,000 \times 100 / 274,526,032.85$$

$$= 139.33 \text{ percent}$$

Therefore, the Company has a duty to disclose information to the Stock Exchange of Thailand immediately and arrange for a shareholders' meeting to seek approval for the transaction. The transaction is required to achieve a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote, excluding the of interested shareholders. The Company must arrange an independent financial advisor to share independent opinion related to the transaction to shareholders.

4. Details of potential acquired assets

4.1. General information of A.P.W. and Directors

| | |
|---|---|
| Company name | A.P.W. International Co., Ltd. (“A.P.W.”) |
| Type of business | Recycled plastic pellets production and distribution |
| Location | 81/5 Moo. 9, Bang Pla Subdistrict, Bang Phli District, Samut Prakan |
| Company Registration Date | 11 Sep 2543 / 11 Sep 2000 |
| Registered capital and paid-up capital as of 4 Aug 2021 | THB 130,000,000.00 |
| List of Director | Miss Pinyalak Kiratiphatthananan |

4.2. List of shareholders of A.P.W.

| No. | List of shareholders | Number of shares | percent |
|-----|---------------------------------------|---------------------|---------------|
| 1 | Pacific Global Company Limited (“PG”) | 1,299,998.00 | 99.9998 |
| 2 | Mrs. Yoohiang Srisombatphaiboon | 1 | 0.0001 |
| 3 | Mr.Pheerasak Srirungsukjinda | 1 | 0.0001 |
| | Total | 1,300,000.00 | 100.00 |

4.3. A.P.W. Business overview

A.P.W. International Company Limited, founded on 11 September 3000, operates the business of manufacturing and distributing recycled plastic pellets. The company started its business by taking into account the problems and impacts of waste on the environment and the increasing awareness of global warming. This made the company see an opportunity in the recycling business by bringing the used plastic to be worthwhile again. The company aim to be a world-class company with the aim to develop a circular economy for the use of plastics and to make the most of available resources for society and for the economy, which can generate the economic and financial growth in harmony with the environment in a sustainable way.

A.P.W. has been operating in the plastic resin industry for over 21 years and has been approved for the investment promotion from the Office of the Board of Investment (BOI) No. 2536(5)/2554. The company has succeeded in developing the great ability of the selection of good quality raw materials at reasonable prices from partners around the world, and also has the excellent ability to produce and develop products which are rPET (Recycled Polyethylene Terephthalate), rPE (Recycled Polyethylene), rHDPE (Recycled High Density Polyethylene), rLDPE (Recycled Low Density Polyethylene), rPC (Recycled Polyvinyl Chloride), rPP (Recycled Polypropylene), rPA (Recycled Nylon), rPS (Polystyrene, rABS (Acrylonitrile Butadiene Styrene), rPPS (Polyphenylene sulfide), rTPO Thermoplastic Polyolefins, rPPO Polyphenylene Oxide, and rHIPS High Impact Polystyrene.

The company has continually developed factory management and has achieved the reductions of production costs, dependence on labors, and the loss during production. They have been certified with international standards ISO 9001 : 2015, thus giving customers confidence in their products and management. In addition, the company has developed production capacity up to 28,000 tons per year to meet the needs of customers as well as to promote the expansion of the international market.

4.3.1. Development milestones

| Year | Major changes and developments |
|------|---|
| 2000 | Founded the business of producing plastic flakes from PET bottles |
| 2011 | Received the investment promotion from the Office of the Board of Investment (BOI) No. 2536(5)/2554 and expanded the category of plastic pellet products to meet the needs of domestic customers |
| 2014 | Received a license to import recycled plastic from abroad |
| 2018 | Expanded sales to foreign markets and used the benefits from BOI for the first time and continually improved factory management with a focus on reducing production costs. reduce dependence on labor Reduce the loss during production and to support the needs of foreign customers |
| 2019 | Changed the sales strategy to completely export to the Chinese market, resulting in a dramatic increase in revenue from 34.8 million baht in 2018 to 96.27 million baht, a growth rate of 176.64 percent. |

| | |
|------|--|
| 2020 | Certified with international standards ISO 9001: 2015 and achieved sales of 96.20 million baht and profits of 34.22 million baht, which is close to the year 2019 during the situation of COVID-19 |
| 2021 | Increased registered capital and paid-up capital by 100 million baht to 130 million baht and invested 55 million baht in machinery and factory building improvements to expand the capacity of production capacity up to 28,000 tons per year to support the increasing demands of existing and potential new customers in foreign markets, and potential new customers in domestic market, supported by government policy, Bio-Circular-Green Economy (BCG Model), which has raised environmental awareness and stimulated demand for recycled materials in the production process. |

4.3.2.Competitiveness

4.3.2.1. Product quality

The company is committed to product quality control to ensure that their products meet the requirements of customers. The process starts from the procurement of selected raw materials, the supervision of the production process, and the quality control of finished products

4.3.2.2. Ability to procure raw materials

The company has a database of more than 1,000 suppliers around the world and has good relationships with more than 60 partners. This enables the company to select good quality raw materials at reasonable prices and meet the needs of customers.

4.3.2.3. Benefits from acquiring a BOI Investment Promotion Certificate

4.3.3.Risk Factors

Risks from internal factors

4.3.3.1. Risks from a fluctuation in raw material prices

The plastics industry is affected by oil prices because the plastics industry is directly linked to the petroleum and petrochemical industries. The price of raw materials, therefore, varies with the world oil price and the economic situation. The company is at risk of being unable to control variable production costs which may result in higher costs or lower profits. However, the company manages their risks by regularly following up on related information, and analyzes the information in order to develop strategies, production plans and sales plans. This allows they can manage the purchase of raw materials to ensure maximum efficiency and profitability

4.3.3.2. Risks from dependence on the Chinese market

The company currently exports to the Chinese market as the main market. The Chinese plastics market is the largest plastic pellet export market in Thailand and the largest market size in the plastics industry in the world. The trade transactions with the Chinese market are beneficial to the company in terms of income stability. However, the company has plans to expand the market to other countries

4.3.3.3. Risks from foreign exchange rate

The company trades in foreign currency which is subject to exchange rate fluctuation risk. However, they will have measures to consider entering into foreign currency forward contracts as appropriate in each case to prevent and reduce the impacts of foreign exchange risks.

4.3.3.4. Risks from the inability to collect account receivables

Selling on credit provides the company a variety of benefits; however, the company realizes the risks involved with offering this option. To reduce the risks, they determine appropriate credit control policies and only offer credits to selected customers who have healthy financial status and good relationship.

Risks from external factors

4.3.3.5. Risks from unstable global and domestic economy due to COVID-19

The volatility of the economy is a factor that affects the company's business. In 2020, in spite of the spread of the COVID-19 virus that occurs around the world, they have been able to maintain the revenue and profitability very well.

4.3.3.6. Risks Associated with Law Changes

The company must operate in strict accordance with the policies, requirements and laws, which may affect their operations and business opportunities. Therefore, the company must monitor legal changes closely in order to act properly and to develop suitable strategies.

4.4. Shareholder Structure

4.4.1. Shareholding structure of A.P.W.

| No. | List of shareholders | Number of shares | percent |
|-----|---------------------------------------|---------------------|---------------|
| 1 | Pacific Global Company Limited (“PG”) | 1,299,998.00 | 99.9998 |
| 2 | Mrs. Yoohiang Srisombatphaiboon | 1 | 0.0001 |
| 3 | Mr.Pheerasak Srirungsukjinda | 1 | 0.0001 |
| | Total | 1,300,000.00 | 100.00 |

4.4.2. Shareholding structure of A.P.W. after the transaction

| No. | List of shareholders | Number of shares | percent |
|-----|--|---------------------|---------------|
| 1 | Eureka Design Public Company Limited | 1,299,998.00 | 99.9998 |
| 2 | A Person the company will designate later* | 1 | 0.0001 |
| 3 | A Person the company will designate later* | 1 | 0.0001 |
| | Total | 1,300,000.00 | 100.00 |

*This shall be in accordance with the minimum number of shareholders set by the Department of Business Development, Ministry of Commerce.

4.5. Summary of financial information

Financial results as of December 31, 2017, December 31, 2018, December 31, 2019 and December 31, 2020 of A.P.W. according to the financial statements reviewed by the auditor, and as of June 30, 2021 from the financial statements reviewed by JR company that the Company was appointed to check A.P.W.’s financial information. There are details as follows.

(Unit: Million Baht)

| Statement of financial position | 2018 | 2019 | 2020 | Quarter 2/2021 |
|---------------------------------|------|------|-------|----------------|
| Current assets | 34.1 | 51.3 | 117.9 | 59.0 |

| | | | | |
|-------------------------|-------|-------|-------|-------|
| Non-current assets | 77.7 | 102.5 | 92.4 | 123.4 |
| Total assets | 111.8 | 153.8 | 210.3 | 182.4 |
| Current liabilities | 4.1 | 17.3 | 41.8 | 35.4 |
| Non-current liabilities | 79.2 | 71.6 | 69.4 | 73.0 |
| Total liabilities | 83.3 | 88.9 | 111.2 | 108.4 |
| Registered capital | 30.0 | 30.0 | 30.0 | 30.0 |
| Paid-up capital | 30.0 | 30.0 | 30.0 | 30.0 |
| Equity | 28.5 | 64.9 | 99.1 | 44.0 |

(Unit: Million Baht)

| Income statement | 2018 | 2019 | 2020 | Quarter 2/2021 |
|--------------------------|--------------|-------------|-------------|----------------|
| Total income | 34.8 | 96.3 | 96.2 | 78.8 |
| Cost of goods sold | 30.8 | 50.2 | 52.9 | 38.1 |
| Administrative expenses | 2.27 | 2.76 | 3.36 | 3.71 |
| Interest expense | 7.6 | 6.9 | 5.8 | 3.0 |
| Net profit (loss) | (5.9) | 36.4 | 34.2 | 34.0 |

Main asset details

(Unit: Million Baht)

| Asset type | Book value as of December 31, 2020 |
|-----------------------|------------------------------------|
| 1. Land and buildings | 23.9 |
| 2. Building | 32.5 |
| 3. Machine | 8.5 |

5. Total value of the transaction

The Company will accept the transfer of 1,300,000 ordinary shares of A.P.W. from PG under the entire business transfer process at the price of 0.85 baht per share, representing the total value of consideration. 382,500,000.00 Baht, whereby the Company will pay consideration to PG with 450,000,000 newly issued ordinary shares of the Company, with a par value of 0.25 baht per share, representing 33.59% of the total issued and paid-up shares of the Company. The Company will enter into a share transfer and share payment transaction under the relevant conditions as specified in 10. of this Information Memorandum.

6. Value of acquired assets

Assets acquired by the Company are:

- 1,300,000 ordinary shares of A.P.W., representing 100 percent of all registered and paid-up shares of A.P.W.
- All contract rights of A.P.W.
- All assets of A.P.W. used in the operation.
- All relevant and necessary license rights in the operations of A.P.W.

7. Basis used to determine the value of consideration

The Company has determined the value of 382,500,000.00 Baht which are considered from the following factors:

- The negotiation between the Buyer, “the Company”, and the Seller, “PG”
- The appropriate valuation of A.P.W.'s shares is based on the discounted cash flow method, which takes into account of the past performance, the estimated growth rate and the potential profitability of the business in the future based on key assumptions, and the benefits that the Company will be received in the future from the expansion of the business in the industry
- Information obtained from reliable sources from external independent consultants, such as a checklist of structural accounting, tax and legal information from JR Business Advisory Co., Ltd. (Financial, tax, and Legal due diligence)

8. Expected Benefits from the transaction

- It is a diversification of investment risks, a development of diversification in the industrial sector, a growth of opportunities to expand the industrial business and an addition of the source of income
- It is an investment in a company that is well equipped in terms of work and personnel who have expertise in the business which has a high tendency to grow significantly in the future
- It is an investment that can recognize financial and operating results from A.P.W., which strengthen the company’s overall operating results and cash flows
- It is an investment that allows The Company to reduce the burden of investment, the burden of incurring debt and to retain the liquidity by reserving cash to use as working capital and paying the investment by issuing new ordinary shares

9. Sources of funds for the transaction and details of securities issued

The Company will pay compensation for the acquisition of the ordinary shares of A.P.W. by issuing 450,000,000 ordinary shares of the Company under a specific objective (Private Placement) at 0.85 baht per share, 15-day average market price, to PG.

10. Conditions for entering into the transaction

The success of the transaction will be subject to the following important conditions:

1. The Extraordinary General Meeting of Shareholders has an approval with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote for the investment transaction including approval of various matters necessary and/or related to entering into the transaction
2. The Extraordinary General Meeting of Shareholders approves with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote for the investment transaction and for the allocation of the newly issued ordinary shares on a specific objective to be offered to PG as compensation

3. The SEC Office approves the offering of newly issued ordinary shares to specific investors (Private Placement) according to the announcement No. Tor Chor. 72/2015.
4. PG receives a waiver from making a tender offer for the Company from the SEC as PG will only be an intermediary for the temporary holding of the Company's ordinary shares of the PG's shareholders
5. The Company and PG obtain the consent of any other person involved (including but not limited to banks/lenders, etc.) with respect to the change in stake in both before entering the transaction

11. Opinions of the Board of Directors concerning a decision to enter into the transaction

The Board of Directors' Meeting No. 6/2021, which was held on September 3, 2021, has passed a resolution to approve the transaction as the Board believes that the investment in A.P.W. will bring benefits to both the Company and its existing shareholders

12. Opinions of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors

None

13. Qualifications of the Independent Financial Advisor

An independent financial advisor appointed by the Company is Welcap Advisory Co., Ltd., who is a financial advisor approved by the Office of the SEC, does not have relationship and does not hold the company's shares

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

Sincerely Yours,

(Mr. Lissapat Kraikruan)

Director

Eureka Design Public Company Limited

Report Form for Capital Increase
Eureka Design Public Company Limited
September 3rd, 2021

We, Eureka Design Public Company Limited, hereby report the resolution of the Board of Directors' meeting No. 6/2021, dated September 3rd, 2021, relating to the capital increase and allotment of capital increase shares as follows:

1. Capital increase:

The Board of Directors' meeting passed a resolution with approval of the company's registered capital increase from THB 296,585,260.00 to THB 409,085,260.00 by issuing 450,000,000 ordinary shares with a par value of THB 0.25 each, totaling THB 112,500,000. Details of each type of capital increase as follows:

| Type of capital increase | Type of securities | Number of shares | Par value (THB/share) | Total (THB million) |
|---|-------------------------------------|----------------------|-----------------------|----------------------|
| <input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital | Ordinary shares Preferred shares | 450,000,000 | 0.25 | 112,500,000 |
| <input type="checkbox"/> General Mandate | Ordinary shares Preferred shares | | | |

2. Allotment of capital increase shares:

2.1 Specifying the purpose of utilizing the capital

| Allotted to | Number of shares | Ratio (old : new) | Selling price (THB/share) | Subscription and payment period | Remark |
|---|------------------|-------------------|---------------------------|---------------------------------|-----------------------------|
| Private Placement to be paid as compensation for A.P.W. International co., ltd. ("APW") please refer to remarks 1-2 | 450,000,000 | | 0.85. | Please refer to remarks 1-2 | Please refer to remarks 1-2 |

Remarks:

- In accordance with the resolution of the Board of Directors' meeting no. 6/2564 to allot 450,000,000 shares by issuing new shares with the par value of 0.25 to Pacific Global Company Limited ("PG") at the price of 0.85 baht per share, making a total value of 382,500,000 baht. This serves as compensation for the entire business transfer of PG's ordinary shares in APW International co., ltd. for the amount of 1,300,000 shares, representing 100 percent of the total number of issued and paid-up shares with a par value of 100.00 baht per share, representing a paid-up capital of 130,000,000.00 baht, whereby PG will transfer all of the ordinary shares to its shareholders.

In this regard, the shareholders of PG who will later become shareholders of the Company will consist of the following persons with names and shareholding proportions in the Company as follows:

| No. | Shareholder's Name | The Company's ordinary shares allocated | | Number of shares as of April 30, 2021 | After the transaction | |
|-----|----------------------------------|---|-------|---------------------------------------|-----------------------|-------|
| | | Number | % | | Number | % |
| 1 | Miss Pinyalak Kiratiphatthananan | 276,853,846 | 20.66 | 32,646,660 | 309,500,506 | 23.10 |

| | | | | | | |
|---|---------------------------------|--------------------|--------------|---|--------------------|--------------|
| 2 | Mrs. Yoohiang Srisombatphaiboon | 69,231 | 0.01 | 0 | 69,231 | 0.01 |
| 3 | Mr.Pheerasak Srirungsukjinda | 173,076,923 | 12.92 | 0 | 173,076,923 | 12.92 |
| | Total | 450,000,000 | 33.59 | | 482,646,660 | 36.02 |

Note: *Information as of April 30, 2021, which is the latest information as of the closing date of the Company's register book.

For further details on the investment in A.P.W. ordinary shares please refer to Information Memorandum Regarding the Acquisition of Assets and Connected Transactions.

The allotment of newly issued ordinary shares of the Company is an offering of newly issued ordinary shares to a specific investor (Private Placement) at a price of 0.85 baht per share. The price is not lower than the market price, which means the historical weighted average price of not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date that the Board of Directors resolves to propose the agenda to the Extraordinary General Meeting for approval as prescribed in the Notification of the Board of Directors with the Capital Market No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares to Private Placement (the Notification of the Capital Market Supervisory Board No. TorJor. 72/2015"). To conduct the transaction, the Company must be approved by the Extraordinary General Meeting of Shareholders No. 1/2021 with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, and the Company must obtain permission for the offering of newly issued ordinary shares through a private placement from the Office of the Securities and Exchange Commission as stipulated in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2015 before the offering of ordinary shares for the increase of the Company's capital.

In this regard, the market price means the weighted average trading price of the Company's shares in the Stock Exchange of Thailand for the past 15 consecutive days prior to the date on which the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2021 from August 13 - September 2, 2021, which is equal to 0.85 baht (data from SETSMART of Thailand). The offering price of the Company's newly issued ordinary shares for investment in A.P.W.'s ordinary shares is an offering for sale at a price without a discount of more than 10% from the market price as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2015, please consider the details of the private placement and the criteria for determining the selling price per share in the information memorandum on the offering of ordinary shares of the Company to a private placement.

2. Chairman of the Executive Committee or authorized director of the Company or Chief Executive Officer or Chief Financial Officer and/or any person assigned by such person has the power to consider and take action on various matters necessary in connection with and/or continuing with the capital increase and the allocation of newly issued ordinary shares of the Company This includes but is not limited to the following:
 - 2.1. Set conditions and details relating to the allotment of newly issued ordinary shares, including capital, including but not limited to the allotment of ordinary shares for share price, and specify conditions and other details related to the allocation of newly issued ordinary shares

- 2.2. Negotiate, sign and amend documents and contracts related to the increase of the Company's capital and the allocation of newly issued ordinary shares as well as consider appointing a financial advisor, legal advisor, and any other service providers to perform various actions related to the capital increase and the method of allocation of ordinary shares for the increase of the Company's capital
- 2.3. Sign a request for a waiver of a notice as well as any instruments or documents related to the Company's capital increase and the allocation of the Company's newly-issued ordinary shares, including the certification of documents related to the filing and/or receipt of documents to the officers or representatives of any relevant agencies, as well as list the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand
- 2.4. Amend the method of allocation of newly issued ordinary shares of the Company, including various documents related to the allocation of ordinary shares of the Company
- 2.5. Conduct any other related, necessary and/or continuation of the capital increase of the Company and the allocation of newly issued ordinary shares of the Company in order to continue to comply with the relevant laws and/or regulations

The Company action If there is a fraction of a share

Since the increase in registered capital and the offering of ordinary shares in this time is an offering to private placement, there are no fractions of shares.

2.2 General Mandate

| Allotted to | Type of securities | Number of shares | Percentage of paid-up capital ^{1/} | Remark |
|---|--------------------|------------------|---|--------|
| Rights Offering To support the exercise of the warrants to purchase the transferable capital increase shares allocated to the existing shareholders. | Ordinary shares | - | - | - |
| | Preferred shares | - | - | - |
| Preferential Public Offering To support the exercise of the warrants to purchase the transferable capital increase shares allocated to the existing shareholders and non-allocation to shareholders in such a manner that would cause the company to have any duty under foreign law | Ordinary shares | - | - | - |
| | Preferred shares | - | - | - |
| Public Offering | Ordinary shares | - | - | - |
| | Preferred shares | - | - | - |
| Private Placement | Ordinary shares | - | - | - |
| | Preferred shares | - | - | - |

^{1/} Percentage of paid-up capital on the date that the Board of Directors resolved with the approval to increase capital under General Mandate

3. Schedule for a shareholders' meeting to approve the capital increase / allotment of capital increase shares

The Ordinary/Extraordinary Meeting of Shareholders No. 1/2021 is scheduled to be held on (date) October 27, 2021 at 10-12.00 a.m. by E-EGM and broadcasting from Meeting Room, Eureka Design Public Company Limited

Specifying the book-closing date to share transfers in order to determine the rights to attend this meeting from (date) until the meeting has been duly convened.

Specifying the list of shareholders with the rights to attend this meeting (Record date) on September 20, 2021 and collecting the names according to Section 225 of the Securities and Exchange Act by closing the register book on September 21, 2021 (business day following the date of determining the names of shareholders).

4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions (if any)

4.1 do a registration of capital reduction/increasing registered capital, amendment of the Memorandum of Association and registration of the change of paid-up capital with the Department of Business Development, Ministry of Commerce

4.2 do an application for permission from the Office of the Securities and Exchange Commission for offering and allocation of newly issued ordinary shares to a private placement (Private Placement) to APW by the resolution of the shareholders' meeting has clearly determined the offering price. as stipulated in the announcement regarding the offering of newly issued shares to a private placement

4.3 do an application for permission from the Stock Exchange of Thailand to accept newly issued ordinary shares as listed securities and trading on the Stock Exchange of Thailand

5. Objectives of the capital increase and plans for utilizing the increased capital

The Company will pay compensation for the acquisition of the ordinary shares of A.P.W. by issuing 450,000,000 ordinary shares of the Company under a specific objective (Private Placement) at 0.85 baht per share, 15-day average market price, to PG ("Share Allocation Transaction in Consideration of Entire Business Transfer")

6. Benefits that the Company will receive from the capital increase / share allotment:

- It is a diversification of investment risks, a development of diversification in the industrial sector, a growth of opportunities to expand the industrial business and an addition of the source of income
- It is an investment in a company that is well equipped in terms of work and personnel who have expertise in the business which has a high tendency to grow significantly in the future
- It is an investment that can recognize financial and operating results from A.P.W., which strengthen the company's overall operating results and cash flows
- It is an investment that allows The Company to reduce the burden of investment, the burden of incurring debt and to retain the liquidity by reserving cash to use as working capital and paying the investment by issuing new ordinary shares

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

7.1 Dividend policy

The Company has a policy to pay dividends to shareholders of not less than 40% of the net profit according to the Company's financial statements after corporate income tax and after statutory reserve each year. The company will consider the dividend payment taking into account various factors to create the most benefit to shareholders such as the company's investment plan for each period.

The subsidiaries of the Company have a policy to pay dividends to shareholders not less than 20% of the net profit according to the subsidiary's financial statements after corporate income tax deduction and after deducting the legal reserve each year. The subsidiary will consider the dividend payment by taking into account various factors to create the best benefits for shareholders such as the subsidiary's investment plan for each period.

7.2 The subscriber of the newly-issued shares will be entitled to receive dividends from the operation starting from when the subscriber receives the newly-issued share registered as a shareholder of the company with relevant agencies such as the Ministry of Commerce, etc.

8. Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment:

None

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:

| No. | Procedures of the capital increase | Date/Month/Year |
|-----|--|--|
| 1. | The Board of Directors approved the capital increase and shares allotment No. 6/2021 | September 3, 2021 |
| 2. | Determine the list of shareholders who have the right to attend the Extraordinary General Meeting No. 1/2564 (Record date) | September 20, 2021 |
| 3. | Extraordinary General Meeting of Shareholders No. 1/2021 | October 27, 2021 |
| 4. | Execute the registration of the resolutions of the shareholders' meeting regarding the increase of registered capital and other matters related to the Ministry of Commerce. | Within 14 days from the date that the shareholders' meeting has approved |
| 5. | Implementing an offering and allocation of newly issued ordinary shares to a limited person (Private Placement) | After being authorized by the Office of the Securities and Exchange Commission |
| 6. | Execute the registration of an increase in paid-up capital received from a private placement and other matters related to the Ministry of Commerce | Within 14 days from the date the Company receives payment for the newly issued ordinary shares |

We hereby certify that the information contained in this report form is correct and complete in all respects.

(Mr. Lissapat Kraikruan)

Director

Eureka Design Public Company Limited

**Information Memorandum
Regarding the Offering of Newly Issued Ordinary Shares under the Private Placement Scheme of
Eureka Design Public Company Limited**

According to the dimensions of the Board of Directors' meeting of Eureka Design Public Company Limited ("the Company") No. 6/2021, held on September 3, 2021 between 13.00 and 15.00 to consider and approve the acquisition of ordinary shares of the Company. A.P.W. International Co., Ltd. ("A.P.W."). The Company has approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 for consideration and approval regarding to entering into the transaction of acquiring 1,300,000 ordinary shares of A.P.W., representing 100 percent of the total number of issued and paid-up shares with a par value of 100.00 baht per share, representing a paid-up capital of 130,000,000.00 baht ("A.P.W ordinary shares.") from Pacific Global Company Limited ("PG") under the entire business transfer transaction ("EBT"). The value of the A.P.W ordinary shares is 382,500,000 Baht which is considered as the total price for entering into the transaction. The Company pays compensation for the Entire Business Transfer Transaction with 450,000,000 newly issued ordinary shares of the Company with a par value of 0.25 baht per share. The Company determines to offer the share with a price of 0.85 baht per share representing a total value 382,500,000.00 Baht under the private placement scheme to PG instead of paying in cash (Payment in Kind). Please consider additional details in the Information Memorandum on Acquisition of Assets and connected transactions.

The allocation of newly issued ordinary shares is an offering of newly issued ordinary shares under a private placement scheme at a price of 0.85 baht per share. The price is not lower than the market price, which is the weighted average price for the past 7 consecutive business days, but not more than 15 consecutive business days prior to the date prior to that date which the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2021 of the Company as prescribed in the Notification of the Board of Directors and the Capital Market No. Tor Chor. 72/2015 about an Approval for Listed Companies to Offer Newly Issued Shares to Private Placement ("Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2015") which must be approved by the Extraordinary General Meeting of Shareholders No. 1/2021 of the Company with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to In addition, the Company must obtain permission for the offering of ordinary shares for sale to private placement from the Office of the Securities and Exchange Commission as prescribed in the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2015 before the offering of the Company's newly issued ordinary shares.

This information Memorandum regarding the offering of newly issued ordinary shares under the private placement scheme contains the details as follows:

1. Details of the offering of shares, the determination and appropriateness of the price, and the determination of the Market Price

1.1 Details regarding to offering newly issued ordinary shares under the private placement scheme

The Company will issue 450,000,000 ordinary shares with a par value of 0.25 baht per share to PG at a price of 0.85 baht per share, totaling a total value of 382,500,000 Baht to pay as compensation to PG under the Entire Business Transfer (EBT) process ("Share Allocation Transaction in Consideration of the Entire Business Transfer") to specific investors, not more than 50 investors, under the private placement scheme.

That is to say, PG will transfer the entire business of PG, including A.P.W.'s ordinary shares, to the Company under the EBT process. The Company will pay for the entire business of PG with 450,000,000 newly issued ordinary shares of the Company at a price of 0.85 baht per share, totaling a total value of 382,500,000

Baht and after PG transfers all of PG's business, including A.P.W.'s common stock to the Company. After that, PG will proceed with registration of dissolution and distribution of assets (including the Company's ordinary shares of 130,000 shares) in accordance with the liquidation process to the shareholders of PG, which will ultimately result in the shareholders of PG becoming the shareholders of the Company.

In this regard, the shareholders of A.P.W., who later become shareholders of the Company, consist of the following persons whose names and proportions of shareholding in the Company are:

| No. | Shareholder' s Name | The Company's ordinary shares allocated | | Number of shares as of April 30, 2021 | After the transaction | |
|-----|----------------------------------|---|--------------|---------------------------------------|-----------------------|--------------|
| | | Number | % | | Number | % |
| 1 | Miss Pinyalak Kiratiphatthananan | 276,853,846 | 20.66 | 32,646,660 | 309,500,506 | 23.10 |
| 2 | Mrs. Yoohiang Srisombatphaiboon | 69,231 | 0.01 | 0 | 69,231 | 0.01 |
| 3 | Mr.Pheerasak Srirungsukjinda | 173,076,923 | 12.92 | 0 | 173,076,923 | 12.92 |
| | Total | 450,000,000 | 33.59 | | 482,646,660 | 36.02 |

Note: *Information as of April 30, 2021, which is the latest information as of the closing date of the Company's register book.

Miss Pinyalak Kiratiphatthananan, a major shareholder in PG, will acquire 276,853,846 ordinary shares of the Company, representing 20.66% of the issued and paid-up shares for this allocation. When counting the shares held by her as of the closing date of the share register book on April 30, 2021 which she holds 32,646,660 shares and including persons under Section 258 of the Act Securities and Exchange Act B.E. 2535 including its amendments) ("Persons under Section 258"). Her total share will be 309,500,506, accounting for 23.10 percent of the Company's issued and paid-up shares after the increase of paid-up capital. All of PG's shareholders are not in the scope of acting in concert. They do not have and will not have a relationship or behavior that matches the nature of actions with other people in the group of shareholders in the manner prescribed in the Notification of the Capital Market Supervisory Board No. Tor Chor. 7/2009 with regards to determining the relationships or behaviors that are considered to be acting with other people and complying with Sections 246 and 247

Ms. Pinyalak Kiratiphatthananan and Mr. Mr.Pheerasak Srirungsukjinda becomes a shareholder in the company More than 10% of the total voting rights of the Company and they are not considered a person who has a conflict of interest with the Company.

Please consider additional details of the investment in the ordinary shares of A.P.W. in the Information Memorandum on Acquisition of Assets of the Company and connected transactions

Details of potential acquired assets

- **General information of PG and Directors**

| | |
|------------------|---|
| Company name | Pacific Global Company Limited ("PG") |
| Type of business | Operating business by holding shares in other companies (Holding company) |

| | |
|--|--|
| Location | No. 98/4 The Nine Place Building Srinakarin Road, Nong Bon Subdistrict, Prawet District, Bangkok |
| Company registration date | March 20, 2018 |
| Registered capital and paid-up capital | 130,000,000 baht |
| List of Directors | Ms. Yarinda Panlai |

- Information of PG's shareholders and shareholding proportion in the Company before and after the transaction

| No. | Shareholder' s Name | The Company's ordinary shares allocated | | Number of shares as of April 30, 2021 | After the transaction | |
|-----|----------------------------------|---|--------------|---------------------------------------|-----------------------|--------------|
| | | Number | % | | Number | % |
| 1 | Miss Pinyalak Kiratiphatthananan | 276,853,846 | 20.66 | 32,646,660 | 309,500,506 | 23.10 |
| 2 | Mrs. Yoohiang Srisombatphaiboon | 69,231 | 0.01 | 0 | 69,231 | 0.01 |
| 3 | Mr. Pheerasak Srirungsukjinda | 173,076,923 | 12.92 | 0 | 173,076,923 | 12.92 |
| | Total | 450,000,000 | 33.59 | | 482,646,660 | 36.02 |

Note: *Information as of April 30, 2021, which is the latest information as of the closing date of the Company's register book.

Information of the 3 shareholders of PG who will be allocated the Company's ordinary shares Show details as follows:

- Name - Surname: Miss Pinyalak Kiratiphatthananan
Nationality: Thai
Occupation/Work Experience: Company Director A.P.W. International Co., Ltd.
Relationship with the Company, Directors, Executives or Major Shareholders of the Company: - None-
- Name - Surname: Mrs. Yoohiang Srisombatphaiboon
Nationality: Thai
Occupation/Work Experience: Personal business
Relationship with the Company, Directors, Executives or Major Shareholders of the Company: - None-
- Name - Surname: Mr. Pheerasak Srirungsukjinda
Nationality: Thai

Occupation/Work Experience: Chairman, Ratchaphruek (Thai) Development Company Limited

Relationship with the Company, Directors, Executives or Major Shareholders of the Company: - None-

1.2 Determination of the offering price and the appropriateness of the newly issued share price of the Company

The offering price was determined by appropriate valuations of A.P.W.'s shares using the Discounted Cash Flow Approach which takes into account the potential and profitability of the business in the future. The key considerations and assumptions are past performance, business growth, and current and potential benefits that the Company will be received in the future from the investment in the industry which has a high possibility to obtain stable growth in the future. These assumptions are supported and checked by using information (including Financial, tax, and Legal due diligence) provided by an external independent consultant, namely JR Business Advisory Co., Ltd. Additionally, the offering price is mutually agreed between the Company and A.P.W., a price without a discount of more than 10% from the market price as prescribed in the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558, where “market price” means the weighted average price of the past 7 consecutive business days, but not more than 15 consecutive business days prior to that date which the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2021 of the Company with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote (“Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2015”).

1.3 The determination of the Market Price

Market price means the weighted average price of the past 7 consecutive business days, but not more than 15 consecutive business days prior to that date which the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2021 to request approval for the company. The offering for sale of newly issued ordinary shares is from 13 August – 2 September 2021, which is equal to 0.85 baht (data from SETSMART of Thailand). The offering price of the Company's newly issued ordinary shares for acquiring A.P.W.'s ordinary shares is without a discount of more than 10% from the market price as specified in the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2015. This is a private placement scheme by using the offering price according to the average market price on a daily basis in the past 7 consecutive business days, but not more than 15 consecutive business days.

If the offering price of the newly issued ordinary shares to the seller is a price with a discount of more than 10% from the market price, PG will not sell all the newly issued ordinary shares within 1 years (Silent Period) starting counting at the date that the shares received by the capital increase are traded on the SET. After the 6 month period, PG's shareholders will be able to gradually sell the prohibited shares in the amount of 25% of the total shares prohibited according to the rules prescribed in the announcement of the Stock Exchange of Thailand Re: Rules, Conditions, and Procedures for Consideration of the Request for Listing of Ordinary Shares or Preferred Shares for the Capital Increase as Listed Securities B.E. 2558 (and as amended)

1.4 Plan Offering

Schedule for issuing newly ordinary shares for the acquisition in A.P.W.'s ordinary shares within the 4th quarter of 2021, but not later than 3 months from the date of approval from the Extraordinary General Meeting of Shareholders for making the transaction. The issuance is under the conditions of entering into the

transaction specified in Clause 10 in the information memorandum regarding the acquisition and connected transactions of the Company

2. Objectives of the issuance of newly issued ordinary shares and plans for the use of proceeds

2.1. Objectives of the issuance of newly issued ordinary shares and plans for the use of funds and project details

The Company will enter into a transaction to accept the transfer of 450,000,000 ordinary shares of A.P.W., representing 100% of the total issued and paid-up shares of A.P.W., totaling Baht 382,500,000 (“A.P.W. ordinary shares”) from Pacific Global Company Limited (“PG”) under the Entire Business Transfer process. This aims to create an opportunity to expand the Company's industrial business and to grow long-term stability which is in line with the vision of the Company. The potential investment will result in the Company 100% A.P.W.'s holds common stocks and is able to recognize all operating results from A.P.W.'s business operations, which will enhance the Company's performance and cash flow in the future. The Company will pay compensation in capitals instead of in cash, which will make the company can reduce the burden of the investment including the burden of incurring debt and to increase liquidity for the company by reserve cash for working capital or expenses in investment projects. Additionally, A.P.W. is a potential producer and distributor of recycled plastic pellets and has high potentials to grow at a stable rate in the future, which will bring about the added value for the Company and shareholders of the Company in the long term, with details as shown in Enclosure 1 Information Memorandum on Acquisition of Asset and connected transaction.

2.2. Opportunity to generate income for the company

The consideration of investing in A.P.W. ordinary shares in the proportion of 100% of the total issued and paid-up shares of A.P.W. will diversify the investment risks of the Company, increase the diversity of business in the industrial sector, and create opportunities for industrial business expansion and increase sources of income. It is an investment in a company that is ready in terms of work and personnel who have experience and expertise in the business of producing and distributing recycled plastic pellets for over 21 years, certified to international standards, received investment promotion from the Office of the Board of Investment, and has high potentials to grow steadily in the future as a result of the awareness of the use of global warming, the promotion of the use of renewable resources, and the supported factors from the government policy, the Bio-Circular-Green Economy (BCG Model) to raise environmental awareness and stimulated demand for recycled materials in the production process.

2.3. Expected impacts in the event of project failure and risks from project implementation

The Company may experience risks in the event that A.P.W.'s revenue and consolidated performance are not as expected, which may occur for a number of reasons, which are:

- Oil price volatility as oil is a volatile commodity and the price of plastic pellets which is A.P.W.'s product, is mainly based on oil price by controlling costs to achieve a reasonable spread
- Production volumes may not meet expectations and sales volumes may not meet expected targets.
- Exchange rate fluctuations

- Law Changes and various rules such as laws related to industry and the environment Laws related to import and export relevant laws of the trading partner country In particular, APW's main income is from exports to China.

However, the Board of Directors and the Company has carefully considered the risks. As most of the risks are general risks in the plastic resin distribution business, the Company believe that they can conduct appropriate risk management to manipulate the potentials of negative impacts to the lowest level.

2.4. The total budget expected to be used initially and the total budget expected to be required for the project to generate income for the Company

The Company will conduct the entire business transfer of PG, including 1,300,000 ordinary shares of APW, with a par value of 100 baht per share, at a purchase price of 294.23 baht per share, representing a total value of 382,500,000 baht by issuing the Company's ordinary shares for the payment. In addition, as A.P.W. has just installed and expanded capacity in 2021 and has no plans to expand additional installed capacity in the next 3 years, so there is no capital expenditure that the Company need to increase in the scope of the operations. The additional budget will be required in a part of the internal control and operational system in order to operate efficiently and achieve the objectives, which cost approximately 800,000 baht. As A.P.W. has sufficient liquidity, the company does not need to find funding sources.

3. Impact of the issuance of newly issued ordinary shares to specific persons under a private placement scheme

3.1. Effects on the Company's share price (Price Dilution)

$$\begin{aligned}
 &= \frac{(\text{Market Price before the offering} - \text{Market Price after the offering})}{\text{Market Price before the offering}} \\
 &= \frac{(0.85 - 0.85)}{0.85} \\
 &= 0 \text{ percent}
 \end{aligned}$$

The market price after the offering is calculated from

$$\begin{aligned}
 &= \frac{((\text{number of paid-up shares} \times \text{market price before offering}) + (\text{number of newly issued shares} \times \text{offering price}))}{(\text{number of paid-up shares} + \text{number of newly-issued shares})} \\
 &= \frac{((889,755,780 \times 0.85) + (450,000,000 \times 0.85))}{(889,755,780 + 450,000,000)} \\
 &= 1 \text{ baht per share}
 \end{aligned}$$

After the offering of newly issued ordinary shares will not result in a price dilution because the offering price is equal to the market price.

3.2. Effects on the shareholders' voting rights (Controlled Dilution)

$$\begin{aligned}
 &= \frac{\text{Number of shares offered in this offering}}{\text{Number of paid-up shares} + \text{Number of shares offered in this offering}} \\
 &= \frac{450,000,000}{(889,755,780 + 450,000,000)} \\
 &= 33.59 \text{ percent}
 \end{aligned}$$

After the issuance of the newly issued ordinary shares will result in a decrease in the shareholding ratio at the rate of 33.59 percent.

3.3. Earnings per Share Dilution

$$\begin{aligned} &= \frac{\text{(Earnings per share before offering – Earnings per share after offering)}}{\text{Earnings per share before offering}} \\ &= 33.59 \text{ percent} \end{aligned}$$

The value to the shareholders compared to the impact on their share of profits or voting rights

Comparing the benefits that shareholders will receive from the offering of new ordinary shares to support the investment in A.P.W.'s ordinary shares with the reduction of shareholding (Control Dilution and the decrease in earnings per share (Earnings per share) as detailed above. The Board of Directors is of the opinion that the offering of new ordinary shares to support the transaction More benefits to shareholders than impacts on the reduction of voting rights for shareholders Since entering into an investment transaction in the ordinary shares of A.P.W. from PG under the Entire Business Transfer will benefit the Company and its shareholders as shown in Clause 3.4 below. The Company also consider the total value of a potential investment opportunity and found that an expected rate of return on investment in A.P.W. (Internal Rate of Return or “IRR”) equal to 17.50% by using 10% of a Weighted Average Cost of Capital (Average Cost of Capital or “WACC”) and has a net present value which is approximately 258 million baht.

3.4. Expected Benefits for the Company

- It is a diversification of investment risks, a development of diversification in the industrial sector, a growth of opportunities to expand the industrial business and an addition of the source of income
- It is an investment in a company that is well equipped in terms of work and personnel who have expertise in the business which has a high tendency to grow significantly in the future
- It is an investment that can recognize financial and operating results from A.P.W., which strengthen the company’s overall operating results and cash flows
- It is an investment that allows The Company to reduce the burden of investment, the burden of incurring debt and to retain the liquidity by reserving cash to use as working capital and paying the investment by issuing new ordinary shares

4. Opinion of the Company’s Board of Directors concerning the transaction as defined under the Notification of the Capital Market Supervisory Board No. TorChor. 73/2558 Re: List in a Notice to Shareholders for Granting of Permission to Offer Newly Issued Shares

The Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the Company to acquire the ordinary shares of A.P.W. from PG under the entire business transfer process with 450,000,000 newly issued ordinary shares of the Company with a par value of 0.25 baht per share by setting the offering price of newly issued ordinary shares at a price of 0.85 baht per share, representing a total value 382,500,000.00 baht to PG as compensation instead of paying in cash. The Board of Directors has considered that entering into such transaction is beneficial to the Company in terms of the profitability, liquidity, and growth of the company in the long term.

4.1. The origin of the offering price determination and the appropriateness of the offering price of the newly issued ordinary shares

The Company will conduct the entire business transfer of PG, including 1,300,000 ordinary shares of APW with a par value of 100 baht per share, at a purchase price of 294.23 baht per share, representing a total value of 382,500,000 baht, based on the negotiation between the Company and PG. The Company

The fair value valuation is based on the discounted cash flow method, which results in the value of A.P.W.'s shares in the range of 612.4 – 713.6 baht per share. The assumptions based on A.P.W.'s historical performance can be summarized as follows:

| Details | Assumptions 2021-2026 |
|--------------------|-----------------------|
| Total income | 254.1 – 281.1 |
| Cost of goods sold | 129.2 – 175.9 |
| Net profit | 64.5 – 109.3 |
| Discount rate | 9.5% - 10.5% |
| A.P.W. share value | 612.4 – 713.6 |

The Board of Directors is of the opinion that the determination of the consideration value and the offering price of the Company's newly issued ordinary shares is appropriate by determining the value of consideration for entering into the transaction with 450,000,000 newly issued ordinary shares of the Company at the weighted average market price of the Company's shares in the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2021 between August 13 - September 2, 2021, which is equal to 0.85 baht (data from SETSMART of Thailand) as the offering price of the Company's newly issued ordinary shares without a discount of more than 10 percent from the market price as prescribed in the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2015 to pay as compensation for the investment in the ordinary shares of A.P.W. to PG equal to 382,500,000 baht.

4.2. Reason and necessity for the issuance of newly issued ordinary shares in the Private Placement

This capital increase is reasonable and brings maximum benefits to the Company concerning on the Company's liquidity and leverage. In different cases, loaning money creates the cost of borrowing as an investment burden or a capital increase to the existing shareholders in proportion (Right Offering) brings a burden on the existing shareholders to pay the capital increase and have a time frame for the operation that is more than the capital increase under a private placement scheme.

4.3. Feasibility of the plan for utilizing proceeds received from the offering

The Board of Directors was of the opinion that the offering of capital increase shares to a private placement is to pay for the acquisition in the ordinary shares of A.P.W. after being approved by the Extraordinary General Meeting of Shareholders No. 1/2021, under the conditions of entering into the transaction specified in Clause 10 in the Information Memorandum regarding acquisition of assets and connected transactions of the Company.

4.4. Reasonability of the increase of the registered capital and the sufficiency of the capital in the case that the capital raised by the offering of shares does not cover all of the budget required for the project operation

The Company considers that the capital increase is appropriate and helps maintain liquidity in the Company's operations. However, if the capital increase does not cover the Company's budget, the Company will raise capital from Strategic investors who are interested in investing in this venture at a reasonable price.

In this case, the Board of Directors will consider the most suitable source of funds taking into account the best interests and benefits of the Company and their shareholders.

4.5. Impact of the business operation, financial status, and overall operation of the Company as a result of the issuance of the newly issued ordinary shares

Considering to invest 100% in A.P.W.'s ordinary shares will create an opportunity to expand the growth of the plastic resin business in the industry that is constantly evolving and growing. This will provide the Company the opportunity to achieve more healthy and stable financial performance as The Company is able to recognize the operating results in the consolidated financial statements and to reduce the cost of business expansion Procurement and training of personnel by offering a private placement instead of paying for shares in cash, which will not affect the working capital of the Company.

5. Warranty of directors

The Board of Directors certifies that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to such increase of the registered capital. However, in the case that such performance of duty cause damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the SEC Act. In addition, if such performance of duty causes a director or his/her related person to obtain undue benefit; the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in Section 89/18 of the SEC Act. Moreover, the Board of Directors certifies that the Board of Directors has exercised due care in the consideration and examination of the information of the Newly Established Private Company A and was of the opinion that the Newly Established Private Company A possess the appropriate qualifications to be the major shareholders of the Company, and have the right to propose 8 candidates to be appointed to the Board of Directors of the Company, as well as the representatives from the Newly Established Private Company A will be nominated to hold the position or management or the person having the controlling power in the Company.

The Board of Directors of the Company is responsible for the information disclosed in this Information Memorandum, and hereby certifies that to the best of the Board of Directors' knowledge and ability, the information contained in this Information Memorandum is correct, complete, and not misleading in any respect.

6. Opinions of the Audit Committee and/or Company Directors which is different from the opinion of the Company's directors

None

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

Sincerely Yours,

(Mr. Lissapat Kraikruan)

Director

Eureka Design Public Company Limited