

No. GPI 10/2021

18 October 2021

Re: Additional Dissemination of Information in respect of the Acquisition of Newly Issued Ordinary Shares in True Energy Company Limited

To: President

The Stock Exchange of Thailand

Reference: Letter of Grand Prix International Public Company Limited No. GPI 09/2021 to the President, the Stock Exchange of Thailand, Re: Acquisition of Newly Issued Ordinary Shares in True Energy Company Limited, dated 28 September 2021

Enclosure: Information Memorandum on the Acquisition and Disposal of Assets (List 1) Re: Acquisition of Newly Issued Ordinary Shares in True Energy Company Limited

Reference is made to the resolutions of the Board of Directors Meeting of Grand Prix International Public Company Limited (the “**Company**”) No. 6/2021 held on 28 September 2021 which approve the increase in capital of True Energy Company Limited (“**True Energy**”), an associate company of the Company, in the amount of Baht 56,393,000.00 where the Company has subscribed the newly issued shares in the total investment amount of Baht 6,392,625.00 as detailed in the referenced letter.

Such investment in newly issued ordinary shares of True Energy is considered an acquisition of assets transaction according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset (including the amendments thereof) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Asset B.E. 2547 (2004) (including the amendments thereof) (together as of “**Notifications on Acquisition or Disposal of Assets**”). After calculating the size of such transaction based on the criteria under the Notifications on Acquisition or Disposal of Assets and based on the consolidated financial statements ended 30 June 2021 of the Company reviewed by the certified public accountant of the Company, the highest transaction value equals 14.64 percent based on the net tangible assets criterion. In this regard, there is no other acquisition of assets transactions during the past six months before the date of entering into this transaction. As a result, the Company is not required to comply with the Notifications on Acquisition or Disposal of Assets.

Nevertheless, as this is the entry into a significant transaction of the Company, the Company therefore disseminates information in accordance with the Notifications on Acquisition or Disposal of Assets to the shareholders and general investors via channels of the Stock Exchange of Thailand. Details of which are as shown in the enclosure.

Please be informed accordingly.

Sincerely yours,

(Mr. Peeraphong Eamlumnow)
Chief Operating Officer

Information Memorandum on the Acquisition of Assets (List 1)
Re: Acquisition of Newly Issued Ordinary Shares in True Energy Company Limited

18 October 2021

Reference is made to the resolutions of the Board of Directors of Grand Prix International Public Company Limited (the “**Company**”) No. 6/2021 held on 28 September 2021 which resolves to approve the increase in capital of True Energy Company Limited (“**True Energy**”) in the amount of Baht 56,393,000.00 from Baht 275,000,000.00 to Baht 296,120,000.00. On 14 October 2021, the Company has subscribed 62,500 newly issued ordinary shares in True Energy with par value of Baht 100.00 at the subscription price of Baht 102.282, totaling the investment amount of Baht 6,392,625.00. Besides, True Energy has issued 148,700 newly issued preference shares to the new investors at the subscription price of Baht 336.25, totaling the investment amount of Baht 50,000,375.00.

Such subscription of the newly issued ordinary shares in True Energy by the Company results in the Company holding ordinary shares in True Energy totaling 25.75 percent of the total authorized and issued shares of True Energy upon the completion of such transaction. As a result, True Energy shall remain being an associate company of the Company.

Such investment in newly issued ordinary shares of True Energy is considered an acquisition of assets transaction according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset (including the amendments thereof) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Asset B.E. 2547 (2004) (including the amendments thereof) (together as of “**Notifications on Acquisition or Disposal of Assets**”). After calculating the size of such transaction based on the criteria under the Notifications on Acquisition or Disposal of Assets and based on the consolidated financial statements ended 30 June 2021 of the Company reviewed by the certified public accountant of the Company, the highest transaction value equals 14.64 percent based on the net tangible assets criterion. In this regard, there is no other acquisition of assets transactions during the past six months before the date of entering into this transaction. As a result, the Company is not required to comply with the Notifications on Acquisition or Disposal of Assets. Nevertheless, as this is the entry into a significant transaction of the Company, the Company therefore disseminates information in accordance with the Notifications on Acquisition or Disposal of Assets.

Furthermore, the entering into this transaction is not the entering into the transaction with the connected persons of the Company. Therefore, it is not considered connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended). Therefore, the Company is not required to comply with these notifications.

The Company would therefore like to provide the details of the abovementioned transaction according to the Notifications on Acquisition and Disposal of Assets as follows.

(1) Transaction Date

14 October 2021

(2) The Parties Involved and Their Relationships with the Listed Company

Issuer : True Energy

Subscriber : The Company

Relationship between the parties : True Energy is not a connected person of the Company according to the Notifications on Connected Transactions.

(3) General features, Types and Size of the Transaction

3.1 General Features of the Transaction

3.1.1 Acquisition of the Newly Issued Ordinary Shares of True Energy

Issuer	:	True Energy
Subscriber	:	The Company
Transaction Asset	:	62,500 Newly Issued Ordinary Shares of True Energy with par value of Baht 100.00 at the subscription price of Baht 102.282 totaling the investment amount of Baht 6,392,625.00, equaling 2.2727 percent of the authorized and issued shares of True Energy before entering into this transaction, resulting in the Company's shareholding in True Energy be 25.75 percent after the completion of the transaction from 25.4545 percent
Value of the transaction the Company is entering into	:	The Company agree to pay an amount not more than Baht 6,392,625.00 as consideration for True Energy's issuance and offering for sale of the newly issued ordinary shares to the Company.
Key Conditions Precedent	:	Please consider Item (10) of this information memorandum.
Completion of the Transaction	:	On the completion date of the transaction, True Energy shall proceed to register its capital increase and clause 5 of True Energy's Memorandum of Association regarding registered capital to reflect the capital increase, and amendments to Articles of Association of True Energy at the Department of Business Development, the Ministry of Commerce.
The Date of the Completion of the Transaction	:	14 October 2021

3.1.2 Issuance of the Newly Issued Shares of True Energy to the New Shareholder

Apart from the abovementioned issuance of the newly issued ordinary shares in True Energy to the Company, True Energy issues 148,700 newly issued preference shares to Mrs. Arpaporn Chinothaikul, the new investor in True Energy, at the subscription price of Baht 336.25, totaling the investment amount of Baht 50,000,375.00.

The new investor as the holder of preference shares in True Energy has subordinated rights in control over True Energy where the preference shares holder has 1 vote per 100,000 shares.

3.2 Type and Size of the Transaction

The abovementioned acquisition of the newly issued ordinary shares in True Energy is deemed an asset acquisition transaction according the Notifications on Acquisition and Disposal of Assets. The details of the calculation of the size of the transaction based on the Company's consolidated financial statements for the period ended 30 June 2021 reviewed by the Company's certified auditor are as follows:

Transaction Size Calculation Criteria	Calculation Formula
1. Net Tangible Assets Basis (NTA)	= (Sum of percentage of shares to be acquired x Net asset value of the company to be acquired) x 100 / Net asset value of the purchasing company
2. Net after-tax profit from the normal course of business operation	= (Sum of percentage of shares to be acquired x Net after-tax profit of the company to be acquired) x 100 / Net after-tax profit of the purchasing company
3. Total Value of Consideration	= (Value of ordinary shares to be paid / Net asset value of the purchasing company) x 100
4. Value of securities issued by the listed company in consideration of the assets to be acquired	= No. of shares issued in consideration of the assets x 100 / No. of issued and paid-up shares of the purchasing company

Applying each of the above criteria, the calculations of the transaction size are as follows:

Transaction Size Calculation Criteria	Calculation Formula	Transaction Size
1. Net Tangible Assets Basis (NTA)	$(29.59\% \times 402.42) \times 100 / 813.44$	14.64%
2. Net after-tax profit from the normal course of business operation	Not available due to the audited financial statements of True Energy for the period ended 31 December 2021 shows that True Energy has loss.	N/A
3. Total Value of Consideration	$(6.39 / 927.33) \times 100$	0.69%
4. Value of securities issued by the listed company in consideration of the assets to be acquired	No calculation available as there has been no new issuance of shares by the Company.	N/A
Highest Calculation Criterion	Net Tangible Assets (NTA)	14.64%

As, there are no other asset acquisition transactions that the Company has entered into in the six months prior to the date on which the Board of Directors of the Company resolved to approve to enter into this transaction, the highest transaction value will be equivalent to 14.64 percent according to the Net Tangible Assets (NTA) criterion.

(4) Details of Assets that will be acquired

4.1 Details of Assets

The Company acquires 62,500 Newly Issued Ordinary Shares of True Energy with par value of Baht 100.00 at the subscription price of Baht 102.282 totaling the investment amount of Baht 6,392,625.00, equaling 2.2727 percent of the authorized and issued shares of True Energy before entering into this transaction, resulting in the Company's shareholding in True Energy be 25.75 percent after the completion of the transaction from 25.4545 percent. General information of True Energy is as follows:

Company Name : True Energy Company Limited

Date of Incorporation : 29 October 2004

Registration No. : 0125547013713

Business : Production of electricity by refuse derived fuel (RDF)

Address : No. 109, Moo 10, Lamphaya Subdistrict, Bang Len District, Nakhon Pathom Province

Registered Capital : Baht 296,120,000.00

Paid-up Capital : Baht 296,120,000.00

Board of Directors

- 1) Mr. Jamrus Techaniti
- 2) Mr. Peeraphong Eamlumnow
- 3) Mr. Dusit Ngorprasert
- 4) Ms. Jaruwan Ngorprasert
- 5) Mr. Dhas Udomdhamabhakdi

Authorized signatories

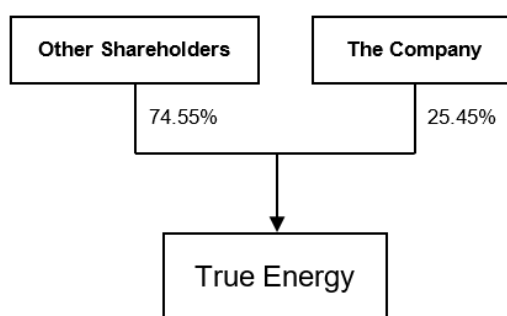
Mr. Jamrus Techaniti and Mr. Peeraphong Eamlumnow jointly sign their names together with the affixed seal of the company.

List of Shareholders before and after the transaction

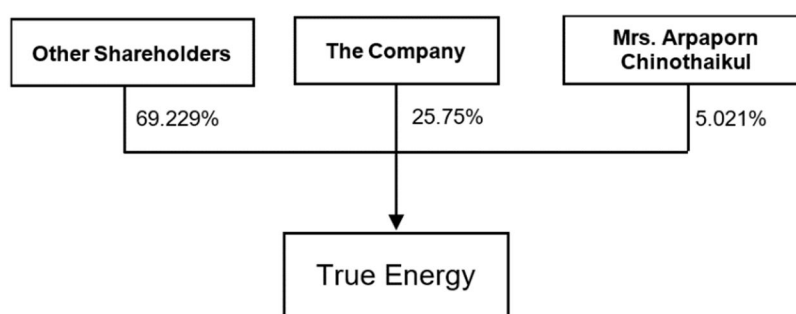
List of Shareholders	Before the Transaction		After the Transaction	
	Number of Shares	Percentage	Number of Shares	Percentage
1) Mr. Jamrus Techaniti	2,049,995	74.54	2,049,995	69.2285
2) Grand Prix International Public Company Limited	700,000	25.45	762,500	25.7500
3) Mrs. Arpaporn Chinothaikul	–	–	148,700	5.0210
4) Mr. Jaras Mahathanuwat	1	0.002	1	0.001
5) Mr. Dusit Ngorprasert	1	0.002	1	0.001
6) Mrs. Nuanphan Klomjit	1	0.002	1	0.001
7) Mr. Boon Mahathanuwat	1	0.002	1	0.001
8) Mrs. Wasana Ngorprasert	1	0.002	1	0.001
Total	2,750,000	100	2,961,200	100

4.2 Diagrams of True Energy's shareholding structure before and after the completion of the transaction are as follows:

Before the Completion of the True Energy Newly Issued Ordinary Share Purchase



After the Completion of the True Energy Newly Issued Ordinary Share Purchase



4.3 Type of Business

True Energy engages in production of electricity business by refuse derived fuel (RDF). True Energy has 1 power plant located in Tambon Nongbua, Amphur Nongbua, Nakornsawan province with highest capacity of 9.0 MW and having power purchase agreement with Provincial Electricity Authority.

4.4 Summary of Key Financial Information of True Energy (Unit: Million Baht)

Financial Statements	2018	2019	2020
Total Assets	501.07	527.22	632.18
Total Liabilities	314.58	304.04	229.29
Total Shareholders' Equity	186.49	223.19	402.89
Total Income	2.76	0.62	0.23
Total Expense	15.92	13.92	20.53
Net Profit (Loss)	(13.16)	(13.31)	(20.30)

Note: Based on True Energy's audited financial statements for the years ended 31 December 2018, 2019, and 2020.

(5) Total Value of Consideration, Payment and Condition of Payment

The Company subscribes 62,500 Newly Issued Ordinary Shares of True Energy with par value of Baht 100.00 at the subscription price of Baht 102.282 totaling the investment amount of Baht 6,392,625.00. The Company paid such amount to True Energy on 14 October 2021.

(6) Value of Assets that will be Acquired

According to True Energy's financial statements for the period ended 31 December 2020 audited by a certified auditor, ordinary shares of True Energy have a Book Value of Baht 146.51 per share. The Book Value of 62,500 newly issued shares of True Energy for which the Company subscribes shall equal Baht 9,156,875.

(7) Criteria For Determining the Consideration Value

The consideration value is the value from the negotiations between the Company and True Energy whereby the criterion for determining the discounted consideration based on the new valuation of fair value of True Energy which takes into account the liabilities of True Energy as a guarantor to True Energy Power Lopburi Company Limited (a former indirect subsidiary of True Energy) in relation to the Black Case No. MorYor. 395/2561 and the Red Case No. 571/2562.

(8) Expected Benefits to the Company

The Company believes that the acquisition of the newly issued shares in True Energy will be beneficial to the Company as follows:

- 1) Maintaining the voting rights of the Company in the shareholders' meeting of True Energy as well as the other rights of the Company in respect of the management of True Energy as specified in the Shareholders Agreement;
- 2) Enhancing the financial liquidation of True Energy after True Energy obtains the license to operate power plant in order for True Energy to achieves its commercial operation in due course which will leads to the generation of certain, sustainable, and continuing earnings of True Energy and the Company as its shareholder as True Energy has power purchase agreement with the Provincial Electricity Authority

(9) Source of Funds

As consideration for the newly issued ordinary shares in True Energy, the Company made the payment in cash. The source of funds for this transaction will be from the Company's working capital.

(10) Conditions of the Transaction.

In entry into this transaction, the Company, Mrs. Arpaporn Chinothaikul, and other shareholders of True Energy shall enter into the Shareholders Agreement to stipulate rights and obligations of each party as shareholders including those concerning the management of True Energy. The key terms and conditions of which are summarized as follows:

- Group of Shareholders of True Energy** : 1) **Group A Shareholder:** Mr. Jamrus Techaniti
2) **Group B Shareholder:** The Company
3) **Group C Shareholder:** Mrs. Arpaporn Chinothaikul

- Board members and chairman of the board** : - The Board of Director of True Energy shall comprise not more than 7 directors where 5 directors shall be nominated by Group A Shareholder ("**Group A**

Director”) and 2 directors shall be nominated by Group B Shareholder (“**Group B Director**”).

- The chairman of the Board of Director shall be a Group B Director.

Quorum and vote of board meetings

- : - The quorum of board meetings of True Energy (and first the adjourned meeting) shall be any 3 directors, including at least 1 Group A Director and 1 Group B Director.
- The quorum for the second adjourned meeting shall be 2 directors.
- All resolutions of the board shall be passed by a simple majority vote of the directors present and entitled to vote. Save for certain Board Reserved Matters (including, without limitation, amendment or change to the organization structure, appointment or removal of high-level executives, designation or change of banking signatories, and transfer of, creation of encumbrance over the shares in True Energy etc.), where at least 1 affirmative vote of a Group A Director and Group B Director will also be required.

Quorum and vote of shareholders’ meetings

- : - The quorum of general meetings of shareholders of True Energy shall be shareholders holding not less than one-fourth (25 percent) of the total shares in aggregate, one of whom shall be the Group A Shareholder and the Group B Shareholder or their proxy.
- If there is no quorum present, the quorum for the adjourned meeting shall be shareholders holding not less than 25 percent of the total shares in aggregate.
- Each shareholder shall have 1 vote, save for the holder of the preference shares shall have 1 vote per 100,000 shares.
- All resolutions of the general meetings of shareholders shall be passed by a simple majority vote of shareholders present and entitled to vote. Save for certain Shareholder Reserved Matters (including, without limitation, amendment of the memorandum of association or articles of association, capital increase or reduction, changes to shares, type of shares or rights or benefits attached thereto, changes to Board Reserved Matters, changes to Shareholders Reserved Matters, any matter requiring a special resolution under the Civil and Commercial Code of Thailand etc.) where the approval from more than 75 percent shareholders present and entitled to vote where at least 1 vote from Group A Shareholder and Group B Shareholder will be required and there must be no objection from Group B Shareholder.

Share transfer restrictions : The Shareholders shall not transfer their shares to any person and shall not create any encumbrance over such shares except with the prior written approval of the board or with the exception of certain permitted transfers.

On the completion date of the transaction, True Energy shall proceed to register its capital increase and the amendment to clause 5 of True Energy's Memorandum of Association regarding registered capital to reflect the capital increase and amendments to the Articles of Association of True Energy to reflect the Shareholders Agreement, at the Department of Business Development, the Ministry of Commerce.

(11) Opinion of the Board of Directors regarding the Transaction

The meeting of the Board of Directors No. 6/2021 convened on 28 June 2021 has carefully considered the abovementioned transaction and is of the opinion that the subscription of the newly issued ordinary shares in True Energy is reasonable as well as beneficial to the Company as mentioned in Item (8) of this information memorandum.

Furthermore, the Board of Directors views that this investment is in accordance with the business plan of the Company to mitigate risk from depending on the main income from the business of organizing products expositions and marketing promotion activities by expansion of business to power plant business which can generate stable and secure income that will be continuous in a long run for the Company. Moreover, the Board of Directors of the Company takes the investment return into account and views that it is worth investing under the acceptable risks and that the transaction will improve the consolidated financial statements from having True Energy as the associate company.

(12) Opinion of the Audit Committee and/or the Directors of the Company which is different from the Opinion of the Board of Directors as specified in Item (11)

The Audit Committee's opinion does not differ from that of the Board of Directors.

The Board of Directors of the Company hereby certify that information contained in this Information Memorandum is true, complete, and accurate and is neither misleading nor does it omit material information that should be stated.

Please be informed accordingly.

Yours sincerely,

(Mr. Peeraphong Eamlumnow)
Chief Operating Officer