



SIAMEAST SOLUTIONS PUBLIC COMPANY LIMITED

Translation

No. ELCID/SE/005/2022

Dated 24 March 2022

Subject: The public offering of ordinary shares of Utility Business Alliance Public Company Limited (**Amend**)

To: President
The Stock Exchange Thailand

SiamEast Solutions Public Company Limited (“**the Company**”) would like to notify the resolution of the Board of Directors Meeting of the Company No. 2/2022 which was held on 24 March 2022 (“**the BoD Meeting**”). The BoD Meeting has approved the plan on offering of shares of Utility Business Alliance Public Company Limited (“**UBA**”), an associated company of the Company, to be listed on **the Market for Alternative Investment (“mai”)**, which there will then be an initial public offering (IPO) (“**UBA’s Listing Plan**”) in the amount not exceeding 170.00 million shares with the par value of 0.50 Baht per share which is equivalent to 28.33 percent of the paid-up capital after the increase of UBA’s capital which could be allotted as follows:

- 1) It is approved to allot the newly-issued ordinary shares of UBA to the public in the amount of 144.50 million shares with the par value of 0.50 baht per share which is equivalent to 85.00 percent of the IPO shares. This allocation of the newly-issued ordinary shares shall be made to sponsors, directors, executives, and staffs of the Company in the amount not exceeding 21.00 percent of the IPO shares.
- 2) It is approved to allot the newly-issued ordinary shares of UBA to shareholders who are entitled to subscribe for such shares in accordance to their shareholding of the Company (Pre-emptive Rights) in the amount not exceeding 25.50 million shares with the par value of 0.50 baht per share which is equivalent to no more than 15.00 percent of the IPO shares. The newly-issued shares that are not subscribed in relation to such allocation can be combined and offered to the public.

UBA will utilize the proceeds from the above initial public offering to serve for UBA’s business expansion in the future, including change of financial structure and to serve as working capital. The Company will remain to be a major shareholder of UBA and UBA will remain to be an associated company of the Company. The Company will maintain its shareholding in UBA in the proportion not less than 28.67 percent of the paid-up capital of UBA after its increase of capital. The details of above may be subjected to change upon discretion of Company’s board of directors or UBA’s board of



directors and/or any person who is appointed by Company's board of directors or UBA's board of directors, including in consideration of details, conditions, and exact proportion regarding the offering of shares according to the above listing plan in **mai** once again.

However, when the plan to offer UBA's newly-issued ordinary shares is completed which may result in the dilution of the Company's shareholding percentage in UBA, it may be considered to be the disposition of assets by a listed company in pursuant to the Notification of the Capital market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets, dated 31 August 2008 and the amendment ("**Notifications on Assets Acquisition or Disposal**"). When calculating the decreased transaction size of the Company's shareholding proportion in UBA according to means provided in the Notifications on Assets Acquisition or Disposal, based on the Company's and UBA's consolidated financial statements as of 31 December 2021, which were audited by the auditors, it is found that the transaction size will have the highest value when calculated from the criteria of Net Profit in the amount of 17.01 percent. Besides, during the past six months the Company has not disposed any asset as required to be included in the calculation of transaction size before the date that the BoD Meeting approved the plan to list UBA's shares in **mai**, which such transaction size would be more than 15.00 percent but not exceeding 50.00 percent. Therefore, the Company is obliged to disclose the information regarding the transaction of asset disposal to the SET and send a circular notice to shareholders within 21 days from the date of disclosure of the Information Memorandum to the SET according to the details specified in the Notifications on Assets Acquisition or Disposal, details of which as appeared in the attached Information Memorandum.

Please be informed and consider disclosing to investors accordingly.

Yours sincerely,

SiamEast Solutions Public Company Limited.

Mr. Kirk Leekasem

Authorized Director

Deputy Chief Executive Officer



**Information Memorandum of the offering of newly-issued ordinary shares of an associated company of SiamEast
Solutions Public Company Limited**

SiamEast Solutions Public Company Limited (“the Company”) would like to notify the resolution of the Board of Directors Meeting of the Company No. 2/2022 which was held on 24 March 2022 (“the BoD Meeting”). The BoD Meeting has approved the plan on offering of shares of Utility Business Alliance Public Company Limited (“UBA”), an associated company of the Company, to be listed on **the Market for Alternative Investment (“mai”)**, which there will then be an initial public offering (IPO) (“UBA’s Listing Plan”) in the amount not exceeding 170.00 million shares with the par value of 0.50 Baht per share which is equivalent to 28.33 percent of the paid-up capital after the increase of UBA’s capital which could be allotted as follows:

- 1) It is approved to allot the newly-issued ordinary shares of UBA to the general public in the amount of 144.50 million shares with the par value of 0.50 baht per share which is equivalent to 85.00 percent of the IPO shares. This allocation of the newly-issued ordinary shares shall be made to sponsors, directors, executives, and staffs of the Company in the amount not exceeding 21.00 percent of the IPO shares.
- 2) It is approved to allot the newly-issued ordinary shares of UBA to shareholders who are entitled to subscribe for such shares in accordance to their shareholding of the Company (Pre-emptive Rights) in the amount not exceeding 25.50 million shares with the par value of 0.50 baht per share which is equivalent to no more than 15.00 percent of the IPO shares. The newly-issued shares that are not subscribed in relation to such allocation can be combined and offered to the general public.

UBA will utilize the proceeds from the above initial public offering to serve for UBA’s business expansion in the future, including change of financial structure and to serve as working capital. The Company will remain to be a major shareholder of UBA and UBA will remain to be an associated company of the Company. The Company will maintain its shareholding in UBA in the proportion not less than 28.67 percent of the paid-up capital of UBA after its increase of capital. The details of above may be subjected to change upon discretion of Company’s board of directors or UBA’s board of directors and/or any person who is appointed by Company’s board of directors or UBA’s board of directors, including in consideration of details, conditions, and exact proportion regarding the offering of shares according to the above listing plan in **mai** once again.

However, when the plan to offer UBA’s newly-issued ordinary shares is completed which may result in the dilution of the Company’s shareholding percentage in UBA, it may be considered to be the disposition of assets by a listed company in pursuant to the Notification of the Capital market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets, dated 31 August 2008 and the amendment (“Notifications on Assets Acquisition or Disposal”). When calculating the decreased transaction size of the Company’s shareholding proportion in UBA according to means provided in the Notifications on Assets Acquisition or Disposal, based on the Company’s and UBA’s consolidated financial statements as of 31 December 2021, which were audited by the



auditors, it is found that the transaction size will have the highest value when calculated from the criteria of Net Profit in the amount of 17.01 percent. Besides, during the past six months the Company has not disposed any asset as required to be included in the calculation of transaction size before the date that the BoD Meeting approved the plan to list UBA's shares in **mai**, which such transaction size would be more than 15.00 percent but not exceeding 50.00 percent. Therefore, the Company is obliged to disclose the information regarding the transaction of asset disposal to the SET and send a circular notice to shareholders within 21 days from the date of disclosure of the Information Memorandum to the SET according to the details specified in the Notifications on Assets Acquisition or Disposal. The details of which are as follows:

1. Transaction date

UBA's Listing Plan will occur after the Securities and Exchange Commission ("the SEC") permits the issuance and offering of newly-issued ordinary shares of UBA which the Company holds for the Initial Public Offering (IPO) and will be subject to the Registration Statement and the prospectus for such aforementioned proceeds being effective.

2. Relevant parties and relationship with the Company

The offeror : UBA, an associated company of the Company, held 40.00 percent of shares by the Company

The offerees : General public including but not limited to the Company's shareholders who are entitled to subscribe for such shares in accordance to their shareholding of the Company (Pre-emptive Rights), related persons, sponsors, directors, executives, and staffs of the company as the board of directors of UBA and/or any person who is appointed by board of directors of UBA deems appropriate.

3. General description of the transaction, type and size of transaction

According to UBA's Listing Plan which was approved by the BoD Meeting No. 2/2022 which was held on 24 March 2022 UBA will issue the new ordinary shares in the amount not exceeding 170.00 million shares with the par value of 0.50 Baht per share which is equivalent to 28.33 percent of the paid-up capital (after the issuance and offering of UBA's ordinary shares). After the issuance and offering of UBA's shares and the listing of UBA's shares on the **mai**, the Company will decrease its shareholding proportion in UBA from 40.00 percent of the paid-up capital of UBA (before the issuance and offering of UBA's shares) to 28.67 percent of UBA's paid-up capital (after the issuance and offering of UBA's shares). The Company will decrease its shareholding proportion in UBA (Dilution) for 11.33 percent.

When calculating the decreased transaction size of the Company's shareholding proportion in UBA according to means provided in the Notifications on Assets Acquisition or Disposal, based on the Company's and UBA's consolidated financial statements as of 31 December 2021, which were audited by the auditors, it is found that the transaction size will have the highest value when calculated from the criteria of Net Profit in the amount of 17.01 percent. Besides, during the



past six months the Company has not disposed any asset as required to be included in the calculation of transaction size before the date that the BoD Meeting approved the plan to list UBA's shares in **mai**, which such transaction size would be more than 15.00 percent but not exceeding 50.00 percent. Therefore, the Company is obliged to disclose the information regarding the transaction of asset disposal to the SET and send a circular notice to shareholders within 21 days from the date of disclosure of the Information Memorandum to the SET according to the details specified in the Notifications on Assets Acquisition or Disposal.

However, the Company would like to inform details of calculation of the transaction size as follows:

No.	Calculation criteria	Calculation means	Transaction size
1	Net Tangible Assets	$\frac{\text{NTA of UBA} \times \% \text{Dilution}}{\text{NTA of SE}}$	$\frac{234.21 \times 11.33\%}{281.29} = 9.44$
2	Net Profit	$\frac{\text{Net Profit of UBA} \times \% \text{Dilution}}{\text{Net profit of SE}}$	$\frac{52.35 \times 11.33\%}{34.87} = 17.01\%$
3	Total Value of Consideration	$\frac{\text{Book Value per share of UBA} \times \% \text{IPO after the increase of capital}}{\text{Total Value of SE's Assets}}$	$\frac{243.21 \times 28.33\%}{488.16} = 14.12\%$
4	Value of Securities Issued by the Company	Not applicable as the Company does not issue its securities.	

4. General details of the disposed assets

4.1 Details of the issuance and initial public offering of UBA's ordinary shares (IPO)

The offeror of securities	<ul style="list-style-type: none"> UBA, an associated company of the Company, held 40.00 percent of shares by the Company
Type of securities offered	<ul style="list-style-type: none"> Newly-issued ordinary shares of UBA
Number of shares issued	<ul style="list-style-type: none"> Newly-issued ordinary shares not exceeding 170.00 million shares which is equivalent to 28.33 percent of UBA's paid-up capital after the issuance and offering of ordinary shares according to UBA's Listing Plan
Par value	<ul style="list-style-type: none"> 0.50 Baht per share
Allocation proportion and Record Date to specify shareholders who are entitled to subscribe for the shares in accordance to their shareholding of the Company (Pre-emptive Rights)	<ul style="list-style-type: none"> Proportion for subscription of UBA's ordinary shares is not exceeded 15.00 percent of the number of ordinary shares according to the initial public offering (IPO) The company's board of directors will specify the date indicating a list of Company's shareholders who are entitled to the allocation of such shares (Record Date), which will be specified after the SEC approves UBA to sell its newly-issued shares to the general public. The Company will notify the shareholders not less than 14 days according to the SET' requirement.



Offering price	<ul style="list-style-type: none">The offering price has not yet been determined. However, the offering price of the newly-issued ordinary shares of UBA which will be allotted to the Company's shareholders, only for the people who are entitled to subscribe for the shares in accordance to their shareholding of the Company (Pre-emptive Rights), shall be the same price as offered the newly-issued ordinary shares to the public.
Offering period	<ul style="list-style-type: none">The UBA's Listing Plan will occur after the SEC permits the issuance and initial offering of newly-issued ordinary shares of UBA to the general public (IPO) and will be subject to the Registration Statement and the prospectus for such aforementioned proceeds being effective.
Other details	<ul style="list-style-type: none">The Company will then inform the details of the initial public offering (IPO) of UBA to the shareholders. The details of above may be subjected to change upon discretion of Company's board of directors or UBA's board of directors and/or any person who is appointed by Company's board of directors or UBA's board of directors.Securities specified in this document do not include the offering or purchase of securities in the United States of America or any other country if such offering of securities is against the law of such country.

4.2 Details of UBA

Type of Business	<ul style="list-style-type: none">Conduct business by providing full service on installation, operation and maintenance (IOM) including service on consulting, designing, constructing, and installing machines and equipment as customers demand to fully support business in relation to water management.
Name of the Address	<ul style="list-style-type: none">Floor 21, Sun Tower A, No. 123 Vibhavadi Rangsit Road, Jompol Subdistrict, Chatuchak District, Bangkok 10900.
Registered and Paid-up Capital	<ul style="list-style-type: none">As of now, UBA's registered capital is 300.00 million Baht and paid-up capital of 215.00 million Baht, divided into 430.00 million ordinary shares with a par value of 0.50 Baht per share. According to UBA's Listing Plan, UBA will issue and offer not exceeding 170.00 million ordinary shares with a par value of 0.50 Baht per share.

4.3 UBA's Board of Directors as of the date of this Information Memorandum consists of 9 people as follows:



Name-Surname	Position in UBA	Shareholding proportion in UBA as of the date of this Information Memorandum		Position in the Company	Shareholding Proportion in the Company as of the date of this Information Memorandum	
		Shares	Percent		Shares	Percent
1. Mr. Chakporn Oonjitt	<ul style="list-style-type: none"> - Chairman of the Board of Directors - Member of the Audit Committee - Chairman of Nomination and Remuneration Committee - Independent Director 	-	-	-	-	-
2. Mr. Teeradej Tangpraprutgul	<ul style="list-style-type: none"> - Director - Member of the Audit Committee - Independent Director - Chairman of Risk Management Committee 	-	-	-	-	-
3. Ms. Orasa Vimolchalao	<ul style="list-style-type: none"> - Director 	100	0.00	<ul style="list-style-type: none"> - Director - Chairman of Executive Director - Chief Executive Officer - Chairman of Risk Management Committee 	132,345,540	21.209
4. Mr. Polpat Karnasuta	<ul style="list-style-type: none"> - Director 	100	0.00	-	-	-
5. Ms. Pakatip Lopandhsri	<ul style="list-style-type: none"> - Director 	-	-	-	-	-
6. Mr. Pasan Swasdiburi	<ul style="list-style-type: none"> - Director 	-	-	-	-	-
7. Mr. Vajraput Vajrabhaya	<ul style="list-style-type: none"> - Director - Chairman of the Audit Committee - Member of Nomination and Remuneration Committee - Independent Director 	-	-	-	-	-
8. Mr. Kirk Leekasem	<ul style="list-style-type: none"> - Director 	-	-	<ul style="list-style-type: none"> - Director - Executive Director 	132,345,540	21.209



Name-Surname	Position in UBA	Shareholding proportion in UBA as of the date of this Information Memorandum		Position in the Company	Shareholding Proportion in the Company as of the date of this Information Memorandum	
		Shares	Percent		Shares	Percent
				- Deputy Chief Executive Officer - Member of Risk Management Committee		
9. Mr. Somchat Sanghitkul	- Director - Member of Nomination and Remuneration Committee - Chief Executive Officer	-	-	-	-	-

4.4 UBA's Shareholders as of the date of this Information Memorandum

UBA's registered paid-up capital is 215.00 million Baht, divided into 430.00 million ordinary shares with a par value of 0.50 Baht per share. After the issuance and offering of newly-issued shares, UBA will have registered capital at 300.00 million Baht, divided into 600.00 million ordinary shares with a par value of 0.50 Baht per share, which the details of shareholders are as follows:

Shareholders	Numbers of Shares	Percent
1. Nawarat Patanakarn Public Company Limited	257,999,800	60.00
2. SiamEast Solutions Public Company Limited	171,999,800	40.00
3. Mr. Polpat Karnasuta	100	0.00
4. Ms. Wattana Sammanawong	100	0.00
5. Ms. Orasa Vimolchalao	100	0.00
6. Mr. Sittichai Leekasem	100	0.00
รวม	430,000,000	100.00

Remark: information from a list of shareholders (Form BMJ.006) as of [15 March 2022]

4.5 Summary of UBA's financial status and operating result

Statement of Financial Position

Statement of Financial Position	As of 31 December		
	2019	2020	2021
Total assets	312.53	369.87	550.12
Total liabilities	151.50	170.94	306.92
Issued and fully paid-up share capital	40.00	40.00	215.00
Total shareholders' equity	161.03	198.94	243.21

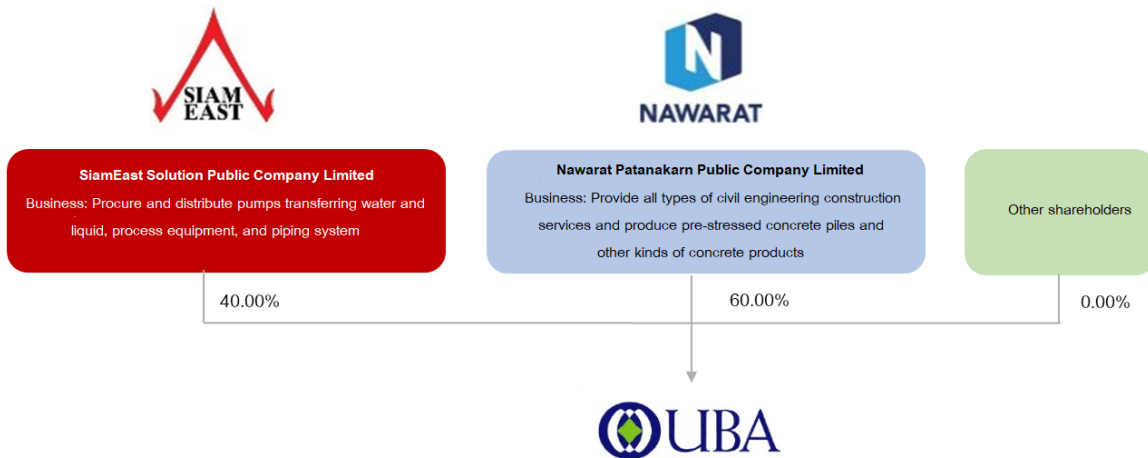


Statement of Comprehensive Income

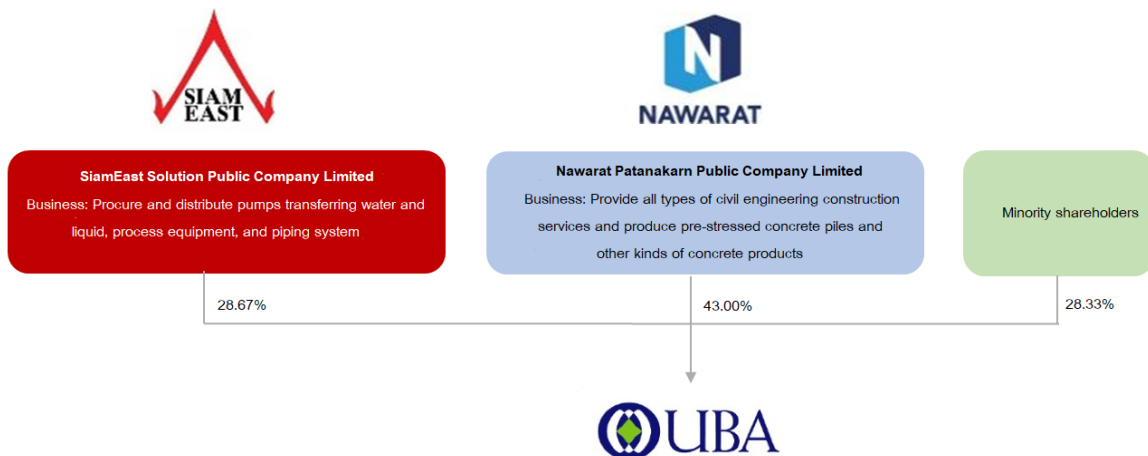
Statement of Comprehensive Income	For the year ending 31 December		
	2019	2020	2021
Revenue from service and sale	427.74	529.05	530.47
Cost of sale	368.57	437.83	429.79
Gross profit	59.17	91.22	100.68
Operating profit	27.66	62.09	66.02
Finance cost	5.88	5.96	3.57
Income tax expenses	3.48	12.70	10.10
Net profit	18.30	43.43	52.35
Net profit per share (Baht/share)	4.57	10.86	9.07

4.6 UBA's structure before and after proceeding the plan to be listed on the mai

● **UBA's structure before IPO**



● **UBA's structure after IPO**





5. Total Value of Consideration and Basis to Determine the Value of Consideration

The total value of consideration will be in accordance with the price of Initial Public Offering of ordinary shares (IPO), which currently the offered price of UBA's ordinary shares has not yet been determined. The Company then relies on the book value per share of UBA based on UBA's financial statement ending on 31 December 2021 of UBA, which was audited by auditors, in calculating according to such criteria.

However, Company's board of directors, UBA's board of directors, and/or any person who is appointed by Company's board of directors or UBA's board of directors will determine the offering price which will occur after the SEC approves the request for UBA to the Initial Public Offering of newly-issued ordinary shares (IPO). The price of UBA's ordinary shares offered to the Company's shareholders according to Pre-emptive Right shall be the same price as offered to the public.

6. Value of disposed assets

The value of disposed assets will be in accordance with the price of Initial Public Offering of newly-issued ordinary shares (IPO), which currently the offered price of UBA's ordinary shares has not yet been determined.

7. Benefits expected from the transaction

7.1 Benefits to the Company's shareholders

- 1) The existing shareholders will be entitled to allocate the newly-issued ordinary shares of UBA in accordance to their shareholding in the Company (Pre-emptive Rights).
- 2) To provide alternatives to invest in either the Company of UBA.
- 3) Upon that UBA is the company registered on the **mai**, the investment value in UBA may increase given the reference market price of UBA, which may result in the increase of the Company's shares value which will be beneficial to the shareholders of the Company.

7.2 Benefits to the Company

- 1) To reduce the Company's burden to provide funding or financial support in long-term for UBA, as UBA will be able to mobilize funds by itself through Initial Public Offering (IPO) and through other financial instruments in capital markets or other sources after listing on the **mai**.
- 2) The Company's share price may be more reflected by the fair value of investment in UBA as there is the reference market price of UBA shares.



7.3 Benefits to UBA

- 1) The listing of UBA shares on the **mai** will enhance UBA's funding mobilization channels, thereby enhancing its capacity and access to more funding sources by itself which will enhance the competitiveness and expansion of UBA's business in long term.
- 2) UBA will receive funding from the shares offering to expand its business and the funding will also be used as working capital for the operation of business.
- 3) UBA's reputation and image will be enhanced and UBA will be more reputable.
- 4) After the registration of the company on the **mai**, the shares value of UBA will reflect its underlying fundamentals and liquidity according to the market price.

8. Plan for the utilization of proceeds from the issuance and initial offering of UBA's newly-issued ordinary shares for the general public

To serve for UBA's business expansion in the future including change of financial structure and to serve as working capital for the operation of business.

9. Conditions for the entry into the transaction

- 1) UBA is approved from UBA's board of directors meeting and shareholders meeting to increase its registered capital and allocate UBA's newly-issued ordinary shares for the Initial Public Offering (IPO) and listing UBA's ordinary shares as listed securities on the **mai**, including any process in connection with the plan to be listed on the **mai**.
- 2) UBA is registered with the Department of Business Development, Ministry of Commerce, to increase its registered capital, including any relevant process in connection with the plan to be listed on the **mai**.
- 3) UBA is approved from the SEC to issue and offer its shares for the initial public offering, and upon the Registration Statement and the prospectus for such aforementioned proceeds being effective.
- 4) The **mai** approves the request on the principle to accept UBA's ordinary shares as listed security.
- 5) UNA registers the change of paid-up capital, after the offering of UBA's newly-issued ordinary shares to the general public.
- 6) Any other significant factor which may affect the decision to enter into the transaction, for example, market condition and demands to invest in UBA's shares. However, it shall be upon the discretion of the meeting of UBA's board of directors.



10. Effect of the Company and its shareholders

1) Impact on profit sharing and voting right (EPS Dilution / Control Dilution)

The issuance and offering of UBA's shares to the general public according to the listing plan will result in the decrease of the Company's profit sharing or voting rights in UBA for approximately not exceeding 11.33 of the existing profit sharing or voting rights. However, UBA will offer some of the newly-issued ordinary shares to the existing shareholders of the Company according to their shareholdings in the Company (Pre-emptive Rights) in order to decrease such dilution effect. The right to subscribe IPO shares of UBA will be subjected to the discretion of the Company's board of directors, UBA's board of directors and/or any person who is appointed by the Company's board of directors or UBA's board of directors. Besides, the Company will remain to be a major shareholder of UBA and UBA will remain to be an associated company of the Company. The Company will hold UBA's shares in the proportion of no less than 28.67 percent of UBA's registered paid-up capital after the offering of newly-issued ordinary shares to the general public.

2) Impact on the market price of the Company's ordinary shares

The Company expects that there will not be significant impact on the price of the Company's ordinary shares. Nevertheless, the dilution of the Company's shareholding in UBA will result in a decrease in the Company's recognition of profit in UBA from 40.00 percent of the paid-up capital (before the issuance and offering of shares of UBA) to 28.67 percent (after the issuance and offering of shares of UBA).

11. Opinion of the Company's Board of Directors and the Audit Committee

The Company's board of directors and the audit committee has considered and resolved to approve the UBA's Listing Plan, because the transaction will be beneficial to the Company's shareholders, the Company, including UBA.

12. Opinion of the Company's Audit Committee which is different from the opinion of the Company's Board of Directors in No. 11

- None-