



SUPER ENERGY CORPORATION PUBLIC COMPANY LIMITED

HEAD OFFICE :

223/61, 14th Fl., Country Complex Tower A. Sunpawut Rd., Bangna Tai,
Bangna, Bangkok 10260, Thailand.

Tax ID:0107547000958 Tel : (662) 361-5599 Fax:(662) 361-5036

Ref: Bor Jor. 020/2022

November 14, 2022

Subject: Resolution of the Board of Directors' Meeting No. 9/2022

The capital increase of a subsidiaries established in domestic and abroad and the related transaction in transaction of rental property under 3 years.

To: President

The Stock Exchange of Thailand

Super Energy Corporation Public Company Limited (the "Company") would like to inform that the resolution of Board of Directors' Meeting of the Company No.9/2022 held on November 14,2022 as follow:

1. Approved the capital increase in subsidiaries of 1 domestic company and 3 foreign companies, totaling 4 companies, with details of the capital increase as follows.

- 1.1 Approved for Green Power Energy Company Limited (GPE) to increase the registered capital of not more exceed 250,000,000 baht by issuing new ordinary shares in the amount of not more exceed 25,000,000 shares from the original registered capital of 612,000,000 baht to a new registered capital of not more exceed 862,000,000 baht at par value 10 baht per share and approve Super Earth Energy Company Limited (SEE) a subsidiary of the Company, to increase capital in GPE according to the original shareholding proportion. The details are as follows.

Structure of Shareholder's before and after the capital increase.

List of shareholders in GPE	Before the capital increase		Capital increase		After the capital increase	
	No. of shares	(%)	No. of shares	(%)	No. of shares	(%)
Super Earth Energy Company Limited (SEE)	61,199,998	100	25,000,000	100	86,199,998	100
2 minority shareholders	2	Less than 0.01	-	-	2	Less than 0.01
Total	61,200,000	100	25,000,000	100	86,200,000	100
Register capital (Baht)	612,000,000		250,000,000		862,000,000	
Paid-up capital (Baht)	612,000,000		250,000,000		862,000,000	

- 1.2 Approved for Super Energy Group (Hong Kong) Co., Ltd. (SEGHK) a subsidiary of the Company in Hong Kong to Increase registered capital not more exceed 605,015,000 HKD by issuing not more exceed 605,015,000 shares from the original registered capital of 100,000 HKD to a new registered

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capital of not more exceed 605,115,000 HKD. at a par value of 1 HKD per share and approved for Super Solar Energy Co., Ltd. (SSE), a subsidiary of the Company, to increase its capital in SEGHK in proportion to its existing shareholding. The details are as follows.

Structure of Shareholder's before and after the capital increase.

List of shareholders in SEGHK	Before the capital increase		Capital increase		After the capital increase	
	No. of shares	(%)	No. of shares	(%)	No. of shares	(%)
Super Solar Energy Co., Ltd. (SSE)	100,000	100	605,015,000	100	605,115,000	100
Total	100,000	100	605,015,000	100	605,115,000	100
Register capital (HKD)	100,000		605,015,000		605,115,000	
Paid-up capital (HKD)	100,000		605,015,000		605,115,000	

- 1.3 Approved for Super Solar Energy (Hong Kong) 2 Co., Ltd. (SSEHK2) a subsidiary of the Company in Hong Kong to Increase registered capital no more exceed 109,145,000 HKD by issuing new ordinary shares in the amount of not more exceed 109,145,000 shares from the original registered capital of 149,650,000 HKD to a new registered capital of not more exceed 258,795,000 HKD at a par value of 1 HKD per share and approved Solar NT Holdings PTE Co., Ltd. (Solar NT) a subsidiary of the Company to increase its capital in SSEHK2 in proportion to its existing shareholding. The details are as follows.

Structure of Shareholder's before and after the capital increase.

List of shareholders in SSEHK2	Before the capital increase		Capital increase		After the capital increase	
	No. of shares	(%)	No. of shares	(%)	No. of shares	(%)
Solar NT Holdings PTE Co., Ltd. (Solar NT)	100,000	100	109,145,000	100	258,795,000	100
Total	100,000	100	109,145,000	100	258,795,000	100
Register capital (HKD)	149,650,000		109,145,000		258,795,000	
Paid-up capital (HKD)	149,650,000		109,145,000		258,795,000	

- 1.4 Approved for Solar NT Holdings PTE Co., Ltd. (Solar NT) a subsidiary of the Company in Singapore to Increase the registered capital of not more exceed 79,000,000 USD by issuing new ordinary shares in the amount of not more exceed 79,000,000 shares from the existing registered capital of 1,000,000 USD to a new registered capital of not more exceed 80,000,000 USD at the par value of 1 USD per share and approve Super Energy Group (Hong Kong) Co., Ltd. (SEGHK) a subsidiary of the

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Company, increased capital in Solar NT in proportion to its existing shareholding. The details are as follows.

Structure of Shareholder's before and after the capital increase.

List of shareholders in Solar NT	Before the capital increase		Capital increase		After the capital increase	
	No. of shares	(%)	No. of shares	(%)	No. of shares	(%)
Super Energy Group (Hong Kong) Co., Ltd. (SEGHK)	1,000,000	100	79,000,000	100	80,000,000	100
Total	1,000,000	100	79,000,000	100	80,000,000	100
Register capital (USD)	1,000,000		79,000,000		80,000,000	
Paid-up capital (USD)	1,000,000		79,000,000		80,000,000	

It is an additional investment in proportion to the existing shareholders do not have to calculate the size of the Acquisition in accordance with the rules of the Acquisition or Disposition of Assets.

2. Approved the Company to renew the contract and sign the office rental agreement with Bangna Asset Co., Ltd. for a period of 3 years from December 1, 2022 - November 30, 2025. The transaction is classified as a related transaction in transaction of rental property under 3 years. According to the consolidated financial statements ended September 30, 2022. The transaction size is equal to 0.37 percent of NTA which is more than 0.03 percent but not more than 3 percent of the net tangible assets of the Company and its subsidiaries (NTA). The Company to disclose the information on the related transaction in transaction of rental property under 3 years to the Stock Exchange of Thailand. The details are as follows.

1. Date of transaction

November 14, 2022, which is the date approved by the Board of Directors' Meeting No. 9/2022.

The lease agreement will be signed by November 15, 2022 ("the rental contract date"), with a specified period rent for 3 years from December 1, 2022 - November 30, 2025.

2. Parties involved

Rental contract No.1,2,3 and 4

Lessee : Bangna Asset Co., Ltd.
Lessor : Super Energy Corporation PCL.

3. General Characteristics of Transaction

The space rental building for use as offices of the Company and its subsidiaries which is located at Country Complex Building A, Sanpawut Road, Bang-Na, Bangkok

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Rental contract	Period	Months	Area (Sqm.)	Rental Rate (Baht/Sqm.)	Monthly Rental (Baht/Month)	Rental fee throughout the rental contract (Baht)
No. 1	1 Dec 22 – 30 Nov 25	36	3,362.61	362.00	1,217,264.82	43,821,533.52
No. 2	1 Dec 22 – 30 Nov 25	36	615.33	362.00	222,749.46	8,018,980.56
No. 3	1 Dec 22 – 30 Nov 25	36	753.89	362.00	272,908.18	9,824,694.48
No. 4	1 Dec 22 – 30 Nov 25	36	250.00	362.00	90,500.00	3,258,000.00
Total						64,923,208.56

4. Total Value of transaction

The total value will amount of 64.92 million baht, as of September 30, 2022 audited by the auditor, the company's NTA is amount of 17,353.84 million baht, the transaction size equal to 0.37% of NTA.

The transaction is considered to be related transaction of rental property under 3 years. the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, B.E. 2546 (2003) The transaction size is considered according to the middle size of connected transaction of listed company rule, which is worth over 1 million baht but less than 20 million baht or 0.03% but less than 3% of net tangible assets (NTA). The Company to disclose the information on the related transaction in transaction of rental property under 3 years to the Stock Exchange of Thailand.

5. Details of related parties

The lessor company which is the owner of the office building space for rent as specified in the above lease agreement. M.R.Sasijutapa Varavarn holds 99.17% of the lessor's registered and paid-up capital. who is the mother of Mr. Jormsup Lochaya, the Chief Executive Officer of the Company.

6. Interested Directors

The Company has taken action to ensure that the interested directors are not participating in the meeting and not entitled to vote on the adoption of resolution in the meeting on the agenda to approve the entry into this related transaction.

7. The Board of Director's opinion

The Board of Directors' Meeting No. 9/2022 held on 14 November, 2022 ,in which there were no interested directors or related persons to attend the meeting and vote considered that the transaction shall be a beneficial for the company and reasonable and the rental rates are comparable to the market rental rates. Therefore, it was resolved to approve the transaction.



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8. The Audit Committee' opinion which is difference from the Board of Director's opinion

None

The transaction is a rental property under 3 years, with general commercial conditions. The Company may be renewing the office rental agreement with Bangna Asset Co., Ltd. in the future. In principle, the Board of Directors approved the management's resolution to approve such transactions. If the transaction has a rental rate that is comparable to the market rental rate There are other conditions and agreements that are not different from other trading partners. Management shall report to the Audit Committee and the Board of Directors at the next meeting after the completion of the transaction.

Please be informed accordingly.

Yours Sincerely,

(Mr. Jormsup Lochaya)

Chief Executive Officer