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No. CV-CS 2023-010

23 May 2023

Re: Share acquisition in Fernview Environmental Pty Ltd. and the calling for the extraordinary general meeting of shareholders no. 1/2023

To: President,  
The Stock Exchange of Thailand

Encl.: 1. Information Memorandum Re: Connected Transaction of Clover Power Public Company Limited

Clover Power Public Company Limited (the **Company**) would like to inform you the significant resolutions of the board of directors' meeting no. 4/2023 held on 22 May 2023, which passed the following resolutions:

1. approved the Company to purchase 99,900 ordinary shares in Fernview Environmental Pty Ltd. (**Fernview**), a company duly incorporated under the laws of Australia conducting commercial waste receipt and landfill business in Shire of Gingin, Australia, representing 99.9 % of the total registered shares in Fernview from M8 Holding Limited (the **Seller**), which is a related party of the Company. The Company will pay the Seller a share purchase consideration at the total price of AUD 11,000,000 (equivalent to THB 256.08 million calculated according to the exchange rate of THB 23.28 per AUD 1 as published by the Bank of Thailand on 19 May 2023) (the **Share Acquisition**).

The Share Acquisition is considered a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor.21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand no. Bor Chor/Por 22-01 Re: Disclosure of Information and Other Acts of Listed Companies concerning Connected Transactions B.E. 2546 (2003) (as amended) (the **Connected Transaction Notifications**). The transaction size is equal to 15.44% of the Company's net tangible assets (with reference to the Company's reviewed consolidated financial statements ended 31 March 2023). As such, the Company has an obligation to do the following:

- 1) prepare and disclose an information memorandum on the Share Acquisition to the Stock Exchange of Thailand (**SET**) according to the Connected Transaction Notifications;
- 2) convene a shareholders' meeting to consider and approve the Share Acquisition by sending a written notice of the meeting to shareholders at least 14 days before the date of the shareholders' meeting. The Share Acquisition requires a shareholders' approval with not less than three-fourths of the total votes of shareholders present and eligible to vote at the meeting; however, the votes cast by any shareholder having an interest in the Share Acquisition shall be excluded; and
- 3) appoint an independent financial advisor (IFA) to provide and deliver an opinion on the Share Acquisition to the Office of the Securities and Exchange Commission (the **SEC Office**), the SET and the Company's shareholders. In this connection, the Company has elected Welcap Advisory Company Limited to perform duties as IFA in respect of the Share Acquisition.

Details of the Share Acquisition are provided in **Enclosure 1** (*Information Memorandum Re: Connected Transaction of Clover Power Public Company Limited*).

(Translation)

Further, the board of directors' meeting has also proposed to authorise the board of directors and/or the person(s) designated by the board of directors to negotiate, consider, determine and/or amend the relevant details, terms and conditions, to take any necessary actions for the purpose of the Share Acquisition, to sign the share sale and purchase agreement and all other relevant documents in respect of the Share Acquisition, and to take any actions as necessary and appropriate for the accomplishment of the Share Acquisition;

2. approved that extraordinary general meeting of shareholders no. 1/2023 will take place on 26 July 2023 at 10.00 am by electronic means (the **EGM 1/2023**) to consider the following agenda:

Agenda 1 Notification from the Chairman

Agenda 2 To consider and approve the Share Acquisition in Fernview Environmental Pty Ltd., which constitutes a connected transaction of the Company

Agenda 3 To consider other business (if any);

3. approved that the record date for determining name of shareholders eligible to attend the EGM 1/2023 would be on 6 June 2023;
4. approved authorising the Chief Executive Officer and/or his designee to take any applicable procedures in order to call and hold the EGM 1/2023, to fix the record date for compiling a list of shareholders eligible to attend the EGM 1/2023, and to revise the date, time, place and/or agenda of the EGM 1/2023.

Please be informed accordingly.

Yours sincerely,

Clover Power Public Company Limited

(Mr. Saithsiri Saksitthiserekul)

Chief Executive Officer

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## Information Memorandum Re: Connected Transaction

### Clover Power Public Company Limited

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The board of directors' meeting of Clover Power Public Company Limited (the **Company**) no. 4/2023, held on 22 May 2023, approved the Company to purchase 99,900 ordinary shares in Fernview Environmental Pty Ltd (**Fernview**), a company duly incorporated under the laws of Australia conducting commercial waste receival and landfill business in Shire of Gingin, Australia, representing 99.9% of the total registered shares in Fernview from M8 Holding Limited (the **Seller**), which is a related party of the Company. The Company will pay the Seller a share purchase consideration at the price of AUD 11,000,000 in total (equivalent to THB 256.08 million, calculated according to the exchange rate of THB 23.28 per AUD 1 as published by the Bank of Thailand on 19 May 2023), subject to the payment conditions set out in clause 6. (the **Share Acquisition or Transaction**).

The Share Acquisition is considered a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor.21/2551 Re :Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand no. Bor Chor/Por 22-01 Re : Disclosure of Information and Other Acts of Listed Companies concerning Connected Transactions B.E .2546 (2003) (as amended) (the **Connected Transaction Notifications**). The transaction size is equal to 15.44% of the Company's net tangible assets (with reference to the Company's reviewed consolidated financial statements ended 31 March 2023). As such, the Company has an obligation to do the following:

- 1) prepare and disclose an information memorandum on the Share Acquisition to the Stock Exchange of Thailand (**SET**) according to the Connected Transaction Notifications;
- 2) convene a shareholders' meeting to consider and approve the Share Acquisition by sending a written notice of the meeting to shareholders at least 14 days before the date of the shareholders' meeting. The Share Acquisition requires a shareholders' approval with not less than three-fourths of the total votes of shareholders present and eligible to vote at the meeting; however, the votes cast by any shareholder having an interest in the Share Acquisition shall be excluded; and
- 3) appoint an independent financial advisor (IFA) to provide and deliver an opinion on the Share Acquisition to the Office of the Securities and Exchange Commission (the **SEC Office**), the SET and the Company's shareholders. In this connection, the Company has elected Welcap Advisory Company Limited to perform duties as IFA in respect of the Share Acquisition.

This Transaction constitutes an acquisition of assets by the Company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand no. BorChor/Por 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (the **Acquisition or Disposal Notifications**). The highest transaction size calculated according to the Total value of consideration approach (using the Company's reviewed consolidated financial statements ended 31 March 2023) is 5.39%, which is below the trigger point defined by the Acquisition or Disposal Notifications. Further, there have been no other asset acquisitions by the Company in the past six months prior to the date on which the Share Acquisition was concluded. Therefore, the Company has no obligation to prepare and disclose an information memorandum on this Transaction to the SET in accordance with the Acquisition or Disposal Notifications.

Key information relating to the Share Acquisition is set out as follows:

#### 1. Transaction Date

The Share Acquisition is mainly conditional upon: (i) the granting of approval by the Company's extraordinary general meeting of shareholders no. 1/2023, which is expected to take place on 26

(Translation)

July 2023, and (ii) the satisfaction or a waiver by the relevant party of all or any conditions precedent to the Share Sale and Purchase Agreement, as set out in clause 3 hereof. The Share Acquisition is expected to complete within the third quarter of 2023 (the **Closing**).

## 2. Transaction Parties and Relationships with the Company

**Purchaser:** Clover Power Public Company Limited  
**Seller:** M8 Holding Limited

### Relationships between the Parties

With regard to the Seller, the list of directors and shareholding structure of the Seller are as follows:

#### (a) Board of directors

The Seller's board of directors, according to its corporate affidavit as at 31 March 2023, consists of the following members:

	<b>Name</b>	<b>Position</b>
1.	Mr. Saithsiri Saksitthisereekul	Director
2.	Ms. Nintita Loetruangsuphakun	Director
3.	Mr. Charvanin Bunditkitsada	Director
4.	Mrs Narumon Saksitthisereekul	Director

#### (b) Shareholders

The Seller's latest list of shareholders as at 31 March 2023 is set out as follows:

	<b>Name of shareholder</b>	<b>Number of shares held</b>	<b>Percentage against the total shares (%)</b>
1.	Mr. Saithsiri Saksitthisereekul	12,668,850	42.95
2.	Mrs. Narumol Saksithiserikul	320,000	1.08
3.	Mrs. Benjamaporn Thongkwan	500,000	1.69
4.	Mr. Kruan Chankoom	50,000	0.17
5.	Mr. Munin Serbpongpan	125,000	0.42
6.	Mr. Thanasate Malawanno	100,000	0.34
7.	Mr. Peerapol Thanatavee	25,000	0.08
8.	Mr. Sunya Srikun	50,000	0.17

(Translation)

	<b>Name of shareholder</b>	<b>Number of shares held</b>	<b>Percentage against the total shares (%)</b>
9.	Mrs. Pattama Chareewit	25,000	0.08
10.	Mr. Charvanin Bunditkitsada	7,867,650	26.67
11.	Miss Nintita Loetruangsuphakun	6,204,750	21.03
12.	Miss Pattreya Lertreungsuphakun	396,250	1.34
13.	Mr. Sathian Pooprasert	150,000	0.51
14.	Miss Chotiros Tienthaworn	27,500	
15.	Miss Ratchaneepon Pukayaporn	100,000	0.34
16.	Mrs. Daengtoy Thaitan	10,000	0.03
17.	Mr. Chaiyasit Chanchaovakul	10,000	0.03
18.	Mr. Akarawut Reungkitchanuwat	5,000	0.02
19.	Miss Jomthap Wongsarot	5,000	0.02
20.	Mrs. Thida Warichanont	5,000	0.02
21.	Miss Warin Thinpapha	5,000	0.02
22.	Miss Sudaporn Sanitwong Na Ayutthaya	5,000	0.02
23.	Miss Rapeeporn Rojsaengreung	5,000	0.02
24.	Miss Sudawadee Sanitwong Na Ayutthaya	5,000	0.02
25.	Miss Kulchala Sorchitti	5,000	0.02
26.	Mrs. Tassinee Watcharasetthiar	15,000	0.05
27.	Mr. Thanawat Sripaichit	15,000	0.02
28.	Miss Torsuk Paoin	5,000	0.05
29.	Miss Naphat Suwanakas	5,000	0.02
30.	Mr. Olan Sunthornphusit	5,000	0.02

(Translation)

	<b>Name of shareholder</b>	<b>Number of shares held</b>	<b>Percentage against the total shares (%)</b>
31.	Mrs. Patama Sunthornwat	5,000	0.02
32.	Mr. Jutat Jakkayachawat	30,000	0.10
33.	Mrs. Atitaya Chanyaweerakul	750,000	2.54
	<b>Total</b>	<b>29,500,000</b>	<b>100</b>

Note: The par value is THB 5.0 per share.

The Seller is the Company's related party because both the Seller and the Company have certain principal shareholders and directors in common, as detailed as follows:

The following individuals are acting as principal shareholders of both the Seller and the Company:

1. Mr. Saithsiri Saksitthisereekul's group is holding 28.3% of the total shares in the Company (as at 31 March 2023, which is the most recent closing date of the Company's share register book); and
2. Ms. Nintita Loetruangsuphakun is holding 13.83% of the total shares in the Company (as at 31 March 2023, which is the most recent closing date of the Company's share register book).

The following individuals are acting as directors of both the Seller and the Company:

1. Mr. Saithsiri Saksitthisereekul;
2. Ms. Nintita Loetruangsuphakun; and
3. Mrs. Narumon Saksitthisereekul.

### **3. General Description of the Transaction**

The Company will enter into a share sale and purchase agreement with the Seller to acquire 99,900 ordinary shares in Fernview, representing 99.9% of the total registered shares of Fernview, from the Seller at a total price of AUD 11,000,000 (equivalent to THB 256.08 million, calculated according to the exchange rate of THB 23.28 per AUD 1 as published by the Bank of Thailand on 19 May 2023) (the **Share Sale and Purchase Agreement** or **SPA**).

As mentioned above, the Share Acquisition is conditional upon the satisfaction or a waiver of all or any conditions precedent to the SPA (the **Conditions Precedent** or **CPs**) by the relevant party. Key Conditions Precedent include the following:

- 1) the Treasurer of the Commonwealth of Australia ceases to be empowered to make an order under the Foreign Acquisitions and Takeovers Act 1975 (Cth) (the **FATA**) in relation to the Share Acquisition, or gives written advice of a decision by or on behalf of the Treasurer stating that the Commonwealth Government has no objection to the Share Acquisition, or gives written advice of a decision by or on behalf of the Treasurer stating that the Share Acquisition is not subject to the FATA or Australia's Foreign Investment Policy;
- 2) there shall have been no material adverse change or event against Fernview;

(Translation)

- 3) the Company shall have obtained a resolution approving the Share Acquisition from its board of directors' meeting and general meeting of shareholders;
- 4) the Company and the Seller shall have obtained any necessary consents or permits to execute the Share Acquisition (if any);
- 5) no legislation or governmental action shall have prohibited the consummation of the Share Acquisition;
- 6) Fernview shall have submitted to the Department of Water and Environmental Regulation the application for approval to operate waste disposal and landfill services in the Shire of Gingin which is in the form, and with details, satisfactory to the Company; and
- 7) the Waste Disposal Agreement between the Company and Brajkovich Demolition & Salvage (WA) Pty Ltd, dated 13 April 2022, (the **Waste Disposal Agreement**) shall remain in effect and the conditions precedent under such agreement providing that Gingin Facility shall have been opened and operational by 31 July 2022 shall have been waived.

#### 4. Details of the Relevant Assets

##### 4.1 Key information about Fernview

<b>Nature of business</b>	Fernview provides waste disposal and landfill services. The construction of the landfill site has been completed. It is now in the process of applying for approval to operate of its waste disposal and landfill services in the Shire of Gingin.
<b>Head office</b>	Unit 1, 48 Kelvin Road, Maddington, Wa 6109
<b>Registered capital</b>	AUD 100 (as at 22 May 2023)  Nevertheless, Fernview plans to increase its registered capital and issue 99,900 new ordinary shares to the Seller (the <b>Capital Increase</b> ) before the closing date of the Share Acquisition. The registered capital of Fernview post-Capital Increase is expected to amount to AUD 100,000 at the Closing.
<b>Total shares</b>	100 shares in total (as at 22 May 2023)  Nevertheless, Fernview plans to increase its registered capital and issue 99,900 new ordinary shares to the Seller before the closing date of the Share Acquisition. The total issued shares of Fernview post-Capital Increase are expected to amount to 100,000 shares at the Closing.
<b>Paid-up shares</b>	AUD 100 (as at 22 May 2023)  Nevertheless, Fernview plans to increase its registered capital and issue 99,900 new ordinary shares to the Seller before the closing date of the Share Acquisition. The value of paid-up shares of Fernview post-Capital Increase is expected to amount to AUD 100,000] at the Closing.

(Translation)

**4.2 In regard to Fernview, the list of shareholders as at 31 March 2023 is provided as follows:**

Name of shareholder	As at 31 March 2023		Post-Capital Increase		Post-Closing	
	Amount of shares held	%	Amount of shares held	%	Amount of shares held	%
M8 Sustainable Limited	100	100	100	0.1	100	0.1
M8 Holding Limited	-	-	99,900	99.9	-	-
The Company	-	-	-	-	99,900	99.99
Total	100	100	100,000	100	100,000	100

**4.3 The board of directors of Fernview as at 31 March 2023 post-Capital Increase and post-Closing consists of the following:**

As at 31 March 2023	Post-Capital Increase and Post-Closing
Mr. Rob Brauer	Mr. Saithsiri Saksitthisereekul
Mr. Rob Kirman	Mr. Tomasz Rudas
Mr. Jonathan Henry	

**4.4 Key elements of Fernview's financials are set out as follows:**

Financial information (AUD)	From 1 July 2022 to 31 December 2022	For the financial year ended 30 June 2022	For the financial year ended 30 June 2021
Total assets	35,187,096	33,548,971	22,053,768
Total liabilities <sup>1</sup>	35,005,163	33,337,611	21,162,225
Shareholders' equity	181,933	211,360	891,543
Total income	7,000	4,513	0
Total expenses	(36,427)	(684,696)	(456,710)
Net loss	(29,427)	(680,183)	(456,710)

<sup>1</sup> In addition, prior to closing of the Share Acquisition, Fernview will enter into a credit facility agreement with Mr. Rajeev Saraff (the **Lender**) (the **Facility Agreement**) to seek a loan of AUD 5,000,000 from the Lender (the **Facility**) in order to repay the debts that belong to Fernview. The Facility will become due upon the second anniversary of the date of the Facility Agreement (the **Repayment Date**). The interest of the Facility is payable at the rate of 14% per annum on 31 March, 30 June, 30 September and 31 December each year.

Subject to the Facility Agreement, the Lender may opt to exercise its pre-emptive rights to subscribe for newly issued shares of Fernview in the number equivalent to 33% of total shares in Fernview (the **Pre-emption Shares**) at the total subscription price of AUD 5,000,000. Unless otherwise agreed by the parties, if the Lender wishes to exercise such pre-emptive rights, Fernview will issue the Pre-emption Shares to the Lender on the Repayment Date and both parties to the Facility Agreement agree that the subscription price of such Pre-emption Shares and the repayment of the principal amount of the Facility shall be considered set off on the Repayment Date.



(Translation)

## 5. Transaction Size

### 5.1 Calculation of the Transaction Size in accordance with the Acquisition or Disposal Notifications

The transaction size has been calculated according to various approaches as follows:

Calculation approach	Calculation formula	Transaction size
1. Net tangible asset (NTA) value	NTA of Fernview x % of shares acquired/total shares in Fernview / NTA of the Company = THB 4.93 million / THB 1,658.23 million	0.3%
2. Net profit from operating results	Net profit of Fernview x % of shares acquired/total shares in Fernview / Net profit of the Company <i>Unable to calculate as Fernview incurred net loss from operating results</i>	N/A
3. Total value of consideration	Amount of consideration paid or received / Total assets of the Company = THB 256.52 million/ THB 4,760.15 million	5.39%
4. Value of securities	Number of shares issued as consideration for the assets / Number of outstanding and paid-up shares <i>Not applicable because no new shares are issued as consideration for the assets.</i>	

N.B.: Based on the Company's reviewed consolidated financial statements ended 31 March 2023 and the audited financial statements of Fernview ended 30 June 2022

The transaction size calculated according to the Total value of consideration approach in accordance with the Acquisition or Disposal Notifications (using the Company's reviewed consolidated financial statements ended 31 March 2023), which yields the highest transaction value, amounts to 5.39%. On the basis that the transaction size is lower than 15% and there have been no other asset acquisitions by the Company during the past six months before the Share Acquisition was concluded, the Company has no obligation to prepare and disclose a relevant information memorandum to the SET.

### 5.2 Calculation of the Transaction Size in accordance with the Connected Transaction Notifications

The Share Acquisition also constitutes a connected transaction with the transaction size exceeding 3% of the Company's net tangible assets (NTA), which can be calculated as follows:

$$\begin{aligned}\text{NTA of the Company} &= \text{Total assets} - \text{Intangible assets} - \text{Total liabilities} - \text{Non-controlling interests (if any)} \\ &= 4,670.15 - 240.35 - 2,793.33 - 68.24 \text{ (THB million)} \\ &= \text{THB 1,658.23 million}\end{aligned}$$

(Translation)

$$\text{Transaction size} = \frac{\text{Highest value of the consideration, or Book value, or Market price}}{\text{NTA of the Company}} \times 100 = \frac{256.08}{1,658.23} \times 100 = 15.44 \%$$

N.B.: Based on the Company's reviewed consolidated financial statements ended 31 March 2023

The transaction size calculated according to the total value of the consideration in accordance with the Connected Transaction Notifications (using the Company's reviewed consolidated financial statements ended 31 March 2023), which yields the highest value, is equivalent to 15.44% of the Company's net tangible assets.

Therefore, the Company has an obligation to prepare and disclose an information memorandum on the Share Acquisition to the SET in accordance with the Connected Transaction Notifications and to convene a shareholders' meeting to consider and approve the Share Acquisition, which requires not less than three-fourths of the total votes of shareholders present and eligible to vote at the meeting, excluding the votes cast by any shareholder having an interest in the Share Acquisition. A written notice of the shareholders' meeting shall be sent, together with the IFA's opinion, to the shareholders of the Company at least 14 days prior to the date of the shareholders' meeting.

## 6. Payment Terms and Conditions of the Transaction

As earlier mentioned, the Share Acquisition is conditional upon: (i) the granting of approval by the Company's extraordinary general meeting of shareholders no. 1/2023, which will take place on 26 July 2023, provided that not less than three-fourths of the total votes of shareholders present and eligible to vote are needed, and (ii) the satisfaction or a waiver of all or any Conditions Precedent to the SPA by the relevant party. The Company shall pay the Seller a share purchase consideration at the total price of AUD 11,000,000.

In addition, the Company will pay a deposit of the Share Acquisition to the Seller in the amount of AUD 11,000,000 (the **Deposit**) on the date of the SPA. The Company and the Seller agreed that the Deposit shall be deducted from the amount of consideration to be paid at Closing. However, if the SPA is at any time terminated for any reason (e.g. because the Company's extraordinary general meeting of shareholders does not approve the Share Acquisition), the Seller agrees to return the total Deposit to the Company within 45 business days from the date on which the SPA is terminated.

## 7. Sources of Funding

The Company expects to apply its working capital to fund the Share Acquisition.

## 8. Value of the Assets Acquired and the Appraisal Basis

By mutual agreement between the parties, the share purchase price is fixed at an aggregate of AUD 11,000,000, using the book value adjustment and discounted cash flow method.

(Translation)

**9. Expected benefits to be derived by the Company**

Given that Fernview is conducting landfill business, such business could enhance the value and expand channels of business of the Company as an operator of energy business. This Transaction is appropriate, reasonable and most supportive of the Company's interests. **Directors defined as having an Interest or being a Related Party in respect of this Transaction**

The following directors have an interest in this Transaction: Mr. Saithsiri Saksitthisereekul, Ms. Nintita Loetruangsuphakun and Mrs Narumon Saksitthisereekul. All of them did not attend and vote at the Company's board of directors' meeting in which the Transaction was considered because they are principal shareholders and/or directors of the Seller.

**10. Opinion of the Board of Directors and the Audit Committee regarding the Transaction**

At its meeting, the Company's board of directors unanimously resolved to approve the Share Acquisition, as detailed above, and suggested that this matter be further proposed for consideration and approval by the shareholders' meeting. The board of directors are of the view that the Share Acquisition in Fernview, a landfill business operator, could enhance the value and expand channels of business for the Company as an operator of energy business. This Transaction is appropriate, reasonable and most supportive of the Company's interests.

**11. Opinion of the Audit Committee and/or any Director which is Different from the Board of Directors' Opinion**

The Audit Committee and other directors of the Company have no conflicting opinions.

Yours sincerely,

(Mr. Saithsiri Saksitthisereekul)

Chief Executive Officer