



-English Translation-

No. DIMET 016-2022

August, 19 2022

**Subject:** Notification on Information Memorandum on the Disposal of Asset of the Company from the dispute resolution by the compromise additional from the resolution of Board of Director Meeting No.5/2022

**Attention:** Director and Manager  
The Stock Exchange of Thailand

According to Dimet (Siam) Public Company Limited (the “**Company**”) has notified the resolutions of the Board of Directors Meeting No.5/2022 on August 11, 2022 regarding the settlement of the dispute by the compromise. The details are as follows:

- (1) In the litigation case between Dimet Paint Company Limited, a subsidiary of the Company, as a defendant and Beyond Capital Company Limited as a plaintiff, the parties have agreed to compromise in which Dimet Paint Company Limited agrees to repay the debt less than the original outstanding debt in the amount of THB 2,000,000.
- (2) In the litigation case between the Company as a defendant and M&T Law Office Company Limited as a plaintiff, the parties have agreed to compromise in which the Company agrees to pay THB 5,000,000, and transfer the ordinary shares in McTRIC Public Company Limited (“**McTRIC**”) which held by the Company in the amount of 12,244,800 shares with par value of THB 1 representing 4.08 percent of the total sold shares in McTRIC to M&T Law Office Company Limited or the person which designated by M&T Law Office Company Limited. In this regard, M&T Law Office Company Limited has designated Miss Sutthida Leeswadtrakul to be the transferee.
- (3) In litigation case between the Company as a defendant and Mr. Yu Wa Sae-Li as a plaintiff, the parties have agreed to compromise in which the Company agrees to assign the right to claim the outstanding debt for goods that the Company has against Igen Powertech Company Limited in the amount of THB 8,416,913.19 with interest, and will proceed Igen Energy Company Limited, a subsidiary of the Company, to assign the right to claim the outstanding loan that Igen Energy Company Limited has against Igen Powertech Company Limited in the amount of THB 2,189,040.
- (4) In litigation case between the Company as a defendant and Mr. Mattia Regosa together with Mrs. Marta Regosa as a plaintiff, the parties have agreed to compromise in which the Company agrees to (1) proceed Dimet Paint Company Limited to assign the right to claim the outstanding debt for the product that the company has against Igen Engineering Company Limited (“**Igen Engineering**”) in total of THB 38,399,019.53 which will transfer the claim on such debt after offsetting the debt with the company according to the company's promissory note issued to IGEN Engineering in the amount of THB 2,800,000, the remaining claims in such debt amount THB 35,599,019.53, whereby the Company will transfer such claims to Mr. Mattia Regosa together with Mrs. Marta Regosa or any person designated by Mr. Mattia Regosa together with Mrs. Marta Regosa, (2) proceed Igen Energy Company Limited to transfer the right to claim the outstanding loan that Igen Energy Company Limited has against Igen Engineering in the amount of THB



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15,630,534.33; and (3) transfer 378,000 ordinary shares representing 14 percent of total shares in Igen Engineering to Mr. Mattia Regosa and Mrs. Marta Regosa or the person which designated by Mr. Mattia Regosa and Mrs. Marta Regosa. In this regard, Mr. Mattia Regosa and Mrs. Marta Regosa has designated M&T Law Office Company Limited to be the transferee.

The transfer of 12,224,800 ordinary shares in McTRIC from the Company to Miss Sutthida Leeswadtrakul under Clause (2) (“**Transfer of Shares according to the Compromise Agreement No. 1**”) and the transfer of 378,000 ordinary shares in Igen Engineering from the Company to M&T Law Office Company Limited under Clause (4) (the “**Transfer of Shares according to the Compromise Agreement No. 2**”) (collectively, the “**Transfer of Shares according to the Compromise Agreements**”) is regarded as a disposal of assets 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 Disposal of Assets 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 Disposition of Assets B.E. 2547 (2004) (the “**Notifications on Acquisition or Disposition of Assets**”). Upon review of the transaction size used in the calculation of the maximum value of the transaction based on the reviewed financial statements of the Company ended June 30, 2022 by various approaches under the Notifications on Acquisition or Disposition of Assets which the Company has no disposal transaction over the past six months prior to the execution of this transaction, the maximum value of the transaction is equal to 21.38 percent which is calculated by the net tangible asset method (Net Tangible Asset). The transaction is regarded as a type 2 (the transaction between the listed company and non-listed person which is equal to 15% or higher, but lower than 50%) pursuant to the Notifications on Acquisition or Disposition of Assets. Therefore, the Company is required to immediately report and disclose an information memorandum on such transaction to the Stock Exchange of Thailand (“**SET**”), which must at least contain the information as required in List (1) attached to the Notifications on Acquisition or Disposition of Assets, and give notice to the shareholders within 21 days from the date of such disclosure to the SET, which must at least contain the information as required in Lists (2) 1, 2, 3, 5(3), 7 and 8 attached to the Notifications on Acquisition or Disposition of Assets. In addition, Transfer of Shares according to the Compromise Agreements is not regarded as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions 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) (including its amendment) (the “**Notification on Connected Transaction**”).

In this regard, the details related to the Transfer of Shares according to the Compromise Agreements are as follows:

Date of the Transaction : 1. Transfer of Shares according to the Memorandum of Compromise Agreement No. 1

The Company has entered into the Compromise Agreement on August 16, 2022 and the Transfer of Shares according to the Compromise Agreement No. 1 has been completed on the same date.

2. Transfer of Shares according to the Memorandum of Compromise Agreement No. 2

The Company has entered into the Compromise Agreement on August 16, 2022 and the Transfer of Shares according to the Compromise Agreement No. 2 has been completed on the same date.



Relevant Parties : 1. Transfer of Shares according to the Memorandum of Compromise Agreement No. 1

M&T Law Office Company Limited has designated Miss Sutthida Leeswadtrakul to be the transferee.

2. Transfer of Shares according to the Memorandum of Compromise Agreement No. 2

Mr. Mattia Regosa and Mrs. Marta Regosa has designated M&T Law Office Company Limited to be the transferee.

Relationship with the Company : Miss Sutthida Leeswadtrakul and M&T Law Office Company Limited which are the transferees according to the Transfer of Shares of according to the Compromise Agreements are not the connected persons of the Company in accordance with the Notification on Connected Transaction, therefore, not regarded as connected transaction under the Notification on Connected Transaction.

General Description of the Transaction : The Company has litigation cases as detailed above. In order to settle disputes, the Company as the defendant and the relevant parties have agreed to enter into compromise agreements. The Company will not receive any payment from transfer of shares. The Transfer of Shares according to the Compromise Agreement No.1 has a book value of THB 10,892,868.50 and the Transfer of Shares according to the Memorandum of Compromise Agreement No. 2 has a book value of THB 45,728,000.00. In this regard, after entering into the Transfer of Shares according to the Compromise Agreement No.1 and the Transfer of Shares according to the Compromise Agreement No.2, the Company will have no remaining shares held in McTRIC and Igen Engineering.

Calculation of the Transaction Size : The Transfer of Shares according to the Compromise Agreements is regarded as the disposal of the Company's assets in accordance with Notifications on Acquisition or Disposition of Assets. The Company uses the reviewed Company's financial statements, as of June 30, 2022, to calculate the transaction size, the details as follows:

Basis of Calculation	Transaction Size (percent)
1. Net Tangible Assets*	21.38
2. Net Operating Profits	This is not applicable because the Company has loss.
3. Total Value of Consideration*	12.22
4. Value of Securities	This is not applicable because the Company issues no securities.

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Remark

\*The financial statement of McTRIC used to calculate the transaction size is based on the company's audited financial statements ended December 31, 2021 and the financial statement of Igen Engineering used to calculate the transaction size is based on the company's reviewed financial statements ended December 21, 2018.

Details of Disposed Assets : 1. Transfer of Shares according to the Compromise Agreement No. 1

The Company will transfer the shares in McTRIC to Miss Sutthida Leeswadtrakul according to the Compromise Agreement by transfer all shares in McTRIC held by the Company in the amount of 12,244,800 shares with par value of THB 1 representing 4.08 percent of the sold shares in McTRIC. The details are as follows:

**(1) General information of McTRIC**

<b>Name of the company</b>	McTRIC Public Company Limited
<b>Nature of business</b>	Construction and MEP services include condominiums, hotels, hospitals, department stores, hypermarkets, factories, production lines, off-grid utilities and others.
<b>Head Office's Address</b>	121/105 RS Tower, 39 <sup>th</sup> Floor, Ratchadapisek Road, Dindeang Sub-district, Dindeang District, Bangkok
<b>Registered Capital and Paid-up Capital</b>	Registered Capital of THB 450,000,000. Paid-up Capital of THB 300,000,000 divided into 300,000,000 shares, with a par value of THB 1.
<b>Name of Directors</b>	<ol style="list-style-type: none"> <li>1. Mr. Komol Wongpornpenpap</li> <li>2. Mr. Phakdee Suthawuthiwong</li> <li>3. Mr. Wikran Kaokiattisiri</li> <li>4. Miss Sutthida Leeswadtrakul</li> <li>5. Mrs. Linchong Srisongkhram</li> <li>6. Mr. Wuttichai Sresthabutra</li> <li>7. Pol.Lt.Gen. Samang Thongpan</li> <li>8. Mr. Wanchai Thanadkha</li> <li>9. Mr. Panya Boonyapiwat</li> </ol>



**(2) List of the first 10 shareholders of McTRIC before and after transaction**

McTRIC's Shareholders	Paid-up Capital THB 300,000,000	
	The amount of shares prior to the Transfer of Shares according to the Compromise Agreement (shares)	The amount of shares after to the Transfer of Shares according to the Compromise Agreement (shares)
1. General Engineering Public Company Limited	97,959,000	97,959,000
2. Mr. Komol Wongpornpenpap	51,735,000	51,735,000
3. Complete Transport Co., Ltd.	24,489,600	24,489,600
4. Mr. Wikran Kaokiattisiri	20,152,800	20,152,800
5. Mr. Phakdee Suthawuthiwong	16,254,400	16,254,400
6. Mr. Thanya Wongpornpenpap	15,918,000	15,918,000
7. Miss Urawan Wongpornpenpap	15,918,000	15,918,000
8. Mrs. Piyanuch Suthawuthiwong	12,624,000	12,624,000
9. DIMET (SIAM) Public Company Limited	12,244,800	-
10. Miss Suphisara Suthawuthiwong	5,877,600	5,877,600
11. Miss Sutthida Leeswadtrakul	12,000	12,256,800
12. Other Shareholders	26,814,800	26,814,800
<b>Total</b>	<b>300,000,000</b>	<b>300,000,000</b>



### (3) Nature of Business

Construction and MEP services including condominiums, hotels, hospitals, department stores, hypermarkets, factories, production lines, off-grid utilities and others.

### (4) Summary of financial information

Financial Statement	Ended as of December 31, 2021	Ended as of December 31, 2020	Ended as of December 31, 2019
Total assets	1,415,899,887	1,745,964,652	1,846,202,374
Intangible assets excluding the main income-generating assets	735,646	654,379	910,859
Total liabilities	1,148,917,816	1,517,832,645	1,576,952,221
Total shareholders' equity	266,982,071	228,132,007	269,250,153
revenue	2,121,065,673	2,113,472,716	1,822,755,038
Profit (loss)	39,214,016	(31,723,479)	(47,040,626)

### 2. Transfer of Shares according to the Memorandum of Compromise Agreement No. 2

The Company will transfer the shares in Igen Engineering to M&T Law Office Company Limited which is a designated person of Mr. Mattia Regosa and Mrs. Marta Regosa according to the Compromise Agreement by transfer all shares in Igen Engineering held by the Company in the amount of 378,000 shares with par value of THB 100 representing 14 percent of the total shares in Igen Engineering. The details are as follows:

#### (1) General Information of Igen Engineering

<b>Name of the company</b>	Igen Engineering Company Limited
<b>Nature of business</b>	Providing engineering services for the installation and maintenance of industrial and commercial buildings, including integrated electric work, engineering design for project implementation and related maintenance services.
<b>Head Office's Address</b>	1/16 Soi. Latphrao 64 ( Yeak 4) Wang Thonglang Sub-district, Wang Thonglang District, Bangkok

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<b>Registered Capital and Paid-up Capital</b>	Registered Capital of THB 270,000,000 divided into 2,700,000 shares, with a par value of THB 100 which paid up in full amount.
<b>Name of Directors</b>	1. Mr. Santi Chaowananthakun 2. Mr. Thaitawat Inthorntul

**(2) List of the shareholders of Igen Engineering before and after transaction**

<b>Igen Engineering's Shareholders</b>	<b>Registered Capital THB 270,000,000</b>	
	<b>The amount of shares prior to the Transfer of Shares according to the Compromise Agreement (shares)</b>	<b>The amount of shares after to the Transfer of Shares according to the Compromise Agreement (shares)</b>
1. ISC Co., Ltd.	1,782,001	1,782,001
2. IGENERATION Company Limited	539,999	539,999
3. DIMET (SIAM) Public Company Limited	378,000	-
4. M&T Law Office Company Limited	-	378,000
<b>Total</b>	<b>2,700,000</b>	<b>2,700,000</b>

**(3) Nature of Business**

Providing engineering services for the installation and maintenance of industrial and commercial buildings, including integrated electric work, engineering design for project implementation and related maintenance services.



**(4) Summary of financial information**

<b>Financial Statement</b>	<b>Ended as of December 31, 2018</b>	<b>Ended as of December 31, 2017</b>
Total assets	917,222,383.17	478,332,478.55
Intangible assets excluding the main income-generating assets	23,931,394.23	17,344,004.05
Total liabilities	579,247,708.70	315,080,985.61
Total shareholders' equity	337,974,674.47	163,251,492.94
revenue	489,269,568.06	154,719,798.54
Profit (loss)	(6,155,498.02)	2,020,773.50

Total Value of Consideration and Payment : The Company will not receive any compensation since it is the Transfer of Shares according to the Compromise Agreement.

Total Value of Acquired or Disposed Assets : 1. Shares in McTRIC in the amount of 12,224,800 shares with par value of THB 1 representing 4.08 percent of total paid up shares of McTRIC.  
2. Shares in Igen Engineering in the amount of 378,000 shares with par value of THB 100 representing 14 percent of total shares of Igen Engineering.

Basis of Determination of the Value of Consideration : 1. Shares in McTRIC has a book value at THB 10,892,868.50  
2. Shares in Igen Engineering has a book value at THB 45,728,000.00

Expected Benefits to the Company : According to the Compromise Agreements, the transfer of shares has the effect of terminating the right to claim under the dispute cases. In other words, the debts involved in the dispute were discharged, and each party now has the rights as stipulated in the Compromise Agreements, which will have a positive effect on the Company.

Plan for Utilization of Proceeds from the Disposal of Asset : The company will not receive any compensation for the Transfer of Shares according to the Compromise Agreements.

Interested directors and/or connected persons who were not present in the consideration and voting : -None-





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Opinions of the Board of Directors : The Board of Directors considered the Transfer of Shares according to the Compromise Agreements and considered that it is appropriate, reasonable, and most beneficial transaction for the Company and its shareholders of the Company. The Transfer of Shares of according to the Compromise Agreements will terminate the Company's lawsuits and the Company and the relevant parties have rights and obligations under the Compromise Agreements which was agreed by the relevant parties. This transaction will save time and expenses for the litigation proceedings. In addition, the disposal of shares in McTRIC and Igen Engineering is a sale of shares in a company that does not operate the main business or related business to the Company's main business or related business and has no effect on the Company's operations in any way.

Opinion of the Audit Committee and/or director which is different from the Company's Board of Directors : The Audit Committee's opinions are not different from those of the Board of Directors.

Please be informed accordingly,

Sincerely yours,

**Dimet (Siam) Public Company Limited**

Signed *Anya Thaworanun*

(Mrs. Anya Thaworanun)  
Director and Corporate Secretary