



- Translation -

No. 10000/104/2023

4 December 2023

Subject: Divestment of Solar Power Plant Projects in Japan

Attention: President

Stock Exchange of Thailand

Attached: Information memorandum of asset disposal of BCPG Public Company Limited

BCPG Public Company Limited (the “**Company**”) Board of Directors’ Meeting no. 10/2023 held on 17 October 2023 has passed a resolution to approve the divestment of all the Company’s investments in nine solar power plant projects in Japan with a total installed capacity of 116.96 MW through the consummation of the following transactions:

1. Sales of common shares in BCPG Japan Corporation K.K. (“**BCPGJ**”), a subsidiary of the Company offering operation and maintenance service to the solar power plants in Japan and owner of TK investment in 1 solar power plant
2. Sale of TK investment in 7 solar power plant projects (“**TK Interests**”)
3. Sale of common shares in Huang Ming Japan K.K. (“**HMJ**”), a subsidiary of the Company and owner of TK investment in 1 solar power plant

(Collectively, the “**Divested Assets**”)

The Company would like to notify that, on 1 December 2023, the Company has entered into Purchase and Sales Agreements with Obton A/S group of companies for a total purchase consideration of JPY 28,712 million or THB 6,935 million<sup>1</sup> equivalent.

In this regard, such transaction is regarded as a disposal of assets pursuant to the Notifications on Acquisition or Disposal of Assets of Announcement Tor Jor. 20/2551 of the Capital Market Supervisory Board Securities and Exchange Commission and the Stock Exchange of Thailand Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets B.E.2551 (2008) (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 Acquisition and Disposition of Assets B.E. 2547 2004 (as amended) (collectively referred to as

<sup>1</sup>Calculated based on FX rate of THB 24.1535 per JPY 100 as announced by the Bank of Thailand on 1 December 2023

“Criteria for Acquisition and Disposal of Assets”). Upon calculation of the transaction size using net operating profits method based on the Company’s financial statements for the period ended 30 September 2023, which the Company’s auditor had reviewed, the highest value shall be equal to 22.12 percent (the Company and/or subsidiaries had no asset disposal in the past 6 months). Therefore, this Share Purchase Transaction is regarded as a class 2 transaction where the transaction size is greater or equal to 15 percent but less than 50 percent. Respectively, the Company must disclose the transaction to the Stock Exchange of Thailand with Information Memorandum on the Asset Disposal (attached herein)

Additionally, this transaction is not considered a Connected Transaction as per Notifications on Connected Transaction Rules for the Listed Companies to Abide Tor.Jor.21/2551 of the Capital Market Supervisory Board Securities and Exchange Commission and 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, 2003.

Please be informed accordingly.

Yours sincerely,

-Signed-

(Mr. Niwat Adirek)

Chief Executive Officer and President

## Information Memorandum on Asset Disposal of BCPG Public Company Limited

### Re: Information memorandum on disposal of investments in the Japan Solar Power Plant Projects

BCPG Public Company Limited (the “**Company**”) Board of Directors’ Meeting no. 10/2023 held on 17 October 2023 has passed a resolution to approve the divestment of all the Company’s investments solar power plant projects in Japan with a total installed capacity of 116.96MW through the consummation of the following transactions:

1. Sales of common shares in BCPG Japan Corporation K.K. (“**BCPGJ**”), a subsidiary of the Company offering operation and maintenance service to the solar power plants in Japan and owner of TK investment in 1 solar power plant
2. Sale of TK investment in 7 solar power plant projects (“**TK Interests**”)
3. Sale of common shares in Huang Ming Japan K.K. (“**HMJ**”), a subsidiary of the Company and owner of TK investment in 1 solar power plant

Collectively (the “**Divested Assets**”)

The Company would like to notify that, on 1 December 2023, the Company has entered a sales purchase agreement with Obton A/S group of companies with a total purchase consideration of JPY 28,712 million or THB 6,935 million<sup>1</sup> equivalent.

In this regard, such transaction is regarded as a disposal of assets pursuant to the Notifications on Acquisition or Disposal of Assets of Announcement Tor Jor. 20/2551 of the Capital Market Supervisory Board Securities and Exchange Commission and the Stock Exchange of Thailand Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (and all amendments) and Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (collectively the “**Acquisition and Disposition of Assets Regulations**”). Upon calculation of net operating profits method based on the Company’s financial statements for the period ended 30 September 2023, which the Company’s auditor had reviewed, the highest value shall be equal to 22.12 percent (the Company and/or subsidiaries has no asset disposal in the past 6 months). This is regarded as a class 2 transaction where the transaction size is greater or equal to 15 percent but less than 50 percent. After entering the transactions, the Company is required to send the report and disclose the transactions to the Stock Exchange of Thailand. Moreover, the Company is required to circulate the notification letter, having the details required by the Criteria for Acquisition and Disposal of Assets, to its shareholders within 21 days from the date of information disclosure to the Stock Exchange of Thailand.

The Company would like to disclose the key material information of the transaction as follows:

## 1. Date of Transactions

The Company has entered a Purchase and Sale Agreement on 1 December 2023 where the Company expects to complete the transaction by Q1 2024 (the “**Completion**”).

## 2. Involved Parties

Buyer: A wholly-owned subsidiary of Obton A/S, called Obton Japan GK (the “**Buyer**”)

Seller : Subsidiaries of the Company namely

1. Bangchak Solar Energy (Buriram) Co., Ltd. (“**BSE-BRM**”)
2. Greenergy Holdings Pte. Ltd. (“**GNH**”)
3. Greenergy Power Pte. Ltd. (“**GNP**”)
4. BSE Energy Holdings Pte. Ltd. (“**BSEH**”)

The Buyer has no relation to the Company and is not a related person to the Company nor Bangchak Corporation Public Company Limited, the parent company of the Company.

## 3. General Characteristics, Type, and Size of the Share Purchase Transactions

### 3.1 General Characteristic of Transactions

The Company will divest all investments in Japan Solar Power Plant Projects with the following details:

No.	Asset	Seller	Business Description
1	TK investment in Kichisawa PV G.K.	GNH	Chiba 1 solar power plant which has started commercial operation with an installed capacity of 26.62 MW.
2	TK investment in Yabuki PV G.K.	GNH	Yabuki solar power plant which has started commercial operation with an installed capacity of 27.87 MW.
3	TK interest in Komagane PV G.K	GNH	Komagane solar power plant which has started commercial operation with an installed capacity of 31.95 MW.

No.	Asset	Seller	Business Description
4	TK interest in Nakatsugawa PV G.K.	GNH	S-1 Nakatsugawa solar power plant which has started commercial operation with an installed capacity of 0.86 MW.
5	TK interest in Takamori PV G.K.	GNH	S-11 Takamori solar power plant which has started commercial operation with an installed capacity of 1.28 MW.
6	TK interest in Nojiri PV G.K.	GNH	S-19 Noijiri solar power plant which has started commercial operation with an installed capacity of 1.12 MW.
7	TK interest in Godo Kaisha Tarumizu Takatoge	GNP	Tarumizu solar power plant which has started commercial operation with an installed capacity of 9.66 MW.
8	Common shares of HMJ	BSE-BRM	<ul style="list-style-type: none"> <li>● Owner of freehold rights in land of Chiba 1 solar power plant.</li> <li>● Owner of freehold rights in land and licenses of Chiba 2 solar power plant which is currently under construction. Installed capacity is 13.20 MW.</li> </ul>
9	Common shares of BCPGJ	BSEH	<ul style="list-style-type: none"> <li>● Asset management service provider for the Company's solar power plant projects in Japan.</li> <li>● Shareholder of a subsidiary that offer operation and maintenance service to the Company's solar power plant projects in Japan.</li> <li>● Shareholder of subsidiary company which holds the freehold rights in land of Komagane and Yabuki solar power plant.</li> <li>● Shareholder of subsidiary company which holds TK Interest in Gotemba solar power plant which has started commercial operation with an installed capacity of 4.40 MW.</li> </ul>

The details of current shareholding structure of the Company's Japan solar power plant projects are present in attached 1 of this information memorandum.

### 3.2 Type of transaction and transaction size

The transaction is a share divestment which is considered as asset disposal with a total purchase consideration of JPY 28,712 million or THB 6,935 million<sup>1</sup> equivalent.

Upon calculation of the transaction size using net operating profits method based on the Company's financial statements for the period ended 30 September 2023 which the Company's auditor had reviewed, the highest value shall be equal to 22.12 percent. The financial information for the divested asset is based on internal management accounts for the period ended 30 September 2023 as Japan regulations do not require financial statements to be reviewed by auditors. This is regarded as a class 2 transaction per the acquisition and disposition of assets regulations with the detailed calculations as follow:

No	Basis of transaction size calculation	Calculation formula	Transaction Size
1.	Calculation based on the value of net tangible assets (NTA)	$\frac{(\text{NTA}^* \text{ of investment in the company} \times \text{Proportion of assets acquired or disposed})}{\text{NTA of the Company}}$	19.76 Percent (THB 5,840 million / THB 29,561 million)
2.	Calculation based on net operating profits	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ratio})}{\text{Net operating profits of the Company}}$	22.12 Percent (THB 349 million / THB 1,576 million)
3.	Calculation based on total value of consideration paid or received	$\frac{\text{Value of transaction received}}{\text{Total assets of the Company}}$	9.82 Percent (THB 6,935 million / THB 70,654 million)
4.	Calculation based on value of equity shares issued for the payment of assets	-	Not applicable as the Company has not issued new shares.

From the calculation above, the transaction size is 22.12 percent using net operating profits method and regarded as a class 2 transaction where the transaction size is greater or equal to 15 percent but less than 50 percent. At the date of entering the transaction (the Company and/or subsidiaries has no asset disposal in the past 6 months). Therefore per the Acquisition and Disposition of Assets Regulations, the Company has a duty to

- (1) Disclose the transaction to the Stock Exchange of Thailand
- (2) Circular notice to shareholders within 21 days from the day that the company has notified the Stock Exchange of Thailand

#### 4. Details of the divested assets

##### 4.1 General information of the divested assets

9 Japan solar power plant projects with a total installed capacity of 116.96 MW including the subsidiaries in Japan which perform asset management service, and operation & maintenance service to the Company's Japan solar power plant projects through a divestment of TK Interests, common shares in HMJ, and common shares in BCPGJ.

##### 4.2 General information of TK Interests and subsidiaries

###### 1. Kichisawa PV G.K.

Company name	Kichisawa PV G.K.
Incorporation date	20 November 2012
Country of incorporation	Japan
Registration number	0104-03-010069
Type of business	Invests in assets related to the Chiba 1 solar power plant with 26.62 MW installed capacity including licenses and off-take agreement.
TK Investment Agreement details	GNH invests 100% as per TK Investment Agreement



## 2. Yabuki PV G.K.

Company name	Yabuki PV G.K.
Incorporation date	20 November 2012
Country of incorporation	Japan
Registration number	0104-03-010070
Type of business	Invests in assets related to the Yabuki solar power plant with 27.87 MW installed capacity including licenses and off-take agreement.
TK Investment Agreement details	GNH invests 100% as per TK Investment Agreement

## 3. Komagane PV G.K.

Company name	Komagane PV G.K.
Incorporation date	20 November 2012
Country of incorporation	Japan
Registration number	0104-03-010071
Type of business	Invests in assets related to the Komagane solar power plant with 31.95 MW installed capacity including licenses and off-take agreement.
TK Investment Agreement details	GNH invests 100% as per TK Investment Agreement

## 4. Nakatsugawa PV G.K.

Company name	Nakatsugawa PV G.K.
Incorporation date	20 November 2012
Country of incorporation	Japan

Registration number	0104-03-010061
Type of business	Invests in assets related to the S-1 Nakatsugawa solar power plant with 0.86 MW installed capacity including licenses and off-take agreement.
TK Investment Agreement details	GNH invests 97% as per TK Investment Agreement

#### 5. Takamori PV G.K.

Company name	Takamori PV G.K.
Incorporation date	20 November 2012
Country of incorporation	Japan
Registration number	0104-03-010064
Headquarters	Minato, Tokyo, Japan
Type of business	Invests in assets related to the S-11 Takamori solar power plant with 1.28 MW installed capacity including licenses and off-take agreement.
TK Investment Agreement details	GNH invests 97% as per TK Investment Agreement

#### 6. Noijiri PV G.K.

Company name	Noijiri PV G.K.
Incorporation date	20 November 2012
Country of incorporation	Japan
Registration number	0104-03-010065
Type of business	Invests in assets related to the S-19 Noijiri solar power plant with 1.12 MW installed capacity including licenses and off-take agreement.

TK Investment Agreement details	GNH invests 97% as per TK Investment Agreement
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#### 7. Godo Kaisha Tarumizu Takatoge

Company name	Godo Kaisha Tarumizu Takatoge
Incorporation date	2 December 2013
Country of incorporation	Japan
Registration number	0104-03-011121
Type of business	Invests in assets related to the Tarumizu solar power plant with 9.66 MW installed capacity including licenses and off-take agreement.
TK Investment Agreement details	GNP invests 97% as per TK Investment Agreement

#### 8. Huang Ming Japan K.K.

Company Name	Huang Ming Japan K.K.
Incorporation date	18 August 2015
Country of incorporation	Japan
Registration number	0105-01-038447
Registered capital	JPY 100,000
Type of business	<ul style="list-style-type: none"> <li>● Owner of freehold rights in land of Chiba 1 solar power plant.</li> <li>● Owner of freehold rights in land and licenses of Chiba 2 solar power plant which is currently under construction. Installed capacity is 13.20 MW.</li> </ul>
Company directors	Mr. Phuwadon Suntornwipart and Ms. Sattaya Mahattanaphanij

Shareholder information and shareholding	BSE-BRM holds 100.00 percent
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#### 9. BCPG Japan Corporation K.K.

Company Name	BCPG Japan Corporation K.K.
Incorporation date	24 June 2013
Country of incorporation	Japan
Registration number	1200-01-165512
Registered capital	JPY 489,000,000
Type of business	<ul style="list-style-type: none"> <li>● Asset management service provider for the Company's solar power plant projects in Japan.</li> <li>● Operation and maintenance provider for the Company's solar power plant projects in Japan.</li> <li>● Shareholder of subsidiary company which holds the freehold rights in land of Komagane and Yabuki solar power plant.</li> <li>● Shareholder of subsidiary company which holds TK interest in Gotemba solar power plant which has started commercial operation with an installed capacity of 4.40 MW.</li> </ul>
Company directors	Mr. Niwat Adirek and Mr. Masashi Iwami
Shareholder information and shareholding	BSEH holds 100.00 percent

### 4.3 Key financial information

Financial performance of the Company's solar business in Japan is based on internal management accounts for the period ended September 30, 2023

Year	2021		2022		Q3/2023	
Unit: Million	JPY	THB	JPY	THB	JPY	THB
Total assets	44,324	10,706	49,509	11,958	46,941	11,338
Total liabilities	29,000	7,005	36,541	8,826	30,426	7,349
Total equity	15,324	3,701	12,968	3,132	16,516	3,989
Revenue	947	229	3,845	929	3,662	885
Net income	-543	-131	-379	-91	1,466	354

### 5. Total value of consideration

Assets to be divested include TK Interests in 9 Japan solar power projects with a total installed capacity of 116.96MW, common shares in HMJ, and common shares in BCPGJ at the total consideration of JPY 28,712 million or THB 6,935 million equivalent.

### 6. Total value of disposed assets

Value of disposed assets include TK Interests in 9 Japan solar power projects with total installed capacity of 116.96MW, common shares in HMJ, and common shares in BCPGJ.

### 7. Determination of the total consideration received

The total consideration received is the value agreed and negotiated between the parties in the transactions which is derived from Discounted Cash Flow Valuation.

### 8. Expected benefits to the Company

The transaction will provide the Company with capital to support future investments in accordance with the Company's strategic roadmap and will reduce the Company's Debt-to-Equity ratio, increasing financial stability and investment potential. Furthermore, the Company will realize gain from sales of investment which will result in a favorable operational result.

### 9. Source of funds

None, as this is a divestment.

**10. Plan for sales proceeds received.**

To be used for future investments.

**11. Types and details of securities issued for payment**

- none -

**12. Terms and conditions of the transaction**

Transaction completeness subject to condition precedents in the relevant share and purchase agreements.

**13. Nature of related party and area of conflict of interest**

- none -

**14. Opinion of the board of directors**

The board of directors approve the transaction with an opinion that such transaction is appropriate and done in the interest of the Company and shareholders of the Company.

**15. Opinion of the audit committee and/or directors of the company which differs from the Board of Directors**

- none -

Attachment 1

Current shareholding structure of Solar Power Plant Business in Japan

