

Translation

DIMET 007-2022

May 17, 2022

Subject Notification of the Resolutions of the Board of Directors' Meeting No. 4/2022 regarding the investment in SGMP Company Limited, increasing of registered capital, the allocation of newly issued shares by the way of Private Placement, and schedule for the Extraordinary General Meeting of Shareholders No.1/2022

To: Director and Manager  
The Stock Exchange of Thailand

- Enclosure
1. Information Memorandum of Dimet (Siam) Public Company Limited on an Acquisition of Assets regarding the Acquisition of Shares of SGMP Company Limited which is a Connected Transaction
  2. Information Memorandum on Offering and Allocation of Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited by way of Private Placement
  3. Capital Increase Report Form (F 53-4)

Dimet (Siam) Public Company Limited (the “**Company**”) hereby informs the resolutions of the Board of Directors Meeting No. 4/2022 held on May 17, 2022, which has passed the significant resolutions that must be reported to the Stock Exchange of Thailand (the “**SET**”) as follows:

1. It was resolved to propose that the Shareholders' meeting to consider and approve an acquisition of shares in SGMP Company Limited (“**SGMP**”) by acquiring 6,150,000 shares at the par value of THB 5 per shares consisting of 6,000,000 ordinary shares and 150,000 preferred shares, representing 30 percent of all shares in SGMP from its existing shareholder, namely Gold Dynamic Holding Company Limited which is a Hong Kong juristic person (the “**Seller of SGMP Shares**”) at the purchase price of THB 60.439 per shares totaling of not exceeding THB 371,700,000, including the execution of the share purchase agreement, and other arrangements, contracts and documents relating to the acquisition and acceptance of shares in SGMP (the “**Share Purchase Transaction of SGMP**”). The Company will pay for the shares in SGMP with the following details:

- (1) The Company will pay for the consideration by issuance of newly issued ordinary shares of the Company by the way of a private placement offering as payment in kind for the acquisition of shares instead of cash. Upon comparison between the fair value of SGMP and that of the Company, the Board of Directors resolved to propose that the Shareholders' Meeting consider and approve the issuance and allocation of not exceeding 423,000,000 shares at a par value of THB 0.50 per share, with the offering price of THB 0.59 per share, totalling THB 249,570,000 to the Seller of SGMP Shares as payment in kind for the acquisition and acceptance of shares in SGMP from the Seller of SGMP Shares, representing 17.35% of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of share allocation in consideration of the Share Purchase Transaction of SGMP) with the shares swap ratio of 1 SGMP's shares per 102.439 newly issued shares of the Company (fractions of shares will be discarded) (the "**Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP**").
- (2) The Company will pay for the consideration in cash in the amount of THB 122,130,000.

Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP constitutes an offering of newly issued ordinary shares by way of private placement, whereby the Shareholders' Meeting of the Company shall pass a resolution to specifically determine the offering price at THB 0.59 per share, which is not lower than 90% of the market price of the Company's shares pursuant to the requirements of the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the "**Notification No. TorJor. 72/2558**"). In this regard, the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares, whereby the weighted average price of the Company's shares calculated for the past 7 consecutive business days during the period from May 5, 2022 to May 13, 2022 is equal to THB 0.54 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)). The Company's newly issued ordinary shares shall be used as payment in kind for the acquisition and acceptance of SGMP's shares from the Seller of SGMP Shares.

The Share Purchase Transaction of SGMP is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into

Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 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) dated October 29, 2004 (as amended) (the “**Notifications on Acquisition and Disposition of Assets**”). Upon the reviewing of the transaction size by various approaches under the Notifications on Acquisition and Disposition of Assets, the maximum value of the transaction is equal to 75 percent according to total value of consideration method calculated from the reviewed quarterly financial statements of the Company ended March 31, 2022. The Company has not entered into the acquisition of asset transaction in the past 6 months, which has not approved by the shareholders meeting. Therefore, such transaction is therefore classified as a “Class 1 Transaction” under the Notifications on Acquisition and Disposition of Assets, i.e. transaction, which has a transaction value equal to 50% or higher but lower 100%. The Company is, therefore, obliged to prepare a report and disclose the information in respect of the entry into the transaction to the SET immediately, whereby there must be an information memorandum comprising at least as many details as required in List (1) of the Notifications on Acquisition and Disposition of Assets, and convene the Shareholders’ Meeting to approve the entering into the transaction with affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, discarding the interested persons including appoint an independent financial advisor (IFA) who is a financial advisor approved by the Securities and Exchange Commission (the “**SEC Office**”). in addition, the Company has proceeded for the directors who have conflict of interest and/or are connected person in execution of the transaction, namely Mr. Ho-Chih Huang shall neither be present nor be eligible to vote at the Board of Directors’ Meeting.

In addition, the above Share Purchase Transaction of SGMP and Transaction involving the Share Allocation in Consideration of an Acquisition of Shares in SGMP are also regarded as a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 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 Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended) (the “**Notifications on Connected Transactions**”). This is because Mr. Ho-Chih Huang, a chief executive officer and director of the Company, holds the shares in the Seller of SGMP Shares in the proportion of 100% of total shares in the Seller of SGMP Shares. The aforementioned connected transaction is an asset transaction with a value of 99.4% of the Company's net tangible assets calculated from the reviewed quarterly financial statements of the Company as of March 31, 2022. The Company has not

entered into any connected transaction or related persons and close relatives of such persons in the past 6 months. Such Transaction has the total transaction size more than 3 percent of the net tangible assets of the Company. Therefore, the Company is required to disclose information on the connected transactions to the SET, obtain approval for the transaction from the Board of Directors and the shareholders' meeting of the Company which must be approved by the Shareholders' meeting by affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, discarding the interested persons including appoint an independent financial advisor (IFA) who is a financial advisor approved by SEC Office and in respect of which the directors who have conflict of interest and/or are connected person in execution of the Transaction, namely Mr. Ho-Chih Huang shall neither be present nor be eligible to vote at the Board of Directors' Meeting.

Please refer to the details of the Share Purchase Transaction of SGMP in Information Memorandum of Dimet (Siam) Public Company Limited on an Acquisition of Assets regarding the Acquisition of Shares of SGMP Company Limited which is a Connected Transaction (Enclosure 1) and Information Memorandum on Offering and Allocation of Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited by way of Private Placement (Enclosure 2).

However, the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP shall proceed only after the conditions precedent as specified in the Shares Purchase Agreement between the Company and the Seller of SGMP Shares (the "Shares Purchase Agreement"), have been fulfilled or waived. The significant conditions precedent is summarized below.

- (1) The Company is satisfied with the legal due diligence of the SGMP.
- (2) The Shareholders' Meeting of the Company shall have resolved to approve the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP including approval on various matters necessary for and/or in connection with such transactions;
- (3) as of the date of acquisition of SGMP's shares, there shall be no event or action having occurred or caused to occur or reasonably believed to be likely to occur, which may give rise to any material and adverse impact on SGMP or jeopardize the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP;

- (4) The Seller of SGMP Shares shall procure SGMP to hold a Board of Directors meeting to approve
  - (1) the amendment of the Articles of Association of SGMP to be in accordance with the shareholders agreement
  - (2) the dividend payment policy of SGMP as prescribed by the Company
  - (3) the appointment of new directors who are representatives of the Company
  - (4) change the person with the authority to withdraw to the commercial bank as specified by the Company, and
  - (5) change the authorized director of the SGMP as specified by the Company.
- (5) The Seller of SGMP Shares shall procure SGMP to hold a Shareholders' meeting to approve
  - (1) the amendment of the Articles of Association of SGMP to be in accordance with the shareholder's agreement
  - (2) the appointment of new directors who are representatives of the Company, and
  - (3) change the authorized director of the SGMP as specified by the Company.
- (6) The SEC Office shall have approved the private placement of the newly issued ordinary shares to the Seller of SGMP shares by way of private placement.

Other than the resolution to approve to execute the aforementioned transactions, the meeting of the Board of Directors of the Company has resolved the following matters:

- (1) it was resolved to approve the appointment of Capital Advantage Company Limited as an independent financial advisor to provide opinions to the Company's shareholders regarding the Transaction on
  - (a) the rationale and benefits of the transaction
  - (b) the fairness of prices and the conditions of prices and
  - (c) the shareholders should vote to agree or disagree with the transaction.
- (2) it was resolved to approve the authorization of the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to make any arrangements in connection with or necessary for the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP including to negotiate, enter into, sign and amend the shares purchase agreement, and other arrangements, contracts and documents necessary and relating to the Share Purchase Transaction of SGMP and to set out rules, conditions and other details necessary for and in connection with the Share Purchase Transaction of SGMP as necessary and appropriate under the applicable laws.

2. It was resolved to propose that the Shareholders' meeting to consider and approve an increase of the Company's registered capital by THB 211,500,000 from the current registered capital of THB 1,438,140,413 to be THB 1,649,640,413 by issuing not exceeding 423,000,000 newly issued ordinary share at a par value of THB 0.50 per share to accommodate for the allocation of newly issued ordinary shares by the way of private placement which is the Seller of SGMP Shares and an amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

In addition, the Board of Directors' Meeting resolved to grant approval to propose the Shareholders' Meeting to consider authorizing the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to have a power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to effect the registration.

3. It was resolved to propose that the Shareholders' meeting to consider and approve the issuance and allocation of not exceeding 423,000,000 newly issued ordinary shares of the Company at a par value of THB 0.50 per share by the way of Private Placement to the Seller of SGMP shares with the offering price of THB 0.59 per share or totaling of THB 249,570,000 as payment in kind for the purchase of the shares of SGMP to the Seller of SGMP Shares. In this regard, the Seller of SGMP Shares shall pay the purchase price with 6,150,000 shares of SGMP at a par value of THB 5 per share which fully paid-up, or representing 30 percent of all issued and paid-up shares of SGMP instead of cash payment.

The issuance and allocation of newly issued ordinary shares in consideration of the acquisition of shares in SGMP to the Seller of SGMP Shares as aforementioned above constitutes a private placement of newly issued ordinary shares constitutes an offering of newly issued ordinary shares by way of private placement, whereby the Shareholders' Meeting of the Company shall pass a resolution to specifically determine the offering price at THB 0.59 per share, totalling THB 249,570,000, which is not lower than 90% of the market price of the Company's shares pursuant to the **Notification No. TorJor. 72/2558**. In this regard, the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Extraordinary General Meeting of the Shareholders No. 1/2022 to approve the

offering of new shares to the investor during the period from May 5, 2022 to May 13, 2022 is equal to THB 0.54 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)). The detail of the calculation is as follow:

No.	Date	Total volume (Shares)	Total value (THB Thousand)
1	13/05/2565	6,850,900	3,320.24
2	12/05/2565	16,226,000	8,156.24
3	11/05/2565	4,240,818	2,268.84
4	10/05/2565	7,871,700	4,226.22
5	09/05/2565	35,726,800	20,243.00
6	06/05/2565	6,699,900	3,752.33
7	05/05/2565	7,687,202	4,354.98
<b>Total</b>		<b>85,303,320</b>	<b>46,321.85</b>
<b>Volume-Weighted Average Price of 7 Business Day (THB/Share)</b>			<b>0.54</b>
<b>90 percent of 7 Business Day VWAP (THB/Share)</b>			<b>0.49</b>

In this regard, the issue and offering of newly issued shares to the Investors is at the offering price is not lower than 90 percent of the market price of the ordinary of the Company as detailed above, therefore, it shall not be considered as the cause of right adjustment as specified in terms and conditions governing rights and obligations of the warrant issuer and the warrant holders representing rights to purchase ordinary share for the warrants to purchase ordinary shares of the Company Series 4 (the “Warrants of the Company”). Therefore, the Company has no obligation to adjust the exercise price and/or the exercise ratio according to the Warrants of the Company.

As a result, after the allocation of shares as aforementioned the total amount of shares of the Company held by the Seller of SGMP shares is 17.35% of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of share allocation in consideration of

the Share Purchase Transaction of SGMP). Therefore, the Seller of SGMP shares does not hold the number of shares that reaches or passes the trigger point requiring such investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and as amended), or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

Moreover, the issuance of such newly issued ordinary shares must be approved by the Shareholders' Meeting of the Company, and the Company is also required to obtain approval from the SEC Office as specified in the Notification No. TorJor. 72/2558 before such offering and allocation of the Company's newly issued ordinary shares.

Moreover, if the offering price of the newly issued ordinary shares to the Seller of SGMP Shares is lower than 90 percent of the market price of the Company's shares before the first day of offering of the newly issued ordinary shares, the Company is obliged to prohibit the Seller of SGMP Shares from selling all of such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Seller of SGMP Shares may gradually sell up to 25 percent of such locked-up shares in accordance with the requirements set out in the Notification of the SET Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (as amended).

In this regard, the Company expects that the entire sale and purchase process will be complete within July 2022 after the completion of the conditions precedent under the share purchase agreement have been completed or has been waived by the relevant parties and the obligations under the shares purchase have been taken to complete the transaction and after the Shareholders' Meeting has approved the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP, including approval of matters necessary and/or in connection with the transaction.

In addition, the Board of Directors' Meeting resolved to propose that the Shareholders' Meeting consider approving to authorize the Board of Directors or the Executive Committee or the Company's authorized

director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to make any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, list of investor in the private placement , and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET; and
- (2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies, or other relevant authorities, and the listing of the Company's newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares by way of private placement.

According to the Notification No. TorJor. 72/2558, the Company shall complete the offering of shares within the period approved by the shareholders' meeting but not later than 3 months from the date on which the shareholders' meeting resolves to approve the offering of newly issued shares, or the Company must complete the offering of shares within 12 months from the date on which the shareholders' meeting has approved to offering the shares. In the event that the shareholders have clearly resolved that after the expiration of the 3 months' period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

Please refer to details of the issuance, offer and allocation of the Company's newly issued ordinary shares in the Information Memorandum on Offering and Allocation of Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited by way of Private Placement (**Enclosure 2**) and Capital Increase Report Form (F 53-4) (**Enclosure 3**).

4. It was resolved to approve the scheduled date of the Extraordinary General Meeting of Shareholders No. 1/2022 on March 30, 2022 at 9.00 A.M. at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191,

Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280 and the date to determine list of shareholders entitled to attend the shareholders' meeting on June 6, 2022, with the agenda of the Meeting as follows:

The date to determine the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2022 of the Company (Record Date) is on June 6, 2022. The Extraordinary General Meeting of Shareholders No. 1/2022 has the following agenda:

Agenda 1 Acknowledgement Agenda

Agenda 2 To consider and adopt the minutes the 2022 Annual General Meeting of the Shareholders held on April 27, 2022.

Agenda 3 To consider and approve the investment in SGMP Company Limited ("SGMP") by acquiring SGMP' s shares from the existing shareholder of SGMP namely Dynamic Holding Company Limited which is the connected person of the Company.

Agenda 4 To consider and approve he increase of the Company's registered capital by THB 211,500,000 from the existing registered capital of THB 1,438,140,413 to be THB 1,649,640,413 by issuing of not exceeding 423,000,000 newly issued ordinary shares at a par value of THB 0.50 per share and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital;

Agenda 5 To consider and approve the allocation of not exceeding 423,000,000 newly issued ordinary shares by the way of Private Placement with the offering price of 0.59, totaling THB 249,570,000.

Agenda 6 To consider other matters (if any)

In addition, the Board of Director has approved to authorize the Board of Director or Chief Executive Officer or the person assigned by the Board of Director or Chief Executive Officer to have the power to consider revising the agenda, date, time, and procedure of the Extraordinary General Meeting of Shareholders No. 1/2022 as appropriate.



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Please be informed accordingly,

Sincerely yours,

Dimet (Siam) Public Company Limited

Signed

(Mrs. Anya Thaworanun)

Director and Corporate Secretary



**DIMET**  
Beyond Top Quality

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Enclosure 1

**Information Memorandum of Dimet (Siam) Public Company Limited on an Acquisition of Assets regarding the Acquisition of Shares of SGMP Company Limited which is a Connected Transaction**

The Board of Directors Meeting No. 4/2022 of Dimet (Siam) Public Company Limited (the “Company”) held on May 17, 2022 has passed the resolution to approve the acquisition of shares in SGMP Company Limited (“SGMP”) in the amount of 6,150,000 shares at the par value of THB 5 per shares consisting of 6,000,000 ordinary shares and 150,000 preferred shares, representing 30 percent of all shares in SGMP from its existing shareholder, namely Gold Dynamic Holding Company Limited which is a Hong Kong juristic person (the “Seller of SGMP Shares”) at the purchase price of THB 60.439 per shares totaling of not exceeding THB 371,700,000, including the execution of the share purchase agreement, and other arrangements, contracts and documents relating to the acquisition and acceptance of shares in SGMP (the “Share Purchase Transaction of SGMP”). The Company will pay for the shares in SGMP with the following details:

- (1) The Company will pay for the consideration by issuance of newly issued ordinary shares of the Company by the way of a private placement offering as payment in kind for the acquisition of shares instead of cash. Upon comparison between the fair value of SGMP and that of the Company, the Board of Directors resolved to propose that the Shareholders’ Meeting consider and approve the issuance and allocation of not exceeding 423,000,000 shares at a par value of THB 0.50 per share, with the offering price of THB 0.59 per share, totalling THB 249,570,000 to the Seller of SGMP Shares as payment in kind for the acquisition and acceptance of shares in SGMP from the Seller of SGMP Shares, representing 17.35% of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of share allocation in consideration of the Share Purchase Transaction of SGMP) with the shares swap ratio of 1 SGMP’s shares per 102.439 newly issued shares of the Company (the “Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP”).
- (2) The Company will pay for the consideration in cash in the amount of THB 122,130,000.

Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP constitutes an offering of newly issued ordinary shares by way of private placement, whereby the Shareholders’ Meeting of the Company shall pass a resolution to specifically determine the offering price at THB 0.59 per share, which is not lower than 90% of the market price of the Company’s shares pursuant to the requirements of the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the “Notification No. TorJor. 72/2558”). In this regard, the “market price” refers to the weighted average price of the Company’s shares listed on the SET for the past period of at least 7 consecutive business days, but not

exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares, whereby the weighted average price of the Company's shares calculated for the past 7 consecutive business days during the period from May 5, 2022 to May 13, 2022 is equal to THB 0.54 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)). The Company's newly issued ordinary shares shall be used as payment in kind for the acquisition and acceptance of SGMP's shares from the Seller of SGMP Shares.

The Share Purchase Transaction of SGMP is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 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) dated October 29, 2004 (as amended) (the "**Notifications on Acquisition and Disposition of Assets**"). In addition, the Share Purchase Transaction of SGMP and Transaction involving the Share Allocation in Consideration of an Acquisition of Shares in SGMP are also regarded as a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 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 Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended) (the "**Notifications on Connected Transactions**").

Therefore, the Company would like to disclose the information memorandum regarding the acquisition of assets pursuant to the Notifications on Acquisition or Disposition of Material Assets and the execution of the connected transaction to the Stock Exchange of Thailand (the "SET"), with the details as follows:

**1. Date of the Transaction**

The Company anticipates that the entire sale and purchase process will be completed within July 2022 after the completion of the conditions precedent under the share purchase agreement have been completed or has been waived by the relevant parties and the obligations under the shares purchase agreement have been taken to complete the transaction and after the Shareholders' Meeting has approved the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP, including approval of matters necessary and/or in connection with the transaction and the Securities and Exchange Commission (the "**SEC Office**") grants an approval to the Company to offer the newly issued shares to the private placement investor, namely the Seller of SGMP Shares, as payment in kind for shares instead of cash.

**2. Parties involved and their relationship with the Company**

**Purchaser** : Dimet (Siam) Public Company Limited

**Seller** : Gold Dynamic Holding Company Limited which is a Hong Kong juristic person, which Mr. Ho-Chih Huang holds 1 shares, representing 100% of the total issued and sold shares.

**Relationship with the Company** : The shares in Gold Dynamic Holding Company Limited held by Mr. Ho-Chih Huang in the proportion of 100% of the total shares of the Seller of SGMP Shares and Mr. Ho-Chih Huang is the Company's chief executive officer and director.

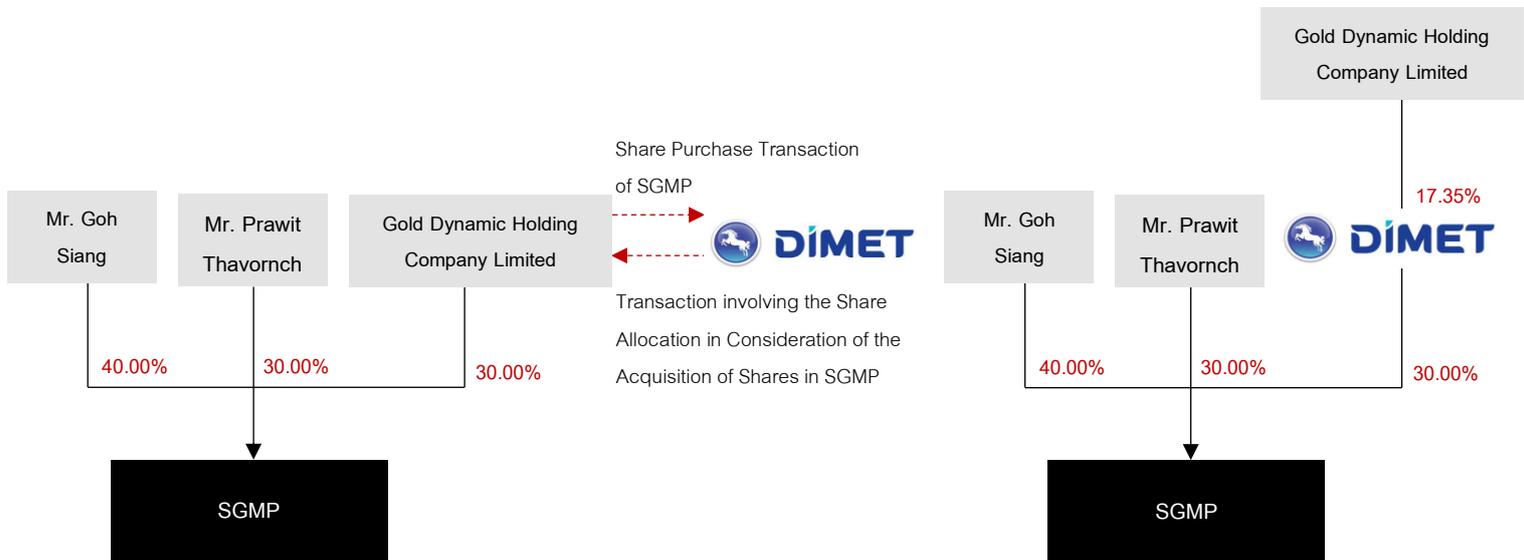
**3. General Description and Size of the Transaction**

The Company will acquire the shares in SGMP in the amount of 6,150,000 shares with a par value of THB 5 per consisting of 6,000,000 ordinary shares and 150,000 preferred shares or representing 30 percent of the total shares in SGMP from the Seller of SGMP Shares at the purchase price of THB 60.439 per shares totaling of not exceeding THB 371,700,000, including the execution of the share purchase agreement, and other arrangements, contracts and documents relating to the acquisition and acceptance of shares in SGMP. In this regard, the Company will pay for the consideration of SGMP's shares by (1) issue the newly issued ordinary shares of the Company by the way of private placement as payment in kind instead of cash payment, and (2) cash payment.

Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP constitutes an offering of newly issued ordinary shares by way of private placement, whereby the Shareholders' Meeting of the Company shall pass a resolution to specifically determine the offering price at THB 0.59 per share, which is not lower than 90% of the market price of the Company's shares pursuant to the requirements of the Notification No. TorJor. 72/2558. In this regard, the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares, whereby the weighted average price of the Company's shares calculated for the past 7 consecutive business days during the period from May 5, 2022 to May 13, 2022 is equal to THB 0.54 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)). The Company's newly issued ordinary shares shall be used as payment in kind for the acquisition and acceptance of SGMP's shares from the Seller of SGMP Shares.

Shareholding structure prior the transaction

Shareholding structure after the transaction



After the allocation of shares as aforementioned the total amount of shares of the Company held by the Seller of SGMP shares is 17.35% of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of share allocation in consideration of the Share Purchase Transaction of SGMP). Therefore, the Seller of SGMP shares does not hold the number of shares that reaches or passes the trigger point requiring such investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and as amended), or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

4. Details of acquired assets

4.1 General Information of SGMP

Company's name	SGMP Company Limited
Address	No. 181 Moo. 6 Kamphaeng Phet, Rattaphum, Songkhla
Corporate registered number	0905543000041
Company's registered date	January 7, 2000

Registered capital	THB 102,500,000
Paid up capital	THB 102,500,000
Business type	SGMP operates the business of manufacturing medical gloves, rubber gloves, and specialized industrial gloves at international standards. In addition, SGMP provides the service to produce rubber gloves according to the specific requirement of specific market segments.

4.2 List of the first 10 shareholders as of May 17, 2022

No.	Name	Nationality	Class of Share	Number of shares (Shares)	Voting Right (Votes)	Percentage
1.	Mr. Goh Siang	Malaysian	Ordinary Share	8,000,000	8,000,000	40
			Preferred Share	200,000	200	
2.	Gold Dynamic Holding Company Limited	Hong Kong	Ordinary Share	6,000,000	6,000,000	30
			Preferred Share	150,000	150	
3.	Mr. Prawit Thavornchaiyasit	Thai	Ordinary Share	6,000,000	6,000,000	30
			Preferred Share	150,000	150	
<b>Total</b>				<b>20,500,000</b>	<b>20,000,500</b>	<b>100</b>

Remark:

1. There are 20,000,000 ordinary shares and 500,000 preferred shares
2. Preferred shares have the following rights:
  - (1) has the right to receive dividend payment before ordinary shares
  - (2) having the right to vote at the general meeting, one vote per 1,000 preferred shares

- (3) has the right to receive the payback share before the ordinary shares upon the liquidation of the company, but not more than the paid-up value of the preferred shares.

4.3 List of the Board of Director as of May 17, 2022

No.	Name-Surname	Position
1	Mr. Goh Siang	Director
2	Mr. Ho-Chih Huang	Director
3	Mr. Prawit Thavornchaiyasit	Director

The authorized director of SGMP from affidavit of SGMP is (1) one of director sign with the company's seal affix for the signing in any documents to be filed with the government agencies such as request for exercise of rights, filing tax returns or any other documents as required by law, or (2) two directors jointly sign with the company's seal affix.

4.4 Financial Information of SGMP

(Unit : Million Baht)	2018	2019	2020	2021
<b>Asset</b>				
<b>Current Asset</b>				
Cash and cash equivalents	107.51	241.38	127.37	135.10
Trade and other receivables	269.35	275.16	21.73	173.26
Inventories	131.05	6.87	134.82	222.49
Receivables from the Revenue Department	0	0	9.39	20.02
Advance payment	0	0	18.46	7.12
Short term loans	0	0	0	135.00
Project advance payment	0	16.07	0	0

(Unit : Million Baht)	2018	2019	2020	2021
Other current assets	0	0.32	0.34	0.91
<b>Total current assets</b>	<b>507.91</b>	<b>523.81</b>	<b>312.11</b>	<b>693.90</b>
<b>Non-current assets</b>				
Bank deposits pledged as collateral	3.47	3.49	3.51	3.52
Land, buildings and equipment	137.38	113.04	191.89	243.74
Deposits for land, buildings and equipment	6.60	0.04	0.06	1.15
Other Intangible assets	0.11	0	0	0
<b>Total non-current assets</b>	<b>147.56</b>	<b>116.57</b>	<b>195.46</b>	<b>248.41</b>
<b>Total assets</b>	<b>655.47</b>	<b>656.37</b>	<b>507.57</b>	<b>942.31</b>
<b>Liabilities and Owner's Equity</b>				
<b>Current liabilities</b>				
Short-term loans from the directors	0	0	85.50	0
Trade and other payables	56.05	15.47	51.46	44.22
Advance payment	0	0	62.14	13.89
Accrued tax	0	9.21	32.46	60.32
Other current liabilities	0	0.06	2.33	2.92
<b>Total current liabilities</b>	<b>56.05</b>	<b>24.74</b>	<b>233.88</b>	<b>121.36</b>



**DIMET**  
Beyond Top Quality

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(Unit : Million Baht)	2018	2019	2020	2021
<b>Non-current liabilities</b>				
Employee benefit obligations	11.26	12.07	0	3.40
<b>Total non-current liabilities</b>	11.26	12.07	0	3.40
<b>Total liabilities</b>	67.31	36.81	233.88	124.76
<b>Owner's equity</b>				
Issued and fully paid-up capital	102.50	102.50	102.50	102.50
Retained earnings	485.66	517.06	171.19	715.05
<b>Total owner's equity</b>	588.16	619.56	273.69	817.55
<b>Total Liabilities and Owner's Equity</b>	655.47	656.37	507.57	942.31

(Unit : Million Baht)	2018	2019	2020	2021
<b>Income</b>				
Sales income	952.52	591.07	481.50	1,741.46
Cost of Sales	933.70	598.73	295.56	1,044.53
<b>Gross profit</b>	18.82	-7.67	185.94	696.93
Income from fire insurance claims	0	137.06	0	0
Foreign exchange profit	0.91	0	0	0
Other income	0.94	0.26	2.92	16.57
<b>Profit before expenses</b>	20.67	129.66	188.85	713.50



(Unit : Million Baht)	2018	2019	2020	2021
Sales expenses	13.41	10.48	3.49	23.74
Administrative expenses	4.64	6.19	20.68	31.76
Foreign exchange loss	0	15.40	2.15	0
Temporary business suspension	0	17.85	0	0
Employee benefit expenses	0	39.13	5.70	0
<b>Profit before income tax</b>	<b>2.61</b>	<b>40.61</b>	<b>156.84</b>	<b>658.00</b>
Income tax	0.55	9.21	25.64	114.14
<b>Profit for the year</b>	<b>2.06</b>	<b>31.40</b>	<b>131.20</b>	<b>543.86</b>

5. Type and Size of the Acquisition of Assets Transaction

Details of the calculation of the transaction size under the Notifications on Acquisition or Disposition of Assets which refer to the information according to the reviewed quarterly financial statements of the Company ended March 31, 2022. The detail of which are as follows:

Principle	Formula	Calculation (Million Baht)	Transaction size (percent)
1. Value of the Net Tangible Assets (NTA)	$\frac{\text{NTA of acquired assets} \times \text{acquired proportion}}{\text{NTA of the Company}} \times 100$	$\frac{832.08 \times 30\% \times 100.0}{373.96}$	67
2. Net operating profits	$\frac{\text{Net profits of acquired assets} \times \text{acquired proportion}}{\text{Net profits of the Company}} \times 100$	This method cannot be calculated because the Company has a loss	
3. Total value of consideration paid or received <sup>1/</sup>	$\frac{\text{Total consideration} \times 100}{\text{Total asset of the Company}}$	$\frac{371.7 \times 100.0}{493.78}$	75

Principle	Formula	Calculation (Million Baht)	Transaction size (percent)
4. Value of securities issued for the payment of assets	$\frac{\text{Number of newly issued shares to pay for asset} \times 100}{\text{Number of issued shares and paid up of the Company}}$	$\frac{423 \times 100.0}{2,015.12}$	21

\*Calculation of net tangible assets (NTA) of the Company as of March 31, 2022 is as follows:

Financial Information of the Company	The Company's reviewed consolidated financial statements ended As of March 31, 2022
Asset	493,784,092
<b>Deduct:</b> Intangible assets**	430,152
<b>Deduct :</b> Total liabilities	119,394,533
<b>Deduct :</b> Goodwill	0
<b>Deduct :</b> Non-controlling interests	373,959,407

The maximum value of the Share Purchase Transaction of SGMP is equal to 75 percent according to total value of consideration method calculated from the reviewed quarterly financial statements of the Company ended March 31, 2022. The Company has not entered into the acquisition of asset transaction in the past 6 months, which has not approved by the shareholders meeting. Therefore, such transaction is therefore classified as a "Class 1 Transaction" under the Notifications on Acquisition and Disposition of Assets, i.e. transaction, which has a transaction value equal to 50% or higher but lower 100%. The Company is, therefore, obliged to prepare a report and disclose the information in respect of the entry into the transaction to the SET immediately, whereby there must be an information memorandum comprising at least as many details as required in List (1) of the Notifications on Acquisition and Disposition of Assets, and convene the Shareholders' Meeting to approve the entering into the transaction with affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, discarding the

interested persons including appoint an independent financial advisor (IFA) who is a financial advisor approved by SEC Office.

#### 6. Calculation of the Connected Transaction

As the total shares of the Seller of SGMP Shares held by Mr. Ho-Chih Huang in the proportion of 100% of the total shares of the Seller of SGMP Shares and Mr. Ho-Chih Huang is the Company's chief executive officer and director. The aforementioned connected transaction is an asset transaction with a value of 99.4 percent of the Company's net tangible assets calculated from the reviewed quarterly financial statements of the Company as of March 31, 2022. The Company has not entered into any connected transaction or related persons and close relatives of such persons in the past 6 months.

Therefore, the Company is required to disclose information on the connected transactions to the SET, obtain approval for the transaction from the Board of Directors and the shareholders' meeting of the Company which must be approved by the Shareholders' meeting by affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, discarding the interested persons including appoint an independent financial advisor (IFA) who is a financial advisor approved by SEC Office and in respect of which the directors who have conflict of interest and/or are connected person in execution of the Transaction, namely Mr. Ho-Chih Huang shall neither be present nor be eligible to vote at the Board of Directors' Meeting.

#### 7. Total Value of Consideration and Payment Term

The total value of consideration for the Share Purchase Transaction of SGMP paid by the Company to the Seller of SGMP Shares is in the amount not exceeding THB 371,700,000 for the purchase of shares in SGMP in the amount of 30 percent of total shares in SGMP. The Company will pay for the consideration of SGMP's shares by (1) issuing the newly issued ordinary shares of the Company by the way of the private placement as payment in kind instead of cash payment, and (2) cash payment after the completion of the conditions precedent under the share purchase agreement have been completed or has been waived by the relevant parties and the obligations under the shares purchase agreement have been taken to complete the transaction.

#### 8. Total Value of Consideration Criteria Used to Determine Value

The criteria used to determine the value of consideration is the value that is negotiated between the Company and the Seller of SGMP Shares by considering the financial projection for the acquisition of SGMP's conducted by Kingsford Securities Public Company Limited which is a licensed financial advisor approved by the SEC Office by analyzing the investment by discounted cash flow method to determine the fair value of

SGMP. This reflects the profitability of such businesses in the future by considering the benefits that the Company will receive in the future. The result of the calculation by such method the enterprise value of SGMP according to the financial projection is THB 1,375.77 – 1,575.79 million and the equity value is THB 1,521.08 – 1,721.10 million. SGMP does not have any interest-bearing debt and it has THB 145.31 million in cash as of March 31, 2022. The crucial assumptions used for the financial project are as follows:

- (1) SGMP owns 14 manufacturing machines with total capacity of 9,360,000 boxes per year which each box contains 100 pieces of glove. In 2022, the utilization rate is expected to be 87 percent in the worst case and 95 percent in the best case. The utilization rate is expected to be gradually decreasing due to the decrease in demands as the pandemic is becoming less severe. In 2026, the utilization rate is expected to be 74 percent in the worst case and 77 percent in the best case.
- (2) In 2022, the net profit margin of SGMP is expected to be 32 percent of the total revenue of SGMP which will gradually decrease each year to 12 percent in 2026 as a result of the expected selling price to be lowered.
- (3) The Weighted Average Cost of Capital (WACC) used for this financial projection is 10.08 percent which is equal to its cost of equity as SGMP does not have any interest-bearing debt.
- (4) The terminal growth rate used for this financial projection is 0.50 percent due to the fact that the pandemic is becoming less severe and the expectation that the demand for rubber gloves will slow down and not rapidly grow.

When considering the offering price of the newly issued shares of the Company to be issued to the Seller of SGMP Shares at the offering price of THB 0.59 per share, this time compared to the market price of the Company's shares, which is calculated from the weighted average price of the Company's shares traded on the SET not less than 7 consecutive business days prior to the date of the Board of Directors' meeting, that is, between from May 5, 2022 to May 13, 2022 is equal to THB 0.54 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)). The price is not lower than 90% of the market price according to Notification No. TorJor. 72/2558.

#### 9. Total Value of Acquired Assets

The Company shall acquire 6,150,000 shares of SGMP with a par value of THB 5 per share, divided into 6,000,000 ordinary shares and 150,000 preferred shares of SGMP, or 30 percent of the total shares in SGMP with the total investment value of THB 371,700,000.

10. **SGMP's Business Operation Guidelines after the Share Purchase Transaction of SGMP**

The Company will proceed the business of SGMP according to SGMP's original business plan with a production capacity of a total of 14 machines. SGMP's production process will use 12 nitrile gloves and 2 natural rubber gloves with a total production capacity of 9,360,000 boxes per year. In this regard, the current customers of SGMP are usually is a company located in a foreign country. However, the Company has a marketing plan to expand SGMP's customer base in Thailand by focusing on customer groups in food factories, pharmaceutical factories, hospitals and clinics. The Company has a mechanism to supervise the management and is responsible for the operations of its subsidiaries and associated companies. The Company has a policy to send directors and/or executives to control direction and important management policies of subsidiaries and associates. In entering into this transaction, the Company will proceed according to the original business plan under the management of the Board of Directors of SGMP which consists of 3 directors appointed by each SGMP shareholder in proportionate to their shareholding, which Mr. Ho-Chih Huang is a representative director of the Company to jointly manage and implement SGMP's business plan. The dividend policy has some disadvantages of uncertainty. In present, SGMP does not have dividend policy yet. However, the Company has negotiated with the other two of SGMP shareholders in order to establish a clear dividend policy. This will benefit all shareholders in order to receive returns from the operations of SGMP. For the financial policy of the subsidiary and the associated company, the Company has a policy for the subsidiary and the associated company to submit the quarterly financial statements which were reviewed by the auditor (if any) as well as information supporting the preparation of such financial statements of the subsidiary and associates to allow the Company to use such information for the preparation of the consolidated financial statements or report the Company's performance quarterly or annually, as the case may be. At present, SGMP's auditor is KPMG Phoomchai Audit Co., Ltd., which is a certified public accountant approved by the SEC Office. In addition, SGMP has no significant business expansion plans or needs for money. Therefore, the Company expects that once SGMP has operating profits, SGMP will be able to pay dividends to its shareholders.

11. **Conditions in entering the transaction**

The Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP shall proceed only after the conditions precedent as specified in the Shares Purchase Agreement between the Company and the Seller of SGMP Shares (the "**Shares Purchase Agreement**"), have been fulfilled or waived. The significant terms and conditions of the Shares Purchase Agreement and Shareholders Agreement are summarized below.

Shares Purchase Agreement



Topic	Details
Parties	(1) Dimet (Siam) Public Company Limited as a Purchaser  (2) Gold Dynamic Holding Company Limited as a Seller
Sale Shares	6,150,000 shares in SGMP representing 30 percent of the registered capital of SGMP (the "Sale Shares"), comprising of:  (1) existing ordinary shares in an amount of 6,000,000 shares (Nos. 8000001 – 14000000); and  (2) existing preference shares in an amount of 150,000 shares (Nos. 20200001 – 20350000).
Purchase Price and Payment Conditions	The purchase price is THB 371,700,000. The Purchaser will pay the Purchase in the form of  (1) The Purchaser's newly issued ordinary shares in the amount of 423,000,000 shares, representing 17.35 percent of total issued shares of the Purchaser after the issuance of newly issued shares to the Seller, at the offering price of THB 0.59 per share, representing the total value of THB 249,570,000 (the "Purchaser's Newly Issue Shares"). The share swap rate is 1 ordinary share of SGMP for 102.439 the Purchaser's Newly Issue Shares; and  (2) Cash in the amount of THB 122,130,000 (the "Cash Purchase Price").
Significant Conditions Precedent	(1) The Company is satisfied with SGMP's due diligence, which at present its legal advisor has completed the due diligence and there are recommendations for SGMP to take corrective actions in order to comply with the relevant laws in business operations. The Company considered the results of the legal due diligence that such issues could be resolved according to the recommendation of the Company's legal advisors such as preparing the share register book and share certificates of SGMP, amending the working regulations and employee registration to be in accordance with the law. These recommendations has been stipulated as a condition precedent for entering into the



Topic	Details
	<p>transaction under the share purchase agreement. However, the recommendation from the legal due diligence is on process by SGMP.</p> <p>(2) The Shareholders' Meeting of the Company shall have resolved to approve the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP including approval on various matters necessary for and/or in connection with such transactions (The Company has set the date for the Extraordinary General Meeting of Shareholders No. 1/2022 on June 30, 2022</p> <p>(3) as of the date of acquisition of SGMP's shares, there shall be no event or action having occurred or caused to occur or reasonably believed to be likely to occur, which may give rise to any material and adverse impact on SGMP or jeopardize the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP;</p> <p>(4) The SEC Office shall have approved the private placement of the newly issued ordinary shares to the Seller of SGMP shares by way of private placement.</p>
<p><b>Significant Representations And Warranties of the Purchaser</b></p>	<p>(1) The Purchaser is duly incorporated and validly existing under the Laws of the jurisdiction where it was incorporated;</p> <p>(2) The Purchaser is not insolvent or unable to pay its debts as they fall due;</p> <p>(3) The Purchaser has all legal rights and full power and authority (in the form of a resolution of its board of directors or shareholders (as and if required)) to enter into and perform its obligations under this Agreement and any other documents to be executed by the Purchaser pursuant to or in connection with this Agreement.</p> <p>(4) All acts and other proceedings required to be taken by it to authorize the execution, delivery and performance of this Agreement and the</p>



Topic	Details
	consummation of the transactions contemplated hereby have been duly and properly taken.
Significant Representations And Warranties of the Seller	<p>(1) The Seller is the registered and legal owner of the Sale Shares and has full and valid title to the Sale Shares and all rights attached thereto, free and clear from any Encumbrance, agreement or commitment of any kind.</p> <p>(2) The Seller is entitled to sell and transfer to the Purchaser the full legal right and interest in the Sale Shares under the terms and subject to the conditions of this Agreement.</p> <p>(3) The Seller has not granted any options, warrants or any other rights whatsoever in respect of any of the Sale Shares or securities.</p> <p>(4) The Sale Shares will have attached to them the rights and benefits specified in the constitutional documents of the Company.</p> <p>(5) The Sale Shares have been fully paid-up.</p>
Governing Law and Dispute Resolution	Thai Law

12. **Expected Benefits to the Company**

- (1) The Company foresees growth opportunities in growth of the rubber gloves which has stable income and continuous growth. SGMP has revenue in 2018 of THB 952.52 million, net profit of THB 2.06 million, in 2019 of THB 591.07 million, net profit of THB 31.40 million, in 2020, with revenue of THB 481.50 million, net profit of THB 131.20 million, and in 2021 there are revenues amounted to THB 1,741.46 million, net profit of THB 543.86 million, which demonstrates the potential to generate profits for the Company and the investment in SGMP is likely to increase the Company's profit base significantly.
- (2) The entering of the Share Purchase Transaction of SGMP will benefit the Company in expanding the scope of the Company's business to be more diversified in order to reduce the risk and to

increase capacity and operating results for the Company in expanding its investment into the rubber glove business which is a business that the Company sees potential and growth opportunities that can generate good returns for the Company.

- (3) If the Company becomes a shareholder of SGMP by purchasing shares from the Seller of SGMP Shares who has been allocated new ordinary shares of the company in this time, the Company will receive dividends from profit of SGMP's operating is beneficial to the Company and its shareholders.
- (4) SGMP has a large customer base and business partners in various industries and have partners who can support or giving advice to the company about the company's business operations This may have a positive effect on the Company in terms of increasing the Company's business opportunities, which can benefit in generating profits for recommending partners that are beneficial to the Company's business. This investment will positively support, encourage, increase efficiency and extending the Company's business operations.
- (5) The Company does not have to rely on the Company's cash flow or its working capital, and does not need to seek the source of large fund for investing in SGMP shares as the Company will issue and allocate newly issued ordinary shares of the Company in the amount of not exceeding 423,000,000 shares at a par value of THB 0.50 per share at the offering price of THB 0.59 per share, or equivalent to not exceeding THB 249,570,000 by the way of Private Placement as payment in kind for the acquisition of shares of SGMP instead of cash to the Seller of SGMP Shares. Therefore, this is the investment management of the Company which will not significantly affect the working capital of the Company, and does not create a burden for the Company to borrow a lot of money from financial institutions or any other person.

### 13. Source of Funds / Financial plan of the proceeds from the sale

In entering this transaction, the Company will pay the consideration of the Share Purchase Transaction of SGMP to the Seller of SGMP shares in the amount of not exceeding THB 371,700,000 by cash payment of THB 122,130,000 which the company will use the source of funds from the issuance and allocation of newly issued ordinary shares of the Company for sale to private placement (Private Placement) according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2654 with the objective of expanding the business of the Company to rubber and synthetic rubber business and by the newly issued shares of the Company in the amount of not exceeding 423,000,000 shares or representing 17.35 of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of Share

Purchase Transaction of SGMP) at the share swap at 1 ordinary share of SGMP to 102.439 newly issued ordinary shares of the Company (fractions of shares will be discarded).

**14. Interested directors and/or connected persons**

To consider the agenda of the Board of Directors' Meeting No. 4/2022, held on May 17, 2022 to approve the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP, the directors who have conflict of interest which is Mr. Ho-Chih Huang neither were present at the meeting nor voted on such matter.

**15. Opinion of the Board of Directors on entering into the transaction**

The Company's Board of Directors' Meeting, in which the directors who have interests and/or are connected persons were absent, resolved to approve the execution of this transaction as it opined that the Share Purchase Transaction of SGMP with the cash payment and by way of payment in kind with its newly issued ordinary shares is worth the investment because SGMP is operating the business of rubber gloves, medical latex gloves, industrial rubber gloves and general rubber gloves which is the business that continuously growth and still has the potential to grow in the long term which will enable the Company to receive dividends from the profit SGMP receives from its business operations and benefit the Company and its shareholders in long term. In addition, the Seller of SGMP Shares will become a shareholder of the Company without sending any additional representative to be a director and/or an executive of the Company which enabling the Company able to manage to continuously.

In addition, at present, the Company has accumulated losses, therefore, the most payment of the consideration by the newly issued shares of the Company will keep the Company from having to use a large amount of working capital or borrowing more money from financial institutions than necessary which affects the financial liquidity of the Company.

In light of the foregoing, the Board of Directors is of the opinion that the Share Purchase Transaction of SGMP by pay the consideration in cash and newly issued shares of the Company is appropriate and will provide the best benefits to the Company's shareholders. Moreover, the value of the transaction is reasonable which is negotiated between the Company and the Seller of SGMP Shares by considering the financial projection conducted by a licensed financial advisor approved by SEC Office by using discounted cash flow method which the projection is based on the financial assumption such as manufacturing capacity, weighted average cost of capital (WACC) including relevant market condition and situation. In this regard, the Board of Directors has considered and deemed that the financial projection reflects the profitability of SGMP's businesses in the future appropriately and fairly. Therefore, the investment in SGMP is a worthwhile investment and is reasonable.



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In this regard, the Board of Directors consider and approve the execution of the Share Purchase Transaction of SGMP and deemed it appropriate to propose that the Shareholders' meeting consider and approve the entering into the shares purchasing transaction and the capital increase and the allocation of newly issued shares of the Company by the way of the private placement to the specific person which is the connected person of the Company.

16. Opinion of the Audit Committee and/or directors which differs from the opinion of the Board of Directors -None-

The Company hereby certifies that the information contained in this report is correct and complete in all respects.

Please be informed accordingly

Sincerely yours,

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(Mr. Voradit Thanapatra)

Authorized Director

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(Mrs. Anya Thaworanun)

Authorized Director

**Information memorandum regarding the offering and allocation of the newly issued shares of  
DIMET (Siam) Public Company Limited**

The Board of Directors' Meeting No. 4/2022 of DIMET (Siam) Public Company Limited (the "**Company**"), which was held on May 17, 2022, resolved to propose the Shareholders' Meeting to consider and approve an increase of the Company's registered capital by THB 211,500,000 from the existing registered capital of THB 1,438,140,413 to be THB 1,649,640,413 by issuing the newly issued ordinary shares in the amount of 423,000,000 shares at a par value of THB 0.50 per share to accommodate the allocation of newly issued ordinary shares by the way of private placement as payment in kind for the acquisition of the shares in SGMP Company Limited ("**SGMP**") from instead of cash Dynamic Holding Company Limited which is a Hong Kong legal entity ("**Seller of SGMP Shares**") instead of cash payment.

The allocation of newly issued ordinary shares of the Company to the Seller of SGMP Shares in the amount of 423,000,000 shares at the offering price of THB 0.59 per share or equivalent to not exceeding THB 249,570,000 as payment in kind for the acquisition of SGMP's shares to Seller of SGMP Shares, whereas, the Seller of SGMP Shares shall pay the purchase price with not exceeding 6,150,000 shares at a par value of THB 5 per share which is fully paid up or representing 30 percent of all issued and paid-up shares of SGMP to pay for the Company's newly issued ordinary shares instead of cash payment ("**the "Share Purchase Transaction of SGMP"**"). In this regard, the allocation of such newly issued ordinary shares is regard as the issuance and offering by the way of private placement.

Therefore, the Company prepared the information regarding the allocation of the newly issued shares to the private placement investors, which is important to the decision of the shareholders, with the following details:

**1. Details of Offering of Newly Issued Ordinary Shares by way of Private Placement, Determination of Offering Price and Market Price**

**1.1. Offering and Allocation Procedures**

The Company shall allocate not exceeding 423,000,000 newly issued ordinary shares at a par value of THB 0.50 per share by way of private placement to the Seller of SGMP Shares at the offering price of THB 0.59 per share or a total value of THB 249,570,000 as consideration for the purchase of SGMP shares to the Seller of SGMP Shares. The Seller of SGMP Shares shall pay the purchase price with not exceeding 6,150,000 shares at a par value of THB 5 per share which is fully paid up or representing 30 percent of all issued and paid-up shares of SGMP to pay for the Company's newly issued ordinary shares instead of cash payment.

In this regard, the issuance and allocation of newly issued ordinary shares in consideration of the acquisition of shares in SGMP to the Seller of SGMP constitutes a private placement of newly issued ordinary shares, whereby the Shareholders' Meeting has resolved clearly determine the offering price at THB 0.59 per share, which is not lower than 90 percent of the market price of the Company's shares as required by the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the "**Notification No. TorJor. 72/2558**"). In this regard, the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of the past 7 consecutive business days but no exceeding 15 consecutive business days prior to the date the Board of Directors' meeting passed its resolution to propose this matter to the Shareholder meeting to approve the capital increase and the allocation of newly issued share ,whereby the weighted average price of the Company's shares calculated for the past 7 consecutive days from May 5, 2022 to May 13, 2022 is equal to THB 0.54 per share (Sources from SETSMART at www.setsmart.com) for payment as compensation for the purchase and acceptance of transfer of shares from the Seller of SGMP Shares.

In this regard, the issue and offering of newly issued shares to the Investors is at the offering price is not lower than 90 percent of the market price of the ordinary of the Company as detailed above, Therefore, it shall not considered as the cause of right adjustment as specified in terms and conditions governing rights and obligations of the warrant issuer and the warrant holders representing rights to purchase ordinary share for the warrants to purchase ordinary shares of the Company Series 4 ("**the "Warrants of the Company"**"). Therefore, the Company has no obligation to adjust the exercise price and/or the exercise ratio according to the Warrants of the Company. In this regard, the issuance and offering of newly issued shares to the Investors is at the offering price of not lower than 90 percent of the market price of the ordinary shares of the Company as detailed above, therefore, it shall not give rise to the need for rights adjustment as specified in the terms and conditions governing rights and obligations of the warrant issuer and the warrant holders representing rights to purchase ordinary share for the warrants to purchase ordinary shares of the Company Series 4 (the "**Warrants of the Company"**"). Therefore, the Company has no obligation to adjust the exercise price and/or the exercise ratio according to the Warrants of the Company. However, the terms and conditions governing rights and obligations of the warrant issuer and the warrant holders of the Warrants of the Company specify that "the Company shall adjust the exercise price and/or exercise ratio, throughout the term of the Warrant when the Company offers the newly issued ordinary shares to the existing shareholders and/or public and/or private placement at the average price per newly issued shares which is calculated lower than 90% of the "Market Price of the Company's ordinary Shares"". In this regard, the 'Market Price of the Company's ordinary Shares' means the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days prior to the first day of the offering of newly issued

ordinary shares to the specific person. Therefore, the Company shall consider the rights adjustment again on the first day of the offering of newly issued ordinary shares to the private placement in this occasion.

In this regard, after the allocation of shares as aforementioned the total amount of shares of the Company held by the Seller of SGMP shares is 17.35% of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of share allocation in consideration of the Share Purchase Transaction of SGMP). Therefore, the Seller of SGMP shares does not hold the number of shares that reaches or passes the trigger point requiring such investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and as amended), or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

Moreover, the issuance of such newly issued ordinary shares must be approved by the Shareholders' Meeting of the Company and the Company is also required to obtain approval from the SEC Office as specified in the Notification No. TorJor. 72/2558 before such offering and allocation of the Company's newly issued ordinary shares.

Moreover, if the offering price of the newly issued ordinary shares to the Seller of SGMP Shares is lower than 90 percent of the market price of the Company's shares before the first day of offering of the newly issued ordinary shares, the Company is obliged to prohibit the Seller of SGMP Shares from selling all of such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Seller of SGMP Shares may gradually sell up to 25 percent of such locked-up shares in accordance with the requirements set out in the Notification of the SET Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (as amended).

In this regard, the Company expects that the entire sale and purchase process will be complete within July 2022 after the completion of the conditions precedent under the share purchase agreement have been completed or has been waived by the relevant parties and the obligations under the shares purchase agreement have been taken to complete the transaction and after the Shareholders' Meeting has approved the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP, including approval of matters necessary and/or in connection with the transaction.

In addition, the Board of Directors' Meeting resolved to propose that the Shareholders' Meeting consider approving to authorize the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to make any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET; and
- (2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies, or other relevant authorities, and the listing of the Company's newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares by way of private placement.

According to the Notification No. TorJor. 72/2558, the Company shall complete the offering of shares within the period approved by the shareholders' meeting but not later than 3 months from the date on which the shareholders' meeting resolves to approve the offering of newly issued shares, or the Company must complete the offering of shares within 12 months from the date on which the shareholders' meeting has approved to offering the shares. In the event that the shareholders have clearly resolved that after the expiration of the 3 months' period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

In addition, the above Share Purchase Transaction of SGMP and Transaction involving the Share Allocation in Consideration of an Acquisition of Shares in SGMP are also regarded as a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 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

Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended) (the “**Notifications on Connected Transactions**”). This is because Mr. Ho-Chih Huang, a chief executive officer and director of the Company, holds the shares in the Seller of SGMP Shares in the proportion of 100% of total shares in the Seller of SGMP Shares. The aforementioned connected transaction is an asset transaction with a value of 67% of the Company's net tangible assets calculated from the reviewed quarterly financial statements of the Company as of March 31, 2022. The Company has not entered into any connected transaction or related persons and close relatives of such persons in the past 6 months. Such Transaction has the total transaction size more than 3 percent of the net tangible assets of the Company. Therefore, the Company is required to disclose information on the connected transactions to the SET, obtain approval for the transaction from the Board of Directors and the shareholders' meeting of the Company which must be approved by the Shareholders' meeting by affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, discarding the interested persons including appoint an independent financial advisor (IFA) who is a financial advisor approved by SEC Office and in respect of which the directors who have conflict of interest and/or are connected person in execution of the Transaction, namely Mr. Ho-Chih Huang shall neither be present nor be eligible to vote at the Board of Directors' Meeting.

Please refer to further details in the Capital Increase Report Form (F 53-4) (**Enclosure 3**).

### 1.2 Determination of the Offering Price and Price Justifications

When considering the offering price of the newly issued ordinary shares of the Company to be issued to the Seller of SGMP Shares at the offering price of THB 0.59 per share or totaling THB 249,570,000 share compared to the market price of the Company's shares, which is calculated from the weighted average price of the Company's shares traded on the SET not less than 7 consecutive business days prior to the date of the Board of Directors' meeting, that is, from May 5, 2022 to May 13, 2022 is equal to THB 0.54 per share, (Information from SETSMART at [www.setsmart.com](http://www.setsmart.com)). The price is not lower than 90% of the market price according to Notification No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement dated October 28, 2015 (and as amended) ("Notification Tor Chor 72/2558").

### 1.3 Name and Information of Specific Investor for Offering and Allocation of Newly Issued Ordinary Shares

Name	Number of Shares (shares)	Offering Price (THB/share)	Total Value (THB)
Dynamic Holdings Company Limited	Not exceeding 423,000,000 shares	0.59	249,570,000

#### General information of Gold Dynamic Holding Company Limited

Name of Company	Gold Dynamic Holding Company Limited
Address	Hong Kong Special Administrative Region
Juristic person registration number	3065886
Date of registration	9 July 2021
Registered capital	1 HKD
Issued and paid-up capital	1 HKD
Types of business	Holding company
Ultimate Shareholder	Mr. Ho-Chin Huang

Relationship with the Company, Directors, Executives and Major Shareholder	Mr. Ho-Chih Huang is the shareholder of the Seller of SGMP Shares in the proportion of 100% of the total shares in the Seller of SGMP Shares who is the Chief Executive Officer, and directors of the Company.
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List of shareholders of Gold Dynamic Holding Company Limited as of 17 May 2022

No.	Name-Surname	Number of Shares	Percentage of the total shares
1	Mr. Ho-Chih Huang	1	100

Profile of Mr. Ho-Chih Huang

Occupation	<ul style="list-style-type: none"> <li>- Director and Chief Executive Officer, Dimet (Siam) Public Company Limited</li> <li>- Director of Dimet Paint Co., Ltd.</li> <li>- Managing Director of SGMP Company Limited</li> </ul>
Work experiences	<p>August 2005 - July 2020</p> <p>factory manager of the company from Green River Wood and Lumber Manufacturing (Thailand) Co., Ltd.</p>
Other source of fund in other companies	<ul style="list-style-type: none"> <li>- Wide River Capital INC: holds 100% of the total shares. It is a holding company established in the British Virgin Islands and conducting investment business (Investment Holding Company). However, this company does not engage in any business that competes with SGMP Company Limited and the Company.</li> <li>- Gold Dynamic Holding Company Limited: holds 100% of the total shares. It is a holding company established in the Hong Kong Special Administrative Region and conducting investment business (Investment Holding Company). However, this company</li> </ul>

	<p>does not engage in any business that competes with SGMP Company Limited and the Company.</p> <ul style="list-style-type: none"> <li>- SGMP Company Limited: holds 30% of the total shares.</li> <li>- Golden River Development Company Limited: holds 49% of the total shares, which is a real estate brokerage company established in Thailand and engages in the business of renting and operating real estate that is its own or rented from others for residential purposes. However, this company does not engage in any business that competes with SGMP Company Limited and the Company.</li> </ul>
<b>Relationship with the company</b>	<p>Mr. Ho-Chin Huang , as Chief Executive Officer and the Company's director, does not operate a business in the same condition and is in any way competitive with the Company's business.</p>

## 2. Purpose of Issuance of Newly Issued Ordinary Shares and Plan for Use of Proceeds

The issuance of newly issued shares is for the purpose of used as payment for the acquisition of SGMP's shares, the Company shall acquire 6,150,000 shares of SGMP with a par value of THB 5 (or representing 30 percent of SGMP's registered and paid-up shares), which is in line with the Company's business expansion plan to expand to the new business to para rubber and synthetic rubber business according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021. The Company expects that all trading processes can be completed within July 2022 after all conditions precedent under the share purchase agreement have been completed or has been waived or waived by the relevant parties and various actions have been taken to complete the transaction as stipulated in the share purchase agreement. The Company shall compensate the Seller of SGMP Shares for the Share Purchase Transaction of SGMP in from of not exceeding 423,000,000 newly issued ordinary shares of the Company at a par value of THB 0,50 per share, at an offering price of THB [0,59] per share, totaling of up to THB 249,570,000 with the share swap ratio of 1 ordinary share of SGMP per 102.439 newly issued ordinary shares of the Company.

In this regard, the Company will not receive cash for the issuance of newly issued ordinary shares to the private placement at this occasion. However, the considering of the Company to pay the consideration of the

acquisition of shares in SGMP by issue the newly issued ordinary shares causes the Company to not use large amount of working capital or borrow from the financial institution, which shall effect the liquidity position of the Company.

3. Potential Impact on Shareholders from Issuance and Offering of Newly Issued Shares by way of Private Placement

3.1 Price Dilution

$$= \frac{\text{market price before the offering} - \text{market price after the offering}}{\text{market price before the offering}}$$

$$= \frac{0.54 - 0.55}{0.54}$$

$$= - 1.85 \text{ percent}$$

The market price before offering refers to the weighted average price of the Company's shares listed on the SET for the past period of 7 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the 2022 Annual General Meeting of Shareholders, which is equal to THB 0.54 per share based on the trading data of the Company's shares as displayed in SETSMART of the SET.

Market Price after the Offering's Formula

$$= \frac{(\text{number of existing shares} \times \text{market price before the offering}) + (\text{number of newly issued shares} \times \text{offering price})}{(\text{number of existing shares} + \text{number of newly issued shares})}$$

$$= \frac{(2,015,123,566 \times 0.54) + (423,000,000 \times 0.59)}{(2,015,123,566 + 423,000,000)}$$

$$= \text{THB } 0.55 \text{ per share}$$

### 3.2 Control Dilution

$$= \frac{\text{number of newly issued shares}}{\text{number of paid-up shares} + \text{number of newly issued shares}}$$

$$= \frac{423,000,000}{2,015,123,566 + 423,000,000}$$

$$= 17.35 \%$$

### 3.3 Earnings per Share Dilution

The Company has net loss from operations. Therefore, there cannot be calculated.

### 4. The value that shareholders receive compared to the impact on their share of profits or their voting rights.

Upon comparison between the benefits from the offering of the newly issued ordinary shares for accommodate the acquisition of shares in SGMP and Price Dilution, and Control Dilution as described above, the Board of Directors is of the view that the offering of newly issued ordinary shares to accommodate the acquisition of shares in SGMP on this occasion is benefits to shareholders more than such impacts since the acquisition of shares in SGMP shall benefits to the Company and its shareholders as follows:

The Company foresees growth opportunities in growth of the rubber gloves which has stable income and continuous growth.

- (1) SGMP had revenue in 2018 amounting to THB 952.52 million, net profit of 2.06 THB million, in 2019 amounted to THB 591.07 million, net profit of THB 31.40 million, in 2020 with revenue of THB 481.50 million, net profit of THB 131.20 million and in 2021 has revenue of THB 1,741.46 million, net profit of THB 543.86 million, which demonstrates the potential to generate operating results for the Company and the investment in SGMP is likely to increase the Company's profit base significantly. The entering of the Share Purchase Transaction of SGMP will benefit the Company in expanding the scope of the Company's business to be more diversified in order to reduce the risk and to increase capacity and operating results for the Company in expanding its investment into the rubber glove business which is a business that the Company sees potential and growth opportunities that can generate good returns for the Company.

- (2) If the Company becomes a shareholder of SGMP by purchasing shares from the Seller of SGMP Shares who has been allocated new ordinary shares of the company in this time, the Company will receive dividends from profit of SGMP's operating is beneficial to the Company and its shareholders.
- (3) SGMP has a large customer base and business partners in various industries and have partners who can support or giving advice to the Company about the Company's business operations. This may have a positive effect on the Company in terms of increasing the Company's business opportunities. It can be helpful in introducing partners that are beneficial to the Company's business, which the investment will positively support, encourage, increase efficiency and extending the Company's business operations.
- (4) The company does not have to rely on the Company's cash flow or its working capital, and does not need to seek the source of large fund for investing in SGMP shares as the Company will issue and allocate newly issued ordinary shares of the Company in the amount of not exceeding 423,000,000 shares at a par value of THB 0.50 per share at the offering price of THB 0.59 per share, or equivalent to not exceeding THB 249,570,000 by the way of Private Placement as payment in kind for the acquisition of shares of SGMP instead of cash to the Seller of SGMP Shares. Therefore, this is the investment management of the Company which will not significantly affect the working capital of the Company, and does not create a burden for the Company to borrow a lot of money from financial institutions or any other person.

Nevertheless, the Company has considered the effects of issuing new shares to purchase SGMP as the transaction will have Control Dilution Effect on the existing shareholders as calculated above. However, the existing shareholders will not be affected by Price Dilution as the issuing price of the new shares is higher than the 7 – 15 days weighted average price of the Company shares on the day the Board of Directors had the resolution to call for the Extraordinary General Meeting. As such, the Company has compared the negative effect of Control Dilution against the benefits that the shareholders will receive in term of new asset, more stable cash flow, and future returns; The Company has estimated that the benefits that the shareholders will receive outweigh the negative effects of Control Dilution.

The Company expects that the investment in SGMP will yield returns in the form of dividends from SGMP's operation. However, SGMP's dividend payments are still uncertain because SGMP currently does not have a clear dividend payment policy. Nevertheless, the Company will negotiate with two other shareholders of SGMP to determine a clear dividend payment policy so that every shareholder will benefit from the operating profit of SGMP. The Company expects the return on equity of the Company to increase if the

Company receives dividend payments from SGMP. The investment in SGMP, according to the financial model from Kingsford Securities Public Company Limited (referring to page 28 of Attachment 2), will likely generate net operating profit for the Company in the foreseeable future. Furthermore, SGMP currently does not have any plan to expand its production or invest in new projects; As such, the Company expects SGMP to be able to pay dividends to its shareholders consistently. Therefore, the Company sees the opportunity in investing in SGMP and concludes that the issuance of new shares to purchase SGMP is reasonable and will have more benefits to the shareholders than the drawbacks in term of Control Dilution. By investing in SGMP, the shareholders will receive long-term benefits from the growth potential of SGMP.

## **5. Opinion of the Board of Directors**

### **5.1 Rationale and Necessity for Capital Increase**

The Board of Directors of the Company considers that the increase of registered capital of the Company to be used as payment in kind for the Share Purchase Transaction of SGMP whereby the Seller of SGMP Shares will use 6,150,000 shares in SGMP at a par value of THB 5 per share as payment in kind, which the Board of Director has considered to compare raising funds for SGMP's Acquisition Transaction by a capital increase to the seller of SGMP shares. Thus, the Board of Directors considers that a capital increase to be used as payment in kind for the Share Purchase Transaction of SGMP as detailed below .The Company's capital increase to pay for the purchase of SGMP's shares is reasonable and will secure the best benefits for the Company's shareholders.

- 1) Loaning money may cause the Company to have more borrowing , interest burdens, and resulting in the Company have higher financial costs
- 2) The capital increase through the public offering (Public Offering), the Board of Directors is of the opinion that the fundraising by this method requires a longer period than the capital increase by offering to the existing shareholders in proportion to the hold shares and a private placement.
- 3) Issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering). The Board of Directors is of the opinion that funding in this way is limited by the uncertainty of the amount of funds that will be received since the Company may not receive support from the existing shareholders in fully subscribing for the Company's newly issued ordinary shares and it may be a burden on the existing shareholders to pay the capital increase and have a longer time frame for the process than the capital increase to the private placement.

### **5.2 Feasibility of the Plan for Use of Proceeds and Sufficiency of Source of Funds**

The Company shall use newly issued ordinary shares as payment in kind for the acquisition of shares in SGMP to the Seller of SGMP Shares. The Company anticipates that the Share Purchase Transaction of SGMP could be completed by July 2022 or any other day as mutually agreed between the Company and the Seller of SGMP Shares (subject to the fulfillment of the conditions precedent under the share purchase agreement).

**5.3 Reasonability of the Capital Increase, Plan for Use of Proceeds and Sufficiency of the Source of Fund in case the Money from the Share Offering does not cover the Budget for the Plan**

The Company's capital increase is reasonable and shall be the best beneficial to the Company. Where the Company secures its funds by other means instead of the capital increase, such as, taking out a loan, the Company may incur additional loan burdens. In addition, the Share Purchase Transaction of SGMP shall increase the Company share value and the return rate to the Company's shareholders. This is because SGMP have a good performance in the past and have a potential to grow in the future and also to expand the scope of the Company's business to be more diversified in order to reduce the risk and to increase capacity and operating results for the Company in expanding its investment into the rubber glove business which the Company sees potential and growth opportunities that can generate good returns for the Company.

**5.4 Potential Impact on the Company's Business Operations, Financial Position and Overall Operating Results from the Capital Increase**

After having considered the justifications and benefits from the Share Purchase Transaction of SGMP and Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP above, the Board of Directors is of the opinion that the capital increase is reasonable and shall bring the best benefits to the Company, particularly the offering of newly issued ordinary shares at the offering price of THB 0.59, which is based on the market price, namely the weighted average price of the Company's shares for the previous 7 consecutive business days during the period from May 5, 2022 to May 13, 2022 is equal to THB 0.54 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)) as payment in kind for the Share Purchase Transaction of SGMP which generate a steady cash flow with a promising future. This will enable the Company to receive dividends from the profit SGMP receives from SGMP's business operations and benefit the Company and its shareholders in the long run. In this regard, the company may lose the opportunity to receive dividends from SGMP's profits, which generates long-term passive income for the Company.

**5.5 Justifications of the Offering Price and Backgrounds for Determination of the Offering Price**

The Company clearly specified the offering price for newly issued ordinary shares by the way of private placement at THB 0.59 per share, which is not lower than 90 percent of the weighted average price of the

Company's shares calculated for the past 7 consecutive business days prior to the date that the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the increase and the allocation of newly issued ordinary shares by the way of private placement during the period from May 5, 2022 to May 13, 2022 is equal to THB 0.54 per share (Source: SETSMART from www.setsmart.com).

In this regard, the Board of Directors viewed that the offering price by the way of private placement by determining the offering price above is a reasonable price when compared to the book value of the Company according to the separate quarterly financial statements for the Company ended March 31, 2022, which equal to THB 0.50 per share. The Company has taken into account the current condition in which the Company has accumulated losses under the current economic and capital market conditions. In addition, the use of such shares to pay for the acquisition of shares in SGMP, who is a company with good growth prospects, will result in the Company to receive dividends from SGMP's operating profits and benefit the Company and its shareholders without using the Company's working capital and do not need to find other sources of funding such as bank loans, etc.

In addition, the Board of Directors is of the opinion that the acquisition of shares in SGMP, which the Company will purchase from the Seller of SGMP Shares at the offering price at THB 60.439 per share, is appropriate and reasonable price for the Company to pay the Company's shares as compensation for the acquired of SGMP's shares purchased from Seller of SGMP Shares with the share swap ratio of 1 ordinary share of SGMP per 102.439 newly issued ordinary shares of the Company. Upon comparison between the fair value of SGMP, the purchased shares of SGMP from the Seller of SGMP shares is equal to THB 60.439 per share, totaling at the value of THB 371,700,000 by reference to the valuation of the ordinary share of SGMP conducted by Kingford Securities Public Company Limited who is a financial advisor approved by SEC Office referenced to the discounted cash flow method, which is the most suitable method and reflects the most profitable and generating future cash flows from SGMP's business operations. The fair valuation of SGMP's shareholders' equity as at May 17, 2022 is THB 60.439 per share, a base case price of THB 60.439 per share. Therefore, it is deemed that a fair price of SGMP shares trading at THB 60.439 per share is reasonable.

When considering the reasons, necessity and benefits that the Company will receive from the issuance and allocation of newly issued ordinary shares for sale to the private placement as mentioned above. The Board of Directors was, therefore, resolved to approve the issuance and allocation of newly issued ordinary shares for sale to the Seller of SGMP Shares and is of the opinion that the allocation of the newly issues shares by the way of private placement, the allocation conditions, offering price are appropriate and for the best interest of the shareholders.

#### **5.6 Rationale and Justifications of the Offering of Newly Issued Shares by way of Private Placement**

The Board of Directors is of the opinion that the offering of newly issued shares on this occasion is in consideration of the acquisition of shares in SGMP between the Company and the Seller of SGMP Shares as a payment in kind without having to pay compensation in cash in full. So, there has no significant impacts on the financial flexibility, and SGMP is a company with growth and development potential, which will provide the Company's opportunity to receive the dividend from profit of SGMP's operating for the benefit of the Company and its shareholders.

Moreover, it also reduces the financial burden of the Company if the Company proceeds to seek the source of funds such as, borrowing of loan, it may result in greater financial and interest burden, or if it is the capital increase to the existing shareholders of the Company, it may result uncertainty of the amount receiving from the fund raising and may be a burden on the existing shareholders to pay the capital increase and have a time frame for the operation which is more rigid than the capital increase by way of private placement. Therefore, the Board of Directors is of the opinion that this Private Placement transaction is necessary and reasonable.

#### **6. Certification of the Board of Directors on Capital Increase**

For the purposes of capital increase by way of private placement, the Board of Directors has carefully considered and verified the information of the Seller of SGMP Shares, whom are a private placement investors and connected persons of the Company. In this regard, Board of Directors is of the opinion that the Seller of SGMP Shares have the potential and ability to actually invest. In the event where any director of the Company fails to perform his/her functions with integrity and due care to protect the Company's interests during the course of in this capital increase, and such failure has caused damage to the Company, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In the event where the failure to perform such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits from the directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

The Company hereby certifies that the information contained in this report is correct and complete in all respects.

Sincerely yours,

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(Mr. Voradit Thanapatra)

Authorized Director

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(Mrs. Anya Thaworanun)

Authorized Director

## Capital Increase Report Form

## Dimet (Siam) Public Company Limited

May 17, 2022

We, Dimet (Siam) Public Company Limited (the “Company”), hereby report on the resolutions of the Board of Directors’ Meeting No. 4/2022 which was held on May 17, 2022, regarding the capital increase and the allocation of newly issued shares, as follows:

## 1. Capital Increase

The Board of Directors’ meeting resolved to propose to the Shareholders’ Meeting to consider and approve the increase of the Company’s registered capital in the amount of THB 211,500,000 from the registered capital of THB 1,438,140,413 to THB 1,649,640,413 by issuing new ordinary shares in the amount of 423,000,000 shares with a par value of THB 0.50 to support the allocation of new shares to specific investors (Private Placement) as compensation for the purchase of shares of SGMP Company Limited (“SGMP”) from Gold Dynamic Holding Company Limited, which is a Hong Kong juristic person (the “Seller of SGMP Shares”) instead of cash payment.

By increasing capital in the following manner:

Capital Increase	Type of Shares	Amount of Shares (Shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specific Purpose of Use of Proceeds	Ordinary Shares	423,000,000	0.50	211,500,000
	Preferred Shares			
<input type="checkbox"/> (General Mandate)	Ordinary Shares			

	Preferred Shares			
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## 2. Allocation of New Shares

### 2.1 Specific Purpose of Use of Proceeds

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Share Subscription and Payment Date and Time	Remark
Gold Dynamic Holding Company Limited	423,000,000	-	0.59	-	Please see remarks below the table
<b>Total</b>	<b>423,000,000 shares</b>	<b>-</b>	<b>-</b>		

#### Remark

1. The Board of Directors' meeting resolved to propose to the Shareholders' Meeting to consider and approve the purchase of SGMP's shares in the amount of 6,150,000 shares with a par value of THB 5 per share, representing 30 percent of all shares in SGMP from the Seller of SGMP Shares at the purchase price of THB 60.439 per shares totaling of not exceeding THB 371,700,000, including the execution of the share purchase agreement, and other arrangements, contracts and documents relating to the acquisition and acceptance of shares in SGMP (the "Share Purchase Transaction of SGMP"). The details are as follows;

(1) The Company will pay for the consideration by issuance of newly issued ordinary shares of the Company by the way of a private placement offering as payment in kind for the acquisition of shares instead of cash. Upon comparison between the fair value of SGMP and that of the Company, the Board of Directors resolved to propose that the Shareholders' Meeting consider and approve the issuance and allocation of not exceeding 423,000,000 shares at a par value of THB 0.50 per share, with the offering price of THB 0.59 per share, totalling THB 249,570,000 to the Seller of SGMP Shares as payment in kind for the acquisition and acceptance of shares in SGMP from the Seller of SGMP Shares, representing 17.35% of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of share allocation in consideration of the Share Purchase Transaction of SGMP) with the shares swap ratio of 1 SGMP's shares per 102.439 newly

issued shares of the Company (fractions of shares will be discarded) (the “**Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP**”).

(2) The Company will pay for the consideration in cash in the amount of THB 122,130,000.

Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP constitutes an offering of newly issued ordinary shares by way of private placement, whereby the Shareholders’ Meeting of the Company shall pass a resolution to specifically determine the offering price at THB 0.59 per share, which is not lower than 90% of the market price of the Company’s shares pursuant to the requirements of the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the “**Notification No. TorJor. 72/2558**”). In this regard, the “market price” refers to the weighted average price of the Company’s shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders’ Meeting of the Company to approve the capital increase and the allocation of new shares, whereby the weighted average price of the Company’s shares calculated for the past 7 consecutive business days during the period from May 5, 2022 to May 13, 2022 is equal to THB 0.54 per share (Source: SETSMART from www.setsmart.com). The Company’s newly issued ordinary shares shall be used as payment in kind for the acquisition and acceptance of SGMP’s shares from the Seller of SGMP Shares.

The Share Purchase Transaction of SGMP is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 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) dated October 29, 2004 (as amended) (the “**Notifications on Acquisition and Disposition of Assets**”). Upon the reviewing of the transaction size by various approaches under the Notifications on Acquisition and Disposition of Assets, the maximum value of the transaction is equal to 75 percent according to total value of consideration method calculated from the reviewed quarterly financial statements of the Company ended March 31, 2022. The Company has not entered into the acquisition of asset transaction in the past 6 months, which has not approved by the shareholders meeting. Therefore, such transaction is therefore classified as a “Class 1 Transaction” under the Notifications on Acquisition and Disposition of Assets, i.e. transaction, which has a transaction value equal to 50% or higher but lower 100%. The Company is, therefore, obliged to prepare a report and disclose the information in respect of the entry into the transaction to the SET immediately, whereby there must be an information memorandum comprising at least as many details as required in List (1) of the Notifications on Acquisition and Disposition of Assets, and convene the Shareholders’ Meeting to approve the entering into the transaction with affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, discarding the interested persons including appoint an independent financial advisor (IFA) who is a financial advisor approved by the Securities and Exchange Commission (the “SEC Office”). In addition, the Company has proceeded for the directors who have conflict of interest and/or are connected person in execution of the transaction, namely Mr. Ho-Chih Huang shall neither be present nor be eligible to vote at the Board of Directors’ Meeting.

In addition, the above Share Purchase Transaction of SGMP and Transaction involving the Share Allocation in Consideration of an Acquisition of Shares in SGMP are also regarded as a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 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 Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended) (the “**Notifications on Connected Transactions**”). This is because Mr. Ho-Chih Huang, a chief executive officer and director of the Company, holds the shares in the Seller of SGMP Shares in the proportion of 100% of total shares in the Seller of SGMP Shares. The aforementioned connected transaction is an asset transaction with a value of 67% of the Company's net tangible assets calculated from the reviewed quarterly financial statements of the Company as of March 31, 2022. The Company has not entered into any connected transaction or related persons and close relatives of such persons in the past 6 months. Such Transaction has the total transaction size more than 3 percent of the net tangible assets of the Company. Therefore, the Company is required to disclose information on the connected transactions to the SET, obtain approval for the transaction from the Board of Directors and the shareholders' meeting of the Company which must be approved by the Shareholders' meeting by affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, discarding the interested persons including appoint an independent financial advisor (IFA) who is a financial advisor approved by SEC Office and in respect of which the directors who have conflict of interest and/or are connected person in execution of the Transaction, namely Mr. Ho-Chih Huang shall neither be present nor be eligible to vote at the Board of Directors' Meeting.

However, the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP shall proceed only after the conditions precedent as specified in the Shares Purchase Agreement between the Company and the Seller of SGMP Shares (the “**Shares Purchase Agreement**”), have been fulfilled or waived. The significant conditions precedent is summarized below.

- (1) The Company is satisfied with the legal due diligence of the SGMP.
- (2) The Shareholders' Meeting of the Company shall have resolved to approve the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP including approval on various matters necessary for and/or in connection with such transactions;
- (3) as of the date of acquisition of SGMP's shares, there shall be no event or action having occurred or caused to occur or reasonably believed to be likely to occur, which may give rise to any material and adverse impact on SGMP or jeopardize the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP;
- (4) The SEC Office shall have approved the private placement of the newly issued ordinary shares to the Seller of SGMP shares by way of private placement.

In this regard, the Board of Directors' Meeting deemed it appropriate to authorize the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive

Committee or the Company's authorized director to make any arrangements in connection with or necessary for the execution of the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP including to negotiate, enter into, sign and amend the shares purchase agreement, and other arrangements, contracts and documents necessary and relating to the Share Purchase Transaction of SGMP and to set out rules, conditions and other details necessary for and in connection with the Share Purchase Transaction of SGMP as necessary and appropriate under the applicable laws.

The details of the Share Purchase Transaction of SGMP appeared in the Information Memorandum of Dimet (Siam) Public Company Limited on Transaction of Acquisition of Assets which is a Connected Transaction (Enclosure 1) and Information Memorandum on Offering and Allocation of Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited by way of Private Placement (Enclosure 2)

2. The Board of Directors' Meeting resolved to propose the Shareholders' Meeting to consider and approve an increase of the Company's registered capital by THB 211,500,000 from the existing registered capital of THB 1,438,140,413 to be THB 1,649,640,413 by issuing the newly issued ordinary shares in the amount of 423,000,000 shares at a par value of THB 0.50 per share to accommodate the allocation of newly issued ordinary shares by the way of private placement in the seller of SGMP and the amendment of the Memorandum of Association, Clause 4 to be in line with the increased registered capital.
3. The Board of Directors' Meeting resolved to propose the Shareholders' Meeting to consider and approve the allocation of newly issued ordinary shares of the Company to the Seller of SGMP shares in the amount of 423,000,000 shares at the offering price of THB 0.59 per share or equivalent to not exceeding THB [249,570,000] as payment in kind for the acquisition of SGMP's shares to SGMP 's seller, whereas, the Seller of SGMP shall pay the purchase price with not exceeding 6,150,000 shares at a par value of THB 5 per share which paid up for the shares in full or representing 30 percent of all issued and paid-up shares of SGMP to pay for the Company's newly issued ordinary shares instead of cash payment
4. In this regard, the issue and offering of newly issued shares to the Investors is at the offering price is not lower than 90 percent of the market price of the ordinary of the Company as detailed above, therefore, it shall not be considered as the cause of right adjustment as specified in terms and conditions governing rights and obligations of the warrant issuer and the warrant holders representing rights to purchase ordinary share for the warrants to purchase ordinary shares of the Company Series 4 (the "Warrants of the Company"). Therefore, the Company has no obligation to adjust the exercise price and/or the exercise ratio according to the Warrants of the Company. In this regard, the issuance and offering of newly issued shares to the Investors is at the offering price of not lower than 90 percent of the market price of the ordinary shares of the Company as detailed above, therefore, it shall not give rise to the need for rights adjustment as specified in the terms and conditions governing rights and obligations of the warrant issuer and the warrant holders representing rights to purchase ordinary share for the warrants to purchase ordinary shares of the Company Series 4 (the "Warrants of the Company"). Therefore, the Company has no obligation to adjust the exercise price and/or the exercise ratio according to the Warrants of the Company. However, the terms and conditions governing rights and obligations of the warrant issuer and the warrant holders of the Warrants of the Company specify that "the Company shall adjust the exercise price and/or exercise ratio, throughout the term of the Warrant when the Company offers the newly issued ordinary shares to the existing shareholders and/or public and/or private placement at the average price per newly issued shares which is calculated lower than 90% of the "Market

Price of the Company's ordinary Shares". In this regard, the 'Market Price of the Company's ordinary Shares' means the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days prior to the first day of the offering of newly issued ordinary shares to the specific person. Therefore, the Company shall consider the rights adjustment again on the first day of the offering of newly issued ordinary shares to the private placement in this occasion.

5. After the allocation of shares as aforementioned the total amount of shares of the Company held by the Seller of SGMP shares is 17.35% of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of share allocation in consideration of the Share Purchase Transaction of SGMP). Therefore, the Seller of SGMP shares does not hold the number of shares that reaches or passes the trigger point requiring such investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board Tor.Jor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and as amended), or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.
6. Moreover, the issuance of such newly issued ordinary shares must be approved by the Shareholders' Meeting of the Company and the Company is also required to obtain approval from the SEC Office as specified in the Notification No. Tor.Jor. 72/2558 before such offering and allocation of the Company's newly issued ordinary shares.
7. If the offering price of the newly issued ordinary shares to the Seller of SGMP Shares is lower than 90 percent of the market price of the Company's shares before the first day of offering of the newly issued ordinary shares, the Company is obliged to prohibit the Seller of SGMP Shares from selling all of such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Seller of SGMP Shares may gradually sell up to 25 percent of such locked-up shares in accordance with the requirements set out in the Notification of the SET Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (as amended).
8. The Company expects that the entire sale and purchase process will be complete within July 2022 after the completion of the conditions precedent under the share purchase agreement have been completed or has been waived by the relevant parties and the obligations under the shares purchase have been taken to complete the transaction and after the Shareholders' Meeting has approved the Share Purchase Transaction of SGMP and the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP, including approval of matters necessary and/or in connection with the transaction.
9. the Board of Directors' Meeting resolved to propose that the Shareholders' Meeting consider approving to authorize the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to make any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, , and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET; and
- (2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies, or other relevant authorities, and the listing of the Company's newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares by way of private placement.

## 2.2 The Company's plan in case where there is a fraction of shares remaining

The newly issued shares offered to the Seller of SGMP Shares are the whole offering. Therefore, there is no case where there is a fraction of the share.

## 3. Schedule for the Shareholders' Meeting for Approval of the Capital Increase and New Share Allocation

The Extraordinary General Meeting of the Shareholders No.1/2022 is scheduled to be held on June 30, 2022 at 09:00 a.m. at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280 whereby:

- The share register shall be closed to suspend any share transfer for the right to attend the Shareholders' Meeting from ..... until the Shareholders' Meeting is adjourned.
- The record date to determine the list of shareholders entitled to attend the Shareholders Meeting shall be June 6, 2022 (Record date)

## 4. Approval for Capital Increase/New Share Allocation from Relevant Authorities and Conditions of Such Approval (if any)

- 4.1 Shareholders' Meeting of the Company considers and approves the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in SGMP, including approval for various matters necessary for and/or in connection with such transactions;

- 4.2 This capital increase shall be approved by the Shareholders' Meeting with not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders at the Meeting;
- 4.3 The Company shall obtain approval from the Securities and Exchange Commission for the offering of the newly issued ordinary shares by way of private placement as required by Notification No. TorJor. 72/2558 before proceeding with such offering and allocation of the Company's newly issued ordinary shares to the Seller of SGMP as payment for the acquisition and acceptance of shares in SGMP;
- 4.4 The Company shall apply for registration of the registered capital increase and the change of its paid-up capital of the Company and the amendment of the Memorandum of Association with the Department of Business Department, Ministry of Commerce; and
- 4.5 The Company shall apply for approval from the SET for listing of the newly issued ordinary shares as listed securities on the SET.

**5. Purpose of Capital Increase and the use of additional funds**

The Company shall use its 423,000,000 newly issued ordinary shares at a par value of THB 0.50 per share by way of private placement to the Seller of SGMP Shares at the offering price of THB 0.59 per share or a total value of THB 249,570,000 as payment in kind for the acquisition of SGMP's shares to Seller of SGMP Shares, whereas, the Seller of SGMP Shares shall pay the purchase price with not exceeding 6,150,000 shares at a par value of THB 5 per share which is fully paid up or representing 30 percent of all issued and paid-up shares of SGMP to pay for the Company's newly issued ordinary shares instead of cash payment.

**6. Expected Benefits to the Company from the Capital Increase/New Share Allocation**

The capital increase by issuing and allocating shares to the Seller of SGMP Shares in return for the purchase of SGMP shares will provide the Company with funds for the purchase of SGMP ordinary shares from Seller of SGMP Shares without affecting the significant financial position and the financial cost burden of the Company. In addition, the Company does not have to borrow money from financial institutions in full or obtaining a source of funds by other means. If the Company becomes a shareholder in SGMP by purchasing shares from the Seller of SGMP Shares who has been allocated with the Company's newly-issued ordinary shares this time, the Company will receive dividends from the profits of SGMP's business operations, which will benefit the Company and its shareholders.

**7. Expected Benefits to the Shareholders from the Capital Increase/New Share Allocation**

7.1 If the Company becomes a shareholder in SGMP by purchasing shares from Seller of SGMP Shares who has been allocated with the Company's newly-issued ordinary shares this time, the Company will receive dividends from the profits of SGMP's business operations, which will benefit the company and its shareholders.

7.2 After the Seller of SGMP Shares has been allocated with the new ordinary shares this time and has been registered as a shareholder of the Company. The Seller of SGMP Shares will be entitled to receive dividends when the Company declares dividends to the existing shareholders of the Company in accordance with the dividend policy of the Company.

The Company has a policy to pay dividends to the shareholders at the rate of 40 percent of net profit after deducting all kinds of reserves as prescribed in the Articles of Association and by law if there is no other necessity and the dividend payment shall in no way affect the Company's operations in material aspects. The Board of Directors' meeting shall propose the dividend payment to the Shareholders' Meeting for approval, except interim dividend, which the Board of Directors is empowered to approve such interim dividend payment, and then report the same to the next Shareholders' Meeting.

**8. Other Details Essential for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation**

Please consider Information memorandum of Dimet (Siam) Public Company Limited on an Acquisition of Assets regarding the Acquisition of Shares of SGMP Company Limited which is a Connected Transaction (Enclosure 1) and Information Memorandum on Offering and Allocation of Newly Issued Shares by way of Private Placement of Dimet (Siam) Public Company Limited (Enclosure 2) as reported to the SET.

**9. Schedule of Actions after the Board of Directors' Resolution to Approve the Capital Increase/New Share Allocation**

No.	Procedures	Tentative Date
1	Date of the Board of Directors' Meeting of the Company No. 4/2022	May 17, 2022

No.	Procedures	Tentative Date
2	Disclose the resolution of Board of Directors' Meetings No. 4/2022	May 17, 2022
3	Determine the names of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2022	June 6, 2022
4	The Extraordinary General Meeting of Shareholders No. 1/2022	June 30, 2022
5	The Company registers its registered capital increase with the Ministry of Commerce	Within 14 days from the date of the resolution of the Shareholders' Meeting
6	The Company offers newly issued ordinary shares to seller in SGMP for paying compensation for the purchase of ordinary shares in SGMP	Within 3 months from the date of the resolution of the Shareholders' Meeting or within 12 months from the date of the resolution of the Shareholders' Meeting to approve the share offering in the event where it is clearly specified by resolution of the Shareholders' Meeting that upon a lapse of such 3 months, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.
7	The Company registers the change of the paid-up capital with the Ministry of Commerce	Within 14 days from the date of the Company's receipt of

No.	Procedures	Tentative Date
		payments for the newly issued ordinary shares

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

\_\_\_\_\_  
(Mr. Voradit Thanapatra)

Authorized Director

\_\_\_\_\_  
(Mrs. Anya Thaworanun)

Authorized Director