



Enclosure

The Information Memorandum on the Acquisition of Asset
according to Schedule (2) 1, 2, 3, 5(3), 7 and 8 pursuant to
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

1. Information Memorandum according to Schedule (1) [Schedule (2) :1]

- 1) Date of transaction 30 June 2022
- 2) Related Parties and Relationships with Listed Company
 - Issuer of the capital increase share to Beyond Securities Public Company Limited (“BYD”)
 - specific investors (Private Placement) :
 - Purchaser of the capital increase share EA Mobility Holding Co., Ltd. (“EMH”), a subsidiary,
 - to specific investors (Private Placement): holds 99.99% of the registered capital by the
 - Company
 - Relationship with Listed Company : There is no relationship between BYD and EMH.
 - There is no connected persons of the Company.

3) Description of the Transaction

● General Description of the Transaction

EMH will acquire 990,800,000 newly issued ordinary shares to specific investors (Private Placement) of BYD with a par value of Baht 5.00 per share, or 23.63% of BYD’s paid-up capital after capital increase with a price of Baht 7.062 per share, representing the purchase of newly issued shares of Baht 6,997,029,600. At present, the Target Group operates the main business and has the following shareholding structure:

(A) BYD is a listed company, operating its core business as securities and derivatives brokerage. BYD has received the following licenses to operate as a securities company from the Ministry of Finance, the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand (SET):

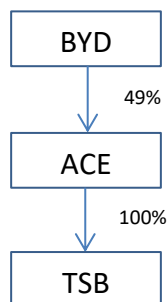
- (1) Securities Brokerage
- (2) Securities Trading
- (3) Investment Advisory
- (4) Underwriting
- (5) Securities Borrowing and Lending
- (6) Capital Fund
- (7) Derivatives Agent / Brokerage



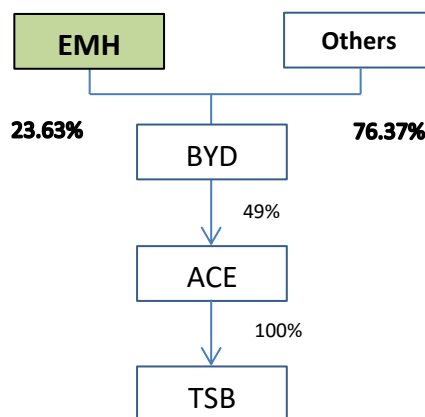
- (B) ACE operates the main business by holding shares in limited companies and/or public limited company, with BYD holding shares at 49% and other persons holding shares at a rate of 51%.
- (C) TSB operates the main business of providing service of buses in Bangkok and metropolitan areas, with ACE being a 100% shareholder.

However, this acquisition of newly issued shares of BYD by EMH will allow the Company to be an indirect shareholder of the above Target Group companies.

Shareholding Structure before the Transaction



Shareholding Structure after the Transaction



● **Transaction Size**

The size calculation of an asset acquisition by calculating it based on various criteria under the Notifications on Acquisition or Disposal of Assets, referred to the consolidated financial statements for the three months ended 31 March 2022 of the Company and BYD, which have been reviewed by the company's auditors, the following details are as follows:

Calculation Basis	Calculation formula	Transaction size (Percent)
1. Calculation based on the value of net tangible assets (NTA)	$\frac{(\text{NTA of investment in the company} \times \text{Proportion of assets acquired or disposed}) \times 100}{\text{NTA of the Company}}$	0.01169
2. Calculation based on net operating profits	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ration}) \times 100}{\text{Net operating profits of the Company}}$	Unable to calculate as BYD has operating loss.
3. Calculation based on total value of consideration paid or received	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the Company}}$	7.80245



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
โทรศัพท์ 02 248 2488-92, 02 002 3667-9 แฟกซ์ 02 248 2493 ทะเบียนเลขที่ 0107551000061

Calculation Basis	Calculation formula	Transaction size (Percent)
4. Calculation based on value of equity shares issued for the payment of assets	$\frac{\text{Equity shares issued for the payment of assets} \times 100}{\text{Paid-up Shares of the Company}}$	-

According to the above transaction size calculations, the maximum transaction size is 7.80245% based on the total value of the consideration and when combined with the acquisition of assets over a period of 6 months, with a total transaction size of 13.78087% prior the date of approval of the Board of Directors. The maximum total transaction size will be 21.58332%.

4) Details of the Acquired Assets

Type of Asset:	Ordinary shares of BYD
Total Number of Shares:	990,800,000 shares or equivalent to 23.63% of the issued and paid-up ordinary shares, with a par value of Baht 5.00 per share (after increase of PP)
Registered Capital:	Baht 18,196,712,220.00 (as of 30 June 2022)
Paid-up Capital:	Baht 14,396,712,220.00 (as of 30 June 2022)

Financial Information of BYD

Unit: Baht Thousand

Items	3 months period Ended 31 March 2022
Total Assets	1,553,278
Total Liabilities	154,776
Issued and paid-up capital	7,198,356
Equity	1,398,502
Total Income	1,624
Total Expense	35,307
Net Profit (Loss)	(33,632)

5) Total value of consideration and payment conditions

The total value of all consideration for the acquisition of 990,800,000 newly issued ordinary shares in BYD at a price of Baht 7.062 each amounted to Baht 6,997,029,600. The Company will pay the share subscription for the shares in cash and/or cheques to BYD at once.



6) Value of Acquired Assets

The BYD ordinary shares of 990,800,000 shares, with a par value of Baht 5.00 per share, at Baht 7.062 each, totaling Baht 6,997,029,600, payout at Baht 6,997,029,600.

7) Basis of Determination of the Value of Consideration

The value of the remuneration is based on negotiations between the Company and BYD.

8) The profit expected for the Company as the result of the transaction

The investment in BYD will enable the Company to acquire business partners, which creates opportunities for the growth of the Company's business. Due to this investment, the Company will have the opportunity to generate more sales of electric buses.

9) Source of Funds for the investment

The cash flows of company and loans from financial institutions.

10) Opinion of the Board of Directors on the Transaction

The Board of Directors opined that such share purchase will benefit the Company in accordance with the details mentioned in clause 8.

11) Opinions of the Audit Committee and/or Directors are different from Opinions of the Board of Directors as shown in clause 10.

- None -

2. Responsibility of the Board of Directors with respect to information memorandum in documents submitted to shareholders [Schedule (2) : 2]

The Board of Directors has carefully reviewed the information in this information memorandum and hereby certify that the information in this information memorandum is accurate, complete without false statements. There is no omission of material facts that are required or must be specified and no any statements that may misrepresent important shareholders in essence.

3. Opinions of an Independent Experts [Schedule (2) : 3]

- None -

4. Financial projections in the present year [Schedule (2) : 5(3)]

- None -

5. Pending important cases or claims [Schedule (2) : 7]

- None -

6. Benefits or related transactions between the Company and its directors, executives and shareholders both in directly or indirectly from 10 percent above [Schedule (2) : 8]

- None -