

(-Translation-)

10 January 2017

Subject: the Resolution of the Board of Directors Meeting and the convene of the Extraordinary General Meeting of Shareholders No. 1/2017

To: The President
The Stock Exchange of Thailand

Enclosure: 1. Information Memorandum on the Acquisition of Assets and the Connected Transaction Relating to the Transfer of the Entire Business of Pangolin Safety Products Company Limited
2. Capital Increase Report Form (F 53-4)
3. Information Memorandum on the Offering of the Company's Newly Issued Ordinary Shares to Specific Investors (Private Placement)

C.P.L. Group Public Company Limited ("the Company") would like to inform that Board of Directors' Meeting No. 1/2017 held on 10 January 2017 has the material resolutions as follows

1. Approved to propose the Shareholders Meeting to consider and approve the acceptance of the entire business of Pangolin Safety Products Company Limited ("PSP") and the execution of the relevant agreements for the restructuring of the group of companies by merging the business of PSP with the Company's business by way of the entire business transfer of PSP, which include all assets and liabilities of PSP as well as rights, duty, obligations and responsibilities as per all contracts that PSP has with contractual parties ("the Acquisition Transaction"). PSP will dissolve its company following the business transfer such that the entire business transfer shall comply with the tax wavier condition of the Revenue Code. The Acquisition Transaction is value at THB 531,000,000.

For the Acquisition Transaction of PSP, the Company will pay the consideration to PSP by issuing 15,489,942 shares with a par value of THB 10.00 as an alternative to the cash payment. Based on the ratio of the issuance of the Company's newly issued ordinary shares to PSP equals to 58.67 percent of the Company's total registered capital from the determination of capital increase price at THB 34.28, the total value amounted to THB 531,000,000.

* The ratio of the issuance of the Company's newly issued ordinary shares to PSP equals to 58.67of the Company's total registered capital, calculated by the total number of the Company's newly issued ordinary shares divided by the total number of the Company's existing total issued shares (i.e. $15,489,942 \div 26,399,995 = 0.5867$ or 58.67%)

The Acquisition Transaction of PSP will constitute an acquisition of the entire business of a private company pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and an acquisition of assets, Class 1 transaction as pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (the "Acquisition or Disposal Notifications") with the highest transaction size, is equivalent to 58.67 percent as calculated based on the total value of consideration paid method with reference to the reviewed financial statement of the Company as of 30 September 2016.

In addition, the Acquisition Transaction of PSP and the issuance of the Company's newly issued ordinary shares as a consideration for the Entire Business of PSP will constitute a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 (2003) (as amended) (the "Connected Transaction Notifications"), with the highest transaction size is equivalent to 58.43 percent of the Company's net tangible assets ("NTA") from the calculation that based on the reviewed financial statement of the Company as of 30 September 2016. Hence the transaction size exceeds 3 percent of the Company's NTA.

Therefore, the Company is required to undertake the following matters:

- (1) Prepares and discloses the information memorandums on the Acquisition of Assets and the Connected Transaction Relating to the Stock Exchange of Thailand (the "SET")
- (2) Sends the Shareholders Meeting's invitation packages to shareholders at least 14 days prior to the meeting date with information disclosure as stipulated in the Acquisition or Disposal Notifications and the Connected Transaction Notifications
- (3) Arranges for the Shareholders Meeting for the approval of the Acquisition Transaction of PSP where the approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote excluding the votes cast by the shareholders having an interest in the matter; and
- (4) Appoints an independent financial advisor (IFA) to provide an opinion on the Acquisition Transaction pursuant to the Acquisition or Disposal Notifications and the Connected Transaction Notifications and sends out such opinion report as a part of the Shareholders Meeting's invitation packages (as specified in (2))

Details on Information Memorandum on the Acquisition of Assets and the Connected Transaction of the Company are described in [Enclosure 1](#)

Furthermore, the Board of Directors deems appropriate to propose to the Shareholders Meeting to consider and authorize the proxy to the Board of Directors and/or the Managing Director and/or any person authorized by such person to negotiate, agree, determine, amend the details of conditions or process any necessary matters as regard the Acquisition Transaction of PSP including the signing of the Agreement, memorandums or any documents and liaison with government agencies or related regulatory agencies such as the Securities and Exchange Commission (the "SEC"), the SET as well as complete any appropriate and necessary procedures for the Company's best interest.

2. Approved to propose the Shareholders Meeting to consider and approve the increase of the Company's registered capital by THB 154,899,420 from THB 263,999,950 to THB 418,899,370 by issuing 15,489,942 newly issued ordinary shares, with a par value of THB 10.00 per share, for the allotment of newly issued ordinary shares to specific investors (Private Placement) as a consideration for the Entire Business of PSP, and the amendment to Clause 4 in the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital.

3. Approved to propose the shareholders meeting to consider and approve the allocation of 15,489,942 shares of the Company's newly issued ordinary shares, with a par value of THB 10.00 per share, to specific investor (Private Placement) at the offering price of THB 34.28 per share, totaling to THB 531,000,000 as a consideration for the entire business of PSP, which value at THB 531,000,000 as an alternative to the cash payment. Upon the completion of the increase of the Company's registered capital, PSP will hold 36.98 percent of the Company's total paid-up capital. (For detail please see Capital Increase Report Form (F 53-4) (Enclosure 2) and Information Memorandum on the Offering of the Company's Newly Issued Ordinary Shares to Specific Investors (Private Placement) (Enclosure 3))

This offering of the Company's newly issued ordinary shares to specific shareholders (Private Placement), is the offering at the price as determined by the Shareholder Meeting Resolution pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering of Newly Issued Shares by Listed Company to Specific Investors (the "Private Placement Notification") at the offering price of THB 34.28, which is an offering price with no discounted or not lower than 90 percent of the market price. The "market price" means the weighted average price of the Company's shares trading on the SET during 7 consecutive business days prior to the date on which the Company's Board of Directors has passed a resolution to propose the offering of the newly issued ordinary shares of the Company to the Extraordinary General Meeting of Shareholders No. 1/2017 for approval, from 28 December 2016 to 9 January 2017 which was equivalent to THB 32.08 per share (Information retrieved from SETTRADE at www.settrade.com of the SET). Nevertheless an approval for the offering of the newly issued ordinary shares of the Company to

specific investors (private placement) from the Office of the Securities and Exchange Commission (the "SEC Office") under the Private Placement Notification prior to the issuance of shares is required.

However, PSP shall be dissolved on the same day immediately upon receiving the Company's newly issued ordinary shares such that the entire business transfer comply with the tax waiver condition of the Revenue Code. Therefore, the newly issued ordinary shares of the Company shall be distributed to PSP's shareholders who are individual of Wongcharoensin Group and Charoensin Holding Company Limited (collectively called "Wongcharoensin Group"). As at 10 January 2017, individuals of Wongcharoensin Group hold the Company's ordinary shares in the amount totaling 51.27 percent of all issued and paid-up shares of the Company (their holding has exceeded 50 percent since 2013) and shall be allotted the Company's newly issued ordinary shares under PSP's liquidation process and distribution of assets (including the Company's newly issued ordinary shares in the amount of 15,489,942 shares), which accounted for 36.98 percent of the Company's issued and paid-up shares after the capital increase. As a result, individuals of Wongcharoensin Group shall together hold total of 69.29 percent of the Company's issued and paid-up shares.

Following the fact that individuals of Wongcharoensin Group had acquired the Company ordinary shares in excess of 50 percent of the Company's total voting rights in 2013, individuals of Wongcharoensin Group has a duty to make a tender offer for all securities of the Company (excluding the Company newly issued ordinary shares for PSP in the amount of 15,489,942 shares as a consideration for the acquisition transaction of PSP) pursuant to Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers. After the acquisition transaction of PSP and the issuance of the Company newly issued ordinary shares for PSP as a consideration of the acquisition transaction, individuals of Wongcharoensin Group (as an individual or as a group) shall not be obliged to make another tender offer of all securities of the Company.

In addition, the allocation of the Company's newly issued ordinary shares to PSP constitutes a connected transaction pursuant to the Connected Transaction Notifications, in which the total transaction size of the Acquisition Transaction is equivalent to 58.43 percent of the Company's NTA. Therefore, the Company is required to disclose the information memorandum on the Connected Transaction and obtain the approval from the Shareholders Meeting for entering into the connected transaction, where the approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote, excluding the votes cast by the shareholders having an interest in the matter.

Furthermore, the Board of Directors deems appropriate to propose to the Shareholders Meeting to authorize the proxy to the Board of Directors and/or Managing Director and/or individual as assigned by the

authorized person an authority to determine details, date and time regarding the allotment of the capital increase shares including negotiate and sign relevant documents and agreements together with applications, contacts or report to the Ministry of Commerce, the SEC, the SET as well as the listing of capital increase shares on the SET and others appropriate and necessary procedures related to the capital increase as deems appropriated.

4. Approved to propose the Shareholders Meeting to consider and approve the amendment to the objectives of the Company to be in line with the acceptance the entire business of PSP by way of the entire business transfer with the amendment of 6 objectives resulting in the total of 47 objectives and the amendment to Clause 3 of the Memorandum of Association of the Company to be in line with the amendment to the objectives of the Company. Details of amendment shall be as specified in the invitation to the Extraordinary General Meeting of Shareholders No. 1/2017, which will be distributed to shareholders later.

Removal (to comply with regulation on the Company Registration of the Office of the Central Company and Partnership Registration)		Amendment (for the acceptance of PSP business transfers)	
No. 27	Operate tourism guide business and all businesses related to tourism guide business	No. 27	Operate leather plat compactor factory, for production of artificial fabrics, artificial papers, Woven fabrics of synthetic fibers, fabric gloves
No. 28	Operate foreign exchange business	No. 28	Operate foreign exchange business <u>after the approval of related regulatory agencies</u>
		No. 44	Operate commercial business of raw hides, semi-finished leather, finished leather, leather lacquer film
		No. 45	Operate commercial business of rubber sole shoes, materials and tools for productions of shoes, bags and belt
		No. 46	Operate production factory and distribution of genuine leather shoes, synthetic leather shoes and all leather products including safety shoes, steel head safety shoes, safety helmets and leather gloves

Removal (to comply with regulation on the Company Registration of the Office of the Central Company and Partnership Registration)		Amendment (for the acceptance of PSP business transfers)	
		No. 47	Operate production factory and distribution of all safety equipment and all personal protective equipment

5. Approved to appoint S14 Advisory Company Limited, which is a financial advisor in the approved list of the SEC Office, to be an independent financial advisor to provide an opinion on the Acquisition Transaction pursuant to the Acquisition of Assets and the Connected Transaction of the Company.

6. Approved to convene the Extraordinary General Meeting of Shareholders No. 1/2017 which will be held on 23 February 2017 at 2.00 pm at Suanluang Ballroom, 1st Floor, Novotel Bangkok Bangna 333 Srinakarin Road, Nongbon, Pravet, Bangkok to consider the meeting agenda as follows:

- Agenda 1 Consider and acknowledge the minute of the Annual General Meeting of Shareholder 2016
- Agenda 2 Consider and approve the acceptance of the entire business of Pangolin Safety Products Company Limited by way of entire business transfer and execution of relevant agreements, which is considered as an acquisition of assets and a connected transaction of the Company.
- Agenda 3 Consider and approve the increase of the Company's registered capital by THB 154,899,420 from THB 263,999,950 to THB 418,899,370 by issuing 15,489,942 newly issued ordinary shares, with a par value of THB 10.00 per share and the amendment to Clause 4 in the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital
- Agenda 4 Consider and approve the allocation of the Company's newly issued ordinary shares to specific investors (Private Placement), whom is deem as connected persons of the Company.
- Agenda 5 Consider and approve the amendment to the objectives of the Company and the amendment to Clause 3 of the Memorandum of Association of the Company to be in line with the amendment to the objectives of the Company.

Agenda 6 Consider other matters (if any)

Since matters of agenda 2 to agenda 5 are all related, therefore the consideration and approval of matter as per agenda 2 to agenda 5 are all precedent conditions of one another, should any agenda has not been approved, any previously approved agenda shall be void and the consideration of any outstanding agenda shall be cancel such that all matters of agenda 2 to agenda 5 shall be deem as have not been approved by the Shareholders Meeting.

7. Approved the determination of the date for determining the names of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2016 (Record Date) on 26 January 2017 and the date for gathering the names of shareholders under section 225 of Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer on 27 January 2017.

8. Approved the amendment of authorized directors as follows

“Mr. Manoch Wongcharoensin, or Mr. Suwatchai Wongcharoensin, or Mr. Kitichai Wongcharoensin co-sign with Mr. Puvasith Wongcharoensin or Mr. Lai Chi Hsiang or Mr. Kuo Shih Lun with the Company’s affix”

Please be informed accordingly.

Yours Sincerely,

(Mr. Suwatchai Wongcharoensin)

Director & Corporate Secretary

(-Translation-)

Information Memorandum on the Acquisition of Assets and the Connected Transaction of

C.P.L. Group Public Company Limited

Relating to the Transfer of the Entire Business of Pangolin Safety Products Company Limited

10 January 2017

The Board of Directors Meeting No. 1/2017 of C.P.L. Group Public Company Limited (“the Company”) held on 10 January 2017 approved to propose the Shareholders Meeting to consider and approve the acceptance of the entire business of Pangolin Safety Products Company Limited (“PSP”) and the execution of the relevant agreements for the restructuring of the group of companies by merging the business of PSP with the Company’s business by way of the entire business transfer of PSP, which include all assets and liabilities of PSP as well as rights, duty, obligations and responsibilities as per all contracts that PSP has with contractual parties. PSP will then dissolve its company following the business transfer such that the entire business transfer shall comply with the tax waiver condition of the Revenue Code. The Acquisition Transaction is value at THB 531,000,000. For the Acquisition Transaction of PSP, the Company will pay the consideration to PSP by issuing 15,489,942 shares with a par value of THB 10.00 as an alternative to the cash payment. Based on the ratio of the issuance of the Company’s newly issued ordinary shares to PSP equals to 58.67% of the Company’s total registered capital from the determination of capital increase price at THB 34.28 (“the Acquisition Transaction of PSP”)

The Acquisition Transaction of PSP will constitute an acquisition of the entire business of a private company pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and an acquisition of assets, Class 1 transaction as pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (the “Acquisition or Disposal Notifications”) with the highest transaction size, is equivalent to 58.67% as calculated based on the total value of issued securities basis with reference to the reviewed financial statement of the Company as of 30 September 2016. In addition, the Acquisition Transaction of PSP and the issuance of the Company’s newly issued ordinary shares as a consideration for the Entire Business of PSP will constitute a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 (2003) (as amended) (the “Connected Transaction Notifications”), with the highest transaction size is equivalent to 58.43 percent of the Company’s net tangible assets (“NTA”) from the calculation that based on the reviewed financial statement of the Company as of September 30, 2016. Hence the transaction size exceeds 3 percent of NTA

Therefore, the Company is required to prepare and disclose the information memorandums on the Acquisition of Assets and the Connected Transaction Relating to the Stock Exchange of Thailand (“the SET”), and arrange for the

shareholders' meeting for the approval of such transactions where the approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote excluding the votes cast by the shareholders having an interest in the matter. The Company will send the invitation packages of the shareholders' meeting to shareholders at least 14 days prior to the meeting date with information disclosure as stipulated in the Acquisition or Disposal Notifications and the Connected Transaction Notifications along with the opinion of the appointed independent financial advisor (IFA).

The details of the asset acquisition and connected transactions are stated below:

1) Transaction date

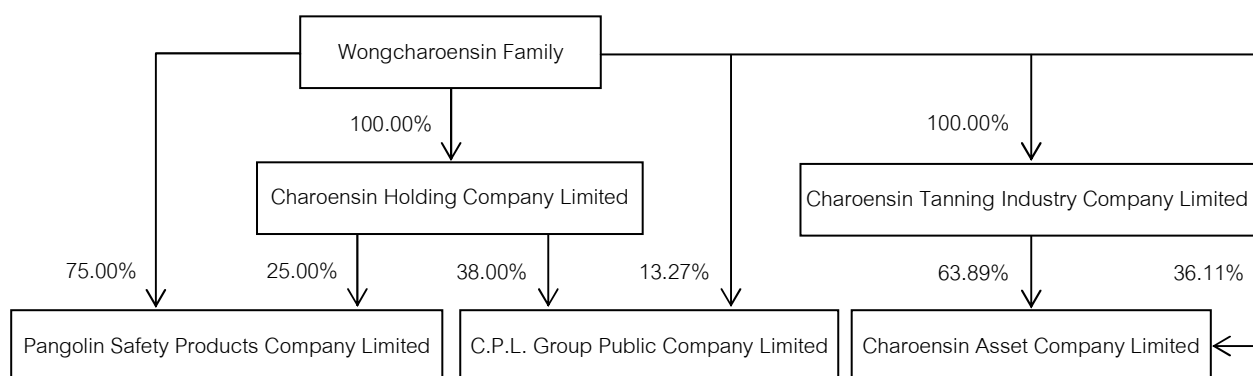
The Company will receive entire business transfer from PSP and pay for the consideration by issuing 15,489,942 common shares at the offer price of THB 34.28 per share approximately, totaling value of THB 531,000,000 as a substitute for cash payment. After the Company's Extraordinary General Meeting of Shareholders No. 1/2017 on 23 February 2017 has a resolution approving the asset acquisition transaction, connected transaction, and increase of registered capital and allocation of newly-issued common shares to PSP, and all of the conditions precedents specified in Clause 10 are completed, the Company expected the Transaction to be completed withing March 2017.

2) The parties involved and the relationship with the Company

Transferee: C.P.L. Group Public Company Limited ("the Company")
 Transferer: Pangolin Safety Products Company Limited ("PSP")
 Relationship: Wongcharoensin Family directly and indirectly owns 100.00% of shares of PSP. Individuals in Wongcharoensin Family also directly and indirectly own 51.27% of issued and paid-up shares of the Company

The connected parties and the relationship with the Company are as follows:

Wongcharoensin Group consists of Charoensin Holding Company Limited, Charoensin Asset Company Limited, and Wongcharoensin Family. The relationship among each of them is illustrated below:



- Remarks:
- 1/ Information from the list of shareholders' names of the Company as at 30 November 2016
 - 2/ Information from the list of shareholders' names of PSP as at 30 April 2016
 - 3/ Information from the list of shareholders' names of Charoensin Holding Company Limited as at 30 April 2016
 - 4/ Information from the list of shareholders' names of Charoensin Asset Company Limited as at 28 April 2016
 - 5/ Information from the list of shareholders' names of Charoensin Tanning Industry Company Limited as at 30 April 2016

At present (information as at 10 January 2017), Charoensin Asset Company Limited does not own any of the Company's and PSP's shares. Shareholders of PSP are Charoensin Holding Company Limited and individuals in Wongcharoensin Family who are also shareholders of the Company, PSP and Charoensin Holding Company Limited (which is also a major shareholder of the Company).

Connected Persons	The Company ^{1/}		PSP ^{2/}		Charoensin Holding Company Limited ^{3/}		Charoensin Asset Company Limited ^{4/}		Charoensin Tanning Industry Company Limited ^{5/}	
	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship
Charoensin Holding Company Limited	38.00		25.00		n/a		-		-	
Charoensin Asset Company Limited	-		-		-		n/a		-	
Charoensin Tanning Industry Company Limited	-		-		-		63.89		n/a	
Mr. Manoch Wongcharoensin	3.84	- Director and authorized director - Chairman of the Board of Directors	-		-		-	- Director		- Director
Mrs. Thidaporn Wongcharoensin	-		-		-		-		-	
Mr. Vivat Wongcharoensin	2.27	- Person to be nominated as director of the Company	14.38	- Director and authorized director	12.50	- Director and authorized director	6.87	- Director and authorized director	12.50	- Director and authorized director
Miss Nutnapa Wongcharoensin	-		0.88		2.50		2.15	- Director and authorized director	5.00	
Mr. Natthakit Wongcharoensin	-		3.50		10.00	- Director	-		7.5	
Mr. Rattanachai Wongcharoensin	-		-		5.00		6.87		5.00	- Director and authorized director
Mrs. Usa Wongcharoensin	0.86		-		5.00		-		5.00	- Director
Mr. Puvasith Wongcharoensin	-	- Director	12.19	- Director and authorized	3.75	- Director and authorized	2.15		3.75	

Connected Persons	The Company ^{1/}		PSP ^{2/}		Charoensin Holding Company Limited ^{3/}		Charoensin Asset Company Limited ^{4/}		Charoensin Tanning Industry Company Limited ^{5/}	
	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship
				director - Managing Director		director				
Mr. Wuttichai Wongcharoensin	0.38		2.19		3.75	- Director	-		3.75	
Mr. Natthajak Wongcharoensin	0.40		2.19		3.75		-		3.75	
Mr. Theerawat Wongcharoensin	0.38	- Director of Production - Chemical Purchasing Manager, Planning & Production Manager	2.19		3.75		-		3.75	
Mr. Thavatchai Wongcharoensin	0.30	- Advisor	-		-		6.87		2.50	- Director and authorized director
Mrs. Somsuk Wongcharoensin	0.29		-		-		-			
Mr. Suwatchai Wongcharoensin	0.47	- Director and authorized director - Vice Managing Director - Director of Operating Officer, Director of Investment - Other Purchasing Manager, Maintenance Manager, Human Resource Manager	12.45		7.00		2.15		5.00	- Director
Miss Ratchanee Wongcharoensin	0.34		0.70		2.00		-		3.75	

Connected Persons	The Company ^{1/}		PSP ^{2/}		Charoensin Holding Company Limited ^{3/}		Charoensin Asset Company Limited ^{4/}		Charoensin Tanning Industry Company Limited ^{5/}	
	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship
Mr. Kitichai Wongcharoensin	0.34	- Director - Director of Sales & Marketing - Rawhides Purchasing Manager	2.45	- Director and authorized director	7.00	- Director and authorized director	-		5.00	
Mr. Veerachai Wongcharoensin	0.67		2.45		7.00	- Director	-		5.00	
Mr. Napattavat Wongcharoensin	-		0.70		2.00		-		3.75	
Mr. Manit Wongcharoensin	1.66		0.00002	- Director and authorized director	-	- Director and authorized director	6.87	- Director and authorized director	12.50	- Director and authorized director
Mrs. Payao Wongcharoensin	0.60		3.50		12.00		2.15		7.50	
Mr. Issara Wongcharoensin	0.47		15.25		13.00	- Director	-		5.00	- Director
Total	51.27		100.00		100.00		100.00		100.00	

Remarks: ^{1/} Information from the list of shareholders' names of the Company as at 30 November 2016

^{2/} Information from the list of shareholders' names of PSP as at 30 April 2016

^{3/} Information from the list of shareholders' names of Charoensin Holding Company Limited as at 30 April 2016

^{4/} Information from the list of shareholders' names of Charoensin Asset Company Limited as at 28 April 2016

^{5/} Information from the list of shareholders' names of Charoensin Tanning Industry Company Limited as at 30 April 2016

3) General characteristics of the Transaction and the transaction size

3.1) General characteristics of the transaction

The Company will accept the transfer of PSP's entire business with total value of THB 531,000,000 and pay for the consideration by issuing 15,489,942 common shares with par value of THB 10.00 per share as an alternative to the cash payment, based on the ratio of the issuance of the Company's newly issued ordinary shares to PSP equal to 58.67% of the Company's total registered capital, at the offer price of THB 34.28 per share approximately, totaling value of THB 531,000,000. After the Extraordinary General Meeting of Shareholders No. 1/2017 has a resolution approving the increase of registered capital and the Company completes the capital increase registration with the Ministry of Commerce, PSP will become a shareholder of the Company owning 36.98% of total issued and paid-up shares of the Company. PSP shall then be dissolved such that the entire business transfer complies with the tax waiver condition of the Revenue Code. Therefore, the newly issued ordinary shares of the Company shall be distributed to PSP's shareholders as shown in details below in Clause 4.2 (3) "Shareholding structure before and after the Transaction of the acceptance of entire business transfer".

As at 30 September 2016, PSP has total assets and liabilities as follows:

As at 30 September 2016	Financial Statement of PSP (Unit : THB million)
Total assets	515.08
Total liabilities	238.46

By way of the Entire Business Transfer, the Company will accept PSP's entire business including all assets and liabilities of PSP, rights, responsibilities, obligations, and contractual obligation of which PSP has with other parties, employees, permits, other rights related to PSP's business operation, as well as all benefits from the assets. The sequence of the receipt of entire business transfer from PSP is as follows:

1. The Company and PSP sign the Entire Business Transfer Agreement.
2. The Company's and PSP's extraordinary general meeting of shareholders have a resolution approving the entire business transfer transaction.
3. The Company proceeds with the request of approval for the private placement of newly-issued shares to the Securities and Exchange Commission and the Stock Exchange of Thailand
4. PSP transfers its entire business to the Company, and the Company pays for the consideration by issuing 15,489,942 ordinary shares to PSP at par value of THB 10.00 per share as a substitute for cash payment, at the offering price of THB 34.28 per share approximately, totaling value of THB 531,000,000.

5. PSP shall be dissolved and registered for liquidation such that the entire business transfer complies with the tax waiver condition of the Revenue Code. All assets (including the 15,489,942 newly issued ordinary shares of the Company) shall be distributed to PSP's shareholders as shown in details below in Clause 4.2 (3) "Shareholding structure before and after the Transaction of the receipt of entire business transfer". As a result, PSP's shareholders will become shareholders of the Company after the transaction.

Details of the increase in numbers of ordinary shares to be allotted to PSP's shareholders are shown in the Information Memorandum on the Offering of the Company's Newly Issued Ordinary Shares to Specific Investors (Private Placement).

3.2) Class and size of the transaction

3.2.1) Asset acquisition transaction

The acceptance of entire business transfer from PSP will constitute an acquisition of assets, Class 1 transaction as pursuant to the notification on acquisition or disposal of assets, with the highest transaction size of 58.67% as calculated on the total value of issued securities basis, with reference to the reviewed financial statement of the Company as at 30 September 2016. The Company did not engage in other connected transactions during the past 6 months.

The calculation of the size of asset acquisition transaction based on the Company's financial statements as at 30 September 2016 is shown in the table as follows:

1. Net Tangible Asset Value Basis	$= \frac{\text{NTA of PSP} \times \text{Acquisition proportion}}{\text{NTA of CPL}}$ $= \frac{(\text{THB } 267.44 \text{ million} \times 100.00\%)}{(\text{THB } 908.81 \text{ million})}$ $= 29.43\%$ <p>* NTA of PSP as per the reviewed financial statements of PSP as at 30 September 2016</p>
2. Net Profit Basis	$= \frac{\text{Net profit of PSP} \times \text{Acquisition proportion}}{\text{Net profit of CPL}}$ $= \text{Unable to calculate as CPL's net profit for the past 4-quarter ending on 30 September 2016 is negative}$
3. Consideration Value Basis	$= \frac{\text{Consideration value}}{\text{Total assets of CPL}}$ $= \frac{(\text{THB } 531.00 \text{ million})}{(\text{THB } 1,560.78 \text{ million})}$ $= 34.02\%$
4. Value of Issued Securities Basis	$= \frac{\text{Number of issued shares for repayment of asset}}{\text{Total issued shares}}$

	<p>Number of issued and paid shares of CPL</p> <p>= (15,489,942 shares) / (26,399,995 shares)</p> <p>= 58.67%</p>
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3.2.2) Connected transaction

The Acquisition Transaction of PSP and the issuance of the Company's newly issued ordinary shares as a consideration for the Entire Business of PSP will constitute a connected transaction pursuant to the notifications on connected transactions, with the highest transaction size is equivalent to 58.43% of the Company's NTA from the calculation that based on the reviewed financial statement of the Company as as 30 September 2016. Hence the transaction size exceeds 3.00% of NTA. The Company did not engage in other connected transactions during the past 6 months.

NTA of the Company and PSP as at 30 September 2016 are as follows:

As at 30 September 2016 (Unit : THB million)	The Company	PSP
Total assets	1,560.78	515.08
<u>Less</u> : Intangible assets	(28.56)	(9.18)
<u>Less</u> : Total liabilities	(623.41)	(238.46)
<u>Less</u> : Non-controlling interest	-	-
Net tangible assets (NTA)	(908.81)	267.44

Therefore, the Company is required to undertake the following matters:

- (1) Prepares and discloses the information memorandums on the Acquisition of Assets and the Connected Transaction Relating to the Stock Exchange of Thailand
- (2) Sends the invitation packages of the shareholders' meeting to shareholders at least 14 days prior to the meeting date with information disclosure as stipulated in the Acquisition or Disposal Notifications and the Connected Transaction Notifications
- (3) Arranges for the shareholders' meeting for the approval of the Acquisition Transaction of PSP where the approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote excluding the votes cast by the shareholders having an interest in the matter; and
- (4) Appoints an independent financial advisor (IFA) to provide an opinion on the Acquisition Transaction pursuant to the Acquisition or Disposal Notifications and the Connected Transaction Notifications and sends out such opinion report as a part of the Shareholders Meeting's invitation packages (as specified in (2))

4) Details of the assets acquired

After the shareholders' meeting of the Company has the resolution to approve the receipt of entire business transfer from PSP, the Company will receive business transfer from PSP via the process of Entire Business Transfer. Details are as follows:

4.1) Details of PSP

(1) Overview of business

Date of establishment registration	28 December 2015 PSP was established as a result of amalgamation between Safety Shoes Company Limited (founded on 1 June 1983) and Pangolin Safety Products Company Limited (founded on 19 May 2011)
Nature of business	Manufacturer of safety shoes, and importer of personal protective equipments for resales
Address	199/8 Moo 3, Panthong-Banbeung Road, Banbeung Sub-district, Banbeung District, Chonburi 20170
Registered and paid-up capital	THB 100,000,000
Number of registered and paid-up shares	10,000,000 shares
Par value	THB 10.00 per share

(2) Board of directors of PSP

The board of directors according to PSP's affidavit as at 10 January 2017 comprises of:

List of PSP's Directors	Position
1. Mr. Manit Wongcharoensin	Director
2. Mr. Puvasith Wongcharoensin	Director
3. Mr. Kitichai Wongcharoensin	Director
4. Mr. Vivat Wongcharoensin	Director

(3) Shareholders of PSP

Shareholders according to PSP's list of shareholders' names as at 30 April 2016 are as follows:

Shareholders of PSP	Number of Shares	Percentage of Total Shares
1. Charoensin Holding Company Limited	2,500,000	25.00
2. Mr. Issara Wongcharoensin	1,524,999	15.25
3. Mr. Vivat Wongcharoensin	1,437,500	14.38
4. Mr. Suwatchai Wongcharoensin	1,244,999	12.45
5. Mr. Puvasith Wongcharoensin	1,218,750	12.19
6. Mr. Natthakit Wongcharoensin	350,000	3.50

Shareholders of PSP	Number of Shares	Percentage of Total Shares
7. Mrs. Payao Wongcharoensin	349,999	3.50
8. Mr. Kitichai Wongcharoensin	245,001	2.45
9. Mr. Veerachai Wongcharoensin	245,000	2.45
10. Mr. Wuttichai Wongcharoensin	218,750	2.19
11. Mr. Natthajak Wongcharoensin	218,750	2.19
12. Mr. Theerawat Wongcharoensin	218,750	2.19
13. Miss Nutnapa Wongcharoensin	87,500	0.88
14. Miss Ratchanee Wongcharoensin	70,000	0.70
15. Mr. Napattavat Wongcharoensin	70,000	0.70
16. Mr. Mani Wongcharoensin	2	0.00002
Total	10,000,000	100.00

(4) Financial highlight of PSP

Statement of Financial Position Unit : THB million	Consolidated Financial Statement ² (before amalgamation ¹)		Separate Financial Statement ³ (after amalgamation ¹)	
	As at 1 January 2014 Unaudited	As at 31 December 2014 Unaudited	As at 31 December 2015 Audited	As at 30 September 2016 Reviewed
Assets				
Trade and other receivables	94.48	83.80	85.41	94.36
Inventories	132.54	129.23	196.26	181.01
Total current assets	235.71	245.53	302.33	306.39
Land, buildings and equipment	225.48	229.64	209.35	195.74
Total non-current assets	236.62	241.92	222.96	208.69
Total assets	472.33	487.45	525.29	515.08
Liabilities				
Trade and other payables	79.29	58.48	68.87	79.39
Total current liabilities	262.51	261.47	219.60	209.87
Total non-current liabilities	88.62	41.79	65.66	28.58
Total liabilities	351.14	303.26	285.26	238.46
Equities				
Paid-up capital	80.00	80.00	100.00	100.00
Deficit on amalgamation under	-	-	(20.00)	(20.00)

Statement of Financial Position Unit : THB million	Consolidated Financial Statement ² (before amalgamation ¹)		Separate Financial Statement ³ (after amalgamation ¹)	
	As at 1 January 2014 Unaudited	As at 31 December 2014 Unaudited	As at 31 December 2015 Audited	As at 30 September 2016 Reviewed
common control				
Legal reserve	1.96	1.96	1.96	1.96
Retained earnings	39.23	102.23	158.06	194.66
Total equities	121.20	184.19	240.02	276.62

Statement of Comprehensive Income Unit : THB million	Consolidated Financial Statement ² (before amalgamation ¹)		Separate Financial Statement ³ (after amalgamation ¹)
	2014 Unaudited	2015 ⁴ Audited	9-month period ending on 30 September 2016 Reviewed
Sales	577.00	594.89	445.23
Cost of sales	341.36	347.23	279.26
Gross profit	235.64	247.66	165.97
Other income	13.77	3.60	6.58
Selling and administrative expenses	159.23	171.14	119.20
Other expenses	27.19	24.29	16.70
Net profit for the period	62.99	55.83	36.64

- Remarks:
1. PSP underwent group restructuring in 2015 via amalgamation with its subsidiary which was completed on 28 December 2015.
 2. The consolidated financial statements (before amalgamation) for the period from 1 Jan 2015 to 28 December 2015 are audited by Mr. Cherdasukol Aonmongkol, an auditor qualified by the Securities and Exchange Commission and the Stock Exchange of Thailand, with the certified public accountant number 7195 of CWWP Company Limited. The said financial statements also show comparison of financial positions as at 1 January 2014 (unaudited) and as at 31 December 2014 (unaudited).
 3. The separate financial statements (after amalgamation) for the period from 28 December 2015 to 31 December 2015 and for 9-month period ending on 30 September 2016 are audited by Mr. Cherdasukol Aonmongkol, an auditor qualified by the Securities and Exchange Commission and the Stock Exchange of Thailand, with the certified public accountant number 7195 of CWWP Company Limited.

4. Equal to summation of operating results from the consolidated financial statements (before amalgamation) for the period from 1 January 2015 to 28 December 2015, and the separate financial statements (after amalgamation) for the period from 28 December 2015 to 31 December 2015.

4.2) Expected details of the Company after the acceptance of entire business transfer

(1) Details of the Company

Company's name	C.P.L. Group Public Company Limited
Ticker symbol	CPL
Nature of business	Leather tannery and manufacturer of finished leather, manufacturer of safety shoes under its own brand, and sales agent of personal protective equipments
Expected registered and paid-up capital after the receipt of entire business transfer	THB 418,899,370
Number of expected registered and paid-up shares after the receipt of entire business transfer	41,889,937 shares
Par value	THB 10.00 per share

(2) Expected Board of Directors after the receipt of entire business transfer

Expected Members of Board of Directors after the acceptance of entire business transfer	Position
1 Mr. Suwatchai Wongcharoensin	Chairman of the Board of Directors
2 Mr. Puvasith Wongcharoensin	Director
3 Mr. Kitichai Wongcharoensin	Director
4 Mr. Vivat Wongcharoensin	Director
5 Mr. Chen Rui-Teng	Director
6 Mr. Kuo Shin-Lun	Director
7 Mr. Ruth Banomyong	Chairman of the Audit Committee / Independent Director
8 Mr. Mongkon Laoworapong	Audit Committee / Independent Director
9 Mr. Supapat Ongsangkoon	Audit Committee / Independent Director

(3) Shareholding structure before and after the Transaction of the acceptance of entire business transfer

In reference to the list of shareholders' names of the Company as at 30 November 2016 and the list of shareholders' names of PSP as at 30 April 2016:

Order	List of the Company's Shareholders	Before the acceptance of Entire Business Transfer as at 30 November 2016		Increase in the Company's Shares Allocated to PSP Shareholders Proportionately ^{1/}		After the acceptance of the Entire Business Transfer ^{2/3/}	
		Number of shares	%	Number of shares	%	Number of shares	%
1.	Charoensin Holding Company Limited	10,032,000	38.00	3,872,486	25.00	13,904,486	33.19
2.	Charoensin Asset Company Limited	-	-	-	-	-	-
3.	Mr. Manoch Wongcharoensin	1,013,220	3.84	-	-	1,013,220	2.42
4.	Mrs. Thidaporn Wongcharoensin	-	-	-	-	-	-
5.	Mr. Vivat Wongcharoensin	600,000	2.27	2,226,679	14.38	2,826,679	6.75
6.	Miss Nutnapa Wongcharoensin	-	-	135,537	0.88	135,537	0.32
7.	Mr. Natthakit Wongcharoensin	-	-	542,148	3.50	542,148	1.29
8.	Mr. Rattanachai Wongcharoensin	-	-	-	-	-	-
9.	Mrs. Usa Wongcharoensin	226,000	0.86	-	-	226,000	0.54
10.	Mr. Puvasith Wongcharoensin	-	-	1,887,837	12.19	1,887,837	4.51
11.	Mr. Wuttichai Wongcharoensin	100,000	0.38	338,842	2.19	438,842	1.05
12.	Mr. Natthajak Wongcharoensin	104,600	0.40	338,842	2.19	443,442	1.06
13.	Mr. Theerawat Wongcharoensin	100,000	0.38	338,842	2.19	438,842	1.05
14.	Mr. Thavatchai Wongcharoensin	78,000	0.30	-	-	78,000	0.19
15.	Mrs. Somsuk Wongcharoensin	77,500	0.29	-	-	77,500	0.19
16.	Mr. Suwatchai Wongcharoensin	124,500	0.47	1,928,496	12.45	2,052,996	4.90
17.	Miss Ratchanee Wongcharoensin	90,250	0.34	108,430	0.70	198,680	0.47
18.	Mr. Kitichai Wongcharoensin	91,000	0.34	379,505	2.45	470,505	1.12
19.	Mr. Veerachai Wongcharoensin	175,870	0.67	379,504	2.45	555,374	1.33
20.	Mr. Napattavat Wongcharoensin	-	-	108,430	0.70	108,430	0.26
21.	Mr. Manit Wongcharoensin	439,500	1.66	3	0.00	439,503	1.05
22.	Mrs. Payao Wongcharoensin	158,500	0.60	542,146	3.50	700,646	1.67
23.	Mr. Issara Wongcharoensin	125,300	0.47	2,362,215	15.25	2,487,515	5.94
	Other shareholders	12,863,755	48.73	-	-	12,863,755	30.71
	Total	26,399,995	100.00	15,489,942	100.00	41,889,937	100.00

- Remarks : ^{1/} The 15,489,942 shares of increase capital are proportionately allotted to PSP's shareholders under the entire business transfer process.
- ^{2/} Shareholding structuring after the receipt of entire business transfer is based on the information from the list of shareholders' names of PSP as at 30 April 2016
- ^{3/} Shareholders of PSP are individuals of Wongcharoensin Group which comprise of Charoensin Holding Company Limited, Charoensin Asset Company Limited and individuals of Wongcharoensin Family who are shareholders of PSP and/or the Company. Information as at 30 November 2016, individuals of Wongcharoensin Group held 51.27% of the Company's shares and will be allotted the newly issue ordinary shares from the liquidation after the dissolution and asset distribution of PSP (including the Company's newly issue ordinary shares in the amount of 15,489,942 shares, representing 36.98 of the Company's paid-up capital after the capital increase). As a result, individuals of Wongcharoensin Group will hold the Company's shares in the total amount of 69.29% of the Company's paid-up capital.
- The Tender Offeror's group has held the ordinary shares of over 50% of the Company's total voting right since 2013 and have a duty to make tender offer to purchase all securities of the Company (excluding the newly issued ordinary shares for PSP in the amount of 15,489,942 shares as a consideration for acceptance of the entire business transfer of PSP as pursute to the Notification of the Capital Market Supervisory Board No. Thor Jor 12/2554 regarding regulations, conditions and procedure to business taking over. After the entire business transfer of PSP and the issuance of the Company's newly issued ordinary shares for PSP as consideration for the entire business transfer, individuals of Wongcharoensin Group (as an individual or as a group) shall have no duty to make another Tender Offer to purchase all securities of the Company again.

5) Total consideration value and criteria for determining the consideration value

The entering into the entire business transfer of PSP and the issuance of the newly issued shares as a consideration for such entire business transfer as an alternative to the cash payment is still uncertain since the executions will only occur when all conditions are fulfill including the Extraordinary General Meeting of Shareholders No. 1/2017 that will be held on 23 February 2017 has resolutions approving the Company to enter the transaction in all related agendas as follows

- 5.1 The Company will pay the consideration for the entire business transfer of PSP with the total value of THB 531,000,000 by issuing 15,489,942 shares with a par value of THB 10.00 as an alternative to the cash payment with the total value of THB 531,000,000 as based on the ratio of the issuance of the Company's newly issued ordinary shares to PSP equals to 58.67% of the Company's total registered capital from the determination of capital increase price at THB 34.28. The offering price is determined by the Shareholder Meeting Resolution with no discount from the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering of Newly Issued Shares by Listed Company to Specific Investors (Private Placement)
- 5.2 The determination of consideration value with the Company's newly issued ordinary shares of 15,489,942 shares at par value of THB 10.00 per share at the offering price of THB 34.28, the Company utilize the price determination with reference to estimation of fair value of PSP using Discounted Cash Flow base on the key assumptions including historical performance and potential growth of future revenue and income.

In addition, the method that the Company used to determine the offering price of the Company newly issued ordinary shares for PSP, when consider the weighted average price of the Company's shares trading on the SET during 7 consecutive business days prior to the date on which the Company's Board of Directors has passed a resolution to propose the offering of the newly issued ordinary shares of the Company to the Extraordinary General Meeting of Shareholders No. 1/2017 for approval, 28 December 2016 to 9 January 2017 which was equivalent to THB 32.08 per share (Information retrieved from SETTRADE at www.settrade.com of the SET), the offering price is not discounted from the market price.

6) The value of acquired assets

The value of acquired assets for the Transaction of the acceptance of entire business transfer from PSP equals to THB 531,000,000. As at 30 September 2016, PSP has total assets and liabilities as follows:

As at 30 September 2016	Financial Statement of PSP (Unit : THB million)
Total assets	515.08
Total liabilities	238.46

7) Source of fund and payment method

The Company will accept entire business transfer from PSP and pay for the consideration by issuing 15,489,942 common shares with par value of THB 10.00 per share, at the offer price of THB 34.28 per share approximately, totaling value of THB 531,000,000.

The offering of the Company's newly issued ordinary shares to specific shareholders (Private Placement), is the offering at the price as determined by the Shareholder Meeting Resolution pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering of Newly Issued Shares by Listed Company to Specific Investors (the "Private Placement Notification") at the offering price of THB 34.28 approximately, which is an offering price with no discounted or not lower than 90 percent of the market price. The "market price" means the weighted average price of the Company's shares trading on the SET during 7 consecutive business days prior to the date on which the Company's Board of Directors has passed a resolution to propose the offering of the newly issued ordinary shares of the Company to the Extraordinary General Meeting of Shareholders No. 1/2017 for approval, from 28 December 2016 to 9 January 2017 which was equivalent to THB 32.08 per share (Information retrieved from SETTRADE at www.settrade.com of the SET).

8) Conflict of interest

8.1) Directors that has interests in the Transaction

Directors of the Company with conflicting interest in the Transaction and did not attend the Board of Directors meeting nor vote in the agenda to approve the Transaction of the receipt of entire business transfer from PSP as well as other agenda relating to the Transaction, are shown in details below:

Directors with interests in the Transaction	Relationship with the Company ^{1/}	PSP ^{2/}	
		Position	Proportion of Shareholding (%)
1. Mr. Manoch Wongcharoensin	<ul style="list-style-type: none"> - Director and authorized director - Owns 3.84% of the Company's shares 	-	- (member of Wongcharoensin Group)
2. Mr. Suwathai Wongcharoensin	<ul style="list-style-type: none"> - Director and authorized director - Owns 0.47% of the Company's shares - Vice Managing Director - Director of Operating Officer, Director of Investment - Other Purchasing Manager, Maintenance Manager, Human Resource Manager - Brother of Mr. Kitichai Wongcharoensin 	-	Major shareholder owning 12.45% of PSP's shares
3. Mr. Kitichai Wongcharoensin	<ul style="list-style-type: none"> - Director - Director of Sales & Marketing - Rawhides Purchasing Manager - Owns 0.34% of the Company's shares - Brother of Mr. Suwathai Wongcharoensin 	- Director and authorized director	Owns 2.45% of PSP's shares
4. Mr. Puvasith Wongcharoensin	<ul style="list-style-type: none"> - Director 	<ul style="list-style-type: none"> - Director and authorized director - Managing Director 	Major shareholder owning 12.19% of PSP's shares

Remarks: ^{1/} Information from the list of shareholders' names of the Company as at 30 November 2016

^{2/} Information from the list of shareholders' names of PSP as at 30 April 2016

9.2) Shareholders that has interests in the Transaction

Shareholders of the Company with conflicting interest in the Transaction and no voting rights in the shareholders' meeting agenda to approve the Transaction, are Wongcharoensin Group consisting of Charoensin Holding Company Limited and individuals in Wongcharoensin Family who are shareholders of the Company, PSP and

Charoensin Holding Company Limited (which is also a major shareholder of the Company), as shown in details below:

Connected Persons	The Company ^{1/}		PSP ^{2/}		Charoensin Holding Company Limited ^{3/}	
	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship
Charoensin Holding Company Limited	38.00		25.00		n/a	-
Charoensin Asset Company Limited	-		-		-	
Mr. Manoch Wongcharoensin	3.84	- Director and authorized director - Chairman of the Board of Directors	-		-	
Mrs. Thidaporn Wongcharoensin	-		-		-	
Mr. Vivat Wongcharoensin	2.27	- Person to be nominated as director of the Company	14.38	- Director and authorized director	12.50	- Director and authorized director
Miss Nutnapa Wongcharoensin	-		0.88		2.50	
Mr. Natthakit Wongcharoensin	-		3.50		10.00	- Director
Mr. Rattanachai Wongcharoensin	-		-		5.00	
Mrs. Usa Wongcharoensin	0.86		-		5.00	
Mr. Puvasith Wongcharoensin	-	- Director	12.19	- Director and authorized director - Managing Director	3.75	- Director and authorized director
Mr. Wuttichai Wongcharoensin	0.38		2.19		3.75	- Director
Mr. Natthajak Wongcharoensin	0.40		2.19		3.75	
Mr. Theerawat Wongcharoensin	0.38	- Director of Production - Chemical Purchasing Manager, Planning & Production Manager	2.19		3.75	
Mr. Thavatchai Wongcharoensin	0.30	- Advisor	-		-	
Mrs. Somsuk Wongcharoensin	0.29		-		-	
Mr. Suwatchai Wongcharoensin	0.47	- Director and authorized director - Vice Managing Director - Director of Operating	12.45		7.00	

Connected Persons	The Company ^{1/}		PSP ^{2/}		Charoensin Holding Company Limited ^{3/}	
	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship
		Officer, Director of Investment - Other Purchasing Manager, Maintenance Manager, Human Resource Manager				
Miss Ratchanee Wongcharoensin	0.34		0.70		2.00	
Mr. Kitichai Wongcharoensin	0.34	- Director - Director of Sales & Marketing - Rawhides Purchasing Manager	2.45	- Director and authorized director	7.00	- Director and authorized director
Mr. Veerachai Wongcharoensin	0.67		2.45		7.00	- Director
Mr. Napattavat Wongcharoensin	-		0.70		2.00	
Mr. Manit Wongcharoensin	1.66		0.00002	- Director and authorized director	-	- Director and authorized director
Mrs. Payao Wongcharoensin	0.60		3.50		12.00	
Mr. Issara Wongcharoensin	0.47		15.25		13.00	- Director
รวม	51.27		100.00		100.00	

Remarks: ^{1/} Information from the list of shareholders' names of the Company as at 30 November 2016

^{2/} Information from the list of shareholders' names of PSP as at 30 April 2016

^{3/} Information from the list of shareholders' names of Charoensin Holding Company Limited as at 30 April 2016

9) Benefits to the Company as the result of the Transaction

The Company's business operation include the production and distribution of finished leather such as Full Grain Leather and Split Leather, which are the key raw material for leather shoes and all leather products with genuine leather components. Up to 90% of the products are supplied to global brands such as ADIDAS, TIMBERLAND, LACOSTE, REEBOK, ROCKPORT etc. The factories of these brand located in many countries in South East Asia whereas the Company has sale and services office in China and Vietnam with the sole agent in Indonesia and United State.

PSP is a producer of safety shoes under its own brand and agents of world-class Personal Protective Equipment. The sale of safety shoes accounted for over 70% of the total sale revenue. PSP sells its products to business operators and employees of industrial factories and others business that require high-safety protection in the work place.

Distribution channels in Thailand include the Company's 17 sale offices, modern trade, online trading via official Facebook and website. For overseas, the Company sells its product via sole agent in Myanmar and Indonesia as well as sale agents in Laos, Cambodia and Malaysia.

The Acquisition Transaction of PSP will benefit the Company and the Company's shareholders as follows

9.1 The Company will be able to expand the business via vertical business integration to enhance potential growth of revenue and business competition in the future from joint technology and development in the following operation

- (1) Enhance Existing Products: Joint development of premium safety shoes (the same standard as prominent brand likes Red Wing and Wolverine) with the Company's premium and selected leathers to expand the safety shoes market segment from standard to premium market.
- (2) Develop New Product Line: Development of new genuine leather shoes such as outdoor or boots in order to enter fashion shoes market by utilizing the Company's expertise in sourcing of finished leather and PSP's expertise in design and production of quality shoes.
- (3) Distribution Network: from the expansion of distribution channels of the Company and PSP to each other clienteles to offer more access to clients and distribution of the Company's finished leathers in Myanmar and Indonesia via PSP's sole agents who is a businessman with good business relation in the respective countries.
- (4) Sourcing Supplies: the Company's sale offices can access the Personal Protective Equipment in China and import such products to Thailand at the quality as specified by PSP at lower cost via its sale office's personal, business network and support from business alliances in China.

9.2 Lessen the dependency on any single industry

The Acquisition Transaction of PSP will diversify products and risks from circumstances business conditions as well as expand business boundaries to cover leather related business and personal protective equipment.

9.3 The Acquisition Transaction of PSP will strengthen the Company's financial position for future business expansion.

10) Condition precedent

The Acquisition Transaction of PSP is under the Entire Business Transfer Agreement between the Company and PSP ("Entire Business Transfer Agreement") with the following key conditions precedent:

- (1) The Acquisition Transaction of PSP, the increase of the registered capital and the private issuance and placement, as well as any relating procedures must be approved by the shareholders' meeting of the Company provided that the approval is rendered by not less than 3/4 votes of all shareholders who attend the meeting and have the right to vote excluding shareholders with conflict of interest.

- (2) The private placement of newly-issued shares must be approved by the Securities and Exchange Commission and the Stock Exchange of Thailand
- (3) There is no event, or change in laws and relating principles such that the receipt of the entire business transfer cannot be legally accomplished. There is no change in laws or principles relating to the entire business transfer which significantly affects tax benefits to the Transferor and the shareholders of the Transferor.

11) Opinion of the Board of Directors regarding the Transaction

At the Board of Directors Meeting without the presence of directors with conflict of interest and/or connected directors, has a resolution approved to propose the Extraordinary General Meeting of Shareholders to consider and approve the Acquisition Transaction of PSP and the issuance of the newly issue shares to PSP as a consideration for the entire business transfer as an alternative to the cash payment, with the opinion that PSP who produce safety shoes under its own brand and agents to personal protective equipments of various world-class brands will enhance growth potential of the Company's revenue and competitiveness in the future from such vertical business integration. The acceptance of the entire business transfer of PSP will benefit and enhance the Company's business and shareholders as mentioned in 9).

Additionally, The determination of consideration value with the Company's newly issued ordinary shares of 15,489,942 shares at par value of THB 10.00 per share at the offering price of THB 34.28 is appropriate and reasonable since The determination of consideration value is based on the price determination with reference to estimation of fair value of PSP using Discounted Cash Flow base on the key assumptions including historical performance and potential growth of future revenue and income.

12) Summary of opinion of the Audit Committee and/or Directors of the Company which differ from the Opinion of the Board of Directors as per Clause 11

The Audit Committee had the same opinion as the opinion of the Board of Directors above.

The Board of Directors hereby certifies that the above information is correct and complete in all respect.

Please be informed accordingly.

Sincerely Yours,

(Mr. Suwatchai Wongcharoensin)

Director and Company Secretary

(-Translation-)

CAPITAL INCREASE REPORT FORM
C.P.L. GROUP PUBLIC COMPANY LIMITED
10 January 2017

C.P.L. Group Public Company Limited (the "Company"), hereby reports the resolutions of the Board of Directors' Meeting No. 1/2017 held on 10 January 2017 from 2.45 pm. to 3.25 pm. in respect of the capital increase and the allocation of shares as follows:

1. CAPITAL INCREASE

The Board of Directors' Meeting No. 1/2017 resolved to approve the increase of the registered capital of the Company by THB 154,899,420 from THB 263,999,950 to THB 418,899,370 by issuing 15,489,942 newly issued ordinary shares, with a par value of THB 10.00 per share, detailed as follows:

Type of Capital Increase	Type of Shares	Number of Shares (shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary	15,489,942	10.00	154,899,420
<input type="checkbox"/> General Mandate	-	-	-	-

2. ALLOCATION OF NEW SHARES

2.1 Details of Allocation

Allotted to	Number (shares)	Ratio (Existing : New)	Offering Price (THB per share)	Date and Time of Subscription and Payment	Remark
Pangolin Safety Products Company Limited ("PSP") as a consideration for the entire business transfer or EBT Please see remark 1 and 5	15,489,942	-	34.28	-	Remark 2,3 and 4

Remark

- 1) The Company will offer 15,489,942 newly issued ordinary shares with a par value of THB 10.00 at the offering price of THB 34.28 approximately with the totaling value of THB 531,000,000 as a consideration of the entire business transfer of PSP as an alternative to the cash payment. Such entire business transfer include all assets and liabilities of PSP as well

as rights, duty, obligations and responsibilities as per all contracts that PSP has with contractual parties, employees, permits and all rights related to the business operation of PSP. Upon the completion of the transfer, PSP will be dissolved such that the entire business transfer shall comply with the tax wavier condition of the Revenue Code. The Acquisition Transaction is value at THB 531,000,000.

(Please consider the details on the process of entire business transfer and the shareholding structure of PSP in the Information Memorandum on the Acquisition of Assets and Connected Transaction of C.P.L. Group Public Company Limited Relating to The Transfer of Entire Business of Pangolin Safety Products Company Limited (Enclosure 1))

- 2) Appointed the Board of Directors and/or the Managing Director and/or the person(s) designated by authorized person(s) to be authorized to consider and determine other details with regard to the allocation of such newly issued ordinary shares, including but not limit to, (1) determining conditions and other details in connection with such allocation of shares; (2) entering into negotiation, agreement and execute relevant documents and agreements, as well as taking any other actions in connection such allocation of shares; and (3) executing applications for permission and any other necessary evidence in connection with such allocation of shares, including contacting and submitting such applications, documents and evidence to the relevant governmental agencies and competent authorities, to list such newly issued ordinary shares of the Company on the Stock Exchange of Thailand (the "SET") and to take any other actions which are required for completing such allocation of shares as deemed appropriate and be in accordance with the applicable laws and regulations.
- 3) The allocation of the Company's newly issued ordinary shares to PSP is made at the offering price with no discount from the Market Price.

In this respect, "Market Price" means the weighted average of the Company's share price trading on the SET during 7 consecutive business days prior to the date on which the Company's Board of Directors has passed a resolution to propose the offering of the Company's newly issued ordinary shares to the Extraordinary General Meeting of Shareholders No. 1/2017 for approval, from 28 December 2016 to 9 January 2017 which was equivalent to THB 32.08 per share (Information retrieved from SETTRADE in www.settrade.com of the SET).

(Please consider the details on the offering of the newly issued ordinary shares at the offering price with no discount from the Market Price in the Information Memorandum on the Offering of Newly Issued Ordinary Shares to Specific Investors (Private Placement) (Enclosure 3))

- 4) The offering of the newly issued ordinary shares to a specific investor (Private Placement) at a clearly determined offering price pursuant to the Notification of the Capital Market Supervisory Board TorChor. 72/2015 Re: Approval for Offering of Newly Issued Shares by Listed Companies to the Specific Investors (the "Private Placement Notification"), which stipulated that the capital increase and the offering of the newly issued ordinary shares by mean of Private Placement requires an approval of the Shareholders Meeting as well as an approval from the Office of the Securities and Exchange Commission (the "SEC") before offering such newly issued shares to PSP.
- 5) The offering of the newly issued ordinary shares to PSP is considered a connected transaction under the Notification of the Capital Market Supervisory Board TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003). The total transaction size is equivalent to 58.43 percent of the Company's net tangible assets as at 30 September 2016, which exceeds THB 20 million and/or is more than 3.00 percent of the Company's net tangible assets. Therefore the Company is required to (1) disclose the

information memorandums on the Connected Transaction to the SET (2) arranges for the shareholders meeting for the approval of the Acquisition Transaction of PSP where the approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote excluding the votes cast by the shareholders having an interest in the matter; and (3) appoints an independent financial advisor (IFA) to provide an opinion on the appropriateness and fairness of the price and conditions of the transaction.

(Please consider the details on the connected transaction of the Company in the Information Memorandum on the Acquisition of Assets and Connected Transaction of C.P.L. Group Public Company Limited relating to the Transfer of Entire Business of Pangolin Safety Products Company Limited (Enclosure 1))

2.2 Actions to be undertaken by the Company when there are fractions of shares

Since the increase of the registered capital and the offering of the newly issued ordinary shares are made to a specific investor (through a private placement), therefore, there will not be fractions of shares.

3. Schedule for convening the extraordinary general meeting of shareholders to approve the capital increase and the allocation of shares

The Company will convene the Extraordinary General Meeting of Shareholders No. 1/2017 on 23 February 2016 at at 2.00 pm at Suanluang Ballroom, 1st Floor, Novotel Bangkok Bangna 333 Srinakarin Road, Nongbon, Prayet, Bangkok and the date for determining the names of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2017 will be on 26 January 2017 and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer will be on 27 January 2017.

4. Application for approval on the capital increase/share allocation from relevant governmental agencies and related conditions

4.1 The Company must be approved by the SEC for offering the newly issued ordinary shares to a specific investor (through a private placement) pursuant to the Private Placement Notification.

4.2 The Company will register the capital increase, amendments of the memorandum of association and the paid-up capital with the Department of Business Development, Ministry of Commerce.

4.3 The Company will request an approval from the SET on listing the newly issued ordinary shares as listed securities on the SET.

5. Objectives of the capital increase and the proceeds utilization plan of the increased capital

The Company will issue 15,489,942 newly issued ordinary shares, with a par value of THB 10.00 per share, as a consideration for the acceptance of the transfer of the Entire Business of PSP as an alternative to the cash payment.

6. Benefits which the Company will receive from the capital increase/share allocation

The Company's business operation include the production and distribution of finished leather such as full grain leather and split leather, which are the key raw material for leather shoes and all leather products with genuine leather components. Up to 90% of the products are supplied to global brands such as ADIDAS, TIMBERLAND, LACOSTE, REEBOK, ROCKPORT etc. The factories of these brand are located in many countries in South East Asia whereas the Company has sales and service office in China and Vietnam with the sole agent in Indonesia and United State.

PSP is a manufacturer of safety shoes under its own brand and agents of world-class personal protective equipment. The sales of safety shoes accounted for over 70% of the total sale revenue. PSP sells its products to business operators and employees of industrial factories and others business that require high-safety protection in the work place. Distribution channels in Thailand include the Company's 17 sales offices, modern trade, online trading via official Facebook and website. For oversea, the Company sells its product via sole agent in Myanmar and Indonesia as well as sales agents in Laos, Cambodia and Malaysia.

The Acquisition Transaction of PSP will benefit the Company and the Company's shareholders as follows:

6.1 The Company will be able to expand the business via vertical business integration to enhance potential growth of revenue of the Company in the future from the following operations

- (1) Enhance Existing Products: Joint development of premium safety shoes (the same standard as pronoun brand likes Red Wing and Wolverine) with the Company's premium and selected leathers to expand the safety shoes market segment from standard to premium market.
- (2) Develop New Product Line: Development of new categories of genuine leather shoes such as outdoor or boots in order to enter fashion shoes market by utilizing the Company's expertise in sourcing of finished leather and PSP's expertise in design and production of quality shoes.
- (3) Distribution Network: From the expansion of distribution channels of the Company and PSP to each other clienteles to offer more access to clients and distribution of the Company's finished leathers in Myanmar and Indonesia via PSP's sole agents who are businessmen with good business relation in the respective countries.

- (4) Sourcing Supplies: the Company's sales offices can access the personal protective equipment in China and import such products to Thailand at the quality as specified by PSP at lower cost via its sales office's personal, business network and support from business alliances in China.

6.2 Lessen the dependency on any single industry

The Acquisition Transaction of PSP will diversity products and risks from circumstances business conditions as well as expand business boundaries to cover leather related business and personal protective equipment.

6.3 The Acquisition Transaction of PSP will strengthen the Company's financial position for future business expansion.

7. Benefits the shareholders would receive from the capital increase/share allocation

7.1 Dividend policy

The Company has a policy to pay dividend from the annual performance at approximately 60 percent of the net profit. However, the Company may pay dividend at the lower rate than specified in the policy depending on the financial position, liquidity, and sufficiency of working capital or future investment plan as deem appropriate and approve by the Board of Directors and shareholders as proposed at the Annual General Meeting following the operating year.

7.2 Subscribers of the newly issued shares at this offering will be entitled to receive dividends from the Company's operating results from

The subscribers of the Company's newly issued ordinary shares at this offering will be entitled to receive dividends declared by the Company upon the registration of their names as shareholders of the Company.

7.3 Others

- None –

8. Other important information that shareholders need for making decisions on the approval of the capital increase/share allocation

The issuance of newly issued ordinary shares of the Company as mentioned above shall have effects on the Company's shareholders as follows:

8.1 Price dilution

$$= \frac{\text{Market price prior to the offering} - \text{Market price after the offering}}$$

Market price prior to the offering

$$= \frac{32.08 - 32.89}{32.08}$$

32.08

$$= -2.54\%$$

The market price prior to the offering was based on the weighted average price of the Company's shares trading on the SET for 7 consecutive days prior to the date on which the Company's Board of Directors passed a resolution to propose the offering of the Company's newly issued ordinary shares to the Extraordinary General Meeting of Shareholders No. 1/2017 for approval, from 28 December 2016 to 9 January 2017 which was equivalent to THB 32.08 per share (Information retrieved from SETTRADE at www.settrade.com of the SET).

In this regard, the market price of the Company's shares after the offering was calculated as follows:

$$= \frac{(\text{No. of paid-up shares} \times \text{Market price prior to the offering}) + (\text{No. of newly issued shares} \times \text{Offering Price})}{(\text{No. of paid-up shares} + \text{No. of newly issued shares})}$$

(No. of paid-up shares + No. of newly issued shares)

$$= \frac{(26,399,995 \times 32.08) + (15,489,942 \times 34.28)}{(26,399,995 + 15,489,942)}$$

(26,399,995 + 15,489,942)

$$= \text{THB } 32.89 \text{ per share}$$

After the capital increase and the offering for PSP, there will be no price dilution effect as the offering price is higher than the market price.

8.2 Control Dilution

$$= \frac{\text{No. of newly issued shares}}{(\text{No. of paid-up shares} + \text{No. of newly issued shares})}$$

(No. of paid-up shares + No. of newly issued shares)

$$= \frac{15,489,942}{(26,399,995 + 15,489,942)}$$

(26,399,995 + 15,489,942)

$$= 36.98\%$$

After the offering, there will be control dilution at the rate of 36.98%.

8.3 Earning per Shares

$$= \frac{\text{Earnings per shares prior to the offering} - \text{Earnings per shares after the offering}}{\text{Earnings per share prior to the offering}}$$

Earnings per share prior to the offering

$$= \frac{(-1.59) - 0.33}{(-1.59)}$$

$$= \text{N/A}$$

The earnings per share prior to the offering was calculated based on the Company's net profit during the past 4 quarters (from 1 October 2015 – 30 September 2016) at THB -41.89 million (net loss) divided by the number of the Company's total paid-up shares of 26,399,995 shares, equal to THB -1.59 per share.

The earnings per share after the offering was calculated as the summation of the Company's net profit during the past 4 quarters (from 1 October 2015 – 30 September 2016) and PSP's net profit the year 2015 (since PSP did not prepare quarterly financial statements), totaling THB 13.95 million, divided by the number of the Company's total paid-up shares (after the offering and acceptance of the transfer of the Entire Business of PSP) of 41,889,937 shares, equal to THB 0.33 per share.

After the offering, there will be no effect on the earning per share of the Company, as the earning per share after the offering and acceptance of the transfer of the Entire Business of PSP is higher than the earning per share prior to the offering.

Overall, the Board of Directors has compared the benefits that the shareholders would gain from the allocation of the newly issued shares at no discount to PSP with the price dilution, control dilution and earning per share effect as mentioned above, the offering of the newly issued shares at no discount has benefits to the shareholders of the Company since the Acquisition Transaction of PSP will enhance the growth potential of the Company's revenue in the future from the expanding businesses line and products as well as clientele to cover related industries as well as strengthen business operation.

9. Schedule of actions where the Board of Directors of the Company passes a resolution approving the capital increase or allocation of newly issued shares:

No.	Procedure	Date/Month/Year
1.	Board of Directors' Meeting No. 1/2017	10 January 2017
2.	The date for determining the names of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2017 (Record Date)	26 January 2017
3.	The date for gathering the names of shareholders under section 225 of Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and	27 January 2017

No.	Procedure	Date/Month/Year
	suspending the share transfer	
4.	Extraordinary General Meeting of Shareholders No. 1/2017	23 February 2017
5.	Registration of capital increase with the Ministry of Commerce	Within 14 days from the day of shareholders meeting's resolution

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

Please be informed accordingly.

Sincerely Yours,

(Mr. Suwatchai Wongcharoensin)
Director and Company Secretary

(-Translation-)

INFORMATION MEMORANDUM ON
THE OFFERING OF THE NEWLY ISSUED ORDINARY SHARES
OF C.P.L. GROUP PUBLIC COMPANY LIMITED TO SPECIFIC INVESTORS
(PRIVATE PLACEMENT)

The Board of Directors' Meeting No. 1/2017 of C.P.L. Group Public Company Limited (the "Company"), held on 10 January 2017 has resolved to approve the allocation of 15,489,942 newly issued ordinary shares, with a par value of THB 10.00 per share, to Pangolin Safety Products Company Limited ("PSP"), at the offering price of THB 34.28 per share approximately, totaling of THB 531,000,000, as a consideration for an acceptance of transfer of the Acquisition Transaction of PSP, including but not limited to its assets, liabilities, agreements, employees, permits, other rights relating to the business operation of PSP, (the "Acquisition Transaction of PSP") by way of the entire business transfer. PSP will then be dissolved following the business transfer such that the entire business transfer shall comply with the tax wavier condition of the Revenue Code. The Acquisition Transaction is valued at THB 531,000,000. For the Acquisition Transaction of PSP, the Company will pay the consideration to PSP by issuing 15,489,942 shares with a par value of THB 10.00 per share as an alternative to the cash payment ("the offering of newly issued ordinary shares to PSP"). The offering of newly issued ordinary shares to PSP at the offering price of THB 34.28 per share approximately is the offering at no discount from the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering of Newly Issued Shares by Listed Companies to Specific Investors (Private Placement) (the "Private Placement Notification") (collectively, the "Offering")

For the offering of the newly issued ordinary shares to a specific investor (Private Placement) at a clearly determined offering price to PSP, the Company requires an approval of the shareholders meeting as well as an approval from the Office of the Securities and Exchange Commission (the "SEC") pursuant to the Private Placement Notification before offering such newly issued shares to PSP.

In this regard, the Company has prepared the information memorandum containing key information that the shareholders may require in making the decision as per the Private Placement Notification regarding the information disclosure in the Shareholders Meeting invitation packages for the approval of the securities issuance and offering is as follows:

1. Details of the offering, determination and reasonableness of the offering price and determination of the market price
- 1.1 Details of the Offering

The Company will issue 15,489,942 newly issued ordinary shares, with a par value of THB 10.00 per share, to be allocated to PSP, at the offering price of THB 34.28 per share approximately, totaling of THB 531,000,000 as an alternative to the cash payment for the Acquisition Transaction of PSP, which has a value of THB 531,000,000. Such offering price has no discount from the market price pursuant to the Private Placement Notification. Upon the completion of the Offering, PSP will become a shareholder of the Company, holding 36.98% of the Company's total paid-up capital. PSP shall then be dissolved such that the entire business transfer complies with the tax waiver condition of the Revenue Code. As a result, all of the 15,489,942 newly issued ordinary shares will be distributed to PSP's shareholders comprising individuals of Wongcharoensin Group and Charoensin Holding Company Limited (collectively called, "Wongcharoensin Group") in proportion to their respective shareholding. As a result, Wongcharoensin Group will hold 69.29% of the Company's paid-up capital.

Shareholders of PSP as of 30 April 2016 and the allocation of the Company's newly issued ordinary shares are as follows:

Order	List of the Company's Shareholders	Before the acceptance of Entire Business Transfer as at 30 November 2016		Increase in the Company's Shares Allocated to PSP Shareholders Proportionately ^{1/}		After the acceptance of the Entire Business Transfer ^{2/ 3/}	
		Number of shares	%	Number of shares	%	Number of shares	%
1.	Charoensin Holding Company Limited	10,032,000	38.00	3,872,486	25.00	13,904,486	33.19
2.	Charoensin Asset Company Limited	-	-	-	-	-	-
3.	Mr. Manoch Wongcharoensin	1,013,220	3.84	-	-	1,013,220	2.42
4.	Mrs. Thidaporn Wongcharoensin	-	-	-	-	-	-
5.	Mr. Vivat Wongcharoensin	600,000	2.27	2,226,679	14.38	2,826,679	6.75
6.	Miss Nutnapa Wongcharoensin	-	-	135,537	0.88	135,537	0.32
7.	Mr. Natthakit Wongcharoensin	-	-	542,148	3.50	542,148	1.29
8.	Mr. Rattanachai Wongcharoensin	-	-	-	-	-	-
9.	Mrs. Usa Wongcharoensin	226,000	0.86	-	-	226,000	0.54
10.	Mr. Puvasith Wongcharoensin	-	-	1,887,837	12.19	1,887,837	4.51
11.	Mr. Wuttichai Wongcharoensin	100,000	0.38	338,842	2.19	438,842	1.05
12.	Mr. Natthajak Wongcharoensin	104,600	0.40	338,842	2.19	443,442	1.06
13.	Mr. Theerawat Wongcharoensin	100,000	0.38	338,842	2.19	438,842	1.05
14.	Mr. Thavatchai Wongcharoensin	78,000	0.30	-	-	78,000	0.19

Order	List of the Company's Shareholders	Before the acceptance of Entire Business Transfer as at 30 November 2016		Increase in the Company's Shares Allocated to PSP Shareholders Proportionately ^{1/}		After the acceptance of the Entire Business Transfer ^{2/ 3/}	
		Number of shares	%	Number of shares	%	Number of shares	%
15.	Mrs. Somsuk Wongcharoensin	77,500	0.29	-	-	77,500	0.19
16.	Mr. Suwatchai Wongcharoensin	124,500	0.47	1,928,496	12.45	2,052,996	4.90
17.	Miss Ratchanee Wongcharoensin	90,250	0.34	108,430	0.70	198,680	0.47
18.	Mr. Kitichai Wongcharoensin	91,000	0.34	379,505	2.45	470,505	1.12
19.	Mr. Veerachai Wongcharoensin	175,870	0.67	379,504	2.45	555,374	1.33
20.	Mr. Napattavat Wongcharoensin	-	-	108,430	0.70	108,430	0.26
21.	Mr. Manit Wongcharoensin	439,500	1.66	3	0.00	439,503	1.05
22.	Mrs. Payao Wongcharoensin	158,500	0.60	542,146	3.50	700,646	1.67
23.	Mr. Issara Wongcharoensin	125,300	0.47	2,362,215	15.25	2,487,515	5.94
	Other shareholders	12,863,755	48.73	-	-	12,863,755	30.71
	Total	26,399,995	100.00	15,489,942	100.00	41,889,937	100.00

Remarks : ^{1/} The 15,489,942 shares of increase capital are proportionately allotted to PSP's shareholders under the entire business transfer process.

^{2/} Shareholding structuring after the receipt of entire business transfer is based on the information from the list of shareholders' names of PSP as at 30 April 2016

^{3/} Shareholders of PSP are individuals of Wongcharoensin Group which comprises of Charoensin Holding Company Limited, Charoensin Asset Company Limited and individuals of Wongcharoensin Family who are shareholders of PSP and/or the Company. As at 30 November 2016 individuals of Wongcharoensin Group held 51.27% of the Company's shares and will be allotted the newly issue ordinary shares from the liquidation after the dissolution and asset distribution of PSP (including the Company's newly issue ordinary shares in the amount of 15,489,942 shares, representing 36.98 of the Company's paid-up capital after the capital increase). As a result, individuals of Wongcharoensin Group will hold the Company's shares in the total amount of 69.29% of the Company's paid-up capital.

The Tender Offeror has held the ordinary shares of over 50% of the Company's total voting right since 2013 and has a duty to make tender offer to purchase all securities of the Company (excluding the newly issued ordinary shares for PSP in the amount of 15,489,942 shares as a consideration for acceptance of the entire business transfer of PSP as pursued to the Notification of the Capital Market Supervisory Board No. Thor Jor 12/2554 regarding regulations, conditions and procedure to business taking over. After the entire business transfer of PSP and the issuance of the Company's newly issued

ordinary shares for PSP as consideration for the entire business transfer, individuals of Wongcharoensin Group (as an individual or as a group) shall have no duty to make another Tender Offer to purchase all securities of the Company again.

1.2 The determination and reasonableness of the offering price

The Company determined the offering price of the Company's 15,489,942 newly issued ordinary shares at THB 34.28 per share approximately, calculated based on the ratio of the issuance of the Company's newly issued ordinary shares to PSP equals to 58.67% of the Company's total registered capital, with reference to the fair value of PSP appraised based on a discounted cash flow method, and the key assumptions of the historical performance and potential growth of revenue and profit in the future.

1.3 Determination of the market price

The "market price" means the weighted average price of the Company's shares trading on the SET during 7 consecutive business days prior to the date on which the Company's Board of Directors has passed a resolution to propose the Offering to the Extraordinary General Meeting of Shareholders No. 1/2017 for approval, from 28 December 2016 to 9 January 2017, which was equivalent to THB 32.08 per share (Information retrieved from SETTRADE at www.settrade.com of the SET).

2. Purposes of the issuance of newly issued ordinary shares, proceeds utilization plan and details of project

2.1 Purposes of the issuance of newly issued ordinary shares and proceeds utilization plan

The issuance of the newly issued ordinary shares is part of the Company's plan to accept the transfer of the Acquisition Transaction of PSP, for the restructuring of the group of companies by merging the business of PSP with the Company's business. Such that the Company will pay the consideration to PSP by issuing the Company's ordinary shares for PSP with total value of THB 531,000,000 as an alternative to the cash payment. The Acquisition Transition of PSP includes but not limited to its assets, liabilities, agreements, employees, permits, other rights relating to the business operation of PSP. PSP will be dissolved following the business transfer such that the entire business transfer shall comply with the tax wavier condition of the Revenue Code. The Acquisition Transaction is valued at THB 531,000,000.

The Acquisition Transaction of PSP will constitute an acquisition of the entire business of a private company pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and an acquisition of assets, Class 1 transaction as pursuant to the Notification of the

Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (the "Acquisition or Disposal Notifications") with the highest transaction size, is equivalent to 58.67% as calculated based on the total value of issued securities basis with reference to the reviewed financial statement of the Company as of 30 September 2016.

In addition, the acceptance of the entire business of PSP and the issuance of the Company's newly issued ordinary shares as a consideration for the Entire Business of PSP will constitute a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 (2003) (as amended) (the "Connected Transaction Notifications"), with the highest transaction size is equivalent to 58.43% of the Company's net tangible assets ("NTA") from the calculation that based on the reviewed financial statement of the Company as of 30 September 2016. Hence the transaction size exceeds THB 20 million or 3% of the Company's NTA.

Therefore the Company is required to (1) disclose the information memorandums on the Connected Transaction to the SET (2) arrange for the shareholders meeting for the approval of the Acquisition Transaction of PSP where the approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote excluding the votes cast by the shareholders having an interest in the matter; and (3) appoint an independent financial advisor (IFA) to provide an opinion on the appropriateness and fairness of the price and conditions of the transaction.

(Please consider the details on the process of entire business transfer and the shareholding structure of PSP in the Information Memorandum on the Acquisition of Assets and Connected Transaction (Enclosure 1))

2.2 Details of the project of the Company or its subsidiary in which the proceeds will be utilized

After the general meeting of shareholders of the Company resolving to approve the transaction, the Company will accept the Acquisition Transaction of PSP by way of the entire business transfer.

Details of PSP

(1) Overview of business

Date of establishment registration	28 December 2015 PSP was established as a result of amalgamation between Safety Shoes Company Limited (founded on 1 June 1983) and Pangolin Safety Products Company Limited (founded on 19 May 2011)
Nature of business	Manufacturer of safety shoes, and importer of personal protective equipments for resales
Address	199/8 Moo 3, Panthong-Banbeung Road, Banbeung Sub-district, Banbeung District, Chonburi 20170
Registered and paid-up capital	THB 100,000,000
Number of registered and paid-up shares	10,000,000 shares
Par value	THB 10.00 per share

(2) Board of directors of PSP

The board of directors according to PSP's affidavit as at 10 January 2017 comprises of:

List of PSP's Directors	Position
1. Mr. Manit Wongcharoensin	Director
2. Mr. Puvasith Wongcharoensin	Director
3. Mr. Kitichai Wongcharoensin	Director
4. Mr. Vivat Wongcharoensin	Director

(3) Shareholders of PSP

Shareholders according to PSP's list of shareholders' names as at 30 April 2016 are as follows:

Shareholders of PSP	Number of Shares	Percentage of Total Shares
1. Charoensin Holding Company Limited	2,500,000	25.00
2. Mr. Issara Wongcharoensin	1,524,999	15.25
3. Mr. Vivat Wongcharoensin	1,437,500	14.38
4. Mr. Suwatchai Wongcharoensin	1,244,999	12.45
5. Mr. Puvasith Wongcharoensin	1,218,750	12.19
6. Mr. Natthakit Wongcharoensin	350,000	3.50
7. Mrs. Payao Wongcharoensin	349,999	3.50
8. Mr. Kitichai Wongcharoensin	245,001	2.45
9. Mr. Veerachai Wongcharoensin	245,000	2.45
10. Mr. Wuttichai Wongcharoensin	218,750	2.19

Shareholders of PSP	Number of Shares	Percentage of Total Shares
11. Mr. Natthajak Wongcharoensin	218,750	2.19
12. Mr. Theerawat Wongcharoensin	218,750	2.19
13. Miss Nutnapa Wongcharoensin	87,500	0.88
14. Miss Ratchanee Wongcharoensin	70,000	0.70
15. Mr. Napattavat Wongcharoensin	70,000	0.70
16. Mr. Manit Wongcharoensin	2	0.00002
Total	10,000,000	100.00

(4) Financial highlight of PSP

Statement of Financial Position Unit : THB million	Consolidated Financial Statement ² (before amalgamation ¹)		Separate Financial Statement ³ (after amalgamation ¹)	
	As at 1 January 2014 Unaudited	As at 31 December 2014 Unaudited	As at 31 December 2015 Audited	As at 30 September 2016 Reviewed
	Assets			
Trade and other receivables	94.48	83.80	85.41	94.36
Inventories	132.54	129.23	196.26	181.01
Total current assets	235.71	245.53	302.33	306.39
Land, buildings and equipment	225.48	229.64	209.35	195.74
Total non-current assets	236.62	241.92	222.96	208.69
Total assets	472.33	487.45	525.29	515.08
Liabilities				
Trade and other payables	79.29	58.48	68.87	79.39
Total current liabilities	262.51	261.47	219.60	209.87
Total non-current liabilities	88.62	41.79	65.66	28.58
Total liabilities	351.14	303.26	285.26	238.46
Equities				
Paid-up capital	80.00	80.00	100.00	100.00
Deficit on amalgamation under common control	-	-	(20.00)	(20.00)
Legal reserve	1.96	1.96	1.96	1.96
Retained earnings	39.23	102.23	158.06	194.66
Total equities	121.20	184.19	240.02	276.62

Statement of Comprehensive Income Unit : THB million	Consolidated Financial Statement ² (before amalgamation ¹)		Separate Financial Statement ³ (after amalgamation ¹)
	2014	2015 ⁴	9-month period ending on 30 September 2016
	Unaudited	Audited	Reviewed
Sales	577.00	594.89	445.23
Cost of sales	341.36	347.23	279.26
Gross profit	235.64	247.66	165.97
Other income	13.77	3.60	6.58
Selling and administrative expenses	159.23	171.14	119.20
Other expenses	27.19	24.29	16.70
Net profit for the period	62.99	55.83	36.64

Remarks: 1. PSP underwent group restructuring in 2015 via amalgamation with its subsidiary which was completed on 28 December 2015.

2. The consolidated financial statements (before amalgamation) for the period from 1 Jan 2015 to 28 December 2015 are audited by Mr. Cherdusakul Aonmongkol, an auditor qualified by the Securities and Exchange Commission and the Stock Exchange of Thailand, with the certified public accountant number 7195 of CWWP Company Limited. The said financial statements also show comparison of financial positions as at 1 January 2014 (unaudited) and as at 31 December 2014 (unaudited).

3. The separate financial statements (after amalgamation) for the period from 28 December 2015 to 31 December 2015 and for 9-month period ending on 30 September 2016 are audited by Mr. Cherdusakul Aonmongkol, an auditor qualified by the Securities and Exchange Commission and the Stock Exchange of Thailand, with the certified public accountant number 7195 of CWWP Company Limited.

4. Equal to the summation of operating results from the consolidated financial statements (before amalgamation) for the period from 1 January 2015 to 28 December 2015, and the separate financial statements (after amalgamation) for the period from 28 December 2015 to 31 December 2015.

2.3 Opportunity to generate the revenue to the Company, expected impacts from the project failure and risk from the project

2.3.1 Opportunity to generate the revenue to the Company

Post-Acquisition Transaction of PSP, whose business is producing safety shoes under its own brand and agents of world-class personal protective equipment will enhance potential growth of

revenue and business competition in the future from the vertical business integration. The acceptance of entire business transfer of PSP benefits the Company and the Company's shareholders.

(Please consider the details on the benefit to the Company and the Company's shareholders in the Information Memorandum on the Acquisition of Assets and Connected Transaction of C.P.L. Group Public Company Limited Relating to The Transfer of Entire Business of Pangolin Safety Products Company Limited (Enclosure 1)) (Enclosure 1))

2.3.2 Expected impacts from the project failure and risk from the project

In the case that the business operation of the Company, after accepting the transfer of the Acquisition Transaction of PSP, does not perform as expected, the Company may have lower profit than expected. However, the Company strongly believes in the capability of PSP with quality products and clientele as well as efficient distribution channels with continuous profitability, well-known trademarks and good relationship to their customers and trading partners.

2.4 Preliminary budget and total budget expected to use on the project in order to generate revenue

The Company will accept the entire business of PSP and pay for the consideration by issuing 15,489,942 newly issued ordinary shares with a par value of THB 10.00 at the offering price of THB 34.28 approximately with the total value of THB 531,000,000.

The acceptance of the entire business of PSP by way of the entire business transfer enables the Company to continue to operate PSP's business and therefore the Company is not yet foresee any requirement for additional funds for PSP to be able to generate income for the Company.

3. Information on effects which may occur as a result of the capital increase or the allocation to the newly issued shares to specific investors (private placement)

The Offering will have the following effects to the Company's shareholders:

3.1 Price dilution

$$\begin{aligned} &= \frac{\text{Market price prior to the offering} - \text{Market price after the offering}}{\text{Market price prior to the offering}} \\ &= \frac{32.08 - 32.89}{32.08} \\ &= -2.54\% \end{aligned}$$

The market price prior to the offering was based on the weighted average price of the Company's shares trading on the SET for 7 consecutive days prior to the date on which the Company's Board of Directors passed a resolution to propose the offering of the Company's newly issued ordinary shares to the Extraordinary General Meeting of Shareholders No. 1/2017 for approval, from 28 December 2016 to 9 January 2017 which was equivalent to THB 32.08 per share (Information retrieved from SETTRADE at www.settrade.com of the SET).

In this regard, the market price of the Company's shares after the offering was calculated as follows:

$$= \frac{(\text{No. of paid-up shares} \times \text{Market price prior to the offering}) + (\text{No. of newly issued shares} \times \text{Offering Price})}{(\text{No. of paid-up shares} + \text{No. of newly issued shares})}$$

$$= \frac{(26,399,995 \times 32.08) + (15,489,942 \times 34.28)}{(26,399,995 + 15,489,942)}$$

$$= \text{THB } 32.89 \text{ per share}$$

After the capital increase and the offering for PSP, there will be no price dilution effect as the offering price is higher than the market price.

3.2 Control Dilution

$$= \frac{\text{No. of newly issued shares}}{(\text{No. of paid-up shares} + \text{No. of newly issued shares})}$$

$$= \frac{15,489,942}{(26,399,995 + 15,489,942)}$$

$$= 36.98\%$$

After the offering, there will be control dilution at the rate of 36.98%.

3.3 Earning per Shares

$$= \frac{\text{Earnings per shares prior to the Offering} - \text{Earnings per shares after the Offering}}{\text{Earnings per share prior to the Offering}}$$

$$= \frac{(-1.59) - 0.33}{(-1.59)}$$

$$= \text{N/A}$$

The earnings per share prior to the offering was calculated based on the Company's net profit during the past 4 quarters (from 1 October 2015 – 30 September 2016) at THB -41.89 million (net loss) divided by the number of the Company's total paid-up shares of 26,399,995 shares, equal to THB -1.59 per share.

The earnings per share after the offering was calculated as the summation of the Company's net profit during the past 4 quarters (from 1 October 2015 – 30 September 2016) and PSP's net profit the year 2015 (since PSP did not prepare quarterly financial statements), totaling THB 13.95 million, divided by the number of the Company's total paid-up shares (after the offering and acceptance of the transfer of the Entire Business of PSP) of 41,889,937 shares, equal to THB 0.33 per share.

After the offering, there will be no effect on the earning per share of the Company, as the earning per share after the offering and acceptance of the transfer of the Entire Business of PSP is higher than the earning per share prior to the offering.

Overall, the Board of Directors has compared the benefits that the shareholders would gain from the allocation of the newly issued shares at no discount to PSP with the price dilution, control dilution and earning per share effect as mentioned above, the offering of the newly issued shares at no discount has benefits to the shareholders of the Company since the Acquisition Transaction of PSP will enhance the growth potential of the Company's revenue in the future from the expanding businesses line and products as well as clientele to cover related industries as well as strengthen business operation.

3.4 Expected benefits to the Company

(Please consider the details on the benefit to the Company and the Company's shareholders in the Information Memorandum on the Acquisition of Assets and Connected Transaction of C.P.L. Group Public Company Limited Relating to The Transfer of Entire Business of Pangolin Safety Products Company Limited (Enclosure 1)) (Enclosure 1))

4. Opinion of the Board of Directors on the offering of newly issue ordinary shares to specific shareholders (Private Placement)

The Board of Directors, without the directors who have conflict of interest on matter and/or directors who are connected persons attending such meeting, resolved to approve the Acquisition Transaction and had a view as follows:

4.1 Determination and reasonableness of the offering price

The determination of the consideration by issuing 15,489,942 newly issued ordinary shares, with a par value of THB 10.00 per share, at the offering price of THB 34.28 per share approximately as calculated based on the ratio of the issuance of the Company's newly issued ordinary shares to PSP as a consideration for the Acquisition Transaction of PSP, equivalent of 58.67% of the Company's total registered capital, was appropriate and reasonable, as such offering price was determined based on the fair value of PSP appraised by discounted cash flow method, and based on the key assumptions of the past operating results and capability of the growth of revenue and profit in the future.

In addition, the method that the Company used to determine the offering price of the Company newly issued ordinary shares for PSP, when consider the weighted average price of the Company's shares trading on the SET during 7 consecutive business days prior to the date on which the Company's Board of Directors has passed a resolution to propose the offering of the newly issued ordinary shares of the Company to the Extraordinary General Meeting of Shareholders No. 1/2017 for approval, 28 December 2016 to 9 January 2017 which was equivalent to THB 32.08 per share (Information retrieved from SETTRADE at www.settrade.com of the SET), the offering price is not discounted from the market price.

4.2 Rationales and necessity of the Offering

The allocation of the Company's newly issued ordinary shares to PSP as an alternative to the cash payment for the Acquisition Transaction of PSP, which include but not limited to its assets, liabilities, agreements, employees, permits, other rights relating to the business operation of PSP was appropriate since the Company will not need to increase its debt burden with loan from financial institutions or different sources of fund with obligations on costs and expenses, hence the Company does not offer its newly issued ordinary shares to general public.

4.3 Feasibility of the utilization plan of the proceeds derived from the Offering

The Board of Director is of the opinion that since the capital increase and allocation to the Company's newly issued ordinary shares to PSP is issued as a consideration for the Acquisition Transaction of PSP. Therefore, there are no issues on feasibility of the utilization plan to be concerned.

Furthermore, the Company expects to complete the Acquisition Transaction of PSP in March 2017 after all condition precedents as stipulated in the entire business transfer agreement has been fulfilled.

4.4 Reasonableness of the capital increase and sufficiency of funds in case the proceeds derived from the Offering do not cover all of the project expenses

The Board of Director is of the opinion that the allocation of newly issued ordinary shares for PSP as a consideration for the Acquisition Transaction of PSP is reasonable and benefit the Company since the Acquisition Transaction of PSP will enhance the growth potential of the Company's revenue in the future from the joint technology and development. Also the business of PSP which will be transferred to the Company can support the Company's business.

Since the consideration of the Acquisition Transaction will be made by the issuance of the Company's ordinary shares as an alternative to the cash payment, the Company has no issues on sufficiency of funds in case the proceeds derived from the Offering do not cover all of the project expenses to be concerned.

- 4.5 Expected effects to the business operation of the Company, including the financial position and operating results as a result of the capital increase and undertaking pursuant to the proceeds utilization plan

Post-Acquisition Transaction, the Company will continue to operate its business of producing and distributing finished leather such as full grain leather and split leather, which are the key raw material for leather shoes and all leather products with genuine leather components as well as PSP's business of manufacturing safety shoes under its own brand and acts as agents of world-class personal protective equipment. By combining performance of PSP into the Company's consolidated financial statement, the Company's performance will improve with PSP's continuous profit and good financial position with low debt. In 2015, PSP has net profit of THB 55.83 million. On financial position, PSP has loans from financial institutions in the sum of THB 151.06 million and the total equity of THB 240.02 million. In addition, the capital increase does not have negative effect on the earning per share as already discussed in Section 3.3 above. The consideration payment with the Company's ordinary shares enables the Company to maintain its liquidity with no negative impact on business operation, financial position and performance.

5. Warranty of Directors

In case the Company's directors does not perform its duty as abide by law, objectives and article of association of the Company or resolutions of the Shareholders Meeting with honesty and diligently to preserve the benefits of the Company in relation to such capital increase. Any actions taken or overlook from not abide by such duty and caused damages to the Company as a result of such actions, the Company may file a lawsuit against such director. However, should the Company did not file a lawsuit, the shareholders collectively holding not less than 5% of the Company's paid-up capital can inform the Company to take such action. In case the Company still does not take any actions as per shareholders' notice, such shareholders may file a lawsuit against such director on behalf of the

Company for damages, according to Section 85 of the Securities and Exchanges Act B.E. 2535 (1992) (and as amend). In addition, any actions taken or overlook from not abide by such duty law, objectives and article of association of the Company or resolutions of the Shareholders Meeting in relation to such capital increase resulted in any director or his/her connected persons to obtain undue benefits; the shareholders may file a lawsuit to claim for such benefits from such director to compensate such benefit to the Company, the shareholders collectively holding not less than 5% of the Company's paid-up capital can inform the Company to take such action. In case the Company still does not take any actions as per shareholders' request within 1 month from the date as notice by shareholders, such shareholders may file a lawsuit against such director on behalf of the Company for damages, according to Section 89/18 of the Securities and Exchanges Act B.E. 2535 (1992) (and as amend).

Please be informed accordingly.

Sincerely Yours,

(Mr. Suwatchai Wongcharoensin)

Director and Company Secretary