



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)  
Energy Absolute Public Company Limited

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

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Ref EA 6303/014\_1LT

Date: 30 March 2020

Subject : Notification of the acquisition of new subsidiary from business transfer

To : The President, the Stock Exchange of Thailand

Energy Absolute Public Company Limited (the “Company”) would like to notify the investment of the Company’s subsidiary, i.e. EA Palm Network Co., Ltd. (“EPN”). EPN has been transferred entire business (acquisition) from Bio Alternative Energy Co., Ltd. (the “Transferor”), which is a holding company. As a result, EPN has to accept the asset acquisition of Combine Energy Tech Co., Ltd. (“CET”) in total of 1,267,000 shares, at par value 100 Baht per share, or 70% of total shares in CET.

This transaction has been finished and registered with the Business Development Department, the Ministry of Commerce on 27 March 2020. Therefore, CET became a subsidiary of the Company.

The key information is summarized in the attachment.

Kindly be informed accordingly.

Yours faithfully,

(Mr. Amorn Saphaweekul)

Deputy CEO



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Attachment

The summary of the significant information of the acquisition of new subsidiary from business transfer

1. Date of transaction :

Date of share payment / registration of the change of shareholders of CET: 27 March 2020

2. Party involved and relationship :

2.1. Party involved

Transferor : Bio Alternative Energy Co., Ltd. (the "Transferor")

Transferee : EA Palm Network Co., Ltd. ("EPN")

The Transferor owned shares in CET in total of 1,267,000 shares (par value 100 Baht per share) or 70% of total shares in CET. Therefore, EPN has accepted the share transfer of CET of 1,267,000 shares (70%.)

2.2. CET has a shareholding structure before and after the transaction as follows:

Before the Transaction			After the Transaction		
Registered capital at 181,000,000 Baht, at par value 100 Baht per share, divided into 1,810,000 shares			Registered capital at 181,000,000 Baht, at par value 100 Baht per share, divided into 1,810,000 shares		
Shareholders of CET			Shareholders of CET		
Bio Alternative Energy Co., Ltd. (Transferor)	1,267,000 shares	70.0000%	EA Palm Network Co., Ltd. (EPN)	1,267,000 shares	70.0000%
Global Inter Co., Ltd.	542,997 shares	29.9999%	Global Inter Co., Ltd.	542,997 shares	29.9999%
Mr. Kasama Poyai	1 share	0.0000%	Mr. Kasama Poyai	1 share	0.0000%
Miss Yupalak Phuchangthong	1 share	0.0000%	-	-	-
Miss Nimitsara Khawsabay	1 share	0.0000%	-	-	-
Total	1,810,000 Shares	100.0000%	Total	1,810,000 Shares	100.0000%

List of Directors after the transaction

No.	Board of Directors	Position	Number of shareholding / Portion
1	Mr. Somphote Ahunai	Authorized director	-No-
2	Mr. Amorn Saphaweekul	Authorized director	-No-
3	Mr. Vasu Klomkliang	Authorized director	-No-
4	Mr. Kasama Poyai	Authorized director	1 share / 0.0000%
5	Mr. Narisorn Pinthong	Authorized director	-No-



Before entered into this transaction, all of the Transferor, shareholders of the Transferor, directors and managements are not shareholders, directors, managements and related person with the Company and EPN. Therefore, this transaction is not a connected transaction according to the Notification of the board of governors of the Stock Exchange of Thailand Re: Disclosure of Information and other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546.

**3. General characteristics of transaction :**

**3.1 General characteristic**

EPN has accepted the transfer of ordinary shares in CET from the Transferor in total of 1,267,000 shares (Par value 100 Baht per share) or 70% of total shares in CET. EPN has already paid the Transferor in consideration of such business transfer in total amount of 285,509,000.- Baht. As a result, this transaction is considered as the acquired transaction according to the Notification on Acquisition or Disposal.

**3.2 Value of transaction**

Having considered the size of acquired transaction as above mentioned, this transaction size is equal to 0.41% of the net tangible asset value (compared to the consolidated financial statement for 6 months period ended of 31<sup>st</sup> December 2019). And when combine this transaction with the size of acquired transaction during the past 6 months (the size is equal to 0.46%). This transaction size is equal to 0.87%. Therefore, this transaction does not require a disclosure to, or an approval from, the shareholders under the rules and procedures on the acquisition and disposal of assets of listed companies and not the connected transactions.

**4. Source of found :** From working capital of EPN.

**5. Benefit of this transaction :** To expand business and enhance competitiveness of the group of Company.