



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

Ref EA 6311/032LT

Date: 23 November 2020

Subject Notification of the investment of subsidiary in CRL

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. E Smart Transport Company Limited (“EST”) to acquire ordinary shares 99.9996% in Chaophraya River Line Company Limited (“CRL”). This transaction is completed and registered with the Business Development Department, the Ministry of Commerce on 23 November 2020 already.

The above transaction has been approved by the meetings of Board of Directors of the Company and EST on 14 October 2020 and 16 November 2020, respectively.

In this regard, the purpose of CRL business is to service of ferry transportation and tourism. 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 investment in Chaophraya River Line Company Limited

1. Date of transaction :

Date of share payment: 23 November 2020

Date of registration of share transfer of CRL: 23 November 2020

2. Party involved and relationship :

2.1. Party involved :

CRL has the registered capital at Baht 65,000,000, divided into 650,000 ordinary shares, at the par value of Baht 100 per share. CRL engages in the business of ferry transportation services and tourism.

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

Before Transaction		
Registered capital at Baht 65,000,000, at par value Baht 100 per share, divided into 650,000 shares		
Shareholders of CRL		
Cdr.Parinya Ruckwatin	100,000 Shares	15.38 %
Mr.Wasun Itthirojanakul	79,000 Shares	12.15 %
Mr.Varud Wannaiampikul	75,000 Shares	11.54 %
Mr.Damrong Pitaksit	70,000 Shares	10.77 %
Mr.Kulavuth Vanaswas	50,000 Shares	7.69 %
Mr.Keerin Chutumstid	50,000 Shares	7.69 %
Mr.Woravut Kanjanakul	50,000 Shares	7.69 %
Mr.Satian Pooprasert	50,000 Shares	7.69 %
Daughters and Son (Thailand) Company Limited	41,000 Shares	6.31 %
Visionary Vanguard Company Limited	25,000 Shares	3.85 %
Mr.Rittirong Intarajinda	25,000 Shares	3.85 %
Mr.Wisut Na-ngern	25,000 Shares	3.85 %
Mr.Samroeng Chalermnai	10,000 Shares	1.54 %
<b>Total</b>	<b>650,000 Shares</b>	<b>100.00 %</b>

After Transaction		
Registered capital at Baht 65,000,000, at par value Baht 100 per share, divided into 650,000 shares		
Shareholders of CRL		
E Smart Transport Company Limited (EST)	649,998 Shares	99.9996 %
Mr.Somphote Ahunai	1 Share	0.0002 %
Mr.Amorn Saphthaweekul	1 Share	0.0002 %
<b>Total</b>	<b>650,000 Shares</b>	<b>100.00 %</b>



List of Directors after the transaction

No.	Board of Directors	Position	Number of shareholding / Portion
1	Cdr.Parinya Ruckwatin	Authorized director	-Nil-

However, CRL will proceed to change the directors and director authorization within 14 days after holding the shareholders' meeting. The Structure of Board of Directors proposed to the shareholders' meeting shall be as follows:

No.	Board of Directors	Position	Number or name of director to sign binding the company	Number of shareholding / Portion
1	Mr.Somphote Ahunai	Authorized director	Any two directors jointly sign together with the company seal being affixed	1 Share / 0.0002 %
2	Mr.Amorn Saphaweekul	Authorized director		1 Share / 0.0002 %
3	Cdr.Parinya Ruckwatin	Authorized director		-Nil-
4	Ms.Supaporn Ahunai	Authorized director		-Nil-

Before entering into this transaction, all of Directors and Shareholders of CRL are not shareholders, directors, managements and related person with the Company and EST. 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

EST acquired the ordinary shares of CRL in proportion of 99.9996% of the total issued and paid-in shares of CRL from the existing CRL's shareholders. The purchased share price is Baht 85.70 per shares with aggregate value of Baht 55,704,828.60. Under such circumstance, this transaction is not considered as the purchase of the undertaking of any other company to be owned by the Company which requires shareholders' approval; however, this transaction is considered that a listed company or subsidiary company invests in other company. As a result, such other company shall become a subsidiary of the listed company or subsidiary company.



### 3.2 Value of transaction

Having considered the size of acquired transaction as above mentioned, this transaction value is equal to 0.26451% of the total value of consideration which is the maximum transaction size (compared to the consolidated financial statements for 6 months period ended of 30 June 2020). And when combine this transaction with the size of acquired transaction during the past of 6 months (the size is equal to 2.48586%), 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 transaction.

4 **Source of fund:** From working capital of EST.

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

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