Enclosure 5

(Translation)

Independent Financial Advisor's Opinion Report on Acquisition of Assets under an investment in the solar farm project for the new city area of Eastern Economic Corridor Special Development Zone (EEC)

Reporting to

The Shareholders of SPCG Public Company Limited

Prepared by

Avantgarde Capital Company Limited

23 December 2020

No. AGC 2020/052

December 23, 2020

Subject: Notice of the resolution of the Company's Board of Directors' meeting with regard to the acquisition of assets, Entire Business Transfer (EBT), reduction of capital, increase of capital, and allotment of ordinary shares of Private Placement and determine the date for the Extraordinary General Meeting of Shareholders No. 1/2020

To: President
The Stock Exchange of Thailand

Attachments:
1. Information Memorandum regarding the acquisition of assets (in Attachment No. 1);
2. Information Memorandum regarding the allocation of ordinary shares for the increase of capital; and
3. Capital Increase Report Form (F53-4)

SPCG Public Company Limited ("the "**Company**") notifies the resolution of the Board of Directors Meeting No.10/2020 dated 25 November 2020 which is considered and approved in significant agendas as follow:

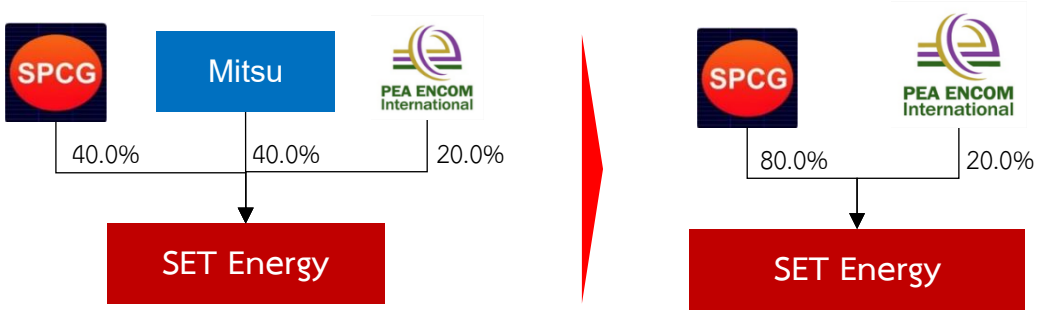
1. The Board of Directors proposed to the Meeting of Shareholders for an approval for the investment in the solar farm project, which is used for the new city area of Eastern Economic Corridor Special Development Zone ("**EEC**") and has a production capacity of not less than 500 MW (the "**project**"), with an investment value of not exceeding THB 23,000 million through SET Energy Co., Ltd. ("**SET Energy**"), which is a limited company jointly owned by the Company and PEA ENCOM International Co., Ltd. ("**PEA ENCOM**"), set up by Provincial Electricity Authority ("**PEA**") for the purpose of investment in clean energy and other electricity energy, This investment in the solar farm project has the objective to drive the EEC area to be low carbon society, clean and eco-friendly city in line with the Sustainable Development Goals (**SDGs**), strengthen stability of energy, support a long-term economic drive, increase the capacity to generate income, as well as the cash flow of the Company. With regard to this investment, the Company may consider a project finance to SET Energy by issuing bonds and/or General Mandate, if necessary. Nonetheless, the investment in the solar farm project will be started only when SET Energy has entered into the power purchase agreement with PEA ENCOM, which is expected to be completed on ~~by~~ 26 November 2020, and the Company has obtained the approval from the Extraordinary General Meeting of Shareholders dated 15 January 2021.

2. The Board of Directors proposed to the Meeting of Shareholders for an approval the Entire Business Transfer ("**EBT**") of Mitsu Power Group Co., Ltd. ("**Mitsu**") which holds 400,000 shares of SET Energy,

in a proportion of 40 percent of total issued and paid-in shares to be presented in the shareholders' meeting for approval. The Company will issue and consider an allotment of ordinary share, not exceeding 81,800,000 shares, with par value of THB 1.00 to Mitsu. This share allotment is for an exchange of Mitsu's entire business transfer which is expected to acquire by SPCG by January 2021, only when, SET Energy has entered into the power purchase agreement with PEA ENCOM which is expected to be completed on 26 November 2020 and the Company has obtained the approval from the Meeting of Shareholders.

The details are as follow:

- The Company holds 400,000 ordinary shares in SET Energy, in proportion of 40%.
- Mitsu holds 400,000 ordinary shares in SET Energy, in proportion of 40%.
- PEA ENCOM holds 200,000 shares in SET Energy, in proportion of 20%.



The acquisition of the entire business transfer from Mitsu, as the detail shown in item 2, constitutes the purchase or acceptance of transfer of the business of another company, and is therefore subject to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) (the "**PLC Act**"), and also constitutes a material asset acquisition transaction, as the details shown in item 1 and 2, pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (including any amendment thereto) (collectively, the "**Notifications on Acquisition or Disposal**").

The transaction value of the acquisition of the entire business transfer from Mitsu is equivalent to 108.77 percent, calculated by applying the Net Profit Basis which is the basis that results in the highest transaction value, based on the Consolidated Financial Statement for the period ending 30 September 2020 which has been reviewed by a certified public accountant, which is classified as a "Class 1 Asset Acquisition Transaction" pursuant to the Notifications on Acquisition or Disposal. Therefore, the company have to hold a shareholders meeting to seek approval on the investment in this solar farm project and acceptance of entire business transfer including all related transactions, whereby the Company shall obtain approval from the shareholders meeting by votes of no less

than three-quarters of the total votes of the shareholders attending the Meeting and being entitled to vote, without counting the votes of the interested shareholders. The company shall appoint an independent financial advisor (IFA) to provide opinions to the shareholders of the Company on the reasonableness and benefit of the investment and acceptance of entire business transfer from Mitsu, fairness of the price, and conditions of the transaction, as well as to deliver such opinions to the Office of the Securities and Exchange Commission (the "SEC Office"), the Stock Exchange of Thailand and all shareholders of the company.

As a result, the investment in the solar farm project and acceptance of entire business transfer from Mitsu is not considered as Backdoor Listing due to the fact that there is no transfer of controlling power over the company to non-listed company and the existing shareholders will hold the shares of no less than 50 percent of paid-up registered capital, after the investment in the solar farm project and acceptance of entire business transfer. (The shareholders ratio will not lower than 92.25 after the acceptance of entire business transfer of Mitsu).

3. The Board of Directors proposed to the Meeting of Shareholders for an approval the authorization of the board of directors and/or the Chief Executive Officer and/or any person who is assigned by the board of directors and/or the Chief Executive Officer to carry out actions associated with EBT of Mitsu and implementation of the development plan of the solar farm project stipulated in item 1 and 2 in order to facilitate such implementation with convenience and flexibility, taking into account the best interest of the Company.
4. Approved the appointment of Avantgarde Capital Co., Ltd., which is an independent financial advisor with its name under the approved list of SEC, as the Company's independent financial advisor ("IFA"), to provide opinions on the investment of solar farm project in the new city area of Eastern Economic Corridor ("**EEC**") which has a production capacity not less than 500 MW and the EBT of Mitsu which according to item 1 and 2.
5. The Board of Directors proposed to the Meeting of Shareholders for an approval the capital reduction and the amendment to Clause 4. Registered Capital of the Company's Memorandum of Association. The details are as follows:

   (A) Reduce the registered capital from THB 1,016,389,000 to THB 973,990,000 by eliminating 42,399,000 unissued ordinary shares with par value of THB 1 per share;

   (B) Amend Clause 4. Registered Capital of the Company's Memorandum of Association to be in line with the capital reduction by replacing the previous clause with the new clause as follows:

Clause 4.	Registered Capital	THB 973,990,000	Bath Nine Hundred and Seventy-Three Million Nine Hundred and Ninety Thousand Only
	Divided into	973,990,000 shares	Nine Hundred and Seventy-Three Million Nine Hundred and Ninety Thousand shares
	Par value	THB 1	Bath One Only
	Classification		
	Ordinary share	973,990,000 shares	Nine Hundred and Seventy-Three Million Nine Hundred and Ninety Thousand shares
	Preference share	None	None

6. The Board of Directors proposed to the Meeting of Shareholders for an approval the capital increase of the Company and the amendment to the Company's Memorandum of Association Clause 4 re: registered capital in order to be in line with the capital increase. The purpose of capital increase is aligned with the allotment of increased shares, proposed to Private Placement, i.e. Mitsu, for payment of entire business transfer and the allotment of General Mandate for encouraging the financial capacity in the solar farm project development.

   The details are as follows:

   (A) To increase the capital from THB 973,990,000 to THB 1,153,189,000 by issuing increased ordinary shares, amount of 179,199,000 shares with its par value of THB 1.00.

   (B) To amend the Company's Memorandum of Association Clause 4 re: registered capital by cancelling the existing statement and replacing with the following statement:

Clause 4.	Registered Capital	THB 1,153,189,000	Bath One Thousand One Hundred and Fifty-Three Million One Hundred and Eighty-Nine Thousand Only
	Divided into	1,153,189,000shares	One Thousand One Hundred and Fifty-Three Million One Hundred and Eighty-Nine Thousand shares
	Par value	THB 1	Bath One Only
	Classification		
	Ordinary share	1,153,189,000shares	One Thousand One Hundred and Fifty-Three Million One Hundred and Eighty-Nine Thousand shares
	Preference share	None	None

7. The Board of Directors proposed to the Meeting of Shareholders for an approval the share allotment of Private Placement, in the number of not exceeding 81,800,000 shares with a par value of THB 1.00 each, offered to Mitsu with value of THB 22.00 per share for the payment of EBT from Mitsu to the Company as the details shown in item No. 2. Nonetheless, Mitsu is not considered as connected person under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions dated 31 August 2008 (including amendments) 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 dated 19 November 2003 (including amendments).

However, the offering price mentioned above is not considered as the newly issued share offering below market price as the price is not lower than 90 percent of weighted average price of the Company's shares traded on the Stock Exchange of Thailand ("**SET**") during the period of 15 consecutive business days prior to the date of the Board of Directors' resolution, calculated based on the market price from 4 November 2020 to 24 November 2020 which is equivalent to THB 21.06 per share (90 percent of the mentioned market price is equivalent to THB 18.95 per share.) As a result, the issuance and offering of ordinary shares by way of private placement requires votes of not less than 3/4 of total number of votes of shareholders present at the shareholders' meeting and entitled to vote.

At the offering date, if the offering price of THB 22.0 per shares is lower than the market price calculated on the offering date (weighted average price of the Company's shares traded in the SET during the period of 7 – 15 consecutive business days period to the offering date). Mitsu or the shareholders of Mitsu (in the case of liquidation of Mitsu according to the entire business transfer regulatory requirements) shall be prohibited to sell the allotted shares for the period of 1 years from the allotted shares first trading date and after 6 months, Mitsu or the shareholders of Mitsu can sell up to 25% of the allotted shares (Silent Period) and those allotted shares must be locked up with Thailand Securities Depository Company Limited ("TSD").

In this regard, the Company has authorized the board of director of the Company and/ or the Chief Executive Officer and/ or any person who is assigned by the board of director of the Company and/ or the Chief Executive Officer to conduct any action as it may require in relation to the share offer above mentioned, including determining conditions and details of share offer, date and time of share subscription and assigning other persons for such actions.

8. The Board of Directors proposed to the Meeting of Shareholders for an approval of allotment of General Mandate, not exceeding 97,399,000 shares with par value of THB 1.00, for proposing to Private Placement. Th allotment of General Mandate is for encouraging the financial capacity in the solar farm project development as the detail shown in item No. 1. and strengthening the financial investment for the solar farm project.

With this, the Company authorize the Board of Directors to perform any necessary matters related to the offering for sale of the Company's issued ordinary shares and to determine the offering share price and to determine the conditions and details for offering share sale, date and time of share subscription. In this regard, the determination of offering price shall be the best price for protection of shareholders' benefits.

The allotment of newly issued shares (a) shall not be allocated to the connected persons under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 entitled Rules on Connected Transactions dated 31 August 2008 (including its amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand entitles Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546 dated 19 November 2003 (including its amendments) and (b) shall not be a price below the market price pursuant to the Notification of Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval of Offer for sale of newly Issued Shares by Listed Companies in a Private Placement dated 28 October 2015 (including its amendments). In this regards, the determination of Private Placement shall not be lower than 90 percent of the Market Price ("Market Price" means the weight average of the Company's ordinary shares price trading on the Stock Exchange of Thailand for 7-15 consecutive business days prior to the date of determined offering price) and (c) shall not result that the allocated persons obligate to voluntarily Tender Offer pursuant to Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: The Acquisition of Securities for Business Takeovers dated 13 May 2011 (including its amendments).

However, the allotment of the newly-issued ordinary shares shall be completed within the date on which the Company holds its next annual general meeting of the shareholders or within the date on which the laws require the Company to hold its next annual general meeting of the shareholders, whichever is earlier.

9. The Board of Directors proposed to the Meeting of Shareholders for an approval the amendment to the Company's Objectives to be presented in the shareholders' meeting to be in line with the entire business transfer, which causes the Company's Objectives to be 34 Clauses in total. In addition, Clause 3. Objectives of the Company's Memorandum of Association shall be amended as follows:

"Clause 34 To carry on the transfer or acquisition of business, including assets, obligations in relation to the business operation of other limited or public companies."

10. The Board of Directors proposed to the Extraordinary General Meeting of Shareholders for an approval the summoning of the extra-ordinary meeting of shareholders No. 1/2020 on Friday 15 January 2021 at 09.30 hrs. at Fuji Grand Ballroom, 4th Floor, Hotel Nikko Bangkok, No. 27 Soi Sukhumvit 55 (Thonglor), Sukhumvit Road, Klongtan Nua, Wattana, Bangkok 10110. The agendas for the meeting are as follow:

Agenda 1. To consider and ratify the minutes of the annual general meeting of shareholders for the year 2020 held on 11 May 2020;

Agenda 2. To consider and approve the investment of solar farm project in the new city area of Eastern Economic Corridor ("EEC") which has a production capacity not less than 500 MW through SET Energy Co., Ltd. which is considered as an acquisition of assets;

Agenda 3. To consider and approve the entire business transfer from Mitsu Power Group Co., Ltd. which holds 40% of shares in SET Energy Co., Ltd.

Agenda 4. To consider and approve an authorization of the board of directors and/ or the managing director and/ or any person who is assigned by the board of directors and/ or the managing director to carry out actions stipulated in Agenda 2 and Agenda 3;

Agenda 5. To consider and approve a capital reduction of the Company and an amendment to Clause 4. Registered Capital of the Company's Memorandum of Association;

Agenda 6. To consider and approve a capital increase of the Company and an amendment to Clause 4. Registered Capital of the Company's Memorandum of Association;

Agenda 7. To consider and approve share allotment of the Private Placement;

Agenda 8. To consider and approve share allotment of the General Mandate for Private Placement;

Agenda 9. To consider and approve an amendment to the Company's Objectives and Clause 3. Objectives of the Company's Memorandum of Association to be in line with the entire business transfer;

Glossary

"Announcement on Acquisition or Disposition of Assets"	Notification of the Capital Market Supervisory Board Tor Chor. Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies in Acquisition or Disposition of Assets, B.E.
"CADR"	Compound Annual Decline Rate
"CAGR"	Compound Annual Growth Rate
"COD"	Commercial Operation Date
"DCF"	Discounted Cash Flow
"DSCR"	Debt Service Coverage Ratio
"DSR"	Debt Service Ratio
"D/E"	Debt to Equity Ratio
"Entire business transfer transaction"	Entire business transfer of Mitsu Power Company Limited
"EEC"	Eastern Economic Corridor
"EEC Committee"	Eastern Economic Corridor policy committee
"EEC sub-commitee"	Sub-committee of the Eastern Special Development Zone Administration
"EGAT"	Electricity Generating authority
"EPC"	Engineering, Procurement and Construction
"EV/EBITDA"	Enterprise Value/Earnings before interest, tax, depreciation and amortization
"FCFE"	Free Cash Flow to Equity
"FIT"	Feed-in-Tariff
"IFA report"	IFA report on Acquisition and Disposition of Assets Transactions and Connected Transaction of SPCG Public Company Limited
"IFA"	Avantgarde Capital Company Limited
"IPP"	Independent Power Producer Program
"Kd"	Cost of Debt
"Ke"	Cost of Equity
"kW"	Kilowatt
"kWh"	Kilowatt hour
"kWp"	Kilowatt peak
"Mitsu"	Mitsu Group Company Limited
"MW"	Megawatt
"MWh"	Megawatt hour
"O&M"	Operation and Maintenance
"PDP 2018"	Thailand Power Development Plan 2018 – 2037

"PEA"	Provincial Electricity Authority
"PEA ENCOM"	PEA ENCOM International Company Limited
"PPA"	Power Purchase Agreement
"PR"	Performance Ratio
"P/BV"	Price-to-book Value Ratio
"P/E"	Price-to-earnings Ratio
"Public Limited Companies Act"	Public Limited Companies Act BE 2535
"PV Module"	Photovoltaics Module
"the Project"	Solar Power project for new smart city in EEC
"the Company"	SPCG Public Company Limited
"SET Energy"	SET Energy Company Limited
"SET"	Stock Exchange of Thailand
"EEC Committee office"	Eastern Economic Corridor sub-committee Office
"SEC"	Securities and Exchange Commission
"WACC"	Weighted Average Cost of Capital
"Wd"	Weight of Debt
"We"	Weight of Equity
"VAT"	Value Added Tax
"MEA"	Metropolitan Electricity authority

Table of Content

1. Executive Summary

1.1 Overview and Objective of the Transaction

As SPCG Public Company Limited ("the Company") an approval for the investment in the solar farm project, which is used for the new city area of Eastern Economic Corridor Special Development Zone ("EEC") and has a production capacity of not less than 500 MW (the "project"), with an investment value of not exceeding Baht 23,000 million through SET Energy Co., Ltd. ("SET Energy"), which is a limited company jointly owned by the Company and PEA ENCOM International Co., Ltd. ("PEA ENCOM"), set up by Provincial Electricity Authority ("PEA") for the purpose of investment in clean energy and other electricity energy. This transaction has 2 steps to proceed: 1) Increase Shareholding ration in SET Energy at the amount of 400,000 shares of SET Energy or approximately 40.0 percent of total issued and paid-in shares in SET Energy, comparing to prior holding of the Company in SET Energy at the amount of 400,000 shares of SET Energy or approximately 40.0 percent of total issued and paid-in shares in SET Energy. In accordance, the Company will hold 800,000 shares of SET Energy or approximately 80.0 percent of total issued and paid-in shares in SET Energy. The Company will issue and consider an allotment of ordinary share, not exceeding 81,800,000 shares, with par value of THB 1.00 to Mitsu. This share allotment is for an exchange of Mitsu Power Group Company Limited ("Mitsu") entire business transfer which is expected to acquire by SPCG by January 2021. 2) The investment in the solar farm project with production capacity of not less than 500 MW through SET Energy the objective to drive the EEC area to be low carbon society, clean and eco-friendly city in line with the Sustainable Development Goals (SDGs), strengthen stability of energy, support a long-term economic drive, increase the capacity to generate income, as well as the cash flow of the Company. With regard to this investment, the Company may consider a project finance to SET Energy by issuing bonds and/or General Mandate, if necessary. Nonetheless, the investment in the solar farm project will be started only when SET Energy has entered into the power purchase agreement with PEA ENCOM, which is expected to be completed on 26 November 2020, and the Company has obtained the approval from the Extraordinary General Meeting of Shareholders dated 15 January 2021.

The IFA has an opinion that this Transaction is appropriate. *(shareholders can read details of the appropriateness of the Transaction additionally in section 3.1 the appropriateness and benefits of the Transaction).* The IFA has valued the fair value for EBT of Mitsu and fair value of the Company from various methods available. The IFA has an opinion that Discounted Cash Flow ("DCF") approach is appropriate which reflects future operating performance under business operation plans and fair assumptions. The fair value of EBT of Mitsu and an allotment of ordinary share are Baht 1,613.2 – 2,028.9 million and Baht 21.0 – 22.7 per share, respectively. When comparing transaction price at the amount of Baht 1,799.6 million and allotment of ordinary share at the amount of Baht 22.0 per share is appropriate.

The IFA has an opinion on the value of the Project on Discounted Cash Flow ("DCF") approach is appropriate which reflects future operating performance under business operation plans and fair assumptions. According to the Net present value ("NPV") of the Project the fair value is Baht 3,933.0 million - Baht 4,972.2 million with Internal rate of return ("IRR") at 7.8 - 10.0%. The IFA has the opinion that investment assumption is equal to baht 18,635.7 million. The Project has average IRR equate to 10.0% which is higher than Weighted average cost of capital which is equate to 6.8% - 8.1% (vary from tax rate between 0.0% - 20.0%). Therefore, the IFA has the opinion that the transaction price is appropriate.

1.2 Characteristic of the Transaction

1.2.1 Detail of Disposition of Assets

Transferor	Mitsu Power Group Co., Ltd.
Transferee	SPCG Public Company Limited
Characteristic of the Transaction	The Company will acquire the entire business transfer of Mitsu which holds 40% shares in SET Energy. This business acquisition represents the total transaction value of Baht 1,799.6 million and, after the business acquisition, the Company will issue and allot the increased ordinary shares to Mitsu's shareholders in order to compensate the acquired business hwere the EBT will occurred in January 2021 after the allotment. Mitsu will dissolve and liquidate by 2021 after that shareholders of Mitsu will received shares of the Company according to shareholding proportion in Mitsu.
Source of Funds	The company has issued and allocated 81,800,000 newly issued ordinary shares at the par value of Baht 1.00 per share and at the offering price of Baht 22.0 per share as payment for the acquisition and acceptance of the entire business transfer from Mitsu.
Conditions of the Entering into the Transaction	the allotment of ordinary shares to Mitsu by way of the Private Placement to Mitsu as a payment in exchange for the EBT. Mitsu is not considered as connected person under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions dated 31 August 2008 (including its amendments) and the Notification of the Securities and Exchange Commission re: Information Disclosure and rules, conditions and procedures on connected transactions B.E. 2546 dated 10 November 2003 (including its amendments).

1.2.2 Investment in the Project

Investor	SPCG Public Company Limited
Detail of the Project	The Company considers to invest in the Project in EEC area. Moreover, the Company totally holds 80% shares in the Project whereas PEA ENCOM, as a subsidiary of Provincial Electricity Authority (PEA), holds 20% shares in the Project. The Project will generate and distribute electricity to PEA ENCOM which will be resell by PEA with the same conditions. The PPA has been signed between PEA ENCOM and PEA on 25 November 2020.
Investment in the Project	The investment of the Project will be not more than baht 23,000.0 million (not including interest expense during construction) SET Energy will finance by Project Finance in proportion of 3:1 debt to equity or not more than baht 17,250.0 million and equity not more than baht 5,750.0 million. Therefore, the Company as a shareholder of SET Energy at 80.0% after EBT will use investment at the amount of baht 4,600.0 million of which will divided the investment from 2021 – 2026 according to investment in the Project of the Company
Conditions of the Entering into the Transaction	The investment in the solar farm project will be started only when SET Energy has entered into the power purchase agreement with PEA ENCOM, which is expected to be completed on 26 November 2020, and the Company has obtained the approval from the Extraordinary General Meeting of Shareholders dated 15 January 2021.

1.3 Characteristic of Acquisition of Assets and Investment in the Project

1.3.1 Characteristic of Acquisition of Assets

Company Name	Mitsu Power Group Company Limited
Location	38/345 Soi Sukabhiban 5 Soi 20 Intersection 1 Tha rang Bang Kaen Bangkok 10220
Type of business	Holding Company
Registration number	0105563144916
Registration date	1 October 2020
Share capital	Baht 40,000,000.0
Board of Director	**Name** / **Position** Ms. Ratchanewan Akkaravikrai / Director

Source: Information from the Company

The Company will process the EBT of Mitsu which hold in SET Energy at 40.0% at the amount of baht 1,799.6 million. After the EBT, the Company will allotment its shares to Mitsu's shareholders for consideration of the EBT transaction. Mitsu will dissolve and liquidate the business which expected to be finished within 2021. After that shareholder of Mitsu will received the share of the Company according to the proportion of shareholding in Mitsu. The EBT contract can be summarized as follows:

Table summary of EBT contract

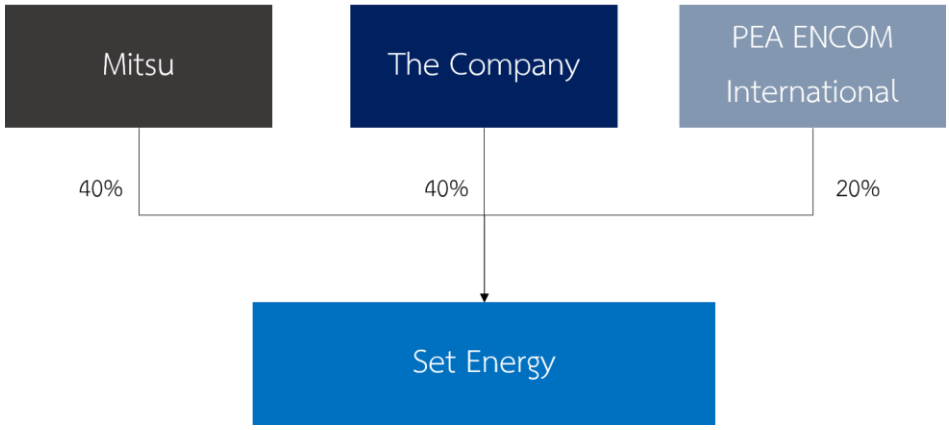
Draft Entire Business Transfer Agreement	
Transferor	Mitsu Power Group Co., Ltd.
Transferee	SPCG Public Company Limited
Consideration for EBT	• The transferor shall agree to transfer the entire business with the value, not exceeding Baht 1,799,600,000 (the EBT consideration may change based on the market value at the date that EBT and the company dissolution will be transacted) for remuneration of the EBT transaction. • The transferee shall agree to increase its registered capital by issuing new shares, not exceeding 81,800,000 shares, with its value of baht 22.0 per share, for remuneration to the transferor and allotment to the transferor's shareholders.
Pre-condition	• The transferee must arrange the shareholder meeting to have a special resolution under the law to approve the capital increase, not exceeding baht 1,799,600,000 by issuing new shares, not exceeding 81,800,000 shares, with its value of baht 22.0 per share, for remuneration to the transferor and allotment to the transferor's shareholders. • The transferee must amend its Memorandum of Association and Article of Association to align with the capital increase and this amendment will be registered to the registrar, Department of Business Development, Ministry of Commerce.

Source: Information from the Company

All assets and liabilities of Mitsu to be transferred to the Company as of the entire business transfer date are consist of 400,000 shares in Set Energy.

Currently, the Company holds 400,000.0 ordinary shares in SET Energy, Mitsu holds 400,000.0 ordinary shares in SET Energy and PEA ENCOM holds 200,000.0 ordinary shares in SET Energy, or 40.0 percent. 40.0 and 20.0, respectively, the shareholding structure of the Company in SET Energy before and after the Acquisition of Mitsu's Entire Business can be summarized as follows:

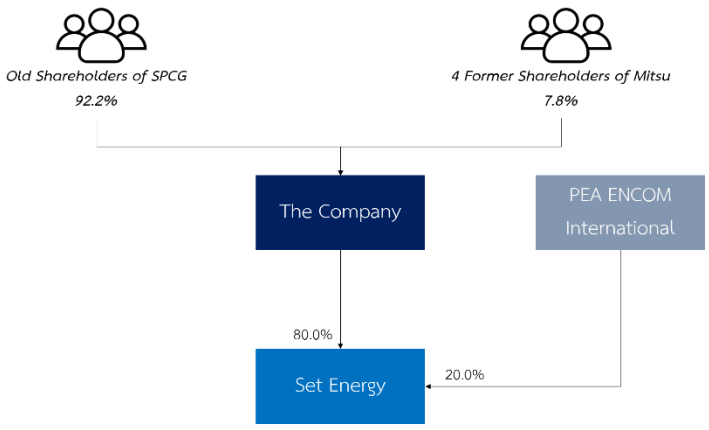
Diagram illustrates structure shareholding structure of SET Energy before entering into the Transaction



Following the EBT and the Company's offering of newly issued ordinary shares, Mitsu will continue to initiate Mitsu's liquidation and liquidation procedures, which are expected to be completed by 2021 following the dissolution and liquidation. Mitsu's shareholders will receive the Company's shares allocated to Mitsu in proportion to their shareholding in Mitsu, namely 1) Ms. Ratchanewan Akkaravikrai 2) Ms. Phatchathida Mahawong 3) Mr. Surasak Chantapan 4) Mr. Watchrakorn Phitsuanchom.

All assets and liabilities of Mitsu to be transferred to the Company as of the entire business transfer date expected to consist of 400,000 shares in SET Energy alone.

Diagram illustrates structure shareholding structure of SET Energy after entering into the Transaction



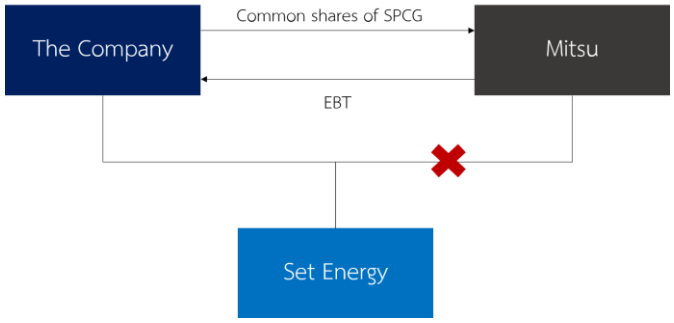
The former shareholders of Mitsu that will receive the allotment shares of the Company are 1) Ms. Ratchanewan Akkaravikrai 2) Ms. Phatchathida Mahawong 3) Mr. Surasak Chantapan 4) Mr. Watchrakorn Phitsuanchom. Shareholding proportion of Mitsu shareholder in the Company will be as follows:

Table summary of shareholding proportion of Mitsu shareholders in the Company after private placement

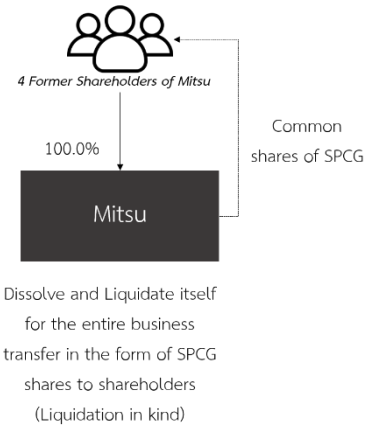
Name	No. of shares	proportion
Ms. Ratchanewan Akkaravikrai	69,530,000	6.59
Ms. Phatchathida Mahawong	4,908,000	0.47
Surasak Chantapan	4,090,000	0.39
Mr. Watchrakorn Phitsuanchom	3,272,000	0.31

Source: Information of the Company

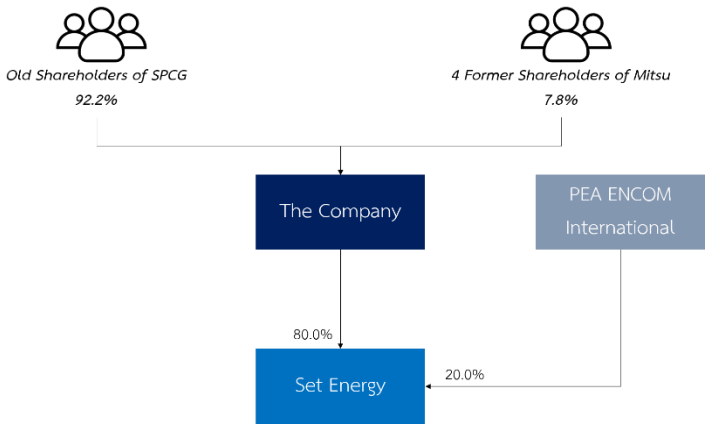
The details of two transactions of the Company are as follows:



Step 1 – Entire Business Transfer of Mitsu



Step 2 – Mitsu dissolve the Business



Step 3 – Holding Structure and Investment in the Project

1.3.2 Investment in the Project

<table>
<tr><td>Project Name</td><td>Investment in the solar farm project used for the new city area of Eastern Economic Corridor Special Development Zone (EEC)</td></tr>
<tr><td>Location</td><td>Eastern Economic Corridor Special Development Zone (EEC) 3 province which are Chacheongsao Chonburi and Rayong</td></tr>
<tr><td>Investment strategy</td><td>The Company will invest through SET Energy</td></tr>
<tr><td>Expected benefits from entering into the transaction of the Project's investment</td><td>The Company will expand the business of solar power plant by increase of production capacity and opportunity in terms of significant revenue and profits. The expansion of the business Is in line with experience and expertise regarding the business operation of the Company's solar power plant business.</td></tr>
<tr><td>Shareholding before the Transaction</td><td>
<table>
<tr><th>No.</th><th>Company Name</th><th>Holding Structure (precent)</th></tr>
<tr><td>1</td><td>SPCG Public Company Limited</td><td>40.0</td></tr>
<tr><td>2</td><td>Mitsu Power Group Company Limited</td><td>40.0</td></tr>
<tr><td>3</td><td>PEA ENCOM International Company Limited</td><td>20.0</td></tr>
</table>
</td></tr>
<tr><td>Shareholding after the Transaction</td><td>
<table>
<tr><th>No.</th><th>Company Name</th><th>Holding Structure (precent)</th></tr>
<tr><td>1</td><td>SPCG Public Company Limited</td><td>80.0</td></tr>
<tr><td>2</td><td>PEA ENCOM International Company Limited</td><td>20.0</td></tr>
</table>
</td></tr>
<tr><td>Board of Director</td><td>
<table>
<tr><th>No</th><th>Name</th><th>Position</th></tr>
<tr><td>1</td><td>Ms. Wandee Khunchornyakong</td><td>Director</td></tr>
<tr><td>2</td><td>Mr. Somsak Khunchornyakong</td><td>Director</td></tr>
<tr><td>3</td><td>Mr Wunchai Lorwatthanatrakul</td><td>Director</td></tr>
<tr><td>4</td><td>Ms. Narinporn Malasri</td><td>Director</td></tr>
<tr><td>5</td><td>Mr. Khemarat Sardpricha</td><td>Director</td></tr>
<tr><td>6</td><td>Mr. Yuthapong Tubphadung</td><td>Director</td></tr>
<tr><td>7</td><td>Ms. Ratchanewun Akraraviai</td><td>Director</td></tr>
<tr><td>8</td><td>Ms. Anuch Trakulsiriphun</td><td>Director</td></tr>
<tr><td>9</td><td>Ms. Nunthawun Karatpong</td><td>Director</td></tr>
</table>
</td></tr>
<tr><td>Financial Statement</td><td>
<table>
<tr><th>Unit: Baht million</th><th>2019</th></tr>
<tr><td>Total Asset</td><td>100.0</td></tr>
<tr><td>Total Liabilities</td><td>0.0</td></tr>
<tr><td>Shareholders' Equity</td><td>100.0</td></tr>
<tr><td>Revenue from Sales and Services</td><td>-</td></tr>
<tr><td>Net Profit</td><td>(1.0)</td></tr>
</table>
</td></tr>
</table>

Source: Information from the Company

The Company considers to invest in the Project in EEC area. Moreover, the Company totally holds 80% shares in the Project whereas PEA ENCOM, as a subsidiary of Provincial Electricity Authority ("PEA"), holds 20% shares in the Project.

The Project will totally produce and distribute the electricity to PEA under the electricity charged rate, aligning with the electricity rate, under actual electric voltage, sold and charged by Electricity Generating Authority of Thailand ("EGAT") to PEA. The Project's construction is also in form of Distributed Generation in EEC area to be easier and more flexible in terms of administration and management of electricity system. As of November 26, 2020, SET Energy has entered into a power purchase agreement with PEA ENCOM, details can be summarized as follows:

Table summary of PPA between PEA ENCOM and SET Energy

Power Purchase Agreement	
Purchaser	PEA ENCOM International Co., Ltd.
Seller	SET Energy Co., Ltd.
Sale and purchase of electricity	• The purchase shall purchase the electricity generated by the solar energy facility, which the production capacity is not less than 500,000 kW, from the seller whereby stipulating the date under Scheduled Commercial Power System Installation: SSPI) within 31 December 2026. • The purchase shall purchase and the seller shall sell the electricity (Kw) all agreed quantity nut not exceeding the consumption amount monthly used in the new city area and the five sub-districts in Bang Lamung district. • If the seller cannot install the system of solar energy facility and wish to extent the date of SPPI. The seller shall notify this request in writing to the purchaser at least 90 days before the last date of SSPI due to force majeure and/or the electricity consumption, less than 500,000 kW, in the new city area and the five sub-districts in Bang Lamung district under the 60 days described in the SSPI.
Agreement period	25 years from the following date of execution in the agreement. After the completion of the agreement period, the seller can extend the period for five time in each time.
Calculation of purchase of payment	The purchaser shall pay the seller the electricity charge calculated in accordance with the electricity charged rate, aligning with the electricity rate, under actual electric voltage, sold and charged by Electricity Generating Authority of Thailand ("EGAT") to the Provincial Electricity Authority (PEA). The seller shall agree to deduct 1.00 Satang per each electricity unit (kW) which the seller shall monthly agree from the purchaser and the purchaser shall not charge the exceeded electricity amount to the seller

Source: PPA between PEA ENCOM and SET Energy

PEA ENCOM and PEA have entered into a power purchase agreement with conditions consistent with the aforementioned power purchase agreement on 25 November 2020 ENCOM with details as follows:

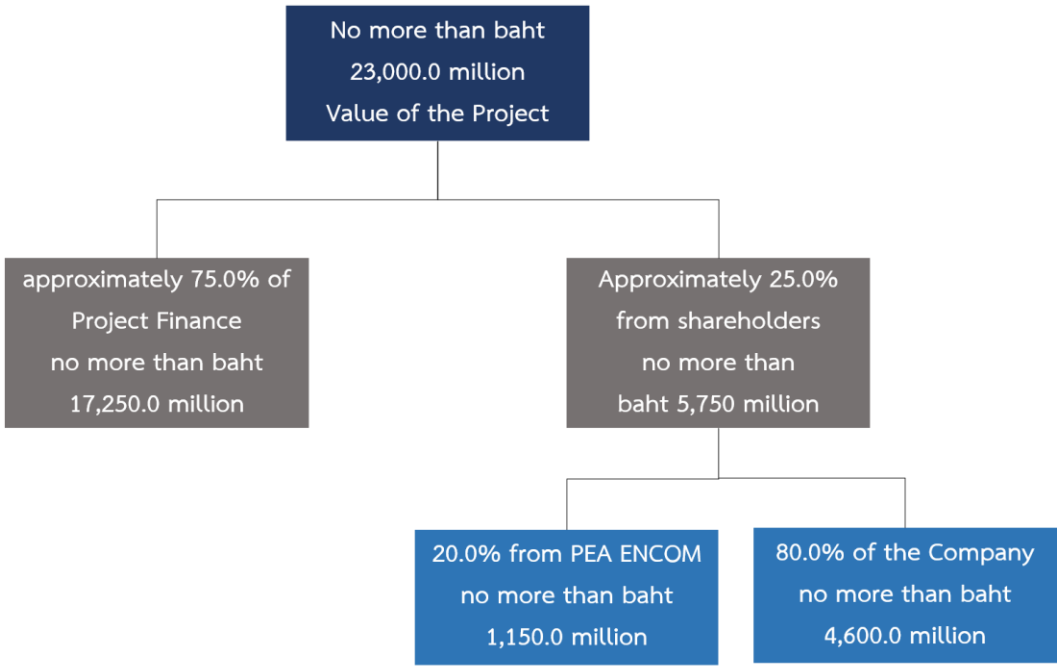
Summary of PPA between PEA and PEA ENCOM

Power Purchase Agreement	
Purchaser	PEA
Seller	PEA Encom international Company Limited
Sale and purchase of electricity	• The purchase shall purchase the electricity generated by the solar energy facility, which the production capacity is not less than 500,000 kW, from the seller whereby stipulating the date under Scheduled Commercial Power System Installation: SSPI) within 31 December 2026. • The purchase shall purchase and the seller shall sell the electricity (Kw) all agreed quantity nut not exceeding the consumption amount monthly used in the new city area and the five sub-districts in Bang Lamung district. • If the seller cannot install the system of solar energy facility and wish to extent the date of SPPI. The seller shall notify this request in writing to the purchaser at least 90 days before the last date of SSPI due to force majeure and/or the electricity consumption, less than 500,000 kW, in the new city area and the five sub-districts in Bang Lamung district under the 60 days described in the SSPI. •
Agreement period	25 years from the following date of execution in the agreement. After the completion of the agreement period, the seller can extend the period for five time in each time.
Calculation of purchase of payment	The purchaser shall pay the seller the electricity charge calculated in accordance with the electricity charged rate, aligning with the electricity rate, under actual electric voltage, sold and charged by Electricity Generating Authority of Thailand ("EGAT") to the Provincial Electricity Authority (PEA).
Termination of agreement	Agreement shall be terminated upon the following matters: • The termination letter is served to the purchaser by the seller upon the COD; • Any clause in this agreement is not be complied by the seller; or • Government policy and/or law is changed and result in the parties cannot comply with the agreement.

Source: PPA between PEA and PEA ENCOM

The Company will invest in the Project not more than baht 23,000.0 million within 2026 (Not including interest expense between construction) SET Energy will finance by Project finance at proportion of 3:1 debt to equity or not more than baht 17,250.0 million and equity not more than baht 5,750.0 million. Therefore, the Company as SET Energy shareholder of 80.0% after the EBT will use investment fund not more than baht 4,600.0 million by divided into investment from 2025 according to investment in the Project of the Company.

Diagram illustrates proportion of investment of the Project



Source: Information from the Company

The company expects that the investment in the Project investment will be not more than 23,000.0 million baht, which will invest according to the demand for electricity in the new, smart, smart and five sub-districts in Banglamung district. Chonburi Province It is expected that construction will be completed and ready for commercial operation of not less than 300 megawatts by 2022 and will consider investment in increasing installed capacity of not less than 200 megawatts in line with the increase in electricity consumption at Forecast in such area It is expected that construction will be completed and ready for commercial operation of not less than 500 megawatts by 2026. The Company Construction investment will be considered based on the amount of electricity used in that area. In the event that the amount of electricity used in such areas is changed with details as follows

Table summary of the Project of Solar Energy of SET Energy

Phase		Capacity	Investment date	COD
1.	1.1	150 MW	1 Feb 64	1 Aug 21
	1.2	150 MW	1 May 64	1 Nov 21
	1.3	20 MW	1 Aug 21	1 Feb 22
2		10 MW	1 Jul 65	1 Jan 23
3		60 MW	1 Jul 66	1 Jan 24
4		80 MW	1 Jul 67	1 Jan 25
5		30 MW	1 Jul 68	1 Jan 26
Total		**500 MW**	-	-

Source: Business plan of the Project

1.4 The appropriateness and benefits of the Transaction

After the Entire Business Transfer of Mitsu, the Company's shareholding in SET Energy will increase from 40.0% to 80.0%. As a result, the Company's power generation capacity will increase from approximately 200 MW to 400 MW according to the shareholding in SET Energy (from 40% to 80.0%). The increasing shareholding in SET Energy from the entire business transfer will result in SET Energy becoming a subsidiary of the Company due to more than 50.0% shareholding. Thus, the Company will have more control and flexibility for project management to obtain funding sources more efficiently. Moreover, the Company will be able to consolidate financial statements and recognize consistent revenue and cash flows from electricity revenue based on the wholesale price that PEA purchases from EGAT. Hence, the Company will receive higher returns compared to those from the current performance of solar farm projects, creating higher returns for shareholders.

Furthermore, having SET Energy as a subsidiary is part of the objectives and strategies of the Company to be a leader in the energy business with expertise in the development and management of the solar farm business, which focuses on investing in companies that operate in accordance with such objectives. Additionally, the Transaction will help the Company increase production capacity by expanding investment in the development of new solar power plant projects both domestically and internationally with clean and environmentally friendly technologies, and comply with the government policies to support the use of renewable energy especially solar energy that will create sustainable energy security of the nation.

1.5 Advantages of the Transaction

1.5.1 Advantages of acquisition of Mitsu

1) No financial burden from the Entire Business Transfer of Mitsu

The Entire Business Transfer of Mitsu of Baht 1,799.6 million is a payment made by the issuance of newly issued ordinary shares of the Company instead of paying in cash by not more than 81,800,000 shares with the offering price of the newly issued ordinary shares at Baht 22.0 per share. As a result, the Company has no obligation to obtain sources of funds and does not affect financial liquidity of the Company.

2) The Transaction price is reasonable.

The IFA conducted valuation of Mitsu and the Company based on various approaches to determine a fair value range for the Entire Business Transfer of Mitsu. The IFA has an opinion that the valuation using Discounted Cash Flow is considered the appropriate method since it can reflect the future performance under reasonable business plans and assumptions. Thus, the IFA assessed the fair values of the Entire Business Transfer of Mitsu and the issuance of the Company's newly issued shares, and found that they are in the range of Baht 1,613.2 - 2,028.9 million and Baht 21.0 – 22.7 per share, respectively. Comparing the transaction price of Baht 1,799.6 million and the price of newly issued shares of Baht 22.0 per share to such fair values, the Transaction's prices are in those ranges. Hence, the IFA has an opinion that both transaction prices are appropriate.

1.5.2 Advantages of investment in the Project of SPCG

1) Enhancing stable and consistent performance in the future

Entering into the Transaction will help the Company expand its solar power plant business, increase power generation capacity and recognize revenue and consistent cash flow from performance of SET Energy. The estimated average electricity revenue of the Project between 2021 and 2055 is Baht 2,100 million per year. Moreover, from the feasibility study, the Project is expected to be ready for commercial operation in the third quarter of 2021 and will receive electricity revenue based on the wholesale price that PEA purchases from EGAT with an approval from the National Energy Policy Council and/or EECO at the actual connected voltage level as specified in the announcement. Therefore, revenue and profits of electricity generating from the Project will increase consistent cash flow to the Company in addition to cash flow from the Company's existing solar power plants.

2) Increasing the flexibility in project management and the Company's competitiveness

The Entire Business Transfer will increase the Company's shareholding in the Project from 40.0% to 80.0%, resulting in more control and flexibility in project management to increase the efficiency of funding and the Company's capabilities in the development of the Project.

3) The construction of the Project is easy to manage.

The Project will be constructed in the Distributed Generation system in the EEC area to operate and manage the electricity system more easily, creating more flexibility of electrical system. In addition, the Distributed Generation will reduce the loss of the power transmission system since such system has less demand and backup power capacity than those of the Centralized Generation system due to its smaller power plant sizes. Thus, it can allow for a small capacity in the event that some power plants stop operation. When there is a technological change, such power generation system can also be adjusted more flexibly.

4) Receiving benefits from investment promotion measures in the Eastern Economic Corridor (EEC)

Since the Project will be constructed in the Eastern Economic Corridor (EEC) in Bang Lamung district Chonburi province, SET Energy will receive benefits under Eastern Special Development Zone Act (EEC Act) for the year 2020-2021 namely an 8-year corporate income tax exemption and a 50.0% corporate income tax reduction for another 5 years according to the Board of Investment's announcement on investment promotion measures to encourage large-scale investment projects in Thailand. Currently, the Company are applying for such benefits and expects to be granted permission by the second quarter of 2021.

5) SET Energy has potential partners.

The Company studied the model and concept of the Project and proposed to EECO. PEA, the Company and PEA ENCOM jointly studied, designed and planned for the production of clean electricity (solar energy), the connection of grid system, distribution of energy, improvement, maintenance of production systems and clean electricity systems to support the development of activities that will take place in the pilot area, other areas in 3 provinces: Chachoengsao, Chonburi and Rayong and the extension area for the next phase according to government policies. Moreover, they jointly developed and invested in the Project. The Company and PEA ENCOM are high potential investors that operate power businesses domestically and internationally. They also have sources of fund and skilled personnel. Moreover, as SET Energy is the sole entity that had a power purchase

agreement with PEA ENCOM, PEA ENCOM is unable to enter into a power purchase agreement with other companies in the new city area as per the definition in the agreement for electricity supply, clean energy (solar energy) and backup energy (energy storage system) for use in the Eastern Economic Corridor (EEC) between PEA ENCOM and SET Energy. PEA ENCOM will sell electricity to PEA under the same condition. PEA ENCOM already signed the power purchase agreement with PEA on November 25, 2020.

6) The Transaction price is reasonable.

The IFA conducted valuation of Mitsu and the Company based on the valuation using Discounted Cash Flow, which is considered the appropriate method since it can reflect the future performance under reasonable business plans and assumptions. Thus, the IFA assessed the fair values of the Project, and found that the net present value (NPV) is in the range of Baht 3,933.0 – 4,972.2 million and the internal rate of return (IRR) is in the range of 7.8 - 10.0%. The IFA believes that the investment cost according to the IFA's assumption is Baht 18,635.7 million, so the Project will receive the internal rate of return (IRR) of 10.0%, which is higher than the weighted average cost of capital of 6.8% - 8.1% (in accordance with the corporate income tax rate for each year of 0.0% - 20.0%). Hence, the IFA has an opinion that the transaction price is appropriate.

1.6 Disadvantages of the Transaction

1.6.1 Disadvantages of acquisition of Mitsu

1) Dilution Effect

Since the Company will issue ordinary shares of not exceeding 81,800,000 shares at the par value of Baht 1.00 per share for Baht 22.00 per share as a payment for the Entire Business Transfer of Mitsu. The IFA calculated the dilution effects from share issuance to the Company's shareholders including Control Dilution, Price Dilution and Earnings per Share Dilution.

Control Dilution	= Total Offering Shares / (Existing Paid-up Shares + Total Offering Shares) = 81,800,000 / (973,990,000 + 81,800,000) = 7.75%

Market Price Before Offering	= Weighted average price of the Company's shares in the period of 15 business days prior to the Board of Directors' Meeting 10/2020 dated November 25, 2020 between November 4 - 24, 2020 which equals Baht 21.06 per share.
Market Price After Offering	= (Market Price x Existing Paid-up Shares) + (Offering Price x Total Offering Shares) / (Existing Paid-up Shares + Total Offering Shares) = (21.06 x 973,990,000) + (22.00 x 81,800,000) / (973,990,000+ 81,800,000)

	= Baht 21.13 per share
Price Dilution	= (21.06 - 21.13) / 21.06 = No Price Dilution

EPS Before Offering	= Net Profit[1/] / Existing Paid-up Shares = 2,843,643,000 / 973,990,000 = Baht 2.92 per share
EPS After Offering	= Net Profit[1/] / (Existing Paid-up Shares + Total Offering Shares) = 2,843,643,000 / (973,990,000+ 81,800,000) = Baht 2.69 per share
EPS Dilution	= (2.92 - 2.69) / 2.92 = 7.75%

Note: 1/ EPS was calculated from trailing 12 months net profits dated September 20, 2020, according to the audited and reviewed of consolidated financial statement from certified auditor for financial year ended December 31, 2019 and September 30, 2020.

1.6.2 Disadvantages of investment in the Project of SPCG

1) Financial burden from the Transaction

The Company will obtain the source of funds for investment in the project from loan provided by SET Energy in the form of a long-term loan from financial institutions (Project Finance) of approximately Baht 17,250 million. In addition, the Company will increase its capital in SET Energy, in which the Company will be a shareholder of 80% of SET Energy, and consider issuing debt securities such as bond of not more than Baht 5,000 million. Currently, the Company has the interest-bearing debt to equity ratio of 0.36 times, which is expected to increase to 1.72 times after entering into the Transaction, showing that the Company will have the higher ratio from the Transaction. However, such interest-bearing debt to equity ratio is in a similar level compared to average of those of comparable companies of approximately 1.78 times. The ratio is still lower than the current bond covenant of the Company at 3.00 times (details of comparable companies appear in Section 4.1.2 Appropriateness of the price of consideration, Sub-section 3. Market comparable approach).

Moreover, from the projections of the Company's performance throughout the estimated period between 2021 and 2045, the Company will have earnings before interest, taxes, depreciation, and amortization (EBITDA) of not less than Baht 2,300.0 million per year, which are sufficient to pay interest and principal throughout the project period.

2) The Project invested by SET Energy has not sold electricity commercially yet.

Since the investment in the Project is the construction and development of new power plants in the EEC area, electricity is not currently sold commercially. SET Energy has to

procure and purchase land in the area, which will be used for construction of the Project. Thus, there are risks of investment and construction or development of solar power plants that may be delayed and may not be able to complete. The Project's operational schedules can be summarized as follows:

Summary of operation plans and expected completion periods

Operations	Periods
Sign a power purchase agreement	November 26, 2020
Procure and purchase of land	The fourth quarter of 2020 – The first quarter of 2021
BOI filing until approvals	The fourth quarter of 2020 – The second quarter of 2021
Other government filings	The first – second quarter of 2021
Commercial Operation Date (COD)	**The third quarter of 2021 - The fourth quarter of 2025**

However, the Company, which will become the major shareholder of SET Energy, has experience, expertise and potential not only in investing in the construction and development of solar power plants and but also in applying for various licenses. Moreover, the Company currently operates solar power plants. Therefore, there is a relatively low project development risk. In addition, investing in a greenfield project offers a higher return on investment compared to investing in a brownfield project. The Project has the internal rate of return (IRR) of 7.8 - 10.0%. The IFA believes that the investment cost according to the IFA's assumption is Baht 18,635.7 million, so the Project will receive the internal rate of return (IRR) of 10.0%, which is higher than the weighted average cost of capital of 6.8% - 8.1% (in accordance with the corporate income tax rate for each year of 0.0% - 20.0%). Hence, the IFA has an opinion that the transaction price is appropriate.

1.7 Risks of the Transaction

1.7.1 Risks before entering into the Transaction

1) Risk of not obtaining approval from the shareholders' meeting

The Entire Business Transfer of Mitsu for the Company is considered as PLC Act and as the Acquisition and Disposition Notification, which has the highest size of such transaction is equal to 108.77% according to the total value of consideration criterion which is calculated based on the reviewed consolidated financial statement of the Company ended on September 30, 2020. The entry into such transaction thus falls into Class 1 transactions pursuant to the Acquisition and Disposition Notification. Therefore, the Company shall arrange for the shareholders' meeting to approve the Entire Business Transfer, investment in the solar farm project, and other relevant matters which requires votes of not less than at least three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote, excluding such votes of the interested

shareholders. Therefore, if the Company does not receive approval from the shareholders' meeting according to the criteria specified in any agenda, the company will not be able to enter into the Transaction.

However, the investment in the solar farm project and acceptance of entire business transfer from Mitsu are not considered as Backdoor Listing due to the fact that there is no transfer of controlling power over the company to non-listed company and the existing shareholders will hold the shares of no less than 50.0% of paid-up shares of the Company after the investment in the solar farm project and acceptance of entire business transfer. (After accepting the entire business transfer of Mitsu, the combined shareholding portion of the existing shareholders will not be less than 92.25%)

1.7.2 Risks after entering into the Transaction

1) Risks that return on investment and project development are not as expected.

The company expected to start implementing the Project according to the investment plan by 2021, which is expected to be able to supply electricity into the commercial system by 2021 – 2026. Therefore, if there are changes in any factors that significantly affect the development and implementation of the Project such as the risk from the lower intensity of sunlight, the risk from natural disasters, the risk from solar modules' deterioration ahead of schedule and the risk from dust on the solar module, which are specific risks of solar power plant business operation, and if demand for electricity in the new city area is less than that of the actual production of the Project, all of them will negatively affect the Company's operating performance, and the Company has to bear a lower than expected return from investing in SET Energy.

However, before investing in any projects, the Company and SET Energy will jointly study the feasibility of the project in details before making an investment decision.

2) Risk from cost management of the Project

The Project is currently in the process of procuring and purchasing land for use in the construction of solar power plants so there is a risk of acquiring suitable land plots for the most efficient use of the area at reasonable prices. Therefore, it is possible that SET Energy will not be able to purchase land as intended or may have to purchase at higher prices than those financial estimation. As a result, the cost of the Project may exceed the budget and may not receive the expected return.

1.8 The Appropriateness of Price

For the price appropriateness, the IFA has assessed the fair value of the Company's ordinary shares through various methods to assessed the acquisition price of Mitsu. Therefore, the IFA has an opinion fair value based on the Discounted Cash Flow (DCF) approach, which is an appropriate valuation method as it reflects future performance under business plans and assumptions that are reasonable. The IFA has an opinion that the fair value for Acquisition of Assets of Mitsu and issuance and allotment of ordinary share capital is **appropriate** since it is in the IFA's valuation range of Baht 1,613.2 million – Baht 2,028.9 million and Baht 21.0 – 22.7 per share.

In addition, the IFA has assessed the fair value of the Project through Discounted Cash Flow (DCF) approach, which is an appropriate valuation method as it reflects future performance under business plans and assumptions that are reasonable. The IFA has an opinion that the fair value for the Project which result in net present value range between Baht 3,933.0 – 4,972.2 million with internal rate of return equal to 10.0% which is higher than weight average cost of capital (WACC) at 8.1%. Therefore, the IFA conclude that the transaction price is **appropriate.**

2. Characteristic and Details of the Transaction

2.1 Transaction Date

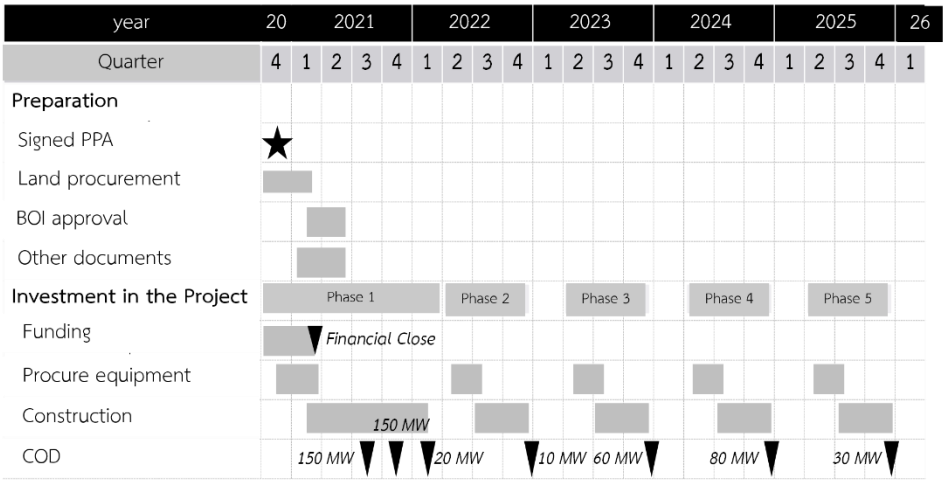
2.1.1 Acquisition of Assets

The entire business transfer and the allotment of the Company's increased shares will be proceeded after getting an approval by the Company's Extraordinary General Meeting of Shareholders which occurs by January 2021. The transaction is a EBT transaction, therefore, after the process of EBT and allotment of the Company, Mitsu will dissolve and liquidate and expected to be finished by 2021. After that, Mitsu shareholder will received the allotment of the Company according to the proportion of shareholding in Mitsu.

2.1.2 Investment in the Project

SPCG plans to commence the Project under the business plan by 2021 and expect to start the construction by 2021 and complete the construction by the first quarter of 2022. The investment is based on demand of electricity use in EEC smart environment new city and areas of five sub-districts in Bang Lamung district. The Project expects to have electricity production capacity, totally accounting for 300 MW in 2023 and considers to increase its production capacity up to 200 MW, to be completely constructed and ready to operate in 2026, to align with increase of demand of electricity supply in such areas. With this, the Company will consider the investment based on the actual demand of electricity supply if changed. With the details as follows:

Table summary of investment in the Project

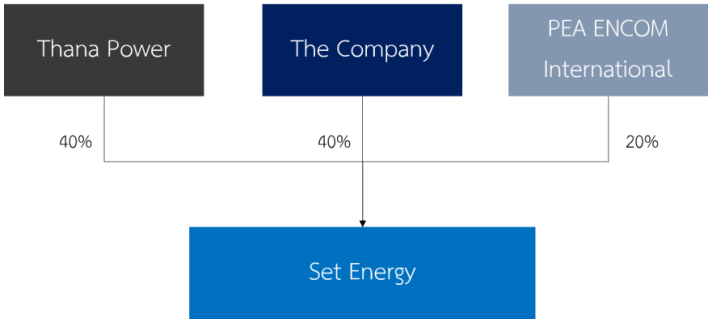


Source: Information of the Company

2.2 Transaction Overview

SET Energy incorporated in September 2019 by the Company and by 15 November PEA ENCOM and Thana Power enter into agreement between shareholders with holding structure of 40.0 40.0 and 20.0 respectively as follows

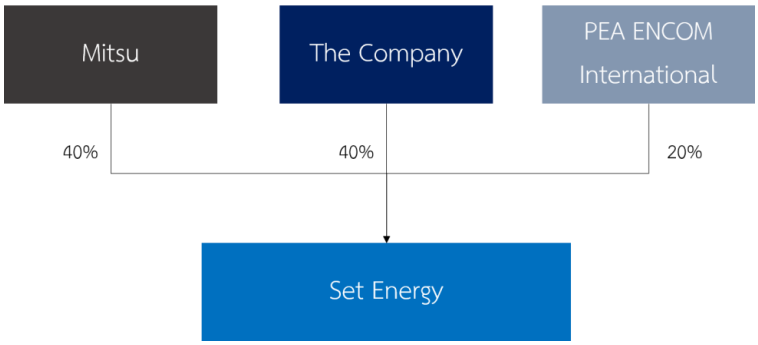
Diagram illustrates holding structure SET Energy at 15 November 2019



In October 2020, Thana Power notified the sale of its entire business, with Mitsu to join the project instead, however, confirming its ability to perform the same land management coordination duties as Thana Power. SET Energy therefore has to hold a shareholders' meeting to approve such changes. It has filed a registration to change the list of shareholders of SET Energy with the Ministry of Commerce. Therefore, the shareholding in SET Energy has changed.

Before proceeding the transaction, the Company hold 400,000 shares of SET Energy or 40% of issued and paid-up shares. Together with Mitsu and PEAENCOM which hold 400,000 shares and 200,000 shares of SET Energy or 40% and 20% of issued and paid-up shares of SET Energy, respectively, as follows

Diagram of holding structure before transaction



In entering into EBT of Mitsu, the Company will EBT of Mitsu's shares in SET Energy at the amount of 400,000 shares or approximately 40.0% of issued and paid-up share of SET Energy. The total value of the consideration for the acquisition of the entire business transfer is Baht 1,799.6 million by calculating from the value of increased ordinary shares, issued by the Company to Mitsu, in total of 81,800,000 shares at Baht 22.0 per share, for exchange of the business.

The Company will conduct the private placement to Mitsu in exchange for the EBT on the purpose of increasing the shareholding ratios in the project as it will yield benefits appropriate to the investment risks, referring to the information memorandum regarding the acquisition of assets for consideration, increase flexibility in management and development, project financing efficiently and increase the ability to develop project of the Company.

After the EBT of Mitsu, the Company will holds 800,000 shares of SET Energy or approximately 80.0% of issued and paid-up shared in SET Energy while PEA ENCOM holds 200,000 shares or approximately 20.0% of issued and paid-up capital as follows

Diagram illustrates holding structure after transaction

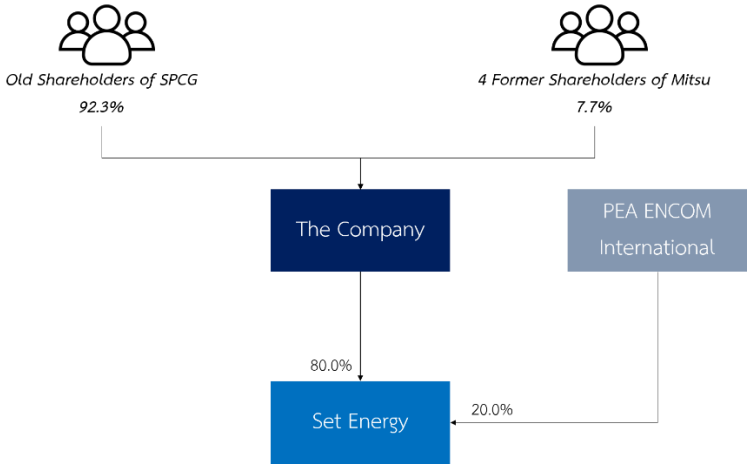


Table illustrates shareholders of the Company before and after the transaction

No	Name	Before Transaction		After Transaction	
		No. of shares	Percentage of holdings	No. of shares	Percentage of holdings
1	MISS WANDEE KHUNCHORNYAKONG	298,950,000	30.7	298,950,000	28.30
2	GULF INTERNATIONAL INVESTMENT (HONG KONG) LIMITED	112,939,852	11.6	112,939,852	10.7
3	UBS AG SINGAPORE BRANCH	95,200,050	9.8	95,200,050	9.0
4	Kyocera Corporation	50,000,000	5.1	50,000,000	4.7
5	Thai NVDR Company Limited	40,616,411	4.2	40,616,411	3.8
6	Mrs. Prakong Kunchornyakong	31,850,000	3.3	31,850,000	3.0
7	Miss Sompong Kunchornyakong	19,644,737	2.0	19,644,737	1.9
8	Mr. Withoon Manomaikul	19,290,000	2.0	19,290,000	1.8
9	STATE STREET EUROPE LIMITED	13,588,880	1.4	13,588,880	1.3
10	Kyocera Corporation	13,500,000	1.4	13,500,000	1.3
11	Ms. Ratchanewun Akraraviai	-	-	69,530,000.00	6.6
12	Ms. Phatchathida Mahawong	-	-	4,908,000.00	0.5
13	Mr. Surasak Chantapan	-	-	4,090,000.00	0.4
14	Mr. Watch Rakorn Phitsuanchom	-	-	3,272,000.00	0.3

Source: Information from the Company

However, Ms. Pakchathita Mahawong, Mr. Surasak Chantaphan, and Mr. Watcharakorn Phischuanchommeisak are relatives of Ms. Ratchanewan Akkaravikrai and represent Ms. Ratchaneewan. In holding shares in Mitsu and is counted as a concert party.

This share allotment is for an exchange of Mitsu's entire business transfer which is expected to acquire by the Company by January 2021, only when, SET Energy has entered into the power purchase agreement with PEA ENCOM and the Company has obtained the approval from the Meeting of Shareholders.

Therefore, after the EBT of Mitsu to the Company, Mitsu shall cease its business operations, undergo dissolution and start the liquidation process within 2021, in compliance with the rules, procedures and conditions under the Revenue Code, so as to obtain tax benefits in respect of such transaction.

After the approval of shareholders' meeting, the Company expects to invest, amounting to Baht 23,000 million, in the Project under demand of electricity use in EEC smart environment new city and areas of five sub-districts in Bang Lamung district. The Project expects to have electricity production

capacity, totally accounting for 300 MW in 2023 and considers to increase its production capacity up to 200 MW, to be completely constructed and ready to operate in 2026, according to business plan of the Project which divided into 5 phases from timeline in development according to electricity demand in EEC. The Company will consider investment in line with electricity demand in the area in case of the electricity demand in the area changing.

The Project will totally produce and distribute the electricity to PEA under the electricity charged rate, aligning with the electricity rate, under actual electric voltage, sold and charged by Electricity Generating Authority of Thailand ("EGAT") to PEA. The Project's construction is also in form of Distributed Generation in EEC area to be easier and more flexible in terms of administration and management of electricity system.

2.3 Relate Partied and Relationship with the Company

2.3.1 Acquisition of the Assets

Business transferor	Mitsu Power Group Co., Ltd.
Business transferee	SPCG Public Company Limited

Mitsu and the Company are joint shareholders of Set Energy, whereby there is a shareholder agreement with details as follows:

Table summary of Shareholder agreement

Shareholders' Agreement	
Shareholders	Party 1: SPCG Public Company Limited Party 2: Mitsu Power Group Co., Ltd. Party 3: PEA Encom International Co., Ltd.
Signing date	• November 11, 2019 (first version) • October 15, 2020 (an amendment after the restructuring of Thana and Mitsu)
The meeting of Shareholders	• The quorum of a shareholders meeting of Set Energy must consist of shareholders, who attend the meeting in person or appoint a proxy to attend the meeting on their behalf and represent shareholding of not less than two-third of total issued shares of SET Energy • The following events must be approved by a special resolution with a majority of more than 80 (eighty) percent of the votes of the present shareholders and proxies who are eligible to vote. (ก) Amendment to the memorandum of association or regulations of Set Energy (ข) A merger or dissolution of Set Energy. (ค) Capital increase or capital decrease of SET Energy. (ง) A transfer of assets of Set Energy with the value more than THB 100,000,000 baht (one hundred million baht)

Shareholders' Agreement	
The Board of Directors	The board of directors of Set Energy's shall consist of 9 (nine) directors in which Party 1 shall have the right to nominate 4 (four) directors, Party 2 shall have the right to nominate 3 (Three) directors, and Party 3 shall have the right to nominate 2 (two) directors. Any amendment to the change of shareholding percentage that specified in this agreement or any change regarding to the number of directors of SET Energy, the number of directors that each party shall have the right to nominate. Each party must agree together in writing. The quorum of the board of directors must consist of the directors of not less than 2/3 (two-thirds) of the total number of directors of Set Energy. The directors from Party 3 must participate in the meeting unless the directors from Party 3 do not wish to attend the meeting. The following events of Set Energy must be approved by the meeting of the board of directors with the majority vote of more than 75 (seventy-five) percent from the directors attending the meeting and having the right to vote, and must consist of at least 1 (one) vote from the director from Party 3 • Amendment to the memorandum of association or regulations of Set Energy • A merger or dissolution or set up the subsidiary of Set Energy. • Capital increase or capital decrease of SET Energy. • Expansion or investment in other business with the value of more than THB 500 million baht (five hundred million baht) • Increasing the business scope of Set Energy. • Entering, amendmend or terminate any contract apart from those specified in the business plan of SET Energy in the value exceeding THB 100,000,000 baht (one hundred million baht) • Loan or granting credit, guarantees other than those specified in the business plan of SET Energy in the value exceeding THB 100,000,000 baht (one hundred million baht) • Set up a business plan, annual report and budget of Set Energy • Appointment, removal or change of authorized directors. • Changes in the structure or management of Set Energy • Dividend payment The Board of Director shall appoint one director with the majority vote to be chairman of the board. The Chairman of the Board of Directors shall act as the chairman of the board meetings and shareholders' meetings of SET Energy. The chairman of the board shall have no additional 1 (one) vote for the deciding at a meeting of the Board of Directors. • The authorized directors of Set Energy shall consist of Mrs. Wandee Khunchornyakong Juljarern and affix the company's seal or other directors nominated by Party 1, Party 2 and Party 3 jointly sign and affix the company seal.
Transfer of share	Any transfer of shares or pledging or creating any encumbrance on the shares of SET Energy's can be made only with the consent of the Board of Directors of Set Energy, where such consent is required not to be restrained or delayed without reasonable cause.

Shareholders' Agreement	
	The transfer of shares must be in the following steps. • the event that any counterparty would like to transfer or sell the shares of Set Energy ("Selling Shareholder"), in any amount of their shares to any third patrty. Such shareholders shall make a written offer for the sale of such shares. ("Shares offered") to other shareholders ("Offered Shareholder") specifying the selling price as well as the terms and conditions of the offered shares. ("Offering Letter") • If the offered shareholder would like to purchase the offered shares offered for sale in offering letter and acknowledge in writing to the sellimh shareholder. The share purchase must be completed within 30 (thirty) days from the date on which the selling shareholder has received the acknowledgement letter.
Effective and termination of contract	This agreement shall be legally binding from the date the parties have signed mutually and be bound by any of the following reasons: (A) The parties agree to terminate the agreement in writing. (B) In the event of termination of the contract under Article 9.2 paragraph three (C) When the solar farm project under this contract is terminated for any reason or is subject to Article 9.2, paragraph two, unless the parties have agreed otherwise. (D) Terminated by law (E) In the event that Party 3 is required to terminate the contract in accordance with government policy, the remaining parties have no right to claim any damages from Party 3.

Source: Agreement between shareholders

The shareholder agreement will be amended with expected revisions of 2nd shareholder is (in the process of consultation by the counterparty) and all parties understand that result from the share transfer and the amendment of the shareholder agreement will result in any rights, duties and liabilities on Mitsu's part in accordance with the shareholder agreement. This agreement has expired from the date of execution of this agreement. In addition, the liability which occurred prior to entering into this agreement, Mitsu will continue to be liable to the other shareholder in accordance with the relevant laws and all parties will notify SET Energy to amend the Company's Articles of Association. In order to be in line with the amendment of the agreement between the shareholders.

Nonetheless, Mitsu is not considered as connected person under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions dated 31 August 2008 (including its amendments) and the Notification of the Securities and Exchange Commission re: Information Disclosure and rules, conditions and procedures on connected transactions B.E. 2546 dated 10 November 2003 (including its amendments).

2.3.2 Investment in the Project

Once getting an approval by the shareholder's meeting, the Company will hire persons who have knowledge, experiences and skills profession for engineering design, goods supply, construction, and installation of machines and equipment for the Project under the procedures and guidelines of the Company.

At this stage, the Company considers that those related persons are not considered as connected persons over the Company or Mitsu. However, during the Project operation, if such persons become connected persons, the Company will strictly comply with rules under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions dated 31 August 2008 (including its amendments) and the Notification of the Securities and Exchange Commission re: Information Disclosure and rules, conditions and procedures on connected transactions B.E. 2546 dated 10 November 2003 (including its amendments).

2.4 Type and Size of the Transaction

2.4.1 Transaction Size of Acquisition of Assets

Table Summary of Transaction size

Basis of Calculation	Formula	Calculation (Baht Million)	Transaction Size
1. Net tangible asset (NTA)	Issued and Paid-up capital of Mitsu / NTA of the Company	Baht 100,000,000 x 40% / Baht 14,301,475,000	0.3%
2. Net Profit	Net Operating profit of Acquisition of Asset / Net Operating Profit of the Company	This method is not used to determine because Mitsu has not provided its financial statement	
3. Total Value of consideration	Value of the Project investment + value of increased shared allotted to Mitsu / Total asset of the Company	Baht 23,000,000,000 + Baht 1,799,600,000 / Baht 22,800,077,000	108.8%
4. Equity Share value	Value of shares issued for payment of acquisition of entire business to Mitsu / Total issued and paid-in capital of the Company	81,800,000 shares / 973,990,000 shares	8.4%

The EBT of Mitsu for the Company pursuant to the details in Agenda 2 is considered as "purchasing or taking a transfer of the undertaking of any other company or a private company to be owned by the company" under Section 107(2)(b) of the Public Limited

Company Act B.E. 2535 (including any amendments) ("PLC Act") and the investment in the solar farm project and the EBT of Mitsu which according to Agenda 1 and Agenda 2 is considered as the acquisition of assets of the Company pursuant to 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 B.E. 2547 (as amended) (the "Acquisition and Disposition Notification"), the highest size of such transaction is equal to 108.77 percent according to the total value of consideration criterion which is calculated based on the consolidated financial statement of the Company (reviewed version) ended on 30 September 2020. The entry into such transaction thus falls into Class 1 transactions pursuant to the Acquisition and Disposition Notification.

2.4.2 The effect of the existing shareholders after capital increase with private placement allotment

The effects to company's shareholders after capital increase including Control Dilution, Price Dilution, and Earnings per Share Dilution. The details can be divided into 3 cases as follows:

Table summary of transaction size

Basis of Calculation	Formula	Calculation (Baht Million)	Transaction Size
1. Control Dilution	1 – (Total Offering shares to Mitsu) / (Existing paid-up shares + Total offering share)	1 – 81,800,000 / (973,990,000+81,800,000)	7.75%
2. Price Dilution[1/]	Market price before offering – Market price after offering / Market price before offering Which market price after offering (Market price x Existing paid up share) + (Offering price to Mitsu x Total offering shares to Mitsu) / (Existing and paid-up shares + Total offering price to Mitsu)	(21.06 – 21.12) / 21.06 (21.06 x 973,990,000) + (22.00 x 79,600,000) / (973,990,000 + 81,800,000) = Baht 21.13 per share	No Price Dilution
3. Earnings Per Share Dilution [2/]	EPS before offering – EPS after offering / EPS before offering which EPS after offering will be calculated from Net profit of the Company / (Existing paid-up shares + Total offering share which will be allocated to Mitsu)	(2.92 – 2.69) / 2.92 2,843,643,000 / (973,990,000 + 81,800,000) = Baht 2.69 per share	7.75%

Remark: 1/ The market price before the offering will be considered based on Weighted Average Price of at the past 15 consecutive days prior to date of board's meeting no. 10/2020 date 25 November 2020 during 4 November 2020 - 24 November 2020 (Information from SET Website, www.set.co.th), which shall be equal to 21.06 Baht per share.

2/ EPS Before Offering and EPS after Offering are calculated from trailing 12 Months Net Profits until 30 September 2020, according to the audited or reviewed of consolidated financial statement from certified auditor for financial year ended 31 December 2019 and 30 September 2020

2.5 Details of Acquisition of Assets and Investment in the Project

2.5.1 Details of Acquisition of Assets

Businesses to be acquired from Mitsu comprise of assets, liabilities, rights, duties, and all obligations in connection with the business transfer at the date of the transfer. After the business transfer, Mitsu will dissolve and liquidate within 2021 for the entire business transfer. After the dissolve and liquidation, shareholders of Mitsu will received share of the Company according to proportion of holding in Mitsu from EBT. As a result of this, the Company will obtain 400,000 shares in Set Energy, calculating in a proportion of 40% pf total shares in Set Energy

However, all Mitsu assets and liabilities to be transferred to the Company as of the entire business transfer date. It is expected to consist of 400,000 shares in Set Energy alone.

1) Business Overview of Mitsu

Company Name	Mitsu Power Group Company Limited
Location	38/345 Soi Sukhabhiban 5 Soi 20 Intersection 1 tha Raeng ıBang Khen Bangkok 10220
Type of Business	Holding company
Registration number	0105563144916
Issued and paid-up capital	Baht 40,000,000.0
Date of incorporate	1 October 2020
Board of Director	**Name** / **Position** Ms. Ratchaneewan Akharawikrai / Director

2) Shareholders of Mitsu

Table summary Shareholders lists of Mitsu

No	Name	No. of shares	Total value of Shareholding
1	Ms. Ratchaneewan Akharawikrai	340,000.0	34,000,000.0
2	Ms. Phakchathita Mahawong	24,000.0	2,400,000.0
3	Mr. Surasak Chanthaphan	20,000.0	2,000,000.0
4	Mr. Watcharakorn Pischuanchom	16,000.0	1,600,000.0

Holding proportion in the Company of Mitsu shareholders after business dissolve and liquidation are as follows:

Name	No. of share	Proportion (%)
Ms. Ratchaneewan Akharawikrai	69,530,000	6.6
Ms. Phakchathita Mahawong	4,908,000	0.5
Mr. Surasak Chanthaphan	4,090,000	0.4
Mr. Watcharakorn Pischuanchom	3,272,000	0.3

However, Ms. Phakchathita Mahawong, Mr. Surasak Chanthaphan, and Mr. Watcharakorn Pischuanchom are relatives of Ms. Ratchaneewan Akharawikrai and represent Ms. Ratchaneewan. In holding shares in Mitsu and is counted as a concert party.

3) History of Mitsu shareholders

- Ms. Ratchanewun Akraraviai

Ms. Ratchanewan Akkaravikrai, age 42, is the Managing Director. He is the sole director of Mitsu, the largest shareholder in Mitsu, holding 340,000.0 shares or 85.0% of the total shares. The other shareholders of the Company are simply co-investors and working group. Details of Ms. Ratchanewan's educational background and work experience can be summarized as follows:

Table summary of Ms. Ratchanewan Akravikai's education

Education	
Bachelor Degree	Bachelor of Science (Printing Technology) King Mongkut's University of Technology Thonburi
Masters Degree	Master of Engineering Science in Manufacturing Engineering and Management University of New South Wales, Australia
PhD	PhD in Curriculum and Instruction Science Dhurakij Pundit University

Source: Information of the Company

Table summary of Ms. Ratchanewan Akravikai's work experience

Work Experience
Managing Director of Infosystem Co., Ltd. operates business in information technology management system. And received promotional privileges from the Board of Investment (BOI)
Deputy Managing Director Asian Engineering Value Co., Ltd. operates a property valuation business. Get permission from the SEC to manage and assess the property area according to the project
Academic Service Center Advisor Srinakharinthanwirot University
Adviser for the College of Innovation and Management Suan Sunandha Rajabhat University
Advisor, Center for Energy Management and Technology Kasetsart University Study the future smart grid (The Next Global Smart Grid Platform), design information technology (Data Technologies)

Source: Information from the Company

Mitsu is Mitsu Managing Director and the sole director of Mitsu and the working group of experts jointly study and design the Business Model of the project, which is a Distributed Generation model, where Mitsu is responsible for managing business. Manage the project's assets and collect land that has potential for the development Solar power generation.

- Ms. Phatchathida Mahawong

Ms. Pakchathita Mahawong, age 21, is managing partner Patchara Rubber Limited Partnership and is a shareholder in Mitsu holding 24,000.0 shares or equivalent to 6.0 percent of total shares. The details of Ms. Pakchathita's educational background and work experience can be summarized as follows:

Table summary of Ms. Pakchathita Mahawong's education

Education	
Bachelor degree	BBA year 3 in ABAC

Source: Information from the Company

Table summary of Ms. Pakchathita Mahawong's work experience

Working Experience
Managing Partner Patchara Rubber Limited Partnership
Project Coordinator, Mitsu Power Group Company Limited
Land Coordinator, Chai Development Company Limited

Source: Information of the Company

- Mr. Surasak Chantapan

Mr. Surasak Chantaphan, age 34, is Mitsu Project Manager and is a shareholder of Mitsu, holding 20,000.0 shares or equivalent to 5.0% of total shares. The details of Mr. Surasak Chantapan's educational history and work experience can be summarized as follows:

Table summary of Mr. Surasak Chantapan's education

Education	
Bachelor degree	Faculty of Mass Communication Ramkhamhaeng University

Source: Information from the Company

Table summary of Mr. Surasak Chantapan's work experience

Working Experience
Project Manager, Mitsu Power Group Company Limited
Owner of a flower shop, Chinflower
Project Officer, Asian Engineering Value Co., Ltd.
Owner of a flower shop, Chinflower, 2012 - present

Source: Information from the Company

- Mr. Watchrakorn Phitsuanchom.

Mr. Watcharakorn Phitschuanchom, age 23, is the Managing Director of Thai Passanan Property Co., Ltd. and is a shareholder of Mitsu, holding 16,000.0 shares or equal to 4.0% of total number of shares The details of Mr. Watcharakorn Phitschuanchom educational background and work experience can be summarized as follows:

Table summary of Mr. Watcharakorn Phitschuanchom's education

Education	
Bachelor Degree	Bachelor degree and double major in business management and global supply chain management, Wayne state university, USA

Source: Information from the Company

Table summary of Mr. Watcharakorn Phitschuanchom's work experience

Working Experience
Managing Director Thai Passanan Property Co., Ltd.
Project Coordinator, Mitsu Power Group Company Limited

Source: Information from the Company

4) Background of Mitsu

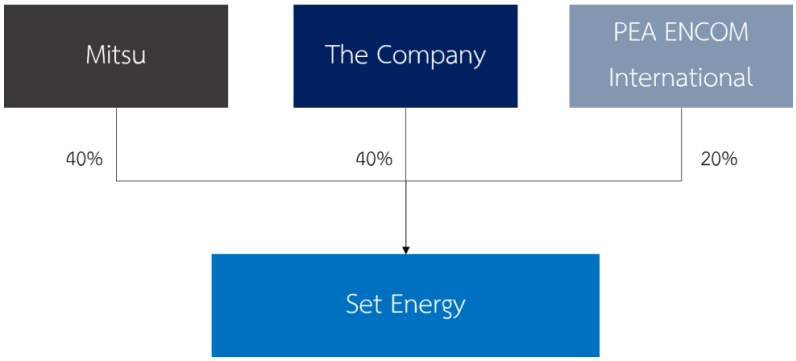
Mitsu Power Group Co., Ltd. (Mitsu) was established on October 1, 2020, with a total registered capital of baht 40.0 milliont, Mitsu by Ms. Ratchanewan Akkharawikrai (formerly Thanapower Group Co., Ltd.) as seen. Opportunity and initiate the design of the business model (Business Model) of the project, which is a Distributed Generation model and has been presented to the Company Which has a reputation as an expert and experienced in the solar power plant business has participated in the study of such business model. And presented to relevant government agencies

However, Ms. Ratchanewan Akkharawikrai, who initiated the project The study was conducted and invested in Set Energy using Thanapower Group Company Limited, a company of Mr. Somchai Euaarirat. Brother-in-law Which has a percentage of shareholding in the company Thanapower Group Co., Ltd. at 13.0%. Thanapower Group Company Limited operates a business and includes other shareholders who are not related to the project. Subsequently, there was a restructuring by setting up Mitsu to hold shares in Set Energy and Ms. Ratchaneewan Akkharawikrai and representatives of Ms. Ratchanewan Akkharawikrai is a direct shareholder in Mitsu.

Mitsu operates a management business. Project assets and collect land that has potential for developing solar power projects. The expert team all have engineering background in civil, mechanical, law and economics. Most of them have expertise in

- The expertise and insight to identify opportunities for further business development of the EEC,
- initiatives designed business model (Business Model) of solar electricity in the form's Distributed Generation's
- The expertise and insight to identify opportunities for further business development of theEEC, Initiatives designed business model (Business Model) of solar electricity in the form's Distributed Generation's
- Expertise in the procurement area. Land with physical and technical potential suitable for the development of the project Legally required By checking such as No mortgage or pledge attached. And is a land that has the ability to link with the electricity distribution network of the project In a short time more effectively and maximize Expertise
- to liaise with government, organizations and people in the EEC.

Diagram illustrates shareholding of SET Energy before transaction



Source: Information form the Company

2.5.2 Details of investment in the Project

1) Overview of the Project

The Company considers to invest in the Project in EEC area. Moreover, the Company totally holds 80% shares in the Project whereas PEA ENCOM, as a subsidiary of Provincial Electricity Authority ("PEA"), holds 20% shares in the Project. The Project will totally produce and distribute the electricity to PEA under the electricity charged rate, aligning with the electricity rate, under actual electric voltage, sold and charged by Electricity Generating Authority of Thailand ("EGAT") to PEA. The Project's construction is also in form of Distributed Generation in EEC area to be easier and more flexible in terms of administration and management of electricity system. SET Energy entered into PPA with PEA ENCOM on 26 November, 2020.

The Company expects to invest, amounting to Baht 23,000 million, in the Project under demand of electricity use in EEC smart environment new city and areas of five sub-districts in Bang Lamung district. The Project expects to have electricity production capacity, totally accounting for 300 MW in 2023 and considers to increase its production capacity up to 200 MW, to be completely constructed and ready to operate in 2026, to align with increase of demand of electricity supply in such areas.

The Project comprises of a construction a solar power plant including land, machines and equipment which consists of solar panel, inverter, transformer, and equipment, electrical substation and associated construction for the Project's development as planned. The Company has control power and expertise in the management of electricity production and distribution from solar energy will be more or less successful. Hence, the IFA analyze the risks in entering the transactions which shoes in 1.7.2 risk after entering into the transaction.

Table illustrates details of the Project

Details of the Project	
Type of Energy	Solar Energy
Production capacity	500 MW
Location	Approximately 100 spots disperse in EEC area
PPA period	25 years and renew every 5 years
Equipment	Solar panel, Inverter, transformer, equipment, and electrical substation

Table summary investment in the Project

Projected investment in the Project	(Baht million)
Land	**4,800.0**
Investment	**18,200.0**
Structure	2,548.0
Solar panel	6,734.0
Inverter	1,420.0
Cable Electrical substation and transformer	3,858.0
Utilities	182.0
Control and inspection on analysis and storage system	91.0
Managements	710.0
Others	2,657.0
Total	**23,000.0**

Source: Information from the Company

Referred to the valuation of land appraisal and expenses in land development which observe the market value and tender according to engineering which include details design in machine and equipment procurement construction and installation.

2) Timeline of the Project

The Eastern Special Development Zone (EEC) spatial development builds on the success of the existing infrastructure and industrial base in the area and from the implementation of the Eastern Seaboard (ESB) development project in the year 1981, with guidelines for action covering the promotion of investment from both the public and private sectors in order to develop the main infrastructure and upgrade existing industries by creating new industries that are competitive. Moreover, it also aims to support the EEC and Thailand as a hub and economic gateway to important areas in Asia.

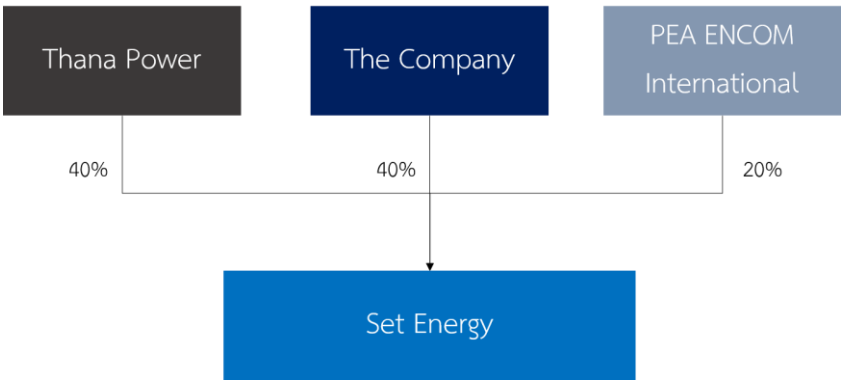
In accordance with the resolution of the meeting of the Office for the Development of the Eastern Economic Corridor (OPO) No. 1/2017 on April 5, 2017, specified the Eastern Special Development Zone Action Plan (B.E. 2017 - 2022). One of the key plans is the urban development plan to improve the quality of life of the people to be more comfortable and safer, which linked to the creation of economic activities and work sources in the area for a friendly and sustainable society and environment by applying information and communication technology to increase efficiency in city management to drive the development of Smart city successfully and efficiently. The Eastern Special Development Zone Policy Committee (POR) approved the meeting no. 2/2018 on August 10, 2018 on establish a major infrastructure development project both public sector and public private partnership investment are the high-speed rail project connecting three airports, a double track rail link connecting three ports, development Project of U-Tapao Airport and Eastern Aviation City Accommodate 60 million passengers per year. Sattahip Commercial Port Development Project, Map Ta Phut Industrial Port Development Project Phase 3, and Laem Chabang Industrial Port Phase 3 that will enter the area according to the economic expansion that will occur in the future is an important project plan. Therefore, to ensure the readiness of infrastructure and utilities to support investment in the EEC area and new cities around U-Tapao Airport to drive the development of the EEC area in a concrete way as well as the integration of infrastructure development in the eastern city covering the three provinces in the east: Rayong, Chonburi and Chachoengsao.

In accordance with government policy, mega projects have been invested in various infrastructure projects, both in various economic areas to support public sector and public and private investment. This includes the concept of studying and designing a new urban project, a smart livable city for the people to come into the area as the future economic expansion. Therefore, it is necessary to develop a stable and efficient infrastructure system. To support the increased demand for electricity in the EEC area. This, when considered together with the development trend in the global context in accordance with the Sustainable Development Goals (SDGs), which emphasizes environmentally friendly development. And driving for a low-carbon society to reduce the impact of developments that affect climate change. Which the government has combined with the national development policy under the 20-year national strategy. As a result, Thana Power saw the opportunity and initiated the business model design of the solar power generation project for use in the EEC in the form of Distributed Generation. Which is a pioneer and specialized in solar power generation business in Thailand to participate in the feasibility study of the electricity supply project, clean energy (solar energy) and backup energy. (Energy Storage System) in conjunction with PEA ENCOM, the first subsidiary of PEA, established to operate

a clean energy investment business and various forms of electrical energy. On August 28, 2019, the Company entered into a memorandum of understanding with PEA and PEA ENCOM to jointly study, develop and invest in Smart Grid, Smart Energy and Smart Environment in the EEC area.

After study the feasibility, the Company and other two participants of the project agreed to establish Set Energy Company Limited or "SET Energy" to joint study of the feasibility of investing in the project in EEC area to establish the energy security according to the strategic plan under Thailand 4.0 and increase the competitiveness of the country. The company registration on 19 September 2019 with registered capital of baht 5 million. On 30 September 2019, the management team of PEA ENCOM has approved to join SET Energy with 20.0% of total share in SET Energy. On October 21, 2019, PEA management has approved PEA ENCOM to invest in the Project. The Company, in collaboration with PEA ENCOM and Thana Power, has signed an agreement between the common shareholders on 15 November 2019.

Diagram illustrates holding structure of SET Energy on 15 November 2019



On March 6, 2020, in the meeting No. 1/2020 of ECCO assigned PEA to study, develop and invest in solar power plant projects in the EEC area for the first phase as a trial period with total capacity of not less than 500 MW with investment value of baht 23,000.0 million and in the next phase with the total capacity with 70: 30 portions between solar power and fossil fuel in EEC area by assigning PEA to purchase and distribute the electricity within the area. On March 26, 2020, PEA ENCOM and SET Energy entered into a cooperation agreement for the development of the Smart Grid, Smart Energy and Smart Environment in the EEC area, according to the Memorandum of Association and Cooperation agreement which agreed on 28 August 2019 with PEA and PEA ENCOM, with SET Energy's duties as follows:

1. Provide electric power, clean energy (solar energy) and backup power. (Energy storage system) to the area in the project according to the resolution of the Eastern Economic Corridor Policy Committee
2. Invest and develop Solar power project in the first phase which is a trial phase by developing solar power not less than 500 MW (total investment of baht 23,000.0 million) and expand 30.0% of total electricity demand in the next phase. PEA will be the purchaser and distributor clean energy in EEC area which is environmental friendly in accordance with smart energy and smart environment by increasing usage of solar power in EEC.

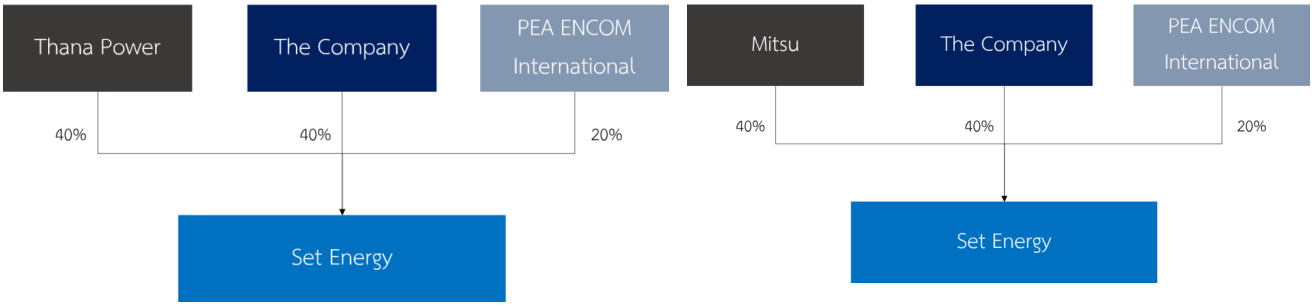
Later, in the meeting No. 3/2020 on June 22, 2020, the meeting acknowledged the conclusion of the meeting between Office of the Eastern Special Development Zone Policy Committee (SorPor.), Energy Policy and Planning Office Office of the Energy Regulatory Commission (ERC) and PEA on the amount of electricity demand for the project Considered the new demand for electricity which is not in the Power Development Plan of Thailand 2018 - 2037 (PDP2018) on 25 May 2020. Also, the project is characterized by a Smart Power Supply (SPS) model in the form of power generation for use by itself. (Independence Power Supply: IPS), which assigns PEA ENCOM to produce electricity and deliver to PEA to buy and distribute at a higher price than general electricity prices. On August 5, 2020, PEA ENCOM and SET Energy jointly entered into a joint agreement to supply electricity, clean energy (solar energy) and backup energy. (Energy storage system) for use in the Eastern Special Development Zone (EEC). PEA ENCOM will follow the scope and objectives with SET Energy in the first phase, with PEA as the main purchase agency and distribute clean energy (Solar energy) and backup power (Energy storage system) produced from the EEC area to support urban development. This will increase the number of businesses and the population in the future. Together with SET Energy invest in the initial project worth approximately baht 23,000.0 million and the power purchase agreement. The Power purchase agreement under power purchase agreement for the purchase of electricity from a very small power producer. The solar power plant construction model will be distributed generation in the EEC area by using PEA's existing power network system for maximum benefit (Maximum Existing Facility) to distribute electricity from the project based on the wholesale tariff that the Electricity Generating Authority sells to PEA according to the actual connected voltage level. Based on the Notification of the Electricity Generating Authority on the wholesale tariff for the current electricity.

On August 21, 2020, the PEA and PEA signed a memorandum of understanding on the project to supply electricity, clean energy (solar energy) and backup energy. (Energy

storage system) for use in the EEC area in order to achieve the objectives in accordance with the Resolution A.O. Smart Energy and Smart Grid in the new, smart, livable urban areas in the EEC area and future expansion. Clean (solar energy) and backup power (Energy storage system) for use in the Eastern Special Development Zone (EEC) to confirm that PEA ENCOM agrees to assign and SET Energy agrees to assign. In the operation of generating electricity for the PEA to buy and distribute electricity for use in the city in the EEC area by connecting to the PEA system.

Later in October 2020, the Company was informed by Thana Power had restructured in the group of companies by selling shares in SET Energy to Mitsu, which Mitsu able to continue the work without any disruption. The Company believes that Mitsu can continue to operate without any impact. Mitsu will join the investment in the project instead, confirming that it is able to perform the duties of coordination on land management as well as Thana Power. SET Energy therefore has to hold a shareholders' meeting to approve such changes It has filed a registration to change the list of shareholders of SET Energy with the Ministry of Commerce.

Diagram illustrate shareholding proportion in SET Energy



On 25 November 2020, PEA and PEA ENCOM signed a solar power purchase agreement for use in the EEC area, where PEA agrees to purchase electricity from solar power generation system (Clean energy) for use in the EEC area at all power purchase point agreed with the total installed capacity of equipment used to convert direct current into alternating current (Inverter) of not less than 500,000 kilowatts with a fixed installation date for the solar power generation system. Within December 31, 2026, there is a 25-year contract enforcement period and the Power Producer can request an extension of the contract for a period of 5 years. Subsequently, on 26 November 2020, PEA ENCOM and SET Energy have signed a purchase agreement. Solar electricity for use in new urban areas, EEC area by PEA ENCOM agrees to purchase electricity from solar power generation system. (Clean energy) for use in new cities in the EEC area at the power purchase point All agreed At the total installed capacity of equipment used to convert direct current into AC electricity (Inverter) of at least 500,000 kilowatts, with a

scheduled installation date of the solar power generation system within December 31, 2026 with a contract enforcement period of 25 Years and the power producer can request an extension of the contract for a period of 5 years.

The project will be a model for the use of clean energy. (Solar energy) in the production of electricity to meet the demand for new electricity that arises in the development of the EEC area does not cause any impact on the environment. According to the guidelines for the social and economic development of the country To create a low carbon society (low carbon society) in which the project in the first phase Periodically A solar power generation system is scheduled to be installed at least 500 megawatts by 2026 and the next phase will expand the installation to cover 30 percent of the EEC's electricity demand according to the target percentage of fossil-fueled electricity consumption to Solar energy is 70:30 in the EEC zone.

Table summary shows significant event in the Project

Period	Description
July 2019	- The Company and study participants presented the project model to ECCO
August 2019	- ECCO sent a letter requesting cooperation to the Ministry of Interior and assigning PEA to process.
September 2019	- SET Energy incorporate - PEA ENCOM approved the investment in SET Energy
October 2019	- PEA management team agreed PEA ENCOM to invest with SET Energy
November 2019	- The Company PEA ENCOM and Thana Power signed the Shareholder agreement in SET Energy
December 2019	- Increase capital in SET Energy - PEA and SET energy enter in MOU of study develop and invest in the Project
January 2020	- SET Energy submit the feasibility report of the Project - PEA introduced the Project to ECCO - The Eastern Special Development Zone Development Administration Subcommittee agrees to the principles and proposes them as appropriate.
March 2020	- ECCO agreed to the Eastern Special Development Zone Development Administration Subcommittee - PEA ENCOM has a letter of SOHO notifying the results of the implementation of the Resolution A, with a study developed together with the company. The results of the study are satisfactory. Therefore set up SET Energy to conduct the study Develop such projects
April 2020	- PEA requests a meeting of the PEA to set PDP targets and tariffs
May 2020	- PEA ENCOM issued a book on electricity demand data and plans to supply solar energy to ECCO - Meeting to discuss clean energy tariffs (Solar energy) in the EEC area between the ECCO Ministry of Energy, ERC and PEA.
June 2020	- PEA presents the project and about the electricity tariffs to ECCO - The PEA acknowledged the progress of the project to PEA, which gave PEA ENCOM to propose the project with the price of electricity used in the EEC area not higher than PEA normally sells. - ECCO acknowledge the progress of the project
August 2020	- Entered into venture agreement between PEA ENCOM and SET Energy - Enter into MOU between ECCO และ PEA

Period	Description
	- Enter into distribution agreement of electricity between PEA ENCOM and SET Energy
October 2020	- Thana Power announced the sales of the business by allowing Mitsu to join the operation of the Project instead. - Hold the shareholder's meeting for SET Energy to approve the change - Submit the change of shareholders of SET Energy to Ministry of Commerce
November 2020	- Enter in to PPA between PEA ENCOM and PEA - Enter into PPA between PEA ENCOM and SET Energy

Source: Information from the Company

3) Structure of SET Energy

Before proceeding the transaction, Mitsu holds 40% of issued and paid-up capital. While, the Company and PEA ENCOM holds 40% of issued and paid-up shares and 20% of issued and paid-up shares, respectively. However, after transaction of the Company, the Company and PEA ENCOM will hold 80% and 20% of issued and paid-up shares, respectively.

Diagram illustrate shareholding of SET Energy before transaction

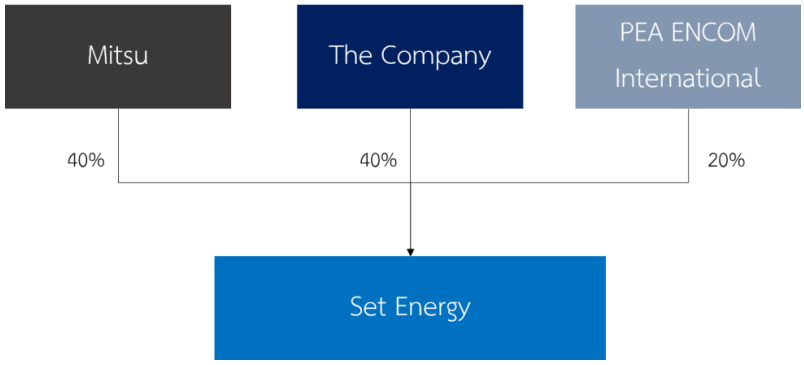
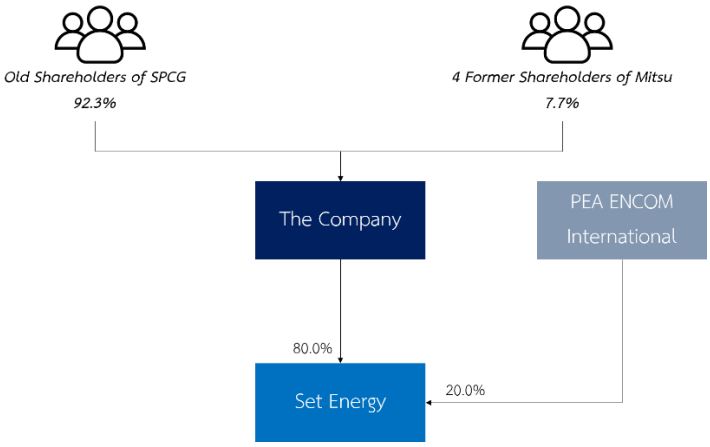


Diagram illustrate shareholding of SET Energy after transaction



4) Characteristic of the Project

Smart Grid development project, Smart Energy and Smart Environment in the Eastern Special Development Zone (EEC) between PEA and the Company and PEA ENCOM to jointly study, develop and invest in Smart Grid, Smart Energy and Smart Environment in the EEC 3 provinces and in the extended areas in the future according to the government policy in order to create energy security in accordance with The strategic plan under Thailand 4.0 will also raise the level of industry and other economic development activities of the country in order to increase its competitiveness and make the Thai economy grow in the long term with sustainability and stability. In the first phase, it will be operated in 3 provinces: Chachoengsao, Chonburi and Rayong.

The company has conducted a feasibility study and developed the electrical system. For energy management in the project area as well as seeking appropriate technology for the project implementation with the results of the study proposed that can lead to a clear action. For the development of Smart Grid, Smart Energy and Smart Environment in the EEC area, as a result of the feasibility study, consider proposing a project to supply electricity, clean energy (solar energy) and energy. Backup (energy storage system), connected to the power grid under the Smart Grid, Smart Energy and Smart Environment. And improving, maintaining and maintaining a clean electric energy network system It can be used to support the development of activities that will take place in the pilot area and other areas in 3 provinces, EEC area.

1. Focus on the use of clean energy by solar energy
2. Reduction of carbon dioxide emissions Aiming for the development of low-carbon economy and society (Low Carbon Society)
3. Energy targeting in new, livable, smart, clean energy cities (Solar Energy) 100 percent Smart Power Supply (SPS) and the proportion of fossil fuel consumption to solar power systems in electricity generation is 70:30 in the EEC region.
4 The use of the area for solar energy development must be combined with an appropriate proportion of the existing agricultural farming in suitable areas and must help improve the quality of life of the people in the area by being able to co-exist with the economic activities of the community and allow people in the area to have additional income.

Map of the EEC

The project has studied, analyzed and proposed the construction model of solar power plants, which will be distributed generation in the EEC area to deliver electric power to new, smart, smart urban areas. To make the management of the power system easier. And create more flexibility of the electrical system by producing electricity for use in new, livable, intelligent, intelligent energy models, PEA has assigned PEA ENCOM to produce electricity to supply to PEA Acquire and distribute electric power for use in new, smart, smart urban areas in the EEC area and future expansion. By integrating with the electricity system. This will help in the management to be flexible according to the power system requirements to ensure sufficient and stable power. As the need for increased from the original. This is not in the current power generation plan. In particular, electrical energy must be clean energy. In addition to the projections of the Thailand Power Development Plan 2018 - 2037 (PDP2018).

Clean energy supply (Solar energy) in the new urban area, livable and smart as a 100.0 percent clean energy model, connected to the PEA system in an intelligent energy model (Smart Power Supply: SPS) divided into 2 phases

1) In the first phase, install a solar power generation system. It is an installation distributed by area (Distributed Generation) as appropriate for the area. There are approximately 50 locations distributed in the EEC area, based on the electricity

demand (Demand) of the new urban areas, the EEC area, with the installation of a solar power generation system in an experimental term of not less than 500 MW, which is an internal pilot phase in year 2026.

2) And the next phase will expand to 30.0 percent of total electricity demand according to the target, the proportion of fossil fuel energy consumption to solar power systems in electricity generation is 70:30 in the EEC area. It is a lithium on battery. It is appropriate to start a pilot in the year 2025 (AD 2025) onwards.

Power purchase agreement is a power purchase agreement between PEA and PEA ENCOM. PEA ENCOM enters into a power purchase agreement for the project to PEA and a power purchase agreement between PEA ENCOM and SET Energy. SET Energy is the power producer from the solar power generation system (Clean energy) distribute to PEA ENCOM and PEA ENCOM distribute to PEA.

In which the electricity purchaser agrees to purchase and the power producer agrees to sell electricity (kW) from the solar power generation system. (Clean energy) for using electricity in the new, livable, smart, and 5 sub-districts in Banglamung district at all agreed electrical points at the total installed capacity of equipment used to convert direct current into AC electricity (Inverter) of at least 500,000 (five hundred thousand) kilowatts, with a scheduled installation date of the solar power generation system by December 31, 2026 with a period 25 years can be extended for a period of 5 years, however, the sale of electric power will not exceed the electricity consumption of the new, smart, smart city area and the 5 sub-districts in the Banglamung district in that month.

Project electricity rates will be according to the wholesale tariff that PEA purchases from EGAT with the approval of the National Energy Policy Council and / or the National Energy Policy Council at the actual connected voltage level as specified in announce. The received rate does not include the electricity cost according to the formula for automatic tariff adjustment (wholesale Ft), which the tariff will be used in the intelligent livable city. Not higher than general electricity prices PEA sells to other electricity users. SET Energy, as the power producer, agrees to deduct baht 0.01 from all power units. (KWh) that PEA ENCOM buys from SET Energy on a monthly basis.

Votage level	tariff (baht/unit)	
	Peak	Off-Peak
69-115 Kv	3.6199	2.3341
At Destination 69, 115 Kv	4.0476	2.3555
11-33 Kv	4.2243	2.3567

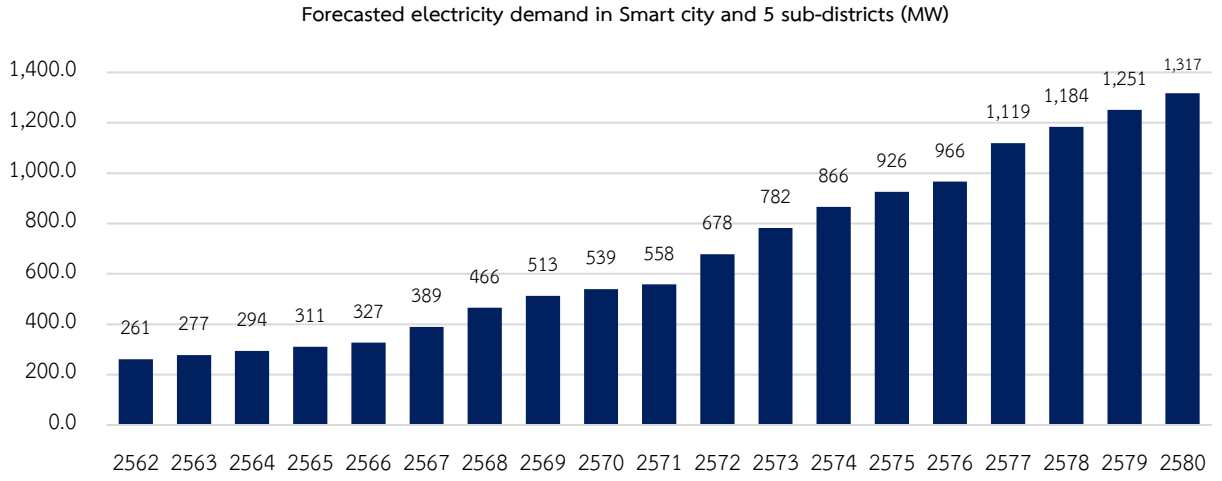
Remark: This is the wholesale tariff price that PEA has purchased from EGAT since the electricity bill in November 2015.

The project will be a model for the use of clean energy. It does not cause any impact on the environment quality. According to the economic social development guidelines to achieve a low-carbon society The procurement of clean energy in the EEC area will begin operations by 2021 and construction is expected to begin in 2021, with investments in accordance with the demand for electricity consumption in the new, livable, smart, and five sub-districts in the district. Banglamung Chonburi Province And spend no more than 23 investments, 000 million baht, with a forecast that construction will be completed and ready to distribute electricity into the commercial system totaling at least 300 megawatts by 2022 and will consider investment in increasing installed capacity of not less than 200 megawatts according to the increase of the projected electricity consumption in the said area It is expected that construction will be completed and ready to sell electricity to the commercial system of at least 500 megawatts by 2026. The Company will consider investment in construction according to the electricity consumption in that area. In the event that the amount of electricity used in such areas is changed.

The company will be able to expand the company's solar power plant business. Increase power generation and opportunity to realize significant income and profit. The expansion of the solar power plant business is in line with the Company's experience and expertise in operating the solar power plant business for a long time.

5) Electricity demand in Smart City and 5 sub-districts

From the forecast of electricity demand in the new, smart, smart urban areas and the 5 sub-districts in Banglamung district. Prepared by PEA shows a continuous increase in the demand for electricity.

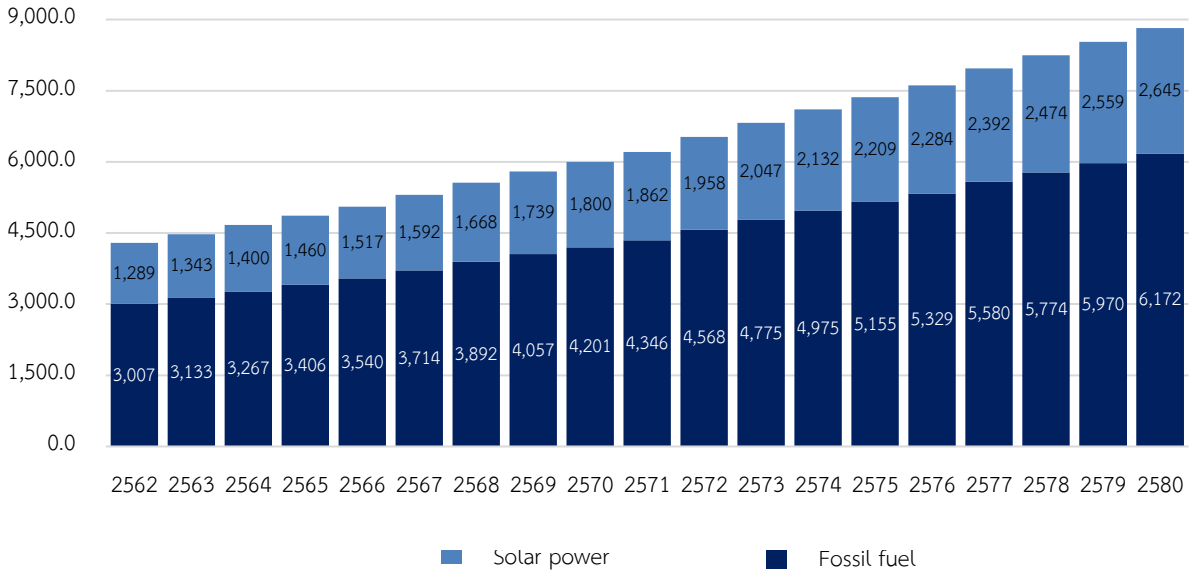


Remark: The electricity demand is equivalent to the installed capacity of Solar power

The project in the first phase is a trial period of solar power generation system, ground mounting style. The total size is not less than 500 megawatts by 2026, distribute to electricity users in Smart City and area of 5 sub-districts in Banglamung, Chonburi in order to develop a Smart city by using a monthly unit offset method of solar electric power consumption with all electric energy use in the area, which will make the area use 100% of clean energy based on the concept of 100% solar energy to achieve the UNFCCC's goal of reducing greenhouse gas emissions. Thailand participated in the 21st session of the United Nations Framework Convention on Climate Change (COP21) which was held on 12 December 2015 in Paris, France and signed the Paris Agreement to strengthen the global response to climate change. The project will connect to the Smart Power Supply (SPS) system and create a society with low Carbon Society in EEC area.

The next phase of the project for Smart city will install a solar power generation system to meet the demand for electricity in Smart City the EEC area. The forecasted demand for electricity increased to approximately 736.5 and 894.7 MW in 2037 and 2053, respectively, together with the former demand in 5 sub-districts. The system installation Produced approximately 1,317 to 1,750 MW of solar power in the years 2037 to 2053, making the energy project used in the new, smart, healthy, 100% clean energy, connected to the electricity utility system. In a Smart Power Supply (SPS) model. Allowing PEA as the main buying agency and distribute clean energy produced in the project area for new urban areas, EEC areas in the next phase, the estimated ratio of fossil fuel electricity production to renewable energy systems is 70:30 to promote the EEC area and its expansion to a low carbon society by using energy. Clean solar energy Reduce the emission of carbon dioxide.

Portion of energy from fossil fuel to Solar energy in generating electricity (70:30) (MW)



Therefore, in the development of the remaining solar power system, the power generation will expand the production capacity of the solar power system to 30% of total electricity consumption in 2037, which will be 8,817 MW in 2037. The solar power generation system is approximately 2,645 MW.

6) Shareholders of SET Energy

Table of top 10 shareholders of SET Energy before and after transaction

	List of shareholders	Before Transaction		After Transaction	
		no. of shares	Shareholding (%)	no. of shares	Shareholding (%)
1	SPCG Public Company Limited	400,000	40.0	800,000	80.0
2	Mitsu Power Group Company Limited	400,000	40.0	-	-
3	PEA ENCOM international Company Limited	200,000	20.0	200,000	20.0
	Total	**1,000,000**	**100.0**	**1,000,000**	**100.00**

Remark: information on 20 October 2020

7) Board of Director of SET Energy

Table of Board of Director of SET Energy before transaction

	Name	Position	Candidate
1	Ms. Wandee Khunchornyakong	Director	The Company
2	Mr. Somsak Khunchornyakong	Director	The Company
3	Mr Wunchai Lorwatthanatrakul	Director	The Company
4	Ms. Narinporn Malasri	Director	The Company
5	Mr. Khemarat Sardpricha	Director	PEA ENCOM
6	Mr. Yuthapong Tubphadung	Director	PEA ENCOM
7	Ms. Ratchanewun Akraraviai	Director	Mitsu
8	Ms. Anuch Trakulsiriphun	Director	Mitsu
9	Ms. Nunthawun Karatpong	Director	Mitsu

Source: Information of the Company

Table of Board of Director of SET Energy after transaction

	Name	Position	Candidate
1	Ms. Wandee Khunchornyakong	Director	The Company
2	Mr. Somsak Khunchornyakong	Director	The Company
3	Mr Wunchai Lorwatthanatrakul	Director	The Company
4	Ms. Narinporn Malasri	Director	The Company
5	Mr. Khemarat Sardpricha	Director	PEA ENCOM
6	Mr. Yuthapong Tubphadung	Director	PEA ENCOM

Source: Affidavit of SET Energy at 29 October 2020

8) Financial Position and Performance of SET Energy

Income Statement

Table summary of key figure inset Energy's statement of comprehensive income in 2019

	2019[1/]
	Baht
Revenue from sales and services	-
Cost of sales	-
Gross profit	**-**
Other revenue	6,325.0
Operating expense	(73,425.0)
Operating loss	**(67,100.0)**
Depreciation and Amortization	(6,352.0)
Loss before tax	**(73,452.0)**
Loss for the year	**(73,452.0)**

Source: Financial Statement of SET Energy as of 2019

Remark: 1/ SET Energy incorporated on 19 September 2019

Financial Position

Table summary of key figure in SET Energy's statement of Financial Position in 2019

	31 December 2019[1/]	
	Baht million	%
Asset		
Cash and cash equivalent	1.0	0.98
Other current assets	0.0	0.00
Total current asset	**1.0**	**0.98**
Other non-current assets	99.0	99.02
Total non-current assets	**99.0**	**99.02**
Total assets	**100.0**	***100.00***
Liabilities		
Account payable	0.0	*0.04*
Other current liabilities	0.0	*0.00*
Total current liabilities	**0.0**	***0.04***
Total liabilities	**0.0**	***0.04***
Shareholder Equity		
Paid-up capital	100.0	*100.00*

	31 December 2019[1/]	
	Baht million	%
Retained Earnings	(0.1)	*(0.06)*
Other comprehensive income	0.0	*0.02*
Total Shareholder Equity	**100.0**	***99.96***
Total liabilities and shareholder equity	**100.0**	***100.00***

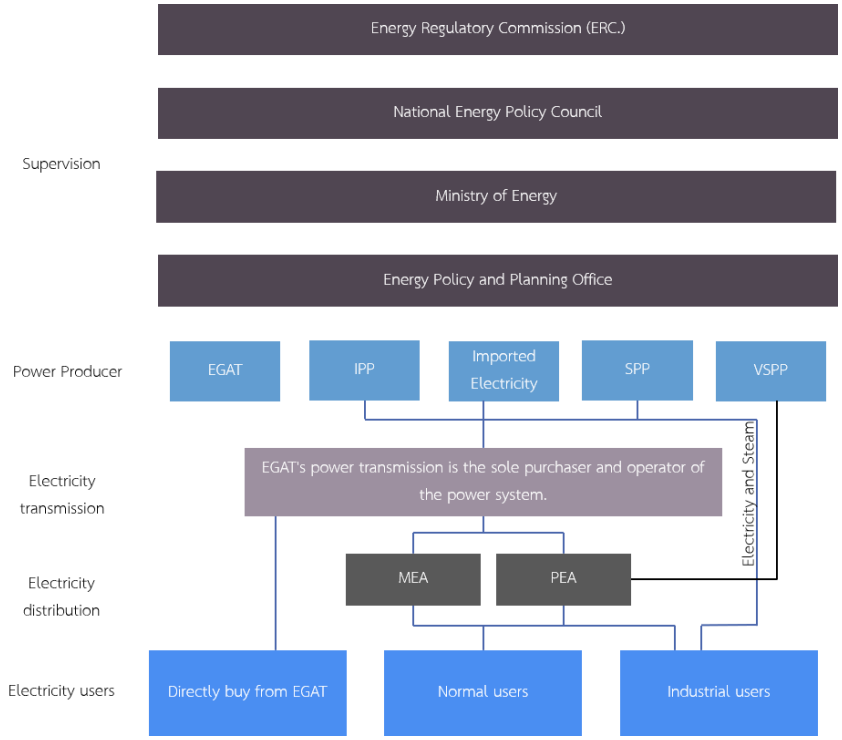
Source: Financial Statement of SET Energy for the year 2019

Remark: 1/ SET Energy incorporated on 19 September 2019

9) Industry Overview

The main commercial power producers are Electricity Generating Authority of Thailand (EGAT) and private power producers. EGAT distributing all of its electricity generated from production and also purchasing from both private and neighboring countries and redistributed to 2 state enterprises, namely the Metropolitan Electricity Authority (MEA) and the Provincial Electricity Authority (PEA). MEA and PEA distribute electricity to end users, business customers, and industrial users. EGAT is the main distributor of electricity even though the private power producer is the direct producer and distributor of electricity to industrial customers. EGAT also controls the country's power system, which is also the one who participate in maintenance and development of the National Transmission Grid. Power producers in Thailand can be divided as follows: EGAT 15,130 MW, independent power producers (Independent Power Producer Program - "IPP") 14,949 MW. Small Power Producer Program ("SPP") 9,498 MW, imported and exchanged electricity 5,721 MW and Very Small Power Producer (VSPP) is the power producer which are both the private sector, government, state enterprises and the general public that distribute electricity to EGAT. As of the end of 2019, the total contracted capacity of the power system is 49,304 MW, however, most of the electricity generated came from IPP and SPP power plants, which are fossil fuel power plants.

Diagram illustrate electricity business management in Thailand



Source: EGAT

Table summary of new electricity capacity in 2019 - 2037 according to PDP 2018 Revision1

Electricity capacity in 2018 - 2037	MW
Electricity capacity in 2019	46,090
Electricity capacity that was laid off from the system in 2018 - 2037	(25,310)
Electricity capacity in 2018 - 2037	56,431
Electricity capacity in 2037	**77,211**

Source: PDP

Power Plant type	New loaded capacity (MW)
Renewable energy power plant	20,766
Hydropower Plant	500
Cogeneration power plant	2,112
Combined heat power plant	13,156
Coal / Lignite power plant	1,740
Imported electricity	5,857
New powerplant and replacement	8,300
Energy conservation policy	4,000
Total	**56,431**

Source: PDP

The power plant project according to the power development plan of Thailand during the years 2018 - 2037 is a project that has a commitment and has already signed a power purchase agreement. Electric power management pilot projects and projects in accordance with the government's start-up policy Including major power projects and new renewable energy plants with a total contracted power generation capacity of 20,343 megawatts, the details are as follows:

Table summary of new electricity capacity in 2019 - 2037 according to PDP 2018 Revision1

Power Plant type	New loaded capacity (MW)
Renewable energy power plant	3,185
Community power plant	1,933
Hydropower Plant	500
Cogeneration power plant	2,112
Combined heat power plant	9,656
Coal / Lignite power plant	600
Imported	2,357
Total	**20,343**

Source: PDP

The projects included in the Thailand Electricity Capacity Development Plan in the years 2018 - 2037 are domestic power projects. And to buy electricity from abroad to maintain the stability of the power system and to meet the increasing demand for electricity Including replacing the old power plant that has expired with an increase in combustible electricity generation capacity of 36,088 MW, the details are as follows

Table summary of new electricity capacity in 2019 - 2037 according to PDP 2018 Revision1

Power Plant type	New loaded capacity (MW)
Renewable energy power plant	15,684
Combined heat power plant	5,440
Coal / Lignite power plant	600
Imported	3,500
New Power plant	6,900
Energy Conservation measure	4,000
Total	**36,088**

Source: PDP

Electricity demand forecast

The preparation of the forecast of the country's electricity demand The Office of the National Economic and Social Development Council (NCPO) has prepared a forecast for long-term economic growth (GDP) in 2017-2037 with an average of 3.8% per year using the average population decline rate of -0.02% per year

For the forecast of electricity demand used in the revision of PDP2018 Revision 1, the total energy demand forecast of system 3, electricity and net electricity (Peak) in 2037 is approximately 367,458 million units and 53,997 MW respectively

Table summary of maximum electricity

Year	PDP 2018 Revision 1	
	Maximum electricity (MW)	Electricity energy (million unit)
2018	29,696	203,203
2027	35,213	236,488
2570	41,079	277,302
2032	47,303	320,761
2037	53,997	367,458

Source: PDP

Solar power generation and current technologies

Solar power generation has been gaining great attention in Thailand, driven by government policies for energy security that focus on reducing dependence on fossil fuels and supporting renewable energy generation. More At present, there is a private sector that responds to the policy and has participated in the production of electricity from renewable energy. Especially solar energy

Current solar power generation technology

Current solar power generation technology Can be classified into 2 types: 1) power generation with solar panels. (Photovoltaic), which is produced from a semiconductor used as the main device for converting solar energy into electrical energy. Power generation can be done in two systems: stand-alone system, that is, the direct current generated from sunlight is collected during the day to be used at night by using it to increase the charge of the battery pack. After that, electricity will be used as needed, it can be used as direct current (DC) or it can be converted to AC power (AC) and the second system is Utility Grid system which will carry the DC electricity produced from the cell panel. The sunlight is converted to alternating current and distributed immediately into the electric power transmission system. No electricity is stored in the battery in any way. 2) Electricity generation with solar thermal system, whose main concept is to

combine light on a receiving object using a reflector and send it to a light receiver. This will convert it into heat energy and transfer heat to the liquid to generate steam to drive the steam turbine to generate electricity. The solar power generation technology can be divided into three systems: the Parabolic Troughs system, a single-axis, long-curved rail-shaped photoreceptor mounted on a single-axis tracking system. system) serves to combine the solar energy reflected onto the pipe parallel to the collector rail to transfer heat to the circulating fluid through the pipe by heat exchange Heat when the liquid is transferred to work (Usually water) is turned into steam to drive the steam turbine to generate electricity. The heliostats rotate with the sun and reflect the rays to the heat receptors. In which the inside of a working liquid is responsible for absorbing heat energy. The fluid that absorbs the heat energy received from the heat receiver is transferred to a turbine generator or stored in a storage tank for further use, and the Parabolic Dishes system is the light concentrator. Characterized as a parabolic dish with a center of light to reflect solar energy to the heat receptors located on the center, the Parabolic Dishes use a number of curved reflector panels made of glass or thin film (laminated film). These concentrators are mounted on a structure that uses a two-axis tracking system to integrate light into a single point on the heat receiver. The heat generated can be directly utilized in the cycle heat engine mounted on the heat receiver. Or bring the resulting heat to heat the liquid first and then apply it to the central engine

The income that the business operator or seller receives will be in accordance with the government's policy to purchase electricity that is announced around the clock. In the event that the seller has a power supply of less than 90 megawatts, the tariff Electricity for Small Power Producers (SPP, Non-Firm) and in the event that the electricity supplier has no more than 10 MW of electricity sales, the Very Small Power Producer (VSPP) tariff is included. Then both types of electricity sellers will receive tariffs in 2 parts, the first part being tariffs. There are different calculation methods according to the type of electricity supplier and the second part will be an adder, which is the same rate for both types of power producers. The entrepreneurs who are already running a business Or in the process of investing in the construction of a power plant At present, most of them have been adder for 10 years. Electricity sellers must make an offer and receive an acknowledgment of the sale of electricity from the relevant utilities before they can sell electricity. There is also a subsidy for electricity. In the Feed in Tariff (FiT) format, electricity sellers are entitled to three tariffs: 1) Fixed Power Purchase Rate (FiTF), which is fixed throughout the project life. 2) Variable tariff (FiTV).) Will increase in accordance with the previous year's average core inflation. According to the announcement of the Ministry of Commerce 3) Special Power Purchase Rate (FiT Premium) in accordance with the government's policy

to create investment incentives for certain types of fuels. However, the project This will be the electricity bill at wholesale price that is in accordance with the policy.

However, business challenges remain based on market structure and future competitive outlook. Although the production of electricity from solar energy has many factors that attract a lot of business. Because electricity is essential for economic growth of the country. And in the future, the demand for electricity will be even higher. But considering the market environment with few buyers (EGAT, PEA and MEA) and has the government to set market rules (Criteria for the purchase Related regulations Volume and purchase rate), which can decide to reduce the adder for the new power purchase agreement. This is the main income of business operators. In addition, the government has set a ceiling on the amount of electricity purchased from solar energy. By stipulated in the power purchase agreement This will limit the size of the future solar farm investment and development business market. But if you consider the competition, it tends to be more competitive in entering this business. Especially, the competition for PPA is due to the fact that there are many people interested in this business. This includes foreigners with high technology and ability to manage costs of solar power generation.

Table showing an overview of the policy to support electricity from solar energy according to the resolution of the eppo in 2014

Consensus of EEPO on 15 August 2014 and 22 October 2014 for on grounded Solar (hang pipe)

Installed capacity (MWp)	Adder rate and old FiT เดิม		New FiT rate	
	Adder rate/FiT (bath/unit)	Duration	FiT rate (baht/unit)	Supported period
≤ 90 MWp	Adder 8.0 and decrease to 6.50	10 years	5.66	25 years

Source: erc.

Consensus of EEPO on 15 August 2014 and 22 October 2014 for on Solar PV Rooftop

Installed capacity (MWp)	Adder rate and old FiT		New FiT rate	
	Adder rate/FiT (bath/unit)	Duration	FiT rate (baht/unit)	Adder rate/FiT (bath/unit)
Roof top (residence)				
≤10 kWp	FiT 6.96	25 years	6.85	25 years
rooftop (Building / Factory)				
>10 – 250 kWp	FiT 6.55	25 years	6.40	25 years
>250 – 1,000 kWp	FiT 6.16	25 years	6.01	25 years

Source: erc.

Consensus of EEPO on 15 August 2014 and 22 October 2014 for Solar project of government and agricultural cooperatives

Installed capacity (MWp)	Adder rate and old FiT เดิม		New FiT rate	
	Adder rate/FiT (bath/unit)	Duration	อัตรา FiT (บาท/หน่วย)	Adder rate/FiT (bath/unit)
On ground for government and agricultural cooperatives	FiT 9.75 no. of year 1-3 FiT 6.50 no. of year 4 -10 FiT 4.50 no. of year 11 – 25	25 year	5.66	25 year

Source: erc.

Consensus of EEPO on 15 August 2014 FiT rate of renewable energy (VSPP)

Installed capacity (MW)	FiT (baht/unit)			Supported period	Special FiT (baht/unit)	
	FiT_F	$FiT_{V,2017}$	FiT		Biofuel Project (first 8 year)	Project in the southern border provinces (project lifetime)
8) Solar Energy						
Residence Rooftop ≤ 10 kW	6.85	-	6.85	25 years	-	0.50
On ground	FiT 5.66	-	5.66	25 years	-	0.50

Source: erc.

2.6 Total value of Consideration and method of payment

2.6.1 Acquisition of Assets

The total value of the consideration for the acquisition of the entire business transfer is Baht 1,799.6 million by calculating from the value of increased ordinary shares, issued by the Company to Mitsu, in total of 81,800,000 shares at Baht 22.00 per share, for exchange of the business. The number and price of share is a result of negotiation between the Company and Mitsu's shareholders

2.6.2 Investment in the Project

The Project value is approximately equivalent to Baht 23,000.0 million and is compensated in form of cash which is not include interest expense during the construction by paying the cash for procuring asset in the Project.

2.7 Value of Asset Acquired

2.7.1 Acquisition of Assets

The total value of assets is closely with the value of the total consideration value, under Clause 5 which is based on the Income Approach Valuation method, of the 400,000 shares in SET Energy which is the assets to be acquired from the entire business transfer of Mitsu. The valuation of SET Energy value from free cash flow to equity, in case of development in the Project using cost of equity at 8.0% with assumption as follows:

Table assumption of revenue of the Project

Assumption of the revenue		
Installed Capacity	500 MW	
Peak sun hours, PSH	4.0 hr / day	
Degradation	0.40%	
Distribute electricity per unit (baht per unit)	**Peak**	**Off-Peak**
Voltage level 11-33 kV, tariff ratio	4.2243 60.0%	2.3567 40.0%

Source: Information of the Company

Table summary of expense in the Project

Assumption of the expense	
EBITDA margin (%)	55.6 – 79.4
Corporate Income Tax, CIT	20 percent of the profit before tax. The solar farm project is expected to receive investment promotion benefits from BOI in the first 13 years from 2021 • Year 1 – 8 100% income tax exemption • Year 9 – 13 50% income tax exemption

Source: Information from the Company

2.7.2 Investment in the Project

The total value of the Project's assets to be acquired would be possibly and closely with the value of the total consideration value under Clause 5. However, certain accounting might not record a whole amount as an investment of the Project, so the value of the Project's assets might be changed under relevant accounting the principle and guideline.

2.8 Basis used to determine the Value of Consideration

2.8.1 Acquisition of Assets

The value of the acquired assets is close to the total value of the consideration referring to the valuation using the income approach of the value of 400,000 ordinary shares in SET Energy, which is the assets to be acquired From the Acquisition of Mitsu's Entire Business under the aforementioned SET Energy appraisal. Evaluated from free cash flow to shareholders (Free Cash Flow to Equity (FCFE)) in case SET Energy has developed the project using a discount rate with the cost of equity of 8.0%.

2.8.2 Investment in the Project

The criteria of total value of the Project's consideration is calculated from the valuation of land and land improvement expense on market price survey and price bidding of basic engineering including engineering design, procurement, construction, installment of machines and equipment together with estimated expenses associated with the any other relevant and necessary works for the Project and estimated interest during construction which is related to the Project operation

2.9 Expected benefits from entering into the transaction of the Project's investment

2.9.1 Acquisition of Assets

The accepting of the entire business transfer have the purpose to increase the shareholding percentage in the solar farm project. In this project has a rate of return suitable for the investment risks. The Company expects the return of the Project (Project IRR) to be approximately 6.6% - 8.8% and the Equity IRR is approximately 11.8 - 14.1%, which is higher than the minimum return to shareholders of the Company of 10%. The Company expects to help increase the Company's revenue and cash flow potential, recognize higher revenues and profits from higher shareholding percentage, the flexibility in management and development as a result of the controlling power in SET Energy, increase the capabilities of the company in the development of solar farm project

2.9.2 Investment in the Project

The Company could support the policy from the government and the Eastern Economic Corridor Office of Thailand ("EECO") in the development under the plan to develop the EEC area. In this regards, the Project will be the model that uses clean energy, not harming the quality of the environment, according to economic and social development approach in order to create a society with low carbon, which the procurement of clean energy in the EEC area is divided into 2 stages. The Project will align with the policy of provision of clean energy. At the first stage, the Company will install the solar power electricity system by determining demand of electricity supply in the EEC area. This is also determined the electricity production capacity, totally not less than 500 MW which is a primary period in 2022. At the next stage, the production capacity will be extended up to 30% of demand of electricity supply under the proportion of fossil fuel usage and solar power electricity system accounts for 70:30 in EEC area.

The Company will expand the business of solar power plant by increase of production capacity and opportunity in terms of significant revenue and profits. The expansion of the business Is in line with experience and expertise regarding the business operation of the Company's solar power plant business.

2.10 Other impacts on investment in the Project

As the offering price of baht 22.0 per share is not less than the market price, this will have no effect on the expenses and financial position of the Company pursuant to the Share-based Payment.

After the transfer of the entire business, the Company Purchase Price Allocation (PPA) will be allocated to record the value of the transferred business in the Company's financial statements. However, since the transaction value is higher than Mitsu's book value, the Company Intangible assets acquired through a business combination may be recorded, such as the value of the power purchase agreement. There will be amortization of intangible assets acquired in the future business combination. This may result in a decrease in the Company's net profit. Will receive more from the project

Any other impacts above are as discussed with the auditor initially. However, such effects may change in the future and the Company will follow the accounting standards. Or any relevant rules

2.11 Source of funds

2.11.1 Acquisition of Assets

The company has issued and allocated 81,800,000.0 newly issued ordinary shares at the par value of Baht 1.00 per share and at the offering price of Baht 22.0 per share as payment for the acquisition and acceptance of the entire business transfer from Mitsu

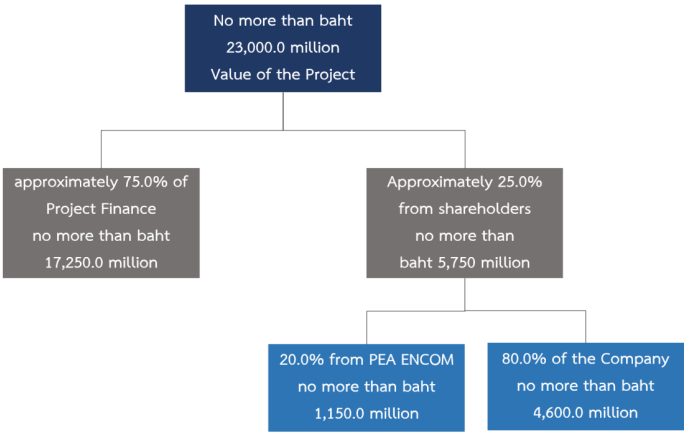
The Board of Directors' meeting of the Company has passed a resolution approving the allotment of ordinary shares in the number of not exceeding 81,800,000 shares with par value of Baht 1.0 per share offered to Mitsu with value of Baht 22.0 per share by way of the Private Placement to Mitsu as a payment in exchange for the EBT.

2.11.2 Investment in the Project

The Company will invest in the Project not more than baht 23,000.0 million within 2026 (Not including interest expense between construction) SET Energy will finance by Project finance at proportion of 3:1 debt to equity or not more than baht 17,250.0 million and equity not more than baht 5,750.0 million. Therefore, the Company as SET Energy shareholder of 80.0% after the EBT will use investment fund not more than baht 4,600.0 million by divided into investment from 2025 according to investment in the Project of the Company.

In addition to the above financing, In the event that Set Energy is required to pay for the land before the development of the project, Set Energy may consider procuring a short-term loan to pay for the land and thus repay it with Project Finance and the equity funds of Set Energy.

Diagram illustrate funding proportion of the Project



Source: Information of the Company

For Project Finance the amount will not be more than baht 17,250.0 million. The Company is in the process of negotiating with the Financial institution for the best condition which expected to be finished within February 2021. On the other hand, equity will not be more than baht 4,600.0 million. The Company will issues debentures such as bond for the amount not exceeding baht 5,000.0 million. This fund is in line with the Annual General meeting for the year 2020 of the Company which approved issuing bond not exceeding baht 10,000.0 million. The money receive from bond will use for liquidity management repay interest expense as well as repay the former debenture. Also, the Company is considering of using for the Company's operation if enough. According to financial statement as of 30 September 2020 of the Company, on the assumption that liabilities increase at the number of baht 22,250.0 million including project finance of SET Energy at the amount of baht 17,250.0 million and bond at the amount of baht 5,000.0 million result in 1.49 net debt to equity ratio, result in a lower condition of current bond of the Company at 3.00 times. If necessary, the Company may proceed General mandate if bond is not ready at the time of the construction. Please see further details in 2.1.2 investment in the Project

Funding	Details
Project Finance	Long-term investment in the Project which able to drawdown in the first quarter of 2021 which the Company will proceed the expense divided into 5 phases
Denture	In exceed from the investment in the Project, the Company will use for liquidity management repay interest expense and repay the former bond.
General Mandate	In case of necessity for example debenture is not ready at the time of investment

For the equity financing of baht 4,600.0 million, Company will issues debentures such as bond for the amount not exceeding baht 5,000.0 million. The money receive from bond will use for liquidity management repay interest expense as well as repay the former debenture. Also, the Company is considering of using for the Company's operation if enough. If necessary, the Company may proceed General mandate if bond is not ready at the time of the construction.

This fund is in line with the Annual General meeting for the year 2020 of the Company which approved issuing bond not exceeding baht 10,000.0 million.

According to financial statement as of 30 September 2020 of the Company, on the assumption that liabilities increase at the number of baht 22,250.0 million including project finance of SET Energy at the amount of baht 17,250.0 million and bond at the amount of baht 5,000.0 million result in 1.49 net debt to equity ratio, result in a lower condition of current bond of the Company at 3.00 times. If necessary, the Company may proceed General mandate if bond is not ready at the time of the construction. Please see further details in 2.1.2 investment in the Project.

Table illustrates funding in the Project

Funding	Details
SET Energy	
Short-term loan	Drawdown during January to February 2021 in the case of necessity of payment of land before project finance which will repay within quarter 1 of 2021 when the Project finance and private placement from shareholder of SET Energy
Project Finance	Long-term investment of the Project which drawdown in the first quarter of 2021 which the Company will proceed for expense in the Project divided into 5 phases. The drawdown of Project finance will continuously proceed according to the progress of the Project. At the present, the Company is in the process of negotiating with the Financial institution.
Equity	Increase capital according to the business plan of the Project as follows: - 2021: Not exceeding baht 3,450.0 million - 2022: Not exceeding baht 345.0 million - 2023: Not exceeding baht 690.0 million - 2024: Not exceeding 920.0 million - 2025: Not exceeding 345.0 million However, this equity financing can be changed according to condition to Project Finance and in line with investment in the Project.
The Company	
Debenture	In exceeding of expense of the Project, it will be use to mange the liquidity repay interest expense including repay former bond.
General Mandate	In case of necessity such as debenture is not ready at the time of construction

Source: Information from the Company

2.12 Conditions and Objectives for allotment private placement

The Company will conduct the private placement to Mitsu in exchange for the EBT on the purpose of increasing the shareholding ratios in the project as it will yield benefits appropriate to the investment risks, referring to the information memorandum regarding the acquisition of assets for consideration, increase flexibility in management and development, project financing efficiently and increase the ability to develop project of the company.

Mitsu is not considered as connected person under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions dated 31 August 2008 (including its amendments) and the Notification of the Securities and Exchange Commission re: Information Disclosure and rules, conditions and procedures on connected transactions B.E. 2546 dated 10 November 2003 (including its amendments).

2.13 Timeline of the Transaction

The Acquisition of Assets transaction has the highest size of such transaction is equal to 108.8% according to the total value of consideration criterion which is calculated based on the consolidated financial statement of the Company (reviewed version) ended on 30 September 2020. The entry into such transaction thus falls into Class 1 transactions pursuant to the Acquisition and Disposition Notification. Therefore, the Company shall arrange for the shareholders' meeting to approve EBT, investment in solar electricity project, and other relevant matters. Therefore, The Company has the following duties as required by the Notification on acquisition or disposition of assets as follows:

(1) To disclose the information memorandum on the investment in the Company's Project to Stock Exchange of Thailand
(2) To convene a shareholders' meeting to seek approval on the Granting of the investment in the Project together with other related matters whereby the resolution shall be passed by votes of no less than ¾ of the total votes cast by the interested shareholders; and
(3) To appoint an independent financial advisor (IFA) to provide opinions on the investment in the Project and its benefits and its justification for fair price and a transaction condition, including to submit such opinions to the Office of the Securities and Exchange Commission (the SEC), the Stock Exchange of Thailand (the Stock Exchange) and the shareholders

Table illustrates timeline of the transaction

No	Procedures	Tentative Dates
1	The Board of Directors' Meetings of the Company shall consider approving the EBT transaction and Investment in the Project	25 November 2020
2	Record date	14 December 2020
3	Arrange for the shareholders' meeting of the Company by sending a notice calling for the shareholders' meeting at least 14 days in advance of the meeting date and must be approved by the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote without counting the shareholders that has conflict of interest.	15 January 2021
4	To register the resolution to reduce the capital and increase the registered capital. Amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days after Extraordinary Shareholder Meeting
5	Request permission from the SEC to issue and offer for sale of the Company's newly issued shares	Design after the Extraordinary Shareholder Meeting
6	Share allotment	Within 3 month after Extraordinary Shareholder Meeting
7	Registered capital increase with Department of Business Development, Ministry of Commerce	Design after the Extraordinary Shareholder Meeting
8	Listing of capital increase shares in the SET	Design after the Extraordinary Shareholder Meeting

2.14 Business Plan after the Transaction

2.14.1 Status of Mitsu

As of the date of EBT, the Company will accept the transfer of the entire business of TP, i.e. all assets, liabilities, rights, duties and obligations of Mitsu existing on the day prior to the date the EBT to the Company. After the business transfer, Mitsu will dissolve and liquidate itself for the entire business transfer within 2021. The company has issued and allocated 81,800,000 newly issued ordinary shares at the par value of Baht 1.0 per share and at the offering price of Baht 22.0 per share as payment for the acquisition and acceptance of the entire business transfer from Mitsu.

2.14.2 Investment in the Project

The Company plans to commence the Project under the business plan by 2021 and expect to start the construction by 2021 and complete the construction by the first quarter of 2022. The investment is based on demand of electricity use in EEC smart environment new city and areas of five sub-districts in Bang Lamung district. The Project expects to have electricity production capacity, totally accounting for 300 MW in 2023 and considers to increase its production capacity up to 200 MW, to be completely constructed and ready to operate in 2026, to align with increase of demand of electricity supply in such areas according to business plan of the Project which divided into 5 phases. With this, the Company will consider the investment based on the actual demand of electricity supply if changed.

3. The appropriateness of the Transaction

3.1 The appropriateness and benefits of the Transaction

The Company currently has a total of 36 solar farm projects located in 10 provinces in Thailand through affiliated companies, each of company will be a very small power producer (VSPP), with power purchase agreements (PPA) with the provincial electricity authority (PEA), totaling approximately 260 MW of electricity, which has been sold commercially (commercial Operation Date: COD) to the PEA since mid-2014.

After the Entire Business Transfer of Mitsu, the Company's shareholding in SET Energy will increase from 40.0% to 80.0%. Currently, SET Energy plans to invest in the Project, which operates solar power plants on the pilot area at in Bang Lamung district Chonburi province. In the first phase, a production capacity will be no less than 500 MW by gradually investing which is expected to be completed and ready for commercial operation between the third quarter of 2021 - the fourth quarter of 2025. As a result, after entering the Transaction, the Company's power generation capacity will increase from approximately 200 MW to 400 MW according to the shareholding in SET Energy (from 40% to 80.0%). The increasing shareholding in SET Energy from the entire business transfer will result in SET Energy becoming a subsidiary of the Company due to more than 50.0% shareholding. Thus, the Company will have more control and flexibility for project management to obtain funding sources more efficiently. Moreover, the Company will be able to consolidate financial statements and recognize consistent revenue and cash flows from electricity revenue based on the wholesale price that PEA purchases from EGAT. Hence, the Company will receive higher returns compared to those from the current performance of 36 solar farm projects, creating higher returns for shareholders.

Furthermore, having SET Energy as a subsidiary is part of the objectives and strategies of the Company to be a leader in the energy business with expertise in the development and management of the solar farm business, which focuses on investing in companies that operate in accordance with such objectives. Additionally, the Transaction will help the Company increase production capacity by expanding investment in the development of new solar power plant projects both domestically and internationally with clean and environmentally friendly technologies, and comply with the government policies to support the use of renewable energy especially solar energy that will create sustainable energy security of the nation.

3.2 Advantages of the Transaction

3.2.1 Advantages of acquisition of Mitsu

No financial burden from the Entire Business Transfer of Mitsu

The Entire Business Transfer of Mitsu of Baht 1,799.6 million is a payment made by the issuance of newly issued ordinary shares of the Company instead of paying in cash by calculating from the value of the Company's newly issued ordinary shares Issued as compensation to Mitsu shareholders in the amount of not more than 81,800,000 shares with the offering price of the newly issued ordinary shares at Baht 22.0 per share. As a result, the Company has no obligation to obtain sources of funds, does not affect financial liquidity and does not increase the debt-to-equity ratio of the Company. However, the Company will have a financial burden from investing in the Project, which will be discussed in the disadvantages of investment in the Project.

The Transaction price is reasonable.

The IFA conducted valuation of Mitsu and the Company based on various approaches to determine a fair value range for the Entire Business Transfer of Mitsu. The IFA has an opinion that the valuation using Discounted Cash Flow is considered the appropriate method since it can reflect the future performance under reasonable business plans and assumptions. Thus, the IFA assessed the fair values of the Entire Business Transfer of Mitsu and the issuance of the Company's newly issued shares, and found that they are in the range of Baht 1,613.2 - 2,028.9 million and Baht 21.0 – 22.7 per share, respectively. Comparing the transaction price of Baht 1,799.6 million and the price of newly issued shares of Baht 22.0 per share to such fair values, the Transaction's prices are in those ranges. Hence, the IFA has an opinion that both transaction prices are appropriate.

The issuance price of the newly issued ordinary shares of the Company at Baht 22.00 per share is not considered an offering of newly issued shares at a low price. Therefore, it does not affect the cost and the financial position of the Company in accordance with the share-based payment standard. However, after the acquisition of Mitsu, the Company shall perform the purchase price allocation or PPA to book Mitsu value because the transaction value is higher than the book value of Mitsu. The Company may have to record intangible assets acquired through a business acquisition such as the value of the power purchase agreement which have amortization of intangible assets from the future business acquisition. This may adversely affect net profits of the Company. However, such impact is not material to the Company's financial statements.

3.2.2 Advantages of investment in the Project of SPCG

Enhancing stable and consistent performance in the future

Entering into the Transaction will help the Company expand its solar power plant business, increase power generation capacity and recognize revenue and consistent cash flow from performance of SET Energy through investment in the Project from the consolidation of SET Energy's financial statements. This is because SET Energy will be a subsidiary of the Company from more than 50.0% of shareholding. In addition, the Company will have an additional power generation capacity of approximately 400 MW in proportion to its shareholding in SET Energy of 80.0% from the original portion of 40.0%. The estimated average electricity revenue of the Project between 2021 and 2055 is Baht 2,100 million per year according to the assumptions of the IFA in Section 4.1.1 Appropriateness of the Acquisition of Asset. However, from the feasibility study, the Project is expected to be ready for commercial operation in the third quarter of 2021 and will receive electricity revenue based on the wholesale price that PEA purchases from EGAT with an approval from the National Energy Policy Council and/or EECO at the actual connected voltage level as specified in the announcement. The rate received will not include the wholesale Ft and deduct Baht 0.01 from every electric unit (KWh). Moreover, SET Energy already entered into a Power Purchase Agreement (PPA) with PEA ENCOM on November 26, 2020 with a term of 25 years, with an automatic extension period of 5 years. Therefore, revenue and profits of electricity generating from the Project will increase consistent cash flow to the Company in addition to cash flow from the Company's existing solar power plants.

Increasing the flexibility in project management and the Company's competitiveness

The Entire Business Transfer will increase the Company's shareholding in the Project from 40.0% to 80.0%, resulting in more control and flexibility in project management to increase the efficiency of funding and the Company's capabilities in the development of the Project.

The construction of the Project is easy to manage.

Furthermore, the Project will be constructed in the Distributed Generation system in the EEC area to operate and manage the electricity system more easily, creating more flexibility of electrical system. In addition, the Distributed Generation will reduce the loss of the power transmission system since such system has less demand and backup power capacity than those of the Centralized Generation system due to its smaller power plant sizes. Thus, it can allow for a small capacity in the event that some power plants stop operation. When there is a technological change, such power generation system can also be adjusted more flexibly.

Receiving benefits from investment promotion measures in the Eastern Economic Corridor (EEC)

Since the Project will be constructed in the Eastern Economic Corridor (EEC) in Bang Lamung district Chonburi province, SET Energy will receive benefits under Eastern Special Development Zone Act (EEC Act) for the year 2020-2021 namely an 8-year corporate income tax exemption and a 50.0% corporate income tax reduction for another 5 years according to the Board of Investment's announcement on investment promotion measures to encourage large-scale investment projects in Thailand. Currently, the Company are applying for such benefits and expects to be granted permission by the second quarter of 2021.

SET Energy has potential partners.

The Company studied the model and concept of the Project and proposed to EECO. PEA, the Company and PEA ENCOM jointly studied, designed and planned for the production of clean electricity (solar energy), the connection of grid system, distribution of energy, improvement, maintenance of production systems and clean electricity systems to support the development of activities that will take place in the pilot area, other areas in 3 provinces: Chachoengsao, Chonburi and Rayong and the extension area for the next phase according to government policies. Moreover, they jointly developed and invested in the Project. The Company and PEA ENCOM are high potential investors that operate power businesses domestically and internationally. They also have sources of fund and skilled personnel. Moreover, as SET Energy is the sole entity that had a power purchase agreement with PEA ENCOM, PEA ENCOM is unable to enter into a power purchase agreement with other companies in the new city area as per the definition in the agreement for electricity supply, clean energy (solar energy) and backup energy (energy storage system) for use in the Eastern Economic Corridor (EEC) between PEA ENCOM and SET Energy. PEA ENCOM will sell electricity to PEA under the same condition. PEA ENCOM already signed the power purchase agreement with PEA on November 25, 2020.

The Transaction price is reasonable.

The IFA conducted valuation of Mitsu and the Company based on the valuation using Discounted Cash Flow, which is considered the appropriate method since it can reflect the future performance under reasonable business plans and assumptions. Thus, the IFA assessed the fair values of the Project, and found that the net present value (NPV) is in the range of Baht 3,933.0 – 4,972.2 million and the internal rate of return (IRR) is in the range of 7.8 - 10.0%. The IFA believes that the investment cost according to the IFA's assumption is Baht 18,635.7 million, so the Project will receive the internal rate of return (IRR) of 10.0%, which is higher than the weighted average cost of capital of 6.8% - 8.1% (in accordance with the

corporate income tax rate for each year of 0.0% - 20.0%). Hence, the IFA has an opinion that the transaction price is appropriate.

3.3 Disadvantages of the Transaction

3.3.1 Disadvantages of acquisition of Mitsu

Dilution Effect

Since the Company will issue ordinary shares of not exceeding 81,800,000 shares at the par value of Baht 1.00 per share for Baht 22.00 per share as a payment for the Entire Business Transfer of Mitsu, the issuance of such shares will affect the Company's shareholders as follows;

- Control Dilution

Control Dilution = Total Offering Shares / (Existing Paid-up Shares + Total Offering Shares)

Which

Control Dilution	= Total Offering Shares / (Existing Paid-up Shares + Total Offering Shares) = 81,800,000 / (973,990,000 + 81,800,000) = 7.75%

Hence, after the issuance and offering of newly issued ordinary shares, the control dilution will be equal to 7.75%.

- Price Dilution

Price Dilution = (Market Price Before Offering – Market Price After Offering) / Market Price Before Offering

Which

Market Price Before Offering	= Weighted average price of the Company's shares in the period of 15 business days prior to the Board of Directors' Meeting 10/2020 dated November 25, 2020 between November 4 - 24, 2020 which equals Baht 21.06 per share.
Market Price After Offering	= (Market Price x Existing Paid-up Shares) + (Offering Price x Total Offering Shares) / (Existing Paid-up Shares + Total Offering Shares) = (21.06 x 973,990,000) + (22.00 x 81,800,000) / (973,990,000+ 81,800,000) = Baht 21.13 per share
Price Dilution	= (21.06 - 21.13) / 21.06 = No Price Dilution

Hence, after the issuance and offering of newly-issued ordinary shares, there is no price dilution.

- Earnings per Share Dilution: EPS Dilution

EPS Dilution = (EPS Before Offering – EPS After Offering) / EPS Before Offering

Which

EPS Before Offering	= Net Profit[1/] / Existing Paid-up Shares = 2,843,643,000 / 973,990,000 = Baht 2.92 per share
EPS After Offering	= Net Profit[1/] / (Existing Paid-up Shares + Total Offering Shares) = 2,843,643,000 / (973,990,000+ 81,800,000) = Baht 2.69 per share
EPS Dilution	= (2.92 - 2.69) / 2.92 = 7.75%

Note: 1/ EPS was calculated from trailing 12 months net profits dated September 20, 2020, according to the audited and reviewed of consolidated financial statement from certified auditor for financial year ended December 31, 2019 and September 30, 2020.

Hence, after the issuance and offering of newly-issued ordinary shares, EPS dilution will be equal to 7.75%.

3.3.2 Disadvantages of investment in the Project of SPCG

Financial burden from the Transaction

The Company will obtain the source of funds for investment in the project from loan provided by SET Energy in the form of a long-term loan from financial institutions (Project Finance) of approximately Baht 17,250 million. In addition, the Company will increase its capital in SET Energy, in which the Company will be a shareholder of 80% of SET Energy, and consider issuing debt securities such as bond of not more than Baht 5,000 million or capital increase of General Mandate, if necessary and/or use of cash flow from the Company's business operation in the future. In addition, the Company may seek Bridge Loan to SET Energy for purchase of land which is necessary for the development of the solar farm project before obtaining the project finance. Currently, the Company has the interest-bearing debt to equity ratio of 0.36 times, which is expected to increase to 1.72 times after entering into the Transaction, showing that the Company will have the higher ratio from the Transaction. However, such interest-bearing debt to equity ratio is in a similar level compared to average of those of comparable companies of approximately 1.78 times. The ratio is still lower than the current bond covenant of the Company at 3.00 times (details of comparable companies appear in Section 4.1.2 Appropriateness of the price of consideration, Sub-section 3. Market comparable approach).

Moreover, from the projections of the Company's performance throughout the estimated period between 2021 and 2045, the Company will have earnings before interest, taxes, depreciation, and amortization (EBITDA) of not less than Baht 2,300.0 million per year, which are sufficient to pay interest and principal throughout the project period.

The Project invested by SET Energy has not sold electricity commercially yet.

Since the investment in the Project is the construction and development of new power plants in the EEC area, which the Company expected to start implementing the investment and construction plans of the Project. At the first phase or trial phase, the Company will install solar power generation system in the form of ground installation of not less than 500 MW by 2026, and sell electricity to users in the new city area including areas of five sub-districts in Bang Lamung district Chonburi province which will be used to develop a new smart city. For the second phrase, the Company will install a solar power generation system to meet the demand for electricity in new urban areas in the EEC area. It is expected that demand for electricity will increase to approximately 736.5 MW and 894.7 MW in 2037 and 2053, respectively. Combining with the increase in demand for existing electricity in five sub-districts, it is estimated that the total solar power generation system installation will be approximately between 1,317 MW and 1,750 MW from 2037 to 2053. Therefore, electricity is not currently sold commercially. SET Energy has to procure and purchase land in the area, which will be used for construction of the Project. Thus, there are risks of investment and construction or development of solar power plants that may be delayed and may not be able to complete. The Project's operational schedules can be summarized as follows:

Summary of operation plans and expected completion periods

Operations	Periods
Sign a power purchase agreement	November 26, 2020
Procure and purchase of land	The fourth quarter of 2020 – The first quarter of 2021
BOI filing until approvals	The fourth quarter of 2020 – The second quarter of 2021
Other government filings	The first – second quarter of 2021
Commercial Operation Date (COD)	**The third quarter of 2021 - The fourth quarter of 2025**

However, the Company, which will become the major shareholder of SET Energy, has experience, expertise and potential not only in investing in the construction and development of solar power plants and but also in applying for various licenses. Moreover, the Company currently operates solar power plants. Therefore, there is a relatively low project development risk. In addition, investing in a greenfield project offers a higher return on investment compared to investing in a brownfield project. The Project has the internal rate of return (IRR) of 7.8 - 10.0%. The IFA believes that the investment cost according to the IFA's assumption is Baht 18,635.7 million, so the Project will receive the internal rate of return (IRR) of 10.0%, which is higher than the weighted average cost of capital of 6.8% - 8.1% (in accordance with the corporate income tax rate for each year of 0.0% - 20.0%). Hence, the IFA has an opinion that the transaction price is appropriate.

3.4 Risks of the Transaction

3.4.1 Risks before entering into the Transaction

Risk of not obtaining approval from the shareholders' meeting

The Entire Business Transfer of Mitsu for the Company is considered as PLC Act and as the Acquisition and Disposition Notification, which has the highest size of such transaction is equal to 108.77% according to the total value of consideration criterion which is calculated based on the reviewed consolidated financial statement of the Company ended on September 30, 2020. The entry into such transaction thus falls into Class 1 transactions pursuant to the Acquisition and Disposition Notification. Therefore, the Company shall arrange for the shareholders' meeting to approve the Entire Business Transfer, investment in the solar farm project, and other relevant matters which requires votes of not less than at least three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote, excluding such votes of the interested shareholders. Therefore, if the Company does not receive approval from the shareholders' meeting according to the criteria specified in any agenda, the company will not be able to enter into the Transaction.

However, the investment in the solar farm project and acceptance of entire business transfer from Mitsu are not considered as Backdoor Listing due to the fact that there is no transfer of controlling power over the company to non-listed company and the existing shareholders will hold the shares of no less than 50.0% of paid-up shares of the Company after the investment in the solar farm project and acceptance of entire business transfer. (After accepting the entire business transfer of Mitsu, the combined shareholding portion of the existing shareholders will not be less than 92.25%)

3.4.2 Risks after entering into the Transaction

Risks that return on investment and project development are not as expected.

The company expected to start implementing the Project according to the investment plan with a capacity of not less than 500 MW by 2021, which is expected to be able to supply electricity into the commercial system by 2021 – 2026. Therefore, if there are changes in any factors that significantly affect the development and implementation of the Project such as the risk from the lower intensity of sunlight, the risk from natural disasters, the risk from solar modules' deterioration ahead of schedule and the risk from dust on the solar module, which are specific risks of solar power plant business operation, and if demand for electricity in the new city area is less than that of the actual production of the Project, all of them will negatively affect the Company's operating performance, and the Company has to bear a lower than expected return from investing in SET Energy. Details of the risks of the Project can be summarized as follows.

Table of summary of project risks

Risks	Details
The lower intensity of sunlight	• If the sunlight has lower intensity than usual due to the change of weather condition or inclement weather, it may result in the reduction of electricity generation which may decrease revenue. • However, because Thailand is located near the equator. As a result, the solar intensity is high, and the Company will install a light intensity measuring device at the Project. for analysis and monitoring of climate change.
Natural disasters	• If there are natural disasters or unexpected and unforeseen events such as electrical system failure, flood, storm, fire, earthquake and sabotage in the area of solar farms, it may stop the operation or damage to the Company's properties which may affect revenue and operating performance. • However, the Company has studied the suitability of the Project's location and the stability of installing solar panels to prevent disasters from winds, storms, and floods, as well as taking into account natural disaster prevention. Moreover, the Company heightens the level of land field higher than level of highway and foundation of the support structure of solar module with engineering durability standard with 80 km./hr. wind pressure resistant for every solar farms. The Company has the wiring systems that separate the array of solar module and wire the ground wire independently to protect thunderstorm damages. Moreover, the Company purchased the all-risk insurances as well as business interruption insurances to protect future damages.
Solar modules' deterioration ahead of schedule	• A solar module is one of the important equipment for solar power generation. If solar modules have deteriorated earlier than standard, it may decrease the electricity output production. It may decrease electricity generation and affect estimated revenue. • However, the Company will use photovoltaic solar modules which have deterioration guaranteed by Kyocera for 25 years. Kyocera will guarantee that within 12 years from the operation date, the solar module from the operation will produce electricity not less than 90.0 % of peak power and within 25 years of solar Module from the operation date, the solar module will produce electricity not less than 80.0 % of its peak power. If it is found that the peak power is less than guarantee. Kyocera will add or change solar modules or refund in order to return to the guaranteed peak power.
Dust on the solar module	• If there is dust on the solar module, it will affect to the effective of power generation, leading to the reduction of power generation. This is because the sunlight cannot contact directly to the power source. • However, the Company realized and planned to reduce this risk by determining the period of solar module cleaning of 8 times per year by hiring local employees to clean the solar farms and appointing engineers to supervise.
Lower demand than the actual production of the Project	• If the demand for electricity in new city and areas and five sub-districts in Bang Lamung district is less than the forecast of PEA, this may reduce revenue.

However, before investing in any projects, the Company and SET Energy will jointly study the feasibility of the project in details before making an investment decision including projections of revenue, profit and return of the Project on various assumptions. Important steps are as follows;

(1) select of credible business partners who have experience and expertise in solar power and/or renewable energy and have strong financial position (2) appoint advisors such as technical advisors/engineers (to assess the solar intensity, study the feasibility of projects, provide technical engineering advices for development of projects and follow up the development/construction process to ensure timely implementation of the plan) and legal advisors (to provide advice related to legal and procedure requirements related to investment, check documents such as land deed, agreement documents, related license, and comply with applicable laws, including negotiation of other related contracts) and (3) appoint other advisors such as independent financial advisors, accounting and tax advisors to ensure reasonable conditions and compliance with related rules and regulations.

Risk from cost management of the Project

According to the business policy, the Company will own the land used for the construction of all power plants. The policy is to select the locations of the solar farm projects as follows; 1) The land near the PEA's electricity connection to save the cost of connecting the electricity system and reduce the rate of electricity loss from distances used to connect electricity to PEA's system. 2) The land in the high altitude where there is no history of flooding and land with suitable shapes for the construction of solar farm projects. 3) The land that has not too high prices because prices will affect the payback period of projects. However, the Project is currently in the process of procuring and purchasing land for use in the construction of solar power plants so there is a risk of acquiring suitable land plots for the most efficient use of the area at reasonable prices. Therefore, it is possible that SET Energy will not be able to purchase land as intended or may have to purchase at higher prices than the expected financial estimate of approximately Baht 1.2 million per Rai. (details of land prices are shown in Section 4.1.1, Appropriateness of value of acquired assets Sub-section 3.1 Capital expenditures) As a result, the cost of the Project may exceed the budget and may not receive the expected return.

4. Appropriateness of the Transaction Price

4.1 Appropriateness of the Acquisition of Mitsu

4.1.1 Appropriateness of the Acquisition of Asset – Entire Business of Mitsu

To evaluate the fair value of the Mitsu, the IFA has gathered and considered information based on management interview, the Company as well as other publicly available information. However, the opinion of the IFA is based upon the assumption that such information is correct, complete, and credible under the current circumstances. Significant changes in business operation may alter the fair value of the Company's share price and shareholders' decision considered in the Transaction. The IFA has valuated value of Mitsu which owns SET Energy by holding 400,000 common shares, or 40.0% of total shares of SET Energy, solely with no other business. The IFA will consider the capability to generate cash flow in the future of the Project in SET Energy which is the only asset of Mitsu as follows.

1. **Revenue Assumption**

   The IFA has projected revenue of the Project in SET Energy which will invest in the Project in the first phase of no less than 500 MW for sale of electricity to PEA ENCOM in EEC area. The Project's development plan can be divided into 5 stages according to the electricity demand in the new city of EEC. The assumptions for the projection are as follow.

   - **Solar Farm Project**

     SET Energy has PPA with PEA ENCOM and according the Project's development plan of the Company, the Company will develop solar farm project with no less 300 MW by 2022 and consider increasing the investment with no less than 200 MW by 2026 according to the electricity demand in the new city of EEC. The Project will start commercial operation from 2021 onward.

Table of Overview of the Project of SET Energy

Stage		Capacity	Construction Date	COD	End of Project Life[1/]	Area[2/]	No. Feeder[3/]
1.	1.1	150 MW	1 Feb 21	1 Aug 21	31 Jul 51 (30 yr)	15 Location (1,200 rai)	45
	1.2	150 MW	1 May 21	1 Nov 21	31 Oct 51 (30 yr)	15 Location (1,200 rai)	45
	1.3	20 MW	1 Aug 21	1 Feb 22	31 Jan 52 (30 yr)	2 Location (160 rai)	6
2		10 MW	1 Jul 22	1 Jan 23	31 Dec 52 (30 yr)	1 Location (80 rai)	3
3		60 MW	1Jul 23	1 Jan 24	31 Dec 53 (30 yr)	6 Location (480 rai)	18
4		80 MW	1 Jul 24	1 Jan 25	31 Dec 54 (30 yr)	8 Location (640 rai)	24
5		30 MW	1 Jul 25	1 Jan 26	31 Dec 55 (30 yr)	3 Location (240 rai)	9
Total		**500 MW**	-	-	-	**50 Location (4,000 rai)**	**150**

Source: The Project's development plan of the Company

Note: 1/ The Project's capacity development plan of each stage based on to the Company's plan according to the electricity demand in the new city of EEC in each year

2/ Assumption of project life is 30 years. The Company considers to use Kyocera's solar panel because the existing solar farms project of the Company have used Kyocera's solar panel which is deemed to be quality and offers low degradation rate in the past

3/ Assumption of 10MW/location and Land of 8 rai/MW

4/ Assumption of 3 feeders/location

- **Electricity Generation**

  The IFA has projected electricity generation of the Project in SET Energy based on to the Company's plan according to the electricity demand in the new city of EEC in each year and Peak Sun Hour ("PSH") according to MOTT MACDONALD[1]'s projection (MOTT MACDONALD is business and engineer consultant who has operated in more than 150 countries and have more than 16,000 staffs all over the world and also has over 35 years of experience in various industries in Thailand with expertise in infrastructure and renewable projects especially solar farm projects with more than 10 GW of solar farms across the world) of 4.0 hours per day at P75-level (P75 is the level of confidence at 75% that the PSH will not be less than 4.0 hours per day). The PSH projection is mainly subjected to geography and climate in EEC area. The IFA considers that P75 projection is appropriate because the generation of the existing projects of the Company is close to P75 projected by MOTT MACDONALD. The IFA also believes that the projection of MOTT MACDONALD is trustable and accurate as the Company have always chooses MOTT MACDONALD the consultant for the projects in the past, which is also accepted by the financial institutions that the Company seeks for the fund for project development. Moreover, Photovoltaics Module ("PM") of Kyocera Corporation in Japan is projected to have the degradation of 0.4% per year.

[1] Additional information of MOTT MACDONALD in www.mottmac.com

Table of Projection of Electricity Generation by MOTT MACDONALD

MOTT MACDONALD	P50[1/]	P75[2/]	P90[3/]	P99[4/]
PSH (hr/day)	4.2	4.0	3.9	3.6
Electricity Generation (MWh)	758,523.0	731,591.0	707,351.0	665,633.0

Note: 1/ P50 is the level of confidence at 50.0% that the PSH will not be less than 4.2 hours per day
2/ P75 is the level of confidence at 75.0% that the PSH will not be less than 4.0 hours per day
3/ P90 is the level of confidence at 90.0% that the PSH will not be less than 3.9 hours per day
4/ P99 is the level of confidence at 99.0% that the PSH will not be less than 3.6 hours per day

- **Tariff**

The IFA has projected the tariff based on the PPA which states that the purchaser will buy the electricity per PEA's wholesale tariff which is bought from EGA at the voltage connected between the purchaser and the producer. Therefore, the IFA refers to the TOU-weighted wholesale tariff at 11 – 33 kV with Peak TOU of 60.0% at Baht 4.2243 per kWh and Off-peak TOU of 40.0% at Baht 2.3567 per kWh in 2019 averaging to Baht 3.4773 per kWh and projected to grow at 1.4% every 5 years. The tariff growth rate is projected based on the implied growth rate of retail tariff projection according to PDP 2018 – 2037 revised 1 (retail tariff in 2020 is Baht 3.55 per kWh and in 2037 is Baht 3.72 per kWh).

Table of TOU Wholesale Tariff

Voltage	TOU Whole Sale Tariff (Baht/kWh)	
	Peak	Off-Peak
11 - 33 kV	4.2243	2.3567

Note: Wholesale tariff that PEA purchases from EGA in November 2015

Moreover, for each kWh distributed to PEA, PEA will deduct management fee of Baht 0.01 per kWh.

According to the assumptions aforementioned, the projection of revenue from electricity distribution is as follows;

Table of Projection of Revenue from Solar Farm Project of SET Energy

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
Capacity (MW)[1/]		300.0	319.6	328.4	387.1	465.5	493.7	491.7	489.7
Generation (GWh)[2/]		128.7	465.2	480.5	567.9	681.1	722.1	719.4	718.5
Net Tariff (Baht/kWh)[3/]		3.5	3.5	3.5	3.5	3.5	3.5	3.5	3.5
Revenue[4/]		**446.2**	**1,613.0**	**1,665.9**	**1,969.0**	**2,361.7**	**2,504.4**	**2,543.0**	**2,539.8**
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
Capacity (MW)[1/]	487.8	485.8	483.9	481.9	480.0	478.1	476.2	474.3	472.4
Generation (GWh)[2/]	713.7	710.8	708.0	707.1	702.3	699.5	696.7	695.8	691.1
Net Tariff (Baht/kWh)[3/]	3.5	3.5	3.5	3.6	3.6	3.6	3.6	3.6	3.6
Revenue[4/]	**2,522.7**	**2,512.6**	**2,502.6**	**2,534.1**	**2,517.1**	**2,507.0**	**2,497.0**	**2,493.8**	**2,511.5**
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**	**2045**	**2046**
Capacity (MW)[1/]	470.5	468.6	466.7	464.8	463.0	461.1	459.3	457.5	455.6
Generation (GWh)[2/]	688.4	685.6	684.8	680.2	677.4	674.7	673.9	669.3	666.7
Net Tariff (Baht/kWh)[3/]	3.6	3.6	3.6	3.6	3.7	3.7	3.7	3.7	3.7
Revenue[4/]	**2,501.4**	**2,491.4**	**2,488.3**	**2,471.5**	**2,495.8**	**2,485.9**	**2,482.7**	**2,466.0**	**2,456.2**
Unit: Baht mm	**2047**	**2048**	**2049**	**2050**	**2051**	**2052**	**2053**	**2054**	**2055**
Capacity (MW)[1/]	453.8	452.0	450.2	448.4	446.6	179.1	151.8	98.0	26.7
Generation (GWh)[2/]	664.0	663.2	658.7	656.1	539.0	238.9	222.2	143.4	39.1
Net Tariff (Baht/kWh)[3/]	3.7	3.7	3.7	3.7	3.7	3.8	3.8	3.8	3.8
Revenue[4/]	**2,480.3**	**2,477.2**	**2,460.5**	**2,450.7**	**2,013.5**	**905.0**	**841.5**	**543.3**	**148.0**

Source: The IFA's projection

Note: 1/ Net Capacity (including degradation)

2/ Electricity Generation (GWh) = Net Capacity (MW) x PSH (hr/day) x Operating Days (days)

3/ Net Tariff (Baht/kWh) = Tariff (Baht/kWh) - 0.01 (Management fee to PEA – Baht/kWh)

4/ Revenue (Baht mm) = Generation (GWh) x Net Tariff (Baht/kWh)

2. Costs and Expenses from Operation ("OPEX") Assumption

The IFA has projected costs and expenses from operation of the Project in SET Energy which include (1) cost of goods sold ("COGS") and (2) selling, general and administrative expense ("SG&A") as follow;

- **COGS**

  COGS include operating and maintenance expense, PM cleaning expense, landscaping expense, personnel expense, utilities expense, management fees to PEA ENCOM, and contract and license management fee. The IFA has projected COGS according to the Company's management interview which is based on historical COGS of the Company and will project such COGS to grow at 2.0% per year according to Thailand's medium-term target inflation in 2020 (between 1.0 – 3.0) which is the rate that is able to reflect COGS of solar farm business. The detail is as follows;

Table of COGS Assumptions of the Project in SET Energy

COGS	Rate	Growth	Detail
O&M expense	Baht 240,000 /MW/year	2.0%/ปี based on Thailand's inflation rate	data from bidding process from operators
Maintenance cost	Baht 130,000 /MW/year		Average data from 36 existing solar farm projects
PM cleaning	Baht 40,000 /MW/year		50,000 Baht/time and 6 times/year Data from an existing 7.4 MW solar farm
Landscaping	Baht 12,000 /MW/year		15,000 Baht/time and 6 times/year Data from an existing 7.4 MW solar farm
Personnel	Baht 540,000 /location/year		Security guard salary 15,000 Baht/month and 3 guards/location
Utilities	Baht 120,000 /location/year		10,000 Baht/month Average data from 36 existing solar farm projects
Management fee to PEA ENCOM	Baht 300,000 /Feeder		Agreement with PEA ENCOM
Contract and license management	Baht 5,000,000 /year		Average data from 36 existing solar farm projects

Source: The Company's management interview and the IFA's projection

- **SG&A**

SG&A include management fee, personnel expense, management fees, ISO certificates, CSR expenses, directors' remuneration, advisory fees, bank fees, auditor fee, insurance premiums and land tax. The IFA has projected SG&A according to the Company's management interview which is based on historical SG&A of the Company and will project such SG&A to grow at 2.0% per year according to Thailand's inflation rate. The detail is as follows;

Table of SG&A Assumptions of the Project in SET Energy

SG&A	Rate	Growth	Detail
Management fee	Baht 80,000,000 /year	2.0%/ปี based on Thailand's inflation rate	Salaries of personnel in SET Energy based on the Company's data in relevant department
Personnel expense	Baht 1,000,000 /year		Data from the Company's projection
ISO certificates	Baht 500,000 /year		Data from the Company's projection
CSR expense	Baht 10,000,000 /year		Expenses and donations for community development projects and activities based on the Company's projection
Directors' remuneration	Baht 200,000 /year		Chairman attendance fee 10,000 Baht/meeting (1 person), director attendance fee 8,000 Baht/meeting (5 persons) Quarterly meeting
Advisory fee	Baht 10,000,000 /year		Data from the Company's projection
Bank fee	Baht 600,000 /year		Cash and working capital management fee
Auditor fee	Baht 50,000 /location/year		Auditor fee for auditing management accounts of each solar farm based on the Company's projection
Insurance premium	1.0% of investment	-	Data from the Company's projection
Land tax	1.2% of land	-	Land and Buildings Tax Act B.E 2019

Source: The Company's management interview and the IFA's projection

Summary of Costs and Expenses from Operation Projection

According to the assumptions and projections of costs and expenses from operation can be summarized as follows;

Table of Projection of Costs and Expenses from Operation of the Project in SET Energy

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
COGS	-	58.9	203.7	214.7	257.3	314.7	340.3	346.1	352.0
SG&A	-	167.0	176.6	180.4	185.8	191.9	196.4	200.1	203.8
OPEX	**-**	**225.9**	**380.4**	**395.0**	**443.0**	**506.5**	**536.7**	**546.2**	**555.8**
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
COGS	358.0	364.1	370.3	376.6	383.1	389.6	396.2	403.0	409.9
SG&A	207.6	211.5	215.5	219.5	223.6	227.8	232.1	236.5	240.9
OPEX	**565.6**	**575.6**	**585.8**	**596.1**	**606.7**	**617.4**	**628.4**	**639.5**	**650.8**
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**	**2045**	**2046**
COGS	416.9	424.0	431.3	438.6	446.1	453.7	461.5	469.4	477.4
SG&A	245.5	250.1	254.9	259.7	264.6	269.6	274.8	280.0	285.3
OPEX	**662.4**	**674.1**	**686.1**	**698.3**	**710.7**	**723.4**	**736.3**	**749.4**	**762.7**
Unit: Baht mm	**2047**	**2048**	**2049**	**2050**	**2051**	**2052**	**2053**	**2054**	**2055**
COGS	485.6	493.9	502.4	510.9	430.2	199.1	190.2	128.8	43.1
SG&A	290.7	296.3	301.9	307.7	247.4	237.8	230.0	215.8	212.3
OPEX	**776.3**	**790.2**	**804.3**	**818.7**	**677.6**	**436.9**	**420.1**	**344.6**	**255.3**

Source: The IFA's projection

3. Other Assumptions

- **Capital Expenditure ("CAPEX")**

The IFA has projected CAPEX of the Project in SET Energy, which includes land, Engineering, Procurement & Construction ("EPC"), and grid connection, based on the Company's management interview which is based on historical CAPEX and current price of equipment of the Company as follows;

Table of CAPEX Assumption of the Project in SET Energy

CAPEX	Rate
Land[1/]	Baht 1.2 m/rai
EPC[2/]	Baht 27.0 m/MW
Grid connection	Baht 0.3 m/Feeder
Interest during construction ("IDC")	5.7% of CAPEX 9excluding land)

Source: The Company's management interview and the IFA

Note: 1/ Land value based on the location and geographical characteristics of the land (with filling/without filling, for example)

2/ EPC based on the Company's management interview which is based on the preliminary proposal of EPC contractors, which the IFA considers to be appropriate because the comparable prices are between Baht 25.7 – 37.1 m/MW (based on Analysis of Investment Models for Megawatt Scale Photovoltaic Power Plant in Thailand by Phongsakorn Damnoen and Nipon Ketjoy)

According to CAPEX assumptions aforementioned, the projection can be summarized as follows;

Table of Projection of CAPEX of the Project in SET Energy

Stage		Capacity	Construction date	Land Value (Baht mm)	EPC (Baht mm)	Grid Connection (Baht mm)	IDC (Baht mm)
1.	1.1	150 MW	1 Feb 21	1,440.0 (1,200 rai)	4,050.0 (150 MW)	13.5 (45 Feeders)	147.0
	1.2	150 MW	1 May 21	1,440.0 (1,200 rai)	4,050.0 (150 MW)	13.5 (45 Feeders)	
	1.3	20 MW	1 Aug 21	192.0 (160 rai)	540.0 (20 MW)	1.8 (6 Feeders)	
2.		10 MW	1 Jul 22	96.0 (80 rai)	270.0 (10 MW)	0.9 (3 Feeders)	8.0
3.		60 MW	1Jul 23	576.0 (480 rai)	1,620.0 (60 MW)	5.4 (18 Feeders)	47.9
4.		80 MW	1 Jul 24	768.0 (640 rai)	2,160.0 (80 MW)	7.2 (24 Feeders)	63.9
5.		30 MW	1 Jul 25	288.0 (240 rai)	810.0 (30 MW)	2.7 (9 Feeders)	23.9
Total		**500 MW**	-	**4,800.0 (4,000 rai)**	**13,500.0 (500 MW)**	**45.0 (150 Feeders)**	**290.7**

Source: The Company's management interview and the IFA

Apart from the Initial Investment aforementioned, the Project will have to have additional CAPEX to replace expired equipment which is the inverter that have 20 years of useful life. The IFA has projected CAPEX for the inverter based on the Company's management interview which currently priced at Baht 2.2 million/MW and will grow at 2.0% based on Thailand's inflation rate.

Table of CAPEX for Inverter of the Project in SET Energy

Stage		Capacity	Inverter (Baht mm)	Year of CAPEX
1.	1.1	150 MW	500.2	2041
	1.2	150 MW	500.2	2041
	1.3	20 MW	66.7	2041
2.		10 MW	34.0	2042
3.		60 MW	208.2	2043
4.		80 MW	283.1	2044
5.		30 MW	108.3	2045
Total		**500 MW**	**1,700.6**	-

Source: The Company's management interview and the IFA

- **Depreciation and Amortization ("D&A")**

  The IFA has projected D&A of the Project in SET Energy as straight-line method with the useful life of PM of 30 years and Inverter of 20 years.

- **Corporate Income Tax ("CIT")**

  The Project in Set Energy has received tax privileges from the Board of Investment ("BOI") under the Investment Promotion Act (BE 2520) for power business; CIT of the Project on net profits are exempted for 4 – 8 years from commercial operation date. In addition, the Project will also receive 50.0 percent CIT reduction for 5 years after the expiration of the exemption period.

- **Working Capital ("WC")**

  The IFA has projected WC of the Project in SET Energy based on the historical average of days sales outstanding ("DSO") and days payable outstanding ("DPO") of the Company with the assumption as follows;

Table of WC Assumption of the Project in SET Energy

Unit: Days	2017	2018	2019	3Q2020	Projection
DSO	92.7	75.5	71.3	63.4	75.7
DPO	200.7	106.4	107.8	91.0	126.5

Source: Financial Statements of the Company and the Projection of the IFA

- **Terminal Value**

  Each project of the Project in SET Energy will have land at the end of the operation which is not depreciated. Therefore, the IFA has projected terminal value to be the proceed from sales of lands at the end of each project's life, whose land value will grow at 2.0% per year based on Thailand's inflation rate.

- **Discount Rate**

  Discount rate that is used to calculate present value of free cash flow that the IFA has projected is the weighted average cost of capital ("WACC") of SET Energy, which is the average between cost of equity ("Ke") and cost of debt ("Kd") adjusted by the CIT benefit from interest expense and will be weighted by weight of debt ("Wd") and weight of equity ("We") as follows;

  Calculation of WACC

WACC	=	Ke x We + Kd x (1-T) x Wd
Whereas		
Ke	=	Cost of equity of 13.4%
Kd	=	Cost of debt based on the historical average of effective interest rate between 2017 – Q3/2020 of 5.7%
T	=	CIT of 0.0% to 20.0% according to BOI benefit toward CIT rate
We	=	Weight of equity of 25.0%
Wd	=	Weight of equity of 75.0%

  Calculation of Ke

Ke	=	Rf + β x (Rm – Rf)
Whereas		
Risk Free Rate (Rf)		Based on interest rate of 30-year government bond as of 25 Nov 2020 of 2.2%
Market Return (Rm)		Based on 10-year average SET Total Return Index which covers economic cycle between Nov 2010 – Nov 2020 of 7.0%
Adjusted Beta (β)		Leverage Beta of the Company's 5-year historical (Data from Capital IQ) for Ke calculation is 0.7 based on Super Energy Corporation Public Company Limited, Thai Solar Energy Public Company Limited, Sermsang Power Corporation Public Company Limited and Prime Road Power Company

Limited Public Company Limited) (The IFA chooses 2-year beta for , Sermsang Power Corporation Public Company Limited because it has only started solar farm business in 2019) Then, the IFA adjust the beta from the comparable companies with capital structure of Set Energy which is 3.0 times

The IFA calculated WACC according to SET Energy's capital structure to be between 6.8% – 8.1%;

WACC = (13.4% x 25.0%) + [5.7% x (1 – [0% to 20%]) x 75.0%]

= 6.8% to 8.1% (changes according to CIT between 0.0% to 20.0%)

4. Valuation by DCF

The IFA summarized the projection of the Project in SET Energy as follows;

Table of Projection of The Project in SET Energy

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
EBIT x (1– Tax Rate)		135	928	955	1,152	1,404	1,488	1,517	1,504
D&A		84	304	315	373	450	479	479	479
WC		(74.	(194.	(8.	(50.	(65.	(23.	(8.	0
CAPEX		(13,615.	(278.	(1,673.	(2,231.	(836.			
FCFF		**(13,469.**	**759**	**(411.**	**(755.**	**953**	**1,943**	**1,988**	**1,984**
Discount Factor		0	0	0	0	0	0	0	0
PV(FCFF)		**(12,220.**	**637**	**(319.**	**(542.**	**633**	**1,195**	**1,131**	**1,044**
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
EBIT x (1– Tax Rate)	1,625	1,603	1,580	1,604	1,573	1,692	1,666	1,649	1,657
D&A	479	479	479	479	479	479	479	479	479
WC	3	1	1	(6.	3	1	1	0	(4.
CAPEX									
FCFF	**2,108**	**2,084**	**2,062**	**2,076**	**2,056**	**2,173**	**2,148**	**2,129**	**2,132**
Discount Factor	0	0	0	0	0	0	0	0	0
PV(FCFF)	**1,032**	**950**	**875**	**820**	**756**	**748**	**693**	**643**	**604**
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**	**2045**	**2046**
EBIT x (1– Tax Rate)	1,631	1,605	1,587	1,502	1,542	1,504	1,476	1,444	1,420
D&A	479	479	479	521	499	508	516	513	509
WC	1	1	0	3	(5	1	0	3	1
CAPEX				(1,067.	(34.	(208.	(283.	(108.	
FCFF	**2,112**	**2,086**	**2,066**	**959**	**2,002**	**1,806**	**1,709**	**1,852**	**1,931**
Discount Factor	0	0	0	0	0	0	0	0	0
PV(FCFF)	**560**	**518**	**481**	**209**	**409**	**345**	**306**	**311**	**304**
Unit: Baht mm	**2047**	**2048**	**2049**	**2050**	**2051**	**2052**	**2053**	**2054**	**2055**

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
EBIT x (1– Tax Rate)	1,433	1,412	1,375	1,346	1,099	336	294	101	(166.
D&A	509	509	509	509	420	187	175	113	31
WC	(5	0	3	1	74	187	10	50	67
CAPEX					5,321	542	1,107	1,505	576
FCFF	**1,937**	**1,922**	**1,888**	**1,858**	**6,914**	**1,254**	**1,588**	**1,772**	**508**
Discount Factor	0	0	0	0	0	0	0	0	0
PV(FCFF)	**285**	**265**	**244**	**225**	**785**	**133**	**158**	**165**	**44**

Source: Projection of the IFA

Table of SET Energy Valuation

Unit: Baht mm	30 September 2020
Present value of the Project's free cash flow	4,440
Cash[1/]	100
Equity Value of SET Energy	**4,540**

Note: 1/ Financial Statement 2019 of SET Energy

In this regard, for EBT of Mitsu, the sole asset of Mitsu is 40.0% shares in SET Energy. The Value of Mitsu is as follows;

Table of Mitsu Valuation

Unit: Baht mm	30 September 2020
Equity Value of SET Energy (40.0% stake)	1,816
Equity Value of Mitsu	**1,816**

Value of Mitsu by DCF in base case is Baht 1,816.3 million.

5. Sensitivity Analysis

The IFA has conducted Sensitivity Analysis of discount rate by increasing/decreasing 3.0% because it is an important factor that might impact the valuation. The changes of +/- 3.0% can reflect key factors of the assumptions that the IFA determines highly variable. The result is as follows;

Table of Sensitivity Analysis of Mitsu Valuation

WACC				
+3.0%	+1.5%	Base	-1.5%	-3.0%
1,613.2	1,713.6	1,816.3	1,921.4	2,028.9

c

From the table above, the sensitivity analysis of Mitsu is between Baht 1,613.2 – 2,028.9 million which covers the EBT Price of Baht 1,799.6 million. Therefore, the Transaction is appropriate.

The DCF approach reflects business operation plan, ability to make profit and growth prospect as well as return of equity in the future, which is estimated from revenues and expenses based on an assumption that is considered to be fair and appropriate by the IFA. Hence, the IFA concludes that this valuation approach is appropriate for the valuation of Mitsu.

4.1.2 Appropriateness of value of Consideration – Share of the Company

To evaluate the fair value of the Company, the IFA has gathered and considered information based on management interview, the Company's financial statements for the past 3 years by which the financial statements for 2017 – 2019 and interim financial statement as of 30 September 2020 were audited by KPMG Phoomchai Audit Ltd. as well as other publicly available information. However, the opinion of the IFA is based upon the assumption that such information is correct, complete, and credible under the current circumstances. Significant changes in business operation may alter the fair value of the Company's share price and shareholders' decision considered in the Transaction. The IFA has valuated group of the Company through 5 approaches as follows

1. Book Value Approach
2. Market Value Approach
3. Market Comparable Approach which consists of 3 approaches
   - Price to Book Value Approach ("P/BV")
   - Price to Earning Approach ("P/E")
   - Enterprise Value to Earnings before Interest, Tax, Depreciation and Amortization ("EV/EBITDA")
4. Transaction Comparable Approach
5. Discounted Cash Flow Approach

1. **Book Value Approach**

Book Value Approach is the approach that values the net asset value or total equity of the Company at a moment in time. The IFA used the value with regards to the Company's consolidated financial statement as of September 30, 2020.

Table summary book value approach of the Company

Equity (Financial Statement) Unit: Baht million	30 September 2020
Issued and paid-up capital	974
Premium on ordinary share	3,955
Premium from business combination	89
Retained Earnings (appropriate)	101
Retained Earnings (unappropriated)	9,466
Total Equity value of the Company	**14,586**
Equity value per share (baht per share)	**15**

Source: Consolidated financial statement as at 30 September 2020

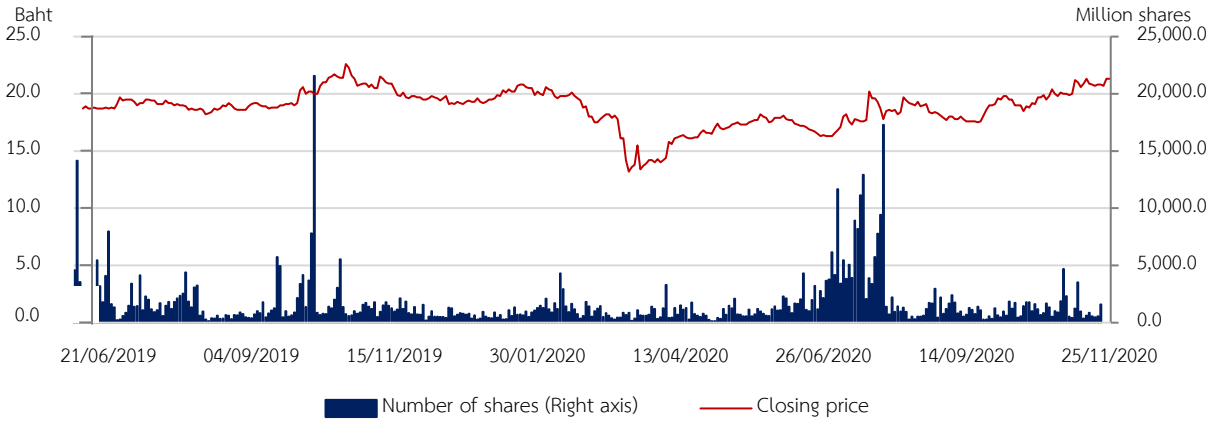
The fair valuation under book value approach for the Company as of 30 September 2020 results in a total equity value of Baht 15.0 per share which lowers than transaction value equates to Baht 22.0 per or approximately lower than 31.8% to the transaction value for EBT transaction.

Nonetheless, the book value approach to valuation reflects the equity value of the Company at a moment in time without taking into account of future performance, economic, and industry trends which does not reflect the ability to generate future profit for the Company. Thus, the IFA views that this approach is an inappropriate approach to evaluate the fair value of the Company.

2. Market Value Approach

The market value approach is a valuation method based on the assumption that the market price reflects the demand and supply of the Company as a whole. The Company's share price is shown below.

Chart representing SPCG's share price for the past 360 working days from 25 November 2020



Source: SETSMART as of 25 November 2020

Remark: Average intraday price calculated from the daily traded share value per traded volume

The IFA has considered the weighted average value of the Company's shares by the volume weighted average price ("VWAP") for the past 7 working days, 15 working days, 30 working days, 60 working days, 90 working days, 120 working days, 180 working days, and 360 working days from 25 November 2020 with regards to the resolution of the Board of Directors' meeting regarding the transaction result in share price after BOD is unappropriated, the details are as follows:

Table summary share price of SPCG

ช่วงเวลา	VWAP (Baht per share)
7 working days from 25 November 2020	21.3
15 working days from 25 November 2020	21.1
30 working days from 25 November 2020	20.7
60 working days from 25 November 2020	20.1
90 working days from 25 November 2020	19.7
120 working days from 25 November 2020	19.3
180 working days from 25 November 2020	18.6
270 working days from 25 November 2020	19.2
360 working days from 25 November 2020	19.4

Source: SETSMART as of 25 November 2020

Source: Average intraday price calculated from the daily traded share value per traded volume

The valuation under market value approach for the Company by market price comparison of the Company ordinary shares results in the range of Baht 18.6 per share – Baht 21.1 per share which equates to equity value range of Baht 18,162.3 million – Baht 20,539.4 million. which is lower than the value of the share of EBT Transaction of Baht 22.0 per share by Baht 0.9 per share – Baht 3.4 per share or 4.1% – 12.2% lower than the value of share of EBT Transaction. However, the fair value of the Company's ordinary shares by comparing the market price of ordinary shares is only the weighted average price of the Company's ordinary shares in the past which reflects the demand and supply of investors, as well as investors' views on factors such as the company's performance and growth prospects or the overall economy of the country. Therefore, the market price comparison method of ordinary shares may not take into account the of Company's performance and growth prospects. in the future and may not reflect the Company's profitability in the future. However, the IFA also consider turnover ratio of the Company which equates to 0.2%. This result in a lower liquidity of the Company's share compared to the industry which equate to 1.4%. Therefore, the IFA considers that the market price comparison method of ordinary shares may not reflect the actual value and is only suitable as a mean of comparison.

3. Market Comparable Approach

The Market Comparable Approach is the share valuation based on the assumption that companies with similar or identical business should contain similar market value ratio. The comparable company selection to valuate enterprise value of the Company, the selected comparable companies may have some differences such as accounting, policy, investment policy, size of the company, revenue structure, source of non-core revenue, quality of the business, etc. Therefore, the comparable companies with similar business nature might not cover all the similarities, which might have some differences as mentioned above.

To determine the fair value of the Company's common stock through market ratio comparisons, the IFA used the following ratios:

1. Price to Earnings Ratio (P/E)
2. Price to Book Value Ratio (P/BV)
3. Enterprise Value to Earnings Before Interest, Taxes, Depreciation, and Amortization (EV/EBITDA)

As the Company generate electricity from Solar power, the IFA considered comparable companies that operate in Solar power as same as the Company which revenue from generating and distributing electricity is the main revenue stream of companies with 75% of revenue come from Solar energy and are listed on the stock exchange of Thailand. as follows.

Table: Comparable companies selected for the IFA consideration

Company	Business Description	MW	Market Capitalizatio
Super Energy Corporation Public Company Limited	The main business is generating and distributing electricity from renewable energy such as Solar energy, wind energy and waste energy both domestic and abroad.	1,534.0[1/]	25,161.5
SPCG Public Company Limited	Generating and Distributing Solar power, Solar farm construction (EPC) busines and operation service business Maintenance And processing solar farm (O&M steel roof and structure business with complete service (Steel roof) busine selling and installing solar power generation systems (Solar roof) ar distributors and providers of converters (Inverter) of SMA Solar Technolo (SMA).	260.0	20,746.0
Thai Solar Energy Public Company Limited	The main business is generating and distributing electricity from Solar power and biomass power plant both domestic and abroad	292.6	5,548.4
Sermsang Power Corporation Public Company Limited	The main business is generating and distributing electricity from Solar power and renewable energy	296.0	9,404.4
Prime Road Power Public Company Limited [2/]	The main business is generating and distributing electricity from Solar power and Renewable energy both domestic and abroad	208.9	8,338.8

Source: Capital IQ as of 25 November 2020

Table summary of criteria in choosing SPCG's comparable companies

Company	Revenue from Solar Energy (Baht million)	Total Revenue (Baht million)	Proportion of revenue from Solar Energy (%)
Super Energy Corporation Public Company Limited	849.0	859.0	98.8
SPCG Public Company Limited	260.0	260.0	100.0
Thai Solar Energy Public Company Limited	115.0	159.0	72.4
Sermsang Power Corporation Public Company Limited	194.0	194.0	100.0
Prime Road Power Public Company Limited [2/]	209.0	209.0	100.0

Super Energy Corporation Public Company Limited has total installed capacity equal to 1,534.0 MW which is more than other comparable companies and Prime Road Power Public Company Limited has just started operate Solar Energy in 2019. As a result, the IFA uses median method in calculating P/BV, P/E, and EV/EBITDA.

- Price to Book Value Approach (P/BV)

The share valuation under P/BV is based on the book value of the Company as of September 30, 2020 as stated in the book value approach which is Baht 15.0 per share multiplied by the median of the P/BV ratio of comparable companies for the past 7 – 360 working days.

Table: P/BV of Comparable Companies

Company	P/BV Ratio								
	7 Days	15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
Super Energy Corporation Public Company Limited	1.2	1.2	1.2	1.2	1.2	1.2	1.0	0.9	0.9
SPCG Public Company Limited	1.2	1.2	1.2	1.1	1.1	1.1	1.1	1.1	1.1
Thai Solar Energy Public Company Limited	0.9	0.9	0.9	0.9	0.9	1.0	0.9	0.9	0.9
Sermsang Power Corporation Public Company Limited	1.3	1.4	1.3	1.4	1.4	1.4	1.4	1.4	1.4
Prime Road Power Public Company Limited	4.8	3.9	3.4	3.3	3.1	2.9	2.5	2.4	2.4
Median of P/BV	**1.2**	**1.2**	**1.2**	**1.2**	**1.2**	**1.2**	**1.1**	**1.1**	**1.1**
Book Value (Baht/share)	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0
Equity Value (Baht/share)	**18.7**	**18.5**	**18.0**	**17.8**	**18.1**	**18.5**	**15.9**	**16.5**	**16.6**
Number of shares (Million)	974.0	974.0	974.0	974.0	974.0	974.0	974.0	974.0	974.0
Equity Value (Baht million)	**18,191.8**	**18,063.7**	**17,521.4**	**17,323.9**	**17,659.7**	**18,018.5**	**15,440.9**	**16,057.1**	**16,197.1**

Source: Capital IQ as of 25 November 2020 and Consolidated Financial Statement as of 30 September 2020

Median of P/BV ratio of comparable companies over the past 12 months is 1.1 – 1.2 times which indicates that the equity value with the range of Baht 1.59 per share – Baht 18.7 per share which is lower than the value of the share of EBT Transaction of Baht 22.0 per share by Baht 3.3 per share – Baht 6.1 per share or 15.0% - 27.7% of EBT transaction value.

Nonetheless, the P/BV ratio reflects financial position at a point in time which does not reflect the market value of some assets and events which occurred after the financial statement's date and the asset's ability to generate profit in the future. Thus, this valuation approach may not reflect the fair value of the Company.

- Price to Earnings Approach (P/E)

The share valuation under P/E ratio is based on the financial statement for the past 12 months as of September 30, 2020 which equates to Baht 2.2. per share multiplied by the median of the P/E ratio of the comparable companies.

Table: P/E of Comparable Companies

Company	P/E Ratio								
	7 Days	15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
Super Energy Corporation Public Company Limited	15.0	14.9	14.5	14.3	14.6	14.9	12.6	11.4	11.3
SPCG Public Company Limited	7.2	7.1	6.9	6.6	6.6	6.4	6.1	6.4	6.4
Thai Solar Energy Public Company Limited	10.0	9.9	9.9	10.4	10.7	10.9	10.4	10.8	10.7
Sermsang Power Corporation Public Company Limited	8.3	9.0	9.0	9.1	9.4	9.5	9.2	9.3	9.6
Prime Road Power Public Company Limited	44.2	35.8	31.0	30.2	28.8	27.0	23.2	22.4	21.8
Median of P/E	**10.0**	**9.9**	**9.9**	**10.4**	**10.7**	**10.9**	**10.4**	**10.8**	**10.7**
EPS of the Company	2.2	2.2	2.2	2.2	2.2	2.2	2.2	2.2	2.2
Equity Value (Baht/share)	**21.5**	**21.3**	**21.4**	**22.3**	**22.9**	**23.5**	**22.5**	**23.1**	**23.0**
Number of shares (Million)	974.0	974.0	974.0	974.0	974.0	974.0	974.0	974.0	974.0
Equity Value (Baht million)	**20,947.5**	**20,734.2**	**20,811.6**	**21,712.9**	**22,345.0**	**22,896.1**	**21,870.9**	**22,537.6**	**22,388.6**

Source: Capital IQ as of 25 November 2020 and Consolidated Financial Statement as of 30 September 2020

Median of P/E ratio of comparable companies over the past 12 months is 9.9 – 10.9 times multiplied with earning per share of the Company equates to 2.2 per shares which indicates that the equity value with the range of Baht 21.3 per share – Baht 23.5 per share which equate to equity value of Baht 20,734.2 million – Baht 22,896.1 million which is lower than the value of share for EBT transaction equates to baht 22.0 per share by baht 0.7 share or 3.2% of share of EBT transaction and higher than the value of share for EBT transaction equates to baht 22.0 per share by baht 1.5 share or 6.8% of share of EBT transaction. Nonetheless, the P/E ratio reflects does not take into account of the following differences for each company – revenue structure, capital structure, future performance, as well as the current and future production capacity. Thus, this valuation approach may not reflect the fair value of the Company.

- Enterprise Value to Earnings Before Interest, Taxes, Depreciation, and Amortization (EV/EBITDA)

The share valuation under EV/EBITDA of the Company from enterprise value in Consolidated Financial Statement for the past 12 months as of 30 September 2020 multiplied by median of EV/EBITDA of comparable companies. Which is 12.2 – 13.4 times. The shareholders' equity value of the Company is detailed as follows.

Table: EV/EBITDA of comparable companies

Company	EV/EBITDA Ratio								
	7 Days	15 Days	30 Days	60 Days	90 Days	120 Days	180 Days	270 Days	360 Days
Super Energy Corporation Public Company Limited	13.4	13.3	13.2	13.1	13.2	13.3	12.6	12.2	12.1
SPCG Public Company Limited	6.0	6.0	5.9	5.7	5.6	5.5	5.3	5.5	5.5
Thai Solar Energy Public Company Limited	27.5	27.5	27.5	27.9	28.1	28.3	27.9	28.2	28.1
Sermsang Power Corporation Public Company Limited	11.7	12.0	12.0	12.1	12.2	12.3	12.1	12.2	12.3
Prime Road Power Public Company Limited	74.8	62.3	55.2	54.0	52.0	49.3	43.7	42.4	41.5
Median of EV/EBITDA	**13.4**	**13.3**	**13.2**	**13.1**	**13.2**	**13.3**	**12.6**	**12.2**	**12.3**
EBITDA of the Company	3,126.9	3,126.9	3,126.9	3,126.9	3,126.9	3,126.9	3,126.9	3,126.9	3,126.9
Enterprise value (Baht million)	41,831.5	41,721.0	41,253.5	41,083.2	41,372.8	41,682.1	39,267.9	38,138.9	38,557.4
Less: net Debt (Baht million)	128.7	128.7	128.7	128.7	128.7	128.7	128.7	128.7	128.7
Add: Cash and Cash Equivalent (Baht million)	5,897.4	5,897.4	5,897.4	5,897.4	5,897.4	5,897.4	5,897.4	5,897.4	5,897.4
Equity Value (Baht million)	**36,062.8**	**35,952.3**	**35,484.8**	**35,314.5**	**35,604.1**	**35,913.4**	**33,499.2**	**32,370.2**	**32,788.7**
Number of shares (Million)	974.0	974.0	974.0	974.0	974.0	974.0	974.0	974.0	974.0
Equity Value (Baht million)	**37.0**	**36.9**	**36.4**	**36.3**	**36.6**	**36.9**	**34.4**	**33.2**	**33.7**

Source: Capital IQ as of 25 November 2020 and Consolidated Financial Statement as of 30 September 2020

The median of the comparable company's EV / EBITDA ratio for the past 12 months was 12.2 – 13.4 times, resulting in equity value per share is Baht 33.2 per share – Baht 37.0 per share or total equity value of Baht 32,370.2 million – Baht 36,062.8 million which is higher than the value of share for EBT transaction equates to baht 22.0 per share by baht 11.2 share – baht 15.0 per share or 50.1% - 68.1% of share of EBT transaction.

Nonetheless, the method does not take into account the differences of each company such as income structure, capital structure, future performance including current and future capacity. As a result, this valuation method may not reflect the true value of the Company.

4. **Transaction Comparable Approach**

The Transaction Comparable Approach is the valuation approach that uses the median of EV/EBITDA ratio for the period of during the past 12 months of comparable companies whereby their target companies conduct their business operations in Solar power industry. The median of the EV/EBITDA is multiplied by the EBITDA of the Company for the last period of last 12 months ending September 30, 2020. For this approach of the valuation, there are some differences between each transaction and the Company's Transactions such as transaction value and transaction date which might result in inaccurate valuation. The details of each transaction are as follows

Table: Comparable Transaction

Date	Target Company	Country	Transaction Proportion (%)	Transaction value (Baht million)	EV/EBITDA (Times)
Mar-10	Electricity Generating Public Company Limited	Thailand	11.0	6,658.7	8.1
Jun-10	Eastern Power Group Public Company Limited	Thailand	41.0	369.7	5.4
Nov-10	Ratch Group Public Company Limited	Thailand	14.0	6,679.2	6.1
Dec-10	TTCL Public Company Limited	Thailand	7.0	336.0	9.6
Mar-11	Eastern Power Group Public Company Limited	Thailand	3.9	35.7	5.1
Oct-11	Eastern Power Group Public Company Limited	Thailand	13.8	137.8	6.0
Nov-14	WHA Industrial Development Public Company Limited	Thailand	70.2	47,859.1	15.6
Nov-14	WHA Industrial Development Public Company Limited	Thailand	22.6	9,853.0	12.2
Jul-15	WHA Industrial Development Public Company Limited	Thailand	5.7	2,417.0	13.4
Jun-16	QTC Energy Public Company Limited	Thailand	37.0	941.9	12.5
Median					**8.8**

Source: Capital IQ as of 25 November 2020

Median of the EV/EBITDA ratio of other trading transaction in the past is 8.8 times.

Table of Share Valuation of Transaction Comparable Approach

Unit: Baht million	LTM Median
Median of EV/EBITDA (Times)	8.8
EBITDA of the Company[1/]	3,126.9
Enterprise value	27,595.2
Add: Cash and cash equivalent	128.7
Minus: Interest bearing debt	(5,897.4)
Equity value (Baht million)	**21,826.5**
Number of shares (Million)	974.0
Price/share (Baht per share)	**22.4**

Source: Consolidated Financial Statement as of 30 September 2020

The total equity value of the Company from transaction comparable approach is Baht 22.4 per share or equity value is baht 21,826.5 million which is higher than the value of share for EBT transaction equates to baht 0.4 per share by baht or 1.8% of share of EBT transaction. Nonetheless, this approach that does not take into account the differences of individual transactions such as the size of the transaction and timing of the transaction. Thus, this valuation approach might not reflect the fair value of the Company.

5. Discounted Cash Flow Approach

The IFA has projected free cash flow of the Company from operation in the future over the period of 25 years ending 31 December 2045 which is corresponds to the remaining useful life of solar farms of the Company. The IFA refers to electricity generation assumptions, tariff assumption, and other assumptions that is significant to the valuation based on the information publicly available and the Company's management interview.

1) Revenue Assumption

The IFA has projected revenue of the Company which can be categorized into 4 businesses: (1) revenue from solar farms, (2) revenue from steel roof business, (3) revenue from solar roof business, and (4) revenue from inverter dealership business

1.1) Revenue from Solar Farm

- **Solar Farm Projects**

  The Company has 36 solar farms which use Photovoltaics technology. Each solar farm is VSPP having PPA with PEA. Total capacity is 205.9 MW. The solar farms have started COD since midyear of 2014. Also, every project also has support from PEA with Adder of Baht 8/kWh for a period of 10 years since COD.

Table of Solar Farm Projects Assumptions

No.	Solar Farms	Abb.	COD	End of life	End of Adder	Capacity
1.	Solar Power (Korat 1) Co., Ltd.	KR1	21 Apr 10	20 Apr 40	20 Apr 20	5.88
2.	Solar Power (Sakon Nakorn 1) Co., Ltd.	SN1	9 Feb 11	8 Feb 41	8 Feb 21	5.88
3.	Solar Power (Nakorn Phanom 1) Co., Ltd.	NP1	22 Apr 11	21 Apr 41	21 Apr 21	5.88
4.	Solar Power (Korat 2) Co., Ltd.	KR2	13 Aug 11	12 Aug 41	12 Aug 21	5.88
5.	Solar Power (Loei 1) Co., Ltd.	LO1	15 Aug 11	14 Aug 41	14 Aug 21	5.88
6.	Solar Power (Khon Kean 1) Co., Ltd.	KK1	15 Feb 12	14 Feb 42	14 Feb 22	5.88
7.	Solar Power (Korat 3) Co., Ltd.	KR3	9 Mar 12	8 Mar 42	8 Mar 22	5.88
8.	Solar Power (Korat 4) Co., Ltd.	KR4	14 May 12	13 May 42	13 May 22	5.88
9.	Solar Power (Korat 7) Co., Ltd..	KR7	30 May 12	29 May 42	29 May 22	5.88
10.	Solar Power (Korat 5) Co., Ltd.	KR5	15 Jan 13	14 Jan 43	14 Jan 23	5.88
11.	Solar Power (Korat 8) Co., Ltd.	KR8	15 Jan 13	14 Jan 43	14 Jan 23	5.88
12.	Solar Power (Korat 9) Co., Ltd.	KR9	16 Jan 13	15 Jan 43	15 Jan 23	5.88
13.	Solar Power (Khon Kean 3) Co., Ltd.	KK3	17 Jan 13	16 Jan 43	16 Jan 23	5.88
14.	Solar Power (Khon Kean 4) Co., Ltd.	KK4	17 Jan 13	16 Jan 43	16 Jan 23	5.88
15.	Solar Power (Khon Kean 5) Co., Ltd.	KK5	18 Jan 13	17 Jan 43	17 Jan 23	5.88
16.	Solar Power (Khon Kean 8) Co., Ltd.	KK8	18 Jan 13	17 Jan 43	17 Jan 23	5.88
17.	Solar Power (Korat 6) Co., Ltd.	KR6	26 Jun 13	25 Jun 43	25 Jun 23	5.88
18.	Solar Power (Bureerum 1) Co., Ltd.	BR1	26 Jun 13	25 Jun 43	25 Jun 23	5.88
19.	Solar Power (Bureerum 2) Co., Ltd.	BR2	26 Jun 13	25 Jun 43	25 Jun 23	5.88

No.	Solar Farms	Abb.	COD	End of life	End of Adder	Capacity
20.	Solar Power (Khon Kean 2) Co., Ltd.	KK2	29 Jul 13	28 Jul 43	28 Jul 23	5.88
21.	Solar Power (Khon Kean 7) Co., Ltd.	KK7	1 Oct 13	30 Sep 43	30 Sep 23	5.88
22.	Solar Power (Nakorn Phanom 2) Co., Ltd.	NP2	27 Feb 14	26 Feb 44	26 Feb 24	5.88
23.	Solar Power (Nong Kai 1) Co., Ltd.	NK1	28 Feb 14	27 Feb 44	27 Feb 24	5.88
24.	Solar Power (Bureerum 3) Co., Ltd.	BR3	6 Mar 14	5 Mar 44	5 Mar 24	5.88
25.	Solar Power (Nakorn Phanom 3) Co., Ltd.	NP3	10 Mar 14	9 Mar 44	9 Mar 24	5.88
26.	Solar Power (Udon Thani 1) Co., Ltd.	UD1	1 Apr 14	31 Mar 44	31 Mar 24	5.88
27.	Solar Power (Loei 2) Co., Ltd.	LO2	24 Apr 14	23 Apr 44	23 Apr 24	5.88
28.	Solar Power (Sakon Nakorn 2) Co., Ltd.	SN2	25 Apr 14	24 Apr 44	24 Apr 24	5.88
29.	Solar Power (Surin 3) Co., Ltd.	SR3	29 Apr 14	28 Apr 44	28 Apr 24	5.88
30.	Solar Power (Khon Kean 9) Co., Ltd.	KK9	20 May 14	19 May 44	19 May 24	5.88
31.	Solar Power (Khon Kean 10) Co., Ltd.	KK10	20 May 14	19 May 44	19 May 24	5.88
32.	Solar Power (Khon Kean 6) Co., Ltd.	KK6	30 May 14	29 May 44	29 May 24	5.88
33.	Solar Power (Surin 1) Co., Ltd.	SR1	27 Jun 14	26 Jun 44	26 Jun 24	5.88
34.	Solar Power (Surin 2) Co., Ltd.	Sr2	27 Jun 14	26 Jun 44	26 Jun 24	5.88
35.	AJ Technology Co., Ltd.	AJ	25 Jun 13	24 Jun 43	24 Jun 23	3.00
36.	Tipayanarai Co., Ltd.	TIP	25 Jun 13	24 Jun 43	24 Jun 23	3.00

Source: 56-1 Report of the Company

- **Electricity Generation**

  The IFA has projected electricity generation of solar farms of the Company based on the PPA of each farm and historical average PSH of 5.3 hours/day and projected Photovoltaics Module (PM) of Kyocera Corporation in Japan to have the degradation of 0.4% per year.

Table of Electricity Generation

Assumption	2017	2018	2019	3Q2020	Projection
PSH (hour/day)	5.2	5.2	5.4	5.3	5.3
Degradation (%)					0.4

Source: 56-1 Report of the Company and the IFA"s proejction

- **Tariff**

  The IFA has projected the tariff based on the historical average wholesale tariff of PEA in 2019 purchased from the Company which is Baht 3.2738 per kWh and projected to grow at 1.4% every 5 years. The tariff growth rate is projected based on the implied growth rate of retail tariff projection according to PDP 2018 – 2037 revised 1 (retail tariff in 2020 is Baht 3.55 per kWh and in 2037 is Baht 3.72 per kWh).

  Also, every project also has support from PEA with Adder of Baht 8/kWh for a period of 10 years since COD.

Table of Revenue from Solar Farms

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
Capacity (MW)[1/]	199.8	199.6	198.8	198.0	197.2	196.4	195.7	194.9	194.1
Generation (GWh)[2/]	97.2	385.3	383.7	382.2	381.7	379.1	377.6	376.1	375.6
Tariff (Baht/kWh)	10.7	10.5	9.5	7.1	4.2	3.3	3.3	3.3	3.3
Revenue[3/]	**1,044.2**	**4,050.6**	**3,636.4**	**2,701.7**	**1,602.4**	**1,241.2**	**1,236.3**	**1,255.3**	**1,246.8**
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
Capacity (MW)[1/]	193.3	192.5	191.8	191.0	190.2	189.5	188.7	188.0	187.2
Generation (GWh)[2/]	373.1	371.6	370.1	369.7	367.2	365.7	364.2	363.8	361.3
Tariff (Baht/kWh)	3.3	3.3	3.3	3.4	3.4	3.4	3.4	3.4	3.4
Revenue[3/]	**1,238.4**	**1,233.4**	**1,228.5**	**1,250.8**	**1,235.6**	**1,230.6**	**1,225.7**	**1,224.2**	**1,239.6**
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**		
Capacity (MW)[1/]	186.5	185.7	185.0	184.2	183.5	182.8	182.0		
Generation (GWh)[2/]	359.9	358.4	351.0	321.8	274.6	167.3	40.7		
Tariff (Baht/kWh)	3.4	3.4	3.4	3.4	3.5	3.5	3.5		
Revenue[3/]	**1,227.8**	**1,222.9**	**1,197.4**	**1,097.9**	**955.1**	**578.9**	**140.8**		

Source: The IFA's projection

Note: 1/ Net Capacity (including degradation)

2/ Electricity Generation (GWh) = Net Capacity (MW) x PSH (hr/day) x Operating Days (days)

3/ Revenue (Baht mm) = Generation (GWh) x Tariff (Baht/kWh)

1.2) Revenue from Steel Roof

The Company is manufacturer, distributor and installation service of roofing and wall materials in types of zinc coated steel sheets with aluminum profiles under ROLLFORM brand of the Company, which currently is in a very competitive industry. The IFA has projected revenue from steel roof based the industry growth of the steel consumption growth rate projection of the Iron and Steel Institute of Thailand, which is 0.5% per year and the iron price is projected to grow at 2.0% per year based on Thailand's inflation rate.

The IFA considers that the long-term growth of steel prices will be in line with inflation because steel is a commodity whose price depends on demand and supply of many industries. Therefore, the steel price will be in line with the macro economy of Thailand.

Table of Projection of Revenue from Steel Roof

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
Revenue	23.6	226.9	232.5	238.4	244.4	250.5	256.8	263.2	269.8
Growth (%) 1/	Prorate	2.5	2.5	2.5	2.5	2.5	2.5	2.5	2.5
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
Revenue	276.6	283.6	290.7	298.0	305.5	313.1	321.0	329.0	337.3
Growth (%) 1/	2.5	2.5	2.5	2.5	2.5	2.5	2.5	2.5	2.5
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**	**2045**	
Revenue	345.8	354.4	363.3	372.5	381.8	391.4	401.2	411.3	
Growth (%) 1/	2.5	2.5	2.5	2.5	2.5	2.5	2.5	2.5	

Source: The IFA's projection

Note: 1/ Growth rate = [(1 + 2.0%) x (1 + 0.5%)] = 2.5%

1.3) Revenue from Solar Roof

The Company is a distributor and installer of solar roof with partnership with Kyocera Corporation who is the leader in innovation in manufacturing high quality solar panels. The IFA has projected revenue from solar roof based on the growth rate of electricity generation capacity projection of PDP 2018 – 2037 revised 1 which is 6.5% per year between 2020 – 2037, After 2037, The IFA has projected the revenue to grow at 2.0% per year based on Thailand's inflation rate.

Table of Projection of Solar Roof

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
Revenue	151.5	1,000.0	1,064.7	1,133.6	1,206.9	1,285.0	1,368.1	1,456.6	1,550.9
Growth (%)	Prorate	6.5	6.5	6.5	6.5	6.5	6.5	6.5	6.5
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
Revenue	1,651.2	1,758.0	1,871.8	1,992.9	2,121.8	2,259.1	2,405.2	2,560.8	2,726.5
Growth (%)	6.5	6.5	6.5	6.5	6.5	6.5	6.5	6.5	6.5
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**	**2045**	
Revenue	2,781.0	2,836.7	2,893.4	2,951.3	3,010.3	3,070.5	3,131.9	3,194.5	
Growth (%)	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	

Source: The IFA's projection

1.4) Revenue from Inverter Dealership

The Company is a dealer and service provider with authorized sales & service partnership of SMA Solar Technology AG ("SMA") in Germany to distribute and service inverter which is a main equipment for electricity generation in solar farms. The IFA has projected revenue from inverter dealership based on the growth rate of electricity generation capacity projection of PDP 2018 – 2037 revised 1 which is 6.5% per year between 2020 – 2037, After 2037, The IFA has projected the revenue to grow at 2.0% per year based on Thailand's inflation rate

Table of Revenue from Inverter Dealership

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
Revenue	1.7	38.8	41.3	43.9	46.8	49.8	53.0	56.5	60.1
Growth (%)	Prorate	6.5	6.5	6.5	6.5	6.5	6.5	6.5	6.5
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
Revenue	64.0	68.1	72.5	77.2	82.2	87.6	93.2	99.2	105.7
Growth (%)	6.5	6.5	6.5	6.5	6.5	6.5	6.5	6.5	6.5
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**	**2045**	
Revenue	107.8	109.9	112.1	114.4	116.7	119.0	121.4	123.8	
Growth (%)	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	

Source: The IFA's projection

Summary of Revenue

Revenue from 4 businesses can be summarized as follow;

Table of Revenue Projection

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
Solar Farms	1,044.2	4,050.6	3,636.4	2,701.7	1,602.4	1,241.2	1,236.3	1,255.3	1,246.8
Steel Roof	23.6	226.9	232.5	238.4	244.4	250.5	256.8	263.2	269.8
Solar Roof	151.5	1,000.0	1,064.7	1,133.6	1,206.9	1,285.0	1,368.1	1,456.6	1,550.9
SMA Dealership	1.7	38.8	41.3	43.9	46.8	49.8	53.0	56.5	60.1
Total	**1,221.0**	**5,316.3**	**4,974.9**	**4,117.6**	**3,100.4**	**2,826.5**	**2,914.2**	**3,031.6**	**3,127.6**
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
Solar Farms	373.1	371.6	370.1	369.7	367.2	365.7	364.2	363.8	361.3
Steel Roof	276.6	283.6	290.7	298.0	305.5	313.1	321.0	329.0	337.3
Solar Roof	1,651.2	1,758.0	1,871.8	1,992.9	2,121.8	2,259.1	2,405.2	2,560.8	2,726.5
SMA Dealership	64.0	68.1	72.5	77.2	82.2	87.6	93.2	99.2	105.7
Total	**2,364.9**	**2,481.3**	**2,605.1**	**2,737.7**	**2,876.7**	**3,025.4**	**3,183.7**	**3,352.9**	**3,530.8**
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**	**2045**	
Solar Farms	1,227.8	1,222.9	1,197.4	1,097.9	955.1	578.9	140.8	-	
Steel Roof	345.8	354.4	363.3	372.5	381.8	391.4	401.2	411.3	
Solar Roof	2,781.0	2,836.7	2,893.4	2,951.3	3,010.3	3,070.5	3,131.9	3,194.5	
SMA Dealership	107.8	109.9	112.1	114.4	116.7	119.0	121.4	123.8	
Total	**4,462.4**	**4,524.0**	**4,566.2**	**4,536.0**	**4,463.8**	**4,159.7**	**3,795.2**	**3,729.6**	

Source:The IFA's projection

2) Cost of Goods Sold and Operating Expenses (OPEX)

the IFA has projected cost of goods sold and operating expenses of the Company which can be categorized into 3 categories: (1) OPEX from solar farms, (2) OPEX from steel roof and solar roof, and (3) Other OPEX from operation

2.1) OPEX from solar farms

OPEX from solar farms include operating and maintenance costs, utilities, personnel fees, contracts administrative fees, land tax, insurance, etc. The IFA has projected OPEX based on the Company's historical average of OPEX from solar farms which is Baht 2.2 million per MW because the IFA believes that OPEX such as operating and maintenance costs, utilities, personnel fees, contracts administrative fees are variable in according to the size of the capacity of the farm. Also, land tax is variable in accordance with the land size that the farm located and insurance is variable in accordance with the value of the equipment which is varied by the size of the farm. More importantly, the current 36 solar farms of the Company have long-term track record of operation whose ages ranging from 6 – 10 years; therefore, the OPEX is quite stable.

Moreover, The IFA has projected the OPEX to grow at 2.0% per year based on Thailand's inflation rate

Table of Assumptions of OPEX from Solar Farms

Assumptions	2017	2018	2019	3Q2020	Projection
OPEX rate (Baht mm/MW)	2.2	2.1	2.2	2.2	2.2
Growth (%)					2.0

Source: Financial Statements of the Company and the Projection of the IFA

From the assumptions above, the projection of OPEX from solar farms is as follows;

Table of Projection of OPEX from Solar Farms

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
Capacity (MW)	50.2	199.6	198.8	198.0	197.2	196.4	195.7	194.9	194.1
OPEX rate (Baht mm/MW)	2.2	2.3	2.3	2.4	2.4	2.5	2.5	2.6	2.6
OPEX	**111.6**	**452.5**	**459.7**	**467.0**	**474.4**	**482.0**	**489.6**	**497.4**	**505.4**
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
Capacity (MW)	193.3	192.5	191.8	191.0	190.2	189.5	188.7	188.0	187.2
OPEX rate (Baht mm/MW)	2.7	2.7	2.8	2.8	2.9	2.9	3.0	3.1	3.1
OPEX	**513.4**	**521.6**	**529.9**	**538.3**	**546.9**	**555.6**	**564.4**	**573.4**	**582.5**
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**		
Capacity (MW)	186.5	185.7	181.3	166.7	142.3	86.7	21.0		
OPEX rate (Baht mm/MW)	3.2	3.2	3.3	3.4	3.4	3.5	3.6		
OPEX	**591.8**	**601.2**	**598.8**	**561.6**	**488.8**	**303.8**	**75.2**		

Source: The IFA's Projection

2.2) OPEX from Steel Roof and Solar Roof

OPEX from steel roof and solar roof include steel and aluminum costs, utilities, labor, personnel, advertising and distribution costs, etc. The IFA has projected OPEX from steel roof and solar roof based on historical average of OPEX from steel roofs and solar roofs which is 87.5% of revenue from steel roofs and solar roofs.

Table of Assumption of OPEX from Steel Roof and Solar Roof

Assumption	2017	2018	2019	3Q2020	Projection
OPEX (% of Revenue)	87.1	87.9	105.4	97.5	87.5[1/]

Source: Financial Statements of the Company and the Projection of the IFA

Note: 1/ OPEX rate projection refers to the historical average of the data in 2017 – 2018 only because in 2019 – 3Q2020, the Company has booked loss from provision of doubtful debt of sole roof' trade receivables and because the decrease of revenue from steel roofs and solar roofs which didn't align with OPEX since some of the OPEX is still fixed while the revenue varies.

From the assumptions above, the projection of OPEX from steel roof and solar roof is as follows;

Table of Projection of OPEX from Steel Roof and Solar Roof

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
OPEX	153.2	1,073.7	1,135.4	1,200.7	1,270.2	1,343.9	1,422.1	1,505.2	1,593.5
OPEX margin (%)	87.5	87.5	87.5	87.5	87.5	87.5	87.5	87.5	87.5
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
OPEX	1,687.2	1,786.8	1,892.6	2,005.0	2,124.3	2,251.2	2,386.0	2,529.2	2,681.5
OPEX margin (%)	87.5	87.5	87.5	87.5	87.5	87.5	87.5	87.5	87.5
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**	**2045**	
OPEX	2,736.6	2,792.9	2,850.3	2,908.9	2,968.8	3,029.8	3,092.2	3,155.8	
OPEX margin (%)	87.5	87.5	87.5	87.5	87.5	87.5	87.5	87.5	

Source: The IFA's Projection

2.3) Other OPEX from Operation

Other OPEX from Operation include inverter warranty fee, commission fee, management fee, utilities, personnel expenses, etc. The IFA has projected other OPEX from operation based on the historical average of other OPEX to total revenue from operation which is 0.5% of total revenue from operation.

Table of Assumption of Other OPEX from Operation

Assumption	2017	2018	2019	3Q2020	Projection
OPEX rate (% of Revenue)	0.3	0.6	0.6	1.6	0.5[1/]

Source: Financial Statements of the Company and the Projection of the IFA

Note: 1/ OPEX rate projection refers to the historical average of the data in 2017 – 2018 only because in 2019 – 3Q2020, the Company has booked loss from provision of doubtful debt of sole roof' trade receivables and because the decrease of revenue from steel roofs and solar roofs which didn't align with OPEX since some of the OPEX is still fixed while the revenue varies.

From the assumptions above, the projection of other OPEX from operation is as follows;

Table of Projection of Other OPEX from Operation

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
Other OPEX	6.3	27.5	25.7	21.3	16.0	14.6	15.1	15.7	16.2
OPEX margin (%)	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
Other OPEX	16.7	17.3	17.9	18.7	19.3	20.1	20.9	21.8	22.8
OPEX margin (%)	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**	**2045**	
Other OPEX	23.1	23.4	23.6	23.4	23.1	21.5	19.6	19.3	
OPEX margin (%)	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	

Source: The IFA's Projection

Summary of OPEX

OPEX from 3 categories can be summarized as follow;

Table of Projection of OPEX

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
OPEX from solar farms	112.6	456.6	463.9	471.3	478.8	486.4	494.2	502.0	510.0
OPEX from roofs	153.2	1,073.7	1,135.4	1,200.7	1,270.2	1,343.9	1,422.1	1,505.2	1,593.5
Other OPEX	6.3	27.5	25.7	21.3	16.0	14.6	15.1	15.7	16.2
Total OPEX	**272.2**	**1,557.9**	**1,625.0**	**1,693.3**	**1,765.0**	**1,844.9**	**1,931.4**	**2,022.9**	**2,119.7**
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
OPEX from solar farms	518.1	526.4	534.8	543.3	551.9	560.7	569.7	578.7	587.9
OPEX from roofs	1,687.2	1,786.8	1,892.6	2,005.0	2,124.3	2,251.2	2,386.0	2,529.2	2,681.5
Other OPEX	16.7	17.3	17.9	18.7	19.3	20.1	20.9	21.8	22.8
Total OPEX	**2,222.1**	**2,330.5**	**2,445.3**	**2,566.9**	**2,695.6**	**2,832.0**	**2,976.5**	**3,129.7**	**3,292.2**
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**	**2045**	
OPEX from solar farms	597.3	606.8	604.4	566.8	493.3	306.7	75.9	-	
OPEX from roofs	2,736.6	2,792.9	2,850.3	2,908.9	2,968.8	3,029.8	3,092.2	3,155.8	
Other OPEX	23.1	23.4	23.6	23.4	23.1	21.5	19.6	19.3	
Total OPEX	**3,356.9**	**3,423.0**	**3,478.2**	**3,499.2**	**3,485.1**	**3,358.0**	**3,187.6**	**3,175.1**	

Source: The IFA's projection

3) Other Assumptions

3.1) Other Income

Other Income includes income from return on import duty, interest income, management fee income, etc. The IFA has projected other income based on the historical average of other income to total revenue from operation which is 1.4% of total revenue from operation.

Table of Assumption of Other Income

Assumption	2017	2018	2019	3Q2020	Projection
Other income (% of revenue from operation)	1.9	2.0	1.3	0.4	1.4

Source: The IFA's projection

3.2) CAPEX

The IFA has projected replacement CAPEX which will be invested annually for replacement of assets used for operation such as buildings and building improvements, office equipment, vehicles and software. The IFA has projected replacement CAPEX based on the historical average of CAPEX to total revenue from operation which is 0.7% of total revenue from operation because the IFA considers that replacement CAPEX is required for the operation which the IFA projected as a proportion to revenue from

operation. Moreover, the replace CAPEX, herein, includes inverter for solar farms which will be replaced once they are damaged or broken.

Table of Assumption of CAPEX

Assumption	2017	2018	2019	3Q2020	Projection
CAPEX (% of revenue from operation)	1.5	0.3	0.6	0.7	0.7[1/]

Source: Financial Statements of the Company and the Projection of the IFA

3.3) D&A

The IFA has projected D&A of the assets of the Company using straight-line method with each asset class by specific useful life for the class as follows;

Table of Assumption of D&A

Asset	Useful Life (years)
Building and building improvement	5 years
PM	30 years
Office equipment and software	5 years
Vehicles	5 years

Source: The IFA's projection

3.4) CIT

The solar farms of the Company has received tax privileges from the Board of Investment (BOI) under the Investment Promotion Act (BE 2520) for power business; CIT of the Project on net profits are exempted for 4 – 8 years from commercial operation date. In addition, the solar farms will also receive 50.0 percent CIT reduction for 5 years after the expiration of the exemption period.

However, other businesses such as steel roofs, solar roofs, and SMA dealership will be subjected to CIT of 20.0% per Revenue Department

3.5) WC

The IFA has projected WC of the Company based on the historical average of days sales outstanding (DSO) days payable outstanding (DPO) and days inventories outstanding (DIO) of the Company with the assumption as follows;

Table of Assumption of WC

Unit: Days	2017	2018	2019	3Q2020	Projection
DSO	92.7	75.5	71.3	63.4	75.7
DPO	131.1	177.0	223.4	199.1	182.6
DIO	200.7	106.4	107.8	91.0	126.5

Source: Financial Statements of the Company and the Projection of the IFA

3.6) Long-term Investment

Long-term investment include investment in Tottori solar farm project with capacity of 30 MW (holding 14.3% stake) which has started COD in April 2018 and investment in Ukujima solar farm project with capacity of 480 MW (holding 17.9% stake) which will start COD in 2023.

For projection of investment in Tottori which is in Chukoku region of Japan, the IFA has projected that the Company will receive dividend based on the historical dividend received which is Baht 13.3 million per year which will yield IRR of 7.7% for the Company and NPV of Baht 138.2 million (on WACC of the Company of 6.0% - 6.4%)

For projection of investment in Ukujima which is in Kyochu region of Japan, the IFA has projected that the Company will receive dividend based on IRR of 7.7% which is the same rate as Tottori because the IFA believes that the operation of both Tottori and Ukujima will yield similar results since they located in nearby regions and have similar climate since they are located in close latitudes (Tottori's latitude is 35 degree and Ukujima's latitude is 33 degree). The IFA has projected the dividend to be Baht 270.0 million per year throughout project life of 30 years. The dividend calculation is based on the IRR of 7.0% on the investment of Baht 2,918.6 million. The NPV of Ukujima, therefore, is Baht 1,748.7 million (on WACC of the Company of 6.0% - 6.4%)

Table of Assumption of Long-term Investment

Unit: Days	2017	2018	2019	3Q2020	Projection
Dividend income from Tottori	-	-	9.3	9.9	13.3[1/]
Dividend income from Ukujima	คำนวณจาก IRR เท่ากับร้อยละ 7.7 (เท่ากับ Tottori)				270.0

Source: Financial Statements of the Company and the Projection of the IFA

Note: Prorate from dividend income in 3Q2020

3.7) Terminal Value

For solar farm business, each project will have land at the end of the operation which is not depreciated. Therefore, the IFA has projected terminal value to be the proceed from sales of lands at the end of each project's life, whose land value will grow at 2.0% per year based on Thailand's inflation rate.

However, for other businesses such as steel roof, solar roof, and SMA dealership, the IFA has projected terminal value as they will continue to operate on going concern basis with growth rate of 2.0% per year based on Thailand's inflation rate.

3.8) Discount Rate

Discount rate that is used to calculate present value of free cash flow that the IFA has projected is the weighted average cost of capital (WACC) of the Company, which is the

average between cost of equity (Ke) and cost of debt (Kd) adjusted by the CIT benefit from interest expense and will be weighted by weight of debt (Wd) and weight of equity (We) as follows;

Calculation of WACC

WACC	=	Ke x We + Kd x (1-t) x Wd

โดยที่

Ke	=	Cost of equity of 6.8%
Kd	=	Cost of debt based on the historical average of effective interest rate between 2017 – Q3/2020 of 5.7%
T	=	CIT of 0.0% to 20.0% according to BOI benefit toward CIT rate
We	=	Weight of equity of 71.2%
Wd	=	Weight of equity of 28.8%

Calculation of Ke

Ke	=	Rf + β x (Rm - Rf)

โดยที่

Risk Free Rate (Rf)	Based on interest rate of 30-year government bond as of 25 Nov 2020 of 2.2%
Market Return (Rm)	Based on 10-year average SET Total Return Index which covers economic cycle between Nov 2010 – Nov 2020 of 7.0%
Adjusted Beta (β)	Leverage Beta of the Company's 5-year historical (Data from Capital IQ) for Ke calculation is 0.7 based on Super Energy Corporation Public Company Limited, Thai Solar Energy Public Company Limited, Sermsang Power Corporation Public Company Limited and Prime Road Power Company Limited Public Company Limited) (The IFA chooses 2-year beta for , Sermsang Power Corporation Public Company Limited because it has only started solar farm business in 2019) Then, the IFA adjust the beta from the comparable companies with capital structure of the Company which is 0.4 times

The IFA calculated WACC according to the Company's capital structure to be between 6.0% – 6.5%;

WACC = (6.5% - 6.8% x 71.2%) + [5.7% x (1 – [0.0% to 20.0%]) x 28.8%]

= 6.0% to 6.5% (Changes according to CIT between 0.0% to 20.0%)

4) Valuation by DCF

The IFA summarized the projection of the Company as follows;

Table of Projection of The Company

Unit: Baht mm	Q4/2020	2021	2022	2023	2024	2025	2026	2027	2028
EBIT x (1– Tax Rate)	793.8	3,096.2	2,597.1	1,615.5	579.5	364.8	365.1	391.9	401.6
D&A	164.6	655.7	655.3	656.1	658.4	660.5	662.7	663.4	661.4
WC	(122.4)	(98.0)	70.8	177.9	212.8	55.1	(18.2)	(24.4)	(19.6)
CAPEX	(9.1)	(39.7)	(37.2)	(30.8)	(23.2)	(21.1)	(21.8)	(22.7)	(23.4)
FCFF	**826.8**	**3,614.1**	**3,286.0**	**2,418.7**	**1,427.6**	**1,059.3**	**987.8**	**1,008.3**	**1,020.0**
Discount Factor	1.0	0.9	0.9	0.8	0.8	0.7	0.7	0.6	0.6
PV(FCFF)	**813.8**	**3,343.9**	**2,859.9**	**1,983.1**	**1,104.6**	**769.8**	**674.3**	**646.5**	**614.1**
Unit: Baht mm	**2029**	**2030**	**2031**	**2032**	**2033**	**2034**	**2035**	**2036**	**2037**
EBIT x (1– Tax Rate)	400.8	444.1	489.1	415.4	420.6	428.9	438.1	451.2	473.9
D&A	663.8	626.7	588.9	587.9	587.6	588.2	589.2	590.1	591.2
WC	(23.1)	(23.4)	(25.0)	(28.8)	(29.6)	(30.1)	(32.1)	(32.5)	(41.6)
CAPEX	(24.2)	(25.0)	(25.9)	(27.1)	(28.0)	(29.1)	(30.3)	(31.5)	(33.0)
FCFF	**1,017.4**	**1,022.3**	**1,027.2**	**947.5**	**950.5**	**957.9**	**964.9**	**977.3**	**990.4**
Discount Factor	0.6	0.5	0.5	0.5	0.4	0.4	0.4	0.4	0.4
PV(FCFF)	**575.4**	**543.0**	**512.5**	**446.1**	**422.4**	**401.8**	**382.0**	**365.2**	**349.3**
Unit: Baht mm	**2038**	**2039**	**2040**	**2041**	**2042**	**2043**	**2044**	**2045**	
EBIT x (1– Tax Rate)	471.2	468.3	467.8	462.4	470.9	462.6	454.4	459.4	
D&A	590.7	590.7	578.9	533.1	456.6	287.2	93.8	32.1	
WC	(12.5)	(12.8)	(6.1)	3.8	16.2	62.4	78.3	11.6	
CAPEX	(33.4)	(33.9)	(34.2)	25.3	189.1	298.0	975.5	1,362.8	
FCFF	**1,016.1**	**1,012.4**	**1,006.3**	**1,024.7**	**1,132.8**	**1,110.3**	**1,601.9**	**1,865.9**	
Discount Factor	0.3	0.3	0.3	0.3	0.3	0.2	0.2	0.2	
PV(FCFF)	**338.2**	**318.1**	**298.4**	**286.7**	**299.2**	**276.8**	**376.9**	**414.3**	

Source: Projection of the IFA

Terminal value is the free cash flow after the projection period which consist of cash flow from steel roof business, solar roof business, and SMA dealership business as they will continue to operate on going concern basis with growth rate of 2.0% per year based on Thailand's inflation rate.

Table of Calculation of Terminal Value

Terminal Value	=	FCFF / (WACC – G) = 12,018.1
Normalized FCFF	=	Free cash flow in 2045 is Baht 475.0 million[1/]
G – Long-term growth rate	=	Thailand's inflation rate of 2.0% per year
WACC	=	WACC of the Company of 6.0%

Note: 1/ Free cash flow of the Company after the end of solar farms' operation in 2045 consists of cash flow from steel roof business, solar roof business, and SMA dealership business.

Table of the Company Valuation

Unit: Baht mm	30 September 2020
Present value of the Company free cash flow in 2020 – 2044	19,002.1
Present value of the Company free cash flow from 2045 onward	2,828.5
Enterprise Value of the Company	**21,830.6**
Add: Cash and cash equivalent	128.7
Add: Investment in equity securities[2/]	3,371.0
Add: Investment Property	36.8
Add: Long-term investment[2/]	1,886.9
Add: Equity Value of SET Energy (40.0% stake)	1,816.3
Less: Interest-bearing debt[4/]	(5,964.1)
Less: Minority interest	(1,849.1)
Equity Value of the Company	**21,257.2**
Numbers of shares of the Company	974.0
Equity Value of the Company (Baht per share)	**21.8**

Note: 1/ Financial statement of the Company as of 30 September 2020

2/ Investment in available-for-sale equity securities reserved for debentures redemption

3/ Investment in Tottori with capacity of 30 MW with NPV of Baht 138.2 million and Ukujima with capacity of 480 MW with NPV of Baht 1,748.7 million based on the projection of the IFA

4/ Equity Value of SET Energy (40.0% stake) based on valuation of Mitsu projected by the IFA using DCDF approach in base case 4,540.9 million in Section 4.1.1 Appropriateness of the Acquisition of Asset - EBT of Mitsu

5/ Interest-bearing debt consists of long-term loan from financial institution, debentures, lease liabilities and financial liabilities

Share value of the Company is calculated by DCF approach in base case is Baht 21,257.2 million or Baht 21.8 per share.

5) Sensitivity Analysis

The IFA has conducted Sensitivity Analysis of (1) discount rate and (2) terminal gro0wth rate by increasing/decreasing 3.0% because it is an important factor that might impact the valuation. The changes of +/- 3.0% can reflect key factors of the assumptions that the IFA determines highly variable. The result is as follows

Table of Sensitivity Analysis of the Company Valuation

Variable Factors	Changes
WACC	+/– 3.0% WACC
Terminal Growth	+/– 3.0% Terminal Growth

Source: The IFA's projection

Table of Sensitivity Analysis of the Company Valuation

(Baht/share)		Terminal Growth				
		-3.0%	-1.5%	Base	+1.5%	+3.0%
WACC	+3.0%	21.0	21.0	21.1	21.1	21.1
	+1.5%	21.4	21.4	21.4	21.5	21.5
	Base	21.8	21.8	21.8	21.8	21.9
	-1.5%	22.2	22.2	22.2	22.2	22.3
	-3.0%	22.6	22.6	22.6	22.7	22.7

Source: The IFA's projection

From the table above, the sensitivity analysis of the Company is between Baht 21.0 – 22.7 per share which covers the consideration for EBT of Baht 22.0 per share. Therefore, the Transaction is appropriate.

The DCF approach reflects business operation plan, ability to make profit and growth prospect as well as return of equity in the future, which is estimated from revenues and expenses based on an assumption that is considered to be fair and appropriate by the IFA. Hence, the IFA concludes that this valuation approach is appropriate for the valuation of the Company.

6. Summary of Valuation of the value of Consideration – SPCG's share

The IFA projected SPCG's equity value by valuation approaches which can be summarized as follows:

Table of summary of SPCG's share value

Approaches	Equity value (baht per share)	Details
1. Book value approach	15.0	The Book Value is the approach that reflect the financial position at one point in time without take into account of market value of certain assets and significant events after the date of financial statement. Moreover, it will not be able to reflect the ability of asset to generate profit from the Company's business in the future. **Hence, the IFA does not select this valuation approach.**
2. Market Value approach	18.6 – 21.1	The Market Value Approach reflects share price based on the historical market trading value in the SET. In normal circumstance, investors are able to buy and/or sell securities at price and quantity desired by the buyer or seller. However, since the Company's share is very illiquidity, such market value might be unable to reflect their actual fair value. Hence, **the IFA does not select this valuation approach.**
3.1 P/BV	15.9 – 18.7	The Price to Book Value Ratio reflects financial position at a point of time, from comparing with the average ratio of comparable companies. The IFA concludes that the P/BV ratio is not the appropriate approach for the valuation, since it does not reflect the market value of certain assets and significant events after the date of referred financial statement as well as the ability to make profits from the assets for the Company's business in the future. Therefore, it is not an appropriate approach. **Hence, the IFA does not select this valuation approach.**
3.2 P/E	21.3 – 23.5	The Price to Earnings Ratio refers to the earnings per share for over the past 12 months and multiplied by the P/E ratio. The IFA concludes that this approach does not taking into account of the difference of business structure, such as, revenue structure and cost structure; therefore, this approach might not fully reflect the actual value. **Hence, the IFA does not select this valuation approach.**
3.3 EV/EBITDA	33.2 – 37.0	The EV to EBITDA ratio refers to the EBITDA for over the past 12 months and multiplied by the EV to EBITDA ratio. The IFA concludes that this approach does not taking into account of the difference of business structure, such as, revenue structure and cost structure; therefore, this approach might not fully reflect the actual value. **Hence, the IFA does not select this valuation approach**
5. Transaction Comparable	22.4	The Transaction Comparable Approach reflects the ability to generate cash flow from operation deducted by the effects of capital structure in different enterprise. The IFA views that this valuation approach contains uncertainty of various factors such as transaction size and time of transaction, which might indicate the misleading share value from the valuation. **Hence, the IFA does not select this valuation approach.**
5. Discounted Cash Flow	21.0 – 22.7	DCF approach reflects business operation plan, ability to make profit and growth prospect as well as return of equity in the future, which is estimated from the

Approaches	Equity value (baht per share)	Details
		Company's revenues and expenses based on an assumption that is considered to be fair and appropriate by the IFA. Hence, **the IFA concludes that this valuation approach is appropriate for the share valuation of the Company.**

7. Valuation Added Value of the Company

The valuation of the Company by DCF approach above mentioned has not accounted for the additional value of the land of the Company. As of 30 September 2020, solar farms of the Company have lands of 4,349.5 rai accounted for Baht 1,900.4 million (book value per financial statement of the Company). However, according to the survey of the nearby area by the appraiser of Thai Surveyor and Advisory Co., Ltd. (real estate consultant and appraisal) found that the market price of the Company's land. The details are as follows.

Table of the Company's land value

No.	Solar Farm	Area (rai)	BV	Market Price (nearby area)		
				Minimum	Maximum	Average
1.	Solar Power (Korat 1) Co., Ltd.	99.9	39.9	149.9	219.9	184.9
2.	Solar Power (Sakon Nakorn 1) Co., Ltd.	133.2	20.9	173.1	266.4	193.4
3.	Solar Power (Nakorn Phanom 1) Co., Ltd.	112.6	34.6	67.6	101.4	84.5
4.	Solar Power (Korat 2) Co., Ltd.	162.7	50.4	244.1	358.0	301.1
5.	Solar Power (Loei 1) Co., Ltd.	106.7	40.9	128.0	160.1	144.1
6.	Solar Power (Khon Kean 1) Co., Ltd.	84.7	58.0	186.4	296.5	241.5
7.	Solar Power (Korat 3) Co., Ltd.	115.5	37.4	138.6	317.6	228.1
8.	Solar Power (Korat 4) Co., Ltd.	127.6	78.9	153.1	319.0	236.1
9.	Solar Power (Korat 7) Co., Ltd..	97.1	38.6	48.5	242.7	145.6
10.	Solar Power (Korat 5) Co., Ltd.	103.4	40.0	93.0	155.1	124.1
11.	Solar Power (Korat 8) Co., Ltd.	105.7	41.6	95.2	158.6	126.9
12.	Solar Power (Korat 9) Co., Ltd.	125.0	57.2	356.3	437.5	396.9
13.	Solar Power (Khon Kean 3) Co., Ltd.	106.2	44.6	148.7	191.2	170.0
14.	Solar Power (Khon Kean 4) Co., Ltd.	94.0	33.9	112.7	155.0	150.6
15.	Solar Power (Khon Kean 5) Co., Ltd.	106.3	51.5	276.3	478.3	377.3
16.	Solar Power (Khon Kean 8) Co., Ltd.	108.1	47.9	140.6	313.5	227.0
17.	Solar Power (Korat 6) Co., Ltd.	139.4	44.5	111.5	278.8	195.2
18.	Solar Power (Bureerum 1) Co., Ltd.	165.2	44.6	132.1	330.3	231.2
19.	Solar Power (Bureerum 2) Co., Ltd.	99.1	44.6	79.3	198.2	138.8
20.	Solar Power (Khon Kean 2) Co., Ltd.	157.8	59.9	220.9	284.0	252.4
21.	Solar Power (Khon Kean 7) Co., Ltd.	119.8	68.5	167.7	323.5	245.6
22.	Solar Power (Nakorn Phanom 2) Co., Ltd.	77.7	39.3	46.6	69.9	58.3
23.	Solar Power (Nong Kai 1) Co., Ltd.	133.5	61.3	534.1	667.6	600.9
24.	Solar Power (Bureerum 3) Co., Ltd.	182.4	67.5	218.9	273.6	246.2
25.	Solar Power (Nakorn Phanom 3) Co., Ltd.	97.5	68.6	78.0	107.2	92.6
26.	Solar Power (Udon Thani 1) Co., Ltd.	137.8	74.4	124.0	275.6	199.8
27.	Solar Power (Loei 2) Co., Ltd.	111.1	58.3	80.0	83.3	81.7

No.	Solar Farm	Area (rai)	BV	Market Price (nearby area)		
				Minimum	Maximum	Average
28.	Solar Power (Sakon Nakorn 2) Co., Ltd.	174.1	61.6	148.0	226.4	187.2
29.	Solar Power (Surin 3) Co., Ltd.	149.3	85.6	89.6	298.6	194.1
30.	Solar Power (Khon Kean 9) Co., Ltd.	142.4	72.8	284.8	356.0	320.4
31.	Solar Power (Khon Kean 10) Co., Ltd.	123.1	49.8	172.3	332.4	252.4
32.	Solar Power (Khon Kean 6) Co., Ltd.	168.5	96.5	252.7	421.2	337.0
33.	Solar Power (Surin 1) Co., Ltd.	121.1	59.2	48.4	54.5	51.5
34.	Solar Power (Surin 2) Co., Ltd.	117.6	69.7	94.1	117.6	105.9
35.	AJ Technology Co., Ltd.	75.1	29.4	34.6	75.1	54.8
36.	Tipayanarai Co., Ltd.	68.2	28.4	31.4	68.2	49.8
Total		**4,349.5**	**1,900.4**	**5,461.3**	**9,012.8**	**7,227.4**

Source: Thai Surveyor and Advisory Co., Ltd. (real estate consultant and appraisal of the Company)

The IFA considers the additional value of the Company by adjusting the land value of the solar farm business to the market price in the table above of Baht 5,461.3 - 9,012.8 million with the average of Baht 7,227.4 million and project the land value to grow at 2.0% per year based on Thailand's inflation rate, which will be sold once the solar farms operation has expired.

From the assumption of land value above, the fair value of the Company's share price is between Baht 22.3 -24.1 per share.

Table of Sensitivity Analysis of Additional Value of Land Value

(Baht/share)		Terminal Growth				
		-3.0%	-1.5%	กรณีฐาน	+1.5%	+3.0%
WACC	+3.0%	22.3	22.3	22.4	22.4	22.4
	+1.5%	22.7	22.7	22.8	22.8	22.8
	Base	23.1	23.2	23.2	23.2	23.2
	-1.5%	23.6	23.6	23.6	23.6	23.7
	-3.0%	24.0	24.0	24.0	24.1	24.1

Source: The IFA's projection

However, the additional value above the IFA refers to the assumptions that the market value of the lands will be as surveyed by Thai Surveyor and Advisory Co., Ltd. which is merely preliminary survey. The actual value of the Company's land is still subjected to a lot of factors such as climate, location, accessibility, etc. Moreover, in the future, there might be some changes from the macroeconomic as well. Therefore, the additional value from land value might vary from the valuation that the IFA has valued.

4.2 Appropriateness of the Investment of the Project of SPCG

To evaluate the appropriateness of the investment of the Project, the IFA has gathered and considered information based on management interview, the Company as well as other publicly available information. However, the opinion of the IFA is based upon the assumption that such information is correct, complete, and credible under the current circumstances. Significant changes in business operation may alter the feasibility of the Project and shareholders' decision considered in the Transaction. The IFA will consider the capability to generate cash flow in the future of the Project in SET Energy to evaluate IRR and NPV of the Project.

In this regard, please see the operation assumptions of the Project in *Section 4.1.1 Appropriateness of the Acquisition of Asset - EBT of Mitsu*. The valuation of the Project is as follows;

Table of the Project's Valuation

Unit: Baht mm	30 September 2020
Net Present Value (NPV)	Baht 4,440.9 million
Internal Rate of Return (IRR)	10.0%

Source: The IFA's projection

Moreover, the IFA has conducted Sensitivity Analysis of discount rate by increasing/decreasing 3.0% because it is an important factor that might impact the valuation. The changes of +/- 3.0% can reflect key factors of the assumptions that the IFA determines highly variable. The result is as follows;

Table of Sensitivity Analysis of the Project

WACC				
-3.0%	-1.5%	Base	+1.5%	+3.0%
3,933.0	4,184.1	4,440.9	4,703.5	4,972.2

Source: The IFA's projection

The IFA has opinion that the Project has the potential to generate return to the Company because the Project has NPV of Baht 3,933.0 – 4,972.2 million and IRR of 10.0% which is higher than WACC of 6.8% - 8.1% (changes according to CIT between 0.0% to 20.0%).

Additionally, if the IFA is to consider the investment of the Project based on the resolution of the Board of Directors Meeting No.10/2020 dated 25 November 2020, the Project will have IRR of 7.8%. However, the investment of no more than Baht 23,000 million is only maximum limit. And according to the Company's development plan and assumptions that the IFA believes to be appropriate the investment for the Project should be Baht 18,635.7 million (including IDC) the Project shall have IRR of 10.0% which is higher than WACC of 6.8% - 8.1% (changes according to CIT between 0.0% to 20.0%). Therefore, the IFA has the opinion that the transaction price is appropriate.

5. Summary of the Opinion of the Independence Financial Advisor

According to the resolution of the Board of Directors Meeting No.10/2020 dated 25 November 2020, the Board of Directors approved the investment in the solar farm project, which is used for the new city area of Eastern Economic Corridor Special Development Zone (EEC) and has a production capacity of not less than 500 MW, with an investment value of not exceeding Baht 23,000 million through SET Energy, which is a limited company jointly owned by the Company and PEA ENCOM , set up by PEA for the purpose of investment in clean energy and other electricity energy. The transaction consists of 1) Increase Shareholding ration in SET Energy at the amount of 400,000 shares of SET Energy or approximately 40.0 percent of total issued and paid-in shares in SET Energy, comparing to prior holding of the Company in SET Energy at the amount of 400,000 shares of SET Energy or approximately 40.0 percent of total issued and paid-in shares in SET Energy. In accordance, the Company will hold 800,000 shares of SET Energy or approximately 80.0 percent of total issued and paid-in shares in SET Energy. The Company will issue and consider an allotment of ordinary share, not exceeding 81,800,000 shares, with par value of THB 1.00 to Mitsu. This share allotment is for an exchange of Mitsu entire business transfer which is expected to acquire by SPCG by January 2021. 2) The investment in the solar farm project with production capacity of not less than 500 MW through SET Energy

To consider the appropriateness of the Transaction, Avantgarde Capital Company Limited as the IFA of the Transaction analyzed the objectives of the Transaction, historical operating performance from financial statement, current and future business policies and the situation of power and related industry in order to analyze advantages and disadvantages of entering into the Transaction. Furthermore, having SET Energy as a subsidiary is part of the objectives and strategies of the Company to be a leader in the energy business with expertise in the development and management of the solar farm business, which focuses on investing in companies that operate in accordance with such objectives. Additionally, the Transaction will help the Company increase production capacity by expanding investment in the development of new solar power plant projects both domestically and internationally with clean and environmentally friendly technologies, and comply with the government policies to support the use of renewable energy especially solar energy that will create sustainable energy security of the nation. Also, the Company will not have financial burden from the Entire Business Transfer of Mitsu, investment in the Project will enhance stable and consistent performance as well as increase the flexibility in project management and the Company's competitiveness, receive benefits from investment promotion measures in the Eastern Economic Corridor (EEC) and will have SET Energy as a potential partner. Therefore, the IFA has an opinion that the Transaction is reasonable.

The IFA has an opinion that the Transaction Price is appropriate. The IFA has valued the fair value for EBT of Mitsu and fair value of the Company from various methods available. The IFA has an opinion that Discounted Cash Flow (DCF) approach is appropriate which reflects future operating performance under business operation plans and fair assumptions. The fair value of EBT of Mitsu and an allotment of ordinary share are Baht 1,613.2 – 2,028.9 million and Baht 21.0 – 22.7 per share, respectively. When comparing

transaction price at the amount of Baht 1,799.6 million and allotment of ordinary share at the amount of Baht 22.0 per share is appropriate

Moreover, the IFA has an opinion on the value of the Project on Discounted Cash Flow (DCF) approach is appropriate which reflects future operating performance under business operation plans and fair assumptions. According to the Net present value (NPV) of the Project the fair value is Baht 3,933.0 million - Baht 4,972.2 million with Internal rate of return (IRR) at 7.8 - 10.0%. The IFA has the opinion that investment assumption is equal to baht 18,635.7 million. The Project has average IRR equate to 10.0% which is higher than Weighted average cost of capital which is equate to 6.8% - 8.1% (varies from tax rate between 0.0% - 20.0%). Therefore, the IFA has the opinion that the transaction price is appropriate.

In this regard, the IFA has an opinion that the Transaction of (1) EBT of Mitsu and (2) Investment in the Project of SPCG are appropriate and the shareholders should approve the Transaction. However, To consider the Transaction, shareholders shall consider information, opinion and other details prepared by the IFA as mentioned earlier such as assumptions for projected financial performances, the sensitivity analysis to evaluate the impact of fair value on the major assumptions such as discount rate etc. as well as advantages and disadvantages of entering into the Transaction. The decision to approve or disapprove for this Transaction is subject to the consideration of shareholders.

The independent financial advisor certified that the IFA carefully considered and provided financial opinions in accordance with the professional standard by taking into account the best interest of the shareholders.

The Independent Financial Advisor

Avantgarde Capital Co., Ltd.

-Signed-

(Mr. Worawas Wassanont)

Supervisor

-Signed-

(Mr. Worawas Wassanont)

Managing Director

6. Appendix

Information Regarding the Company

1) Business overview of SPCG Public Company Limited

Company Name	SPCG Public Company Limited
Location	1 Capital Work Place Building, 10Fl. Soi Jamjan Sukhumvit Rd., Klongton-Nua, Wattana, Bangkok 10110
Type of Business	Run business in investment by holding shares in subsidiary companies and associates to operate 4 type of business, which are as follow; (1) Business of investment and development of Solar Farm, Engineering, Procurement and Construction (EPC) and Operation, Maintenance and Monitoring (OM&M) (2) Business of Steel Roof and Roof Structure with One-Stop Service (Steel Roof) (3) Business of distribute and installation of solar roof (Solar Roof) (4) Authorized sales and service partner of SMA Solar Technology AG (SMA), Germany
Registration number	0107548000137
Website	www.spcg.co.th
Issued Capital	Baht 1,016,389,000
Paid-up Capital	Baht 973,990,000
Board of Director	

	Name	Position
1	Dr. Wandee Khunchornyakong Juljarern	Chairperson and Chief Executive Officer
2	Mr. Somsak Khunchornyakong	Director
3	Mr. Jirakom Padumanon	Director
4	Mr. Withoon Manomaikul	Director
5	Mrs. Narinporn Malasri	Director
6	POL. MAJ. GEN. Wanchai Wisuttinan	Independent Director
7	Mr. Wanchai Lawattanatrakul	Independent Director and Head of Audit Committee
8	Dr. Art-ong Jumsai Na Ayudhya	Independent Director and Audit Committee
9	Mr. Apichat Limsethanuwat	Independent Director and Audit Committee

2) Background of the Company

SPCG Public Company Limited, abbreviated as SPCG, is a listed company on the Stock Exchange of Thailand under the category of energy and utilities business. The Company operates as a holding company, that is, SPCG is the major shareholder of 42 affiliated companies. SPCG has total registered capital baht 1,016,389,000, with paid-up capital of baht 973,990,000, par value of baht 1 per share

SPCG is the pioneer in developing the first solar farm projects in Thailand and Southeast Asia, which in 2014. The Company started Commercial Operation Date (COD) for all 36 projects of the Provincial Electricity Authority (PEA) with a total production capacity of more than 260 megawatts, located in 10 provinces, divided into the Northeast, namely Nakhon Ratchasima, Sakon Nakhon, Nakhon Phanom, Khon Kaen, Buriram, Surin, Nong Khai, Udon Thani, Loei and the central region, including Lop Buri Province. On a total area of more than 5,000 rai.

SPCG has extended its success and expanded investment into the business of distributing and installing solar rooftop systems. Under the name Solar Power Roof Company Limited ("SPR") (SPCG's subsidiary) since 2013, SPR has expanded its customer base in both residential, commercial and industrial buildings.

In 2019, the important changes and developments in SPCG are as follows:

Month	Significant Situation
January	The Board of Directors' Meeting No. 1/2019 on February 22, 2019, approved the appointment o Mr. Tomo Hide Hirachi to take the position of Managing Director of Solar Power Engineering Co. Ltd. ("SPE"). With effect from 1 January 2019 onwards
February	The Board of Directors' meeting No. 1/2019 on February 22, 2019 approved the opening of a trading account. And securities under SPCG Public Company Limited and Asia Plus Securities Company Limited for better return on investment than bank deposits.
March	The company announced the news through the Stock Exchange of Thailand on March 12, 2019 in case of establishing a subsidiary called Sakura Solar Limited Liability Company in Japan. To inves in a solar farm project with two co-founders, Kyocera Corporation, Japan (Kyocera) and Mitsubish Research Institute, Inc. (MRI), the project has a total capacity of 66.9. MW, with investment capita of approximately 235 million baht, with investment plans in 2019 and expected to be completed in 2020-2022.
April	The 2019 Annual General Meeting of Shareholders on April 12, 2019 approved the appropriation of profits and the payment of dividends from the 2018 operating results at the rate of 1.20 bah per share, and an interim dividend was paid from the performance The period from January 1 2018 - June 30, 2018 at the rate of 0.55 baht per share, the remaining dividends to be paid in the

Month	Significant Situation
	period 31 December 2019 at the rate of 0.65 baht per share, totaling 633,093,500 baht (six hundred thirty-three million ninety Three thousand five hundred baht) with the payment of dividends On Friday 10 May 2019
July	The company has signed a memorandum of understanding "Cooperation for the development of solar rooftop power generation project (Solar Roof)" on July 22, 2019, with 3 other co-founders namely Mitsubishi UFJ Lease & Finance Co., Ltd. Encom International Co., Ltd. and Kyocera Corporation, Japan
August	The Board of Directors' Meeting No. 3/2019 held on August 9, 2019, approved the payment of interim dividends from the operating results of January 1, 2019 - June 30, 2019 at the rate of 0.50 baht per share for 973,990,000 shares, totaling as An amount of 486,995,000 baht (four hundred eighty-six million, nine hundred and ninety-five thousand baht), due to pay dividends on September 6, 2019. The Board of Directors' Meeting No. 3/2019 held on August 9, 2019, approved investment in the Ukujima Mega Solar Project, Sasebo, Nagasaki. Japan Capacity 480 megawatts
September	The Board of Directors' Meeting No. 3/2019 held on August 9, 2019, resolved to approve the appointment of Mrs. Narinporn Malasri to be the Executive Vice President of SPCG Public Company Limited, effective from 2 September 2019 onwards The company announced the news through the Stock Exchange of Thailand on September 24 2019, in the case of GULF INTERNATIONAL INVESTMENT (HONG KONG) LIMITED has purchased additional 1,577,700 shares of SPCG Public Company Limited, or 0.16%, resulting in GULF INTERNATIONAL INVESTMENT (HONG KONG) LIMITED holds a total number of 98,140,352 shares of the Company, or equivalent to 10.08 percent of the Company's paid-up capital. As a result, the major shareholder structure has changed. However, such change of major shareholder has no effect on the change in management authority. Management structure And decision-making power in the Company's business operations in any way
November	The Board of Directors' Meeting No. 4/2019 held on 8 November 2019 passed a resolution to The objective is to study the development of smart grid, smart energy and smart environment in the Area of Eastern Economic Corridor Development (EEC) 3 provinces and in the extension area in the future, according to government policy.

3) Shareholder of the Company

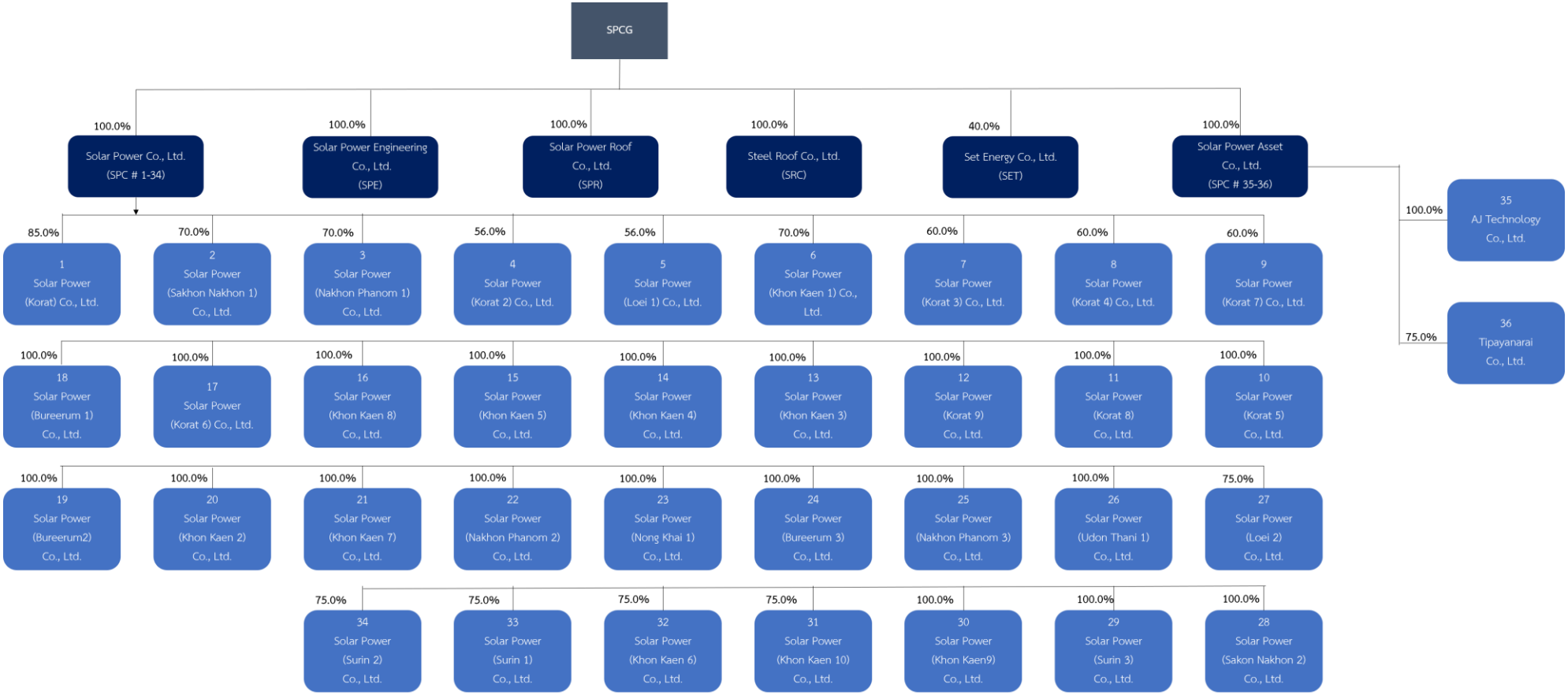
Table summary top 10 Shareholders of the Company

	Name	No. of share	Percentage holdin (%)
1	Dr. Wandee Khunchornyakong	298,950,000	30.69
2	GULF INTERNATIONAL INVESTMENT (HONG KONG) LIMITED	112,939,852	11.60
3	UBS AG SINGAPORE BRANCH	95,200,050	9.77
4	Kyocera Corporation	50,000,000	5.13
5	Thai NVDR Public Company Limited	40,616,411	4.17
6	Ms. Prakhong Khunchornyakong	31,850,000	3.27
7	Ms. Sompong Khunchornyakong	19,644,737	2.02
8	Mr. Withoon Manomaikul	19,290,000	1.98
9	STATE STREET EUROPE LIMITED	13,588,880	1.40
10	Kyocera Corporation	13,500,000	1.39

Source: SET as of 25 September 2020

4) Structure of the Company

Table summary holding structure



Source: 56-1 of the Company

5) Products of the Company

Business of Investment and Development of Solar Farm, Business of Engineering, Procurement and Construction: EPC, and Business of Operation, Maintenance and Monitoring: OM&M.

1. Business of Investment and Development of Solar Farm

Characteristic of products and services

Solar farm is the main business of the Group, which operates under Solar Power Company Limited (SPC), 34 projects and Solar Power Assets Company Limited (SPA), totaling 36 projects, with 36 affiliated companies established to invest and develop a solar farm project that converts solar energy directly into electricity (Photovoltaics), in which each company is a very small power producer (Very Small Power Producer: VSPP) and has a power purchase agreement (PPAs) with the Provincial Electricity Authority (PEA). The total electricity production capacity is approximately 260 MW, which has already supplied electricity to the Provincial Electricity Authority (COD) since mid-2014, with all projects supported by the Office of Alternative Energy Support Program Energy Policy and Planning Ministry of Energy. As a result, there was an adder benefit from PEA at the rate of 8 baht per 1 kWh for a period of 10 years from the commencement of the commercial system (COD).

All 36 solar farm projects are promoted by the Board of Investment (BOI) under the highest benefits. That is, it is a project that is concerned with the development of clean energy technologies, promoting environmental protection and conservation. The investment promotion certificates that these companies receive provide them with significant privileges, including exemption of import duties on machinery and equipment. Exemption from corporate income tax for the net profit derived from the operation for a period of 8 years from the date of earning from the operation of the business. Receive a 50.0% corporate income tax reduction of the normal rate for a period of 5 years after the expiration of 8 years from the corporate income tax exemption for net profit. Allowed to deduct 25 percent of the cost of installation or construction of a facility from the net profit. 0 of investments in promoted businesses It can be deducted from the net profit of any one year or several years within 10 years from the date the investment income is earned. And exempt from the need to include dividends from businesses that are promoted to investment in the calculation of income tax for the period of corporate income tax exemption.

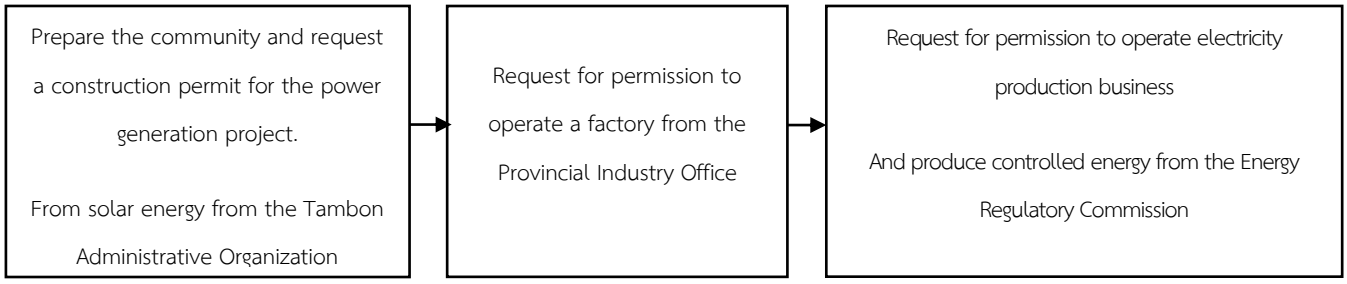
Lists of 36 Solar farms of SPC and SPA

No	Name	Contracted Capacity (MW)	Location	Issued capital	Holding	PPA dated	COD
1	Solar Power (Korat 1) Company Limited	5.88	Nakhon Ratchasima	320,000,000	85%	May 15, 2009	April 21, 2010
2	Solar Power (Sakon Nakorn 1) Company Limited	5.88	Sakon Nakhon	217,800,000	70%	June 19, 2009	February 9, 2011
3	Solar Power (Nakorn Phanom 1) Company Limited	5.88	Nakhon Phanom	218,100,000	70%	June 18, 2009	April 22, 2011
4	Solar Power (Korat 2) Company Limited	5.88	Nakhon Ratchasima	219,900,000	56%	July 27, 2009	August 13, 2011
5	Solar Power (Loei 1) Company Limited	5.88	Loei	220,500,000	56%	July 29, 2009	August 15, 2011
6	Solar Power (Khon Kean 1) Company Limited	5.88	Khon Kaen	226,500,000	70%	July 28, 2009	February 15, 2012
7	Solar Power (Korat 3) Company Limited	5.88	Nakhon Ratchasima	188,750,000	60%	January 8, 2010	March 9, 2012
8	Solar Power (Korat 4) Company Limited	5.88	Nakhon Ratchasima	199,250,000	60%	January 8, 2010	May 14, 2012
9	Solar Power (Korat 7) Company Limited.	5.88	Nakhon Ratchasima	188,750,000	60%	January 8, 2010	30 May 2012
10	Solar Power (Korat 5) Company Limited	5.88	Nakhon Ratchasima	157,500,000	100%	January 8, 2010	January 15, 2013
11	Solar Power (Korat 8) Company Limited	5.88	Nakhon Ratchasima	157,500,000	100%	January 8, 2010	January 15, 2013
12	Solar Power (Korat 9) Company Limited	5.88	Nakhon Ratchasima	160,000,000	100%	January 8, 2010	January 16, 2013
13	Solar Power (Khon Kean 3) Company Limited	5.88	Khon Kaen	157,500,000	100%	January 8, 2010	January 17, 2013
14	Solar Power (Khon Kean 4) Company Limited	5.88	Khon Kaen	157,500,000	100%	January 8, 2010	January 17, 2013
15	Solar Power (Khon Kean 5) Company Limited	5.88	Khon Kaen	157,500,000	100%	January 8, 2010	January 18, 2013
16	Solar Power (Khon Kean 8) Company Limited	5.88	Khon Kaen	157,500,000	100%	January 8, 2010	January 18, 2013

No	Name	Contracted Capacity (MW)	Location	Issued capital	Holding	PPA dated	COD
17	Solar Power (Korat 6) Company Limited	5.88	Nakhon Ratchasima	160,000,000	100%	January 8, 2010	June 26, 2013
18	Solar Power (Bureerum 1) Company Limited	5.88	Burirum	160,000,000	100%	January 8, 2010	June 26, 2013
19	Solar Power (Bureerum 2) Company Limited	5.88	Burirum	160,000,000	100%	January 8, 2010	June 26, 2013
20	Solar Power (Khon Kean 2) Company Limited	5.88	Khon Kaen	165,000,000	100%	January 8, 2010	July 29, 2013
21	Solar Power (Khon Kean 7) Company Limited	5.88	Khon Kaen	162,500,000	100%	January 8, 2010	October 1, 2013
22	Solar Power (Nakorn Phanom 2) Company Limited	5.88	Nakhon Phanom	157,500,000	100%	January 8, 2010	February 27, 2014
23	Solar Power (Nong Kai 1) Company Limited	5.88	Nong Khai	157,500,000	100%	January 8, 2011	February 28, 2014
24	Solar Power (Bureerum 3) Company Limited	5.88	Burirum	157,500,000	100%	January 8, 2011	March 6, 2014
25	Solar Power (Nakorn Phanom 3) Company Limited	5.88	Nakhon Phanom	157,500,000	100%	January 8, 2011	March 10, 2014
26	Solar Power (Udon Thani 1) Company Limited	5.88	Udon Thani	162,500,000	100%	January 8, 2011	April 1, 2014
27	Solar Power (Loei 2) Company Limited	5.88	Loei	165,000,000	75%	January 8, 2011	April 24, 2014
28	Solar Power (Sakon Nakorn 2) Company Limited	5.88	Sakon Nakhon	157,500,000	100%	January 8, 2011	April 25, 2014
29	Solar Power (Surin 3) Company Limited	5.88	Surin	157,500,000	100%	March 11, 2011	April 29, 2014
30	Solar Power (Khon Kean 9) Company Limited	5.88	Khon Kaen	157,500,000	100%	March 11, 2011	May 20, 2014
31	Solar Power (Khon Kean 10) Company Limited	5.88	Khon Kaen	165,000,000	75%	January 8, 2011	May 20, 2014
32	Solar Power (Khon Kean 6) Company Limited	5.88	Khon Kaen	157,500,000	100%	January 8, 2011	May 30, 2014

No	Name	Contracted Capacity (MW)	Location	Issued capital	Holding	PPA dated	COD
33	Solar Power (Surin 1) Company Limited	5.88	Surin	165,000,000	75%	January 8, 2011	June 27, 2014
34	Solar Power (Surin 2) Company Limited	5.88	Surin	165,000,000	75%	January 8, 2011	June 27, 2014
35	AJ Technology Company Limited	3.00	Lopburi	75,000,000	75%	August 18, 2011	June 25, 2013
36	Tipayanarai Company Limited	3.00	Lopburi	80,000,000	100%	August 18, 2012	June 25, 2013

Application for the construction of a solar farm



Applying for a solar farm construction permit of SPC and SPA for each project, that affiliated company must follow the following steps: 1) Create a community and apply for a construction permit for a solar power project from the Tambon Administrative Organization to apply for a construction permit. (License A 1.) 2) The license A 1. To apply for a factory business license from the Provincial Industry Office. To obtain a factory business license (Ror. 3. and R. 4.) 3) Apply for license Ror 4. To apply for a license to operate a power generation and regulated energy production from the Energy Regulatory Commission 4) when Have received all such licenses That affiliated company can start construction of a solar farm.

SPC and SPA regulate its affiliates to comply with the above procedure accurately and strictly. In the construction of all solar farm projects of the company Has been licensed by the various agencies above correctly and completely.

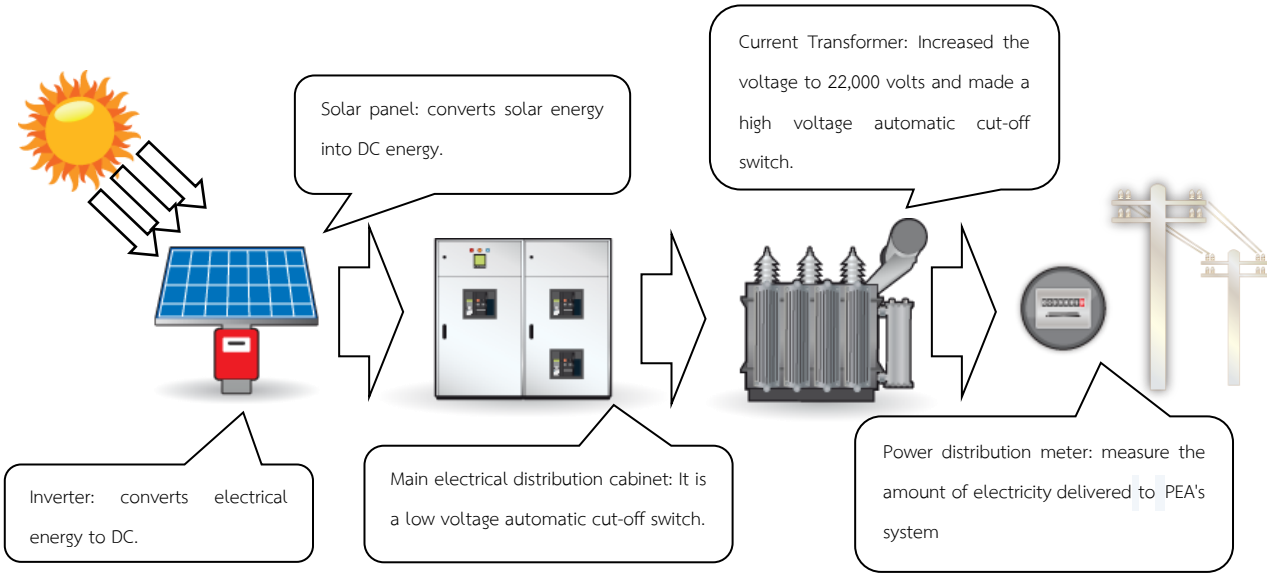
Procurement of equipment for the construction of a solar farm project

Solar farm projects of SPC and SPA affiliates are Photovoltaics There is electricity generated by solar energy which converts solar energy directly into electrical energy.

The main components of this kind of solar farm project Is the solar panel which serves Converts solar energy, both direct and diffuse radiation, into DC energy. To connect with an inverter (Inverter) to convert electricity from direct current to AC power. The aforementioned AC power can be distributed by connecting to the PEA's power system. Power generation with this

technology is a non-polluting technology. To the environment And air pollution Noise pollution, soil pollution and water pollution.

Figure shows the process of generating electricity and distributing electricity into PEA's system.



Source: 56-1 of the Company

The main equipment used in power generation Photovoltaics Is solar panel and inverter (inverter). Since solar farm equipment generally has a long service life of more than 30 years, the company has selected quality trade partners, including Kyocera Corporation, Japan (Kyocera), a leading company. World class in producing and developing technology from solar energy Is a solar panel supplier by entering into a solar panel purchase agreement for solar farms With a lifetime warranty Of solar panels for a period of 25 years.

For the inverter, the Company entered into a long-term purchase agreement with Solar Technology AG (SMA), Germany. Which is a manufacturer and distributor of quality and reliable inverters with a warranty on the inverter for a period of 5 years, however, the company has agreed to purchase more inverter warranty period Another 15 years, a total of 20 years for all projects.

For other materials such as transformers (Transformer) The company has carefully selected. In the past projects, the company used the company's transformer. Ekarat Engineering Public Company Limited, a manufacturer and distributor of transformers for a long time. And is the first transformer manufacturer to be certified by Industrial Product Standards (TIS 384-2524). In addition, the company uses good quality electrical cables of various sizes for optimum use with minimal power loss. In addition to transformers and power lines In selecting other equipment to use in the solar farm project, the Company will take into account the efficiency of use and reasonableness.

Environmental impact

SPCG places great emphasis on management impacts and environmental impacts. By managing it in accordance with the ISO 9001 quality management system standard, ISO 14001 environmental management standard, ISO 18001 occupational health and safety management system standard for all projects to supervise the management of solar farm projects and the environment for maximum efficiency during operation

SPCG also creates a community for local residents to understand the operation of solar farm projects and understand environmental and safety management. The operation of the solar power generation system has no environmental impact in terms of noise, dust, wastewater, etc., but on the other hand, solar power generation. Which is clean energy No fuel costs no noise while working.

In addition, the company has also complied with the standards on education, preventive measures. And address impacts on quality, environment and safety (Environmental Safety Assessment or ESA), which is a standard that plays a role in controlling the impact on environmental quality from business operations. And must be completed strictly before the construction of the solar farm project with measures to reduce environmental impact and monitoring measures for environmental quality monitoring Along with a report on the results of such actions to the relevant departments continuously.

For the implementation of environmental impact mitigation measures set out in the ESA report, namely physical resources. Biological resources Value of human use and quality of life by following the conditions received since the construction period Until the current operation phase And continue to develop more effective measures to reduce the impact on the environment By focusing on the policy on pollution prevention (Pollution Prevention). In addition, the solar power generation process will not cause pollution. Both noise, heat and air, which will not affect the environment as well as local and country.

1. EPC

   Service as a consultant for engineering, design, construction, procurement, installation and control of solar power generation systems. Which will focus on providing services for the grid connected solar farm project in the area with access to the electricity distribution system. Only with the best quality Which emphasizes professional management by a team with over 30 years of experience in the solar industry Currently, the company provides EPC services to affiliated companies only. The nature of EPC businesses currently in operation are as follows.

Product and service characteristic

At present, the Company is a complete solar farm construction contractor (Engineering Procurement and Construction or EPC) through SPC, a subsidiary of the Company. It serves as a consultant for engineering, design, construction and procurement, installation and control of solar power generation systems for projects of SPC and SPA affiliates.

SPC will focus on providing services for grid connected solar farm projects in areas with access to the power distribution system. It provides EPC services to all SPC and SPA affiliates. SPC is committed to providing a full range of services. Only with the best quality Which emphasizes professional management by a team with over 30 years of experience in the solar industry, the details are as follows

Engineering

The engineering work of SPC includes design services. Assistance in exploring the project area Evaluation calculations for the most cost-effective In order to achieve the highest Energy Output, SPC selects the best quality equipment to ensure that the solar farm project can generate electricity at maximum efficiency.

Procurement

SPCG and SPC will provide the equipment and materials needed to construct a solar farm project. It will continue to investigate innovations in the solar industry. This ensures that only the best and reliable ones are selected for the customer. To maximize efficiency of the equipment of the system that SPC has designed, this will ensure the success of every project that SPC provides EPC services. The key equipment in the construction of a solar farm project is solar panels, which SPC has undertaken. A Memorandum of Understanding (MOU) and a Supply Agreement with Kyocera to allow Kyocera to supply photovoltaic modules to the Company's solar farm projects. The contract states that the quality guarantee of solar panels is within 12 years from the date of purchase of solar panels. The output of electricity generated from solar panels must not be less than 90 percent. Of the electricity efficiency set when sold and guaranteed the quality within 25 years from the date of purchase of the solar panels. The output of electricity generated from solar panels must not be less than 80% of the rated efficiency of electricity. If electricity generation efficiency falls below guaranteed levels, Kyocera will either re-supply the solar panels or repay the purchase price under Kyocera terms.

Kyocera has been a leading global solar technology manufacturing and development company since 1975 with cutting edge technology and research and development in the production of photovoltaic types. Efficient and high quality Multicrystalline Solar Cells Kyocera's products are sold to countries around the world, giving Kyocera a competitive edge in the photovoltaic market. The Kyocera Group is a multinational company. It operates in many countries around the world,

including America, Europe, Asia, Africa and the Middle East, etc. With its head office located in Japan, with more than 60 years of experience, Kyocera is stable in both finance and technology.

Another key equipment for solar farm project construction is inverter, which SPC has entered into a long-term purchase agreement with SMA, a manufacturer and distributor of quality and reliable inverters. Yes, SPC receives a 5-year inverter warranty. However, SPC has agreed to purchase an additional 15-year inverter warranty, totaling 20 years for all projects.

Construction

SPC has recruited and hired an experienced subcontractor has had successful construction before works. In addition, SPC also provides on-site service by having engineering teams supervise the construction of the solar farm project from start to completion. With various agencies involved to obtain the various permits required to construct and operate each solar farm project. In order to be legally authorized to operate business.

Procurement

Solar Modules

Photovoltaic technology used in solar farm system projects Photovoltaics It can be divided into 2 main types as follows.

1. Crystalline, which can be divided into two types: solar panels made of silicon. Single crystal Also known as Monocrystalline Silicon Solar Cell and Total Crystals Polycrystalline Silicon Solar Cell which type of solar panel technology. It is a technology that has been used for a long time and is a technology that is recognized around the world.

2. Thin Film (Thin Film), which can be divided into two types: solar panels made of silicon. And solar panels made from other types of semiconductors such as gallium arsenide, cadmium telleride, and copper indium diselanide, etc., such type of solar panel technology will be cheaper. Crystalline, but a new technology. This is not yet proven to be effective in the long term. It may also require more panel space compared to other technologies, and some types of thin films, such as cadmium telleride, also contain toxic ingredients.

Therefore, SPC chose to use photovoltaic technology. Polycrystalline Because it is a technology that has long proven to be effective. And takes up less space to place the panel compared to other technologies Since the equipment of a solar farm project generally has a long service life of more than 30 years, solar panels are one of the important equipment of a solar farm project. A strong commercial presence is Kyocera, a manufacturer and distributor of photovoltaic modules for use in all 34 of SPC's solar farm projects and two of SPA's.

Inverter

In addition to solar panels Inverter (Inverter) is also an important device for a solar farm project. By inverter Can be divided into 2 types:

1. Central Inverter, a large inverter. Can be connected to multiple solar panels at the same time. Therefore, few electrical converters of this type are used in the solar farm project. Therefore, the cost of construction projects is relatively low.

2. String Inverter, a small power inverter. It must be installed with a small group of solar panels only, resulting in a large number of solar inverters being used in solar farm projects, resulting in higher construction costs than using Central Inverter in the early stages.

However, SPC opted for String Inverter as SPC sees that if there is a failure with this type of inverter, it can be able to maintain faster and lose a small amount of electricity. This resulted in lower maintenance costs and a lower risk of loss of income than central inverter use.

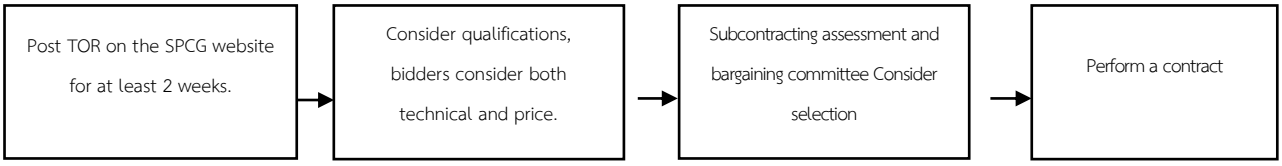
SPC has therefore entered into a purchase agreement for the inverter for all 36 solar farm projects with SMA, a company listed on the Frankfurt Stock Exchange. Engaged in manufacturing and distribution of large electrical converters And is in use worldwide, up to 80 gigawatts, has affiliates that support Solar power business operations cover production, maintenance and maintenance. They are also the world's leading experts in technology. Photovoltaics (PV) and data storage for over 35 years, SMA standard guarantees the inverter for 5 years. guarantee

Other equipment

For other materials such as transformers (Transformer) SPC has made a good selection. In the past project, SPC used the company's transformer. Ekarat Engineering Public Company Limited, which has been a manufacturer and distributor of transformers for a long time. And is the first transformer manufacturer to be certified by the Industrial Standard (TIS 384-2524). In addition, SPC has a wide range of good quality power cables for optimum use and minimal power loss. In addition to transformers and power lines When selecting other equipment to use in a solar farm project, SPC takes into account efficiency, functionality and rationality.

Procurement

Since SPC has to procure subcontractors all the time, SPC has a very good subcontractor procurement system. With the procedure for procurement as follows



2. Business, and Operating, Maintenance and Monitoring (OM&M) Business

Currently, the Company provides OM&M services to affiliated companies only and plans to provide OM&M services to third parties in the future. The nature of OM&M business is as follows.

Products and Services characteristics

At present, the company provides operational services Maintenance And processing solar farms through SPC, a subsidiary of the Company. The SPC expert team will be in charge of the system installation. This will enable efficient quality control of service and maintenance work. Currently, SPC provides OM&M services to solar farm projects that the Group of Companies. Own shareholding Operation service business details Maintenance And processing solar farms are as follows.

Operation

SPC provides operational and support services for solar farm projects. By providing services to coordinate with PEA on daily connection to the power system Take care of the orderliness of the daily solar farm project and prepare a report to summarize the results of the daily operations to provide an efficient overview of the day-to-day operation of the solar farm project. And to assure customers that they can generate the highest power according to the production capacity of each project. By the company group Will provide a 24-hour monitoring service in every project it provides.

Maintenance

SPC provides maintenance services for solar farm projects. Both to prevent damage that may occur to solar farm projects such as cleaning solar panels, mowing grass, maintaining the surrounding area of solar farm projects, etc., and solving problems that arise in solar farm projects such as Repair worn or damaged equipment to enable the solar farm project to smoothly operate the commercial power and generate the highest amount of electricity.

Monitoring

SPC monitors the project through SCADA (Supervisory Control and Data Acquisition), a remote monitoring system that allows SPC to monitor solar farm projects. And be aware of problems arising with the equipment promptly This enables complete and accurate solutions to be resolved within a short period of time. Additionally, the SPC maintains a daily climate record. And prepare a daily report to report the nature, weather and the amount of electricity that can be produced each day.

Procurement

Human resource

Due to the inconsistent labor service provision and the solar farm that SPC operates It is distributed in different provinces, so SPC does not hire regular workers as it will cause the Company During the time when labor was not needed, SPC hired workers from the areas where each solar farm project was located from time to time as needed.

However, SPC hires operational engineers to stay at the solar farm project to coordinate with PEA in normal operation and to supervise the project's orderliness. There will be approximately 4 people per solar farm project.

Procurement of equipment and spare parts for maintenance

To maintain a solar farm project, worn equipment must be repaired or replaced, which cannot be used by SPC, there will be an expert technician to change the equipment and there is a backup of the same equipment used in the solar farm project to ensure that the power generation efficiency of the solar farm project will not change significantly.

Providing OM&M for all 36 solar farm projects of SPC and SPA, SPC will be responsible for the spare solar panel backup and the project is responsible for backing up inverter and other equipment as spare parts.

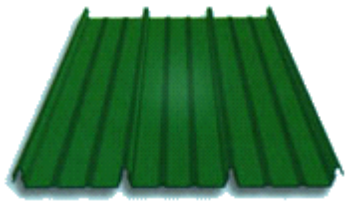
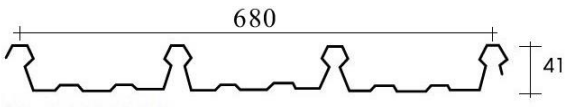
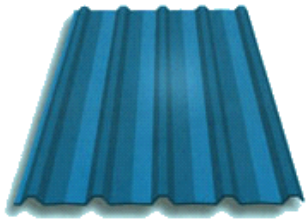
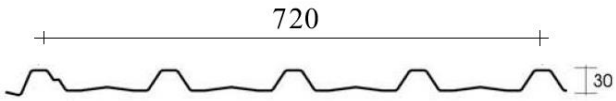
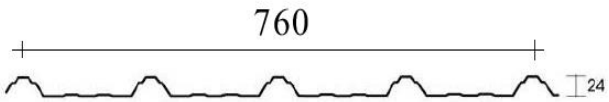
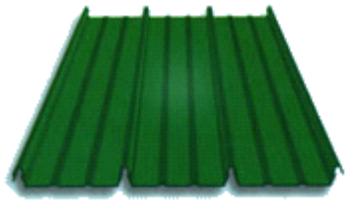
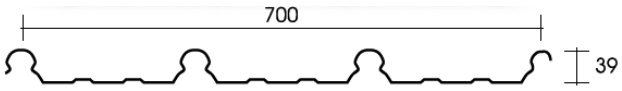
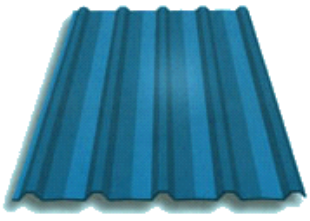
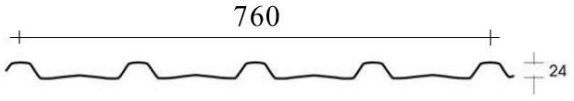
Software for monitoring Solar farm

SPC uses SCADA Software, a real-time data monitoring and analysis system, used to monitor status. As well as controlling the operation of solar farm projects, the SCADA system is a channel for sending both images and data of 36 solar farm projects to the head office in Bangkok.

3. Steel Roof business

Steel roof and structural business with complete services (Steel Roof), commonly known as metal sheet roofing (Metal Sheet Roofing) under the trademark "ROLLFORM" and has been certified for industrial standards. "TIS 1128-2535 Steel roofing sheet, which operates under Steel Roof Company Limited (SRC), details of the products produced and sold are as follows.

1. Roll Forming Metal Sheet

Model	Characteristic	Size (mill metres)
LOCK RIB V-680 BLH		
SAFE RIB S-720 B, S-720 BH		
ECON RIB E-760 B		
LOCK RIB V-700 BLH		
ECON RIB S-760 B		

In addition to the 5 forms of corrugated coated steel sheets which the company produces by ourselves, the company can also supply other forms of corrugated coated steel sheets by either the hiring method or the introduction of the coated steel sheet to form at the manufacturer's factory Producing several other companies with the same business operation Which is a

business partner of the Company. However, the Company does not regularly produce other forms of corrugated steel sheet. But the production will be considered when the customer's purchase quantity and the selling price are worth the cost of procurement of the machinery and operating costs of the corrugated steel sheet. Besides being used as roofing material, it can also be used as a wall covering. Or used as other components of the building such as awnings, fences, louvers, ventilation, etc. The company can produce a wide variety of sizes and styles to respond to customer needs.

Corrugated steel sheets that are products of the company They are waterproof, leakproof. Heat resistant, suitable for the climate in Thailand. Reflects light and heat well. Makes the inside of the building at a lower temperature than the building that uses tiles or other materials that shingle. It can also be used in harsh corrosive environments due to its excellent resistance to rust corrosion and also lightweight use fewer supporting structures Thus saving structural costs and saving installation time. The shape of this corrugated steel plate can be freely bent, upside down or supine. Resulting in various designs Add beauty to the building with a long service life Guaranteed up to 30 years, which is 4 times longer than normal zinc coated steel sheets.

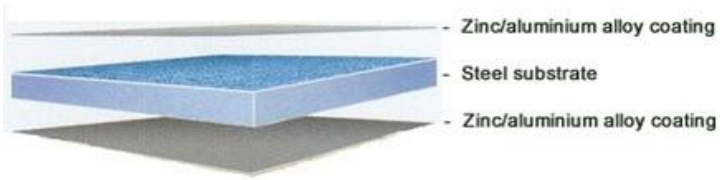
Types and properties of corrugated coated steel sheets Other products and installation services

Company's customers Different materials can be selected from corrugated steel sheets, with different durability and warranties available. Which such materials can be divided into 2 types:

Uncoated Steel sheet

It is made from a steel plate coated with a mixture of 55.0% aluminum, 43.5% zinc and 1.5% silicon (Zincalume). Iron texture, which is a zinc part prevents corrosion at the cutting edges and scratches, making the steel sheet. It is more durable than normal zinc coated steel.

The figure shows the coating layer of the uncoated steel plate.



Remark: Steel thickness before coating 0.25-0.55mm

Table of different models of uncoated steel plates

Group of mate	Minimum coating qu (Grams per square m	Warranty
Zacs RW 90	90	7 years corrosion warranty
Zacs RW 100	100	10 years corrosion warranty
ZINCALUME®	150	20 years corrosion warranty

Pre-painted steel sheet is made from uncoated steel sheet. It is coated with a surface conditioning agent that increases the adhesion between the steel and the paint, which is applied over the coat to prevent fraying and flaking, and then primed with a corrosion inhibitor paint. Then coated with high quality paint Therefore, this color coated steel plate has higher corrosion resistance than the unpainted steel plate. Customers can choose from 12 colors according to their needs.

The figure shows the coating layer of the color coated steel sheet.

Polyester paint on front surface

Epoxy primer to prevent corrosion
Surface bonding, metal coatings and paint to increase the adhesion properties and anti-corrosion

Inner coated steel

Surface bonding, metal coatings and paint
Epoxy primer

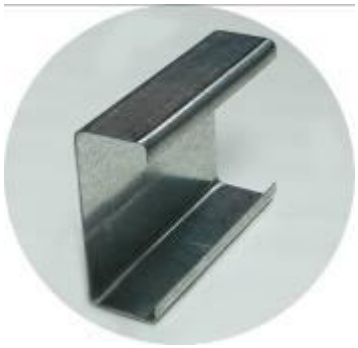
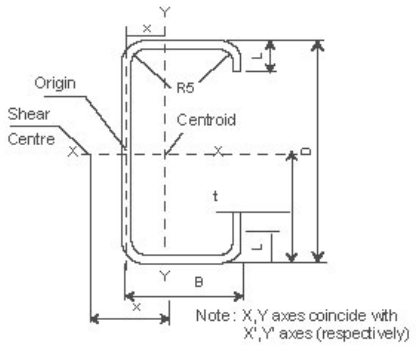
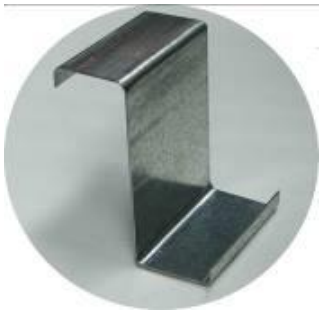
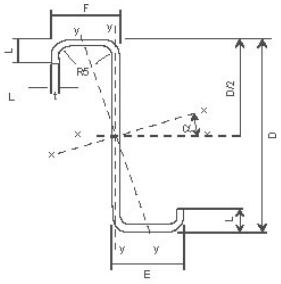
Remark: For Clean COLORBOND®, there will be an additional layer of polyester coating on the back to enhance durability and beauty.

Table showing different models of color coated steel sheet

Group of Material	Inner coated ste	Warranty
P-Zacs SC 90	Zacs RW 90	12 years corrosion warranty
P-Zacs RW 100	Zacs RW 100	20 years corrosion warranty
Clean COLORBOND®	AZ150	30 years corrosion warranty Peeling guarantee Fade and discoloration 1 5 years no dust guarantee

2. High Strength Purlins

In addition to the Roll Forming Metal Sheet, which the company produces and distributes, in 2006, the company has developed a production line of high-strength steel purlin "C" and "Z" by forming the sheet. High strength steel (G450) with anti-rust zinc coating. Both types of purlin are suitable for use in structural steel roofing. Or the beam to receive the building wall Focus on materials lighter than black steel purlin that are commercially available. Reduce welding work and do not need to paint quick installation Using a screw nut system.

Model	Characteristic	Structrue
C type		
Z type		

3. Other product

The company distributes other products. Related to roofs and walls The main objective is to be a complementary product to the main products that the company produces in order to meet the needs of customers more fully.

Translucent roof

The company is the distributor of SKYLIGHT transparent roof for buildings that need natural light to enter the building, which the company distributes transparent roof for both general buildings and air-conditioned buildings.

Other eqiupment

For a complete distribution, the company is also a distributor of various roof and wall installation accessories such as insulation, screws, etc., which are suitable for the nature of use with thecompany's products .

PEB

The company is a distributor of Prefabricated Steel Structure (PEB), the latest innovation designed By professional engineers with high experience according to the design required by the customer under the international design standards. Delivered as a set to the construction site Each part of the structure is designed to be connected by a bolt and nut system.

Installtion

The company provides installation services for all types of products that the company Produced and distributed throughout the country Using the method of hiring a subcontractor or using the company's installation team With the company's engineering staff Total installation quality control Currently the company There are more than 20 assessed and selected subcontractors, and if installation delays or damage occur, the subcontractor is responsible for all costs incurred. And there is a warranty for the installation work for the company for 1 year.

Procurement

Raw material

The raw materials for the production of coated rolled steel sheets are Cold-rolled zinc-coated steel sheet with color coated and uncoated aluminum, the Company purchases almost all raw materials from NS BlueScope (Thailand) Co., Ltd., accounting for 84.3%, 80.2% and 76.2% of the cost. Products are sold from the entire steel business, respectively. NS BlueScope (Thailand) is a major producer of pre-painted and unpainted anti-rust alloy coated steel sheets used for the production of coated steel roofing sheets. wave It has a domestic market share of approximately 60.0% in 2015 and is distributed domestically to approximately 400 loyal companies.

Agreement of product procurement

The company bought products with NS BlueScope (Thailand) for a long time. By continuing to purchase all main raw materials since 1997 until now. By not entering into a written commercial contract, however, to ensure continuity of procurement and purchase conditions for raw materials, the Company has made a Supply Agreement with

NS. BlueScope (Thailand), which is a normal commercial practice that the Company has received from NS BlueScope (Thailand) from past to present.

In addition, the company It has also entered into a joint branding agreement ("Steel By" Logo Agreement) with NS BlueScope (Thailand) in order to create a well-known brand of NS BlueScope (Thailand). Credibility and increase the competitiveness of the company Both agreements can be summarized as follows:

The Company's raw material procurement schedule

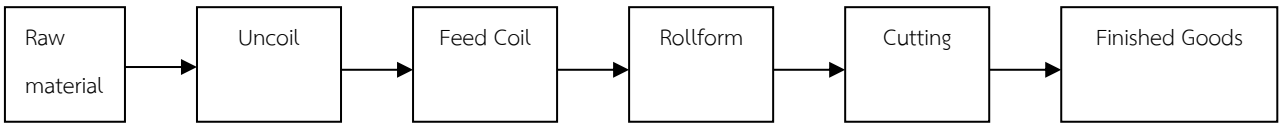
Agreement	Dated	Summary
Raw material	10 March 2005	- The price of the product (offered by NS BlueScope (Thailand)) - The asking price is The price of the product is combined with shipping and variable costs. The variable cost depends on the order quantity. Color delivery length And the grade of the product itself - NS BlueScope (Thailand) will deliver the price list in advance to the company every month regardless of the price change or not. - The price list contains details of the payment. Shipping period, period for which the aforementioned Price List is in effect. And other conditions - Delivery period: 4 weeks - Coil Weight: - Coil that NS BlueScope (Thailand) sent to the company It weighs between 2.5-5.0 tons. If NS BlueScope (Thailand) offers a lighter coil. Must notify the buyer in advance. - Coil has variable weight in the range of ± 10% from the estimate. - Complaint: - Complaints about steel weight, price, pay, quality and product details. Will be revised within 1 week after NS BlueScope (Thailand) has received product details and samples. - Special discount : - For large projects or projects with significant competitors, NS BlueScope (Thailand) may consider offering a special discount. It depends on the project delivery schedule, credit conditions, and product type. (In practice, NS BlueScope (Thailand) will consider giving a special discount in the event that its competitors Purchase raw materials from other manufacturers other than NS BlueScope (Thailand). - Minimum quantity of raw materials to be ordered: No - Term of terminate: No - Fines for violating the conditions: No - Agreement fee: No - Term of Agreement: This Agreement does not impose a binding term. Therefore, the Company and NS BlueScope (Thailand) will continue to trade under this Agreement as

Agreement	Dated	Summary
		long as the commercial terms have not changed materially and neither party has violated the terms of the Agreement.
Brand sharing	1 April 2005	- Term of terminate: No - Fines for violating the conditions: No - Agreement fee: No - Term of Agreement: This Agreement is valid for a period of 12 months from signing. Therefore, the company The brand designated by NS BlueScope (Thailand) designated as "Steel supplied by BlueScope Steel" may be used under this Agreement as long as the commercial terms are not subject to material change and no one party acts. Violate the terms of the agreement

Production and installation

The Company has a steel sheet forming factory located at No. 8 Moo 15 Soi King Kaew 11, Bang Phli Yai Subdistrict, Bang Phli District, Samut Prakan Province. Approximately 6 rai of land, which currently has a roof capacity of 13,400 tons per year, or about 3,000,000 square meters per year. And the total production capacity of "C" and "Z" purlin is approximately 2,000 tons per year, or about 500,000 meters per year.

- Production process



The production process starts from taking raw materials. (Cold rolled steel sheet), color coated or without color coated as customer required. To unfold a sheet (Uncoil) to feed (Feed Coil) into the rolling machine (Rollform) to roll to get the shape of the corrugation. And size, length and number of sheets as ordered Each rolled sheet will be cut by a corrugation cutter. Each roof sheet will be checked for size and length to meet customer requirements. The aforementioned production process takes about 1 day and will undergo quality checks at every step. From raw materials to finished products in accordance with ISO 9001: 2008 quality system standard.

Most of the company's products Made to order (Made-to-order) without limitation on the length of the product. Because large trucks can come directly to the factory to receive products. In addition, production services can be provided at the customer's installation site in case the customer requires the roof sheet that is too long to be transported. From the business experience for more than 22 years, the company has the readiness of personnel and expertise in production. The products are guaranteed in terms of color

quality. And rust for 5-30 years depending on the type of coating Issued as a quality assurance certificate from BlueScope Steel (Thailand) Co., Ltd., a raw material distributor for the company. And is certified to the international standard Australian Standard AS 1397-2001

- Project Installment mangement

In addition to production Project installation is another important part of the Company's service provision. Complete cycle Therefore, installation management is very important in business operations as it is the main factor that makes the cost of the project in line with the specified budget, the Company plans to expand the proportion of sales and installations to be more in the future and realize the necessity of installation control and has organized the system Project installation management as follows

Recruiting sub-contractors The company does not have its own installation team. But using a subcontractor hiring method in all job installations as with other companies. The company operates the same business such as BlueScope, Lysaght, etc., which gives good control over the project cost. Most of them do business with the company. For a period of 5 years or more. There is a policy to continuously recruit additional subcontractors. Especially the sub-contractors who have the potential to accept large-scale jobs in accordance with the Company's policy in increasing the proportion of sales and installation

Allocation of work to subcontractors When receiving the project installation work, the company will consider the size of the work compared to the number of workers of each subcontractor. And choose to hire a subcontractor that has the potential to accept the job by distributing the work to each subcontract appropriately Not relying on any one Of which, there are 11 subcontractors in total that can accept large-scale installation work. The roof area is approximately 5,000 square meters or more. And have subcontractors Which has expertise in installing medium-sized jobs, number 16 people, roof area approximately 1,500-5, 000 square meters, which is the size of most of the work of the company. There are only 2 subcontractors that can accept both medium and large installations, allowing the company to select subcontractors to suit the given job. And in case there are many large projects at the same time, the Company can allow 2-3 mid-sized contractors to work together. Therefore, there has never been a shortage of subcontractors in the installation.

Installation quality control All installation work is quality controlled by our Site Supervisor and the overall performance assessment is performed after the project is completed with the project owner to ensure the quality of the installation. The subcontractor has 1 year warranty after delivery.

To control the installation period to be as specified, the Company requires every subcontractor to report the progress of the work every 7 days. Can be corrected in a timely manner if the installation is delayed than planned. However, if the delay is due to the direct fault of the subcontractor. The subcontractor is responsible for all damages incurred.

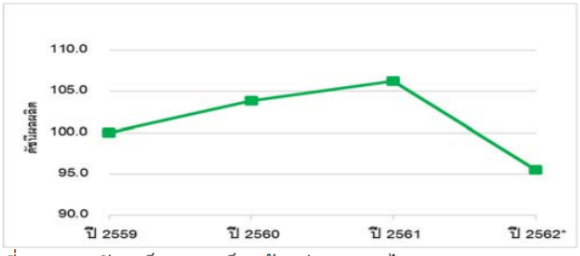
Establishing the company's own installation team to accommodate the work of subcontractors Which may not be able to work in time during which the work comes together This makes the quality management of the work better as well as being able to adjust the workforce to the after-installation service more efficiently.

Raw material trend

From the summary of industrial economic conditions in 2019 and outlook for 2020 of the Office of Industrial Economics

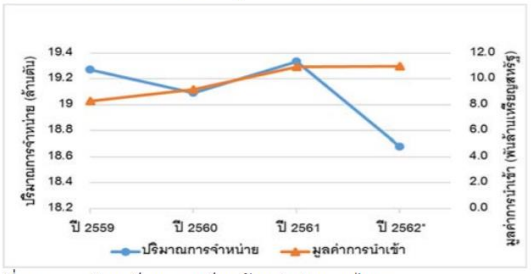
In 2019, it is expected to decline compared to the previous year. The Manufacturing Production Index was 95.5, down 10.3% (% YoY) for both long products and flat iron. The decreased products in the long steel group were wire rod, steel wire and structural steel. This was due to the slowdown in the industry and the decrease in flat steel products, such as hot rolled coil. Tinplate And chrome coated steel sheet Caused by continuous industrial manufacturers importing cheap products from abroad

ดัชนีผลผลิต



ที่มา : สถาบันเหล็กและเหล็กกล้าแห่งประเทศไทย

ปริมาณการจำหน่ายและมูลค่าการนำเข้า



ที่มา : สถาบันเหล็กและเหล็กกล้าแห่งประเทศไทย

Source: Office if industrial economic

Sales in 2019 are expected to be 18.7 million tons, a decrease of 3.4% (% YoY) for both long steel products and flat iron. The decreasing products in the long steel group were hot-rolled structural steel. The reduction in flat steel products was hot-rolled thin steel. Cold rolled steel sheet And tinplate

Imports in 2019 are expected to be worth US $ 10.7 billion, down 1.7% (% YoY) for both long-steel products and flat iron. The products in long steel products with lower import value such as steel bars used in the continuous industry and wire rod products in the flat steel group have decreased import value such Welded steel pipe Other types of coated steel sheets and galvanized sheet steel, type EG

The iron and steel industry outlook for 2020 predicts a slight increase in production at about 0.0-0.5 percent compared to the same period of the previous year. With supporting factors from the continuous expansion of industries such as the construction industry Especially government infrastructure construction projects and various government economic stimulus measures according to the Cabinet's resolution on November 26, 2019, such as support for housing down payment for people with income not exceeding 100,000 baht per month, which results from such measures It is expected to stimulate domestic demand. Resulting in sales of address Rely more on for steel consumption in 2020 is expected to be 18.8 million tons, an increase of 0.77 percent.

4. Solar Roof Business

Operated under Solar Power Roof Co., Ltd. (SPR), registered on May 1, 2013, which is the first in the business development, distribution and installation of solar roof power generation systems in Thailand and the ASEAN community by SPR has divided the target customers into 3 groups: home and residential customers. Commercial building customers Office building Government building Industrial customers

5. Authorized Sales and Service Partner of SMA Solar Technology AG (SMA), Germany

Operated under Solar Power Engineering Company Limited (SPE) since July 2018, has been appointed as an authorized distributor and provider of inverter (Inverter). Sales & Service Partnership) only one in Thailand. To take care of SMA customers in Thailand and in the 4 Indochina regions, including Vietnam, Laos, Cambodia and Myanmar, SMA is a leading manufacturer of inverters (inverters) as the main equipment for solar power generation. Listed on the Frankfurt Stock Exchange of Prime Standard (code S92), SMA has sales in the first half of 2018 of 394.6.5 million euros, net profit of 11 million euros, including electricity generation of over 4, 305 MW (as of June 30, 2018), providing efficient solar power generation products and solutions. Both used in homes Commercial use and is used in large solar power plants. SMA systems can support many types of battery connections.

In addition, SPCG also chooses an inverter from SMA. And the efficiency of the operation of the Inverter system, coupled with modern technology It is recognized internationally by all solar farm projects Including providing installation services from solar roof to all customers, which SPCG accounts for more than 60.0 percent of the total inverter in this region.

6) Target customer of the Company

Business of Investment and Development of Solar Farm, Business of Engineering, Procurement and Construction: EPC, and Business of Operation, Maintenance and Monitoring: OM&M.

1. Business of Investment and Development of Solar Farm

With SPCG has invested in and developed solar farm projects. By establishing a subsidiary company, one project per company, each company entered into a power purchase agreement with the Provincial Electricity Authority. Which is a state-owned enterprise under the supervision of the Ministry of Interior Therefore, the power generation and distribution system of 36 solar farms has the Provincial Electricity Authority to purchase electricity for every unit. The income structure is divided into 3 parts: the purchase price increase. The base tariff that can be adjusted in accordance with the announcement of the Provincial Electricity Authority Variable Electricity Charge (Ft), which is price adjusted every 4 months according to the changing price of imported fuel and the international exchange rate.

1. Engineering, Procurement and Construction (EPC)

SPC provides engineering, procurement and construction services for turnkey solar farm (EPC) projects, including 34 SPC solar farm projects and 2 SPA projects, as well as additional projects to be developed.

2. Business, and Operating, Maintenance and Monitoring ("OM&M") Business

As SPC is currently providing OM&M service to all SPC's solar farm projects that have already begun commercial power distribution. Including projects that will be launched in the future as well, the current customer is a subsidiary of SPC only.

Business of Steel Roof and Roof Structure with One-Stop Service

Target customer groups The Company's product users (End User) are retail customers of medium to small industrial plants. Which includes both new factories and factories that want to improve building and roof structures to be more beautiful and durable It accounts for 95.0% of the industrial customer base of all customers. The Company reaches customers who use the products through intermediaries, which are the direct customers of the Company. Which can be divided into 4 main groups as follows

Contractor (Contractor) is the main target group. By the normal nature of doing construction business. The contractor is the contractor from the customer and hires the subcontractor. (Subcontractor) for construction in various parts, which the company is one of the subcontractors for roofing, the company charges directly from the project contractor that the company Received from the contractor There are both new factory construction projects. And projects that are characteristic of the existing factory improvements

Due to sluggish revenues from contractors, the Company still stricts its billing risk management. Before considering product sales, it will be considered based on past performance and financial status. Of contractor Including the project owner who hires the contractor will be thoroughly assessed to have sufficient debt potential. (From the financial statement database by Business Online Public Company Limited and from inquiries from various business partners). An advance deposit is charged from the customer 30% of the project value or it is agreed upon. If the customer cancels the project, the company This deposit will be used as a discount for the sale of the manufactured goods to other customers. Then the company Will be billed periodically according to the work progress By charging 40 percent when shipping And for larger projects, 20 percent will be charged during installation. Therefore, the amount that will be charged upon completion of the project is only 10-30 percent of the total project value. The company Will let the customer issue an advance check or promissory note for a new contractor. Or a contractor at the company Considering that there is a risk from debt payments This is another way to reduce the risk of billing. There is bad debt from contractors less than 1 percent of all debtors.

Dealer The company sells the product is coated steel roof sheet. Including all accessories and the dealer is responsible for contacting customers, including installation, the company sells products to dealers as well as sales to general customers. By setting the selling price and credit limit According to order quantities and order continuity. By considering the selection of the dealer based on the ability to serve customers, installation quality. Areas where dealers can market. The aforementioned dealers made the distribution of the Company's products More spacious Especially in other provinces Which projects that the company Sold through dealers, most projects are medium to small. And is likely to be the main revenue generating group in the future. It is also less at risk than contractors.

Project Owner: This group of customers is project owners who directly contact the company to purchase products, most of them are customers who have existing building structures. And want to improve the quality or change the roofing material or use specific company products When looking to expand a new factory, the Company manages the risk of billing from project owners as well as contractor customers. Selling more products to project owners By offering a full range of sales Both main products Is a high-strength steel purlin roofing material And complementary products such as prefabricated roof structures, insulation, translucent roof sheets, etc. The Company focuses on offering structural designs that can be used in combination with the most benefit Including contractors to dismantle the old roof for the installation of a new roof So that customers who own the project can get convenience and speed

The company has received a job from the government. By competing with other manufacturers and distributors in government projects Related to the corrugated coated steel roof or other products of the company

7) Distributing Channel of the Company

Business of Investment and Development of Solar Farm, Business of Engineering, Procurement and Construction: EPC, and Business of Operation, Maintenance and Monitoring: OM&M.

1. Business of Investment and Development of Solar Farm

Since the business of investing and developing solar farm projects is the distribution of electricity to PEA, so the distribution channel of this business Therefore, it is the connection of electricity from each solar farm project to the PEA system through a meter to measure the number of units of electricity sent to PEA.

Land acquisition for solar farm project

The affiliates of SPC and SPA that operate solar farms will own the land used for the construction of all power plants. The policy for selecting the location of the solar farm project is as follows:

(1) Land on the main road and close to the PEA's electrical system connection point to save on wiring costs and reduce the rate of electricity loss from distances used to connect electricity to PEA's system.
(2) High land No history of flooding and has a suitable land shape for the construction of a solar farm project
(3) Land has a not so high price. This will affect the time of project payback.

1. Engineering, Procurement and Construction (EPC)

At present, SPC has only one distribution channel, serving SPC and SPA affiliates for the construction of solar farm projects. Which is a project in the group of companies to complete all 36 projects

2. Business, and Operating, Maintenance and Monitoring ("OM&M") Business

SPC is currently providing OM&M service to all SPC affiliates that have already operated commercial power distribution operations.

Business of Steel Roof and Roof Structure with One-Stop Service.

Distribution through contractors (Contractor) and project owners (Project Owner) The company uses direct sales strategies to sell projects. By allowing project sales staff with good product knowledge to present projects to architects, designers and the main contractor as well as bid Until sales close In addition, there are also some contractors that work with the company. Directly because they receive information from advertisements and specific contractors from the project owner to buy from the Company.

As for sales through dealers (Dealer), the company currently Product distribution Through exclusive dealers in Bangkok And the Northeast Total of more than 60 dealers. The dealers will be responsible for finding

customers and installing the products themselves by ordering products from the company. The company plans to expand dealers to cover areas in the north and south in order to increase the distribution area.

8) Revenue structure of the Company

Business	2017		2018		2019		Quarter 3 2020	
	%	Baht mm	%	%	Baht mm	%	Baht mm	%
Solar farm business								
Revenue from sales of electricity	4,273.0	*69.8*	4,297.5	*71.1*	4,475.7	*84.1*	3,256.7	*85.4*
Revenue from construction contracts	-	-	0.0	-	0.0	-	-	-
Revenue from services	-	-	0.0	-	0.0	-	-	-
Revenue from sales	6.0	*0.1*	4.6	*0.1*	6.8	*0.1*	-	-
Total revenue from Solar Farm business	**4,279.0**	***69.9***	**4,302.1**	***71.2***	**4,482.5**	***84.2***	**3,256.7**	***85.4***
Steel roof business								**-**
Revenue from sales	148.2	*2.4*	99.8	*1.7*	108.1	*2.0*	449.9	*11.8*
Revenue from sales with installation	61.9	*1.0*	66.0	*1.1*	113.2	*2.1*	-	-
Total revenue from Steel Roof business	**210.1**	***3.4***	**165.8**	***2.7***	**221.3**	***4.2***	**449.9**	***11.8***
Solar roof business								**-**
Revenue from sales	19.7	*0.3*	34.2	*0.6*	32.1	*0.6*	-	-
Revenue from sales with installation	1,499.6	*24.5*	1,415.6	*23.4*	474.3	*8.9*	70.0	*1.8*
Total revenue Solar roof	**1,519.3**	***24.8***	**1,449.8**	***24.0***	**506.4**	***9.5***	**70.0**	***1.8***
Authorised Sales & Service Partnership business								**-**
Revenue from sales	-	-	0.2	*0.0*	3.3	*0.1*	-	-
Revenue from service	-	-	10.3	*0.2*	33.1	*0.6*	36.5	*1.0*
Total Authorised Sales & Service Partnership business	**-**	**-**	**10.5**	***0.2***	**36.4**	***0.7***	**36.5**	***1.0***
Other revenue	114.8	*1.9*	118.3	*2.0*	76.0	*1.4*	-	-
Total revenue	**6,123.2**	***100.0***	**6,046.5**	***100.0***	**5,322.6**	***100.0***	**3,813.1**	***100.0***

Source: 56-1 of the Company

9) Financial Position of the Company

The IFA summarized the Company's performance and financial position based on financial statements from the year 2017 – 2019 and Quarter 3 of 2020 audited and reviewed by KPMG Phoomchai Company Limited

Key Summary of the Company's Consolidated financial statement

Income Statement

	2017		2018		2019		Quarter 3 2019		Quarter 3 2020	
	Baht mm	%	Baht mm	%	Baht mm	%	Baht mm	%	Baht mm	%
Revenue from sales and services	6,008.4	*100.0*	5,928.2	*100.0*	5,246.5	*100.0*	3,794.6	*145.0*	3,813.7	*138.3*
Cost of sales	(2,303.5)	*(38.3)*	(2,222.6)	*(37.5)*	(1,620.6)	*(30.9)*	(1,177.6)	*(45.0)*	(1,056.8)	*(38.3)*
Gross Profit	**3,704.9**	***61.7***	**3,705.6**	***62.5***	**3,626.0**	***69.1***	**2,617.0**	***100.0***	**2,756.8**	***100.0***
Other revenue	114.8	*1.9*	118.3	*2.0*	76.0	*1.4*	38.5	*1.5*	25.3	*0.9*
Selling expense	(73.2)	*(1.2)*	(76.8)	*(1.3)*	(17.3)	*(0.3)*	(20.0)	*(0.8)*	(21.5)	*(0.8)*
Administrative expense	(240.6)	*(4.0)*	(258.9)	*(4.4)*	(276.6)	*(5.3)*	(175.6)	*(6.7)*	(195.4)	*(7.1)*
Profit from financial derivative	-	-	-	-	-	-	-	-	46.2	*1.7*
Profit (loss) from financial instrument	-	-	-	-	--		13.1	*0.5*	4.7	*0.2*
Share of profit of joint ventures and associates	(0.9)	*(0.0)*	(0.1)	*(0.0)*	(0.0)	*(0.0)*	-	-	(0.8)	*(0.0)*
Total Expense	**(199.8)**	***(3.3)***	**(217.5)**	***(3.7)***	**(217.9)**	***(4.2)***	**(144.0)**	***(5.5)***	**(141.5)**	***(5.1)***
Earning before interest expense and tax	**3,505.1**	***58.3***	**3,488.2**	***58.8***	**3,408.1**	***65.0***	**2,473.0**	***94.5***	**2,615.3**	***94.9***
Finance cost	(618.2)	*(10.3)*	(503.3)	*(8.5)*	(360.2)	*(6.9)*	(277.6)	*(10.6)*	(203.5)	*(7.4)*
Earning before tax	**2,886.9**	***48.0***	**2,984.9**	***50.4***	**3,047.9**	***58.1***	**2,195.4**	***83.9***	**2,411.9**	***87.5***
income tax	(64.8)	*(1.1)*	(61.3)	*(1.0)*	(36.6)	*(0.7)*	(26.7)	*(1.0)*	(60.4)	*(2.2)*
Profit for the year	**2,822.1**	***47.0***	**2,923.6**	***49.3***	**3,011.3**	***57.4***	**2,168.7**	***82.9***	**2,351.5**	***85.3***
Owners of the parent	**2,524.3**	**42.0**	**2,613.6**	**44.1**	**2,669.4**	**50.9**	**1,922.9**	**73.5**	**2,097.1**	***76.1***
Non-controlling interest	**297.8**	**5.0**	**310.0**	**5.2**	**341.8**	**6.5**	**245.8**	**9.4**	**254.4**	***9.2***

Source: Consolidated financial statement as of 2017 – 2019 and Quarter 3 of 2019 and 2020

Financial Position

	31 December 2017		31 December 2018		31 December 2019		Quarter 3 2020	
	Baht mm	%	Baht mm	%	Baht mm	%	Baht mm	%
Asset								
Cash and cash equivalent	345.9	*1.5*	129.2	*0.6*	460.1	*2.1*	128.7	*0.6*
other current financial assets	1,441.1	*6.3*	1,857.1	*8.1*	2,644.4	*12.1*	3,371.0	*14.8*
Trade receivable and other receivable	1,525.9	*6.6*	1,226.7	*5.4*	1,025.1	*4.7*	882.8	*3.9*
Short term loan to related parties	-	-	-	-	-	-	-	-
Current portion of loan to related parties	-	-	-	-	-	-	-	-
Inventory	709.1	*3.1*	906.3	*4.0*	762.6	*3.5*	554.5	*2.4*
Other current asset	149.6	*0.6*	138.1	*0.6*	122.5	*0.6*	118.7	*0.5*
Total asset	**4,171.5**	***18.1***	**4,257.3**	***18.7***	**5,014.6**	***22.9***	**5,055.7**	***22.2***
Other non current financial asset	251.5	*1.1*	681.8	*3.0*	158.5	*0.7*	1,426.0	*6.3*
Investment in associate	1.8	*0.0*	-	-	-	-	-	-
Investment in subsidiaries	-	-	-	-	40.0	*0.2*	39.1	*0.2*
Other investment	468.7	*2.0*	468.7	*2.1*	128.7	*0.6*	-	-
Loan to related parties	-	-	-	-	-	-	-	-
Investment properties	39.8	*0.2*	37.9	*0.2*	38.3	38.3	*0.2*	36.8
Property, plant, and equipment	17,150.0	*74.5*	16,458.4	*72.2*	15,800.3	15,800.3	*72.1*	15,409.0
Intangible asset	99.3	*0.4*	94.7	*0.4*	101.4	101.4	*0.5*	97.0
Deferred tax asset	156.7	*0.7*	157.3	*0.7*	162.4	162.4	*0.7*	188.2
Prepaid warranty expense for invertors	-	-	636.3	*2.8*	583.2	583.2	*2.7*	544.0
Other non current asset	687.4	*3.0*	5.2	*0.0*	4.7	4.7	*0.0*	4.2
Total non current asset	**18,855.1**	***81.9***	**18,540.4**	***81.3***	**16,888.7**	**16,888.7**	***77.1***	**17,744.4**
Total assets	**23,026.6**	***100.0***	**22,797.6**	***100.0***	**21,903.3**	**21,903.3**	***100.0***	**22,800.1**
Laibilities								
Short-term loan from financial institution	10.9	*0.0*	99.0	*0.4*	30.6	*0.1*	7.0	*0.0*
Trade and other current payables	1,085.8	*4.7*	545.0	*2.4*	368.0	*1.7*	253.4	*1.1*
Current portion of debentures	2,940.5	*12.8*	2,369.4	*10.4*	1,696.2	*7.7*	2,197.0	*9.6*

	31 December 2017		31 December 2018		31 December 2019		Quarter 3 2020	
	Baht mm	%	Baht mm	%	Baht mm	%	Baht mm	%
Current portion of lease liabilities	1.4	*0.0*	0.7	*0.0*	0.7	*0.0*	16.4	*0.1*
Income tax payable	38.6	*0.2*	29.2	*0.1*	19.9	*0.1*	29.9	*0.1*
Other current financial liabilities	-	-	-	-	-	-	0.4	*0.0*
Other current liabilities	62.3	*0.3*	66.1	*0.3*	64.9	*0.3*	99.4	*0.4*
Total current liabilities	**4,139.5**	***18.0***	**3,109.4**	***13.6***	**2,180.3**	***10.0***	**2,603.5**	***11.4***
Debentures	7,661.0	*33.3*	5,791.2	*25.4*	4,095.2	*18.7*	3,597.5	*15.8*
Lease liabilities	2.0	*0.0*	1.4	*0.0*	0.7	*0.0*	79.5	*0.3*
Deferred tax liabilities	4.9	*0.0*	0.4	*0.0*	7.1	*0.0*	15.3	*0.1*
Non-current provisions for employee benefits	11.0	*0.0*	14.3	*0.1*	15.6	*0.1*	1.9	*0.0*
Other non-current financial liabilities	-	-	-	-	-	-	66.3	*0.3*
Other non-current liabilities	-	-	0.3	*0.0*	0.3	*0.0*	0.3	*0.0*
Total non-current liabilities	**7,679.0**	***33.3***	**5,807.5**	***25.5***	**4,118.8**	***18.8***	**3,760.8**	***16.5***
Total liabilities	**11,818.4**	***51.3***	**8,917.0**	***39.1***	**6,299.1**	***28.8***	**6,364.3**	***27.9***
Equity								
Share capital	924.0	*4.0*	974.0	*4.3*	974.0	*4.4*	974.0	*4.3*
Share premium on ordinary shares	2,920.9	*12.7*	3,955.9	*17.4*	3,955.9	*18.1*	3,955.9	*17.4*
Share premium from business combination	89.0	*0.4*	89.0	*0.4*	89.0	*0.4*	89.0	*0.4*
Retained earnings								
Appropriated	101.6	*0.4*	101.6	*0.4*	101.6	*0.5*	101.6	*0.4*
Unappropriated	5,672.6	*24.6*	7,119.2	*31.2*	8,668.5	*39.6*	9,466.1	*41.5*
Other components of equity	6.6	*0.0*	(4.0)	*(0.0)*	27.8	*0.1*	-	-
Equity attributable to owners of the parent	9,714.8	*42.2*	12,235.8	*53.7*	13,816.8	*63.1*	14,586.7	*64.0*
Non-controlling interests	1,493.4	*6.5*	1,644.9	*7.2*	1,787.3	*8.2*	1,849.1	*8.1*
Total equity	**11,208.2**	***48.7***	**13,880.7**	***60.9***	**15,604.2**	***71.2***	**16,435.8**	***72.1***
Total liabilities and equity	**23,026.6**	***100.0***	**22,797.6**	***100.0***	**21,903.3**	***100.0***	**22,800.1**	***100.0***

Source: Consolidated financial statement as of 2017 – 2019 and Quarter 3 of 2020

Key Financial ratio

Table of the Company's key financial ratio in 2017 – 2019 and Quarter -3 of 2020

	2017	2018	2019	Quarter 3 2020
Liquidity ratio				
Current ratio (times)	1.0	1.4	2.3	1.9
Quick ratio (times)	0.8	1.0	1.9	1.7
Account receivable day (days)	75.9	84.7	78.3	66.1
Inventory day (days)	102.2	132.6	187.9	167.3
Account payable day (days)	169.0	133.9	102.8	86.9
Cash conversion cycle	9.1	83.5	163.5	146.5
Profitability ratio				
Gross profit margin (%)	61.7	62.5	69.1	72.3
Operating profit margin (%)	58.3	58.8	65.0	68.6
Net profit margin (%)	42.0	44.1	50.9	55.0
Return-on-equity (%)	28.0	23.8	20.5	20.6
Solvency Ratio				
Debt-to-equity ratio (times)	1.2	0.7	0.5	0.4
Interest coverage ratio (times)	5.7	6.9	9.5	12.9

Source: Calculated from financial statements of the Company in 2017 – 2019 and Quarter 3 2020

Explanation for Financial Status and Performance of the Company

Financial Performance

Revenue from sales and services

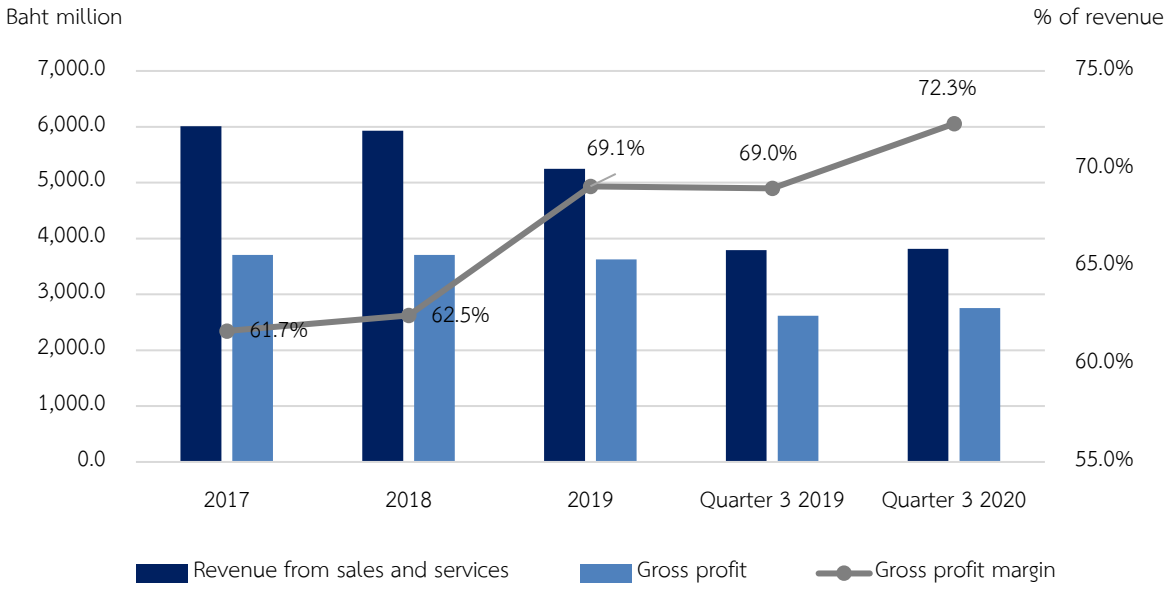
In 2018, the Company had sales and service income of baht 5,928.2 million, a decrease from the year 2017 which was baht 6,008.4 million at the amount baht 80.2 million or equivalent to a 1.3% reduction rate due to solar power of Verroof Co., Ltd., which is engaged in the installation of solar rooftop systems for homes, offices, small business buildings, Medium business, and big business Including industrial plants and others in 2018, revenue of baht 1,456.1 million, a decrease from 2017, which is baht 1,519.3 million, amounting to baht 63.2 million or equivalent to a 4.4% reduction rate and Steel Roof Co., Ltd. Conducting manufacturing business Selling and providing installation services for rolled steel roofs. Also known as Metal Sheet Roofing, revenues in 2018 were baht 165.8 million, a decrease from 2017 which was baht 210.1 million, baht 44.3 million or 21.1%.

In 2019, the company had sales and service income of baht 5,246.5 million, a decrease from the year 2018 which was baht 5,928.2 million, amounting to baht 681.7 million or equivalent to a 11.5% decrease in the year 2019 is due to Solar Power Roof Co., Ltd. has revenue of baht 506.7 million, a decrease from 2018 which is baht 1,456.1 million, amounting to 949.4 million baht, or a 65.2% decrease due to the uncertainty in the world economy, Customers delay their investment and driveing sales of the company by modified its marketing plan and sales strategy in order to increase the competitiveness and choice of customers.

In the third quarter of 2020, the Company had sales and service income of baht 3,813.7 million, an increase from the third quarter of 2019, which was baht 3,794.6 million, amounting to baht 19.1 million or equivalent to a growth rate of 0.5% due to Solar Power Roof Co., Ltd. has revenue of baht 449.9 million, an increase from the third quarter of 2019, which is baht 391.5 million, amounting to baht 58.4 million or equivalent to a growth rate of 14.9% and revenue from the power generation and distribution business of 36 solar farms totaling baht 3,256.7 million, of which revenue from equipment sales of baht 7.3 million and revenue from solar power sales of baht 3,249.4 million, a decrease from the third quarter of 2019, which is baht 3,254.6 million to amount baht 5.2 million or equivalent to a rate of reduction of 0% since the revenue of a subsidy for electricity purchase price (Adder) of baht 8 per unit of Solar Power (Korat 1) Co., Ltd. has ended on April 20, 2020, although the amount of electricity generated and sold at total amount was 292.7 million units, an increase from the third quarter of 2019, which was 289.4 million units, to 3.3 million units.

Gross Profit margin

Revenue, Gross Profit, and Gross profit margin of the Company in 2017 – 2019 and Quarter 3 of 2019 and Quarter 3 of 2020



In 2018, the company had a gross profit of baht 3,705.6 million, an increase from 2017 which was baht 3,704.9 million, amounting to baht 0.7 million or equivalent to a growth rate of 0.0%, mainly due to a decrease in cost of sales. In 2018, the cost of sales and services was baht 2,222.6 million, a decrease from the year 2017 which was baht 2,303.5 million. As a result, the gross profit margin increased from 61.7% in 2017 to 62.5% in 2018.

In 2019, the company had a gross profit of baht 3,626.0 million, a decrease from 2018 which was baht 3,705.6 million, amounting to baht 79.6 million or equivalent to a 2.1% reduction, mainly due to cost of sales and service provision in 2019 amounted to baht 1,620.5 million, a decrease from 2018 which was baht 2,222.6 million or baht 602.1 million, representing a 27.1% reduction in cost of sales and services. Similarly, revenue from sales and service in the solar rooftop system installation business decreased. As a result, the gross profit margin increased from 62.5% in 2018 to 69.1% in 2019.

In the third quarter of 2020, the company had a gross profit of baht 2,756.8 million, an increase from the third quarter of 2019, which was baht 2,617.0 million, an amount of baht 139.8 million or equivalent to a growth rate of 5.3%, mainly due to the year 2020 the company. There is a policy to reduce costs in various aspects, resulting in O&M (Operating & Maintenance) costs for the solar farm business. Both the present and the future decreased by baht 82.0 million per year. In addition, this year the government has a policy to reduce the land and building tax rate by 90.0%, resulting in the company has a lower land and building tax of baht 54.0 million. As a result, the gross profit margin increased from 69.0% in Q3 2019 to 72.3% in Q3 2020.

Selling expense and Administrative expense

During 2017 - 2019, selling and administrative expenses were baht 313.7 million, baht 335.7 million, and baht 293.9 million, respectively, representing the average of the past 3 years, equal to 5.5% of total income, which is a reduction rate. Average annual sales and administrative expenses (CADR) is 2.2%.

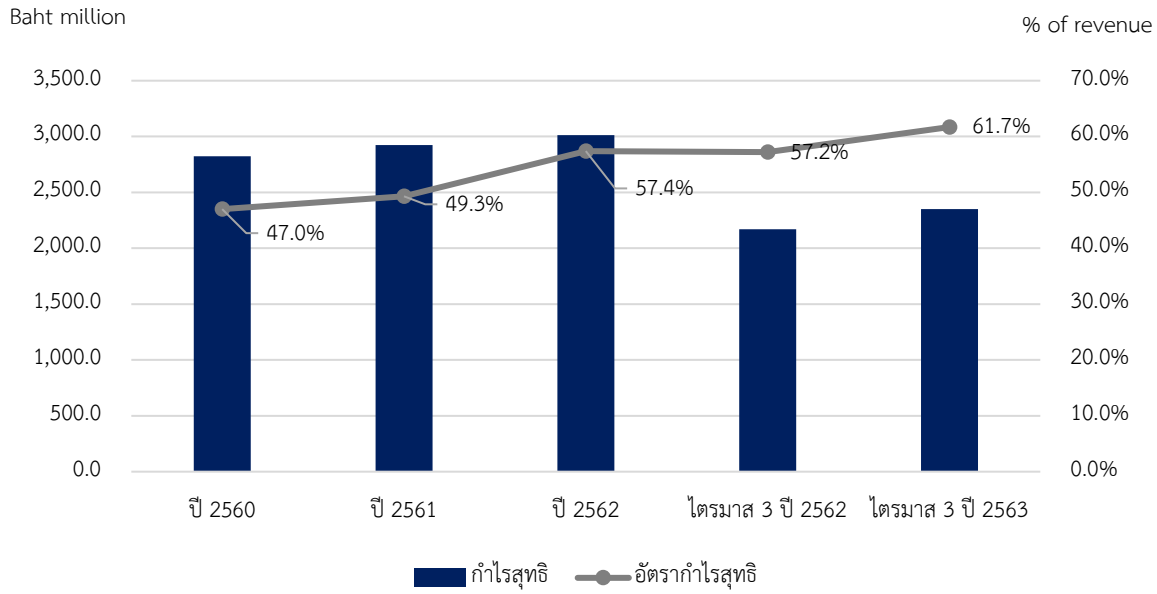
In 2018, selling and administrative expenses were baht 335.7 million, an increase from the end of 2017, which was baht 313.7 million, amounting to baht 22.0 million or equivalent to a growth rate of 7.0 %, mainly due to the year 2017. There were record of impairment of assets, advertising expenses, public relations and staff expenses, and the foreign investment advisory fee increased during the year.

In 2019, selling and administrative expenses were baht 293.9 million, a decrease from the end of 2018 which was baht 335.7 million, amounting to baht 41.8 million or equivalent to a 12.5% reduction rate mainly due to expenses. Pay for sales for the year 2019 in the amount of baht 17.3 million, a decrease from the year 2018 which is baht 76.8 million, the amount of baht 59.5 million, or a 77.5% reduction rate, which is in line with the revenue in the production installation business Reduced rooftop solar power

In the third quarter of 2020, selling and administrative expenses were baht 216.9 million, an increase from the third quarter of 2020 which was baht 195.6 million or baht 21.3 million or equivalent to a 10.9% growth rate, in line with Revenue in the solar roof installation business increased and the exchange rate loss increased by baht 14.1 million.

Net Profit margin

Net Profit and Net profit margin of the Company in 2017 - 2019 and Quarter 2 of 2019 and Quarter 2 of 2020



Net profit during the year 2017 - 2019 is equal to baht 2,822.1 million, baht 2,923.6 million and baht 3,011.3 million, accounting for 47.0%, 49.3% and 57.4%, respectively, with an average of 51.2% of revenue. Total, which is the average reduction rate of annual net profit (CAGR) between 2017 - 2019, equal to 0.2%.

In 2018, the company had a net profit of baht 2,923.6 million, an increase from 2017, which was baht 2,822.1 million, an amount of baht 101.5 million or equivalent to a 3.6% growth rate due to a decrease in revenue from sales and services. And cost of sales and services, resulting in an increase in gross profit in 2018 and a decrease in finance costs amounted to baht 114.9 million from the decrease in debenture repayments of baht 2,950.0 million.

In 2019, the company had a net profit of baht 3,011.3 million, an increase from 2018 which was baht 2,923.6 million, an amount of baht 87.7 million or equivalent to a 3.0% growth rate due to a decrease in cost of sales and services of baht 602.0. million, a decrease in selling and administrative expenses of baht 41.8 million and finance cost of baht 143.1 million from the debentures repayments on schedule, amounting to baht 2,375.0 million.

In the third quarter of 2020, the company had a net profit of baht 2,351.5 million, an increase from the third quarter of 2019,which was baht 2,168.7 million, amounting to baht 182.8 million or equivalent to an 8.4% growth rate due to an increase in revenue from Sales and services amounted to baht 19.1 million and a decrease in cost of sales and services by baht 120.7 million, profit from derivatives of interest rate swap contracts of baht 46.2 million and financial costs decreased by baht 74.2 million from Payment of repayment of debentures as scheduled

Financial Position

Assets

At the end of 2018, the company had total assets of baht 22,797.6 million, a decrease from the end of 2017, which was baht 23,026.6 million, amounting to baht 229.0 million or equivalent to a 1.0% reduction, mainly due to property, plant and equipment at the end. In 2018, the amount of baht 16,458.4 million decreased from the end of 2017 which was baht 17,150.0 million to baht 691.6 million, or a 4.0% decrease from the depreciation of baht 689.4 million and the company bought and sold equipment in the amount of baht 13.9 and 27.3 million and other assets at the end of 2018 amounted to baht 6,339.2 million, an increase from the end of 2017 which was baht 5,876.6 million to baht 462.6 million or a growth rate of 7.9% from investments in available-for-sale securities that An increase of baht 846.3 million, inventories of baht 197.2 million, trade accounts receivable decreased by baht 289.9 million, and cash and cash equivalents decreased by baht 216.7 million.

At the end of 2019, the Company had total assets of baht 21,903.3 million, a decrease from the end of 2018, which was baht 22,797.6 million, an amount of baht 894.3 million or equivalent to a 3.9% reduction, mainly due to property, plant and equipment at the end. In 2019, which was baht 15,800.3 million, a decrease from the end of 2018 which was baht 16,458.4 million, or baht 658.1 million, or a 4.0% decrease from the depreciation of buildings and equipment of baht 668.4 million and other assets as of At the end of 2019, which was baht 6,103.0 million, a decrease from the end of 2018, which was baht 6,339.2 million, to baht 236.2 million, or a 3.7% decrease from the decrease of trade receivables of baht 168.3 million amounted to baht 143.7 million and investment in associates increased by baht 40 million.

As of September 30, 2020, the Company has total assets of baht 22,800.1 million, an increase from the end of 2019, which is baht 21,903.3 million, amounting to baht 896.8 million or equivalent to a 4.1% growth. On September 30, 2020, the amount of baht 15,409.0 million decreased from the end of 2019, which was baht 15,800.3 million to baht 391.3 million, or a 1.5% reduction rate from building depreciation. And equipment in the amount of baht 499.4 million and the right to use assets increased by baht 108.3 million since from 1 January 2020 the company has complied with TFRS 16 regarding the lease agreement for the first time with the contract that was previously specified as a lease under TAS No. 17 and other assets as of September 30, 2020, which is baht 7,391.1 million, an increase from the end of 2019, which is baht 6,103.0 million, amounting to baht 1,288.1 million, representing a growth rate of 21.0%.

Liabilities

As of the end of 2018, the Company had total liabilities of baht 8,917.0 million, a decrease from the end of 2017, which was baht 11,818.4 million, amounting to baht 2,901.5 million or equivalent to a 24.6% reduction rate, mainly due to the interest-bearing debt paid at At the end of 2018, the amount was 8,261.7 million baht, decreased from the end of 2017, which was baht 10,615.8 million, the amount of baht 2,354.1 million, or 22.2% from the issuance of debentures of baht 500.0 million, baht 88.0 million, payment of debentures in the amount of baht 2,950.0 million, however, other liabilities at the end of 2018 amounted to baht 655.3 million, decreased from the end of 2017, which was baht 1,202.6 million, to baht 547.3 million or 45.5% from the decrease in trade creditors.

As of the end of 2019, the Company had total liabilities of baht 6,299.1 million, a decrease from the end of 2018, which was baht 8,917.0 million, totaling baht 2,617.8 million or equivalent to a 29.4% reduction. At the end of 2019, which was baht 5,823.4 million, a decrease from the end of 2018 which was baht 8,261.7 million, amounting to baht 2,438.3 million, or a 29.5% decrease from the payment of debentures totaling baht 2,375.0 million. Short-term loans from financial institutions amounted to 122.3 million baht and short-term borrowing from financial institutions amounted to baht 53.9 million and other liabilities at the end of 2019, which was baht 475.7 million, a decrease from the end of 2018, which was baht 655.3 million, totaling baht 179.6 million, representing a reduction of 27.4%, mainly due to the decrease in trade payables

As of September 30, 2020, the Company had total liabilities of 6,364.3 million baht, increasing from the end of 2019, which is baht 6,299.1 million, amounting to baht 65.2 million or equivalent to a 1.0% growth rate, mainly due to interest-bearing debt as of September 30, 2020, which is 5,897.4 million baht, an increase from the end of 2019, which is baht 5,823.4 million, baht 74.0 million, representing a growth rate of 1.3% from the lease liability increased by baht 94.6 million due to the Company complying with TFRS 16 regarding the lease agreement for the first time with the contract that was previously stated as a lease in accordance with the accounting standard. 17, and the Company had short-term loans from financial institutions decreased by baht 23.6 million and other liabilities as of September 30, 2020, which was baht 466.9 million, decreased from the end of 2019, which was baht 475.7 million to baht 8.8 million. This was a 1.8% decrease on interest rate swap derivative liabilities increased by baht 66.7 million from TFRS 9 regarding first-time financial instruments, trade payables decreased by baht 45.6 million, the provision of non-current liabilities for employee benefits decreased by baht 13.7 million.

Sharegolder's Equity

As of the end of 2018, the Company had total shareholders' equity of baht 13,880.6 million, an increase from the end of 2017, which was baht 11,208.2 million, an amount equal to baht 2,672.4 million, or a 23.8% decrease innet profit of baht 2,923.6 million. The issuance of newly issued ordinary shares in the amount of baht 1,085.0 million and the payment of dividends of baht 1,327.2 million.

As of the end of 2019, the Company had total shareholders' equity of baht 15,604.2 million, an increase from the end of 2017,which was baht 13,880.6 million, equal to baht 1,723.6 million or a 12.4% decrease innet profit of baht 3,011.3 million and dividend payment of baht 1,319.5 million.

As of September 30, 2020, the Company had total shareholders' equity of baht 16,435.8 million, an increase from the end of 2019, which was baht 15,604.2 million, equal to baht 831.6 million or a growth rate of 5.3% from the net profit of bath 2,351.5 million, Dividend payment of baht 1,429.6 million, retained earnings decrease of baht 90.3 million due to the effect of change in accounting policy under TFRS. 9 Financial instruments. Which started using from January 1, 2020 for the first time.

10) Competitive strategy

Business of Investment and Development of Solar Farm, Business of Engineering, Procurement and Construction: EPC, and Business of Operation, Maintenance and Monitoring: OM&M.

1. Business of Investment and Development of Solar Farm

Since senior executives are specialists in solar power management for more than 30 years, they are able to effectively define business development models in the field of management, engineering and to control the efficiency of solar power production at the highest possible rate.

Due to the solar farm project requires key components crucial for operations which are solar module, and inverter. In particular, the company has selected the highly efficient solar panels of Kyocera from Kyocera Corporation, Japan. The company is listed in the New York and Tokyo Stock Exchanges. It has been conducting the business for more than 60 years, with 1 in 3 production capacity of Japan, with strong financial stability. The production capacity of Kyocera solar panels is 25 years, and guarantee that within 12 years from the first day of electricity generation, the solar panel will be able to produce electricity not less than 90 percent of the efficiency of solar panels. And within 25 years, it must have a power capacity of not less than 80 percent. Purchasing of key components for solar farm must be considered when investing in long-term projects such as solar farms, the sustainability of the solar panel manufacturer is crucial to ensure solar power generation and to be responsible for the 25 years warranty period (http://global.kyocera.com)

Another important part that is the main equipment is the inverter. The company chooses the most powerful inverter in solar business which is SMA Solar Technology AG ("SMA"), Germany, a listed

company in the Stock Exchange of Frankfurt. SMA gives product warranty for 5 years and the company extends the warranty period up to 20 years. Additionally, Solar Power Engineering Company Limited ("SPE"), its subsidiary of SPCG, were appointed as the authorized sales and service partner of SMA Solar Technology AG ("SMA"), Germany since August 30, 2018 onwards. Therefore, SPCG has a firm belief that SMA products are the best quality with comprehensive service due to SMA's over 30 years of experience in the solar business. (http://www.sma.de)

The company has an advanced engineering design specialist for the solar farm project, with the emphasis on design to maximize the efficiency of solar energy production. The entire structure design focuses on durability upwards of 30 years to ensure a one-time initial investment. This will reduce costs in the long-term. With a professional and highly experienced team, having developed 36 projects with a total capacity of 260 MW. The customer can trust the projects will be completed on time.

To focus on educating the general public about solar energy and its positive environmental impact, SPCG has established a 1,000 sqm learning center to promote understanding of environmentally-friendly energy at solar farm area (Korat 1), Nakhon Ratchasima. The learning center consists of an exhibition room about solar energy, a training and presentation room for students and visitors. Top floor of the learning center is a viewing area for the solar farm.

Seek the opportunity to expand both domestic and international solar energy business. To increase the chances of growth, the company has expanded its investment in Japan as follows

Tottori Yonago Mega Solar Farm Project

It is a project that SPCG invested with Kyocera Corporation ("Kyocera"), Japan and Tokyo Century Leasing Corporation ("TCL"), a capacity of 30 MW. It is located in Tottori, Japan which had an opening ceremony and sold commercially (Commercial Operation Date: COD) to the electricity grid with electricity purchase agreements at a price of 36 yen per unit for 20 years.

Tottori Yonago Mega Solar Farm Project

It is a project that SPCG invested with other companies: Kyocera Corporation, Kyudenko Corporation, Tokyo Century Corporation, Furukawa Electric Company Limited, Tsuboi Corporation, and other minor investors. The production capacity is approximately 469 Megawatt, under the project name "Ukujima Mega Solar Project" located on Ukujima island, Nagasaki, Japan. The Company's investment budget for this investment project is approximately JPY 9,000 million (approx. THB 2,520 million (Rate Exchange at JPY 1 to THB 0.28 as of January 16, 2020). The project is scheduled to start the construction in March 2020.

2. Engineering, Procrement and Construction (EPC) Business

Focus on manageent by people who have expert knowledge in the industry. The management team has knowledge and experience in solar energy for more than 30 years, and highly qualified team with EPC experience in solar farm development, with the work of the Solar Farm project of the affiliates who have carried out commercial electricity totalling 36 projects

Focus on the quaity of equipment used to build the solar farm project. Select only good quality equipment, high performance and durable, especially critical equipment of the solar farm project such as the solar panel from Kyocera, which has the experience of producing and selling solar panels, business operations over 60 years. Another important equipment is the inverter from SMA, which is the manufacturer and distributor of solar inverters from Germany with products sold worldwide.

Focus on the umost benefits to the customers of our EPC services, with the appropriate procurement and procedures, ensuring that SPC can provide a complete EPC service with good value and reasonable price.

3. Operating, Maintenance and Monitoring (OM&M) Business

At present, the Company provides OM&M services to affiliated companies only, however, the Company plans to provide OM&M services to third parties as well. With a competitive strategy 1) SPC emphasizes its leadership in providing OM&M services, being the first OM&M provider in the industry, giving it a good understanding of the industry. And able to provide services efficiently and meet customer needs. 2) SPC emphasizes the accuracy and speed of information. By using technology to assist in data storage and sending them directly to administrators and customers anywhere and anytime.

Business of Steel Roof and Roof Stucture with One-Stop Service.

The company, which is a manufacturer, distributor and installation of roofing and wall materials in types of galvanized steel sheets Both color coated and uncoated The company is an entrepreneur who is both a manufacturer and distributor of products under the Company's own brand "ROLLFORM". Make a difference And create image of products and organizations by promoting the brand

"ROLLFORM" in presenting products and services Which is an important part of It creates added value and reliability in the competition, coupled with the approval from NS BlueScope (Thailand) Co., Ltd. to use the brand of raw material supplier "Steel Supplied by BlueScope Steel" to increase confidence in Customers say that the company's "ROLLFORM" products are manufactured from materials that meet international standards. This is one of the Company's marketing strategies.

The company focuses on marketing by distributing products through a network of dealers (dealer). There are more than 60 distributors covering markets in Bangkok and its vicinity as well as other regional markets. Reaching consumers in the region thoroughly Moreover, the company Also receive information on marketing movements through the dealer network continuously It is another marketing strategy that the company Still maintained

The company focuses on marketing in a wider picture. Along with presenting new products that are related to each other, the company has developed and introduced into the market of new products. The "C" and "Z" purlin are manufactured from high strength G450 steel, coated with rust-proof zinc. Has a distinctive feature is a steel purlin Light weight, no welding required, no paint required, quick installation using a screw nut system. Empower And in accordance with the Company's policy In order to present the Company's products and services in the form of Solution Provider

The company focses on speed of installation and product delivery. Which is usually for uncoated steel roof sheet products that the company Is a manufacturer and is installed, can be delivered in less than 7 days after receiving the order and if necessary, the company Able to manage production to meet the urgent needs of customers, the company focuses on services that build long-term relationships. After selling the products, the company has assessed customer satisfaction in areas such as the service of the salesperson. After-sales service and product quality, etc., to improve the work of the company Giving customers the utmost satisfaction

The company focuses on promotional activities that combine multiple dimensions. Advertising publicizing the organization, products and services of the company Is considered a dimension Marketing communication, the company works through many channels Including media on the Internet and social networks Which has a very active role today In order to reach a wider target group of customers, the company has joined various exhibitions to reach more main customers

Solar Roof business

The SPR has a clear operational plan. With its strategic alliance with Kyocera Corporation (Kyocera), the world leader in innovative manufacturing of the highest quality photovoltaic modules, SPR is dedicated to installing solar rooftop systems. In order for customers to receive maximum benefits and to build confidence that the Company's products Able to meet the needs of customers in a complete range under the following strategies

1. Best Value Solar rooftop power generation system Can help reduce electricity costs immediately and helps reduce global warming immediately after installation. The SPR recognizes the importance of the customer can be controlled electricity costs. Which installing solar power systems on the roof (Solar Roof) is the answer. Controlling electricity expenses for customers It also supports the use of clean energy.

2. Best Design, SPR's professional team provides one-stop customer service. From the survey, design, installation, commissioning of the system. Submission of official documents Including after-sales service by engineering team with knowledge and expertise in serving customers.

3. Best Output Rooftop Solar Power Generation System Selected from the highest quality solar panels manufactured by Kyocera Corporation (Kyocera), Japan. And the highest quality equipment for the sustainability of the system for over 25 years

4. Best Service SPR provides tracking and reporting service for solar power generation. On the roof for 2 years to insist on providing excellent service. Once the system has been connected, the SPR tracks energy costs through the customer processing system and energy consumption in real time. The results are reported in the form of daily, monthly and yearly reports, which can show both the energy cost. The number of units produced from the customer's energy consumption system. Climate And estimate the reduction of carbon dioxide emission into the atmosphere. This report, customers will be able to know the problems arising from the solar roof system and the SPR to solve the problem promptly. It can also be used as an appropriate part of energy planning.

   Authorized Sales and Service Partner of SMA Solar Technology AG (SMA), Germany

   Distributor

   SPE is committed to operating the business as a distributor of inverters from SMA Solar Technology AG (SMA), Germany. In the beginning there were goals of this business. By setting the market share to be 30% of the trading value in Thailand According to the survey of the Thai market, there is a demand for inverter in the solar roof market mostly. Especially the String Inverter group, where SPE will begin to penetrate the business in this market first.

   However, SPE needs to start marketing both for existing inverter users to be aware of. In order to expand the distribution in the future In addition, there is also an opportunity to market in the 4 Indochina regions including Vietnam, Laos, Cambodia and Myanmar, starting with Vietnam. Solar roof market is a new and starting market. To see an opportunity to present the product of SMA.

   Services

SPE is committed to operating the business as an inverter service provider from SMA Solar Technology AG (SMA), Germany. We have a team with knowledge and experience working with SMA for a long time. This ensures that SPE's customer service and new customers will be developed to be as efficient as possible in line with the standard of service from SMA, which is the key to building confidence and Trust in this business as well. SPE also helps all inverter users receive better service from the original. And can help solve the initial problem immediately Because some inverter users have encountered communication problems such as language barrier. And the time difference of each country makes customers do not have an easy contact, etc.