

Information Memorandum of TTCL Public Company Limited regarding the Acquisition and Disposal of Assets for the Investment in the Ahlone LNG to Power Project located at the Republic of the Union of Myanmar (List 2)

Subject: Information Memorandum of TTCL Public Company Limited regarding the Acquisition and Disposal of Assets for the Investment in the Ahlone LNG to Power Project located at the Republic of the Union of Myanmar (List 2)

Attention: Shareholders of TTCL Public Company Limited

The Board of Directors' Meeting of TTCL Public Company Limited (the "**Company**") No. 1/2021, which was held on 1st March 2021, at 14.00 hrs., at 28th Floor, Serm-mit Tower, 159/41-44, Sukhumvit 21, Asoke Road, Khwaeng North Khlongtoey, Khet Wattana, Bangkok Metropolis, passed a resolution approving the investment of Ahlone LNG to Power Project with the capacity of 388 MW located at Ahlone Power Station Compound in Yangon region, the Republic of the Union of Myanmar with the project value of approximately USD 685 million or equivalent to approximately THB 20,556.85¹ million ("**Project**") as follows:

1. Approval of the investment in the Project by the Company or the Company's subsidiary;
2. Approval of the entry into a joint venture of the Company and the Company's subsidiary with other potential investors in relation to the Project; and
3. Approval of the authorization of the Board of Directors, or President & CEO and/or any person who is appointed by the Board of Directors, or President & CEO as an authorized person with the authority to carry out, prescribe the details, amend and/or change the terms and conditions relating to the operation of the Project and the entry into a joint venture with other investors including to conduct all the necessary actions, relevant and/or relating to the operation of the Project and the entry in to a joint venture with other investors.

TTCL Power Myanmar Company Limited ("**TPMC**"), a subsidiary of the Company, which 25% of its total shares are directly held by the Company and the remaining 75% of its shares are held by TTCL LNG Power Pte. Ltd. ("**TTLP**"), a Singaporean subsidiary of the Company, has entered into a power purchase agreement ("**PPA**") with the Electric Power Generation Enterprise ("**EPGE**"), a state-owned enterprise under the Ministry of Electricity and Energy ("**MOEE**"), the Republic of the Union of Myanmar on 19 January 2021, which was previously informed to the Stock Exchange of Thailand ("**SET**") on the same date for the purpose of developing, constructing and operating the Project. The investment in such Project is an acquisition of assets and shall be referred to as "**Acquired Transaction**".

In addition, the Company is also considering entering into a joint venture with potential investors ("**Investors**"), which shall not be considered as connected persons of the Company under the Notification of the Capital Market Supervisory Board No. 21/2551 Re: Rules on Connected Transaction (as amended) 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, 2003 (as amended) ("**Notification on Connected Transactions**"), with respect to the disposal of shares in TTLP. In this regard, the Company plans on disposing up to 85 ordinary shares of TTLP, representing up to 85% of total shares of TTLP to the Investors, whereby the total purchase price of the sale shares shall be approximately USD 25-30 million, which shall be subject to negotiation between the relevant parties. Subsequently, the Company, TTCL Power Holdings Pte. Ltd. ("**TTPHD**"), a Singaporean subsidiary of the Company in which the Company holds 94% of the total shares in TTPHD and the Investors will enter into a share purchase agreement and the shareholders' agreement in relation to such disposal of TTLP shares and internal management of TTLP and its subsidiary. The disposal of TTLP shares by the Company is disposal of assets and in this Attachment shall be referred to as the "**Disposal Transaction**."

The Acquired Transaction and Disposal Transaction of assets shall be collectively referred to as the "**Transactions**".

¹ Calculated based on the exchange rate of the Bank of Thailand as of 30 December 2020 at USD 1 = THB 30.01

The above Transactions are deemed as an acquisition and disposal of assets pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand re Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) and the Notification of Capital Market Supervisory Board No. Tor Chor 20/2551 re Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (“**Notification on Acquisition or Disposal**”).

When considered the transaction size of the Acquired Transaction, the highest transaction size is 148.23% calculated by the total value of consideration method and based on the audited consolidated financial statements of the Company and the management account of TPMC for the period ending on 31 December 2020. The Company has not entered into any acquisition of assets transaction during the past six months prior to the above transaction. Therefore, such transaction is a “Clause 4 Transaction” under the Notification on Acquisition or Disposal i.e., a transaction of a value equal to or exceeding 100%.

When considered the transaction size of the Disposal Transaction, the highest transaction size is 6.49% calculated by using the total value of consideration method and based on the audited consolidated financial statements of the Company and the draft financial statement of TTLP for the period ending on 31 December 2020. The Company has not entered into any disposal of assets transaction during the past six months prior to the above transaction, therefore, such transaction is not subject to any requirements under the Notification on Acquisition or Disposal. However, as the disposal of assets transaction is part of the Project, the Company would like to provide details of the Disposal Transaction together with the Acquired Transaction in this Information Memorandum.

Furthermore, the entering into the Transactions are not considered as entering into a transaction between the Company and the connected persons of the Company pursuant to the Notifications on Connected Transactions.

In this regard, the Company sets out the details of the Transactions as follows:

1. Information Memorandum According To List 1

1.1. Transaction Date

Acquired Transaction

TPMC, a subsidiary of the Company, has entered into the PPA on 19 January 2021 with EPGE, a state-owned enterprise under MOEE, the Republic of the Union of Myanmar. The effectiveness of the PPA is conditional upon fulfillment or waiver of the conditions precedent detailed in item 1.3.1 below. The Company expects that it will fulfill such conditions precedent within 24 months and shall achieve commercial operation of the Project approximately in the year 2024 or any other date as otherwise agreed between TPMC and EPGE.

Disposal Transaction

The Company anticipates that it will enter into the definitive agreements e.g., the share purchase agreement and the shareholders’ agreement with Investors prior to financial close or any other date as agreed by the relevant parties. In any case, the Company will notify SET on the details of the investment by the Investors as soon as the definitive agreements have been executed.

1.2. Relevant Parties and Relationship with the Company

Acquired Transaction

Agreement	Parties	Relationship
PPA	TPMC as seller	EPGE has no relationship with the Company and TPMC, a wholly owned subsidiary of the Company and are not considered as connected person with the Company under Notifications on Connected Transactions.
	EPGE as purchaser	
Land Lease Agreement	TPMC as lessee	
	EPGE as lessor	

Disposal Transaction

As the negotiations on the terms and conditions of the relevant agreements with the Investors are still ongoing and due to political change in Myanmar, for the best interests of the Company, the disclosure on the identities of such Investors shall not to be disclosed now. In any case, the

Company will notify SET on the details of the Investors as soon as the relevant definitive agreements, as stated above, have been executed.

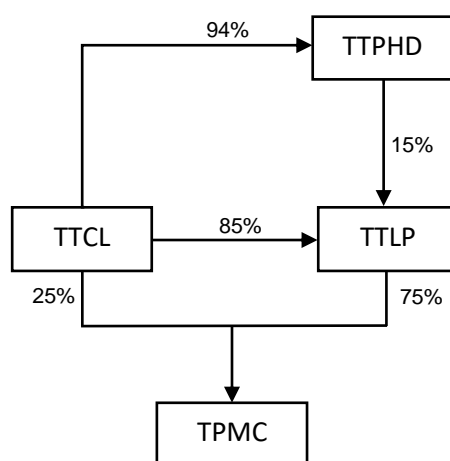
1.3. General Characteristic of the Transaction, Type and Transaction Size

1.3.1 General Characteristic of the Transaction

Acquired Transaction

The Company will invest and develop the Project with TPMC as the project company, which 25% of its shares are directly held by the Company and the remaining 75% of the shares in TPMC are held by TTLP, a Singaporean subsidiary of the Company. The Company holds 85% of shares in TTLP, and the remaining 15% of the shares in TTLP are held by TTPHD, a Singaporean subsidiary of the Company in which the Company holds 94% of the shares in TTPHD.

Current Shareholding Structure of the Company



The Project shall be developed on a build-operate-transfer (BOT) basis, according to the term and conditions under the PPA. Details of the Project includes:

- (a) Construction and operation of LNG power plant comprising of (i) 2 units of gas turbine with a capacity of 128.5 MW, and 1 unit of steam turbine with a capacity of 131 MW (ii) LNG receiving terminal, (iii) transmission line, and (iv) gas pipeline located at Yangon Region, the Republic of the Union of Myanmar; and
- (b) Upon the completion of the construction, the LNG power plant will have a capacity of approximately 388 MW and will generate, sale and distribute electricity to EPGE for a period of 25 years from the commercial operation date of the Project.

The Key provisions to the PPA are summarized below.

Date	19 January 2021
Parties	EPGE as purchaser and TPMC as seller
Terms	25 years from commercial operation date of the Project
Scheduled Commercial Operation Date	845 days from when all conditions precedents are satisfied
Tariff	<p>The tariff shall consist of 4 elements which are (i) capacity payment (ii) energy payment (iii) commission payment and (iv) dispatch deviation payment.</p> <p>(1) Capacity Payment The capacity payment consists of (a) capital investment charge for facility (facility, fuel supply infrastructure, and transmission facilities), including all related cost for facility, and (b) capital investment charge for fixed operation and operation cost.</p>

	<p>(2) Energy Payment The energy payment consists of (a) variable operation and maintenance charge to produce energy (b) fuel charge for fuel cost, (c) start-up charge for start cost, and (d) house load operating charge for fuel cost during disconnection.</p> <p>(3) Commission Payment The commission payment is for fuel cost for commissioning facility with the capped amount of fuel amount at 2,250,000 mmbtu</p> <p>(4) Dispatch Deviation Payment The dispatch deviation payment is for all costs and losses incurred from LNG or fuel as a result of re-scheduling.</p>
Conditions Precedent	<p>The material conditions precedent are as follows:</p> <p>(1) Delivery by EPGE to TPMC for the following documents:</p> <ul style="list-style-type: none"> • Land lease agreements for LNG receiving terminal and power plant; • Concession agreement; <p>(2) Delivery by TPMC to EPGE for the following documents</p> <ul style="list-style-type: none"> • Right of way agreements for the gas pipeline and the new transmission facilities executed by TPMC; • Financial close security which shall be in a form of a letter of guarantee • Evidence that the relevant governmental approvals have been obtained; and • Evidence that the Project has achieved financial close. <p>At present, the aforementioned conditions precedent is in progress and must be satisfied within 365 days from the date of the execution of the PPA which may be extended in case of a force majeure event or governmental force majeure event. In case a party is unable to fulfill a condition precedent under such party's responsibility, the non-defaulting party may terminate the PPA by giving a 60-day prior notice.</p>
Termination	<p>Any party may terminate the PPA by giving written notice to the defaulting party provided that an event of default by such defaulting party has occurred and is not remedied within the specified period.</p>

The Company expects that TPMC will obtain all licenses and permits which are required for the Project development and construction and will commence the construction of the Project after it has achieved the financial close.

The total investment cost of the transaction is approximately USD 685 million or equivalent to approximately THB 20,556.85 million, calculated based on the exchange rate of the Bank of Thailand as of 30 December 2020 at USD 1 = THB 30.01. In this regard, the Project will receive financial support by way of project financing from leading financial institutions to which TPMC will enter into the loan agreement directly, and is expected to achieve financial close within the year 2021. TPMC is also in the process of negotiating the land lease agreements for the power plant and LNG receiving terminal, the engineering procurement and construction contracts, LNG supply and purchase agreement with relevant parties as well as other relevant agreements relating to the Project and is expected to execute the agreements before financial close.

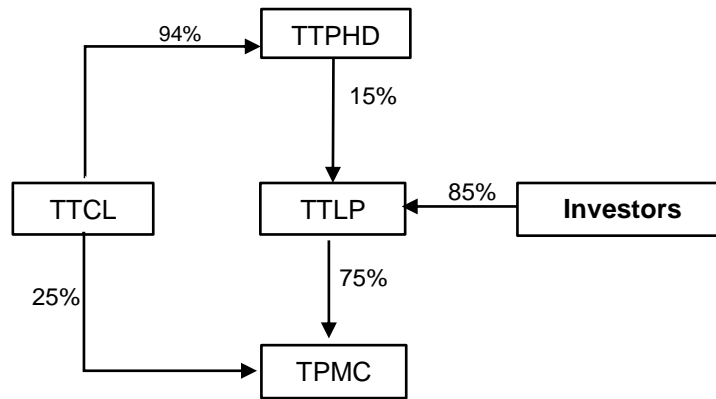
Due to the current political situation in Myanmar, the project may be delayed, especially with respect to financial close with the financial institutions. However, at present, the PPA is still enforceable.

Disposal Transaction

The Company is also considering entering into a joint venture with potential investors, which have the experience and capabilities to develop the Project and are not connected persons under the Notification on Connected Transactions, with respect to the Company's shares in TTLP. In brief, the Company plans on disposing up to 85 ordinary shares of TTLP, representing up to 85% of total shares of TTLP to the Investors, whereby the total purchase price of the sale shares shall be approximately USD 25-30 million, which shall be subject to negotiation between the parties. Subsequently, the Company, TTPHD and the Investors will enter into a share purchase

agreement and shareholders' agreement in relation to such disposal of TTLP shares and internal management of TTLP and its subsidiary.

Shareholding Structure with Potential Investment from Investors



In this regard, by partnering with Investors, who have the experience and expertise with this type of project will assist the Company in achieving its projected plan for this Project as well as increase the capital investment by the Company for this Project to further develop the Project. However, as the negotiation on the terms and conditions of the relevant agreements with the Investors are still ongoing and due to political change in Myanmar, for the best interests of the Company, the disclosure on the identities of such Investors is not to be disclosed now. The Company will notify SET on the details of the investment by the Investors as soon as the definitive agreements have been executed.

Further, upon disposal such shares, TTLP ceases to be a subsidiary of the Company to which the Company will notify SET to such change as required under the SET Regulation on Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company B.E.2560 (2017).

1.3.2 Transaction Size

Acquired Transaction

The Acquired Transaction is an asset acquisition of the Company in accordance with the Notification on Acquisition or Disposal, whereby the calculation of the transaction size is based on the audited consolidated financial statements of the Company and the management account of TPMC for the period ending on 31 December 2020 with the details as follows:

Basis		Calculation
Net Tangible Asset	=	$\frac{(\text{Value of NTA of the Acquired Portion}) \times 100}{\text{NTA of the Company}}$
	=	$\frac{\text{THB } (27.81)^2 \text{million} \times 100}{\text{THB } 1,994.58 \text{ million}}$
	=	-1.39%
Net Operating Profit	=	$\frac{(\text{Net Profit of the Acquired Portion}) \times 100}{\text{Net Profit of the Company}}$
	=	Not applicable, since TPMC net profit for the period of 12 months showing the figure of net loss.
Total Value of Consideration	=	$\frac{(\text{Total Value of Consideration Received or Paid}) \times 100}{\text{Total Assets of the Company}}$
	=	$\frac{\text{THB } 20,556.85^3 \text{ million} \times 100}{\text{THB } 13,867.93 \text{ million}}$
	=	148.23%
Value of Securities	=	Not applicable as the Company is not issuing any securities.

Summary of the calculation of the transaction value with respect to the acquisition of assets is as follows:

Basis	Transaction Value (%)
Net Tangible Asset	-1.39
Net Operating Profit	N/A
Total Value of Consideration	148.23
Value of Securities	N/A

The Acquired Transaction has the highest transaction size equivalent to 148.23% calculated by the total value of consideration method and based on the audited consolidated financial statements of the Company and the management account of TPMC for the period ending on 31 December 2020. The Company has not entered into any acquisition of assets transaction during the past six months prior to the above transaction. Therefore, such transaction is a "Clause 4 Transaction" under the Notification on Acquisition or Disposal i.e., a transaction of a value equal to or exceeding 100%. Therefore, under the Company is obliged to:

- (a) prepare a report and disclose an information memorandum on the transaction in accordance with the Notification on Acquisition or Disposal to the SET immediately upon entering into the Acquired Transaction;
- (b) appoint an independent financial advisor to provide opinions to the shareholders of the Company on the reasonableness and benefit of entering into of the Transactions, and prepare and deliver such opinions to the shareholders of the Company along with the notice calling the shareholders' meeting;
- (c) deliver the notice calling the shareholders' meeting to the shareholders at least 14 days in advance, with the information memorandum in accordance with the Notification on Acquisition and Disposal;
- (d) convene a shareholders' meeting in order to approve the entering into of the Acquired Transaction, provided that the resolution thereof shall be passed by the votes of not less

² Calculated based on the exchange rate of the Bank of Thailand as of 30 December 2020 at USD 1 = THB 30.01

than three-fourths of the total votes of the shareholders, attending the meeting and entitled to vote, without counting the votes of interested shareholders; and

- (e) apply for approval for relisting with the SET.

In this regard, the Acquired Transaction is not required to apply for approval for relisting with SET as it falls under the exception pursuant to Section 24 of the Notification on Acquisition or Disposal as follows:

- (1) the Acquired Transaction is similar to or support the existing business of the Company;
- (2) the Company has no policy to make significant change in its major business;
- (3) the Acquired Transaction does not affect the Company's qualification for listing on SET; and
- (4) there is no significant change to the board of directors and the controlling power of the Company, of the controlling shareholders of the Company.

Disposal Transaction

The Disposal Transaction is an asset disposal of the Company in accordance with the Notification on Acquisition or Disposal. The calculated of the transaction size is based on the audited consolidated financial statements of the Company and the draft financial statement of TTLP for the period ending on 31 December 2020 with the details as follows:

Basis		Calculation
Net Tangible Asset	=	$\frac{(\text{Value of NTA of Disposed Portion}) \times 100}{\text{NTA of the Company}}$
	=	$\frac{\text{THB } (0.56)^3 \text{million} \times 100}{\text{THB } 1,994.58 \text{ million}}$
	=	-0.02%
Net Operating Profit	=	$\frac{(\text{Net Profit of Disposed Portion}) \times 100}{\text{Net Profit of the Company}}$
	=	Not applicable, since the profit of TTLP for the period of 12 months showing the figure of net loss.
Total Value of Consideration	=	$\frac{(\text{Total Value of Consideration Received/Paid}) \times 100}{\text{Total Assets of the Company}}$
	=	$\frac{\text{THB } 900.30^4 \text{ million} \times 100}{\text{THB } 13,867.93 \text{ million}}$
	=	6.49%
Value of Securities	=	Not applicable as the Company is not issuing any securities.

Summary of the calculation of the transaction value with respect to the disposal of assets is as follows:

Basis	Transaction Value (%)
Net Tangible Asset	-0.02
Net Operating Profit	N/A
Total Value of Consideration	6.49
Value of Securities	N/A

The Disposal Transaction has the highest transaction size equivalent to 6.49% calculated by using the total value of consideration method and based on the audited consolidated financial statements of the Company and the draft financial statement of TTLP for the period ending on 31

³ Calculated based on the exchange rate of the Bank of Thailand as of 30 December 2020 at USD 1 = THB 30.01

December 2020. The Company has not entered into any disposal of assets transaction during the past six months prior to the entering into the above transaction, therefore, the Company has no obligation under the Notification on Acquisition or Disposal for such transaction. However, as the Disposal Transaction is part of the Project, the Company will propose this transaction together with the Acquired Transaction to the shareholders' meeting.

1.4. Details of the Acquired and Disposed Assets

Acquired Assets

Pursuant to the PPA, TPMC has been granted with the right to build, operate and transfer a Ahlone LNG to Power Plant Project located at the Republic of the Union of Myanmar. In this regard the Project comprises of:

- (a) A power plant with 2 units of gas turbine with a capacity of 125.5 MW and one unit of steam turbine with a capacity of 131 MW;
- (b) LNG Receiving Terminal;
- (c) Transmission line; and
- (d) Gas pipeline

The off-taker of the electricity is EPGE whereby the PPA will be effective for a period of 25 years. The details of the PPA is set out in item 1.3.1 above.

Disposed Asset

Details of TTLP are as set out below.

Registration Name	TTCL LNG Power Pte. Ltd.
Date of Incorporation	27 February 2018
Nature of Business	Holding Company
Registered Office	6 Battery Road #26-06 Singapore
Registered Capital	USD 100
Paid-up Capital	USD 100
Shareholding	The Company holds 85% of the total shares in TTLP. TTPHD holds 15% of the total shares in TTLP.
Board of Directors	(1) Mr. Hironobu Iriya (2) Ms. Suratana Trinratana (3) Mr. Wanchai Ratinthorn (4) Ms. Jamie Nguyen Ha Lan

1.5. Total Value of Consideration and Conditions of Payment

The total value of consideration for the Acquired Transaction is approximately USD 685 million or equivalent to approximately THB 20,556.85⁴ million, which consists of (i) construction costs of the Project in the total amount of not exceeding USD 535 or equivalent to THB 16,055.35⁶ million (ii) costs in Project development in the total amount of not exceeding USD 40 million or equivalent to THB 1,200.40⁷ million and (iii) working capital and financial costs in the total amount of not exceeding USD 110 million or equivalent to THB 3,301.10⁸ million.

The total value of consideration for the Disposal Transaction, that is the disposal of up to 85 shares of TTLP, representing up to 85% of the total shares in TTLP to the Investors, shall be approximately USD 25-30 million, which shall be subject to negotiation between the parties.

1.6. Consideration of the Acquired Assets and Disposed Assets

⁴⁻⁸ Calculated based on the exchange rate of the Bank of Thailand as of 30 December 2020 at USD 1 = THB 30.01

The total consideration of the Acquired Assets is calculated from the total value of the Acquired Transaction in the amount of approximately THB 20,556.85 million.

The total consideration of the Disposed Assets shall be approximately USD 25-30 million, which shall be subject to the negotiation between the parties.

1.7. The Criteria to Determine the Consideration Value

The criteria which are used to determine the total value of the consideration for the Project is referred from the investment value assessment by considering from enquiries and assessing the price of machines and equipment, other costs associated with the construction and operation of other power plants having similar characteristics, including from the Company's past experiences in entering with power plant projects. In this regard, the total value of consideration for Disposal Transaction referred from the assessment of net present value of cash flows and the preliminary negotiation between the Company and Investors whereby such consideration is not concluded and is still subject to further negotiation between the parties.

1.8. Source of Fund

The main sources of fund consist of loan from financial institution and/or equity injection.

1.9. Expected Benefits from entering into the Transaction

Investment in the Project will be an expansion and growth towards the Company's energy business in Myanmar, furthermore, such investment helps the Company to gain sustainable profit and income from construction and operation and maintenance services, which is a stable income for the Company and the shareholders in the long term. However, there are three risks in investing in the Project as follows:

- (1) Construction risk as the Company has never undertaken construction of an LNG receiving terminal, however, the Company will mitigate this risk by seeking for subcontractor with experience and expertise in LNG receiving terminal construction,
- (2) Financial risk as the political situation in Myanmar has changed, it may be more difficult for the Company to procure debt loans from certain international financial institutions, however, the Company will mitigate this risk by financing the Project by way of a syndicate loan with Thai financial institutions and other financial institutions, which are able to accept this risk as well as preparing the insurance for the Project operation, which shall cover the ongoing political risks in Myanmar, to build up confidence to the financial institutions; and
- (3) Operational risk as the political situation in Myanmar has changed, the risk on interruptions to the operation of the Project may occurred, however, as clarified above, the Company will mitigate this risk by preparing the insurance for the Project operation that is business interruption insurance which will cover political risks in Myanmar as well.

1.10. Conditions of entering into the Transaction

The Acquired Transaction is the acquisition of assets according to the Notification on Acquisition and Disposal, and therefore, the Company is required to appoint an independent financial advisor to provide the opinion on acquisition and disposal transaction and disclose the Information Memorandum on the Acquired Transaction to SET as well as propose such transaction to the shareholders' meeting to approve with a vote of not less than three-fourth of all shares of the shareholders who are present at the shareholders' meeting and have the right to vote without counting the vote of interested shareholders. In addition, the Company is required to deliver the notice calling the shareholders' meeting together with the independent financial advisor's opinion to the shareholders for the period of not less than 14 days prior to the date of the shareholders' meeting.

In this regard, the Acquired Transaction is not required to apply for an approval for relisting with SET as such transaction falls under the exception pursuant to Section 24 of the Notification on Assets Acquisition or Disposal as follows:

- (1) the acquired business has characteristics similar to or support the existing business;
 - (2) the Company has no policy to make significant change in its major business
 - (3) the Acquired Transaction does not affect the Company's qualification for listing on SET;
- and

- (4) there is no significant change to the structure of the shareholders and board of directors and in the controlling power of the Company's group, or the controlling shareholders of the Company.

Although the Company has no obligation under the Notification of Acquisition and Disposal of Assets with respect to the Disposal Transaction, however, as the Disposal Transaction is part of the Project, the Company will propose this matter together with the Acquired Transaction to the shareholders' meeting.

The Board of Directors of the Company No 1/2021 held on 1 March 2021 resolved to convene the Annual General Meeting of Shareholders No.1/2021 to consider and approve the entering into the Acquired Transaction. In this regard, the meeting had also resolved that as the Acquired Transaction and Disposal Transaction are part of the Project, both matters are related and conditional upon each other, therefore, if any of these agenda items are not approved by the shareholders' meeting, the other related items will be deemed to be cancelled and other related agendas will not be considered with the agenda which is not approved.

1.11. Opinion of the Board of Directors on the Transaction

After due consideration, the Board of Directors was of view that the Acquired Transaction is appropriate and beneficial to the Company.

1.12. Opinion of the Company's Audit Committee and/Directors of the Company which are Different from the Board of Directors in Item 1.11

No director and/or audit committee of the Company has an opinion different from that of the board of directors in Board of Directors' Meeting of the Company No. 1/2021 which is held on 1 March 2021.

2. Responsibility of the Board of Directors with respect to the Information Memorandum Sent to the Shareholders

The Board of Directors of the Company has carefully examined and reviewed the information in this information memorandum and hereby certifies that the information contained in this information memorandum sent to the shareholders is correct, complete, does not contain any false statement, concealment of material facts, which should be disclosed nor any statement that may be materially misleading.

3. Qualification of the Independent Expert that Provides Opinion on the Transaction

The Company has appointed Finnex Advisory Company Limited as its independent financial advisor in order to provide its opinion on the Transactions, having the following qualification:

- (1) Shareholding and Relationship between the Company and the Independent Financial Advisor
- None -
- (2) Consent of the Independent Financial Advisor to Disclose its Opinion
Finnex Advisory Company Limited, who is the independent financial advisor, consents to the disclosure of its opinion
- (3) Date of Opinion
22 March 2021

4. Details of the Total Liabilities of the Company at Present and Potential Liabilities

4.1. Total Amount of Debt Instruments of the Company

As of 31 December 2020, the Company has issued the following debt instruments:

Debenture	Value (THB million)	Period	Interest Rate	Maturity date
TTCL211A	1,075	5 years	4.40%	15 January 2021
TTCL225A	1,100	5 years	4.20%	12 May 2022
TTCL18PA	500	Not Applicable	Remark ¹	Perpetual

Remark: ¹ Interest rate for the 1st – 5th year, at the rate of 8.75% per annum

Interest rate for the 6th -10th is equal to the sum of (a) return rate of a 5-year government bond; (b) Initial Credit Spread; and (c) rate of 0.25% per annum
Interest rate from the 11th year is equal to the sum of (a) return rate of a 5-year government bond; (b) Initial Credit Spread; and (c) rate of 0.05% per annum
The interest rate shall be adjusted every 5 years based on the return rate of a 5-year government bond as of the close of business of two days prior to the adjustment date of the interest rate
Initial Credit Spread means a rate of 6.25% per annum

4.2. Long Term Debt with a Maturity Date and Obligation to Create Security Over Assets

As of 31 December 2020, the Company has the following term loan:

Type of Loan	Debt Obligation (THB Million)	Security
Long term loan from financial institutions	64.84	Machinery and equipment of "Wood Processing Factory and Solid Bio Production" Project

4.3. Other Types of Liabilities of the Company including Over Drafts and Obligation to Create Security over Assets

The Company has a short-term loan in the form of a promissory note in an amount of THB 1,220 million and such debt does not have any underlying security.

4.4. Potential Liability

The Company and its subsidiary do not have any additional liability apart from the liabilities which is disclosed in the Company's financial statement ending as of 31 December 2020

5. Summary of Material information of the Company

5.1. Information regarding the Characteristics of the Business Operations and Business Trend of the Company, its Subsidiary, and Associated Company

5.1.1. Business Characteristics

The Company's core business is providing an engineering, procurement, and construction service (EPC Business), which comprises of engineering, procurement, construction, and commissioning of a project, to which the Company has extensive experience and expertise. Furthermore, throughout the years, the Company has expanded its business model and service in order to increase its competitiveness edge and business leverage.

In this regard, the Company has developed an additional business model from the Company's core business, which comprises of investment in build-operation-transfer projects ("BOT") and biomass business. By implementing the business model aforementioned, the Company will be able to expand its services in more various ways which will lead to having a more various source of income and enable the Company to grow sustainably.

Table: Business and Service Model of the Company

Business and Services	Business Model		
	EPC Contract	BOT Contract	Biomass Business
1.1 Engineering Design	O	O	O
1.2 Procurement	O	O	O
1.3 Project Construction	O	O	O
1.4 Investment	X	O	O
1.5 Supervision of Operation and Maintenance	X	O	O

Business and Services	Business Model		
	EPC Contract	BOT Contract	Biomass Business
1.6 Other services comprising of:			
1.6.1 Project Feasibility Study	O	O	O
1.6.2 Patent	X	X	O
1.6.3. Procurement of Product Purchaser	X	X	O
1.6.4. Financial Management	X	O	O
1.6.5. Procurement of Raw Materials (e.g., LNG which is used in the power plant) LNG: Liquefied Natural Gas	X	O (LNG)	O
Target Group	Every Target Group Especially Petrochemical Groups	Energy Business	Biomass business

Remarks: "O" means provide such service and "X" means does not provide such service

(1) Business and Service

The Company operates a variety of businesses and services consisting of project management, engineering design, procurement, project construction, commissioning, investment, operation and maintenance, and other services.

(1.1) Engineering Design

With respect to the provision of services in engineering design, the Company is well equipped with engineers and specialists that is capable in every field, therefore, the Company is able to provide engineering design services in various industries e.g., petrochemical plants, chemical plants, energy plants, and fertilizer plant to which the demand of the project owner will be taken into consideration and in consistent with international standards.

(1.2) Procurement

The Company provides procurement services in terms of machinery and equipment of the project from suppliers or dealers both domestic and international. Moreover, the Company is able to negotiate, and inspect the quality of such machinery and equipment to be in line with the customer's expectation under the terms and conditions required, and in consistent with the engineering design.

(1.3) Project Construction

Throughout the construction period, the Company has the obligation to supervise the construction according to the requirements of the project and budget plan to maintain the ability and competitiveness of the Company. The Company has appropriately appointed and allocated its construction and engineering team for different types of project and maintains a good relationship with its sub-contractors, vendors, and all relevant parties.

(1.4) Investment

In response to the customer's demand in both the public and private sectors, the Company is able to invest in other businesses than the EPC business, which will enable the Company to receive a long-term income, to which the investment may be in a form of a joint venture with the business partners.

(1.5) Operation and Maintenance Supervision

For the purpose of long-term sustainability of the project operations, the Company provides operation and maintenance supervision services so that the plant is able to maintain the maximum operating efficiency, especially for the power plant industry and the Torrefied Pellet production industry.

(1.6) Other services

(1.6.1) Feasibility Study

The Company is able to provide services on the feasibility study of the projects in both engineering and commercial aspects, which consists of studying and analyzing the following data:

- selection of technology in the production process
- project price appraisal
- study on the stability of the project operation and economic possibility
- financial management
- market survey
- facility design system
- process planning to maximize the performance
- law and regulations

(1.6.2) Patent

The Company has acquired the business of Blackwood Technology, which is a company with an ownership of the Torrefied Pellet production technology. By partnering with such company, the Company is able to provide EPC services as well as patent and technology for the manufacturing process, enabling the Company to have a more variety source of income.

(1.6.3) Financial Management and Product Purchaser

Due to the Company's business network within the EPC business and previous investment experience, the Company has the ability to procure product purchasers and manage the finance for different projects.

(1.6.4) Management of Raw Materials

By collaborating with the strategic business partners of the Company, the Company is able to procure raw materials for biomass energy production.

(2) Business Model

Throughout the years, the Company has continuously developed its business model in addition to the EPC services by increasing its opportunity to participate in potential businesses, which will enable the Company to receive income from various sources other than from the EPC services.

(2.1) EPC Business

The EPC business is the Company's core business. The Company has the expertise and has been relied upon by project owners to develop different projects for a long period of time. In comparison with other businesses, with respect to the EPC business, the Company will receive a down payment from the project owner to be used as the initial working capital for the EPC operations of such project.

(2.2) Build-Operate-Transfer Contract

To diversify the source of income of the Company, the Company has invested in the BOT projects related to the generation of electricity, which enables the Company to expand and provide a more variety of services consisting of EPC services, investment, and operation and maintenance. This business model enables the Company to increase its income and is also a long-term source of income.

If compared to the EPC business, this type of business will increase the Company's ability to participate in large scale projects.

(2.3) Biomass Business

Under the new business development plan, the Company foresees an opportunity from the increase of demand of renewable energy, especially for biomass energy. The Company, therefore, has developed a biomass energy business model in response to the increase of demand for renewable energy in the world market. Such business model will enable the Company to expand its scope of services in addition to the EPC services, which comprises of project feasibility study, investment, operation and maintenance, patent and license, procurement of product and output purchasers as well as procurement of raw materials sources for producing biomass energy for the project. As stated in the new business development plan of the Company, the Company is committed to expanding this business in order to have a more various source of income i.e., from EPC services, operation and maintenance, and income from investments and share of profits.

(3) Target Groups

Throughout the years, the Company has continuously developed its knowledge and experience in engineering and focuses on maintaining the stability of the business by participating in various industries as follows:

(3.1) Petrochemical Industry Group

The petrochemical industry group have the demand to receive high quality EPC services to which the Company has the knowledge, experience, and expertise in this industry, and therefore, enables the Company to well respond to the customer's demand according to the different requirements of the projects.

(3.2) Energy Generation Group

Within the energy generation group, the Company does not only provide the EPC services, but the Company also makes an investment under the BOT contract, which enables the Company to have a more variety source of income from the BOT as well as a diverse investment. For large scale projects, the Company has collaborated with its investment partners, as an investor.

(3.3) Renewable Energy Group

Renewable energy is one of the changing global trends, which the Company foresees an opportunity from the increase of demand. The Company believes that investment in the business of renewable energy will enable the Company to sustainably grow and is committed to promote this business to enhance the financial stability of the Company. Throughout the years, the Company has developed the biomass energy industry in ASEAN group countries and has conducted research in order to expand this business to other countries.

5.1.2. List of subsidiary companies, associated companies, and joint ventures

No.	Name of the Company	TTCL's Shareholding Proportion (%)	Nature of Business
1.	TTCL Public Company Limited Philippine Branch	100	Construction contractor and engineering service
2.	TTCL Malaysia Sdn. Bhd.	100	Construction contractor and engineering service
3.	TTCL Public Company Limited Qatar Branch	100	Construction contractor and engineering service
4.	TTCL Power Holdings Pte. Ltd.	94	Invest in power and energy businesses
5.	TTCL New Energy Pte. Ltd.	100	Invest in renewable energy businesses
6.	TTCL Solar Power Pte. Ltd.	100	Invest in energy businesses
7.	TTCL Coal Power Pte. Ltd.	100	Invest in energy businesses

No.	Name of the Company	TTCL's Shareholding Proportion (%)	Nature of Business
8.	TTCL LNG Power Pte. Ltd.	100	Invest in energy businesses
9.	JSM Power Pte. Ltd.	100	Invest in energy businesses
10.	BKB Power Pte. Ltd.	100	Invest in energy businesses
11.	Toyo Thai Power Myanmar Co., Ltd.	43	Generate electricity for distribution
12.	TTCL Power Myanmar Co., Ltd.	100	Generate electricity for distribution
13.	Global New Energy Japan Co., Ltd.	100	Maintenance in solar power plant
14.	Global New Energy Tsuno Co., Ltd.	100	Generate electricity for distribution
15.	TMSP Sdn. Bhd.	100	Construction contractor and engineering service
16.	TTCL Bio Company Pte. Ltd.	100	Invest in energy businesses
17.	Ha Tien Energy Corporation	100	Produce white pellet biomass energy
18.	TTBT Company Limited	100	Produce black pellet biomass energy
19.	TTCL Myanmar Engineering & Construction Co., Ltd.	99	Construction contractor and engineering service
20.	TTCL Vietnam Corporation Limited	93.34	Construction contractor and engineering service
21.	ToyoThai-Myanmar Corporation Co., Ltd.	90	Construction contractor and engineering service
22.	Bio Natural Energy Co., Ltd.	70	Service on the development of renewable energy
23.	Blackwood Technology B.V.	51	Patent owner of Torrefied Pellet
24.	Global New Energy Co., Ltd.	40	Renewable energy
25.	TTCL Gas Power Pte. Ltd.	40	Invest in energy businesses

5.1.3. Business trends

According to the new business development plan, the Company foresees an opportunity from the increase in demand for renewable energy, especially biomass energy. Therefore, the Company has developed a biomass energy business model according to the demand of renewable energy in the world's market, which will enable the Company to expand its scope of the service in addition to the EPC services, which consists of project feasibility study, investment, operation and maintenance, patent and license, product purchaser procurement, and procurement of raw materials for producing biomass energy. The Company is committed to expanding this business so that the Company has a more various source of income i.e., income from the EPC service, operation and maintenance, investments, and profit sharing.

5.2. Summary table of the position of financial statement for the past 3 years and the current year up to the current quarter together with explanation and analysis on the finance and operating performance of the past and current year up to the current quarter including risks that may affect the Company's profit

5.2.1. Statement of Financial Position

Statement of Financial Position	Consolidated Financial Statement as of					
	31 December 2018 (audited)		31 December 2019 (audited)		31 December 2020 (audited)	
	THB Million	%	THB Million	%	THB Million	%
Assets						
Current Assets						
Cash and cash equivalents	987.21	5.10	4,959.66	30.49	1,777.18	12.82

Statement of Financial Position	Consolidated Financial Statement as of					
	31 December 2018		31 December 2019		31 December 2020	
	(audited)		(audited)		(audited)	
	THB Million	%	THB Million	%	THB Million	%
Temporary investments	0.08	0.00	5.28	0.03	5.28	0.04
Trade accounts receivable - related parties - net	-	-	23.44	0.14	20.40	0.15
Trade accounts receivable - general customers – net	1,634.05	8.44	1,735.76	10.67	1,815.96	13.09
Power plant receivable	215.81	1.11	-	-	0.27	0.00
Receivables from concession agreement which is due within 1 year	162.98	0.84	-	-	-	-
Contract assets – related parties – net	1.51	0.01	0.05	<0.01	0.03	0.00
Contract assets – general customers – net	2,168.45	11.20	4,275.58	26.28	4,140.21	29.85
Other accounts receivable – related parties	-	-	7.87	0.05	7.11	0.05
Other account receivable – general customers	9.99	0.05	20.97	0.13	21.45	0.15
Inventories	-	-	-	-	22.92	0.17
Construction in progress – general customers	5,398.74	27.89	1,356.99	8.34	1,452.84	10.48
Advance payments to subcontractors – related parties	-	-	0.43	0.00	0.71	0.01
Advance payments to subcontractors – general customers	204.42	1.06	109.94	0.68	90.51	0.65
Loans to related parties due within 1 year	1.53	0.01	1.53	0.01	20.53	0.15
Loans to other parties due within 1 year	535.75	2.77	253.98	1.56	199.69	1.44
Interest receivable from loan to related parties	0.17	0.00	0.14	0.00	0.80	0.01
Withholding income tax	500.16	2.58	701.02	4.31	628.76	4.53
Input tax refundable	192.54	0.99	91.80	0.56	96.10	0.69
Other current assets	82.18	0.42	28.26	0.17	52.83	0.38
Total current assets	12,095.58	62.48	13,572.70	83.43	10,353.60	74.66

Statement of Financial Position	Consolidated Financial Statement as of					
	31 December 2018		31 December 2019		31 December 2020	
	(audited)		(audited)		(audited)	
	THB Million	%	THB Million	%	THB Million	%
Non-Current Assets						
Trade accounts receivable – general customers - net	165.12	0.85	144.66	0.89	172.51	1.24
Deposit at bank used as collateral	129.86	0.67	-	-	0.87	0.01
Retention	3.85	0.02	3.11	0.02	3.66	0.03
Other non – current financial asset	-	-	0.06	<0.01	0.31	<0.01
Loan to related parties – net	6.11	0.03	4.58	0.03	3.05	0.02
Loan to third parties	278.76	1.44	464.77	2.86	491.31	3.54
Receivables from long-term concession agreement	4,733.20	24.45	-	-	-	-
Investment in subsidiaries - net	244.36	1.26	-	-	-	-
Investment in joint ventures - net	12.25	0.06	1,423.67	8.75	1,462.55	10.55
General Investment – net	726.38	3.75	-	-	-	-
Inventories	181.01	0.93	-	-	-	-
Property, plant & equipment – net	353.12	1.82	256.25	1.58	554.25	4.00
Right to use assets – net	-	-	-	-	317.92	2.29
Goodwill	-	-	-	-	177.97	1.28
Intangible assets – net	26.36	0.14	20.38	0.13	22.15	0.16
Deferred tax assets – net	360.17	1.86	349.46	2.15	277.35	2.00
Other non-current assets	44.21	0.23	28.17	0.17	30.45	0.22
Total non-current assets	7,264.75	37.52	2,695.11	16.57	3,514.33	25.34
Total Assets	19,360.33	100.00	16,267.81	100.00	13,867.93	100.00
Liabilities and Shareholders' Equity						
Current Liabilities						
Short-term loans from financial institutions	1,718.94	8.88	1,270.00	7.81	1,220.00	8.80
Trade Accounts Payable – related parties	-	-	1.38	0.01	2.98	0.02
Trade Accounts Payable – general suppliers	1,076.14	5.56	1,070.80	6.58	1,717.07	12.38

Statement of Financial Position	Consolidated Financial Statement as of					
	31 December 2018		31 December 2019		31 December 2020	
	(audited)		(audited)		(audited)	
	THB Million	%	THB Million	%	THB Million	%
Other payables – related parties	-	-	0.15	<0.01	0.03	<0.01
Other payables – general suppliers	40.06	0.21	51.85	0.32	68.84	0.50
Long-term loan due within 1 year from financial institutions – net	363.44	1.88	-	-	24.08	0.17
Liabilities under lease agreement due within in one year – net	-	-	-	-	49.64	0.36
Employee benefit obligation due within one year– net	-	-	-	-	46.95	0.34
Debentures due within one year – net	-	-	2,399.16	14.75	1,074.97	7.75
Retention payable to subcontractors	204.88	1.06	199.05	1.22	204.09	1.47
Provision for warranty	44.92	0.23	52.99	0.33	59.38	0.43
Accrued construction cost	4,027.40	20.57	5,232.09	32.16	4,131.21	29.79
Advances received from customers under construction contracts – general suppliers	1,705.48	8.81	841.57	5.17	423.04	3.05
Deferred construction revenue	10.80	0.06	64.57	0.40	138.08	1.00
Corporate income tax payable	3.88	0.02	16.09	0.10	24.62	0.18
Accrued expenses	184.55	0.95	116.86	0.72	152.24	1.10
Other current liabilities	198.69	1.03	113.96	0.70	181.09	1.31
Total Current Liabilities	9,534.27	49.25	11,430.51	70.26	9,518.32	68.64
Non-Current Liabilities						
Long-term loan from financial institutions – net	1,882.09	9.72	-	-	60.21	0.43
Lease liabilities – net	-	-	-	-	286.14	2.06
Debentures – net	4,568.10	23.60	2,172.58	13.36	1,099.05	7.93
Deferred income	133.04	0.69	126.59	0.78	126.28	0.91
Deferred tax liabilities – net	108.43	0.56	1.39	0.01	2.95	0.02
Dividend payable of preferred share	-	-	-	-	28.80	0.21
Employee benefits obligation	137.56	0.71	209.18	1.29	161.51	1.16
Total Non-Current Liabilities	6,829.22	35.27	2,509.74	15.43	1,764.95	12.73

Statement of Financial Position	Consolidated Financial Statement as of					
	31 December 2018		31 December 2019		31 December 2020	
	(audited)		(audited)		(audited)	
	THB Million	%	THB Million	%	THB Million	%
Total Liabilities	16,363.49	84.52	13,940.25	85.69	11,283.26	81.36
Shareholders' Equity						
Share Capital	896.00	4.63	896.00	5.51	896.00	6.46
Authorized and paid-up shares	616.00	3.18	616.00	3.79	616.00	4.44
Premium on share capital	3,285.76	16.97	3,285.76	20.20	3,285.76	23.69
Retained earnings (deficits)						
Appropriated for legal reserve	56.00	0.29	56.00	0.34	56.00	0.40
Unappropriated	13.31	0.07	(402.72)	(2.48)	(234.82)	(1.69)
Premium on share capital from share-based payment	23.19	0.12	23.19	0.14	23.19	0.17
Discount from dilution of investment in subsidiaries	(1,214.27)	(6.27)	(1,214.27)	(7.46)	(1,214.27)	(8.76)
Other component of shareholders' equity	(265.56)	(1.37)	(535.44)	(3.29)	(558.85)	(4.03)
Subordinated perpetual debentures	499.52	2.58	499.52	3.07	499.52	3.60
Non-controlling interests in subsidiaries	(17.11)	(0.09)	(0.49)	<(0.01)	111.69	0.81
Total Shareholders' Equity	2,996.85	15.48	2,327.56	14.31	2,584.66	18.64
Total Liabilities and Shareholders' Equity	19,360.33	100.00	16,267.81	100.00	13,867.93	100.00

5.2.2. Analysis of Position of Financial Statement and Operating Performance

(1) Operating Performance

Income

The income for the year ending on 31st December 2018 decreased by THB 2,119.22 million or equivalent to 20.29 percent from the year ending on 31st December 2017 mainly because the income of the main construction project will be recognized from the year 2019 onwards.

The income for the year ending on 31st December 2019 increased by THB 2,169.07 million or equivalent to 26.04 percent from the year ending on 31st December 2018 mainly because large-scale projects both in Thailand and abroad made construction progress during such period.

The income for the year ending on 31st December 2020 decreased by THB 3,627.55 million or equivalent to 34.55 percent from the year ending on 31st December 2019 mainly because of the Covid-19 pandemic which impacted business operations throughout the world including Thailand,

and as a result, impacted the working hours of many projects. Furthermore, certain key machines were not able to be transported from its country of origin and consequently, impacted the installation of such machines for certain projects and is the reason for suspension of investment in petrochemical and power plant industry in the year 2019.

Cost

The cost for the year ending on 31st December 2018 decreased by THB 1,165.86 million or equivalent to 12.15 percent from the year ending on 31st December 2017 mainly because decrease of income from construction and provision of service.

The cost for the year ending on 31st December 2019 increased by THB 675.77 million or equivalent to 8.02 percent from the year ending on 31st December 2018 mainly because increase of income from construction and provision of service.

The cost for the year ending on 31st December 2020 decreased by THB 3,207.63 million or equivalent to 35.22 percent from the year ending on 31st December 2019 mainly due to the decrease of income from construction and provision of service because of Covid-19 reasons.

Administrative Expenses

The administrative expenses for the year ending on 31st December 2018 increased by THB 1,308.04 million or equivalent to 137.15 percent from the year ending on 31st December 2017 mainly from setting up an allowance for doubtful accounts for Lao's Rock Salt Processing Project.

The administrative expenses for the year ending on 31st December 2019 increased by THB 59.12 million or equivalent to 2.61 percent from the year ending on 31st December 2018 mainly from increase of amount of allowance for doubtful accounts, employees' benefit obligation, expenses in bidding and expenses in relation to disposal of investment in TTGP and TTPMC.

The administrative expenses for the year ending on 31st December 2020 decreased by THB 1,308.12 million or equivalent to 56.36 percent from the year ending on 31st December 2019 mainly from decreasing the employee's salary and benefit, employee's benefit obligation, travelling expenses, entertainment expenses and expenses in relation to disposal of investment.

Net profit

The net profit (loss) for the year ending on 31st December 2018, 31st December 2019 and 31st December 2020 is equivalent to THB (2,009.76) million, THB (188.77) million and THB 204.44 million, respectively, or equaling to (24.13) percent, (1.80) percent and 2.98 percent, respectively. Despite significant decrease of income due to the outbreak of the Covid-19 in the year 2020, the Company was able to control its costs and administrative expenses efficiently. Therefore, the Company was able to make profit during such period.

(2) Financial Position

Assets

The assets as of 31st December 2018 decreased by THB 4,504.62 million or equivalent to 18.88 percent from 31st December 2017 mainly from setting up of an allowance for doubtful account for Lao's Rock Salt Processing Project as well as repayment of debentures and short-term loans to financial institutions by the Company during such period.

The assets as of 31st December 2019 decreased by THB 3,092.52 million or equivalent to 15.97 percent from 31 December 2018 mainly from decrease of work during construction – other parties as the Company had implemented the Thai Financial Reporting Standard 15 regarding revenue from contracts with customers which affected the accounting principle for recognizing work during construction and receivables under the long-term concession agreement due to disposal of investment in TTGP.

The assets as of 31st December 2020 decreased by THB 2,399.88 million or equivalent to 14.75 percent from 31st December 2019 mainly from decrease of cash and cash equivalent by THB 3,182 million as a result of repayment of loan in the amount of THB 2,400 million in May.

Liabilities

The liabilities as of 31st December 2018 decreased by THB 3,406.57 million or equivalent to 17.23 percent from 31st December 2017 mainly because the Company repaid the debenture and short-term loan to the financial institutions during such period.

The liabilities as of 31st December 2019 decreased by THB 2,423.24 million or equivalent to 14.81 percent from 31st December 2018 mainly from decrease of long-term loan from the financial institutions as a result of disposal of investment in TTGP.

The liabilities as of 31st December 2020 decreased by THB 2,656.99 million or equivalent to 19.06 percent from 31st December 2019 mainly from repayment of debenture at an amount of THB 2,400 million in May.

Shareholders' equity

The shareholders' equity as of 31st December 2018 decreased by THB 1,098.05 million or equivalent to 26.82 percent from 31st December 2017 mainly from setting up an allowance for doubtful account for Lao's Rock Salt Processing Project.

The shareholders' equity as of 31st December 2019 decreased by THB 669.29 million or 22.33 percent from 31st December 2018 mainly from the operational loss from setting up an allowance for doubtful account for projects in Thailand and abroad which affected the accumulated loss which was not allocated.

The shareholders' equity as of 31st December 2020 increased by THB 257.10 million or equivalent to 11.05 percent from 31st December 2019 mainly from offering preferential shares of the subsidiaries and profit from operation during such period.

5.2.3. Risk factors that may affect the profit of the Company

(1) Risk from the spread of Covid-19 pandemic and the risk from changing of the world's economic

The spread of the coronavirus or Covid-19 (COVID-19), where patients may have minor to severe symptoms, resulted in implementation of preventive measures by many government authorities of different countries in order to control such spread e.g., closing of certain areas, lockdown, curfew, determination of types of business and the period or the means to which businesses are allowed to operate (New Normal), including announcement of regulations and campaigns which require people to wear masks, social distance, limit outdoor activities as necessary and determination of state quarantine period for people coming from risky area, which caused severe impact to the people, society, business activity and the world economy.

The spread of such pandemic has lasted until this day and caused the world economy not being able to recover to normal. Many countries are still unable to control the spread or occurrence of a new outbreak. Therefore, a stricter measure to control and monitor the spread was implemented. In this regard, in relation to impacts on the operations of the Company's construction project, due to the stricter measures to control the outbreak, the mobilization of labor for project operations abroad has been suspended or will require more time and costs as compliance with screening measures and state quarantine is required prior to entry into such countries.

In this regard, the Company has considered and determined its preventive and controlling measures of the spread for working areas and construction project, including monitoring the situation of the spread of such pandemic closely to ensure that the Company has sufficient information to adapt the operation plan along with such changes efficiently.

(2) Risk of income from EPC business and risk of capital sufficiency

The spread of the coronavirus or Covid-19 (COVID-19) has caused a reduction in business activities, economic contraction and reduction in investment decisions to construct or improve the factories within petroleum and petrochemical industries, which is one of the main customers in design service, procurement and construction of the Company, and increase of bidding competition, which caused the Company not being able to meet its expected target for income from EPC services and may affect the capital cost in the future. Therefore, the Company has adjusted its business plan in order to adapt with the current situation by increasing its investment ratio in energy, renewable energy and biomass energy businesses by entering into a joint venture

with its business partners. In this respect, the Company will still have income from engineering design, procuring and constructing these EPC projects as well.

(3) Emerging Risks

The situation of the spread of Coronavirus pandemic or Covid-19 (COVID-19) since the beginning of the year 2020 has caused impact to the society and economy at a large scale. The measures that the government in each country have implemented in order to restrain the spread has changed the way of living of the people and caused a new way of living after the outbreak (New Normal). Such change has impact and must be monitored along with new threats.

In this regard, the Company has considered the risk that has emerged from the change in society, economy, technology and environment, which may affect the businesses over the world during the next 3 – 5 years based on the survey by the World Economic Forum Report 2021 and has an opinion that the emerging risks relating to the Company's operation is the risk from debt crisis, the risk from failure of cyber security and the risk from state conflict.

The Company acknowledges such risks and has stated it in the organization's risk registration to ensure that it will be monitored and will be able to control the situation instantly in case such risks occur in the future.

5.3. Estimated financial status of the current year by stating assumption on economic trading, industry and audited by an auditor which is approved and opinion of an independent financial advisor (if any)

-None-

5.4. List of the Board of Directors and top 10 shareholders at book closing date

(a) List of the Board of Directors as of 19 March 2021

No.	Directors	Position
1.	Mr. Tiwa Jaruke	Chairman
2.	Mr. Hironobu Iriya	Director
3.	Mrs. Nijaporn Charanachitta	Director
4.	Dr. Seiichi Itakura	Director
5.	Mr. Taku Imai	Director
6.	Mr. Eiji Hagiwara	Director
7.	Pol.Lt. Sivaraks Phinicharomna	Independent Director
8.	Dr. Ryuzo Nagaoka	Independent Director
9.	Mr. Suvit Manomaiyanon	Independent Director

(b) List of the Top 10 Shareholders as of 19 March 2021

No.	Shareholders	No. of shares	Shareholding Percentage (%)
1.	Sojitz Corporation	56,000,000	9.09
2.	Mr. Sakchai Sakchaicharoenkul	52,250,000	8.48
3.	Mr.Hironobu Iriya	40,516,134	6.58
4.	Global Business Management Company Limited	38,634,900	6.27
5.	DAIWA CAPITAL MARKETS SINGAPORE LIMITED	30,800,000	5.00
6.	Mr. Suthep Pattanasin	17,150,000	2.78
7.	Mr. Jiaranai Lertratchkul	16,993,100	2.76

No.	Shareholders	No. of shares	Shareholding Percentage (%)
8.	Ms. Suratana Trinratana	16,179,448	2.63
9.	Thai NVDR Company Limited	14,969,302	2.43
10.	Ms. Kantika Tanthuvanit	9,558,041	1.55
Total		293,050,965	47.57

5.5. Other information which may significantly affect the investors' decision (if any)

- None –

6. Opinion of the Board of Directors' of the Company on the Sufficiency of Capital

The Board of Directors' of the Company view that the Company and its subsidiary have enough funds from financial institutions' loans and issuing debentures to investors to be used as working capital. Moreover, the Company expects to receive money from divestment of TTLP to be used as investment for the Project. In any case, the Company anticipates that the entry into this Transaction will not significantly affect the Company's liquidity and financial position.

7. Pending Material Lawsuits or Claims

The details of pending material lawsuits or claims of the Company having an amount higher than 5 percent of the shareholders' equity is as follows:

- 7.1.** On 11 September 2019, a subcontractor in Malaysia has filed a statement of claim to a subsidiary of the group company stating that the subsidiary of the group company had breached the agreement and termination of the agreement has caused such subcontractor damage. The subcontractor claimed the following: (a) payment for outstanding milestone in an amount of MYR 142.43 million (or equivalent to THB 1,058.14 million) and other amount determined by the arbitral; (b) general damages from the alleged breaches by the subsidiary of the group under the contract and the termination of the contract; (c) interest on the amount awarded; and (d) other costs and bank fees for issuing security in an amount of MYR 14.92 million (equivalent to approximately THB 111.25 million).

However, such subsidiary submitted the objection to the petition and the counterclaim with the claim amount as follows: (a) expenses paid by such subsidiary on behalf of the subcontractor in an amount of MYR 11.80 million (or equivalent to THB 87.69 million); (b) repair costs for defects in construction whereby the damages of such are being assessed; (c) interest on damages under (a) and (b); and (d) other costs.

On 12 December 2019, the arbitral tribunal has called for a preliminary meeting and has issued an order to determine the arbitration procedures and guideline to the parties. On 27 January 2020, the subcontractor has filed and served their statement of claim to the arbitral tribunal to which the subsidiary of the group company filed its statement of defense and counterclaim on 16 March 2020 as directed by the arbitral tribunal.

On 3 October 2020, the Company received a court summon from the subcontractor. The subcontractor had filed a civil case against the Company, claiming that the Company is a guarantor of its subsidiary, in accordance with the parent company guarantee. The subcontractor has filed a statement of claim in an amount of MYR 172.30 million (or equivalent to THB 1,314.44 million) including the interest at the rate of 7.50 percent per annum from the filing date until the entire amount has been settled. On 23 November 2020, the Company has filed a petition to the court to consider dismissing the case and decide on the court's jurisdiction in accordance with the Arbitration Act B.E.2545 (2002) and the Establishment of the Central Intellectual Property and International Trade Court Act and Trial Procedures for Central Intellectual Property and International Trade Cases B.E. 2539 (1996) as the Company views that there is a legal issue with the court's jurisdiction. The Court has made an appointment for examination of the petition on 21 June 2021.

- 7.2.** On 25 December 2018, the group company (as the petitioner) submitted the statement of claim to the arbitral tribunal, relating to breach of the turnkey contract for the onshore construction, onshore supply and offshore supply work for the Lat Krabang Power Plant Project against the

project owner (as the respondent) to be liable for the following: (a) outstanding milestone payments and the cost of variation, plus the default interest of 12 percent calculated up to the submission of this statement of claim in an amount of THB 340.09 million, SEK 21.94 million and USD 0.03 million; (b) the default interest at the rate of 12% per annum for the outstanding payment in (a) from the date of submission of the statement of claim; (c) return the advance payment bonds and the performance payment bonds, including pay the fees for issuance of the bond, which the group paid to the issuing bank in an amount of THB 1.99 million and USD 0.05 million and SEK 0.55 million; (d) damages on the loss of opportunity cost of THB 500 million; (e) issue the provisional acceptance certificate specifying the date on which all conditions of the provisional acceptance certificate were satisfied and issue the final provisional acceptance certificate to the claimant and state that the conditions of final acceptance have been fully satisfied; and (f) pay in full the fees and expenses of the arbitrators, the arbitration center's administrative expenses and all costs incurred by the group company in connection with these arbitral proceedings, particularly without limitation to legal fees and expenses.

However, on 19 August 2019, the respondent has submitted the statement of defense and counter-claim to the arbitral tribunal, denying the allegations set forth in the statement of claim, and demanded that the group company indemnify the respondent for debt arising from the breach of contract e.g., costs borne by the respondent for rectification or replacements of non-compliance assets and equipment, liquidated damages for delay and failure to achieve the performance guarantee, additional expenses for the construction of the transmission lines, damages for business interruption, as well as other damages and expenses in an amount of THB 1,611.56 million.

On 10 October 2019, the arbitral tribunal, appointed by each party, appointed the chairman of the arbitral tribunal. The arbitral tribunal then granted the respondent's request to amend its statement of defense and counterclaim and ordered that the group party file an additional response to the counterclaim by 25 December 2019.

On 6 February 2020, the arbitral tribunal designated the issues in dispute for the proceedings are whether the claimants, as members of the consortium, are authorized to file the statement of claim to demand the respondent to be liable under the turnkey contract; and whether the claimant or the respondent, is in breach of the turnkey contract; and to what extent the breaching party shall be liable for damages for the non-breaching party. The arbitral tribunal required that both parties shall submit the list of witnesses, witness statements, and evidence by 24 August 2020, and the next appointment for witness examination is scheduled for 30 October 2020. Both parties shall submit the closing statement to the arbitration center by 7 March 2021. The witness examination of the claimant and respondent were completed on 19 February 2021. At present, this case is in the consideration of the arbitral tribunal and is pending the final award from such arbitral tribunal. The closing statements shall be declared after the witness examination of the project in the Bang Poo Industrial Estate is finished.

- 7.3.** On 25 December 2018, the group company (as claimant) submitted the statement of claim to the arbitration center, relating to the breach of the turnkey contract for the onshore construction, onshore supply and offshore supply work for the Bang Poo Power Plant Project against the employer of the construction project in the Bang Poo Industrial Estate (as respondent) to be liable for the following: (a) outstanding milestone payments, the cost of standby manpower and the cost of variation, plus the default interest of 12% calculated up to the submission of this statement of claim in amount of THB 555.89 million, SEK 41.64 million and USD 0.05 million; (b) the default interest at the rate of 12% per annum for the outstanding payment in (a) from the date of submission of this statement of claim; (c) return the advance payment bonds and the performance payment bonds, including paying the bonds fee paid by the group company to the issuing bank in amount of THB 3.69 million, USD 0.09 million and SEK 1.09 million; (d) damages on loss of opportunity cost in the total amount of THB 1,000 million; (e) issue the provisional acceptance certificate specifying the date on which all conditions of the provisional acceptance were satisfied and issue the final provisional acceptance certificate to the group company and state that the conditions of final acceptance have been fully satisfied; and (f) pay in full the fees and expenses of the arbitrators, the arbitration center's administrative expenses and all costs incurred by the group company in connection with these arbitral proceedings, particularly without limitation to legal fees and expenses.

However, on 13 August 2019, the respondent has submitted the statement of defense and counter-claim to the arbitration center, denying the allegations set forth in the statement of claim, and demanded that the group company indemnify the respondent for damages arising from breach of contract e.g., costs borne by the respondent for rectification or replacements of non-compliance assets and equipment, liquidated damages for delay and failure to achieve the performance guarantee, additional expenses for the construction of the transmission lines, damages for business interruption, as well as other damages and expenses in an amount of THB 4,247.64 million.

On 10 October 2019, the arbitral tribunal, appointed by each party, appointed the chairman of the arbitral tribunal. The arbitral tribunal then granted the respondent's request to amend its statement of defense and counterclaim and ordered that the group company file an additional response to the counterclaim by 25 December 2019 to the arbitration center.

On 6 February 2020, the arbitral tribunal designated the issues in dispute for the proceedings are whether the claimants, as members of the consortium, are authorized to file the statement of claim to demand the respondent to be liable under the turnkey contract; and whether the claimant or the respondent, is in breach of the turnkey contract; and to what extent the breaching party shall be liable for damages for the non-breaching party. The arbitral tribunal required that both parties shall submit the list of witnesses, witness statements, and evidence by 4 August 2021, and the appointment for witness examination is scheduled for 10 September 2021. Both parties shall submit the closing statement to the arbitration center by 10 February 2022.

In this respect, the Company has not set up an allowance for doubtful accounts with respect such pending lawsuits as the lawsuit is not final yet.

8. Interest or connected transactions between the Company and directors, management and shareholders directly and indirectly holding shares at least 10 per cent

- None -

9. Summary of Material Agreements for the Past 2 Years

Summary of Material Agreements in 2019

No.	Agreement(s)	Signatories		Substantial Summary
		Company or Subsidiaries	Parties	
1	<ul style="list-style-type: none"> Share Purchase Agreement Shareholders' Agreement 	TTPHD	<ul style="list-style-type: none"> Chugoku Electric Power Singapore Pte.Ltd. SEP International Netherlands B.V. 	TTPHD has disposed its investment in common shares of TTCL Gas Power Pte. Ltd. ("TTGP"), which is a holding company investing in Toyo Thai Power Myanmar Co., Ltd., operating in gas turbine & combined cycle power plant with the total capacity of 121 MW in Ahlone Township, Yangon City, Myanmar, in a total amount of 29.70 million shares or equivalent to 60 percent of the total shares of TTGP.
2	Share Purchase Agreement	The Company	RATCH Group Public Company Limited	The Company has disposed its investment in preference shares of Nava Nakorn Electricity Generating Company Limited ("NNE"), which generates and supplies electricity from a co-generation power plant, in a total amount of 7.26 million shares or equivalent to 44.02 percent of the total shares of NNE.

No.	Agreement(s)	Signatories		Substantial Summary
		Company or Subsidiaries	Parties	
3	Share Purchase Agreement	TTCL Solar Power Pte. Ltd. ("TTSP")	Solar Visible Company Limited	TTSP has disposed its investment in common shares of Siam Solar Power Public Company ("SSPC"), which generates and supplies electricity from solar cell, in a total amount of 40 million shares or equivalent to 40 percent of the total shares of SSPC.

Summary of Material Agreements in 2020

No.	Agreement(s)	Signatories		Substantial Summary
		Company or Subsidiaries	Parties	
1	Share Purchase Agreement	<ul style="list-style-type: none"> The Company TTCL Vietnam Corporation TTCL Bio Company Pte. Ltd. 	<ul style="list-style-type: none"> Phu Tai Bio-Energy Corporation Mr. Nguyen Thanh Phong Ms. Nguyen Ha Tien 	The Company's group made an investment in Ha Tien Energy Corporation, incorporated in Vietnam, which generates white biomass pellets, in a total amount of 100 percent.
2	<ul style="list-style-type: none"> Share Purchase Agreement Shareholders' Agreement 	The Company	<ul style="list-style-type: none"> Kamer10 Holding B.V. Innogy Renewables Technology Fund I GmbH & Co. KG 	The Company has made an investment in Blackwood Technology B.V., incorporated in Netherlands and holding a patent ownership in generating torrefied pellet biomass, in a total amount of 100 percent.

10. Proxy forms for shareholders to vote and appoint at least 1 audit committee as proxy for the shareholders

As detailed in Document to support Attendance (2.1 and 2.2).

Please be informed accordingly.



Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Dr. Seiichi Itakura / Mr. Hironobu Iriya', is written over a horizontal line.

Dr. Seiichi Itakura / Mr. Hironobu Iriya
Authorized to sign on behalf of the Company