



## FIRE VICTOR

Ref. No. FIRE 013/2016

September 6, 2016

Subject: Purchase and acceptance of the transfer of the entire business of Chillmatch Company Limited, increase of the Company's registered capital and offering of newly issued ordinary shares to specific investors (private placement) (Amended)

To: The President  
The Stock Exchange of Thailand

Enclosure: 1. Information Memorandum on the Acquisition of Assets and the Connected Transaction Relating to the Transfer of the Entire Business of Chillmatch Company Limited

2. Capital Increase Report Form (F 53-4)

3. Information Memorandum on the Offering of the Company's Newly Issued Ordinary Shares to Specific Investors (Private Placement)

4. Particulars of the Amendment to the Objectives of Fire Victor Public Company Limited

Following the Board of Directors' Meeting No. 5/2016 of Fire Victor Public Company Limited (the "Company") held on September 5, 2016 at 3:00 p.m., the Company would like to inform the material resolutions of the meeting as follows:

1. Approved to propose the Extraordinary General Meeting of Shareholders No. 1.2016 to consider and approve the purchase and acceptance of the entire business of Company, Chillmatch Company Limited ("CM") and its subsidiary by way of the entire business transfer and the execution of the relevant agreements.

The Company will purchase and accept the transfer of the entire business of CM at the transfer price of THB 614,390,000, whereas the Company will pay the consideration to CM in kind, by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, at the offering price of THB 2.62 per share, based on the asset-to-share swap ratio of 0.67 (the "Acquisition Transaction").

\* The ratio of the issuance of the Company's newly issued ordinary shares to CM equals to 0.67 of the Company's total registered capital, calculated by the total number of the Company's newly issued ordinary shares divided by the total number of the Company's existing total issued shares (i.e.  $234,500,000 \div 350,000,000 = 0.67$ )

The Acquisition Transaction will constitute an acquisition of the entire business of a private company pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and an acquisition of assets, Class 4 transaction, or a backdoor listing pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 B.E. 2547 (2004) (as amended) (the “**Acquisition or Disposal Notifications**”). The transaction size of the Acquisition Transaction calculated based on the net profit method, which gave the highest transaction size, is equivalent to 156.29 percent. Therefore, the Company is required to disclose information on the Acquisition Transaction to the Stock Exchange of Thailand (the “**SET**”), including undertaking the following matters:

- To request for approval from the general meeting of shareholders of the Company where the approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote;
- To request for approval from the SET on listing of the new securities pursuant to the SET regulation regarding listing of ordinary or preferred shares as listed securities; and
- To appoint an independent financial advisor (IFA) to undertake relevant actions, including giving an opinion on the Acquisition Transaction pursuant to the Acquisition or Disposal Notifications and the Connected Transaction Notifications. In this regard, the Company had appointed Advisory Plus Company Limited to be an independent financial advisor to undertake actions as required by the Acquisition or Disposal Notifications and the Connected Transaction Notifications.

In addition, the Acquisition Transaction and the issuance of the Company’s newly issued ordinary shares as a consideration for the Entire Business of CM will constitute a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 (2003) (as amended) (the “**Connected Transaction Notifications**”), where the total transaction size of the Acquisition Transaction is equivalent to 146.14 percent of the Company’s net tangible assets (“**NTA**”).

For more details, please see Enclosure 1 (Information Memorandum on the Acquisition of Assets and the Connected Transaction Relating to the Transfer of the Entire Business of Chillmatch Company Limited).

2. Approved to propose the Extraordinary General Meeting of Shareholders No. 1.2016 to consider and approve the increase of the Company’s registered capital by THB 117,250,000, from THB 175,000,000 to THB 292,250,000, by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, the offering price of THB 2.62 per share, based on the asset-to-share swap ratio of 0.67, as a consideration for the Entire Business of CM, totaling THB 614,390,000, and the amendment to Clause 4 in the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital, as detailed in Enclosure 2 (Capital Increase Report Form (F 53-4)).
3. Approved to propose the Extraordinary General Meeting of Shareholders No. 1.2016 to consider and approve the allocation of 234,500,000 the Company’s newly issued ordinary shares, with a par value of THB 0.50 per share, to CM at the offering price of THB 2.62 per share, totaling to THB 614,390,000, as a consideration in kind, instead of cash. **Upon the completion of the increase of the Company’s registered capital, CM will hold 40.12 percent of the Company’s total paid-up capital. However, CM will be dissolved on the same day immediately upon receiving the Company’s newly issued ordinary shares, which would result in the newly issued ordinary shares of the Company being distributed to**

CM's shareholders. In this respect, those 234,500,000 newly issued ordinary shares of the Company being proportionately distributed to CM's shareholders under CM's dissolution and liquidation process will not result in each of them holding more than 25 percent of the Company's total issued shares after the capital increase. Therefore, each of shareholders of CM will be obliged to make a tender offer of all securities of the Company pursuant to Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers.

The offering price of the Company's newly issued ordinary shares, at THB 2.62 per share, is the offering price at no discount from the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering of Newly Issued Shares by Listed Company to Specific Investors (the "**Private Placement Notification**"). Nevertheless, the issuance of the Company's newly issued ordinary shares is required an approval from the general meeting of shareholders of the Company, where the approval shall be passed by an affirmative vote of a simple majority of the total votes of the shareholders attending such meeting and having the right to vote, and an approval for the offering of the newly issued ordinary shares of the Company to specific investors (private placement) from the Office of the Securities and Exchange Commission (the "**SEC Office**") under the Private Placement Notification prior to the issuance of shares.

The "market price" means the weighted average price of the Company's shares trading on the SET during 15 consecutive business days prior to the date on which the Company's Board of Directors has passed a resolution to propose the offering of the newly issued ordinary shares of the Company to the Extraordinary General Meeting of Shareholders No. 1/2016 for approval, from August 15, 2016 to September 2, 2016, which was equivalent to THB 2.56 per share (Information retrieved from SETTRADE at [www.settrade.com](http://www.settrade.com) of the SET).

In addition, the allocation of the newly issued ordinary shares of the Company to CM constitutes a connected transaction pursuant to the Connected Transaction Notifications, where the total transaction size of the Acquisition Transaction is equivalent to 146.14 percent of the Company's NTA as of June 30, 2016, which exceeds THB 20 million or is more than 3.00 percent of the Company's NTA. Therefore, the Company is required to request for approval from the general meeting of shareholders for entering into the connected transaction, where the approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote, excluding the votes cast by the shareholders having an interest in the matter, and disclose the information on such connected transaction. Please see Enclosure 1 (Information Memorandum on the Acquisition of Assets and the Connected Transaction relating to the Transfer of the Entire Business of CM).

4. Approved to propose the Extraordinary General Meeting of Shareholders No. 1.2016 to consider and approve the offering of 234,500,000 newly issued ordinary shares to CM at the offering price of THB 2.62 per share, which is the offering of shares at the price with no discount from the market price pursuant to the Private Placement Notification, which requires an approval from the general meeting of shareholders of the Company and an approval from the SEC Office prior to the offering. Please see Enclosure 3 (Information Memorandum on the Offering of the Company's Newly Issued Ordinary Shares to Specific Investors (Private Placement)).
5. Approved to propose the Extraordinary General Meeting of Shareholders No. 1.2016 to consider and approve the change of the name of the Company and the amendment to Clause 1 in the Memorandum of Association to be in line with those changes, including the change of the securities abbreviation of the Company, detailed as follows:

Thai name: “บริษัท ชาญ เอ็นจิเนียริ่ง โซลูชั่นส์ จำกัด (มหาชน)”

English name: “Harn Engineering Solutions Public Company Limited”

Securities abbreviation: “HARN”

6. Approved to propose the Extraordinary General Meeting of Shareholders No. 1.2016 to consider and approve the amendment to Article 1 and Article 2 of the Articles of Association of the Company (the “AOA”) relating to the name of the Company to be in line with the change of the the Company’s name, to be as follows:

**Article 1 of the AOA**

From

“Article 1 This Articles of Association refers to the Articles of Association Fire Victor Public Company Limited”

To be

“Article 1 This Articles of Association refers to the Articles of Association Harn Engineering Solutions Public Company Limited”

**Article 2 of the AOA**

From

“Article 2 The “**Company**” hereinafter this Articles of Association refers to Fire Victor Public Company Limited”

To be

“Article 2 This Articles of Association refers to the Articles of Association Harn The “**Company**” hereinafter this Articles of Association refers to Harn Engineering Solutions Public Company Limited”

7. Approved to propose the Extraordinary General Meeting of Shareholders No. 1.2016 to consider and approve the amendment to the objectives of the Company to be in line with the corporate restructuring of the Company by purchasing and accepting the transfer of the entire business of CM and the amendment to Clause 3 of the Memorandum of Association of the Company to be in line with the amendment to the objectives of the Company. Please see Enclosure 4 (Particulars of the Amendment to the Objectives of Fire Victor Public Company Limited).
8. Approved to propose the Extraordinary General Meeting of Shareholders No. 1.2016 to consider and approve the increase of the Company’s number of directors from 7 to 10 directors by appointing the following persons to be the Company’s directors:
- (1) Mr. Wasan Nantakwang – **director**;
  - (2) Mr. Thammanoon Tripetchr – **director**; and
  - (3) Mr. Supot Tiarawut – **independent director**.

In this respect, the Board of Directors considered the characteristics of such persons and viewed that they possessed knowledge, skills, experience and expertise which will be beneficial to the business operation of the Company, and do not possess the prohibited characteristics pursuant to the Public Company Limited Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), as well as the relevant regulations.

In addition, it was approved to propose the Extraordinary General Meeting of Shareholders No. 1.2016 to consider and approve the change of the Company's authorized directors to be as follows:

**Authorized directors of the Company**

**From:**

*“Mr. Parkphum Wongpaitoon, Mr. Wirat Sukchai, Mrs. Sirima Iamsakulrat and Mrs. Valeeratn Chuerboonchai – any two of them jointly sign to bind the Company.”*

**To be:**

*“Mr. Wirat Sukchai, Mr. Wasan Nantakwang, Mr. Thammanoon Tripetchr, Mrs. Sirima Iamsakulrat and Mrs. Valeeratn Chuerboonchai – any two of them jointly sign to bind the Company.”*

9. Approved to appoint Advisory Plus Company Limited, which is a financial advisor in the approved list of the SEC Office, to be an independent financial advisor to undertake relevant actions, including giving an opinion on the Acquisition Transaction pursuant to the Acquisition or Disposal Notifications and the Connected Transaction Notifications.
10. Approved to convene the Extraordinary General Meeting of Shareholders No. 1/2016 which will be held on November 1, 2016 at 2.00 pm at Wassana 6-7 Golden Tulip Sovereign Hotel Bangkok to consider the meeting agenda as follows:

- |               |  |
|---------------|--|
| Agenda Item 1 | To consider and adopt the minutes of the 2016 Annual General Meeting of the Company;   |
| Agenda Item 2 | To consider and approve the purchase and acceptance of the entire business of Chillmatch Company Limited and its subsidiary by way of the entire business transfer;  |
| Agenda Item 3 | To consider and approve the increase of the registered capital of the Company by THB 117,250,000, from THB 175,000,00 to THB 292,500,000, by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share; |
| Agenda Item 4 | To consider and approve the amendment to Clause 4 in the Memorandum of Association to be in line with the capital increase of the Company;   |
| Agenda Item 5 | To consider and approve the allocation of the Company's newly issued ordinary shares;  |
| Agenda Item 6 | To consider and approve the offering of the newly issued ordinary shares to the specific investors at a clearly determined offering price;   |

- Agenda Item 7 To consider and approve the change of the Company's name and the securities abbreviation;
- Agenda Item 8 To consider and approve the amendment to Clause 1 of the Memorandum of Association to be in line with the change of the Company's name;
- Agenda Item 9 To consider and approve the amendment of the Articles of Association relating to the Company's name;
- Agenda Item 10 To consider and approve the amendment to the Company's objectives;
- Agenda Item 11 To consider and approve the amendment to Clause 3 of the Memorandum of Association of the Company to be in line with the change of the Company's objectives;
- Agenda Item 12 To consider and approve the increase of the Company's number of directors, the appointment of the new directors and the change of the authorized directors; and
- Agenda Item 13 Other business (if any)

11. Approved the determination of the date for determining the names of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2016 (Record Date) on October 3, 2016 and the date for gathering the names of shareholders under section 225 of Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer on October 4, 2016.

Please be informed accordingly.

Sincerely yours,



(Mr. Wirat Sukchai)

Managing Director



**INFORMATION MEMORANDUM ON**  
**THE ACQUISITION OF ASSETS AND CONNECTED TRANSACTION**  
**OF FIRE VICTOR PUBLIC COMPANY LIMITED RELATING TO**  
**THE TRANSFER OF ENTIRE BUSINESS OF CHILLMATCH COMPANY LIMITED (Amended)**

6 September 2016

The Board of Directors' Meeting No. 5/2016 of Fire Victor Public Company Limited (the **"Company"**), held on September 5, 2016, has resolved to approve the purchase and acceptance of the transfer of the entire business of Chillmatch Company Limited (**"CM"**), including but not limited to its assets, liabilities, agreements, employees, licenses and other rights relating to the business operation of CM, as well as all of benefits over the assets and the ordinary shares of QIIS Company Limited (**"QIIS"**), CM's subsidiary holding 100% of the registered capital therein (collectively, the **"Entire Business of CM"**) by way of the entire business transfer. The transfer price of the Entire Business of CM equals to THB 614,390,000, whereby the Company will pay the transfer price to CM in kind, by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, at the offering price of THB 2.62 per share. The number of Company's shares to be issued to CM was calculated based on the asset-to-share swap ratio of 0.67 (the **"Acquisition Transaction"**).

The Acquisition Transaction will constitute an acquisition of the entire business of a private company pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and an acquisition of assets, Class 4 transaction, or a backdoor listing pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 B.E. 2547 (2004) (as amended) (the **"Acquisition or Disposal Notifications"**). The transaction size of the Acquisition Transaction calculated based on the net profit method, which gave the highest transaction size, is equivalent to 156.29 percent.

In addition, the Acquisition Transaction and the issuance of the Company's newly issued ordinary shares as a consideration for the Entire Business of CM will constitute a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 (2003) (as amended) (the **"Connected Transaction Notifications"**), where the total transaction size of the Acquisition Transaction is equivalent to 146.14 percent of the Company's net tangible assets (**"NTA"**).

Therefore, the Company would like to disclose details on the Acquisition Transaction pursuant to the Acquisition or Disposal of Assets Notifications and the Connected Transaction Notifications as follows:





**1. Transaction Date**

After the Extraordinary General Meeting of Shareholders No. 1/2016, which will be held on November 1, 2016, passing a resolution to approve the Acquisition Transaction, which is an acquisition of assets and a connected transaction, and all conditions precedent as listed in Section 11 are satisfied in full.

**2. Contractual Parties**

Transferor: Fire Victor Public Company Limited

Transferee: Chillmatch Company Limited

**3. Connected Persons and Relationship**

Connected Person	Relationship with the Company	CM <sup>2/</sup>	
		Position	Shareholding
1. Mrs. Sirima Iamsakulrat <sup>3/</sup>	<ul style="list-style-type: none"> <li>Director</li> <li>Major shareholder holding 10.02% of the total issued shares</li> </ul>	Director and authorized director	Major shareholder, holding 12.27% of the total issued shares
2. Mr. Jain Charnnarong	<ul style="list-style-type: none"> <li>Shareholder, holding 9.71% of the total issued shares</li> <li>Brother of Mrs. Sirima Iamsakulrat</li> </ul>	-	Major shareholder, holding 26.98% of the total issued shares
3. Nice Noble Limited <sup>4/</sup>	<ul style="list-style-type: none"> <li>Shareholder, holding 9.43% of the total issued shares</li> </ul>	-	Major shareholder, holding 17.18% of the total issued shares
4. Mrs. Prayoonsri Charnnarong <sup>4/</sup>	<ul style="list-style-type: none"> <li>Shareholder, holding 0.27% of the total issued shares</li> <li>Mother of Mrs. Sirima Iamsakulrat</li> </ul>	-	Please see the remark no. 4
5. Ms. Nopporn Charnnarong	<ul style="list-style-type: none"> <li>Shareholder, holding 0.08% of the total issued shares</li> <li>Sister of Mrs. Sirima Iamsakulrat</li> </ul>	-	Major shareholder, holding 12.27% of the total issued shares
6. Mr. Thammanoon Tripetchr	<ul style="list-style-type: none"> <li>Shareholder, holding 1.44% of the total issued shares</li> <li>Candidate to be a director</li> </ul>	Director	Major shareholder, holding 6.7% of the total issued shares
7. Mr. Wasan Nantakwang	Candidate to be a director	Director and authorized director	Major shareholder, holding 12.00% of the total issued shares
8. Mr. Supot Tiarawut	Candidate to be a director	Director	-



**Remarks:** <sup>1/</sup> According to the Company's list of shareholders as of the book closure date on May 13, 2016  
<sup>2/</sup> According to CM's list of shareholders as of April 29, 2016, and CM is a major shareholder of QIIS holding 100 percent of the total registered capital  
<sup>3/</sup> The former family name is Charnnarong.  
<sup>4/</sup> Nice Noble Limited is a company incorporated in Hong Kong Special Administrative Region of the People's Republic of China who administers the estate of Mrs. Prayoonsri Channarong, under a trust scheme, whereas Mrs. Prayoonsri Channarong is the ultimate beneficiary.

#### **4. General Characteristics and Transaction Size**

##### **4.1 General Characteristics of the Transaction**

The Company will purchase and accept the transfer of the Entire Business of CM, at the transfer price of THB 614,390,000 and the Company will issue 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, at the offering price of THB 2.62 per share, to CM as a consideration. The number of Company's shares to be issued to CM was calculated based on the asset-to-share swap ratio of 0.67. Upon the increase of capital, CM will become a shareholder of the Company, holding 40.12 percent of the Company's total paid-up capital. Nevertheless, CM will be dissolved on the same date of acquiring the Company's newly issued ordinary shares, and such newly issued ordinary shares will be distributed to CM's shareholders, as detailed in Step 1 below.

The Company will accept the transfer of the Entire Business of CM after the shareholders' meeting resolves to approve the Acquisition Transaction. As of June 30, 2016, the Entire Business of CM comprised of:

Unit: THB million

<b>As of June 30, 2016</b>	<b>Consolidated Financial Statements of CM <sup>1/</sup></b>
Total Assets	341.71
Total Liabilities	132.40

**Remark:** <sup>1/</sup> CM holds 3,952,000 shares in QIIS representing 100 percent of QIIS's total registered capital.

Post-Acquisition Transaction, the Company will become a shareholder of QIIS holding 100 percent of QIIS's registered capital. Thereafter, the Company will undertake further restructuring by purchasing and accepting the transfer of the entire business of QIIS, including but not limited to its assets, liabilities, agreements, employees, licenses and other rights relating to the business operation of QIIS, as well as all of benefits over the assets, by way of entire business transfer. The entire business transfer of CM and QIIS will take place within 45 days after the shareholders' meeting resolving to approve the Acquisition Transaction, in accordance with the following manners:

##### **Step 1**

1.1 CM will transfer its entire business, including the ordinary shares of QIIS to the Company.

- 1.2 The Company will pay the consideration to CM for the Acquisition Transaction in kind, by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, at the offering price of THB 2.62 per share, totaling THB 614,390,000.
- 1.3 Upon completion of the transfer of the Entire Business of CM, CM will be dissolved and return the remaining assets (i.e. 234,500,000 newly issued ordinary shares of the Company) under the liquidation process to its shareholders, as detailed above. As a result, such CM's shareholders will become shareholders of the Company. Details on the number of the Company's newly issued ordinary shares to be held by CM's shareholders appear in the Information Memorandum on the Offering of the Company's Newly Issued Ordinary Shares to Specific Investors (Private Placement).

**Step 2**

Post-Acquisition Transaction, the Company will become a shareholder of QIIS holding 100 percent of QIIS's registered capital. Thereafter, QIIS, as a wholly owned subsidiary of the Company, will transfer its entire business to the Company and further proceed with the dissolution and liquidation, respectively.

**4.2 Calculation of the Transaction Size**

**4.2.1) Acquisition of Assets**

The Acquisition Transaction is deemed as an acquisition of assets, Class 4 transaction, or a backdoor listing pursuant to the Acquisition or Disposal Notifications. The transaction size of the Acquisition Transaction, calculated based on the Company's financial statements ended June 30, 2016, equivalent to 156.29 percent according to the net profit method, which gave the highest result among various calculating methods. Therefore, the Company is required to disclose information on the Acquisition Transaction to the Stock Exchange of Thailand (the "SET"), and to undertake the following matters:

- To request for approval from the general meeting of shareholders of the Company where the approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote;
- To request for approval from the SET on listing of the new securities pursuant to the SET regulation regarding listing of ordinary or preferred shares as listed securities; and
- To appoint an independent financial advisor (IFA) to undertake relevant actions, including giving an opinion on the Acquisition Transaction pursuant to the Acquisition or Disposal Notifications and the Connected Transaction Notifications. In this regard, the Company had appointed Advisory Plus Company Limited to be an independent financial advisor to undertake actions as required by the Acquisition or Disposal Notifications and the Connected Transaction Notifications.

The calculation of the transaction size of the Acquisition Transaction based on the financial statements of the Company ended June 30, 2016 has details as follows:

<b>1. Value of net tangible assets method</b>	$\frac{\text{NTA of investment in CM} \times \text{proportion acquired or disposed}}{\text{NTA of the Company}}$ = 45.29%
<b>2. Net profits from operating result method</b>	$\frac{\text{Net profits of investment in CM} \times \text{proportion purchased or sold}}{\text{Net profit of the Company}}$ = 156.29%
<b>3. Total value of consideration method</b>	$\frac{\text{Value of consideration received or paid}}{\text{Total assets of the Company}}$ = 116.44%
<b>4. Value of equity issued as consideration for assets method</b>	$\frac{\text{Number of equity issued as consideration}}{\text{Total number of issued equity of the Company}}$ = 67.00%

**4.2.2) Connected Transaction**

The Acquisition Transaction and the issuance of the newly issued ordinary shares as a consideration for the Entire Business of CM constitute a connected transaction pursuant to the Connected Transaction Notifications, where the transaction size is equivalent to 146.14 percent of the Company's NTA as of June 30, 2016, which exceeds THB 20 million or is more than 3.00 percent of the Company's NTA. Therefore, the Company is required to request for approval from the shareholders' meeting for entering into the connected transaction, where the approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote, excluding the votes cast by the shareholders having an interest in the matter, and disclose the information on such connected transaction.

The NTA of the Company and CM, as of June 30, 2016, are as follows:

<b>As of June 30, 2016 (THB million)</b>	<b>Company</b>	<b>CM's consolidated financial statements</b>
Total assets	527.64	341.71
<u>Deducted:</u> Intangible assets	(12.21)	(18.89)
<u>Deducted:</u> Total liabilities	(95.02)	(132.40)
<u>Deducted:</u> Interest without control	-	-
<b>Net Tangible Assets (NTA)</b>	<b>420.41</b>	<b>190.42</b>

**5. Details of Assets to Be Acquired**

After the general meeting of shareholders of the Company passing a resolution to approve the Acquisition Transaction, the Company will accept the transfer of the Entire Business of CM by way of entire business transfer.

**5.1 Details of CM****(1) Business**

Date of incorporation	May 13, 1988
Type of business	Import and distribution of products concerning cooling and air-conditioning systems, including providing advice and designing of cold storage services
Office location	19/20-22 Soi Soonvijai, Rama 9 Road, Bangkapi Sub-district, Huaykwang District, Bangkok
Registered and paid-up capital	THB 98,800,000
Number of registered and paid-up shares	9,880,000 shares
Par value	THB 10 per share

**(2) Board of Directors of CM**

The list of CM's Board of Directors, according to CM's affidavit issued on February 11, 2016, is as follows:

No.	CM's Board of Directors	Position
1.	Mrs. Sirima Iamsakulrat	Director
2.	Mr. Parkphum Wongpaitoon	Director
3.	Mrs. Valeeratn Chuerboonchai	Director
4.	Mr. Wasan Nantakwang	Director
5.	Mr. Thammanoon Tripetchr	Director
6.	Mrs. Danunath Suvannanonda	Director
7.	Ms. Pakavalee Jearsawatvattana	Director
8.	Mr. Supot Tiarawut	Director

**(3) Shareholders of CM**

CM's shareholders, according to the list of shareholders as of April 29, 2016, are as follows:

No.	CM's Shareholders	Number of Shares held (shares)	Shareholding Percentage
1.	<b><u>Charnnarong Family</u></b> <sup>1/</sup>		
	Mrs. Sirima Iamsakulrat	1,212,477	12.27
	Mr. Jain Charnnarong	2,665,217	26.98
	Nice Noble Limited	1,697,779	17.18
	Ms. Nopporn Charnnarong	1,212,478	12.27
2.	<b><u>Tripetchr Family</u></b> <sup>1/</sup>		
	Mr. Thammanoon Tripetchr	666,357	6.74
	Ms. Tharada Tripetchr	316,161	3.20
	<b><u>Other shareholders of CM</u></b>		
3.	Mr. Wasan Nantakwang	1,185,600	12.00
4.	Ms. Panadda Thongliem	624,911	6.33
5.	Mr. Parkphum Wongpaitoon	112,237	1.14
6.	Mrs. Valeeratn Chuerboonchai	98,104	0.99
7.	Ms. Ularin Chanyawongsak	88,679	0.90
	<b>Total Shares</b>	<b>9,880,000</b>	<b>100.00</b>

**Remark: 1/** These shareholders are grouped based on their family name but they are not considered persons according to Section 258 or concert parties

**(4) Summary of Financial Information and Operating Results of CM**

Statement of Financial Position Unit : Million Baht	Consolidated				Company			
	As at December 31		As at January	As at June	As at December 31			As at June
	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	1 2014 Audited <sup>1</sup>	30, 2016 Reviewed <sup>2</sup>	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	2013 Audited <sup>1</sup>	30, 2016 Reviewed <sup>2</sup>
<b>ASSETS</b>								
Trade and other receivables	85.61	82.98	87.08	108.33	52.14	46.02	46.60	69.13
Inventories	122.44	98.19	115.24	131.57	69.44	47.14	64.19	76.37
Total Current Assets	251.15	322.99	305.61	272.35	144.01	186.52	185.40	155.29
Equipment	25.51	17.30	24.23	23.31	7.59	2.85	1.18	6.88
Total Non-Current Assets	64.04	43.98	34.29	69.36	64.89	9.28	5.46	68.02
<b>Total Assets</b>	<b>315.19</b>	<b>366.97</b>	<b>339.90</b>	<b>341.71</b>	<b>208.90</b>	<b>195.79</b>	<b>190.86</b>	<b>223.31</b>
<b>LIABILITIES</b>								
Trade and other payables	84.27	65.88	74.40	84.22	44.36	23.75	43.44	41.77
Total Current Liabilities	109.97	240.39	93.68	112.81	49.22	139.92	54.65	49.70
Total Non-Current Liabilities	18.13	15.32	2.19	19.60	6.99	5.26	0.72	7.58
<b>Total Liabilities</b>	<b>128.10</b>	<b>255.70</b>	<b>95.87</b>	<b>132.40</b>	<b>56.21</b>	<b>145.18</b>	<b>55.37</b>	<b>57.29</b>
<b>SHAREHOLDERS' EQUITY</b>								
Issued and paid-up share capital	98.80	28.45	5.00	98.80	98.8	28.45	5.00	98.80
Retained earnings	62.18	8.18	116.51	84.39	39.90	8.18	116.51	53.24
<b>Total Shareholders' Equity</b>	<b>187.09</b>	<b>111.27</b>	<b>244.02</b>	<b>209.31</b>	<b>152.68</b>	<b>50.61</b>	<b>135.49</b>	<b>166.02</b>

Statement of Profit or Loss and Other Comprehensive Income Unit : Million Baht	Consolidated			Company			
	For the Year ended December 31		For The Six-Month Period	For the Year ended December 31			For The Six-Month Period
	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	Ended June 30, 2016 Reviewed <sup>2</sup>	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	2013 Audited <sup>1</sup>	Ended June 30, 2016 Reviewed <sup>2</sup>
Revenue from sales and services	513.49	566.01	273.38	255.92	301.65	270.52	143.56
Cost of sales and services	340.32	407.89	190.43	174.19	216.67	189.03	102.91
<b>Gross profit</b>	<b>173.17</b>	<b>158.12</b>	<b>82.95</b>	<b>81.72</b>	<b>84.98</b>	<b>81.50</b>	<b>40.65</b>
Other income	5.65	6.38	2.14	5.67	3.86	2.41	2.81
Selling and Administrative expenses	109.10	98.08	57.16	46.83	40.24	33.82	26.73
Other expense	15.01	15.38	5.72	8.28	11.74	10.74	3.39
<b>Profit for the period</b>	<b>54.71</b>	<b>51.04</b>	<b>22.21</b>	<b>32.28</b>	<b>36.86</b>	<b>39.34</b>	<b>13.34</b>

**Remarks:**

<sup>1</sup> The consolidated and company financial statements of financial years 2013, 2014 and 2015 audited by Mr. Prawit Viwanthananut, a certified public accountant registration number 4917 of PV Audit Co., Ltd., a SEC-approved auditor.

<sup>2</sup> The consolidated and company financial statements for the 6-month period ended June 30, 2016 reviewed by Mr. Chavala Tienpasertkij, a certified public accountant registration number 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited., a SEC-approved auditor.

**5.2 Details of QIIS****(1) Business**

Date of incorporation	November 12, 2002
Type of business	Import and distribution of products and provision engineering solutions for digital printing system
Office location	19/20-22 Soi Soonvijai, Rama 9 Road, Bangkapi Sub-district, Huaykwang District, Bangkok
Registered and paid-up capital	THB 39,520,000
Number of registered and paid-up shares	3,952,000 shares
Par value	THB 10 per share

**(2) Board of Directors of QIIS**

The list of QIIS's Board of Directors, according to QIIS's affidavit issued on February 11, 2016, is as follows:

No.	QIIS's Board of Directors	Position
1	Mr. Thammanoon Tripetchr	Director
2	Mr. Parkphum Wongpaitoon	Director
3	Mrs. Sirima Iamsakulrat	Director
4	Mrs. Valeeratn Churboonchai	Director
5	Mr. Wasan Nantakwang	Director

**(3) Shareholders of QIIS**

QIIS's shareholders, according to the list of shareholders as of June 30, 2016, are as follows:

No.	QIIS's Shareholders	Number of Shares held (shares)	Shareholding Percentage
1	CM	3,951,998	100.00
2	Mr. Thammanoon Tripetchr	1	0.00
3	Mrs. Sirima Iamsakulrat	1	0.00
<b>Total shares</b>		<b>3,952,000</b>	<b>100.00</b>



**(4) Summary of Financial Information and Operating Results of QIIS**

Statement of Financial Position Unit : Million Baht	As at December 31			As at June 30, 2016 <sup>2</sup>
	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	2013 Audited <sup>1</sup>	
<b>ASSETS</b>				
Trade and other receivables	36.05	36.96	40.56	41.80
Inventories	52.99	51.05	51.05	55.20
Total Current Assets	109.73	136.47	120.21	119.65
Equipment	17.91	14.45	23.05	16.42
Total Non-Current Assets	47.67	34.71	28.83	49.87
<b>Total Assets</b>	<b>157.40</b>	<b>171.18</b>	<b>149.04</b>	<b>169.52</b>
<b>LIABILITIES</b>				
Trade and other payables	42.49	42.13	31.08	45.05
Total Current Liabilities	63.33	100.46	39.03	65.70
Total Non-Current Liabilities	11.14	10.06	1.47	12.02
<b>Total Liabilities</b>	<b>74.47</b>	<b>110.52</b>	<b>40.50</b>	<b>77.72</b>
<b>SHAREHOLDERS' EQUITY</b>				
Issued and paid-up share capital	39.52	39.52	4.00	39.52
Retained earnings	34.41	12.14	95.53	43.28
<b>Total Shareholders' Equity</b>	<b>82.93</b>	<b>60.66</b>	<b>108.53</b>	<b>91.80</b>

Statement of Profit or Loss and Other Comprehensive Income Unit : Million Baht	For the Year ended December 31			For The Six-Month Period Ended June 30, 2016 <sup>2</sup>
	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	2013 Audited <sup>1</sup>	
Revenue from sales and services	257.57	264.36	264.36	129.83
Cost of sales and services	166.13	191.22	177.94	87.52
<b>Gross profit</b>	<b>91.44</b>	<b>73.14</b>	<b>86.42</b>	<b>42.30</b>
Other income	2.57	2.52	1.81	1.75
Selling and Administrative expenses	64.85	57.84	55.37	32.85
Other expense	6.73	3.64	6.81	2.33
<b>Profit for the period</b>	<b>22.43</b>	<b>14.18</b>	<b>26.05</b>	<b>8.87</b>

**Remarks:**

1. The company financial statements of financial years 2013, 2014 and 2015 audited by Mr. Prawit Viwanthananut, a certified public accountant registration number 4917 of PV Audit Co., Ltd., an SEC-approved auditor.
2. The financial information for the 6-month period ended June 30, 2016, which is an internal financial statement for the management and has not been audited or reviewed by the auditor

**5.3 Details of the Company Expected to Be Post-Acquisition Transaction****(1) Business**

New Company's name	Harn Engineering Solutions Public Company Limited
New abbreviation	HARN
Type of business	Import and distribution of products used in building engineering system, i.e. fire suppression system, air-conditioning system, sanitary system and cooling system, including providing advice and designing systems in projects and providing engineering solutions for digital printing systems
Registered and paid-up capital expected to be after the Acquisition Transaction	THB 292,250,000
Number of registered and paid-up shares after the Acquisition Transaction	584,500,000 shares
Par value	THB 0.50 per share

**(2) Board of Directors Expected to Be Post-Acquisition Transaction**

No.	Directors Expected to Be Post-Acquisition Transaction	Position
1.	Mr. Thakol Nunthirapakorn	Chairman and Independent director
2.	Mr. Wirat Sukchai	Director
3.	Mr. Parkphum Wongpaitoon	Director
4.	Mrs. Sirima Iamsakulrat	Director
5.	Mrs. Valeeratn Chuerboonchai	Director
6.	Mr. Wasan Nantakwang *	Director
7.	Mr. Thammanoon Tripetchr *	Director

**Enclosure 1**

No.	Directors Expected to Be Post-Acquisition Transaction	Position
8.	Dr. Sothitorn Mallikamas	Indepent director
9.	Ms. Voranuch Supaibulpipat	Indepent director
10.	Mr. Supot Tiarawut *	Indepent director

**Remark:** \*The Company has proposed the matter on the increase of the Company's number of directors from 7 to 10 directors by appointing 2 executive directors, i.e. Mr. Wasan Nantakwang and Mr. Thammanoon Tripetchr, and 1 independent director, i.e. Mr. Supot Tiarawut, to the general meeting of shareholders of the Company for consideration and approval.

**(3) Shareholding Structure of the Company Before and After the Acquisition Transaction**

According to the Company's list of shareholders as of May 13, 2016

No.	Name of Shareholders	Pre-Acquisition Transaction		Number of Shares to be Allocated to CM's Shareholders		Post-Acquisition Transaction <sup>3/4/</sup>	
		Number of Shares (Shares)	Percentage	Number of Shares (Shares)	Percentage	Number of Shares (Shares)	Percentage
1	<u>Charnnarong Family</u> <sup>1/</sup>						
	Mrs. Sirima Iamsakulrat <sup>5/</sup>	35,067,520	10.02	28,777,921	12.27	63,845,441	10.92
	Mr. Jain Charnnarong	33,970,700	9.71	63,258,440	26.98	97,229,140	16.63
	Nice Noble Limited <sup>6/</sup>	33,020,000	9.43	40,296,475	17.18	73,316,475	12.54
	Ms. Nopporn Charnnarong	287,200	0.08	28,777,944	12.27	29,065,144	4.97
	Mr. Harn Charnnarong	1,000,000	0.29	-	-	1,000,000	0.17
	Mrs. Prayoonsri Charnnarong	933,900	0.27	-	-	933,900	0.16
	<b>Total shares held by Charnnarong Family</b> <sup>1/</sup>	104,279,320	29.79	161,110,780	68.70	265,390,100	45.40
2	<u>Sukchai Family</u> <sup>1/</sup>						
	Mr. Wirat Sukchai	86,568,488	24.73	-	-	86,568,488	14.81
	Ms. Nopparat Sukchai	13,000,000	3.71	-	-	13,000,000	2.22
	Mr. Wiroj Sukchai	1,730,000	0.49	-	-	1,730,000	0.30
	Mr. Wisut Sukchai	73,000	0.02	-	-	73,000	0.01
	<b>Total shares held by Sukchai Family</b>	101,371,488	28.94	-	-	101,371,488	17.34
3	<u>Tripetchr Family</u> <sup>1/</sup>						
	Mr. Thammanoon Tripetchr	5,026,580	1.44	15,815,862	6.74	20,842,442	3.57
	Ms. Tharada Tripetchr	-	0.00	7,504,024	3.20	7,504,024	1.28
	<b>Total shares held by Tripetchr Family</b> <sup>1/</sup>	5,026,580	1.44	23,319,886	-	28,346,466	4.85
4	Mr. Wasan Nantakwang	-	0.00	28,140,000	12.00	28,140,000	4.82
5	Ms. Panudda Thongliem	-	0.00	14,832,149	6.33	14,832,149	2.54
6	Mr. Pracha Prompornchai	10,994,241	3.14	-	-	10,994,241	1.88
7	Mrs. Valeeratin Chuerboonchai	6,051,636	1.73	2,328,481	0.99	8,380,117	1.43

## Enclosure 1

No.	Name of Shareholders	Pre-Acquisition Transaction		Number of Shares to be Allocated to CM's Shareholders		Post-Acquisition Transaction <sup>3/4/</sup>	
		Number of Shares (Shares)	Percentage	Number of Shares (Shares)	Percentage	Number of Shares (Shares)	Percentage
8	Ms. Urairat Harnthaveepat	6,682,844	1.91	-	-	6,682,844	1.14
9	Mr. Pramuan Chootikamol	6,606,500	1.89	-	-	6,606,500	1.13
10	Ms. Ornapa Chootikamol	6,500,000	1.86	-	-	6,500,000	1.11
11	Mr. Parkphum Wongpaitoon	3,838,000	1.10	2,663,925	1.14	6,501,925	1.11
12	Mrs. Leena Rajitrattanaying	4,000,000	1.14	-	-	4,000,000	0.68
13	Mr. Chaiwat Taepaisitpong	3,860,700	1.10	-	-	3,860,700	0.66
14	Mr. Rattana Mukhariwattananon	3,341,760	0.95	-	-	3,341,760	0.57
15	Ms. Aurarin Chanyawongsak	17,728	0.01	2,104,780	0.90	2,122,508	0.36
<b>Other shareholders of the Company</b>		87,429,203	24.98	-	-	87,429,203	14.96
<b>Total</b>		350,000,000	100.00	234,500,000	100.00	584,500,000	100.00

**Remark:**

1/ These shareholders are grouped based on their family name but they are not considered persons pursuant to Section 258 or concert parties, except Mr. Harn Charnnarong, Mrs. Prayoonsri Charnnarong and Nice Noble Limited who are persons pursuant to Section 258 and/or concert parties. These 3 persons hold 9.99 percent of the total issued shares in the Company prior to the Acquisition Transaction and will hold 12.87 percent of the Company's total issued shares after the Acquisition Transaction.

2/ 234,500,000 newly issued ordinary shares of the Company to be allocated to CM's shareholders in proportion to their respective shareholding in CM under the entire business transfer process

3/ Post-Acquisition Transaction shareholding, based on the information retrieved on the Company's book closure date on May 13, 2016

4/ Each of CM's shareholders will receive the Company's newly issued ordinary shares under the company dissolution, liquidation and return of the remaining assets (i.e. 234,500,000 Company's newly issued ordinary shares) in which none of them will hold the Company's shares more than 25 percent. Therefore, none of CM's shareholders has a duty to make a tender offer of all securities of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers

5/ Former family name is Charnnarong

6/ Nice Noble Limited is a company incorporated in Hong Kong Special Administrative Region of the People's Republic of China who administers the estate of Mrs. Prayoonsri Charnnarong, under a trust scheme, whereas Mrs. Prayoonsri Charnnarong is the ultimate beneficiary

## **6. Total Value of the Consideration and Basis Used to Determine the Value of Consideration**

6.1 The Company will pay the consideration for the Acquisition Transaction in the amount of THB 614,390,000 to CM in kind, by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, based on the asset-to-share swap ratio of 0.67, at the offering price of THB 2.62 per share, whereas the newly issued ordinary shares will be offered at no discount from the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering of Newly Issued Shares by Listed Company to Specific Investors (the "**Private Placement Notification**").

The allocation of the newly issued ordinary shares of the Company to CM as a consideration for the Acquisition Transaction is required an approval from the general meeting of shareholders of the Company, where the approval shall be passed by an affirmative vote of a simple majority of the total votes of the shareholders attending such meeting and having the right to vote, and an approval on the offering of the Company's newly issued shares to specific investors (private placement) from the Office of the Securities and Exchange Commission pursuant to the Private Placement Notification.

- 6.2 The determination of 234,500,000 newly issued ordinary shares of the Company, with a par value of THB 0.50, at the offering price of THB 2.62 per share, was based on the asset-to-share swap ratio of 0.67, with reference to the fair value appraised based on a discounted cash flow method and the key assumptions of the past operating results and capability of the growth of revenue and profit in the future.

In addition, the basis used to determine the offering price of the Company's newly issued shares to be offered to CM is from the weighted average price of the Company's shares trading on the SET during 15 consecutive business days prior to the date on which the Company's Board of Directors has passed a resolution to propose the offering of the Company's newly issued ordinary shares to the Extraordinary General Meeting of Shareholders No. 1/2016 for approval, from August 15, 2016 to September 2, 2016, which was equivalent to THB 2.56 per share (Information retrieved from SETTRADE at [www.settrade.com](http://www.settrade.com) of the SET).

**7. Value of Assets Acquired**

The value of the assets acquired by the Company from the Acquisition Transaction is equivalent to THB 614,390,000, whereas the Entire Business of CM as of June 30, 2016 comprised of:

Unit: THB million

<b>As of June 30, 2016</b>	<b>Consolidated Financial Statements of CM<sup>1/</sup></b>
Total Assets	341,71
Total Liabilities	132.40

**Remark:** <sup>1/</sup>CM holds 3,952,000 shares in QIIS, representing 100 percent of QIIS's total registered capital, and as of June 30, 2016 QIIS has the total assets of THB 169.52 and the total liabilities of THB 77.72.

**8. Source of Funding and Consideration Payment Method**

The Company will pay the consideration of THB 614,390,000 for the Acquisition Transaction in kind to CM, by issuing 234,500,000 newly issued ordinary shares of the Company, with a par value of THB 0.50 per share, at the offering price of THB 2.62 per share.

**9. Nature of the Conflict of Interest**

**9.1 Directors Having Conflict of Interest on the Acquisition Transaction**

The following directors have a conflict of interest on the Acquisition Transaction and were not entitled to vote at the relevant meeting of the Board of Directors of the Company:

## Enclosure 1

Directors Having Conflict of Interest	Relationship with the Company <sup>1/</sup>	CM <sup>2/</sup>		QIIS
		Position	Shareholding (Percent)	Position
1. Mrs. Sirima Iamsakulrat <sup>3/</sup>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Major shareholder, holding 10.02% of the Company's total shares</li> </ul>	Director and authorized director	12.27	Director and authorized director
2. Mrs. Valeeratn Chuerboonchai	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder, holding 1.73% of the total issued shares</li> </ul>	Director and authorized director	0.99	Director and authorized director
3. Mr. Parkphum Wongpaitoon	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder, holding 1.10% of the total issued shares</li> </ul>	Director and authorized director	1.14	Director and authorized director

**Remarks:** <sup>1/</sup> According to the Company's list of shareholder as of the book closure date on May 13, 2016.

<sup>2/</sup> According to CM's list of shareholders as of April 29, 2016, and CM is a major shareholder of QIIS holding 100% of QIIS's total registered capital.

<sup>3/</sup> Mrs. Sirima Iamsakulrat also holds 1 share in QIIS on behalf of CM.

## 9.2 Shareholders Having Conflict of Interest

The following shareholders of the Company have a conflict of interest on the Acquisition Transaction and shall not be entitled to vote at the relevant general meeting of shareholders:

Name of Shareholders Having Interest	Relationship with the Company <sup>1/</sup>	CM <sup>2/</sup>		QIIS
		Position	Shareholding (Percent)	Position
1. Mrs. Sirima Iamsakulrat <sup>3/</sup>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Major shareholder, holding 10.02% of the total issued shares</li> </ul>	Director and authorized director	12.27	Director and authorized director
2. Mr. Jain Charnnarong	<ul style="list-style-type: none"> <li>• Shareholder, holding 9.71% of the total issued shares</li> <li>• Brother of Mrs. Sirima Iamsakulrat</li> </ul>	-	26.98	-
3. Nice Noble Limited <sup>4/</sup>	<ul style="list-style-type: none"> <li>• Shareholder, holding 9.43% of the total issued shares</li> </ul>	-	17.18	-
4. Mrs. Prayoonsri Charnnarong <sup>4/</sup>	<ul style="list-style-type: none"> <li>• Shareholder, holding 0.27% of the total</li> </ul>	-	-	-

**Enclosure 1**

Name of Shareholders Having Interest	Relationship with the Company <sup>1/</sup>	CM <sup>2/</sup>		QIIS
		Position	Shareholding (Percent)	Position
	issued shares <ul style="list-style-type: none"> <li>• Mother of Mrs. Sirima Iamsakulrat</li> </ul>			
5. Mr. Harn Charnnarong	<ul style="list-style-type: none"> <li>• Shareholder, holding 0.29% of the total issued shares</li> <li>• Father of Mrs. Sirima Iamsakulrat</li> </ul>	-	-	-
6. Ms. Nopporn Charnnarong	<ul style="list-style-type: none"> <li>• Hold 0.08% of the Company's total shares</li> <li>• Sister of Mrs. Sirima Iamsakulrat</li> </ul>	-	12.27	-
7. Mr. Thammanoon Tripetchr	<ul style="list-style-type: none"> <li>• Hold 1.44% of the Company's total shares</li> <li>• Candidate to be a director</li> </ul>	Director	6.70	Director and authorized director
8. Mr. Wasan Nantakwang	Candidate to be a director	Director and authorized director	12.00	Director
9. Mrs. Valeeratn Churboonchai	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder, holding 1.73% of the total issued shares</li> </ul>	Director and authorized director	0.99	Director and authorized director
10. Mr. Parkphum Wongpaitoon	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder, holding 1.10% of the total issued shares</li> </ul>	Director and authorized director	1.14	Director and authorized director
11. Ms. Aurarin Chanyawongsak	<ul style="list-style-type: none"> <li>• Shareholder, holding 0.01% of the total issued shares</li> </ul>	-	1.0	-

**Remarks:** <sup>1/</sup> According to the Company's list of shareholders as of the book closure date on May 13, 2016

<sup>2/</sup> According to CM's list of shareholders as of April 29, 2016, and CM is a major shareholder of QIIS, holding 100 percent of the registered capital

<sup>3/</sup> The former family name is Charnnarong.

<sup>4/</sup> Nice Noble Limited is a company incorporated in Hong Kong Special Administrative Region of the People's Republic of China who administers the estate of Mrs. Prayoonsri Charnnarong, under a trust scheme, whereas Mrs. Prayoonsri Charnnarong is the ultimate beneficiary



**10. Expected Benefits to the Company**

CM and QIIS operate their businesses as importers and distributors of products that are similar to the products of the Company which would be complimentary to the Company's business, in terms of building engineering products and the expansion of the same target groups of customers. The Acquisition Transaction would benefit the Company and its shareholders as follows:

**1) Increase the capability of the Company's revenue growth in the future**

**1.1) Expand the Company's business lines and products**

The synergy of the Company and CM would enhance the Company's products, building engineering products in particular, to be more integrated, i.e. the products of fire suppression system, air-conditioning system, sanitary system and cooling system. The products for air-conditioning and sanitary systems would allow the Company to serve all of customer's needs and would efficiently strengthen the Company's competitive capacity as both the Company and CM share the same groups of target customers, i.e. contractors, project system advisors, industrial customers (end users) which are the key groups of customers of the Company and CM.

**1.2) Broaden the customer base among the groups of contractors and project system advisors to cover more relevant industries**

**1.2.1) Broaden the Company's customer base to the medium-sized and small-sized factories**

The medium-sized and small-sized factories are the key groups of customers of CM and QIIS, which would allow the Company to cross-sell fire suppression system products and other related products to these customers, e.g. customers having a cold storage, that contains heating insulation, which is a sensitive flammable material, may need to install a fire prevention system. In addition, QIIS's customers, which are in industrial business, may need to build or expand their factories and add new production lines, would allow the Company to cross-sell the Company's and CM's products relating to building systems.

**1.2.2) Enhance the distribution channels of CM's products to the Company's customers**

A long good relationship between the Company and contractors and system consultants, from the Company's distributorship of building engineering system products, including fire suppression, air-conditioning and sanitary systems to contractors of large-scaled projects, would allow the Company to effectively and rapidly expand CM's customer base to those large-scaled project contractors.

**1.3) Strengthen the Company's project installation works**

The Company would be able to expand its capacity to take installation works of cooling, air-conditioning and sanitary systems to industrial customers, who are the end users, in addition to fire suppression systems.

**2) Lower expenses as a result of coordination and sharing common resources to maximize the benefits**

The acceptance of the transfer of the Entire Business of CM would allow the Company to manage the available resources, e.g. human resources and administrative support system, more efficiently. In addition, the salespersons and installation workmen of CM and QIIS also have a good foundation and knowledge on mechanic engineering and environment.

**3) Reduce reliance on specific industries**

The acceptance of the Entire Business of CM makes a variety of Company's products wider and diversifies risks from surrounding factors in doing business, as well as broadens the Company's scope of business to cover other aspects of building engineering systems and reduces the reliance on specific industries.

**4) Increase opportunity to expand overseas market**

The products of CM, i.e. cooling and air-conditioning equipments, have a great demand in neighboring countries, e.g. Cambodia and Vietnam, which are the countries that the Company would like to expand the market. Therefore, the market expansion of the Company would be advantageous to the Company as it has a wide variety of products within the group.

**5) Strengthen the Company's financial position and increase the revenue and profits**

Post-Acquisition Transaction, the Company will consolidate the operating results of CM and its subsidiary into the Company's financial statements. Based on their past performance, CM and its subsidiary had profit continuously every year. They also had a good financial position with low rate of liabilities. In 2015, CM and its subsidiary had the net profits of THB 54.71 million. CM and its subsidiary had loans from financial institutions in the sum of THB 15.01 million and the total equity of THB 187.09 million.

**11. Conditions Precedent to the Transaction**

The Acquisition Transaction is deemed as an acquisition of assets, Class 4 transaction, pursuant to the Acquisition or Disposal Notifications and a connected transaction of a listed company pursuant to the Connected Transaction Notifications.

Therefore, the Company is required to disclose information on the Acquisition Transaction to the SET and undertake the following matters:

- To obtain an approval from the general meeting of shareholders of the Company where the approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote, excluding the votes cast by the shareholders having an interest in the matter; and
- To obtain an approval from the SET on listing of the new securities pursuant to the SET regulation regarding listing of ordinary or preferred shares as listed securities.

In addition, the acceptance of the transfer of the Entire Business of CM, as set out in Step 2 above, is subject to the terms and conditions of the Entire Business Transfer Agreement between the Company and CM (the “**EBTA**”).

The key terms of the EBTA can be summarized as follows:

Parties	Company (as the transferee); and CM (as the transferor)
Date of execution	September 5, 2016
Transferring assets	Entire business of CM, including all of ordinary shares in QIIS
Consideration and payment	THB 614,390,000, which shall be paid in kind by issuing 234,500,000 the Company’s newly issued ordinary shares, with a par value of THB 0.50 per share, at the offering price of THB 2.62 per share
Key conditions precedent	(1) A general meeting of shareholders of CM resolving to approve the transfer of its entire business to the Company; (2) A general meeting of shareholders of the Company resolving to approve the entry into the Acquisition Transaction; (3) The Company receives a consent from TMB Bank Public Company Limited and Kasikornbank Public Company Limited that the entry into the Acquisition Transaction by the Company is considered a breach of contract under the relevant credit facility agreements with the banks; (4) The Company shall have filed a re-listing application to the SET and the SET shall have approved such application; and (5) The Company shall have obtained an approval for the issuance of the Company’s newly issued ordinary shares to CM.

**12. Opinion of the Company’s Board of Directors**

The meeting of the Company’s Board of Directors (excluding the directors who have a conflict of interest on the Acquisition Transaction and/or the directors who are connected persons) has resolved to approve the Acquisition Transaction as the meeting considered and viewed that CM and QIIS operate their businesses as importers and distributors of products that are similar to the products of the Company which would be complimentary to the Company’s business, in terms of building engineering products and the expansion of the same target groups of customers, which would be beneficial to the Company and its shareholders, as already discussed in Section 10 above. In addition, the determination of the consideration in kind to CM by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50, based on the asset-to-share swap ratio of 0.67, at the offering price of THB 2.62 per share, was appropriate and reasonable,

because the determination of the consideration was made by reference to the fair value appraised based on a discounted cash flow method, and based on the key assumptions of the past operating results and capability of the growth of revenue and profit in the future.

In addition, the basis used to determine the offering price of the Company's newly issued shares to be offered to CM was the weighted average price of the Company's shares trading on the SET during 15 consecutive business days prior to the date on which the Company's Board of Directors has passed a resolution to propose the offering of the Company's newly issued shares to the Extraordinary General Meeting of Shareholders No. 1/2016 for approval, from August 15, 2016 to September 2, 2016, which was equivalent to THB 2.56 per share (Information retrieved from SETTRADE at [www.settrade.com](http://www.settrade.com) of the SET).

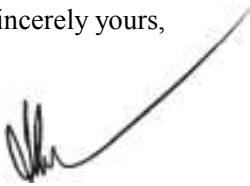
**13. Counter Opinion of the Audit Committee and/or Directors of the Company which Is Diferrent from Item 12**

The Audit Committee had an opinion in line with the opinion of the Company's Board of Directors, as detailed above.

The Board of Directors of the Company affirms that information contained herein is correct and complete in all respects.

Please be informed accordingly.

Sincerely yours,



(Mr. Wirat Sukchai)

Managing Director

(-Translation-)

**CAPITAL INCREASE REPORT FORM**  
**FIRE VICTOR PUBLIC COMPANY LIMITED**  
**September 5, 2016 (Amended)**

Fire Victor Public Company Limited (the “Company”), hereby reports the resolutions of the Board of Directors’ Meeting No. 5/2016 held on September 5, 2016 from 3.00 pm. to 5.30 pm. in respect of the capital increase and the allocation of shares as follows:

**1. CAPITAL INCREASE**

The Board of Directors’ Meeting No. 5/2016 resolved to approve the increase of the registered capital of the Company by THB 117,250,000, from THB 175,000,000 to THB 292,250,000, by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, detailed as follows:

Type of Capital Increase	Type of Shares	Number of Shares (shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary	234,500,000	0.50	117,250,000
<input type="checkbox"/> General Mandate	-	-	-	-

**2. ALLOCATION OF NEW SHARES****2.1 Details of Allocation**

Allotted to	Number (shares)	Ratio (Existing : New)	Offering Price (THB per share)	Date and Time of Subscription and Payment	Remark
Chillmatch Company Limited (“CM”) Please see remark no. 1 and 2	234,500,000	-	2.62	Remark no. 3	Remark nos. 4,5 and 6

**Remark**

- 1) The process of entire business transfer of CM will take place within 45 days after the Extraordinary General Meeting of Shareholders No. 1/2016 of the Company, to be held on November 1, 2016 resolves to approve the transaction in which CM will transfer its entire business to the Company, and the Company will pay the consideration for such transfer of business to CM in kind, instead of cash, by issuing newly issued ordinary shares of the Company. Upon completion of the transfer the entire business to the Company, CM will be dissolved and return the remaining assets, (i.e. 234,500,000 newly issued ordinary shares of the Company) under the liquidation process to its shareholders. As a result, CM’s shareholders will become shareholders of the Company.

(Please consider the details on the process of entire business transfer and the shareholding structure of CM in the Information Memorandum on the Acquisition of Assets and Connected Transaction of Fire Victor Public Company Limited Relating to The Transfer of Entire Business of Chillmatch Company Limited (**Enclosure 1**))

- 2) The Company will issue 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, at the offering price of THB 2.62 per share, as a consideration in kind, instead of cash, to CM.

The entire business of CM includes, without limitation to, its assets, liabilities, agreements, employees, licenses and other rights relating to the business operation of CM, as well as all of benefits over the assets and the ordinary shares of QIIS Company Limited (“**QIIS**”), a subsidiary of CM holding 100% of the registered capital therein, by way of entire business transfer (collectively, as the “**Entire Business of CM**”), at the total transfer price of THB 614,390,000.

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

In this respect, “Market Price” means the weighted average of the Company’s share price trading on the SET during 15 consecutive business days prior to the date on which the Company’s Board of Directors has passed a resolution to propose the offering of the Company’s newly issued ordinary shares to the Extraordinary General Meeting of Shareholders No. 1/2016 for approval, from August 15, 2016 to September 2, 2016, which was equivalent to THB 2.56 (Information retrieved from SETTRADE in www.settrade.com of the SET).

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

- 5) The offering of the newly issued ordinary shares to a specific investor has a clearly determined offering price. According to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2015 Re: Approval for Offering of Newly Issued Shares by Listed Companies to the Specific Investors (the “**Private Placement Notification**”), even the Company has been approved by the Extraordinary General Meeting of Shareholders No. 1/2016 to offer the newly

issued ordinary shares of the Company to CM, the Company is also required an approval on the offering of such newly issued ordinary shares to a specific investor (through a private placement) from the Office of the Securities and Exchange Commission (the “SEC Office”) before offering such newly issued shares to CM.

- 6) Moreover, the offering of the newly issued shares to CM is considered a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003). The total transaction size is equivalent to 146.14 percent of the Company’s net tangible assets as at June 30, 2016, which exceeds THB 20 million and/or is more than 3.00 percent of the Company’s net tangible assets. Therefore, the Company requires an approval for entering into the connected transaction from the general meeting of shareholders whereas such approval shall be passed by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to votes, excluding the vote cast by the shareholders having an interest in the matter. In addition, the Company is required to disclose information on the acquisition of assets and the connected transaction of the Company.

(Please consider the details on the connected transaction of the Company in the Information Memorandum on the Acquisition of Assets and Connected Transaction of Fire Victor Public Company Limited Relating to the Transfer of Entire Business of Chillmatch Company Limited (**Enclosure 1**))

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

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

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

The Company will convene the Extraordinary General Meeting of Shareholders No. 1/2016 on November 1, 2016 at 2.00 p.m. and the date for determining the names of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2016 will be on October 3, 2016 and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer will be on October 4, 2016.

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

- 4.1 The Company must be approved by the SEC Office for offering the newly issued ordinary shares to a specific investor (through a private placement) pursuant to the Private Placement Notification.
- 4.2 The Company will request an approval from the SET on re-listing of the new securities pursuant to the Regulation of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015).



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

4.4 The Company will register the increase of its registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.

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

The Company will issue 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, as a consideration in kind, instead of in cash, for the acceptance of the transfer of the Entire Business of CM.

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

CM and QIIS operate their businesses as importers and distributors of products which are similar to the products of the Company which would be complimentary to the Company's business, in terms of building engineering products and the expansion of the same target groups of customers. The Acquisition Transaction would benefit the Company and its shareholders as follows:

**6.1 Increase the capability of the Company's revenue growth in the future**

6.1.1 Expand the Company's business lines and products

The synergy of the Company and CM would enhance the Company's products, building engineering products in particular, to be more integrated, i.e. the products of fire suppression system, air-conditioning system, sanitary system and cooling system. The products for air-conditioning and sanitary systems would allow the Company to serve all of customer's needs and would efficiently strengthen the Company's competitive capacity as both the Company and CM share the same groups of target customers, i.e. contractors, project system advisors, industrial customers (end users) which are the key groups of customers of the Company and CM.

6.1.2 Broaden the customer base among the groups of contractors and project system advisors to cover more relevant industries

6.1.2.1 Broaden the Company's customer base to the medium-sized and small-sized factories

The medium-sized and small-sized factories are the key groups of customers of CM and QIIS, which would allow the Company to cross-sell fire suppression system products and other related products to these customers, e.g. customers having a cold storage, that contains heating insulation, which is a sensitive flammable material, may need to install a fire prevention system. In addition, QIIS's customers, which are in industrial business, may need to build or expand their factories and add new production lines, would allow the Company to cross-sell the Company's and CM's products relating to building systems.

6.1.2.2 Enhance the distribution channels of CM's products to the Company's customers

A long good relationship between the Company and contractors and system consultants, from the Company's distributorship of building engineering system products, including fire suppression, air-conditioning and sanitary systems to contractors of large-scaled projects, would allow the Company to effectively and rapidly expand CM's customer base to those large-scaled project contractors.

**6.1.3 Strengthen the Company's project installation works**

The Company would be able to expand its capacity to take installation works of cooling, air-conditioning and sanitary systems to industrial customers, who are the end users, in addition to fire suppression systems.

**6.2 Lower expenses as a result of coordination and sharing common resources to maximize the benefits**

The acceptance of the transfer of the Entire Business of CM would allow the Company to manage the available resources, e.g. human resources and administrative support system, more efficiently. In addition, the salespersons and installation workmen of CM and QIIS also have a good foundation and knowledge on mechanic engineering and environment.

**6.3 Reduce reliance on specific industries**

The acceptance of the Entire Business of CM makes a variety of Company's products wider and diversifies risks from surrounding factors in doing business, as well as broadens the Company's scope of business to cover other aspects of building engineering systems and reduces the reliance on specific industries.

**6.4 Increase opportunity to expand overseas market**

The products of CM, i.e. cooling and air-conditioning equipment, have a great demand in neighboring countries, e.g. Cambodia and Vietnam, which are the countries that the Company would like to expand the market. Therefore, the market expansion of the Company would be advantageous to the Company as it has a wide variety of products within the group.

**6.5 Strengthen the Company's financial position and increase the revenue and profits**

Post-Acquisition Transaction, the Company will consolidate the operating results of CM and QIIS into the Company's financial statements. Based on their past performance, CM and QIIS had profit continuously every year. They also had a good financial position with low rate of liabilities. In 2015, CM and its subsidiary had the net profits of THB 54.71 million. CM and its subsidiary had loans from financial institutions in the sum of THB 15.01 million and the total equity of THB 187.09 million.

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

**7.1 Dividend policy**

The Company has a policy to pay dividend approximately 40 percent of the net profits after tax and appropriation of relevant reserve funds as required by law, based on the standalone financial statement of the Company. In this regard, in declaring dividend, the Company will take into account the Company's cash flow, sufficiency of working capital, future investment plan, debt repayment obligations, terms and conditions of the contracts to which the Company is a party, limitation by law, and other factors as deemed necessary and appropriate in the future.

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

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

**7.3 Others**

- None -

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

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

**8.1 Price dilution**

$$\begin{aligned} &= \frac{\text{Market price prior to offering} - \text{Market price after offering}}{\text{Market price prior to offering}} \\ &= \frac{2.56 - 2.58}{2.56} \\ &= -0.78 \text{ percent} \end{aligned}$$

The market price prior to the offering was based on the weighted average price of the Company's shares trading on the SET for 15 consecutive days prior to the date on which the Company's Board of Directors passed a resolution to propose the offering of the Company's newly issued ordinary shares to the Extraordinary General Meeting of Shareholders No. 1/2016 for approval, from August 15, 2016 to September 2, 2016, which was equivalent to THB 2.56 per share (Information retrieved from SETTRADE at [www.settrade.com](http://www.settrade.com) of the SET).

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

$$= \frac{(\text{Number of paid - up shares} \times \text{Market price prior to offering}) + (\text{Number of newly issued shares} \times \text{Offering price})}{(\text{Paid - up shares} + \text{Number of newly issued shares})}$$

$$= \frac{(350,000,000 \times 2.56) + (234,500,000 \times 2.62)}{(350,000,000 + 234,500,000)}$$

After the offering, there will be no price dilution effect as the offering price is higher than the market price.

## **8.2 Control Dilution**

$$\begin{aligned} &= \frac{\text{Number of newly issued shares}}{\text{Number of paid - up shares} + \text{Number of newly issued shares}} \\ &= \frac{234,500,000}{584,500,000} \\ &= 40.12 \text{ percent} \end{aligned}$$

After the offering, there will be control dilution at the rate of 40.12 percent.

## **8.3 Earning per Shares**

$$\begin{aligned} &= \frac{\text{Earning per share prior to offering} - \text{Earning per share after offering}}{\text{Earning per share prior to offering}} \\ &= \frac{0.1024 - 0.1553}{0.1024} \\ &= -51.66 \text{ percent} \end{aligned}$$

The earning per share prior to the offering was calculated based on the Company's net profit during the past 4 quarters (from July 1, 2015-June 30, 2016), i.e. THB 35.82 million divided by the number of the Company's total paid-up shares of 350,000,0000 shares, equivalent to 0.1024 per share.

The earning per share after the offering was calculated based on the Company's net profits during the past 4 quarters (from July 1, 2015-June 30, 2016) according the pro forma consolidated financial statements, i.e. THB 90.77 million divided by the number of the Company's total paid-up shares (after the offering and acceptance of the transfer of the Entire Business of EM of) of 584,500,000 shares, equivalent to 0.1553 per share.

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

The Board of Directors has viewed that, comparing the benefits that the shareholders would receive from the allocation of the newly issued shares at no discount to CM and the price dilution, control dilution and earning per share effect aforementioned, the offering of the newly issued shares at no discount has benefits to the shareholders of the Company, despite the control

dilution effect, as CM and QIIS operate their businesses as importers and distributors of products that are similar to the products of the Company which would be complimentary to the Company's business, in terms of building engineering products and the expansion of the same target groups of customers. This will promote the Company's capability in its revenue growth, given the additional business lines, wider variety of the Company's products, and expansion of the Company's customer base to contracts or consultants involving other related industries, and further strengthen the Company's capability in taking project contracting works.

**9. Warranty of Directors**

The Board of Directors certifies that the Board of Directors has performed its duty honestly and diligently preserved the benefits of the Company in relation to such capital increase. However, in the case of any damage occurring to the Company as a result of the Board's performance, the shareholders may file a lawsuit against such director on behalf of the Company for damages, according to Section 85 of the Securities and Exchanges Act B.E. 2535 (1992). In addition, if such performance of the Board allow any director or his/her related persons to obtain undue benefits; the shareholders may file a lawsuit to claim for such benefits from such director on behalf of the Company, according to Section 89/18 of the Securities and Exchanges Act B.E. 2535 (1992).

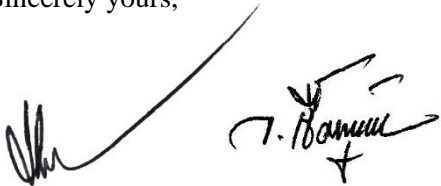
**10. Schedule of actions where the Board of Directors of the Company passes a resolution approving the capital increase or allocation of newly issued shares:**

No.	Procedure	Date/Month/Year
1.	Board of Directors' Meeting No. 5/2016	September 5, 2016
2.	The date for determining the names of shareholders who shall entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2016 (Record Date)	October 3, 2016
3.	The date for gathering the names of shareholders under section 225 of Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending the share transfer	October 4, 2016
4.	Extraordinary General Meeting of Shareholders No. 1/2016	November 1, 2016
5.	Registration of capital increase with the Ministry of Commerce	Within 14 days from the day of shareholders meeting's resolution

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

Please be informed accordingly

Sincerely yours,

The image shows two handwritten signatures in black ink. The signature on the left is a stylized, cursive signature. The signature on the right is more legible, appearing to read 'V. Chuerboonchai' with a small cross-like mark below it.

(Mr. Wirat Sukchai , Mrs. Valeeratn Chuerboonchai)  
Director



**INFORMATION MEMORANDUM ON**  
**THE OFFERING OF THE NEWLY ISSUED ORDINARY SHARES**  
**OF FIRE VICTOR PUBLIC COMPANY LIMITED TO SPECIFIC INVESTORS**  
**(PRIVATE PLACEMENT) (Amended)**

September 6, 2016

The Board of Directors' Meeting No. 5/2016 of Fire Victor Public Company Limited (the "**Company**"), held on September 5, 2016, has resolved to approve the allocation of 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, to Chillmatch Company Limited ("**CM**"), at the offering price of THB 2.62 per share, totaling of THB 614,390,000, as a consideration for an acceptance of transfer of the entire business of CM, including but not limited to its assets, liabilities, agreements, employees, licenses, other rights relating to the business operation of CM, as well as all benefits over the assets and the ordinary shares of QIIS Company Limited ("**QIIS**"), CM' subsidiary holding 100% of the registered capital therein (the "**Entire Business of CM**") by way of the entire business transfer. The transfer price of the Entire Business of CM equals to THB 614,390,000, whereby the Company will pay a consideration to CM in kind, by issuing newly issued ordinary shares to CM at the offering price of THB 2.62 per share (collectively, the "**Acquisition Transaction**"). In this regard, the offering of the Company's newly issued ordinary shares to CM is the offering at no discount from the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering of Newly Issued Shares by Listed Companies to Specific Investors (Private Placement) (the "**Private Placement Notification**") (collectively, the "**Offering**")

The Offering must be approved by a general meeting of shareholders of the Company where an approval shall be passed by an affirmative vote of a simple majority of the total votes of the shareholders attending such meeting and having the right to vote. In addition to the approval from the Extraordinary General Meeting of Shareholders No. 1/2559 on the Offering, the Company is also required an approval from the Office of the Securities and Exchange Commission (the "**SEC Office**") on the offering of newly issued ordinary shares to specific investors (private placement) pursuant to the Private Placement Notification prior to the Offering.

The key information that the shareholders may require in making the decision is as follows:

**1. Details of the offering, determination and reasonableness of the offering price and determination of the market price**

**1.1 Details of the Offering**

The Company will issue 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, to be allocated to CM, at the offering price of THB 2.62 per share, totaling of THB 614,390,000 as a consideration in kind, instead of cash, for the Entire Business of CM, which has a value equals to THB 614,390,000. Such offering price has no discount from the market price pursuant to the Private Placement Notification. Upon the completion of the Offering, CM will become a shareholder of the Company, holding 40.12 percent of the Company's total paid-up capital. Nevertheless, CM will be dissolved, on the same day when it receives the Company's newly issued ordinary shares. As a result, those shares will be distributed to CM's shareholders as detailed in the Information Memorandum on the Acquisition of Assets and the Connected Transaction Relating to the Transfer of the Entire Business of Chillmatch Company Limited.

Upon the completion of the transfer of the Entire Business of CM, CM will be dissolved and distribute the remaining assets (i.e. 234,500,000 newly issued ordinary shares of the Company) under the liquidation process to its shareholders, as detailed in the list of CM's shareholders below. The

existing shareholders of CM will then become shareholders of the Company. In this respect, those 234,500,000 newly issued ordinary shares of the Company being proportionately distributed to CM's shareholders under CM's dissolution and liquidation process will not result in each of them holding more than 25 percent of the Company's total issued shares after the capital increase. Therefore, each of shareholders of CM will be obliged to make a tender offer of all securities of the Company pursuant to Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers.

The list of CM's shareholders as of April 29, 2016 and the number of the Company's newly issued ordinary shares that each of them will receive are as follows:

No.	CM's Shareholders	Number of CM's Shares Held (Shares) <sup>1</sup>	CM's Shareholding Percentage	Number of the Company's Newly Issued Shares Expected to be Acquired (Shares)	Shareholding Percentage of the Number of the Newly Issued Shares per the Number of the Total Shares of the Company after the Acquisition Transaction
1. <u>Charnnarong family</u> <sup>2</sup>					
	Mrs. Sirima Iamsakulrat	1,212,477	12.27	28,777,921	4.92
	Mr. Jain Charnnarong	2,665,217	26.98	63,258,440	10.82
	Nice Noble Limited	1,697,779	17.18	40,296,475	6.89
	Ms. Nopporn Charnnarong	1,212,478	12.27	28,777,944	4.92
2. <u>Tripetch family</u>					
	Mr. Thammanoon Tripetchr	666,357	6.74	15,815,862	2.71
	Ms. Tharada Tripetchr	316,161	3.20	7,504,024	1.28
<u>Other shareholders</u>					
3.	Mr. Wasan Nantakwang	1,185,600	12.00	28,140,000	4.82
4.	Ms. Panadda Thongliem	624,911	6.33	14,832,149	2.54
5.	Mr. Parkphum Wongpaitoon	112,237	1.14	2,663,925	0.46
6.	Mrs. Valeeratn Chuerboonchai	98,104	0.99	2,328,481	0.40
7.	Miss Ularin Chanyawongsak	88,679	0.90	2,104,780	0.36
<b>Total Shares</b>		<b>9,880,000</b>	<b>100</b>	<b>234,500,000</b>	<b>40.12</b>

**Remark:** <sup>1</sup> CM's par value of THB 10 per share

<sup>2</sup> These shareholders are grouped based on their family name but they are not considered persons according to Section 258 or concert parties.



In addition, the issuance of the Company’s newly issued ordinary shares as the consideration for the Entire Business of CM will constitute a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 (2003) (as amended) (the “**Connected Transaction Notifications**”), where the total transaction size is equivalent to 146.14 percent of the Company’s net tangible assets (“NTA”). (For more detail, please see the Information Memorandum on the Acquisition of Assets and the Connected Transaction Relating to the Transfer of the Entire Business of Chillmatch Company Limited.)

Nature of the relationship with the Company is as follows:

Directors Having Interest	Relationship with the Company <sup>1/</sup>	CM <sup>2/</sup>		QIIS
		Position	Shareholding (Percent)	Position
1. Mrs. Sirima Iamsakulrat <sup>3/</sup>	<ul style="list-style-type: none"> <li>• Director</li> <li>• Major shareholder, holding 10.02% of the total issued shares</li> </ul>	Director and authorized director	12.27	Director and authorized director
2. Mrs. Valeeratn Churboonchai	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder, holding 1.73% of the total issued shares</li> </ul>	Director and authorized director	0.99	Director and authorized director
3. Mr. Parkphum Wongpaitoon	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder, holding 1.10% of the total issued shares</li> </ul>	Director and authorized director	1.14	Director and authorized director

**Remarks:**<sup>1/</sup> According to the Company’s list of shareholders as of the book closure date on May 13, 2016.

<sup>2/</sup> According to CM’s list of shareholders as of April 29, 2016, and CM is the major shareholder of QIIS holding 100 percent of the registered capital.

<sup>3/</sup> Mrs. Sirima Iamsakulrat holds 1 ordinary share in QIIS on behalf of CM.

## 1.2 The determination and reasonableness of the offering price

The Company fixed the offering price of the Company’s newly issued ordinary shares at THB 2.62 per share, calculated based on the asset-to-share swap ratio of 0.67, with reference to the fair value appraised based on a discounted cash flow method, and the key assumptions of the past operating results and capability of the growth of revenue and profit in the future.

However, in the event that the offering price of the Company’s newly issued ordinary shares is lower than 90 percent of the weighted average market price of the Company’s shares trading on the Stock

Exchange of Thailand (the “**SET**”) during 7-15 consecutive business days prior to the first offering date to CM, the shareholders of CM, whose names appear above, who will receive the Company’s newly issued shares under the process of entire business transfer, will not sell all of the newly issued shares they receive (the “**Lock-up Shares**”) within 1 year from the first day on which the Company’s newly issued ordinary shares are traded on the SET (silent period). Nonetheless, the shareholders of CM may sell not more than 25 percent of the Lock-up Shares after the Company’s newly issued ordinary shares have been traded on the SET for 6 months.

**1.3 Determination of the market price**

The “market price” means the weighted average price of the Company’s shares trading on the SET during 15 consecutive business days prior to the date on which the Company’s Board of Directors has passed a resolution to propose the Offering to the Extraordinary General Meeting of Shareholders No. 1/2016 for approval, from August 15, 2016 to September 2, 2016, which was equivalent to THB 2.56 per share (Information retrieved from SETTRADE at [www.settrade.com](http://www.settrade.com) of the SET).

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

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

The Company has a plan to accept the transfer of the Entire Business of CM, at the transfer price of THB 614,390,000, whereas the Company will pay the consideration in kind to CM, by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, based on the asset-to-share swap ratio of 0.67, at the offering price of THB 2.62 per share.

The Company will accept the transfer of the Entire Business of CM after the general meeting of the Company’s shareholders resolves to approve the transaction. As of June 30, 2016 comprised of:

Unit: THB **million**

As of June 30, 2016	Consolidated Financial Statements of CM <sup>1/</sup>
• Total Assets	<b>341.71</b>
• Total Liabilities	<b>132.40</b>

**Remark:** CM holds 3,952,000 ordinary shares in QIIS, representing 100 percent of the registered capital

Post-Acquisition Transaction, the Company will become a shareholder of QIIS, holding 100 percent of QIIS’s registered capital. Thereafter, the Company will undertake further restructuring by purchasing and accepting the entire business of QIIS, including but not limited to its assets, liabilities, agreements, employees, licenses, other rights relating to the business operation of QIIS, as well as all benefits over the assets by way of entire business transfer. The business transfer of CM and QIIS will take place within 45 days after the shareholders’ meeting resolving to approve the transactions. (For more detail, please see the Information Memorandum on the Acquisition of Assets and the Connected Transaction Relating to the Transfer of the Entire Business of Chillmatch Company Limited)

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

After the general meeting of shareholders of the Company resolving to approve the transaction, the Company will accept the Entire Business of CM by way of the entire business transfer.

**Details of CM****(1) Business**

Date of incorporation	May 13, 1988
Type of business	Import and distribution of the products concerning cooling and air-conditioning systems, including providing the advice and designing of cold storage services
Office location	19/20-22 Soi Soonvijai, Rama 9 Road, Bangkapi Sub-district, Huaykwang District, Bangkok
Registered and paid-up capital	THB 98,800,000
Number of registered and paid-up shares	9,880,000 shares
Par value	THB 10 per share

**(2) Board of Directors of CM**

The list of CM's Board of Directors, according to CM's affidavit issued on February 11, 2016, is as follows:

No.	CM's Directors	Position
1.	Mrs. Sirima Iamsakulrat	Director
2.	Mr. Parkphum Wongpaitoon	Director
3.	Mrs. Valeeratn Chuerboonchai	Director
4.	Mr. Wasan Nantakwang	Director
5.	Mr. Thammanoon Tripetchr	Director
6.	Mrs. Danunath Suvannanonda	Director
7.	Ms. Pakavalee Jearsawatvattana	Director
8.	Mr. Supot Tiarawut	Director

**(3) Shareholders of CM**

CM's shareholders, according to the list of shareholders as of April 29, 2016, are as follows:

<b>No.</b>	<b>CM's Shareholders</b>	<b>Number of Shares Held</b>	<b>Shareholding Percentage</b>
1.	Mr. Jain Charnnarong	2,665,217	26.98
2.	Nice Noble Limited	1,697,779	17.18
3.	Ms. Nopporn Charnnaron	1,212,478	12.27
4.	Mrs. Sirima Iamsakulrat	1,212,477	12.27
5.	Mr. Wasan Nantakwang	1,185,600	12.00
6.	Mr. Thammanoon Tripetchr	666,357	6.74
7.	Ms. Panadda Thongliem	624,911	6.33
8.	Ms. Tharada Tripetchr	316,161	3.20
9.	Mr. Parkphum Wongpaitoon	112,237	1.14
10.	Mrs. Valeeratn Chuerboonchai	98,104	0.99
11.	Miss Ularin Chanyawongsak	88,679	0.90
	<b>Total Shares</b>	<b>9,880,000</b>	<b>100.00</b>

**(4) Summary of Financial Information and Operating Results of CM**

Statement of Financial Position Unit : Million Baht	Consolidated				Company			
	As at December 31		As at January	As at June	As at December 31			As at June
	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	1 2014 Audited <sup>1</sup>	30, 2016 Reviewed <sup>2</sup>	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	2013 Audited <sup>1</sup>	30, 2016 Reviewed <sup>2</sup>
<b>ASSETS</b>								
Trade and other receivables	85.61	82.98	87.08	108.33	52.14	46.02	46.60	69.13
Inventories	122.44	98.19	115.24	131.57	69.44	47.14	64.19	76.37
Total Current Assets	251.15	322.99	305.61	272.35	144.01	186.52	185.40	155.29
Equipment	25.51	17.30	24.23	23.31	7.59	2.85	1.18	6.88
Total Non-Current Assets	64.04	43.98	34.29	69.36	64.89	9.28	5.46	68.02
<b>Total Assets</b>	<b>315.19</b>	<b>366.97</b>	<b>339.90</b>	<b>341.71</b>	<b>208.90</b>	<b>195.79</b>	<b>190.86</b>	<b>223.31</b>
<b>LIABILITIES</b>								
Trade and other payables	84.27	65.88	74.40	84.22	44.36	23.75	43.44	41.77
Total Current Liabilities	109.97	240.39	93.68	112.81	49.22	139.92	54.65	49.70
Total Non-Current Liabilities	18.13	15.32	2.19	19.60	6.99	5.26	0.72	7.58
<b>Total Liabilities</b>	<b>128.10</b>	<b>255.70</b>	<b>95.87</b>	<b>132.40</b>	<b>56.21</b>	<b>145.18</b>	<b>55.37</b>	<b>57.29</b>
<b>SHAREHOLDERS' EQUITY</b>								
Issued and paid-up share capital	98.80	28.45	5.00	98.80	98.8	28.45	5.00	98.80
Retained earnings	62.18	8.18	116.51	84.39	39.90	8.18	116.51	53.24
<b>Total Shareholders' Equity</b>	<b>187.09</b>	<b>111.27</b>	<b>244.02</b>	<b>209.31</b>	<b>152.68</b>	<b>50.61</b>	<b>135.49</b>	<b>166.02</b>

Statement of Profit or Loss and Other Comprehensive Income Unit : Million Baht	Consolidated			Company			
	For the Year ended December 31		For The Six-Month Period	For the Year ended December 31			For The Six-Month Period
	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	Ended June 30, 2016 Reviewed <sup>2</sup>	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	2013 Audited <sup>1</sup>	Ended June 30, 2016 Reviewed <sup>2</sup>
Revenue from sales and services	513.49	566.01	273.38	255.92	301.65	270.52	143.56
Cost of sales and services	340.32	407.89	190.43	174.19	216.67	189.03	102.91
Gross profit	173.17	158.12	82.95	81.72	84.98	81.50	40.65
Other income	5.65	6.38	2.14	5.67	3.86	2.41	2.81
Selling and Administrative expenses	109.10	98.08	57.16	46.83	40.24	33.82	26.73
Other expense	15.01	15.38	5.72	8.28	11.74	10.74	3.39
<b>Profit for the period</b>	<b>54.71</b>	<b>51.04</b>	<b>22.21</b>	<b>32.28</b>	<b>36.86</b>	<b>39.34</b>	<b>13.34</b>

**Remarks:** <sup>1</sup> The consolidated and company financial statements of financial years 2013, 2014 and 2015 audited by Mr. Prawit Viwanthanant, a certified public accountant registration number 4917 of PV Audit Co., Ltd., a SEC-approved auditor.

<sup>2</sup> The consolidated and company financial statements for the 6-month period ended June 30, 2016 reviewed by Mr. Chavala Tienpasertkij, a certified public accountant registration number 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, a SEC-approved auditor.

**Details of QIIS**

CM holds 3,952,000 ordinary shares in QIIS, representing 100 percent of QIIS's registered capital, whereas details of QIIS are as follows:

**(1) Business**

Date of incorporation	November 12, 2002
Type of business	Importation and distribution of products and provision of engineering solutions for digital printing system
Office location	19/20-22 Soi Soonvijai, Rama 9 Road, Bangkapi Sub-district, Huaykwang District, Bangkok
Registered and paid-up capital	THB 39,520,000
Number of registered and paid-up shares	3,952,000 shares
Par value	THB 10 per share

**(2) Board of Directors of QIIS**

The list of QIIS's Board of Directors, according to QIIS's affidavit issued on February 11, 2016, is as follows:

No.	QIIS's Directors	Position
1.	Mr. Thammanoon Tripetchr	Director
2.	Mr. Parkphum Wongpaitoon	Director
3.	Mrs. Sirima Iamsakulrat	Director
4.	Mrs. Valeeratn Chuerboonchai	Director
5.	Mr. Wasan Nantakwng	Director

**(3) Shareholders of QIIS**

QIIS's shareholders, according to the list of shareholders as of June 30, 2016, are as follows:

No.	QIIS's Shareholders	Number of Shares Held	Shareholding Percentage
1.	CM	3,951,998	100.00
2.	Mr. Thammanoon Tripetch	1	0.00

No.	QIIS's Shareholders	Number of Shares Held	Shareholding Percentage
3.	Mrs. Sirima Iamsakulrat	1	0.00
Total Shares		3,952,000	100.00

**(4) Summary of Financial Information and Operating Result of QIIS**

Statement of Financial Position Unit : Million Baht	As at December 31			As at June 30, 2016 <sup>2</sup>
	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	2013 Audited <sup>1</sup>	
<b>ASSETS</b>				
Trade and other receivables	36.05	36.96	40.56	41.80
Inventories	52.99	51.05	51.05	55.20
Total Current Assets	109.73	136.47	120.21	119.65
Equipment	17.91	14.45	23.05	16.42
Total Non-Current Assets	47.67	34.71	28.83	49.87
<b>Total Assets</b>	<b>157.40</b>	<b>171.18</b>	<b>149.04</b>	<b>169.52</b>
<b>LIABILITIES</b>				
Trade and other payables	42.49	42.13	31.08	45.05
Total Current Liabilities	63.33	100.46	39.03	65.70
Total Non-Current Liabilities	11.14	10.06	1.47	12.02
<b>Total Liabilities</b>	<b>74.47</b>	<b>110.52</b>	<b>40.50</b>	<b>77.72</b>
<b>SHAREHOLDERS' EQUITY</b>				
Issued and paid-up share capital	39.52	39.52	4.00	39.52
Retained earnings	34.41	12.14	95.53	43.28
<b>Total Shareholders' Equity</b>	<b>82.93</b>	<b>60.66</b>	<b>108.53</b>	<b>91.80</b>

Statement of Profit or Loss and Other Comprehensive Income Unit : Million Baht	For the Year ended December 31			For The Six-Month Period Ended June 30, 2016 <sup>2</sup>
	2015 Audited <sup>1</sup>	2014 Audited <sup>1</sup>	2013 Audited <sup>1</sup>	
Revenue from sales and services	257.57	264.36	264.36	129.83
Cost of sales and services	166.13	191.22	177.94	87.52
<b>Gross profit</b>	<b>91.44</b>	<b>73.14</b>	<b>86.42</b>	<b>42.30</b>
Other income	2.57	2.52	1.81	1.75
Selling and Administrative expenses	64.85	57.84	55.37	32.85
Other expense	6.73	3.64	6.81	2.33
<b>Profit for the period</b>	<b>22.43</b>	<b>14.18</b>	<b>26.05</b>	<b>8.87</b>

- Remarks:**
1. The company financial statements of financial years 2013, 2014 and 2015 audited by Mr. Prawit Viwanthananut, a certified public accountant registration number 4917 of PV Audit Co., Ltd., a SEC-approved auditor.
  2. The financial information for the 6-month period ended June 30, 2016, which is an internal financial statement for the management and has not been audited or reviewed by the auditor

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

### **2.3.1 Opportunity to generate the revenue to the Company**

Post-Acquisition Transaction, the Company will be able to generate more revenue from the additional business lines and a wider variety of products and expansion of the customer base to the groups of contractors and project system advisors to cover more relevant industry and the enhancement of the Company's capacity in taking contracting project installation works as detailed in Section 3.4(1) below.

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

In the case that the business operation of the Company, after accepting the transfer of the Entire Business of CM, would not be as expected, the Company may have lower profit than expected. However, the Company strongly believes in the capacity of CM and QIIS as CM and QIIS have similar products that would be complimentary to the business of the Company, especially in terms of building engineering products and the expansion of the same target groups of customers. CM and QIIS have long been established and operating in the market with continuous profitability, well-known trademarks and good relationship to their customers and trading partners.

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

The Company will purchase and accept the transfer of the Entire Business of CM, at the transfer price of THB 614,390,000, by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, to CM at the offering price of THB 2.62 per share.

The Company can continue to operate the Entire Business of CM and generate income from it right away upon completion of the entire business transfer process and do not require any additional funds to do so.

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

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

### **3.1 Price dilution**

$$\begin{aligned} &= \frac{\text{Market price prior to offering} - \text{Market price after offering}}{\text{Market price prior to offering}} \\ &= \frac{2.56 - 2.58}{2.56} \\ &= -0.78 \text{ percent} \end{aligned}$$

The market price prior to the Offering was based on the weighted average price of the Company's shares trading on the SET for 15 consecutive days prior to the date on which the Company's Board of Directors passed a resolution to propose the Offering of the Company's newly issued ordinary shares to the Extraordinary General Meeting of Shareholders No. 1/2016 for approval, from August 15, 2016



to September 2, 2016, which was equivalent to THB 2.56 per share (Information retrieved from SETTRADE at [www.settrade.com](http://www.settrade.com) of the SET).

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

$$= \frac{(\text{Number of paid-up shares} \times \text{Market price prior to offering}) + (\text{Number of newly issued shares} \times \text{Offering price})}{(\text{Paid-up shares} + \text{Number of newly issued shares})}$$

$$= \frac{(350,000,000 \times 2.56) + (234,500,000 \times 2.62)}{(350,000,000 + 234,500,000)}$$

After the Offering, there will be no price dilution effect as the offering price is higher than the market price.

### 3.2 Control dilution

$$= \frac{\text{Number of newly issued shares}}{\text{Number of paid-up shares} \times \text{Number of newly issued shares}}$$

$$= \frac{234,500,000}{584,500,000}$$

$$= 40.12 \text{ percent}$$

After the Offering, there will be control dilution at the rate of 40.12 percent.

### 3.3 Decrease of the earning per share

$$= \frac{\text{Earning per share prior to offering} - \text{Earning per share after offering}}{\text{Earning per share prior to offering}}$$

$$= \frac{0.1024 - 0.1553}{0.1024}$$

$$= -51.66 \text{ percent}$$

The earning per share prior to the Offering was calculated based on the Company's net profit during the past 4 quarters (from July 1, 2015-June 30, 2016), i.e. THB 35.82 million divided by the number of the Company's total paid-up shares of 350,000,000 shares, equivalent to 0.1024 per share.

The earning per share after the Offering was calculated based on the Company's net profits during the past 4 quarters (from July 1, 2015-June 30, 2016) according the pro forma consolidated financial statements, i.e. THB 90.77 million divided by the number of the Company's total paid-up shares (after the Offering and acceptance of the transfer of the Entire Business of EM) of 584,500,000 shares, equivalent to 0.1553 per share.

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

The Board of Directors has viewed that, comparing the benefits that the shareholders would receive from the allocation of the newly issued shares at no discount to CM and the price dilution, control dilution and earning per share effect aforementioned, the Offering of the newly issued shares at no discount has benefits to the shareholders of the Company, despite the control dilution effect, as CM and QIIS operate their businesses as importers and distributors of products that are similar to the products of the Company which would be complimentary to the Company's business, in terms of building engineering products and the expansion of the same target groups of customers. This will promote the Company's capability in its revenue growth, given the additional business lines, wider

variety of the Company's products, and expansion of the Company's customer base to contracts or consultants involving other related industries, and further strengthen the Company's capability in taking project contracting works.

### **3.4 Expected benefits to the Company**

The Acquisition Transaction will be beneficial to the Company and its shareholders as follows:

#### **(1) Increase the capacity of the Company's revenue growth in the future**

##### **(1.1) Expand the Company's business lines and products**

The synergy of the Company and CM would enhance the Company's products, building engineering products in particular, to be more integrated, i.e. the products of fire suppression system, air-conditioning system, sanitary system and cooling system. The products for air-conditioning and sanitary systems would allow the Company to serve all of customer's needs and would efficiently strengthen the Company's competitive capacity as both the Company and CM share the same groups of target customers, i.e. contractors, project system advisors, industrial customers (end users) which are the key groups of customers of the Company and CM.

##### **(1.2) Broaden the customer base among the groups of contractors and project system advisors to cover more relevant industries**

###### **(1.2.1) Broaden the Company's customer base to the medium-sized and small-sized factories**

The medium-sized and small-sized factories are the key groups of customers of CM and QIIS, which would allow the Company to cross-sell fire suppression system products and other related products to these customers, e.g. customers having a cold storage, that contains heating insulation, which is a sensitive flammable material, may need to install a fire prevention system. In addition, QIIS's customers, which are in industrial business, may need to build or expand their factories and add new production lines, would allow the Company to cross-sell the Company's and CM's products relating to building systems.

###### **(1.2.2) Enhance the distribution channels of CM's Products to the Company's customers**

A long good relationship between the Company and contractors and system consultants, from the Company's distributorship of building engineering system products, including fire suppression, air-conditioning and sanitary systems to contractors of large-scaled projects, would allow the Company to effectively and rapidly expand CM's customer base to those large-scaled project contractors.

##### **(1.3) Strengthen the Company's project installation works**

The Company would be able to expand its capacity to take installation works of cooling, air-conditioning and sanitary systems to industrial customers, who are the end users, in addition to fire suppression systems.

#### **(2) Lower expense as a result of coordination and sharing common resource to maximize the benefits**

The acceptance of the transfer of the Entire Business of CM would allow the Company to manage the available resources, e.g. human resources and administrative support system, more efficiently. In addition, the salespersons and installation workmen of CM and QIIS also have a good foundation and knowledge on mechanic engineering and environment.

**(3) Reduce reliance on specific industry**

The acceptance of the Entire Business of CM makes a variety of Company's products wider and diversifies risks from surrounding factors in doing business, as well as broadens the Company's scope of business to cover other aspects of building engineering systems and reduces the reliance on specific industries.

**(4) Increase opportunity to expand overseas market**

The products of CM, i.e. cooling and air-conditioning equipment, have a great demand in neighboring countries, e.g. Cambodia and Vietnam, which are the countries that the Company would like to expand the market. Therefore, the market expansion of the Company would be advantageous to the Company as it has a wide variety of products within the group.

**(5) Strengthen the Company's financial position and increase the revenue and profits**

Post-Acquisition Transaction, the Company will consolidate the operating results of CM and its subsidiary into the Company's financial statements. Based on their past performance, CM and its subsidiary had profit continuously every year. They also had a good financial position with low rate of liabilities. In 2015, CM and its subsidiary had the net profits of THB 54.71 million. CM and its subsidiary had loans from financial institutions in the sum of THB 15.01 million and the total equity of THB 187.09 million.

**4. Opinion of the Board of Directors on the matters required in the Notification of the Capital Market Supervisory Board No. TorChor. 73/2558 Re. Particulars in the Invitation to a Shareholders' Meeting of Listed Companies to Request for Approval for Issuance and Offering of Securities**

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

**4.1 Determination and reasonableness of the offering price**

Determination of the consideration by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, based on the asset-to-share swap ratio of 0.67, at the offering price of THB 2.62 per share, was appropriate and reasonable, as such transfer price was determined based on a fair value appraised based on a discounted cash flow method, and based on the key assumptions of the past operating results and capability of the growth of revenue and profit in the future.

In addition, the offering price offers no discount from the market price, which was equivalent to the weighted average price of the Company's ordinary shares trading on the SET during 15 consecutive business days prior to the date on which the Company's Board of Directors has passed a resolution to propose the offering of the Company's newly issued ordinary shares to the Extraordinary General Meeting of Shareholders No. 1/2016 for approval, from August 15, 2016 to September 2, 2016, which was equivalent to THB 2.56 per share (Information retrieved from SETTRADE at [www.settrade.com](http://www.settrade.com) of the SET).

**4.2 Rationales and necessity of the Offering**

The allocation of the Company's newly issued ordinary shares at no discount to CM was appropriate, since the Company wished to accept the transfer of the Entire Business of CM, whereas the business of CM and QIIS have products that are similar to the products of the Company which would be complimentary to the Company's business, especially in terms of building engineering products and the expansion of the same target groups of customers, having long been established and operating in the market with continuous profitability, well-known trademarks and good relationship to their

customers and trading partners. The Acquisition Transaction would be beneficial to the Company and its shareholders as detailed in Section 3.4.

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

The capital increase and allocation to the Company's shares to CM is to pay a consideration in kind, instead of cash, to CM for the acceptance of the transfer of the Entire Business of CM. Therefore, there are no issues on feasibility of the utilization plan to be concerned.

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

The Company would like to purchase and accept the transfer of the Entire Business of CM, at the transfer price of THB 614,390,000, whereby the Company will pay the consideration in kind, instead of cash, by share issuance to CM. The Company therefore is required to increase its registered capital by THB 117,250,000, from THB 175,000,000 to be THB 292,250,000, by issuing 234,500,000 newly issued ordinary shares, with a par value of THB 0.50 per share, at the offering price of THB 2.62 per share, which was based on the asset-to-share swap ratio of 0.67.

Since the consideration of the Acquisition Transaction will be made in kind, instead of cash, the Company has no issues on sufficiency of funds in case the proceeds derived from the Offering do not cover all of the project expenses to be concerned.

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

Post-Acquisition Transaction, the Company will become a shareholder of QIIS holding 100 percent of the registered capital by way of the entire business transfer and CM will be dissolved. After CM has been dissolved, the Company will purchase and accept the entire business of QIIS by way of the entire business transfer, whereby QIIS will further proceed with the dissolution and liquidation. Therefore, post-Acquisition Transaction, the Company will become an importer and distributor of building engineering products, i.e. fire suppression system, air-conditioning system, sanitary system and cooling system, including providing consulting and designing services for systems in various project and engineering solutions for digital printing systems above.

Post-Acquisition Transaction, the Company will consolidate the operating results of CM and QIIS into the Company's financial statements. Based on their past performance, CM and QIIS had profit continuously every year. They also had good financial position with low rate of liabilities. In 2015, CM and its subsidiary had the net profits of THB 54.71 million. CM and its subsidiary had loans from financial institutions in the sum of THB 15.01 million and the total equity of THB 187.09 million. In addition, the capital increase does not have negative effect on the earning per share as already discussed in Section 3.3 above.

**5. Warranty of Directors**

The Board of Directors certifies that the Board of Directors has performed its duty honestly and diligently to preserve the benefits of the Company in relation to such capital increase. However, in the case of any damage occurring to the Company as a result of the Board's performance, the shareholders may file a lawsuit against such director on behalf of the Company for damages, according to Section 85 of the Securities and Exchanges Act B.E. 2535 (1992). In addition, if such performance of the Board allow any director or his/her related persons to obtain undue benefits; the shareholders may file a lawsuit to claim for such benefits from such director on behalf of the Company, according to Section 89/18 of the Securities and Exchanges Act B.E. 2535 (1992). The Board of Directors further certifies that the Board of Directors has used due care in consider and

examine the Entire Business of CM and viewed that the Entire Business of CM will be beneficial to the Company and its shareholders as detailed above.

Please be informed accordingly.

Sincerely yours,

A handwritten signature in black ink, consisting of a series of loops and a long, sweeping tail that extends upwards and to the right.

(Mr. Wirat Sukchai)

Managing Director

**PARTICULARS OF THE AMENDMENT TO THE OBJECTIVES  
OF FIRE VICTOR PUBLIC COMPANY LIMITED**

No.	Existing Objectives of the Company	Draft Amended Objectives of the Company
13	To trade paper, writing-instruments, textbooks, forms, books, educational materials, calculators, printing machines, printing materials, newspaper, filing cabinets and all kinds of office equipment	To trade paper, writing-instruments, textbooks, forms, books, educational materials, <b>photography and filming equipment</b> , calculators, printing machines, <b>printing equipment</b> , printing materials, newspaper, filing cabinets and all kinds of office equipment, <b>communication devices, computers, including spare parts and accessories of the aforesaid products</b>
14	To trade construction materials, equipment and tools, all kinds of tools, paint, painting tools and all kinds of building decor items	To trade construction materials, equipment and tools, all kinds of tools, paint, painting tools, all kinds of building decor items, <b>ironware, copperware, brassware, porcelain ware, and plumbing equipment, including spare parts and accessories of the aforesaid products</b>
18	To operate rice mills, sawmills, wood planning and drying mills, ceramic and porcelain ware mills, pottery mills, jute pellet mills, vegetable oil processing plants, paper mills, gunny sack factories, textile mills, thread spinning mills, fabric dyeing and printing mills, automotive tire tread factories, iron factories, metal molding and lathing mills, galvanized iron factories, processed food factories, distilleries, gas refinery factories, cigarette factories, sugar mills, plastic ware mills, metal pressing and molding factories, window frame and doorframe factories, glass factories, beverage factories, rubber molding factories and automotive assembly plants	To operate rice mills, sawmills, wood planning and drying mills, ceramic and porcelain ware mills, pottery mills, jute pellet mills, vegetable oil processing plants, paper mills, gunny sack factories, textile mills, thread spinning mills, fabric dyeing and printing mills, automotive tire tread factories, iron factories, metal molding and lathing mills, galvanized iron factories, processed food factories, <del>distilleries</del> , gas refinery factories, <del>cigarette factories</del> , sugar mills, plastic ware mills, metal pressing and molding factories, window frame and doorframe factories, glass factories, beverage factories, rubber molding factories and automotive assembly plants
25	To operate hotels, restaurants, bars, nightclubs, bowling alleys, massage parlors, cinemas, theaters, resorts, sports arenas and swimming pools	To operate hotels, restaurants, <del>bars,</del> <del>nightclubs,</del> bowling alleys, <del>massage parlors,</del> cinemas, theaters, resorts, sports arenas and swimming pools
38	-	To trade medical equipment, hospital supplies, all kinds of scientific equipment, aviation machinery, and all kinds of spare parts of mechanical equipment and chemical products.

**Enclosure 4**

<b>No.</b>	<b>Existing Objectives of the Company</b>	<b>Draft Amended Objectives of the Company</b>
39	-	To operate as a contractor installing, building, fixing and repairing medical equipment, hospital supplies, scientific equipment, machines for mechanical engineering, electrical engineering, chemical engineering, civil engineering and machinery for all kinds of industrial factories
46	-	into provide designing services of cooling and heating machines, including planning for the installation works of the cooling and heating machines or equipment or tools relating to the cooling storage, as well as production services of all kinds of machines relating to the cooling and heating machines
47	-	To provide advices, recommendations, planning services relating to installation of cooling and heating machines for all kinds of industrial works
48	-	To trade, import for domestic sales and export the following products, i.e. coolant for cooling system and lubricant for cooling machines
49	-	To trade, rent, import for domestic sales and export the following products, i.e. equipment and tools for container and package printing, e.g. ink, printing equipment, as well as accessories and spare parts of the aforesaid products
50	-	To trade, rent, contract for installing, building, fixing and repairing package printing machines, including accessories and spare parts of the aforesaid products, as well as other related products used for package printing machines
51	-	To operate electrical appliance plants, mechanical plants and chemical plants
52	-	To trade and rent printing machines and equipment for 3D printing works, including other printing materials, accessories and spare parts of the aforesaid products, as well as to produce works from digital files by 3D printing machines
53	-	To create programs for modifying, storing and transferring digital files to 3D printing machines

<b>No.</b>	<b>Existing Objectives of the Company</b>	<b>Draft Amended Objectives of the Company</b>
54	-	To trade and rent photography and digital file recording machines and equipment
55	-	To engage in the business relating to security systems, closed-circuit television for industrial use and all kinds of buildings