

ABM-EL 009/2023

May 11, 2023

Subject Information on an Acquisition of Assets of the Company

Dear Directors and Managers

Stock Exchange of Thailand

Asia Biomass Public Company Limited (the "Company") hereby notify the resolution of the Board of Directors' Meeting No. 1/2023 held on May 11, 2023, which resolved to approve ABM Woodchip Co., Ltd. (Held by Alpha G Venture Company Limited, a subsidiary of the Company) purchase of assets Land with buildings and production machines from Yanos (Thailand) Co., Ltd.

The assets acquisition transaction is under the notification of Capital Market Supervisory Board No. TorChor. 20/2551 or dispose of the property (including amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Practices of Listed Companies in Acquisition or Disposal of Assets B.E. 2547 (including amendments) ("Announcement on Acquisition or Disposal"). The maximum is equal to 3.75 percent of the total asset value of the Company. According to the Company's consolidated financial statements as of March 31, 2023, this is the highest transaction size according to the total value of consideration criteria. When combined with other acquisitions of assets during the past 6 months of the Company prior to the date on which the Board of Directors approved the said transaction make list size The highest is equal to 6.80 percent of the total asset value of the Company. According to the Company's consolidated financial statements as of March 31, 2023, which is the highest transaction size according to the total value of consideration criteria with a transaction size of less than 15 percent, the Company disclose information pursuant to the Acquisition and Acquisition Notifications or sold According to the resolution of the Board of Directors No. 2/2023 held on May 11, 2023 with details as follows:

**1. Transaction Date:**

ABM Woodchip Company Limited or formerly known as Hom Hom Farm Company Limited, a subsidiary of the Company (holding 99.97%) entered into a deposit agreement to purchase assets on May 2, 2023 with a total value of USD 1.28 million. Not over than 45,000,000 baht and has paid a deposit of USD 256,000 (20% of the purchase value) equivalent to 8,739,020.80 baht and the rest will pay within June 2023.

**2. Counterparties :**

Buyer : ABM Woodchip Co., Ltd. ("Buyer")

Seller: Yanos (Thailand) Company Limited (Seller")

The company The seller does not have any relationship with the company.

**3. General characteristics of the transaction :**

The Board of Directors Meeting No. 2 (2/2023) held on May 11, 2023 resolved to approve the subsidiary to invest in the purchase of Land with buildings and machinery intended for use to produce wood chips, total value of USD 1.28 million. The purchase value is approximately 45 million baht, with the method of payment of the investment in cash after the date of complete transfer of assets. This is in line with general business practice. And considered as an acquisition of assets according to the Notification of the Capital Market Supervisory Board No. Tor Jor. (and amendments) and the announcement of the Board of Governors of the Stock Exchange of Thailand 2547 (and its amendments) (collectively referred to as the "Notice on Acquisition or Disposal of Assets"), which The highest transaction size when calculated based on the net tangible assets (NTA) basis is equal to 3.75 percent of the total asset value of the Company. Referring to the reviewed consolidated financial statements of the Company. Ended March 31, 2023, when combined with other asset acquisition transactions that occurred in the past 6 months prior to entering into this transaction. As a result, the Company's asset acquisition transaction with a size of 6.80 percent is classified as a type 1 transaction with a size of less than 15 percent according to the Notification on Acquisition or Disposal of Assets.

**4. General information of the transaction in accordance with the Notification Re the acquisition and disposition:**

details of the assets acquired, and the value of the assets acquired.

Assets acquired by the Company include land, title deed No. 27638, area 46-3-20 rai, NakhonRatchasima province, machinery and equipment, buildings, production management systems, public utilities, warehouse work and others.

**5. Value of acquired assets:**

total value of 1.28 million USD. Amount not over than 45,000,000 baht

**6. Criteria for determining the price:**

The purchase price of the property is the price offered by the seller. However, the company has compared the purchase price with the value appraised by an independent appraiser, Pornsiam Consultants and Services Co., Ltd. dated January 12, 2023.

**7. Price payment :** pay in cash or transfer/cashier's check

**8. Size of transaction:**

The asset acquisition transaction is classified as "Acquisition Transaction" according to the Acquisition or Disposition Notification The company estimates that The investment value is approximately 45,000,000 baht, with details of the calculation of the connected transaction size as follows:

**1. Value of NTA\*\* (%)**

The above criteria cannot be applied. Since this asset acquisition transaction is not an acquisition of securities of other companies.

**2. Net profit from operation(%)**

The above criteria cannot be applied. Since this asset acquisition transaction is not an acquisition of securities of other companies.

**3. Value of equity shares issued to pay for asset(%)**

The above criteria cannot be applied. Since this asset acquisition transaction is not an acquisition of securities of other companies.

**4. Total Value of Consideration Criteria (%) = Total value of paid consideration x 100 ÷ Total Assets of the Company**

$$= 45,000,000 \times 100 \div 1,201,428,327$$

$$= 3.75\%$$

Note: According to the Company's consolidated financial statements ended March 31, 2023 which have been reviewed by the Certified Public Accountant.

In addition, the acquisition of assets from investment in new projects It is an asset acquisition transaction pursuant to the Notification on Acquisition or Disposal. which when calculated according to various criteria specified in the announcement on acquisition or disposal go using value Calculated from any of the criteria, the size of the transaction is 3.75% of the total assets of the Company.

Entering into this transaction, when the Company considers this transaction together with the acquisition of assets of the same type during the past 6 months, it is found that the size of the transaction is 6.80% of the total assets of the Company. It is classified as a type 1 transaction with the size of the transaction less than 15% of the total assets of the Company. According to the resolution of the Board of Directors No. 2/2023 held on May 11, 2023 with details as follows:

**9. Expected benefits:**

To expand the production capacity of wood chips by about 80,000 tons per year, and the location is close to raw materials. making it convenient to transport to customers both by car and by vessels.

**10. Sources of funds:**

Cash flow from the Company's operations

**11. Opinion of Board of Directors:**

Board of Directors has considered that because of such investment enabling the company to expand its production capacity by 80,000 tons per year, as well as its location near raw materials so it convenient to deliver to customers.

After careful consideration the BOD has unanimously resolved to approve the transaction to entering into such transaction due to the price is set close to the appraisal value so it's a reasonable price.

The Board of Directors Have to consider the source of funds to enter. make a list as well as appropriate to use the money that useful for entering into the transaction and the Company still has sufficient liquidity for operation.

**12. Opinion of Audit Committee:**

The Audit Committee has no different opinion from the opinion of the Board of Directors of the Company.

Please be informed accordingly.

You're sincerely,



(Miss Tiya Mekpongsatorn)

Director & Managing Director

Company Secretary Officer

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