

March 8, 2018

Subject: Notification of the Resolution of the Board of Director No.2/2018

To: President of the Stock Exchange of Thailand

Enclosed: Information Memorandum concerning the listing of Latex System Company Limited, a subsidiary company of Thai-Rubber Latex Corporation (Thailand) Public Company Limited requests for permission of offering Ordinary shares and listing on the Market of Alternative Investment

Thai Rubber Latex Corporation (Thailand) Public Company Limited ("the Company") would like to inform the significant resolution of the Board of Directors' Meeting No.2/2018 which was held on March 7, 2018 at the general meeting room in the Company's headquarter, No. 99/1-3 Moo 13 Krisda Nakon 21 Bangna-Trad Road, Km.7 Bangkaew, Bangplee, Samutprakarn as per details as follows:

1. Approved to accept the Minutes of the of the Board of Director No.1/2018 held on February 23, 2018
2. Approved the listing plan on the Market for Alternative Investment (MAI) of Latex System Co., Ltd. and the Initial Public offering (IPO) and allocation of LS' ordinary shares to the public and the existing authorized shareholders of TRUBB according to shareholding proportion in the Company (Pre-emptive Right). By the way, Thai Rubber Latex Group Co., Ltd. ("THAITEX"), as the shareholder of TRUBB who acquired the ordinary shares of the Company due to the entire business transfer on December 29, 2017, shall not use this right to buy the ordinary shares as offered because there will be the reduction of registered capital after the liquidation of THAITEX . (as the detail attached)
3. Approved the amendment of the agenda of the Annual General Meeting of Shareholders No.1/2018 held on April 20, 2018 at 9.00 am, at Suanluang Ballroom , 1st floor, Novotel Bangkok-Bangna Hotel, No. 333 Moo 6 Srinakarin Road, Nongbon, Pravet, Bangkok 10250, Thailand. The agenda of the Annual General Meeting of Shareholders for the year of 2018 are as follow:

1. To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.2/2017 held on Dec 13, 2016.
2. To consider and approve the listing plan of Latex Systems Co., Ltd. on Market for Alternative Investment (MAI).
3. To consider and approve the Company's annual report and the Board of Directors' report of 2017.
4. To consider and approve the Company's balance sheets, the profit and loss statements, and the cash flow statements as at 31 December 2017
5. To consider the dividend payment and the legal reserve for the performance of year 2017
6. To consider and approve the appointment of directors in replacement the expired and resigning directors.
7. To consider and approve the Board of Directors' remuneration and budget of Board of Directors' remuneration for year 2018.
8. To consider an appointment of an auditor and the remuneration of the audit fee for 2018.
9. To consider other issues (if any).

The Company will stipulate the list of shareholders who have an eligible to attend the Annual General Meeting of Shareholders Year 2018 (Record Date) on March 27, 2018

Please be informed accordingly,

Sincerely yours,

Mr. Vorathep Wongsasuthikul

Chairman

**Information Memorandum concerning the listing of Latex Systems Company Limited, a subsidiary
company of Thai Rubber Latex Corporation (Thailand) Public Company Limited requests for permission of
offering Ordinary shares and listing on the Market of Alternative Investment**

According to the Board of Directors' Meeting of Thai Rubber Latex Corporation (Thailand) public Co. Ltd. ("TRUBB" or "the Company") No. 2/2018 held on March 8, 2018 has a resolution to approve and proposed to the shareholder's meeting of the Company to consider and approve the plans of the Initial Public Offering (IPO) and the listing on the Market for Alternative Investment ("MAI market") of Latex System Co., Ltd. ("LS"). The purpose is that to raise funds for investing and expanding the business and also for working capital in the company business. LS will issue and offer the ordinary shares to the public and the existing authorized shareholders of TRUBB according to shareholding proportion in the company (Pre-emptive Right). In this regard, after the spin-off is completed, LS is still a subsidiary of TRUBB because TRUBB still has power to control the direction of LS. By the way, Thai Rubber Latex Group Co., Ltd. ("THAITEX"), as the shareholder of TRUBB who acquired the ordinary shares of the Company due to the entire business transfer on December 29, 2017, shall not use this right to buy the ordinary shares as offered.

The plans of the Initial Public Offering and the listing on the Market for Alternative Investment of Latex System Co., Ltd. are under 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 (Including any amended issues) and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re : Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (The Notification Re: Acquisition and Disposition). When calculating the size of transaction, the maximum size of transaction according to the net profit calculation criteria is 12.73 percent based on the consolidated financial statements of the Company and its subsidiaries as of December 31, 2017. Then the size of the said transaction is less than 15 percent. Therefore, the Company has no obligation to disclose information about the disposal of assets to the Stock Exchange of Thailand ("SET"), as the rules in The Notification Re: Acquisition and Disposition. However, the Company has an obligation to disclose LS listing plan on MAI Market under the Regulations of the Stock Exchange of Thailand, Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company B.E. 2560. The transactions are as followed:

1. Date of Transaction

This listing plan on MAI of LS, by offering the ordinary shares to public (IPO) and the existing authorized shareholders of the Company according to shareholding proportion in the Company (Pre-emptive Right), depends on the conditions precedent specified Clause 10

2. Related Parties

Seller: Latex System Co., Ltd. ("LS") is a subsidiary of the Company by holding 4,790,335 shares or at 56.16 percent as of June 30, 2560

Buyer: General public and shareholders of the Company who are entitled to purchase those ordinary shares according to the shareholding proportion in the Company (Pre-emptive Right) (collectively referred to as the "Public")

3. Characteristics of transaction

The Board of Directors' Meeting of the Company No. 2/2018 held on March 8, 2018 has approved the plan of offering ordinary shares of LS to the Public (IPO) and listing LS on the MAI market which will be expectedly completed in 2018. LS will submit the application for listing its shares in the Stock Exchange by stipulating, the proportion of the Initial public offering (IPO) with not exceeding 30.00 percent of all of the paid-up registered capital after IPO. This public offering on June 30, 2560 will decrease the proportional shareholding of the Company in LS approximately from 56.16 to 39.13 percent of total paid-up registered capital after this IPO. (Before and after IPO, proportion shareholding of the Company in LS may be changed because LS is planning to restructure on its capital by making the right offering ("RO") and distribute its dividend in order to have a suitable capital structure before listing on MAI.)

In this regard, the plan of LS which will register its shares on MAI market will make the Company hold the ordinary shares in LS decreasing the proportional shareholding of the Company in LS approximately from 56.16 to 39.13 percent of total paid-up registered capital after this IPO. The value of transaction calculated under the rules of 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, 2004, which comprises the criteria of Net Tangible Assets, Net Profit, Total Value of Consolidation and Equity Share Value which the Company issuing in

return of the acquisition of assets, based on the Financial Statement audited by the auditor as of December 31, 2017, there are sizes of transaction in each of these following methods,

Calculation criteria

Calculation Method

1. Net Tangible Assets* (NTA)

$$= \frac{\% \text{Dilution} \times \text{NTA of LS}}{\text{NTA of TRUBB}}$$

NTA of TRUBB

$$= \frac{16.85\% \times 365.57}{2,192.78}$$

2,192.78

$$= 2.80 \%$$

*Net Tangible Assets of LS according to the Financial Statements as of December 31, 2017

2. Net Profit*

$$= \frac{\% \text{Dilution} \times \text{Net Profit of LS}}{\text{Net Profit of TRUBB}}$$

Net Profit of TRUBB

$$= \frac{16.85\% \times 109.13}{144.41}$$

144.41

$$= 12.73 \%$$

*Net Profit of LS according to the Profit and Loss Statement of 2017

3. Total Value of Consolidation*

$$= \frac{\text{Value of transaction gained or paid} \times 100}{\text{Total asset of TRUBB}}$$

Total asset of TRUBB

$$= \frac{\text{Proportion of the offering shares} \times \text{accounting valuation of LS}}{\text{Total asset of TRUBB}}$$

Total asset of TRUBB

$$= \frac{30.00\% \times 369.21}{8,007.62}$$

8,007.62

$$= 1.38 \%$$

*Total Value of Consolidation of LS according to the Financial Statements as of December 31, 2017

** Proportion of offering newly shares

4. Equity Share Value = Not to be calculated because the Company does not issue any securities of listed companies in return of acquisition of assets.

As the calculation above, the highest value criteria is the criterion of net profit. The size of the transaction is 12.73%, which is less than 15 percent. Therefore, the Company has no obligation to disclose information as the regulation required. However, the Company has an obligation to disclose the listing of LS in MAI Market under the Regulations of the Stock Exchange of Thailand, Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company B.E. 2560.

4. Preliminary details of Assets Disposition

Details of the Initial Public Offering (IPO) of LS

Issuer	LS (In present, is preparing for listing and have not transformed into a public company limited yet.
Type of the offering securities	The ordinary shares of LS (In present, the ordinary shares of LS are not listed securities in the SET)
Amount of the offering ordinary shares	Not exceed 30.00 percent of all of the paid-up registered capital after the initial public offering as following details: 1. The proportion is not less than 10 percent but not over than 20 percent of the issued ordinary shares, for offering to the existing authorized shareholders according to their shareholders proportion (Pre-emptive Right). 2. The proportion is not less than 80 percent but not over than 90 percent of the issued ordinary shares, for offering to the Public.
Par Value	A par value of Baht 9.24 per share (Par value may be changed)
The allocation and the date of closing the	As decided by the Company directors or the person who assigned by the Company directors, to stipulate the proportion of the subscription entitlement to

shareholders register book, to provide the collection of the names of the Pre-emptive Right shareholders	the ordinary shares of LS, and the date (Record Date) to list the names of the Company shareholders who have the subscription entitlement to those such ordinary shares. The determination will be operated after the Office of the Securities and Exchange Commission has an approval for LS to offer the ordinary shares to the Public, which the Company will notify the shareholders not less than 14 days in advance.
Offering price	Undecided, However, the offering price of the ordinary shares of LS, which allocated to the Company shareholders (by the Pre-emptive Right), will be the same price which offered to the Public.
Offering period	After the Office of the Securities and Exchange Commission has an approval for LS to offer the ordinary shares to the Public and MAI market has an approval for LS ordinary shares to be registered shares under the condition of Free Float.
Other details	The Company shall inform for the further details of the Initial public offering (IPO) of LS to the Company shareholders.

Details of Latex System Co., Ltd.

Company name	Latex System Company Limited
Head office address	No. 79/2 Moo 1, Bangna-Trad Km. 36, Horm Silp sub-district, Bang Pra Kong district, Chacherngsao province 24180
Type of business	Natural Latex bed and pillow manufacturer
Capital structure	<p>Before offering shares:</p> <p>Registered and paid-up capital of Baht 78,808,893.24</p> <p>The Ordinary Shares:</p> <p>The proportion not over than 30.00 percent of all of the Shares after the capital increase for the initial public offering (IPO)</p> <p>After offering shares:</p>

	Registered and paid-up capital not over than Baht 300,000,000
Proportion of shareholding of the Company in LS*	<p>Before offering shares:</p> <p>Approximately 56.16 percent of paid-up registered capital of LS</p> <p>After offering shares:</p> <p>Approximately 39.31 percent after offering share</p>
<p>Remark: *LS is planning to restructure on its capital by making the right offering (“RO”) and distribute its dividend in order to have a suitable capital structure before listing on the MAI market, which will make the structure of capital and the amount of shares that the Company holding in LS before and after offering change. However, the proportion of the shareholding of the Company before offering will not change in significance.</p>	

Shareholding structure of LS as following details (Directly and indirectly shareholding)

	List of Shareholders	Directly shareholding (shares)	Percentage	Indirectly shareholding via TRUBB (shares)	Percentage	Total (shares)	Percentage
1	TRUBB	4,790,335	56.16				
2	Wongsasuthikul family	1,635,365	19.18	1,028,471	12.06	2,663,836	31.24
	-Mrs. Patumporn Trivisvavet	825,859	10.00			852,859	10.00
	-Ms. Chalongkwan Wongsasuthikul	178,211	2.09	19,920	0.23	198,131	2.32
	-Mr. Pattarapol Wongsasuthikul	178,211	2.09	22,579	0.26	200,790	2.35
	-Mr. Kovit Wongsasuthikul	170,211	2.00	8,435	0.10	178,646	2.10
	-Mrs. Tippawan Suttathipkul	255,873	3.00	662,109	7.76	917,982	10.76
	-Mr. Vorathep Wongsasuthikul			296,412	3.48	296,412	3.48
	-Mr. Sakda Wongsasuthikul			9,948	0.12	9,948	0.12
	-Mr. Monchai Wongsasuthikul			9,068	0.11	9,068	0.11
3	Worrapratheep family	852,901	10.00	774,793	9.08	1,627,694	19.08
	-Ms. Ummarut Limwannawong	852,901	10.00	172,640	2.02	1,025,541	12.02

	-Mr. Prakit Worrapatheep			239,116	2.81	239,116	2.81
	-Mr. Wasan Worrapatheep			10,544	0.12	10,544	0.12
	-Mr. Phaiboon Worrapatheep			70,968	0.83	70,968	0.83
	-Mr. Suporn Worrapatheep			42,176	0.49	42,176	0.49
	-Mr. Prawit Worrapatheep			239,349	2.81	239,349	2.81
4	Temrittikulchai family	682,321	8.00	248,389	2.92	930,710	10.92
	-Mrs. Nuanvadee Krityanukul	682,321	8.00	75,783	0.89	758,104	8.89
	-Mr. Pratchanon Temrittikulchai			39,049	0.46	39,049	0.49
	-Mr. Archkaran Temrittikulchai			133,557	1.57	133,557	1.57
5	Srihirunratsamee family	170,580	2.00			170,580	2.00
	-Ms. Chanisara Srihirunratsamee	85,290	1.00			85,290	1.00
	-Ms. Suppawan Srihirunratsamee	85,290	1.00			85,290	1.00
6	Mrs. Rattana Taechaphanngarm	329,879	3.87			329,879	3.87
7	Ms. Sukanya Sirichaitevin	56,700	0.66	65	0.00	56,765	0.66
8	Mr. Prasert Leelabanyong	11,020	0.13			11,020	0.13
9	Other shareholders	-	-	2,738,617	32.10	2,738,617	32.10
	Total	8,529,101	100.00	-	-	8,529,101	100.00

Remark: A par value of Baht 9.24 per share

According to the List of shareholders of LS as of June 30, 2017 and the list of shareholders of TRUBB as of September 24, 2017

Family relationship between the shareholders

	List of shareholders	Relationship
1	Wongsasuthikul family	
	-Mrs. Patumporn Trivisvavet	Daughter of Mr. Vorathep Wongsasuthikul and Mrs. Tippawan Suttathipkul

	-Ms. Chalongkwan Wongsasuthikul -Mr. Pattarapol Wongsasuthikul -Mr. Kovit Wongsasuthikul -Mrs. Tippawan Suttathipkul	Daughter of Mr. Vorathep Wongsasuthikul and Mrs. Tippawan Suttathipkul Son of Mr. Vorathep Wongsasuthikul and Mrs. Tippawan Suttathipkul Son of Mr. Vorathep Wongsasuthikul and Mrs. Tippawan Suttathipkul Spouse of Mr. Vorathep Wongsasuthikul
2	Worrapratheep family -Ms. Ummarut Limwannawong	Spouse of Mr. Pravit Worrapratheep
3	Temrittikulchai family -Mrs. Nuanvadee Krityanukul	Mother of Mr. Pasitpol Temrittikulchai
4	Srihirunratsamee family -Ms. Chanisara Srihirunratsamee -Ms. Suppawan Srihirunratsamee	Daughter of Mr. Wanchai Srihirunratsamee Daughter of Mr. Wanchai Srihirunratsamee

Board of Directors of LS as of February 8, 2018 consist of

	Name	Position in LS	Position in the Company
1	Mr. Vorathep Wongsasuthikul	Chairman of the board of directors	Chairman of the board of directors
2	Mr. Wanchai Srihirunratsamee	Director	Chief Operational Officer / Managing Director, Accounting & Finance (on behalf of)
3	Mr. Kovit Wongsasuttikul	Director	-
4	Mrs. Patumporn Trivisvavet	Director	-
5	Mr. Pravit Worrapratheep	Director	Director
6	Mr. Pasitpol Temrittikulchai	Director	-

7	Mr. Banlue Chantakadisai	Independent Director / Chairman of the Audit Committee	-
8	Mr. Banyong Visedmongkolchai	Independent Director / Audit Committee	-
9	Mr. Bandit Anantamongkol	Independent Director / Audit Committee	-
10	Mrs. Korbboon Srichai	Independent Director	-
11	Mr. Sukoom Anongleka	Independent Director	-

Remark: the Board of directors of LS can be changed in the future.

Summary of the LS financial statement for the accounting year 2015-2017 according to the financial information as follows:

(Unit: Baht)	31 Dec 2015	31 Dec 2016	31 Dec 2017
Current Assets			
Cash and cash equivalents	33,950,915	29,915,082	59,499,998
Trade account receivable	23,079,669	19,149,485	80,923,401
Other receivables	100,286	272,790	110,207
Inventories	34,387,599	72,782,740	156,160,677
Value added tax receivable	0	13,920,037	11,687,655
Other current assets	2,714,065	2,173,771	15,180,561
Total Current Assets	94,232,534	138,213,905	323,562,499
Non-Current Assets			
Property, plant, and equipment	208,066,270	422,395,448	477,741,833
Intangible assets	318,112	917,226	4,638,134
Other non-current assets	2,659,992	4,020,845	5,379,070

(Unit: Baht)	31 Dec 2015	31 Dec 2016	31 Dec 2017
Total Non-Current Assets	211,044,374	427,333,519	487,759,037
Total Assets	305,276,908	565,547,424	811,321,536
<u>Liabilities and Equity</u>			
Current Liabilities			
Short-term loans from bank	3,000,000	20,000,000	-
Trade account payable	26,776,445	43,711,499	93,776,744
Other payables	6,626,926	11,818,835	22,915,965
Accrued payable	14,148,996	16,176,931	27,690,276
Current portion of long-term loans from banks which is payable within one year	13,460,000	25,000,000	50,000,000
Current portion of finance lease liabilities which is payable within one year	1,278,702	808,040	1,532,181
Income tax payable	3,643,074	6,979,205	7,873,911
Other current liabilities	1,684,469	1,193,749	1,011,768
Total Current Liabilities	70,618,612	125,688,259	204,800,845
Non-Current Liabilities			
Long-term loans from banks	2,640,000	145,000,000	225,000,000
Finance leases liabilities	1,317,496	1,774,612	3,824,974
Employee benefit obligations	3,941,200	4,881,205	5,855,189
Deferred tax liabilities	1,686,590	2,465,105	2,625,200
Total Non-Current Liabilities	9,585,286	154,120,922	237,305,363
Total Liabilities	80,203,898	279,809,181	442,106,208

(Unit: Baht)	31 Dec 2015	31 Dec 2016	31 Dec 2017
Equity			
Share capital			
Authorized share capital	78,808,893	78,808,893	78,808,893
Issued and paid-up share capital	78,808,893	78,808,893	78,808,893
Share premium			
Premium on ordinary shares	11,899,509	11,899,509	11,899,509
Retained earnings			
Appropriated retained earnings			
Legal reserve	3,702,900	7,111,781	7,880,889
Unappropriated retained earnings	124,389,143	171,100,304	256,840,128
Other components of equity	6,272,565	16,817,756	13,785,909
Total Equity	225,073,010	285,738,243	369,215,328
Total Liabilities and Equity	305,276,908	565,547,424	811,321,536

Summary of the LS operation for the accounting year 2015-2017 according to the financial information as follows:

(Unit: Baht)	For the accounting year ended December 31		
	2015	2016	2017
Income			
Sales income	396,748,610	428,564,791	752,972,274
Other income	2,776,644	834,441	496,211
Total Income	399,525,254	429,399,232	753,468,485

(Unit: Baht)	For the accounting year ended December 31		
	2015	2016	2017
Expense			
Cost of goods sold	261,200,142	289,369,280	525,563,211
Selling expenses	12,157,905	15,197,636	29,810,821
Administrative expenses	49,253,221	52,264,299	74,341,147
Total Expenses	322,611,268	356,831,215	629,715,179
Profit Before Interest and Income Tax Expense	76,913,986	72,568,017	123,753,306
Finance cost	(3,435,696)	(1,657,415)	(3,762,736)
Profit Before Income Tax Expense	73,478,290	70,910,602	119,990,570
Income tax	(5,300,667)	(8,411,937)	(10,860,464)
Profit for the Year	68,177,623	62,498,665	109,130,106
Other Comprehensive Income			
<i>Items that will not be reclassified to profit or loss</i>			
Revaluation of property, plant, and equipment	0	13,825,501	-
Income tax benefits for other comprehensive income	334,369	(2,865,282)	16,430
Actuarial loss	(1,671,846)	0	(82,148)
Other Comprehensive Income for the Year – After Tax	(1,337,477)	10,960,219	(65,718)
Total Comprehensive income for the year	66,840,146	73,458,884	109,064,388
Earnings per share	7.99	7.33	12.80

5. Total Value of Consideration

LS will offer the shares to the authorized existing shareholders of TRUBB according to the shareholder proportion in TRUBB (Pre-emptive Right) at the offering price similar to the price of initial public offering (IPO)

which currently has not been determined yet. In this regard, LS will certainly specify the offering price after the Securities and Exchange Commission approves of the share offering of LS.

6. Value of Disposed Assets

Total value of disposed assets will be in accordance with the price for IPO.

7. Expected Benefits from the Transaction

7.1 TRUBB Benefits

- Benefits from additional value from TRUBB investment in LS.
- Reduce the financial obligation of TRUBB to support LS.
- Provide the shareholders of TRUBB with opportunities to gain benefits from LS business directly and indirectly.
- The funding through TRUBB is currently more difficult and limited by conditions and may not reach the target.

7.2 LS Benefits

- Raise funds for using in the business operation
- Increase channels of raising fund where LS can raise funds directly from the investors.
- Increase LS competitiveness

8. Expenditure Plan from IPO

This fund will be used for the operating business expansion and the working capital of LS.

9. Business Reliance on the Company and the Conflict of interest

Reliance

To reduce the reliance on TRUBB before the registration in the Stock Exchange of Thailand, LS has reduced the proportion of raw material purchased from TRUBB under the long-term contract. In this regard, LS will purchase the raw material in accordance with the LS policy and the process of purchasing raw material in order to ensure the utmost benefits of LS including quality, price, trade term, and raw material delivery conditions from the suppliers.

Conflict of interest

LS was established in 2003 and was held its shares by French businessman at 49% and Thai investors at 51%. Once, LS confronted the business problem. Then, they had sold its shares to the persons who have

relationship with Mr. Vorathep Wongsasuthikul and his alliances who are the directors of the Company and business partners. After that, LS had profits, stability and had been planning to increase its share capital. Subsequently, the directors offered LS's shares to TRUBB including debt to equity swap. As a result, TRUBB and persons, who may have a conflict of interest, holds LS's shares at 56.16 percent and 19.18 percent respectively. However, if counting the amount of shares which held directly and indirectly via TRUBB by Wongsasuthikul family, Waraprateep family and Temrittikulchai family, it is total amount at 61.24 percent. This current structure causes a conflict of interest. However, TRUBB and LS have only sale transaction for latex only and have procedures to avoid those conflict of interest as follows;

- Using the market mechanism in order to contemplate the price including the consideration of long term contract;
- An audit committee verifies the sale transactions and related party transactions.

10. Condition Precedent

- 10.1 For shareholders of TRUBB will obtain the full information and have the transparency on this transaction, TRUBB must obtain the resolution from the shareholders' meeting to approve the registration of LS in the Stock Exchange of Thailand and the increase in share capital for offering to the public (IPO) and the existing authorized shareholders of TRUBB in accordance with the holding proportion (Pre-emptive Right).
- 10.2 The LS shareholders' meeting has a resolution to approve for the registration of LS in the Stock Exchange of Thailand and the increase in capital for initial public offering (IPO) and the offering to shareholders of TRUBB in proportion to their present share holdings (Pre-emptive Right).
- 10.3 LS registers for company transformation to a public company and issuance of the newly ordinary shares for public offering with Department of Business Development, Ministry of Commerce.
- 10.4 LS is permitted by the Securities and Exchange Commission for making the initial public offering (IPO) and offering the shares to the existing authorized shareholders of TRUBB according to the shareholding proportion in TRUBB (Pre-emptive Right). In addition, the statement of the security offering transaction and the draft prospectus have been effective.
- 10.5 The Stock Exchange of Thailand accepts the LS securities as the listed securities with the conditions of free float.

11. Effect of Spin-off on the Company and the Company's Shareholders

11.1 EPS Dilution/Control Dilution

In case LS issues and offers its shares to the public (IPO) according to the plan of registration in the MAI, the EPS dilution or control dilution of the Company in LS will reduce approximately not exceeding

16.85 percent of the portion of profits or voting rights (Before and after IPO, proportion shareholding of the Company in LS may be changed) However, LS will offer the shares to the shareholders of TRUBB in proportion to their present share holdings (Pre-emptive Right)) to reduce such effect.

11.2 Price Dilution

As the offering shares are LS's share, there should not be any direct impact on the Company's price dilution. However, the reduction of the shareholding proportion in LS will dilute the Company's realized profit in LS.

12. Opinion of the Company's Committee and Audit Committee regarding the Transaction

The Company's Committee have 12 members which can be separated into 7 interest directors and 5 non-interested directors, including the 3 audit committees, opined that this transaction is rational and will increase the strength of LS including facilitating the LS to raise funds through the capital market by itself. This will increase LS's competitiveness and strengthen its financial status as a long-term plan. Moreover, this will also add the value of the capital investment of the Company in LS.

13. Opinion of the Audit Committee and /or Company's Committee which is different to the Company's Committee's mentioned in 10.

- None -