

- Translation -

TSE(PCL) 008/02-2016

February 29, 2016

Subject : Acquisition and disposal of the assets

To : The President
The Stock Exchange of Thailand

The Board of Directors' Meeting of Thai Solar Energy Public Company Limited (the "**Company**") dated February 29, 2016 approved the Company to invest in a new solar power plant project in Ishikawa, Japan and enter into the Master EPC Agreement with Prospec Holdings Inc. The total value of investment is approximately 6,530 Million JPY equivalent to 1,960 Million THB for the construction of solar power plant with an installed capacity of 17.5 MW and a selling capacity of 13.5 MW in order to support our business expansion.

According to the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 regarding Rules for Entering into Substantial Transactions within the Definition of an Acquisition or Disposal of Assets, its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547, the transaction size is greater than 15% but lower than 50% of the Company's total assets. Thus, the company is required to disclose information memorandum of this transaction as per attachment.

Please be informed accordingly.

Yours sincerely,

- signed -

(Mr. Tee Seeumpornroj)
Chief Financial Officer

Information Memorandum relating to Acquisition of Assets
of

Thai Solar Energy Public Company Limited

1. Date Month Year of Transaction

Within Quarter 1/2016

2. Relevant Parties and Relationship with the Company

Employer : Thai Solar Energy Public Company Limited

Contractor : Prospec Holdings Inc.

Relationship : None

3. General Information of the Transaction

The Company is a Very Small Power Producer (VSPP) for generating and selling electricity. As of now, the Company has the Power Purchase Agreement(s) with the Metropolitan Electricity Authority (MEA) and the Provincial Electricity Authority (PEA) totaling 25 projects that are in commercial operation with a total capacity of 98.5 MW.

The Company has a policy to expand solar power operation to other countries in Asia. The Company has reached an agreement to develop and construct a solar power plant in Japan which has received all relevant licenses necessary for the construction. The Company prepare to start the construction of this solar power plant at Hanamizuki, Ishikawa with an installed capacity of 17.5 MW and a selling capacity of 13.5 MW. The total value of investment is approximately 6,530 Million JPY equivalent to 1,960 Million and it is expected that the construction period will take approximately 19 months.

The calculation of the transaction size as at 31 December 2015

$$\begin{aligned} &= \frac{1,960 \times 100}{4,844.4} \\ &= 40.4\% \end{aligned}$$

The value of the transaction is greater than 15% but lower than 50% of the Company's total assets. Therefore, the Company is required to prepare the relevant report disclosing information memorandum specified in Schedule 1 of the Acquisition and Disposition Rules and to send the information memorandum specified in Schedule 2 of the Acquisition and Disposition Rules to shareholders within 21 days from the date that the relevant information is disclosed to the Stock Exchange of Thailand.

4. Details of Acquired of Assets

A solar power plant project with a selling capacity of 13.5 MW in order to sell the generated electricity to the regional Utility Company, which is the operating and managing utility in each region, according to the Power Purchase Agreement.

5. Total Value of Consideration

The total investment of solar power plant is approximately 6,530 Million JPY or equivalent to 1,960 Million THB (the exchange rate is 0.30 THB/JPY). The payment will be divided into several terms following Master EPC Agreement with Conditions Subsequent.

6. Value of Acquired Assets

The total value of solar power plant is approximately 6,530 Million JPY or equivalent to 1,960 Million THB.

7. Criteria used to determine the value of asset

The Company has considered financial forecast and return as well as a comparison with cost and return of other solar power plants in Japan with similarly capacity and selling rate (FIT).

8. Benefit Received by the Company

The Company will gain revenue from selling electricity to the region Utility Company according to the Power Purchase Agreement when the solar power plant is connecting to commercial system – COD within 2017.

9. Source of Fund

The source of fund will come from internal cash flow of the Company and a loan from financial institution(s). It is expected that the loan terms will not adversely affect the rights of the Company's shareholders.

10. Condition of Transaction

- None –

11. Opinion of the Board of Directors

The Board of Directors has the opinion that this transaction is appropriate and beneficial to the Company and shareholders. This is an expansion to support the Company's growth which will create more revenue and profit to the Company, as well as increasing value for shareholders.

12. Opinion of Director and/or Audit Committee that Differs from the Opinion of the Board of Director in Item No.11

- None -