



No. INGRS064

16 January 2021

Subject : Notification of the Resolution of Special Board of Directors Meeting
No 3/2021-45

To : The President
The Stock Exchange of Thailand

The significant resolutions passed at the Boards of Directors' meeting No. 3/2021-45 of Ingress Industrial (Thailand) Public Company Limited ("INGRS") held on 16 January 2021 at 02.00 p.m. were as follows:

1. Approved the increased of the authorized and paid-up capital of Ingress Autoventures (India) Private Limited ("IAIPL") as follows:
 - a) increase the authorized capital of IAIPL from INR150,000,000 divided into 15,000,000 shares of INR10 each to INR250,000,000 divided into 25,000,000 ordinary shares of INR10 each;
 - b) increase the paid-up capital of IAIPL by way of issuance of 4,500,000 new shares of INR10 each amounting to INR45,000,000 to be fully subscribed by shareholders at INR10 per share;
 - c) the outstanding authorised shares of 5,500,000 will be allotted for subscription in the future; and
 - d) the total paid-up capital of IAIPL after increase in the authorised capital will be INR19,500,000 divided into 1,950,000 ordinary shares at the par valued of INR10 each.

The purpose of capital increase is to support the capital expenditures and working capital of the new projects in Gujarat, India.

The structure of Capital after the increase of capital will be as follow:

Shareholders	Existing Structure		New Structure	
	No of Shares	%	No of Shares	%
Ingress Industrial (Malaysia) Sdn. Bhd. ("IIM")	14,558,892	97.06	18,926,592	97.06
Connected Party	441,108	2.94	573,408	2.94
Total	15,000,000	100.00	19,500,000	100.0

IIM is a wholly owned subsidiary of INGRS.

The proposed acquisition of shares above is valued at approximately Baht 18.53 million of which representing about 0.8% of total assets of the INGRS as at 31 October 2020 and below the 15% threshold, which is not classified as a transaction under the Notification of the Capital Market Supervisory Board Announcement Tor Jor. 20/2551

regarding the regulation on significant transactions subjecting to the acquisition or disposal of assets.

2. Ratified a connected transaction in a form of receiving financial corporate guarantees from Ingress Corporation Berhad (“ICB”), a major shareholder of INGRS with 60% shareholdings. The details of which are as follows:

- a) General description of the transactions:

On 3 December 2019, Bank Muamalat Malaysia Berhad (“BMMB”) has offered banking facilities of up to RM137,000,000 (Baht 1,012 million) to Ingress AOI Technologies Sdn. Bhd. (“IATSB”) for the purpose of the establishment of manufacturing facilities for the Daihatsu New Global Architecture (“DNGA”) in Malaysia (“the facilities”). IATSB is a 51% subsidiary of Ingress Technologies Sdn. Bhd. (“ITSB”) which is a 70% subsidiary of IIM.

The facilities consist of a Muamalat Term Financing of RM85,000,000 (Baht 628.15 million) (“Term Loan”) and working capital line of RM52,000,000 (Baht 383.85 million). The facilities are secured against the Corporate Guarantee of the same amount jointly by ICB and ITSB.

In granting the corporate financial guarantee, ICB is charging a guarantee fees to ITSB of 1.5% per annum based on the outstanding amount of the Term Loan, calculated on a monthly basis until full repayment of the Term Loan tenure of 8 years. The corporate guarantee fees will be charge on an annual basis.

- b) Date of transactions:

The corporate financial guarantee has been perfected as a security of the facilities in February 2020. ICB has charged the corporate guarantee fees for the year 2020 to ITSB on 6 January 2021.

- c) Total estimate value of transactions:

The total estimated value of corporate guarantee fees chargeable by ICB over the 8 years period is RM5,397,823 (Baht 39.89 million).

- d) Transaction size:

The above estimated value of transaction represents 1.79% of the Total Net Tangible Assets (“NTA”) of INGRS as at 30 October 2020 of Baht 2,222 million. As the value of transaction is below 3.0% of INGRS NTA, the connected transaction is considered as medium size, hence it is within the authority of the Board of Directors of INGRS to ratify and disclose the information.

- e) Reason and necessity of the transaction

IATSB’s involvement in the DNGA project is seen to be the breakthrough of INGRS’s growth in Malaysia in acquiring new advanced technology in Malaysia. This will benefit IATSB in transfer of technical know-how of Advance High Tensile Strength Steel (“AHHS”) stamping and assembly from the OEM.

In developing this project, IATSB requires financing from local bank to finance its capital expenditures and working capital. It was the condition of BMMB that the corporate financial guarantee is sought as a security of the facilities.

Therefore, it is rational for IATSB and ICB to proceed with the connected transaction to secure the financing and proceed with the development of the DNGA project.

f) Opinion of the Audit Committee and the Board of Directors

The Audit Committee and the Board of Director has considered this connected transaction and off the opinion that it will benefit the Group directly to enhance its strategic growth specifically in its technological capabilities and its overall business growth generally.

g) Interested Directors

The Authorized Directors of INGRS namely Datuk Dr. Hj. Rameli bin Musa, Dato' Dr. Ab Wahab bin Ismail who are the major shareholders of ICB, and Datin Sri Farah binti Rameli, who is a related person to Datuk Dr. Hj. Rameli bin Musa which all are deemed to have conflict of interest of the transaction, not participate in voting on the resolution of this agenda.

Please be informed accordingly.

Yours sincerely,



Mr. Hamidi Bin Maulod
Chief Executive Officer

