

(F 53-4)

Capital Increase Report Form
Samart Telcoms Public Company Limited
Date 12 November 2024

We, Samart Telcoms Public Company Limited (“**Company**”), hereby report on the resolution of Board of Directors Meeting No.5/2024, held on 12 November 2024 from 1.30 p.m. to 3.00 p.m., regarding the capital increase and allocation of newly issued ordinary shares as follows:

1. Capital Decrease

The Board of Directors Meeting passed a resolution approving to propose to the No.1/2025 Extraordinary General Meeting of Shareholder to consider and approve the decrease of the Company’s registered capital of THB 102,999,929.00 from the existing registered capital THB 721,000,000.00 to the registered capital of THB 618,000,071.00 by cancelling the unissued registered shares of the Company, which is the ordinary shares in the amount of 102,999,929 shares with a par value of THB 1.00 which are shares remaining from the allocation for offering the warrant to purchase newly issued ordinary shares of the Company No.1 (SAMTEL-W1) which already expired.

2. Capital Increase

The Board of Directors Meeting passed a resolution approving to propose to the No/1/2024 Extraordinary General Meeting of Shareholder to consider and approve the increase of the Company’s registered capital of THB 103,000,011.00 from the existing registered capital THB 618,000,071.00 to the registered capital of THB 721,000,082.00 by issuing not exceeding 103,000,011 newly issued ordinary shares with a par value of THB 1.00 to be reserved for the exercise of the warrants to purchase issued ordinary shares of Samart Telcoms Public Company Limited No.2 (the “**Warrant No.2**” or “**SAMTEL-W2**”) which is allocated to the company’s existing shareholders in proportion (Right Offering) in the following manner:

Type of capital increase	Type of share	Number of Shares (Shares)	Par value (Baht per Share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of Utilizing proceeds	Ordinary Preferred	<u>Up to 103,000,011</u>	<u>1.00</u>	<u>103,000,011.00</u>
<input type="checkbox"/> General Mandate	Ordinary Preferred			

If specifying the purpose of utilizing proceeds, all of the following items must be filled out, except item No. 22.

If under a general mandate, only items No. 2.2, No. 3 and No. 4 need to be filled out.

3. Allotment of Newly Issued Share

3.1 Specifying the purpose of utilizing proceeds

Allotted for	Number of Shares (Shares)	Ratio (Existing : New)	Offering Price (Baht per Share)	Subscription and Payment Period	Note
Existing shareholders	-	-	-	-	-
General public	-	-	-	-	-
Other persons (specify)	-	-	-	-	-
To accommodate the exercise of SAMTEL-W2	<u>Up to</u> 103,000,011 <u>shares</u>	6 existing ordinary shares for 1 unit of SAMTEL-W2	At no cost	After being approved by the No.1/2024 Extraordinary General Meeting of Shareholders, the offering will be completed within 1 year from the date of the resolution of the shareholders' meeting. By the Board of Directors has approved to authorize the Board of Directors and / or the Executive Committee and / or the Executive Chairman and / or the President or the person assigned by the Board of Directors and / or the Executive Committee or the Executive Chairman or the President to determine the date of issuance of the warrants when the Company is approved by the NO.1/2024 Extraordinary General Meeting of Shareholders. The Company expects to issue and allocate SAMTEL-W2 in January 2025.	Please see remark below.

Remarks

The Board of Directors Meeting No. 5/2024 held on November 12, 2024 resolved to approve a proposal to the No.1/2024 Extraordinary General Shareholders' Meeting to be held on 23 December 2024 to consider approving as follows:

- Approve the decrease of the Company's registered capital of THB 102,999,929.00 from the existing registered capital THB 721,000,000.00 to the registered capital of THB 618,000,071.00 by cancelling the unissued registered shares of the Company, which is the ordinary shares in the amount of 102,999,929 shares with a par value of THB 1.00 which are shares remaining from the allocation for offering the warrant to purchase newly issued ordinary shares of the Company No.1 (SAMTEL-W1) which already expired.
- Approve the issuance and offering of SAMTEL-W2 of not exceeding 103,000,011 units (or 16.67 percent of the total number of shares outstanding of the Company as of the date of the Board of Directors' Meeting No.5/2024 held on November 12, 2024) to be allocated to the existing shareholders of the Company in the Right Offering without charge (offering price of THB 0 per unit) in a allocation rate of 6 ordinary shares to 1 unit of SAMTEL-W2 (fractions of which will be rounded down), with a term of warrant 2 years from the issuance date, having an exercise ration of 1 unit of warrant to 1 newly issued ordinary share at an exercise price of THB 8.00 per share (except for the adjustment of the rights).
- Approve the increase of the Company's registered capital of THB 103,000,011.00 from the existing registered capital THB 618,000,071.00 to the registered capital of THB 721,000,082.00 by issuing not exceeding 130,000,011 newly issued ordinary shares with a par value of THB 1.00 to be reserved for the exercise of the warrants to purchase the Company's ordinary shares No.2 (SAMTEL-W2) to the Right Offering.
- Approve the allocation of the Company's newly issued ordinary shares of not exceeding 103,000,011 shares with par value of THB 1.00 (or 16.67 percent of the total number of shares outstanding of the Company as of the date of the Board of Directors' Meeting No.5/2024 held on November 12, 2024) to be reserved for the exercise of SAMTEL-W2 that be issued and offered to the existing shareholders of the Company in the Right Offering without charge (offering price of THB 0 per unit) in a allocation rate of 6 ordinary shares to 1 unit of SAMTEL-W2 (fractions of which will be rounded down), with a term of warrant 2 year from the issuance date, having an exercise ration of 1 unit of warrant to 1 newly issued ordinary share at an exercise price of THB 8.00 per share (except for the adjustment of the rights)

Therefore, the number of additional common shares allocated to support the exercise of the Company's second warrant (SAMTEL-W2) is 103,000,011 shares, representing 16.67 percent of the total number of shares outstanding of the Company, which does not exceed 50 percent of the total number of shares outstanding of the Company, as of the date of the Board of Directors' Meeting No.5/2024 held on November 12, 2024.

3.1.1 The Company's plan in case of fractional shares

In calculation of SAMTEL-W2 allocation for each shareholder, if a fraction is resulted, such fraction shall be rounded down. For instance, in case of a shareholder holding 22 shares, such 22 shares are divided by 6 as of the calculation under the allocation ratio which will be equal to 3.67 (22 divided by 6). In this regard, the fractions of 0.67 will be rounded down and 3 units of SAMTEL-W2 will be allocated to such shareholder.

3.2 General Mandate

Type of Capital Increase	Type of Share	Number of Shares	Percentage per Paid-up Shares ^{1/}	Remarks
Existing shareholders To support the conversion / exercising of warrants from the capital increase that has transferable rights	Ordinary Shares	.....	.....	.....
	Preferred Shares	.....	.....	.....
	
Public	Ordinary Shares	.....	.....	.....
	Preferred Shares	.....	.....	.....
	
Private Placement	Ordinary Shares	.....	.....	.....
	Preferred Shares	.....	.....	.....
	

^{1/} Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a general mandate.

4. Schedule for a shareholders' meeting to approve the capital increase/allotment

The No.1/2024 Extraordinary General Shareholders' Meeting is scheduled to be held on 23 December 2024 at 02.00 p.m. at the meeting room, 16th floor, Software Park Building, No. 99/20 Moo 4, Chaengwattana Road, Klong Gluar, Pak-Kred, Nonthaburi 11120 where:

- The share register will be recorded for share transfer in order to determine the entitlement to attend this meeting on November 27, 2024.
- The share register will be closed to share transfers in order to determine the right to attend this meeting from ____ until the meeting has been duly convened.

5. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

- 5.1 The Company must receive approval from the shareholders' meeting to decrease the registered capital, increase the registered capital, and approve other related matters.
- 5.2 The Company shall register the capital increase and amendment of the Memorandum of Association and paid-up capital with Department of Business Development, Ministry of Commerce.
- 5.3 The Company will apply for permission from the Stock Exchange of Thailand to list the warrants and common shares resulting from the exercise of rights under the SAMTEL-W2 on the Stock Exchange of Thailand in accordance with relevant regulations and rules.

6. Objectives of the capital increase and plans for utilizing proceeds received from the issuance and offering of SAMTEL-W2 to existing shareholders

- 6.1 To reserve for the exercise of the SAMTEL-W2 allocated to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering).
- 6.2 In the event that the Warrants No.2 are exercised in full amount, the Company will be able to raise approximately Baht 824.00 million, whereby the Company plans to use the proceeds from the exercise of the Warrants No.2 to acquire such additional shares to prepare and strengthen the Company's financial strength. To provide the Company with financial flexibility to carry out future projects including investing in the energy business, travel business and basic infrastructure both inbound and abroad. And to reserve money for the Company's working capital when the Warrants No.2 is exercised to purchase the Company's ordinary shares under the SAMTEL-W2. However, if the Company receives less money from the capital increase than expected the plan to use the funds received from the capital increase may change from the foregoing.
- 6.3 The Company intends to provide returns to the shareholders of the Company, therefore, the Company will issue and allocate warrants this time to the shareholders of the Company. The shareholders who have been allocated the warrants can exercise their rights to purchase the newly issued ordinary shares of the Company upon the expiration of the exercise period or receive returns from the warrants on the Stock Exchange of Thailand.

The funds obtained from the exercise of SAMTEL-W2 are only one of the tools for managing the cash flow of the Company. The Company can obtain financing from borrowing or raising capital in various ways in order to have sufficient funding sources for the Company's business operations.

7. Benefits which the Company will receive from the capital increase/share allotment

Benefits that the Company will receive from the capital increase to be reserved for the issuance and offering of SAMTEL-W2 to the existing shareholders are:

- 7.1 To prepare and strengthen the financial strength of the Company to provide the Company with financial flexibility to carry out future projects including investing in the energy business, travel business and basic infrastructure both inbound and abroad. And to reserve money for the Company's working capital when the warrants are exercised to purchase the Company's ordinary shares under the SAMTEL-W2.
- 7.2 The Company will have more liquidity from working capital received from capital increase, which will help strengthen the financial strength for use in business operations.
- 7.3 For the Company to be ready to operate current and future business groups which will generate additional income and profits for the Company.

8. Benefits which shareholders will receive from the capital increase/share allotment

8.1 Dividend Policy

If the shareholders who have been allocated SAMTEL-W2 exercise the rights to purchase ordinary shares, there will be working capital for the Company, which the Company can use to invest and operate business to generate income and additional profit to the Company. If the Company have better performance in the future, this will allow shareholders to benefit in the form of dividends. In this regard, the Company has a policy to pay dividends to shareholders at the rate of not less than 50 percent of the net profit according to the Company's consolidated financial statements, after the deduction reserves as specified in the Company's Articles of Association and the law. However, such dividend payment will depend on the investment plan and the expansion of the Company's business as well as other necessities and suitability in the future.

In addition, the consideration of dividend payment from profits arising from disposal of investment funds or fixed assets that occur in the Company or its subsidiary will depend on the discretion of the management and the Board of Directors, whether to pay dividends or not. It will be considered from the Company's investment and business expansion plans including necessity and other appropriateness in the future. The dividend payment of subsidiaries shall be based on the same policy as the Company.

8.2 Rights of the Shareholders

- The warrant holders of SAMTEL-W2 who have exercised their rights to purchase the Company's newly issued ordinary shares will be the Company's shareholders only when the Company's ordinary share registrar have register the name of the warrant holder in the Company's shareholder register book and the Company has already registered the change of paid-up capital with the Department of Business Development, and the new shareholders will only have the right to receive dividends when the Company announce to pay dividend to shareholders of the Company.
- If the warrants were exercised to purchase ordinary shares of the Company under SAMTEL-W2, the shareholders of the Company will receive benefits because the Company can use the fund received in various projects of the Company in the future as deemed appropriate and in line with the objectives of SAMTEL-W2 issuance and allocation.

8.3 Others

-None-

9. Other details necessary for shareholders to approve the capital increase/share allotment

Any other details necessary for shareholders to consider in making a decision to approve the capital increase/allotment of additional shares. Please consider the additional details as shown in the Summary of Warrants to Purchase Ordinary Shares of Samart Telcoms Public Company Limited No. 2 (SAMTEL-W2) Issued and Offered by Rights Offering, and Effects on the Shareholders (Enclosure 2).

10. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares

No.	Proceedings	Date
10.1	The date of Board of Directors' Meeting No.5/2024	November 12, 2024
10.2	Record Date to determine name of shareholders who will be entitled to attend the No.1/2024 Extraordinary General Meeting of Shareholders	November 27, 2024
10.3	Date of the No.1/2024 Extraordinary General Meeting of Shareholders	December 23, 2024
10.4	Record Date to determining the names of shareholders who are entitled to receive the warrant allocation (SAMTEL-W2)	January 6, 2025
10.5	Date of registering the capital increase, capital decrease and amendment of the Memorandum of Association with Department of Business Development, Ministry of Commerce	Within 14 days from the No.1/2024 EGM Resolution Date
10.6	Issuance and Offering date of SAMTEL-W2	The Board of Directors and/or the Executive Committee and/or the Executive Chairman and/or the President or a person assigned by the Board of Directors or the Executive Committee or the Executive Chairman or the President will determine later.
10.7	Register the additional paid-up capital with the Department of Business Development, Ministry of Commerce and list the additional shares as listed securities on the Stock Exchange of Thailand.	After the exercise of the rights under the warrants to purchase additional common shares of the Company

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

(To be signed by the directors who are authorized to sign on behalf of the Company, with the Company's seal affixed)

Signed Authorized director

(Mr. Jong Diloksombat)

Position President

Signed..... Authorized director

(Mr. Watchai Vilailuck)

Position Executive Chairman