

(F 53-4)

Capital Increase Report Form

Thanulux Public Company Limited

September 30, 2022

We, Thanulux Public Company Limited (the “Company”) hereby report on the resolutions of the Board of Directors Meeting No. 8/2022, held on September 30, 2022 (the “Meeting”), in respect of the capital increase, the offering and allotment of newly issued ordinary shares to specific investors (Private Placement) and the issuance and offering of newly issued ordinary shares to the existing shareholders proportionate to their shareholding percentage (Right Offering) as follows;

1. Capital Increase

The Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2022 to consider and approve the increase of the Company's registered capital from THB 132,000,000 to THB 311,547,664 by issuing 179,547,664 new ordinary shares with a par value of THB 1.00 per share, totaling THB 179,547,664. The type of capital increase is as follows:

Capital increase	Type of share	Number of shares (shares)	Par value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of use of proceeds	Ordinary	179,547,664	1.00	179,547,664
<input type="checkbox"/> General Mandate	Ordinary	-	-	-

2. Allotment of New Shares

2.1 Specifying the purpose of use of proceeds

Allotted to	Number of shares (shares)	Ratio (Old : New)	Offering price (THB/Share)	Remark
Specific investors (Private Placement) namely BTS	Not exceeding	-	33.06	Please see <u>Remark 1</u>

Allotted to	Number of shares (shares)	Ratio (Old : New)	Offering price (THB/Share)	Remark
Group Holdings Public Company Limited and/or its designated subsidiaries ("BTS")	87,237,766			below
Existing shareholders proportionate to their shareholding percentage (Right Offering)	Not exceeding 92,309,898	2.3 : 1 (calculated based on the total shares of the Company after the issuance and offering of ordinary shares to specific investors)	33.06	Please see <u>Remark 2</u> below
Total	Not exceeding 179,547,664 shares			

Remark:

The Board of Directors of the Company resolved to propose that the Extraordinary General Meeting of Shareholders No.2/2022 to consider and approve an increase of the registered capital of the Company by THB 179,547,664 from the current registered capital of THB 132,000,000 to be the new registered capital of THB 311,547,664 by issuance the newly issued ordinary shares in the amount of 179,547,664 shares at a par value of THB 1.00 per share to accommodate for (1) offering the newly issued ordinary shares by the way of private placement (Private Placement), in the amount of 87,237,766 shares at a par value of THB 1.00 per share and (2) offering the newly issued ordinary shares to the existing shareholders proportionate to their shareholding percentage (Right Offering), in the amount of 92,309,898 shares at a par value of THB 1.00 per share. The allocation detail is as follows.

1. The offering of the newly issued ordinary shares of the Company by the way of the private placement (Private Placement)

- (1) The offering of the newly issued ordinary shares of the Company by the way of the private placement (Private Placement) in an amount of not exceeding 87,237,766 shares at a par value of THB 1.00 per share is allocated to BTS or which is a connected person of the Company in an amount of not exceeding 87,237,766 shares at a par value of THB 1.00 per share. The issuance of the newly issued ordinary shares is the offering of shares where the Board of Directors shall pass a resolution to specifically determine the offering price to propose to the shareholders' meeting to consider and specifically determine the offering price at THB 33.06 per share, totaling of not exceeding THB 2,884,080,543.96, which is not lower than 90% of the market price of the Company's shares pursuant to the regulation of the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the "**Notification No. TorJor. 72/2558**"). In this regard, the "market price" refers to the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the offering of newly issued shares, during the period from September 21, 2022 to September 29, 2022 which is equal to THB [-] per share (Source: SETSMART from www.setsmart.com).
- (2) This issuance and offering of the newly issued shares to BTS has the offering price of not lower than 90% of the market price of the ordinary shares of the Company as aforementioned above. Therefore, it does not constitute the cause of the right adjustment of as specified in the terms and conditions governing the rights and obligations of the issuer and holders of the warrants to purchase newly issued ordinary shares offered to the directors, executives and employees of the Company (TNL-ESOP W 2022) (the "**Warrant of the Company**"). The Company, therefore, has no obligation to adjust the exercise price and/or exercise ratio of the Warrant of the Company.
- (3) the issuance and offering of the newly issued shares to BTS on this occasion is regarded as a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (as amended) 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 Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended) (the "**Notifications on**

Connected Transactions”). This is because, after the issuance and allocation of the newly issued shares to BTS, BTS will be the major shareholder of the Company which will hold the shares in the Company in an amount of 87,237,766 shares representing 41.09 % of the total issued and paid-up shares of the Company (after the paid-up registration of the Company and after the offering of this newly issued shares). In addition, the allocation of the newly issued shares to BTS on this occasion shall result in BTS acquiring the ordinary shares in the Company that passes the trigger point requiring to make a tender offer as (Mandatory Tender Offer) under the Notification TorJor. 12/2554. As a result, BTS may receive additional ordinary shares from the Company's existing shareholders in addition to the shares from the private placement allocation from the tender offer; as a result, BTS shall be the controller of the Company, which is regarded as the Company's connected person under the Notifications on Connected Transactions. In the event that BTS's shareholding percentage in the Company exceedingly more than 50% of total issued shares of the Company, BTS shall dispose of such securities that exceed 50% after the end of the tender offer period. This is because BTS has no intention to invest in the Company higher than 50% of total issued shares of the Company.

The aforementioned connected transaction is an asset or service transaction in which the total consideration value of THB 2,884.08 million and the highest transaction value is 73.95 percent of the Company's net tangible assets (NTA), calculated from the reviewed quarterly financial statements of the Company for the period of six months as of June 30, 2022. (NTA from the Reviewed Financial Statements of the Company as of June 30, 2022 equaling THB 3,900.11 million.) In addition, after aggregating with the other connected transaction with the related person of BTS which is the Investment in real estate business from U City Public Company Limited and U Global Hospitality Company Limited a subsidiary of U City Public Company Limited (The details are set out in Enclosure 5.) with the total consideration value of connected transaction of THB 2,294.35 million. The highest transaction value has total consideration value of THB 5,178.43 million representing 132.78% of NTA. (NTA from the Reviewed Financial Statements of the Company as of June 30, 2022 equaling THB 3,900.11 million.) Therefore, this transaction is more than 3 percent of the net tangible assets of the Company which the Company is required to obtain approval from the Board of Directors and disclose the information memorandum on the connected transaction of the Company to SET pursuant the Notifications on Connected Transactions. In addition, the Company must obtain approval from the Shareholders' meeting by affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, discarding the

interested persons including appointing an independent financial advisor (IFA) who is a financial advisor approved by the Securities and Exchange Commission (the "SEC Office").

BTS is not a connected person of the Company prior to the issuance and allocation of newly issued ordinary shares to BTS at this time under the Notifications on Connected Transactions.

(4) The Meeting resolved to propose that the Shareholders' meeting consider authorizing the the Executive Committee, Chairman of the Executive Committee or the person authorized by the Executive Committee, Chairman of the Executive Committee to have the power to make any arrangement necessary for, relating to the issuance, offering, allocation, and the newly issued shares subscription which are included the proceeding as follows:

- (a) To determine and/or amend, adjust any details necessary for, relating to the allocation of the newly issued ordinary shares of the Company as deemed appropriate to extent that it is not contrary to or inconsistent with the relevant regulations, rules, and laws. Including having the power to amend the subscription period and offering period of the newly issued ordinary shares, and the payment method which may as one or several times;
- (b) Coordinate, negotiate, execute, sign, and amend any agreements, request documents, waiver requests, notices, and evidence necessary and relevant to the allocation of the Company's newly issued ordinary shares, including but not limited to the Shares Subscription Agreement, application for the Ministry of Commerce, contacting and submitting an application for permission, a request for a waiver to the SEC, SET, or any government agencies or agencies involved in the amendment or change of the request or the wording of the documents as well as listing the newly issued ordinary shares as listed securities on the SET; and
- (c) Take any necessary and relevant actions to ensure the successful allocation of the Company's newly issued ordinary shares, including the selection of investors in a private placement (Private Placement) and the appointment and assignment of other suitable persons to act as sub-appointees for the above actions.

(5) As a result of the issuance and allocation of the newly issued shares to BTS as aforementioned, BTS shall hold the shares in the Company in an amount of 87,237,766 shares representing 41.09 % of the total issued and paid-up shares of the Company (after the paid-up registration of the Company and

after the offering of this newly issued shares). Therefore, BTS is obliged to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended) ("Notification TorJor. 12/2554") and the relevant regulations.

- (6) According to the Notification No. TorJor. 72/2558, the Company shall complete the offering of shares within the period approved by the shareholders' meeting but not later than 3 months from the date on which the shareholders' meeting resolves to approve the offering of newly issued shares, or the Company must complete the offering of shares within 12 months from the date on which the shareholders' meeting has approved to offer the shares. In the event that the shareholders have clearly resolved that after the expiration of the 3 months period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.
- (7) The detail of which appeared in Information Memorandum on issuance and offering of Newly Issued Ordinary Shares of Thanulux Public Company Limited by way of Private Placement which is a connected transaction (Enclosure 2).

2. The offering of the newly issued ordinary shares to the existing shareholders proportionate to their shareholding percentage (Right Offering)

- (1) To offer the newly issued ordinary shares to the existing shareholders proportionate to their shareholding percentage (Right Offering) in an amount not exceeding 92,309,898 shares at a par value of THB 1.00 per share at the ratio of 2.3 existing shares per 1 new share which will occur after the offering of the newly issued ordinary shares of the Company by the way of the private placement (Private Placement), the tender offer of all securities of the Company by BTS and the sale of securities exceeding 50 percent to other investors who are not connected persons of BTS and/or subsidiaries of BTS. Therefore, if BTS obtain shares in the Company from the tender offer which would result in BTS shareholding percentage in the Company exceeding 50 percent of the total issued shares of the Company, BTS shall dispose of such securities that exceed 50 percent since BTS has no intention to invest in the Company by way of business acquisition exceeding 50 percent of the total issued shares of the Company.

The offering of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Right Offering) price is set at 33.06 baht per share. Any fractions

resulting from the allocation of right offering shall be discarded.

- (2) Each existing shareholder is allowed to oversubscribe in excess of their rights according to the aforementioned proportion of shareholding. However, the oversubscription will be allocated only when there are remaining shares from the allotment to all existing shareholders of the Company who has been exercised their right. In the case there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for in excess of the rights according to the proportion of shareholding at the same price as the shares allotted according to their rights (Oversubscription). The details are as follows;
- (a) In case, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round, more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe in the oversubscription shares and pay all subscription fees for such oversubscription shares;
- (b) In the case that, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round is less than the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares according to the following steps;
- To allocate according to the proportion of existing shareholders of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
 - In the event that there are still shares remaining after the allocation under Clause (b) (1), the allocation shall be made to each subscriber of oversubscription share and has not been fully allocated by multiplying the existing shareholding of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall discarded. However, the

number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder. In this regard, the allocation of oversubscription shares to each subscriber of oversubscription shares shall repeat the procedures under this Clause until there are no shares left from the allocation.

In addition, if there are still shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) and the allocation to shareholders who subscribe for the oversubscription shares, the Company shall proceed with the reduction of the Company's registered capital by removing the ordinary shares left after such allocation.

In this regard, the allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares, in any case, shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of the aforementioned shareholders) holding the Company's shares in the following manners;

- In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification TorJor. 12/2554 (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or
- In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

(3) The Meeting resolved to propose to the Shareholders' meeting to consider authorizing the [Board of Directors, Executive Committee, and Chairman of the Executive Committee] or the person authorized by Board of Directors, Executive Committee, and Chairman of the Executive Committee to have the power to proceed any arrangement in relation to the allocation of the newly issued ordinary shares in accordance with the relevant laws and regulations and the resolutions of the shareholders' meeting, including the following actions:

- (a) To determine the details of the allocation of newly issued ordinary shares to offer to the existing shareholders of the Company in proportion to their shareholding;
- (b) To determine or change the method of allocation of newly issued ordinary shares, such as allotment at one time in full or in multiple occasions, offering ratio, Record Date Offering period, offering price, payment method, details of allocation and other offerings;

- (c) To sign a request for permission, a request for a waiver, notice or any document related to the allocation of newly issued ordinary shares including contacting and filing documents with officials or representatives of any relevant authority as well as listing the Company's newly issued ordinary shares as listed securities on the SET; and
 - (d) To take any action necessary and relevant to the allocation of the newly issued ordinary shares in all respects to offer to the existing shareholders of the Company in proportion to their shareholding under applicable laws and regulations.
- (4) The Company shall proceed the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their shareholding percentage (Right Offering) after BTS has received the shares allocated by the way of private placement, including BTS has completed the tender offer process as a result of the acquiring of newly issued ordinary shares by the way of private placement in this occasion under TorJor. 12/2554. The Company expects that the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their shareholding percentage (Right Offering) will proceed on within the first quarter of the year 2023. Nevertheless, the determination of the allocation and offering of the newly issued shares is uncertain until the approval of Shareholders' meeting has been granted.

2.2 The Company's action in the case that there is any fraction of shares

- (1) The newly issued shares are offered to BTS in whole number, thus there shall be no fraction of shares.
- (2) In the case that there is any fraction of shares derived from the allotment of shares to the shareholders on a pro rata basis, such fraction shall be disregarded.

3. Schedule for a shareholders' meeting to approve the capital increase and the allotment of the newly issued shares

The Extraordinary General Meeting of Shareholders No. 2/2022 is scheduled to be held on November 30, 2022, 2022 at 9.00 a.m. at Vimanthip room, 5th floor, Montien Riverside Hotel, Bangkok where

- ☒ The record date for determining the names of shareholders entitled to attend the shareholders' meeting is scheduled for October 18, 2022.

- ☐ The share register will be closed for share transfers for the right to attend the shareholders' meeting from _____ until the meeting is concluded.

4. Approval of the capital increase/ allotment of newly issued shares from the relevant authorities and conditions thereof (if any)

- (1) The shareholders' meeting shall approve the allotment of newly issued shares to be offered to (a) specific investors (Private Placement) and (b) the existing shareholders proportionate to their shareholding percentage (Right Offering);
- (2) The capital increase on this occasion shall be approved by the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, excluding such votes of the interested shareholders at the Meeting;
- (3) The Company shall submit an application for registration of the capital increase, the change in paid-up capital, and the amendment to the Memorandum of Association to the Department of Business Development, Ministry of Commerce;
- (4) The Company shall obtain approval from the Securities and Exchange Commission for the offering of the newly issued ordinary shares by way of private placement as required by Notification No. TorJor. 72/2558 before proceeding with such offering and allotment of the Company's newly issued ordinary shares to BTS; and
- (5) The Company shall apply for approval from the SET for listing of the newly issued ordinary shares as listed securities on the SET.

5. Purpose of the capital increase and the use of proceeds

5.1 The issuance and offering of ordinary shares to specific investors (Private Placement)

The Company will use the proceeds from the capital increase to invest in other securities for business expansion as approved by the Board of Directors Meeting No. 8/2022 held on September 30, 2022. The remaining proceeds will be used as working capital and to support future investments which will improve the Company's liquidity and performance. The details of the use of proceeds are as follows:

Purposes	Capital Amount (million THB)	Timeline for using proceeds
a) Investment in 90 percent of the ordinary shares in Oxygen Asset Co., Ltd.	835.70	Within 2022
b) Investment in 50 percent of the ordinary shares in the following companies: - Ratchada Alliance Co., Ltd. - Phraram 9 Alliance Co., Ltd. - Khu Khot Station Alliance Co., Ltd. - Majestic Park Company Limited - Future Domain Company Limited - Suksawat Alliance Co., Ltd. - Ratburana Alliance Co., Ltd.	531.93	Within 2022
c) Reserve for repayment the outstanding loan of the Company which has been acquired on this occasion including to be used as working capital and to support future investments	1,516.45	Within 2022-2023
Total	2,884.08	

5.2 The issuance and offering of ordinary shares to the existing shareholders proportionate to their shareholding percentage (Right Offering)

If the newly issued ordinary shares are fully subscribed, the amount of capital raised will be approximately THB 3,051.77 million. The Company will use such proceeds from the capital increase to repay debts owed by the target companies which is an acquisition of assets transaction as approved by the Board of Directors Meeting No. 8/2022, held on September 30, 2022, by way of loan or acquisition of new shares in the companies which the Company invest in, on a pro rata basis. The proceeds received will be used to repay debts owed to the relevant creditors to reduce loan interest burden and the remaining proceeds (if any)

will be used as working capital and to support future investments. The proceeds utilization plan is as detailed below:

Purposes	Approximate Capital Amount (THB million)	Approximate timeline for using proceeds
a) Repayment of remaining debts owed by Oxygen Asset Co., Ltd. in which 90 percent of the shares is to be held by the Company. The repayment shall be made in proportion to the shareholding and repayment of remaining debts owed by 7 companies which operate the real estate and the Company will hold 50 percent of the shares.	3,051.77	Within 2023
-		
Total	3,051.77	

However, the plan to use the proceeds is subject to change depending on cash and liquid assets currently hold by the Company for the investment, the business performance, cash flow, business operational plan, investment plan, necessity and appropriateness as the Board of Directors deems appropriate with the interests of the Company and the shareholders taken into account.

6. Benefits which the Company will receive from the capital increase/ allotment of new shares

6.1 The issuance and offering of ordinary shares to specific investors (Private Placement)

- (1) The Company will be able to raise capital in a short period of time and the burden of investment by capital increase on the existing shareholders will be lessened. The existing shareholders will benefit from the proceeds that the Company receives from the capital raise which is to be used for business expansion and used as working capital to improve the Company's liquidity.
- (2) This capital increase will strengthen and stabilize financial position of the Company as it is an appropriate capital base increase to support business expansion and investment which will create sustainable business growth.

- (3) The Company can immediately invest the capital gained from this capital increase in potential new businesses. This will have an immediate and long-term impact on the Company's revenue growth and operating results.
- (4) As BTS, one of the leading companies in Thailand with growth potential and strong financial position as well as extensive experience in management and investments in different industries, both domestic and foreign, is becoming a significant shareholder of the Company through the acquisition of newly issued ordinary shares by way of private placement, this will enhance the capacity and stability of the Company's operation and create more business opportunities through investments in new projects or potential synergies between businesses in the future.
- (5) Having a prominent investor like BTS investing in the Company will give the existing shareholders confidence in the success of capital increase which will result in the Company being able to raise capital as planned. It will also create opportunities for the Company to invest in projects with good returns as well as increasing the Company's competitiveness and business development capacity in order for it to grow steadily and sustainably.
- (6) Considering the length of time for preparation of capital increase through a public offering and the condition that an approval from the relevant authority must be obtained which is beyond the Company's control, the Board of Directors is of the view that the issuance and offering of newly issued ordinary shares by way of private placement to an investor who has strong financials, stable financial position and readiness to make capital increase payment is an appropriate method to raise capital which is in line with the purposes of this capital increase. By doing so, the Company will receive the required amount of capital in a short period of time and will be able to reduce the risks associated with capital raise which may derive from the wavering economy.

6.2 The issuance and offering of ordinary shares to the existing shareholders proportionate to their shareholding percentage (Right Offering)

- (1) The Company will establish credibility with shareholders, investors, creditors and all stakeholders with respect to the Company's stable long-term financial position.
- (2) The capital increase and offering to the existing shareholders proportionate to their shareholding percentage (Right Offering) on this occasion will help strengthen the Company's financial strength and capital base. This will help the Company's liquidity and provide funds for debt settlement of

the Company and/or its subsidiaries and associated companies that have invested to reduce related interest burdens

- (3) The Company shall use the received capital as a working capital to expand the business of the Company including to support the Company's future investment expansion in order to generate income and distribute it to shareholders in the form of dividends in accordance with the dividend payment policy.

7. Benefits which the shareholders will receive from the capital increase/ allotment of new shares

7.1 Dividend Policy

The Company has a policy of paying dividends to shareholders at a rate of THB 0.20 per share (20 percent of the par value). The dividend payment is, however, subject to change, depending primarily on the Company's performance and economic conditions. The Board of Directors may choose not to comply with the policy or may, from time to time, revise such policy on the condition that such act is in the best interests of the shareholders. The resolution of the Board of Directors meeting on approval of dividend payment shall be proposed to the shareholders' meeting for approval, except for the interim dividend payment which the Board of Directors has the power to grant such approval and report such interim dividend payment to the next shareholders' meeting for acknowledgement. However, the dividend payment will depend on the economic conditions, the Company's cash flow, conditions of money markets and capital markets, the terms prescribed by financial institutions and other factors as the Board of Directors deems appropriate.

7.2 Dividend Entitlement

Persons who are allotted newly issued ordinary shares through private placement and rights offering shall be entitled to dividend derived from the Company's operations when they are registered as the Company's shareholders and when dividend is declared, which shall be in accordance with the applicable laws and regulations.

7.3 Others

This capital increase, both by way of private placement and rights offering, will result in the Company having a source of fund to invest in companies with potential to generate long-term revenue and returns from business operation for the Company.

8. Other necessary details to support the shareholders' decision on approval of the capital increase/ allotment of new shares

The issuance and offering of ordinary shares to specific investors (Private Placement)

Effects of change in shareholding structure of the Company resulted from the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) with clearly specified offering price

The offering of newly issued ordinary shares to BTS will result in a material change in the shareholding and control structures of the Company as BTS will become a shareholder holding 41.09 percent of shares in the Company while the number of ordinary shares held by the existing shareholders will reduce in proportion to the number of shares acquired by BTS. The shareholding structure of the Company before and after the entry into the transaction is as follows:

Names of Shareholders	Proportion before entering into the transaction (percent) ¹	Proportion after entering into the transaction (percent) ²
Saha Pathana Inter-Holding Public Company Limited	69.75	41.09
BTS Group Holdings Public Company Limited and/or its designated subsidiaries	-	41.09
I.C.C. International Public Company Limited	10.64	6.27
Watsadoramai Co., Ltd.	2.24	1.32
Mr. Palm Leelanuwat	1.10	0.65
Miss Marin Leelanuwat	0.89	0.52
Other shareholders	15.38	9.06
Total	100.00	100.00

Remark 1: shareholding information as of August 1, 2022 divided by the number of paid-up registered shares of the Company as of September 30, 2022, amounting to 125,075,000 shares.

Remark 2: Proportion after the offering and allotment of newly issued ordinary shares to BTS

However, the change in the Company's shareholding structure will not affect the Company's business operation but it will enhance the Company's stability and capacity to grow as BTS is one of the leading companies in Thailand with growth potential and strong financial position as well as extensive experience in management and investments in different industries, both domestic and foreign. In addition the existing shareholders who are not minority shareholders still hold shares in a proportion that still creates balance in the business operation through inspection, recommendation, approval of matters through the Board of Directors and shaping a policy on constant collaboration with BTS as a majority shareholder.

9. Opinion of the Board of Directors¹

9.1 Rationale and necessity of capital increase

In order for the Company to have additional sufficient funds for repayment of debts as detailed in item 5.2, the Board of Directors decided to issue new ordinary shares to be offered to the existing shareholders on a pro rata basis (Rights Offerings) by which the Company will be able to raise funds for the said purpose in a short period of time. Also, the funds remaining after the debt repayment may be used as working capital to improve the Company's liquidity and for other investments which will generate returns for the Company in the future.

9.2 Feasibility of proceeds utilization plan

The Company anticipates that it will complete the process of issuing and offering of new shares to the existing shareholders and receive the proceeds from such offering within the first quarter of 2023. The Company will utilize the proceeds received for debt repayment and the remaining proceeds will be used as working capital and for future investments.

9.3 Reasonability of capital increase, proceeds utilization plan, planned projects and sufficiency of funds

¹ The opinion of the Board of Directors on the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) is as shown in the Information Memorandum on the issuance and offering of newly issued ordinary shares of Thanulux Public Company Limited to specific investors (Private Placement) which is a connected transaction of the Company.

After having considered the reasonability and benefits of this capital increase, the Board of Directors viewed that this capital increase is reasonable and will bring utmost benefit to the Company as it is necessary for the Company to raise additional funds to repay the existing debts of the subsidiary and the joint venture company to their proportion and the remainder thereof will be used as working capital and for future investments. This will result in the Company is able to grow and has better liquidity and performance. Additionally, having considered various ways to raise funds, the Board of Directors opined that offering newly issued shares to the existing shareholders on a pro rata basis is the most appropriate method, given the current situation of the Company. This offering of newly issued shares will enable the Company to raise funds of approximately THB 3,051.77 million which is sufficient for the debt repayment as planned.

9.4 Expected impact on business operation, financial position and performance of the Company

This capital increase will enable the Company to have sufficient funds for debt repayment and also improve the Company's performance and strengthen its financial position so that it has the capacity to compete with other competitors in the same industry. Additionally, such capital increase will drive growth and increase the Company's profitability without affecting the Company's liquidity. It will also enable the Company to continue its business and have stable financial position and capital base which will benefit the Company and all shareholders.

9.5 Representations of the Board of Directors

On this occasion of capital increase, the Board of Directors has carefully considered and reviewed the relevant information and is of the view that this capital increase is appropriate and reasonable. In the event that the directors fail to perform their duties with integrity and to safeguard the interests of the Company in regard to the capital increase and such nonperformance causes damage to the Company, the shareholders may make a claim against such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (as amended). In addition, if such nonperformance causes any director or related party to gain undue benefits, the shareholders may exercise the right to make a claim against the directors for disgorgement of benefits on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

10. **Effects of the issuance and offering of newly issued ordinary shares on the existing shareholders**

10.1 The issuance and offering of ordinary shares to specific investors (Private Placement)

Price Dilution

The issuance and offering of newly issued ordinary shares to specific investors (Private Placement) will not affect the price of the Company's shares because the offering price is higher than the market price which is calculated as follows:

$$\begin{aligned} &= \frac{\text{Market Price before the Offering} - \text{Market Price after the Offering}}{\text{Market Price before the Offering}} \\ &= \frac{27.26 - 29.64}{27.26} \\ &= -8.74 \text{ percent (The offering price is higher than the market price, thus} \\ &\quad \text{there is no effect from price dilution.)} \end{aligned}$$

Market price before the Offering:

Weighted average price of the Company's shares traded on the SET over a period of 7 consecutive business days prior to the date of the Board of Directors' Meeting, September 30, 2022 (during 27.26 to September 29, 2022) is equal to THB -8.74 per share.

Market price after the Offering

$$\begin{aligned} &= \frac{(\text{Market Price before the Offering} \times \text{Number of Paid-Up Shares}) + (\text{the Offering Price} \times \text{Number of Shares Offered})}{\text{Number of Paid-Up Shares} + \text{Number of Shares Offered}} \\ &= \frac{(27.26 \times 125,075,000) + (33.06 \times 87,237,766)}{125,075,000 + 87,237,766} \\ &= \text{THB 29.64 per share} \end{aligned}$$

Control Dilution

The issuance and offering of newly issued ordinary shares to specific investors (Private Placement) will reduce the voting rights of the existing shareholders by 41.09 percent which is calculated as follows:

$$\begin{aligned} &= \frac{\text{Number of Shares Offered}}{\text{Number of Paid-Up Shares} + \text{Number of Shares Offered}} \\ &= \frac{87,237,766}{125,075,000 + 87,237,766} \\ &= 41.09 \text{ percent} \end{aligned}$$

Earnings Per Share ("EPS") Dilution

$$\begin{aligned} &= \frac{\text{EPS before the Offering} - \text{EPS after the Offering}}{\text{EPS before the Offering}} \\ &= \frac{0.5022 - 0.2959}{0.5022} \\ &= 41.09 \text{ percent} \end{aligned}$$

$$\begin{aligned} \text{EPS before the Offering} &= \frac{\text{Net Profit}}{\text{Number of Paid-Up Shares}} \\ &= \frac{62,818,496}{125,075,000} \\ &= \text{THB 0.5022 per share} \end{aligned}$$

$$\begin{aligned} \text{EPS after the Offering} &= \frac{\text{Net Profit}}{\text{Number pf Paid-Up Shares + Number of Shares Offered}} \\ &= \frac{62,818,496}{125,075,000 + 87,237,766} \\ &= \text{THB 0.2959 per share} \end{aligned}$$

Net Profit is calculated from net profit in the past 12 months from June 30, 2021 to June 30, 2022.

10.2 The issuance and offering of ordinary shares to the existing shareholders on a pro rata basis (Rights Offering)

Price Dilution

The issuance and offering of newly issued ordinary shares to the existing shareholders on a pro rata basis (Rights Offering) will affect the price of the Company's shares (Price Dilution) depending on the number of subscription rights exercised by the existing shareholders. If all existing shareholders do not exercise their subscription rights to subscribe for the newly issued ordinary shares, the price of the Company's share will not be affected. In the event that the newly issued ordinary shares are fully subscribed, the market price of the Company's shares will be reduced by 3.49 percent which is calculated as follows.

$$\begin{aligned} &= \frac{\text{Market Price before the Offering} - \text{Market Price after the Offering}}{\text{Market Price before the Offering}} \\ &= \frac{29.64 - 30.68}{29.64} \\ &= -3.49 \text{ percent} \end{aligned}$$

Market price before the Offering:

Weighted average price of the Company's shares traded on the SET over a period of 7 consecutive business days prior to the date of the Board of Directors' Meeting, September 30, 2022. (during September 21, 2022 to September 29, 2022) is equal to THB [•] per share.

Market price after the Offering

$$\begin{aligned} & \text{(Market Price before the Offering x Number of Paid-Up Shares) +} \\ = & \text{(the Offering Price x Number of Shares Offered)} \\ & \hline & \text{Number of Paid-Up Shares + Number of Shares Offered} \\ \\ = & \frac{(29.64 \times 212,312,766) + (33.06 \times 92,309,898)}{212,312,766 + 92,309,898} \\ \\ = & \text{THB 30.68 per share} \end{aligned}$$

Remark: New ordinary shares issued and offered to BTS through private placement are included in the number of the Company's paid-up shares. The market price before the offering is based on the assumption of calculation of the Company's share price after the issuance and offering of newly issued ordinary shares to such investor.

Control Dilution

The issuance and offering of newly issued ordinary shares to the existing shareholders on a pro rata basis (Rights Offering) will affect the shareholding proportion (Control Dilution) depending on the number of subscription rights exercised by the existing shareholders. If all existing shareholders do not exercise their subscription rights to subscribe for the newly issued ordinary shares or all existing shareholders exercise their rights to subscribe for the newly issued ordinary shares according to their rights, the shareholding proportion will not be affected. In the event that any shareholder does not exercise his/her rights to subscribe for the newly issued ordinary shares and other shareholders exercise their subscription rights and/or oversubscribe the newly issued ordinary shares until the new shares are fully subscribed, the shareholding proportion of the existing shareholders will be reduced by 30.30 percent which is calculated as follows.

$$\begin{aligned} &= \frac{\text{Number of Shares Offered}}{\text{Number of Paid-Up Shares} + \text{Number of Shares Offered}} \\ &= \frac{92,309,898}{125,075,000 + 92,309,898} \\ &= 30.30 \text{ percent} \end{aligned}$$

Remark: New ordinary shares issued and offered to BTS through private placement are included in the number of the Company's paid-up shares.

Earnings Per Share ("EPS") Dilution

$$\begin{aligned} &= \frac{\text{EPS before the Offering} - \text{EPS after the Offering}}{\text{EPS before the Offering}} \\ &= \frac{0.2959 - 0.2062}{0.2959} \\ &= 30.30 \text{ percent} \end{aligned}$$

$$\begin{aligned} \text{EPS before the Offering} &= \frac{\text{Net Profit}}{\text{Number of Paid-Up Shares}} \\ &= \frac{62,818,496}{125,075,000} \\ &= \text{THB 0.2959 per share} \end{aligned}$$

$$\begin{aligned}
 \text{EPS after the Offering} &= \frac{\text{Net Profit}}{\text{Number pf Paid-Up Shares + Number of Shares Offered}} \\
 &= \frac{62,818,496}{125,075,000 + 92,309,898} \\
 &= \text{THB 0.2062 per share}
 \end{aligned}$$

Remark: New ordinary shares issued and offered to BTS through private placement are included in the number of the Company's paid-up shares. The net profit is based on the net profit in the past 12 month from June 30, 2021 to June 30, 2022.

11. Schedule of actions in the case that the Board of Directors passes a resolution approving the capital increase/ allotment of new shares.

No.	Procedures	Tentative Date
1.	The Board of Directors' Meeting No. 8/2022	September 30, 2022
2.	The record date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2022	October 18, 2022
3.	The Extraordinary General Meeting of Shareholders No. 2/2022	November 30, 2022
4.	Registration of capital increase and amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the resolution of the shareholders' meeting

No.	Procedures	Tentative Date
5.	Request approval for the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) from the SEC	Within December 2022
6.	Offering newly issued ordinary shares to BTS	<p>After the date of the resolution of the shareholders' meeting, which is expected to be within December 2022 or within 1 - 2 months from the date of the resolution of the shareholders' meeting in the case where it is clearly specified in the resolution of the shareholders' meeting that upon a lapse of such 3 months, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.</p> <p>Thus, after such 3-month period has ended, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.</p>
7.	Registration of increased paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date on which the Company receives payment for the newly issued ordinary shares
8.	Submission of application for listing of new shares as securities on the SET	Within 30 days from the end date of the offering period
9.	The date for determining the names of shareholders entitled to subscribe for newly issued ordinary shares on a pro rata basis (Rights Offering)	To be disclosed later and after the completion of the tender offer of BTS including the sale of securities exceeding 50 percent to other investors who are not

No.	Procedures	Tentative Date
		connected persons of BTS and/or subsidiaries of BTS
10.	Subscription date and payment of subscription price	To be informed later
11.	Registration of capital increase with the Department of Business Development, Ministry of Commerce	Within 14 days from the end date of the subscription period and payment of subscription price

The Company certifies that the information in this report is accurate and complete in all respects.

-Miss Dusadee Soontrontumrong-

(Miss Dusadee Soontrontumrong)

Authorized Director

-Miss Yupaporn Jearrakul-

(Miss Yupaporn Jearrakul)

Authorized Director