

No. MPG 128/2019

30 November 2020

Re : Notification of the Board of Directors' Resolutions No. 7/2020 and the 2020 Annual General Meeting of Shareholders (the 2020 AGM) for the specific objective capital increase and Omitting Dividend Payment ([Edit](#))

To : The Director and Manager
The Stock Exchange of Thailand

Enclosures 1. Information Memorandum on issuance and offering of newly issued ordinary shares to the existing shareholders in proportion of their shareholding.
2. Capital Increase Report Form (F 53-4)

The Board of Directors' Meeting of MPG Corporation Public Company Limited (the "Company") No. 7/2020 which was held on November 30, 2020 at 4 p.m. at the meeting room, 4th Floor, 20 Praditmanutham Road, Pubpla, Wangthonglang, Bangkok, 10310 has a resolution to notify the Stock Exchange of Thailand which can be summarized as follows:

1. Resolved to cancel the schedule for the 2020 Annual General Meeting of Shareholders on Friday 25 December 2020.

2. The company will hold the 2020 Annual General Meeting of Shareholders (the 2020 AGM) on Tuesday 29, December 2020 at 2.00 p.m. at 3rd floor meeting room, MPG Corporation Public Company Limited at 20 Praditmanutham Rd., Plubpla, Wangtonglang, Bangkok 10310

3. The company has fixed the Record Date on which shareholders have the right to attend the 2020 AGM on [Tuesday 15, November 2020](#). (Record Date).

4. Resolved to propose the Extraordinary General Meeting of Shareholders to consider approving the decrease of the Company's registered capital in the amount of THB 492,581,229 ordinary shares from the existing registered capital of THB 1,470,334,913 to the registered capital of THB 977,753,684 divided into 977,753,684 ordinary shares with a par value of THB 1 per share by cancelling the Company's unissued registered shares which are 492,581,229 ordinary shares with a par value of THB 1 per share

5. Resolved to propose the Extraordinary General Meeting of Shareholders to consider approving the amendment of the Company's Memorandum of Association No. 4 in order to be accordance with the decrease of the Company's registered capital, as per the following details:

“Clause 4.	Registered Capital	THB 977,753,684 (Nine Hundred Seventy-Seven Million Seven Hundred and Fifty-Three Thousand Six Hundred and Eighty-Four Baht)
	Divided into	977,753,684 shares (Nine Hundred Seventy-Seven Million Seven Hundred and Fifty-Three Thousand Six Hundred and Eighty-Four shares)
	Par Value per share	THB 1 (One Baht)
	Classified into	
	Ordinary Shares	977,753,684 shares (Nine Hundred Seventy-Seven Million Seven Hundred and Fifty-Three Thousand Six Hundred and Eighty-Four shares)
	Preferred Shares	- shares (- shares)”

6. Resolved to propose the Extraordinary General Meeting of Shareholders to consider approving the increase of the Company’s registered capital in the amount of THB 977,753,684 from the existing registered capital of THB 977,753,684 to the registered capital of THB 1,955,507,368 classified into 977,753,684 newly issued ordinary shares with a par value of THB 1 per share to offer the existing shareholders of the Company in proportion of their shareholding (Right Offering) at the price of 0.10 Baht, at the allocation ratio of 1 existing shares to 1 newly issued ordinary shares. The other details are according to enclosure shown in the Information Memorandum on issuance and offering of newly issued ordinary shares to the existing shareholders in proportion of their shareholding and Capital Increase Report Form (F 53-4).

7. Resolved to propose the Extraordinary General Meeting of Shareholders to consider approving the amendment of the Company’s Memorandum of Association No. 4 in order to be accordance with the increase of the Company’s registered capital, as per the following details:

“Clause 4.	Registered Capital	THB 1,955,507,368 (One Thousand Nine Hundred and Fifty -Five Million Five Hundred and Seven Three Hundred and Sixty-Eight Baht)
	Divided into	1,955,507,368 shares (One Thousand Nine Hundred and Fifty -Five Million Five Hundred and Seven Three Hundred and Sixty-Eight shares)

Par Value per share	THB 1 (One Baht)
Classified into	
Ordinary Shares	1,955,507,368 shares (One Thousand Nine Hundred and Fifty -Five Million Five Hundred and Seven Three Hundred and Sixty-Eight shares)
Preferred Shares	- shares (- shares)”

Resolved to propose the Extraordinary General Meeting of Shareholders to consider approving the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 977,753,684 shares with a par value of THB 1 per share to existing shareholders of the Company in proportion of their shareholding (Right Offering) by offering to the existing shareholders of the Company whose names appear on the Record Date as of **15 December, 2020** at the allocation ratio of 1 existing ordinary shares to 1 newly issued ordinary shares, at the offering price of Baht 0.10 per share, representing a total value not exceeding THB 97,775,368.40

Since the Company has accumulated losses appeared in the consolidated statement of financial position at September 30, 2020, the Company may determine the offering price of the Company's newly issued ordinary shares to be below the Company's par value which the Company must comply with Section 52 of the Public Limited Companies Act BE 2535 (including additional amendments).

By specifying the date for subscription and payment for the newly issued ordinary shares on January 25 – 29, 2020 with the following details:

- 1) Existing shareholders are entitled to subscribe the newly issued ordinary shares in proportion to their shareholding only but not oversubscription.
- 2) In the event that there are shares remaining from subscribing the newly issued ordinary shares by the existing shareholders, the Company will request the approval from the later shareholders' meeting to reduce the registered capital by cancelling the shares that have not been allocated.
- 3) To authorize the Board of Directors and/or the Executive Committee and/or the authorized person from the Board of Directors and/or the authorized person from Executive Committee to have the power to take any necessary action, all types and relevant to the offering of the newly issued ordinary shares including specifying the date for determining the list of shareholders who are entitled to subscribe and be allocated of newly issued ordinary shares (Record Date), amending the subscription period and accepting payment for the newly issued ordinary shares, stipulating conditions and details in issuing and offering of the newly issued ordinary shares as it deems

appropriate including taking all necessary and appropriate actions relating to the issuance and offering of the newly issued shares in this time including registering the newly issued ordinary shares of the Company as listed securities into the Stock Exchange of Thailand and submitting documents and evidence to the Office of the Securities and Exchange Commission, Ministry of Commerce or other associated departments.

The other details are according to enclosure shown in the Information Memorandum on issuance and offering of newly issued ordinary shares to the existing shareholders in proportion of their shareholding and Capital Increase Report Form (F 53-4).

Resolved to determine the date of the 2020 Annual General Meeting of Shareholders (the 2020 AGM) on Tuesday 29, December 2020 at 2.00 p.m. at 3rd floor meeting room, MPG Corporation Public Company Limited at 20 Praditmanutham Rd., Plubpla, Wangtonglang, Bangkok 10310, with the following agenda:

Agenda 1 Acknowledgment of the Minutes of the extraordinary general meeting of shareholders 1/2019 (EGM) held on 15 November 2019.

Agenda 2 Acknowledgment of the Company's performance outcomes of 2019

Agenda 3 To consider approving the audited financial statements for the year ended 31 December 2019

Agenda 4 To consider approving non-payment of dividend for the 2019 operating results.

Agenda 6 To consider approving the remuneration for the Board of Directors for 2020

Agenda 7 To consider approving changes, appointment of external auditors, and determination of the audit fees for year 2020

Agenda 8 To consider approving the amendment of the Company's Articles of Association, articles 29, 30 and 31

Agenda 9 To consider approving the Closing of subsidiary

Agenda 10 To consider certifying the Minute of Annual General Meeting of Shareholders 2019 held on April 26, 2019.

Agenda 11 To consider approving the decrease of the Company's registered capital and the amendment of the Company's Memorandum of Association No. 4 in order to be accordance with the decrease of the Company's registered capital.

Agenda 12 To consider approving the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association No. 4 in order to be accordance with the increase of the Company's registered capital.

Agenda 13 To consider approving the allocation of the Company's newly issued ordinary shares to offer to the existing shareholders of the Company in proportion to their shareholding (Right Offering).

Agenda 14 To consider other matters (if any)

In addition, resolved to determine the list of shareholders who are entitled to attend the 2020 Annual General Meeting of Shareholders (the 2020 AGM) and Record date to determine the list of shareholders entitled to subscribe the newly issued ordinary shares to existing shareholders in proportion of shareholding (Right Offering) of the Company on **Tuesday 15, November 2020**. (Record Date) as However, the right to subscribe for such shares is uncertain until the shareholders pass a resolution.

Please be informed accordingly.

Yours Sincerely,

(Miss Karima Jaroonsakunwong)

Company Secretary

(F 53-4)

Capital increase report form
MPG Corporation Public Company Limited
Date 30 November 2020

We, MPG Corporation Public Company Limited (the “Company”), has the head office at 20 Praditmanutham Road, Pubpla, Wangthonglang, Bangkok, hereby report on the resolutions of the Board of Director’s Meeting No. 7/2020 which was held on November 30, 2020 regarding the capital decrease, the capital increase, and new share allocation as follows:

1. Capital Decrease and Capital Increase:

1.1 Capital Decrease

The Board of Directors’ Meeting has resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2019 to consider approving the decrease of the Company’s registered capital in the amount of THB 492,581,229 from the existing registered capital of THB 1,470,334,913 to the registered capital of THB 977,753,684 with a par value of THB 1 per share by cancelling the Company’s unissued registered shares which are 492,581,229 ordinary shares with a par value of THB 1 per share.

1.2 Capital Increase

The Board of Directors’ Meeting has resolved to propose the 2020 Annual General Meeting of Shareholders (the 2020 AGM) to consider approving the increase of the Company’s registered capital in the amount of THB 977,753,684 from the existing registered capital of THB 977,753,684 to the registered capital of THB 1,955,507,368 by issuing of new 977,753,684 newly issued ordinary shares with par value of THB 1 per share. Details of the capital increase are:

Capital Increase	Type of Shares	Number of Shares (Shares)	Par Value (THB per Share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Shares	Not exceed	1	977,753,684
	Preferred Shares	977,753,684	-	-
<input type="checkbox"/> General Mandate	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

In case of the capital increase with a specific purpose of utilizing proceeds, complete all of the following item, except for item 2.2.

In case of the capital increase with a general mandate, only complete Items 2.2, 3, 4.

2. Allocation of New Shares

2.1 Specifying the purpose of utilizing proceeds

Allocated to	Number of Shares	Ratio (Old : New)	Offering Price (THB per share)	Share Subscription and Payment Period	Remark
Existing Shareholders	Not exceed 977,753,684 shares	1 existing ordinary shares : 1 ordinary shares	THB 0.10 per share, representing a total value not exceeding THB 97,775,368.40	Within 25 - 29 January, 2020 (totaling 5 business day)	No over subscription

Remarks: The Board of Directors' Meeting No. 7/2020 held on November 30, 2020 resolved to propose the 2020 Annual General Meeting of Shareholders (the 2020 AGM) held on December 29, 2020 to consider approving as follows:

1. Resolved to propose the Extraordinary General Meeting of Shareholders to consider approving the decrease of the Company's registered capital in the amount of THB 492,581,229 ordinary shares from the existing registered capital of THB 1,470,334,913 to the registered capital of THB 977,753,684 ordinary shares with a par value of THB 1 per share.
2. Resolved to propose the Extraordinary General Meeting of Shareholders to consider approving the increase of the Company's registered capital in the amount of THB 977,753,684 from the existing registered capital of THB 977,753,684 to the registered capital of THB 1,955,507,368 classified into 977,753,684 newly issued ordinary shares with a par value of THB 1 per share to offer the existing shareholders of the Company in proportion of their shareholding (Right Offering).
3. Resolved to propose the Extraordinary General Meeting of Shareholders to consider approving the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 977,753,684 shares with a par value of THB 1 per share to existing shareholders of the Company in proportion of their shareholding (Right Offering) at the allocation ratio of 1 existing ordinary shares to 1 newly issued ordinary shares, at the offering price of Baht 0.10 per share, representing a total value not exceeding THB 97,775,368.40

Since the Company has accumulated losses appeared in the consolidated statement of financial position at September 30, 2020, the Company may determine the offering price of the Company's newly issued ordinary shares to be below the Company's par value which the Company must comply with Section 52 of the Public Limited Companies Act BE 2535 (including additional amendments).

By specifying the date for subscription and payment for the newly issued ordinary shares on January 25 – 29, 2020 with the following details:

- 1) Existing shareholders are entitled to subscribe the newly issued ordinary shares in proportion to their shareholding only but not oversubscription.
- 2) In the event that there are shares remaining from subscribing the newly issued ordinary shares by the existing shareholders, the Company will request the

approval from the later shareholders' meeting to reduce the registered capital by cancelling the shares that have not been allocated.

- 3) To authorize the Board of Directors and/or the Executive Committee and/or the authorized person from the Board of Directors and/or the authorized person from Executive Committee to have the power to take any necessary action, all types and relevant to the offering of the newly issued ordinary shares including specifying the date for determining the list of shareholders who are entitled to subscribe and be allocated of newly issued ordinary shares (Record Date), amending the subscription period and accepting payment for the newly issued ordinary shares, stipulating conditions and details in issuing and offering of the newly issued ordinary shares as it deems appropriate including taking all necessary and appropriate actions relating to the issuance and offering of the newly issued shares in this time including registering the newly issued ordinary shares of the Company as listed securities into the Stock Exchange of Thailand and submitting documents and evidence to the Stock Exchange of Thailand, Ministry of Commerce or other associated departments.

2.2 General Mandate

Allocated to	Type of Security	Number of shares	Percentage of Paid-up Capital ^{1/}	Remarks
Existing shareholders	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
To accommodate the conversion/ exercise of transferable warrants	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
Public Offering	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
Private Placement	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

^{1/} The percentage of paid-up capital as of the date that the Board of Directors resolved to increase the capital with general mandate.

3. **Schedule for the 2020 Annual General Meeting of Shareholders (the 2020 AGM) to approve the capital increase and new share allocation**

The 2020 Annual General Meeting of Shareholders (the 2020 AGM) is scheduled to be held on on Tuesday 29, December 2020 at 2.00 p.m. at 3rd floor meeting room, MPG Corporation Public Company Limited at 20 Praditmanutham Rd., Plubpla, Wangtonglang, Bangkok 10310, whereby;

- The share register shall be closed to suspend any share transfer for the right to attend the Shareholders' Meeting from until the shareholders' meeting is adjourned.
- The record date to determine the list of shareholders entitled to attend the shareholders' meeting shall be **December 15, 2020.**

4. **Approval for Capital Increase/New Share Allocation from Relevant Authorities and Conditions of Such Approval (if any)**

- 4.1 The Company shall apply for registration of the registered capital decrease, capital increase, the amendment of the Memorandum of Association, and the change of its paid-up capital with the Department of Business Development, the Ministry of Commerce.
- 4.2 The Company shall apply for approval from the Stock Exchange of Thailand for listing of the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.

5. **Purpose of capital increase and plan for utilizing the proceeds of the capital increase**

The Company has the objectives to increase the capital to strengthen the Company's operation and financial position. In this regard, the Company plans to utilize the proceeds received from the capital increase as working capital in the operation of the Company. To use as the Company's working capital and if there is enough money, it will be used to support the business expansion.

Please see additional details in Information Memorandum regarding the allocation of the newly-issued ordinary shares, Attachment 2.

6. **Expected Benefits to the Company from the Capital Increase/New Share Allocation**

- 6.1 The Company will have liquid and the increase in working capital
- 6.2 The Company will have more shareholders' equity
- 6.3 Expanding the capital base of the Company.
- 6.4 The Company will have more stable financial status

7. Expected Benefits to the Shareholders from the Capital Increase/New Share Allocation

7.1 The Company has a policy to pay dividend to shareholders when the Company has no accumulated loss. If there is no other reason and the payment of dividends must not significantly affect the usual operations of the Company.

When the Company has profits from operations and has no accumulated loss, the shareholders will benefit from the dividend. In that event, the resolution of the Board of Directors that approved to pay dividends must be presented for the approval from the shareholders' meeting. Except for the interim dividend payment which the Board of Directors has the authority to approve the interim dividend payment and will report to the shareholders' meeting in the next shareholders' meeting

7.2 After who have been allocated with the newly issued ordinary shares and have been duly registered as the Company's shareholders. The person who have been allocated with the newly issued ordinary shares will have the right to receive the dividend when the Company has approved and declared dividend in the same manner as the existing shareholders of the company.

8. Other Details Essential for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation

- None -

9. Schedule of Actions after the Board of Directors' Resolution to Approve the Capital Increase/New Share Allocation

No.	Procedures	Date
1	The Board of Directors' Meeting No. 7/2563	30 November 2020
2	Record date to determine the list of shareholders entitled to attend The 2020 Annual General Meeting of Shareholders (the 2020 AGM) and Record date to determine the list of shareholders entitled to entitled to subscribe the newly issued ordinary shares to existing shareholders in proportion of shareholding (Right Offering) of the Company as However, the right to subscribe for such shares is uncertain until the shareholders pass a resolution.	15 December 2020

No.	Procedures	Date
3	The 2020 Annual General Meeting of Shareholders (the 2020 AGM)	29 December 2020
4	Registration of the registered capital increase and the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce.	Within 14 days from the date of the resolution of The 2020 Annual General Meeting of Shareholders (the 2020 AGM)
5	The date for the subscription of newly issued ordinary shares to existing shareholders in proportion of shareholding (Right Offering) with specific purpose of utilizing proceeds.	25 – 29 January 2020
6	Registration of the change of the paid-up capital with the Department of Business Development, the Ministry of Commerce.	Within 14 days from the date of the Company's receipt of payments for the newly issued ordinary shares

The Company hereby certifies that the information in this report is correct and complete in all respects

Signature.....-Kityajai Triakevijit..... Authorized Director

(Mrs.Kityajai Triakevijit)

Director authorized to sign
on behalf of the Company
with the Company's seal

Director

Signature - Apiwut Phimonsangsuriya- Authorized Director

(Mr. Apiwut Phimonsangsuriya)

Director

Information Memorandum on issuance and offering of newly issued ordinary shares
to the existing shareholders in proportion
of
MPG Corporation Public Company Limited

The Board of Directors' Meeting of MPG Corporation Public Company Limited (the "Company") No. 7/2020 which was held on November 30, 2020 resolved to propose the 2020 Annual General Meeting of Shareholders (the 2020 AGM) held on December 29, 2020 to consider approving as follows:

1. **Details of the Offering**

1.1 The increase of the Company's registered capital in the amount of THB 977,753,684 from the existing registered capital of THB 977,753,684 (after the decrease of the Company's registered capital for cancelling the Company's unissued registered shares) to the registered capital of THB 1,955,507,368 by issuing not exceed 977,753,684 newly issued ordinary shares with a par value of THB 1 per share and amend the Company's Memorandum of Association No. 4 in order to be accordance with the increase of the Company's registered capital

1.2 The allocation of the Company's newly issued ordinary shares as per the following details:

- (1) Allocate not more than 977,753,684 Company's newly issued ordinary shares with a par value of Baht 1 per share to existing shareholders of the Company in proportion of their shareholding (Right Offering) by offering to the existing shareholders of the Company whose names appear on the Record Date as of **December 15, 2020** at the allocation ratio of 1 existing ordinary shares to 1 newly issued ordinary shares, whereby any fraction of shares shall be disregarded, at the offering price of Baht 0.10 per share, representing a total value not exceeding THB 97,775,368.40.

Since the Company has accumulated losses appeared the consolidated statement of financial position at September 30, 2020, the Company may determine the offering price of the Company's newly issued ordinary shares to be below the Company's par value which the Company must comply with Section 52 of the Public Limited Companies Act BE 2535 (including additional amendments).

In the issuance and offering of newly issued ordinary shares to the Company's existing shareholders at this event will be the offering of ordinary shares in proportion to their shareholding. In the event that there is a fraction of shares from the calculation, any

fraction of shares shall be disregarded. The existing shareholders have no right to subscribe for the newly issued ordinary shares in excess of their rights additional.

In the event that there are shares remaining from allocating to the shareholders, the Company will request the approval from the later shareholders' meeting to reduce the registered capital by cancelling the shares that have not been allocated.

In addition, the rights to subscribe and be allocated of such newly issued ordinary shares shall remain uncertain until the approval from propose the 2020 Annual General Meeting of Shareholders (the 2020 AGM) shall have been obtained

- (2) To authorize the Board of Directors and/or the Executive Committee and/or the authorized person from the Board of Directors and/or the authorized person from Executive Committee to have the power to take any necessary action, all types and relevant to the offering of the newly issued ordinary shares including specifying the date for determining the list of shareholders who are entitled to subscribe and be allocated of newly issued ordinary shares (Record Date), amending the subscription period and accepting payment for the newly issued ordinary shares, stipulating conditions and details in issuing and offering of the newly issued ordinary shares as it deems appropriate including taking all necessary and appropriate actions relating to the issuance and offering of the newly issued shares in this time including registering the newly issued ordinary shares of the Company as listed securities into the Stock Exchange of Thailand and submitting documents and evidence to the Stock Exchange of Thailand, Ministry of Commerce or other associated departments.

2. For the objectives and plans to use funds

The Company has the objectives to increase the capital to strengthen the Company's operation and financial position. In this regard, The Company plans to use the funds approximately 60,000,000 (Forty Million Baht), representing approximately 61.37 percent of the amount received from the offering of the newly issued ordinary shares. To use as the Company's working capital and if there is enough money, it will be used to support the business expansion.

In this regard, the Board of Directors of the Company may consider proceeding in the way of bringing the most benefits to the Company and the shareholders in considering with the budget adjustment as appropriate to create the best interest to the Company and the shareholders.

3. Impact on the Existing Shareholders from the Issuance and Offering of the Newly Issued Ordinary Shares to the Existing Shareholders

3.1 Price Dilution

The formula for calculating price dilution = $(P_o - P_n) / P_o$ where;

P_o = Weighted average price of NOK share during the previous 15 business days before the date of the Board of Directors' meeting No. 7/2020 i.e. from 2 - 27 November 2020, which equals to Baht 0.29 per share (information from SETSMART).

P_r = The offering price of newly issued ordinary shares for the existing shareholders equals 0.10 Baht per share.

Since the Company has accumulated losses appeared the consolidated statement of financial position at September 30, 2020, the Company may determine the offering price of the Company's newly issued ordinary shares to be below the Company's par value which the Company must comply with Section 52 of the Public Limited Companies Act BE 2535 (including additional amendments).

3.2 Control Dilution

If all shareholders subscribe for all newly issued shares according to their rights, there shall be no control dilution effect. The control dilution shall not affect the existing shareholders.

3.3 EPS Dilution

The Company has suffered loss from the operation, as a result, EPS dilution cannot be calculated.

4. Opinion of the Board of Directors Regarding the Issuance, Offering and Allocation of the Newly Issued Ordinary Shares

4.1 Reason and Necessity for the Capital Increase

The Board of Directors viewed that the issuance and offering of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding at this time will make the Company have the capital to raise funds within a short time. The Company has the objectives to increase the capital to strengthen the Company's operation and financial position. In this regard, the Company plans to utilize the proceeds received from the capital increase as working capital in the operation of the Company. To use as the Company's working capital and if there is enough money, it will be used to support the business expansion.

4.2 Plan for Use and Possibility of the Plan for Utilizing the Proceeds from the Offering

The Company expects that the issuance and offering of the shares to existing shareholders (Right Offerings) and the obtaining of proceeds from the offering of such newly-issued ordinary shares will occur within February 2020.

4.3 Justifications of the Capital increase and Sufficiency of Source of Funds

The Board of Directors' Meeting viewed that the capital increase on this occasion is reasonable and will bring maximum benefits to the Company. The Company needs to raise additional funds approximately 97,775,368.40 million Baht to facilitate the Company to be financially stable and to use the funds as working capital for business operations according to the details specified in section 4.1 above, which will result in better liquidity and operating results. When considering various approaches for raising funds, the Board of Directors' meeting viewed that the offering of the newly issued shares to existing shareholders in proportion to their shareholding is the most appropriate way of raising funds in the current situation of the Company. The offering of the newly issued shares will enable the Company to raise funds of approximately 97,775,368.40 million Baht. This will allow the Company to have sufficient funds to operate the business as planned.

4.4 Potential Impact on the Company's Business Operations, Financial Status and Operating Results

The issuance and offering of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding on this occasion will enable the Company to receive an additional capital which will assist strengthen the finance and stability to the financial status of the Company. Nevertheless, it will help the Company to continue its business with strong financial status and capital base, resulting in benefits to the Company and every shareholder.

4.5 The origin of the offering price and the appropriateness of the newly issued share price offering to the existing shareholders and the private placement

The Board of Directors has considered that the price of the newly issued ordinary shares of the Company offering to the existing shareholders in proportion to the shareholding at the offering price of THB 0.10 per share is appropriate because the price is determined based on the Company

Since the Company has accumulated losses appeared the consolidated statement of financial position at September 30, 2020, the Company may determine the offering price of the Company's newly issued ordinary shares to be below the Company's par value which the Company must comply with Section 52 of the Public Limited Companies Act BE 2535 (including additional amendments).

4.6 Certification of the Board of Directors Regarding the Capital Increase

In the event the directors do not perform their duty as abide by law, objectives and article of association of the Company or resolutions of the shareholders meeting with honesty and diligently to preserve the benefits of the Company in relation to such capital increase. Any actions taken or overlook from not abide by such duty and caused damage to the Company as a result of such actions, the Company may file a lawsuit against such director. However, should the Company did not file a lawsuit, the shareholders collectively holding not less than 5 percent of the Company's paid-up capital can inform the Company to take such action. In case that the Company still does not take any actions as per shareholders' notice, such shareholders may file a lawsuit against such director on behalf of the Company for such damages, according to Section 85 of the Public Limited Companies Act, B.E.2535. (and as amended). In addition, any actions taken or overlook from not abide by such duty law, objectives and article of association of the Company or resolutions of the Shareholders Meeting with honesty and diligently to preserve the benefits of the Company in relation to such capital increase resulted in any director or his/her connected persons to obtain undue benefits; the Company may file a lawsuit to claim for such benefits from such directors to compensate such benefit to the Company, or the shareholder collectively holding not less than 5% of the Company's paid-up capital can inform the Company to take such action. In case that the Company still does not take any actions as per shareholders' request within 1 months from the date as notice by shareholders, such shareholders may file a lawsuit against such director on behalf of the Company for damages, according to Section 89/18 of the Securities and Exchanges Act B.E2535 (and as amend).

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

-Kityajai Triakevijit-

(Mrs.Kityajai Triakevijit)

CEO