

No. 004/2021

24 February 2021

**Subject:** Notification of the resolutions of the Board of Directors' Meeting regarding the Omission of Dividend Payment and Capital Increase under the General Mandate scheme and Determination of the Date and Agenda of the 2021 Annual General Meeting of Shareholders (**Change The Meeting Location**)

**To:** President  
The Stock Exchange of Thailand

**Enclosure:** 1. Capital Increase Report Form (F53-4)

Principal Capital Public Company Limited (the “**Company**”) would like to notify important resolutions of its Board of Directors' Meeting No. 2/2021 held on 24 February 2021 as follows:

1. Resolved to approve to propose to the 2021 Annual General Meeting of Shareholders (the “**AGM**”) to acknowledge the report on the operating results of the Company and its subsidiaries for the year 2020 ended 31 December 2020.
2. Resolved to approve to propose to the AGM to consider and approve the consolidated and separated audited financial statements of the Company for the year 2020 ended 31 December 2020.
3. Resolved to approve to propose to the AGM to consider and approve the non-appropriation of the annual net profit to legal reserve and the omission of dividend payment in respect of the operating results of the year 2020.
4. Resolved to approve (by the directors having no conflict of interest) to propose to the AGM to consider and elect the following directors who retire by rotation in 2021 :

4.1 To consider to elect directors of the company to replace those to replace those who retire by rotation in 2021:

- |                                    |                                   |
|------------------------------------|-----------------------------------|
| (1) Mr. Yarnsak Manomaiphiboon     | Director and Independent Director |
| (2) Dr. Satit Viddayakorn          | Director and Managing Director    |
| (3) Mrs. Aranya Chalernpornvarodom | Director and Independent Director |

The Board of Directors agreed to propose to AGM to consider electing Mr. Yarnsak Manomaiphiboon and Dr. Satit Viddayakorn directors to resume their directorship for another term, And to consider electing Mrs. Unakorn Phruithithada as a director and independent director replace of Mrs. Aranya Chalernpornvarodom.

4.2 To consider the election of Mr. Sillapaporn Srijunpetch as a director and independent director.

5. Resolved to approve to propose to the AGM to consider and approve the remuneration of the Company's Directors for the year 2021 as follows:

(1) Monetary Remuneration

1.1 Meeting allowance per time

(Unit: Baht)

	Year 2021 (Proposed Year)	Year 2020
<b>Board of Directors</b>		
Honorary Chairman	15,000	15,000
Chairman of the Board	15,000	15,000
Director	10,000	10,000
<b>Subcommittee</b>		
<b>(Only directors from outside the organization)</b>		
Chairman of the Subcommittee	7,500	5,000
Subcommittee	5,000	5,000
1.2	Directors' bonus for the performance of the year 2020 which will be the expense of the year 2021, in the amount of Baht 1,500,000	
1.3	D&O insurance premium for the year 2021 in the amount of Baht 525,000, which is Baht 21,000 higher than that of the year 2020.	
1.4	The Benefit of the treatment of medical expenses and annual health check-up of Directors of the Company and its subsidiaries of Directors at PRINC of shares 100%, amount of 1,000,000 baht per year to receive medical treatment at PRINC Hospital Suvarnabhumi.	

(2) Non-Monetary Remuneration

- 2.1 50% discount for medical expenses the exceeding of 1,000,000 baht of the Directors of the Company and of the Director of the subsidiaries Company at PRINC hold shares 100%, to receive medical treatment at PRINC Hospital Suvarnabhumi
- 2.2 30% discount for all medical expenses of their spouse, child and parent of the Directors of the Company and of the Director of the subsidiaries Company at PRINC hold shares 100% throughout the term of directorship, to receive medical treatment at PRINC Hospital Suvarnabhumi

6. Resolved to approve to propose to the AGM to consider and approve the appointment of the following certified auditors of PricewaterhouseCoopers ABAS Company Limited to be the auditors of the Company and its subsidiaries for the year 2021:

- (1) Miss Sanicha Akarakittilap Certified Public Accountant No.8470, or
- (2) Mr. Paiboon Tunkoon, Certified Public Accountant No.4298, or
- (3) Miss Amornrat Pearmpoonvatanasuk Certified Public Accountant No.4599

provided that any of the above certified auditors is authorized to audit and opine on the financial statements of the Company and its subsidiaries and in the case where the above certified auditors cannot perform their duties, Pricewaterhouse Coopers ABAS Company Limited shall arrange for its alternate certified public accountant to perform them instead, as well as resolved to approve to propose to the AGM to consider and approve the determination of the audit fee of the Company (excluding that of its subsidiaries) for the year 2021 to be in the amount of not exceeding Baht 2,802,000, excluding other expenses

7. Resolved to approve to propose to the AGM to consider and approve the reduction of the Company's registered capital in the amount of Baht 346,233,682 from the existing registered capital of Baht 3,808,570,502 to the new registered capital of Baht 3,462,336,820, by cancelling the Company's existing 346,233,682 authorized but unissued ordinary shares at par value of one Baht per share, which were the remaining ordinary shares that were issued to accommodate the allocation of the Company's newly issued shares under the General Mandate scheme in accordance with the resolutions of the 2020 Annual General Meeting of Shareholders and will expire on the date of this AGM as well as resolved to approve to propose to the AGM to consider and approve the amendment to Clause 4 of the Company's memorandum of association to reflect the reduction of the Company's registered capital.
8. Resolved to approve to propose to the AGM to consider and approve the increase of the Company's registered capital under the General Mandate scheme in the amount of Baht 346,233,682, from the existing registered capital of Baht 3,462,336,820 (which is the registered capital after the reduction of the registered capital as specified in Agenda 7 above) to the new registered capital of Baht 3,808,570,502, by issuing 346,233,682 new ordinary shares at par value of one Baht per share (further details of which are as set out in the Capital Increase Report Form (F53-4)) to accommodate the offering and allocation of the Company's newly issued ordinary shares by way of private placement as well as resolved to approve to propose to the AGM to consider and approve the amendment to Clause 4 of the Company's memorandum of association to reflect the increase of the Company's registered capital.
9. Resolved to approve to propose to the AGM to consider and approve the allocation of not exceeding 346,233,682 newly issued ordinary shares of the Company at par value of one Baht under the General Mandate scheme, representing not exceeding 10 per cent of the Company's paid-up capital as of the date on which this agenda has been approved by the Board of Directors, by way of private placement, including the authorization of the Board of Directors to consider and perform, or cause to be done, any actions relating to the allocation of the Company's newly issued ordinary shares, which include but not limited to the following:
  - (1) considering the offering for sale and allocation of the newly issued ordinary shares whether in whole or in part and whether in a single offering or multiple offerings;
  - (2) determining the objectives, offering period, offering price, investors to whom the shares will be offered, subscription and settlement methods as well as other terms and conditions in relation to the allocation of such newly issued ordinary shares;
  - (3) negotiating, agreeing, entering into and signing any agreements and/or documents necessary and relevant to the allocation of such newly issued ordinary shares, including amending such agreements and documents and information memorandum or related

disclosure, as well as considering and appointing any financial advisors, legal advisors, underwriters, and/or other service providers (if any or as necessary);

- (4) signing applications, waivers, notices and any documents relating to the allocation of such newly issued ordinary shares, including effecting relevant registrations with the Ministry of Commerce and listing such newly issued ordinary shares on the Stock Exchange of Thailand (the “SET”) as well as contacting, coordinating and filing documents with relevant government authorities or other agencies (whether in Thailand or overseas); and
- (5) undertaking any acts necessary and relevant to complete the allocation of the newly issued ordinary shares, including authorizing any person(s) the Board of Directors deems appropriate to undertake any actions specified in paragraphs (3) and (4) above.

In this regard, the Company will allocate the newly issued ordinary shares by way of private placement, whereby (a) such shares shall be offered to not exceeding 50 institutional investors and/or specific investors during any 12-month period, such investors not being considered the connected persons pursuant to the Related Party Transaction Rules, and (b) the offering price of the newly issued ordinary shares of the Company under the General Mandate scheme by way of private placement shall be the best price in accordance with the market condition during the offering period and shall be for the best interest of the Company and its shareholders. Such offering price may be discounted at not exceeding 10 per cent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 entitled Approval for Listed Companies to Offer Newly Issued Ordinary Shares by way of Private Placement, calculated based on the weighted average price of the Company’s shares traded on the SET during the period from between seven consecutive business days to not exceeding 15 consecutive business days prior to the date of determination of the offering price by the Board of Directors. Please refer to the Capital Increase Report Form (Form 53-4) for further details.

10. Resolved to approve to determine the date of the 2021 Annual General Meeting of Shareholders on Monday 26 April 2021 at 10.00 a.m. at **Multipurpose Space In front of the Bulding C, Somerset Ekamai Bangkok, Ekamai Soi 2, Soi Sukhumvit 63, Phra Khanong Nua Sub-district, Watthana district, Bangkok 10110**, to consider the following agenda:

- Agenda 1 To consider and certify the minutes of Annual General Meeting for the year 2020
- Agenda 2 To consider and acknowledge the report on the operating results of the Company and its subsidiaries for the year 2020 ended 31 December 2020
- Agenda 3 To consider and approve the consolidated and separate financial statements of the Company for the year 2020 ended 31 December 2020
- Agenda 4 To consider and approve the appropriation of the annual net profit to legal reserve and the omission of dividend payment in respect to the operating results of the year 2020
- Agenda 5 To consider and elect the directors of the Company to replace those who retired by rotation and to elect the additional director of the company
- Agenda 6 To consider and approve the remuneration of the Company’s directors for the year 2021
- Agenda 7 To consider and appoint the auditors and determine the audit fee for the year 2021

- Agenda 8 To consider and approve the reduction of the Company's registered capital in the amount of Baht 346,233,682 from the existing registered capital of Baht 3,808,570,502 to the new registered capital of Baht 3,462,336,820, by cancelling its existing 346,233,682 authorized but unissued ordinary shares at par value of one Baht per share, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the reduction of the Company's registered capital
- Agenda 9 To consider and approve the increase of the Company's registered capital under the General Mandate scheme in the amount of Baht 346,233,682, from the existing registered capital of Baht 3,462,336,820 (which is the registered capital after the reduction of the registered capital as specified in Agenda 9 above) to the new registered capital of Baht 3,808,570,502, by issuing 346,233,682 newly issued ordinary shares at par value of one Baht per share to accommodate the offering of the newly issued ordinary shares by way of private placement, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the increase of the Company's registered capital
- Agenda 10 To consider and approve the allocation of 346,233,682 newly issued ordinary shares under the General Mandate scheme by way of private placement
- Agenda 11 To consider other matters (if any)

As the matters to be proposed to the AGM for consideration and approval pursuant to Agenda 10 and Agenda 11 above concern the increase of the Company's registered capital under the General Mandate scheme and the allocation of newly issued ordinary shares under the General Mandate scheme by way of private placement, which are related matters, thus, in considering and approving such matters, shareholders should do so by taking into account that Agenda 10 and Agenda 11 are related and conditional upon one another. If any agenda is not approved by the AGM, the other agenda that have already been approved shall be cancelled or such other agenda shall not be further proposed for consideration.

In this regard, the Company has set the date for determining the names of shareholders who shall be entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date) on 12 March 2021, and authorized the Managing Director and/or any person(s) appointed by the Board of Directors with the power and authority to consider and amend the Record Date as well as perform any act in relation to the calling of the AGM, including amending the date, time and venue of the AGM, and other relevant details and amending the agenda of the AGM as necessary and appropriate taking into consideration the benefits and impacts therefrom on the Company.

Further, the Board of Directors' Meeting acknowledged that no shareholder had proposed any additional agenda of the AGM or candidate for the election of the Company's directors for the 2021 Annual General Meeting of Shareholders following the notification by the Company of the Criteria and Procedures for Minority Shareholders to Submit Additional Agenda for Consideration by the AGM and Nomination of Candidates for the Election of the Company's Directors in advance according to the Good Corporate Governance Principle concerning the Shareholders' Rights.

The Company will also disclose the details of the 2021 Annual General Meeting of Shareholders and its agenda online at <http://www.principalcapital.co.th>. For any inquiry, please contact the Company's Corporate Secretary at the email address [secretarywhistle@principalcapital.co.th](mailto:secretarywhistle@principalcapital.co.th). or telephone no. 02-714-2173.

Please be informed accordingly

Yours faithfully,

Principal Capital Public Company Limited

A handwritten signature in blue ink, appearing to be "Ritima Jirasuradate".

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(Miss Ritima Jirasuradate)

Corporate Secretary

(F 53-4)

**Capital Increase Report Form**  
**Principal Capital Public Company Limited**

**24 February 2021**

We, Principal Capital Public Company Limited (the “**Company**”), hereby report the resolutions of its Board of Directors’ Meeting No.2/2021 held on 24 February 2021 relating to the capital increase and allocation of newly issued ordinary shares as follows:

**1. Capital Reduction and Capital Increase**

**1.1 Capital Reduction**

The Board of Directors’ Meeting resolved to approve to propose to the 2021 Annual General Meeting of the Shareholders (the “AGM”) to consider and approve the reduction of the Company’s registered capital in the amount of Baht 346,233,682 from the existing registered capital of Baht 3,808,570,502 to the new registered capital of Baht 3,462,336,820, by cancelling the Company’s 346,233,682 ordinary shares at par value of one Baht per share, which were the remaining amount of ordinary shares that has been issued to accommodate the capital increase under General Mandate Scheme in accordance with the resolutions of the 2019 Annual General Meeting of Shareholders and will expire on the date of this AGM.

**1.2 Capital Increase**

The Board of Directors’ Meeting resolved to approve to propose to the AGM to consider and approve the increase of the Company’s registered capital from the existing registered capital of Baht 3,462,336,820 (which is the registered capital after the reduction of the registered capital as specified in paragraph 1.1 above) to Baht 3,808,570,502, by issuing 346,233,682 newly ordinary shares with a par value of one Baht per share, totaling Baht 346,233,682, with details of the capital increase as follows:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (Baht/Share)	Total (Baht)
<input type="checkbox"/> Specific purpose of utilizing the proceeds	-	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary shares	346,233,682	1.00	346,233,682

**2. Allocation of newly issued shares**

**2.1 Specific Purpose of Utilizing the Proceeds**

-None-

## 2.2 General Mandate

Allocated to	Type of Shares	Number of Shares	Percentage of Paid-Up Capital <sup>1/</sup>	Note
Specific persons (Private Placement)	Ordinary Shares	Not exceeding 346,233,682 shares	Not exceeding 10.00	Please see the remarks below for further information.

<sup>1/</sup> The Company's paid-up capital as of 24 February 2021 which is the date on which the Board of Directors has approved the capital increase under the General Mandate scheme equals Baht 3,462,336,820

### Remarks:

1. The Board of Directors' Meeting No. 2/2021 held on 24 February 2021 has resolved to propose to the AGM to consider and approve of the allocation of not exceeding 346,233,682 newly issued ordinary shares with a par value of one Baht per share under the General Mandate Scheme by way of private placement and the authorization of the Board of Directors with power and authority to be authorized to undertake actions in relation to the allocation of the Company's newly issued ordinary shares, including, without limitation, the following:
  - (1) considering the offering for sale and allocation of the newly issued ordinary shares whether in whole or in part and whether in a single offering or multiple offerings;
  - (2) determining the objectives, offering period, offering price, investors to whom the shares will be offered, subscription and settlement methods as well as other terms and conditions in relation to the allocation of such newly issued ordinary shares;
  - (3) negotiating, agreeing, entering into and signing any agreements and/or documents necessary and relevant to the allocation of such newly issued ordinary shares, including amending such agreements and documents and information memorandum or related disclosure, as well as considering and appointing any financial advisors, legal advisors, underwriters, and/or other service providers (if any or as necessary);
  - (4) signing applications, waivers, notices and any documents relating to the allocation of such newly issued ordinary shares, including effecting relevant registrations with the Ministry of Commerce and listing such newly issued ordinary shares on the Stock Exchange of Thailand (the "SET") as well as contacting, coordinating and filing documents with relevant government authorities or other agencies (whether in Thailand or overseas); and



- (5) undertaking any acts necessary and relevant to complete the allocation of the newly issued ordinary shares, including authorizing any person(s) the Board of Directors deems appropriate to undertake any actions specified in paragraphs (3) and (4) above.
2. The Company will allocate the newly issued ordinary shares by way of private placement, whereby such shares shall be offered to not exceeding 50 institutional investors and/or specific investors during any 12-month period, such investors not being considered the connected persons pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (A.D. 2003)
3. The offering price of the newly issued ordinary shares of the Company under the General Mandate scheme by way of private placement shall be the best price in accordance with the market condition during the offering period, and shall be for the best interest of the Company and its shareholders. Such offering price may be discounted at not exceeding 10 per cent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 entitled Approval for Listed Companies to Offer Newly Issued Ordinary Shares by way of Private Placement, calculated based on the weighted average price of the Company's shares traded on the SET during the period from between seven consecutive business days to not exceeding 15 consecutive business days prior to the date of determination of the offering price by the Board of Directors.
4. The number of the newly issued ordinary shares to be allocated by way of private placement shall not exceed 10 per cent of the Company's paid-up capital as of the date on which the Board of Directors approves the capital increase under the General Mandate scheme.

**3. Schedule for a shareholders' meeting to approve the capital increase and allocation shares**

The 2021 Annual General Meeting of the Shareholders is scheduled to be held on Monday 26 April 2021 at 10.00 a.m. at Somerset Ekamai Bangkok, Ekamai Soi 2, Soi Sukhumvit 63, Phra Khanong Nua Sub-district, Watthana district, Bangkok 10110. The date for determining the names of the shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date) shall be 12 March 2021

**4. Approval of the capital increase/shares allotment by relevant government agencies and approval conditions thereto (if any)**

- 4.1 The Company will register the reduction of its registered capital, the increase of its registered capital and the amendment to its memorandum of association with the Department of Business Development, the Ministry of Commerce within 14 days from the date on which the shareholders' meeting resolves to approve the capital reduction and the capital increase, and the Company will register the amendment to its paid-up capital with the Department of Business Development, the Ministry of Commerce

within 14 days from the date on which the newly issued ordinary shares are allocated by way of private placement.

- 4.2 The Company will obtain an approval from the Stock Exchange of Thailand (the “SET”) for the listing of its newly issued ordinary shares which will be allocated by way of private placement on the SET.

**5. Objectives of the capital increase and plans for utilizing proceeds from the capital increase**

As the Company has an investment plan to continuously expand its business in the future, it deems appropriate to propose to raise fund through the increase of its capital under the General Mandate scheme in order to increase its agility in conducting mergers and acquisitions as well as to support synergies for the Company in the future.

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

This capital increase under the General Mandate scheme will be beneficial to the Company as it will enable the Company to have prosper funding and be ready for the implementation of its investment plan and business expansion in a timely manner. This will also accommodate the finding of strategic partners to co-invest in the Company which will help creating an opportunity to generate income and profits to the Company, which, in turn, provide good long-term returns for the shareholders. Moreover, it will also keep the Company’s debt-to-equity ratio and debt-to-EBITDA ratio at a low level.

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

The benefits as described in paragraph 6 above would likely be beneficial to the Company’s operating results and help creating an opportunity to generate income and profits to the Company, which will enhance the Company’s ability to further declare dividends to its shareholders.

**8. Other details necessary for shareholders to approve the capital increase/shares allotment**

The impacts on the shareholders from such issuing and offering of newly issued ordinary shares, on the assumption that all of the 346,233,682 newly issued ordinary shares are fully subscribed at the price of Baht 3.75 per share, which is the offering price with a discount of 10 percent of the weighted average price of the Company’s shares traded on the SET for 15 consecutive business days before the date of the Board of Director’s resolution to propose the increase of the Company’s registered capital by means of General Mandate for approval at the shareholders’ meeting, i.e. from 2 February 2021 to 23 February 2021, which was equivalent to Baht 4.17 per share (information from SETSMART at [www.setsmart.com](http://www.setsmart.com)), are as follows (the final offering price will be determined upon consideration by the Board of Directors in respect of each allocation of newly issued ordinary shares):

- A. Price dilution, which can be calculated as per the following formula:

$$\begin{aligned}
 \text{Price Dilution} &= \frac{\text{Pre-offering market price} - \text{Post-offering market price}}{\text{Post-offering market price}} \\
 &= \frac{4.17 - 4.13}{4.17} \\
 &= 0.91 \text{ percent}
 \end{aligned}$$

Whereas

Pre-offering market price	=	4.17 per share
Number of paid-up shares	=	3,462,336,820 shares
Offering price	=	3.75 per share
Number of shares offered	=	346,233,682 shares
Post-offering market price	=	

(Market price\* Number of paid-up shares) + (Offering price \* Number of shares offered)

Number of paid-up shares + Number of shares offered

= (4.17 \* 3,462,336,820) + (3.75 \* 346,233,682)

3,462,336,820 + 346,233,682

= 4.13 per share

B. Control dilution, which can be calculated as per the following formula:

Control Dilution	=	<u>Number of shares offered</u>
		Number of paid-up shares + Number of shares offered
	=	<u>346,233,682</u>
		3,462,336,820 + 346,233,682
	=	9.09 percent

**9. Schedule of actions if the Board of Directors passes resolutions to approve the capital increase/shares allotment**

No.	Procedure	Date/Month/Year
1.	Board of Directors' Meeting No. 2/2021	24 February 2021
2.	Date for determining the names of shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date)	12 March 2021
3.	The 2021 Annual General Meeting of Shareholders	26 April 2021
4.	Registration of capital reduction and capital increase, including the amendment to the memorandum of association with the Ministry of Commerce	Within 14 days from the date of the shareholders' approval
5.	Registration of paid-up capital with the Ministry of Commerce	Within 14 days from the date of the shares allocation by way of private placement

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

Please be informed accordingly.

Yours faithfully,

Principal Capital Public Company Limited

A handwritten signature in blue ink, appearing to be "Satit V." with a flourish.

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(Dr. Satit Viddayakorn)  
Authorized Director

A handwritten signature in black ink, appearing to be "Veera S." with a flourish.

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(Mr. Veera Srichanachaichok)  
Authorized Director