

**Capital Increase Report Form**  
**AQ Estate Public Company Limited**  
**30 September 2021**

We, AQ Corporation Public Company Limited (the "Company"), would like to report the resolutions of the Board of Directors' Meeting No. 6/2021, held on 30 September 2021 from 2.30 p.m. to 4.00 p.m. in respect of the capital increase and the allotment of the capital increased shares as follows:

**1. Capital decrease and increase:**

1.1 Capital decrease

The Board of Directors' meeting approved reduction of the registered capital of the Company by Baht 104,343,606,929.50 from the existing registered capital of Baht 147,006,012,651.50 to the registered capital of Baht 42,662,405,722 by deducting 208,687,213,859 unissued shares with a par value of Baht 0.50 per share.

1.2 The Board of Directors' meeting approved the increase the registered capital of the Company of Baht 38,396,165,150 from the existing registered capital of Baht 42,662,405,722 to the registered capital of Baht 81,058,570,872 by issuing 828,839,302 newly issued ordinary shares with a par value of Baht 0.50 per share, totaling 81,058,570,872 Baht

The details of the capital increase are as follows:

Type of Capital Increase	Type of Shares	Number of shares	Par Value (Baht/Share)	Total (Baht)
<input checked="" type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary share	42,662,405,722	0.50	21,331,202,861
		-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary share	34,129,924,579	0.50	17,064,962,289

2. Allotment of the capital increased shares

2.1 Specific purpose of utilizing proceeds

A. Detail of allocation.

Allocated to	Number of shares (Not exceeding)	Ratio (Existing: new)	Sale Price (Baht per shares)	Date and time of Subscription and Share payment	Remark
2.1.1 To allocate for the exercise of the warrants to purchase newly issued ordinary shares No. 5 (AQ-W5) , to purchase the Company's shares.	42,662,405,722 shares	The ratio of 2 existing ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down)	The AQ-W5 Warrants, which will be issued to existing shareholders of the Company at no cost (zero THB), having an exercise ratio of 1 unit of warrant per 1 newly issued ordinary share at an exercise price of THB 0.028.	-	Please see Remark No. 1 and 2.

*Remarks:* 1. The Company allocate not over than 42,662,405,722 newly issued ordinary shares for the exercise of the right to purchase newly issued ordinary shares under the AQ-W5 Warrants, which will be issued to existing shareholders of the Company at no cost (zero THB) in proportion to their respective shareholdings at the ratio of 2 existing ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with

a term of up to 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 newly issued ordinary share at an exercise price of THB 0.028.

2. In addition, the Board of Directors' meeting approved to propose to the shareholders' meeting to consider and assign to the Board of Directors have authorized to perform any tasks related to the allocation of newly issued ordinary shares, not limited to the following matters:

- (1) Determining or modifying the terms and other details relating to the issuance and allocation of AQ-W5 Warrants, payment methods, exercise dates and any other relevant terms or conditions. Including the non-allocation of AQ-W5 Warrants to any shareholders if such offerings or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions, the subscription period and payment method, any other terms and details relating to the foregoing matters;
- (2) Entering into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
- (3) Execution of applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the SET and being empowered to take any action which is required and appropriate for the allocation of such newly issued ordinary shares.

## 2.2 General Mandate basis

### B. Detail of allocation.

Allocate to	Type	Number of shares (share(s))	Percentage of paid-up capital	Remark
2.2.1 Existing shareholders (Right Offering)	Ordinary share	Not exceeding 25,597,443,434	Not exceeding 30	Please see Remark 3 and 4.
2.2.2 Specific Investors ( Private Placement)	Ordinary share	Not exceeding 8,532,481,145	Not exceeding 10	Please see Remark 3 and 4.

Remarks 3. The Company may either entirely or partially allocate the newly issued ordinary shares, whether in single or sequential allocation. In this regard, the offering price for the existing shareholders (Right Offering) will not be lower than 0.024 baht which is lower than the par value of the Company. Due to the Company has accumulated losses in the separate financial statements of the Company ending on June 30, 2021, which was the latest financial statement that has been reviewed by a certified auditor. In any case the aggregate number of newly issued ordinary shares to be allocated to the existing shareholders (Rights Offering) and/or to the specific investors (Private Placement) shall not to be exceeding 25,591,443,434 shares or 30 percent of the paid-up registered capital of the Company as at the Board of Directors approval date of the increase of registered capital under general mandate basis.

The specific investors under Private Placement basis who shall be allocated the newly issued ordinary shares under the General Mandate basis must have at least one of the following qualifications and shall not be the related persons of the Company as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions 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:

- a) Being institution investors in accordance with the definition prescribed in the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities; or
- b) Being individual investors or juristic persons that have stable financial positions and potential to invest as well as have knowledge, skill, experience or potential that benefit or support the Company's operation.

If there is the allocation of newly issued ordinary shares to the specific investors under Private Placement basis, the Company shall disclose the name of such specific investors before the offering of newly issued ordinary shares.

The subscription price of the newly issued ordinary shares to be allocated to the specific investors under Private Placement basis and General Mandate basis shall not lower than 90 percent of the Market Price or not less than THB 0.024.

“Market Price” means the weighted average price of the Company’s shares trading in the Stock Exchange of Thailand for 7 – 15 consecutive business days prior to the date for determination of the subscription price. The weighted average price used in the calculation must be the daily average price of the Company shares. In this regard, the date for determination of the subscription price shall not be earlier than 3 business days prior to the first subscription date.

4. In addition, the Board of Directors’ meeting approved to propose to the shareholders’ meeting to consider and assign to the Board of Directors have authorized to perform any tasks related to the allocation of newly issued ordinary shares, not limited to the following matters:
  - (1) To consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price. In term of offering newly issued ordinary shares in the basis of Right Offering which will not be lower than 0.024 Baht is lower than the par value of the Company because the Company has accumulated losses and/or offering the shares in the basis of Private Placement, General Mandate, its price shall not be lower than 90 percent of the Market Price or not less than THB 0.024. This offering shall be one time or from time-to-time, subscription period, share subscription, subscription payment, other conditions and details in connection with the allocation of such newly issued ordinary shares;
  - (2) Entering into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
  - (3) Execution of applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver, documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the SET and being empowered to take any action which is required and appropriate for the allocation of such newly issued ordinary shares.

### **3. Schedule for the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the capital increase and share allotment**

Determined the date of the Extraordinary General Meeting of Shareholders No. 1/2021 on 8 November 2021 at 2.00 p.m. at AQ Square, 1 st Fl., Academy Room, 102 Rim Khnog Bang Ka Pi, Bang Ka Pi, Huai Khwang, Bangkok 10310 via electronic means (e-EGM) pursuant to the criteria specified in the laws relating to the meeting via electronic means and determined

the date on which the recorded shareholders are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date) on 15 October 2021.

**4. Approval of the capital decrease, increase, and share allotment by relevant governmental agency and conditions thereto**

4.1 The Company will submit the application for registration of the capital increase and paid-up capital with the Department of Business Development, Minister of Commerce.

4.2 The Company will submit the application with the Stock Exchange of Thailand for listing of the new ordinary shares from the increase of the registered capital on the SET.

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

5.1 To support the adjustment of rights for the AQ-W5 warrant holders who are entitled to purchase ordinary shares of the Company.

The proceeds derived from the exercise of right to purchase the Company ordinary shares according to the AQ-W5 warrant, the Company plans to utilize such funds to expand the Company's business to the energy business, invest in businesses that are related to or supporting the existing business, and the property business which are the Company existing businesses. Currently, the Company has many energy projects under studying to investment, in this regard, the Company has the policy to raise funds for such projects by issuance of short term bill of exchange and/or long term bill of exchange and/or the issuance of debentures as approved by the shareholders' meeting of the Company and intends to use of such funds for full efficiently. On another hand, the Board of Directors had the opinion that in order to increase flexibility for raising funds and increase the opportunity for full capacity of competition, the Board of Directors deemed appropriate to propose the shareholders' meeting to consider and approve the newly issued ordinary shares will be the appropriate financial instrument to maximize the Company's benefit in the future. For the proposal of the newly issued ordinary share under general mandate basis to the shareholders' meeting to consider and approve, the Company will consider the benefit of shareholders and the Company mainly.

**6. Expected Benefits that the Company would gain from the Capital Increase**

6.1 Increase in working capital for company business and the company have funding for investment in the remaining project which generate the revenue in the future.

6.2 Support the structure of capital and financial position for expansion company business.

6.3 The offering of newly ordinary shares to private placement besides, the company will receive the investment but also the liquidity and in case of funding in short- term loans when need urgent investment especially payment debt on time.

#### **7. Expected Benefits that the Shareholders would gain from the Capital Increase**

7.1 The Company has the policy to pay dividend at a rate of not less than 50 percent of its net profit after deducting the corporation tax or, as appropriate, if no other necessity

7.2 The Warrant holders will have the status as the Company's shareholders from the date that the Company's ordinary share registrar registered the Warrant holders' name on the Company's share register book, and the Company has already completed the registration of the amendment to paid-up capital with the Department of Business Development. In the event that the Company distributes dividend, such person then will be entitled to receive dividend as the Company's shareholders.

#### **8. Other details necessary for shareholders' consideration and approval of the capital increase/allocation of newly issued shares:**

8.1 The allocation of newly issued ordinary shares for the exercise to purchase the newly issued ordinary shares under the AQ-W5 Warrants;

In the event that the AQ-W5 Warrants are fully exercised by the persons who are not the existing shareholders of the Company, there will be dilution effect to the shareholders as follows:

##### **8.1.1 Price Dilution**

The issuing the Warrants, there is no impact on the Company's price dilution since the exercise price of the Warrants is 0.028 Baht per share, which is higher than the market price traded in the SET as of the date of the Board of Directors has resolution to propose to the

Extraordinary General Meeting of Shareholders No. 1/2021 which can be calculated by the following formula:

$$\begin{aligned} \text{Price Dilution} &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\ \text{Market price after offering} &= \frac{(\text{Market price} \times \text{Number of paid-up shares}) + (\text{Pre-offering market price} \times \text{Number of the Warrants allocated}) + (\text{Exercise price} \times \text{Number of shares issued to accommodate the exercise of the Warrants})}{\text{Number of paid-up shares} + \text{Number of offered shares}} \\ &= \frac{0.05 - 0.043}{0.05} \\ &= 14.67 \text{ Percent} \end{aligned}$$

8.1.2 Control Dilution

The issuing the Warrants, because the Company issues newly issued ordinary shares to offer to existing shareholders (Right Offering) and/or specific investors (Private Placement) under the General mandate basis. Control dilution will consider the impact on shareholders in case of the Company only issuance and allocation the Warrants and the Warrants are changed from the existing shareholders to another investor and the investors are the exercisers of the whole amount of the Warrants. That will affect the percentage of shareholding by 33.33 percent, which can be calculated by the following formula:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares issued to accommodate the exercise of the Warrants}}{\text{Number of paid-up shares} + \text{Number of shares issued to accommodate the exercise of the Warrants}} \\ &= \frac{42,662,405,722}{(85,324,811,444 + 42,662,405,722)} \\ &= 33.33 \text{ Percent} \end{aligned}$$

8.2 The allocation of newly issued ordinary shares offering to the existing shareholders in proportion of shareholding (Right Offering)

8.2.1 Price Dilution



The impact on the share price in the case of the allocation of newly issued ordinary shares offered to existing shareholders in proportion of shareholding (Right Offering) depends on the offering price assigned to the Board of Directors or any person designated by the Board of Directors to perform any tasks related to the allocation of newly issued ordinary shares. Therefore, in there is an approval from the Board of Directors meeting or the authorized person by the Board of Directors, the Company will disclose the information according to the relevant rules afterwards.

### 8.2.2 Control Dilution

In the event that all existing shareholders fully subscribe for newly issued ordinary shares in proportion to their respective shareholdings, there will be no control dilution effect. except

In the event that the existing shareholders do not subscribe all of the newly issued ordinary shares for offering of all such shares in proportion to their respective shareholdings but there are existing shareholders oversubscribing for the newly issued ordinary shares and there are no remaining unsubscribed newly issued ordinary shares upon the completion, **there will be the control dilution at approximately 23.08 percent** which can be calculated by the following formula:

Control Dilution = Number of shares issued to accommodate the exercise of the Warrants

$$\begin{aligned} & \text{Number of paid-up shares} + \text{Number of shares issued to accommodate} \\ & \text{the exercise of the Warrants} \\ = & \frac{25,597,443,434}{(85,324,811,444 + 25,597,443,434)} \\ = & 23.08 \text{ Percent} \end{aligned}$$

## 8.3 The allocation of newly issued ordinary shares offering to specific investors (Private Placement)

### 8.3.1 Price Dilution

The impact on the share price in the case of the allocation of newly issued ordinary shares offered to specific investors (Private Placement) depends on the offering price assigned to the Board of Directors or any person designated by the Board of Directors to perform any tasks related to the allocation of newly issued ordinary shares. Therefore, in there is an approval from the Board of Directors meeting or the authorized person by the Board of

Directors, the Company will disclose the information according to the relevant rules afterwards.

### 8.3.2 Control Dilution

In the event that the Board of Directors has resolution not to offer the newly ordinary shares to specific investors (Private Placement), there will be no control dilution effect. Except

In the event that the Board of Directors approved the allocation of the newly issued ordinary shares offered to specific investors ( Private Placement) and there are no remaining unsubscribed newly issued ordinary shares upon the completion, **there will be the control dilution at approximately 9.09 percent** which can be calculated by the following formula:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares issued to accommodate the exercise of the Warrants}}{\text{Number of paid-up shares} + \text{Number of shares issued to accommodate the exercise of the Warrants}} \\ &= \frac{8,532,481,145}{(85,324,811,444 + 8,532,481,145)} \\ &= 9.09 \text{ Percent} \end{aligned}$$

- 8.4 The allocation of newly issued ordinary shares offering for the exercise to purchase the newly issued ordinary shares under the AQ-W5 Warrants, offering to the existing shareholders in proportion of shareholding (Right Offering), and offering to specific investors (Private Placement)

In the event that the Company allocate the newly issued ordinary shares offering for the exercise to purchase the newly issued ordinary shares under the AQ- W5 Warrants, offering to the existing shareholders in proportion of shareholding (Right Offering), and offering to specific investors (Private Placement) and the right will be exercised in all cases, there will be effect to the existing shareholders as follow:

### 8.4.1 Price Dilution

The issuing the Warrants, there is no impact on the Company's price dilution since the exercise price of the Warrants is 1.00 Baht per share, which is higher than the market price traded in the SET as of the date of the Board of Directors has resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 which can be calculated by the following formula:

- Translation -

$$\text{Price Dilution} = \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$$

Market price after offering =

(Market price x Number of paid-up shares) + (Pre-offering market price x Number of the Warrants allocated) + (Exercise price x Number of shares issued to accommodate the exercise of the Warrants)

$$\begin{aligned} & \text{Number of paid-up shares} + \text{Number of offered shares} \\ & = \frac{0.05 - 0.043}{0.05} \\ & = 14.67 \text{ Percent} \end{aligned}$$

And the impact on the share price in the case of the allocation of newly issued ordinary shares offered to existing shareholders in proportion of shareholding (Right Offering) and/or offered to specific investors (Private Placement) depends on the offering price assigned to the Board of Directors or any person designated by the Board of Directors to perform any tasks related to the allocation of newly issued ordinary shares. Therefore, in there is an approval from the Board of Directors meeting or the authorized person by the Board of Directors, the Company will disclose the information according to the relevant rules afterwards.

#### 8.4.2 Control Dilution

The issuing the Warrants, because the Company issues newly issued ordinary shares to offer to existing shareholders (Right Offering) and/or specific investors (Private Placement) under the General mandate basis. In the event that all existing shareholders fully subscribe for newly issued ordinary shares in proportion to their respective shareholdings, there will be no control dilution effect. Control dilution will consider the impact on shareholders in the event that the Company issuance and allocation the Warrants and the Warrants are changed from the existing shareholders to another investor and the investors are the exercisers of the whole amount of the Warrants, and the Board of Directors approved the allocation of the newly issued ordinary shares offered to specific investors (Private Placement) and there are no remaining unsubscribed newly issued ordinary shares upon the completion, **there will be the control dilution at approximately 37.50 percent** which can be calculated by the following formula:

$$\text{Control Dilution} = \frac{\text{Number of shares issued to accommodate the exercise of the Warrants}}{\text{Number of shares issued to accommodate the exercise of the Warrants}}$$

- Translation -

$$\begin{aligned} & \text{Number of paid-up shares} + \text{Number of shares issued to accommodate} \\ & \text{the exercise of the Warrants} \\ & = \frac{51,194,886,867}{(85,324,811,444 + 51,194,886,867)} \\ & = 37.50 \text{ Percent} \end{aligned}$$

9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase or allotment of new shares:

No.	Procedures of the Capital Increase	Date / Month/ Year
1	Board of Directors' Meeting No. 6/2021	30 September 2021
2	Date on which the recorded shareholders have the rights to attend the Extraordinary General Meeting of the Shareholders No.1/2021 (Record Date)	15 October 2021
3	The Extraordinary General Meeting of the Shareholders No. 1/2021	8 November 2021
4	Register resolution to reduce registered capital Resolution, increase registered capital, and amend the memorandum of association with the Department of Business Development, Minister of Commerce.	Within 14 days from the date of the resolution of the shareholders' meeting
5	Register the paid-up capital with the Department of Business Development, Minister of Commerce.	Within 14 days from the payment date
6.	Record Date to determine the rights of shareholders who will be offered to subscribe for newly issued ordinary shares in the Right Offering.	The period is in accordance with the resolution of the Board of Directors' meeting or the authorized person by the Board of Directors, the Company will disclose the information according to the relevant rules afterwards.
7.	Record Date to determine the rights of shareholders who will receive the allocation of AQ-W5 Warrants.	22 November 2021.

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

Signed.....

(Mr. Chamnam Wangtal) (Mr. Michael Alexander William Fernandez)

Authorized Director