



Director	Meeting allowance (THB/each meeting/person) (only attended directors)
<u>Sub-committee</u>	
1. <u>The Audit Committee</u>	
▪ Chairman of the Audit Committee	22,000
▪ Member of the Audit Committee	10,000
2. <u>The Executive Committee</u>	
▪ Chairman of the Executive Committee	15,000
▪ Member of the Executive Committee	10,000
3. Other Sub-committee which are the Risk Management Committee, the Nomination and Remuneration Committee, and the Cooperate Governance, Social and Environmental Responsibility Committee	
▪ Chairman	15,000
▪ Director	10,000

Remark: Directors who are executives of the Company will receive meeting allowances at the rate of 50 percent of the meeting allowance rates of each committee.

Other compensation or other benefits

The Company has no policy to pay other compensation apart from what has been paid for remuneration as director or officer who regularly received from the Company. Additionally, the Company also has no policy to provide any share or other securities for any directors and executives. This result will start from January 1, 2022 onward until there is a revision on the committee's resolution in otherwise.

5. Approved to propose to the shareholders' meeting to consider and approve the appointment of auditors of the Company for the year 2022 from Karin Audit Company Limited as follows:

1	Ms. Kannika Wipanurat	Certified Public Account No. 7305 and/or
2	Mr. Jirote Sirirorote	Certified Public Account No. 5113 and/or
3	Ms. Nonglak Pattanabandith	Certified Public Account No. 4713 and/or
4	Mrs. Sumana Senivongse	Certified Public Account No. 5897 and/or
5	Mr. Komin Linphrachaya	Certified Public Account No. 3675 and/or
6	Ms. Kojchamon Sunhuan	Certified Public Account No. 11536 and/or
7	Mr. Kraisaeng Thiranulak	Certified Public Account No. 5428 and/or



the Authorized Directors and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Authorized Directors has the power to take any action regarding the registration of amendments to the Memorandum of Association at the Department of Business Development, Ministry of Commerce and have the authority to take any necessary actions to comply with the registrar's orders to complete the registration.

8. Approved to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital in the amount of THB 27,301,834.50 from the registered capital of THB 1,410,838,578.50 to THB 1,438,140,413 by issuing ordinary shares 54,603,669 shares with a par value of THB 0.50 per share to accommodate the adjustment of the rights of the DIMET-W4 Warrants and approve the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase.

In addition, the Board of Directors' meeting approved to propose that the shareholders' meeting to consider and approve authorizing the Board of Director and/or the Executive Committee and/or the Authorized Directors and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Authorized Directors has the power to take any action regarding the registration of amendments to the Memorandum of Association at the Department of Business Development, Ministry of Commerce and have the authority to take any necessary actions to comply with the registrar's orders to complete the registration.

9. Approved to propose to the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares in the amount of 54,603,669 shares with a par value of THB 0.50 per share to accommodate the adjustment of the rights of the DIMET-W4 Warrants.

In addition, the Board of Directors' meeting approved to propose that the shareholders' meeting to consider and approve authorizing the Board of Director and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer has the power to take any action relating to the issuance and allocation of newly issued ordinary shares to accommodate the right adjustment of the DIMET-W4 Warrants.

The details of the allocation of newly issued ordinary shares have shown in **Enclosure** (Capital Increase Report Form (F53-4)).

10. Approved to convene the 2022 Annual General Meeting of Shareholders on April 1, 2022 at 9.00 a.m. at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280.

The date to determine the list of shareholders who have the right to attend the 2022 Annual General Meeting of Shareholders of the Company (Record Date) is on April 1, 2022. The 2022 Annual General Meeting of Shareholders has the following agenda:

- Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2021 which was held on December 7, 2021.
- Agenda 2 To acknowledge the Company's operating results for the year 2021.
- Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2021.
- Agenda 4 To consider and approve the non-appropriation of legal reserve and the omission of dividend payment from the Company's operation in 2021.
- Agenda 5 To consider and approve the election of Company's directors to replace of those who will retire by rotation



DIMET

Beyond Top Quality

บริษัท ไดเมท (สยาม) จำกัด (มหาชน)
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- Agenda 6 To consider and approve the remuneration of the Board of Directors and Sub-committees for the year 2022
- Agenda 7 To consider and approve the appointment of auditors and determine the audit fee for the year 2022
- Agenda 8 To consider and approve the adjustment of right of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4 which after the adjustment of right, the exercise price shall lower that the par value of the share of the Company.
- Agenda 9 To consider and approve the reduction of the Company's registered capital in the amount of THB 604,804,096 from the registered capital of THB 2,015,642,674.50 to THB 1,410,838,578.50 by cancelling unsold registered ordinary shares in the amount of 1,209,608,192 shares at the par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital decrease.
- Agenda 10 To consider and approve the increase of the Company's registered capital in the amount of THB 27,301,834.50 from the registered capital of THB 1,410,838,578.50 to THB 1,438,140,413 by issuing ordinary shares 54,603,669 shares with a par value of THB 0.50 per share and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase.
- Agenda 11 To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the adjustment of right of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4
- Agenda 12 Other matters (if any)

In addition, the Board of Director has approved to authorize the Board of Director or Chief Executive Officer or the person assigned by the Board of Director or Chief Executive Officer to have the power to consider revising the agenda, date, time, and procedure of the 2022 Annual General Meeting of Shareholders as appropriate.

Please be informed accordingly,

Sincerely yours,

Dimet (Siam) Public Company Limited

Signed

Anya Thaworanun

(Mrs. Anya Thaworanun)

Secretary of the Company

(F 53-4)

Capital increase report form

Dimet (Siam) Public Company Limited

March 18, 2022

We, Dimet (Siam) Public Company Limited. (the "**Company**"), hereby report on the resolution of the Board of Directors' Meeting No. 3/2022, held on March 18, 2022 relating to the decrease of the registered capital, the increase of the registered capital, and the allocation of newly issued shares with the following details:

1. Capital Decrease and Capital Increase

The Board of Directors' meeting passed a resolution to propose the 2022 Annual General Meeting of Shareholders to consider and approve the reduction of the registered capital and the increase of the Company's registered capital as following details;

1.1 Capital Decrease

The Board of Directors' meeting has approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered capital in the amount of THB 604,804,096 from the registered capital of THB 2,015,642,674.50 to THB 1,410,838,578.50 by cancelling unsold registered ordinary shares in the amount of 1,209,608,192 shares at the par value of THB 0.50 per share, which is the remaining shares of (1) the capital increase for issuance and offering to specific investors by the way of private placement in accordance with the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2021 in the amount of 1,208,600,000 shares and (2) the exercise of rights under the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.3 which has expired in the amount of 1,008,192 shares and approve the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital decrease.

In this regard, the outstanding 806,553,450 shares are to reserve for the exercise rights of the DIMET-W4 Warrants. the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4 ("**DIMET-W4 Warrants**").

1.2 Capital Increase

The Board of Directors' meeting has approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital in the amount of THB 27,301,834.50 from the registered capital of THB 1,410,838,578.50 to THB 1,438,140,413 by issuing ordinary shares 54,603,669 shares with a par value of THB 0.50 per share to accommodate the adjustment of the rights of the DIMET-W4 Warrants and approve the Amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the Company's registered capital increase as follows:

Type of capital increase	Type of Shares	Number of shares (shares)	Par value (THB/Share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Shares	54,603,669	0.50	27,301,834.50
	Preferred Shares	-	-	-
<input type="checkbox"/> General Power of Attorney (General Mandate)	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

2. Allotment of new shares

2.1 Specific Purpose of Use of Proceeds

Allotted To	Number of Shares (Shares)	Ratio (Old : New)	Sale price (THB/share)	Subscription and payment period	note
to accommodate the adjustment of the rights of the DIMET-W4 Warrants	54,603,669	-	-	-	Please consider the note.

Note:

- 1) According to on December 28, 2021 which is the date that the Company received partial payment of the new ordinary shares which were issued and offered to specific investors by the way of private placement in accordance with the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2021 at the offering price of THB 0.59 per newly issued ordinary shares, which is lower than 90% of the market price as at the first day of the offering of the ordinary shares to a private placement at that time. Therefore, it is considered as a reason to the right adjustment as specified in Clause 1.4.1(c) under the Terms and Conditions Governing the Rights and Obligations of the Issuers and Holders of the Warrants to purchase Newly Issued Ordinary Shares of Dimet (Siam) Public Company Limited No.4 (DIMET-W4), with the details as follows:

	Original	Adjustment
Exercise Price (THB per share)	0.50	0.4683
Exercise Rate	1 : 1	1 : 1.0677

In order for the Company to adjust the exercise price to be lower than the par value of the Company's ordinary shares, the Board of Directors resolved to propose to shareholders' meeting to consider and approve that the Company may lower the exercise price than the par value of the Company's ordinary share after adjusting the exercise price of the DIMET-W4 Warrants pursuant to Section 52 of the Public Company Limited Act B.E. 2535 (1992) (as amended). This adjustment is due to the continuing loss by the Company as stated in the Company's financial statement for the fiscal year ended December 31, 2021, as such the Company, therefore, can set the exercise price to purchase the Company's ordinary shares at a price lower than the par value of the Company's shares (Par Value).

- 2) The Board of Directors' meeting approved to propose that the shareholders' meeting to consider and approve authorizing the Board of Director and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer has the power to take any action relating to the issuance and allocation of newly issued ordinary shares to accommodate the right adjustment of the DIMET-W4 Warrants.

2.1 The Company's plan in case where there is a fraction of shares remaining

In the event that there are fractions of shares, all shares shall be discarded.

3. Schedule for a shareholders' meeting to approve the capital increase and the allotment

Schedule the date of the 2022 Annual General Meeting of Shareholders on April, 27 2022 at 9.00 a.m. at Ballroom Meeting Room, Bangpoo Golf & Sport Club, No.191, Moo 3, Sukhumvit Road, Phraeksa Mai Sub-District, Mueang Samut Prakan District, Samut Prakan 10280 by;

- Specifying names of shareholders who are eligible to attend the Shareholders' meeting on April 1, 2022
- Set the closing date of the share registration book for the right to attend the shareholders' meeting from..... until the shareholders' meeting is completed.

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

- 4.1 The Company shall apply for the registration of decrease of the Company's registered capital, increase of the Company's registered capital, and the Company's paid-up capitals including the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce of Thailand.
- 4.2 The Company shall submit applications to the Stock Exchange of Thailand for approval of newly issued ordinary shares to be listed in the mai.

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

Issuance of newly issued ordinary shares in the amount of 54,603,669 shares to accommodate the right adjustment of the DIMET-W4 Warrants.

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

To accommodate the right adjustment of the DIMET-W4 Warrants.

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

7.1 Dividend Policy of the Company

The Company has a policy to pay dividends to the shareholders at the rate of 40 percent of net profit after deducting all kinds of reserves as prescribed in the Articles of Association and by law if there is no other necessity and the dividend payment shall in no way affect the Company's operations in material aspects. The Board of Directors' meeting shall propose the dividend payment to the Shareholders' Meeting for approval, except interim dividend, which the Board of Directors is empowered to approve such interim dividend payment, and then report the same to the next Shareholders' Meeting.

7.2 The DIMET-W4 Warrants holders shall be entitled to receive dividends from the Company's operations when the DIMET-W4 Warrants holders exercise their right under the DIMET-W4 Warrants to purchase ordinary shares of the Company and be registered as shareholders of the Company.

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

-None-

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

No.	Procedures of the capital increase	Date/Month/Year
1	The date of the Meeting of the Board of Directors No. 3/2022	March 18, 2022
2	Record Date to determine the list of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date)	April 1, 2022
3	The date of the 2022 Annual General Meeting of Shareholders	April 27, 2022
4	Registration of the registered capital decrease and increase with the Ministry of Commerce	Within 14 days from the date of the resolution of the Shareholders' Meeting

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

Sign

(Mr. Ho-Chih Huang)

Authorized Director

Sign

(Mr. Noppadol Kanjanatawewat)

Authorized Director

Remark: To be signed by the directors who are authorized to sign on behalf of the company, with the company's seal affixed