



PPPM/2565-030

April 11, 2022

Subject The registered capital increase, the issuance and offering of PPPM-W5 to existing shareholders who subscribed and have been allotted the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding which will not be allocated to shareholders that will impose duties on the Company under foreign laws, and schedule the Extraordinary General Meeting of Shareholders No. 1/2022. (Amendment)

To Directors and Managers
Stock Exchange of Thailand

Enclosure

1. Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 5 (PPPM-W5) to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding **which will not be allocated to shareholders that will impose duties on the Company under foreign laws (Preferential Public Offering)**
2. Capital Increase Report Form (F53-4)
3. Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholdings, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws** and Issuance and Offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 5 (PPPM-W5)

PP Prime Public Company Limited (“**Company**”) hereby report the resolution of the Board of Directors’ Meeting No. 5/2022 on April 8, 2022, with important matters summarized as follows:

1. Resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve increase of the Company’s registered capital by 10,719,376,743 Baht from the existing registered capital of 3,230,942,424 Baht to the new registered capital of 13,950,319,167 Baht by issuing 10,719,376,743 newly issued ordinary shares with the par value of 1 Baht per share with details as follows:
 - (1) To accommodate the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws** at the amount of, not exceeding, 8,517,598,284 shares with the par value of 1 Baht per share,
 - (2) To accommodate the exercise of the Warrant to Purchase Ordinary Shares of the Company No. 5 (PPPM-W5) at the amount of, not exceeding, 1,419,599,714 shares with the par value of 1 Baht per share issued and offered to existing shareholders who subscribed and have been allotted the newly issued ordinary shares, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws.**



(3) To accommodate the adjustment of rights of the Warrant to Purchase Ordinary Shares of the Company No. 4 (PPPM-W4) at the amount of, not exceeding, 652,178,745 shares.

(4) To accommodate the exercise of conversion rights of the convertible debentures issued and offered in accordance to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 (“**Convertible Debentures**”) held on November 24, 2021 at the amount of 130,000,000 shares.

Details are shown in the Capital Increase Report Form (F53-4) (**Enclosure 2**).

2. Resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the amendment of the Company’s Memorandum of Association Clause 4 to reflect the increase of the Company’s registered capital, as follows:

“Clause 4.	Registered Capital	13,735,250,263 Baht (thirteen billion seven hundred thirty-five million two hundred fifty thousand two hundred sixty-three Baht)
	Divided into	13,735,250,263 shares (thirteen billion seven hundred thirty-five million two hundred fifty thousand two hundred sixty-three shares)
	Par Value	1.00 Baht (One Baht)
	Consisting of	
	Ordinary Shares	13,735,250,263 shares (thirteen billion seven hundred thirty-five million two hundred fifty thousand two hundred sixty-three shares)
	Preferred Shares	- shares (- shares)

In this regard, the authorization of the Board of or any persons appointed by the Board of Directors to have the power to consider and determine the condition and details related to such capital increase, as well as to change words or phrases in minutes of shareholders meeting, Memorandum of Association, and/or various registration documents and/or any procedures in order to comply with the registrar’s order in filing the registration for the increase of registered capital and amendments of the Company’s Memorandum of Association to the Department of Business Development, Ministry of Commerce. Including, listing the newly issued ordinary shares as listed securities in the Stock Exchange of Thailand and sending evidential documents to the Securities and Exchange Commission, Stock Exchange of Thailand, Ministry of Commerce, or other relevant agencies.

3. Resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve issuance and offering of the Warrant to Purchase Ordinary Shares of PP Prime Public Company Limited No. 5 (“**PPPM-W5**” or “**Warrant**”) at the amount of, not exceeding, 1,419,599,714 units (equivalent to 59.4% of the Company’s paid-up capital at the Board of Directors’ Meeting No. 5/2022 held on April 8, 2022 and when combined with the shares allocated to accommodate the exercise of conversion rights of all the Convertible Debentures and Warrant PPPM-W4 at the amount of 1,625,002,964 shares, a total of 3,044,602,678 shares, equivalent to 27.92% which is not more than 50% of the Company’s paid-up capital at such date) to allocate to existing shareholders who subscribed and have been allotted the newly issued ordinary shares issued



and offered to existing shareholders in proportion to their shareholding which will not be allocated to shareholders that will impose duties on the Company under foreign laws, free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 6 ordinary shares to 1 Warrant unit (if there are fractions as a result from the calculation of such allocation, disregard them). Such Warrant has a term of 1 year after the issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.10 Baht per share (except for the adjustment of rights).

In addition, because the Company has losses as shown in the balance sheet and income statement of 2021, ended on December 31, 2021, the Company may designate the exercise price of PPPM-W5 to be lower than the par value of the Company's shares, in which the exercise price of PPPM-W5 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

Please consider the Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 5 (PPPM-W5) to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (**Enclosure 1**).

In this regard, the Company schedule the date to determine the list of shareholders entitled to receive the newly issued ordinary shares and Warrants on May 23, 2022 (Record Date). However, such right to receive the allocation is still uncertain, as there must be an approval from the shareholder's meeting.

In addition, the Chief Executive Officer and/or authorized director and/or persons appointed by the Chief Executive Officer and/or authorized director has the authority to determine and amend any criteria, conditions, and other details in the issuance and offering of PPPM-W5, in all respects as deemed appropriate and in compliance with the applicable law, such as, the allocation and issuance and offering date of PPPM-W5, including other necessary and appropriate action related to the issuance and offering of PPPM-W5 in all respects, including, but not limited to contacting, preparing, or delivering documents necessary and related to the issuance and offering of PPPM-W5 and the listing of PPPM-W5 as a listed securities on the Stock Exchange of Thailand ("SET"), as well as, to seek approval from relevant agencies and to appoint other authorized persons.

4. Resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the allocation of newly issued ordinary shares of the Company at the amount of, not exceeding, 10,719,376,743 shares at the par value of 1 Baht per share as follows:

- 4.1 Allocate Newly Issued Ordinary Shares to Existing Shareholders Based on Their Shareholding, which will not be allocated to shareholders that will impose duties on the Company under foreign laws

Allocate newly issued ordinary shares at the amount of, not exceeding, 8,517,598,284 shares with the par value of 1 Baht per share to offer to existing shareholders based on their shareholdings, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws, for example, the United States of America, Canada, China, South Africa, and other countries as the Company deems appropriate** at the allocation ratio of 1 existing ordinary



share to 3 newly issued ordinary share, fractions as a result from the calculation of such allocation are disregarded, at the offering price of 0.1 Baht, equivalent to the value of 851,759,828.40 Baht of newly issued ordinary shares.

In addition, because the Company has losses as shown in the balance sheet and income statement of 2021, ended on December 31, 2021, the Company may designate the newly issued ordinary share price to be lower than the par value of the Company's shares. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

This issuance and offering of newly issued ordinary shares to existing shareholders of the Company will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be disregarded. The existing shareholders have the right to oversubscribe for newly issued ordinary shares. The existing shareholders who oversubscribe shall receive such oversubscription shares only when there are remaining shares from the allocation to existing shareholders of the Company that are fully subscribed, accordingly.

However, in the event that there are newly issued ordinary shares remaining from the allocation to existing shareholders in the first round, the Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe for the newly issued ordinary shares in excess of their own proportion of shareholding, at the same offering price of shares allocated in accordance to their rights. In the allocation of such newly issued ordinary shares, the Company will allocate the remaining shares until there are no more newly issued ordinary shares left from the allocation or until no shareholder wishes to subscribe for such newly issued ordinary shares or is unable to allocate because it is a fractional share, details are as follows:

- (1) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding ratio) in the first round is more than or equal to the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate such remaining shares to all existing shareholders who have oversubscribed and fully paid for the shares according to the amount of intention shown in oversubscription.
- (2) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding ratio) in the first round is less than the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate the remaining newly issued ordinary shares as follows:
 - a) Allocate the remaining newly issued ordinary shares in proportion to the existing shareholding of each shareholder who oversubscribes, by multiplying the existing shareholding proportion of each oversubscribed shareholder by the number of remaining newly issued ordinary shares. This is equal to the

number of shares that each oversubscribed shareholder is entitled to be allocated (fractional shares resulting from the calculation will be disregarded). However, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for in full.

- b) In the event that there are still newly issued ordinary shares left after the allocation in accordance with (2)(a) above, the Company will allocate it to each shareholder who has oversubscribed that have not been fully allocated, according to the amount oversubscribed in accordance with the method in (2)(a) above until there are no remaining shares to be allocated. However, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for in full.

In the case that there are remaining newly issued ordinary shares from the allocation to existing shareholders of the Company in proportion to their shareholders and the allocation to shareholders who oversubscribe. The offering, whether once in full or several times, the Company may offer the remaining shares, whether once in full or several times, to a Private Placement, in accordance to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement, in which such person/s is not a connected person to the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546. The offering price must not be lower than 90% of the market price, whereas, the market price is calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the date the offering price was determined. Whereas, the price of the Company's shares to be weighted shall be the average daily trading price of such shares. However, such date the offering price was determined should be not more than 3 business days prior to the first day of offering to investors and the offering price of the shares to a Private Placement must not be lower than the price offered to existing shareholders based on their shareholding.

In addition, because the Company has losses as shown in the balance sheet and income statement of 2021, ended on December 31, 2021, the Company may designate the newly issued ordinary share price to be lower than the par value of the Company's shares. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified). In this case, the Company may offer sale of the remaining shares (from the allocation to existing shareholders) to a Private Placement at the offering price of not less than 0.1 Baht per share.



Moreover, authorize the Board of Directors or Chief Executive Officer or persons appointed by the Board of Directors or Chief Executive Officer to have to power to consider and determine the conditions, offering price, and details on the proceedings related to the allocation of such newly issued ordinary shares, i.e., the allocation of newly issued ordinary shares, whether once in full or several times, procuring investors, amendment of the list of names and allocated number of shares. Including, the amendment or addition of allocation details and the authority to determining other details related to the allocation of such newly issued ordinary shares as deemed appropriate, with the Company utmost benefits and does not contradict the law and/or rules or regulations related to the Securities and Exchange Commission, Stock Exchange of Thailand, and/or other related agencies.

In the case of allocating the remaining shares (from the allocation to existing shareholders) to a Private Placement, the Company shall proceed with the registration of the increase of the Company's paid-up capital with the Registrar of Public Companies in accordance to the payment made by the person who received such allocation from time to time.

The allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not cause shareholders who oversubscribed to hold the Company's shares in a manner that is within the scope of making a tender offer for all of the Company's securities (Tender Offer) according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers or to violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49% of the total number of issued shares of the Company.

However, the Company reserves the right to not offer newly issued ordinary shares to any existing shareholders of the Company, if such action will impose duties on the Company under foreign laws or does not comply with the regulations, procedures, or conditions specified in this offering and allocation of newly issued ordinary shares. The Company has considered to not offer and allocate newly issued ordinary shares to existing shareholders in proportion to their shareholding to shareholders in the United States of America, Canada, China, South Africa, and other countries as the Company deems appropriate. If there are any more countries, the Company will inform you via the stock exchange's system further. This includes the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholding and the allocation of oversubscribed shares.

In addition, if there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company in proportion to their shareholding and the allocation to shareholders who oversubscribe and the allocation of the remaining shares to a Private Placement, as stated above. The Company shall propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital by cancelling the remaining newly issued ordinary shares from the offering.

The Board of Directors resolved to schedule the date to determine the list of shareholders entitled to receive the allocation of newly issued ordinary shares in proportion to their shareholdings (Record Date) on May 23, 2022 and determine to subscription date for the newly issued ordinary

shares of the Company during June 13-17, 2022. However, the right to subscribe to the newly issued ordinary shares is still uncertain, due to the fact that the Extraordinary General Meeting of Shareholders No. 1/2022 has to approve such action.

In addition, the Board of Directors resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the Chief Executive Officer and/or authorized director and/or persons appointed by the Chief Executive Officer and/or authorized director to have the power to proceed with necessary actions in relation with the capital increase and the allocation of the Company's newly issued ordinary shares, which includes but is not limited to the following:

- a) Determine the conditions and details related to the allocation of the newly issued ordinary shares; This includes but is not limited to the offering period, subscription, payment of shares, as well as specifying conditions and other details related to the allocation of the newly issued ordinary shares.
- b) Sign applications, notices, as well as any instruments or documents related to the capital increase and the allocation of the Company's newly issued ordinary shares. This includes notarizing any relevant documents, contacting, and/or receiving documents from officials or representatives of any related agency, as well as the listing of the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.
- c) Take any other actions necessary, related to, and/or in continuation with the capital increase and the allocation of the Company's newly issued ordinary shares by complying with applicable laws and/or regulations.

4.2 Allocate Newly Issued Ordinary Shares to Accommodate to exercise of Warrant PPPM-W5

Allocate newly issued ordinary shares at the amount of, not exceeding, 1,419,599,714 shares at the par value of 1 Baht per share to accommodate for the exercise of rights under PPPM-W5 to existing shareholders of the Company in proportion to their shareholding which will not be allocated to shareholders that will impose duties on the Company under foreign laws, free-of-charge (Zero Baht), at the allocation rate of 6 ordinary shares to 1 Warrant unit (if there are fractions as a result from the calculation of such allocation, disregard them). Such Warrant has a term of 1 year after the issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.10 Baht per share (except for the adjustment of rights).

In this regard, the number of shares allocated to accommodate the exercise of PPPM-W5, PPPM-W4, and the exercise of all convertible debentures of the Company totaled in number 3,044,602,678 shares, representing 27.92% of the Company's paid-up capital as of the Board of Directors' meeting on April 8, 2022, which is not more than 50% of the Company's paid-up capital as of such date.

In addition, because the Company has losses as shown in the balance sheet and income statement of 2021, ended on December 31, 2021, the Company may designate the exercise price of PPPM-W5 to be lower than the par value of the Company's shares, in which the exercise price of PPPM-W5 (whether there was an adjustment of rights or not) must not be lower than



0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

4.3 Allocation of Newly Issued Ordinary Shares to accommodate the adjustment of rights of PPPM-W4

Allocate the newly issued ordinary shares at the amount of, not exceeding, 652,178,745 shares with the par value of 1 Baht to accommodate the adjustment of rights of the Warrant to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 (“**PPPM-W4**”). Because the offer of ordinary shares to existing shareholders in proportion to their shareholding considered in this meeting has a net price per newly issued ordinary share of less than 90% of the market price per ordinary share of the Company, in which the net price per share of the newly issued ordinary shares is calculated from the all the funds the Company received less the expenses incurred from such offering of securities (if any) divided by the number of newly issued ordinary shares in accordance to the Terms and Conditions of the Warrant Issuer and Holder to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 (“**Terms and Conditions of PPPM-W4**”).

In this regard, the rights adjustment PPPM-W4, in accordance with the Terms and Conditions of PPPM-W4, is calculated from the market price per ordinary share of the Company, which is determine by the total value of the Company’s ordinary shares traded on a daily basis divided by the number of the Company’s ordinary shares traded on the Stock Exchange on such date during the period of 15 consecutive business days prior to the first day that the purchaser of ordinary shares will not be entitled to purchase the newly issued ordinary shares (The first day that the SET marked XR).

The Company has set the date to determine the list of shareholders entitled to subscribe for newly issued ordinary shares (Record Date) to be on May 23, 2022. Therefore, the first day that the SET will announce the XR mark is on May 20, 2022.

As of the date of the Board of Directors' meeting, the market price for the PPPM-W4 adjustment calculation remains uncertain. The Company has proposed an allocation of 1,173,921,741 shares to accommodate the adjustment of PPPM-W4 rights based on possible circumstances. In the case that the number of shares proposed to the Extraordinary General Meeting of Shareholders to allocate for the rights adjustment of PPPM-W4 is not enough, the Company will propose to the shareholders' meeting to approve the capital increase and allocate additional shares to further protect the rights of PPPM-W4 warrant holders.

4.4 Allocation of additional ordinary shares to accommodate the exercise of convertible debentures issued and offered in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 held on November 24, 2021

Allocate the additional newly issued ordinary shares, whether once in full or several times, at the amount of, not exceeding 130,000,000 shares with the par value of 1 Baht per share to accommodate the exercise of conversion rights of the Convertible Debentures issued and offered in accordance to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 held on November 24, 2021. The conversion price of the Convertible Debentures shall not be lower than 90% of the market price, whereas the market price is calculated from the weighted



average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days.

In addition, because the Company has losses as shown in the balance sheet and income statement ended on December 31, 2021, the Company may designate the conversion price of the Convertible Debentures to be lower than the par value of the Company's shares, in which the conversion price of the Convertible Debentures (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

Details of the increase of the Company's registered capital, including the allocation of newly issued ordinary shares are shown in the Capital Increase Report Form (F53-4) (**Enclosure 2**), Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholdings, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws** and Issuance and Offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 5 (PPPM-W5) (**Enclosure 3**), and Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 5 (PPPM-W5) to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws (Preferential Public Offering) (Enclosure 1)**.

5. Resolved to schedule the Extraordinary General Meeting of Shareholders No. 1/2022 on May 11, 2022 at 10.00 hrs. via electronic meeting and schedule the date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date) on April 25, 2022, to consider the following agendas:

- | | |
|----------|---|
| Agenda 1 | Consider and approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association Clause 4 to reflect the increase of the Company's registered capital |
| Agenda 2 | Consider and approve the issuance and offering of Warrant to Purchase Ordinary Shares of PP Prime Public Company Limited No. 5 (PPPM-W5) to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, which will not be allocated to shareholders that will impose duties on the Company under foreign laws |
| Agenda 3 | Consider and approve the allocation of newly issued ordinary shares of the Company as follows: (1) To issued and offer to existing shareholders in proportion to their shareholding, which will not be allocated to shareholders that will impose duties on the Company under foreign laws (2) to accommodate the exercise of Warrant PPPM-W5 (3) to accommodate the adjustment of rights of Warrant PPPM-W4, and (4) to accommodate the exercise of Convertible |



Debentures issued and offered in accordance to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 on November 24, 2021

Agenda 4 Consider other matters (if any)

In addition, due to the communicable disease situation with the Coronavirus 19 (COVID-19), the Board of Directors' meeting resolved to approve the delegation of authority to the Chief Executive Officer, and/or authorized director of the company and/or persons designated by the Chief Executive Officer and/or authorized director of the company Has the power to take any action related to the summoning of the Extraordinary General Meeting of Shareholders No. 1/2022, including the issuance of Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022, setting and amending the date, time, place and other details as deemed necessary or appropriate within the framework of relevant laws.

Please be informed accordingly.

Sincerely yours,

PP Prime Public Company Limited

(Mrs. Supattra Nakmontanakum)
Chief Executive Officer

Company Secretary
Telephone No. 02-029-1480

Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 5 (PPPM-W5) to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares issued which will not be allocated to shareholders that will impose duties on the Company under foreign laws (Preferential Public Offering)

Topic	Details
Issuer	PP Prime Public Company Limited (“ Company ”)
Warrant Name	Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 1 (PPPM-W5) (“ PPPM-W5 ” or “ Warrant ”)
Type of Warrant	Name on certificate and transferable
Number of Warrants Issued	Not exceeding 1,419,599,714 units However, the issuance and offering of PPPM-W5 will proceed upon the approval from the Extraordinary general meeting of Shareholders No. 1/2022
Offering Price per Unit	0 Baht per unit (free-of-charge)
Allocation Method	<p>The Company will issue and allocate the Warrant to existing shareholders of the Company who subscribe and have been allotted the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding which will not be allocated to shareholders that will impose duties on the Company under foreign laws, free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 6 ordinary shares to 1 Warrant unit (if there are fractions as a result from the calculation of such allocation, disregard them).</p> <p>In this regard, the Company schedules the date to determine the list of shareholders who are entitled to receive PPPM-W5 on May 23, 2022 (Record Date).</p> <p>In the case that the calculation of the allocation of PPPM-W5 for each shareholder results in a fraction of shares or warrant (if any) disregard them.</p> <p>After the calculation of the allocation of PPPM-W5, in the case that there are remaining warrants from the allocation, the Company will cancel the remaining warrant. This will allow the remaining number of warrants to be allocated to shareholders perfectly.</p>
Exercise Ratio	1 Warrant unit is entitled to purchase 1 ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the conditions of the adjustment of rights as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 5 (“ Terms and Conditions ”).
Exercise Price	<p>0.1 Baht per share, unless the exercise price is adjusted otherwise pursuant to the conditions of the adjustment of rights as stipulated in the Terms and Conditions</p> <p>However, because the Company has losses as shown in the balance sheet and income statement of 2021, ended on December 31, 2021, the Company may designate the exercise price of PPPM-W5 to be lower than the par value of the Company’s shares, in which the exercise price of PPPM-W5 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which</p>

Topic	Details
	is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).
Issuance and Offering Date	The Chief Executive Officer and/or authorized director and/or persons appointed by the Chief Executive Officer and/or authorized director has the authority to schedule the issuance date and will schedule such date after the approval from the Extraordinary General Meeting of Shareholders No. 1/2022.
Term of Warrants	1 year from the issuance and allocation date of the Warrant. In this respect, the Company shall not extend the term of Warrant after issuance.
Exercise Period	<p>The warrant holders can exercise their rights 2 times under the Warrant. The first exercise date can be initiated in the date of last business day of January, 2023, and the last exercise date is when the warrant has matured for 1 year.</p> <p>However, in the event that such date falls on a holiday of the Company or SET, the Exercise Date shall be postponed to the last business day prior business day.</p> <p>The remaining warrants from exercise or not being exercised on the any date determined. It can be accumulated for using on the next exercise date, during the maturity period of the Warrants. If the Warrant is due, any warrants that have not been exercised will be revoked and terminated.</p>
Notification Period of Intention to Exercise Warrants	<p>The warrant holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall deliver a notification of intention to exercise the Warrant within the period of 5 business days prior to each exercise date.</p> <p>In the event that such date falls on a holiday of the Company, the Exercise Date shall be postponed to the prior business day. Except for the last notification of Intention to Exercise Warrants, shall notify the intention to exercise the right within the period of 15 business days prior to the last exercise date.</p>
Irrevocability of Notification of Intention to Exercise Warrant	When the warrant holders notify the Company of the intention to exercise the right to purchase the newly issued ordinary shares of the Company under the Warrant, such notification shall be irrevocable, unless approved with a written consent from the Company.
Offering Period	Offering must be completed within 1 year from the date that the shareholders meeting approves the issuance and offering of PPPM-W5. Whereas the Chief Executive Officer and/or authorized directors and/or persons appointed by the Chief Executive Officer and/or authorized directors have the authority to determine further conditions and details.
Number of Ordinary Shares Reserved for the Exercise of Warrants	<p>Not exceeding 1,419,599,714 shares at par value of 1 Baht per share</p> <p>In this regard, the number of shares allocated to accommodate the exercise of PPPM-W5, PPPM-W4, and the exercise of all convertible debentures of the Company totaled in number 3,044,602,678 shares, representing 27.92% of the Company's paid-up capital as of the Board of Directors' meeting on April 8, 2022, which is not more than 50% of the Company's paid-up capital as of such date.</p> <p>Calculation method for share accommodating the exercise of rights for PPPM-W5:</p>

Topic	Details
	<p>=Number of shares allocated to accommodate the exercise of rights for PPPM-W5, PPPM-W4 and the exercise of conversion rights of all Convertible Debentures (3,044,602,678 shares) / Company's paid-up capital at such date (2,388,118,205+8,517,598,284)</p> <p>= 27.92%</p>
Warrant Registrar	Thailand Securities Depository Company Limited ("TSD") or the person duly appointed to act as the registrar of PPPM-W5.
Secondary Market for Warrants	The Company will list PPPM-W5 on the SET.
Secondary Market for the Ordinary Shares Issued upon Exercise of Warrants	The Company will list the ordinary shares arising from the exercise of PPPM-W5 to be listed on the SET.
Other Rights and Benefits	Ordinary shares issued under the exercise of PPPM-W5 will have the same rights as the Company's ordinary shares which is issued prior in all respects.
Dilution Effect	<p>The effects of the issuance and offering of newly issued ordinary shares in proportion to the shareholding (Rights Offering) along with warrants to purchase the Company's ordinary shares at the same time are as follows:</p> <p>1. <u>Control Dilution</u></p> <p>= 1-[Number of existing paid-up ordinary shares/(Number of existing paid-up ordinary shares +(Number of newly issued ordinary shares for RO + Number of newly issued ordinary shares for PPPM-W5)]</p> <p>= 1-[2,839,199,428/(2,839,199,428+(8,517,598,284+1,419,599,714))]</p> <p>77.78%</p> <p>2. <u>Price Dilution</u></p> <p>= (Weighted average price of ordinary shares for 15 business days-[(Weighted average price of ordinary shares for 15 business days* Number of existing paid-up ordinary shares)+(Offering Price 0.10 Baht* Number of newly issued ordinary shares for RO and PPPM-W5)]/(Number of existing paid-up ordinary shares+Number of newly issued ordinary shares for RO and PPPM-W5))/ Weighted average price of ordinary shares for 15 business days</p> <p>= {0.3786- [(0.3786*2,839,199,428)+(0.10*(8,517,598,284+1,419,599,714))]/(2,839,199,428+(8,517,598,285+1,419,599,714))}/0.3786</p> <p>57.23%</p> <p>3. <u>Earnings Per Share Dilution or EPS. Dilution</u></p> <p>The Company is unable to calculate the effect on profit sharing (Earning Per Share Dilution) due to the company's operating deficit in 2021.</p>

Topic	Details
Event to issue new shares to accommodate the adjustment of rights	<p>When there is an adjustment of rights to the Exercise Price and Exercise Ratio pursuant to the conditions of the adjustment of rights stipulated in the Terms and Conditions, which resembles the events as stated in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. Tor.Jor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, Warrants, and Underlying Shares dated December 15, 2008 (as amended).</p>
Rights Adjustment of the Warrants	<p>The Company will adjust the Exercise Price and the Exercise Ratio, if any of the following events occurs:</p> <ul style="list-style-type: none"> (a) When the Company adjusts the par value of the ordinary shares, as a result of a combine or split in value of the previously issued shares. (b) When the Company offers new allotment of any shares and the net price per share of the newly issued ordinary share is lower than 90 percent of the market price per share of the Company's ordinary shares. (c) In case the Company issues new securities and such securities confer the right of conversion into ordinary shares or the right to purchase the ordinary shares (such as convertible debentures or warrants representing rights to purchase the ordinary shares) at the net price per new ordinary shares below 90 percent of the market price per share of the Company's ordinary shares. (d) In case the Company declares dividend payment, whether in whole or in part, in the form of the Company's ordinary shares. (e) When the Company makes dividend payment in cash with the amount exceeding 80 percent of the Company's net profit after tax from the separated financial statement in any financial periods, whether it is dividend payment on operating results or retained earnings for the Company's separate financial statements, during the maturity period of the Warrants. (f) In case that, there are circumstances that having effect on the Warrant holders or the holders of the Warrants Certificates to loss their rights or benefits that they should obtain, and those circumstances are not described in (a) to (e). The Company will consider to determine the adjustment of the new Exercise Price and Exercise Ratio (or adjust the number of warrant units instead of the exercise ratio) in good faith. <p>In this respect, the definitions, rights adjustment formula, as well as other details shall be in accordance with the Terms and Conditions.</p> <p>However, the Chief Executive Officer and/or authorized director and/or persons appointed by the Chief Executive Officer and/or authorized director shall have the authority to determine other conditions and details related to the amendment and adjustment of Exercise Price and Exercise Ratio.</p>

Topic	Details
Objectives of issuing warrants and the benefits that the Company will receive from the allocation of newly issued ordinary shares	<p>Objectives and plans for utilizing capital from the capital increase to support the issuance and offering of Warrants:</p> <ol style="list-style-type: none"> 1. To support normal operations in core businesses and related business, including the extension and expansion of the Company's business in the future. This includes, investment in various projects and as a source of funds for future investment plans. This will enable the Company to build a stable and sustainable income base in both the short and long term. 2. The Company Company intends to provide returns to the shareholders of the Company who subscribed and have been allotted Warrants. Therefore, the Company has issued and allocated Warrants this time to the Company's shareholders. The shareholders who have been allocated the Warrants can exercise their rights to purchase the Company's newly issued ordinary shares that can be obtained when the Warrants are exercised within the specified period or receive returns from the Warrants in the Stock Exchange of Thailand.
Benefits shareholders will receive from the capital increase	<p>Dividend Payment Policy</p> <p>If the shareholders who have been allocated warrants has exercised the right to purchase ordinary shares, such act will bring in working capital to the Company. In addition, the Company will use the money for investment. This will help increase revenue and profits for the Company in the future. Shareholders will receive dividends according to the dividend payment policy.</p> <p>The Company has a policy to pay dividends at a rate of not less than 60 percent of the net profit of the separate financial statements after deduction of corporate income tax, deficit, and all various reserves. However, The Company may pay the dividend less than the rate specified above, it depends on the need for working capital to operate, business expansion and other factors related to the management of the Company. However, the resolution of the Board of Directors authorizing the dividend payment shall be presented for approval by the shareholders' meeting unless it is an interim dividend payment which the Board of Directors has the authority to approve the interim dividend payment and will be reported to the shareholders' meeting at the next shareholders' meeting.</p> <p>Rights of Shareholders</p> <p>Warrant holders that have exercised the right to purchase the Company's newly issued ordinary shares will have the status of a shareholder of the Company only when the registrar of the Company has registered the name of the warrant holder as a shareholder in the Company's share register book and the Company has registered the change of paid-up capital with the Department of Business Development. This includes the right to attend the shareholders' meeting and the right to be allocated to existing shareholders (Right Offering) in addition to receiving dividends. However, it is as the Company's management deems appropriate.</p>
Other Conditions	<p>The Chief Executive Officer and/or authorized director and/or persons appointed by the Chief Executive Officer and/or authorized director shall have the authority to set and change the rules, conditions, and necessary details related to the issuance of PPPM-W5 in all respects as deemed appropriate and under the scope of law, for instance, the allocation and issuance date of PPPM-W5. As well as having the authority to perform any</p>

Topic	Details
	<p>other acts necessary and appropriate for the issuance and allocation of PPPM-W5 in all respects. Including, but not limited to, contact, prepare or deliver any documents required or related to the issuance and offering of PPPM-W5 and the listing of PPPM-W5 as listed securities on SET. As well as applying for permission to the relevant authorities and appointing subcontractors, etc.</p>
Board of Directors' Opinions	
<p>Reason, necessity, and suitability for the capital increase by issuing and offering warrants</p>	<p>The Board of Directors is of the opinion that fundraising by issuing and offering warrant is a good choice to increase the Company's capital, to increase liquidity, and for fast fundraising. This also helps to support further expansion in the future, to prepare and strengthen the company's finances, and to provide the Company with financial flexibility for business operations, which is expected to have a positive impact on the company's operations and business operations. Including, using the money to generate income from the investment and business development of the Company and/or invest in new businesses that are related to or supports the operating business of the Company. This will generate returns for the Company and its shareholders in the future, which benefits both the Company and its shareholders who subscribe for and be allotted the newly issued shares, as detailed in the Capital Increase Report Form (Enclosure 2).</p> <p>The Company expects that the Company will have sufficient cash flow for future operations, even if the warrants are not fully exercised. In addition, if necessary, the Company may issue new ordinary shares to existing shareholders or private placement, which is another fundraising option. However, the Company will consider the appropriateness during that particular time.</p>
<p>Possibility of the plan for utilizing funds</p>	<p>The offering of such warrants to be used as working capital and to support further business expansion in the future, when there is an exercise of rights to purchase ordinary shares under the warrants. If the Company does not receive money from this capital increase, it will cause the Company to lose the opportunity to operate and expand the business according to the Company's future business plans.</p>
<p>Expected impacts on the Company's business operations as well as the Company's financial position and operating results due to the capital increase</p>	<p>Increasing the registered capital of the Company by issuing the Warrants will strengthen both the financial structure and increase financial flexibility for future business expansion. However, if the Company receives less money from the capital increase than expected the plan to use the proceeds received from the capital increase may change from the plan stated above. In this regard, such capital increase will not adversely affect the business operation, financial position, and performance of the Company.</p>
<p>Directors' Testimonials</p>	<p>In the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act and if the performance of such duties causes the Board of Directors or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).</p>

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

Please be informed accordingly.

Sincerely Yours,

(Mrs. Supattra Nakmontanakum)
Director / Chief Executive Officer

(F53-4)

Capital Increase Report Form
PP Prime Public Company Limited

April 8, 2022

PP Prime Public Company Limited (“**Company**”) PP Prime Public Company Limited No. 5/2022 on April 8, 2022 regarding the capital increase and allocation of issued shares, as follows:

1. Capital Increase

The Board of Directors’ Meeting resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the increase of the Company’s registered capital by 10,719,376,743 Baht from the existing registered capital of 3,230,942,424 Baht to the new registered capital of 13,950,319,167 Baht by issuing 10,719,376,743 newly issued ordinary shares with the par value of 1 Baht per share to accommodate (1) the issuance and offering of newly issued ordinary shares to existing shareholders, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws** at the amount of, not exceeding, 8,517,598,284 shares with the par value of 1 Baht per share, (2) to accommodate the exercise of the Warrant to Purchase Ordinary Shares of the Company No. 5 (PPPM-W5) at the amount of, not exceeding, 1,419,599,714 shares with the par value of 1 Baht per share issued and offered to existing shareholders who subscribed and have been allotted the newly issued ordinary shares, which will not be allocated to shareholders that will impose duties on the Company under foreign laws, (3) to accommodate the adjustment of rights of the Warrant to Purchase Ordinary Shares of the Company No. 4 (PPPM-W4) at the amount of, not exceeding, 652,178,745 shares, and (4) to accommodate the exercise of conversion rights of the convertible debentures issued and offered in accordance to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 (“**Convertible Debentures**”) held on November 24, 2021 at the amount of 130,000,000 shares. Details of the capital increase are as follows:

Capital Increase	Type of Securities	Number of Shares (shares)	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary Preferred	10,719,376,743	1.00 -	10,719,376,743
<input type="checkbox"/> General Mandate	Ordinary Preferred	- -	- -	- -

- Specifying the purpose of utilizing the capital: please fill in all of the following items except item No. 2.2
- General Mandate: please fill in only items No.2.2, No.3, and No.4

2. Allocation of capital increase shares

2.1 Specifying the purpose of utilizing the capital

Allocated to	Number of shares	Ratio (old : new)	Offering price (Baht/share)	Subscription and payment method	Remarks
(1) To accommodate the exercise of rights to purchase newly issued ordinary shares for existing shareholders in	Not exceeding 8,517,598,284 shares	1 existing ordinary share : 3 newly issued ordinary shares	0.10	Please consider the remarks below	Please consider the remarks below

Allocated to	Number of shares	Ratio (old : new)	Offering price (Baht/share)	Subscription and payment method	Remarks
proportion to their shareholding, which will not be allocated to shareholders that will impose duties on the Company under foreign laws					
(2) To accommodate the exercise of rights to purchase the remaining shares (from the allocation to existing shareholders in proportion to their shareholdings) to a private placement	Remaining shares from the allocation to existing shareholders	-	The Company shall determine later, please consider the remarks below	The Company shall determine later, please consider the remarks below	Please consider the remarks below
(3) To accommodate the exercise of rights under the Warrant to purchase ordinary shares of the Company that will be issued and offered to existing shareholders who subscribed and have been allotted the newly issued ordinary shares	Not exceeding 1,419,599,714 shares	6 existing ordinary shares : 1 Warrant unit	Free-of-charge (Zero Baht)	The Company shall determine later, please consider the remarks below	Please consider the remarks below
(4) To accommodate the adjustment of rights of the Warrant to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 (PPPM-W4)	Not exceeding 652,178,745 shares	The Company shall determine later, please consider the remarks below	-	-	Please consider the remarks below

Allocated to	Number of shares	Ratio (old : new)	Offering price (Baht/share)	Subscription and payment method	Remarks
(5) To additionally accommodate for the shares accommodated for the exercise of conversion rights for the Convertible Debentures offered to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”)	130,000,000 shares	The conversion ratio is the principal of the Convertible Debentures divided by the conversion price	Not less than 90% of the market price (conversion price)	The Company shall determine later, please consider the remarks below	Please consider the remarks below

Remarks:

The Board of Directors resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the allocation of newly issued ordinary shares of the Company at the amount of, not exceeding, 10,719,376,743 shares at the par value of 1 Baht per share as follows:

1. Allocate Newly Issued Ordinary Shares to Existing Shareholders Based on Their Shareholding, which will not be allocated to shareholders that will impose duties on the Company under foreign laws

Allocate newly issued ordinary shares at the amount of, not exceeding, 8,517,598,284 shares with the par value of 1 Baht per share to offer to existing shareholders based on their shareholdings, which will not be allocated to shareholders that will impose duties on the Company under foreign laws, for example, the United States of America, Canada, China, South Africa, and other countries as the Company deems appropriate (which includes existing shareholders of the Company who resides in the United States of America and other countries as the Company deems appropriate) at the allocation ratio of 1 existing ordinary share to 3 newly issued ordinary share, fractions as a result from the calculation of such allocation are disregarded, at the offering price of 0.1 Baht, equivalent to the value of 851,759,828.40 Baht of newly issued ordinary shares.

In addition, because the Company has losses as shown in the balance sheet and income statement of 2021, ended on December 31, 2021, the Company may designate the newly issued ordinary share price to be lower than the par value of the Company's shares. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

This issuance and offering of newly issued ordinary shares to existing shareholders of the Company will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be disregarded. The existing shareholders have the right to oversubscribe for newly issued ordinary shares. The existing shareholders who oversubscribe shall receive such oversubscription shares only when there are remaining shares from the allocation to existing shareholders of the Company that are fully subscribed, accordingly.

However, in the event that there are newly issued ordinary shares remaining from the allocation to existing shareholders in the first round, the Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe for the newly issued ordinary shares in excess of their own proportion of shareholding, at the same offering price of shares allocated in accordance to their rights. In the allocation of such newly issued ordinary shares, the Company will allocate the remaining shares until there are no more newly issued ordinary shares left from the allocation or until no shareholder wishes to subscribe for such newly issued ordinary shares or is unable to allocate because it is a fractional share, details are as follows:

- (1) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding ratio) in the first round is more than or equal to the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate such remaining shares to all existing shareholders who have oversubscribed and fully paid for the shares according to the amount of intention shown in oversubscription.
- (2) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding ratio) in the first round is less than the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate the remaining newly issued ordinary shares as follows:
 - a) Allocate the remaining newly issued ordinary shares in proportion to the existing shareholding of each shareholder who oversubscribes, by multiplying the existing shareholding proportion of each oversubscribed shareholder by the number of remaining newly issued ordinary shares. This is equal to the number of shares that each oversubscribed shareholder is entitled to be allocated (fractional shares resulting from the calculation will be disregarded). However, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for in full.
 - b) In the event that there are still newly issued ordinary shares left after the allocation in accordance with (2)(a) above, the Company will allocate it to each shareholder who has oversubscribed that have not been fully allocated, according to the amount oversubscribed in accordance with the method in (2)(a) above until there are no remaining shares to be allocated. However, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for in full.

In the case that there are remaining newly issued ordinary shares from the allocation to existing shareholders of the Company in proportion to their shareholders and the allocation to shareholders who oversubscribe. The offering, whether once in full or several times, the Company may offer the remaining shares, whether once in full or several times, to a Private Placement, in accordance to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement, in which such person/s is not a connected person to the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546. The offering price must not be lower than 90% of the market price, whereas, the market price is calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the date the offering price was determined. Whereas, the price of the Company's shares to be weighted shall be the average daily trading price of such shares. However, such date the offering price was determined should be not more than 3 business days prior to the first day of offering to investors and the offering price of the shares to a Private Placement must not be lower than the price offered to existing shareholders based on their shareholding.

In addition, because the Company has losses as shown in the balance sheet and income statement of 2021, ended on December 31, 2021, the Company may designate the newly issued ordinary share price to be lower than the par value of the Company's shares. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified). In this case, the Company may offer sale of the remaining shares (from the allocation to existing shareholders) to a Private Placement at the offering price of not less than 0.1 Baht per share.

Moreover, authorize the Board of Directors or Chief Executive Officer or persons appointed by the Board of Directors or Chief Executive Officer to have to power to consider and determine the conditions, offering price, and details on the proceedings related to the allocation of such newly issued ordinary shares, i.e., the allocation of newly issued ordinary shares, whether once in full or several times, procuring investors, amendment of the list of names and allocated number of shares. Including, the amendment or addition of allocation details and the authority to determining other details related to the allocation of such newly issued ordinary shares as deemed appropriate, with the Company utmost benefits and does not contradict the law

and/or rules or regulations related to the Securities and Exchange Commission, Stock Exchange of Thailand, and/or other related agencies.

In the case of allocating the remaining shares (from the allocation to existing shareholders) to a Private Placement, the Company shall proceed with the registration of the increase of the Company's paid-up capital with the Registrar of Public Companies in accordance to the payment made by the person who received such allocation from time to time.

The allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not cause shareholders who oversubscribed to hold the Company's shares in a manner that is within the scope of making a tender offer for all of the Company's securities (Tender Offer) according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers or to violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49% of the total number of issued shares of the Company.

However, the Company reserves the right to not offer newly issued ordinary shares to any existing shareholders of the Company, if such action will impose duties on the Company under foreign laws or does not comply with the regulations, procedures, or conditions specified in this offering and allocation of newly issued ordinary shares. The Company has considered to not offer and allocate newly issued ordinary shares to existing shareholders in proportion to their shareholding to shareholders in the United States of America, Canada, China, South Africa, and other countries as the Company deems appropriate (which includes existing shareholders of the Company who resides in the United States of America and other countries as the Company deems appropriate). If there are any more countries, the Company will inform you via the stock exchange's system further. This includes the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholding and the allocation of oversubscribed shares.

In addition, if there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company in proportion to their shareholding and the allocation to shareholders who oversubscribe and the allocation of the remaining shares to a Private Placement, as stated above. The Company shall propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital by cancelling the remaining newly issued ordinary shares from the offering.

The Board of Directors resolved to schedule the date to determine the list of shareholders entitled to receive the allocation of newly issued ordinary shares in proportion to their shareholdings (Record Date) on May 23, 2022 and determine to subscription date for the newly issued ordinary shares of the Company during June 13-17, 2022. However, the right to subscribe to the newly issued ordinary shares is still uncertain, due to the fact that the Extraordinary General Meeting of Shareholders No. 1/2022 has to approve such action.

In addition, the Board of Directors resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the Chief Executive Officer and/or authorized director and/or persons appointed by the Chief Executive Officer and/or authorized director to have the power to proceed with necessary actions in relation with the capital increase and the allocation of the Company's newly issued ordinary shares, which includes but is not limited to the following:

- a) Determine the conditions and details related to the allocation of the newly issued ordinary shares; This includes but is not limited to the offering period, subscription, payment of shares, as well as specifying conditions and other details related to the allocation of the newly issued ordinary shares.
- b) Sign applications, notices, as well as any instruments or documents related to the capital increase and the allocation of the Company's newly issued ordinary shares. This includes notarizing any relevant documents, contacting, and/or receiving documents from officials or representatives of any related agency, as well as the listing of the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.
- c) Take any other actions necessary, related to, and/or in continuation with the capital increase and the allocation of the Company's newly issued ordinary shares by complying with applicable laws and/or regulations.

2. Allocate Newly Issued Ordinary Shares to Accommodate to exercise of Warrant PPPM-W5

Allocate newly issued ordinary shares at the amount of, not exceeding, 1,419,599,714 shares at the par value of 1 Baht per share to accommodate for the exercise of rights under PPPM-W5 to existing shareholders of the Company in proportion to their shareholding which will not be allocated to shareholders that will impose duties on the Company under foreign laws, free-of-charge (Zero Baht), at the allocation rate of 6 ordinary shares to 1 Warrant unit (if there are fractions as a result from

the calculation of such allocation, disregard them). Such Warrant has a term of 1 year after the issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.10 Baht per share (except for the adjustment of rights).

In this regard, the number of shares allocated to accommodate the exercise of PPPM-W5, PPPM-W4, and the exercise of all convertible debentures of the Company totaled in number 3,044,602,678 shares, representing 27.92% of the Company's paid-up capital as of the Board of Directors' meeting on April 8, 2022, which is not more than 50% of the Company's paid-up capital as of such date.

In addition, because the Company has losses as shown in the balance sheet and income statement of 2021, ended on December 31, 2021, the Company may designate the exercise price of PPPM-W5 to be lower than the par value of the Company's shares, in which the exercise price of PPPM-W5 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

3. Allocation of Newly Issued Ordinary Shares to accommodate the adjustment of rights of PPPM-W4

Allocate the newly issued ordinary shares at the amount of, not exceeding, 652,178,745 shares with the par value of 1 Baht to accommodate the adjustment of rights of the Warrant to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 ("**PPPM-W4**"). Because the offer of ordinary shares to existing shareholders in proportion to their shareholding considered in this meeting has a net price per newly issued ordinary share of less than 90% of the market price per ordinary share of the Company, in which the net price per share of the newly issued ordinary shares is calculated from the all the funds the Company received less the expenses incurred from such offering of securities (if any) divided by the number of newly issued ordinary shares in accordance to the Terms and Conditions of the Warrant Issuer and Holder to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 ("**Terms and Conditions of PPPM-W4**").

In this regard, the rights adjustment PPPM-W4, in accordance with the **Terms and Conditions of PPPM-W4**, is calculated from the market price per ordinary share of the Company, which is determine by the total value of the Company's ordinary shares traded on a daily basis divided by the number of the Company's ordinary shares traded on the Stock Exchange on such date during the period of 15 consecutive business days prior to the first day that the purchaser of ordinary shares will not be entitled to purchase the newly issued ordinary shares (The first day that the SET marked XR).

The Company has set the date to determine the list of shareholders entitled to subscribe for newly issued ordinary shares (Record Date) to be on May 23, 2022. Therefore, the first day that the SET will announce the XR mark is on May 20, 2022.

As of the date of the Board of Directors' meeting, the market price for the PPPM-W4 adjustment calculation remains uncertain. The Company has proposed an allocation of 1,173,921,741 shares to accommodate the adjustment of PPPM-W4 rights based on possible circumstances. In the case that the number of shares proposed to the Extraordinary General Meeting of Shareholders to allocate for the rights adjustment of PPPM-W4 is not enough, the Company will propose to the shareholders' meeting to approve the capital increase and allocate additional shares to further protect the rights of PPPM-W4 warrant holders.

4. Allocation of additional ordinary shares to accommodate the exercise of convertible debentures issued and offered in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 held on November 24, 2021

Allocate the additional newly issued ordinary shares, whether once in full or several times, at the amount of, not exceeding 130,000,000 shares with the par value of 1 Baht per share to accommodate the exercise of conversion rights of the Convertible Debentures issued and offered in accordance to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 held on November 24, 2021. The conversion price of the Convertible Debentures shall not be lower than 90% of the market price, whereas the market price is calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days.

In addition, because the Company has losses as shown in the balance sheet and income statement ended on December 31, 2021, the Company may designate the conversion price of the Convertible Debentures to be lower than the par value of the Company's shares, in which the conversion price of the Convertible Debentures (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may

offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

2.1.1 Company Procedures in the case of fractional shares

In the case that there are fractional shares from the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings and/or the allocation of Warrant PPPM-W5 and/or the allocation of newly issued ordinary shares to accommodate the adjustment of rights of Warrant PPPM-W4 and/or the conversion of Convertible Debentures to ordinary shares. The Company will disregard such fractions.

2.2 General Mandate

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital ^{1/}	Remarks
Existing Shareholders	Ordinary	-	-	-
	Preferred	-	-	-
To accommodate the conversion/exercise of the transferable warrants	Ordinary	-	-	-
	Preferred	-	-	-
Public Offering	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	-	-	-
	Preferred	-	-	-

^{1/} The percentage of the paid-up capital as of the date of the Board of Directors' Meeting resolved to increase the Company's capital increase by way of General Mandate.

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

Schedule the Extraordinary General Meeting of Shareholders No. 1/2022 to be held on May 11, 2022, during 10.00 hrs. via electronic meeting. Details of how to use the electronic meeting system will be informed in the invitation to the shareholders' meeting and the Company's website, whereby:

- The record date to determine the list of shareholders entitled to attend the shareholder' meeting shall be on April 25, 2022.
- 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.

4. Approval for capital increase/share allocation from relevant governmental authorities and conditions of such approval

- 4.1 Approved by the shareholders' meeting to proceed with the amendment of par value, capital reduction, capital increase, including other related matters;
- 4.2 The Company shall proceed with the registration of the capital increase, change of paid-up capital, and the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date the Extraordinary General Meeting of Shareholders No. 1/2022 approved the capital increase and amendment of the Company's Memorandum of Association; and
- 4.3 The Company shall file for approval from the Stock Exchange for the listing of the following securities as listed securities in the Stock Exchange of Thailand in accordance to the relevant articles of association and rules.

- 4.3.1 Newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding , which will not be allocated to shareholders that will impose duties on the Company under foreign laws and private placement in the case that there are remaining shares from the allocation to existing shareholders (as stated in the table in 2.1 (1) (2)).
- 4.3.2 Warrant and ordinary shares from the exercise of rights under the Warrant (as stated in the table in 2.1 (3)).
- 4.3.3 Newly issued ordinary shares to accommodate the adjustment of rights of the Warrant (as stated in the table in 2.1 (4)).
- 4.3.4 Newly issued ordinary shares to accommodate the conversion rights of the Convertible Debentures to the Company's ordinary shares (as stated in table 2.1 (5))

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

- 5.1 For the capital received from the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholding , which will not be allocated to shareholders that will impose duties on the Company under foreign laws and/or offering the remaining shares after the allocation to the existing shareholders to the Private Placement
 - 5.1.1 To be used as working capital in the company and enhance liquidity in the Company's business operations and to increase the strength and stability of the Company's financial position.
 - 5.1.2 To pay for the Company's debts.
- 5.2 For the capital received from the exercise of the Warrants to Purchase Ordinary Shares of the Company to be allocated to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding
 - 5.2.1 To support normal operations in core businesses and related business, including the extension and expansion of the Company's business in the future. This includes, investment in various projects and as a source of funds for future investment plans. This will enable the Company to build a stable and sustainable income base in both the short and long term.
 - 5.2.2 The Company intends to provide returns to the shareholders of the Company who subscribed and have been allotted Warrants. Therefore, the Company has issued and allocated Warrants this time to the Company's shareholders. The shareholders who have been allocated the Warrants can exercise their rights to purchase the Company's newly issued ordinary shares that can be obtained when the Warrants are exercised within the specified period or receive returns from the Warrants in the Stock Exchange of Thailand.
- 5.3 For the issuance and offering of newly issued ordinary shares to accommodate the adjustment of the exercise ratio of the Warrants
 - 5.3.1 To accommodate the exercise of rights of Warrants to Purchase the Ordinary Shares of PP Prime Public Company Limited No. 4 (PPPM-W4).
 - 5.3.2 To protect the benefits and not detriment the rights of Warrant holders.

However, the amount of funds and period of allocation can be adjusted in accordance to the circumstances of the business and suitability.

6. Benefits that the Company will receive from the capital increase/share allocation

- 6.1 For the capital received from the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholding , which will not be allocated to shareholders that will impose duties on the Company under foreign laws and/or offering the remaining shares after the allocation to the existing shareholders to the Private Placement

- 6.1.1 The Company will have more liquidity from working capital received from the capital increase for use in the Company's business in order to have enough money to operate and expand the Company's business in the future.
- 6.1.2 Helps the Company maintain its ability to meet its financial obligations, such as payment of various debts, including interests, arising from normal business operations and additional investment expansion which will result in the Company's exponential growth in the future.
- 6.2 For the capital received from the exercise of the Warrants to Purchase Ordinary Shares of the Company to be allocated to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding
 - 6.2.1 The Company will be able to enhance its financial position to strengthen and stabilize its financial position for normal operations in its core business, related business, and to expand the Company's business for sustainable growth in the future
 - 6.2.2 Prepare the Company for business operations, to increase the flexibility of the Company's capital structure and have enough money to run the business presently and in the upcoming future including the expansion of the Company's business. This will enable the Company to build a stable and sustainable income base in both the short and long term.
- 6.3 For the issuance and offering of newly issued ordinary shares to accommodate the adjustment of the exercise ratio of the Warrants

The Company has enough ordinary shares to accommodate the exercise of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 (PPPM-W4) and when the Warrants are exercised to purchase the newly issued ordinary shares according to Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 (PPPM-W4), the Company will use the proceeds as additional capital for further business operations.

7. Benefits that the Shareholders will receive from the capital increase/share allocation

- 7.1 Proceeds from the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding , **which will not be allocated to shareholders that will impose duties on the Company under foreign laws** and/or offering the remaining shares after the allocation to existing shareholders to a Private Placement and/or Warrants will be used to strengthen the Company's financial structure. The Company will also use the money to invest and expand the scope of business that will help increase revenue and profits of the Company in the future. The shareholders will benefit through the dividend payment of the Company to the shareholders in accordance with the dividend payment policy.
- 7.2 Warrant holders who subscribe for new shares and convertible debenture holders who exercise their rights to convert into ordinary shares of the Company will have the status of a shareholder of the Company only when the registrar of the Company's ordinary shares has recorded the names of shareholders and holders of convertible debenture holders in the Company's share register book and when the Company has already registered the change of paid-up capital with the Department of Business Development. This includes the right to attend shareholder meetings in addition to receiving dividends, as determined by the executives of the Company

8. Other details necessary for shareholders' decision making in the approval of the capital increase/share allocation

For other details necessary for the shareholders' decision making in the approval of the capital increase/share allocation, please consider the details of the increase of the Company's registered capital, including the allocation of newly issued ordinary shares are shown in the Capital Increase Report Form (F53-4) (**Enclosure 2**), Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholdings, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws** and Issuance and Offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company

Limited No. 5 (PPPM-W5) (**Enclosure 3**), and Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 5 (PPPM-W5) to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws.(Preferential Public Offering) (Enclosure 1)**

9. Schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/share allocation

No.	Schedule of action	Date
1	Board of Directors' Meeting No. 5/2022	April 8, 2022
2	Record Date of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022	April 25, 2022
3	Record Date of shareholders entitled to receive the allocation of Warrant No.5 (PPPM-W5)	May 23, 2022
4	Record Date of shareholders entitled to subscribe for newly issued ordinary shares to existing shareholders in proportion to their shareholding which will not be allocated to shareholders that will impose duties on the Company under foreign laws	May 23, 2022
5	Extraordinary General Meeting of Shareholders No. 1/2022	May 11, 2022
6	Registration of the Company's registered capital increase and the amendment of its Memorandum of Association with the Ministry of Commerce	Within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 1/2022 approval
7	Date of subscription of the newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, which will not be allocated to shareholders that will impose duties on the Company under foreign laws	June 13-17, 2022
8	Issuance date of Warrant No. 5 (PPPM-W5)	Chief Executive Officer and/or authorized director and/or persons appointed by the Chief Executive Officer and/or authorized director has the authority to determine the issuance date
9	Registered the Company's paid-up capital increase with the Department of Business Development, Ministry of Commerce and the listed of newly issued ordinary shares into the Stock Exchange of Thailand.	After the allotment of newly issued shares has been completed/exercise the right under the warrants to purchase the Company's ordinary shares/exercise the right to convert the convertible debentures of the Company

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

PP Prime Public Company Limited

-Company's Seal-

(Mrs. Supattra Nakmontanakum)
Director/Chief Executive Officer

Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in proportion to their Shareholdings, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws and Issuance and Offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 5 (PPPM-W5)**

As the Board of Directors' Meeting of PP Prime Public Company Limited ("Company") No. 5/2022 on April 8, 2022 ("Board of Directors' Meeting") resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 on May 11, 2022 ("Shareholders' Meeting") to consider and approve increase of the Company's registered capital by 10,719,376,743 Baht from the existing registered capital of 3,230,942,424 Baht to the new registered capital of 13,950,319,167 Baht by issuing 10,719,376,743 newly issued ordinary shares with the par value of 1 Baht per share with details as follows (more details in the Capital Increase Report Form (F53-4) (**Enclosure 2**)):

- (1) To accommodate the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws** at the amount of, not exceeding, 8,517,598,284 shares with the par value of 1 Baht per share
- (2) To accommodate the exercise of the Warrant to Purchase Ordinary Shares of the Company No. 5 (PPPM-W5) at the amount of, not exceeding, 1,419,599,714 shares with the par value of 1 Baht per share issued and offered to existing shareholders who subscribed and have been allotted the newly issued ordinary shares, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws.**
- (3) To accommodate the adjustment of rights of the Warrant to Purchase Ordinary Shares of the Company No. 4 (PPPM-W4) at the amount of, not exceeding, 652,178,745 shares
- (4) To accommodate the exercise of conversion rights of the convertible debentures issued and offered in accordance to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 held on 24 November 2021 at the amount of 130,000,000 shares.

In this regard, the Company has prepared this information memorandum with details as follows:

1. Offering Details

1.1 Allocation of Newly Issued Ordinary Shares to offer to existing shareholders in proportion to their shareholding, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws**

Allocate newly issued ordinary shares at the amount of, not exceeding, 8,517,598,284 shares with the par value of 1 Baht per share to offer to existing shareholders based on their shareholdings, **which will not be allocated to shareholders that will impose duties on the Company under foreign laws, for example, the United States of America, Canada, China, South Africa, and other countries as the Company deems appropriate** at the allocation ratio of 1 existing ordinary share to 3 newly issued ordinary share, fractions as a result from the calculation of such allocation are disregarded, at the offering price of 0.1 Baht, equivalent to the value of 851,759,828.40 Baht of newly issued ordinary shares.

In addition, because the Company has losses as shown in the balance sheet and income statement of 2021, ended on December 31, 2021, the Company may designate the newly issued ordinary share price to be lower than the par value of the Company's shares. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

This issuance and offering of newly issued ordinary shares to existing shareholders of the Company will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be disregarded. The existing shareholders have the right to oversubscribe for newly issued ordinary shares. The existing shareholders who oversubscribe shall receive such oversubscription shares only when there are remaining shares from the allocation to existing shareholders of the Company that are fully subscribed, accordingly.

However, in the event that there are newly issued ordinary shares remaining from the allocation to existing shareholders in the first round, the Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe for the newly issued ordinary shares in excess of their own proportion of shareholding, at the same offering price of shares allocated in accordance to their rights. In the allocation of such newly issued ordinary shares, the Company will allocate the remaining shares until there are no more newly issued ordinary shares left from the allocation or until no shareholder wishes to subscribe for such newly issued ordinary shares or is unable to allocate because it is a fractional share, details are as follows:

- (1) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding ratio) in the first round is more than or equal to the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate such remaining shares to all existing shareholders who have oversubscribed and fully paid for the shares according to the amount of intention shown in oversubscription.
- (2) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding ratio) in the first round is less than the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate the remaining newly issued ordinary shares as follows:
 - a) Allocate the remaining newly issued ordinary shares in proportion to the existing shareholding of each shareholder who oversubscribes, by multiplying the existing shareholding proportion of each oversubscribed shareholder by the number of remaining newly issued ordinary shares. This is equal to the number of shares that each oversubscribed shareholder is entitled to be allocated (fractional shares resulting from the calculation will be disregarded). However, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for in full.
 - b) In the event that there are still newly issued ordinary shares left after the allocation in accordance with (2)(a) above, the Company will allocate it to each shareholder who has oversubscribed that have not been fully allocated, according to the amount oversubscribed in accordance with the method in (2)(a) above until there are no remaining shares to be allocated. However, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for in full.

In the case that there are remaining newly issued ordinary shares from the allocation to existing shareholders of the Company in proportion to their shareholders and the allocation to shareholders who oversubscribe. The offering, whether once in full or several times, the Company may offer the remaining shares, whether once in full or several times, to a Private Placement, in accordance to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement, in which such person/s is not a connected person to the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546. The offering price must not be lower than 90% of the market price, whereas, the market price is calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the date the offering price was determined. Whereas, the price of the Company's shares to be weighted shall be the average daily trading price of such shares. However, such date the offering price was determined should be not more than 3 business days prior to the first day of offering to investors and the offering price of the shares to a Private Placement must not be lower than the price offered to existing shareholders based on their shareholding.

In addition, because the Company has losses as shown in the balance sheet and income statement of 2021, ended on December 31, 2021, the Company may designate the newly issued ordinary share price to be lower than the par value of the Company's shares. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified). In this case, the Company may offer sale of the remaining shares (from the allocation to existing shareholders) to a Private Placement at the offering price of not less than 0.1 Baht per share.

Moreover, authorize the Board of Directors or Chief Executive Officer or persons appointed by the Board of Directors or Chief Executive Officer to have to power to consider and determine the conditions, offering price, and details on the proceedings related to the allocation of such newly issued ordinary shares, i.e., the allocation of newly issued ordinary shares, whether once in full or several times, procuring investors, amendment of the list of names and allocated number of shares. Including, the amendment or addition of allocation details and the authority to determining other details related to the allocation of such newly issued ordinary shares as deemed appropriate, with the Company utmost benefits and does not contradict the law and/or rules or regulations related to the Securities and Exchange Commission, Stock Exchange of Thailand, and/or other related agencies.

In the case of allocating the remaining shares (from the allocation to existing shareholders) to a Private Placement, the Company shall proceed with the registration of the increase of the Company's paid-up capital with the Registrar of Public Companies in accordance to the payment made by the person who received such allocation from time to time.

The allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not cause shareholders who oversubscribed to hold the Company's shares in a manner that is within the scope of making a tender offer for all of the Company's securities (Tender Offer) according to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers or to violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49% of the total number of issued shares of the Company.

However, the Company reserves the right to not offer newly issued ordinary shares to any existing shareholders of the Company, if such action will impose duties on the Company under foreign laws or does not comply with the regulations, procedures, or conditions specified in this offering and allocation of newly issued ordinary shares. The Company has considered to not offer and allocate newly issued ordinary shares to existing shareholders in proportion to their shareholding to shareholders in the United States of America, Canada, China, South Africa, and other countries as the Company deems appropriate. If there are any more countries, the Company will inform you via the stock exchange's system further. This includes the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholding and the allocation of oversubscribed shares.

In addition, if there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company in proportion to their shareholding and the allocation to shareholders who oversubscribe and the allocation of the remaining shares to a Private Placement, as stated above. The Company shall propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital by cancelling the remaining newly issued ordinary shares from the offering.

The Board of Directors resolved to schedule the date to determine the list of shareholders entitled to receive the allocation of newly issued ordinary shares in proportion to their shareholdings (Record Date) on May 23, 2022 and determine to subscription date for the newly issued ordinary shares of the Company during June 13-17, 2022. However, the right to subscribe to the newly issued ordinary shares is still uncertain, due to the fact that the Extraordinary General Meeting of Shareholders No. 1/2022 has to approve such action.

In addition, the Board of Directors resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the Chief Executive Officer and/or authorized director and/or persons appointed by the Chief Executive Officer and/or authorized director to have the power to proceed with necessary actions in relation with the capital increase and the allocation of the Company's newly issued ordinary shares, which includes but is not limited to the following:

- a) Determine the conditions and details related to the allocation of the newly issued ordinary shares; This includes but is not limited to the offering period, subscription, payment of shares, as well as specifying conditions and other details related to the allocation of the newly issued ordinary shares.
- b) Sign applications, notices, as well as any instruments or documents related to the capital increase and the allocation of the Company's newly issued ordinary shares. This includes notarizing any relevant documents, contacting, and/or receiving documents from officials or representatives of any related agency, as well as the listing of the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.
- c) Take any other actions necessary, related to, and/or in continuation with the capital increase and the allocation of the Company's newly issued ordinary shares by complying with applicable laws and/or regulations.

1.2 Allocate Newly Issued Ordinary Shares to Accommodate to exercise of Warrant PPPM-W5

Allocate newly issued ordinary shares at the amount of, not exceeding, 1,419,599,714 shares at the par value of 1 Baht per share to accommodate for the exercise of rights under PPPM-W5 to existing shareholders of the Company in proportion to their shareholding which will not be allocated to shareholders that will impose duties on the Company under foreign laws, free-of-charge (Zero Baht), at the allocation rate of 6 ordinary shares to 1 Warrant unit (if there are fractions as a result from the calculation of such allocation, disregard them). Such Warrant has a term of 1 year

after the issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.10 Baht per share (except for the adjustment of rights).

In this regard, the number of shares allocated to accommodate the exercise of PPPM-W5, PPPM-W4, and the exercise of all convertible debentures of the Company totaled in number 3,044,602,678 shares, representing 27.92% of the Company's paid-up capital as of the Board of Directors' meeting on April 8, 2022, which is not more than 50% of the Company's paid-up capital as of such date.

In addition, because the Company has losses as shown in the balance sheet and income statement of 2021, ended on December 31, 2021, the Company may designate the exercise price of PPPM-W5 to be lower than the par value of the Company's shares, in which the exercise price of PPPM-W5 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

1.3 Allocation of Newly Issued Ordinary Shares to accommodate the adjustment of rights of PPPM-W4

Allocate the newly issued ordinary shares at the amount of, not exceeding, 652,178,745 shares with the par value of 1 Baht to accommodate the adjustment of rights of the Warrant to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 ("**PPPM-W4**"). Because the offer of ordinary shares to existing shareholders in proportion to their shareholding considered in this meeting has a net price per newly issued ordinary share of less than 90% of the market price per ordinary share of the Company, in which the net price per share of the newly issued ordinary shares is calculated from the all the funds the Company received less the expenses incurred from such offering of securities (if any) divided by the number of newly issued ordinary shares in accordance to the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 ("**Terms and Conditions of PPPM-W4**").

In this regard, the rights adjustment PPPM-W4, in accordance with the Terms and Conditions of PPPM-W4, is calculated from the market price per ordinary share of the Company, which is determine by the total value of the Company's ordinary shares traded on a daily basis divided by the number of the Company's ordinary shares traded on the Stock Exchange on such date during the period of 15 consecutive business days prior to the first day that the purchaser of ordinary shares will not be entitled to purchase the newly issued ordinary shares (The first day that the SET marked XR).

The Company has set the date to determine the list of shareholders entitled to subscribe for newly issued ordinary shares (Record Date) to be on May 23, 2022. Therefore, the first day that the SET will announce the XR mark is on May 20, 2022.

As of the date of the Board of Directors' meeting, the market price for the PPPM-W4 adjustment calculation remains uncertain. The Company has proposed an allocation of 1,173,921,741 shares to accommodate the adjustment of PPPM-W4 rights based on possible circumstances. In the case that the number of shares proposed to the Extraordinary General Meeting of Shareholders to allocate for the rights adjustment of PPPM-W4 is not enough, the Company will propose to the shareholders' meeting to approve the capital increase and allocate additional shares to further protect the rights of PPPM-W4 warrant holders.

1.4 **Allocation of additional ordinary shares to accommodate the exercise of convertible debentures issued and offered in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 held on November 24, 2021**

Allocate the additional newly issued ordinary shares, whether once in full or several times, at the amount of, not exceeding 130,000,000 shares with the par value of 1 Baht per share to accommodate the exercise of conversion rights of the Convertible Debentures issued and offered in accordance to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 held on November 24, 2021. The conversion price of the Convertible Debentures shall not be lower than 90% of the market price, whereas the market price is calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days.

In addition, because the Company has losses as shown in the balance sheet and income statement ended on December 31, 2021, the Company may designate the conversion price of the Convertible Debentures to be lower than the par value of the Company's shares, in which the conversion price of the Convertible Debentures (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

2. Objectives of the share issuance and plans to utilize the funds received

2.1 In the event that all newly issued ordinary shares are issued and offered for sale to the existing shareholders in proportion to their shareholding and/or offering the remaining shares after the allocation to the existing shareholders to a Private Placement are fully subscribed. The Company will be able to raise funds in the amount of, approximately, 851,759,828.40 Baht. The Company plans to use the funds received from this capital increase as follows:

Objectives	Approximate Amount of Funds	Period of Utilization
1. To be used as working capital in the company and enhance liquidity in the Company's business operations and to increase the strength and stability of the Company's financial position.	99,879,828.40 Baht	Within the period of 1 year
2. To pay for the Company's debts.	751,880,000 Baht	Within the period of 1 year
Total	851,759,828.40 Baht	

2.2 In the event that the shareholders exercise their rights to purchase ordinary shares under the Warrants to Purchase the Company's Ordinary Shares to be allocated to existing shareholders of the Company who

subscribed and have been allotted to the newly issued ordinary shares that was issued and offered to existing shareholders in proportion to their shareholding (PPPM-W5) in full. The Company will be able to raise funds in the amount of approximately 141,959,971.40 Baht. The Company plans to use the proceeds that have been exercised to purchase such capital increase shares to support normal operations in the core businesses and related business, including the extension and expansion of the Company's business in the future. This includes, investment in various projects and as a source of funds for future investment plans. This will enable the Company to build a stable and sustainable income base in both the short and long term.

2.3 For the issuance and offering of newly issued ordinary shares to accommodate the adjustment of the exercise ratio of the warrants, the objective is to accommodate the exercise of rights of Warrants to Purchase the Ordinary Shares of PP Prime Public Company Limited No. 4 (PPPM-W4) and to protect the benefits and not detriment the rights of Warrant holders.

However, the amount of funds and period of allocation can be adjusted in accordance to the circumstances of the business and suitability.

3. Dilution Effect

3.1 Control Dilution

3.1.1 The issuance and allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings

After the issuance and allocation of the newly issued ordinary shares offered to existing shareholders of the Company in proportion to their shareholding, in the event that all existing shareholders exercise their rights to subscribe for newly issued shares in full amount will not affect the voting rights of the Company's shareholders (Control Dilution). In the event that all existing shareholders do not exercise their right to purchase newly issued shares, the Company will reduce the registered capital of the Company by cancelling the remaining newly issued ordinary shares from the offering, the number of paid-up shares will not change and such result does not affect the voting rights of the Company's shareholders (Control Dilution).

But, in the event that the shareholders choose not to exercise their rights to subscribe for the newly issued ordinary shares and other shareholders exercise their rights to subscribe for newly issued ordinary shares according to their existing rights and/or to subscribe for newly issued ordinary shares in excess of the right (Oversubscription) until the subscription for all newly issued ordinary shares, it will affect the voting rights of the Company's shareholders (Control Dilution), whereby the existing shareholders will have the voting rights of the Company's shareholders decreased by approximately 75%, which can be calculated as follows:

$$\begin{aligned}
 [\text{Control Dilution} &= 1 - [Qa / (Qa + Qr)]] \\
 &= 1 - [2,839,199,428 / (2,839,199,428 + 8,517,598,284)] \\
 &= 1 - [25\%] \\
 &= 75\%
 \end{aligned}$$

Qa = The amount of all paid-up existing ordinary shares.

Qr = The amount of newly issued ordinary shares that will increase from the right offering.

3.1.2 The issuance of ordinary shares to be reserved for the exercise of the Warrants (PPPM-W5)

If the Warrant holders (PPPM-W5) fully exercise their rights to convert into ordinary shares, there is no Control Dilution. However, in the case that the Warrant holders (PPPM-W5) does not fully exercise such rights and other Warrant holders exercise such rights, it will impact the Control Dilution of the major shareholders of the Company as follows: (The calculation of the impact below is under the assumption that the Rights Offering is fully subscribed and occurred prior to the allocation of the Warrants (PPPM-W5), which is also fully exercised).

$$\begin{aligned}\text{Control Dilution} &= 1 - [\text{Qa} / (\text{Qa} + \text{Qr})] \\ &= 1 - [11,356,797,712 / (11,356,797,712 + 1,419,599,714)] \\ &= 1 - [88.89\%] \\ &= 11.11\%\end{aligned}$$

Qa = The amount of all paid-up existing ordinary shares including newly issued ordinary shares from the right offering.

Qr = The amount of newly issued ordinary shares to be reserved for the exercise of rights to purchase ordinary shares under the warrants (PPPM-W5).

3.2 Price Dilution

3.2.1 The issuance and allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings

After the issuance and allocation of newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, the effect of the Company's share price will be up to the amount of rights exercised to purchase the newly issued shares of each existing shareholder. If all existing shareholders does not exercise their rights, there will be no price dilution. However, in the case that the shareholders choose not to exercise their rights to subscribe for the ordinary shares as per their rights and other shareholders exercise such rights and/or oversubscribes until there is a full subscription of all newly issued ordinary shares, the price dilution will be as follows:

$$\begin{aligned}\text{Price Dilution} &= (\text{Pa} - \text{Pn}) / \text{Pa} \\ &= (0.3786 - 0.1697) / 0.3786 \\ &= 55.19\%\end{aligned}$$

Pa = Weighted average price of ordinary shares 15 business days prior to the date of the Board of Directors' meeting.

$$\begin{aligned}\text{Pn} &= [(\text{Pa} * \text{Qa}) + (\text{Pr} * \text{Qr})] / (\text{Qa} + \text{Qr}) \\ &= [(0.3786 * 2,839,199,428) + (0.10 * 8,517,598,284)] / (2,839,199,428 + 8,517,598,284) \\ &= 0.16965 \text{ Baht per share}\end{aligned}$$

Pr = The offering price for the offering of newly issued ordinary shares in proportion to their holdings (Right offering) at the price of 0.10 baht.

Qa = The amount of all paid-up existing ordinary shares.

Qr = The amount of newly issued ordinary shares that will increase from the right offering.

3.2.2 The issuance of ordinary shares to be reserved for the exercise of the Warrants (PPPM-W5)

If the Warrant holders (PPPM-W5) fully exercise their rights to convert into ordinary shares, there is no Price Dilution. However, in the case that the Warrant holders (PPPM-W5) does not fully exercise such rights and other Warrant holders exercise such rights, it will impact the highest market price of the share as follows: (The calculation of the impact below is under the assumption that the Rights Offering is fully subscribed and occurred prior to the allocation of the Warrants (PPPM-W5), which is also fully exercised).

$$\begin{aligned}\text{Price Dilution} &= (Pa - Pn) / Pa \\ &= (0.3786-0.3476)/0.3786 \\ &= 8.18 \%\end{aligned}$$

Pa = Weighted average price of ordinary shares 15 business days prior to the date of the Board of Directors' meeting.

$$\begin{aligned}Pn &= [(Pa * Qa) + (Pr * Qr)] / (Qa + Qr) \\ &= [(0.3786*11,356,797,992)+(0.10*1,419,599,714)]/(11,356,797,712+1,419,599,714) \\ &= 0.3476 \text{ Baht per share}\end{aligned}$$

Pr = The offering price for the offering of newly issued ordinary shares to be reserved for the exercise of rights to purchase ordinary shares under the warrants (PPPM-W5) at the price of 0.10 baht.

Qa = The amount of all paid-up existing ordinary shares including newly issued ordinary shares from the right offering.

Qr = The amount of newly issued ordinary shares to be reserved for the exercise of rights to purchase ordinary shares under the warrants (PPPM-W5).

3.3 Earning Per Share Dilution or EPS. Dilution

The Company is unable to calculate the effect on profit sharing (Earning Per Share Dilution) due to the company's operating deficit in 2021.

4. **Board of Directors' Opinion**

4.1 **Reason and Necessity for the Capital Increase**

The Board of Directors is of the opinion that the Company needs to increase its registered capital and issue new ordinary shares to support the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding and/or offering the remaining shares after the allocation to existing shareholders to a Private Placement, and to accommodate the issuance and offering of Warrants to Purchase the Company's Ordinary Shares to be allocated to the shareholders who subscribed and have been allocated the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding. To accommodate the issuance and offering of newly-issued ordinary shares to accommodate the adjustment of the exercise ratio of the Warrants. The capital increase and the allocation of newly-issued shares will increase financial liquidity and serve as working capital in Company and enhance liquidity in the Company's business operations. It will increase the strength and stability of the Company's financial position and support normal operations in core businesses, related business, including the extension and expansion of the Company's business in the near future, including, investment in various projects and to be used as a source of funds for future investment plans. This will enable the company to build a stable and sustainable income base in both the short and long term. This will generate returns for the Company and shareholders who subscribe and/or have been allotted such shares in the future.

4.2 Possibility of the plan for utilizing funds

The Company expects to proceed with the issuance and offering of newly issued shares to existing shareholders in proportion to their shareholdings and/or offering the remaining shares after the allocation to a Private Placement including receiving money from the offering of shares for the capital increase to be completed within 1 year from the date that the shareholders' meeting approved to issue and offer for sale the newly issued shares. In addition, the issuance of ordinary shares and the offering of newly issued ordinary shares to accommodate for the exercise of the Warrants (PPPM-W5), which has a period of 1 year, the Company will receive money from the exercise of the Warrants.

In this regard, the Company will use the funds raised through such capital increase for the purposes specified in Clause 2.

4.3 Reasonableness of the capital increase, plan for utilizing funds and projects to be implemented including the adequacy of funding sources in the event that all the proceeds from the capital increase does not cover the total budget required for the implementation of the project

The Board of Directors is of the opinion that the capital increase is reasonable in the Company's and shareholders' best interests. In addition, the proceeds from this capital increase will be sufficiently covered for use according to the above-mentioned capital increase plan. Therefore, the Company needs to raise additional funds to support its business plans, and the proceeds from this fundraising will be used for the purposes detailed in Clause. 2.

4.4 Expected impact on the Company's business operations as well as the financial position and operating results of the Company due to the capital increase

The Board of Directors is of the opinion that this issuance and allocation of the Company's newly issued ordinary shares will increase the Company's financial strength. The Company is planning to use the capital increase proceeds for the purposes as detailed in Clause 2. This will benefit the Company in generating stable income and reducing operating costs, including working capital and reserves for the Company's current business operations. Therefore, the aforementioned capital increase will not have a negative impact on the Company's business operations, financial position and operating results. However, if the Company receives less funds than expected from the capital increase, the plan for using the funds received from the capital increase may differ from the foregoing.

5. Directors' Testimonials

In the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B.E. 2535 and if the performance of such duties causes the Board of Directors or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

The Company hereby certify that the information contained in this information memorandum report is correct and complete in all respects.

Signed..... Authorized director

(Mrs. Supattra Nakmontanakum)