

(F53-4)

**Capital increase report form**  
**Simat Technologies Public Company Limited**  
**March 12, 2021**

Simat Technologies Public Company Limited (the “**Company**”) would like to report the resolution of the Board of Directors Meeting No. 3/2021, which was convened on March 10, 2021 regarding the capital reduction, capital increase and allocation of newly issued ordinary shares. The details are as follows;

**1. Capital Reduction and Capital Increase**

- 1.1 The Board of Directors' meeting had resolved to propose to the 2021 Annual General Meeting of shareholders to consider and approve the reduction of the Company's registered capital of THB 186,602,023 from the original registered capital of THB 816,618,970 to THB 630,016,947 with a par value of THB 1.00 by canceling unsold shares in the amount of 186,602,023 shares remaining from the allocation of newly issued ordinary shares to reserve for (1) exercise of the warrants to purchase ordinary shares of the Company No. 2 (the “**SIMAT-W2 Warrants**”) (2) the right adjustment under the SIMAT-W2 Warrants (3) the exercise of the 1.00 percent Convertible Debentures of Simat Technologies Public Company Limited Due 2021, and (4) the issuance and offering the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering).
- 1.2 The Board of Directors' meeting has a resolution to propose to the 2021 Annual General Meeting of shareholders to consider and approve the increase of the Company's registered capital of THB 241,432,688 from the original registered capital of THB 630,016,947 to the new registered capital of THB 871,449,635 by issuing newly ordinary shares 241,432,688 shares with a par value of THB 1.00 per share. Details as follows;

<b>Capital increase</b>	<b>category shares</b>	<b>No. of shares</b>	<b>Par value (THB per share)</b>	<b>Total (THB)</b>
<input checked="" type="checkbox"/> Specifying the purpose of utilizing funds	Common share	241,432,688 shares	1.00	241,432,688
	Preferred shares	-	-	-
<input type="checkbox"/> General power of attorney (General Mandate)	Common share	-	-	-
	Preferred shares	-	-	-

**2. Allocation of new shares**

**2.1 Specifying the purpose of utilizing funds**

<b>Allocated to</b>	<b>No. of shares</b>	<b>Ratio (Old: New)</b>	<b>Sale price (THB/Share)</b>	<b>Subscription date and payment for shares</b>	<b>Note</b>
The existing shareholders of the Company proportionate to their respective shareholding (Rights Offering)	75,373,827 shares	7:1	3	Shall specified by the Executive Committee, Chief Executive Officer and/or any other person who appointed from the Executive Committee and/or the Chief Executive Officer	Please consider Remark 1 - 5
To reserve for the exercise right of the warrants to purchase ordinary shares of the Company No.5 (the “ <b>SIMAT-W5 Warrants</b> ”) allocated to the existing shareholders of the Company proportionate to their respective shareholding (Right Offering) after the Company has registered the increase of its paid up capital for the issuance and offering of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding.	150,747,654 shares	4:1	0.00 the exercise price of THB 2	third anniversary from the date of issuance and offering of the SIMAT-W5 Warrants	Please consider Remark 6
The right adjustment under the warrants to purchase ordinary shares of the Company No.3 (the “ <b>SIMAT-W3</b> ”) allocated to the existing shareholders of the Company proportionate to their respective shareholding.	5,840,568 shares	-	-	-	Please consider Remark 6

Allocated to	No. of shares	Ratio (Old: New)	Sale price (THB/Share)	Subscription date and payment for shares	Note
Warrants'')					
To reserve for the rights adjustment of the warrants to purchase ordinary shares of the Company No. 4 (the "SIMAT-W4 Warrants ")	9,470,639 shares	-	-	-	Please consider Remark 6

**Remark:**

1. The Board of Directors meeting No. 3/2021, held on March 10, 2021 has approved to propose the 2021 Annual General Meeting of shareholders to consider approving the capital increase and allocation of the newly issued ordinary shares in the amount of not exceeding 75,373,827 shares, with a par value of 1.00 baht to offering to the existing shareholders proportionate to their respective shareholding (Rights Offering) at the ratio of 7 existing shares per 1 new share with the offering price is at THB 3 per share. Any fractions resulting from the allocation of right offering shall be rounded down.
2. The Board of Directors Meeting No. 3/2021, held on March 10, 2021 has approved the date for determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date) on May 11, 2021. Nevertheless, the determination of the allocation and offering of the newly issued shares is uncertain until the approval of shareholders' meeting has granted.
3. The shareholders may subscribe for newly issued ordinary shares in excess of their rights as specified above (oversubscription), in which existing shareholders who subscribe for more than their rights will receive allotment of shares in excess of their rights only when there are shares remaining from the allocation to the existing shareholders of the Company that has all rights reserved.

In the allocation of newly issued ordinary shares to the existing shareholders of the Company. In the event that, there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding in the first round. The Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for more than their rights in proportion to their existing shareholding at the same price as the shares allotted according to their rights. This includes existing shareholders, who wish to subscribe for more than their rights in proportion to their shareholding as connected persons of the Company. The details are as follows;

- (a) In case, there are shares remaining from the allocation to the existing shareholders of the company (Rights Offering) in the first round, more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe for more than the rights and pay all

subscription fees for all shares according to the number of intention to subscribe for more than rights;

(b) In the case that, there are shares remaining from the allocation to the existing shareholders of the company (Rights Offering) in the first round is less than the shares that the existing shareholders subscribe for more than the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe for more than the rights according to the steps. The following episode

(1) Allocated according to the proportion of existing shareholders of each subscriber to more than each individual right by multiplying the existing shareholding proportion of the subscriber exceeding each right by the number of remaining shares. It will be the number of shares that each subscriber exceeds the rights to be allocated in the event that there are fractions of shares, rounding those shares shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;

(2) In the event that there are still shares remaining after the allocation under Clause (b) (1) , the allocation shall be made to each subscriber that exceeds the rights and has not been fully allocated in proportion to the original shareholding of those who subscribe for more than each right by multiplying the existing shareholding of each subscriber that exceeds each of the rights by the number of remaining shares to be the number of shares that the subscriber exceeds each of the rights to be allocated. In the event that, there are fractions of shares, rounding off those shares the number of shares to be allocated will not exceed the number of shares that each shareholder has already subscribed and paid for the subscription price. In this regard, the allocation of shares to the subscriber exceeds the rights under the procedures in this Clause until there are no shares left from the allocation.

4. The allocation of shares to the existing shareholders of the Company subscription beyond rights in any case, it must not make any shareholders (Including persons under Section 258 of the Securities and Exchange Act 1992 (including amendments) of the aforementioned shareholders) holding the Company's shares in the following manner;

(a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. Tor.Jor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including any amendments) ("**Notification No. Tor Jor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the announcement Tor Jor. 12/2554); or

(b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In addition, if there are still shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) and the allocation to shareholders who subscribe for more than rights (Oversubscription) to proceed with the reduction of the Company's registered capital by cutting the remaining ordinary shares from the offering for sale.

5. In the allocation of the newly issued ordinary shares of the Company to the existing shareholders of the company in proportion to their shareholding (Rights Offering), the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer have the power to take the following actions as relevant or as reasonably necessary to provide the issuance and allocation of the newly issued ordinary shares of the company to the existing shareholders of the company in proportion to their shareholding (Rights Offering) accomplished by the authority including but not limited to:
- (a) To consider the details of the allocation of the newly issued ordinary shares for sale to the existing shareholders of the company in proportion to their shareholding in order to be in accordance with the laws and regulations relating to the issuance and offer to sell securities under Thai law. However, the company may reserve the right to not offer new shares to existing shareholders of any company, if doing so will make the company violating foreign laws or regulations;
  - (b) To determine or change method for allocation of newly ordinary shares issued, for example, all at one time, or a part, the period of offering price, purpose of offering, offering ratio, bid price and payment method or details regarding the allotment and offering, such as changing the date for determining the rights, list of shareholders, who are entitled to receive the newly issued shares;
  - (c) To sign the request form, requesting waiver of the notice as well as any documents related to the allocation of newly issued ordinary shares. It includes contacting and submitting documents to staff or representatives of any relevant departments. As well as the introduction of new ordinary shares of the company listed on the Market for Alternative Investment and take any actions necessary and relevant to the allotment of new shares for sale to the existing shareholders of the company in proportion to shareholding under the terms of the relevant law;
  - (d) To register of changes in paid-up capital with the Department of Business Development Ministry of Commerce and has the power to take all necessary actions in accordance with the registrar's order to complete the registration process.
6. The Board of Directors meeting No. 3/2021, held on March 10, 2021 has approved to propose the 2021 Annual General Meeting of shareholders to consider approving the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to determine, amend and revise conditions and details in connection with the allocation of the newly-issued shares, as well as to execute the relevant documents and to take any action as deemed necessary and appropriate in connection with the allocation of newly-issued shares, including, but not limited to, providing information and filing documents with the SEC Office, the SET, Thailand Securities Depository Co., Ltd., the DBD-MOC or other competent authorities, including listing newly-issued shares as listed securities on the Market for Alternative Investment.

## **2.2 Company operations in the event that there are fractions of share**

- (1) In the event that there are fractions of shares from the allocation of the newly issued ordinary shares to the shareholder proportionate to their shareholding, all shares shall be rounded off.

- (2) In calculating the right of each shareholder to be allocated the SIMAT-W5 Warrants, if there are fractions of the ordinary shares from the calculation according to the SIMAT-W5 Warrant allocation ratio of each shareholder, all remaining shares shall be rounded off.

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

Schedule of the 2021 Annual General Meeting of Shareholders on April, 29 2021 10:00 hr. At IRIS Room, VIVA GARDEN Hotel, No.1988 Sukhumvit Road, Bangjak, Phrakhanong, Bangkok by

- Set the closing date of the share registration book for the right to attend the shareholders' meeting from..... until the shareholders' meeting is completed.
- Specifying names of shareholders who are eligible to attend the shareholders' meeting on March 29, 2021

**4. Applying for a capital increase / allocation of newly issued shares to the relevant government agencies and conditions for permission**

- 4.1 The Company will submit an application for registration of reduction of capital, increase of capital, amendment of the memorandum of association and changing the paid-up capital to the Department of Business Development Ministry of Commerce;
- 4.2 The Company will submit an application to the Market for Alternative Investment to approve the listing of capital increase shares on the Market for Alternative Investment in accordance with the relevant regulations and rules;
- 4.3 The Company will submit an application to the Market for Alternative Investment for approval to receive the SIMAT-W5 Warrants and the ordinary shares arising from the exercise of the SIMAT-W5 Warrant listed on the Market for Alternative Investment in accordance with the relevant regulations and rules.

**5. Objectives of the capital increase and use of additional funds**

In the case that all the new ordinary shares that the Company issued and offered to the existing shareholders proportionate to their respective shareholding (Rights Offering) are fully subscribed, the Company will be able to raise funds in the amount of approximately THB 226.12 Million. The Company plans to use the proceeds received from this capital increase for repay the products debt and outstanding loan in the amount of THB 156.12 Million within September 30, 2021 and the remaining capital shall utilize as a working capital for the governmental project of the Company in amount of THB 70 Million.

In addition, regarding the issue of newly ordinary shares to reserve for the exercise of SIMAT-W5 Warrants, in the case that the warrants holders are fully exercised their rights to purchase the newly issued ordinary shares under the SIMAT-W5 Warrants, the Company will be able to raise funds in the amount of approximately THB 301.50 Million. The Company plans to use the proceeds received from the exercise of rights to use as a working capital or supporting future business expansion.

**6. Benefits for the company will receive from the capital increase / allotment of new shares**

- 6.1 The Company will have funds for the purchase of assets to expand the Company's business.

- 6.2 The Company will have more liquidity from the working capital received from the capital increase.

The above capital increase plan is in accordance with the current business plan for the allocation of proceeds from this capital increase offering. However, the number of shares subscribed and the exercise of rights to purchase new ordinary shares according to the SIMAT-W5 Warrants and the actual payment may be less than the number of shares the Company has wishing to sell. In that case, the Company's capital increase plan may differ from the money plan specified in item 5 above.

Please consider more details in the information regarding the allocation of newly issued ordinary shares. Attachment 3

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

### 7.1 Dividend payment policy

The Company has a policy to pay dividends to shareholders at the rate of 50 of the net profit. The payment of dividends must not affect the operations, financial status, liquidity, business expansion, any other future necessities and other factors relevant to the management of the Company.

Subscribers of this capital increase will be entitled to receive dividends from the Company's operations starting from the subscriber of the newly issued shares has been registered as a shareholder of the company with a name appearing as a shareholder in the shareholder register of the company. The company announces a dividend payment in accordance with the law and Relevant rules and regulations.

### 7.2 Others

-None-

## 8. Other details necessary for shareholders to support their decision to approve the capital increase / allotment of new shares.

Please consider more details in the Information memorandum for allocation of newly ordinary shares issued.

## 9. The schedule of actions in the event that the Board of Directors Resolution to increase the capital / increase shares.

Procedures	Date
1. The Board of Directors Meeting no. 3/2021 has passed a resolution regarding capital increase, allotment of new shares, and issuing warrants SIMAT-W5	March 10, 2021
2. The date to determine the list of shareholders entitled to attend the 2021 Annual General Meeting of Shareholders	March 29, 2021
3. The date of the 2021 Annual General Meeting of Shareholders	April 29, 2021
4. Register the resolution to reduce the registered capital, Increase registered capital and amend the memorandum of	With in 14 days from the shareholders meeting date

<b>Procedures</b>	<b>Date</b>
association of the company with Ministry of Commerce.	has approved
5. The date for determining the list of shareholders entitled to receive the allocation of new ordinary shares.( Rights Offering)	May 11, 2021
6. Subscription period for new ordinary shares.	Specified by the Executive Committee and/or the Chief Executive Officer and/or person authorized by the Executive Committee and/or the Chief Executive Officer
7. Registering additional paid-up capital with the Ministry of Commerce.	Within 14 days after the end of the exercise period to exercise the right to subscribe for newly issued shares
8. The date to determine the list of shareholders who are entitled to receive the Warrants SIMAT-W5 Warrants	After the listing of the newly-issued ordinary shares to existing shareholders (Rights Offering) to be listed on the Market for Alternative Investment, will be informed later