

July 9, 2021

**Subject** Determination of the allocation ratio of the warrants to purchase ordinary shares of the Company No. 5 and the determination of the amount of decreased registered capital by canceling unsold shares remaining (Revised)

**To** President  
The Stock Exchange of Thailand

According to the Board of Directors' Meeting No. 9/2021, held on June 18, 2021 of Simat Technologies Public Company Limited (the "**Company**"), the Company has passed the resolution to propose the Extraordinary General Meeting of the Shareholders No. 1/2021

- (a) To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company No. 5 (the "**SIMAT-W5 Warrants**") in an amount of not exceeding 160,000,000 units (free of charge) to the existing shareholders of the Company proportionate to their respective shareholding with free of charge with at the allocation ratio range of 4.06 - 4.35 ordinary shares per 1 unit of the SIMAT-W5 Warrants, and
- (b) To consider and approve the reduction of the Company's registered capital by not exceeding THB 217,126,779 which the amount of decreased registered capital is preliminarily calculated.

In this regard, the Board of Directors has by authorized 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 the exact allocation ratio of the SIMAT-W5 Warrants to be allocated to shareholders from the range of the allocation ratio approved by the Board of Directors and determine the exact amount of decreased registered capital. The exact amount of decreased registered capital depends upon the remaining reserved shares from the exercise of the warrants to purchase ordinary shares of the Company No. 4 (the "**SIMAT-W4 Warrants**") for which the last exercise date is July 8, 2021.

In this regard, the Company would hereby notify that, on July 8, 2021 Mr. Boonlerd Iewpornchai the Chief Executive Officer has determined

- (a) the exact allocation ratio of the SIMAT-W5 Warrants at 4.07 ordinary shares per 1 unit of the SIMAT-W5 Warrants. The other details of the SIMAT-W5 Warrants are in accordance with the resolution of the Board of Directors' Meeting No. 9/2021 which held on June 18, 2021 in all respects, and
- (b) the exact amount of decreased registered capital at THB 171,887,817 from the original registered capital of THB 871,449,635 to the new registered capital of THB 699,561,818 by canceling unsold shares remaining from the allocation to reserve (1) the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering) in the amount of 31 shares (2) the exercise of the right of the warrants allocated to the Company's directors or employees No. 2 in the amount of 3,706,995 shares (3) the exercise of the right of the SIMAT-W5 Warrants issued and allocated according to the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021 in the amount of

150,747,654 shares, and (4) the exercise of the right of the SIMAT-W4 Warrants of which the last exercise date is on July 8, 2021 in the amount of 17,433,137 shares.

Please be informed accordingly.

Yours sincerely,

Mr. Boonlerd Iewpornchai  
Chief Executive Officer

June 18, 2021

Re: Notification of the resolution of the Board of Directors' meeting regarding the schedule of the Extraordinary General Meeting of the Shareholders No. 1/2021, the cancelation of the resolution of the 2021 Annual General Meeting of the Shareholders which approved the issuance and allocation of the warrants to purchase ordinary shares of the Company No. 5, the issuance and allocation of the new warrants to purchase ordinary shares of the Company No. 5 to replace the cancelled warrants, capital reduction, capital increase, resignation of director and appointment of new director in replacement of resigned director.

To: President  
Stock Exchange of Thailand

- Attachment
1. Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No.5 (SIMAT-W5)
  2. Capital Increase Form (F53-4)
  3. Information memorandum for allocation of newly ordinary shares issued

Simat Technologies Public Company Limited (the "**Company**") would like to give notice of the resolution of the Board of Directors Meeting No. 9/2021, held on June 18, 2021, which considered and approved important issues as follows:

1. Approved to propose that the Extraordinary General Meeting of the Shareholders No. 1/2021 consider approving the cancelation of the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021, which approved the issuance and allocation of warrants to purchase ordinary shares of the Company No. 5 (the "**SIMAT-W5 Warrants**") to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in an amount of not exceeding 150,747,654 units (free of charge), at the allocation ratio of 4 ordinary shares to 1 unit of the SIMAT-W5 Warrants as per the details which has been disclosed to the Stock Exchange of Thailand (the "**SET**"), due to the following reasons:
  - (1) On May 24, 2021 the holders of the warrants allocated to the Company's directors or employees No. 2 (the "**SIMAT-ESOP-W2**") gave notice of their intention to exercise the right to purchase ordinary shares under the SIMAT-ESOP-W2 of 315,000 units which caused the increase of the amount of the registered shares of the Company as a result of such exercise of the right under SIMAT-ESOP-W2 in the amount of 335,062 shares.
  - (2) On July 8, 2021 which is the last exercise date of the warrants to purchase ordinary shares of the Company No. 4 (the "**SIMAT-W4 Warrants**") the Company expects that the holders of SIMAT-W4 Warrants will give notice of their intention to purchase the ordinary shares of the Company, which may cause an increase in the amount of registered shares of the Company;
  - (3) On July 30, 2021 which is the exercise date of the warrants to purchase ordinary shares of the Company No. 3 (the "**SIMAT-W3 Warrants**") the Company expects that the holders of SIMAT-W3 Warrants will give notice of their intention to purchase the

ordinary shares of the Company, which may cause an increase in the amount of registered shares of the Company.

In this regard, the Company's ordinary shares registrar shall record the names of the holders of SIMAT-ESOP-W2, SIMAT-W4 Warrants and /or SIMAT-W3 Warrants as the case may be as the shareholders in the Company's shares register book with Ministry of Commerce prior to the date to determine the list of shareholders entitled to be allocated the SIMAT-W5 Warrants (Record Date). The holders of such warrants shall be the shareholders of the Company who are entitled to be allocated the SIMAT-W5 Warrants. The Board of Directors has considered and deemed that the SIMAT-W5 Warrants in the amount of 150,747,654 units which will be issued and allocated to the existing shareholders according to the resolution of the 2021 Annual General Meeting of the Shareholders is insufficient to allocate at the allocation ratio of 4 ordinary shares to 1 unit of the SIMAT-W5 Warrants to all shareholders of the Company, including the shares arising from the exercise of the rights of the aforementioned warrants.

In the light of this, the Board of Directors deemed it appropriate to cancel the resolution of the 2021 Annual General Meeting of the Shareholders which approved the issuance and allocation of the SIMAT-W5 Warrants in the amount not exceeding 150,747,654 units in order to enable the Company to reconsider and recalculate the amount of the SIMAT-W5 Warrants to be issued and allocated to the shareholders of the Company and the allocation ratio in order to all shareholders of the Company to be allocated fairly. In this regard, the cancellation of the issuance and allocation of the SIMAT-W5 Warrants shall not affect the business operation, financial position and any operational matters of the Company.

2. Approved to propose that the Extraordinary General Meeting of the Shareholders No. 1/2021 consider approving the issuance of the new SIMAT-W5 Warrants to replace the cancelled SIMAT-W5 Warrants, as proposed to the Extraordinary General Meeting of the shareholders No. 1/2021 to consider approving the cancellation of the resolution of the 2021 Annual General Meeting held on April 29, 2021, which approved the issuance and allocation of the SIMAT-W5 Warrants detailed in Clause 1 above. The Board of Directors deemed it appropriate to propose to consider the issuance and allocation of the new SIMAT-W5 Warrant to be allocated to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in an amount of not exceeding 160,000,000 units (free of charge), at the allocation ratio range of 4.06 - 4.35 ordinary shares per 1 unit of the SIMAT-W5 Warrants. The SIMAT-W5 Warrants shall have the term of 3 years from the issuance date of the SIMAT-W5 Warrants. The exercise ratio of the SIMAT-W5 Warrants is the SIMAT-W5 Warrants 1 unit has the right to purchase ordinary shares of the Company 1 share and the exercise price is THB 2 per share (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers and Holders of the SIMAT-W5 Warrants) (Should there be any fraction of the SIMAT-W5 Warrants remaining from the calculation at the allocation ratio, such fraction shall be discarded). In this regard, the Company has scheduled August 19, 2021 as the date for determining the names of shareholders entitled to be allocated the SIMAT-W5 Warrants (Record Date). Nevertheless, the determination of the right to receive the allocation of the SIMAT-W5 Warrants is uncertain until the approval of shareholders' meeting has received.

The conditions and details of the SIMAT-W5 Warrants are set out in **Attachment 1** (Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No.5 (SIMAT-W5))

However, the allocation ratio of the SIMAT-W5 Warrants is preliminarily calculated. The exact allocation ratio of the SIMAT-W5 Warrants depends upon the number of registered shares which may be increased due to the exercise of the SIMAT-W4 Warrants as the last exercise date of such warrants will be on July 8, 2021, and the SIMAT-W3 Warrants as the next exercise date of such warrants will be on July 30, 2021. The Company will notify the exact allocation ratio of the SIMAT-W5 Warrants to shareholders before the shareholders' meeting.

In this regard, in order to provide the terms and conditions of the SIMAT-W5 Warrants to be appropriate according to the capital market and money market conditions and for the benefits of the Company and shareholders, the Board of Directors meeting, therefore, proposes the shareholders' meeting to consider authorizing 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 have the power to take all necessary actions in connection with the issuance and allocation of the SIMAT-W5 Warrants in compliance with the law, including but not limited to the power to take the following actions:

- (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the SIMAT-W5 Warrants, including to amend the date to determine the list of shareholders entitled to be allocated the SIMAT-W5 Warrants, and allocation ratio of the SIMAT-W5 Warrants to be allocated to shareholders, and to specify and to amend the issuance date of the SIMAT-W5 Warrants;
  - (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the SIMAT-W5 Warrants, as well as contacting, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Securities and Exchange Commission Office (the "SEC Office"), the SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the SIMAT-W5 Warrants and the listing of the SIMAT-W5 Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed on the Market for Alternative Investment; and
  - (3) take any other actions as necessary and appropriate in connection with the issuance and allocation of the SIMAT-W5 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the SIMAT-W5 Warrants on this occasion.
3. Approved to propose that Extraordinary General Meeting of the Shareholders No. 1/2021 consider approving the reduction of the Company's registered capital by not exceeding THB 217,126,779 from the original registered capital of THB 871,449,635 to the new registered capital of THB 654,322,856 by canceling unsold shares remaining from the allocation to reserve (1) the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering) in the amount of 31 shares (2) the exercise of the right of the SIMAT-ESOP-W2 in the amount of 3,706,995 shares (3) the exercise of the right of the SIMAT-W5 Warrants issued and allocated according to the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021 in the amount of 150,747,654 shares, and (4) the exercise of the right of the SIMAT-W4 Warrants as the last exercise date of such warrants shall be on July 8, 2021 in the amount of 16,199,490 shares to 62,672,099 shares.

The exact amount of shares depends upon the amount of the exercised SIMAT-W4 Warrants on July 8, 2021 and approval of the amendment to Clause 4. of the Memorandum of Association to be in line with the reduction of registered capital.

However, the amount of decreased registered capital is preliminarily calculated. The exact amount of decreased registered capital depends upon the remaining reserved shares from the exercise of the rights under the SIMAT-W4 Warrants, for which the last exercise date is July 8, 2021. The Company will calculate the exact amount of decreased registered capital and notify the shareholders through the news dissemination system of the SET after the last exercise date of the SIMAT-W4 Warrants.

In this regard, the Board of Directors, therefore, proposes that the 2021 Annual General Meeting of Shareholders authorize 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 has the power to amend the Memorandum of Association at the Department of Business Development, Ministry of Commerce (the “**DBD-MOC**”) and has the power to take all necessary actions in accordance with the registrar's order to complete the registration process.

4. Approved to propose that Extraordinary General Meeting of the shareholders No. 1/2021 consider approving the increase of registered capital in the amount of THB 161,308,187 from the decreased registered capital pursuant to Clause 3 above by issuing of 161,308,187 newly-issued ordinary shares to reserve for (1) the exercise of the SIMAT-W5 Warrants in the amount of 160,000,000 shares, and (2) the right adjustment under the SIMAT-W3 Warrants in the amount of 1,308,187 shares and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the increase of registered capital.

In this regard, the Board of Directors' meeting, therefore, propose that the 2021 Annual General Meeting of shareholders authorize 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 have the power to amend the Memorandum of Association at the DBD-MOC and has the power to take all necessary actions in accordance with the registrar's order to complete the registration process.

The detail of the capital increase and the allocation of the newly issued shares is set out in **Attachment 2** (Capital Increase Form (F53-4) and **Attachment 3** (Information memorandum for allocation of newly ordinary shares issued).

5. Approved to propose that the Extraordinary General Meeting of the shareholders No. 1/2021 consider approving the allocation of newly ordinary shares issued, details are as follows;
  - 5.1. Allocation of the newly ordinary shares not exceeding 160,000,000 shares at the par value of THB 1.00 per share to accommodate the exercise of the SIMAT-W5 Warrants.
  - 5.2. Allocation of the newly ordinary shares not exceeding 1,308,187 shares to accommodate the right adjustment under the SIMAT-W3 Warrants.

In this regard, 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 is authorized to determine, amend and revise

conditions and details in connection with the allocation of the newly-issued shares, as well as to amend and revise conditions and details in connection with the allocation ratio and exercise price according to the terms and conditions including have the power 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 Ministry of Commerce or other competent authorities, including listing newly-issued shares as listed securities on the Market for Alternative Investment.

The detail of the capital increase and the allocation of newly issued shares is set out in **Attachment 2** (Capital Increase Form (F53-4) and **Attachment 3** (Information memorandum for allocation of newly ordinary shares issued).

6. Approved to schedule the Extraordinary General Meeting of the shareholders No. 1/2021 on August 11, 2021 at 10.00 a.m. through electronic media pursuant to emergency decree on electronic meetings. In this regard, the guideline and procedures of attending the shareholders meeting via electronic method shall be announced in invitation of the shareholders' meeting and the Company's website. The agendas of the meeting are as follows:

Agenda 1 To consider and certify the Minutes of the 2021 Annual General Meeting of the Shareholders;

Agenda 2 To consider and approve the cancellation of the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021 which approved the issuance and allocation of the warrants to purchase ordinary shares of the Company No. 5 (the "SIMAT-W5 Warrants") to the existing shareholders proportionate to their respective shareholding (Rights Offering);

Agenda 3 To consider and approve the issuance of the SIMAT-W5 Warrants to be allocated to existing shareholders of the Company proportionate to their respective shareholding (Rights Offering) and schedule the date for determining the names of shareholders entitled to be allocated the SIMAT-W5 Warrants (Record Date);

Agenda 4 To consider and approve the decrease of the registered capital by canceling unsold shares remaining from the allocation to reserve (1) the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering) (2) the exercise of the right of the warrants to the Company's directors or employees No. 2 (3) the exercise of the right of the SIMAT-W5 Warrants issued and allocated according to the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021, and (4) the exercise of the right of the warrants to purchase ordinary shares of the Company No. 4 as the last exercise date of such warrants shall be on July 8, 2021 and consider approving the amendment to Clause 4. of the Memorandum of Association to be in line with the reduction of registered capital.

*Remark: The Company will calculate the exact amount of decreased registered capital and notify the shareholders through the news dissemination system of the SET after the last exercise date of the SIMAT-W4 Warrants;*

Agenda 5 To consider and approve the increase of registered capital of the Company in the amount of THB 161,308,187 from the decreased registered capital pursuant to Agenda 4 above by issuing 161,308,187 newly-issued ordinary shares to reserve for (1) the exercise of the SIMAT-W5 Warrants in the amount of 160,000,000 shares, and (2) the adjustment of rights under the SIMAT-W3 Warrants in the amount of 1,308,187 shares and consider approving the amendment to Clause 4. of the Memorandum of Association to be in line with the increase of registered capital;

Agenda 6 To consider and approve the allocation of newly ordinary shares issued to (1) accommodate the exercise of the SIMAT-W5 Warrants, and (2) accommodate the adjustment of rights under the warrants to purchase ordinary shares of the Company No. 3;

Agenda 7 Consider other matters (if any)

7. Approved the schedule of the date to determine the names of the shareholders entitled to attend the Extraordinary General Meeting of the shareholders No. 1/2021 (Record Date) on July 15, 2021 and to authorize the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or the Executive Committee to have the power to consider revising agenda of the Extraordinary General Meeting of the shareholders No. 1/2021 of the Shareholders including the date, time and procedure to conduct the Extraordinary General Meeting of the shareholders No. 1/2021 of the Shareholders as appropriate, primarily taking into account the benefits and/or effect on the Company.

Please be informed accordingly.

Yours sincerely,

Mr. Boonlerd Iewpornchai  
Chief Executive Officer



## Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares

### Simat Technologies Public Company Limited No.5

<b>Issuer</b>	Simat Technologies Public Company Limited (the “ <b>Company</b> ”)
<b>Name</b>	Warrants to Purchase Newly Issued Ordinary Shares of Simat Technologies Public Company Limited No. 5 (the “ <b>SIMAT-W5 Warrants</b> ”).
<b>Type</b>	In named certificate and transferable
<b>Number of Warrants Issued</b>	Not exceeding 160,000,000 Units
<b>Number of Shares Reserved to Accommodate Exercise of Right</b>	Not exceeding 160,000,000 shares (Par value at THB 1.00) which represents 26.52 percent of the total issued shares of the Company
<b>Offering Methods / Allocation rate</b>	<p>The Company will allocate the SIMAT-W5 Warrants to the shareholders of the Company at the allocation ratio of 4.06 - 4.35 ordinary shares to 1 unit of the SIMAT-W5 Warrants.</p> <p>The allocation ratio of the SIMAT-W5 Warrants is preliminarily calculated. The exact allocation ratio of the SIMAT-W5 Warrants depends upon the number of registered shares which may be increased due to the exercise of the warrants to purchase ordinary shares of the Company No. 4 (the “<b>SIMAT-W4 Warrants</b>”) Warrants as the last exercise date of such warrants will be on July 8, 2021, and the SIMAT-W3 Warrants the warrants to purchase ordinary shares of the Company No. 3 (the “<b>SIMAT-W3 Warrants</b>”) as the next exercise date of such warrants will be on July 30, 2021. The Company will notify the exact allocation ratio of the SIMAT-W5 Warrants to shareholders before the shareholders’ meeting.</p> <p>In this regard, in case there are fractions of the SIMAT-W5 Warrants remaining from the calculation at the allocation ratio, such fraction shall be discarded. The Company will cancel the remaining SIMAT-W5 Warrants. This will make the remaining SIMAT-W5 Warrants in the amount allocated to the shareholders.</p>
<b>Offering Price Per Unit</b>	THB 0 per unit
<b>Exercise ratio</b>	<p>1 unit of the SIMAT-W5 Warrants for 1 ordinary share unless the exercise ratio is otherwise adjusted pursuant to the conditions concerning the right adjustment.</p> <p>In the case that there are fractions of shares or warrants from the calculation (if any), such rounding shall be discarded.</p>
<b>Exercise price</b>	THB 2 per share unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights
<b>Issue Date of Warrant</b>	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 shall determine the issuance date of the SIMAT-W5 Warrants.
<b>Term of Warrants</b>	3 years from the issuance date of the SIMAT-W5 Warrants
<b>Exercise period</b>	<p>The holders of the SIMAT-W5 Warrants shall be entitled to exercise their rights under the SIMAT-W5 Warrants for one time (which is deemed the last exercise date) on the date of the third anniversary of the issuance of the SIMAT-W5 Warrants.</p> <p>In the event that the exercise date does not fall on a business day of the Company, the exercise date shall be postponed to be the preceding business day prior to such exercise date</p>
<b>Period for Serving Notice of Intention of Exercise of Right</b>	The holders of the SIMAT-W5 Warrants who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall notify their intention to exercise the SIMAT-W5 Warrants within a period of 15 days prior to the last exercise date since the exercise date has one day and is deemed the last exercise date. In the event that the exercise date does not fall on a business day of the Company, the exercise date shall be postponed to be the preceding business day prior to such intended exercise date.
<b>Inability to cancel the notification of intention to exercise rights</b>	When the SIMAT-W5 Warrants holders have notified their intention to exercise the right to purchase ordinary shares under the SIMAT-W5 Warrants, it will not be able to cancel the notification of intention to exercise the said right.
<b>Secondary Market of Warrants</b>	The Company will file the application for listing the SIMAT-W5 Warrants on the Market for Alternative Investment as the listed securities.
<b>Secondary Market for Ordinary Shares Issued from Exercise of Warrants</b>	The Company will list the ordinary shares arising from the exercise of the SIMAT-W5 Warrants to be listed on the Market for Alternative Investment.
<b>Events Requiring to Issue New Shares to Accommodate Right Adjustment</b>	<p>The Company will adjust the exercise price and the exercise ratio pursuant to the conditions concerning the right adjustment upon the occurrence of any of the events stipulated in the terms and conditions of SIMAT-W5 Warrants which fall under the events prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2008 Request for permission and permission to offer warrants to buy new shares and newly issued shares to support warrants or other similar events such as:</p> <ul style="list-style-type: none"> <li>(a) There is a change in the par value of the Company's shares as a result of stock consolidation or stock split</li> <li>(b) The Company offers new shares at a low price.</li> <li>(c) The Company offers to sell convertible debentures at a low price or offers warrants at a low price</li> <li>(d) The Company pays dividends, in whole or in part, by newly issued shares to shareholders</li> <li>(e) The Company pays dividends in cash which exceeds the rates specified in the rights terms</li> </ul>

	(f) There is any other case in the same manner as (a) to (e), which causes any benefits to be received by the warrant holders upon the exercise of the warrants Inferior
<b>Registrar of Warrants</b>	Thailand Securities Depository Co., Ltd. or any person duly appointed to act as the registrar of the SIMAT-W5 Warrants.
<b>Other conditions</b>	<p>To appoint 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 have power to take all necessary actions in connection with the issuance and allocation of the SIMAT-W5 Warrants in compliance with the law, including but not limited to the power to the following actions:</p> <ol style="list-style-type: none"> <li>(1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the SIMAT-W5 Warrants, including to amend the date to determine the list of shareholders entitled to be allocated with the SIMAT-W5 Warrants, and allocation ratio of the SIMAT-W5 Warrants to be allocated to shareholders;</li> <li>(2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the SIMAT-W5 Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Securities and Exchange Commission Office (the “<b>SEC Office</b>”), the SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the SIMAT-W5 Warrants and the listing of the SIMAT-W5 Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed on the Market for Alternative Investment; and</li> <li>(3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the SIMAT-W5 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the SIMAT-W5 Warrants on this occasion.</li> </ol>
<b>Purpose of warrant and the benefits that the company Will receive from the allocation of newly issued shares at this time</b>	The Company will use the proceeding, which it received from the exercise of rights as a Company’s working capital or supporting future business expansion.
<b>Benefits which the shareholders will receive from the capital increase</b>	The shareholders of the Company will receive benefits as a result of the use of funds, which it received from the exercise of rights to purchase new ordinary shares of the Company. The Company will use of funds for business expansion or working capital. The Company will able to increase the revenue and profitability. Consequently, the shareholders of the Company will receive benefits as a result of the increased revenue and profits in terms of dividends and stock prices of the Company.

(F53-4)

**Capital increase report form**  
**Simat Technologies Public Company Limited**  
**June 18, 2021**

Simat Technologies Public Company Limited (the “**Company**”) would like to report the resolution of the Board of Directors’ Meeting No. 9/2021, which was convened on June 18, 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 that Extraordinary General Meeting of the Shareholders No. 1/2021 consider approving the reduction of the Company’s registered capital by not exceeding THB 217,126,779 from the original registered capital of THB 871,449,635 to the new registered capital of 654,322,856 by canceling unsold shares remaining from the allocation to reserve (1) the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering) in the amount of 31 shares (2) the exercise of the right of the warrants to the Company’s directors or employees No. 2 (the “**SIMAT-ESOP-W2**”) in the amount of 3,706,995 shares (3) the exercise of the right of the warrants to purchase ordinary shares of the Company No. 5 (the “**SIMAT-W5 Warrants**”) issued and allocated according to the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021 in the amount of 150,747,654 shares, and (4) the exercise of the right of the warrants to purchase ordinary shares of the Company No. 4 (the “**SIMAT-W4 Warrants**”) as the last exercise date of such warrants shall be on July 8, 2021 in the amount of 16,199,490 shares to 62,672,099 shares. The exact amount of shares depends upon the amount of the exercised SIMAT-W4 Warrants on July 8, 2021.
- 1.2 The Board of Directors' meeting had resolved to propose that Extraordinary General Meeting of the shareholders No. 1/2021 consider approving the increase of registered capital in the amount of THB 161,308,187 from the decreased registered capital pursuant to Clause 1.1 above by issuing of 161,308,187 newly-issued ordinary 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	161,308,187 shares	1.00	161,308,187
	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

Allocated to	No. of shares	Ratio (Old: New)	Sale price (THB/Share)	Subscription date and payment for shares	Note
To reserve for the exercise right of the SIMAT-W5 Warrants allocated to the existing shareholders of the Company proportionate to their respective shareholdings (Right Offering)	160,000,000 shares	4.06 - 4.35 : 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 1 and 2
The right adjustment under the warrants to purchase ordinary shares of the Company No. 3 (the “SIMAT-W3 Warrants”)	1,308,187 shares	-	-	-	Please consider Remark 2

**Remark:**

- The allocation ratio of the SIMAT-W5 Warrants is preliminarily calculated. The exact allocation ratio of the SIMAT-W5 Warrants depends upon the number of registered shares which may be increased due to the exercise of the SIMAT-W4 Warrants as the last exercise date of such warrants shall be on July 8, 2021, and the SIMAT-W3 Warrants as the next exercise date of such warrants shall be on July 30, 2021. The Company notify the exact allocation ratio of the SIMAT-W5 Warrants to shareholders before the shareholders’ meeting.
- The Board of Directors’ meeting No. 9/2021 held on June 18, 2021 had resolved to propose to propose that the Extraordinary General Meeting of the Shareholders No. 1/2021 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 have the power to determine, amend and revise conditions and details in connection with the allocation of the newly-issued shares, as well as to amend and revise conditions and details in connection with the allocation ratio and exercise price according to the terms and conditions including have the power 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

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 for the shareholders' meeting to approve the capital increase and allocation of the newly issued shares

Schedule of the Extraordinary General Meeting of the shareholders No. 1/2021 on August 11, 2021 at 10.00 a.m. through electronic media pursuant to emergency decree on electronic meetings B.E. 2020. 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 July 15, 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, and amendment of the memorandum of association to the Department of Business Development Ministry of Commerce;
- 4.2 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 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 not exceeding THB 320 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.

The shareholders of the Company from the exercise of the right to purchase the newly issued ordinary shares of the Company under the SIMAT-W5 Warrants will be entitled to receive dividends from the Company's operations starting when the holders of the SIMAT-W5 Warrants exercise their right to purchase the newly issued ordinary shares of the Company and has registered as a shareholder of the Company with a name appearing as a shareholder in the shareholders register book of the Company and 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. 9/2021 has passed a resolution regarding capital reduction, capital increase, allocation of newly issued shares, and issuing the SIMAT-W5 Warrants	June 18, 2021
2. The date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of the shareholders No. 1/2021	July 15, 2021
3. The date of Extraordinary General Meeting of the shareholders No. 1/2021	August 11, 2021
4. Register the resolution to reduce the registered capital, Increase registered capital and amend the memorandum of association of the company with Ministry of Commerce.	With in 14 days from the shareholders meeting date has approved
5. The date to determine the list of shareholders who are entitled to receive the SIMAT-W5 Warrants	August 19, 2021

Procedures	Date
6. The issuance date of the SIMAT-W5 Warrants	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 shall determine the issuance date of the SIMAT-W5 Warrants

The Company certifies that the information in this report is accurate and complete in all respects.

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Mr. Boonlerd Iewpornchai  
Chief Executive Officer



## **Information Memorandum regarding the allotment of new shares**

### **Simat Technologies Public Company Limited**

The resolution of the Board of Directors' meeting of the Simat Technologies Public Company Limited (the "**Company**") No. 9/2021, which was held on June 18, 2021 resolved to increase the registered capital of the Company in the amount of THB 161,308,187 from the original registered capital of THB 871,449,635 after the reduction of the Company's registered capital by not exceeding THB 217,126,779 to the new registered capital of THB 654,322,856 by issuing of 161,308,187 newly-issued ordinary shares to reserve for (1) the exercise of the warrants to purchase ordinary shares of the Company No. 5 (the "**SIMAT-W5 Warrants**") in the amount of 160,000,000 shares, and (2) the right adjustment under the warrants to purchase ordinary shares of the Company No. 3 (the "**SIMAT-W3 Warrants**") in the amount of 1,308,187 shares. The Company will propose to the Extraordinary General Meeting of the Shareholders No. 1/2021 on August 11, 2021 for further approval.

In this regard, the issuance and offering of the newly issued ordinary shares is significant, therefore the company has prepared significant information for the shareholders' decision in accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor. 73/2558 regarding the items in the notice of the shareholders' meeting of listed companies for approval and offering securities (Including additional amendments) with the following details:

#### **1. Details of the newly issued shares**

The Company will allocate the newly issued ordinary shares of the Company to reserve for the exercise of rights under the SIMAT-W5 Warrants, and the allocation of newly issued ordinary shares to reserve for the adjustment of rights under SIMAT-W3 Warrants with the following details;

- 1.1. Allocation of the newly ordinary shares of not exceeding 160,000,000 at par value of THB 1.00 per share in order to accommodate the exercise of SIMAT-W5 Warrants; and
- 1.2. Allocation of the newly ordinary shares of not exceeding 1,308,187 shares to accommodate the right adjustment under the SIMAT-W3 Warrants.

#### **2. Objective of the capital increase and fund utilization plan**

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 not exceeding THB 320 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.

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 from 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, this will lead to the Company received less money than expected. In that case, the Company's capital increase plan may differ from the money plan specified above.

### 3. The effect on shareholders from the sale of newly issued shares.

The effect from the issuance of new ordinary shares to accommodate the exercise of the SIMAT-W5 Warrant as follows;

#### 3.1 Price Dilution (Control Dilution)

If the shareholders who receive the SIMAT-W5 Warrants have exercised their rights to convert into ordinary shares in the amount that they received will not affect the voting rights of shareholders of the company (Control Dilution). However, in the case that the shareholders who receive the SIMAT-W5 Warrants do not exercise the conversion rights and all other shareholders exercised their rights to convert (Control Dilution) is as follows:

$$= \frac{\text{Number of shares from the conversion of SIMAT-W5 Warrants}}{\text{Number of paid-up shares} + \text{Number of shares from the conversion of SIMAT-W5 Warrants}}$$

$$\begin{aligned} \text{Number of paid-up shares} &= 603,325,647 \text{ shares} \\ &= \frac{160,000,000}{603,325,647 + 160,000,000} \\ &= 20.96\% \end{aligned}$$

#### 3.2 Effect on the proportion of shareholding (Price Dilution)

If the shareholders who receive the SIMAT- W5 Warrants have exercised their conversion rights into ordinary shares in the amount that they received, it will not affect the market price of the shares (Price Dilution). However, in the case that the shareholders who receive warrants SIMAT- W5 Warrants do not exercise the conversion rights and all other shareholders exercised their rights to convert it will have the highest impact on the market price of shares as follows;

$$= \frac{(\text{market price before the offering} - \text{market price after the offering})}{\text{market price before the offering}}$$

$$= \frac{5.55 - 4.81}{5.55}$$

$$= 13.41\%$$

In which the market price after the offering

$$= \frac{(\text{Market price} \times \text{number of paid-up shares}) + (\text{right offering price} \times \text{Number of shares from the conversion of SIMAT-W5 Warrants})}{(\text{Number of shares paid} + \text{Number of shares Arising from the conversion of SIMAT-W5 Warrants})}$$

$$= \frac{(5.55 \times 603,325,647) + (2 \times 160,000,000)}{(603,325,647 + 160,000,000)}$$

$$= 4.81$$

Note: Market price is equal to the weighted average market price of the company for the past 7 consecutive business days prior to the date of the Board of Directors Meeting No.9/2021 held on June 18, 2021 (that is, between June 9, 2021 - June 17, 2021) (Data from SETSMART of SET) which is equal to THB 5.55.

#### **4. The opinion of the Board of Directors Capital increase or offering to the existing shareholders of the company Proportion of shares (Rights Offering)**

##### **4.1 Reasons and necessity of the capital increase.**

The Board of Directors have an opinion that the Company is necessary to increase the registered capital and issue new ordinary shares to accommodate the exercise of rights the SIMAT-W5 Warrants, and to accommodate the adjustment under SIMAT-W3 Warrants because the Company plans to use the proceeds received from the shares offering for the purpose as details described in item 2 above.

##### **4.2 The possibility of using funds from the offering of shares**

The issuance of the newly issued ordinary shares to accommodate the exercise of the SIMAT-W5 Warrants has a term of 3 years from the date of issuance of the SIMAT-W5 Warrants. The Company will use the money received from the capital increase for the purpose as described in item 2 above.

##### **4.3 The reasonableness of the capital increase plan to use the proceeds from the share offering and the project that will be implemented including the adequacy of the funding source in the event that the proceeds from the offering.**

The Board of Directors have an opinion that the issuance and offering of the newly issued ordinary shares to accommodate the exercise of the rights of the SIMAT-W5 Warrants, and the newly issued ordinary shares to accommodate the adjustment under the SIMAT-W3 Warrants are appropriate. It is reasonable and for the highest benefit of the Company and all shareholders. The Company plan to utilize the money from funding this time for the purpose as details described in item 2 above.

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 not exceeding THB 320 Million. The Company plans to use the proceeds received from the exercise of rights to use as working capital or supporting future business expansion.

##### **4.4 The expected impact on the company's business operations as well as the financial status and results of operations of the company Due to the capital increase and the implementation of the use of funds or projects.**

The Board of Directors have an opinion that the issuance and offering of the newly issued ordinary shares to accommodate the exercise of the rights under the SIMAT-W5 Warrants, and the newly issued ordinary shares to accommodate the adjustment under

the SIMAT-W3 Warrants are the implementation of the Company's funding sources which the Company can use the money received from the capital increase for the purpose as details described in item 2 above. The transaction will benefit the Company in creating continuous cash flow and profits in the future and does not adversely affect the Company's business operations as well as the financial status and results of operations of the Company.

#### **5. Board certification Capital increase**

In the case that the directors of the Company not performing duties in accordance with the law, the objectives and the regulations of the Company as well as the resolution of the shareholders' meeting with honesty and carefulness to protect the interests of the Company. In matters relating to the capital increase by acting or omitting any actions that do not perform the duties and cause damage to the Company. The company can claim compensation from that director, but if the Company do not claim for compensation shareholders holding a total of not less than 5 percent of the total issued shares will notify the company to be claimable. The Company do not proceed as the shareholders have informed, the shareholder can sue for damages from the director on behalf of the Company in accordance with Section 85 of the Public Company Limited Act 1992 (including amendments). In addition, if the actions or omissions of the directors which do not perform their duties, shall be in accordance with the laws, objectives and regulations of the company. As well as the resolution of the shareholders' meeting with honesty and carefulness to protect the interests of the company in matters relating to the capital increase, it causes the directors, executives, or related persons to benefit improperly. The Company may sue the directors to be responsible for returning the benefits to the Company. The shareholders holding shares with voting rights of not less than 5% of the total voting rights of the Company will notify the company can do so. If the Company do not proceed as according to shareholders within 1 month from the date of notification such shareholders are able to exercise the right to claim benefits from that director on behalf of the company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments)

The Company certifies that the information in this report is accurate and complete in all respects.

Please be informed accordingly

Yours sincerely

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Mr. Boonlerd Iewpornchai  
Chief Executive Officer