

(F53-4)

Capital Increase Report Form
Ananda Development Public Company Limited
24 March 2022

Ananda Development Public Company Limited (the “Company”) would like to report the resolutions passed by the Board of Directors’ Meeting No. 1/2022, convened on 24 January 2022 with respect to the capital increase, and the allocation of the newly-issued ordinary shares, as follows:

1. Capital Decrease and Capital Increase

1.1 Capital Decrease

The Board of Directors Meeting resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the decrease in the registered capital of THB 0.30, from the existing registered capital of THB 499,950,000.00 to THB 499,949,999.70 by decreasing of existing shares in the amount of 3 shares that the Company cannot proportionally allocate such share to existing shareholders of the Company. In addition, The Board of Directors Meeting resolved to amend Article 4 of the memorandum of association of the Company (Registered Capital) to comply with the registration on decrease of capital.

1.2 Capital Increase

The Board of Directors Meeting resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the increase in the registered capital of THB 20,831,200 from the existing registered capital of THB 499,949,999.70 to THB 520,781,199.70 by issuing of newly-issued ordinary shares in the amount of up to 208,312,000 shares, with a par value of THB 0.10 per share, totaling THB 20,831,200 in accordance with the following manner:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (THB/Share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of proceeds utilization	Ordinary	208,312,000 shares	0.10	20,831,200
	Preference	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preference	-	-	-

2. Allocation of the newly-issued ordinary shares

2.1 Form to specify the purpose of utilizing funds

Allocated to	Number of Shares	Ratio (old : new)	Offering Price (THB/share)	Subscription and Payment Period	Remarks
To reserve for the exercise of the Warrants of the Ordinary Shares of the Company for directors, executives, and employees of the Company and its subsidiaries (the "ANAN ESOP-W1 Warrants") which is allocated to the directors, executives and employees of the Company and its subsidiaries, in accordance with the criteria stipulated by the Company (ANAN ESOP-W1 Warrants).	Up to 208,312,000 shares	1 newly-ordinary shares: 1 unit of ANAN ESOP-W1 Warrants	0.00 (the offering price per unit is THB 0.00)	The exercise of the right to purchase the newly-issued ordinary shares of the Company under the ANAN ESOP-W1 Warrants shall be in accordance with terms and conditions governing the rights and obligations of the issuer of ANAN ESOP-W1 Warrants to the directors, executives and employees of the Company and its subsidiaries.	Please see Remark (1)

Remark :-

- The Board of Directors' Meeting resolved to propose that Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the Warrants to Subscribe for the Ordinary Shares of the Company No. 1 for the executives, directors, employees of the Company and its subsidiaries

(the "ANAN ESOP-W1 Warrants") without the offering price (the offering price per unit is THB 0.00), and the allocation of the newly-issued ordinary shares to reserve the exercise of warrants, in the amount of up to 208,312,000 shares, with a par value of THB 0.10 per share (not exceeding to 5% of total issued and sold shares of the Company). The allocation ratio shall be 1 unit of ANAN ESOP-W1 Warrants to 1 newly-issued ordinary share. The term of warrant is 4 years from the date of issuance.

2. In this regard, the Board of Directors proposes that the Extraordinary General Meeting of Shareholders authorize the powers to the Board of Directors, the Executive Committee, the Nomination and Remuneration Committee (in the case of the directors being allotted ANAN ESOP-W1 Warrants), or persons authorized by the Board of Directors or the Executive Committee.

(a) To determine, amend and add other details necessary and relating to the issuance and allocation of ANAN ESOP-W1 Warrants as deemed appropriate, to the extent that they are not contrary or contradictory to the law, rules or related notifications, including determining the list of directors, executives and employees eligible for the ANAN ESOP-W1 Warrants, the number of warrants to be offered, offering period, offering method, payment method, issuance date, allocation details and procedures, exercise period, maturity dates and other characteristics and details of the ANAN ESOP-W1 Warrants.

(b) To contact, negotiate, execute, sign, or amend contracts, permission application documents, waiver request documents, notices, and evidentiary documents necessary and relating to the ANAN ESOP-W1 Warrants, including but not limited to the necessary registration with the Ministry of Commerce, any actions taken to contact and file applications for permission, waiver requests, notices, and such documents and evidence with related government agencies or authorities as well as amending or modifying the applications or pertinent statements contained in such documents.

(c) To take all necessary and appropriate actions to ensure the successful issuance and offering of such ANAN ESOP-W1 Warrants, including submitting applications for permission or waiver requests to the appropriate authorities, completing related registrations with the Ministry of Commerce's Department of Business Development, and appointing and assigning other individuals who are suitable to carry out the foregoing responsibilities.

2.2 General Mandate

None

3. Scheduling of the shareholders meeting to consider and approve for the capital increase and the allocation of the newly-issued shares

Extraordinary General Meeting of Shareholders No. 1/2022 is scheduled to be convened on Thursday 10 March 2022, at 2 p.m. via the electronic meeting which will be conducted in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other laws and regulations, whereby:

the book-closing date for determining shareholders who are entitled to attend the meeting is from until the end of the Meeting

the list of shareholders who are entitled to attend the Shareholders' Meeting (Record Date) will be determined on 8 February 2022

4. Application to the relevant government agency for its approval of the capital increase / the allocation of the newly-issued shares and the conditions thereto

4.1 The Company shall be approved by the resolution of shareholder's meeting to issue and offer the warrants to purchase the ordinary shares of the Company for the directors, executives and employees of the Company and its subsidiaries (ANAN ESOP-W1 Warrants) and shall be also approved by the shareholder's meeting to issue and allocate newly-issued ordinary share of the Company to reserve for the exercise of ANAN ESOP-W1 Warrants as abovementioned.

4.2 The Company will file the application form for the registration of the capital increase, amendment to the Memorandum of Association, and amendment to the paid-up capital to the Department of Business Development, Ministry of Commerce.

4.3 The Company will file the application for the listing of the newly-issued shares to reserve for exercise of the warrant to purchase the ordinary shares of the Company for the executives, directors, employees of the Company and its subsidiaries, as listed securities to the Stock Exchange of Thailand in compliance with the applicable laws and regulations.

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

The objective is for the issuance of newly-issued ordinary shares in order to reserve for the exercise of rights under the warrant to purchase the ordinary shares of the Company for the executives, directors, employees of the Company and its subsidiaries (ANAN ESOP-W1 Warrants).

6. **Benefits to be obtained by the Company from the capital increase / the allocation of newly-issued shares**

The capital increase and the allocation of newly-issued shares in this ANAN ESOP-W1 Warrants will be treated as a consideration for the performance of the directors, executives, and employees of the Company and its subsidiaries, in order to express appreciation for the Company's and its subsidiaries' directors, executives, and employees' tireless efforts in maximizing the value of the Company, its subsidiaries and shareholders, and to recognize and reward directors, executives, and employees of the Company and its subsidiaries who have dedicated and sacrificed their time to work for the Company, to incentivize the Company's and its subsidiaries' executives and employees who excel at their jobs and for whom it is difficult to find suitable replacements to stay with the Company and its subsidiaries in the long term in order to accomplish their business goals, to ensure the long-term viability of the Company's skilled workforce, and to instill a sense of ownership into employees, ensuring they share a common set of goals with the shareholders and ensuring the Company's continued prosperity. *Please refer to further details in the information memorandum related to the allocation of newly-issued ordinary shares for consideration.*

7. **Benefits which the shareholders will obtain from the capital increase / the allocation of the newly-issued shares**

7.1 *Dividend Policy*

The Company has established a policy to distribute dividends of at least 40 percent of the net profits after deductions of corporate income tax and legal reserves. In this regard, the Board of Directors will consider the dividend payment by taking into account the benefits to the shareholders primarily such as reserve money for future investment, reserve money to pay off loans or as working capital within the Company.

7.2 *Entitlement to dividends from the Company's operational results*

The person who is allocated the newly issued shares in connection with the warrant to purchase newly-issued ordinary shares of the Company for the directors, executives, employees of the Company and its subsidiary, and held the ANAN ESOP-W1 Warrants shall be entitled to receive dividends, in the event that the dividend payment of the Company has been announced and the right and obligation under such warrant has been exercised and converted to be ordinary shares of the Company, and such person must be registered as the shareholder of the Company in accordance with the relevant law, rule, and regulation.

7.3 Others

- None –

8. Other details necessary for the shareholders to consider in support of their decision to approve the capital increase / the allocation of the newly-issued shares

The issuance of newly-issued shares of the Company to reserve for exercise to purchase ordinary shares in connection with the warrant to purchase ordinary share of the Company for the directors, executives, and employees of the Company and its subsidiaries (ANAN ESOP-W1 Warrants) shall have dilution effect to shareholders of the Company for price dilution and control dilution as per the following detail:

- *Impact on the share market price (Price Dilution)*

It is not anticipated that the offering of 208,312,000 units of ANAN ESOP-W1 Warrants will have an impact on the market price of the Company's existing shareholders (Price Dilution) because the exercise price is *not less than* the market price which is calculated from weighted average market price of the Company's ordinary shares traded on the Stock Exchange of Thailand for the 15 consecutive business days preceding the date of the Board of Directors' Meeting No. 1/2022 on January 24, 2022, which approved to propose the issuance and offering of ANAN ESOP-W1 Warrants to the Extraordinary General Meeting of Shareholders for approval.

- *Impact on share of profits or voting rights of shareholders (Control Dilution)*

If all ANAN ESOP-W1 Warrants are exercised by the Company's and its subsidiaries' directors, executives, and/or employees to subscribe for the 208,312,000 reserved ordinary shares, existing shareholders' profits or voting rights will be diluted by 4.76 percent. This is calculated in comparison to the 4,166,249,997 shares issued and sold as of January 24, 2022.

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of reserved shares for ANAN ESOP-W1 Warrants}}{\text{(Number of paid-up shares + number of reserved shares for ANAN ESOP-W1 Warrants)}} \\ &= \frac{208,312,000}{(4,166,249,997+208,312,000)} \\ &= 4.76\% \end{aligned}$$

9. Schedule of the capital increase/ the allocation of the newly-issued shares is approved by the Board of Directors

Procedures	Date / Month / Year
1. Board of Directors' Meeting of the Company No. 1/2022 resolved on the capital increase and the allocation of the newly-issued ordinary shares	24 January 2022
2. The date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date)	8 February 2022
3. Extraordinary General Meeting of Shareholders No. 1/2022	10 March 2022
4. Registered of resolutions: capital increase and amendment to the Memorandum of Association with the Ministry of Commerce.	Within 14 days from the date on which approval is granted by the shareholders meeting
5. Issuance and allocation of the warrant to purchase the ordinary shares of the Company No. 1 to the directors, executives, and employees of the Company and its subsidiaries.	Within 1 years from the date that the Extraordinary General Meeting of Shareholders resolved to consider and approve the issuance and offering of the ANAN ESOP-W1 Warrants.

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



(Mr. Chanond Ruangkritya)



(Sermsak Khwanpuang)