

Enclosure No. 5

(F 53-4)

Capital Increase Report Form Sub Sri Thai Public Company Limited February 25, 2022

We, Sub Sri Thai Public Company Limited hereby report of the resolution of the Board of Directors No.2/2022, held on February 25, 2022 from 2.00 p.m. to 4.00 p.m., relating to a capital decrease and increase and share allotment as follows:

1. Capital Decrease and Increase:

1.1 Capital Decrease

The Meeting of The Board of Directors passed a resolution approving the decrease of register capital of the Company from Baht 835,037,850 to Bath 526,456,550 by reduce the registered ordinary shares which have been not allocated in amount of 308,581,300 shares at a par value of 1 baht per share.

1.2 Capital Increase

The meeting of the Board of Directors passed a resolution approving the increase of the Company's registered capital from Baht 526,456,550 to Baht 842,330,480 by issuing 315,873,930 newly ordinary share at the par value Baht 1.00 per share totaling Baht 315,873,930.

The details of the each type of capital increase are:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Preferred	- -	- -	- -
<input checked="" type="checkbox"/> General Mandate	Ordinary Preferred	315,873,930 -	1.00 -	315,873,930.00 -

2. Allotment of new shares:

2.1 Specifying the purpose of utilizing proceeds

Allotted to	Number of Shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
-	-	-	---	-	-

2.2 The details of allotment under the General Mandate

Allotted to	Type of shares	Number of shares (shares)	Percentage of paid-up capital*	Note
Existing Shareholders	Ordinary	157,936,965	30	-
To supporting the exercise of transferable subscription rights	Preferred	-	-	-
General public	Ordinary	105,291,310	20	-
	Preferred	-	-	-

Allotted to	Type of shares	Number of shares (shares)	Percentage of paid-up capital*	Note
Specific persons	Ordinary	52,645,655	10	-
	Preferred	-	-	-

* Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a General Mandate

Remarks :

1. The Company may either entirely or partially allocate the newly issued ordinary shares, whether in single or sequential allocation .In any case, the aggregate number of newly issued ordinary shares to be allocated to the existing shareholders (Rights Offering), general public (Public Offering) and to specific persons (Private Placement) under the General Mandate basis shall not exceed 315,873,930 shares or not exceed 30 percent of the paid-up registered capital of the Company as at the date the board of directors approving the increase of the registered capital. Nevertheless, allocating the newly issued shares to General public (Public Offering) and Specific persons (Private Placement) under the General Mandate basis shall not exceed 105,291,310 shares or not exceed 20 percent of the paid-up registered capital of the Company as at the date the board of directors approving the increase of the registered capital.
2. The specific persons under the Private Placement basis, who shall receive the allocation of the newly issued ordinary shares under the General Mandate basis, must at least have one of the following qualifications and shall not be the related persons of the Company as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re : Rules on Connected Transaction and the Notification of the Stock Exchange of Thailand Re : Disclosure of Information and Practices of Listed Company in Respect of Connected Transaction B.E. 2546:
 - (a) being institutional investors in accordance with the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re : Determination of Definitions in the Notification Relating to Issuance and Offer for Sale of Securities; or
 - (b) being individual investors or juristic persons that have a stable financial status and a potential to an actual investment as well as have knowledge, skills, experience or potential in a manner that benefits or supports the Company’s operation.

In case of allocation newly issued ordinary shares to specific person under Private Placement basis, the Company will disclose the name of specific persons who shall receive the allocation of newly issued ordinary shares accordingly.
3. The offering price of the newly issued ordinary shares to the specific investors by means of the Private Placement under the General Mandate shall be “Market Price” which means the weighted average price of the Company’s shares trading on the stock exchange of not fewer seven consecutive business days but not more than fifteen consecutive business days prior to the date for determination of such subscription price. The weighted average price using in the calculation must be the daily average price for trading. In this regard, the date for determination of the subscription price shall not be earlier than three business days prior to the first subscription date where the shares shall be offered to the investors. In the case that the Board of Directors of the Company deems that there is an appropriate cause by taking into account of the best interests of the Company, the Board of Directors may determine the offering price with a discount of not more than 10 percent of the market price, provided that the Board of Directors has taken into consideration of the market status at that time in determining such discount, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558, Re : Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Persons.

4. The Board of Directors' Meeting has resolved to approve the authorization to the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares as follows:

- (1) to consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of allocations of the newly issued ordinary shares, whether single or sequential allocation, period of the offering, payment of share subscription price, name of specific persons under private placement basis, other conditions and details in connection with the allocation of such newly issued ordinary shares;
- (2) to enter into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
- (3) to execute applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the Stock Exchange of Thailand “(SET)” and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

3. Schedule for shareholders meeting to approve the capital increase / allotment

The Annual General Meeting of shareholders of the year 2022 is scheduled to be held on April 27, 2022 at 2.00 p.m. at No.206 Soi Pattanakan 20, Suan Luang Sub-district, Suan Luang District, Bangkok 10250, Thailand

The record date for determining the right of shareholders to attend the 2022 Annual General Meeting of shareholders will be on March 11, 2022.

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

4.1 The Company will apply for the registration of the capital decrease and increase of the paid-up capital with the Department of Business Development, the Ministry of Commerce.

4.2 The Company will apply for approvals from the Stock Exchange of Thailand (SET) to list such newly issued ordinary shares on the Stock Exchange of Thailand.

5. Objectives of the capital decrease and increase and the use of proceeds received from the capital increase

5.1 The Company reduce its registered capital by cancelling the unissued ordinary shares of the Company.

5.2 Increasing capital under a general mandate to be a source of fund to accommodate its future investment plan in a timely manner. The Company then will be ready and have liquidity in financial position and flexible for future projects and operations.

6. Benefits to the Company related to the capital increase/share allotment:

This capital increase will assist the Company in enhancing the Company's financial liquidity and being a working capital, as well as strengthening the Company's balance sheet for the expansion in its core business and/or the business relevant to its core business for a long-term growth.

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

7.1 Dividend Policy

The Company has a dividend payment policy to pay dividends to shareholders at least 50 % of net profit of the company consolidated statements after corporate taxes and the allocation of all legal reserves. This dividend payment shall not contrary to the Public Companies Act. However, dividend payment depends on cash flow, business expansion for the Company's projects and other essential requirement in the future.

7.2 After the stock dividend payment, the shareholders who have been allocated the stock dividend have the right to receive the dividend payment in the future.

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

-To be determined after the capital increase.-

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

Procedures	Date
1. The date of the Meeting of Board of Directors No. 2/2025	February 25, 2022
2. The date to determine shareholders entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date)	March 11, 2022
3. The date of the 2021 Annual General Meeting of Shareholders	April 27, 2022
4. The Company will register the increase of the registered capital and amending the Company's Memorandum of Association	within 14 days after the shareholders' meeting has the resolution to approve the capital increase

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

Signed *- Supasith Sukhanindr -*
 (Mr. Supasith Sukhanindr)
 Director

Signed *- Intira Sukhanindr -*
 (Mrs. Intira Sukhanindr)
 Director