

## CAPITAL INCREASE REPORT FORM (F 53-4)

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## CAPITAL INCREASE REPORT FORM

RS PUBLIC COMPANY LIMITED

February 24, 2021

RS Public Company Limited (the "Company") would like to report the resolutions of the Board of Directors Meeting No. 2/2021 held on February 24, 2021 regarding the capital decrease, capital increase and the allotment of newly issued shares as follows:

### 1. Capital Decrease and Capital Increase

The Board of Directors' Meeting has resolved to propose to the Shareholders' Meeting to approve the capital decrease and capital increase as follows:

- Decrease of the registered capital from the existing registered capital of Baht 1,161,997,216 to the new registered capital Baht 972,496,946 by cancelling the unissued shares which were not allocated to accommodate the exercise of the Warrants to Purchase the Company's Ordinary Shares Series 3 (RS-W3) in the amount of 189,500,270 shares at a par value of Baht 1 per share.
- Increase of the registered capital from the existing registered capital of Baht 972,496,946 to the new registered capital of Baht 1,163,996,212 by issuing of 191,499,266 new ordinary shares at a par value of Baht 1 each totaling Baht 191,499,266.

Type of Capital Increase	Type of Share	Number of Shares	Par Value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Share	191,499,266	1	191,499,266
	Preferred Share	-	-	-
<input type="checkbox"/> General mandate	Ordinary Share	-	-	-
	Preferred Share	-	-	-

### 2. Allotment of new shares:

The Board of Directors' Meeting has approved the allotment of 191,499,266 ordinary shares, at a par value of Baht 1.00 each, totaling of Baht 191,499,266. The details are as follows:

## 2.1 Specifying the purpose of utilizing proceeds

Allocated to	Number of shares (shares)	Ratio (existing : new)	Sale price (THB/shard)	Subscription and payment period	Note
Reserve for the exercise of the Warrants to purchase the ordinary shares of the Company Series 4 (RS-W4) allocated proportionally to the existing shareholders	191,499,266	1 unit of Warrant : 1 new ordinary share	RS-W4 will be allocated at no cost. The exercise price is 29 Baht per share.	Please see Note (1)	Please see Note (2)

Note: (1) Exercise Date is on the last Business Day of every May and November of each calendar year through the term of Warrant. The first Exercise Date is scheduled on November 30, 2021.

The last Exercise Date will be the date on which the Warrants have the term of three years from the issue date of the Warrants.

In case the Exercise Date is not a Business Day of the Company, such Exercise Date shall be postponed to the last Business Day before the Exercise Date.

The Warrant holders who wish to exercise their right to purchase ordinary shares of the Company shall deliver a notification of the intention to exercise the Warrants during 9.00 am. - 3.00 pm. within the period of 5 Business Day prior to each Exercise Date, except for the last Exercise Date in which the notification of the intention to exercise the Warrants shall be delivered during 9.00 a.m. - 3.00 p.m. within the period of 15 Days prior to the last Exercise Date.

- (2) The Warrants shall be allocated to existing shareholders of the Company, at the ratio of 5 existing ordinary shares per 1 warrant unit at no cost. In case there is fraction of the Warrants from calculation according to allotment ratio, such fraction shall be discarded. Exercise ratio is 1 unit of warrant will be entitled to purchase 1 new ordinary share at Baht 29 per share.

2.2 The Company's plan in case there is a fraction of shares remaining:

Any fraction of shares from the calculation of such allotment shall be discarded.

## 3. Schedule for the Shareholders' Meeting to approve the capital increase/ shares allotment

The 2021 Annual General Meeting of Shareholders shall be scheduled on April 19, 2021 at 10.00 a.m. at Rose Hall Room, 27 RS Group Bldg., Tower C, 5th Floor, Prasert-Manukitch Road, Sena Nikhom, Chatuchak, Bangkok 10900.

The record date for the right to attend the 2021 Annual General Meeting of Shareholders shall be fixed on March 10, 2021.

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

4.1 The Company will submit an application to register the increase of the registered capital and the change of paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 The Company will submit an application to the Stock Exchange of Thailand for registration of newly issued shares derived from the exercise of the Warrant as listed securities on the Stock Exchange of Thailand.

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

The increase of capital is to accommodate the exercise of the Warrants RS-W4 offered to the existing shareholders. The issuance and offering of the Warrants are intended to raise funds for future projects according to the Company's business plan, either from the expansion of the existing business or investment in the new businesses. Moreover, in order for rewarding shareholders of the Company instead of normal dividend payment.

**6. Benefits which the Company will receive from the capital increase/ shares allotment**

The Company has the stable capital base, good liquidity and is ready for further investing in the current businesses. Moreover, the Company also has enough fund to support future investment which will provide the Company with strong operating growth.

**7. Benefits which the Shareholders will receive from the capital increase/shares allotment**

7.1 In the event that the warrant holders exercise their rights to purchase the newly issued ordinary shares, the Company will have fund to be used in business expansion to strengthen its capability and increase in the Company's revenue and profit. Additionally, the Company shall have its potential to pay dividend to the shareholders which will increase the value of the Company's business.

7.2 In the event that the Company pay dividends, the shareholders, who have been allocated the Warrants and exercised their rights to purchase the newly issued ordinary shares, will have the right to receive dividends from the operations of the Company equal to the existing shareholders of the Company.

8. Other details necessary for the Shareholders to approve the capital increase/shares allotment

- None-

9. Schedule of action where the Board of Directors passes a resolution approving the capital increase or allotment of new shares

No.	Action Procedures	Date/Month/Year
1	Board of Directors' Meeting No. 2/2021 approves the capital increase and allotment of shares	February 24, 2021
2	Record date for the right to attend the 2021 Annual General Meeting of Shareholders	March 10, 2021
3	The 2021 Annual General Meeting of Shareholders	April 19, 2021
4	Record Date for determination of name of shareholders who will be entitled for allotment of warrants to purchase ordinary shares of the Company Series 4 ("RS-W4")	April 27, 2021
5	Registration of paid-up capital with the Ministry of Commerce	Within 14 days after the AGM resolves 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.....Authorized Director

(Mrs. Pornpan Techarungchaikul)

Signed.....Authorized Director

(Mr. Wittawat Wetchabutsakorn)