

CAPITAL INCREASE REPORT FORM
SAHATHAI TERMINAL PUBLIC COMPANY LIMITED

February 24, 2022

We, Sahathai Terminal Public Company Limited (the “**Company**”), the office located at No. 51/1, Moo 3, Poochaosamingprai Road, Bangyaprak Sub-district, Prapradang District, Samuthprakarn Province, hereby report the resolutions of the Board of Directors’ Meeting No. 1/2022 held on February 24, 2022 in relation to the increase of the registered capital and the allocation of the newly issued ordinary shares as follows:

1. Capital Increase

The Board of Directors’ Meeting No. 1/2022 resolved to approve the increase of the Company’s registered capital by Baht 333,959,950.00 from the existing registered capital of Baht 328,899,677.50 to Baht 662,859,627.50 by issuing 667,919,900 newly issued ordinary shares with a par value of Baht 0.50 per share. Details of the capital increase are as follows:

Type of Capital Increase	Type of Shares	Number of Shares (Shares)	Par Value (Baht per Share)	Total (Baht)
<input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary shares	303,599,954	0.50	151,799,977.00
<input checked="" type="checkbox"/> General mandate	Ordinary shares	364,319,946	0.50	182,159,973.00

2. Allocation of the newly issued shares (Specific purpose of utilizing the proceeds)

2.1 Details of the allocation for the specific purpose of utilizing the proceeds

Allocated to	Number of Shares (Not exceeding)	Ratio (Existing: New)	Sale Price (Baht per Share)	Date and Time of Subscription and Share Payment	Remark
(1) To accommodate the exercise of right under warrants to purchase the newly issued ordinary shares of Sahathai Terminal Public Company Limited No. 2 (PORT-W2) (the “ PORT-W2 Warrants ” or “ Warrants ”)	151,799,977	<u>Allocation Ratio:</u> 4 ordinary shares to 1 unit of the Warrants <u>Exercise Ratio:</u> 1 unit of the Warrants to 1 newly issued ordinary share	<u>Exercise Price:</u> 3.00	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PORT-W2 Warrants shall be in accordance with the conditions on the exercise of the Warrants as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of Sahathai Terminal Public Company Limited No.2 (PORT-W2) (the “ Terms and Conditions ”)	Please see Remark No.1.1

Allocated to	Number of Shares (Not exceeding)	Ratio (Existing: New)	Sale Price (Baht per Share)	Date and Time of Subscription and Share Payment	Remark
(2) To accommodate the exercise of right under warrants to purchase the newly issued ordinary shares of Sahathai Terminal Public Company Limited No. 3 (PORT-W3) (the “PORT-W3 Warrants” or “Warrants”)	151,799,977	<u>Allocation Ratio:</u> 4 ordinary shares to 1 unit of the Warrants <u>Exercise Ratio:</u> 1 unit of the Warrants to 1 newly issued ordinary share	<u>Exercise Price:</u> 3.30	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PORT-W3 Warrants shall be in accordance with the conditions on the exercise of the Warrants as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of Sahathai Terminal Public Company Limited No.3 (PORT-W3) (the “Terms and Conditions”)	Please see Remark No.1.2

2.2 Details of the allocation for General mandate

Allocated to	Type of Shares	Number of Shares (Shares)	Percentage of paid-up capital ^{1/}	Note
(1) Rights Offering	Ordinary shares	Not exceeding 182,159,973	30	As following
(2) Public Offering	Ordinary shares	Not exceeding 121,439,982	20	As following
(3) Private Placement	Ordinary shares	Not exceeding 60,719,991	10	As following

^{1/} Percentage of paid-up capital as of February 24, 2022 on the date on which the Board of Directors resolved to increase the Company's capital under the general mandate.

Remark:

The Board of Directors' Meeting No. 1/2022 held on February 24, 2022 approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital by Baht 333,959,950.00 from the existing registered capital of Baht 328,899,677.50 to Baht 662,859,627.50 by issuing and offering 667,919,900 newly issued ordinary shares with a par value of Baht 0.50 per share and the allocation of such newly issued ordinary shares, the details of which are as follows:

1. The allocation of not exceeding 303,599,954 newly issued ordinary shares with a par value of Baht 0.50 per share to accommodate the exercise of right under the Warrants as the following detail

1.1 The allocation of not exceeding 151,799,977 newly issued ordinary shares with a par value of Baht 0.50 per share to accommodate the exercise of right under the PORT-W2 Warrants allocated to the existing shareholders of the Company at the amount not exceeding 151,799,977 units at an allocation ratio of 4 ordinary shares to 1 unit of the PORT-W2 Warrants (In calculation of the number of Warrants to be allocated to each shareholder, any fractions derived from the calculation based on the allocation ratio shall be disregarded). In this regard,

the Company determined that a holder of 1 unit of the PORT-W2 Warrants shall be entitled to purchase 1 newly issued ordinary share at an exercise price of Baht 3.00 per share. The warrants holders shall be entitled to exercise their rights under the warrants at every quarter of each calendar year after the issuance date of PORT-W2 Warrants. The terms and conditions of the PORT-W2 Warrants are as shown in the Key Features of Warrants to Purchase the Newly Issued Ordinary Shares of Sahathai Terminal Public Company Limited No.2 (PORT-W2) (**Enclosure 5**).

- 1.2 The allocation of not exceeding 151,799,977 newly issued ordinary shares with a par value of Baht 0.50 per share to accommodate the exercise of right under the PORT-W3 Warrants allocated to the existing shareholders of the Company at the amount not exceeding 151,799,977 units at an allocation ratio of 4 ordinary shares to 1 unit of the PORT-W2 Warrants (In calculation of the number of Warrants to be allocated to each shareholder, any fractions derived from the calculation based on the allocation ratio shall be disregarded). In this regard, the Company determined that a holder of 1 unit of the PORT-W3 Warrants shall be entitled to purchase 1 newly issued ordinary share at an exercise price of Baht 3.30 per share. The warrants holders shall be entitled to exercise their rights under the warrants at every quarter of each calendar year after the issuance date of PORT-W3 Warrants. The terms and conditions of the PORT-W3 Warrants are as shown in the Key Features of Warrants to Purchase the Newly Issued Ordinary Shares of Sahathai Terminal Public Company Limited No.3 (PORT-W3) (**Enclosure 6**).

Furthermore, the Board of Directors' Meeting resolved to approve that the Executive Committee or any person(s) authorized by the Executive Committee shall be empowered to consider and determine, amend and change any conditions and details necessary for and relevant to the allocation of the PORT-W2 Warrants and the PORT-W3 Warrants, for instance, the issuance date, the allocation method, including signing any relevant documents and undertaking any actions relevant to and necessary for the completion of the allocation of the PORT-W2 Warrants and the PORT-W3 Warrants including but not limited to providing information and filing any documents or evidence with the SET, the Securities and Exchange Commission, Thailand Securities Depository Company Limited, the Ministry of Commerce or other relevant agencies, as well as listing the PORT-W2 Warrants and the PORT-W3 Warrants and the newly issued ordinary shares arising from the exercise of the PORT-W2 Warrants and the PORT-W3 Warrants on the SET.

In this regard, the increase of the registered capital is subjected to the approval from the 2022 Annual General Meeting of Shareholders which will be held on April 21, 2022. In addition, the Company determined the date for determining the names of shareholders (Record Date) on April 29, 2022

2. The allocation of not exceeding 303,599,954 newly issued ordinary shares with a par value of Baht 0.50 per share to accommodate the exercise of right under the General mandate as the following detail
- 1) not exceeding 182,159,973 shares at a par value of Baht 0.5 per share will be allocated by way of a rights offering;
 - 2) not exceeding 121,439,982 shares at a par value of Baht 0.5 per share will be allocated by way of a public offering;
 - 3) not exceeding 60,719,991 shares at a par value of Baht 0.5 per share will be allocated by way of a private placement.

The newly-issued ordinary shares shall not be allocated to the connected persons under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546, and (b) the offering price shall not be a price below the market price pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to public offering or private placement. In this regard, the determination of offering price to be offered to the private placement shall be the best price under the market conditions during the offer for sale of shares, whereby the offering price shall not be lower than 90 percent of Market Price in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval of Offer for Sale of Newly-Issued Shares by Listed Companies in a Private Placement (“Market Price” means the weight average of the Company's ordinary shares price trading on the Stock Exchange of Thailand for 7-15 consecutive trading days prior to the date of determined offering price)

Whereby empowered the Board of Directors and/or The Executive Committee and / or the authorized directors of the Company are authorized to determine the objectives in issuing and offering of such the newly issued ordinary shares, which include but not limited to the following:

- (1) considering the offering for sale and allocation of the newly issued ordinary shares whether in whole or in part and whether in a single offering or multiple offerings;
- (2) determining the objectives, offering period, offering price, investors to whom the shares will be offered, subscription and settlement methods as well as other terms and conditions in relation to the allocation of such newly issued ordinary shares;
- (3) negotiating, agreeing, entering into and signing any agreements and/or documents necessary and relevant to the allocation of such newly issued ordinary shares,
- (4) signing applications, waivers, notices and any documents relating to the allocation of such newly issued ordinary shares, including effecting relevant registrations with the Ministry of Commerce and listing such newly issued ordinary shares on the Stock Exchange of Thailand (the “SET”) as well as contacting, coordinating and filing documents with relevant government authorities or other agencies (whether in Thailand or overseas); and
- (5) Undertaking any acts necessary and relevant to complete the allocation of the newly issued ordinary shares.

In allocating the newly-issued ordinary shares by any or all of the methods under (1), (2), and (3), the allocated amount shall not exceed 30 percent of the total paid-up capital or 182,159,973 shares as at the date on which the Board of Directors approves the capital increase. Nevertheless, in the case of the allocation in accordance with the methods under (2) and (3), the increased paid-up capital shall not exceed 20 percent of the total paid-up capital or 121,439,982 shares as at the date on which the Board of Directors approves the capital increase.

However, the allocation of the newly-issued ordinary shares shall be completed within the date on which the Company holds its next annual general meeting of the shareholders or within the date on which the laws require the Company to hold its next annual general meeting of the shareholders, whichever is earlier

3. Actions to be taken by the Company in case of a fraction of shares

In the event that there is a fraction of shares resulting from the allocation of the newly issued ordinary shares to the existing shareholders on a pro rata basis (Rights Offering) and in the event that there is an adjustment to the exercise

ratio upon the occurrence of event pursuant to the conditions concerning the right adjustment as stipulated in the Terms and Conditions resulting in a fraction of shares that will be allocated under the PORT-W1 Warrants, such fraction of shares shall be disregarded.

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

The Company determined the date of 2022 Annual General Meeting of Shareholders on April 21, 2022 at 14:00 p.m. via E-meeting system and the date for determining the names of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) on March 11, 2022.

4. Application for approval of the capital increase/allocation of newly issued shares by the relevant governmental agencies and approval conditions

4.1 The Company will register the increase of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce within 14 days after the date on which a resolution to approve the capital increase has been passed at the shareholders' meeting and the Company will register the amendment of the paid-up capital with the Department of Business Development, the Ministry of Commerce within 14 days after the date on which the Company receives the entire share payment.

4.2 The Company will apply for approval from the SET for listing the newly issued ordinary shares of the Company as follows:

4.2.1 The warrants to purchase the newly issued ordinary shares of Sahathai Terminal Public Company Limited No. 2 (PORT-W2) and No. 3 (PORT-W3) issued for the existing shareholders of the Company who subscribe for and being allocated the newly issued ordinary shares;

4.2.2 The newly issued ordinary shares of the Company to accommodate the exercise of right under the warrants to purchase the newly issued ordinary shares of Sahathai Terminal Public Company Limited No. 2 (PORT-W2) and No. 3 (PORT-W3)

4.2.3 The Company's newly issued ordinary shares issued to support the capital increase under the general mandate.

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

5.1 The Company will issue and offer the PORT-W2 Warrants and the PORT-W3 Warrants at the amount not exceeding 303,599,954 units. The proceeds received from the exercise of the PORT-W2 Warrants and the PORT-W3 Warrants will strengthen the Company's financial position, enhance financial flexibility for future investment and will be an additional reserve of the Company. In addition, the Company intends to reward its shareholders appropriately, thus the Company will issue and allocate these warrants to the existing shareholders of the Company.

5.2 The company has objectives of capital increase are utilizing on the future business expansion of the Company and/or utilize on working capital for the Company.

6. Benefits which the Company will receive from the capital increase/allocation of newly issued shares

6.1 Benefits which the Company will receive from the capital increase to accommodate the exercise of the PORT-W2 Warrants and the PORT-W3 Warrants. When the warrants holders exercise their rights under the PORT-W2 Warrants and the PORT-W3 Warrants, the proceeds received from such exercise will strengthen the Company's financial position, enhance financial liquidity for future investment, and will be reserved as the working capital of the Company

which will benefit to the Company's business in the future.

- 6.2 Benefits which the Company will receive from the capital increase by issuing the newly issued ordinary shares under the general mandate is it support the company to reach the funding sources that are ready for the implementation of the company's investment plan.

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

7.1 Dividend policy

The dividend payment policy at the rate of not less than 40 percent of the net profit according to the Company's separate financial statements after deduction of corporate income tax and legal reserve as required by laws, and any obligations under loan agreement (with additional obligations). In this regard, the dividend payment rate can be adjusted depending on the Company's operating result, financial position, liquidity, investment plan, working capital needed for business operation, business expansion and other related factors in relation to the management of the Company as the Board of Directors and/or shareholders of the Company deem appropriate. However, there shall not be any accumulated loss on the equity.

- 7.2 Following subscription of the newly issued ordinary shares, the subscribers of the newly issued shares (the existing shareholders of the Company) will be entitled to receive dividends from the Company's business operation on a prorata basis (Rights Offering) after having been recorded as shareholders of the Company and the holders of the PORT-W1 Warrants will be entitled to receive dividends from the Company's business operation after having exercised their rights under the PORT-W2 Warrants and the PORT-W3 Warrants to subscribe for the newly issued ordinary shares of the Company and having been recorded as shareholders of the Company.

7.3 Other

-None-

8. Other details necessary for shareholders' consideration and approval of the capital increase/allocation of newly issued shares

- 8.1 Potential effects of the issuance of the PORT-W2 Warrants and the PORT-W3 Warrants.

8.1.1 Price dilution

Price dilution can be calculated as per the following formula:

$$\text{Price dilution} = \frac{(\text{Pre-offering market price} - \text{Post-offering market price})}{\text{Pre-offering market price}}$$

Whereas:

Pre-offering market price means the weighted average price of the Company's ordinary shares traded on the SET during 15 consecutive business days prior to the date of the Board of Directors' Meeting on February 24, 2022, i.e. from February 2, 2022 to February 23, 2022, which was equivalent to Baht 2.63 per share and

Post-offering market price means $((\text{Pre-offering market price} * \text{Number of paid-up shares}) + \text{PORT-W2 Warrants exercise price} * \text{Number of shares issued to accommodate the exercise of PORT-W2 Warrants}) + (\text{PORT-W3 Warrants exercise price} * \text{Number of shares issued to accommodate the exercise of PORT-W3 Warrants})) / (\text{Number of paid-up shares} + \text{Number of shares issued to accommodate the exercise of PORT-W2 Warrants} + \text{Number of shares issued to accommodate the exercise of PORT-W3 Warrants})$

Whereas:

Pre-offering market price	=	Baht 2.63 per share
Number of paid-up shares	=	607,199,911 shares
PORT-W2 exercise price	=	Baht 3.00 per share
Number of shares issued to accommodate the exercise of PORT-W2 Warrants	=	151,799,977 shares
PORT-W3 exercise price	=	Baht 3.30 per share
Number of shares issued to accommodate the exercise of PORT-W3 Warrants	=	151,799,977 shares

Post-offering market price

$$= \frac{(2.63 \times 607,199,911) + (3.00 \times 151,799,977) + (3.30 \times 151,799,977)}{(607,199,911 + 151,799,977 + 151,799,977)}$$

$$= \text{Baht 2.81 per share}$$

Therefore, the Price dilution can be calculated as follows:

$$= \frac{(2.63 - 2.81)}{2.63}$$

$$= -6.84 \text{ percent}$$

After the issuance and offering of the newly issued ordinary shares of the Company together with the PORT-W2 Warrants and the PORT-W3 Warrants to the existing shareholders on a pro rata basis and such shareholders fully exercise their rights under the PORT-W2 Warrants and the PORT-W3 Warrants, the price dilution will be -6.84 percent.

8.1.2 Control dilution

The newly issued ordinary shares of the Company are issuance for PORT-W2 and PORT-W3 warrants to the existing shareholders of the Company. Therefore, the PORT-W2 and PORT-W3 Warrants which will be allocated the newly issued ordinary share will not give any effect on control dilution. This is on the assumption that all existing shareholders have exercised their rights to subscribe for ordinary shares under the PORT-W2 and PORT-W3 Warrants.

However, in the case that the existing shareholder who has been allocated the PORT-W2 Warrants and the PORT-W3 Warrants transfer all amount of the PORT-W2 Warrants and the PORT-W3 Warrants to other persons. In this case, it will affect the control dilution to such existing shareholder as follows:

Control dilution can be calculated as per the following formula:

$$\text{Control dilution} = \frac{(\text{Number of shares issued to accommodate the exercise of PORT-W2 Warrants} + \text{Number of shares issued to accommodate the exercise of PORT-W3 Warrants})}{(\text{Number of paid-up shares} + \text{Number of shares issued to accommodate the exercise of PORT-W2 Warrants} + \text{Number of shares issued to accommodate the exercise of PORT-W3 Warrants})}$$

Whereas:

Number of paid-up shares	=	607,199,911 shares
Number of shares issued to accommodate the exercise of PORT-W2 Warrants	=	151,799,977 shares
Number of shares issued to accommodate the exercise of PORT-W3 Warrants	=	151,799,977 shares

Therefore, Control dilution can be calculated as per the following formula:

$$= \frac{(151,799,977 + 151,799,977)}{(607,199,911 + 151,799,977 + 151,799,977)}$$

$$= 33.33 \text{ percent}$$

In the case that the existing shareholder does not exercise his/her right to subscribe all amount of the newly issued ordinary shares on a pro rata basis, it will affect the control dilution which is equivalent to 33.33 percent.

8.1.3 Earnings per share (EPS) dilution

EPS dilution can be calculated as per the following formula:

$$\text{EPS dilution} = (\text{Pre-offering EPS} - \text{Post-offering EPS}) / \text{Pre-offering EPS}$$

Whereas:

$$\text{Pre-offering EPS} = \frac{\text{Net profit (loss) of the Company during the last 4 quarters}}{\text{Number of paid-up shares}}$$

Net profit (loss) of the Company during the last 4 quarters can be calculated by the net profit only of the shareholders' equity part during the last 4 quarters, from 1st quarter of 2021 to 4th quarter of 2021 which was equivalent to Baht 27,623,937

$$\begin{aligned} \text{Number of paid-up shares as of February 23, 2022} &= 607,199,911 \text{ shares} \end{aligned}$$

$$= \frac{27,623,937}{607,199,911}$$

$$= \text{Baht 0.0455 per share}$$

$$\begin{aligned} \text{Post-offering EPS} &= \frac{\text{Net profit of the Company during the last 4 quarters}}{(\text{Number of paid-up shares} + \text{Number of shares issued to accommodate the exercise of PORT-W2 Warrants} + \text{Number of shares issued to accommodate the exercise of PORT-W3 Warrants})} \end{aligned}$$

Net profit (loss) of the Company during the last 4 quarters can be calculated by the net profit only of the shareholders' equity part during the last 4 quarters, from 1st quarter of 2021 to 4th quarter of 2021 which was equivalent to Baht 27,623,937.

$$\text{Number of paid-up shares as of February 24, 2022} = 607,199,911 \text{ shares}$$

$$\text{Number of shares issued to accommodate the exercise of PORT-W2 Warrants} = 151,799,977 \text{ shares}$$

$$\text{Number of shares issued to accommodate the exercise of PORT-W3 Warrants} = 151,799,977 \text{ shares}$$

$$= \frac{27,623,937}{(607,199,911 + 151,799,977 + 151,799,977)}$$

$$= \text{Baht 0.0303 per share}$$

Therefore, the EPS dilution can be calculated as per the following formula:

$$= \frac{(0.0455 - 0.0303)}{0.0455}$$

$$= 33.33 \text{ percent}$$

Therefore, after the issuance the PORT-W2 and PORT-W3 Warrants to the existing shareholders, it will affect the EPS equivalent to 33.33 percent.

Opinion of the Board of Directors for the capital increase

The Board of Directors is of the opinion that the increase of the registered capital by the allocation of the newly issued ordinary shares of the Company for The Warrants and General Mandate will help support the business and fundraising of the company in the future by increasing capital in such ways, increasing flexibility and funding options. To support the company's investment plans in the future

9. Schedule of actions in case the Board of Directors passes a resolution to approve the capital increase/allocation of newly issued shares:

No.	Actions	Date/Month/Year
1.	The Board of Directors' Meeting No. 1/2022	February 24, 2022
2.	The date for determining the names of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date)	March 11, 2022
3.	The 2022 Annual General Meeting of Shareholders	April 21, 2022
4.	Registration of capital increase and the amendment of the Memorandum of Association of the Company with the Department of the Business Development, the Ministry of Commerce	Within 14 days from the date of the shareholders' meeting's resolution
5.	The date for determining the names of shareholders entitled to subscribe the newly issued ordinary shares on a pro rata basis (Record Date)	April 29, 2022
6.	Registration of capital increase with the Department of the Business Development, the Ministry of Commerce	Within 14 days from the date on which the share payment is received in full
7.	Listing the newly issued ordinary shares of the Company on SET	Will be informed accordingly

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

Please be informed accordingly.

Sincerely yours,

Sahathai Terminal Public Company Limited

Ms. Sauwakun Karuchit

Director

Mr. Anggoon Srisoonthorn

Director