



บริษัท ยูเรกา ดีไซน์ จำกัด (มหาชน)  
Eureka Design Public Company Limited

**Eureka Design Public Co., Ltd.**

19 Moo 11 Tambon Ladsawai, Amphur Lam Lukka,  
Pathumthani 12150, Thailand, www.eurekadesign.co.th  
Tel: +66(0)2-192-3737 (Auto 11 Lines) Fax: +66(0)2-192-3731

No. ED-MD2025-002

February 26, 2025

Subject Notification of the resolutions of the Board of Directors Meeting No. 1/2025, Approved to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of regarding the omission of dividend payment, the reduction and increase of the registered capital, the amendment of the company's memorandum of association section 4, the appointment of directors and determination of the date, time, place, method and agenda of the 2025 Annual General Meeting of Shareholders

To Directors and managers  
Stock Exchange of Thailand

The resolutions of the Board of Directors Meeting of Eureka Design Public Company Limited ("the Company") No. 1/2025 on Wendy, February 26, 2025 at time 15:00, were as follows:-

1. The approval to propose to the annual general meeting of shareholders 2025 to consider the company's financial statements For the accounting period ending on December 31, 2024, which has been reviewed by the Audit Committee and audited by a certified public accountant.
2. The approval to propose to the annual general meeting of shareholders 2025 to consider no dividend payment and refrain from allocating profits to set up legal reserves.
3. The approval to propose to the 2025 general meeting of shareholders to appointing AMC Office Company Limited as the auditors and determine the audit fee for the year 2025

Auditor	License No.
Mr. Ampol Chamnongwat	4663
Ms. Praphasri Leelasupha	4664
Mr. Naris Saowalagsakul	5369
Ms. Gunyanun Punyaviwat	12733
Mr. Burin Prasongsamrit	12879
Ms. Pimjai Kerdkumrai	13975

4. The approval to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of directors who must retire by rotation to serve as directors of the company for another term, with names as follows:

<u>Name</u>	<u>Position</u>
1. Mr. Nukul Ruangutai	Director
2. Mr. Decha Sakuntanakalap	Director/Executive Director

5. The acknowledgement of the resignation of Mr.Thawatwong Phalinsut Director due to other commitment preventing from the performance of duties as a director, therefore, he could not continue the position and has submitted resignation, effective February 26, 2025
6. The approval to propose th the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of directors to replace directors the resigned directors



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7. The approval to propose to the 2025 annual general meeting of shareholders to authorize director's remuneration for the year 2025 at the budget not exceeding 2,500,000 baht per year (identical to the year 2024 and 2025)

Position	Meeting allowance year 2024	Meeting allowance year 2025
	(Baht/Time)	(Baht/Time)
<b>Board of Directors</b>		
- Chairman	25,000	25,000
- Director	10,000	10,000
<b>Audit Committee</b>		
- Chairman of the Audit Committee	20,000	20,000
- Audit Committee member	15,000	15,000
<b>Executive Board</b>		
- Chairman of the Board of Director	10,000	10,000
- Executive Board	5,000	5,000

8. The approval to propose to the 2025 Annual General Meeting of Shareholders to consider approve the reduction of the Company's registered capital by 21,812,013.25 baht from 476,526,251.75 baht to 454,714,238.50 baht by canceling the registered ordinary shares that are not issued to support the conversion from the issuance and sale of the Company's convertible debentures in the amount of 87,248,053 shares, with a par value of 0.25 baht per share, and amending the Company's memorandum of association, Section 4, to be consistent with the reduction of the Company's registered capital by authorizing the directors who are authorized to sign on behalf of the Company and/or the authorized representatives of the directors who are authorized to sign on behalf of the Company to proceed as follows:

"Clause 4. Registered Capital : Baht 454,714,238.50  
Divided into : 1,818,856,954 shares  
Par Value per Share : Baht 0.25  
Classified into  
Ordinary Shares : 1,818,856,954 shares  
Preferred Shares : - share (- share)

9. The approval to propose to the 2025 Annual General Meeting of Shareholders to consider approving the increase in the Company's registered capital by 272,828,543.00 baht from the original registered capital of 454,714,238.50 baht to the new registered capital of 727,542,781.50 baht by issuing no more than 1,091,314,172 additional ordinary shares with a par value of 0.25 baht per share to support  
(1) Allocation of additional ordinary shares to the Company's existing shareholders in proportion to their shareholding (Rights Offering) in an amount not exceeding 545,657,086 shares



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(2) Exercise of rights under the Company's Warrants to Purchase Ordinary Shares, No. 3 ("UREKA-W3", "Warrants") to allocate to the Company's existing shareholders who subscribe for and is allocated additional ordinary shares issued and offered to the Company's existing shareholders in proportion to their shareholding (Rights Offering) in an amount not exceeding 545,657,086 shares

The details of the Company's registered capital increase are as shown in the Capital Increase Report Form (F53-4) (as attached in Attachment 1).

In addition, the Board of Directors' Meeting resolved to approve the proposal to hold a meeting to amend the Company's Memorandum of Association, Section 4, regarding registered capital, to be consistent with the Company's registered capital increase, as follows:

“Clause 4.	Registered Capital	:	Baht 727,542,781.50
	Divided into	:	2,910,171,126 shares
	Par Value per Share	:	Baht 0.25
	Classified into		
	Ordinary Shares	:	2,910,171,126 shares
	Preferred Shares	:	- share (- share)

In addition the Board of Directors' Meeting deemed it appropriate to propose to the Shareholders' Meeting to approve the authorization of the Board of Directors and/or the Chief Executive Officer and/or persons assigned by the Board of Directors and/or the Chief Executive Officer to have the authority to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, as well as to have the authority to take other actions as necessary and appropriate to comply with the registrar's orders in order to complete the registration process

- The approval to propose to the 2025 Annual General Meeting of Shareholders to consideration and approval of the issuance of UREKA-W3 warrants in the amount of not more than 545,657,086 units to be allocated to the existing shareholders of the Company who have subscribed for and received the allocation of additional ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 3 new additional ordinary shares to 3 UREKA-W3 warrants without any consideration (offering price per unit equal to 0 baht) and with an exercise price of 2.00 baht per share and an exercise period of 2 years in the event that there is a fraction of UREKA-W3 warrants remaining from the calculation according to the allocation ratio such fraction shall be rounded down as a whole.

(Please consider more details in the preliminary summary of the details of the Company's warrants in Attachment 2)

- The approval to propose to the 2025 Annual General Meeting of Shareholders to consideration and approval of the allocation of additional common shares, with details as follows:

1. Allocate no more than 2,910,171,126 additional common shares, with a par value of 0.25 baht per share, to be offered for sale to the company's existing shareholders in proportion to their shareholding (Rights Offering), either once or multiple times, at a ratio of 10 existing ordinary shares to 3 additional ordinary shares with an offering price of 0.85 baht per share in the event of any fractional shares resulting from the calculation such fractional shares shall be rounded down.

Existing shareholders may oversubscribe to additional common shares, whereby existing shareholders who oversubscribe will be allocated additional shares only when there are shares remaining from the allocation to the Company's existing shareholders who have fully subscribed according to their rights.



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In allocating additional ordinary shares to the Company's existing shareholders in proportion to their shareholding (Rights Offering) this time, in the event that there are additional ordinary shares remaining from the allocation to the company's existing shareholders in proportion to their shareholding in the first round, the Company will allocate the remaining additional ordinary shares to existing shareholders who wish to oversubscribe to additional ordinary shares in proportion to their shareholding at the same price as the shares allocated according to their rights in allocating such additional common shares, the Company will proceed to allocate the remaining additional ordinary shares until there are no additional ordinary shares remaining from the allocation or until no shareholders wish to subscribe for such additional ordinary shares or they cannot be allocated due to fractional shares, with the following details:

(1) In the event that the number of additional ordinary shares remaining from the allocation to existing shareholders in proportion to their shareholding (Rights Offering) in the first round is greater than or equal to the number of additional ordinary shares that existing shareholders have subscribed for in excess of their rights, the Company will allocate such remaining additional ordinary shares to all existing shareholders who have subscribed for in excess of their rights and have paid for the subscription in full in the amount indicated in their intention to subscribe for in excess of their rights.

(2) In the event that the number of additional ordinary shares remaining from the allocation to existing shareholders in proportion to their shareholding (Rights Offering) in the first round is less than the number of additional ordinary shares that existing shareholders have subscribed for in excess of their rights, the Company will allocate such remaining additional ordinary shares to existing shareholders who have subscribed for in excess of their rights in accordance with the following procedures:

(a) Allocate the remaining ordinary shares in proportion to the original shareholding of each shareholder who subscribed in excess of their rights by multiplying the original shareholding of each shareholder who subscribed in excess of their rights by the number of remaining ordinary shares to be allocated. This will result in the number of ordinary shares to which each shareholder who subscribed in excess of their rights is entitled to be allocated (in the case where there is a fraction of a share from the calculation, such fraction shall be discarded). The number of ordinary shares to be allocated shall not exceed the number of ordinary shares that each shareholder has subscribed and paid in full.

(b) In the case where there are still ordinary shares remaining after the allocation in accordance with clause (2)(a) above, the Company shall allocate such remaining ordinary shares to each shareholder who subscribed in excess of their rights who has not yet been allocated in full according to the number of shares subscribed in excess of their rights according to the method in clause (2)(a) above until there are no shares left to be allocated. The number of ordinary shares to be allocated shall not exceed the number of ordinary shares that each shareholder has subscribed and paid in full.

In any case, the allocation of shares exceeding the rights as detailed above must not cause any shareholder who subscribes for additional ordinary shares exceeding their rights to hold the



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Company's shares in a manner that violates the shareholding limitation of foreigners as specified in the Company's regulations, which currently allow foreigners to hold shares in the Company not exceeding 49 percent of the total number of the Company's issued shares. If the allocation of additional ordinary shares to any shareholder of the Company who subscribes in excess of their rights causes such shareholder (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including amendments)) to hold the Company's shares in a manner that increases to or crosses the point at which a tender offer must be made as specified in the Capital Market Supervisory Board's Notification No. TorChor. 12/2554 on the Criteria, Conditions and Methods for Acquisition of Securities to Take Over a Business (including those that have been Amendment) ("Announcement No. TorJor. 12/2554") and does not fall under the exceptions of making a tender offer for all securities of the Company as specified in Announcement No. TorJor. 12/2554. Such shareholders are required to make a tender offer for all securities of the Company as specified in Announcement No. TorJor. 12/2554.

In addition, if there are any additional ordinary shares remaining from the allocation to the Company's existing shareholders in proportion to their shareholding (Rights Offering) and the allocation to the existing shareholders who have subscribed in excess of their rights (Oversubscription), they shall be proposed to the shareholders' meeting for consideration and approval of the reduction of the Company's registered capital by cutting the additional ordinary shares remaining from the offering.

In this regard, the Board of Directors' meeting resolved to approve the determination of the date for determining the list of existing shareholders entitled to receive the allocation of additional ordinary shares in proportion to their shareholding (Record Date) on March 14, 2025 and the date for subscription of the Company's additional ordinary shares between April 18, 2025 and April 24, 2025 (total of 5 business days). However, the right to subscribe for additional ordinary shares is still uncertain. Due to the pending approval from the shareholders' meeting, including the Board of Directors' meeting having resolved to approve the submission to the shareholders' meeting for consideration and approval of the authorization to the Board of Directors and/or the Chief Executive Officer and/or persons assigned by the Board of Directors and/or the Chief Executive Officer to be authorized to take action regarding the allocation of additional ordinary shares of the Company in order to comply with the law, including but not limited to the authority to take the following actions:

(c) Determine or amend details related to the allocation of additional common shares to be offered for sale to the Company's existing shareholders in proportion to their shareholding (Rights Offering) in order to comply with the Company's regulations, laws and/or regulations related to the issuance and offering of securities.

(d) Determine or amend the method of allocating additional common shares, such as allocating in one time in the amount or in multiple times, offering period, offering method, payment of offering price, offering ratio, offering price, subscription, payment for shares, as well as other conditions and details related to the allocation of additional ordinary shares as deemed appropriate, such as changing the date for determining the list of shareholders entitled to receive the allocation of additional common shares, subject to the conditions of the relevant laws.



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(e) Sign relevant documents and contracts, application forms, requests for waivers, notices, and any documents related to the allocation of additional common shares, including the certification of various relevant documents, contacting and/or submitting or receiving documents from officers or representatives of any relevant agencies, including the listing of the Company's additional ordinary shares as listed securities on the Stock Exchange of Thailand, and performing any necessary and relevant actions for the allocation of additional ordinary shares to the Company's existing shareholders. In proportion to shareholding (Rights Offering) in all respects, subject to the conditions of the relevant laws.

(f) Register the change of paid-up capital with the Department of Business Development, Ministry of Commerce, and have the authority to take necessary actions to comply with the registrar's orders in order to complete the registration process.

2 Allocate no more than 545,657,086 additional common shares, with a par value of THB 0.25 per share, to support the exercise of rights under the UREKA-W3 Warrants, to be allocated to the existing shareholders of the Company who have subscribed and received the allocation of additional ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 3 new ordinary shares to 3 UREKA-W3 Warrants, without charge (offering price per unit equal to THB 0). In the allocation of additional ordinary shares to support the exercise of rights under the UREKA-W3 Warrants, the Company's Board of Directors and/or the Chief Executive Officer and/or persons assigned by the Board of Directors and/or the Chief Executive Officer have the authority to determine or amend the details and conditions necessary and/or related to the issuance and allocation of the UREKA-W3 Warrants in all respects, subject to the conditions of the relevant laws and within the framework of the approval of the Extraordinary General Meeting of Shareholders. Such details include but are not limited to:

(g) Prepare the terms and conditions of the UREKA-W3 Warrants, including specifying details related to the allocation of the UREKA-W3 Warrants, etc.

(h) Provide information, contact, prepare, sign, deliver, submit documents necessary or related to the issuance and allocation of the UREKA-W3 Warrants to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thailand Securities Depository Company Limited, the Ministry of Commerce, and other relevant agencies or persons.

(i) List the Warrants and ordinary shares resulting from the exercise of the right to purchase ordinary shares under the UREKA-W3 Warrants on the Stock Exchange of Thailand.

(j) Appoint a sub-attorney to have the authority to take necessary and appropriate actions related to the issuance and allocation of the UREKA-W3 Warrants in order for the issuance and allocation of the UREKA-W3 Warrants to be completed in all respects.

(k) Register the change of paid-up capital with the Department of Business Development, the Ministry of Commerce, and have the authority to take various

actions. Necessary to comply with the registrar's order in order to complete the registration process.

(Please consider the additional details in the summary of the preliminary details of the Company's common stock purchase warrants as attached in 2)

12. Approved to convene the Annual General Meeting of Shareholders for the year 2025 on Thursday, April 17, 2025 at 01:00 p.m. by means of meeting via electronic media, broadcasting live at the meeting room, head office of Eureka Design Public Company Limited. No. 19, Village No. 11, Lat Sawai Subdistrict, Lam Luk Ka District, Pathum Thani Province The date for determining the names of shareholders who are entitled to attend the shareholders' meeting (Record Date) is on March 14, 2025, which is not less than 14 days after the Board of Directors' meeting date

	Action steps	Date
1.	Board of Directors Meeting No. 1/2025	February 26, 2025
2.	Determine the date for determining the names of shareholders who are entitled to attend the annual shareholders' meeting (Record Date)	March 14, 2025
3.	The General Annual Shareholder Meeting 2025	April 17, 2025

The agenda for the meeting is as follows:

*Agenda 1* To consider and certify the minutes of the 2024 Annual General Meeting of Shareholders

*Agenda 2* To consider and acknowledge the Company's operating results report for the year 2024 and annual report 2024 according to the report form 56-1 (e-One Report)

*Agenda 3* To consider and approve the financial statements for the year 2024 ending on December 31, 2024

*Agenda 4* To consider and approve the omission of dividend payment and refrain from allocating profits to set up legal reserves.

*Agenda 5* To consider and appoint the Company's auditors and determine their audit fees for the year 2025

*Agenda 6* To consider and elect directors to replace the directors who retire by rotation for another.

*Agenda 7* To consider and approve the appointment of directors to replace those who have resigned

*Agenda 8* To consider and approve determining the remuneration of directors for the year 2025

*Agenda 9* To consider of approve of the reduction of the Company's registered capital by 21,812,013.25 baht from the registered capital of 476,526,251.75 baht to the registered capital of 454,714,238.50 baht by canceling the registered ordinary shares that are not issued to support the conversion from the issuance and sale of the Company's convertible debentures in the amount of 87,248,053 shares, with a par value of 0.25 baht per share and the amendment of the Company's memorandum of association, Section 4, regarding registered capital, to be consistent with the reduction of the Company's registered capital and authorizing the authorized directors to sign on behalf of the



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Company and/or the authorized representatives of the authorized directors to sign on behalf of the Company to make the amendment

*Agenda 10* To consider of approve of the increase of the Company's registered capital by 272,828,543 baht from the original registered capital of 454,714,238.50 baht to the registered capital of 727,542,781.50 baht by issuing 1,091,314,172 additional common shares with a par value of 0.25 baht per share and the amendment of Article 4 of the Memorandum of Association to be consistent with the increase of the Company's registered capital and authorizing the authorized directors to sign on behalf of the Company and/or the authorized representatives of the authorized directors to make the amendments

*Agenda 11* To consider of approve of the issuance of UREKA W-3 warrants in the amount not exceeding 545,657,086 units to be allocated to the Company's existing shareholders

*Agenda 12* To consider of approve of allocation of additional common shares

*Agenda 13* To consider other matters (if any)

So please be informed and disseminate to investors.

Yours sincerely

(Miss Rinnatha Akeassavapirom)  
Chief Executive Officer/Director

company secretary department  
Mr.Piyapot Keawjamlong  
Company Secretary  
phone. 02-192-3737

(F53-4)

**Capital Increase Report Form**  
**Eureka Design Public Company Limited**  
**February 26, 2025**

Eureka Design Public Company Limited (“The Company”) hereby report the resolution of the Board of Directors’ Meeting No 1/2025 held on February 26, 2025 in regards to the capital increase, and allocation of such shares as follows:

### 1. Capital Decrease / Capital Increase

1.1 The Board of Directors’ Meeting No.1/2025 resolved to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the reduction of the company’s registered capital by Baht 21,812,013.25 from the registered capital of Baht 476,526,251.75 to new registered capital of Baht 454,714,238.50 By cutting registered common shares and there is no distribution to support the conversion resulting from the issuance and sale of the Company's convertible bonds 87,248,053 shares with a par value of Baht 0.25

1.2. The Board of Directors' Meeting No. 1/2025 resolved to approve the submission to the 2025 Annual General Meeting of Shareholders for consideration and approval of the increase in the Company's registered capital by 272,828,543.00 baht from the original registered capital of 454,714,238.50 baht to the new registered capital of 727,542,781.50 baht by issuing no more than 1,091,314,172 additional common shares with a par value of 0.25 baht per share to support

(1) Allocation of additional common shares to be offered for sale to the Company's existing shareholders in proportion to their shareholding (Rights Offering) in an amount not exceeding 545,657,086 shares and

(2) Exercise of rights under the Company's Warrants to Purchase Ordinary Shares No. 3 ("UREKA-W3 Warrants" or "Warrants") to allocate to the Company's existing shareholders who subscribed for and were allocated additional ordinary shares issued and offered for sale to the existing shareholders in proportion to their shareholding (Rights Offering) in an amount not exceeding 545,657,086 shares, by increasing capital in the following manner:

Type of Capital Increase	Type of Securities	Number of shares	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary	1,091,314,172	0.25	272,828,543.00
	Preferred	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

### 2. Allocation of capital increase shares

2.1 Specifying the purpose of utilizing the capital

Allocated to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
The Company's existing shareholders in proportion to their shareholding (Rights Offering)	Not more than 545,657,086 shares	10 : 3	0.85 baht	Between 17 April 2025 and 24 April 2025 (total 5 business days)	Please see Notes 1 and 2.
To support the exercise of rights under the Warrants to be allocated to the Company's existing shareholders who subscribe, purchase and receive additional common shares issued and offered for sale to existing shareholders in proportion to their shareholding (Rights Offering)	Not more than 545,657,086 shares	3 common shares, additional capital: 3 units of warrants	Allocated without charge  Exercise price 2.00 baht	Please see Note 3.	โปรดดูหมายเหตุ 3 และ 4

**Remarks:**

1. The Company will be allocated additional common shares in proportion to its shareholding on March 14, 2025. However, the allocation of such additional common shares is still uncertain because it must be approved by the 2025 Annual General Meeting of Shareholders. In this regard, the Company will issue and offer additional common shares in full or in part at a time, and may be offered for sale in one round or in several rounds. Shareholders may subscribe for additional common shares in excess of their rights, but will be allocated additional shares in excess of their rights only when there are shares remaining from the first round of allocation to existing shareholders in proportion. The Company will allocate such shares to shareholders who wish to subscribe for additional common shares in excess of their rights in proportion to their existing shareholding at the same price as the shares allocated according to their rights. In allocating such additional common shares, the Company will allocate shares to shareholders who wish to subscribe for additional common shares in excess of their rights until the number is full or there are no additional common shares remaining from the allocation, whichever occurs first. In the event that there are shares remaining from the allocation to shareholders, the Company will reduce the registered capital by cutting such unallocated shares and will not allocate to a limited group of persons. The allocation of additional common shares in excess of their rights must not cause any shareholder to: (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including amendments) of such shareholders) hold the Company's shares in a manner that violates the shareholding restrictions of foreigners as specified in the Company's regulations. In addition, in the event that any shareholder subscribes for additional common shares in excess of their rights, resulting in the

shareholder being required to make a tender offer, such shareholder is required to make a tender offer for all of the Company's securities in accordance with the relevant criteria

2. In allocating additional common shares of the Company, the Board of Directors and/or the Executive Committee and/or persons assigned by the Board of Directors and/or the Executive Committee shall have the authority to take various actions related to the allocation of additional common shares, including but not limited to the following matters:
  - (a) specifying various details regarding the allocation of additional common shares, such as the method of allocating additional common shares in one go or in installments, the offering period, the offering price, the payment method, and other conditions and details regarding the allocation of such additional common shares;
  - (b) Entering into negotiations, making agreements, and signing various related documents and contracts, and signing documents for permission, requests for waivers, and any necessary and relevant documents for the allocation of such additional common shares, including but not limited to providing information and submitting documents to the Securities and Exchange Commission, the Stock Exchange of Thailand ("SET"), Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or other relevant agencies, as well as listing the additional common shares as listed securities on the Stock Exchange of Thailand (Market for Alternative Investment - MAI).
  - (c) To take any other action necessary and related to the allocation of additional common shares, including appointing an attorney to take action according to items (b) to (c).
3. The UREKA W-3 Warrants have a term of 2 years from the date of issuance. In addition, the exercise of the rights to purchase the Company's ordinary shares under the UREKA W-3 Warrants will be subject to the conditions of exercise of rights as specified in the terms and conditions of the warrant issuer and holders of the UREKA W-3 Warrants (the "Rights Terms"). The allocation of the UREKA W-3 Warrants is still uncertain as it must be approved by the 2025 Annual General Meeting of Shareholders
4. Important details of the UREKA W-3 Warrant are shown in the summary of important details of the UREKA W-3 Warrant to Purchase Ordinary Shares of Eureka Design Public Company Limited No. 3 (UREKA W-3) (Attachment 2)

## 2.2 General Mandate

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital <sup>1/</sup>	Remarks
Existing Shareholders	Ordinary	-	-	-
	Preferred	-	-	-
To accommodate the conversion/exercise of the transferable warrants	Ordinary	-	-	-
	Preferred	-	-	-
Public Offering	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	-	-	-
	Preferred	-	-	-

2.3 Company's Actions in the Event of Fractional Shares

In the event of fractional shares from the allocation of additional common shares to be offered for sale to existing shareholders in proportion to their shareholding (Rights Offering), the fractional shares shall be rounded down to the entire amount

**3. Set the date for the general shareholders' meeting to request approval for capital increase and allocation of additional shares.**

The date of the 2025 Annual General Meeting of Shareholders has been set for 17 April 2025 at 1:00 p.m. by means of electronic meeting (E-AGM) broadcast live at the meeting room, Head Office, Eureka Design Public Company Limited, No. 19, Village No. 11, Lad Sawai Subdistrict, Lam Luk Ka District, Pathum Thani Province, in only one format, in accordance with the Royal Decree on Electronic Meetings B.E. 2020 and other related laws and regulations.

- Set the date for closing the share transfer register for net participation in the shareholders' meeting from the date of ..... until the said shareholders' meeting is completed.
- The list of shareholders entitled to attend the shareholders' meeting (Record date) is set for March 14, 2025.

**4. Request for permission to increase capital/allocate additional shares to the relevant government agencies and conditions for requesting permission (if any)**

- 4.1 The shareholders' meeting of the Company resolved to approve the reduction of registered capital, increase of registered capital and the issuance and allocation of additional common shares of the Company for sale to existing shareholders in proportion to their shareholding (Rights Offering) and to support the exercise of rights under the Warrant
- 4.2 The Company will submit an application for capital reduction, capital increase and paid-up capital, as well as amendments to the Company's memorandum and articles of association, to the Department of Business Development, Ministry of Commerce within 14 days from the date on which the 2025 Extraordinary General Meeting of Shareholders resolved to approve the capital reduction, capital increase and amendments to the Company's memorandum and articles of association
- 4.3 The Company will submit a request to the Stock Exchange of Thailand to consider accepting the additional common shares issued and offered to existing shareholders in proportion to their shareholding (Rights Offering) as listed securities in the Stock Exchange of Thailand in accordance with the relevant regulations and rules.
- 4.4 The Company will proceed with the application for the Stock Exchange to accept the UREKA-W3 Warrants and the common shares resulting from the exercise of the UREKA-W3 Warrants as listed securities in the Stock Exchange.

**5. Objectives of the capital increase and use of the increased capital**

5.1 In the event that the additional common shares issued and offered for sale to existing shareholders in proportion to their shareholding (Rights Offering) this time are fully subscribed, the Company will be able to raise funds in the amount of approximately 463,808,523 baht, with the following objectives for using the funds:

Objective	Estimated amount used (Baht)	Period of utilization
1. To invest to increase business competitiveness and the ability to support expansion in the group of companies (Scalability) and be a source of funds for investment in new projects (High business growth) and/or investment in expansion projects from existing projects, whereby investment conditions are in accordance with the Company's investment policy framework, which may be an investment in the entire project by the Company itself, a joint venture, the acquisition of businesses and enterprises, or any other form that is in accordance with the law and regulations, including the announcements of regulatory agencies.	Not more than 300 million baht	Within 2 years
2. To invest in developing the production process and energy management system throughout the company's value chain to promote energy conservation and efficient use with modern technology (Smart Energy Solutions), which results in a reduction in production and maintenance costs (Saving Costs) and also supports the most worthwhile use of resources and sustainable business operations.	Not more than 100 million baht	within 2 years
3. To enhance liquidity in business operations and repay short-term and long-term loans to reduce financial costs, increase the strength and stability of the Group's financial position, and increase profitability.	Remaining Amount From items 1 and 2	Within 2 years
Total	Not exceeding 463,808,523 baht	

5.2 In the part of issuing additional common shares to support the exercise of rights under the UREKA-W3 warrants, in the event that shareholders exercise their rights to purchase additional common shares under the UREKA-W3 warrants in full, the Company will be able to raise funds in the amount of approximately 1,091,314,172.00 baht.

Objective	Estimated amount used (Baht)	Period of utilization
1. To support existing businesses and be a source of funds to support investment in new projects (High business growth) and/or investment in expansion projects from existing projects, whereby investment conditions are in accordance with the Company's investment policy framework, which may be an investment in the entire project by the Company itself, a joint venture, the purchase of businesses and enterprises, or any other form that is in accordance with the law and regulations, including the announcements of regulatory agencies.	Not more than 1,000 million baht	Within 2 years from the date of receipt Payment
2. To support the Company's and its subsidiaries' working capital	Amount remaining from item 1	Within 3 years from the date of receipt Payment
Total	Not exceeding 1,091,314,172 baht	

The above plan for the use of the Company's additional capital funds is in accordance with the current business plan for allocating funds from the offering of additional shares. However, the number of shares subscribed for additional capital shares and the exercise of rights to purchase additional capital shares under the UREKA-W3 Warrants and the actual payment may be less than the number of shares the Company intends to offer for sale, which may result in the Company receiving less than THB 1,555,122,695.10. In such case, the Company's plan for the use of additional capital funds may differ from the plan for the use of funds specified in the above paragraph.

**6. Benefits that the Company will receive from the capital increase/allocation of additional shares**

- 6.1. The Company will have financial flexibility for the operations of the Company and its subsidiaries so that the Company is ready to conduct business, to use in the Company's business, to have sufficient money to conduct business and expand the Company's business in the future under the above capital framework.
- 6.2. To increase business competitiveness to prepare for other business opportunities in the upcoming future including the expansion of core businesses and related businesses in the future. This will enable the Company to build a stable and sustainable income base in both the short and long term.
- 6.3. The Company will be able to maintain its ability to meet its financial obligations, such as repayment of various debts, including interest incurred from normal business operations, which will increase its ability

to expand additional investments, which will result in the Company's operations likely to grow in the future.

- 6.4. The Company intends to provide returns to the Company's existing shareholders who have subscribed and been allocated warrants. Therefore, the Company has issued and allocated warrants this time to the Company's existing shareholders. The shareholders who have been allocated warrants can exercise their rights to purchase additional common shares of the Company when the exercise date is reached according to the specified period or receive returns from the warrants on the Stock Exchange of Thailand

## **7. Benefits that shareholders will receive from the capital increase/allocation of additional shares**

- 7.1 The proceeds from this capital increase will help strengthen the Company's financial structure. In addition, the Company will use such funds for investment to expand the scope of its business, which will help generate income and profit for the Company in the future. If the Company's performance improves, bondholders will benefit through the Company's dividend payment to shareholders in accordance with the dividend payment policy.

### **7.2 Dividend Policy**

The Company has a policy to pay dividends to shareholders each year at a rate of not less than 40 percent of the Company's net profit according to the Company's separate financial statements after deducting income tax and all types of reserves as specified in the Company's regulations and as required by law. However, such dividend payment may be changed and will depend on cash flow, investment plans, terms and conditions in various contracts to which the Company is bound, including legal restrictions, necessity and other appropriateness in the future.

### **7.3 Rights to receive dividends from the Company's operations**

Those who have been allocated additional common shares issued and offered to the Company's existing shareholders in proportion to their shareholding (Rights Offering) this time, including holders of UREKA-W3 warrants who exercise their rights to convert to purchase the Company's common shares, will have the right to receive dividends from the Company's operations when they are registered as shareholders of the Company, with their names appearing as shareholders in the Company's shareholder register, and the Company has announced the payment of dividends, in accordance with relevant laws and regulations.

### **7.4 Rights of Shareholders**

Subscribers of additional shares this time will have the status of shareholders of the Company only when the Company's common stock registrar has registered the name of the subscriber in the Company's shareholder register and the Company has completed the registration of the change in paid-up capital with the Department of Business Development, which includes the right to participate in shareholders' meetings and the right to receive dividends.

- 7.5 The warrant holder who has exercised the right to purchase additional common shares of the Company will have the status of a shareholder of the Company only if the registrar of common shares of the Company has registered the names of the warrant holders or subscribers have been registered as shareholders in the Company's shareholder register and the Company has already registered the change in paid-up capital with the Department of Business Development, which includes the right to participate in shareholder meetings and the right to receive allocations to existing shareholders (Right Offering) in addition to receiving dividends, as determined by the Company's management.

## 8. Other details necessary for shareholders' decision making in the approval of the capital increase/share allocation

Shareholders may be affected by the exercise of rights to purchase additional common shares allocated to existing shareholders in proportion to their shareholdings and/or the exercise of rights to purchase additional common shares under warrants as follows:

### 8.1 Price Dilution

8.1.1 If there is a subscription for additional common shares allocated to existing shareholders in proportion to their shareholding in full, the market price per share will decrease as calculated using the following formula:

$$\begin{aligned} \text{Price Dilution} &= (\text{Pre-market price for inspection} - \text{Post-market review}) / \text{Market price before offering} \\ &= (0.87 - 0.87) / 0.87 \\ &= 0 \text{ percent} \end{aligned}$$

Whereas

Market price before offering = The weighted average market price of the Company's common shares for the past 15 consecutive trading days prior to the date of the Board of Directors' Meeting No. 1/2025 on February 26, 2025 (between February 4, 2025 and February 25, 2025), which is equal to 0.87 baht (data from SETSMART of the Stock Exchange of Thailand)

$$\begin{aligned} \text{Market price after offering} &= (\text{Pre-Offering Market Price} \times \text{Total Paid-up Shares}) + (\text{Offering Price of Additional Shares Offered} \times \text{Number of common shares offered for sale}) / (\text{Total Paid-up Shares} + \text{Number of common shares offered for sale}) \\ &= (0.87 \text{ THB} \times 1,818,856,954 \text{ shares}) + (0.85 \text{ THB} \times 545,657,086 \text{ shares}) / (1,818,856,954 \text{ shares} + 545,657,086 \text{ shares}) \\ &= 0.87 \text{ Baht} \end{aligned}$$

8.1.2. If the right to purchase common shares is fully exercised according to all warrants, the price per share will decrease as calculated using the following formula:

$$\begin{aligned} \text{Price Dilution} &= (\text{Pre-Offering Market Price} - \text{Post-Offering Market Price}) / \text{Pre-Offering Market Price} \\ &= (0.87 - 1.08) / 0.87 \\ &= -24.64 \text{ percent} \end{aligned}$$

Whereas

Market price before offering = Please see section 8.1.1.

Market price after offering =

(Pre-Offering Market Price x Total Paid-up Shares) +

(Offering Price of Additional Shares Offered x Number of common shares offered for sale) + (Exercise Price of Warrants x

Number of Common Shares Allocated to Support the Exercise of Rights under Warrants) / (Total Paid-up Shares + Number of common shares offered for sale + Number of Common Shares Allocated to Support the Exercise of Rights under Warrants)

$$\begin{aligned} &= (0.87 \text{ THB} \times 1,818,856,954 \text{ shares}) + (0.85 \text{ THB} \times 545,657,086 \text{ shares}) \\ &+ (2.00 \text{ THB} \times 545,657,086 \text{ shares}) / (1,818,856,954 \text{ shares} + \\ &545,657,086 \text{ shares} + 545,657,086 \text{ shares}) \\ &= 1.08 \text{ Baht} \end{aligned}$$

## 8.2 Reduction of shareholding proportion (Control Dilution)

8.2.1 If any existing shareholder does not exercise the right to subscribe for additional common shares allocated to existing shareholders in proportion to their shareholding rights, and other existing shareholders exercise the right to subscribe for additional common shares in proportion to their rights or in excess of their rights until all shares are subscribed, the shareholding proportion of the existing shareholders will decrease, calculated using the following formula:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of common shares offered for sale}}{\text{(Total number of paid-up shares + Number of additional common shares offered for sale)}} \\ &= 545,657,086 \text{ shares} / (1,818,856,954 \text{ shares} + 545,657,086 \text{ shares}) \\ &= 23.08 \text{ percent} \end{aligned}$$

8.2.2 If the right to purchase common shares is fully exercised according to all warrants and the exerciser is not a shareholder of the Company, the proportion of shareholding of the original shareholders will decrease, calculated using the following formula:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of common shares allocated to support warrants}}{\text{(Total number of paid-up shares + Number of additional common shares offered for sale+ Common shares allocated to support warrants)}} \\ &= 545,657,086 \text{ shares} / (1,818,856,954 \text{ shares} + 545,657,086 \text{ shares} + \\ &545,657,086 \text{ shares}) \\ &= 18.75 \text{ percent} \end{aligned}$$

## 8.3 Decline in earnings per share (Earnings Per Share or EPS Dilution)

8.3.1 If there is a subscription of additional common shares allocated to existing shareholders in proportion to their shareholding in full, the profit per share will decrease as calculated using the following formula:

$$\begin{aligned}\text{EPS Dilution} &= (\text{Previous EPS} - \text{Background EPS}) / \text{Previous EPS} \\ &= 0.035 - 0.027 / 0.035 \\ &= 23.08 \text{ percent}\end{aligned}$$

Whereas

$$\begin{aligned}\text{EPS before offering} &= \text{Net profit} / \text{Total number of paid-up shares} \\ &= 63,623,681 \text{ Baht} / 1,818,856,954 \text{ shares}\end{aligned}$$

#### 8.4 Opinion of the Board of Directors on the Capital Increase/Allocation of Additional Shares

When comparing the benefits that shareholders will receive from the capital increase and allocation of additional common shares of the Company with the impact on the profit sharing or voting rights of shareholders or earnings per share as detailed above, the Board of Directors is of the opinion that the capital increase and allocation of additional common shares of the Company provide greater benefits to shareholders than the impact on the profit sharing or voting rights of shareholders or earnings per share. The capital increase and allocation of additional common shares of the Company will enable the Company to receive the benefits as specified in Section 6 and shareholders will receive the benefits as specified in Section 7 above.

##### 8.4.1. Rationale and necessity of capital increase

The Board of Directors is of the opinion that the Company needs to increase its registered capital and allocate additional ordinary shares of the Company to existing shareholders in proportion to their shareholdings and allocate warrants to existing shareholders who subscribed and were allocated additional ordinary shares in proportion to their shareholdings. The Company shall use the money received from such operations for the purposes specified in Section 5 above.

##### 8.4.2. Feasibility of the plan for using the proceeds from the share offering

The Company expects to allocate the Company's additional common shares to existing shareholders in proportion to their shareholdings and will receive the proceeds from the subscription of such additional common shares within June 2025. It also expects to allocate the warrants to existing shareholders who have subscribed and received the allocation of such additional common shares in proportion to their shareholdings and will receive the proceeds from the exercise of such warrants when the rights under the warrants are exercised. The funds received from such operations are used for the purposes specified in Section 5 above

8.4.3. The rationale for the capital increase, the plan for using the funds and the projects to be implemented, including the adequacy of the funding source in the event that the proceeds from the allocation of additional shares are insufficient

The Board of Directors is of the opinion that the allocation of the Company's additional common shares to existing shareholders in proportion to their shareholdings and the allocation of warrants to existing shareholders who subscribed and received the allocation of additional common shares in proportion to their shareholdings are appropriate, reasonable, and provide maximum benefits to the Company and all shareholders. The Company receives the benefits as specified in Section 6 and shareholders will receive the benefits as specified in Section 7 above. However, the funds from the subscription of additional common shares in proportion to the shareholding and the funds from the exercise of rights under UREKA W-3 warrants are only one of the Company's cash flow management tools. If the funds received from the allocation of additional common shares are not sufficient for the purpose of using the funds specified in Section 5, the Company may consider prioritizing the investment plan and selecting to invest in projects that further develop and promote the Company's business income and profits first. The Company can also find sources of funds from loans or various forms of capital

increase later in order to have sufficient sources of funds to operate the business according to the Company's investment plan.

8.4.4 The expected impact on the Company's business operations, financial position and operating results of the Company and its subsidiaries due to the capital increase and the implementation of the spending plan or project

The Board of Directors is of the opinion that the allocation of the Company's additional common shares to existing shareholders in proportion to their shareholdings and the allocation of warrants to existing shareholders who subscribed for and were allocated additional common shares in proportion to their shareholdings are in accordance with the Company's funding plan. The actions shall enable the Company to use the proceeds from the capital increase for the purposes specified in Section 5 in order to expand and develop the use of assets that the Company and its subsidiaries have previously invested in to generate higher benefits in generating income and returns on investment, and will not have a negative impact on the business operations of the Company and its subsidiaries, as well as the financial position and operating results of the Company and its subsidiaries

**9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/share allocation**

10. No.	Procedures of the Capital Increase	Date
1.	Board of Directors Meeting No. 1/2025	February 26, 2025
2.	Set the record date for shareholders entitled to attend the 2025 annual general meeting of shareholders and the record date for shareholders entitled to receive the allocation of additional common shares issued and offered to existing shareholders in proportion to their shareholding (Rights Offering) (Record Date)	March 14, 2025
3.	2025 annual general meeting of shareholders	April 17, 2025
4.	Register for the reduction of registered capital, increase of registered capital and amendment of the Company's memorandum of association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date the 2025 Annual General Meeting of Shareholders resolved to approve the capital increase
5.	Period for subscription of additional common shares issued and offered for sale to existing shareholders in proportion to their shareholding (Rights Offering)	Between April 17, 2025 and April 24, 2025 (total of 5 business days)
6.	Register for change of paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date the Company receives full payment for the additional common shares

7.	Date of issuance and allocation of UREKA W-3 warrants	Date determined by the Board of Director
8.	Date of request for permission from the Stock Exchange of Thailand to list additional common shares and UREKA W-3 warrants as securities on the MAI Stock Exchange	Within 30 days from the offering date Additional common shares and/or UREKA W-3 warrants (as applicable)

10. The Board of Directors' Certification on Capital Increase

The Board of Directors certifies that we have performed our duties with honesty and integrity and have taken precautions to protect the Company's interests in relation to this capital increase. However, if the performance of such duties results in damages to the Company, shareholders may file a lawsuit to claim damages from the directors on behalf of the Company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including amendments). If the performance of such duties causes a director or related person to gain improper benefits, shareholders may exercise their rights to sue to reclaim 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 amendments).

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

Sincerely,  
Eureka Design Public Company Limited

Signature.....  
Directors with authority to bind the company

**Summary of the key features of warrants to purchase newly-issued ordinary shares  
Of Eureka Design Public Company Limited No.3 (UREKA-W3)**

1. Basic details of the warrant

Warrant Issuer	Eureka Design Public Company Limited (“the Company”)
Name of securities offered for sale	Warrant to purchase common shares of Eureka Design Public Company Limited, Issue 3 (the “UREKA-W3”) (“Warrant”)
Warrant type	Specified warrant holders and transferable
Number of Warrants Issued and Offered	Not exceeding 545,657,086 units
Number of shares allocated for the exercise of warrants	Not exceeding 545,657,086 shares (at the par value of 0.25 baht per share), equivalent to not exceeding 18.75 percent of the total number of shares sold by the Company after the offering of additional common shares of the Company to existing shareholders in proportion to the amount of 545,657,086 shares.
Offering Method/Allocation Rate	The Company will allocate the warrants to the Company's existing shareholders who have subscribed and received the additional common shares issued and offered for sale to the existing shareholders in proportion to their shareholding (Rights Offering) at a ratio of 3 newly issued ordinary shares to 3 warrants. However, the allocation of the W 3 warrants is still uncertain because it must be considered and approved by the 1/2568 Annual General Meeting of Shareholders. In the event that there is a fraction of the warrants remaining from the calculation, the remaining number of warrants from the total allocation will be cut off. The Company will cancel the remaining number of warrants, which will allow the rights to be shown in the number allocated to the shareholders.
Offer price per unit	0 baht per unit (zero baht)
Exercise ratio	1 unit of warrants is entitled to purchase 1 ordinary share of the Company, except in the case of adjustment of the exercise rate according to the conditions of the right adjustment.
Exercise Price	2.00 baht per share, unless there is an adjustment to the exercise of rights in accordance with the rights adjustment conditions.
Date of issuance and offering of warrants	The Board of Directors and/or the Chief Executive Officer and/or persons designated by the Board of Directors and/or the Chief Executive Officer shall have the authority to set the date of issuance and offering of the warrants.
Validity of the warrant	2 years from the date of issuance of the warrant

<p>Exercise Period</p>	<p>The warrant holder can exercise the rights under the warrant for the first time on the specified 6 months from the date of issuance of the warrant at the end of 6 months from the date of issuance of the warrant. In the event that the exercise date falls on the Company's business holiday, the exercise date shall be postponed to the previous business day. The Company will not extend the validity of the warrants and there is no requirement for the holders of the warrants to exercise their rights before maturity.</p>
<p>Period for notification of intention to exercise rights</p>	<p>Warrant holders who wish to exercise the right to purchase ordinary shares of the Company must notify their intention to exercise the right to purchase ordinary shares within 15 business days prior to the expiration date of each time. In the event that the date of notification of intention to exercise the right coincides with the Company's business holiday, the date of notification of intention to exercise such right shall be postponed to the previous business day.</p>
<p>Inability to cancel the notification of intention to exercise the right</p>	<p>When the warrant holder has notified the intention to exercise the right to purchase the warrant shares. The warrant holder will no longer be able to cancel the notification of intention to exercise such rights.</p>
<p>Secondary market of warrants</p>	<p>The Company will list the Warrants as listed securities on the Stock Exchange of Thailand ("Market for Alternative Investment - MAI")</p> <p>Note: After the issuance of the warrants, the Company will submit an application to register the warrants as listed securities on the MAI Stock Exchange. However, the Company cannot guarantee that the MAI Stock Exchange will consider approving the acceptance of such warrants as listed securities. If the MAI Stock Exchange does not consider accepting them as listed securities, investors will not be able to trade the warrants on the MAI Stock Exchange.</p>
<p>Secondary market of ordinary shares that exceed the exercise of convertible rights</p>	<p>The Company will list the ordinary shares arising from the exercise of the right to purchase ordinary shares under these warrants as listed securities on the MAI Stock Exchange of Thailand</p>

<p>The reason for the issuance of new shares to support the change in the exercise of rights</p>	<p>When there is an adjustment of the exercise price and/or the exercise rate in accordance with the conditions for adjusting the rights as specified in the terms and conditions of the warrants, which is an event specified in Section 11(4)(c) of the Capital Market Supervisory Board Announcement No. TorJor. 34/2008 on requesting permission and granting permission to offer for sale newly issued warrants to purchase shares and newly issued shares to support warrants (including amendments)</p>
<p>Adjustment of Warrant Rights</p>	<p>The exercise price and/or the exercise rate of the right to purchase common shares under the warrant may be changed throughout the term of the warrant in the event that any of the following events occurs, with the aim of protecting the benefits and returns of the warrant holders from being inferior to the original:</p> <ol style="list-style-type: none"> <li>1. When the Company changes the par value of the Company's shares as a result of the merger or separation of the Company's issued shares.</li> <li>2. When the Company pays dividends, in whole or in part, in the form of shares to the Company's shareholders.</li> <li>3. When the Company offers to sell newly issued shares to existing shareholders and/or the general public at a price lower than 90 percent of the market price of the Company's common shares.</li> <li>4. When the Company offers to sell newly issued convertible debentures or warrants by setting or calculating the price of newly issued shares to support such convertible debentures or warrants at a price lower than 90 percent of the market price of the Company's common shares.</li> <li>5. When the Company pays dividends in cash, which exceed the rate specified in the rights terms.</li> <li>6. When there are any other cases of the same nature as items 1 to 5 that cause any benefits and returns that the warrant holders will receive upon exercising their rights under the warrants to be inferior to the original.</li> </ol> <p>The Company has assigned the Board of Directors of and/or the Board of Directors and/or persons assigned by the Board of Directors and/or the Executive Committee shall consider and determine the conditions and details.</p>

Registrar of warrants	The Securities Depository (Thailand) Company or a person who has been granted but limited to act as the registrar of the warrants on behalf of the
The purpose of the issuance of warrants and the benefits that the Company will receive from the allocation of new shares.	<p>The Company will use the funds received from the exercise of the rights to purchase ordinary shares of the Company under the Warrants within 2 years from the date of receiving the funds as follows:</p> <p>1) To support the existing business and be a source of funds to support investment in new projects (High business growth) and/or investment in expansion projects from the existing projects, whereby the investment conditions are in accordance with the Company's investment policy framework, which may be an investment in the entire project by the Company itself, a joint venture, an acquisition of businesses and businesses, or any other form that is in accordance with the law, regulations, and announcements of regulatory agencies, not exceeding 1,000 million baht within 2 years from the date of receipt of payment.</p> <p>2) To support the Company's and its subsidiaries' working capital, the remaining amount from paragraph 1 within 3 years from the date of receipt of payment.</p> <p>The exercise of the rights to purchase additional ordinary shares under the UREKA-W3 Warrants and the actual payment may be less than the number of shares that the Company intends to offer for sale, which may cause the Company to receive less than 1,091,314,172.00 baht. In such case, the Company's plan for using the additional capital may differ from the plan for using the funds specified in the paragraph above.</p>
Benefits that shareholders will receive from the capital increase	The holders of the warrants of the Company shall be shareholders of the Company from the date on which the Registrar of the Company has registered the names of the holders of the warrants as shareholders in the register of shareholders of the Company and the Company has successfully registered the change of paid-up capital with the Department of Business Development. The Company has a dividend payment policy of not exceeding 40% of net profit according to the Company's separate financial statements. After corporate income tax Legal reserves and other reserves depending on the investment plan, necessity and suitability in the future.

Other conditions	<p>The Board of Directors and/or the Chief Executive Officer and/or persons assigned by the Board of Directors and/or the Chief Executive Officer shall have the authority to determine or amend any necessary details and conditions relating to the issuance and allocation of UREKA-W3 Warrants under the conditions of the relevant laws and within the framework of the approval of the general meeting of shareholders. Such details include but are not limited to:</p> <p>a. Prepare the terms and conditions of UREKA-W3 Warrants, including determining various details relating to the allocation of UREKA-W3 Warrants, etc.</p> <p>b. Provide information, contact, prepare, sign, deliver, submit documents relating to the issuance and allocation of UREKA-W3 Warrants to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., and other agencies or persons involved in the listing of the Warrants and common shares resulting from the exercise of rights under UREKA-W3 Warrants on the Stock Exchange of Thailand</p> <p>c. Appoint a sub-attorney to have the authority to perform any necessary actions relating to the issuance and allocation of the Warrants</p>
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2. Impact of Issuance and Allocation of Warrants Shareholders may be affected by the exercise of the right to purchase the newly issued ordinary shares under the warrants as follows:

2.1. Price Dilution: If the right to purchase ordinary shares is fully exercised according to all the warrants, the price per share will be reduced, calculated according to the following formula:

$$\begin{aligned}
 \text{Price Dilution} &= \frac{(\text{Pre-IPO Market Price} - \text{Post-IPO Market Price})}{\text{Pre-IPO Price}} \\
 &= \frac{(0.87 - 1.08)}{0.87} \\
 &= -24.64\%
 \end{aligned}$$

Whereas

$$\begin{aligned}
 \text{Pre-IPO Market Price} &= \text{Weighted Average Market Price of the Company's Common Shares for the Past 15 days The date of contact before the Board of Directors meeting No. 1/2025 on February 26, 2025 (between February 4, 2025 and February 25, 2025), which is equal to 0.87 baht (data from SETSMART of the Stock Exchange of Thailand)}
 \end{aligned}$$

$$\begin{aligned}
\text{Market price after the offering} &= \frac{(\text{Market price before the offering} \times \text{Total paid-up shares}) + (\text{Offering price of the newly issued ordinary shares} \times \text{Number of newly issued ordinary shares}) + (\text{Exercise price of the warrants} \times \text{Number of ordinary shares allocated to support the exercise of the warrants})}{(\text{Total number of issued shares} + \text{Number of newly issued ordinary shares offered for sale} + \text{Number of ordinary shares allocated to support the exercise of the warrants})} \\
&= \frac{(\text{Baht } 0.87 \times 1,818,856,954 \text{ shares}) + (\text{Baht } 0.85 \times 545,657,086 \text{ shares}) + (\text{Baht } 2.00 \times 545,657,086 \text{ shares})}{(1,818,856,954 \text{ shares} + 545,657,086 \text{ shares} + 545,657,086 \text{ shares})} \\
&= \text{Baht } 0.87
\end{aligned}$$

- 2.2. If the right to purchase all ordinary shares under the warrants is exercised and the rights are not shareholders of the Company, the proportion of shares held by the existing shareholders will be reduced by calculating the following formula:

$$\begin{aligned}
\text{Control Dilution} &= \frac{\text{Number of ordinary shares allocated to support the warrants}}{(\text{total number of paid-up shares} + \text{number of newly offered ordinary shares} + \text{number of shares allocated for sale} + \text{Ordinary shares allocated to support warrants})} \\
&= \frac{545,657,086 \text{ Shares}}{(1,818,856,954 \text{ shares} + 545,657,086 \text{ shares} + 545,657,086 \text{ Shares})} \\
&= 18.75\%
\end{aligned}$$

- 2.3. Decrease in earnings per share (Earnings Per Share or EPS Dilution)

If the right to purchase all ordinary shares under the warrants is exercised, the earnings per share will decrease, calculated according to the following formula:

$$\begin{aligned}
\text{EPS Dilution} &= \frac{(\text{EPS before IPO} - \text{EPS after IPO})}{\text{EPS before IPO}} \\
&= \frac{(0.035 - 0.019)}{0.022} = 37.50\%
\end{aligned}$$

Where

$$\begin{aligned}
\text{EPS Pre-IPO} &= \frac{\text{Net Profit}}{\text{Total Paid-up Shares}} \\
&= \frac{63,623,681 \text{ Baht}}{1,818,856,954 \text{ Shares}} \\
&= 0.035 \text{ Baht per Share}
\end{aligned}$$

$$\begin{aligned} \text{EPS after IPO} &= \text{Net Profit} / (\text{Total Paid-up Shares} + \text{Newly Offered Ordinary Shares} + \text{Number of Ordinary Shares Allocated to Support the Exercise of Warrants}) \\ &= 63,623,681 \text{ Baht} / (1,818,856,954 \text{ shares} + 545,657,086 \text{ shares} + 545,657,086 \text{ shares}) \\ &= \text{Baht } 0.022 \text{ per share} \end{aligned}$$