

(F 53-4)

Capital Increase Report Form
Principal Capital Public Company Limited
28th February 2024

We, Principal Capital Public Company Limited (the "Company"), hereby report the resolutions of its Board of Directors' Meeting No.2/2024 held on 28th February 2024 relating to the capital increase by the extension of the issuance and offering of the Company's newly issued ordinary shares in General Mandate, the details as follows:

1. Capital Increase

The 2023 Annual General Meeting of Shareholders held on 25th April 2022 had approved an increase of the Company's registered capital, by up to 380,857,050 Baht, by issuing 380,857,050 newly ordinary shares with a par value of one Baht per share, Up to 380,857,050 newly issued ordinary shares of the Company will be allotted with the par value of Baht 1 (or approximately 10 percent of the Company's paid-up capital as of the date of the resolution by the Company's Board of Directors Meeting to increase the capital in general mandate) through a private placement, partially or wholly, at once or in session. The detail of the allotment of the newly issued ordinary shares of the Company from the capital increase are appeared in accordance with the resolution of the 2022 Annual General Meeting of Shareholders. In the 2022 the Company has not the issue and offer for sale of the said newly issued ordinary shares in General Mandate up to 380,857,050 shares to be offered through a private placement.

Then, the 2023 Annual General Meeting of Shareholders held on 25th April 2023 had approved the extension of the allocation of the Company's newly issued ordinary shares in General Mandate up to 380,857,050 shares to be offered through a private placement with the par value of 1 Baht which will be due on the date of the 2023 Annual General Meeting of Shareholders. The conditions for such allocation of the newly issued ordinary shares will be in accordance with the approval of the 2022 Annual General Meeting of Shareholders held on 25 April 2022 in all respects.

However, In the 2023, the Company has not the issue and offer for sale of the said newly issued ordinary shares in General Mandate up to 380,857,050 shares to be offered through a private placement.

The Board of Directors Meeting No.2/2024 held on 28th February 2024 has resolved to propose for approval at the 2024 Annual General Meeting of Shareholders for the extension of the allocation of the Company's newly issued ordinary shares in General Mandate up to 380,857,050 shares to be offered through a private placement with the par value of 1 Baht which will be due on the date of the 2024 Annual General Meeting of Shareholders. The conditions for such allocation of the newly issued ordinary shares will be in accordance with the approval of the 2022 Annual General Meeting of Shareholders held on 25th April 2022 and the 2023 Annual General Meeting of Shareholders held on 25th April 2023 in all respects. The details of the capital increase are as follows:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (Baht/Share)	Total (Baht)
<input type="checkbox"/> Specific purpose of utilizing the proceeds	-	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary shares	380,857,050	1.00	380,857,050

2. Allocation of newly issued shares

2.1 Specific Purpose of Utilizing the Proceeds

-None-

2.2 General Mandate

Allocated to	Type of Shares	Number of Shares	Percentage of Paid-Up Capital ^{1/}	Note
Specific persons (Private Placement)	Ordinary Shares	Not exceeding 380,857,050 shares	Not exceeding 10.00	Please see the remarks below for further information.

^{1/} The Company's paid-up capital as of 28th February 2024 which is the date on which the Board of Directors has approved the capital increase under the General Mandate scheme equals Baht 3,808,570,502.

Remarks:

The 2022 Annual General Meeting of Shareholders held on 25th April 2022 and the 2023 Annual General Meeting of Shareholders held on 25th April 2023 has resolved as follows;

1. Allocation of not exceeding 380,857,050 newly issued ordinary shares with a par value of one Baht per share under the General Mandate Scheme by way of private placement and the authorization of the Board of Directors with power and authority to be authorized to undertake actions in relation to the allocation of the Company's newly issued ordinary shares, including, without limitation, the following:
 - (a) 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;
 - (b) 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;
 - (c) negotiating, agreeing, entering into and signing any agreements and/or documents necessary and relevant to the allocation of such newly issued ordinary shares, including amending such agreements and documents and information memorandum or related disclosure, as well as considering and appointing any financial advisors, legal advisors, underwriters, and/or other service providers (if any or as necessary)
 - (d) 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
 - (e) undertaking any acts necessary and relevant to complete the allocation of the newly issued ordinary shares, including authorizing any person(s) the Board of Directors deems appropriate to undertake any actions specified in paragraphs (c) and (d) above.
2. The Company will allocate the newly issued ordinary shares by way of private placement, whereby such shares shall be offered to not exceeding 50 institutional investors and/or specific investors during any 12-month period, such investors not being considered the connected persons pursuant to 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 SET entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (A.D. 2003)
3. The offering price of the newly issued ordinary shares of the Company under the General Mandate scheme by way of private placement shall be the best price in accordance with the market condition during the offering period, and shall be for the best interest of the Company and its shareholders. Such offering price may be discounted at not exceeding 10 per cent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 entitled Approval for Listed Companies to Offer Newly Issued Ordinary Shares by way of Private Placement, calculated based on the weighted average price of the Company's shares traded on the SET during the period from between seven consecutive business days to not exceeding 15 consecutive business days prior to the date of determination of the offering price by the Board of Directors.

4. The number of the newly issued ordinary shares to be allocated by way of private placement shall not exceed 10 per cent of the Company's paid-up capital as of the date on which the Board of Directors approves the capital increase under the General Mandate scheme.

3. Schedule for a shareholders' meeting to approve the capital increase and allocation shares

The 2024 Annual General Meeting of the Shareholders is scheduled to be held on Thursday 25th April 2024 at 10.00 a.m. via electronic means, in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations, The date for determining the names of the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) shall be 14th March 2024

4. Approval of the capital increase/shares allotment by relevant government agencies and approval conditions thereto (if any)

4.1 The Company will register the amendment to its paid-up capital with the Department of Business Development, the Ministry of Commerce within 14 days from the date on which the newly issued ordinary shares are allocated by way of private placement.

4.2 The Company will obtain an approval from the Stock Exchange of Thailand (the "SET") for the listing of its newly issued ordinary shares which will be allocated by way of private placement on the SET.

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

As the Company has an investment plan to continuously expand its business in the future, it deems appropriate to propose to raise fund through the increase of its capital under the General Mandate scheme in order to increase its agility in conducting mergers and acquisitions as well as to support synergies for the Company in the future.

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

This capital increase under the General Mandate scheme will be beneficial to the Company as it will enable the Company to have prosper funding and be ready for the implementation of its investment plan and business expansion in a timely manner. This will also accommodate the finding of strategic partners to co-invest in the Company which will help creating an opportunity to generate income and profits to the Company, which, in turn, provide good long-term returns for the shareholders. Moreover, it will also keep the Company's debt-to-equity ratio and debt-to-EBITDA ratio at a low level.

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

The benefits as described in paragraph 6 above would likely be beneficial to the Company's operating results and help creating an opportunity to generate income and profits to the Company, which will enhance the Company's ability to further declare dividends to its shareholders.

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

The impacts on the shareholders from such issuing and offering of newly issued ordinary shares, on the assumption that all of the 380,857,050 newly issued ordinary shares are fully subscribed at the price of Baht 4.03 per share, which is the offering price with a discount of 10 percent of the weighted average price of the Company's shares traded on the SET for 15 consecutive business days before the date of the Board of Director's resolution to propose the increase of the Company's registered capital by means of General Mandate for approval at the shareholders' meeting, i.e. from 6 February 2023 to 27 February 2023, which was equivalent to Baht 4.47 per share (information from www.set.or.th), are as follows (the final offering price will be determined upon consideration by the Board of Directors in respect of each allocation of newly issued ordinary shares):

A. Price dilution, which can be calculated as per the following formula:

$$\begin{aligned}
 \text{Price Dilution} &= \frac{\text{Pre-offering market price} - \text{Post-offering market price}}{\text{Post-offering market price}} \\
 &= \frac{4.47 - 4.44}{4.47} \\
 &= 0.67 \text{ percent}
 \end{aligned}$$

Whereas

Pre-offering market price = 4.47 Baht per share
 Number of paid-up shares = 3,808,570,502 shares
 Offering price = 4.03 Baht per share
 Number of shares offered = 380,857,050 shares

Post-offering market price =
(Market price * Number of paid-up shares) + (Offering price * Number of shares offered)
 Number of paid-up shares + Number of shares offered
 = (4.47 * 3,808,570,502) + (4.03 * 380,857,050)
 3,808,570,502 + 380,857,050
 = 4.44 Baht per share

B. Control dilution, which can be calculated as per the following formula:

Control Dilution = $\frac{\text{Number of shares offered}}{\text{Number of paid-up shares} + \text{Number of shares offered}}$
 = $\frac{380,857,050}{3,808,570,502 + 380,857,050}$
 = 9.09 percent

9. Schedule of actions if the Board of Directors passes resolutions to approve the capital increase/shares allotment

No.	Procedure	Date/Month/Year
1.	Board of Directors' Meeting No.2/2024	28 th February 2024
2.	Date for determining the names of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date)	14 th March 2024
3.	The 2024 Annual General Meeting of Shareholders	25 th April 2024
4.	Registration of paid-up capital with the Ministry of Commerce	Within 14 days from the date of the shares allocation by way of private placement

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

Please be informed accordingly.

Yours faithfully,

Principal Capital Public Company Limited

-Signature-

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(Mr.Krittavith Lertutsahakul, (M.D.))

(Mr.Tharin Eampetcharapong)

Director

Director