

February 17, 2021.

Re: Resolutions of the Extraordinary General Meeting of Shareholders  
No.1/2021.To: The President.  
The Stock Exchange of Thailand.

The Extraordinary General Meeting of Shareholders No.1/2021 of Kingsmen C.M.T.I. Public Company Limited ("Company") was held on 17 February 2021 at 14.00 hours at Gallery Room. Kingsmen C.M.T.I. Public Company Limited headquarters, resolutions on the agendas can be summarized as followed:

1. Approved the decrease of company's registered capital by THB 211 from the existing registered capital of THB 119,999,992 to THB 119,999,781 by canceling 422 unsold ordinary share at a par value of THB 0.50 per share and approved the amendment of Article 4 (registered capital) of the company's memorandum of association to be in line with the decrease of the registered capital of the company. In This regard, the Board of Directors authorized any person appointed and delegated by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, and to undertake any relevant and necessary acts in orders to complete the registration of the Memorandum of Association. With the majority of the votes of the shareholders present and eligible to vote as per the following details:

	Number of votes (Vote)	Percent
Approve	158,678,540	100.000
Disapprove	0	-
Total	158,678,540	100.000
Abstain	0	-
Voided Ballot	0	-

2. Approved the increase of company's registered capital from the existing registered capital of THB 119,999,781 to THB 239,999,562 by issuing 239,999,562 newly-issued ordinary shares at the par value of THB 0.50 per share, in order to (1) accommodate the allocation of the newly-issued ordinary shares to the existing shareholders proportionately to their respective shareholdings (Rights Offering), together with (2) Reserve for exercise rights in accordance to warrant to purchase ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.1 (K-W1) to the existing shareholders of the company who subscribe and paid up newly-issued ordinary shares as proportionately to their respective shareholdings (Rights Offering) at value of THB 0.00. In This regard, the Board of Directors authorized any person appointed and delegated by the Board of Directors to register the amendment of the Memorandum of

Association at the Department of Business Development, Ministry of Commerce, and to undertake any relevant and necessary acts in orders to complete the registration of the Memorandum of Association. With the majority of the votes of the shareholders present and eligible to vote as per the following details:

	Number of votes (Vote)	Percent
Approve	158,678,540	100.000
Disapprove	0	-
Total	158,678,540	100.000
Abstain	0	-
Voided Ballot	0	-

3. Approved the allocation of the newly issued ordinary shares of not exceeding 239,999,562 shares at the par value of THB. 0.50 per share and the details of the allocation of new shares are as follows ;
  - 3.1 Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of the newly issued ordinary shares for not exceeding 119,999,781 shares with a par value of THB 0.50 per share to be offered to the existing shareholders of the company proportional to the number of shares held by each individual (Rights Offering) in the ratio of 2 existing ordinary shares to 1 newly issued ordinary share, the offering price is THB 0.50 per share and any fractions of shares shall be discarded.

The shareholders may subscribe for the newly-issued ordinary shares in excess of their rights (Oversubscription), whereby oversubscribed shares will be allocated to the existing shareholders who oversubscribe for the shares only if there are shares remaining from the allocation to the existing shareholders who completely subscribe for the shares in accordance with their rights.

In allocation of newly-issued ordinary shares to the existing shareholders proportionately to their respective shareholdings (Rights Offering) on this occasion, in case there are newly-issued ordinary shares remaining from the first allocation to the existing shareholders proportionately to their respective shareholdings, the company will allocate such remaining newly-issued ordinary shares to the existing shareholders wishing to oversubscribe for the shares proportionately to the existing shareholding at the same offering price as the shares allocated in accordance with the rights, as well as to the existing shareholders who are related parties of the company, wishing to oversubscribe for the shares proportionately to the shareholdings. The details are specified as follows;

(a) In case the number of shares remaining from the first allocation to the existing shareholders proportionately to their respective shareholdings (Rights Offering) is higher than or equivalent to the number of shares oversubscribed for by the existing shareholders proportionately to their shareholding, the company will allocate such remaining shares to all oversubscribing shareholders who make payment of the total subscription price in accordance with the number of shares for which they wish to oversubscribe.

(b) In case, the number of shares remaining from the first allocation to the existing shareholders proportionately to their respective shareholdings (Rights Offering) is lower than the number of shares

oversubscribed for by the existing shareholders proportionately to their shareholding, the company will allocate such remaining shares to all oversubscribing shareholders in accordance with the following stipulations;

(1) The company will allocate the shares in a number proportionately to the existing shareholding of each oversubscribing shareholder by multiplying the existing shareholding percentage of each oversubscribing shareholder by the number of remaining shares, resulting in the number of shares which each oversubscribing shareholder will be entitled to be allocated. Any fraction of shares will be discarded and the number of shares allocated will not exceed the number of shares for each shareholder subscribes and makes payment of the subscription price;

(2) In case, there are shares remaining from the allocation under item (b)(1), the company will allocate such remaining shares to each oversubscribing shareholder who has not been completely allocated shares in accordance with the existing shareholding of each oversubscribing shareholder by multiplying the existing shareholding percentage of each oversubscribing shareholder by the number of remaining shares, resulting in the number of shares which each oversubscribing shareholder will be entitled to be allocated. Any fraction of shares shall be discarded and the number of shares allocated will not exceed the number of shares for each shareholder subscribes and makes payment of the subscription price. The Company will allocate the shares to the oversubscribing shareholders in accordance with the procedures under this item until there are no shares remaining from the allocation.

In this regard, the allocation of shares to the existing shareholders who oversubscribe for the shares must not cause any shareholder (including any person of such shareholder under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto)) to hold shares in the following manners;

(a) Holding of shares in a number that reaches or surpasses the trigger point requiring such shareholder to make a tender offer as specified in the Notification of the Capital Market Supervisory Board No. Tor Chor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (including any amendment thereto) (the "Tor Chor. 1212554 Notification") (with the exception of the case such shareholder is exempted from making a tender offer for all securities of the business as specified in the Tor Chor. 12/2554 Notification); or

(b) Holding of shares in violation of the limitations on foreign shareholding specified in the Company's articles of association.

However, if there are newly-issued ordinary shares remaining from the allocation to the existing shareholders of the company proportionately to their respective shareholdings (Rights Offering) and the allocation to the oversubscribing shareholders (Oversubscription), the company will decrease the registered capital by cancelling the newly-issued ordinary shares remaining from the offering for sale and amendment to the Memorandum of Association of the Company Clause 4 to be in accordance with such increase of registered capital.

In addition, the Board of Directors approved the record date for shareholders who are entitled to the allocation of the newly-issued ordinary shares proportionately to their respective shareholdings (Record Date) is scheduled for February 25, 2021.

In allocation of the company's newly-issued ordinary shares to the existing shareholders proportionately to their respective shareholdings (Rights Offering), the Board of Directors and/or the

Managing Director and/or any person appointed and delegated by the Board of Directors and/or Managing Director is authorized to undertake any relevant or necessary acts as appropriate in order to complete the issuance and allocation of the newly-issued ordinary shares of the Company proportionately to their respective shareholdings (Rights Offering). The authorization includes, without limitation, the following acts;

(a) to determine the details relating to the allocation of the newly-issued ordinary shares to offer for sale to the existing shareholders proportionately to their respective shareholding (Rights Offering) in order to be in line with the laws and regulations relating to the issuance and offering for sale of securities under the Thai law. In this regard, the company reserves the right to not offer the newly-issued ordinary shares to any existing shareholders if such offering for sale of the newly-issued ordinary shares will cause the company to be in breach of the foreign laws or regulations;

(b) to determine or amend the methods for the allocation of the newly-issued ordinary shares, e.g., whether the newly-issued ordinary shares will be allocated all at once or over a number of occasions, the offering period, the offering proportion, the offering price, the payment method for the share price, or other details relating to the allocation and offering for sale of the shares, i.e. the change the record date for shareholders who are entitled to the allocation of the newly-issued ordinary shares;

(c) to sign application forms for permission or granting of waiver, notices, and documentation relating to the allocation of the newly-issued ordinary shares, to liaise with and submit documentation to the officer or a representative of any relevant authority, to list the company's newly-issued ordinary shares on the Stock Exchange of Thailand, and to undertake any acts necessary relating to the allocation of the newly-issued ordinary shares in all respects in order to offer for sale to the existing shareholders proportionately to their respective shareholdings under the relevant laws;

(d) to register the change of the paid-up capital with the Department of Business Development, Ministry of Commerce, and to be authorized to undertake any necessary acts in line with the order of the registrar in order to complete the registration of the change of the paid-up capital;

3.2 Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of not exceeding 119,999,781 newly issued ordinary shares to accommodate the exercise of the Warrants No.1 of Kingsmen C.M.T.I. Public Company Limited (K -W1) to the existing shareholders of the company subscription and payment of the newly- issued ordinary shares in proportionately to their shareholding (Rights Offering) without charge of the offering value (Offering price per unit equal to THB.0.00) with the allocation ratio of 1 newly issued ordinary share per 1 unit of warrant. The warrants to purchase the newly- issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited No. 1 (K-W1) and will be valid for 1 year and 6 months from the date of issuance and offering. The exercise price is THB 1.00 per share.

With the majority of the votes of the shareholders present and eligible to vote as per the following details:

	Number of votes (Vote)	Percent
Approve	158,678,540	100.000
Disapprove	0	-
Total	158,678,540	100.000
Abstain	0	-
Voided Ballot	0	-

4. Approved the issuance and offering of warrants to purchase the company's newly- issued ordinary shares of Kingsmen C.M.T.I. Public Company Limited (K-W1) in the amount of not exceeding 119,999,781 units without value (Offering price per unit equal to THB 0.00), which is the number of ordinary shares allocated to support the exercise of warrants, not exceeding 119,999,781 shares at the rate of 1 newly issued ordinary share that subscribed and paid for the newly- issued ordinary shares. The company issued and offered to the existing shareholders in accordance with the percentage of shareholding each shareholder holds (Right Offering) per 1 unit of warrant of Kingsmen C.M.T.I. Public Company Limited No.1 (K- W1) and if there are any fractions of the warrants (K-W1) arising from the calculation, such fractions shall be discarded. The exercise ratio of the warrants of Kingsmen C.M.T.I. Public Company Limited No.1 (K-W1) 1 unit of warrant (K-W1) per 1 ordinary share, the warrant of Kingsmen C.M.T.I. Public Company Limited (K-W1) will be valid for 1 year and 6 months from the issuance and offering date. The right to convert to ordinary shares is every 3 months and the exercise price is THB 1.00 per share with the majority of the votes of the shareholders present and eligible to vote as per the following details:

	Number of votes (Vote)	Percent
Approve	158,678,540	100.000
Disapprove	0	-
Total	158,678,540	100.000
Abstain	0	-
Voided Ballot	0	-

5. Approved the transfer of appropriated legal reserve in the amount of THB 12,000,000 and share premium in the amount of THB 165,145,062 accounting to an aggregate amount of THB 177,145,062 to compensate the accumulated loss of the company according to the reviewed separate financial statements as of 30 September 2020. Whereas, the company has the accumulated loss in the amount of THB 177,145,062. After such transfer of appropriated legal reserve and share premium to compensate the accumulated loss as aforementioned, the company shall have accumulated loss remaining in the amount of THB 0.00.

However, this capital reduction will not affect any change in the shareholders' equity since it is merely the offset in accounting transactions as per the following details;

Components of Shareholders' Equity	As of 30 September 2020	
	Prior to the Compensation of the Accumulated Loss (Baht Million)	After the Compensation of the Accumulated Loss (Baht Million)
Issued and fully paid-up share capital	119,999,781.00	119,999,781.00
Share premium	277,491,764.00	112,346,702.00
Discount on share	-	-
Appropriated legal reserve	12,000,000.00	-
Accumulated loss	(177,145,062.00)	-
Surplus from capital reduction	-	-
Other components of shareholders' equity	-	-
<b>Total shareholders' equity</b>	<b>232,346,483.00</b>	<b>232,346,483.00</b>

With the majority of the votes of the shareholders present and eligible to vote as per the following details:

	Number of votes (Vote)	Percent
Approve	158,678,540	100.000
Disapprove	0	-
Total	158,678,540	100.000
Abstain	0	-
Voided Ballot	0	-

Best regards,



(Mr. Chayawat Pisessith)  
Chairman of the Board