

(Translation)

(F 53-4)

## Capital Increase Report Form

Sansiri Public Company Limited

15 May 2020

We, Sansiri Public Company Limited, hereby report on the resolution of Board of Directors Meeting No. 6/2020, held on 15 May 2020 from 2:30 p.m. to 4:30 p.m., relating to a capital increase and share allotment, as follows.

## 1. Increase of the registered capital

The Board of Directors Meeting has approved the increase of the registered capital of the Company from Baht 16,224,125,722.40 to Baht 21,146,125,722.40, by issuing up to 4,600,000,000 newly-issued ordinary shares with a par value of Baht 1.07 each, totaling Baht 4,922,000,000.00. The details of the capital increase are as follows.

Type of capital increase	Type of share	Number of shares (million shares)	Par value (baht/share)	Total Value (million baht)
<input checked="" type="checkbox"/> Specifying the purpose of using proceeds	Ordinary shares	No more than 3,200	1.07	Not exceeding 3,424
<input checked="" type="checkbox"/> General mandate	Ordinary shares	No more than 1,400	1.07	Not exceeding 1,498

## 2. Allotment of new shares

## 2.1 Specifying the purpose of using the proceeds

Allotted to	Number of shares (million shares)	Ratio (old : new)	Sale price (baht/share)	Subscription and payment period	Notes
1. To support the exercise of an ordinary share-purchase warrant under private placement	No more than 2,500	<u>Exercise ratio</u> 1 unit of warrant : 1 ordinary share	without offering value 1 unit of warrant will be entitled to purchase ordinary shares at the price of Baht	The authorized director or a person assigned by the authorized director has the authority to consider and prescribe details at a later time.  In this case, the Company must obtain a permission by the Securities and	Please see Note (1)

Allotted to	Number of shares (million shares)	Ratio (old : new)	Sale price (baht/share)	Subscription and payment period	Notes
			1.10 per share	Exchange Commission (the "SEC") to offer the warrants and newly-issued underlying shares under private placement whereby the resolution of the shareholders meeting clearly prescribes the offering price.	
2. To support the exercise of rights pursuant to the Plan to Issue and Offer the Ordinary Share-Purchase Warrants of Sansiri Public Company Limited to the Directors and Management/Employee s of the Company and/or its Subsidiaries No. 8 (the "ESOP #8 Plan")	No more than 700	<u>Exercise ratio</u> 1 unit of warrant : 1 ordinary share	without offering value 1 unit of warrant will be entitled to purchase ordinary shares at the price of Baht 1.10 per share	The authorized director or a person assigned by the authorized director has the authority to consider and prescribe details at a later time.	Please see Note (2)

#### Notes

The meeting of the Company's directors has resolved as follows.

- (1) It is approved that the issuance and offering of warrants representing the rights to purchase ordinary shares, for a volume not exceeding 2,500 million units of warrants, without an offering value, and with the exercise ratio of one unit of warrant per one ordinary share at the exercising price of Baht 1.10 per share, and with maturity of five years beginning from the date of their issuance, will be proposed to the General Meeting of Shareholders for approval. The warrants, which will be issued and offered by the Company, will be allotted to investors who wish to subscribe and have been allotted perpetual bonds at the combined offering value of no higher than

Baht 2,500 million, which is under the bond issuance and offering limit approved by the shareholders pursuant to General Meeting of Shareholders No. 24/2019 on 29 April 2019. An investor will be allotted one unit of warrant per one Baht of bond subscription. These investors must have potential and be able to practically invest in the Company. Such investor is Theatre Lane Limited, a foreign juristic person incorporated under foreign laws, and of which 100 percent shares will be held by partnership funds, which are discretionary funds (this is a type of fund in which the fund manager has the management and decision making power in regard to investment by the fund), duly established under foreign laws. The fund manager is Argyle Street Management Limited (ASM), a company permitted by the Securities and Futures Commission of Hong Kong and the U.S. Securities and Exchange Commission to manage assets for funds. The warrants will be offered for private placement, and investors must not be connected persons under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions, dated 31 August 2008 (and as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003), dated 19 November 2003 (and as amended).

The warrants representing the rights to purchase ordinary shares to be issued and offered for the private placement will not be listed on the Stock Exchange of Thailand (the "SET"), and this is not an offering of newly-issued securities for sale at a price lower than 90 percent of the market price. Market price means the weighted average price of ordinary shares of the Company on the SET over the previous fifteen consecutive business days before the date the Company's Board of Directors resolved to propose an agenda item to a meeting of shareholders for the approval of the Company's offering of the warrants.

The summary of the initial details of the warrants representing the rights to purchase ordinary shares to be issued and offered for sale for the private placement is in Enclosure No. 5.

To this end, authorized directors, or persons designated by authorized directors will be appointed and authorized to (a) determine, amend, and add other details necessary for, and regarding, the allotment of these warrants as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws, including the offering period and method, payment, date the warrants are issued, allotment details and procedures, exercise period, term of the warrants, and characteristics and details of the warrants; (b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the issuance and offering of the warrants, including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and (c) do anything necessary and relevant to ensure the successful issuance and offering of these warrants representing the rights to purchase ordinary shares for the private placement.

- (2) It is approved that the Plan to Issue and Offer the Ordinary Share-Purchase Warrants of Sansiri Public Company Limited to the Directors and Management/Employees of the Company and/or its Subsidiaries No. 8 (the "**ESOP #8 Plan**") for a volume not exceeding 700 million units, without offering value, and with the exercise ratio of one unit of warrant per one ordinary share at the exercising price of Baht 1.10 per share, and with maturity of five years beginning from the date of their issuance, will be proposed to the General Meeting of Shareholders for approval.

The warrants representing the rights to purchase ordinary shares of the Company to be issued and offered under the ESOP #8 Plan will not be listed on the SET, and this is not an offering of newly-issued securities for sale at a price lower than 90 percent of the market price. Market price means the weighted average price of ordinary shares of the Company on the SET over the previous fifteen consecutive business days before the date the Company's Board of Directors resolved to propose an agenda item to a meeting of shareholders for the approval of the Company's offering of the warrants.

The summary of the initial details of the warrants representing the rights to purchase ordinary shares of the Company to be issued and offered for sale under the ESOP #8 Plan is in Enclosure No. 6.

Authorized directors, or persons designated by authorized directors will be appointed and authorized to (a) determine, amend, and add other details necessary for, and regarding, the allotment of these warrants as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws, including the offering period and method, payment, date the warrants are issued, allotment details and procedures, exercise period, term of the warrants, and characteristics and details of the warrants; (b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the issuance and offering of the warrants, including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and (c) do anything necessary and relevant to ensure the successful issuance and offering of these warrants representing the rights to purchase ordinary shares of the Company to be issued and offered under the ESOP# 8 Plan.

#### **2.1.1 The Company's action if there are decimal fractions of shares**

- None –

## 2.2 General mandate

Allotted to	Type of shares	Number of shares (million shares)	Percent per paid-up registered capital	Note
1. Private placement	Ordinary shares	No more than 1,400	approximately 9 percent	Please see Note (1)

### Note

The meeting of the Company's directors has resolved as follows.

- (1) It is approved that the allotment of the newly issued ordinary shares of the Company from the capital increase will be proposed to the General Meeting of Shareholders for approval as per the details below.

Up to 1,400 million newly issued ordinary shares of the Company will be allotted with the par value of Baht 1.07 (or approximately 9 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. Persons to be allotted the ordinary shares in general mandate through the private placement must not be connected persons under Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions, dated 31 August 2008 (and as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003), dated 19 November 2003 (and as amended). These investors must be in a stable financial situation, have true potential to invest in the Company, and have knowledge, ability, experience, and potential that will be beneficial for, or support, the Company's operations. This offering of the ordinary shares in general mandate through the private placement is not an offering of newly-issued shares for sale at a price lower than 90 percent of the market price. Market price means the weighted average price of ordinary shares of the Company on the SET at least over the previous 7, but no more than 15, consecutive business days before the date the offering price is determined. The date of the determination of the offering price must be no more than 3 business days before the first date of offering the shares to investors.

Authorized directors, or persons designated by authorized directors will be appointed and authorized to (a) determine other details necessary for, and regarding, the allotment of these ordinary shares of the Company as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws; (b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the allotment of these ordinary shares of the Company including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and listing the ordinary shares on the stock exchange; and (c) do anything necessary and relevant to ensure the successful allotment of the ordinary shares of the Company.

**3. Setting the date of the general meeting of shareholders to approve the capital increase and the allotment of new shares**

General Meeting of Shareholders No. 25/2020 will be held on 24 July 2020 at 2:00 p.m. at the Company's meeting room, Siri Campus Building, No. 59, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Wattana District, Bangkok 10110

☒ The recording date for the right to attend the shareholders meeting is scheduled for 22 June 2020.

☐ The book-closing date for the right to attend the shareholders meeting is on .....until the shareholders meeting is completed.

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

- 4.1 The shareholders meeting must approve the Company's issuance and offering for sale of the ordinary share-purchase warrants and underlying shares by way of private placement.
- 4.2 The shareholders meeting must approve the Company's issuance and offering for sale of the ordinary share-purchase warrants under the ESOP # 8 Plan.
- 4.3 The shareholders meeting must approve the Company's allotment of no more than 1,400 million of the Company's newly issued ordinary shares, with a par value of Baht 1.07 per share, (approximately 9 percent of the Company's paid-up registered capital as of the date that the Company's directors meeting resolves to increase capital under a general mandate) by way of private placement under a general mandate.

- 4.4 The Company must submit the application to increase its registered capital and paid-up capital and report the amendment to its Memorandum of Association regarding the capital increase to the Department of Business Development, the Ministry of Commerce.
- 4.5 The Company must seek permission of the SEC to: (1) issue and offer for sale ordinary share-purchase warrants by way of private placement; and (2) issue and offer for sale newly issued ordinary shares as the underlying shares of the private placement warrants.
- 4.6 The Company must seek the SET's permission to list its ordinary shares newly issued as a result of the exercise of rights of the ordinary share-purchase warrants under private placement and ESOP #8 Plan on the SET after the rights under these warrants are exercised.
- 4.7 The Company must seek the SET's permission to list its newly issued ordinary shares from the allotment of shares by way of private placement under a general mandate on the SET after the newly issued shares are allotted and the offered shares are paid for.

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

- 5.1 Newly issued ordinary shares to support the exercise of the ordinary share-purchase warrants issued to private placement subscribers

The purpose of the capital increase is for investors who will subscribe for ordinary share-purchase warrants issued to private placement subscribers, who will be allotted perpetual bonds which will be issued and offered by the Company, with a total value of no more than Baht 2,500 million, under the bond issuing and offering limit approved by the shareholders pursuant to Ordinary General Meeting of Shareholders No. 24/2019, dated 29 April 2019, to help strengthen the Company's finance and be the Company's business partners. These investors have potential, and are truly able to invest in the Company. Such investor is Theatre Lane Limited, a foreign juristic person incorporated under foreign laws, and of which 100 percent shares will be held by partnership funds, which are discretionary funds (this is a type of fund in which the fund manager has the management and decision making power in regard to investment by the fund), duly established under foreign laws. The fund manager is Argyle Street Management Limited (ASM), a company permitted by the Securities and Futures Commission of Hong Kong and the U.S. Securities and Exchange Commission to manage assets for funds. Furthermore, the Company also has objectives to prepare and strengthen its finance to ensure its financial flexibility to carry out future projects, to reserve fund for working capital, and repay some debts to financial institutions, when the rights under the warrants, issued for private placement, are exercised to purchase the Company's ordinary shares.

5.2 Newly issued ordinary shares to support the exercise of rights under the ESOP #8 Plan

The purpose of this capital increase is to allow the Company's directors and employees to be owners of the Company and to motivate and encourage employees to efficiently work for the Company's and shareholders' ultimate benefits in a long term. This will benefit the Company's operation and business in the future.

6. **Benefits which the Company will receive from the capital increase and share allotment**

- 6.1 To increase the Company's capital to facilitate its operation, growth, and readiness for new projects in the future, and to increase the Company's revenue.
- 6.2 To repay some debt to financial institutions. This will reduce the Company's debts, interest, and related expenses, and reduce the debt-to-equity ratio.
- 6.3 The issuance of ordinary share-purchase warrants under private placement will bring potential investors to strengthen the Company's financial status and form business relationships with the Company.
- 6.4 The issuance of ordinary share-purchase warrants under the ESOP #8 Plan will allow the Company's directors and employees to be owners of the Company and to motivate and encourage employees to efficiently work for the Company's and shareholders' ultimate benefits in a long term. This will benefit the Company's operation and business in the future.

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

7.1 The dividend policy

The dividends are paid to the shareholders twice per year. The first payment constitutes interim dividends and the second constitutes annual dividends. The total dividends paid each year is approximately 50 percent of the Company's net profit (as shown in the consolidated financial statement) after the deduction of all reserves as required by laws and the Company. However, the dividend payment is subject to change as the Company deems appropriate, with the Company considering its cash flow and investment burden and its affiliates, as well as other necessities.

7.2 The eligibility to receive dividends from the Company's business operation

Persons who are allotted the ordinary share-purchase warrants under private placement and ordinary share-purchase warrants under the ESOP #8 Plan are eligible to receive dividends from the Company's business operation after exercising the right to purchase the Company's newly issued ordinary shares and being registered as the Company's shareholders.

7.3 Others

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

The allotment of ordinary share-purchase warrants under the private placement and ordinary share-purchase warrants under the ESOP #8 Plan may affect the Company's shareholders due to price dilution, earning per share dilution, and control dilution. The details appear in Enclosure 5 and Enclosure 6.

The allotment of newly-issued ordinary shares to private placement subscribers under a general mandate may affect the Company's shareholders due to price dilution, earning per share dilution, and control dilution, as follows.

### 8.1 Price dilution

The allotment of newly issued ordinary shares to private placement subscribers under a general mandate, totaling 1,400 million shares, with a price of Baht 1.07 per share, which is the par value of the shares of the Company (based on the assumption that the offering price will not be lower than the par value of the shares of the Company and will not be lower than the market price of the shares of the Company), will not cause price dilution because this price is higher than the market price (without discount from the market price). The assumption of the market price before offering is Baht 0.71 per share, which is a weighted average market price for 15 consecutive business days prior to the date on which the director approved the allotment of newly issued ordinary shares to private placement subscribers under a general mandate. (from 21 April 2020 to 14 May 2020 - from [www.set.or.th](http://www.set.or.th))

In this regard, the Price Dilution shall be calculated from the following formula;

$$\begin{aligned}\text{Price Dilution} &= \frac{(\text{Pre-offering market price} - \text{Post-offering market price})}{\text{Market price before offering}} \\ &= \frac{(0.71 - 0.74)}{0.71} \\ &= -4.23\%\end{aligned}$$

Whereas

Pre-offering market price	=	0.71
Number of paid-up shares	=	14,862,734,320 shares
Offering market price	=	1.07 Baht
Number of shares being offered	=	1,400,000,000 shares

$$\begin{aligned}
\text{Market price after offering} &= \\
&\frac{(\text{Pre-offering market price} \times \text{Number of paid-up shares}) + (\text{Exercise price} \times \text{Number of shares being offered})}{\text{Number of paid-up shares} + \text{Number of shares being offered}} \\
&= \frac{(0.71 \times 14,862,734,320) + (1.07 \times 1,400,000,000)}{14,862,734,320 + 1,400,000,000} \\
&= 0.74 \text{ Baht per share}
\end{aligned}$$

## 8.2 Earning per share dilution or control dilution

Regarding the allotment of newly-issued shares to private placement subscribers under a general mandate, totaling 1,400 million shares, as of the date of the board of directors meeting's approval, the Company has 14,862,734,320 shares, and it will dilute the earnings per share and the voting rights of the existing shareholders (control dilution) at the rate of 8.61 percent of the existing earnings per share and voting rights. The calculation is based on the number of underlying shares being offered, divided by the total sum of (1) the number of paid-up shares, and (2) the number of underlying shares that are being offered.

$$\frac{1,400,000,000}{(14,862,734,320 + 1,400,000,000)} = 8.61 \text{ percent}$$

## 9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares

No.	Procedures	Dates
1.	Board of Directors Meeting No. 6/2020	15 May 2020
2.	Determining the list of shareholders who have the right to attend General Meeting of Shareholders No. 25/2020 (Record date)	22 June 2020
3.	Annual General Meeting of Shareholders No. 25/2020	24 July 2020
4.	Registering the increase of registered capital and reporting the amendment of the Company's Memorandum of Association in accordance with the capital increase with	Within 14 days from the date that the shareholders meeting resolves to approve

No.	Procedures	Dates
	the Department of Business Development, the Ministry of Commerce.	the increase of registered capital
5.	Seeking permission of the SEC to (1) issue and offer for sale ordinary share-purchase warrants to private placement subscribers, and (2) issue and offer for sale newly issued ordinary shares to support the private placement warrants	Possibly within 2 weeks from the date that the shareholders meeting resolves to approve the issuance and offering for sale of ordinary share-purchase warrants under private placement
6.	Issuing and allotting ordinary share-purchase warrants under private placement	After the SEC grants permission under clause 5; possibly 3 months from the date that the shareholders meeting resolves to approve the issuance and offering for sale of ordinary share-purchase warrants under private placement
7.	Issuing and allotting ordinary share-purchase warrants under the ESOP #8 Plan	Within one year from the date that the shareholders meeting resolves to approve the issuance and offering for sale of ordinary share-purchase warrants under the ESOP #8 Plan
8.	Registering the paid-up capital increase with the Department of Business Development, the Ministry of Commerce	Within 14 days after (1) the date of each exercise of the right to purchase the Company's new shares pursuant to the ordinary share-purchase warrants under private placement or

No.	Procedures	Dates
		the ordinary share-purchase warrants under the ESOP #8 Plan, and (2) after the date on which the Company receives payment from the shares being offered under a general mandate.
9.	Seeking permission from the SET to list its ordinary shares newly issued due to the exercise of rights vested in the ordinary share-purchase warrants under private placement and under the ESOP #8 Plan on the SET, after the rights under these warrants are exercised	Within 30 days from the date of the exercise of the right to purchase the Company's newly issued ordinary shares
10.	Seeking permission from the SET to list its ordinary shares newly issued due to the allotment of shares to private placement subscribers under a general mandate on the SET, after the newly issued shares are allotted	Within 30 days from the date of closing the subscription and the share price being paid

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

Signature..... Authorized Director

(Mr. Apichart Chutrakul)

Position Director

Signature..... Authorized Director

(Mr. Wanchak Buranasiri)

Position Director