

**Information Regarding the Issuance and Offering of Newly Issued Ordinary Shares by Raimon Land Public Company Limited to Existing Shareholders of the Company in Proportion to Their Shareholding, Excluding Shareholders That Would Cause the Company to Have Obligations under Foreign Laws (Preferential Public Offering: PPO)**

According to the resolutions passed at the meetings of the Board of Directors of Raimon Land Public Company Limited ("**the Company**") No. 1/2024 on 7 February 2024 and No. 2/2024 on 9 February 2024, it was resolved to increase the registered capital of the Company by no more than 3,588,285,715 Baht from the previous registered capital of 4,172,484,127 Baht to a new registered capital of 7,760,769,842 Baht by issuing new ordinary shares not exceeding 3,588,285,715 shares with a par value of 1.00 Baht per share for (a) offering for sale exclusively to limited persons (Private Placement) at a specified offering price (b) offering for sale to existing shareholders of the Company in proportion to their shareholding without allocating to shareholders that would cause the Company to have obligations under foreign laws (Preferential Public Offering: PPO) (c) supporting the use of rights under the warrants to purchase ordinary shares of the Company, Series 1 ("**RML-W1**") allocated to limited persons (Private Placement) and (d) supporting the use of rights under the warrants to purchase ordinary shares of the Company issued to directors and employees of the Company and its subsidiaries (RML ESOP WARRANT No.1) Details are as shown in the capital increase report (F53-4) (Annex 1).

Details related to the issuance and offering of newly issued ordinary shares by Raimon Land Public Company Limited (Public Company) to existing shareholders of the Company in proportion to their shareholding, excluding shareholders that would cause the Company to have obligations under foreign laws (Preferential Public Offering: PPO) are provided in this document.

**1. Details of Issuance and Offering**

The Company will offer and allocate newly issued ordinary shares, not exceeding 714,285,715 shares, with a par value of 1.00 baht per share, by offering new ordinary shares to existing shareholders of the Company in proportion to their shareholding, without allocating shares to shareholders that would subject the Company to legal obligations in foreign countries (Preferential Public Offering: PPO), at a price of 0.42 baht per share. The offering will be made at a ratio of 9.38 existing shares per 1 new share. In case there are fractions of shares resulting from the calculation, the fractions will be disregarded.

Existing shareholders may oversubscribe to the shares, where existing shareholders who oversubscribe will receive an allocation of oversubscribed shares only if there are remaining shares after allocating shares to existing shareholders who have subscribed in full. The oversubscribed shares will be allocated at the same price as the shares allocated based on the rights. The oversubscription process will be as follows:

- (1) If there are remaining shares after allocating shares to existing shareholders in proportion to their shareholding and the remaining shares are equal to or greater than the shares oversubscribed by

existing shareholders, the remaining shares will be allocated to oversubscribing shareholders who have committed to oversubscribe, based on their oversubscription commitments.

- (2) If there are remaining shares after allocating shares to existing shareholders in proportion to their shareholding and the remaining shares are less than the shares oversubscribed by existing shareholders, the remaining shares will be allocated to oversubscribing shareholders based on the following steps:
  - (2.1) Allocate shares based on the proportion of shares held by each oversubscribing shareholder by multiplying the proportion of shares held by each oversubscribing shareholder by the number of remaining shares. This will result in the number of shares that each oversubscribing shareholder is entitled to receive. The number of shares allocated will not exceed the number of shares that each existing shareholder has subscribed and paid for.
  - (2.2) In the event that there are remaining shares from the allocation in (2.1), allocate them to oversubscribing shareholders who have not been fully allocated shares based on their existing shareholding. Calculate the proportion of shares held by each oversubscribing shareholder by multiplying their existing shareholding by the number of remaining shares. This will determine the number of shares that each oversubscribing shareholder is entitled to receive. The number of shares allocated will not exceed the number of shares that each existing shareholder has subscribed and paid for. Continue this allocation process until all remaining shares are allocated.

The allocation of shares to oversubscribing shareholders in excess of their rights, as detailed above, shall not cause any shareholder to hold shares in the Company in a manner that increases to or surpasses the threshold requiring a Tender Offer as specified in the Securities and Exchange Commission's Notification No. 12/2554 regarding criteria, conditions, and methods for acquiring securities to gain control of a business. Additionally, it must not contravene the limitations on foreign shareholding as stipulated in the Company's regulations, which currently permit foreign individuals to hold shares in the Company not exceeding 49% of the total shares sold by the Company.

In allocating newly issued ordinary shares of the Company to existing shareholders without offering shares to those that would result in a Preferential Public Offering (PPO), the Board of Directors has the discretion to decide not to offer or allocate such shares to any individual or subscriber, including existing shareholders in the United States and other countries as deemed appropriate by the Company. The Company will notify accordingly (if applicable). If the offer or allocation of such shares causes or may result in:

- (1) actions that contravene any laws, regulations, or rules of Thailand or any other country, and/or the Company's regulations, or
- (2) additional obligations or duties on the Company beyond those required by law or relevant regulations concerning the issuance and offering of securities under Thai law, or

- (3) not complying with the criteria, methods, or conditions specified in the offering or allocation of newly issued ordinary shares,

the Company may offer or allocate shares to individuals or subscribers who are entitled to receive any specific shares under exceptions available under foreign laws that are enforceable and can be implemented at that time.

Furthermore, if there are remaining ordinary shares after allocating them to existing shareholders of the Company in proportion to their shareholding, without allocating them to shareholders that would trigger a Preferential Public Offering (PPO), and in the case of oversubscription, it is proposed to reduce the registered capital of the Company by canceling the remaining portion of the newly issued ordinary shares offered.

Moreover, since the Company has accumulated losses evident in the financial statements and incurred losses for the third quarter of 2023, ending on September 30, 2023, the Company may set the offering price of the newly issued ordinary shares lower than the par value of the Company. However, it must not be less than 0.01 Baht per share, pursuant to Article 52 of the Public Limited Companies Act (“**PLCA**”), which stipulates that a company that has been operating for at least one year, if it is found to have accumulated losses, may offer shares at a price lower than the registered share value, subject to approval by the shareholders' meeting and a definite reduction rate.

In this regard, the Board of Directors, Chairman of the Board of Directors, Chief Executive Officer, or any person designated by the Board of Directors or Chairman of the Board of Directors is authorized to undertake the following:

- (1) Determine, and/or amend, other necessary and relevant details regarding the allocation of newly issued ordinary shares of the Company as appropriate, and as long as they do not contravene or conflict with any applicable Notifications, criteria, or laws. This includes setting and amending the record date for subscription and offering of newly issued ordinary shares, the payment of shares (whether in currency or other assets), changes in offering prices, and the amount of newly issued ordinary shares allocated.
- (2) Contact, negotiate, execute, and amend contracts, application documents, requests for permits, requests for concessions, letters of intent, and necessary documents related to the allocation of newly issued ordinary shares of the Company, including but not limited to registration with the Department of Business Development, Ministry of Commerce, contacting and submitting applications, requests for concessions, letters of intent, documents, and evidence to government agencies or relevant units. It also includes any additional actions or changes to requests or messages in the aforementioned documents. This also encompasses the registration of such newly issued ordinary shares as registered securities in the Stock Exchange.

- (3) Undertake any necessary and related actions to ensure the successful allocation of newly issued ordinary shares of the Company as outlined above, including appointing and delegating appropriate individuals to carry out various tasks mentioned above.

Upon approval at the shareholders' meeting, the Board will consider 16 May 2024, as the record date for listing shareholders entitled to allocation and offering of newly issued ordinary shares to existing shareholders of the Company in proportion to their shareholding, without allocating shares that would trigger a Preferential Public Offering (PPO) (Record Date). However, the rights to subscribe for and receive the aforementioned newly issued ordinary shares remain uncertain until approved by Extraordinary General Meeting of Shareholders' No. 1/2024, 1/2024.

## **2. Objectives of Issuing Additional Capital Stock and Utilization Plan**

The details are shown in the Capital Increase Report Form (F53-4) (Amended) (Annex 1).

## **3. Impact on Existing Shareholders from Offering Newly issued ordinary shares to Existing Shareholders in Proportion to their Shareholding, without Allocating Shares that would Trigger a Preferential Public Offering (PPO)**

### **3.1 Impact on Shareholder Voting Rights (Control Dilution)**

Following this issuance and offering of newly issued ordinary shares, there will be an impact on the voting rights of existing shareholders, resulting in a reduction of voting rights by no more than 9.2%, calculated based on the number of shares paid as of the Company's Board of Directors Meeting No. 2/2024 on 9 February 2024. This can be calculated as follows:

$$\begin{aligned} &= \frac{\text{The total number of additional capital stock:}}{\text{Total Number of Shares Paid + Total Number of Additional Capital Stock (All in this issuance)}} \\ &= \frac{714,285,715}{4,172,484,127 + 2,522,000,000 + 352,000,000 + 714,285,715} \\ &= 9.2 \text{ percent} \end{aligned}$$

### **3.2 Impact on Company's Stock Price (Price Dilution)**

After the issuance and offering of additional newly issued ordinary shares in this round, there will be an impact on the Company's stock price, decreasing by no more than 3.85 percent. This impact can be calculated as follows:

$$\begin{aligned}
 &= \frac{\text{Market price before the offering (P}_0\text{)} - \text{Market price after the offering (P}_1\text{)}}{\text{Market price before the offering (P}_0\text{)}} \\
 &= \frac{0.52 - 0.50}{0.52} \\
 &= 3.85 \text{ percent}
 \end{aligned}$$

The impact of issuing and offering new shares in this round will result in a reduction in the stock price by 3.85 percent.

The formula for calculating the market price before the offering (P<sub>0</sub>):

The market price before the offering (P<sub>0</sub>) is calculated from the weighted average price of the Company's newly issued ordinary shares on the stock market, 15 consecutive trading days prior to the date when the Company's board of directors proposed the agenda for the 1/2024 ordinary shareholders' meeting, which corresponds to 9 February 2024. (Calculated between January 19, 2024, and 8 February 2024, the price is equal to 0.52 baht per share). The Company calculates the weighted average price using closing prices and trading volumes from SETSMART data, as obtained from [www.setsmart.com](http://www.setsmart.com).

The formula for calculating the market price after the offering (P<sub>1</sub>) is as follows:

$$\begin{aligned}
 &= \frac{(\text{Market price before Offering} \times \text{Number of shares paid}) + (\text{Offer price} \times \text{Number of shares offered})}{\text{Total number of shares paid} + \text{Number of shares offered}} \\
 &= \frac{(0.52 \times 4,172,484,127) + (0.42 \times 2,522,000,000) + (0.42 \times 714,285,715) + (1.00 \times 352,000,000)}{(4,172,484,127 + 2,522,000,000 + 714,285,715 + 352,000,000)} \\
 &= 0.50 \text{ Baht per share}
 \end{aligned}$$

### 3.3 Earnings Per Share Dilution

Cannot be calculated due to the company incurring a net loss for the third quarter of 2024, ending on September 30, 2024.

## 4. Board of Directors' Opinion

After deliberation, the Board of Directors has expressed its views on this capital increase in various aspects as follows:

#### **4.1 Rationale and Necessity of the Capital Increase**

The Board of Directors believes that allocating newly issued ordinary shares to existing shareholders of the Company in proportion to their shareholding without allocating to shareholders that would make the Company subject to foreign legal requirements (Preferential Public Offering: PPO) will enable the Company to raise additional capital as needed and in a short period. This will increase the Company's opportunities to invest in projects with good returns, enhancing its competitiveness and business development capabilities for sustainable growth and financial strength.

The Board of Directors considers it necessary to offer the newly issued ordinary shares to existing shareholders in proportion to their shareholding without allocating to shareholders that would make the Company subject to foreign legal requirements (Preferential Public Offering: PPO) for the following reasons:

- (a) The process of allocating additional capital to existing shareholders in proportion to their shareholding without allocating to shareholders that would make the Company subject to foreign legal requirements (Preferential Public Offering: PPO) is fast enough to support the Company's expenditure plan for both investments and debt repayments due.
- (b) It helps reduce the risk of capital increase and instills confidence that this capital increase will be successful, and the Company will receive funds from the capital raised as offered.

Therefore, this capital increase is reasonable and will bring maximum benefits to the Company due to the aforementioned reasons and necessity. Issuing and offering additional newly issued ordinary shares in this round will provide the Company with the needed capital and align with the strategic plans for fundraising and business expansion and improvement.

#### **4.2 Feasibility of the Capital Utilization Plan and Adequacy of Funding Sources**

The Board of Directors believes that the Company will utilize the funds raised from this offering of additional newly issued ordinary shares according to the objectives of the capital increase and the spending plan as detailed in item 2 above.

#### **4.3 Rationality of the Capital Increase, Utilization Plan, and Adequacy of Funding Sources**

The Board of Directors finds the capital increase in this instance to be rational and will bring maximum benefits to the Company. The Company deems it necessary to raise capital to make additional investments to generate profits and returns for both the Company and its shareholders, as outlined in the objectives of the capital increase and spending plan. Issuing additional newly issued ordinary shares to existing shareholders in proportion to their shareholding without allocation to shareholders that would make the Company subject to foreign legal requirements (Preferential Public Offering: PPO) is a suitable fundraising approach aligned with the objectives of this capital increase. It allows the Company to raise the required capital, facilitating business expansion as per the strategic plan.

#### **4.4 Expected Impact on the Company's Business Operations, Financial Position, and Performance Resulting from the Capital Increase**

The Board of Directors opines that this capital increase will positively impact the Company's business operations by strengthening its financial position and stability. It will enhance the Company's financial flexibility, enabling it to pursue strategic plans for business expansion and investment, leading to potential returns and future growth.

However, in the event the Company cannot raise sufficient capital from the offering of additional newly issued ordinary shares to existing shareholders in proportion to their shareholding without allocating to shareholders that would make the Company subject to foreign legal requirements (Preferential Public Offering: PPO), the Company may need to review its strategic plans and business expansion and investment strategies to align with its financial and capital position. Alternatively, the Company may explore other funding sources to ensure operational continuity, albeit possibly delayed.

#### **5. Certification of the Company's Board of Directors**

In the event that any director of the Company fails to perform duties in accordance with the law, objectives, and regulations of the Company, as well as resolutions passed at the shareholder meetings with honesty, integrity, and prudence to safeguard the Company's interests regarding the capital increase in this instance, resulting in any damage to the Company, shareholders have the right to claim compensation from such director(s) on behalf of the Company under Section 85 of the Public Limited Companies Act, B.E. 2535 (as amended). Furthermore, if any act or omission of a director constitutes a failure to perform duties in accordance with the law, objectives, and regulations of the Company, as well as resolutions passed at the shareholder meetings with honesty, integrity, and prudence to safeguard the Company's interests regarding the capital increase in this instance, and if such act or omission benefits the director, executives, or related persons without authorization, any one or more shareholders holding at least five percent of the total voting rights of the Company may use their rights to claim back such benefits from the director(s) on behalf of the Company under Section 89/18 of the Securities and Exchange Act, B.E. 2535 (as amended).

In this regard, the Company's Board of Directors hereby certifies that due diligence was exercised in reviewing and examining the information received from investors for the proposed sale of ordinary shares for capital increase of the Company to existing shareholders of the Company in proportion to their shareholding without allocation to shareholders that would result in the Company not fulfilling legal requirements abroad (Preferential Public Offering: PPO), with a clear specification of the offering price. The Board also believes that the allocation of ordinary shares for capital increase of the Company is appropriate.

The Company certifies that the information in this report is accurate and complete in every respect.

Respectfully yours,

- Ms. Maneekarn Wuttikullert -

(Ms. Maneekarn Wuttikullert)

Acting Chief Financial Officer

The Authorized Representative