

(F53-4)

Capital Increase Report Form
Right Tunnelling Public Company Limited
February 28, 2024

Right Tunnelling Public Company Limited (“**Company**”) hereby report the resolution of the Board of Directors’ Meeting (the “**Board**”) No. 2/2024 held on February 27, 2024 at 13.00 p.m. with the regards to the capital increase and allocation of newly issued shares as follows:

1. Capital Increase

The Board of Directors’ Meeting resolved to propose the Annual General Meeting of Shareholders 2024 to consider and approve the increase of the Company’s registered capital by THB 148,517,033 from the existing registered capital of THB 660,000,000 to new registered capital of THB 808,517,033 by issuing 297,034,066 newly issued ordinary shares at the par value of THB 0.50. The details are as follows:

Capital Increase	Type of Securities	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary	297,034,066	0.50	148,517,033
<input type="checkbox"/> General Mandate	Ordinary	-	-	-

2. Allocation of Capital Increase Shares**2.1 Specifying the Purpose of Utilizing the Capital**

Allocated to	Number of shares (shares)	Allocation Ratio (Existing: New)	Selling price (THB/share)	Subscription and payment period	Remarks
Existing shareholders proportionate to their respective shareholdings (Right Offering)	275,470,750	4 : 1	0.55	May 15-21, 2024 Time: 08.30-17.30 (5 working days)	Please see the remarks below for your review.
Private Placement	Remaining shares after the allocation for Right Offering	-	0.55	This matter will be determined by the Board at a later time.	Please see the remarks below for your review.
To accommodate the adjustment of	Not exceeding	-	-	-	Please see the remarks

Allocated to	Number of shares (shares)	Allocation Ratio (Existing: New)	Selling price (THB/share)	Subscription and payment period	Remarks
the exercise ratio of RT-W1 due to the offering of new ordinary shares in the Right Offering at a price which is approximately lower than 90 percent of the market price in accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of Right Tunnelling Public Company Limited (RT-W1)	21,563,316				below for your review.
Total	Not exceeding 297,034,066				

Remarks: The Board of Directors' Meeting No. 2/2024 of the Company held on February 27, 2024 approved to propose to the Annual General Meeting of Shareholders 2024 scheduled for April 29, 2024 to consider and approve the increase of The Company's registered capital by THB 148,517,033 from the original registered capital of THB 660,000,000 to registered capital of THB 808,517,033 by issuing 297,034,066 new ordinary shares with a par value of THB 0.50 per share as detailed as follows:

1. The Board has approved the allocation of the newly issued ordinary shares not exceeding 275,470,750 shares, with a par value of THB 0.50 per share. These shares will be allocated to the existing shareholders in proportion to the existing shareholdings (Right Offering), at the allocation ratio of 4 existing ordinary shares for each 1 newly issued ordinary with the offering subscription price at THB 0.55 per share. Any fractions resulting from the

calculation will be disregarded. The Record Date to determine the shareholders eligibility for this allocation is March 20, 2024. However, the final subscription rights and allocation of newly issued ordinary shares are subject to approval by the shareholders' meeting.

Under this Right Offering, if newly issued ordinary shares remain after the initial allocation to existing shareholders in proportion to their shareholdings, the Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe more than their rights in proportion to their original shareholdings at the same price as the initial allocation:

- 1) In the case where the number of remaining shares after the initial allocation to the existing shareholders (Right Offering) is greater than or equal to the number of shares oversubscribed by those shareholders, the Company will allocate all the remaining shares to those who have oversubscribed and paid the subscription price in accordance with the notified oversubscription amount.
- 2) In the case where the number of remaining shares after the initial allocation to the existing shareholders (Right Offering) is less than the number of shares oversubscribed by those shareholders, the Company will allocate the remaining shares as follows:
 - a) Allocate shares proportionally to the respective shareholdings of each oversubscription shareholder by multiplying the original shareholding proportion of each oversubscription shareholder by the number of remaining shares. The result will be the number of shares that each oversubscription shareholder has the right to be allocated. Any fractions resulting from the calculation will be disregarded. However, the number of the allocated shares will not exceed the number of shares for which each shareholder has subscribed and paid for the subscription.
 - b) In the case where there are still shares remaining after the allocation outlined in 2) a.) the Company will continue to allocate them proportionally to those oversubscribing shareholders who haven't yet received their full allocation by multiplying the original shareholding proportion of such oversubscription shareholder by the number of remaining shares. The result will be the number of shares that each oversubscription shareholder has the right to be allocated. Any fractions resulting from the calculation will be disregarded. The allocated shares will not exceed the number of shares for which each shareholder has subscribed and paid for the subscription. In this regard, the allocation of shares shall be carried out to each oversubscribing shareholders according to the method in this section until there are no shares remaining.

However, the shares allocation to the oversubscription shareholders of the Company in any case must not cause any shareholder (including a person pursuant to Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) of such shareholder) to hold the Company's shares in the following manner:

- (a) In the manner the number reaches or passes the trigger point required to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (as amended) ("Notification No. TorJor. 12/2554") (unless such shareholder is exempt from making a tender offer for all securities of the business as specified in the Notification No. TorJor. 12/2554); or

- (b) In the manner of which violates the foreign shareholding restriction as specified in the Articles of Association of the Company.

In the case where there are still shares remaining after the Right Offering and the Oversubscription allocation, the Company will allocate and offer through Private Placement Offering at the same price as the initial Right Offering shares.

In this regard, the Board of Directors' meeting proposed to the Shareholders' meeting to consider authorizing of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to proceed with the following actions:

- a) To determine the details of the allocation of newly issued ordinary shares to offer to the existing shareholders of the Company in proportion to their shareholding;
 - b) To determine or change the method of allocation of newly issued ordinary shares, such as allotment at one time in full or in multiple occasions, offering ratio, Record Date Offering period, offering price, payment method, details of allocation and other offerings;
 - c) To sign a request for permission, a request for a waiver, notice or any document related to the allocation of newly issued ordinary shares including contacting and filing documents with officials or representatives of any relevant authority as well as listing the Company's newly issued ordinary shares as listed securities on the SET; and;
 - d) To take any action necessary and relevant to the allocation of the newly issued ordinary shares in all respects to offer to the existing shareholders of the Company in proportion to their shareholding under applicable laws and regulations.
2. It was resolved to allocate any newly issued ordinary shares of the Company which remained from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings and those who oversubscribe with the par value of THB 0.50 through Private Placement (collectively as “Investors”). The Investors are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (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) (as amended).

The allotment of the shares as detailed above must not result in the Investors holding shares in the Company in the number that reaches or passes the trigger point requiring the Investor to make a tender offer as required under Notification TorJor. 12/2554, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows foreigners to hold shares in the Company not exceeding 49 percent of the total sold shares of the Company, or considered as the significant offering through private placement according to the Notification No. TorJor. 28/2565. In other words, the issuance and offering of newly issued ordinary shares in this instance do not result in any of the allocated Investors becoming a shareholder who has the highest voting rights in the Company and the offering of shares in this instance will not affect earnings per share or control dilution of shareholders in the proportion of not less than 25 percent based on the number of paid-up shares before the date which the Board of Directors resolved to propose an agenda item to the Shareholders' Meeting. Since the proportion of Private Placement share allocation is currently unknown, the forecast for changes in the Company's top 10

shareholders assumes that each Investor will receive the same number of shares. Please note that this may not reflect the actual allocation.

In this regard, the remaining shares from the offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings and allocation to the shareholders who are oversubscription at the same offering price of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings, which is THB 0.55 per share, is not considered as an offering of new shares at a price lower than 90 percent of the market price pursuant to the requirements of the Notification of Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the “Notification No. TorJor. 28/2565”). The “market price” is calculated based on the weighted average price of Company’s shares as traded on the SET over a period of 15 consecutive business days prior to the date on which the Board of Directors’ Meeting passes a resolution to propose the offering of new ordinary shares to the Investor to the shareholders’ meeting for approval to offer the newly issued ordinary shares to the Investors, which is a period between February 5, 2024 and February 23, 2024. The market price is THB 0.89 per share

Date	Amount (share)	Value (THB)
February 23, 2024	3,080,800	2,707,600
February 22, 2024	1,372,800	1,172,760
February 21, 2024	2,814,900	2,409,970
February 20, 2024	2,912,106	2,442,450
February 19, 2024	2,315,702	2,013,630
February 16, 2024	3,738,953	3,269,760
February 15, 2024	5,554,836	5,017,930
February 14, 2024	17,778,333	16,349,610
February 13, 2024	20,499,528	18,681,080
February 12, 2024	1,774,600	1,538,770
February 9, 2024	343,300	288,320
February 8, 2024	2,156,109	1,830,010
February 7, 2024	1,162,590	1,003,650
February 6, 2024	3,677,894	3,203,240
February 5, 2024	3,667,296	3,222,270
Total		
Weighted Average Price 15 business days		0.89
90 Percent of the Weighted Average Price 15 business days		0.80

In addition, the offering price of the newly issued ordinary shares through private placement in this instance is considered as the offering of shares at the offering price lower than 90 percent of the market price according to the Notification No. TorJor. 28/2565. However, criteria for Silent Period on low-priced Private Placement are not applicable to the case of allocation of the remaining shares after the Right Offering to the company’s existing shareholders, to private placement at a price not less than that offered to the existing shareholders. The company must have a process to enable its existing shareholders to exercise their rights exceeding their own proportion. The Company is therefore not obliged to prohibit the Investor from selling all of such newly issued ordinary shares within the prescribed period (Silent Period) in accordance with the requirements set out in the

Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated 11 May 2015 (as amended).

In this regard, the Board of Directors' meeting proposed to the Shareholders' meeting to consider authorizing of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to determine, amend and revise conditions and details in connection with the allocation of the newly-issued shares, as well as to take any action as deemed necessary and appropriate in connection with the allocation of newly-issued shares, including, but not limited to, providing information and filing documents with the SEC Office, the SET, Thailand Securities Depository Co., Ltd, the Department of Business Development, Ministry of Commerce or other competent authorities, including listing newly-issued shares as listed securities on the SET.

3. To allocate up to 21,563,316 shares for the adjustment of the exercise ratio of RT-W1 warrants due to the offering of new ordinary shares in the Right Offering at a price which may be lower than 90 percent of the market price in accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of Right Tunnelling Public Company Limited (RT-W1) (the "RT-W1 Right Adjustment").

In accordance with the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase ordinary shares of the Right Tunnelling Public Company Limited (RT-W1), the RT-W1 Right Adjustment shall be calculated from the volume weighted average price of the Company's shares 15 consecutive trading days prior to the first day, whereby purchasers of ordinary shares shall not be granted the rights to subscribe for the Right Offering (the first date that the SET post the "XR" sign).

The Company has determined the record date for determining the rights of the Company's shareholders who will be offered to subscribe for new ordinary shares in the Right Offering will be March 20, 2024. Therefore, the first date that the SET post the "XR" sign will be March 19, 2024.

As at the date of the Board of Directors' Meeting, the market price for calculation of the RT-W1 Right Adjustment remains uncertain; therefore, the Company proposes to allocate up to 21,563,316 shares for the RT-W6 Right Adjustment by using possible scenarios to calculate. If the number of shares that are proposed to the Shareholders' Annual General Meeting to be allocated for the RT-W1 Right Adjustment is not sufficient, the Company shall further propose to a shareholders' meeting of the Company to approve a capital increase and an allocation of additional shares in order to protect the rights of the RT-W1 warrant holders.

In this respect, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any actions with regard to the allocations of such new ordinary shares including, but not limited to;

1. determining or modifying the terms and other details in relation to the RT-W1 Right Adjustment, including: any other terms and details relating to the foregoing matters;

2. entering into negotiation, agreement and execution of the relevant documents and agreements as well as taking any action in connection with the allocations of such new ordinary shares;
3. execution of application for permission and waiver, any necessary evidence in connection with the
4. allocations of such new ordinary shares, including the arrangement and submission of application for such permission and waiver, documents and evidence to relevant authorities or agencies, listing such new ordinary shares on the Stock Exchange of Thailand and being empowered to take any other action which is necessary for the allocations of such new ordinary shares; and
5. appointing and designating other appropriate persons to be the substitute attorney in fact to perform the above

2.2 Company Procedures in the Case of Fractional Shares

Any fractional shares occurred from the allocation of Right Offering will be disregarded.

3. Schedule for a shareholders' meeting to approve the capital increase / allotment of capital increase shares

The Annual General Meeting of Shareholders 2024 is scheduled for April, 29 2024 at 14.00 p.m. at Bangkok International Trade & Exhibition Centre: BITEC

- Specifying the list of shareholders with the rights to attend this meeting (Record date) on March, 20 2024
- Specifying the book-closing date to share transfers in order to determine the rights to attend this meeting from (date) until the meeting has been duly convened.

4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions (if any)

4.1 The Company must have approval by the shareholders' meeting for the capital increase and the allocation of newly issued shares (a) to the existing shareholders proportionate to their respective shareholdings (b) through private placement (c) to be reserved shares for the exercise of rights under the RT-W1 Warrants.

4.2 The Company shall register the increase of its registered capital, register paid-up capital, as well as amend the Memorandum of Association of the Company with the Department of Business Development, Ministry of Commerce.

4.3 The Company shall apply for approval from the SET for the listing of the newly issued ordinary shares as listed securities in the SET and seek for approval for the Securities and Exchange Commission of Thailand (if any).

5. Objectives of the capital increase and plans for utilizing the increased capital

The Company has the objective for use of fund as following:

Objective	Amount (THB Million)	Term	Source of fund
1. To enhance the work efficiency in the current construction projects and accommodate business growth, particularly on new construction projects ¹	151.51	Within 2025	Newly shares issuance through Right Offering
2. To reduce financial cost such as repayment of short-term loans e.g. aval	Remaining funds from the Objective 1	Within 2025	Newly shares issuance through Right Offering

Remark: ¹The estimated use of funds is subject to change based on the final amount raised through the Right Offering.

6. Benefits that the Company will receive from the capital increase / share allotment:

The Company can raise funds in a short period of time and enhance working efficiency, reduce financial cost, and accommodate business growth.

7. Benefits that the shareholders will receive from the capital increase / share allotment:**7.1 Dividend policy**

The Company has a policy to pay dividends to shareholders at the rate of not less than 40 percent of the net profit according to the separate financial statements after deducting corporate income tax, legal reserve and other necessary and appropriate reserves (details with the additional conditions).

7.2 Subscribers of new shares issued for this capital increase

Investors, who exercise the capital increase through Right Offering, shall have the same right to receive the dividend as others.

8. Other details necessary for shareholders’ decision making in the approval of the capital increase /share allotment:

8.1 Control Dilution

If existing shareholders who have been allocated additional ordinary shares of the company in proportion to their shareholding exercise their rights to purchase additional ordinary shares in full, there will be no impact on the voting rights of the shareholders of the company (Control Dilution). However, in the event that existing shareholders who have been allocated additional ordinary shares of the company in proportion to their shareholding do not exercise their rights to purchase additional ordinary shares, and other shareholders exercise their rights to purchase additional ordinary shares in full, there will be an impact on the voting rights of the ultimate shareholders (Control Dilution) as follows:

Control Dilution	=	$\frac{\text{Number of shares issued and offered for Right Offering}}{\text{Number of paid-up shares} + \text{Number reserved shares for Right Offering}}$
	=	$\frac{275,470,750}{1,101,883,000 + 275,470,750}$
	=	20%

8.2 Price Dilution

The issuance of additional ordinary shares to existing shareholders in proportion to their shareholding in this instance is offered at a price of THB 0.55 per share, which is a discounted price from the market price. The market price is calculated based on the 15-day volume-weighted average price retroactively from February 5, 2024, to February 23, 2024, which amounts to THB 0.89 per share. This results in an impact on the price of the company's shares (Price Dilution) as follows:

Price Dilution	=	$\frac{(\text{Marketing price before offering Right Offering} - \text{Market price after offering Right Offering})}{\text{Marketing price before offering Right Offering}}$
	=	$\frac{(0.89 - 0.82)}{0.89}$
	=	7.87%

Market price after offering Right Offering as follows:

$\frac{(\text{Market Price} \times \text{Number of paid-up shares}) + \text{Exercise price} \times \text{Number reserved shares for Right Offering}}{(\text{Number of paid-up shares} + \text{Number reserved shares for Right Offering})}$

$$= \frac{(0.89 \times 1,101,883,000) + 0.55 \times 1,101,883,000}{(1,101,883,000 + 275,470,750)}$$

$$= \text{THB } 0.82$$

8.3 Earnings per share Dilution

Following the issuance of additional ordinary shares to existing shareholders in proportion to their shareholding, the existing shareholders of the company will experience an impact on earnings per share (EPS) as follows:

$$\begin{aligned} \text{EPS Dilution} &= \frac{(\text{EPS before offering Right Offering} - \text{EPS after offering Right Offering})}{\text{EPS before offering Right Offering}} \\ &= \frac{(0.04 - 0.03)}{0.04} \\ &= 25.00\% \end{aligned}$$

Which are:

$$\begin{aligned} \text{EPS before offering Right Offering} &= \frac{\text{Net Profit}}{\text{Number of paid-up shares}} \\ &= \frac{40,253,224}{1,101,883,000} \\ &= \text{THB } 0.04 \text{ per share} \end{aligned}$$

$$\begin{aligned} \text{EPS after offering Right Offering} &= \frac{\text{Net Profit}}{\text{Number of paid-up shares} + \text{Number reserved shares for Right Offering}} \\ &= \frac{40,253,224}{1,101,883,000 + 275,470,750} \\ &= \text{THB } 0.03 \text{ per share} \end{aligned}$$

10. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:

No.	Procedures of the Capital Increase	Date / Month / Year
1.	Board of Directors' Meeting No. 2/2024	February 27, 2024
2.	Date to determine the list of shareholders who have the right to attend the Annual General Meeting of Shareholders 2024 and the right to subscribe to newly issued ordinary shares in proportion to the respective shareholdings (Right Offering) (Record Date)	March 20, 2024
3.	The Annual General Meeting of Shareholders 2024	April 29, 2024
4.	Registration of the registered capital increase, and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the shareholders' meeting approval
5.	Subscription period for newly issued ordinary shares	May 15-21, 2024 (5 working days)
6.	Registering the paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date the Company receives payment for the newly issued ordinary shares
7.	Listing the newly issued ordinary shares, which are offered to existing shareholders in proportion to their respective shareholdings, as listed securities on the SET	Within 30 days from the closing date of the newly issued ordinary shares offering

We hereby certify that the information contained in this report form is correct and complete in all respects.

(Authorized directors sign on behalf of the Company with the Company's seal affixed)

(Mr. Chawalit Tanomtin)
Authorized Director

(Mr. Surasak Seekhiew)
Authorized Director