

**Information Memorandum regarding the Issuance and Offering of
Newly Issued Ordinary Shares to Existing Shareholders in Proportion to
their Shareholding (Right Offering)
of Right Tunnelling Public Company Limited**

The Board of Directors' Meeting No. 2/2024 of Right Tunnelling Public Company Limited (the "Company") held on February 27, 2024 resolved to propose to the Annual General Meeting of Shareholders 2024 on April 29, 2024 to consider and approve the increase of the registered capital of the Company from the registered capital of Baht 660,000,000 to the new registered capital of Baht 808,517,033 by issuing newly issued ordinary shares of 297,034,066 in order to reserve (1) the issuance and offering of newly ordinary issued shares to existing shareholders in proportion to their respective shareholding (Right Offering), (2) the issuance and offering of the newly issued ordinary shares of the Company through Private Placement where there are newly issued ordinary shares remaining from the issuance and offering of newly ordinary issued shares to existing shareholders in proportion to their respective shareholder and the allocation to oversubscribing shareholders (Oversubscription), and (3) 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 Rights Adjustment").

1. Details of the Issuance and Offering of Newly Issued Ordinary

- 1.1 The Company will increase the registered capital of the Company in the amount of Baht 148,517,033 from the original registered capital of Baht 660,000,000 to the registered capital of Baht 808,517,033 by issuing 297,034,066 newly issued ordinary shares at the par value of Baht 0.50 each and amending Section 4 of the Memorandum of Association of the Company to be in according with the increase in the Company's registered capital.
- 1.2 The Company will allocate the newly issued shares in the amount of not exceeding 275,470,750 shares at par value of Baht 0.50 to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering) at the ratio of 4 existing ordinary shares to 1 newly issued ordinary share at the offering price of Baht 0.55 per share. In the even there are fractions from the calculation, the fraction will be disregarded. The date for determining the list of shareholders who have the right to the allocation and offering of the newly issued shares (Record Date) is set to be March 20, 2024. However, the determination of the rights to subscribe for shares and be allocated is still uncertain until they are approved by the shareholders' meeting.

In the event that there are newly issued ordinary shares remaining from the allocation to existing shareholders in proportion to their respective shareholding (Right Offering) in the first round, the Company will allocate the remaining newly issued ordinary shares to the oversubscribing shareholders in proportion to their existing respective shareholding at the same price as the allocation of such newly issued ordinary shares. The Company will conduct the allocation until there are no newly issued ordinary shares remaining from the allocation or until there is no shareholder wishing to subscribe newly issued ordinary shares.

In addition, if there are still the newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering) and Oversubscription, the Company shall offer and allocate such shares through Private Placement with the same offering price as the Company shall offer newly issued ordinary shares to existing shareholders in proportion to their respective shareholding.

In this regard, the issuance and offering of newly issued shares to existing shareholders is still uncertain until it is approved by the shareholders' meeting of the Company.

- 1.3 The Company will allocate the newly issued ordinary shares remaining from the offering to existing shareholders in proportion to their shareholding (Right Offering) and allocate to oversubscribing shareholders (Oversubscription), at the par value of Baht 0.50 (collectively referred to as the “**Investors**”) by way of Private Placement at the same offering price as the price offered to existing shareholders in proportion to their respective shareholding. 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 newly issued ordinary shares remaining from the offering to existing shareholders in proportion to their respective shareholding and the allocation to the oversubscribing shareholders (Oversubscription) has the same offering price as the price offered to existing shareholders in proportion to their respective shareholding, which is Baht 0.55 and is considered as an offering of new shares at a price lower than 90 percent of the market price pursuant to 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 Stock Exchange of Thailand (“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, which is a period between February 5 2024 and February 23, 2024. The market price is Baht 0.89 per share

However, criteria for Silent Period on low-priced Private Placement is 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).

The allotment of the shares as detailed above in whatsoever manner must not result in any of the Investors holding shares in the Company in the number that reaches or passes the trigger point requiring such Investors 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, or in violation of the foreign shareholding restrictions 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 paid-up shares of the Company, or is considered to be the case of offering newly issued ordinary shares by way of private placement according to Notification TorJor. 28/2565, which is that the issuance and offering must not result in any of the allocated Investors being the shareholder with the highest voting right in the Company, and the offering must not have an effect on the earnings per share or control dilution, accounting for a proportion of not less than 25 percent by considering the number of shares paid before the date the Board of Directors resolved to propose the agenda to the shareholders' meeting.

- 1.4 To accommodate 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 for 15 consecutive trading days prior to the first day in which purchasers of ordinary shares shall not be granted the rights to subscribe for the Right Offering (the first date that the SET has posted 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 such. 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 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
4. appointing and designating other appropriate persons to be the substitute attorney in fact to perform the above.

2. 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
3. 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
4. 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.

3. Effects on existing shareholders from the issuance and offering the newly issued ordinary shares to existing shareholders (Right Offering)

3.1 Effect on the proportion of shareholding (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:

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

3.2 Effect on price of the share (Price Dilution)

As 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:

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

Market price after offering Right Offering as follows:

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

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

$$= \text{THB } 0.82$$

3.3 Effect on Earnings per share (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:

$$\text{EPS Dilution} = \frac{(\text{EPS before offering Right Offering} - \text{EPS after offering Right Offering})}{\text{EPS before offering Right Offering}}$$

$$= \frac{(0.04 - 0.03)}{0.037}$$

$$= 25.00\%$$

Which are:

$$\text{EPS before offering Right Offering} = \frac{\text{Net Profit}}{\text{Number of paid-up shares}}$$

$$= \frac{40,253,224}{1,101,883,000}$$

$$= \text{THB } 0.04 \text{ per share}$$

$$\text{EPS after offering Right Offering} = \frac{\text{Net Profit}}{\text{Number of paid-up shares} + \text{Number reserved shares for Right Offering}}$$

$$= \frac{40,253,224}{1,101,883,000 + 275,470,750}$$

$$= \text{THB } 0.03 \text{ per share}$$

4. Opinion of the Board of Directors of the Company

4.1 Reason and necessity of capital increase

The company's capital increase through the issuance and offering of newly ordinary shares will allow the company to raise capital in a short period of time. Combined with the company's cash flow from operations, the company will be able to improve its operational efficiency, reduce financial costs and support business growth.

4.2 Possibility of the plan of utilizing money derived from the share offering

It is estimated to receive funds raised by the issuance and offering of newly ordinary shares within 2024. The Company plans to use all funds within 2025. Such funds will be used as per mentioned in the Capital Increase Report Form (F53-4) (Enclosure 7)

4.3 Suitable reasons of capital increase, utilization plan, and the projects to be proceeded, including the sufficiency of source of funds

It is estimated that the issuance and offering of newly ordinary shares is reasonable with the capital increase and funding plan to accommodate business growth.

4.4 The expected effect to the business operation of the Company as well as financial status and the Company's performance resulting from the capital increase and utilization of money or project

The Board of Directors believes this capital increase and share allocation will strengthen the Company's financial position, leading to new growth opportunities and increased working capital reserves. Failure to do so could result in lost business opportunities and hinder the achievement of our business plan. If shares remain after allocation to existing shareholders (based on their shareholding proportion or through oversubscription), the Company may offer these to a Private Placement or investors who wish to oversubscribe. This strategy, alongside potential alternative funding sources (loans or new financial instruments), should ensure the success of our capital utilization plan. This capital increase will change the Company's registered capital from Baht 660,000,000 to Baht 808,517,033 through the issuance of 297,034,066 newly ordinary shares (as per December 31, 2023's financial statements). Consequently, interest-bearing debt to equity (IBD/E) ratio will decrease from 2.46 times to 2.16 times.

4.5 Reasonableness of the offering price and the offering price determination method

The Board of Directors believes that the proposed offering price of 0.55 per share for capital increase is reasonable as the price is lower than the market price, calculated from the weighted average price of Company's shares as traded on the Stock Exchange of Thailand ("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 (between February 5 2024 and February 23, 2024). This price is considered appropriate given the Company's current circumstances and the market conditions.

5. Representations of the Board of Directors

In the event that any director of the Company fails to perform his/her duties as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, and such non-performance, by act or omission, causes damage to the Company, the

shareholders may claim damages from such director on behalf of the Company, pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In addition, should such non-performance, by act or omission, of director's duties as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, cause any directors, executives or related persons to derive any undue gains, one or more shareholders holding not less than 5 percent of all of the voting rights of the Company may, on behalf of the Company, exercise the right to bring an action against such director for disgorgement of benefits, pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

Therefore, the Board of Directors recognizes that having business partners who are interested in investing in and becoming shareholders of the Company will enhance the image of the Company and attract more investors.

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

Sincerely Yours
Right Tunnelling Public Company Limited

(Mr. Chawalit Tanomtin)
Authorized Director

(Mr. Surasak Seekhiew)
Authorized Director