

(F 53-4)

**Capital Increase Report Form**  
**Rhom Bho Property Public Company Limited**  
**February 19, 2025**

We, Rhom Bho Property Public Company Limited (“the Company”), would like to report on the resolutions of the Board of Directors Meeting No. 1/2025 held on February 19, 2025 regarding the Company's registered capital increase and allotment of capital increase shares as follows:

**1. Capital increase**

The Board of Directors' meeting resolved to propose to the Annual General Meeting of Shareholders for the year 2025 to consider and approve the increase of the Company's registered capital from 391,027,808.50 baht to 430,130,589 baht by issuing 78,205,561 ordinary shares at a par value of THB 0.50, totaling 39,102,780.50 baht to support the issuance of 78,205,561 shares of newly issued ordinary shares under a general mandate to a specific person (Private Placement). The details are as follows:

Capital Increase	Share Type	Number of Shares	Face Value (Baht per Share)	Total Value (Baht)
<input checked="" type="checkbox"/> General Mandate	Common shares	78,205,561	0.50	39,102,780.50
	Preferred shares	-	-	-
<input type="checkbox"/> Form for specifying the purpose of using funds	Common shares	-None-	-	-
	Preferred shares			

**2. Allocation of newly issued shares**

**2.1 General Mandate**

Allocated To	Securities Type	Number of Shares	Percent of Paid-Up Capital <sup>1</sup>	Note
Private placement	Common shares	78,205,561	10	Please consider note no. 1 and 2
	Preferred shares	-	-	

1/ Percent of paid-up capital as of the date the Board of Directors resolved to approve a general capital increase (General Mandate)

**Notes:**

The Board of Directors Meeting No. 1/2025 held on February 19, 2025 resolved to propose to the Annual General Meeting of Shareholders of the year 2025, which will be held on April 23, 2025 for consideration and approval

of the capital increase through a general mandate, total amount not exceeding 78,205,561 shares with a par value of THB 0.50 per share and the total amount not exceeding 39,102,780.50 baht (or equivalent to 10 percent of the company's paid-up capital as of the date of the Board of Directors Meeting No. 1/2025, held on February 19, 2025) to be offered to a specific investor (Private Placement) that must not be an offering of shares at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a specific person). When determining the offering price of newly issued shares to the private placement, it must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) the weighted average price of the stocks in the Stock Exchange of Thailand for at least 7 consecutive business days, but not more than 15 consecutive business days prior to the date of fixing the offering price and may specify a discount of not more than 10 percent of the said price; or (b) a price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company (according to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 on Approval for Listed Companies to Offer Newly Issued Shares to Private Placement (including any amendments)).

In this regard, the Board of Directors to be given the following powers:

(1) Consider offering the newly issued ordinary shares one time or several times, provided that the allocation of the newly issued ordinary shares to be offered to a specific person in a Private Placement, the additional paid-up capital shall not exceed the percentage of 10 of the Company's paid-up capital or 89,912,111 shares as of the date the Board of Directors resolved to increase the capital. It must not be an offering of shares at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a specific person). When determining the offering price of newly issued shares to the private placement, it must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) the weighted average price of the stocks in the Stock Exchange of Thailand for the past 7 consecutive business days but not more than 15 consecutive business days prior to the date of the offering price and the discount may not be more than 10 percent of the said price, or (b) the price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company (according to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 2558 on Approval for Listed Companies to Offer Newly Issued Shares to Private Placement (including any amendments)).

(2) Set objectives, offering date and time, offering price, including details and conditions related to the allocation of newly issued ordinary shares which must not be allocated to connected persons according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 on the rules for making connected transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand on Disclosure of

Information and Other Acts of Listed Companies Concerning Connected Transactions in 2003 in respect of the Private Placement Offering.

(3) Negotiate, agree, and sign relevant documents and contracts and take any other necessary and appropriate actions in connection with the issuance and offering of new ordinary shares including assigning to the top management or the person assigned by the Board of Directors has the authority to perform the abovementioned actions. In this regard, the allocation of such newly issued ordinary shares must be completed within the date that the Company arranges for the next annual general meeting of shareholders of the Company or within the date required by law to hold the next annual general meeting of shareholders, whichever is the earliest.

## 2.2 Form for specifying the purpose of using funds

Allocated To	Number of Shares	Ratio (Original: New)	Selling Price (Baht per Share)	Date and Time of Subscription and Payment for Shares	Note
-None-	-	-	-	-	-

### 2.2.1 Actions of the company in the case of fractional shares

-None-

### 2.2.2 Outstanding shares unallocated

-None-

## 3. Determine the date of the general meeting of shareholders for approval of the capital increase and the allocation of new shares

Determine the date of the Annual General Meeting of Shareholders for the year 2025 on April 23, 2025 at 2:00 PM by means of organizing meetings via electronic media (E-AGM) according to the Royal Decree on Electronic Meetings 2020, laws and other relevant regulations by

- Determine the date of closing of the registration to suspend the transfer of shares for the right to attend the shareholders' meeting from ..... until the said shareholders' meeting is completed.
- Determine the list of shareholders who have the right to attend the Annual General Meeting of Shareholders (Record Date) on March 7, 2025.

**4. Approval for capital increase/allotment of new shares to relevant government agencies and conditions for applying for permission (if any)**

The Company will register the capital reduction/capital increase and the amendment of the Memorandum of Association to the Department of Business Development, Ministry of Commerce. The Company will apply for registration of paid-up capital when it has been paid from time to time.

**5. Objectives of the capital increase and the use of additional funds**

The objective of the capital increase by General Mandate to serve as a source of funds to support future investment plans in a timely manner

**6. Benefits that the company will receive from the capital increase/ allotment of capital increase shares**

Benefit from the capital increase through a General Mandate will enhance financial liquidity, as well as to strengthen the company's capital base to support the expansion of the main business and/or businesses related to the Company's core business, which has a positive effect on the company's long-term growth.

**7. Benefits that shareholders will receive from the capital increase/ allotment of capital increase shares**

Benefit from the capital increase through a General Mandate the Company will utilize the fund from capital increase as working capital for the Company, and/or utilize in the future business expansion of the Company. This is to enhance performance as well as competitiveness of the Company in the long run. The holders of common shares offered in a private placement, will have rights equal to the Company's existing shareholders including the right to receive dividend from the day their names are registered in the Company's book of shareholders' registration at the Ministry of Commerce.

**8. Opinion of the Board of Directors**

1) Rationale and necessity of the capital increase

The Board of Directors is of the opinion that the Company is necessary to increase the registered capital of ordinary shares to support the issuance of newly issued ordinary shares through a General Mandate to a specific person (Private Placement) because the Company plans to use the fund received from the offering of shares for the purpose specified in Section 5.

In addition, if considering various methods of offering shares, the Board of Directors has considered and opined that the issuance of newly issued ordinary shares through a General Mandate to a specific person (Private Placement) is an appropriate fundraising approach and is in accordance with the objectives of this capital increase which will allow the company to receive capital in a short period of time.

- 2) Reasonableness of the capital increase, plan to use the proceeds from the offering and the sufficiency of funding sources

The Board of Directors is of the opinion that the issuance of newly issued ordinary shares through a General Mandate to specific investors (Private Placement) this time are reasonable and in the best interest of the Company and all shareholders because the company plans to use the fund raised from this fundraising for the purpose specified in the details mentioned in Article 5.

#### **9. Board of Directors' testimonials regarding the capital increase**

In the event that the company's directors fail to perform duties in accordance with the law, objectives, regulations of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company, in matters relating to the capital increase, by doing or refraining from doing any act that does not perform such duty and causing damage to the company, the company can claim compensation from such director. However, if the company does not claim such compensation, shareholders who hold a total of not less than 5 percent of the total issued shares may notify the Company to make a claim; and if the company does not act according to the shareholders' notification, such shareholders are able to sue for damages from the said director on behalf of the company under Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments). In addition, if any action or omission of the director which is a failure to perform duties in accordance with the law, objectives, articles of association as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the company, in matters relating to the capital increase, which causes the directors, executives or related persons to gain unlawful benefits, the Company may sue the directors to be responsible for returning such benefits to the company. Shareholders who hold shares and have voting rights of not less than 5 percent of the total number of voting rights of the company will notify the company to do so. If the company does not take action as informed by the shareholder within 1 month from the date of receiving the notification, such shareholders can exercise the right to sue to recover benefits from such directors on behalf of the company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments thereto).

#### **10. Timetable of action in case of the Board of Directors' resolution to increase capital / allotment of new shares**

No.	Actions	Date Month Year
1.	Board of Directors Meeting No. 1/2025	February 19, 2025
2.	Date for determining the names of shareholders who are entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date)	March 7, 2025

No.	Actions	Date Month Year
3.	Date of the 2025 Annual General Meeting of Shareholders to request approval on to request approval on various related matters	April 23, 2025
4.	Execute the registration of capital reduction, capital increase and registration of amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from date of approval from the Annual General Meeting of Shareholders Year 2025
5.	Offering of the new shares by General Mandate through private placement	Within 12 months from the date of Annual General Meeting of Shareholders 2025
6.	Registration of the change of paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date the company receives the payment for the newly issued ordinary shares

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

Best regards,

*- Darong Hutajuta -*

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(Mr. Darong Hutajuta)

Director and Chief Executive Officer