

Report Form for Capital Increase
AddTech Hub Public Company Limited
20 December 2024

We, AddTech Hub Public Company Limited (“the Company”), hereby report the resolution of the Board of Directors’ meeting No 6/2024, dated 20 December 2024, relating to the capital increase and allotment of capital increase shares as follows:

1. Capital increase:

The Board of Directors’ meeting passed a resolution with approval of the company’s registered capital increase from Baht 80,000,000 to Baht 84,000,000 by issuing 8,000,000 ordinary shares with a par value of Baht 0.50 each, totaling Baht 4,000,000. Details of each type of capital increase as follows:

Type of capital increase	Type of securities	Number of shares	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	8,000,000	0.5	4,000,000
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allotment of capital increase shares:

2.1 Specifying the purpose of utilizing the capital

Allotted to	Number of shares	Ratio (old : new)	Selling price (Baht/share)	Subscription and payment period	Remark
G&K Advisory Company Limited (“G&K”)	8,000,000	-	7.50	Please consider Remark	

Remark

A. Newly issued 8,000,000 ordinary shares with a par value of Baht 0.50 per share to be offered through private placement in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: The Approval for the Listed Company to Offer the Newly Issued Shares Through Private Placement dated 28 December 2022 (as amended) (the “Notification TorJor. 28/2565”). The issuance and offering of newly issued ordinary shares in this instance are considered a private placement under the Notification No. TorJor. 28/2565, allocated to G&K Advisory Company Limited (“G&K” or “private placement”) in the amount 8,000,000 shares, representing 4.76 percent of total issued and paid-up shares of the Company (after the registration of the increase of paid-up capital) at the offering price of Baht 7.50 per share and having a total value Baht 60,000,000, as compensation for the trading price of shares in ordinary shares in Glory Limited (“GLORY LIMITED”) totaling 27.40 shares representing 27.40 percent of the total issued and paid-up shares of GLORY LIMITED to the Company

in lieu of the payment of shares by cash, at the share swap ratio of one ordinary share of GLORY LIMITED to 292,000 newly issued ordinary share of the Company.

- B. G&K is no relationship with the Company and the following persons of the Company: management, major shareholders, controlling persons, persons to be proposed as executives or controlling persons, including related persons and close relatives of such persons. This allocation of newly issued ordinary shares to the Investors do not constitute a connected transaction of the Company. as defined by the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 September B.E. 2551 A.D. 2008) (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 (A.D. 2003) dated 19 November 2003 (as amended). The ultimate shareholders of G&K are as follows:

List of Shareholders	Shareholding	Remark
Mr. Kriengsak Lao-arpasuwong	49.00%	<ul style="list-style-type: none"> ● Holds a total of 131,700 shares in the Company, representing 0.08 percent of the total shares issued and paid-up of the Company, as of 3 December 2024 ● Chief Financial Officer (CFO) of GTI Corporation Co., Ltd., an associate of the Company. ● Mr. Kriengsak will hold shares in the Company directly and indirectly totaling 4,051,700 shares, representing 2.41 percent of the total shares issued and paid-up of the Company after this capital increase.
Mr. Tai Lin, Leung	41.51%	<ul style="list-style-type: none"> ● Is no relationship with the Company and the following persons of the Company: management, major shareholders, controlling persons, persons to be proposed as executives or controlling persons, including related persons and close relatives of such persons.
8 other shareholders	9.49%	<ul style="list-style-type: none"> ● Is no relationship with the Company and the following persons of the Company: management, major shareholders, controlling persons, persons to be proposed as executives or controlling persons, including related persons and close relatives of such persons. ● No shareholder has an indirect shareholding in G&K more than 10.00 percent.

- C. The allocation of the newly issued ordinary shares is an offering of shares where the Board of Directors have explicitly resolved to propose for shareholders' meeting consideration the offering price at Baht 7.50 per share, having a total value of Baht 60,000,000, The offering price is an increase of 59.10 percent from the weighted average price for the past 15 consecutive business days before the date on which the Board of Directors resolved to propose an agenda to the shareholders' meeting to request approval to offer additional ordinary shares to G&K (27 November to 19 December 2024), is equal to Baht 4.71 (Ref: SETSMART) which is not lower than 90 percent of the market price of the Company's shares pursuant to the requirements of the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565
- D. As the offering price of the newly issued ordinary shares offered to G&K is not considered as an offering with a price lower than 90 percent of the market price, as per the criteria under Notification TorJor. 28/2565, such shares offered for sale are

not subject to the Silent Period. Therefore, the Company is not obligated to prohibit G&K who have received shares from the offering of newly issued shares through private placement in this instance from selling all the shares acquired from the offering within the timeframe specified by the criteria set forth in the Regulation of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Listing Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (A.D. 2015) dated 11 May 2015 (as amended).

However, G&K has entered into an agreement not to dispose of the newly issued ordinary shares issued and allocated to G&K for a period of two years from the date the shares are traded on the Stock Exchange of Thailand. G&K will be able to sell 80 percent of the newly issued ordinary shares after the expiration of the period of 1 year and the other 20% of the newly issued ordinary shares at the end of 2 years from the date the shares are traded on the Stock Exchange of Thailand.

- E. The allocation of shares as detailed above shall not cause any investor to hold the Company's shares in an increased manner up to or beyond the trigger point of making a Tender Offer as stipulated in the Capital Market Supervisory Board Notification No. TorJor. 12/2554. Re: Criteria, Conditions and Procedures the Acquisition of Securities for Business Takeovers or in a manner that violates the restrictions on foreign shareholding as specified in the Articles of Association of the Company, foreigners are required to hold no more than 49 percent of the total number of paid-up shares in the Company
- F. The newly issued ordinary shares are not considered as a specific offering of newly issued shares to a significant limited number of people according to the stipulated in the Capital Market Supervisory Board Notification No. TorJor. 28/2565. Re: Permission of Listed Companies to Offer Newly Issued Shares to Private Placement (as amended) ("Notification of TOR 28/2565")
- G. Notification TorJor. 28/2565 stipulates that the Company must complete the offering of new shares at the price and within the timeframe approved by the shareholders' meeting, but not exceeding three months from the date of the shareholders' meeting resolving to approve the offering of new shares, or the company must complete the offering within 12 months from the date the shareholders' meeting approves the offering of shares. In case the shareholders' meeting has explicitly resolved to authorise the Company's Board of Directors or those designated by the Board of Directors to set the offering price based on the market price during the offering period after the three months period has elapsed. Therefore, the Company's Board of Directors proposed that the shareholders' meeting consider approving the delegation of authority to the Company's Board of Directors or those designated by the Board of Directors to set the offering price according to the market price during the offering period after the three months period from the date of the shareholders' meeting resolving to approve the offering of new shares. However, the issuance and offering of new shares must be conducted within 12 months from the date of the shareholders' meeting resolution to approve the offering of new shares and the offering price must comply conditions set out in the share purchase agreement in GLORY LIMITED and OCEAN, the Company will offer newly issued ordinary shares at the offering price of Baht 7.50 per share only. In any case, the offering price of the shares must not be lower than the market price at the date on which the Company's Board of Directors has resolved to approve the offering price based on the market price.
- H. Board of Directors resolved to approve and propose to the shareholders' meeting to consider and approve the assignment of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the authorized person of the Board of Directors or the authorized person of the Executive Committee or the authorized person of the Chief Executive Officer to be authorized to carry out any action related to the issuance, offering, allocation and subscription of the newly issued ordinary shares, including the following actions
 - (1) Consider details related to the allocation of newly issued ordinary shares to private placement. This includes, but is not limited to, period of the offering, conditions and details in accordance with the laws and regulations related to the issuance and offering of securities

- (2) Determination and amendment of the subscription date and the date of offering of the newly issued ordinary shares, the allocation of the newly issued ordinary shares on a one time or occasionally, the payment of the share price, other conditions and details related to the subscription and offering of such newly issued ordinary shares
- (3) Determine the offering price according to the market price. In case the period of 3 months has expired from the date on which the shareholders' meeting approves the offering of shares to a private placement This shall be in accordance with stipulated in the Capital Market Supervisory Board Notification No. TorJor. 28/2565. The offering price will be the best price according to market conditions during the period when the company will offer shares to private placement.
- (4) Signing, amendment, contact, or notification of transaction reports in various permission application documents and necessary evidence related to issuance, offering, allocation, etc. This includes contacting and applying for permission. Such documents and evidence shall be submitted to the Securities And Exchange Commission, The Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce and/or other relevant entities and the listing of the Company's newly issued ordinary shares on the MAI Stock Exchange and has the authority to take any other necessary and appropriate actions to complete the issuance, offering and allocation of newly issued ordinary shares to the Company's limited liability persons.
- (5) Register amendments to the Memorandum of Association at the Department of Business Development, Ministry of Commerce and have the authority to take all necessary actions to comply with the order of the Registrar to complete the registration process

I. Information of G&K Advisory Company Limited

Type of Business:	Holding Company, invest in businesses related to financial, such as insurance brokerage, wealth management, and investment advisory
Business Description:	Invest by holding shares in other companies and Financial Planning Consultant
Shareholders:	1. Grandtag Financial Group Holdings Limited ("GFGH") registered under the laws of the British Virgin Islands, holding 51 percent 2. Mr. Kriengsak Lao-arpasuwong ("Mr. Kriengsak") holding 49 percent
Directors and Management:	1. Mr. Kriengsak 2. Mr. Tai Lin, Leung

2.2 Actions of the Company in the Event of Fractional Shares

This allocation of newly issued ordinary shares through private placement is offered in whole, therefore there are no fractional shares.

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

The -Extraordinary Meeting of Shareholders No 1/2025 is scheduled to be held on 6 February 2025 at 10.00 a.m. via electronic means (e-EGM) only, in accordance with the Royal Decree on Electronic Meetings B.E. 2563 (A.D. 2020) and other applicable laws and regulations governing electronic meetings, by:

Specifying the list of shareholders with the rights to attend this meeting (Record date) on 3 January 2025

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 increase of capital shall be approved by the meeting of shareholders with not less than three-fourths of the total votes of shareholders present at the meeting and eligible to vote.
- 4.2 The Company shall register the reduction of registered capital, the increase of registered capital and paid-up capital of the Company and the amendment of the memorandum of association to the Department of Business Development, the Ministry of Commerce.
- 4.3 The Company shall submit an application to the SET to seek approval for the listing of the newly issued ordinary shares as securities on the SET.

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

The Company issued and allocated newly shares to G&K to settle the trading price of 27.40 ordinary shares in GLORY LIMITED representing 27.40 percent of the total authorized and issued shares of GLORY LIMITED as of the date of this Capital Increase Form at the price of Baht 2,190,000 per share, having a total value of Baht 60,000,000 in lieu of payment for the subscription of newly issued ordinary shares in cash. The share swap ratio is set at 1 ordinary share of GLORY LIMITED to 292,000 newly issued ordinary share of the Company. Therefore, the Company will not receive any cash for this portion of the capital increase and will not use any cash to acquire 27.40 shares of GLORY LIMITED.

(Please see more details about the offering of newly issued ordinary shares to private placements Enclosure 3 Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares Through Private Placement)

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

- 6.1 This capital increase will enable the Company to successfully implement its investment plan, enabling the Company to enter new businesses with high returns and growth potential, which will have a positive impact on the Company's operating results, IT expert management efficiency, and competitive potential.
- 6.2 This capital increase allows the company to acquire some of GLORY LIMITED's ordinary shares without using cash. As a result, the Company can use the cash available as working capital for operations or pay dividends to shareholders
- 6.3 The offering price of the Newly Issued Ordinary Shares this time is higher than the market price, resulting in no negative impact on the share price.
- 6.4 The Company's financial position will be strengthened by the increase in paid-up capital.

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

Please consider the following additional details regarding the transactions:

7.1 Enclosure 1 Information Memorandum on the Acquisition and Disposal of Assets by AddTech Hub
Public Company Limited

7.2 Enclosure 3 Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares
Through Private Placement

8. 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	Date of the meeting of the Board of Directors	20 December 2024
2	Date of determining the list of shareholders entitled to attend the Company's Extraordinary General Meeting of the Shareholders No. 1/2025	3 January 2025
3	Date of the Company's Extraordinary General Meeting of the Shareholders No. 1/2025	6 February 2025
4	The Company registers the increase of registered capital with the Ministry of Commerce.	Within 14 days from the date of the shareholders' meeting approval
5	The Company offers the newly issued ordinary shares through private placement.	<ul style="list-style-type: none"> ● Within three months from the date of the shareholders' meeting or ● In the case where the meeting of shareholders has explicitly resolved that, following the lapse of the said three-month period, the Board of Directors or its designated person(s) may set the offering price in accordance with the market price, then the Board of Directors or its designated person(s) may do so. Provided that such issuance and offering of newly issued ordinary shares shall only be made within 12 months from the date of the meeting of shareholders' resolution to approve the offering of newly issued ordinary shares and the offering price of the shares must comply with the Investment Plan, that is, the Company will offer newly issued ordinary shares at the offering price of Baht 7.50 per share only. In any case,

No.	Procedures of the capital increase	Date/Month/Year
		the offering price of the shares must not be lower than the market price at the date on which the Company's Board of Directors has resolved to approve the offering price based on the market price.
6	The Company registers the increase of paid-up capital for the issuance and offering of newly issued ordinary shares through private placement with the Ministry of Commerce.	Within 14 days from the date of the Company receiving the GLORY LIMITED and OCEAN ordinary shares
7	The Company submits the application for listing the newly issued ordinary shares offered through private placement on the SET.	Within 30 days from the date of the closing of the offering of newly issued ordinary shares

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

Yours Sincerely,

-English Translation-

(Mr. Chawan Boonprakobsap and Mr. Sompoch Tanutantivong)

Authorized Directors

AddTech Hub Public Company Limited