

**Information Memorandum on the Issuance and Offering
of Newly Issued Ordinary Shares Through Private Placement
AddTech Hub Public Company Limited**

The Board of Directors' Meeting No. 6/2024 of AddTech Hub Public Company Limited (the "Company") held on December 20, 2024 resolved to propose to the Extraordinary General Meeting of the Shareholders No. 1/2568 to consider the approval for the purchase all ordinary shares of Glory Limited ("GLORY LIMITED") and Ocean Shine Far East Limited ("OCEAN"), which including the approval for the entry into the share purchase agreement, contracts and documents related to the purchase of GLORY LIMITED and OCEAN ordinary shares. The Company will purchase not exceeding 100 ordinary shares in GLORY LIMITED at a price not exceeding Baht 2,190,000 per share, representing a total trading price of GLORY LIMITED shares not exceeding Baht 219,000,000 and ordinary shares in OCEAN not exceeding 100,000 shares at a price not exceeding Baht 10 per share, representing a total trading price of OCEAN shares not exceeding Baht 1,000,000 from G&K Advisory Company Limited ("G&K" or "Private Placement"). The Company will pay in cash of Baht 160,000,000 and issuance and allocation of the newly issued ordinary shares of the Company in the amount not exceeding 8,000,000 shares, represents not more than 4.76 percent of the total issued and paid-up shares of the Company (after the paid-up capital increase registration) with par value of Baht 0.50 per share will be paid to G&K as a settlement for the price of 27.40 ordinary shares in GLORY LIMITED This payment will be made in lieu of a cash payment at the swap ratio of 1 ordinary share of GLORY LIMITED to 292,000 newly issued ordinary shares of the Company. The ordinary shares issued and allocated by the Company to G&K have an offering price of Baht 7.50 per share. The total value is Baht 60,000,000.

Therefore, the Company has prepared this information memorandum on the allocation of newly issued ordinary shares through private placement with the details as follows:

1. Date Month Year of the Transaction

Following the Company's Board of Directors' meeting No. 6/2024 on 20 December 2024 was resolution to allocate newly issued ordinary shares according to the investment plan. The Company will hold the extraordinary general meeting of shareholders on 6 February 2025 to consider and approve the capital increase, after that G&K will comply with the conditions stated in the share purchase agreement and other documents related to the purchase of ordinary shares of GLORY LIMITED and OCEAN. The Company will hold a shareholders' meeting on 6 February 2025, to consider and approve the capital increase. Thereafter, G&K will comply with the terms and conditions set forth in the share purchase agreement and other documents related to the purchase of ordinary shares of GLORY LIMITED and OCEAN, with the expectation that the subscription transaction for the company's newly issued ordinary shares will be completed within 31 May 2025

2. Details of the Issuance and Offering of Newly Issued Ordinary Shares Through Private Placement and Determination

2.1 General Nature of the Transaction

The Company will issue and allocate newly issued ordinary shares in an amount 8,000,000 shares with a par value of Baht 0.50 per share, at the offering price of Baht 6.40 per share to private placement, represents 4.76 percent of the total issued and paid-up shares of the Company (after the paid-up capital increase registration). By offering to G&K Advisory Company Limited (“G&K” or “Private Placement”) total number of 8,000,000 shares at the offering price of Baht 7.50 per share, totaling Baht 60,000,000. As a result of the transaction to purchase ordinary shares in GLORY LIMITED, the Company agreed to payment from G&K for 27.40 ordinary shares in GLORY LIMITED represents 27.40 percent of the total issued and paid-up shares of GLORY LIMITED instead of cash payment at the swap ratio 1 ordinary share in GLORY LIMITED per 292,000 newly issued ordinary shares of the Company. The price of GLORY LIMITED ordinary shares is not more than Baht 2,190,000 per share, totaling not more than Baht 219,000,000, and the price of OCEAN ordinary shares is not more than Baht 10 per share, totaling not more than Baht 1,000,000.

2.2 Paid-up capital

The Company has paid-up capital as of 20 December 2024 of Baht 80,000,000, divided into 160,000,000 ordinary shares with a par value of Baht 0.50 per share, which the additional paid-up capital of Baht 4,000,000 is divided into 8,000,000 ordinary shares with a par value of Baht 0.50 per share

After this capital increase, the Company will have a paid-up capital of Baht 84,000,000, divided into 168,000,000 ordinary shares with a par value of Baht 0.50 per share

2.3 Shareholding Structure of the Company

List of Shareholders	As of 3 December 2024		After the capital increase	
	Number of Shares	%	Number of Shares	%
1. Mr. Chawan Boonprakobsap	87,006,000	54.38	87,006,000	51.79
2. Mr. Somphol Yosviriyaphanich	4,692,000	2.93	4,692,000	2.79
3. Mr. Surakij Sineethanan	4,030,000	2.52	4,030,000	2.40
4. Mr. Tanin Rattanasiriwilai	3,163,000	1.98	3,163,000	1.88
5. Bualuang Flexible Retirement Mutual Fund	2,658,500	1.66	2,658,500	1.58
6. Mr. Jenvit Jivakulchainan	2,178,000	1.36	2,178,000	1.30
7. Bualuang Equity Retirement Mutual Fund	1,964,600	1.23	1,964,600	1.17
8. Mrs. Sophida Boonprakobsap	1,927,800	1.20	1,927,800	1.15
9. Mr. Sompoch Tanutantivong	1,862,000	1.16	1,862,000	1.11

List of Shareholders	As of 3 December 2024		After the capital increase	
	Number of Shares	%	Number of Shares	%
10. Thai NVDR Co., Ltd.	1,742,515	1.09	1,742,515	1.04
11. Mr. Wanlop Pongnetwilai	1,740,000	1.09	1,740,000	1.04
12. Mr. Chusak Amornphairoj	1,259,300	0.79	1,259,300	0.75
13. Miss Rattinart Boonprakobsap	1,240,000	0.78	1,240,000	0.74
14. Mr. Kudun Sukhumananda	1,183,000	0.74	1,183,000	0.70
15. Mr. Bunchob Ongtanasin	1,140,000	0.71	1,140,000	0.68
16. Mr. Thiraphat Olannitikul	830,000	0.52	830,000	0.49
17. G&K	-	-	8,000,000	4.76
Other shareholders	41,383,285	25.86	41,383,285	24.63
Total	160,000,000	100.00	168,000,000	100.00

Remark

As of 3 December 2024, Mr. Kriengsak Lao-arpasuwong ("Mr. Kriengsak"), a major shareholder of G&K with 49.00 percent, held 131,700 shares in the Company, represent 0.08 percent of the total issued and paid-up shares of the Company. After this capital increase, Mr. Kriengsak will directly and indirectly hold a total of 4,051,700 shares in the Company, represent 2.41 percent of the total issued and paid-up shares of the Company

2.4 Relationship of private placement with the Company

G&K

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

Paid-up capital : HKD 1,000 (1,000 shares at par HKD 1)

Shareholders : 1. Grandtag Financial Group Holdings Limited ("GFGH") registered under the laws of the British Virgin Islands, holding 51 percent
2. Mr. Kriengsak holding 49 percent

Directors and Managements : 1. Mr. Kriengsak
2. Mr. Tai Lin, Leung

Relationship with the Company : 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.

Major Shareholder of G&K

A) Grandtag Financial Group Holdings 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 related to financial, such as insurance brokers, wealth management, and investment advisory

Paid-up capital : USD 1,000

Shareholders : 1. Grandtag Holdings Limited holding 79 percent, Mr. Leung Tai Lin is the ultimate shareholder.

2. 8 other juristic person shareholders, holding a total of 21 percent of the shares, as follows:

1) Fast Rich Group Limited

2) Gain Perfect Limited

3) Gain Treasure Limited

4) Youndas Limited

5) Best Level Capital Limited

6) Express Top Limited

7) Aoyama Zaisen Networks Company Limited

8) Aeiou Investment Company Limited

Mr. Tai Lin, Leung indirectly holds shares through juristic persons (No. 2 to 5) totaling 1.22 percent, resulting in Mr. Tai Lin, Leung 's ownership in Grandtag Financial Group Holdings Limited totaling 80.22 percent.

(Please see enclosure 2, Report Form for Capital Increase)

Directors and Management : 1. Mr. Kriengsak

2. Mr. Tai Lin, Leung

Relationship with the Company : 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.

B) Mr. Kriengsak

Occupation : 1. Directors and Management GLORY LIMITED and OCEAN
2. Chief Financial Officer (CFO) of GTI Corporation Co., Ltd., an associate of the Company.

Work Experience : 2023 – Present Director of G&K
2022 – Present Chief Financial Officer (CFO) of GTI Corporation Co., Ltd., an associate of the Company.
2019 – Present Managing Director of FTA Holding Company Limited
2018 – Present Managing Director of OCEAN
2016 – Present Position Managing Director of GLORY LIMITED
2014 – Present Managing Director of FTA Consulting Co., Ltd.

Relationship with the Company : Holding 131,700 shares of the Company, representing 0.08 percent of the total issued and paid-up shares of the Company as of 3 December 2024.

Apart from being the Company's shareholder and the chief financial officer of the associated company, Mr. Kriengsak has no other 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.

Mr. Kriengsak will directly and indirectly hold a total of 4,051,700 shares in the Company, represent 2.41 percent of the total issued and paid-up shares of the Company after the capital increase by issuing and allocating newly issued ordinary shares to G&K.

G&K has 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. Therefore, the allocation of newly issued ordinary shares to the private placement are net connected transactions according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 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 “Connected Transaction Notifications”)

2.5 Basis Used to Determine the Offering Price

The offering price of the Company's newly issued ordinary shares at Baht 7.50 is based on negotiations and mutual agreement between the Company and the Investors G&K, considering on the market price and the Company's value assessed by the Financial Advisor.

- Book Value Method is inappropriate because it does not reflect future plans.
- Discounted Cash Flow can reflect future operational plans, revenue, costs and expenses appropriately
- Market comparable with similar business characteristics, which is a widely used method in the initial valuation.

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 Baht 60,000,000, The offering price of Baht 7.50 per share 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 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement dated 28 December 2022 (as amended) (“Notification No. TorJor.28/2565”)

Board of Directors agreed that the offering price should be set at Baht 7.50 per share, which is an increase from the market price of 59.10 percent, and the offering price is the price of mutual negotiation between the Company and G&K based on the market price. Offering price details are as follows:

Date	Total Volume (shares)	Total Value (Baht)	Average price (Baht/share)
27 November 2024	404	1,854.24	4.59
28 November 2024	32,134	148,162.66	4.61

Date	Total Volume (shares)	Total Value (Baht)	Average price (Baht/share)
29 November 2024	18,300	84,408.00	4.61
2 December 2024	36,734	170,659.60	4.65
3 December 2024	46,710	222,698.20	4.77
4 December 2024	21,300	101,062.00	4.74
6 December 2024	21,600	102,966.00	4.77
9 December 2024	22,400	106,624.00	4.76
11 December 2024	131,801	621,052.80	4.71
12 December 2024	82,800	396,286.00	4.79
13 December 2024	83,501	398,334.78	4.77
16 December 2024	86,500	407,410.00	4.71
17 December 2024	77,400	359,510.00	4.64
18 December 2024	29,302	136,593.32	4.66
19 December 2024	11,601	53,840	4.64
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			4.71
90 percent of 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			4.24

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 Tor.Jor. 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 percent 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.

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.

In addition, 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")

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.

In addition, the 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

3. Purpose of the capital increase and use of proceeds from the capital increase

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 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.

4. Reasons and necessity of capital increase

This capital increase will allow the Company to transfer some of shares in GLORY LIMITED without having to pay in cash, and the Company does not need to raise funds from shareholders or other persons to purchase ordinary shares in GLORY LIMITED and concluded that the capital increase through the issuance and offering of newly issued ordinary shares through private placement is appropriate, compared to other fund raising methods such as a rights offering to existing shareholders proportionate to their shareholding, or a public offering, which may not be able to raise the full amount of funds needed and may not align with the plan to acquisition of ordinary shares in GLORY LIMITED and OCEAN. The capital increase will help the Company avoid taking on additional debt from borrowing from financial institutions or sourcing funding through other methods which incur costs and expenses. Furthermore, the capital increase will strengthen the Company's foundation to support operations or dividend payments to shareholders. The acquisition of all ordinary shares of GLORY LIMITED and OCEAN this time is the acquisition of all the shares of both companies

5. Details of Assets Acquired

5.1 Ordinary share of GLORY LIMITED

Name	:	Glory Limited
Registered address	:	Unit D-1, 17/F., Billion Plaza 2 10 Cheung Yue Street, Lai Chi Kok, Kowloon, Hong Kong
Registered number	:	2417815
Registered date	:	16 August 2016
Type of business	:	Services
Nature of business	:	Music Monetization Services as a coordinator between Creator and Social Media Platforms. GLORY LIMITED will receive revenue sharing from Social Media Platforms that provide video content worldwide. GLORY LIMITED has started providing such services since February 2024 onwards, following the signing of a contract

related to coordination between Creator and Social Media Platforms.

Registered capital : HKD 99,001
 Paid-up capital : HKD 99,001
 Total shares : 100 shares
 Shareholder name : G&K holds 100 per cent
 Director name : Mr. Kriengsak
 Management name : Mr. Kriengsak
 Relationship with the Company : 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.

Financial Information

Ended as of March 31	2022 (HKD)	2023 (HKD)	2024 (HKD)
Assets	1,665,000	904,083	674,867
Liabilities	30,930	19,800	25,314
Equity	1,634,070	884,283	649,553
Revenue	912,221	370,040	593,009
Expense	400,439	165,270	427,739
Net Profit (Net Loss)	511,782	50,213	165,270

5.2 Ordinary share of OCEAN

Name : Ocean Shine Far East Limited
 Registered address : Unit D-1, 17/F., Billion Plaza 2
 10 Cheung Yue Street, Lai Chi Kok, Kowloon, Hong Kong
 Registered number : 2692255
 Registered date : 9 May 2018
 Type of business : Services
 Nature of business : Produce soundtrack song for VDO contents in Social Media Platforms
 Registered capital : HKD 100,000
 Total shares : 100,000 shares

Shareholder name : G&K holds 100 per cent

Director name : Mr. Kriengsak

Management name : Mr. Kriengsak

Relationship with the Company : 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.

Financial Information

Ended as of March 31	2022 (HKD)	2023 (HKD)	2024 (HKD)
Assets	409,673	123,916	1,234,327
Liabilities	216,800	89,785	1,004,766
Equity	192,873	34,131	229,561
Revenue	350,986	110,000	1,296,100
Expense	258,113	268,742	600,670
Net Profit (Net Loss)	92,873	(158,742)	695,430

6. that listed companies will receive from the allocation of newly shares

- 6.1 This capital increase will result in the Company being able to successfully purchase all ordinary shares in GLORY LIMITED and OCEAN. As a result, the company can enter new businesses with high returns and growth prospects, which will have a positive impact on the company's performance, IT expert management efficiency, and competitiveness
- 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 new shares is higher than the market price. As a result, there will be no negative impact on the share price
- 6.4 This capital increase will help strengthen the company's capital.

7. Project Possibilities and Limitations

The Company expects the transaction to be completed by 31 May 2025. The Company has determined that the mandatory conditions are set appropriately. In addition, the assumptions used to evaluate the valuation of GLORY LIMITED and OCEAN are based on statistical data from reliable reference sources, as well as actual revenue references which have been reviewed by accounting consultants, are appropriate and reasonable.

However, the Company is subject to risks from the transaction of acquiring shares in GLORY LIMITED and OCEAN if the performance of GLORY LIMITED and OCEAN does not meet expectations, which may result in a decrease in the value of the transaction. The Company believes that the Company's technology expertise will support GLORY LIMITED and OCEAN to develop a platform system that supports business operations between Social Media Platforms and Creators, so that it can respond to customer needs well and in a timely manner. As a result, the operating performance of GLORY LIMITED and OCEAN is in line with the target. In addition, to reduce the risk of this investment. The Company has set the conditions for the put option for a period of 3 years after the transfer of shares. If GLORY LIMITED and OCEAN do not meet the required turnover

8. Impact on Existing Shareholders from the Offering of Newly Issued Ordinary Shares through Private Placement

8.1 Control dilution

After the issuance and offering of the newly issued shares in the Company, the dilution effect on the shareholding proportion of the existing shareholders will be 4.76 percent. The calculation details are as follows:

$$\begin{aligned} &= \frac{\text{The number of newly issued ordinary shares}}{\text{The number of paid-up shares} + \text{the number of newly issued ordinary shares}} \\ &= \frac{8,000,000 \text{ shares}}{160,000,000 \text{ shares} + 8,000,000 \text{ shares}} \\ &= 4.76 \text{ percent} \end{aligned}$$

8.2 Price dilution

After the issuance and offering of the newly issued shares in the Company, there will be no price dilution as the offering price is higher than the market price. The "market price" is calculated based on the weighted average price of the Company's shares 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 newly issued ordinary shares to G&K (27 November to 19 December 2024) is Baht 4.71

8.3 Earnings per share dilution

After the issuance and offering of the newly issued shares in the Company, the dilution effect on the shareholding proportion of the existing shareholders will be 4.76 percent. The calculation details are as follows:

$$\begin{aligned} &= \frac{\text{Earnings per share before the offering} - \text{Earnings per share after the offering}}{\text{Earnings per share before the offering}} \\ &= \frac{\text{Baht 0.27} - \text{Baht 0.26}}{\text{Baht 0.27}} \\ &= 4.76 \text{ percent} \end{aligned}$$

Earnings per share before the offering is calculated from:

$$\begin{aligned} &= \frac{\text{Net profit attributable to the company's shareholders for the 12 months ending on 30 September 2024}}{\text{The number of paid-up shares}} \\ &= \frac{\text{Baht 43,504,593}}{160,000,000 \text{ shares}} \\ &= \text{Baht 0.27} \end{aligned}$$

Earnings per share after the offering is calculated from:

$$\begin{aligned} &= \frac{\text{Net profit attributable to the company's shareholders for the 12 months ending on 30 September 2024}}{\text{The number of paid-up shares} + \text{the number of newly issued ordinary shares}} \\ &= \frac{\text{Baht 43,504,593}}{160,000,000 \text{ shares} + 8,000,000 \text{ shares}} \\ &= \text{Baht 0.26} \end{aligned}$$

9. Value to the Shareholders Compared with impact on the decline in shareholding and the decrease in earnings per share

Whilst the Company's shareholders may experience a dilution of their ownership (Control Dilution) and a decrease in earnings per share (Earnings Per Share Dilution), the Company expects that the issuance of the newly issued ordinary shares to G&K for settle the some of the ordinary shares in GLORY LIMITED.

The Company believes that the acquisition of ordinary shares in GLORY LIMITED and OCEAN will have a positive impact on the Company's business operations because the nature of GLORY LIMITED's business is to provide services to support the revenue generation of music used in online videos, while OCEAN generates income from the creation of music for video accompaniment on online channels. This is a new business that will expand the Company's current business, and the Company will collaborate with business partners to increase efficiency in the performance management process and operational efficiency, which will create long term benefits for shareholders. The expected benefits are as follows

- Positive impact on the Company's profit and margins, based on the recognition of the profit of GLORY LIMITED and OCEAN, after completion trading of ordinary shares in GLORY LIMITED and OCEAN, both companies will have the status of subsidiaries of the Company. The company expects GLORY LIMITED to have a high operating profit, while OCEAN's music creation business is constantly growing, considering that GLORY LIMITED and OCEAN continue to have contractual revenue, which is in line with the results
- The new business will diversify the risks posed by existing business
- Reducing costs due to more efficient resource management, such as support from the company's personnel in back-office tasks such as accounting, money management, purchasing, human resource management, the support of the Company's IT experts in administering the existing system as well developing systems that extend the business for GLORY LIMITED, such as a platform that supports business operations between social media platforms and creators, will reduce the cost of outsourcing IT personnel and enable GLORY LIMITED to respond quickly to customer needs. In addition, it also results in the Company being able to manage its personnel more cost effectively.
- Positive impact on the company's competitiveness This is due to the transfer of knowledge or information in related industries.

10. Opinion of the Board of Directors

10.1 Rationale and Necessity of the Issuance and Offering of the newly Issued Ordinary Shares Through Private Placement

This capital increase will allow the Company to transfer some of shares in GLORY LIMITED without having to pay in cash, and the Company does not need to raise funds from shareholders or other persons to purchase ordinary shares in GLORY LIMITED

The Board of Directors of the Company has considered and concluded that the capital increase through the issuance and offering of newly issued ordinary shares through private placement is appropriate, compared to other fund raising methods such as a rights offering to existing shareholders proportionate to their shareholding, or a public offering, which may not be able to raise the full amount of funds needed and may not align with the plan to acquisition of ordinary shares in GLORY LIMITED and OCEAN. The capital increase will help the Company avoid taking on additional debt from borrowing from financial institutions or sourcing funding through other methods which incur costs and expenses. Furthermore, the capital increase will strengthen the Company's foundation to support operations or dividend payments to shareholders

10.2 Feasibility of Plans for Use of Proceeds from the Capital Increase

The Company expects the transaction to be completed within 31 May 2025, and the Board of Directors has considered that the transaction is likely to be completed within the time frame

10.3 Reasonableness of the Capital Increase and Plan for Use of Proceeds from the Capital Increase

The capital increase is part to purchase ordinary shares in GLORY LIMITED and OCEAN which is expected to have a positive impact on the Company's business for performance and operational efficiency, which will create long term benefits for shareholders, as detailed in Clause 6 of this document.

Although the Company did not receive cash from the issuance and allotment of new shares from G&K, the Company will receive 27.40 ordinary shares in GLORY LIMITED, representing 27.40 percent of the total issued and paid-up shares in GLORY LIMITED at a trading price of Baht 2,190,000 per share, or a total value of Baht 60,000,000, in return and does not require cash to purchase 27.40 ordinary shares of GLORY LIMITED

10.4 Expected Impact on the Business Operation, Financial Position and Performances of the Company from the Capital Increase

- This capital increase allows the company to acquire some of GLORY LIMITED's ordinary shares without using cash. As a result, the company was able to maintain some liquidity. The cash can be used for operations or dividend payments.
- The Company's financial position will be strengthened by the increase in paid-up capital.
- Positive impact of the company's performance from GLORY LIMITED and OCEAN

10.5 Appropriateness and Rationale of the Offering Price

The offering price and rationale for determining the offering price are reasonable and appropriate as detailed in item 2.5 of this document.

11. Certification of the Board of Directors of the Company

The Board of Directors of the Company hereby certifies that the Board of Directors has performed its duties with honesty and due care to protect the interests of the Company regarding this capital increase. The Company has hired consultants who are experts in various fields, including KGI Securities (Thailand) Public Company Limited as financial advisor (Approved by SEC), KPMG Phoomchai as accounting and tax advisor, Kudan & Partners Co., Ltd. as legal advisor, and Withers as legal advisor in Hong Kong. The Board of Directors has carefully reviewed the list of Investors and believes that identity and will benefit the Company and have the potential to invest. However, if the Board of Directors fails to perform its duties with honesty and due care, resulting in damages to the Company, the shareholders may claim damages from such directors on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) (as amended) (the "Securities and Exchange Act"). Moreover, if such conduct results in improper benefits being obtained by the directors or related persons, the shareholders may exercise their rights to claim such benefits from the directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act.

12. 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:

- Enclosure 1 Information Memorandum on the Acquisition and Disposal of Assets by AddTech Hub Public Company Limited
- Enclosure 2 Report Form for Capital Increase (F53-4)

The Company certifies that the information in this information memorandum is accurate and complete in all respects.

Yours Sincerely,

-English Translation-

(Mr. Chawan Boonprakobsap and Mr. Sompoch Tanutantivong)

Authorized Directors

AddTech Hub Public Company Limited