

Summary of the Details of the Warrants to Purchase Ordinary Shares of
TEAM Consulting Engineering and Management Public Company Limited No.1 (TEAMG-W1)

Issuer	TEAM Consulting Engineering and Management Public Company Limited (the "Company")
Name of Securities Offered	Warrants to Purchase Ordinary Shares of TEAM Consulting Engineering and Management Public Company Limited No.1 (the "TEAMG-W1 Warrants")
Type of Warrants	Named and transferable
Number of the Warrant to be Issued and Offered	Not exceeding 136,000,000 units
Number of Shares to be Allocated for the Exercise of the Warrants	<p>Net exceeding 136,000,000 shares (par value of 0.50 Baht per share) representing 16.67% of all issued and sold shares of the Company of 680,000,000 shares as of February 23, 2023, together with stock dividend of the Company from this transaction of 136,000,000 shares, totaling of 816,000,000 shares.</p> <p>Calculation for allocated shares ratio:</p> $= \frac{\text{Allocated shares of TEAMG-W1}}{\text{Total shares sold of the Company} + \text{Number of Stock Dividend}}$ $= \frac{136,000,000}{680,000,000 + 136,000,000}$ $= 16.67\%$
Offering Price per Unit	0.00 Baht per unit (No value)
Offering Method / Allocation Ratio	<p>The Company will allocate the TEAMG-W1 Warrants to the Company's Shareholders recorded in Record Date as of May 12, 2023, in proportion to their shareholding percentages (Rights Offering) at the ratio of five (5) existing ordinary shares per one (1) unit of the TEAMG-W1 Warrants.</p> <p>Should there be any fraction of the ordinary shares remaining from the calculation of allocation ratio, such fraction shall be discarded. All of the TEAMG-W1 Warrants remaining from the allocation shall be cancelled by the</p>

	Company, and as such, the balance of the TEAMG-W1 Warrants will be equal to the number allocated to the shareholders without fraction
Exercise Ratio	<p>One (1) unit of the TEAMG-W1 Warrants is entitled to purchase one (1) ordinary share of the Company, except where the exercise ratio is adjusted by the conditions for rights adjustment.</p> <p>Should there be any fraction of the ordinary shares or TEAMG-W1 Warrants remaining from the calculation of allocation ratio (if any), such fraction shall be discarded.</p>
Exercise price	15.00 Baht per share, except where the exercise price is adjusted by the conditions for rights adjustment.
Term of the Warrants	Three (3) years from the issuance date of the TEAMG-W1 Warrants
Issuance Date	Date set by the executive committee or person assigned by the executive committee or Dr. Aphichat Sramoon or Mrs. Penpilai Phonchaipanich.
Exercise Period	<p>Holders of the TEAMG-W1 Warrants may exercise the TEAMG-W1 Warrants on the last business day of June and December in each calendar year throughout the term of the warrant. The earliest period that the holder can exercise the right is in December 2023. The latest period that the holder can exercise the right will be when TEAMG-W1 Warrants expired which is 3 years from the issuance date. If the exercise date falls on a holiday of the Company, the exercise date shall be changed to the previous business day.</p> <p>The remaining warrants after the exercise or have not been exercised on any exercise date can be accumulated to be exercised on the next exercise date throughout the term of the warrants. However, if the term of the warrants are completed, any unexercised warrants will be invalidated and expired.</p>
Exercise Notice Period	Holders of the TEAMG-W1 Warrants wishing to exercise the right to purchase the Company's ordinary shares must give notice of intention to exercise in advance at least 5 business days before each exercise date. If the exercise date falls on a holiday of the Company, the exercise date shall be changed to the last business day preceding such exercise date, except for the last exercise

	of the warrants, for which such exercise notice must be given during the period of 15 days prior to the last exercise date.
Inability to Cancel the Exercise Notice	Once the holders of the TEAMG-W1 Warrants have given the exercise notice to purchase ordinary shares under the TEAMG-W1 Warrants, such exercise notice may not be cancelled.
Reason for Issuance of New Shares to Accommodate the Rights Adjustment	When the Company adjust the exercise price and/or the exercise ratio under the conditions for rights adjustment upon the occurrence of any event as specified in the terms and conditions of the warrants, with the characteristics as described in the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares.
Adjustment Conditions	<p>The Company will adjust the exercise price and/or the exercise ratio when one of the following events happen:</p> <ol style="list-style-type: none"> 1. When the par value of the Company's shares changes because of a reverse stock split or a stock split; 2. When the Company offers new shares at a lower price than 90% of market price at the time of the offering of such shares or before the offering of such shares and the method of calculation is as specified in the license terms; 3. When the Company offers convertible debentures or warrants by set the price or calculate the price of newly issued shares to support such convertible debentures or warrants to be lower than 90% of market price at the time of the offering of such shares or warrants or before the offering of such shares or warrants and the method of calculation is as specified in the license terms; 4. When the Company pays dividends, in whole or in part, by distributing newly issued shares to shareholders; 5. When the Company pays dividends in cash more than 90% of net profit in the Company's separate financial statements after income tax for operations in any accounting period;

	<p>6. When any other events similar to (1) to (5) occur and cause any benefit to be received by the holders of the warrants upon exercise of the TEAMG-W1 Warrants to be less favorable.</p> <p>In this regard, the executive committee or a person assigned by the executive committee or Dr. Aphichat Sramoon or Mrs. Penpilai Phonchaipanich shall be authorized to determine conditions and other details related to the adjustment or change of the exercise ratio and exercise price.</p>
Other Conditions	<p>In this regard, the executive committee or a person assigned by the executive committee or Dr. Aphichat Sramoon or Mrs. Penpilai Phonchaipanich shall be authorized to determine details and conditions of the warrants, including negotiations, agreements, and signing of relevant documents and contracts and take any relevant or necessary actions as appropriate to ensure the successful issuance and offering of the warrants. This include listing the warrants and ordinary shares issued as a result of the exercise of the warrants as listed securities on the Stock Exchange of Thailand as well as applying for permission from the relevant authorities.</p>
Effect to the Shareholders	<p>In considering to the shareholders, the effect will be divided into 4 cases as follows.</p> <p>case 1 In the case of issuing and allocating only TEAMG-W1 warrants by other persons who are not existing shareholders exercising their rights to purchase the whole amount of newly issued ordinary shares of the Company.</p> <p>case 2 In the case of issuance and allocation of the TEAMG-ESOP by directors, executives and employees of the Company and/or its subsidiaries exercising their rights to purchase ordinary shares of the Company and the exerciser of such right is not a shareholder of the Company in whole amount.</p> <p>case 3 In the case of the issuance and allocation of TEAMG-W1 warrants and the TEAMG-ESOP, where the existing shareholders exercise their rights to purchase the Company's ordinary shares in full amount and directors, executives and</p>

employees of the Company and/or subsidiaries use the right to purchase the whole amount of ordinary shares of the Company

case 4 In the case of the issuance and allocation of TEAMG-W1 warrants and TEAMG-ESOP by persons who are not existing shareholders exercising their rights to purchase the whole amount of newly issued ordinary shares of the Company and directors, executives and employees of the Company and/or its subsidiaries exercise their rights to purchase the Company's ordinary shares in full amount.

By considering the effect to the Company's shareholders as follows:

1. Control Dilution

Calculation formula:

$$\text{Control Dilution} = Q_w / (Q_o + Q_w)$$

Q_o = The number of existing ordinary shares equal to 680,000,000 shares as of the date of the Board of Directors' meeting that resolved to issue and offer the TEAMG-W1 warrants and the TEAMG-ESOP on February 23, 2023, including the number of shares for the Company's common stock dividend in the amount of 136,000,000 shares, totaling 816,000,000 shares, and the number of ordinary shares that existing shareholders exercise their rights to purchase according to the TEAMG-W1 warrants and the TEAMG-ESOP project in different scenarios as follows:

- Scenario 1 : $Q_{o_1} = 816,000,000$ shares
- Scenario 2 : $Q_{o_2} = 816,000,000$ shares
- Scenario 3 : $Q_{o_3} = 952,000,000$ shares
- Scenario 4 : $Q_{o_4} = 816,000,000$ shares

Q_w = The number of new ordinary shares increased from the exercise of the TEAMG-W1 warrants and/or and the TEAMG-ESOP, in each scenario as follows:

- Scenario 1 : $Q_{w_1} = 136,000,000$ shares
- Scenario 2 : $Q_{w_2} = 2,000,000$ shares

- Scenario 3 : $Qw_3 = 2,000,000$ shares
- Scenario 4 : $Qw_4 = 138,000,000$ shares

Therefore,

Scenario 1: Control Dilution equals to 14.29%

Scenario 2: Control Dilution equals to 0.24%

Scenario 3: Control Dilution equals to 0.21%

Scenario 4: Control Dilution equals to 14.47%

2. Price Dilution

Calculation Formula:

$$\text{Price Dilution} = (P_o - P_n) / P_o$$

P_o = Pre-offering price, which is equal to 9.09 Baht per share, calculated from the weighted average price of the Company's ordinary shares during 15 consecutive business days prior to the date of the Board of Directors' meeting on February 23, 2023 (from February 2, 2023 to February 22, 2023), which is equal to 10.91 Baht per share multiplied by the number of existing ordinary shares equal to 680,000,000 shares at the date of the Board of Directors' meeting. Dividing by the number of existing ordinary shares equal to 680,000,000 shares at the date of the Board of Directors' meeting plus the number of shares for the stock dividend of the Company at the amount of 136,000,000 shares, totaling 816,000,000 shares.

$$P_o = \frac{10.91 \times 680,000,000}{680,000,000 + 136,000,000}$$

$$P_o = 9.09 \text{ Baht per share}$$

P_n = price after the offering

$P_n = (\text{Market price} \times \text{Number of paid-up shares}) + (\text{Exercise price of TEAMG-W1} \times \text{Number of shares reserved for TEAMG-W1 exercise}) + (\text{Exercise price} \times \text{Number of shares to be received from exercise})$

 Number of paid-up shares + Number of shares to be offered

In each scenario as follows:

- Scenario 1 : Pn = 9.93 Baht per share
- Scenario 2 : Pn = 9.07 Baht per share
- Scenario 3 : Pn = 9.91 Baht per share
- Scenario 4 : Pn = 9.91 Baht per share

Price dilution in each scenario is as follows;

Scenario 1: Price Dilution equals to -9.29%

Scenario 2: Price Dilution equals to 0.23%

Scenario 3: Price Dilution equals to -9.07%

Scenario 4: Price Dilution equals to -9.07%

Since the exercise price of TEAMG-W1 warrants is higher than the price before offering P_o . Therefore, the issuance and allocation of TEAMG-W1 warrants will not result in a decrease in share price.

3. Earning per Share Dilution

Calculation formula:

$$\text{EPS Dilution} = (\text{EPS}_o - \text{EPS}_n) / \text{EPS}_o$$

$$\text{EPS}_o = \text{Net profit} / Q_o$$

The net profit of the last 4 quarters of the company is 103,062,670 Baht.

Q_o = The number of existing ordinary shares equal to 680,000,000 shares as of the date of the Board of Directors' meeting that resolved to issue and offer TEAMG-W1 warrants and TEAMG-ESOP on February 23, 2023, including the number of shares for the stock dividend of the Company, amounting to 136,000,000 shares, totaling 816,000,000 shares.

Therefore, the EPS_o in each scenario is as follows.

- Scenario 1 : $\text{EPS}_{o_1} = 0.13$ Baht per shares
- Scenario 2 : $\text{EPS}_{o_2} = 0.13$ Baht per shares

	<ul style="list-style-type: none"> - Scenario 3 : $EPS_{o_3} = 0.11$ Baht per shares - Scenario 4 : $EPS_{o_4} = 0.13$ Baht per shares <p>$EPS_n = \text{Net profit} / (Q_o + Q_n)$</p> <p>$Q_n$ = The number of new ordinary shares increased from the exercise of the TEAMG-W1 warrants and/or the TEAMG-ESOP, in each scenario as follows:</p> <ul style="list-style-type: none"> - Scenario 1 : $Q_{n_1} = 136,000,000$ shares - Scenario 2 : $Q_{n_2} = 2,000,000$ shares - Scenario 3 : $Q_{n_3} = 2,000,000$ shares - Scenario 4 : $Q_{n_4} = 138,000,000$ shares <p>Therefore, the EPS_n in each scenario is as follows:</p> <ul style="list-style-type: none"> - Scenario 1 : $EPS_{n_1} = 0.11$ Baht per shares - Scenario 2 : $EPS_{n_2} = 0.13$ Baht per shares - Scenario 3 : $EPS_{n_3} = 0.11$ Baht per shares - Scenario 4 : $EPS_{n_4} = 0.11$ Baht per shares <p>EPS Dilution in each scenario is as follow:</p> <p>Scenario 1 : EPS Dilution equal to 14.29%</p> <p>Scenario 2 : EPS Dilution equal to 0.24%</p> <p>Scenario 3 : EPS Dilution equal to 0.21%</p> <p>Scenario 4 : EPS Dilution equal to 14.47%</p>
Secondary Market of the Warrants	The Company shall further apply for listing of the TEAMG-W1 Warrants as listed securities on the Stock Exchange of Thailand (“SET”).
Secondary Market for Ordinary Shares from the Exercise of Conversion Right	The Company shall list such ordinary shares arising from the exercise of rights as listed securities on SET.
Warrant Registrar	Thailand Securities Depository Company Limited