

(F53-4)

Capital Increase Report Form
TEAM Consulting Engineering and Management Public Company Limited
February 23, 2023

We, TEAM Consulting Engineering and Management Public Company Limited (the "Company"), hereby report on the resolutions of the Board of Directors' Meeting No. 2/2023, which was held on February 23, 2023, regarding the capital increase and new share allocation, as follows:

1. Capital increase

The Board of Directors' Meeting resolved to approve the increase of the Company's registered capital from 340,000,000 Baht to 477,000,000 Baht by issuing no more than 274,000,000 ordinary shares with a par value of 0.50 Baht, totaling 137,000,000 Baht, by increasing capital in the following manner.

Capital increase	Type of Shares	Amount of Shares (Shares)	Par Value (Baht per shares)	Total (Baht)
<input checked="" type="checkbox"/> Specific Purpose of Use of Proceeds	Ordinary shares	274,000,000	0.50	137,000,000
<input type="checkbox"/> General Mandate	- N/A -	- N/A -	- N/A -	- N/A -

2. Allocation of New Shares

Allocate to	Amount of Shares (Shares)	Ratio (Old: New)	Offering price (Baht per share)	Share Subscription and Payment date and Time	Remark
1. To accommodate the dividend shares payment	136,000,000	5 ordinary shares to 1 dividend share	-	Detail as Note No.1	Detail as Note No.1
2. To accommodate the exercise of the warrants of the Company for allocation to existing shareholders in proportion to their shareholding percentage No.1 (TEAMG-W1)	136,000,000	5 ordinary shares to 1 warrant unit <u>Exercise ratio</u> 1 warrant unit to 1 ordinary share	Free of Charge <u>Exercise price</u> 15.00 Baht per share	Detail as Note No.2	Detail as Note No.2
3. To accommodate the exercise of rights to purchase ordinary shares under TEAMG-ESOP for directors, executives and employees of the Company and/or its subsidiaries	2,000,000	-	Detail as Note No.3	Detail as Note No.3	Detail as Note No.3

Note: The Board of Directors Meeting No. 2/2023 resolved to approve on proposing to the Annual General Meeting of Shareholders 2023 to consider and approve the increase of the Company's registered capital from 340,000,000 Baht to 477,000,000 Baht by issuing ordinary shares in the amount not exceeding 274,000,000 shares at a par value of 0.50 Baht per share, totaling 137,000,000 Baht, with the details of the allocation of newly issued ordinary shares as follows:

- 1) Capital increase to accommodate dividend payment for operating results in 2022 which are ordinary shares of the Company to shareholders at the rate of 5 existing shares per 1 dividend shares, in the amount of not more than 136,000,000 shares, at the par value of 0.50 Baht per share, total value not exceeding 68,000,000 Baht or equivalent to the value of the dividend payment rate of 0.10 Baht per share. If any shareholder has a fraction of shares from the allocation of such dividend shares, the Company will pay dividends in cash instead at the rate of 0.10 Baht per share for such fraction of shares. Wherewith the Company has set the list of shareholders who are entitled to receive dividends (Record Date) on March 14, 2023 and scheduled dividend payment to shareholders on May 22, 2023.
- 2) Capital increase to accommodate the exercise of warrants to purchase newly issued ordinary shares of the Company No. 1 (TEAMG-W1) with a period of 3 years in the amount of not more than 136,000,000 units to existing shareholders in proportion to their shareholding (Rights Offering) in the ratio of the allocation of existing ordinary shares (par value of 0.50 Baht per share) in the amount of 5 shares per 1 TEAMG-W1 Warrants unit free of charge. However, the exercise ratio is 1 unit of TEAMG-W1 Warrants with the right to purchase ordinary shares of the Company (par value of 0.50 Baht per share) for 1 share and the exercise price is 15.00 Baht per share (except in scenario of rights adjustment)

In the event that there is a fraction of shares or TEAMG-W1 Warrants from the calculation, such fractions shall be discarded. The Company has set the list of shareholders who are entitled to receive the allotment of TEAMG-W1 Warrants (Record Date) on May 12, 2023.

- 3) Capital increase to accommodate TEAMG-ESOP to the directors, executives and employees of the Company and/or its subsidiaries in order to reward and motivate the performance of the directors, executives and employees of the Company and its subsidiaries who are dedicated to working and driving the business of the Company to keep making progress all the time which has the nature of a continuous project not exceeding 6 months by considering the allocation of shares for capital increase in the amount of not more than 2,000,000 shares at a par value of 0.50 Baht per share, details as shown in Enclosure 2

3. Schedule for Ordinary/Extraordinary Shareholders' Meeting for Approval of the Capital Increase and New Share Allocation

The Annual General Meeting of Shareholders 2023 is scheduled to be held on April 26, 2023 at 14.00 hours through electronic meeting (E-AGM) according to the Royal Decree on Electronic Conferencing B.E. 2563 and related laws and regulations which to set the list of shareholders entitled to the right to attend the shareholders' meeting (Record date) as of March 14, 2023.

4. Approval for Capital Increase/New Share Allocation from Relevant Authorities and Conditions of Such Approval

- 1) The Company will seek approval from the Annual General Meeting of Shareholders 2023.
- 2) The Company will apply for registration of the increase of registered capital, registration of changes in paid-up capital and the amendment of the memorandum to the Department of Business Development Ministry of Commerce.
- 3) The Company will apply for approval from the Stock Exchange of Thailand in accepting the TEAMG-W1 Warrants to be issued and allocated to existing shareholders in proportion to their shareholding

and ordinary shares arising from the exercise of the TEAMG-W1 Warrants to be listed on the Stock Exchange of Thailand.

- 4) The Company will apply for permission from the Stock Exchange of Thailand to offering the sale to directors, executives, employees of the Company and its subsidiaries under the TEAMG-ESOP and listing of ordinary shares resulting from the exercise of right under the TEAMG-ESOP to be listed on the Stock Exchange of Thailand.

5. Purpose of Capital Increase

The Company intend to issue new ordinary shares in the amount of not more than 274,000,000 shares at a par value of 0.50 Baht per share with the following objectives:

- 1) To accommodate stock dividend payment for no more than 136,000,000 shares
- 2) To accommodate the exercise of the warrants to purchase newly issued ordinary shares of TEAM Consulting Engineering and Management Public Company Limited No. 1 (TEAMG-W1) in an amount not exceeding 136,000,000 shares, with the objective to utilizing the cash from exercising the warrants to support the growth of the Company's business and its subsidiaries in the future and as working capital of the Company.
- 3) To accommodate TEAMG-ESOP for the Company to have sufficient ordinary shares to support the ordinary shares to be issued and offered to directors, executives, and employees of the Company and its subsidiaries under the TEAMG-ESOP.

6. Expected Benefits to the Company from the Capital Increase/New Share Allocation

- 1) The Company intend to use the funds received from exercising the rights to purchase ordinary shares under the TEAMG-W1 Warrants as funds to support the business growth of the Company and its subsidiaries in the future and as working capital of the Company. This will have a positive effect on the operations of the Company in the future and create opportunities to generate additional income and profits for the Company.
- 2) It is an incentive for employees to jointly create the future growth of the Company and its subsidiaries as well as retaining important personnel to work with the Company and its subsidiaries in the long term. This will have a positive effect on the operations of the Company in the future which will have a positive effect on the Company's performance and its subsidiaries. This will generate the highest return to the Company's shareholders in the future.

7. Expected Benefits to the Shareholders from the Capital Increase/New Share Allocation

7.1. Dividend payment policy

The Company has a policy to pay dividends to shareholders at the rate of no less than 40% of the net profit of the separate financial statements after deduction of taxes and legal reserves and other reserves

(if any). However, such dividend payment is subject to change. It depends on the performance, financial position, liquidity, business expansion, the need for working capital in operations investment plans and future business expansion, market conditions, suitability and other factors related to the operation and management of the Company under the condition that the Company must have sufficient cash for business operations. In addition, such action must be in the best interests of the shareholders as the Board of Directors and/or the Company's shareholders deems appropriate.

7.2. Right to receive dividends from the Company's operation

TEAMG-W1 Warrants' holders are entitled to receive dividends from operations starting from when the Warrant Holders exercise their rights to purchase ordinary shares of the Company and has been registered as a shareholder of the Company.

7.3. The Company Operation

TEAMG-ESOP is an incentive for the directors, executives, and employees of the Company and its subsidiaries to perform their duties with great efficiency. As a result, the Company would have a good turnover followed in the end.

8. **Other Details Essential for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation**

In considering the effect on the Company's shareholders which will be divided into 4 Scenarios as follows.

Scenario 1 In the Scenario of the issuance and allocation of the TEAMG-W1 Warrants by persons who are not the existing shareholders exercising their rights to purchase the whole amount of newly issued ordinary shares of the Company.

Scenario 2 In Scenario of the 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.

Scenario 3 In the Scenario of the issuance and allocation of TEAMG-W1 Warrants and the TEAMG-ESOP, where the existing shareholders exercise their rights to purchase ordinary shares of the Company in whole amount and directors, executives, and employees of the Company and/or its subsidiaries exercise their rights to purchase the ordinary shares of the Company in whole amount.

Scenario 4 In the Scenario of the issuance and allocation of TEAMG-W1 Warrants and the TEAMG-ESOP by persons who are not existing shareholders exercising their rights to purchase newly issued ordinary shares of the Company in whole amount and directors, executives, and employees of the Company and/or its subsidiaries exercise their rights to purchase the Company's ordinary shares in whole 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_{o1} = 816,000,000 shares
- Scenario 2 : Q_{o2} = 816,000,000 shares
- Scenario 3 : Q_{o3} = 952,000,000 shares
- Scenario 4 : Q_{o4} = 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_{w1} = 136,000,000 shares
- Scenario 2 : Q_{w2} = 2,000,000 shares
- Scenario 3 : Q_{w3} = 2,000,000 shares
- Scenario 4 : Q_{w4} = 138,000,000 shares

Therefore,

Scenario 1: Control Dilution equal to 14.29%

Scenario 2: Control Dilution equal to 0.24%

Scenario 3: Control Dilution equal to 0.21%

Scenario 4: Control Dilution equal to 14.47%

2) Price Dilution

Formula

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

Po = 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.

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

Po = 9.09 Baht per share

Pn = Price after the offering

Pn = (Market price x Number of paid-up shares) + (Exercise price of TEAMG-W1 x Number of shares reserved for TEAMG-W1 exercise) + (Exercise price x Number of shares to be received from exercise)

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

In each scenario are as follow:

- 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 follow:

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 Po. 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

$$\text{EPS Dilution} = (\text{EPSo} - \text{EPSn}) / \text{EPSo}$$

$$\text{EPSo} = \text{Net profit} / \text{Qo}$$

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

Qo = 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 EPSo in each scenario is as follows.

- Scenario 1 : $\text{EPSo1} = 0.13$ Baht per shares
- Scenario 2 : $\text{EPSo 2} = 0.13$ Baht per shares
- Scenario 3 : $\text{EPSo 3} = 0.11$ Baht per shares
- Scenario 4 : $\text{EPSo 4} = 0.13$ Baht per shares

$$\text{EPSn} = \text{Net profit} / (\text{Qo} + \text{Qn})$$

Qn = 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:

- Scenario 1 : $\text{Qn1} = 136,000,000$ shares
- Scenario 2 : $\text{Qn 2} = 2,000,000$ shares
- Scenario 3 : $\text{Qn 3} = 2,000,000$ shares
- Scenario 4 : $\text{Qn 4} = 138,000,000$ shares

Therefore, the EPSn in each scenario is as follows.

- Scenario 1 : $\text{EPSn1} = 0.11$ Baht per shares
- Scenario 2 : $\text{EPSn 2} = 0.13$ Baht per shares
- Scenario 3 : $\text{EPSn 3} = 0.11$ Baht per shares
- Scenario 4 : $\text{EPSn 4} = 0.11$ Baht per shares

EPS Dilution in each scenario is as follow:

Scenario 1 : EPS Dilution equals to 14.29%

Scenario 2 : EPS Dilution equals to 0.24%

Scenario 3 : EPS Dilution equals to 0.21%

Scenario 4 : EPS Dilution equals to 14.47%

9. Schedule of Actions after the Board of Directors' Resolution to Approve the Capital Increase/New Share Allocation

No	Procedures	Tentative Date
1	Board of Directors Meeting No. 2/2023	February 23, 2023
2	Date for determining the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders 2023 (Record Date)	March 14, 2023
3	Date for determining the names of shareholders who are entitled to receive dividends and stock dividends (Record Date)	March 14, 2023
4	Annual General Meeting of Shareholders 2023	April 26, 2023
5	Date of registration of capital increase and amendment to the Memorandum of Association with the Ministry of Commerce	Within 14 days from the date the shareholders' meeting approved the resolution
6	Date to determine the list of shareholders who are entitled to receive the warrants to purchase ordinary shares of the Company No. 1 (TEAMG-W1) (Record Date)	May 12, 2023

The Company hereby certifies that the information in this report is correct and complete in all respects.

Team Consulting Engineering and Management Public Company Limited

Signature: Authorized Director of the Company
(Mr. Chawalit Chantararat)

Signature: Authorized Director of the Company
(Dr. Aphichat Sramoon)