

**(F 53-4)**

**Report Form for Capital Increase  
JMT Network Services Public Company Limited  
17 January 2022**

We, JMT Network Services Public Company Limited, hereby report the resolution of the Board of Directors' meeting No 1/2022, dated 17 January 2022, relating to the capital decrease, capital increase and allotment of capital increase shares as follows:

**1. Capital Decrease/Capital Increase**
**1.1 Capital Reduction:**

The Board of Directors' Meeting No.1/2022 approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the decrease of the Company's registered capital from 764,571,745 baht to 764,449,115 baht in registered capital in the amount of 122,630.00 baht. By cutting 245,260 unsold ordinary shares with a par value of 0.50 baht per share that support the exercise of rights (JMT-W2) that have expired.

**1.2 Capital Increase:**

The Board of Directors' Meeting No.1/2022 approved to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve an increase of 1,103,209 baht in the Company's registered capital from 764,449,115 baht to 765,552,324 baht in registered capital from the original registered capital of 764,449,115 baht. by issuing 2,206,418 newly issued ordinary shares with a par value of 0.50 baht per share to support the exercise of warrants under the JMT-W3 and JMT-ESOP W1 projects, which have been amended by the price and exercise of the warrants.

Type of capital increase	Type of securities	Number of shares	Par value (THB/share)	Total (THB million)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	2,206,418	0.50	1,103,209

**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 (THB/share)	Subscription and payment period	Remark
To reserve for the exercise of warrants under the JMT-W3 and JMT-ESOP W1 projects that have been adjusted by the price adjustment	No exceed 2,206,418	None (To reserve the exercise of the existing warrants	None (To reserve the exercise of the existing warrants that	None (To reserve the exercise of the existing warrants that	Please consider Remark 1

and the exercise of rights which is effective on December 9, 2021.		that have been adjusted)	have been adjusted)	have been adjusted)	
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### **Remark 1:**

The Board of Directors meeting No.1/2022 on 17 January 2022 approved about the capital increase and the allocation of new shares under the specified objectives for utilizing the proceeds as follows:

1. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve an increase of 1,103,209 baht in the Company's registered capital from 764,449,115 baht to 765,552,324 baht in registered capital from the original registered capital of 764,449,115 baht. by issuing 2,206,418 newly issued ordinary shares with a par value of 0.50 baht per share to support the exercise of warrants under the JMT-W3 and JMT-ESOP W1 projects, which have been amended by the price and exercise of the warrants. This is because the Company will adjust the exercise price and/or the exercise ratio to ensure that the JMT-W3 and JMT-ESOP W1 warrant holders do not get inferior returns. Because the securities are offered to existing shareholders in proportion to their individual shareholdings (Right Offering) at a price less than 90% of the market price per share of the Company's ordinary shares, the right adjustment is necessary.

## **2.2 General Mandate**

None

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

The date of the Extraordinary General Meeting of Shareholders No. 1/2022 is scheduled on Monday, February 28, 2022 at 09.00 a.m. in the format of the meeting via electronic media (E-EGM), with the meeting

agendas as follows:

- ☒ Determine the names of shareholders who entitle to attend the shareholders' meeting (Record date) on Tuesday, February 1, 2022.

## **4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions (if any)**

The company must submit an application for registration of capital reduction and increase of registered and paid-up capital, including amendments to the Memorandum of Association to comply with the increase of registered capital to the Department of Business Development, Ministry of Commerce.

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

To support the exercise of warrants under the JMT-W3 and JMT-ESOP W1 projects.

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

The capital increasing objective is to reserve for conversion of JMT-W3 and JMT-ESOP W1 projects. This would strengthen the capital structure and the Company will have a sufficient capital and cash flow enough to create a return and net profit and finally create the shareholder value of the Company.

## **7. Benefits that the shareholders will receive from the capital increase / share allotment:**

7.1 Dividend payment policy The Company has a policy to pay dividends at a rate of not less than 50 percent of net profit after tax and legal reserves, taking into account the consolidated financial statements.

7.2 The warrant holders are entitled to receive dividends when the warrant holder has exercised the right to convert the warrant to the Company's ordinary shares and has been registered as a shareholder of the Company with the Department of Business Development, Ministry of Commerce.

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

### **8.1 Impact on the voting rights of the existing shareholders (Control Dilution)**

Due to such the capital increasing is reserved for the conversion of JMT-W3 and JMT-ESOP W1 projects, which have been amended by the price and exercise of the warrants. This is because the Company will adjust the exercise price and/or the exercise ratio to ensure that the JMT-W3 and JMT-ESOP W1 warrant holders do not get inferior returns. The impact on the voting rights of the existing shareholders (Control Dilution) in case that all warrant holder exercise its right remain the same as disclosed at the issuing and offering the aforementioned securities.

However, if calculate only the number of shares increase this round there is an impact on control dilution as follows;

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{No.of newly issued shares reserved for JMT-W3 and ESOP W1}}{\text{No.of paid-up shares} + \text{No.of shares offered}} \\
 &= \frac{2,206,418}{(1,370,126,961 + 2,206,418)} \\
 &= 0.16\%
 \end{aligned}$$

### **8.2 Price Dilution**

Due to such the capital increasing is reserved for the conversion of JMT-W3 and JMT-ESOP W1 projects, which have been amended by the price and exercise of the warrants. This is because the Company will adjust the exercise price and/or the exercise ratio to ensure that the JMT-W3 and JMT-ESOP W1 warrant holders do not get inferior returns. The impact on the price dilution of the in case that all warrant holder exercise its right remain the same as disclosed at the issuing and offering the aforementioned securities.

## 9. Warranty of Directors

In the event that the Company's directors fail to perform their duties with honesty and be careful to protect the interests of the company in matters related to this capital increase. If the failure to perform such duties causes damage to the Company, the shareholders are entitled to sue for damages from such director on behalf of the company in accordance with Section 85 of the Public Limited Companies Act 1992. In addition, if the failure to perform the duties causes such director or related persons to gain unlawful benefits, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the company under Section 89/18 of the Securities and Exchange Act 1992.

## 10. 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	The Board of Directors Meeting no. 1/2022	17 January 2022
2	The date to determine the names of shareholders who entitle to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date)	1 February 2022
3	Extraordinary General Meeting of Shareholders No.1/2022	28 February 2022
4	Registration of capital reduction and increase of registered capital and amendment of the Memorandum of Association to comply with the capital reduction and capital increase to the Department of Business Development, Ministry of Commerce	Within 14 days from the date that the shareholders' meeting has approved

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

Please be informed accordingly.

Yours sincerely,



Sign .....

(Mr. Piya Pong-Acha)  
Director





Sign .....

(Mr. Sutthirak Trichira-aporn)  
Director