

(F 53-4)

**Capital Increase Report Form****Christiani & Nielsen (Thai) Public Company Limited****25 February 2021**

Christiani & Nielsen (Thai) Public Company Limited (“**Company**”) would like to notify the resolutions of the meeting of the Board of Directors No. 455 held on 25 February 2021 in respect of a capital increase and share allotment as follows:

**1. Capital increase**

The meeting of the Board of Directors resolved a resolution approving an increase of the registered capital of the Company from Baht 1,027,904,144 to Baht 1,102,904,144 by issuing 75,000,000 new ordinary shares with a par value of Baht 1 per share, totaling Baht 75,000,000. Details of each type of capital increase are as follows:

Type of Capital Increase	Type of share	Number of shares (shares)	Par value (Baht/share)	Total (Baht)
<input type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary	-	-	-
	Preferred	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary	75,000,000	1	75,000,000
	Preferred	-	-	-

**2. Allotment of new shares****2.1 If specifying the purpose of utilizing proceeds**

Allotted to	Number of share (shares)	Ratio (old : new)	Sale price (Baht/share)	Subscription and payment period	Note
Rights Offering	-	-	-	-	-
Public Offering	-	-	-	-	-
Private Placement	-	-	-	-	-
To accommodate the conversion/ exercising rights of a given instrument	-	-	-	-	-

## 2.2 If under a General Mandate

Allotted to	Type of share	Number of share (shares)	Percentage of paid-up capital <sup>1</sup>	Note
Rights Offering	Ordinary	-	-	-
	Preferred	-	-	-
Public Offering	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	75,000,000	7.30	Please consider other conditions in the remarks below.
	Preferred	-	-	-

<sup>1</sup> Percentage of paid-up capital on the date the Board of Directors resolved to increase the Company's capital under the general mandate.

### Remarks:

- (1) The offering price of the ordinary shares shall not be discounted pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 titled "Approval for Listed Companies to Offer Newly Issued Ordinary Shares by way of Private Placement."
- (2) The new ordinary shares shall not be allocated to the connected persons as defined by the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 titled "Rules on Connected Transactions" and the Notification of the Board of Governors of the Stock Exchange of Thailand titled "Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003."
- (3) For General Mandate, the allotment of new ordinary shares shall be completed within the date on which the Company holds its next annual general meeting.
- (4) The Board of Directors shall be authorized to consider and to do or cause to be done the following acts and matters:
  - (a) to consider the offering for sale of the new shares (whether in one or several offerings);
  - (b) to determine the objectives, date and time of the offering, the offering price, the investors, including details and conditions in relation to the allocation of the Company's the new shares;
  - (c) to negotiate, execute and/or appoint any person with full power and authority to negotiate and execute any relevant documents or agreements, including performing any acts which are necessary or required to be done for the purpose of the offering of the new shares.

**3. Schedule for the Annual General Meeting of Shareholders No. 88 to approve the capital increase and share allocation**

The Annual General Meeting of Shareholders No. 88 (the “AGM”) is scheduled to be held on Wednesday, 21 April 2021 at 10.30 hours, via E-Meeting to be broadcasted from the Company head office at 727 La Salle Road, Bangna Tai Sub-district, Bangna District, Bangkok Metropolis 10260, wherein:

- The share register will be closed to share transfers in order to determine the right to attend this meeting from \_\_\_\_ until the meeting has been duly convened; or
- The shareholders eligible to attend the shareholders’ meeting shall be recorded on 12 March 2021 (Record Date).

**4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto**

4.1 The Company must register an increase in registered and paid-up capital of the Company and amend the Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

4.2 The Company must obtain an approval from the Stock Exchange of Thailand (the “SET”) for the listing of the Company’s new ordinary shares which will be offered by way of private placement on the SET.

**5. Objectives of the capital increase and plans for utilizing proceeds gained from the capital increase**

-None -

**6. Benefits which the Company will receive from the capital increase and share allotment**

-None -

**7. Benefits which the shareholders will receive form the capital increase and share allotment**

-None-

**8. Other details necessary for shareholders’ consideration on the approval of the capital increase and share allotment**

The total number of ordinary shares issued by way of a private placement shall not exceed 10 percent of the Company’s paid-up capital in aggregate as at the date on which the Board of Directors approved of the capital increase.

**9. Schedule of action where the Board of Directors of the Company passed resolutions approving of the capital increase/ share allotment**

<b>No.</b>	<b>Procedures of the capital increase</b>	<b>Date/Month/Year</b>
9.1	Meeting of the Board of Directors No. 455	25 February 2021
9.2	Record Date for the purpose of determining the shareholders eligible to attend the AGM No. 88	12 March 2021
9.3	AGM No. 88	21 April 2021
9.4	Registration of the Company's increase of registered capital and the amendment to the Company's Memorandum of Association with the Ministry of Commerce	Within 14 days from the date of the shareholders' approval

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

Signed -Surasak Osathanugraha- Authorized Director  
(Mr. Surasak Osathanugraha)

Title: Director

Signed -Khushroo Kali Wadia- Authorized Director  
(Mr. Khushroo Kali Wadia)

Title: Director