

**Information Memorandum**  
**Description, Condition and Major Characteristics of the warrants to purchase**  
**ordinary shares of Kingsmen C.M.T.I. Public Company Limited No.2 (K-W2).**

<b>Number of Warrants</b>	79,784,441 units
<b>Underlying Shares</b>	79,784,441 Shares
<b>Allocation of Warrants</b>	The Company will allocate the existing shareholders of the company whose names appear in the register book will be entitled to the allocation of the warrants (Record Date) on 2 May 2023 at the ratio of 6 ordinary shares per 1 unit of warrants. In the event that there are fractions of the warrants remaining from the calculation according to the allocation ratio of such warrants, such fractions shall be discarded in full amount.
<b>Major Holders</b>	As of May 15, 2023.

	<b>Name</b>	<b>No. of warrants</b>	<b>% of present listing Warrants</b>
1	Mr. Chayawat Pisessith	17,336,411	21.73
2	KINGSMEN CREATIVES LTD.	6,000,000	7.52
3	Mr. Somchai Cheewasutthanont	5,822,624	7.30
4	Mr. Vanchai Panvichean	4,000,000	5.01
5	Mr. Pitak Pisessith	2,340,000	2.93
6	Ms. Poonsook Pisessith	2,273,333	2.85
7	Ms. Sunisa Ratnananya	1,925,000	2.41
8	Mr. Pravit Sribanditmongkol	1,833,333	2.30
9	Mr. Sittharn Pisessith	1,584,000	1.99
10	Ms. Khim Pisessith	1,333,333	1.67
	<b>Top 10</b>	<b>44,448,034</b>	<b>55.71</b>
	<b>Other warrant holders</b>	<b>35,336,407</b>	<b>44.29</b>
	<b>Total</b>	<b>79,784,441</b>	<b>100.00</b>

**Remark** The grouping according to the above table is the disclosure of names in order to know the shareholding proportion of the shareholders with the same surname as shown in the warrant allocation report. It does not mean that individuals in the group behave in a manner that is a combination of action. Or there is a vote in the same direction (Acting in Concert) or is in compliance with Sections 246 and 247 of the Securities and Exchange Act B.E. 2535 in any way.

**1. Exercise Period**

The first exercise date shall be on August 31, 2023 and the last exercise date shall be the date that such warrants aged 1 year from the issuance date. If the last exercise date falls on a day which is not a business day, then the last exercise date shall be moved up to the business day prior to such exercise date.

Warrant holders can exercise their rights to purchase the company's ordinary shares on the last business day of every quarter (the last business day of March, June, September, and December) throughout terms of warrant ("Exercise date") is August 30, 2023, November 30, 2023, February 29, 2024 and May 14, 2024. If exercise date falls on a day which is not a business day, then the exercise date shall be moved up to the business day prior to such the

original exercise date. However, the warrants will cease to be listed on the next day after the last exercise date.

The warrants issued at this time are not required for the Company to require the warrant holders to exercise their warrants before the warrant period.

## **2. Exercise of Warrants**

To exercising the warrants, the Warrant Holders might exercise their rights either in whole or in part of total units of warrant held by each of them. However, any outstanding warrant that are not exercised before the Last Exercise Date, the Company shall deem that the Warrant Holders do not wish to exercise their rights and such warrants shall be expired without being exercised.

## **3. Notification Period for the Exercise of Warrant**

### **3.1 The Notification period for Exercise Warrant on each Exercise Date (Except for the Last Exercise Date)**

The Warrant Holders who wish to exercise their rights to purchase the Company's newly issued ordinary shares shall deliver a notification to exercise the warrants following the procedures as specified in Clause 5.4 ("Exercise Procedures") between 9:00 a.m. – 4:00 p.m. during the period of 5 business days prior to each Exercise Date (the "Notification Period")

In this regards, the Company shall not close the Warrant Register Book to suspend the transfer of warrants. Also, the Company shall release information and additional details to the Warrant Holders, the Exercise Date, the Notification Period, Exercise Ratio, Exercise Price, Details of the bank account for subscription and exercise warrants, the Agent receiving exercise intention (if any) and the contact place, through the SET PORTAL or other system required by the SET at least 5 business days prior to each Notification Period

### **3.2 The Notification period for Exercise Warrants on the Last Exercise Date**

The Warrant Holders shall deliver a notification to exercise the warrants following the procedures as specified in Clause 5.4 ("Exercise Procedures") between 9:00 a.m. – 4:00 p.m. during the period of 15 days prior to the Last Exercise Date (the "**Last Notification Period**")

In this regards, The company will inform news and additional details regarding to the exercise date, period for notification of intention to exercise the last warrants, exercise ratio, exercise price, bank account details for subscription and exercise of warrants. The person that the company will appoint to be the agent to receive the notification of the intention to exercise the warrants (if any) and the place where the warrants are exercised. The company will inform such details to the warrant holders at least 5 business days prior to the last exercise notification period through set portal of the Stock Exchange of Thailand. For the last exercise, the company will notify the news at least 15 days in advance before the closing date of the Warrant Holders Register Book, in order to suspend the transfer of the last warrants through set portal of the Stock Exchange of Thailand along with sending a registered letter to the warrant holders according to the names

appearing in the Warrant Holders Register Book on the last closing date of the Warrants Register Book.

The Company will close the Warrant Holders Register Book to suspend the last transfer of the Warrants for 21 days prior to the last exercise date. And the SET will post a prohibition mark (SP) to prohibit the trading of warrants 2 business days before the registration book closing date. Or for any other period specified by the Exchange for the posting of a temporary prohibition mark (SP) to prohibit the trading of warrants.

In case that the first day of the book closing date falls on a day which is not a SET's business day, such date shall be moved up to the business day prior to such date. In this regards, the trading of warrants shall be suspended until the Last Exercise Date.

### **Adjustment of Exercise Price and Exercise Ratio**

In order to maintain the benefits of the Warrant Holders not to be inferior to the original, the Company shall adjust the exercise price and/or exercise ratio, throughout the terms of warrants when one of the following events occurs:

- 1.1 The Company changes the par value of its ordinary shares as a result of the consolidation or split of its issued ordinary shares. The adjustment of the exercise price and the exercise ratio shall be effective immediately after being published through the set portal of the Stock Exchange of Thailand. In this regard, the Company will notify the news of rights adjustment through set portal with no later than 9:00 a.m. on the date on which the right adjustment takes effect.
- 1.2 The Company offers its ordinary shares by rights issue to the existing shareholders (Right Offering) and/or public offering and/or private placement at "Net price per share of the newly issued ordinary shares" which is lower than 90% of the "Market price per share of the Company's ordinary shares". The adjustment of the exercise price and the exercise ratio shall be effective immediately from the first date that the purchaser of ordinary shares will not obtain rights to subscribe for the newly issued ordinary shares (the first day that the SET posts an XR sign) in case of rights issue to the existing shareholders (Right Offering) and/or the first date of such offering in case of public offering and/or private placement, as the case may be.
- 1.3 The Company offers any newly issued securities by rights issue to the existing shareholders and/or public offering, and/or private placement and such securities give rights to convert or change into ordinary shares or give the rights to subscribe for the Company's ordinary shares ("Newly issued convertible securities"), such as convertible debentures or warrants to purchase ordinary shares) where "Net price per share of the newly issued ordinary shares reserved for the exercise of the rights" to accommodate such rights is lower than 90% (ninety) of "Market price per share of the Company's ordinary shares"

The adjustment of the exercise price and the exercise ratio shall be effective immediately from the first date that the purchaser of ordinary shares will not obtain rights to subscribe for any newly issued securities that are convertible or changeable into ordinary shares or give the rights to subscribe for the Company's ordinary shares (the first date that the SET posts an XR sign) in case of rights issue to the existing shareholders (Right Offering), and/or the first date offering the newly issued securities that are convertible or changeable into ordinary shares or that give the rights to

subscribe for the ordinary shares in case of public offering and/or private placement, as the case may be.

- 1.4 The Company pays stock dividend, whether in whole or in part, in the form of the Company's newly issued shares. The adjustment of the exercise price and the exercise ratio shall be effective immediately from the first date that the purchaser of ordinary shares shall not obtain the rights to receive such stock dividend (the first date that the SET posts XD sign).
- 1.5 The Company pays cash dividend at a rate higher than 60% of the Net profit of the Company's consolidated Financial Statement (audited) after deducted by retained loss, legal reserves, minority interest, and income tax on the operating performance in such accounting period throughout the terms of warrants. The adjustment of the exercise price and the exercise ratio shall be effective immediately from the first date that the purchaser of ordinary shares shall not obtain the rights to receive cash dividend (the first date that the SET posts XD sign).  
In this regard, such dividend payment rate is based on the Company's dividend policy after corporate income tax and statutory reserve.  
The percentage of the dividend payment to shareholders shall be calculated by dividing the actual dividend paid include retained earnings in each accounting period by the Net profit of the Company's consolidated Financial Statement (audited) after deducted by retained loss, legal reserves, minority interest, and income tax on the operating performance in the same accounting period. Such actual dividend paid shall also include the interim dividend paid in each accounting period.  
"Market price per share of the Company's ordinary shares" has the same meaning as details in Clause 1.1 above.
- 1.6 In any events other than those stated in Clause 1.1- Clause 1.4 above that may impair the Warrant Holders' obtainable rights and benefits, the Company shall fairly consider and determine to adjust the exercise price and/or the exercise ratio (and/or adjust the amount of Warrants instead of the exercise ratio), without lessening the Warrant Holders' rights and benefits. The result of such consideration shall be deemed ultimatum. The Company will notify the SEC, SET, and the Warrant Registrar of relevant details immediately or before the effective date of the new exercise price and exercise ratio.
- 1.7 The calculation of the adjustment to the exercise price and the exercise ratio in accordance with Clause 1.1 through 1.5 above shall be independent on one another and shall be based on the order of occurrence of the comparison to the market price of the Company's ordinary shares. In case more than one circumstance simultaneously occurs, the calculation of adjustment shall be made in a respective order of Clauses 1.1, 1.4, 1.3, 1.2, and 1.5. In each calculation, the exercise price and the exercise ratio shall remain in a 5 decimal digit number.
- 1.8 The calculation of the adjustment of the Exercise Price and/or the Exercise Ratio pursuant to Clause 1.1- Clause 1.5 shall not be changed in a way which will cause the Exercise Price to increase and/or the Exercise Ratio to decrease, except for the case of the consolidation of shares. The proceeds from the exercise of rights shall be calculated from the new exercise price after the adjustment (with the 5 digits of decimal) multiplied by numbers of the ordinary shares (the number of the ordinary shares shall be calculated from the new exercise ratio after the adjustment multiplied by the amount of warrants being exercised, any decimal fraction of shares shall be disregarded), in addition, any decimal fraction of the proceeds from such calculation, less than 1 Baht shall be disregarded. With regard to the adjustment of the Exercise Price, if the calculation causes the new exercise price to be lower than

- the Company's share par value, the Company's share par value shall be used as the new exercise price. For the Exercise Ratio, the new ratio is still calculated based on the method specified in Clause 1.1- Clause 1.5.
- 1.9 The Company may consider adjusting the exercise price along with the issuance of new warrants instead of adjusting the exercise ratio. In case of issuing additional reserve shares, the Company shall submit the resolution of shareholders' meeting which approve the issuance of additional reserve shares to the SEC prior to the adjustment.
- 1.10 In adjusting the Exercise Price and/or Exercise Ratio as specified in Clause 1.1-Clause 1.6 and/or the issuance of new warrants instead of adjusting the exercise ratio as specified in Clause 1.9, the Company shall inform the details regarding the adjustment of exercise ratio and price of warrant immediately or before the adjusted ratio and exercise price to be effective, through the SET PORTAL or any other systems required by the SET and to the SEC within 15 (fifteen) days from the effective date of such adjustment. The Company will deliver the amended Terms and Conditions upon request to the Warrant holders within 15 days from the date the Company receives the written request form such Warrant holders and the Company shall make available copies of the amended Terms and Conditions at the Head Office of the Company and/or the Head Office of the Agent receiving exercise intention ( if any ) , the Warrant Holders can review such copies of the amended Terms and Conditions on the business days and during the business hours of the respective places.
- 1.11 The company will not extend the term of the warrants. No amendments to the exercise price and exercise ratio unless it is the case specified in clause 1.1-1.5.

<b>Silent Period (if any)</b>	-none-
<b>Others (if any)</b>	-none-
<b>Financial Advisor</b>	-none-
<b>Prepared By</b>	Kingsmen C.M.T.I. Public Company Limited.

We hereby certify that the information contained in this summary is complete and true in all respects Kingsmen C.M.T.I. Public Company Limited.



(Mr. Chayawat Pisessith)  
Chairman of the Board

(Ms. Sunisa Ratnanenya)  
Managing Director