

(F 53-4)

Capital Increase Report Form
Rayong Wire Industries Public Company Limited
March 21, 2025

We, Rayong Wire Industries Public Company Limited ("**Company**"), hereby report the resolution of the Board of Directors' Meeting No. 2-2025 held on March 21, 2025, at 9.30 a.m., in respect of a capital increase/share allotment as follows:

1. Reduction and Increase of Capital

- 1) The Board of Directors has resolved to reduce the company's registered capital from 823,748,614.50 baht to 457,638,530.50 baht by canceling 732,220,168 unissued ordinary shares with a par value of 0.50 baht per share.
- 2) The Board of Directors has resolved to increase the company's registered capital from 457,638,530.50 baht to 594,930,089.50 baht by issuing 274,583,118 additional ordinary shares (Fractional shares must be discarded) with a par value of 0.50 baht per share. The capital increase will be implemented as follows:

Capital Increase	Type of Share	Number of Shares	Par Value (Baht / Share)	Total (Baht)
<input type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary Share	-	-	-
	Preferred Share	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary Share	274,583,118	0.50	137,291,559
	Preferred Share	-	-	-

2. Allocation of Additional Shares

2.1 General Mandate

Allotted to	Type of Share	Number of Shares	Percentage per Paid Up Capital ^{1/}	Offered Price ^{2/}	Remark
Right Offering	Ordinary Share	183,055,412	Not exceeding 20 percent	Not less than	Please see
	Preferred Share	-	of the paid-up capital	0.28 baht	remark no. 1-6
Private Placement	Ordinary Share	91,527,706	Not exceeding 10 percent	Not less than	Please see
	Preferred Share	-	of the paid-up capital	0.28 baht	remark no. 1-6

^{1/} Percentage of paid-up capital on the date Board of Directors resolved to capital increase under General Mandate

^{2/} Remark: The offered price is not less than 90% of the weighted average price of the shares in the stock market over the past 7 trading days (March 12, 2025 - March 20, 2025), as referenced from <https://www.setsmart.com/>.

Remarks:

1. The meeting of the company's board of directors no.2/2025, held on March 21, 2025, resolved to propose to the annual general meeting of shareholders for the year 2025 the approval of the allocation of up to 183,055,412 newly issued ordinary shares with a par value of 0.50 baht per share under a general mandate. This allocation is intended to support the offering to existing shareholders in proportion to their shareholding (Rights Offering) at a selling price of no less than 0.28 baht per share, and up to 91,527,706 shares with a par value of 0.50 baht per share to support the offering to a limited group of individuals (Private Placement) at a selling price of no less than 0.28 baht per share. The offering must also comply with the Securities and Exchange Commission's Notification No. Tor Jor. 72/2015, ensuring that the price is not considered below market value.
2. In the second Board of Directors meeting of 2025, held on March 21, 2025, a resolution was passed to propose to the shareholders' meeting the authorization of the Board of Directors to determine and modify details regarding the allocation of newly issued ordinary shares under the General Mandate as follows:
 - (1) Determine, amend, or modify the terms and details of the allocation of newly issued common shares, including but not limited to the record date for shareholders entitled to subscribe, the offering period, payment terms, and the establishment of requirements, conditions, and other related details.
 - (2) Negotiate, enter into agreements, and sign documents and contracts related to the allocation of newly issued ordinary shares, as well as undertake any necessary actions concerning the allocation.
 - (3) Sign documents, application forms, and relevant evidence for the allocation of newly issued ordinary shares, including submitting applications, documents, and evidence to regulatory authorities, registering the newly issued shares on the Market for Alternative Investment (MAI), and performing any other necessary actions related to the allocation.
3. The offering of new common shares must not be made to related parties as defined in the Securities and Exchange Commission's Notification No. Tor Jor. 21/2008 on criteria for related party transactions and the Stock Exchange of Thailand's Notification on disclosure requirements and conduct of listed companies in related party transactions, B.E. 2546.
4. The offering price to a limited group of individuals must not be considered a low price as defined in the Securities and Exchange Commission's Notification No. Tor Jor. 72/2015 on the approval for listed companies to offer newly issued shares to a limited group of individuals. The price must not be lower than the weighted average share price on the stock exchange for at least seven but no more than fifteen consecutive business days prior to the date the Board of Directors approves the share offering.
5. Following the allocation of newly issued ordinary shares as specified in (1), (2), or (3) above, the company's paid-up capital increase must not exceed 30% of the paid-up capital as of the date the

Board of Directors resolves to increase capital under the General Mandate. The offering must be completed by the next annual general meeting of shareholders or by the legal deadline for the next annual general meeting, whichever occurs first.

6. Any fractional shares resulting from the allocation of newly issued ordinary shares under the General Mandate will be rounded down.

3. Schedule Annual General Meeting of Shareholders for approval of capital increase/allotment

Schedule the 2025 Annual General Meeting of Shareholders on Wednesday 30th April, 2025 at 1.00 pm., via the E-Meeting and considered to be held at Rayong Wire Industries Public Company with determining the lists of Shareholders who have the rights to attend the 2025 Annual General Meeting of Shareholders (record date) on April 4, 2025.

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

- 4.1 Propose for approval from 2025 Annual General Meeting of Shareholders to reduce capital and increase registered capital and other related matters.
- 4.2 The Company will increase the registered capital and amend the Memorandum of Association relating to the registered capital to the Ministry of Commerce.
- 4.3 Request permission from The Stock Exchange of Thailand for bring capital increase of ordinary shares by General Mandate to existing shareholders by proportion of holding shares to be listed in The Stock Exchange of Thailand

5. Objectives of capital increase and plans for utilizing proceeds received from capital increase

The funds raised from the capital increase will be used as working capital for the business in the proportion of 10% - 50% and/or to support future investment expansion in the proportion of 50% - 100%. This will focus on renewable energy and clean technology, artificial intelligence (AI) and machine learning (ML), fintech, e-commerce and logistics, or businesses with high growth potential in the future as deemed appropriate by the company's board of directors or the executive committee.

6. Benefits which company will receive from capital increase/share allotment

To enhance financial liquidity and use it as working capital within the company, as well as to support investment expansion and improve business efficiency, the funds will be utilized for investments in new potential businesses. This will help strengthen the company's financial structure and make it more stable.

7. Benefits which shareholders will receive from capital increase/share allotment

The funds raised from this capital increase will be utilized as working capital within the company and for investments in high-potential new businesses. This will further strengthen the company's revenue-generating capacity and profitability, complementing its existing wire manufacturing operations and the lending service business, which is expected to begin recognizing revenue in the third quarter of 2025. This strategic expansion aims to enhance shareholder value through increased income and profits while positively impacting the company's stock value in the long term, ensuring sustainable growth and financial stability.

8. Other details necessary for shareholders to approve capital increase/share allotment

-n/a-

9. Schedule of action if Board of Directors passes resolution approving capital increase and allotment of new shares:

Procedures of capital increase	Proceeding Date
Resolution from Board of Director resolved to approve capital increase and other related	March 21, 2025
To schedule record date to entitle attend 2025 Annual General Meeting of Shareholders	April 4, 2025
Date of 2025 Annual General Meeting of Shareholders	April 30, 2025
Registration Date to Ministry of Commerce regarding capital decrease / increase and other related	Within 14 days after approval from Shareholders' meeting

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

Sincerely yours,

- Miss Laphassarin Kraiwongwanitrungrung -
(Miss Laphassarin Kraiwongwanitrungrung)
Managing Director