

Summary of Key Features of the Warrants to Purchase Newly Issued Ordinary Shares of DEMCO No. 7 (DEMCO-W7), Offered to Shareholders Proportionally excluding shareholders whose holding of such share would cause the Company to be under the obligation of any international laws

Issuer	DEMCO Public Company Limited (“The Company”)
Name of Warrants	Warrants to purchase ordinary shares of DEMCO Public Company Limited No. 7 (DEMCO-W7) (“Warrants”)
Type of Warrants	In named certificates and Transferable
Number of Ordinary Shares Issuable Upon the Exercise of Warrants	Up to 146,068,850 shares
Allotment Method	<p>The Warrants No. 7 (DEMCO-W7) shall be issued and allocated to shareholders whose name appear as the shareholders of the Company on the record date of 9 May 2023. The warrants will be issued in the ratio of 5 : 1 (5 ordinary shares per 1 unit of warrant) (fraction shall be disregarded).</p> <p>In the case that there are fractions of warrants remaining from the entire allocation The Company will cancel the remaining warrants. This will result in the remaining warrants in the amount allocated to the shareholders perfectly.</p> <p>The Company reserves the right not to allocate Warrants to the existing shareholders proportionate to their respective shareholdings if the allocation of Warrants to such shareholders causes or may cause the Company to have duty under foreign law. In this regards, the Company considers not to allocate Warrants to the shareholders in the United States of America, India, Germany, the People’s Republic of China, Singapore, Malaysia, England, Australia and any other countries that the Company may deem appropriate. In case there are more additional countries, the Company shall further notify via the system of the Stock Exchange of Thailand.</p>
Offering Price	0 THB per unit
Issuance Date	<p>To be determined by the Board of Directors, or any sub-committees delegated by the Board of Directors, or any person authorized by such person.</p> <p>The company expects to determine the Issuance of warrant by the second quarter of 2023</p>

Term of Warrants	Not exceeding 1 year 6 months from the issuance date
Exercise Period	<p>the last business day of March June September and December of every year throughout the terms of the DEMCO-W7 Warrants (the “Exercise Date”). In the event that any Exercise Date is not a business day, such Exercise Date shall be rescheduled to the preceding business day. The first Exercise Date is expected to be on 30 September 2023.</p> <p>The Warrants remaining from the exercise of rights or not being exercised on the Exercise Date shall be accumulated so that they can be exercised on the next Exercise Date for the entirety of the warrant term. However, upon the end of the term of the Warrants, all of the Warrants that have not been exercised shall be cancelled and terminated.</p> <p>In this regard, the last Exercise Date is not exceeding 1 year 6 months from the issuance date of the DEMCO-W7 Warrants. In the event that the last Exercise Date is not a business day, such Exercise Date shall be rescheduled to the preceding business day.</p> <p>The last Exercise Date and relevant details are to be determined by the Board of Directors, or any sub-committees authorized by the Board of Directors, or any person authorized by such person.</p>
Period for the notification of intention to exercise the Warrants	<p>The DEMCO-W7 Warrant holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall submit a notification of intention to exercise the Warrants during 9:30 hours until 15:30 hours within the period of 10 business days prior to each Exercise Date, save for the last Exercise Date in which the notification of intention to exercise the Warrants shall be submitted during 9:30 hours until 15:30 hours not less than the period of 15 days prior to the last Exercise Date. The Company shall inform the Warrant Holders of details in relation to exercise of the Warrants, exercise ratio, exercise price, exercise period and other related detail at least 5 business Days prior to the period for notification of the intention to exercise the Warrants. The warrant holders who notice their intention to exercise their rights to purchase the newly issued ordinary shares of the Company under the DEMCO-W7 Warrants, will be unable to revoke the notification.</p>
Exercise Ratio	One unit of the warrant at is entitled to purchase one ordinary share (subject to adjustment as specified in the terms and conditions).
Exercise Price	3.50 THB per share, unless there is an exercise price adjustment pursuant to the conditions for the right adjustment. If the exercise price is adjusted The exercise price must not be

	<p>lower than the par value of the Company's shares at that time, unless it falls within the scope of exemptions by law.</p>
<p>Impact to the Shareholders</p>	<p>Since it is the issuance of warrants to the existing shareholders who subscribe for newly issued ordinary shares in the ratio specified above. Therefore, there is no effect on the shareholders on the date of issuance of the warrants. Unless the entering of new shareholders, there will be effects on shareholders (Dilution effect) as follows:</p> <p>1. Control Dilution</p> <p>If all of the rights to purchase shares under the warrants are exercised by persons other than the existing shareholders. As a result, the shareholding ratio of existing shareholders will decrease by 16.67 percent, calculated from the following formula:</p> <p>Control Dilution = Number of supported shares issued this time/ (Number of paid-up shares + number of supporting shares issued this time)</p> <p>= 146,068,850 / (730,344,251 + 146,068,850)</p> <p>= 16.67 percent</p>
	<p>2. Price Dilution</p> <p>In the event that all 146,068,850 warrants are exercised according to the warrants, there will be a 4.11% reduction in the price of shares (Price Dilution) based on the assumption of the pre-offering market price ("market price") at 4.64 baht per share which is the weighted average market price of shares for the past 7 consecutive business days prior to the date of the Board of Directors' Meeting (special agenda) No. 4/2023 on March 7, 2023 (between February 23, 2023 - March 3, 2023). (Information from SETSMART) with calculation details as follows;</p> <p>Price dilution = (market price – market price after offering) / market price</p> <p>= (4.64 - 4.45) / 4.64</p> <p>= 4.11%</p> <p>Market price after offering = 4.45</p> <p>= (Market price x Paid-up shares) + (Exercise price x Number of reserved shares offered for sale this time) / (Paid-up shares + Number of reserved shares offered for sale this time)</p>

	$=((4.64 \times 730,344,251) + (3.50 \times 146,068,850)) / (730,344,251 + 146,068,850)$
Secondary Market for the Warrants	The Company shall list the warrants on the Stock Exchange of Thailand.
Events that Require the issuance of New Shares to Accommodate the Rights Adjustment	When there is an adjustment of the exercise price and the exercise ratio according to the conditions of the rights adjustment as specified in the terms and conditions Terms and Conditions of Warrants to Purchase Ordinary Shares which is the event specified in Clause 11(4) (b) under the Notification of the Capital Market Supervisory Board No. Tor Chor 34/2551.
Objective of the Issuance of, Warrants and Benefits to the Company	Because the Company has investment plans in the future and need to rely on a larger capital base, so the Company has issued this warrant to support the plan. Having a large capital base increases the opportunity for the Company to have the ability to invest in various businesses and get involved in larger projects. It also increases flexibility and increases the ability to raise funds in the form of debt instruments or better borrowing from financial institutions. These schemes including the financing schemes mentioned will provide the Company with additional earning opportunities. and is expected to result in an improvement in the Company's profit margin which will benefit the Company and shareholders.
Benefits to the Shareholders	Increase the chances of getting a better return on investment. And also, the shareholders have the opportunity to receive benefits in the form of dividends and/or capital gains.
Others	<p>Board of Directors and/or authorized Directors of the Company and/or the person assigned by the Board of Directors or the Company's authorized Directors to have the power to;</p> <p>(1) set and/or amend conditions and other details which are necessary and appropriate in connection with the issuance of warrants, such as details of the offering.</p> <p>(2) Sign the necessary documents related to the issuance of warrants. This includes contacting and submitting applications for approval of such documents and evidence to government agencies or agencies related to the issuance of warrants. and the listing of the Warrants on the Stock Exchange of Thailand; and</p> <p>(3) Take any action as necessary and appropriate in connection with this issuance of warrants.</p>