

Capital Increase Report Form
DEMCO Public Company Limited
September 1, 2025

We, DEMCO Public Company Limited (the “**Company**”), hereby report the resolutions of the Board of Directors’ Meeting (Special) No. 7/2025 held on September 1, 2025 (the “**Board of Directors’ Meeting**”) in regard to a capital increase and share allotments, as follows:

1. Capital Decrease and Increase

- 1.1** The Board of Directors’ Meeting has resolved to approve for proposal to the Extraordinary General Meeting of Shareholder to consider and approve for the decrease of the registered capital of the Company from Baht 876,413,101 to Baht 750,978,655, divided into 750,978,655 ordinary shares with a par value of Baht 1.00 each, by cancelling 125,434,446 unsubscribed ordinary shares at the par value of Baht 1.00, totaling Baht 125,434,446 of the capital increase are as follows:
- 1.2** The Board of Directors’ Meeting has resolved to approve for proposal to the Extraordinary General Meeting of Shareholder to consider and approve for the increase of the registered capital of the Company in the amount of Baht 187,744,664, from the existing registered capital of Baht 750,978,655 to Baht 938,723,319, by issuing 187,744,664 newly issued ordinary shares with a par value of Baht 1.00 per share, The capital increase shall be carried out are as follows:

Type of Capital Increase	Type of Share	No. of Shares	Par Value (Baht/Share)	Total Value (Baht)
<input checked="" type="checkbox"/> specifying the purpose of utilizing proceeds	Ordinary shares	187,744,664	1.00	187,744,664
	Preferred shares	-	-	-
<input type="checkbox"/> (General Mandate)	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allotment of new shares

2.1 Type of specifying the purpose of utilizing proceeds

Allotted to	To accommodate the exercise of the DEMCO – W8 Warrants being offered to existing shareholders of the Company in proportion to their respective shareholdings ,excluding shareholders whose holding of such share would cause the Company to be under the obligation of any international laws (Preferential Public Offering : PPO)
No. of Share	Not exceeding 187,744,664 shares
Ratio (old : new)	Allocation Ratio : 4 ordinary shares for 1 unit of DEMCO – W8 Warrant Exercise Ratio : 1 unit of the DEMCO – W8 Warrant for 1 capital increase ordinary share

Sale price per share (Baht)	The DEMCO-W8 Warrants will be issued for non-consideration (0 Baht) by fixing the exercise price at 2.00 Baht per share
Subscription and payment period	The exercise of the rights to purchase the capital increase ordinary shares of the Company under the DEMCO-W8 Warrants shall be in accordance with the provisions concerning the exercise of the warrants stipulated in the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase the Capital Increase Ordinary Shares of DEMCO Public Company Limited (DEMCO – W8) (the “Terms and Conditions”)

Remark : The DEMCO-W8 Warrants shall be allocated to the existing shareholders of the Company on a pro rata basis to their respective shareholdings, excluding shareholders whose holding of such share would cause the Company to be under the obligation of any international laws (Preferential Public Offering : PPO) (after being approved by the Extraordinary General Meeting of shareholder No 1/2025 , which will be held on October 6, 2025) at no cost. The Company will issue and allocate the DEMCO-W8 Warrants to the shareholders whose names appear as shareholders of the Company on the date for determining the names of shareholders who shall be entitled to receive the DEMCO-W8 Warrant on October 15, 2025.

- 2.1.1 The Company’s plan in case there is a fraction of shares remaining
In the event that there are fractions of 1 share after the calculation, such fractions shall be rounded down.
- 2.1.2 In Case of the exercise right will be required to adjust upon the occurrence of the conditions of right adjustment as specified in the Terms and Condition, resulting that there will be the fraction of shares raised from the exercise of the DEMCO-W8 Warrants, those fraction of shares will be rounded down.

2.2 General Mandate

- None -

3. Schedule for the Extraordinary General Meeting of Shareholders to approve the capital increase and the allocation of shares

Extraordinary General Meeting of Shareholders No. 1/2025 will be held on October 6, 2025 at 14.00 p.m. Venue will be further informed. Moreover, the Board of Directors’ Meeting passed a resolution to specify September 15, 2025 as the date for determining the names of the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 (Record Date).

4. Approval of the capital increase / share allotment by the relevant governmental agency and related conditions (if any)

4.1 The Company will lodge applications with the Department of Business Development, Ministry of Commerce for registration of the increase of its authorized capital and paid- up capital.

4.2 The Company will obtain approval from the Stock Exchange of Thailand for listing the newly issued ordinary shares on the Stock Exchange of Thailand.

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

- a. To reserve for the exercise of warrants of the Company
- b. To use for the Company has a portion of capital that can support business expansion in the Future and as working capital for Operation.

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

- a. To strengthen the Company's financial status which will lead to greater opportunities to expand its business and to participate in large-scale contracting projects,
- b. To increase the ability to raise funds in the form of debt instruments or borrowing from financial institutions. And maintain financial Liquidity.

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

7.1 Dividend policy

The Company has a policy of paying dividends of no less than 40% of the Company's net profit each year on a non-consolidated basis, after deducting income tax, the legal reserve, and other reserves. The Board of Directors of the Company can decide not to follow such policy or change the policy under the condition that such policy benefits the shareholders in forms such as use their being used as reserved funds to repay loans, or used as investment funds for the Company's business expansion, or to react to future market conditions that which may affect the Company's cash flow.

7.2 Right for receiving dividend

If the Company pays dividends, shareholders who are allocated new ordinary shares shall have the right to receive dividends from the Company since the subscriber was registered as a Company shareholder. For warrant holders who exercise their right to convert warrants to ordinary shares, they will be entitled to receive dividend as shareholders of the Company when the registration of the paid up capital has been registered with the Department of Business Development.

8. Other details necessary for shareholders to approve the capital increase and share allotment:



-None-

9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase and allotment of new shares:

Procedure	Schedule
Board of Directors' Meeting Re: investment and capital increase	September 1, 2025
Notifying the SET of the resolutions of Board of Directors Meetings	September 1, 2025
The date for determining the names of the shareholders entitled to attend the Extraordinary General Meeting of Shareholders Meeting No. 1/2025 (Record Date)	September 15, 2025
Extraordinary General Meeting of Shareholders No. 1/2025	October 6, 2025
Notifying the SET of the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2025	October 6, 2025
Registration of capital increase and amendment to the Memorandum of Association with Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Extraordinary General Meeting of Shareholders
Record date for determining the shareholders who entitled to receive allocation of the DEMCO-W8 Warrants	October 15, 2025
Date of allocation of the DEMCO-W8 Warrants	It will be notified in later

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

Yours faithfully,
DEMCO Public Company Limited

 
(Mr.Nathapong Korom / Miss Ratchaneevpa Puipunthavong)
Director Authorized to sign