

(F 53-4)

Capital Increase Report Form
TWZ Corporation Public Company Limited
October 11, 2021

I, TWZ Corporation Public Company Limited (the "Company"), would like to report on the resolutions of the Board of Directors Meeting No. 9/2121 dated October 8, 2021 regarding capital reduction and increase of registered capital of the Company and allotment of capital increase shares as follows:

1. Capital reduction

The Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the reduction of the Company's registered capital from 1,651,114,875 Baht to 1,489,342,794.10 Baht by eliminating 1,617,720,809 unissued ordinary shares at a par value of 0.10 Baht per share, totaling 161,772,080.90 Baht. In this regard, the unsold ordinary shares are the remaining ordinary shares after the allocation to be offered to the existing shareholders in proportion, according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 amount 1,617,720,809 shares.

2. Capital increase

The Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the increase of the Company's registered capital from the original 1,489,342,794.10 Baht to 2,977,237,990.30 Baht for 14,878,951,962 shares with a par value of 0.10 (ten Satang) per share, totaling 1,487,895,196.20 Baht to support the issuance of newly issued ordinary shares of 4,964,475,981 shares, to support the exercise of the warrants to purchase the Company's ordinary shares No. 6 (TWZ-W6) in the amount of 4,964,475,981 shares, to support the exercise of the convertible debentures in the amount of 1,650,000,000 shares, and to support the exercise of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) in the amount of 3,300,000,000 shares by increasing the capital in the following manner.

Capital increase	Share types	Number of shares	Face value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the Purpose of Using Funds Form	Common shares,	14,878,951,962	0.10	1,487,895,196.20
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate Form	Common shares,	-	-	-
	Preferred shares	-	-	-

3. Allotment of newly issued shares

3.1 Specifying the Purpose of Using Funds Form

Allocate to	Number of shares	Ratio (original : new)	Selling price (Baht per share)	Date and time of subscription and payment of shares	Remarks
Existing ordinary shareholders of the Company in proportion to their shareholding (Rights Offering)	4,964,475,981 shares	3 existing ordinary shares : 1 new ordinary share	0.10	13 th - 17 th and 20 th December 2021 ¹	Please consider the remarks below
To support the exercise of the warrants to purchase the Company's ordinary shares No. 6 (TWZ-W6)	4,964,475,981 shares	1 new ordinary share : 1 unit of warrant No. 6	Shareholders will receive warrants free of charge (zero Baht) when subscribing and receiving allocated the newly issued ordinary shares according to the regulations and the conditions of the Company	After being approved by the Extraordinary General Meeting of Shareholders No. 2/2021, the offering will be completed within 1 year from the date that the shareholders' meeting has approved.	Please consider the remarks below
To support the conversion of convertible bonds	1,650,000,000 shares	45,132 existing shares: 1 unit of convertible bond	Shareholders will purchase convertible bonds at the price of 1,000 Baht per unit.	13 th - 17 th and 20 th December 2021 ¹	Please consider the remarks below
To support the issuance and offering of warrants to purchase ordinary shares	3,300,000,000 shares	1 unit of convertible debentures : 10,000 units of warrant	Shareholders will receive warrants free of charge (zero Baht) when subscribing and allocating the	After being approved by the Extraordinary General Meeting of Shareholders No. 2/2021, the	Please consider the remarks below

Allocate to	Number of shares	Ratio (original : new)	Selling price (Baht per share)	Date and time of subscription and payment of shares	Remarks
of the Company No. 7 (TWZ-W7)			convertible debentures offered to existing shareholders of the Company in the proportion to the number of shares held by each shareholder (Right Offering) according to regulations and the conditions of the Company	offering will be completed within 1 year from the date that the shareholders' meeting has approved.	

1/ To be changed depending on the shareholders' meeting

Remarks:

The Board of Directors Meeting No. 9/2021, dated October 8, 2021, resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021, which will be held on November 19, 2021 for consideration, approved as follows:

- 1) Resolved the issuance of newly issued ordinary shares in the amount not exceeding 4,964,475,981 shares with a par value of 0.10 Baht per share, totaling 496,447,589.10 Baht, to be issued and offered to the existing shareholders of the Company in proportion to their shareholding at the offering price of 0.10 Baht per share, which is the par value. By allocating at the ratio of 3 existing ordinary shares to 1 newly issued ordinary share in the case of fractions of shares, such fractions shall be rounded off and shareholders can subscribe for newly issued ordinary shares in excess of their rights, by allocating unsubscribed newly issued ordinary shares in the first allocation of the remaining shares to the shareholders who oversubscribe and the subscription price has been paid for all shares, by allocating the remaining shares to be in accordance with the original shareholding ratio of the shareholders who oversubscribe for each of those shares every round ("Right Offering").

In the case of subscription for newly issued ordinary shares to offer shares to existing shareholders in proportion to their shareholding (Right Offering), this results in any subscriber holding shares reaching or

crossing the point required by law to make a statement tenders for all securities of the Company. The subscriber is obliged to act in accordance with the relevant laws and regulations.

- 2) Resolved the issuance of warrants to purchase ordinary shares of the Company No. 6 ("TWZ-W6") in the amount not exceeding 4,964,475,981 units or equivalent to 25.00 percent of the Company's paid-up capital as of the date of the Board of Directors' meeting No. 9/2021, held on October 8, 2021 together with the number of ordinary shares to be issued and offered to the existing shareholders of the Company under the assumption that the whole amount of rights are exercised in order to allocate to the existing shareholders of the Company subscribed and allocated ordinary shares offered to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering), free of charge (zero Baht) at the ratio of 1 new unit of share per 1 unit of warrant No. 6 (TWZ-W6), with the term of 2 years from the date of issuance. The exercise ratio of warrants is 1 unit per 1 ordinary share and the exercise price is 0.10 Baht per share (except in the case of adjustment of the exercise price). In this regard, a brief description of TWZ-W6 appears in the summary of the preliminary details of the warrants to purchase ordinary shares of TWZ Corporation Public Company Limited No. 6 (TWZ-W6) to be issued and sold to the existing shareholders of the Company who subscribe newly issued shares in proportion to the number of shares held by each shareholder (Right Offering) and impact on shareholders.
- 3) Resolved the issuance and offer for sale of newly issued convertible debentures of the Company and granting the right to convert into ordinary shares of the Company. The total amount does not exceed 330,000 units, offering price 1,000 Baht per 1 unit of convertible debentures. The total offering value is not more than 330,000,000 Baht to the existing shareholders of the Company with rights to be allocated in proportion to their respective shareholdings (Right Offering) ("**Convertible debentures offered for sale to the existing shareholders**").

In this regard, the aforementioned convertible debentures of not more than 330,000 units shall be allocated to the existing shareholders of the Company with rights to be allocated in proportion to their respective shareholdings (Right Offering) in the allocation ratio of 45,132 existing shares per 1 unit of convertible debentures. If there is a fraction from the calculation, it must be eliminated in all cases by any shareholders of the Company who holds less than 45,132 shares will not have the right to subscribe for convertible bonds (but can subscribe for more than their rights) and existing shareholders who are entitled to be allocated can subscribe for convertible debentures according to their rights less than right or beyond their rights or waive the right not to subscribe for the convertible bonds offered for sale at this time, whereby the Company will allocate the convertible bonds to the shareholders who have subscribed accordingly to the full amount first. If there are convertible bonds remaining from the allocation, the Company will allocate the remaining convertible bonds to

the shareholders who subscribe and pay for the convertible bonds in excess of their rights (until there are no convertible bonds left to be allocated) in accordance with the following rules:

- (1) In the event that the remaining convertible debentures are more than the total number of demands of all oversubscribed shareholders combined, all oversubscribed shareholders will be allocated according to the needs of the oversubscribed shareholders.
- (2) In the event that the remaining convertible debentures are less than the total number of oversubscribing shareholders, the oversubscribing shareholders will be allocated the oversubscribed convertible debentures in proportion to their original shareholding as cycle until there are no more convertible debentures that are oversubscribed.

In this regard, the Company has the right to, in its sole discretion, not offer or allocate the above convertible debentures to any existing shareholders if the offering or allotment of such convertible debentures may result in (A) it is a violation of any law or regulation of Thailand or abroad, or the Articles of Association of the Company; or (B) as a result, the Company have a duty to perform or have to take any action in addition to those required to comply with the regulations relating to the issuance and offering of securities under Thai law; or (C) not in accordance with the methods, rules, and conditions set forth in the allocation of the Company. However, the Company has the right, in its sole discretion, to offer and allocate such convertible debentures to certain existing shareholders outside Thailand by virtue of the exemptions available under foreign law.

- 4) Resolved the issuance and offering of warrants to purchase ordinary shares of the Company No. 7 ("TWZ-W7") in the amount of not more than 3,300,000,000 units or 22.16 percent of the Company's paid-up capital, as of the Board of Directors' meeting date. The Company No. 9/2121, convened on October 8, 2021 for the existing shareholders of the Company subscribing and allocating convertible debentures offered to existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) free of charge (zero Baht) at the ratio of 1 unit of convertible debentures per 10,000 units of warrants No. 7 (TWZ-W7). The warrants are valid for 2 years from the date of issuance. The exercise ratio of warrants is 1 unit per 1 common share and the exercise price is 0.10 Baht per share (except in the case of adjustment of the exercise price). In this regard, a brief description of TWZ-W7 appears in the summary of the preliminary details of the warrants to purchase ordinary shares of TWZ Corporation Public Company Limited No. 7 (TWZ-W7) to be issued and proposed to sell the existing shareholders of the Company subscribing and allocating convertible debentures offered to existing shareholders in proportion to their shareholding and impact on shareholders.
- 5) Resolved the reduction of the registered capital of the company in the amount of 161,772,080.90 Baht from the original registered capital of 1,651,114,875 Baht divided into ordinary shares 16,511,148,750 shares with a par value of 0.10 Baht per share and 1,489,342,794.10 Baht divided into ordinary shares 14,893,427,941 shares

with a par value of 0.10 Baht per share. In this regard, the unsold ordinary shares are the remaining ordinary shares from the allocation to be offered to the existing shareholders in proportion. According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2564, amounting to 1,617,720,809 shares.

- 6) Resolved in the increase in the registered capital of the company in the amount of 1,487,895,196.20 Baht from the original registered capital 1,489,342,794.10 Baht divided into ordinary shares 14,893,427,941 shares with a par value of 0.10 Baht per share and 2,977,237,990.30 Baht divided into ordinary shares 29,772,379,903 shares with a par value of 0.10 Baht per share by issuing new ordinary shares 14,878,951,962 shares with a par value of 0.10 Baht per share to support the issuance of the number of newly issued ordinary shares 4,964,475,981 shares, the issuance of warrants to purchase ordinary shares of the Company No. 6 (TWZ-W6) in the amount of 4,964,475,981 shares, to support the issuance of convertible bonds 1,650,000,000 shares, and issuance of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) in the amount of 3,300,000,000 shares.
- 7) Resolved the allocation of newly issued ordinary shares 14,878,951,962 shares with a par value of 0.10 Baht per share to support the issuance of the Company's newly issued ordinary shares, the issuance of warrants to purchase the Company's ordinary shares No. 6 (TWZ-W6), the issuance of offer for sale of convertible debentures, and issuance of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) with details as follows:
 - 7.1) Allocation of newly issued ordinary shares to support the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at the rate of 3 existing shares per 1 new ordinary share, not exceeding 4,964,475,981 shares with a par value of 0.10 Baht per share, totaling 496,447,598.10 Baht to existing shareholder of the Company with the offering price at 0.10 Baht per share which is equal to par value.
 - 7.2) Allocation of newly issued ordinary shares to support the issuance and offering of warrants to purchase ordinary shares of the Company No. 6 (TWZ-W6) in an amount not exceeding 4,964,475,981 shares with a par value of 0.10 Baht per share or 25.00 percent of the Company's paid-up capital as of the Board of Directors' meeting No. 9/2021, held on October 8, 2021 to the existing shareholders who subscribe for the newly issued ordinary shares of the Company in proportion to their subscription (Right Offering) free of charge (zero Baht) at the ratio of 1 new ordinary share per 1 unit of warrant No. 6 (TWZ-W6), equivalent to not more than 4,964,475,981. The warrants are valid for no more than 2 years, from the date of issuance of the warrants, the exercise ratio is 1 unit of the warrants per 1 common share, and the exercise price is 0.10 Baht per share (except in the case of adjustment of the exercise price).

7.3) Allocation of newly issued ordinary shares to support the issuance and offering of convertible debentures in the total amount not exceeding 1,650,000,000 shares with a par value of 0.10 Baht per share, representing an allocation of convertible bonds of the Company in the amount of not more than 330,000 units, offering price of 1,000 Baht per 1 unit of convertible bonds. The total offering value is not more than 330,000,000 Baht to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding. By specifying the conversion ratio, 1 unit of convertible bond can be converted into 5,000 ordinary shares at an exercise price of 0.20 Baht per share. However, the said conversion price and rate are higher than the market price of the Company's ordinary shares and is subject to change as a result of the conversion price adjustment in accordance with the conditions that will be further set forth in the terms of rights.

7.4) Allocation of newly issued ordinary shares to support the issuance and offering of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) in the amount not exceeding 3,300,000,000 shares with a par value of 0.10 Baht per share or equivalent to 22.16% of the Company's paid-up capital as at the Board of Directors' meeting No. 9/2021, held on October 8, 2021, to shareholders who subscribe for convertible debentures in proportion to the number of shares held by each shareholder (Right Offering) free of charge (zero Baht) in the ratio of 1 unit of convertible debentures per 10,000 units of warrant No. 7 (TWZ-W7), not exceeding 3,300,000,000 units.

To calculate the proportion of common shares to support the whole amount of newly issued ordinary shares, the company has calculated based on 4 scenarios according to the subscription of the newly issued ordinary shares of the existing shareholders. Because the number of registered ordinary shares will change depending on the number of shares reserved for the exercised of the warrants No. 6 which is divided into the following scenarios below:

- In case no subscription of RO
- In case of 50% subscription of RO
- In case of 75% subscription of RO
- In case of full subscription of RO

Registered capital before the issuance of RO	14,893,427,941	shares
Issuance of supporting shares - RO	4,964,475,981	shares
Registered capital after the issuance of RO	19,857,903,922	shares
Issuance of supporting shares - TWZ-W6	4,964,475,981	shares
Issuance of supporting shares - Convertible Bond	1,650,000,000	shares
Issuance of supporting shares - TWZ-W7	3,300,000,000	shares

<u>Total</u> increase registered capital	9,914,475,981	shares
New registered capital	29,772,379,903	shares
No subscription of RO		
Paid-up capital	14,893,427,941	
<u>Total</u> increase registered capital	4,950,000,000	
50% subscription of RO		
Paid-up capital	17,375,665,932	
<u>Total</u> increase registered capital	7,432,237,991	
75% subscription of RO		
Paid-up capital	18,616,784,927	
<u>Total</u> increase registered capital	8,673,356,986	
Full subscription of RO		
Paid-up capital	19,857,903,922	
<u>Total</u> increase registered capital	9,914,475,981	
No subscription of RO	33.24%	
50% subscription of RO	42.77%	
75% subscription of RO	46.59%	
Full subscription of RO	49.93%	

3.1.1 Actions of the Company in the case of fractional shares

In the event of a fraction of a share, the fraction of the share shall be discarded in all cases.

3.2 General Mandate Form

Allocate to	Security types	Number of shares	Percent Paid-up capital ^{1/}	Remarks
Existing shareholder	Common shares,	.....	.....	.....
	Preferred shares	.....	.....	.....
To support the conversion/ Exercise the right of the TSRs to purchase the transferable capital increase shares		.....	.....	.....

People	Common shares,	.....	.....	.....
	Preferred shares	.....	.....	.....
Private placement	Common shares,	.....	.....	.....
	Preferred shares	.....	.....	.....

^{1/}Percent of paid-up capital as of the date the Board of Directors resolved to increase the capital by General Mandate Form

4 Determine the date of the Extraordinary General Meeting of Shareholders for approval of the capital increase and the allocation of newly issued shares

The date of the Extraordinary General Meeting of Shareholders for the year 2021 is scheduled on Friday, November 19, 2021 at 10.00 via electronic media (E-EGM) by:

- Determine the closing date of the registration to suspend the transfer of shares for the right to attend the shareholders' meeting from the day until the said shareholders' meeting is completed.
- Determine the names of shareholders who are entitled to attend the shareholders' meeting, shareholders who are entitled to the offering of newly issued ordinary shares in the IPO and shareholders who are entitled to subscribe convertible debentures (Record Date) on October 26, 2021.

5 Approval for capital increase/allotment of new shares to relevant government agencies and conditions for applying for permission (if any)

5.1. The Company will register the capital reduction / capital increase, amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date that the Extraordinary General Meeting of Shareholders resolved to approve the increase of registered capital, and proceed to register the change of paid-up capital within 14 days from the date of receipt of payment for the shares in full.

5.2. The Company will apply for permission from the Stock Exchange of Thailand to accept newly issued ordinary shares as listed securities.

6 Objectives of the capital increase and the use of additional funds

The overall capital increase objective is to use as a reserve fund for the Company's future business expansion, including investment in electric vehicle business and/or hemp-marijuana business and Kratom plants; including other herbs and/or business related to the Company's current business and/or other businesses that can generate satisfactory returns to the Company in the future, including to settle financial institution debts and other contingent liabilities and use as working capital for the Company, the Company would like to summarize the objectives of the capital increase classified by type of capital increase as follows:

- 6.1 Proceeds from the issuance of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in the amount of 496,447,598.10 Baht for debt repayment of debentures as well as business operations to support other business expansions in the future and for used as working capital.

Remarks

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in new business projects. Any other additions in the future that the company considers to have good returns and benefits to the Company and its shareholders, the Company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets.

- 6.2 Proceeds from the issuance of warrants to purchase ordinary shares of the Company No. 6 (TWZ-W6) to the existing shareholders who subscribe for the newly issued ordinary shares of the Company in the amount of 496,447,598.10 Baht as additional investment in the business that currently operating as well as the future business that the Company expects will bring more income and returns and result in an improvement in the performance of the Company, which is in the best interests of the Company and its shareholders.

- Reserve fund for future business in the amount of 300,000,000 Baht
- To be used as working capital in the company's business 196,447,598.10Baht

Remarks

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in new business projects. Any other additions in the future that the Company considers to have good returns and benefits to the Company and its shareholders, the Company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets.

6.3 The capital increase from the issuance of convertible debentures to the existing shareholders of the Company in the amount of 330,000,000 Baht, with the objectives as follows:

- To further invest in the business that it currently operates, as well as in the future business that the Company expects will bring in additional income and returns and result in an improvement in the Company's performance, which is the maximum benefit to the company and its shareholders are electric vehicle business in the amount of 100,000,000 Baht and hemp-marijuana business and Kratom plants, including other herbs in the amount of 50,000,000 Baht.
- Repay loans from financial institutions and other contingent liabilities in the amount of 100,000,000 Baht.
- To be used as working capital for the Company's business operations and reserve funds for future businesses of 80,000,000 Baht.
- To reserve for repayment of bonds in case that the money received from the fundraising of newly issued ordinary shares is not enough

Remarks

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in new business projects. Any other additions in the future that the Company considers to have good returns and benefits to the Company and its shareholders, the Company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets.

6.4 Proceeds from the issuance of warrants to purchase ordinary shares of the Company No. 7 (TWZ-W7) to shareholders who subscribe for convertible debentures offered to existing shareholders in proportion to 330,000,000 Baht to repay the convertible debentures. If the convertible debentures are not exercised as well as to serve as a reserve fund for the Company's future business expansion including related businesses and to expand the business to increase revenue and create good returns for the Company and repay loans from financial institutions and to use as working capital for operations.

Remarks

The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in new business projects. Any other additions in the future that the Company considers to have good returns and benefits to the Company and its shareholders, the Company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets.

The detailed summary of the Objectives of fundraising classified by each type of fundraising and the use of fundraising shown as follows table:

No.	Details	Amount	% of Capital Increases	Period
1.	To repay bonds	420,000,000.00	25.41%	withinQ1 2022
2.	To invest in the current business	150,000,000.00	9.08%	withinQ4 2022
3.	To invest in the future business	340,000,000.00	20.57%	withinQ4 2022
4.	To repay the convertible bonds	330,000,000.00	19.96%	withinQ2 2024
5.	To repay loans from financial institutions and other interest-bearing debts	100,000,000.00	6.05%	withinQ1 2022
6.	To be used as working capital of the Company	312,895,196.20	18.93%	withinQ1 2022
	รวม	1,652,895,196.20	100.00%	

Remarks

The use of funds may be changed according to the amount of fundraising and the appropriateness of investment in each situation to invest in any new business projects in the future that the Company considers to have good returns and benefits to the Company and the shareholders, the Company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets

7 Benefits that the company will receive from the capital increase/share allotment

7.1 Increase working capital for the Company's business operations

7.2 Strengthen the capital building and financial position of the Company to support the expansion of the Company's business. As a result, the Company has more income and profit from operating the business, which will enable the Company to pay dividends to shareholders in the future if the profit target is achieved.

7.3 Reduce interest expenses and reduce liquidity, because some of the capital increase will be used to repay loans from financial institutions and debentures to reduce the risk that the Company will default on loans and debentures; and also reduce the burden of paying interest.

7.4 Issuance of newly issued ordinary shares and convertible debentures will enable the Company to repay the bond due on January 24, 2022 as its maturity.

8 Benefits that the shareholders will receive from the capital increase/share allotment

8.1 Increase liquidity, shareholders have the convenience of trading securities from increased liquidity.

8.2 Dividend Policy, shareholders will receive a return in the form of dividends as the Company proceeds to increase capital will bring working capital in the electric vehicle business, hemp-marijuana business, and

Kratom plants; including other herbs and related businesses that have the potential to generate satisfactory returns in the future for the Company. This will result in the Company having more profit from operating results. However, the Company has a policy to pay dividends to shareholders at the rate of not less than 40 percent of net profit after tax and legal reserve. In this regard, the Board of Directors has the power to consider exempting from the implementation of the said policy or change such policy from time to time, under the conditions that such action must be in the best interests of the shareholders, such as use as a reserve for loan repayment, as an investment for expanding the Company's business, or in the event of a change in market conditions. This may affect the Company's cash flow in the future.

8.3 The Company receives more capital to allow the Company to continue its business and increase the ability to invest in other businesses that will help strengthen the financial position, which will increase the Company's securities value in the long run.

9 Any other details necessary for the shareholders to use in the decision to approve the capital increase / allotment of new shares

- Capital increase and allocation of newly issued ordinary shares to support the exercise of the warrants offered for sale to the existing ordinary shareholders of the Company will cause impacts on the Company's shareholders, with details in attachments 1-3 (under Dilution Effect) of Report of the resolution of the Board of Directors No. 9/2021
- Shareholders will be allocated 5,000 existing bonds per 1 unit of convertible bonds. If there is a fraction from the calculation, it must be eliminated in all cases. Any shareholder of the Company holding less than 5,000 shares will not have the right to subscribe for convertible bonds (but can subscribe for more than their rights).

10 Opinion of the Board of Directors

10.1 Rationale and necessity of the capital increase

The Board of Directors is of the opinion that The Company is necessary to increase its registered capital and issue new ordinary shares to be offered to the existing shareholders in proportion to their shareholding (Rights Offering) together with the newly issued ordinary shares to support the exercise of the warrants. No. 6 (TWZ-W6) to allocate to the existing shareholders of the Company who subscribed and allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their respective shareholdings (Rights Offering) and the issuance and offering of convertible debentures to the shareholders in proportion (Rights Offering) together with the newly issued ordinary shares to support the exercise of the convertible debentures; including the exercise of rights under the Warrant No. 7 (TWZ-W7) to allocate to the existing shareholders of the Company who subscribed and allocated convertible debentures issued and

offered to this existing shareholders in proportion shareholding (Rights Offering) as the Company has a plan to pledge the money received from the offering for capital increase to use for the purpose according to the details mentioned in Clause 6.

In addition, considering the different ways of offering shares, the Board of Directors has considered and is of the opinion that the issuance and offering of new ordinary shares to this existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering); including the issuance and offering of convertible debentures to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) is an appropriate fundraising approach, and in line with the objective of this capital increase, which will make the company receive capital in a short time. In addition, the offering of capital increase shares to the existing shareholders in proportion to their respective shareholding proportions gives the shareholders of the participating companies the right to subscribe for the newly issued shares; and have the right to receive returns from the performance of the Company together in the future.

10.2 Possibility of a plan to use the proceeds from the IPO

The Company expects to complete the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion (Rights Offering) and convertible debentures to the existing shareholders (Rights Offering) within 2021*; the Company will use the money received from the capital increase to use for the purpose as detailed in Clause 6 above.

Remarks: The period for which the Company will receive the money may change according to the time of the subscription date, which depends on the date of the Extraordinary General Meeting No. 2/2021.

10.3 Reasonableness of the capital increase, plans for the use of proceeds from the offering, and the adequacy of funding sources

The Board of Directors approved of the issuance and offering of newly issued ordinary shares to shareholders in proportion to their respective shareholdings (Rights Offering) together with newly issued ordinary shares to support the exercise of the Warrants No. 6 (TWZ-W6) and to allocate to shareholders who subscribe and allocate newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Rights Offering); and issuance and offering of convertible debentures to shareholders on a proportional basis (Rights Offering); together with the newly issued ordinary shares to support the exercise of convertible debentures; including the exercise of rights under the warrant No. 7 (TWZ-W7) to allocate to the existing shareholders of the Company who subscribed and allocated convertible debentures issued and offered to this existing shareholders in proportion Shareholding (Rights Offering). It is reasonable and in the

best interest of the Company and all shareholders as the Company plans to use the money raised from this fundraising for the purpose specified in the details mentioned in Clause 6.

However, in the event that all the newly issued ordinary shares that the Company issued and offered for sale at this time are fully subscribed. The Company will be able to raise funds in the amount of approximately 496,447,598.10 Baht, which the Company plans to use the money for debt repayment as well as business operations to support other business expansions in the future; and to use as working capital of the Company as for the issuance of newly issued ordinary shares, to support the exercise of warrants No. 6 (TWZ-W6). If the shareholders exercise their rights to purchase the newly issued ordinary shares under the Warrant No. 6 (TWZ-W6) in full, the Company will be able to raise funds approximately 496,447,598.10 Baht. The Company plans to use the money that has been exercised to purchase such capital increase shares as an additional investment in the business that is currently operating as well as future business that the company expects to bring in revenue.

In addition, in the issue of new ordinary shares to support the conversion of debentures in the event that all the newly issued ordinary shares that the Company issued and offered for sale at this time are fully subscribed. The Company will be able to raise funds in the amount of approximately 330,000,000.00 Baht which the Company plans to use the money to invest more in the business that it currently operates, as well as in the future business that the Company expects to bring in revenue. Increased returns and resulted in an improvement in the Company's performance, which is the most beneficial to the Company and its shareholders are the electric vehicle business, the hemp-marijuana business, and Kratom plants, as well as a number of other herbs. Including repayment of financial institution loans and other contingent liabilities and to use as working capital for the Company's business operations and reserve funds for future business. For the issuance of newly issued ordinary shares to support the exercise of warrants No. 7 (TWZ-W7). In the event that the shareholders exercise their rights to purchase the newly issued ordinary shares under the warrant No. 7 (TWZ-W7) in full. The Company will be able to raise funds approximately 330,000,000.00 Baht, which the Company plans to use the money to pay off the convertible bonds if the convertible bonds are not exercised as well as to serve as a reserve for the Company's future business expansion, including businesses that related and extending to the business to increase revenue and create good returns for the Company and repay loans from financial institutions and to use as working capital for operations in the best interests of the Company and its shareholders.

10.4 Expected impact on the Company's business operations as well as financial position and the performance of the Company

The Board of Directors is of the opinion that issuance and offering of newly issued ordinary shares to the shareholders in proportion (Rights Offering) together with the newly issued ordinary shares for the exercise of the warrants No. 6 (TWZ-W6) to allocate to the existing shareholders of the company who subscribed and received the allocation of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Rights Offering) and the issuance and offering of convertible debentures to shareholders on a proportional basis (Rights Offering) together with newly issued ordinary shares to support the exercise of convertible debentures; including the exercise of rights under the warrant No. 7 (TWZ-W7) to allocate to the existing shareholders of the Company who subscribed and allocated convertible debentures issued and offered to the existing shareholders in proportion Shareholding (Rights Offering) is the implementation of the company's financing plan. This will enable the Company to use the proceeds from the capital increase for the purpose according to the details mentioned in Cluse 6 above. The action as mentioned above will be beneficial to the Company's business operations and it is beneficial to the Company to strengthen its cash flow and financial position, which will reduce the Company's debt-to-equity ratio and help to strengthen the Company's financial liquidity. However, in the capital increase from the issuance and offering of capital increase shares this time. This will result in a better overall financial status of the Company, which will result in a stable financial position of the Company.

11 Testimonials of the board of directors regarding the capital increase

In the event that the Company's directors fail to perform duties in accordance with the law, objectives, and articles of association of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company in matters relating to the capital increase. By doing or refraining from doing any act that does not perform such duty and causing damage to the Company, the Company can claim compensation from the said director. However, if the Company does not claim such compensation, shareholders holding a total of not less than 5% of the total paid-up shares may notify the Company to make a claim and if the Company does not take action as informed by the shareholders, such shareholders can sue for damages from the said director on behalf of the Company, according to Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments thereto). In addition, if any action or omission of the director which does not perform duties in accordance with the law, objectives, and articles of association of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company. In matters relating to the capital increase causing the directors, executives, or related persons to gain unlawful benefits, the Company may sue the directors to be responsible for returning such benefits to the Company or shareholders holding shares and having voting rights of not less than 5 percent of the total number of voting rights of the Company. It will notify the Company to do so. If the Company fails to act as informed by the shareholder within 1 month from the date of receipt of the

notification, such shareholder can exercise the right to claim the benefit from the director on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act. B.E. 2535 (including any amendments).

12. Timetable of action in the event that the Board of Directors has a resolution to increase capital / allotment of new shares

No.	Process steps	Day Month Year
1.	Board of Directors Meeting No. 9/2021	8 October 2021
2.	Date of determination of names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2021, shareholders who are entitled to receive the newly issued ordinary shares in the offering of shares of the Right Offering and the holders of shares entitled to subscribe for convertible bonds (Record Date)	26 October 2021
3.	Date of the Extraordinary General Meeting of Shareholders No. 2/2021 to request approval on various matters related	19 November 2021
4.	Execute the registration of capital reduction, capital increase and registration of amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	within 14 days from Extraordinary meeting date Shareholders No. 2/2021 approved
5.	Subscription date for newly issued ordinary shares and convertible debentures*	13 th - 17 th and 20 th December 2021

Remarks: The period of the subscription date, there is still uncertainty based on the date of the Extraordinary General Meeting No. 2/2021

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

Signature.....authorized director to sign on behalf of the Company

(Mr. Kittipong Kittipassorn)

Signature.....authorized director to sign on behalf of the Company

(Ms. Khaikhae Cherdvisawaphan)