

**The Information Memorandum of the offering of newly issued ordinary shares to directors, executives, and employees of Peerapat Technology Public Company Limited and those of its subsidiaries ("PRAPAT ESOP SCHEME")**

Peerapat Technology Public Company Limited (the "**Company**") plans to issue and offer the newly issued ordinary shares of the Company of not exceeding 18,699,000 (Eighteen Million Six Hundred and Ninety-nine Thousand) shares, which will be allocated to directors, executives, and employees of the Company and those of its subsidiaries. The details are as follows:

**1. Objectives and Necessity:**

- 1.1 To reward the contributions and performance of the Company's directors, executives, employees and those of its subsidiaries who have shown exceptional dedication towards advancing the Company's interests and enhancing shareholder value.
- 1.2 To serve as an incentive for retaining executives and employees of the Company and those of its subsidiaries who have highly skilled and irreplaceable personnel, thereby encouraging them to continue their association with the Company over the long term to achieve strategic business objectives.
- 1.3 To maintain personnels with knowledge and ability to continue working with the Company over the long term.
- 1.4 To align employees' interests more closely with those of the shareholders by offering them a stake in the Company, fostering a shared commitment to the Company's success and prosperity.
- 1.5 The cash received from the offering ESOP will provide the Company with additional cash inflows for use as working capital in the business.

**2. Preliminary details of ESOP shares**

<b>Name of securities</b>	: The ordinary shares of Peerapat Technology Public Company Limited issued to the directors, executives, and employees of the Company and those of its subsidiaries (" <b>ESOP shares</b> ")
<b>Type</b>	: Newly-issued ordinary share
<b>Number of ESOP</b>	: Not exceeding 18,699,000 (Eighteen Million Six Hundred Ninety-nine Thousand) shares, at the par value of THB 0.50 (Fifty Satang), accounting for approximately 5.00 (Five) percent of the 373,999,708 (Three Hundred Seventy-three Million Nine Hundred Ninety-nine Thousand Seven Hundred and Eight) shares, which are the total number of paid-up shares of the Company as of the date that the Company has proposed the 2024 Annual General Meeting of

Shareholders to approve the PRAPAT ESOP SCHEME.

- Issuance date** : The issuance date will be determined by the President of the Company or the person delegated by the Board of Directors upon the fact that after the Company has been approved by 2024 Annual General Meeting of Shareholders to issue and offer ESOP shares according to the PRAPAT ESOP SCHEME.
- Offering method** : This issuance of ESOP shares will be offered to the directors, executives, and employees of the Company and those of its subsidiaries. The President of the Company or the person delegated by the Board of Directors will be authorized to consider and determine other details and conditions in relation to the issuance and offering of the ESOP shares under the criteria, conditions, and methods to be specified and approved by the shareholders' meeting.
- Offering price per share** : The offering price of ESOP shares under the PRAPAT ESOP SCHEME will be determined by the President of the Company or the person delegated by the Board of Directors.

The offering price of such ESOP shares can be discounted but must not exceed 10 (Ten) percent of the market price as specified in the Notification of the Capital Market Supervisory Board regarding the calculation of the securities offering price and determination of the market price for consideration of the offering of the newly- issued shares.

“Market price” means the weighted average price of shares on the SET over the past 15 (Fifteen) consecutive business days before the date the ESOP shares are issued and offered for sale.

“The date of setting the offering price” means the date on which the President of the company or the person delegated by the Board of Directors set to be the date of issuance and offering of ESOP shares under the PRAPAT ESOP SCHEME. The subscription date of ESOP will be announced within 2 (Two) business days before the day that offers ESOP shares. The offering period will be 5 (Five) business days.

**Offering period** : The Company shall issue and offer of ESOP shares within 1 (One) year from the date that the meeting of the Shareholders of the Company resolved to approve the issuance and offering of the ESOP shares. The Company will offer ESOP shares at one time.

**Rights and benefits other than those normally attached to the ordinary shares** : -None-

**Secondary market of the ESOP shares** : The Company will list the issued ESOP shares as the securities on the MAI Stock Market. (“MAI”) or the Stock Exchange that common shares of the Company are listing in that time.

### **3. Criteria and conditions for the allocation and exercise of the ESOP shares**

The Company will allocate the ESOP shares in the amount of not more than 18,699,000 (Eighteen Million Six Hundred and Ninety-nine Thousand) of ESOP shares, at the par value of THB 0.50 (Fifty Satang) per share, whereby 6,700,000 (Six Million and Seven Hundred Thousand ) shares shall be allocated to directors accounting for 35.83 (Thirty-five Point Eight Three) percent of the total ESOP shares offered for sale and 11,999,000 (Eleven Million Nine Hundred and Ninety-nine Thousand) shares shall be allocated to executives and employees of the Company and those of its subsidiaries, accounting for 64.17 (Sixty-four Point One Seven) percent of the total number of ESOP shares offered for sale.

#### **3.1 Criteria and conditions for the allocation of the ESOP shares**

3.1.1 The President of the Company or the person delegated by the Board of Directors assigned by the 2024 Annual General Meeting of Shareholders shall have the authority to operate the following actions:

- (1) To consider determining the names of executives and employees and those of its subsidiaries who are entitled to be allocated ESOP shares and the number of ESOP shares that each of such executives and employees will receive.

The details of the names of all directors who are entitled to be allocated ESOP shares and the number of ESOP shares that each of such directors will be allocated, are shown in Item 4.

- (2) To change, increase or decrease the number of ESOP shares of executives, employees which and those of its subsidiaries that have already been allocated.

In this regard, to allocate the ESOP shares by Item (1) or the change in amount of ESOP shares by Item (2), no directors, executive, employee and those of its subsidiaries will be allocated ESOP shares in excess of 5 (Five) percent of this total number of ESOP shares offered for sale.

3.1.2 The qualifications of the directors, executives, employees and those of its subsidiaries who will be entitled to the allocation of the ESOP shares:

(1) Directors:

The directors who will be entitled to receive the allocation of the ESOP shares shall be the directors of the Company or of its subsidiaries as of the date of the issuance and offering of ESOP shares to directors, executives, and employees according to the PRAPAT ESOP SCHEME. In this regard, independent director of the Company will be allocated the ESOP shares of not exceeding 1.00 (One Point Zero Zero) percent of the total number of shares with voting rights of the Company.

(2) Executives and Employees:

Executives and employees who will be entitled to receive the allocations of ESOP shares must hold positions as executives and employees of the Company or its subsidiaries exceeding a minimum duration specified by the President of the Company or by the person delegated by the Board of Directors before the date for determining to name of recipient of ESOP shares. Moreover, such person shall not under probation period at the time of determination. And such executives and employees must also be actively serving as executives or employees, occupying their respective roles or engaged in work for the Company or its subsidiaries on the issuance and offering date of the ESOP shares to directors, executives, and employees under the PRAPAT ESOP SCHEME.

(3) The numbers of the ESOP shares to be allocated to each of the directors, executives, employees and those of its subsidiaries are not required to be the same amount. The numbers of the allocation will depend on the position, experience, years of work, performance, potential, as well as benefits which they have provided to the Company or its subsidiaries.

(4) Other cases apart from Clause (1), (2), and (3) shall be considered by the President of the Company or the person delegated by the Board of Directors to be the consider in special case.

3.1.3 In the case that the directors, executives, and/or employees of the Company and those of its subsidiaries undersigned hereby formally declines the option to subscribe to ESOP shares at the time such shares are offered for sales, the President of the Company or the person delegated by the Board of Directors will be able to determine the name of other executives and/or employees who may be entitle to receive the allocation of ESOP shares in lieu of the undersigned, within the offering period, subject to compliance with the relevant rules and regulations. However, the names of these substitute executives and/or employees and those of its subsidiaries, designated to be allotted ESOP shares in replacement of the undersigned, are explicitly specified herein. Furthermore, it shall be established that no individual executive or employee shall be

apportioned ESOP shares in excess of 5 (Five) percent of the total number of ESOP shares offered for sale.

In this regard, ESOP shares that will be offered to directors will have an offering price and terms and conditions of securities that are no better than ESOP shares that will be offered for sale to executives and employees.

**3.2 Procedures for offering of the newly -issued ordinary share**

The Company will offer ESOP shares of not exceeding 18,699,000 (Eighteen Million Six Hundred and Ninety-nine Thousand) shares to directors, executives, employees and those of its subsidiaries. The President of the Company or the person delegated by the Board of Directors shall have power to consider and determine the date of issuance and offering of ESOP (the "**Subscription Date**"), the offering price of ESOP shares (which shall be established in accordance with the criteria set forth in the section entitled "**Offering Price per Share**"), and the number of ESOP shares that will be allocated to individual employees. Such determinations shall take into consideration the scope of the recipients' duties and responsibilities, as well as the results and benefits rendered to the Company.

In this regard, in the allocation of ESOP shares that will be issued and offered for sale to each director, executive, employees and those of its subsidiaries, there shall be no director, executive, and employee whom will be allocated ESOP shares in excess of 5 (Five) percent of the total number of ESOP shares offered for sale. And the offering price of ESOP shares can be discounted but must not exceed 10 (Ten) percent of the market price as specified in the Notification of the Capital Market Supervisory Board regarding the calculation of the securities offering price and determination of the market price for consideration of the offering of the newly- issued shares.

“Market price” means the weighted average price of shares on the SET over the past 15 (Fifteen) consecutive business days before the date of setting the offering price.

“The date of setting the offering price” means the date on which the President of the Company or the person delegated by the Board of Directors sets to be the date of issuance and offering of ESOP shares under the PRAPAT ESOP SCHEME. The subscription date of ESOP will be announced within 2 (Two) business days before the day that offers ESOP shares. The offering period will be 5 (Five) business days.

**4. List of all directors who will be entitled to the allocation of the ESOP shares and the number of ESOP shares which will be allocated to the directors, executives, and employees of the Company and those of its subsidiaries**

No	Director's names	Position	Number of ESOP	Percentage (%) of the total ESOP
1.	Mr. Bowon Vongsinudom	Chairman of the Board of Directors/Independent Director	500,000	2.67
2.	Mr. Suebpong Ketnute <sup>2/</sup>	Vice Chairman of the Board of Directors/President	900,000	4.81
3.	Mr. Veerapong Luesakul <sup>2/</sup>	Director / Vice President	900,000	4.81
4.	Mr. Annop Julaphan <sup>2/</sup>	Director / Chief Officer Operations, Manufacturing Sector	900,000	4.81
5.	Mr. Suebpong Atichartakarn <sup>1/</sup>	Director	500,000	2.67
6.	Mr. Sopon Sikkakosol	Director	500,000	2.67
7.	Ms. Chonatee Twiltermsup <sup>1/</sup>	Director	500,000	2.67
8.	Mr. Surachai Sothivorakul	The Chairman of the Audit Committee / Independent Director	500,000	2.67
9.	Mr. Pramoth Singhanue <sup>1/</sup>	The Member of the Audit Committee / Independent Director	500,000	2.67
10.	Mr. Thanachat Thanasettagone <sup>1/</sup>	The Member of the Audit Committee / Independent Director	500,000	2.67
11.	Mr. Satit Anantasomboon	Independent Director	500,000	2.67
<b>Total (Allocation for Directors)</b>			<b>6,700,000</b>	<b>35.83</b>
12.	Employees of the Company and its subsidiaries		11,999,000	64.17
<b>Total</b>			<b>18,699,000</b>	<b>100.00</b>

<sup>1/</sup> director who is vacated from their position during the 2024 Annual General Meeting of Shareholders is eligible for nomination and subsequent reappointment for an additional term. The allocation of ESOP shares to such directors shall be contingent upon and effective only after the formal ratification of their reappointment by the shareholders at the 2024 Annual General Meeting.

<sup>2/</sup> Mr. Suebpong Ketnute, Mr. Veerapong Luesakul and Mr. Annop Julaphan was allocated an additional portion of ESOP shares as an executive of the Company comparing to the other directors.

**5. A list of all directors who shall be allocated shares under the ESOP exceeding five percent (5%) of the total number of shares issued under the ESOP.**

-None-

**6. A list of all executives and employees who shall be allocated shares under the ESOP exceeding five percent (5%) of the total number of shares issued under the ESOP.**

-None-

**7. Effects on the shareholders**

**7.1 Effects on Price Dilution**

In the event that a total of 18,699,000 (Eighteen Million Six Hundred Ninety-Nine Thousand) ESOP shares are issued and offered to directors, executives, and employees of the Company and its subsidiaries, the issuance and offering of ESOP shares will have an effect on the market price of the Company's shares decreasing (Price Dilution) by such effects can be calculated as follows:

It can be calculated from the following formula:

$$\text{Price Dilution} = (P_o - P_{\text{new}}) / P_o$$

$$\text{Where, } P_{\text{new}} = (P_o Q_o + P_e Q_e) / (Q_o + Q_e)$$

$$\text{Therefore, Price Dilution} = (P_o - P_e) \times Q_e / (Q_o + Q_e) \times P_o$$

Where:

$$Q_o = \text{Total number of shares sold in the Company that are existing of shares is 373,999,708 (Three Hundred Seventy-three Million Nine Hundred Ninety-nine Thousand Seven Hundred and Eight Shares) which are the total number of paid-up shares by the Company before the Company receives an approval from the 2024 Annual General Meeting of Shareholders to offer ESOP shares.}$$

- Qe = Number of ESOP shares of 18,699,000 (Eighteen Million Six Hundred and Ninety-nine Thousand) shares
- Po = The weighted average price of share on the SET over the past 15 (Fifteen) consecutive business days before the date of the ESOP share offering.
- Pe = The offering price of ESOP share under the PRAPAT ESOP SCHEME will be determined by the President of the Company or the person delegated by the Board of Directors under the criteria, conditions and methods as approved by the shareholder meeting.

\*Remark – At present, the Company is unable to calculate the effect on the market price of stocks (Price Dilution) because the Company has not yet been determined the offering price of ESOP shares. The Company will propose to the shareholder meeting to assign the President of the company or the person delegated by the Board of Directors to have power to determine the offering price. (According to the criteria set out in “**Offering price per share**”)

However, an example of calculating the effect on the market price of stocks (Price Dilution) \* is as follows: Under the assumption that on the Board of Directors’ meeting date has resolved to offer the ESOP share of 18,699,000 (Eighteen Million Six Hundred Ninety-Nine Thousand) shares.

$$\begin{aligned} \text{Price Dilution} &= (P_o - P_e) \times Q_e / (Q_o + Q_e) \times P_o \\ &= (1.6714 - 1.5042) \times 18,699,000 / (373,999,708 + 18,699,000) \times 1.671 \\ &= 0.48 \% \end{aligned}$$

Where:

- Qo = Total number of shares sold in the Company that are existing of shares is 373,999,708 (Three Hundred Seventy-three Million Nine Hundred Ninety-nine Thousand Seven Hundred and Eight Shares) which is the total number of paid-up shares by the Company before the Company receives an approval from the 2024 Annual General Meeting of Shareholders to offer ESOP shares.
- Qe = Number of ESOP shares of 18,699,000 (Eighteen Million Six Hundred and Ninety-nine Thousand) shares
- Po = The weighted average price of share on the SET over the past 15 (Fifteen) consecutive business days before the date of the ESOP share offering, which is equivalent to THB 1.671 (One Point Six Seven One Thai Baht) per share. This is under the



assumption that on the day of the Board of Directors' meeting, there is an offering of ESOP shares and the offering price of ESOP shares is determined, that is, the weighted average price of shares on the SET between 26 January 2024 – 15 February 2024 (only business days).

Pe = The offering price of ESOP share to directors, executives and employees under the PRAPAT ESOP SCHEME with the discount but must not exceed 10 (Ten) percent of the market price, equivalent to THB 1.504 (One Point Five Zero Four Thai Baht) per share under the assumption that on the Board of Directors' meeting date it has resolved to offer the ESOP shares and set the offering ESOP shares price.

\*Remark–The calculation shown above is only an example of calculation. But how much of the effect on the market price of the stock (Price Dilution) will depend on the market price and the stock offering price as well as the number of shares used in the calculation.

## 7.2 The effect on earnings per share (Earning Per Share Dilution) and shareholders' voting rights (Control Dilution).

In the event of the issuance and offering of ESOP shares to directors, executives, and employees of the Company and its subsidiaries, a total of 18,699,000 (Eighteen Million Six Hundred Ninety-Nine Thousand) shares, the issuance and offering of ESOP shares will be effect on the decreasing of sharing of profit and voting rights of existing shareholders (Earning Per Share Dilution and Control Dilution) by such impact. It can be calculated as follows;

$$\begin{aligned} \text{Earnings Per Share} &= 1 - (Q_0 / (Q_0 + Q_e)) \\ \text{Dilution and Control} &= 1 - (373,999,708 / 373,999,708 + 18,699,000) \\ \text{Dilution} &= 4.76 \% \end{aligned}$$

Where:

Q<sub>0</sub> = Total number of shares sold in the Company that are existing of shares is 373,999,708 (Three Hundred Seventy-Three Million Nine Hundred Ninety-nine Thousand Seven Hundred and Eight Shares) which is the total number of paid-up shares by the Company before the Company receives an approval from the 2024 Annual General Meeting of Shareholders to offer ESOP shares.

Q<sub>e</sub> = Number of ESOP shares of 18,699,000 (Eighteen Million Six Hundred Ninety-Nine Thousand) shares

**8. Description and conditions of the ESOP shares**

The issuance and offering of ESOP shares will be in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 32/2008 Re: The Offering of Newly Issued Securities to Directors or Employees (Compile version) or any other notifications as applicable in replacement of such notifications, as well as any other relevant rules and regulations.

**9. Rights of shareholders to oppose to the offering**

The issuance and offering of ESOP shares shall be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have voting rights, and there must be no shareholders who hold shares together exceeding 10 (Ten) percent of the total number of votes of shareholders who attended the meeting and voted against the issuance and offering of ESOP shares.

**10. List of independent directors who shareholders may appoint as proxies to attend meetings and exercise their rights on behalf of shareholders**

- (1) Mr. Surachai Sothivorakul
- (2) Mr. Pramoth Singhanue
- (3) Mr. Thanachat Thanasettagone
- (4) Mr. Satit Anantasomboon

In this regard, criteria, conditions and other details regarding the such allocation of the ESOP shares to the Company's directors, executives, and employees, including the names of executives and employees of the Company and its subsidiaries that entitled to receive ESOP shares, date and detail of the allocation of ESOP shares to those person are under the discretion of the President of the Company or the person delegated by the Board of Directors to have the power to consider or amend as they deemed it appropriate. This includes the power to determine or adjust the rules, terms, and conditions associated with such ESOP shares to ensure the compliance with requirements under the relevant laws and regulations.