



Ref. CS012/2021

November 25, 2021

Subject: Notification of the Right to Subscribe Newly Issued Ordinary Shares in Combination with Warrants to Purchase Ordinary Shares No.3 (RICHY-W3)

To: Shareholders  
Richy Place 2002 Public Company Limited

Enclosures:

1. Information Memorandum on the Allotment of New Ordinary Shares of Richy Place 2002 Public Company Limited in Combination with Warrants to Purchase Ordinary Shares No.3 (RICHY-W3)
2. Subscription Form for New Ordinary Shares with Warrant No. 3 (RICHY-W3)
3. Subscription Certification issued by Thailand Securities Depository Co., Ltd.
4. Summary of Features of Warrants to Purchase Ordinary Shares of RICHY Place 2002 Public Company Limited No. 3 (RICHY-W3)
5. Power of Attorney Form
6. Inquiry for the Subscriber that Deposit their Securities Certificates in the Issuer Account Only and Entity Status Certification and Information Disclosure Consent Form under FATCA
7. Bill Payment of BBL
8. Map of the Venue for Subscription of New Ordinary Shares

Referring to the 2021 Extraordinary General Meeting of Shareholder of Richy Place 2002 Public Company Limited ("the Company") which was held on November 18, 2021 has passed a resolution to increase registered capital of the Company with the allotment of new ordinary share not exceeding 247,690,926 shares at par value of Baht 1.00 to Company's existing shareholders proportionately to their shareholding (Right Offering) at the subscription ratio of 5 existing shares to 1 new ordinary shares with the warrant No. 3 (RICHY-W3) (5:1:1). In the case of a fraction of shares, the rounding of such shares shall be discarded, shareholders have the right to subscribe in excess of their rights. The offering price of the newly issued ordinary shares is 1.30 Baht per share. The issuance and offering of the warrants to purchase the Company's ordinary shares with the warrant No.3 (RICHY-W3) with the allotment of new ordinary share not exceeding 247,690,926 shares an offering ratio of 1 new ordinary share to 1 unit of the warrants (warrant is 0 Baht per unit). In which 1 unit of warrant can be exercised to purchase 1 ordinary share of the Company at the price of 1.30 baht per share. Have the right to be allocated warrants to purchase ordinary shares of the Company No. 3 (RICHY-W3). The Record Date for the names of shareholders entitled to subscribe for the new ordinary shares in proportion to their shareholding and warrant is set to be November 25, 2021, and the date on which the name of the entitled

shareholders to be gathered under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) by closing the share register book is November 26, 2021.

In this regard, shareholders shall have the right to subscribe for the newly issued ordinary shares in excess of their entitlement pursuant to the specified ratio above (Oversubscription) However, the oversubscribed shares shall be allotted to existing shareholders who subscribe for shares in excess of their entitlement only when there are remaining newly issued ordinary shares from the allotment to all existing shareholders who have subscribed for shares proportionately to their entitlement. The details of share issuance, allotment method, venue for subscription, subscription and payment procedure, refund of subscription payment, delivery methods of securities and the Company's information are indicated in the Information Memorandum on the Allotment of New Ordinary Shares of Richy Place 2002 Public Company Limited (Enclosure No. 1) for your information.

In any event, the allotment of shares in excess of the entitlement shall not cause any existing shareholder who subscribes for shares in excess of his/her entitlement to hold shares in the Company in an amount that reaches or crosses the Tender Offer threshold prescribed under the Notification of the Capital Market Supervisory Board No. Tor Chor. 12/2011 Re: Criteria, Conditions, and Methods of Takeover, or in a manner which would result in a breach in the foreign shareholding limit of 49 percent of the total issued shares of the Company as prescribed in the Company's Articles of Association (as amended), which currently allows foreigners to hold shares of the Company for not exceeding 49 percent of the total issued shares of the Company.

The Company, therefore, would like to notify the shareholdings of your entitlement to subscribe for the newly issued ordinary shares of the Company's shares in Combination with Warrants to Purchase Ordinary Shares No.3 (RICHY-W3) in the number as specified in the Certificate of Subscription Entitlement for Newly Issued Ordinary Shares issued by Thailand Securities Depository Company Limited (Enclosure No.3.) The detail of the allotment is shown in information memorandum on the allotment of new ordinary shares of Richy Place 2002 Public Company Limited in combination with warrants to purchase ordinary shares No.3 (RICHY-W3) (Enclosure No.1) and Indicative features of warrants to purchase ordinary shares to be Issued and offered to existing shareholders (RICHY-W3) (Enclosure No.4.)

Please be informed accordingly,

Yours sincerely,



(.....)

Dr. Apa Attaboonwong

Executive Chairman

Notification Form for Exercise of Right to Purchase New Ordinary  
Shares in combination with Warrants No.3

of

Richy Place 2002 Public Company Limited



Between 4 – 17 December 2021 and 20 December 2021

Information Memorandum on the Allotment of New Ordinary Shares in combination with Warrants 3 (RICHY-W3)  
of Richy Place 2002 Public Company Limited

Part 1 Information regarding the allotment of the newly issued ordinary shares

1. Name and Contact Address of Listed Company

Richy Place 2002 Public Company Limited

667/15 fl 7, Attaboon Building, Charonsanitwong Rd, Arunamrin Sub-district, Bangkok Noi district,  
Bangkok 10700

Telephone: 1343

Website: <http://www.richy.co.th>

2. Date and Number of the Annual General Meeting of Shareholders and the Company's Board of Director's Meeting that Approved the Allotment of the Newly Issued Ordinary Shares

Board of Director's Meeting No. 4/2564 : On October 20,2021

Extraordinary General Meeting of Shareholders No.1/2564 : On November 18, 2021

3. Details of the Allotment of Newly Issued Ordinary Shares

The Extraordinary General Meeting of Shareholders No. 1/2564, held on November 18, 2021, resolved to allocate not more than 247,690,926 ordinary shares with a par value of 1.00 baht per share for offering to shareholders. Company's existing stock According to the shareholding ratio (Right Offering) in the ratio of 5 existing shares to 1 new ordinary share per 1 unit of warrant (RICHY-W3), the conditions and details of the offering and allocation are as follows:

3.1 Newly Issued Ordinary Shares

ที่ Board of Director's Meeting No. 4/2564, held on October 20,2021 and the Extraordinary General Meeting of Shareholders No. 1/2564, held on November 18, 2021, approved to reduce the registered capital, and increase the registered capital of the company and the allocation of securities with the following details:

Reduce registered capital : Reduce registered capital of the company from  
1,238,456,749.00 baht.

Registered capital 1,238,454,634.00 baht by way of writing  
off 2,115 unissued registered shares.

Type of Securities : Newly Issued Ordinary Shares

Paid-up capital before capital increase	:	1,238,454,634 divided into
		Ordinary shares 1,238,454,634 shares
		Preferred shares - shares
		Par value of 1.00 baht per share
Capital to be paid after the capital increase	:	495,381,852.00 baht by issuing 495,381,852 ordinary shares with a par value of 1.00 baht per share, divided into
		- To offer to the existing shareholders of the Company in proportion to their shareholding (Right Offering) amounting to Baht 247,690,926.00, of which 247,690,926 new ordinary shares are issued.
		- To prepare for supporting the exercise of warrants to purchase the Company's newly issued ordinary shares offered to the shareholders who increased the capital in the 3rd time (RICHY-W3) (at the rate of 1 new capital increase share per 1 warrant) amounting to 247,690,926 shares.
new paid-up capital after the capital increase	:	1,733,836,486.00 บาท divided into
		Ordinary shares 1,733,836,486 shares
		Preferred shares - shares
		Par value of 1.00 baht per share
Subscription Ratio	:	Ratio of 5 existing shares to 1 new ordinary share
Offering price per share	:	1.30 baht per share
Subscription date for newly issued ordinary shares	:	14 – 17 and 20 December 2021 (total 5 business days)
Allocation method	:	Allocating securities in the amount of not more than 247,690,926 shares with a par value of 1.00 baht per share to offer to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) in the ratio of 5 existing shares per 1 share. new common (In the case of fractions of shares from the calculation, round off)

Allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) if there are remaining newly issued ordinary shares from the allocation to the existing shareholders of the Company in proportion to their respective holdings. shares in the first round The Company will allocate the remaining newly issued ordinary shares to the existing shareholders who wish to subscribe more than their rights in proportion to their existing shareholding at the same price as the shares allocated accordingly. This includes the existing shareholders who wish to subscribe for more than their rights in proportion to their shareholdings who are connected persons of the Company. (Please see details of the allocation in Article 3.2)

### 3.2 Allocation of newly issued ordinary shares

- 3.2.1 The allocation ratio is 5 existing ordinary shares to 1 new common stock; any fraction will be disregarded. The offering price is 1.30 Baht per share To determine the offering price of new issue ordinary shares to the Company's existing shareholders in proportion to their existing shareholdings (Right Offering) above, the Company has determined the offering price in accordance with the market price of the Company's shares by specifying a discount of approximately 10.96 per cent of the weighted average price on the Stock Exchange of Thailand (the "SET") retrospectively for 7 consecutive business days before the date of the Board of Directors' resolution to propose an agenda regarding the increase of registered capital to the shareholders' meeting on 20 October 2021 (i.e. between 8 –19 October 2021), which is equal to THB 1.46 per share (information from SETSMART)
- 3.2.2 The shareholders may subscribe for the newly issued ordinary shares in excess of their rights (oversubscription), provided that the oversubscribing shareholders shall be entitled to the oversubscription shares only after there are shares remaining from the allocation to the existing shareholders who subscribe for the shares in accordance with their rights.
- 3.2.3 Assign the Board of Directors or the Executive Committee or their authorized person(s) is authorized to re-allot the Unsubscribed Shares to the shareholders who wish to subscribe such unsubscribed shares in excess of their entitlement until no new shares remaining unsubscribed shares.
- 3.2.4 In allocating the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering), in the case where there are newly-issued ordinary shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings, the Company shall allocate such remaining shares to the existing shareholders wishing to oversubscribe, at the same offering price as the shares which are

allocated in accordance with the rights. This includes the existing shareholders proportionate to their respective shareholdings wishing to oversubscribe who are connected persons of the Company with details as follows:

- (a) In the case where the number of shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings (Right Offering) is higher than or equivalent to the number of shares oversubscribed by the existing shareholders, the Company shall allocate the remaining shares to all oversubscribing shareholders who pay for the total price of the oversubscribed shares, in accordance with the number of shares for which they oversubscribed.
- (b) In the case where the number of shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings (Right Offering) is lower than the number of shares oversubscribed by the existing shareholders, the Company shall allocate the remaining shares to the oversubscribing shareholders in accordance with the following stipulations:
  - (1) The Company shall allocate the shares in a number proportionate to the existing shareholding of each oversubscribing shareholder by multiplying the shareholding of each oversubscribing existing shareholder with the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder is entitled to. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares under the allocation shall not exceed the number of shares for which each shareholder subscribed and paid.
  - (2) In the case where there are shares remaining from the allocation under (b) (1), the Company shall allocate the remaining shares to each oversubscribing shareholder who has not been allocated in accordance with their existing shareholding by multiplying the shareholding of each oversubscribing existing shareholder with the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder is entitled to. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares under the allocation shall not exceed the number of shares for which each shareholder subscribed and paid. The Company shall conduct the allocation with respect to the oversubscription in accordance with the procedures under this clause (2) until there are no shares remaining from the allocation.

3.2.5 In case that there are unsubscribed ordinary share remaining from the subscription of the existing shareholders of the Company under clause 3.2.1 – 3.2.4 above, they shall be allotted and offered to specific persons (Private Placement) including institutional investors and/or specific investors categorized under the Notification of the Capital Supervisory Board No. TorJor 39/2559 re : application for approval and granting of approval for offering of newly issued shares and TorJor 72/2558 re : permission for listed companies to offer newly issued shares to specific investors details as follows:

- (a) not a connected person to the Company in accordance with the Notification of the Capital Market Supervisory Board no. TorJor. 21/2551 re: rules on entering into connected transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand re : disclosure of information and other acts of listed company in respect of connected transaction B.E. 2546;
- (b) has financial potential and stability as well as the ability to pay the subscription amount within prescribed schedule; and
- (c) Agree and accept the determined offering price which is the market value and not below the price offered to the existing shareholders proportionate to their respective shareholding (Right Offering) as above and accept that the Warrants No.3 (RICHY-W3) will not be allotted and offered to the specific person.

According to the SET announcement on “Rules, Condition and consideration method for listing the newly issued common or preferred shares 2015”, the selling price of the private placement that lower than 90 percent of the market price before the SET listing the newly issued shares. These newly issued shares are enforced to silent period of 1 year after the listed of these newly issued shares. However, after 6 months, the private placement investors only allow to sell 25 percent of the locked-up shares.

The offering price of the ordinary shares is the price which is not lower than 90 percent of the market price. The market price is calculated from the weighted average market price per share of the Company's ordinary shares traded in the SET for retroactively 7 business days but not more than 15 consecutive business days prior to the date to determine the offering price of shares. The Board of Directors or the person(s) who is authorized by the Board of Directors shall have the authorities to determine the conditions, offering price, and details of the allotment of the newly issued ordinary shares procedure, such as allocation of newly issued shares at one time or dividing into parts and selling from time to time, searching of investors, changing the list

of names and number of shares allotment, including change or add details about allotment and other related authority to specify details of allotment of the newly issued shares as it deems appropriate for the Company's best benefit as well as not conflict or contradict with the laws and/r rules or regulations related to the Securities and Exchange Commission ("SEC"), Stock Exchange of Thailand ("Stock Exchange") and/or other related agencies.

In the event that the allocation of the remaining shares from the allotment of the newly issued shares to the specific investors (Private Placement), the Company is able to proceed the registration of the change of paidup capital with the Public Company Registrar from time to time in accordance with each payment of the allotted person.

In this regard, the allocation of shares to the Company's existing shareholders who oversubscribe in any case, it shall not cause any shareholder (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including any amendments) of such shareholder) holding shares of the Company in a manner that reaches or surpasses the trigger point requiring such shareholder to make a tender offer as specified under the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers (including any amendment thereto) (the "Notification TorJor. 12/2554"), whereby such shareholder is not exempted from making a tender offer for all securities of the business as stipulated in the Notification No. TorJor. 12/2554. Such shareholder shall make a tender offer as stipulated in the Notification No. TorJor. 12/2554, unless such shareholder notifies his/her intention to waive the rights to subscribe for shares in an amount that will cause such shareholder to have an obligation to make a tender offer in the share subscription form.

In the case where there are newly issued ordinary shares remaining from the allocation to the existing shareholders proportionate to their respective shareholdings (Right Offering), the allocation to the shareholders who oversubscribed (oversubscription), and the allotment to the specific persons (Private Placement) as mentioned above, the Company shall proceed to reduce the registered capital by cutting off the remaining newly issued ordinary shares from the offering.

### 3.3 Warrants to purchase ordinary shares of Richy Place 2002 Public Company Limited No.3 (RICHY-W3)

Type of the warrants	:	Warrants to Purchase Newly Issued Ordinary Shares of RICHY Place 2002Public Company Limited No. 3 (the “RICHY-W3 Warrants”)
Category of the warrants	:	Registered certificate and transferable
Number of warrants issued and offered	:	Not exceeding 247,690,926 units
Number of underlying shares	:	Not exceeding 247,690,926 shares
Offering method	:	Warrants are allocated to existing shareholders who subscribe and have been allocated the Company's newly issued ordinary shares in proportion to their respective shareholdings (Right Offering) in the ratio of 1 newly issued ordinary share (Right Offering) per warrant (RICHY-W3) 1 unit (rounded off). In this regard, the Company determines the list of ordinary shareholders of the Company who have the right to subscribe for the newly issued ordinary shares and are entitled to receive the warrants this time on the November 25, 2021 (Record Date)
Offering price per unit	:	THB 0 per unit
Exercise ratio	:	1 unit of the warrant is entitled to purchase 1 newly issuedordinary share with the exception for the case of the adjustment of rights in accordance with the adjustment conditions.
Exercise price	:	1.30 Baht per share except for the case of the adjustment of rights in accordance with the adjustment conditions.
Term of the warrants	:	1 years from the issuance date of the warrants

(Please see the details of the RICHY-W3 in Enclosure 4.)

#### 4. Record Date to Determine the Name of Shareholders Entitle to Subscribe for Newly Issued Ordinary Shares in combination with Warrant

The Board of Director’s Meeting No.4/2564 held on October 20, 2021, and the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 18, 2021 has determined that November 25, 2021 is the date to determine the names of shareholders who have the right to subscribe for the newly issued ordinary shares and to have the right to be allocated the company's warrants (Record Date)

## 5. Subscription and Payment Procedure of Newly Issued Ordinary Shares

### 5.1 Subscription period

From December 14 – 17 and 20, 2021 (5 business days) between 9.00 hours - 16.00 hours.

### 5.2 Venue for subscription and payment for new ordinary shares

The Shareholders can contact the Subscription at the Company's Office at:

**Temporary office**

Richy Place 2002 Public Company Limited

Floor 13 Regent House Building, 183 Rajdamri Rd, Lumpini, Pathumwan, Bangkok 10330

Tel : 02-118-3535

Contact : Piyathida Makaraphun

**(\*\* Do not accept payment documents with Bill Payment or check or cashier check or draft by mail \*\*)**

For shareholders who hold shares in the scripless system, please contact the securities company that the shareholder has a securities trading account and has the company's ordinary shares deposited for that securities company to collect documents and submit a request to the Richy Place 2002 Public Company Limited at the place of purchase as shown above.

### 5.3 Waiver of Subscription Entitlement for Securities of the Company

Any shareholder who does not exercise his/her subscription entitlement or fails to exercise his/her subscription entitlement within the specified period or fails to make the subscription payment for newly issued ordinary shares within the specified period or whose cheque or cashier's cheque or draft cannot be honored within the specified period by the Company, the Company shall deem that such shareholder has waived his/her subscription entitlement for securities this time.

## 6. Method of subscription and payment of subscription for newly issued ordinary shares

6.1. Shareholders can subscribe for newly issued ordinary shares of the Company on the date, time and place specified in Clause 5.

6.2. Documents used in subscription consist of

- (1) Subscription Form for Newly Issued Ordinary Shares together with the Warrants to Purchase the Company's Ordinary Shares No. 3 (RICHY-W3) (Enclosure No. 2), please fill in correct, complete, and clear details. Must specify the number of shares that each subscriber wishes to subscribe according to their rights. as shown in the Subscription Rights Certificate and must clearly specify

the number of shares that the subscriber wishes to subscribe for in excess of their rights with the subscriber's signature and in the case that the subscriber is a juristic person Must be signed by the authorized signatory of that juristic person. with the corporate seal (if any). Shareholders can submit 1 subscription for the Company's securities per 1 certificate of subscription rights for newly issued ordinary shares only.

(2) Evidence of payment, such as

- Original Bill Payment Deposit Form (Payment only through Bill Payment System) (Enclosure No. 7)

OR

- Cheque or cashier's cheque or draft (collectible through the clearing house in Bangkok within 1 business day only) with Bill Payment Deposit Form, which is correctly, completely, and clearly filled out by Shareholder with following information such as Shareholder's first name and last name, Shareholder's Thai Identification Number (13 digits), Shareholder Registration Number (10 digits), and contact telephone number.

However, the company reserves the right not to subscribe for securities. In the event that the subscriber for the securities of the company or the securities company that the subscriber of the company's securities has a trading account (and is an agent for collecting the subscription documents to send to the subscription agent) fails to fill in the details in the notification Payment through the Bill Payment system (Enclosure No. 7)

(Please specify name - surname contact phone number on the back of proof of payment)

(3) Certificate of Subscription Entitlement for New Ordinary Shares (Enclosure No.3) issued by Thailand Securities Depository Company Limited ("TSD") and sent by registered mail to the Shareholder together with this Notification.

(4) Copy of the first page of the bank passbook of saving or current account for the following bank only: The Siam Commercial Bank Plc., Kasikorn Bank Plc., Bangkok Bank Plc., Krungthai Bank Plc., Bank of Ayudhaya Plc., TMBThanachart Bank Plc. only. The Bank account name must be the same as the name of the Shareholder with certified true copy by the Shareholder in case that the Shareholder wishes to receive the refund of subscription payment of the securities for the portion that has not been allotted or has been allotted less than the amount subscribed for more than his/her entitlement via transfer payment to the bank account.

(5) Identification Document

- (n) Natural person of Thai Nationality: A certified true copy of identification card which is not yet expired or a certified true copy of first page of house registration bearing the

identification number or a certified true copy of any other official document issued by any governmental entity bearing the identification number, a certified true copy of government card, (in the case that the Shareholder is a minor, a certified true copy of identification card of his/her guardian (father/mother or legal representative) and a certified true copy of the minor's house registration). The signature on the above documents must be the same as the signature on every document required for the subscription of the newly issued ordinary shares of the Company. In the case of a change of first/last name which causes the Shareholder's first/last name to be differed from his/her name appeared on the share register book as of November 25, 2021, or on the Certificate of Subscription Entitlement for Newly issued Ordinary Shares, please enclose a certified true copy of official document issued by a government entity, such as marriage certificate, divorce certificate, name change certificate.

- (๑) Natural person of alien nationality: A certified true copy of the alien card or passport which is not yet expired.
  - (๒) Juristic person registered in Thailand: A copy of the company affidavit issued by the Ministry of Commerce within 6 months before the date of subscription, certified as a true copy by an authorized signatory (ies) of such juristic person and affixed with a company seal (if any), together with a certified true copy of identification card, alien card or passport (as the case may be) of the authorized signatory (ies) of such juristic person.
  - (๓) Juristic person registered in foreign country: A copy of certificate of incorporation and company affidavit issued within 6 months before the date of subscription, certified as a true copy by an authorized signatory (ies) of such juristic person and affixed with a company seal (if any), together with a certified true copy of alien card or passport (as the case may be) of the authorized signatory (ies) of such juristic person. The certified true copy of the supporting documents must be notarized by a notary public and authenticated by an official of the Thai Embassy or the Thai Consulate in the country where such documents were prepared or certified and issued within 6 months before the date of subscription.
- (6) Power of attorney to act on behalf together with a stamp duty of 30 baht (in the case that the attorney is assigned to act on his behalf), along with a copy of the identity card of the attorney (In case the alien is authorized to attach a copy of the alien certificate or a copy of passport showing proof of residence in Thailand) which is certified as a true copy.

In the case of a power of attorney to act on behalf that are prepared in foreign countries A power of attorney and a valid copy of the power of attorney's passport must be signed by a notary public and certified by a Thai embassy or Thai consulate in the country where the document was produced or authenticated.

The person authorized to act on his behalf Must show ID card or passport (original) to the company's staff Ready to deliver a copy of ID card or a certified copy of the passport.

- (7) For the Shareholder who wishes to deposit the securities of the Company with Thailand Securities Depository Company Limited under the issuer account number 600 the Shareholders must submit additional documents (Enclosure No.6) to submit the information to Thailand Securities Depository Company Limited.

The signature on every identification document must be the same as the signature on the documents required for the subscription of the newly issued ordinary shares of the Company.

### 6.3. Procedures and Methods for the Subscription and Payment of the Securities of the Company

The Shareholder can subscribe for the securities of the Company on the date, the time, and venue as specified in Clause 5.1 and 5.2 above. The Shareholder who wishes to subscribe for the securities of the Company must correctly, completely, and clearly fill in the subscription details in the Subscription Form for the Securities of the Company. The Shareholder who wishes to subscribe for the securities of the Company must submit the documents required for the subscription and the subscription payment must be made one time in full amount on the date of subscription. Methods of the subscription payment are provided below. **However, the Company does not accept any documents required for the subscription via postal service and any subscription payment in cash.**

#### 6.3.1 Payment via Bill Payment System (for cash transfer only)

- (a) Deposit/transfer via **Bill Payment**

“RICHY PLACE 2002 PUBLIC CO., LTD.”

Bangkok Bank Public Company Limited

**COMP CODE 00655**

Please specify

REF 1 : Identification Number or Passport Number (As applicable)

REF 2 : Shareholder Registration Number

- (b) One time of deposit/transfer per one Subscription Form for the Securities of the Company for the cases of subscription of newly issued ordinary shares according to the entitlement, less than the entitlement, and in excess of the entitlement.
- (c) Please indicate the Shareholder Registration Number (See Certificate of Subscription Entitlement for New Ordinary Shares. (Enclosure No. 3), first name and last name, and contact telephone number on the back page of the Bill Payment Form (Enclosure No. 7)
- (d) Subscription period and period for submission of Subscription Documents in case of payment by money transfer (for cash transfer only) on 14 – 17 and 20 December 2021 during 9.00 am. - 4.00 am. (5 business days)

6.3.2 Payment by cheque or cashier's cheque or draft : (Including deposit/transfer by cheque or cashier's cheque or draft via Bill Payment System)

- (a) Cheque or cashier's cheque or draft must be crossed (Account Payee Only) and made payable to  
"RICHY PLACE 2002 PUBLIC CO., LTD."  
which can be collected from a clearing house in Bangkok within 1 business day only:  
And **dated no later than 16 December 2021** and shall be collectible from a clearing house in Bangkok within 1 business day only, together with a completed Bill Payment Depository Form (Enclosure.7)
- (b) One cheque or one cashier's cheque or one draft per one Subscription Form for the Securities of the Company for the case of subscription of newly issued ordinary shares according to the entitlement, less than the entitlement, and more than the the entitlement
- (c) Please indicate the Shareholder Registration Number (as specified in the Certificate of Subscription Entitlement for New Ordinary Shares (Enclosure No. 3) first name and last name and contact telephone number on the back page of the cheque or cashier's cheque or draft.
- (d) Subscription period and document submission period required for the payment by cheque or cashier's cheque or draft (Including deposit/transfer by cheque or cashier's cheque or draft via Bill Payment System):  
14 – 15 December 2021 during 9.00 am. – 4.00 pm. and  
**16 December 2021 during 9.00 am. – 11.00 am (within no more than 11.00 am.)**

**(\*\* Do not accept payment documents with Bill Payment or check or cashier check or draft by mail \*\*)**

- (e) If the shareholder does not specify the name-surname and telephone number on the back of the cheque/cashier's cheque or draft, or in case the Company cannot collect the money from such cheque/cashier's cheque or draft, the Company reserves the right to reject such subscription.

The subscribers shall bear bank expenses and fees (if any) separately from the subscription price.

- 6.3.3 The company will take the check, or cashier's check or draft of every subscriber into the company's account for collection and will disqualify the subscriber's right to subscribe for securities that the bank is unable to collect by cheque or cashier's check or draft from the first bill
- 6.3.4 Subscribers who submit their intention to subscribe and has already paid for the subscription will cancel the subscription The company reserves the right to cancel the subscription if the company does not receive the documents supporting the subscription of the company's securities and/or the payment for the subscription within the specified period.
- 6.3.5 In case of waiver of the right to subscribe for newly issued ordinary shares When the shareholder who does not exercise the right to subscribe or does not make payment within the specified time or the check / cashier's check or draft is unable to collect the money in the specified time or the documents are not delivered to the company The company will consider the shareholders to waive their rights to subscribe for shares this time.
- 6.3.6 In the event that the subscriber fills in the documents required for the subscription of the Company's securities incomplete, unclear or unrelated. The Company reserves the right to use the information in the subscription documents as it deems appropriate in the allocation of securities. The Company has the right to assume that the shareholders have waived their right to subscribe for securities and the Company reserves the right not to allocate the Company's securities. To such shareholders.
- 6.3.7 In the case of the allocation of the Company's securities to the shareholders who oversubscribe and/or waiver of rights or incomplete exercise of rights to purchase securities by Thai shareholders causing the shareholding proportion of foreign shareholders to exceed 49 percent of the total number of paid-up shares of the Company or causing the shareholders to subscribe for securities in excess of any right Holding the Company's ordinary shares in a manner that increases up to or past the point where a tender offer is required as stipulated in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding criteria Conditions and

Procedures for Acquisition of Securities for Business Takeovers or in a manner that violates foreign shareholding restrictions as specified in the Company's Articles of Association (Including amendments), the company reserves the right not to allocate such securities to such shareholders / foreign shareholders. The foreign shareholders/shareholders may not be allocated. or has been allocated only partially in proportion to the remaining foreign shareholders' shareholding, and in such case The Company will not compensate for damages to such shareholders and such shareholders have no right to claim any damages from the Company at all.

- 6.3.8 In case the shareholder receives the certificate of the right to subscribe for the newly issued ordinary shares more than 1 shareholder registration number Shareholders must prepare supporting documents for subscription according to the number of shareholder registration numbers that shareholders receive certificates of rights to subscribe for newly issued ordinary shares, that is, 1 set of subscription documents per 1 shareholder registration number only. If a shareholder subscribes with a single shareholder registration number Combining the right to be allocated the company's securities of all shareholders' registration numbers into one transaction or specifying such information in the same set of subscription documents. The subscriber may not be allocated the Company's securities in full according to all rights held by all shareholder registration numbers combined. and the Company reserves the right to allocate the Company's securities to the subscriber as it deems appropriate. or not allocate the Company's securities to such subscriber

#### 6.4. Refund of Subscription Payment of the Securities

In case a refund of the subscription price or return of a cheque by which the payment is made for subscription is required, the Company shall proceed as follows

- (1) In case there is a refund of the subscription payment of the securities or a return of cheque for the subscription payment of newly issued ordinary shares, the Company shall refund/return the subscription payment for the subscription payment to the shareholder without interest within 7 business days from the end of the subscription period for the newly issued ordinary shares and shall deliver to the shareholder as specified in the Subscription Form for the Securities of the Company. Nevertheless, in the case of the inability to refund the subscription payment for the portion that has not been allotted or has been allotted less than the number of shares subscribed for in excess of his/her entitlement by way of transferring the money to the bank account of the Shareholder as specified in the subscription form, resulting from any cause beyond the control of

the Company, the Company shall refund the subscription payment for the portion that has not been allotted or has been allotted less than the number of shares subscribed for in excess of his/her entitlement by way of issuing a crossed cheque payable to the Shareholder and delivering such cheque via registered mail to the address appeared in the Company's shareholders database in accordance with the share Record date as of November 25, 2021. However, the Shareholder must be responsible for any additional charge or Bank Fee(s) (if any)

- (2) In case of the Company cannot refund the money for the portion of unallotted shares or the shares not fully allotted within 7 business days after the end of the subscription period. The Company is responsible to refund that money and pay the interest at the rate 7.50% per annum to the unallotted shareholders or the shares not fully allotted according to amount subscribed by calculate from the refund amount with the days since after 7 business days after the end of the subscription period until the refund day.

In any case, if the subscription fee is transferred in the part that has not been allocated or has not been allocated in full according to the amount oversubscribed through System for transferring money to the subscriber's bank account as specified in the Company's subscription form or sending a check via registered mail to the subscriber at the address shown in the list of shareholders entitled to subscribe for shares. New ordinary shares (Record date) on November 25, 2021, it shall be deemed that the subscriber has received the unallocated portion of the subscription payment or has not been allocated in full according to the amount subscribed in excess of the right and The subscriber has no right to claim interest and/or any damages from the Company or the Subscription Agent.

#### 6.5. Methods of securities delivery

Any subscriber may, at his or her's option, ask the Company to perform either of the following

- 6.5.1 In the case that the subscriber wishes to deposit the securities in the account of the securities company in which the subscriber has a securities trading account

The Company will deposit the allocated securities with "Thailand Securities Depository Company Limited for Depositors" by the Securities Depository. And the securities company will record the account balance of the number of securities deposited by the subscriber and issue evidence of deposit to the subscriber within 7 business days from the closing of the subscription. In this case, the subscriber will be able to sell the shares that have been allocated in the SET immediately at the SET. The Company's shares are permitted to be traded on the Stock Exchange of Thailand in the event of Clause 6.5.1. The name of the subscriber must match the

name of the owner of the securities trading account that the subscriber wishes to deposit the company's securities in the account of the said securities company. Otherwise, the Company reserves the right to issue share certificates to the subscriber under Clause 6.5.2 instead.

6.5.2 In the event that the subscriber wishes to request a share certificate in the name of the subscribe Thailand Securities Depository Company Limited (“Securities Depository”) as the Company’s Registrar will deliver share certificates according to the number of shares allocated to the allotted shareholders by registered mail according to the names and addresses appearing in the shareholder database of the Company according to the share register book as of November 25, 2021, within 7 business days from the closing date of the subscription. In this case, the subscriber will not be able to sell the securities of the company that has been allocated in the SET. The subscriber may receive the Company’s share certificate after the Company’s securities have been approved for trading on the Stock Exchange.

6.5.3 In case of wishing to deposit shares in the issuer account, member number 600

The subscriber must fill in the supporting documents for the reservation, such as a questionnaire for identification of US citizenship. (Persons and Juristic Persons) for those who are natural persons and juristic persons and the questionnaire for checking the status of FATCA (FATCA STATUS) only for legal entities for juristic person subscriber only with a signature certifying the accuracy of the information to deliver to the TSD

In this case, the Company will deposit the allocated shares with the “Security Depository Company (Thailand) Co., Ltd.” by which the TSD will record the number of shares in the account on behalf of the subscriber. and issue proof of deposit to the subscriber within 7 working days from the closing date of the subscription and if the subscriber wants to withdraw such securities can contact the Securities Depository There will be a withdrawal fee at the rate specified by TSD. Please fill in the details in “Additional documents for securities reservation, only for those who wish to deposit securities into the issuer account” (Enclosure No. 6) for submission to TSD.

**\*\*In the event that any subscriber fills in unclear details of the securities delivery or did not specify the method for the company to deliver securities in the subscription form The Company reserves the right to issue share certificates to the subscriber in accordance with Clause 6.5.2\*\*.**

## 6.6. Other important information About Subscription

6.6.1 The subscriber will receive evidence of the subscription deposit from the subscriber's officer. as evidence for the subscription for securities The subscription will be completed only when the

- company has been able to collect the payment for securities and the shareholders who have subscribed have correctly submitted the subscription form and supporting documents.
- 6.6.2 If the number of ordinary shares specified by the shareholders in the Company's subscription form does not match the amount received by the company. The Company reserves the right to allocate securities to shareholders mainly based on the amount received by the Company from the subscription. However, such amount must not exceed the total value of the securities allocated by the shareholders.
- 6.6.3 In the event that the subscriber fails to deliver documents as specified within the subscription period which causes the Company to be unable to identify the subscriber's identity. The Company will assume that such shareholder has waived his right to subscribe for securities and the Company reserves the right not to allocate securities to such shareholder.
- 6.6.4 In the event that the shareholder receives the certificate of the right to subscribe for the newly issued ordinary shares more than 1 shareholder registration number Shareholders must prepare documents supporting the subscription for shares according to the number of shareholders' registration numbers and receive a certificate of exercise of the rights to subscribe for newly issued ordinary shares, that is, 1 set of subscriptions per 1 shareholder registration number only. In the case that the shareholders carry out the subscription by using the shareholder registration number together as a single transaction or specify the information mentioned in the same set of subscription documents Shareholders may be allocated incomplete newly issued ordinary shares in accordance with all their rights under all shareholder registration numbers combined. and the Company reserves the right to allocate the newly issued ordinary shares to the subscriber as it deems appropriate or may not allocate newly issued ordinary shares to such subscriber
- 6.6.5 In the event that the subscriber fills in the subscription form for the newly issued ordinary shares incomplete, unclear or unrelated, the Company and/or the Subscription Agent We reserve the right to use the information in the subscription documents as it deems appropriate for the allocation of the newly issued ordinary shares. However, in such cases, the Company and/or the Subscription Agent has the right to be deemed that the shareholders have waived their right to subscribe for the newly issued ordinary shares and the Company and/or the Subscription Agent reserves the right not to allocate the newly issued ordinary shares to such shareholders
- 6.6.6 If the shareholder who subscribes for the newly issued ordinary shares cannot pay the subscription fee for such shares within the period specified by the Company or fails to comply with the method of payment for the subscription and proceeds to according to the conditions

and methods specified in order to be able to collect the subscription fee within the specified period of the subscription or the company and/or the subscription agent is unable to collect the subscription fee ( in any case, for reasons that are not the fault of the Company and/or the Subscription Agent), whether in whole or in part according to the subscription period or subscription by other methods which are not specified in the notification of the allotment of the newly issued ordinary shares of this company or sent to Subscription documents are incomplete within the specified time. The company and/or The Subscription Agent will assume that the shareholders waive their right to subscribe for such newly issued ordinary shares and the Company and/or the Subscription Agent reserves the right not to allocate the newly issued ordinary shares to such shareholders.

6.6.7 The company reserves the right to modify the conditions for the subscription of securities, the payment method for the subscription. and/or any information related to the subscription method as appropriate in the event of problems, obstacles, or limitations in operation for the benefit of the Company's subscription.

7. Objectives of the issuance of the newly issued ordinary shares and the plan to use the proceeds derived from the issuance

7.1. In case all newly issued ordinary shares that the Company issued and offered for sale to their existing shareholders proportionate to their respective shareholdings (Right Offering) is fully subscribed, the Company shall be able to raise funds in the amount of approximately 322.00 million Baht. The plan for utilizing the proceeds derived from the capital increase is as follows:

Objectives	Approximate Amount (THB Million)	Specified Time Period for Utilizing the Proceeds
1. To used as funds for land purchase and investment in Rizton Suan Luang Phatthanakan Project.	100.00	Within 2021 -2022
2. To used as funds for land purchase and investment in Rizton Permsin Project.	50.00	Within 2021 -2022
3. To utilize as working capital and support of any project or investment of the Company in the future.	172.00	Within 2021 -2022

7.2. As for the issuance of newly-issued ordinary shares in order to support the exercise of rights under the RICHY-W3 Warrant, in the event that the shareholders exercise their rights to purchase the newly issued ordinary shares under the RICHY-W3 warrants in full, the Company will potentially raise funds in the amount of approximately 322.00 million Baht, and plans to use the proceeds that have been exercised to purchase such newly-issued ordinary shares to support the development of the Company's real estate projects in the future and use as the working capital of the Company.

In this regard, the plan for utilizing the proceeds derived from the capital increase is in accordance with the current business plan in allocating the money received from this offering of newly issued ordinary shares. However, the number of shares subscribed for the newly issued ordinary shares, the exercise of rights to purchase newly issued ordinary shares under the RICHY-W3 Warrants, and the actual payment may be less than the number of shares the Company intends to offer, which may result in the Company receiving money less than 322.00 million Baht. In that case, the plan for utilizing the proceeds derived from the capital increase of the Company may differ from the utilization plan set forth in Clauses 7.1 and 7.2 above.

8. Benefits which the Company will obtain from the capital increase / the allocation of the newly issued shares
- 8.1 To strengthen the Company's financial liquidity so as to develop the Company's projects as the plan and increasing working capital.
- 8.2 To strengthen the Company's financial position from the proceeds received from the right offering and the exercise of the Warrants to purchase the Company's ordinary shares No. 3 ("RICHY-W3") issued and offered for sale. 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.
- 8.3 Issuance and Offering of Warrants to Purchase Ordinary Shares No. 3 ("RICHY-W3") issued and offered to existing shareholders of the Company who subscribe and has been allocated the newly issued ordinary shares issued and offered to the existing shareholders It is a capital planning to prepare the company for investment and purchase of land for the company's future projects.
9. Benefits which the shareholders will obtain from the capital increase / the allocation of the newly issued shares
- 9.1 The subscriber shall receive dividend from business operation. The Company has a dividend policy on paying out no less than 40.00% of its net income after deducting corporate tax based on the separate financial statements and all provisional reserves required by law and by the Company. The dividend payment is subject to any effect of normal business operation significantly. However, such dividend

- payment is subject to change depending on the operation result and financial status of the Company, liquidity, business expansion plans, necessity, and suitability in the future, including other factors related to the Company's management for which the Board of Directors and/or shareholders deem appropriately. Such actions must maximize the most beneficial to shareholders.
- 9.2. The shares that arise from the exercise of the warrant shall have right like company's common stocks After warrant holder exercise the warrant and his/her name appear on shareholder's list after the Company registered the share with Ministry of Commerce.
- 9.3. Capital increase share which came from Right Offering shall have right like company's common stocks. Where the shareholder shall have the right to receive its dividend after his/her name appear on shareholder's list after the Company registered the share with Ministry of Commerce.
10. **Other Details Necessary for Consideration to Invest in the Company's Newly Issued Ordinary Shares**
- None -

## Part 2

### General Information of RICHY PLACE 2002 Public Company Limited

#### 1. Policy and Nature of Business

##### 1.1 Vision, Mission and Value of Richy Place

###### Vision

The Company will be the leader of real estate development sector in Thailand, which emphasizing to the need, satisfaction, and happiness in living of all target customers by focusing on the product design, site location, environment friendliness, and outstanding efficient services to create a long-term confidence of all parties concerned.

###### Mission

- To be the one of top 20 leading real estate development of Thailand within 10 years
- To maximize not less than 10% yield upon investment to shareholders
- To reward employees higher than the average compensation of the industry within 3 years
- To make human resources having high competence compared with the leading companies within 3 years
- To create the corporate culture to be the organization of intelligence, diligence, and dedication
- To build the business allies network of real estate development
- Providing the prompt after-sale-services and creating the customer satisfaction
- Making good quality of life to the social, community, and environment
- Cost management to compete with the industry within 3 years
- To build the corporate image to be known and acceptable within 3 years

###### Value of Richy Place

Richy has emphasized on creating a happy society to the residents in all areas, which its outstanding are:

Rich in Premier Location

Rich in Urban Living & Lifestyle

Rich in Design

Rich in Construction

Rich in Environment

Such values can presently meet the consumers' need and living model as perfectly and make the residents in all projects of the Company be happy

## 1.2 Significant Changes and Development Highlight

2002	November	-	The Company was found by various professions but have similar objectives on real estate development with initial registration capital of Baht 50 million, including 500,000 common shares, at the par value of Baht 100 per share. Its objective is to operate business in the real estate development which the office is located at 667/15 Attaboon Building, 5 th Floor, Charan-sanitwong Road, Arun-amarin Sub-district, Bangkok Noi District, Bangkok
2004	January	-	Officially sale the project of “Richy Ville @Bangbuathong”, 74 units of a two-story house on 13 acres of land located on Bangbuathong District, Nonthaburi with the project value at Baht 160 million
2005	June	-	Officially sale the project “Richy Tower @Phetkasem-Sathorn”, 212 units of a 19-story residential condominium located on Phetkasem Road, Bangkok with the project value of Baht 300 million
2007	January	-	Officially sale the project “Le Rich Trendy Condo @Sathupradit” (Le Rich @Rama 3), 422 units of a 22-story residential condominium located on Rama 3 Road, Chongnonsee Sub-district, Yannawa District, Bangkok with the project value of Baht 1,062 million
	May	-	Increasing the registered capital from Baht 50 million to Baht 130 million by offered to the existing shareholders to be fund for construction and project development in the future
2010	March	-	Officially sale the project “Le Rich @Ratchada-Suthisarn”, 77 units of a 8-story residential condominium located on Suthisarn Intersection, Dindaeng Sub-district, Dindaeng District, Bangkok with the project value of Baht 175 million
	November	-	Officially sale the project “Le Rich @Aree Station”, 73 units of a 8-story residential condominium located on Soi Aree 2, Samsen Nai Sub-district, Phayathai District, Bangkok with the project value of Baht 235 million

2011	January	-	Officially sale the project “Rich Park @Bangson Station”, 803 units of a 27-story residential condominium located on Krungthep-Nontaburi Road, Wongsawang Sub-district, Bangsue District, Bangkok with the project value of Baht 1,375 million
2012	July	-	The Annual Shareholders’ Meeting in 2012 held on July 31, 2012, had a resolution on dividend payment approval at Baht 10.00 per share, totally Baht 19.30 million, paid to entitled shareholders with totally 1,930,000 shares.
	November	-	The Extraordinary Shareholders’ Meeting in 2012 held on November 29, 2012, had a resolution on dividend payment approval at Baht 57.10 per share, totally Baht 110.20 million, paid to entitled shareholders with totally 1,930,000 shares.
	December	-	Increasing the registered capital to Baht 292.18 million by offered to the existing shareholders to be fund for construction and project development of The Rich BiZ Home Sukhumvit 105 and Rich Park @Taopoon Interchange Project.
		-	Officially sale the project “Rich Park @Taopoon Interchange”, 735 units of a 25-story residential condominium located on Pracharas Sai 2 Road, Bangsue Sub-district, Bangsue District, Bangkok with the project value of Baht 1,703 million
2013	February	-	Officially sale the project “The Rich Biz Home Sukhumvit 105”, 140 units of modern townhome located on Soi Sukhumvit 105, Srinakarin Road, Bangna Sub-district, Bangna District, Bangkok with the project value of Baht 671million
	April	-	The Annual Shareholders’ Meeting in 2013 held on April 26, 2013, had a resolution on dividend payment approval at Baht 18.56 per share, totally Baht 54.24 million, paid to entitled shareholders with totally 2,921,800 shares.
	June	-	Increasing the registered capital from Baht 292.18 million to Baht 370 million by offered to the existing shareholders to be fund for project development in the future
	September	-	The Extraordinary Shareholders’ Meeting in 2013 held on September 6, 2013, had a resolution on dividend payment approval at Baht 35.69 per share, totally Baht 132.05 million, paid to entitled shareholders with totally 3,700,000 shares.
		-	Increasing the registered capital from Baht 370 million to Baht 500 million by offered to the existing shareholders to be fund for the construction and project development of Rich Park @Chaophraya

		-	The Company registered to be a public limited company under the name of “Richy Place 2002 Public Company Limited”, and changed the par value from Baht 100 per share to Baht 1 per share, including increasing its registered capital from Baht 500 million to Baht 714 million by issuing common shares of 214 million shares to offer to the public
		-	Officially sale the project “The Rich Park @Chaophraya”, 635 units of a 33-story residential condominium located on Ratathibet Road, Sai-ma, Muang, Nontaburi with the project value of Baht 1,267 million
2014	April	-	Officially sale the project “The Rich Ville @Ratchaphruek”, a 2-story twin house and single house, and townhome of total 138 units located on Ratchaphruek Road with the project value of Baht 560 million
	July	-	The Company conducted an Initial Public Offering (IPO) to trade to the public at Baht 3.30 per share.
	August	-	The Company registered to be the listed company in the Stock Exchange of Thailand
	November	-	The Company has launched to sell the project of “The Rich @Sathorn-Taksin”, 511 units of a 23-story condominium located on Krungthonburi Road, Bangkok with the project value of Baht 2,100 million.
2015	May	-	Increasing the registered capital from Baht 714 million to Baht 985.40 million, being the paid-up capital of Baht 785.40 million.
2016	May	-	Officially launched the project “The Rich Park @Triple Station”, 1,089 units of a 37-story residential condominium located on Srinakarin Road, Bangkok with the project value of Baht 2,700 million.
		-	Decreasing the registered capital from Baht 985,400,000 to Baht 785,399,982 and amending its Memorandum of Association, Section 4 on the article of the registered capital in compliance with the decrease of capital.
	June	-	Officially launched the project “The Rich @NaNa”, 413 units of a 32-story and 6-underground story residential condominium, and 3-story retail located on Sukhumvit Soi 3 Road (Nana Nua), Bangkok with the project value of Baht 4,185 million.
		-	Established a subsidiary "Richy Development Company 2016" to support business expansion

2017	April	-	Launched "Rich Park Terminal" a 14-storey mixed use condominium with 597 units of residences, and 3 floors of retail, with connecting Skywalk to BTS. Located at Phaholyothin Road, Anurayan, Bang Khen, Bangkok. Project value at 1,490 million Baht.
		-	Launched "The 8 Collection" project is a 7-storey condominium with 77 units of condominium units. Located on Visutkasat Road, Bang Khun Prom (Nangwan), Phra Nakhon District (Dusit) Bangkok. Project value at 362 million Baht.
	May	-	Launch of "The Rich Avenue" a modern 3 storey commercial building with a mezzanine floor limited to only 16 units. Located at Damrongrak Road, Khlong Mahanak Pom Prap Sattru Phai, Bangkok. Project value at 480 million Baht.
	June	-	Increase the capital to be allocated to the existing shareholders according to the shareholding proportion (Right Offering: RO) registered to support the business expansion of the company at the ratio of 5 existing shares to 1 new ordinary share, together with the warrants to purchase ordinary shares of the Company No. 1 (RICHY-W1) and warrants to purchase ordinary shares of the Company No. 2 (RICHY-W2) (5: 1: 1) In the event that there is a fraction of shares
2018	May	-	Increase registered capital from the original 1,289,363,596 baht to 1,381,460,996 baht, which is paid-up registered capital Amount of 1,044,859,438 baht to support the stock dividend and to support the adjustment of the warrants RICHY-W1 and RICHY-W2, and amendment to Clause 4 of the Memorandum of Association to be consistent with Increase the registered capital of the company.
	November	-	Launch of the project "The Rich Rama 9 -Srinakarin Triple Station " a mix-use condominium project. A 32-storey condominium with 597 units, located at Srinakarin Road, Bangkok. The project value is approximately 1,700 million baht.
2019	March	-	Launching The Rich Ekamai project, a 492-storey condominium project of 492 units and 1 unit of shop located on Ekkamai Road, Soi 8, Phra Khanong Nuea Sub-district, Wattana District, Bangkok. The project value is approximately 3,000 million baht.
	May	-	Increase registered capital from the original 1,381,460,996 baht to 1,578,815,237. Baht as a paidup registered capital in the amount of 1,194,116,461 baht to support the stock dividend and to support the adjustment of the warrants RICHY-W1 and RICHY-W2 and amend the Article 4 of the Memorandum of Association to be consistent with the increase of the company's registered capital
	July	-	Increased the paid-up registered capital of 109,556 baht from the shareholders exercising the rights to exercise warrants of RICHY-W1 in the amount of 89,473 units to convert into 109,556 shares. Therefore, the paid-up capital has changed. 1,194,116,461 baht to 119,226,017 baht

	November	-	Project launch Rich Point @ BTS Wutthakat is a 32-storey condominium with 792 units and 2 units of shops, located at Ratchaphruek Road, Talat Phlu, Thon Buri, Bangkok. Project value 1,800 million baht.
2020	March	-	Established a subsidiary, Richy Place Pattana, 2019, registered capital of 1,000,000-baht, common shares of 10,000 shares, 100 baht per share, the company holds 99.97 percent of shares.
	May	-	Open Phase 2, The Rich Ville Ratchapruek project, is a twin house, 2-storey detached house, 45-unit townhomes, 24 detached houses located on Ratchapruek Road, total value 330,000,000 baht.
	August	-	Increased paid-up capital of 134 baht from the shareholders exercising 110 units of RICHY-W2 warrants, converting to 134 shares. 1,194,226,017 baht to 1,194,226,151 baht
	November	-	Offering 192,500,000 million baht of debentures by offering to institutional investors and / or high net worth investors. The maturity date is 2022, the interest rate is fixed at 6.40% per annum.
2021	May	-	Reduce registered capital unissued 384,589,086 shares by eliminating non-issued shares as follows: 1) 11,596 shares remaining from stock dividend payment 2) Remaining shares from RICHY-W1 warrants 192,343,456 shares 3) 192,343,456 shares of RICHY-W2 warrants, the registered capital of 1,578,815,237 was changed to 1,194,226,151 baht.
		-	Increase registered capital to support dividend payment of 44,230,598 baht, thus changing the registered capital from 1,194,226,151 baht is 1,238,456,749 baht
	November	-	Launched the Richton Suan Luang-Pattanakarn project, a European-style townhome project. Located on Chaloe Phrakiat Suan Luang Rama 9 Road, Soi 38, totaling 131 units, total project value 500 million baht.

### 1.3 Group shareholding structure

As of September 30, 2021, the company has 3 subsidiaries.

#### 1. Richee Development 2016 Company Limited

Founded date	:	December 15, 2016
Registered capital	:	31,000,000 baht
Stock Type	:	Ordinary shares
Number of shares	:	310,000 shares
Value per share	:	100 baht
Investment ratio	:	99.97 percent

#### 2. Richy Place Ekkamai Company Limited



Richy Place 2002 Public Company Limited. บริษัท ริชี่ เพลซ 2002 จำกัด (มหาชน)

Address: 667/15 7<sup>th</sup> Fl, Attaboon Building, Charonsanitwong Rd, Arunamrin Sub-district, Bangkok Noi District Bangkok 10700 Tel: 02-886-1817 Fax: 02-886-1060

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Founded date	:	January 21, 2021
Registered capital	:	1,000,000 baht
Stock Type	:	Ordinary shares
Number of shares	:	10,000 shares
Value per share	:	100 baht
Investment ratio	:	99.97 percent

### 3. Richy Place Pattana 2019 Company Limited

Founded date	:	March 12, 2020
Registered capital	:	1,000,000 baht
Stock Type	:	Ordinary shares
Number of shares	:	10,000 shares
Value per share	:	100 baht
Investment ratio	:	99.97 percent

#### Relationship with the major shareholder's business group

As of September 30, 2021, the company has no relationship with the business group of the major shareholder.

## 2. Nature of Business

### 2.1 Revenues Structure

	Operate d by	Financial Statements (audited)					
		2019		2020		Q3 2021	
		Value (MB)	%	Value (MB)	%	Value (MB)	%
Revenues from real estate sales							
- Residential Condominium	RICHY	1,136.50	92.75	714.69	82.24	1,013.51	92.51
- Single House	RICHY	57.15	4.67	99.83	11.48	59.83	5.46
<b>Total revenues from real estate sales</b>		<b>2,680.99</b>	<b>98.98</b>	<b>1,193.65</b>	<b>97.42</b>	<b>814.52</b>	<b>93.72</b>
Other incomes <sup>1/</sup>	RICHY	27.13	2.21	49.36	5.68	18.02	1.64
Interest receivable	RICHY	4.51	0.37	5.18	0.60	4.16	0.39
<b>Total revenues</b>		<b>1,225.29</b>	<b>100</b>	<b>869.06</b>	<b>100</b>	<b>1,095.52</b>	<b>100</b>

Remark : 1/ other incomes are rental incomes as the guaranteed rental marketing plan and down payment for feitures, etc.

### 2.2 Market and Competition

#### 1. Product Strategy

Real estate development company for sale in various forms by focusing on developing to cover and distribute in many product groups and locations, locations to meet the needs of consumers as much as possible by housing development in each location The company will consider suiting the market. At present, the company has defined 3 product groups, namely condominiums. Single house group Townhome townhouse group by the company emphasizes the design and decoration. Perfect interior space allocation design In line with the style and lifestyle of the new generation of people in the city Including complete facilities within the project, such as a swimming pool, a green space for a large proportion Exercise machines etc.

#### 2. Pricing Strategy

The company determines the pricing strategy. By considering various factors such as product positioning Target customers Product characteristics, location, living area, etc. and compare with the selling price of other projects with similar layout and location. Including considering the cost of the project Whether it is land value Design cost Construction cost and other expenses associated by determining the selling price must be a reasonable price Consumers feel the value Such as setting the appropriate

price on the same location as the competitors with a slightly lower price but the same quality and facilities, etc. In addition, the company must be able to maintain the rate of return to the appropriate level that is desired. The company has a policy of giving discounts. In the case of selling to customers who have contributions to the company, such as directors, employees of the company Loan creditors, etc., with discounts of up to 100,000 baht / room.

### 3. Marketing and sales communication promotion strategies

The company focuses on marketing communication in various forms. Various channels with the goal to allow target customers to recognize and remember the company name and the project of the company as follows

- 1) Advertising through mass media such as radio, television, and various publications to be a broad marketing communication
- 2) Communication via outdoor media such as billboards, road signs to communicate with customers around Project or area close to the project location
- 3) Communication in other alternative channels (Below the Line) such as direct communication (Direct Mail), trade show booths Project activities Customer activities, customer recommendations Organizing activities with other organizations, etc.
- 4) Marketing communication in new media channels (New Media) such as communication via the company website ([www.richy.co.th](http://www.richy.co.th)) Communication via E-Mail, advertising through other websites, sending messages via mobile phone system (SMS) etc.
- 5) Communication with old customers in the program (Member Get Member)

In addition, the company also provides publicity of company news through various media. And organizing activities to promote the target customers to receive information such as press releases, new project launches Creating a newsletter with both new and old customers to create awareness of information about the company and projects that are continuously selling. Including customer relationship management (CRM) activities with customers who have already purchased the company's projects To allow customers to participate with the company Which creates a good relationship in the long term Which will lead to recommendations and further inform about the company's projects to other consumers

### 4. Sales strategies and distribution channels

The company has direct distribution channels through sales offices of each project. With a professional sales team Have good knowledge and understanding of the product Can explain to customers and the public who are interested to get to know the details and information of the project and has a sample room open to show to those interested in viewing the project location in each project, there

are approximately 1 - 4 sales teams according to the size of the project. And the commission setting for sales to motivate the sales team

### 2.3 Characteristics of target customers

The company will focus on the middle-class customers mainly by targeting the target customers which are adjusted according to the situation to be appropriate. The company's customers are all retail customers. And there are no more than 30 percent of total revenue.

Target customers	Unit price	Monthly income level
A	5.00 – 7.50 million baht	80,000 baht and up
B	3.00 – 4.99 million baht	50,001 - 80,000 baht
C	1.00 – 2.99 million baht	15,001 – 50,000 baht

### 2.4 Industry Overview

Industry conditions and trends

The world economy in the third quarter of 2021 continued to expand but with a different direction of recovery between Major industrial economies and emerging and developing economies, especially in ASEAN. Major industrialized economies such as the US, Eurozone, UK, and Newly Industrialized Countries (NIEs) continued to expand from the previous quarter as progress in vaccine distribution led to the easing of lockdown measures and restrictions. travel which results in economic activities and expanding domestic spending. In addition, support from the government's economic measures, although the economy expanded at a slower rate from the previous quarter. This is partly because many countries Facing another outbreak that has started to become more severe. This is coupled with the problem of supply chain disruption and the effect of higher base growth in 2020, as well as China's economy facing a slowdown from economic restructuring policy through policy implementation. Strict credit to slow down investments and solve the problem of default in the real estate sector. Emerging economies and developing economies in Asia are also facing a new wave of intensifying outbreaks caused by the new virus while the ratio of fully vaccinated populations is low. As a result, governments of various countries must come back to enforce strict epidemic control measures again, especially countries in the ASEAN region such as Malaysia, Indonesia, and Vietnam. Such factors have slowed the recovery of domestic demand and the services sector and resulted in a decline in many ASEAN economies in the third quarter amid the recovery of the major industrialized economies coupled with rising commodity prices. And global energy prices have created inflationary pressures to accelerate higher than the monetary policy targets in many countries. As a result, major central banks such as the US Federal Reserve and the

European Central Bank began to signal a slowdown in the expansion of monetary measures. While the Bank of Canada has reduced the amount of bond purchases. And some central banks started raising their policy interest rates, including South Korea, Brazil and Mexico, to reduce their risk of accelerating inflation.

The Thai economy in 2021 is projected to expand 1.2 percent from a 6.1 percent decline in 2020, while inflation is expected to stay at 1.2 percent and the current account is likely to have a 2.5 percent deficit on GDP compared to 4.0% surplus to GDP in 2020. In a press release dated November 15, 2021, the Office of the National Economic and Social Development Council (NESDB) expects the Thai economy to grow by 1.2 percent in 2021, equal to the upper bound of the previous projection of 0.7 - 1.2 percent. In a press release dated August 16, 2021, the components of economic expansion have been adjusted to reflect the actual data for the first three quarters of 2021, and key revisions to projected assumptions are as follows:

1) Increasing the assumption of income and number of tourists in 2021 following the relaxation of epidemic prevention and control measures and the implementation of the policy of opening the country to accept foreign tourists by accepting foreign tourists who have been fully vaccinated from 63 countries. Enter the country without quarantine and be able to travel to pilot areas under public health conditions and measures. This has been in operation since November 1, 2021. As a result, the number of foreign tourists arriving during the last two months of 2021 is expected to increase more than expected and thus the number of foreign tourists in 2021 is expected to be at 200,000 people and income from foreign tourists totaling about 130 billion baht, an increase from the number of 1.5 hundred thousand people and income of 120 billion baht in the previous estimate assumption. As a result, the volume of exports of goods and services in 2021 is expected to grow by 10.0 percent, compared to 9.6 percent in the previous projection.

2) The private consumption expenditure growth projection was revised to align with a less-than-expected decline in the third quarter and an improving outlook for the fourth quarter of 2021. This is supported by (1) relaxation of epidemic prevention and control measures. (2) the implementation of government measures to maintain the driving force of continual consumption both the remedial measures and the promotion of people's purchasing power, such as the third half-person program, the project to increase the purchasing power of state welfare card holders, as well as measures to help with employment, such as the remedial program for the insured under Section 33, Section 39 and Section 40; and projects to promote and maintain employment levels for SMEs; and (3) the opening of foreign tourists in the last quarter of the year. Consequently, private consumption in 2021 is expected to grow by 1.2 percent, up from 1.1 percent in the previous projection.

Thai Economic Outlook 2022 The Thai economy in 2022 is likely to recover clearly following a low base expansion in 2021, supported by significant improvements in domestic demand after the economic situation. The spread of the epidemic and the distribution of vaccines are covered. more and more coupled

with the recovery trend of the tourism sector from the relaxation of measures to accept foreign tourists. and the expansion of exports and industrial production following the continual recovery of the global economy and trade volume under the Royal Decree on additional loans. However, there are still limitations and risk factors that may affect the economic recovery in 2022 to expand lower than expected in the base case because of the uncertainty of the Covid-19 epidemic situation amid Virus mutations and constraints from the financial conditions of households and businesses. At the same time driven by the expansion of the export and manufacturing sectors, the industrial sector is also at risk of being affected by the lengthening of the constraints in the international production and logistics chains and Risks from global economic and financial volatility amid rising inflationary pressures.

#### Supporting Factors for the Thai Economy

- 1) An improvement in domestic demand as the epidemic situation in the country has eased as reflected by the number of new infections and the decreasing number of deaths. Along with the accelerated distribution of vaccines that are more comprehensive, the government can relax measures. continually controlling the epidemic 24 as a result, economic activities and spending are likely to resume normalcy from the last quarter of 2021. In addition, there are supporting factors from the ability of households and businesses to adjust the behavior of households and businesses towards the guidelines for the care and prevention of disease outbreaks that have become a new normal trend. Including support from the government's policy to promote purchasing power and economic recovery measures that will support the expansion of private consumption. Meanwhile, private investment is likely to continue to expand favorably in line with the expansion of manufacturing and exports.
- 2) The recovery of the tourism sector, supported by the reopening measures since November 1, 2021, which allow fully vaccinated tourists from 63 countries to travel to Thailand without entry. undergo quarantine (Test and go) and comply with tourism pilot site guidelines (Blue area) where specific control measures have been relaxed to attract both Thai and foreign tourists. In addition, there are also supporting factors from the improvement of the epidemic situation in the countries of origin of the important tourists, causing the governments of countries to gradually relax the international travel control measures. As a result, foreign tourist arrivals to Thailand are expected to increase significantly, especially in the second half of 2022, in line with the United Nations World Tourism Organization (UNWTO) forecast that the number of tourists between The country will grow by 60 percent in 2022.
- 3) The continued expansion of the world economy and trade volume is led by the continued expansion of major industrial economies such as the US, Eurozone, Japan, and China, with key supporting factors from the easing epidemic situation and progress in Vaccine Distribution. As a result, economic activities

in the manufacturing sector, service sector and domestic demand tend to expand continuously. In addition, the driving force from exports, which tends to increase global trade volume and will support the economies of the newly industrialized countries and ASEAN countries, including Thailand, which rely mainly on export income. Expandable. It is expected that exports of important products Others that are expected to have good growth prospects, such as electrical appliances and electronic equipment that benefit from Work-from-home, automotive and parts as demand increases and products from petroleum that will increase in accordance with the price of oil, such as plastics, chemicals, etc. In addition, exports There are also supporting factors from Thailand's participation in the ratification of the Regional Comprehensive Economic Partnership (RCEP), which will take effect on January 1, 2022, which is expected to create trade opportunities in exports. more importantly in Thailand

- 4) Government driven, both from disbursement under the annual budget framework of state-owned enterprises and additional spending framework under the Royal Decree, which will help support the expansion of public expenditure and investment. Although there is a tendency to slow down due to the high growth base in the previous year, consisting of (1) disbursement under the 2022 budget framework in the base case, the disbursement at the end of fiscal year 2022 is 93.40 percent of the total. total budget. Divided into a fixed expenditure budget of 98.0% and an investment budget of 75.0%, resulting in the fiscal year 2022 it is expected to spend a total budget of 2.782 trillion baht. As for the budget lag in 2021, it is expected that total disbursement will be 82.9 percent of the budget, or total amount of 1.967 billion baht. (2) Disbursement under state enterprise investment budget in fiscal year 2022, especially investment in major infrastructure investment projects. The disbursement rate is expected to be 70.0% from the total investment amount of 468,333 million baht (including state enterprises that are public companies), an increase of 8.3% from the amount of 432,937 million baht. (3) Disbursement under the Royal Decree on Loan B.E. 2563, with a credit line of 1 trillion baht, is expected to be disbursed in fiscal year 2022, totaling 1311 billion baht (13.1 percent of the loan amount). Payment in full by the end of fiscal year 2022 within the second quarter of fiscal year 2022 (4) disbursement under the Emergency Decree on Additional Loan B.E. 2021, amount 500 billion baht, expected to be disbursed in fiscal year 2022, totaling 3.902 hundred thousand. million baht (78.0% of the loan amount)
- 5) Adjustment based on the low growth base in 2020 and 2021 due to the impact of the COVID-19 epidemic. This resulted in a 6.1 percent decline in the Thai economy in 2020, the first recession in 11 years, before returning to 1.2 percent in 2021. The recent economic recovery, especially domestic demand, is still constrained by the epidemic. Under such conditions will be Factors supporting the

Thai economy in 2022 can return to expansion under the recovery trend of domestic demand and merchandise exports.

### 3. Risk Factors

The risk factors on business operation of the Company, which might be significantly affected on its operation and performance, and risk prevention, are summarized as following:

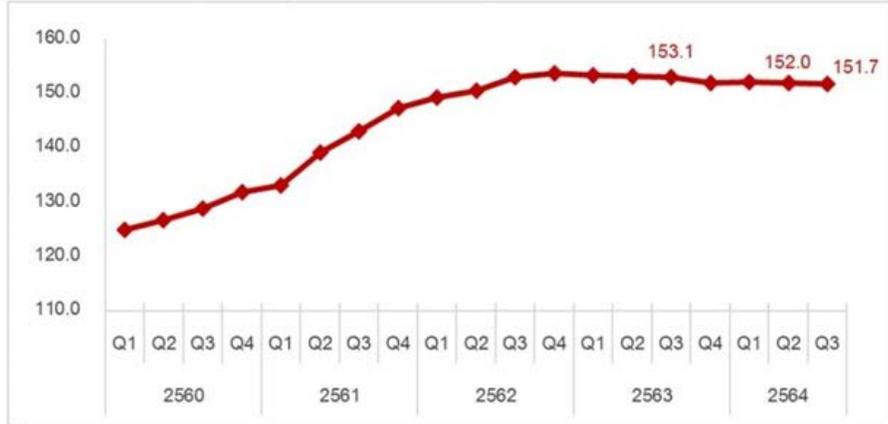
#### 3.1 Risk from Operation in Highly Competitive Industry

Dr. Wichai Wiratakaphan, Banking Inspector and Acting Director of the Real Estate Information Center, revealed that the price index of new condominium units under sale in Bangkok - perimeter in the third quarter of 2021 showed that the index was 151.7 points, a decrease of percent - 0.9 compared to the same period last year (YoY), which had the index decreased for the 4th consecutive quarter. As for the change in the index compared to the previous quarter (QoQ), it was found that this quarter continued to decline from the second quarter of 2021 at -0.2 percent.

The new condominium price index shows that the prices of new condominiums are still in a downward trend. This is a result of the outbreak situation in the 4th wave of the COVID-19 virus that has become more severe. In the third quarter of 2021, it is evident from the average daily number of infected people at about 15,000 per day, an increase from the previous quarter of 2021 to about 2,500 per day, resulting in a slowdown in the economy and affecting Income and Employment, Lockdown in some areas, especially in the Bangkok metropolitan area, which is the main area for the country's housing market. As a result, people's purchasing power for housing is reduced and there is still a restriction on foreigners' entry into the country, which is considered an important purchasing power of the condominium market in Bangkok - the metropolitan area that has to shrink under an unusual situation in now.

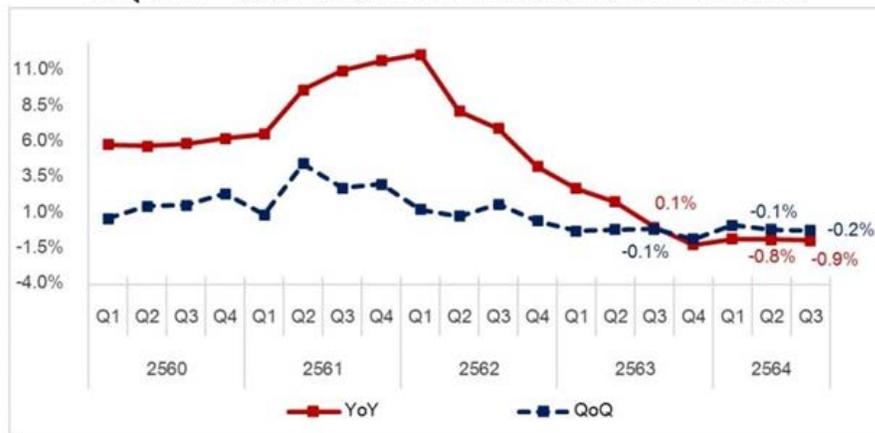
From the survey of new condominium prices in this quarter, it was found that most developers still use marketing strategies by offering promotions in the form of freebies, up to 64.1 percent of the survey projects. This is to give buyers ready-to-move-in ready-to-move-in furniture to expedite the purchase decision, or free transfer of ownership fees to mitigate the buyer's expenses or to provide a monetary discount that causes the price of a new apartment to reduce. Price index of new condominium units that are on sale in the 3rd quarter of 2021. When considering by area, it was found that the two perimeter provinces The index was 144.0 points, a decrease of -0.8 percent year-on-year (YoY) and a -0.4 percent decrease compared to the previous quarter (QoQ) (see Chart 1 - 2).

แผนภูมิที่ 1 ดัชนีราคาห้องชุดใหม่ที่อยู่ระหว่างการขาย ในกรุงเทพฯ - ปริมาณ (ปี 2555 = 100.0)



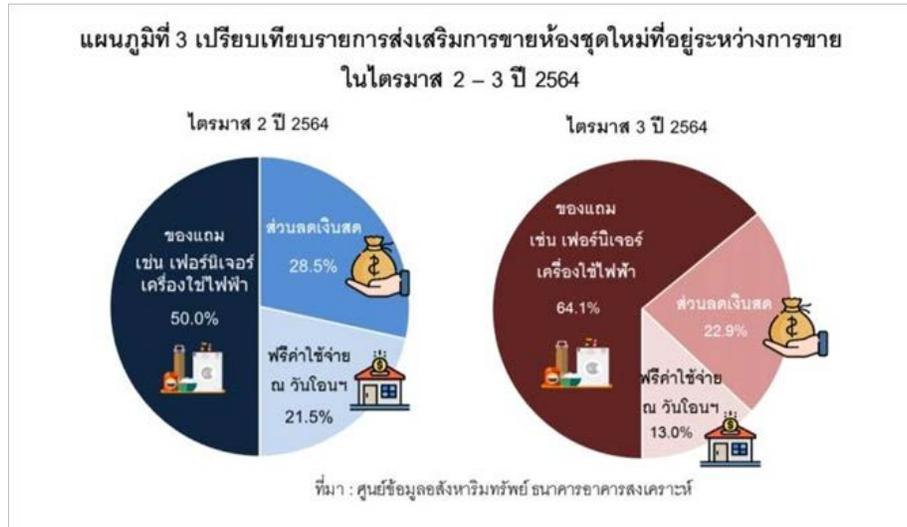
ที่มา : ศูนย์ข้อมูลสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์

แผนภูมิที่ 2 อัตราขยายตัวของดัชนีราคาห้องชุดใหม่ที่อยู่ระหว่างการขาย ในกรุงเทพฯ - ปริมาณ เปรียบเทียบกับช่วงเวลาเดียวกันของปีก่อน (YoY)



ที่มา : ศูนย์ข้อมูลสังหาริมทรัพย์ ธนาคารอาคารสงเคราะห์

As for the promotion of new condominium units that are being sold in this quarter, it was found that 64.1 percent were free items such as furniture and electrical appliances, followed by 22.9 percent were cash discounts and/or free stays according to the contract period of each project and 13.0 percent is a discount on the cost of ownership transfer (Promotion in the second quarter of 2021, the promotion of giving free gifts has a proportion of up to 50.0%, followed by a cash discount of 28.5 percent and a discount on expenses on the transfer date of hundred 21.5 each) (See Chart 3)



From the market situation in the 3rd quarter of 2021 with the 4th wave of the COVID-19 epidemic factor, resulting in a continuous economic slowdown. However, the company has developed a project to focus on improving product quality to compete in the market and match the consumer groups with more purchasing power. As a result, the company has a revenue recognition that is still positive when compared to the year 2020.

### 3.2 Risk from Having condominium as a Major Source of Revenue Recognition

The Company's major source of income derives from real estate development project. Since its founding on September 30, 2021, onwards, the Company has developed 18 projects 15 condominium projects that have been sold and closed, namely Richy Tower Petchkasem, Le Rich Ratchada-Suthisan Project, Le Rich @ Ari Station Project, Rich Park Project. - some hidden Prompt Own Project: Rich Park Terminal, The Eight Collection Project, Rich Park Taopoon Project, Rich Park Chaophraya Project, Rich Park Triple Station Project, The Rich @ Sathorn Taksin Project, The Rich @ Nana Project under construction is Derich Rama 9 – Srinakarin Project and there are projects under sale. The Rich @ Ekkamai, Rich Point Wutthakat Between 2018-2021, the revenue from condominiums accounted for more than 94.43% of the total revenue in 2021, so the company may be at risk if the condominium market becomes saturated and recession, which may affect the bottom line. The operation of the company significantly.

However, the company is not specialized in condo-type real estate development. But have experience in developing horizontal type projects for example, the single detached house project The Rich Ville Bang Bua Thong, which was successfully sold until the project was closed. And at present, the development of a townhouse / townhome real estate project is The Rich Biz Home Sukhumvit 105 project and The Rich Ville Ratchapruek and The Rich Avenue Project. In 2021, two new low-rise projects were launched, namely the Richton @ Suan Luang Rama IX project and the Richton @ Don Mueang - Permsin project. In 2021, revenue

recognition from both the high and the horizontal will help spread the revenue recognition beyond condominiums alone. In the real estate industry for more than 19 years, including skilled personnel will be able to study and implement plans to develop projects successfully and reach consumer needs.

Proportion of Revenues from Condominium to the Total Revenue during 2018 – Q3 2021 (unit : million Baht)

Project	2018	2019	2020	Q3 2021
<b>Total Revenue from Property Sales</b>	<b>2,680.99</b>	<b>1,193.65</b>	<b>814.52</b>	<b>1,073.34</b>
<b>Condominium</b>	<b>2,663.80</b>	<b>1,136.50</b>	<b>714.69</b>	<b>1,013.51</b>
- Le Rich @Rama 3	30.10	-	-	-
- The Rich @ Sathorn Taksin	230.31	105.49	34.29	23.67
- Rich Park @Taopoon Interchange	150.93	107.08	54.86	19.60
- Rich Park @Chao Phraya	348.01	27.61	10.11	18.84
- Rich Park Triple Station	1,904.45	627.05	133.26	40.26
- The Eight Collection	-	56.47	18.32	3.29
- Rich Park Terminal @Phaholyotin59	-	212.80	283.90	101.44
- The Rich @ Ploenjit Nana	-	-	179.95	250.50
- De Rich Rama 9 - Srinakarin	-	-	-	555.91
<b>Townhome</b>	<b>17.19</b>	<b>57.15</b>	<b>99.83</b>	<b>59.83</b>
- The Rich Biz Home @Sukhumvit 105	6.00	26.16	31.32	15.57
- The Rich Ville @Ratchaphruek	11.19	30.99	33.98	28.77
- The Rich Avenue @Damrongrak	-	-	34.53	15.49

Source : Richy Place 2002 Public Company Limited

### 3.3 Risk from Operating Performance Depending on the Success of Projects Developing

As of September 30, 2021, the Company has projects under construction and awaiting revenue recognition upon transfer of ownership of the total amount. 2 projects consist of Richton Project @ Suan Luang Rama 9, Richton Project @ Don Mueang - Permsin Revenue will be recognized in 2022 onwards. In addition, the company may be at risk of not recognizing the expected operating results if there is uncertainty about the construction or the success of the project development. The success of the Company's real estate development projects depends on many factors. It consists of the adequacy of working capital for project development. Market conditions of real estate industry and economy in Thailand building material prices as well as the

confidence of buyers, such as the interest rate that is again One of the factors that motivates the buyer to buy a home, for example.

However, the company has monitored and studied the economic conditions in the country that may affect many factors such as changes in interest rates. Inflation rate adjusting the rules for lending of commercial banks by introducing measures to determine the loan-to-value ratio including the real estate industry conditions such as the number of building licenses for residential buildings. Number of condominiums to be transferred Progress of the government foundation program such as mass transit systems High-speed train project and epidemic covid-19 in addition, other factors influencing the success of the project, such as consumer demand for housing and consumer confidence. So that the company can plan strategies that can adapt to the changing environment and respond to market needs in a timely manner. In addition, the company also sets the criteria for considering investment in each project development (Feasibility study), with careful study, data collection and planning. From product details and location to investment amount and return on investment.

### 3.4 Risk from Failure to Achieve Performance Target due to No Ownership Transfer from Customers as Agreed in the Contract

As of September 30, 2021, the Company has projects in which customers have reserved / entered into sales and purchase agreements but have not transferred ownership of a total of 664 units, totaling a total value of 3,460.14 million baht, a total of 13 projects, of which the main proportion is from The Rich, Nana and The Rich Rama 9 Srinakarin amounted to 1,365.34 million baht and 719.86 million baht, respectively. Currently, both projects are completed, and ownership has been transferred. And there will be a customer to inspect and accept the condominium unit and coordinate with the customer to apply for a loan with a financial institution in order to prepare for the next condominium ownership transfer.

#### Units reserved/contracted but no ownership transfer as of September 30, 2021

Project	Project Amount (Million Baht)	Total (Unit)	The Progress of Construction	Unit reserved/contracted but not transferred ownership		Period expected to transfer ownership
				Total (Unit)	(Amount MB)	
<b>Condominium</b>						
Rich Park @Taopoon Interchange	1,830.00	735	100.00	5	14.96	2564
Rich Park @Chaophraya	1,463.00	635	100.00	5	14.03	2564
Rich Park@Triple Station	3,075.00	1,089	100.00	2	6.75	2564
Rich Park Terminal @ Laksi	1,660.00	563	100.00	65	200.85	2564

The Rich @Sathorn-Taksin	2,100.00	509	100.00	-	-	
The Rich @Nana	3,838.00	413	100.00	142	1,365.34	2564 - 2565
The Eight Collection	350.00	77	100.00	2	7.40	2564
The Rich Rama 9 – Srinakarin	2,124.00	558	100.00	158	719.86	2564 - 2565
Triple Station						
The Rich @ Ekkamai	3,408.00	492	-	78	625.85	2567
Rich Point Wutthakat	1,526.00	792	-	196	462.15	2566
Townhouse/Townhome/House with freedom design						
The Rich Biz Home @Sukhumvit	671	140	54.00	1	5.99	2564
105	572	173	56.00	10	36.96	2564
The Rich Ville @Ratchaphruek	360	16	100.00	-	-	2564
The Rich Ville Avenue						
รวม	22,977	6,156		664	3,460.14	

Source : Richy Place 2002 Public Company Limited

### 3.5 Risk from Delay and Quality of Construction of Contractors and Lack of Labors

The risk of the contractor delayed delivery due to the lack of expertise, or there may be a shortage of labor, skilled craftsmen, or contractors to deliver the work on time, but the quality of work may not meet the specified standards This makes the company unable to control costs effectively or may affect the ability to deliver real estate projects to customers on schedule. To reduce the said risk The Company has a policy to select the main contractor to have bids in every project. There are 3 or more bidders, whereby the company will select from various criteria including experience, reputation, and past performance. Especially works that are like the project of the company. The neatness of the construction work Punctuality in delivery It also considers the work readiness and financial status of the construction company.

In the past, the past to the present The Company has no reliance on any supplier or external contractor. Since the company has contacted with about 10 suppliers who are selling construction materials and have good relationship with each other there is no purchasing from any supplier for more than 30% of the total purchase or hiring value. On the other hand, in some years, outsourcing may be hired, which is a relatively high proportion of the total purchase or procurement, but it is considered a normal business with a high amount of hiring contractors according to the size of the project. In which the employment the contractor must also enter a contract to guarantee the work for the company according to the hired value to build confidence in the work results and construction operations for the company The company can choose to consider hiring an outside contractor by bidding at the price proposed by the outside contractor Therefore there is no dependence on any external contractor in any way

### 3.6 Risk from Changeable on Loan Policy of Commercial Banks

The increase and decrease of interest rate are the significant factor on lowering the buying ability of customers because main customers apply for housing loan from the financial institutes. Therefore, the increase of interest rate and terms of payment shall decrease the amount of loan from the financial institutes as well as the buying ability on residential property. Moreover, the interest rate is the significantly factor on motivating customers to buy residential property. When the loan interest rate is increased, the decision on buying residential house of customers shall be more difficult which leads to slowdown on purchasing decision. However, the Company has monitored Thailand economic condition which effected to the interest rate and prepared the market plans to support the changes on interest rate and select the appropriate market plans to match the interest rate at that time to speed up the sales volume in case of unfavorable market condition. With its experience of over 19 years of property business, the Company has faced with the fluctuation of Thailand economic conditions effected to the real estate business, but the Company is able to handle and manage such changes as well.

### 3.7 Risk from the Influence of Major Shareholders on Defining the Management Policy

As of November 3, 2021, the registered book was closed and found that Attaboonwong group was the major shareholders of the Company, or a proportion of 39.45 %, Mr.Chaiyasit Viriyamettakul held shares of a proportion of 10.01% , Ms. Sunee Sathatinan held shares of a proportion of 4.5 % , Mrs. Pichaya Tansod held shares of a proportion of 4.43% , Vibhavadi Hospital Public Company Limited held shares of a proportion of 2.62%, of the paid-up capital. Therefore, the company and minor shareholders may be at risk from Attaboonwong Group. Almost all shareholders' resolutions can be controlled, regardless of the appointment of directors Or requesting for resolutions on other matters requiring a majority vote of the shareholders' meeting Except for matters that the law or the Company's regulations requires that three-fourths of the shareholders' meeting be received Therefore, other shareholders may not be able to collect votes to balance the power proposed by Attaboonwong Group However, the company has appointed 4 independent directors who are the chairman of the board and 3 members of the audit committee Risk from the case where the Company has a major shareholder influencing the management policy Risk from regulatory changes And laws which may affect the real estate business of the Company to perform audit and considerations in order to prevent possible conflicts and to ensure transparency in the Company's operations. Operating the company

### 3.8 Risk from the Changes on Regulations and Law which Having Impacts to the Real Estate Business of the Company

The changes on regulations related to the operating of real estate business are the factors affected on the cost of operation and its expenditures. In case of not monitoring and studying the regulations completely and up to date, it may cause the Company not complied with the new adjusted regulations and have impacts to its cost of operation due to the amendment to be correctness. The significant changes are such as Land Allocation Act, B.E. 2543, which its content is related to operation on project development of the Company; for example, the defining land allocation, defining the central area, organizing the community regulations, the assessment report of environmental impact and the result of inspection on the high building conditions. However, the Company has studied and followed up such Act, including the amended regulations and related rules such as the changes of regulations regarding to defining the beneficial area of land usage or other public transportations (maybe expropriated) in order that the Company has constantly conducted precisely and not have any problems in the future. Such actions make the Company adapt and correct its operation in time and unnecessary to modify its project plans in the future. In case of not monitoring the changes on the related regulations, it may cause the high expenditures to the Company.

However, the Company has studied and monitored the changes on other regulations, which may occur, continually to prepare for modification its operation on the property development projects in compliance with the changes of such regulations along with the study the market conditions constantly. Such preparation is ensured that the Company shall not be significantly affected by such changes.

Part 3

Financial Statement and Performance

1. Type of Related Transaction

The Company had the related transactions from its business operations with persons having conflicts of interest, which summarized the types and value of the related transactions classified as follows:

	Person who may have a conflict	Item description	Transaction value (Million Baht)		Necessity and Reasonability and opinion of the Audit Committee
			2020	2019	
1	Attaboon Sinsap Company Limited	Office rent	2.30	1.87	<p>The company rented office space on the 7th floor of the Attaboon Building. There is a lease agreement for room number 701, area 772 square meters, with the following lease and service agreements:</p> <ol style="list-style-type: none"> <li>1) Rental Agreement No. NorChor. 002/19Law. 1 Jan. Square meter / month), prepaid by the 5th of every month, the price is comparable to other landlords whose rental price is 160 baht / square meter / month.</li> <li>2) Service contract number Sorbor. 002/62, Lao. 1 Jan.2020 has a service period of 1-year starting date. January 1, 2020 - December 31, 2020, 82,604 baht per month (107 baht / square meter / month), with the payment of the central service fee on the 5th of every month. Other rental with service fee is at 112.35 baht / square meter / month</li> </ol> <p>The company rented office space on the 7th floor of the Attaboon Building. There is a lease agreement for room number 701, area 541.67 square meters, with the following lease and service agreements:</p> <ol style="list-style-type: none"> <li>3) Rental Agreement No. SorChor. 001/60 Lao. 1 Mar. 2017 for a period of 3 years from the date of March 1, 2017 - 29 Feb 2020 75,833.80 baht per month (140 baht / square meter / month) Prepaid by the 5th of every month, the price is comparable to other landlords whose rental price is 160 baht / square meter / month.</li> <li>4) Service contract No. Sor. Sor. 001/60 Lao. 1 Mar. 2017 has a 3-year service period starting at 1 March 2017 - 29 February 2020 60,856.62 baht per month Payment of public service fees within the 5th day of Every month, the said prices are comparable to that of other landlords with their service rates. Is at 112.35 baht / square meter / month</li> </ol> <p>The Audit Committee has considered and viewed that such transactions are reasonable and for the benefit of the Company's business operations. This is because the contract terms and prices are reasonable.</p>
2		<u>Advance received from customers</u>	0.41	3.26	<p>Khun Pichaya Tansod has entered into a condominium purchase and sale agreement on June 18, 2016, to purchase condominiums in The Rich @ Nana Project as follows:</p> <ol style="list-style-type: none"> <li>1) Sales contract number R2C59 / 003 room 0401B / 09 value 10,519,470 baht</li> <li>2) Sales contract number R2C59 / 031 room 0402A / 10 value 7,128,527 baht</li> </ol>

		Transaction value			<p>3) Sales contract number R2C59 / 032 room 0403A / 11 value 6,732,497 baht</p> <p>4) Sales contract number R2C59 / 033 room 0404B / 12 value 9,572,317 baht</p> <p>5) Sales contract number R2C59 / 035 room 0405A / 13 value 6,674,542 baht</p> <p>6) Sales contract number R2C59 / 034 room 0406B / 14 value 10,586,538 baht</p> <p>Ms. Somsak Attaboonwong Has entered into an agreement to purchase and sell condominium units on November 02, 2018, to purchase condominiums in The Rich Rama 9-Srinakarin project Triple Station as follows</p> <p>1) Purchase and sale contract number R5C61 / 005 room 1020 value 3,045,820 baht</p>
3		<p><u>Sales revenue</u></p> <p>Transaction value</p>	46.49	-	<p>Pichaya Tansod has entered into an agreement to buy and sell the apartment. To purchase condominiums in The Rich-Nana project as follows</p> <p>1) Purchase and sale contract number R2-C63/025 room 1107A contract value 7,337,717 baht</p> <p>2) Purchase and Sale Agreement No.R2-C63/026 Room 1207A Contract value 7,357,723 baht</p> <p>Ultimate Asset Company Limited has entered into an agreement to purchase and sell condominium units. To purchase condominiums in The Rich-Nana project as follows</p> <p>1) Purchase and sale contract number R2-C63/021 room 0411A contract value 6,732,497 baht</p> <p>2) Purchase and sale contract number R2-C63/022 room 0412B contract value 9,572,317 baht</p> <p>3) Purchase and Sale contract number R2-C63/023 room 0413A Contract value 6,674,542 baht</p> <p>4) Purchase and sale contract number R2-C63/024 room 0414B contract value 10,586,538 baht</p> <p>The Audit Committee has considered that the above transaction is a sale of condominium units which is a normal business of the company. The prices and terms of trade are the same general price and trade terms as those of general sales.</p>
4	Dr.Apa Attaboonwong	<p><u>Loan</u></p> <p>Transaction value</p>	95.75	90.23	<p>Dr.Apa Attaboonwong Loan from Richy Place 2002 Public Company Limited with interest rate MLR (KK) minus 0.50% per annum as follows:</p> <p>1) Loan Agreement No. L61-001 April 04, 2018, in the amount of 6,500,000 baht.</p> <p>2) Loan Agreement No. L61-002 Date 31 July 2018 amounting to 22,680,000 baht</p> <p>3) Loan Agreement No. L61-003 as of 04 September 2018 in the amount of 15,693,400 baht.</p> <p>4) Loan Agreement No. L61-004 Date 29 October 2018 amounting to 2,000,000 baht.</p> <p>5) Loan Agreement No. L61-005 dated 30 November 2018 amounting to 22,680,000 baht.</p> <p>6) Loan Agreement No. L62-001 June 12, 2019, amount 16,884,000 baht.</p> <p>7) Loan Agreement No. L62-002 dated 29 August 2019 in the amount of 3,329,565 baht</p>

				<p>8) Loan Agreement No. L62-003A Date 04 September 2019 amounting to 13,744,500 baht.</p> <p>9) Loan Agreement No. L62-006 Date 06 December 2019 amounting to 3,000,000 baht.</p> <p>10) Loan Agreement No. L62-007 December 13, 2019, in the amount of 5,600,000 baht.</p> <p>11) Loan Agreement No. L63-002 Date 07 January 2020 amounting to 402,000 baht.</p> <p>12) Loan Agreement No. L63-003 March 13, 2020, in the amount of 804,000 baht.</p> <p>13) Loan Agreement No. L63-004 March 24, 2020, for 47,207,083.19 baht.</p> <p>14) Loan Agreement No. L63-007 Date 09 October 2020 in the amount of 804,000 baht.</p> <p>15) Loan Agreement No. L63-008, 29 September 2020, amounting to 191,401 baht</p> <p>16) Loan Agreement No. L63-009 December 21, 2020, in the amount of 7,301,457.83 baht.</p> <p>The Audit Committee has considered that the said transaction. It is reasonable and is for the benefit of the Company's business operations. This is because there is a fair condition and does not cause a transfer of benefits in accordance with the Company's measures or procedures. Where interest and payment terms are determined as usual</p>
5	KCS & Associates Company Limited	<u>Project management fee</u>		<p>The Company hired KCS and Associates to be the project supervisor and project manager as follows:</p> <p>1) Management contract and construction supervision of The Rich @ Nana R2 Project, starting December 1, 2019 - August 31, 2020, contract value of 3.55 million baht.</p> <p>The Audit Committee has considered that Such transactions are reasonable and are for the benefit of the Company's business operations and are in line with the market rates.</p>

### Performance Overview

Richy Place 2002 Company Limited (the Company) operates a residential real estate development business. The focus is to develop projects in potential areas and locations near community sources. especially condominiums along the BTS and community areas. All the Company's main income is from the sale of houses and land. residential condominium both horizontal and high (Condoniium) In the past, the Company has 8 projects that have been successfully developed, comprising 1) Le Rich Project. - Sathu Pradit 2) Rich Park - Bang Son Project 3) Rich Park - Tao Poon Project 4) Rich Park - Chao Phraya Project 5) The Rich Sathorn - Taksin Project 6) Rich Park - Trip Project Apple Station 7) The Eight Collection Project 8) Rich Park-Terminal Project There are also 7 projects under construction, namely 1) The Rich-Nana Project 2) The Rich Project. Beach Home-Sukhumvit 3) The Richville-Ratchapruek Project 4) The Rich Avenue Project 5) The Rich-Ekamai Project 6) The Rich Rama 9 - Srinakarin Triple Station 7) Rich Point @ Wutthakat

Since 2011 onwards, the Company has recognized revenues from sales of real estate when the ownership has been transferred to the buyer after completing the payment and the costs of construction is recorded after completely transferring the ownership. For the property projects under construction, the cost of construction and other

related expenditures will be recorded in asset costs of real estate development for sales until such projects are completed and already transferred to the buyer, then the Company shall recognize revenues of such items as mentioned items.

## 2. Financial Statement

Unit : Million Baht

Statement of Financial Position	Consolidated Financial Statement							
	2018		2019		2020		Q3 2021	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
<b>Assets</b>								
<b>CURRENT ASSETS</b>								
Cash and cash equivalents	23.98	0.48	24.75	0.38	81.35	1.09	14.34	0.20
Trade and other current receivables	432.44	8.44	396.81	6.09	360.23	4.82	235.52	3.22
Short-term loans to related parties	64.98	1.27	90.23	1.38	95.75	1.28	79.67	1.09
Real estate project under development	4,543.88	88.75	5,914.08	90.68	6,613.43	88.41	6,654.20	91.05
<b>Total Current Assets</b>	<b>5,065.28</b>	<b>98.94</b>	<b>6,425.87</b>	<b>98.53</b>	<b>7,150.76</b>	<b>95.59</b>	<b>6,983.73</b>	<b>95.56</b>
<b>NON-CURRENT ASSETS</b>								
Deposits at financial institutions with limitation	-	-	58.16	0.89	31.55	0.42	35.98	0.49
Investment properties	-	-	-	-	237.87	3.18	243.24	3.33
Property, plant and equipment	21.61	0.42	13.29	0.20	31.77	0.42	21.94	0.30
Right-of-use assets	-	-	-	-	41.16	0.06	2.63	0.04
Other intangible assets	0.36	0.01	0.61	0.01	0.78	0.01	1.49	0.02
Deferred tax assets	26.26	0.51	22.63	0.35	22.18	0.30	17.28	0.24
Other non-current asset	5.95	0.12	1.47	0.02	1.68	0.02	1.86	0.03
<b>Total Non-current Assets</b>	<b>54.18</b>	<b>1.06</b>	<b>96.17</b>	<b>1.47</b>	<b>329.99</b>	<b>4.41</b>	<b>324.42</b>	<b>4.44</b>
<b>TOTAL ASSETS</b>	<b>5,119.46</b>	<b>100.00</b>	<b>6,522.04</b>	<b>100.00</b>	<b>7,480.75</b>	<b>100.00</b>	<b>7,308.16</b>	<b>100.00</b>
<b>Liabilities and shareholders' equity</b>								
<b>Current liabilities</b>								
Bank overdraft and short-term loans from financial institutions	12.42	0.24	45.84	0.70	4.90	0.07	157.32	157.32
Trade and other current payables	175.93	3.44	238.89	3.66	212.75	2.84	152.31	2.08
Current portion of lease liabilities	0.49	0.01	0.52	0.01	1.83	0.02	1.92	0.03
Current portion of long-term loans	1,968.75	38.46	1,909.12	29.27	2,542.27	33.98	2,687.45	36.77

Statement of Financial Position	Consolidated Financial Statement							
	2018		2019		2020		Q3 2021	
Short – term loans from related parties	-	-	14.00	0.21	21.62	0.29	54.71	0.75
Advance received from customer- real estate	444.33	8.68	449.64	6.89	511.55	6.84	394.37	5.40
Income tax payable	29.37	0.57	0.60	0.01	11.43	0.15	14.80	0.20
Other current liabilities	72.44	1.41	56.79	0.88	111.25	1.49	99.73	1.36
<b>Total Current Liabilities</b>	<b>2,703.73</b>	<b>52.81</b>	<b>2,715.40</b>	<b>41.63</b>	<b>3,417.60</b>	<b>45.69</b>	<b>3,562.61</b>	<b>48.75</b>
<b>NON – CURRENT LIABILITIES</b>								
Lease liabilities	1.78	0.03	1.25	0.02	2.05	0.03	0.60	0.01
Long – term loans	99.65	1.95	1,368.57	20.98	1,591.61	21.28	1,073.64	14.69
Employee bebenefit obligations	3.14	0.06	5.50	0.08	6.07	0.08	6.53	0.09
Provision for compensation for housing estate juristic persons	1.15	0.02	1.27	0.03	1.11	0.01	1.21	0.02
<b>Total Non – Current Liabilities</b>	<b>105.75</b>	<b>2.06</b>	<b>1,376.59</b>	<b>21.11</b>	<b>1,600.84</b>	<b>21.40</b>	<b>1,081.98</b>	<b>14.81</b>
<b>TOTAL LIABILITIES</b>	<b>2,809.45</b>	<b>54.88</b>	<b>4,091.99</b>	<b>62.74</b>	<b>5,018.45</b>	<b>67.08</b>	<b>4,644.59</b>	<b>63.55</b>
<b>Shareholders' equity</b>								
Share capital								
Share capital	1,381.46	26.98	1,578.81	24.21	1,578.81	21.10	1,238.46	16.95
Issued and paid – up share capital	1,044.86	20.42	1,194.22	18.31	1,194.22	15.96	1,238.45	16.95
Premium on ordinary shares	538.40	10.52	538.45	8.26	538.45	7.20	538.46	7.37
Retained earnings								
Appropriated legal reserve	69.44	1.36	75.48	1.15	80.85	1.08	80.85	1.11
Unappropriated	657.31	12.84	621.90	9.54	648.77	8.67	805.81	11.03
<b>TOTAL SHAREHOLDERS'EQUITY</b>	<b>2,310.01</b>	<b>45.12</b>	<b>2,430.05</b>	<b>37.26</b>	<b>2,462.30</b>	<b>32.92</b>	<b>2,663.57</b>	<b>36.45</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS'EQUITY</b>	<b>5,119.46</b>	<b>100.00</b>	<b>6,522.04</b>	<b>100.00</b>	<b>7,480.75</b>	<b>100.00</b>	<b>7,308.16</b>	<b>100.00</b>

## SHARE CAPITAL

At the 2015 Annual General Meeting of Shareholders held on 29 April 2015, the shareholders had the following important resolutions:

1. Approval of the Company's registered capital increase from the original registered capital of 714,000,000 baht to the registered capital of 785,000,000 baht by issuing new ordinary shares of 71,400,000 with a par value of 1 baht per share to support the payment of shares, dividends and register the change of paid-up capital with the Ministry of Commerce on May 29, 2015.

2. Approval to increase the company's registered capital to support business expansion by increasing the capital by general mandate by increasing the registered capital of 200,000,000 baht from the original registered capital of 785,400,000 baht to 985,400,000 baht and registered the change of paid-up capital with the Ministry of Commerce on May 12, 2015
3. Resolution to approve the allocation of newly issued ordinary shares according to the details as follows
  - 1) Allocation of 71.40 million newly issued ordinary shares with a par value of 1 baht to support the dividend payment. By allocating to the existing shareholders at the rate of 10 existing shares per 1 new share. If any shareholder has a fraction of the existing shares, the company will pay a cash dividend instead at the rate of 0.10 baht per share (71,399,982 shares issued.)
  - 2) Allocation of newly issued ordinary shares in the amount of not more than 200 million shares with a par value of 1 baht per share to support business expansion by means of a general mandate.

At the 2016 Annual General Meeting of Shareholders held on April 25, 2016, the shareholders passed important resolutions as follows

1. Approved the reduction of the Company's registered capital from the original registered capital of 985,400,000 baht to the registered capital of 785,399,982 baht and registered the change of the paid-up capital with the Ministry of Commerce on May 11, 2016.

At the 2017 Annual General Meeting of Shareholders held on 25 April 2017, the shareholders passed important resolutions as follows:

2. Approved to increase the registered capital of the Company in the amount of 503,964,987 baht, divided into 503,964,987 ordinary shares with a par value of 1.00 baht per share, from the original registered capital of 785,399,982 baht to the registered capital of 1,289,364,969 baht and registered the change of paid-up capital with the Ministry of Commerce The details of the allocation are as follows.
  - 1) Allocation of capital increase of existing shareholders 157,079,996 baht
  - 2) Warrants RICHY-W1 in the amount of 157,079,996 baht.
  - 3) Warrant RICHY-W2 amount 157,079,996 baht
  - 4) Stock dividend amount 32,724,999 baht

At the 2018 Annual General Meeting of Shareholders held on April 24, 2018, the shareholders passed important resolutions as follows:

1. Approved the reduction of registered capital that has not yet been issued for sale to be canceled, amounting to 1,373 shares, which are shares remaining from the allocation to support the dividend payment in 2016, and registered the change of paid-up capital with the Ministry of Commerce.
2. Approval to increase the registered capital of the Company in the amount of 92,097,400 baht, divided into 92,097,400 ordinary shares, with a par value of 1.00 baht per share, from the original registered capital of

1,289,363,596 baht as registered capital 1,381,460,996 baht, divided into ordinary shares 1,381,460,996 shares with a par value of 1.00 baht per share and registered the change of paid-up capital with the Ministry of Commerce. The details of the allocation are as follows.

- 1) To support stock dividend (Stock Dividend) 69,657,400 shares
- 2) To support the adjustment of 22,440,000 shares of RICHY-W1 and RICHY-W2 warrantsหุ้น

At the 2019 Annual General Meeting of Shareholders held on 25 April 2019, the shareholders had the following important resolutions:

1. Approved the reduction of registered capital that has not yet been issued for sale to be canceled in the amount of 1,566 shares, which are shares remaining from the allocation to support the dividend payment in 2017, and registered the change of paid-up capital with the Ministry of Commerce.
2. Approved the increase of the Company's registered capital in the amount of 197,355,807 baht, divided into 197,355,807 ordinary shares with a par value of 1.00 baht per share from the original registered capital of 1,381,459,430 baht as registered capital 1,578,815,237 baht divided into ordinary shares 1,578,815,237 shares with a par value of 1.00 baht per share, with details of the allocation as follows:
  - 1) To support stock dividend (Stock Dividend) 149,268,619 shares
  - 2) To support the right adjustment of warrants RICHY-W1 24,043,594 shares, RICHY-W2 24,043,594 shares

At the 2020 Annual General Meeting of Shareholders held on September 25, 2020, the shareholders had no important resolutions regarding the ordinary shares.

At the 2021 Annual General Meeting of Shareholders held on May 11, 2021, the shareholders passed important resolutions as follows:

1. Approve the reduction of registered capital that has not yet been issued for sale to be canceled in the amount of 384,589,086 shares by cutting off the registered shares that have not yet been issued as follows:
  - 1) 11,596 shares of capital increase remaining from support for stock dividend payment
  - 2) 192,234,034 shares remaining from the reserve for RICHY-W1 warrants
  - 3) 192,343,456 shares remaining from the reserve for RICHY-W2 warrants

and registered the change of paid-up capital with the Ministry of Commerce

Unit : Million Baht

Statement of Comprehensive Income	Consolidated Financial Statement							
	2018		2019		2020		Q3 2021	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Revenues from sales	2,680.99	99.04	1,193.64	97.73	814.52	93.72	410.82	97.72
Costs of sales	(1,773.79)	(65.52)	(753.38)	(61.68)	(510.46)	(58.74)	247.83	58.95
Gross profit	907.19	33.51	440.26	36.05	304.06	34.99	162.99	38.77
Other incomes	27.65	1.02	31.63	2.59	54.53	6.27	9.58	2.28
<b>Total income</b>	<b>2,706.90</b>	<b>100.00</b>	<b>1,221.36</b>	<b>100.00</b>	<b>869.05</b>	<b>100.00</b>	<b>420.40</b>	<b>100.00</b>
Distribution costs	(268.73)	(9.93)	(202.05)	(16.54)	(150.03)	(17.26)	41.91	9.97
Administrative expenses	(88.77)	(3.28)	(68.93)	(5.64)	(52.81)	(6.08)	9.41	2.24
Administrative expenses	(13.40)	(0.50)	(13.89)	(1.14)	(26.80)	(3.08)	22.50	5.35
Profit before income tax expenses	563.94	20.83	187.01	15.31	128.95	14.84	98.74	23.49
Income tax expenses	(112.92)	(4.17)	(39.63)	(3.24)	(27.44)	(3.16)	19.89	4.73
Income tax expenses	451.02	16.66	147.37	12.07	101.51	11.68	78.85	18.79
Actuarial gains	-	-	(1.23)	(0.10)	-	-	-	-
<b>Total comprehensive income for the year</b>	<b>451.02</b>	<b>16.66</b>	<b>146.14</b>	<b>11.97</b>	<b>101.51</b>	<b>11.68</b>	<b>78.85</b>	<b>18.76</b>

Unit : Million Baht

Statement of Cash Flows	Consolidated Financial Statement			
	2018	2019	2020	Q3 2021
<b>Cash flows from operating activitie:</b>				
Profit before income tax expenses	563.94	187.01	128.96	260.73
<b>Adjustments to reconcile profits before income tax into cash received (paid) from operating activities</b>				
Depreciation and amortization	12.91	10.96	6.80	10.87
Gain from disposal of temporary investment	0.32	-	-	-
Loss from written of assets	-	-	0.06	1.05
(Gain) loss from write-off of net assets and liabilities	0.10	(7.59)	-	-
Provision for compensation for housing estate juristic persons	1.15	0.11	(0.15)	0.99
Employee benefit expenses	0.17	0.80	0.58	456.89
Interest income	(1.43)	(4.51)	(5.18)	(4.15)
Finance costs	13.40	13.89	26.80	37.55
<b>Profit (loss) from operations before changes in operating assets and liabilities</b>	<b>590.41</b>	<b>198.46</b>	<b>157.84</b>	<b>306.60</b>
<b>Changes in operating assets and liabilities</b>				
Real estate project under development (increase) decrease	1,234.91	(1,017.94)	(777.23)	196.79
Trade and other current receivables (increase) decrease	(161.55)	(172.57)	29.92	3.64
Trade and other current payables increase (decrease)	(54.05)	70.81	(49.78)	(59.25)
Advances received from customer increase (decrease)	(35.67)	5.30	61.91	(117.18)
Other current liabilities increase (decrease)	23.33	(15.64)	54.45	(11.52)
Other – noncurrent asset (increase) decrease	(0.10)	(0.53)	(0.20)	(0.18)
<b>Net cash provided by (used in) operations</b>	<b>1,597.28</b>	<b>(932.13)</b>	<b>(523.07)</b>	<b>318.90</b>
Income tax paid	(98.34)	(67.58)	(16.15)	(45.42)
<b>Net cash provided by (used in) operations activities</b>	<b>1,498.93</b>	<b>(999.72)</b>	<b>(539.23)</b>	<b>273.49</b>

Unit : Million Baht

Statement of Cash Flows	Consolidated Financial Statement			
	2018	2019	2020	Q3 2021
<b>Cash flows from investing activities</b>				
Bank deposits with restrictions on use	0.26	(53.15)	26.61	(4.44)
Cash received and paid for payment of shares in subsidiary companies	0.00	-	-	-
Cash payment for purchase of land Building and equipment	(2.91)	(2.40)	(0.95)	(0.25)
Cash payment for purchase of intangible assets	(0.12)	(0.48)	(0.57)	(1.15)
Cash payment for purchase of temporary investments	(193.20)	(929.00)	-	-
Proceeds from sales of temporary investments	193.36	931.22	-	-
Cash paid for short-term loans to related parties	(69.55)	(44.55)	(33.07)	(67.71)
Cash received from short-term loans to related parties	5.94	21.21	32.34	76.93
Investment property	-	-	(4.35)	(5.37)
Cash received form interest income	0.95	2.59	0.38	11.06
<b>Net cash provided (used in) from investing activities</b>	<b>(66.11)</b>	<b>(75.56)</b>	<b>20.39</b>	<b>9.055</b>
<b>Cash flows from financing activities</b>				
Cash paid for interest expenses	(163.86)	(169.91)	(168.01)	(156.39)
Bank overdrafts from financial institutions increase(decrease)	5.62	3.41	(10.94)	23.90
Cash received from bill of exchange	-	160.00	-	129.16
Cash paid for bill of exchange	-	(130.00)	(30.00)	-
Liabilities under financial lease agreement (decrease)	(0.52)	(0.62)	(2.00)	(1.51)
Cash received for short-term loans from related parties	-	14.00	10.60	33.00
Cash paid for short-term from related parties	-	-	(3.00)	-
Cash received from debenture	-	1,379.70	192.50	-
Cash received from debenture	(500.00)	(862.30)	(158.78)	(446.05)
Cash received from financial institutions loan	668.23	1,192.76	1,213.54	398.50
Cash paid for loans from financial institutions	(1,494.70)	(485.88)	(399.19)	(724.40)
Cash paid for loans from financial institutions	-	0.16	0.00	400.00
Dividend paid	(8.48)	(26.26)	(69.26)	(5.77)
<b>Net cash provided (used in) financing activities</b>	<b>(1,493.71)</b>	<b>(1,075.04)</b>	<b>575.44</b>	<b>(349.55)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(60.88)</b>	<b>0.76</b>	<b>56.60</b>	<b>(67.00)</b>
Cash and cash equivalents at the beginning of the year	84.86	23.98	24.74	81.35
Cash and cash equivalents at the end of the year	23.98	24.74	81.35	14.34

Financial Ratio		Consolidated Financial Statement			
		2018	2019	2020	Q3 2021
<b>Liquidity Ratio</b>					
Current ratio	Times	1.87	2.37	2.09	1.96
Quick ratio	Times	0.17	0.16	0.13	0.00
Cash flow ratio	Times	0.55	(0.37)	(0.16)	0.08
Turnover ratio	Times	N/A	N/A	N/A	N/A
Average collection period	Day	N/A	N/A	N/A	N/A
Inventory turnover rate	Times	0.35	0.14	0.08	0.04
Average product sales period	Day	1050	2533	4479	9770
Payable turnover ratio	Times	3.94	3.61	2.26	1.36
Repayment period	Day	93	100	161	269
Cash cycle	Day	957	2433	4317	9501
<b>Ratio showing profitability (Profitability Ratio)</b>					
Gross margin	%	34.16	36.88	37.33	39.67
Operating profit margin	%	21.53	14.18	12.43	27.18
Net profit margin	%	16.65	12.03	11.68	18.76
Return on equity	%	21.59	6.22	4.15	3.08
<b>The ratio of efficiency in operation (Efficiency Ratio)</b>					
Return on assets	%	10.33	3.45	2.22	1.64
Return on fixed assets	%	804.50	267.25	73.10	37.05
Asset turnover	Times	0.48	0.21	0.12	0.06
<b>Financial Policy Ratio</b>					
Debt to equity ratio	Times	1.22	1.68	2.04	1.74
Interest coverage ratio	Times	3.60	1.25	0.97	0.84
Obligation capability ratio	Times	0.30	0.11	0.06	0.05
Dividend payout ratio	%	1.88	17.82	68.23	7.32
<b>Stock Information</b>					
Stock Information	THB	2.21	2.03	2.06	2.15
Stock Information	THB	0.43	0.12	0.09	0.06
<b>Data calculated by Fully Diluted Method</b>					
Book value per share	THB	1.70	1.80	2.06	2.15
Earnings per shar	THB	0.33	0.11	0.09	0.06

## Part 4

### Management and Shareholding Structure

#### 1. Management Structure

##### 1.1 The Board of Directions

As of September 30, 2021, the Board of Directors consisted of 11 members as follows:

	Name	Position
1	Ms.Sunee Sathatinan	Chairman
2	Dr.Apa Ataboonwongse	Vice Chairman
3	ASSOC.Prof.Suthus Ratanakuakangwan	Independent Director / Chairman of Audit Committee
4	Mrs. Phawanya Krittachat	Independent Director / Audit Committee
5	Mrs. Jareewut Thasanti	Independent Director / Audit Committee
6	Mr.Somsak Attaboonwong	Director
7	Dr.Karoon Chandrangsou	Director
8	Mrs.Nonglak Wanthammapong	Director
9	Police Colonel Suvit Tansode	Director
10	Mr.Verapol Attaboonwong	Director
11	Mr.Anen Ung Aphinan	Director

Authorized Signatory : The Directors whose signatures are recognized as binding for the Company consist of the two jointly signatures of either Dr. Apa Attaboonwong, Ms. Sunee Sathatinan, or Mr. Somsak Attaboonwong together with the Company's seal.

##### 1.2 The Executives

As of September 30, 2021, the Company had total 6 members of the Executive Board as follows:

	Name	Position
1	Dr. Apa Attaboonwong	Chief Executive Officer / Chief Executive Officer
2	Ms. Sunee Sathatinan	Executive Director
3	Mr. Somsak Attaboonwong	Executive Director
4	Mrs. Saranthorn Srisunthorn	Deputy Chief Operating Officer / Acting Chief Executive Officer operating
5	Ms.Klinsukon Luephongphichit	Assistant Chief Executive Officer, Performance
6	Ms. Pichaya Tansod	Chief Business Development Officer
7	Ms. Suthiphon Hinrit	Chief Finance and Accounting Officer

### 1.3 Audit Committee

All members of the Audit Committee are knowledge and competence on accounting and finance, which are consisted of 3 members as follows:

Name	Position	The Number of Attending the Meeting
1. ASSOC.Prof.Suthus Ratanakuakangwan	Chairman of the Audit Committee / Independent Director	3/3
2. Mrs. Phawanya Krittachat	Audit Committee / Independent Director	3/3
3. Mrs. Jareewut Thasanti	Audit Committee / Independent Director	3/3

### 1.4 Executive Committee

The Executive Committee is consisted of 3 members as follows:

Name	Position	The Number of Attending the Meeting
1. Dr. Apa Attaboonwong	Chief Executive Officer	3/3
2. Ms. Sunee Sathatinan	Executive Officer	3/3
3. Mr. Somsak Attaboonwong	Executive Director	3/3

### 1.5 Nomination and Remuneration Committee

The Nomination and Remuneration Committee is consisted of 3 members as follows:

Name	Position	The Number of Attending the Meeting
1. ASSOC.Prof.Suthus Ratanakuakangwan	Chairman of Nomination and Remuneration Committee	1/1
2. Mr. Somsak Attaboonwong	Nomination and Remuneration Committee	1/1
3. Mr. Anen Ung Aphinan	Nomination and Remuneration Committee	1/1

### 1.6 Risk Management Committee

The Risk Management Committee is consisted of 3 members as follows:

Name	Position	The Number of Attending the Meeting
1. Dr. Karoon Chandrangu	Chairman of Risk Management Committee	1/1
2. Mr. Suthus Ratanakuakangwan	Risk Management Committee	1/1
3. Mr. Suvit Tansode	Risk Management Committee	1/1

## 2. Shareholding structure

As of November 3, 2021, the Company had a total registered capital of Baht 1,238,456,749.00. The common share was 1,238,456,749.00 shares at par value of Baht 1.00 per share and the paid-up capital was totally Baht 1,238,454,634.00

The top ten of shareholders on the close of share registered book latest on November 3, 2021, as follows:

	Name	No. of Shares	% Holder
1	Dr. Apa Attaboonwong	412,407,321	33.30
2	Mr. Chaisith Viriyametakul	124,000,000	10.01
3	Ms. Sunee Sathatinan	55,709,865	4.50
4	Ms. Pichaya Tansod	54,824,810	4.43
5	Attaboon Sinsap Company Limited	45,138,602	3.64
6	Vibhavadi Medical Center Public Company Limited	32,500,000	2.62
7	Mr. Somsak Attaboonwong	31,127,697	2.51
8	Mr. Rattana Wongrattanapong	30,000,000	2.42
9	Ms. Natsa Taksinapattakun	20,180,000	1.63
10	Mrs. Vorapa Monaraks	14,720,054	1.19
	<b>Total</b>	<b>820,608,349</b>	<b>66.25</b>



Summary of Features of Warrants to Purchase Ordinary Shares of  
RICHY Place 2002 Public Company Limited No. 3 (RICHY-W3)

Securities issuer and offeror	RICHY Place 2002 Public Company Limited (the "Company")
Name of Securities offered for sale	Warrants to Purchase Newly Issued Ordinary Shares of RICHY Place 2002 Public Company Limited No. 3 (the "RICHY-W3 Warrants")
Type	Registered certificate and transferable
Number of warrants issued and offered for sale	Not exceeding 247,690,926 units
Number of shares reserved to accommodate the exercise of the warrants	Not exceeding 247,690,926 shares at the par value of 1.00 Baht, equivalent to 16.67 per cent of the total issued shares of the Company after the offer for sale of 247,690,926 newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings.
Offering method / Allocation ratio	<p>The Company shall allocate the warrants to the existing shareholders who are entitled to the allocation of the newly issued shares issued and offered for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), at the ratio of 1 newly issued ordinary shares to 1 unit of the RICHY-W3 Warrant (without cost).</p> <p>In this regard, in the case where there are fractions of the RICHY-W3 Warrants from the calculation of the allocation, the fraction shall be rounded down. The warrants remained from the allocation will be cancelled by the Company; therefore, the remaining warrants will be proportionate to the allocated portion.</p>
Offering price per unit	THB 0 per unit
Exercise ratio	1 unit of the warrant is entitled to purchase 1 newly issued ordinary share with the exception for the case of the adjustment of rights in accordance with the adjustment conditions.
Exercise price	1.30 Baht per share with the exception of the case of the adjustment of rights in accordance with the adjustment conditions.
Term of the warrants	1 years from the issuance date of the warrants
Exercise period	<p>Every 15th day of March, June, September, and December of each year throughout the term of the warrants.</p> <p>First exercise date 15 March 2022 Last exercise the maturity date of the warrants If the exercise date falls on the Company's holiday, it shall be postponed to the last business day prior to each exercise date.</p>

	<p>The last exercise date is the date on which the warrants have the term of 1 years from the issuance date of the warrants.</p> <p>In the event that any exercise date does not fall on a business day, the exercise date will be the business day prior to such date.</p>
Period for notification of intention to exercise	<p>The warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions within Between the hours of 9:00 a.m. to 4:00 p.m. the period of 5 business days prior to each exercise date.</p> <p>For the last exercise date, the warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions to exercise the warrants to purchase ordinary shares at least 15 days prior to the last exercise date.</p>
Period for notification of intention to exercise	<p>The warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions within Between the hours of 9:00 a.m. to 4:00 p.m. the period of 5 business days prior to each exercise date.</p> <p>For the last exercise date, the warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions to exercise the warrants to purchase ordinary shares at least 15 days prior to the last exercise date.</p>
Irrevocability of the notice of intention to exercise the warrants	<p>The intention to exercise the warrants may not be revoked after the warrant holders notify their intentions to purchase the ordinary shares under the warrants.</p>
Secondary market of the warrants	<p>The Company will file an application to list the warrants as listed securities on the Stock Exchange of Thailand (the "SET").</p>
Secondary market of the ordinary shares issued from the exercise of the warrants	<p>The Company will list the ordinary shares issued from the exercise of the warrants as the listed securities on the SET.</p>
Reasons to issue new shares to accommodate the adjustment of rights	<p>The Company will adjust the exercise price and/or the exercise ratio in accordance with the conditions on the adjustment of rights upon the occurrence of any of the events stipulated in the terms and conditions of the warrants as prescribed in Clause 11(4) (b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Warrants and Newly Issued Underlying Shares or any similar circumstances, such as:</p> <p>(a) The par value of the Company's shares is changed due to a reverse share split or a share split.</p>

	<p>(b) The Company offers for sale the newly issued shares at the price lower than the market price.</p> <p>(c) The Company offers for sale the convertible debentures or the warrants at the price lower than the market price.</p> <p>(d) The Company, wholly or partially, pays the dividend in a form of newly issued shares to the shareholders.</p> <p>(e) The Company pays the dividend in cash in an amount exceeding which is specified under the terms and conditions; and</p> <p>(f) Any other circumstances like (a)–(e) which may prejudice the interests or returns to which the holders of the warrants are entitled upon the exercise of the warrants.</p>
<p>Warrants registrar</p>	<p>Thailand Securities Depository Co., Ltd. or any person appointed as the registrar of the warrants in place of Thailand Securities Depository Co., Ltd.</p>
<p>Other conditions</p>	<p>The Chief Executive Officer or the person delegated by the Chief Executive Officer shall determine or change the details and conditions necessary for and/or in connection with the issuance and the allocation the RICHY-W3 Warrants in all respects under the terms of the relevant laws and within the framework of the approval of the Extraordinary General Meeting of Shareholders whereby the details are including but not limited to:</p> <p>(a) The preparation of the terms and conditions of the RICHY-W3 Warrants, including the details with respect to the allocation of the RICHY-W3 Warrants thereof.</p> <p>(b) To provide information, contact, prepare, execute, deliver, file any documents necessary for or relevant to the issuance and the allocation of the RICHY-W3 Warrants with the Office of the Securities and Exchange Commission, the SET, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and any other relevant agencies or persons.</p> <p>(c) The listing of the ordinary shares from the exercise of the RICHY-W3 Warrants on the SET.</p> <p>(d) The appointment of the sub-grantee, as well as to be authorized to undertake any act for the purpose of the completion of the issuance and allocation of the RICHY-W3 Warrants; and</p> <p>(e) Register the change of paid-up capital with the Department of Business Development, Ministry of Commerce and has the power to</p>

	<p>take any necessary actions to comply with the registrar's order for the completion of registration process.</p>
<p>Objectives of the issuance of the warrants and the benefits that the Company shall receive from the allocation of the newly issued shares</p>	<p>The Company plans to use the proceeds that have been exercised to purchase newly issued ordinary shares to accommodate the development of the Company's real estate projects in the future and use as the working capital of the Company.</p>
<p>Conditions of the Rights Adjustment</p>	<p>The Company shall adjust the Exercise Price and the Exercise Ratio throughout the term of Warrants to ensure that the benefits of the Warrant Holders are not less than their existing entitlements in the case when any of the following events occurs:</p> <p>(1) <u>In case of the Company changes the par value of the ordinary shares of the Company due to the combination or split-up of shares, the adjustment of exercise price and exercise ratio shall be effective immediately once the change of the share par value occurs</u></p> <p>1. The Exercise Price shall be adjusted in accordance with the following formula:</p> $\text{Price}_1 = \frac{\text{Price}_0 [\text{Par}_1]}{[\text{Par}_0]}$ <p>2. The Exercise Ratio shall be adjusted in accordance with the following formula:</p> $\text{Ratio}_1 = \frac{\text{Ratio}_0 [\text{Par}_0]}{[\text{Par}_1]}$ <p>Whereas</p> <p>Price<sub>1</sub> = Exercise Price after the change          Price<sub>0</sub> = Exercise Price prior to the change          Ratio<sub>1</sub> = Exercise Ratio after the change          Ratio<sub>0</sub> = Exercise Ratio prior to the change          Par<sub>1</sub> = par value of the ordinary shares after the change          Par<sub>0</sub> = par value of the ordinary shares prior to the change</p>

(2) In case the Company offers for sale of new ordinary shares to its existing shareholders (a rights offering) and/or public investors (a public offering) and/or specific investors (a private placement) at the net price per share of the new ordinary shares is below 90 percent of “the market price per share of the Company’s ordinary shares.”

The adjustment of the Exercise Price and the Exercise Ratio shall be effective immediately from the first day on which the purchasers of the ordinary shares are not able to subscribe for the new ordinary shares (the first day on which the SET posts the XR sign) in the case of the offer for sale to the existing shareholders (a rights issue) and/or on the first day of a public offering and/or a private placement of the new ordinary shares (as the case may be).

“The net price per share of the Company’s new ordinary shares” shall be calculated from the total amount of proceeds received from the offering for sale of the ordinary shares less the expenses (if any), then divided by the number of all new ordinary shares.

“The market price per share of the Company’s ordinary shares” means the trading value of the Company’s ordinary shares divided by the number of ordinary shares which have been traded on the SET during a 7 consecutive Business Days (trading days of the SET) prior to the calculation date.

“The calculation date” means the first date on which the purchasers of the ordinary shares shall not be able to subscribe for the newly issued ordinary shares (the first day on which the SET posts the XR sign) in case of the offer for sale to the existing  
 Price 1 = Exercise Price after the change  
 Price 0 = Exercise Price prior to the change  
 Ratio 1 = Exercise Ratio after the change  
 Ratio 0 = Exercise Ratio prior to the change  
 Par 1 = par value of the ordinary shares after the change  
 Par 0 = par value of the ordinary shares prior to the change  
 19 shareholders (a rights issue) and/or on the first day of subscription of the ordinary shares in case of public offering and/or private placement (as the case may be).

In the case that “the market price per share of the Company’s ordinary

shares” cannot be determined because there is no trading of the ordinary shares during the relevant time, the Company shall determine the fair value of the Company’s ordinary shares to be used for the calculation instead.

In addition, in case there is an offering of ordinary shares for more than one offering price at the same time with a condition that the subscription must be made altogether, all the offer prices shall be used to calculate the net price per share of the Company’s newly issued ordinary shares. However, if the condition on the subscription being made altogether does not apply, only the offering price that is lower than 90 percent of “the market price per share of the Company’s ordinary shares” shall be used in the calculation of the adjustment.

1. The Exercise Price shall be adjusted in accordance with the following formula:

$$\text{Price}_1 = \text{Price}_0 \frac{[(A_2 \times \text{MP}) + B_2 X]}{[\text{MP} (A_2 + B_2)]}$$

2. The Exercise Ratio shall be adjusted in accordance with the following formula:

$$\text{Ratio}_1 = \text{Ratio}_0 \frac{[\text{MP} (A_2 + B_2)]}{[(A_2 \times \text{MP}) + B_2 X]}$$

Whereas

- Price<sub>1</sub> = Exercise Price after the change
- Price<sub>0</sub> = Exercise Price prior to the change
- Ratio<sub>1</sub> = Exercise Ratio after the change
- Ratio<sub>0</sub> = Exercise Ratio prior to the change
- MP = the market price per share of the Company’s ordinary shares
- A<sub>2</sub> = the number of the fully paid-up ordinary shares as at the date prior to the closing date of the share register book to determine the rights of shareholders to subscribe for the new ordinary shares in case of a rights offering and/or the date prior to the

	<p>first day of the offering of the new ordinary shares in case of a public offering and/or a private placement (as the case may be).</p> <p><math>B_2</math> = the number of the new ordinary shares to be offer for sale under a right offering and/or a public offering and/or a private placement</p> <p><math>B_2X</math> = the amount of proceeds received less expenses (if any) from the offer for sale of ordinary shares under a right offering and/or a public offering and/or a private placement</p> <p>(3) <u>In case the Company offers for sale of any new securities to its existing shareholders and/or public investors and/or specific investors and such securities confer the right of conversion into or exchange for ordinary shares or the right to purchase ordinary shares (such as convertible debentures or warrants to purchase ordinary shares at the net price per new ordinary shares below 90 percent of “the market price per share of the Company’s ordinary shares.”</u></p> <p>The adjustment of the Exercise Price and the Exercise Ratio shall be effective immediately on the first date which the purchasers of the ordinary shares shall not be able to subscribe for the aforementioned new securities that confer the right to convert or exchange into the ordinary shares or the right to purchase the ordinary shares (the first day on which the SET posts the XR sign) in the case of the offer for sale to the existing shareholders (a rights issue) and/or on the first day of the offer for sale of the new securities with the right to convert or exchange into the ordinary shares in case of a public offering and/or a private placement (as the case may be).</p> <p>“The net price per share of the new ordinary shares reserved for the exercise of rights” shall be calculated from the amount of proceeds the Company will receive from the offer for sale of securities which confer the right to convert into or exchange for the ordinary shares or the right to purchase the ordinary shares, less expenses incurred from the issuance of such securities (if any), including the amount to be received from the exercise of the rights to into the ordinary shares or the exercise of the</p>
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rights to purchase ordinary shares, then divided by the total number of new ordinary shares to be reserved for the exercise of the rights under such securities.

“The market price per share of the Company’s ordinary shares” shall have the same meaning as specified in item 2) above.

“The calculation date” means the first day on which the purchasers of the ordinary shares shall not be able to subscribe for any new securities which confer the right to convert or exchange into the ordinary shares or the right to purchase the ordinary shares in case of the offers for sale to the existing shareholders (a rights issue) and/or on the first day of the offer for sale of new securities which confer the rights to convert or exchange into the ordinary shares or the rights to purchase of the ordinary shares in case of a public offering and/or a private placement (as the case may be).

1. The Exercise Price shall be adjusted according to the following formula:

$$\text{Price}_1 = \frac{\text{Price}_0 [(A_3 \times \text{MP}) + B_3 X]}{[\text{MP} (A_3 + B_3)]}$$

2. The Exercise Ratio shall be adjusted according to the following formula:

$$\text{Ratio}_1 = \frac{\text{Ratio}_0 [\text{MP} (A_3 + B_3)]}{[(A_3 \times \text{MP}) + B_3 X]}$$

Whereas

- Price<sub>1</sub> = Exercise Price after the change
- Price<sub>0</sub> = Exercise Price prior to the change
- Ratio<sub>1</sub> = Exercise Ratio after the change
- Ratio<sub>0</sub> = Exercise Ratio prior to the change
- MP = the market price per share of the Company’s ordinary shares
- A<sub>3</sub> = the number of the paid-up ordinary shares as at the date prior to the closing date of the share register book to determine the rights of

	<p>shareholders to subscribe for the new securities which confer the right to convert or exchange into the ordinary shares or the right to purchase the ordinary shares in case of a rights offering and/or the date prior to the first day of the offering of the new securities which confer the right to convert or exchange into the ordinary shares or the right to purchase the ordinary share in case of a public offering and/or a private placement (as the case may be).</p> <p>B3 = the number of new ordinary shares reserved for the exercise of any securities which confer the right to convert or exchange into the ordinary shares or the right to purchase the ordinary shares through a right offering and/or a public offering and/or a private placement</p> <p>B3X = the amount of proceeds received less expenses (if any) from the offering of securities which confer the right to convert or exchange into the ordinary shares or the right to purchase the ordinary shares through a right offering and/or a public offering and/or a private placement together with the amount to be received from the exercise of the rights under such securities</p> <p>(4) <u>In case the Company makes payment of dividend, whether in whole or in part, in the form of ordinary shares to its shareholders.</u></p> <p>The adjustment of the exercise price and the exercise ratio shall be effective immediately on the first day which the purchasers of ordinary shares shall not be able to receive such dividend payment (the first day on which the SET posts the XD sign).</p> <p>1. . The Exercise Price shall be adjusted in accordance with the following formula:</p> $\text{Price}_1 = \frac{\text{Price}_0 [A_1]}{[A_1 + B_1]}$
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2. The Exercise Ratio shall be adjusted in accordance with the following formula:

$$\text{Ratio}_1 = \text{Ratio}_0 \frac{[A_1 + B_1]}{[A_1]}$$

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Price<sub>1</sub> = Exercise Price after the change

Price<sub>0</sub> = Exercise Price prior to the change

Ratio<sub>1</sub> = Exercise Ratio after the change

Ratio<sub>0</sub> = Exercise Ratio prior to the change

A<sub>1</sub> = the number of paid-up ordinary shares as at the date prior to the closing date of the share register book to determine the rights of shareholders to receive the share dividend

B<sub>1</sub> = the number of the new ordinary shares issued in the form of the share dividend

(5) When the Company pays cash dividend at the rate of exceeding 90 percent of its net profit pursuant to the separate financial statements after tax in any fiscal year throughout the term of RICHY-W3

The adjustment of the exercise price and the exercise ratio shall be effective immediately on the first day on which the purchasers of the ordinary shares shall not be able to receive such dividend payment (the first day on which the SET posts the XD sign). The percentage of the dividend paid to the shareholders shall be calculated from the amount of actual dividend paid in each fiscal year divided by the net profit pursuant to the separate financial statements after tax of the same fiscal year. The actual dividend payment shall include the interim dividends in each fiscal year as well.

“The calculation date” means the first date on which the purchasers of the ordinary shares shall not be able to receive dividend (the first day that the SET posts the XD sign).

1. The Exercise Price shall be adjusted in accordance with the following formula:

$$\text{Price}_1 = \text{Price}_0 \frac{[\text{MP} - (\text{D} - \text{R})]}{[\text{MP}]}$$

2. The Exercise Ratio shall be adjusted in accordance with the following formula:

$$\text{Ratio}_1 = \text{Ratio}_0 \frac{[\text{MP}]}{[\text{MP} - (\text{D} - \text{R})]}$$

Whereas

Price<sub>1</sub> = Exercise Price after the change

Price<sub>0</sub> = Exercise Price prior to the change

Ratio<sub>1</sub> = Exercise Ratio after the change

Ratio<sub>0</sub> = Exercise Ratio prior to the change

MP = the market price per share of the Company's ordinary share

D = dividend per share paid to the shareholders

R = dividend per share calculated from 90 percent of the net profit pursuant to the separate financial statements after tax divided by the total number of shares entitled to receive dividend

"The market price per share of the Company's ordinary shares" shall have the same meaning as specified in item 2) above.

(6) In any event where the Warrant Holders are caused to lose their rights and benefits other than those stated in items 1) to 5), the Company shall consider the adjustment of the Exercise Price and/or the Exercise Ratio (or the adjustment of the number of the Warrants in lieu of Exercise Ratio) in a fair manner without depriving the rights of the Warrant Holders. The Company's decision shall be absolute and final. The Company shall notify to the SET as soon as possible and notify to the Office of the SEC of the adjustment immediately once the event that causes the adjustment of rights or the date on which the Company's decision becomes absolute and final.

(7) The calculation of the adjustment of the Exercise Price and the Exercise Ratio under item 1) to 6) above shall be independent from one another. In the case of a few events occur at the same time, the calculation must be made in the following order: (1) (5) (4) (2) (3) (6). If there is any decimal

	<p>from the calculation in any order, the Exercise Price and Exercise Ratio shall be kept as three decimal digits.</p> <p>In the adjustment of the exercise price and exercise ratio under items 1) to 6), the Company shall inform the Warrant Holders of the adjustment stating the details of the calculation of adjustment and the reason for such adjustment through the electronic information dissemination system of the SET (SET PORTAL) and notify to the Office of the SEC immediately from the date on which the adjustments of the Exercise Price and/or Exercise Ratio become effective</p> <p>(8) The Company will not extend the term of the Warrants and will not adjust the Exercise Price and the Exercise Ratio unless the adjustment is made pursuant to the conditions of the rights adjustments.</p> <p>(9) The Company may adjust the Exercise Price together with the issue of the new warrants in replacement of the adjustment of the exercise ratio. If the Company must issue additional shares to be reserved for exercise of rights under the Warrants, the Company shall submit the resolutions of the shareholders' meeting approving the issuance of shares to be reserved for the exercise the right under the Warrants to the Office of the SEC prior to the adjustment before the Company is deemed to have obtained the approval for after for sale of such shares.</p> <p>(10) In case the adjustment of the exercise price causes the new exercise price to be below the par value of the Company's ordinary shares, the par value shall be then used as the exercise price. However, the exercise ratio in (1) to (5) will remain unchanged.</p> <p>(11) The status of Warrant holders from the date that Holder of the warrant give notice of its intention to exercise until the day the Ministry of Commerce accepts the registration of an increase in paid-up capital due to ethe exercise of such warrant shall be the same and have the same rights as that of Holders of warrant who do not give notice of the intention to exercise. Such status shall expire on the date the Ministry of Commerce accepts the registration of the increase in paid-up capital.</p> <p>(12) If the exercise price and/or the exercise ratio are adjusted retroactively before the Company applies for the registration of the exercised newly issued ordinary shares with the Ministry of Commerce, the Company shall issue additional newly issue ordinary shares to eligible Holders of Warrant</p>
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	<p>as soon as possible. In cases where the adjusted exercise price is effective, the additional new ordinary shares shall be distributed to eligible Holders of Warrant later than the ordinary shares previously issued but no later than 15 business days from the day of adjustment (in case of scrip system) and within 7 business days from the day of adjustment (in case of scripless system).</p> <p>(13) The newly issued ordinary shares derived from the exercise of Warrant shall have the same rights and benefits as the issued and fully paid-up shares in every respect if the Ministry of Commerce accepts the registration of the increase in the paid-up capital of the Company.</p> <p>(14) Regarding the adjustment of the exercise price and the exercise ratio as mentioned above, the Company shall notify the SEC, the SET and Warrant Registrar about this immediately or before the adjusted Exercise Price and/or Exercise Ratio become into force, i.e., the outcome of the adjustment including the methods of calculation, reasons for the adjustment, the new exercise price, the new exercise ratio, and the date of the adjustment. The Company shall also notify Holders of Warrant through SET-Portal the details of the adjustment of the exercise price and the exercise ratio in accordance with time and procedures as specified in the Terms and Conditions.</p>
Dilution Effect	Document details on the next page.

Dilution Effect

- In this meeting, the company is the issuance of the following securities:
  - a. The issuance of the new ordinary shares to existing shareholders in proportion (Right Offering) of 247,690,926 shares.
  - b. The issuance of warrants (RICHY-W3) allocated to existing shareholders to subscribe for new shares to be issued and offered to the existing shareholders in proportion (Rights Offering) of 247,690,926 Units and the issuance of ordinary shares. The shares reserve for the exercise of warrants (RICHY-W3) are 247,690,926 shares.
- The entitlements and conditions of ordinary shares issued and offered to the existing shareholders and ordinary shares issued for the exercise of warrants under this offering shall be identical to the Company's existing ordinary shares in all respects.
- Apart from 247,690,926 ordinary shares (at a par value of Baht 1.00) allocated to accommodate the exercise of rights under the warrants, the Company may need to increase its capital to accommodate a change in the exercise of rights upon the occurrence of any event set out by the Capital Market Supervisory Board in its notification of the issue and offering of warrants.

**Effects to the shareholders from the offering of the newly issued ordinary shares**

Effect on the issuance and offering of the newly issued ordinary shares proportionate to their respective shareholdings (Right Offering) along with the warrants to purchase ordinary shares of the Company having the details as follows:

**1. Price Dilution**

- After the issuance and offering the newly issued ordinary shares to Rights Offering but before the issuance and offering the RICHY-W3 Warrants; there will be the price dilution on the Company's shares approximately 1.83 percent, with the following formula:

$$\begin{aligned}
 &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\
 &= \frac{1.46 - 1.43}{1.46} \\
 &= 1.83 \text{ percent}
 \end{aligned}$$

The market price after the offering the newly issued ordinary shares to Rights Offering, equivalent to:

$$= \frac{(\text{Market price before offering} \times \text{Paid-up shares}) + (\text{RO offering price} \times \text{Number of shares to be issued to RO})}{\text{Total shares after offering}}$$

$$\begin{aligned}
 & \text{Paid-up shares + Number of shares to be issued to RO} \\
 = & \frac{1,808.14 \text{ million Baht} + 322.00 \text{ million Baht}}{1,238.45 \text{ million shares} + 247.69 \text{ million shares}} \\
 = & 1.43 \text{ Baht per share}
 \end{aligned}$$

Remark: Market price before offering the equals to the weighted average of the Company's shares trading for 7 consecutive trading days before the date of Board of Directors' meeting No. 4/2021, convened on 20 October 2021, which is between 8 - 19 October 2021 (Information from SETSMART of the SET) equivalent to 1.46 Baht per share.

- After the issuance of warrants: there will be price dilution approximately 3.13 percent

$$\begin{aligned}
 = & \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\
 = & \frac{1.46 - 1.41}{1.46} \\
 = & 3.13 \text{ percent}
 \end{aligned}$$

Market price after the allocation of the newly issued ordinary shares to RO, equivalent to:

$$\begin{aligned}
 = & \frac{(\text{Market price before offering} \times \text{Paid-up shares}) + (\text{RO offering price} \times \text{Number of shares to be issued RO}) + (\text{Exercise price for the RICHY-W3} \times \text{Number of accommodated share for the RICHY-W3})}{\text{Paid-up shares} + \text{Number of shares to be allocated to RO} + \text{Number of accommodated shares for the RICHY-W3}} \\
 = & \frac{1,808.14 \text{ million Baht} + 322.00 \text{ million Baht} + 322.00 \text{ million Baht}}{1,238.45 \text{ million shares} + 247.69 \text{ million shares} + 247.69 \text{ million shares}} \\
 = & 1.41 \text{ Baht per share}
 \end{aligned}$$

Remark: Market price before offering equals to the weighted average of the Company's shares trading for 7 consecutive trading days before the date of Board of Directors' meeting No. 4/2021, convened on 20 October 2021, which is between 8 - 19 October 2021) (Information from SETSMART of the SET) equivalent to 1.46 Baht per share

2. Earnings per share dilution

- In case that all existing shareholders subscribe for the newly issued ordinary shares proportion of their respective shareholding but have not exercised their right to purchase the newly issued ordinary shares under the RICHY-W3 Warrants in full amount, there will be earning per share dilution to the existing shareholders from the number of shares to be issued and allocated to the Right Offering only, representing to 19.64 per cent, with the following formula:

$$= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}}$$

Whereas, EPS before offering are calculated from:

$$= \frac{\text{Net profit}}{\text{Paid-up shares}}$$

$$= \frac{178.80 \text{ million Baht}}{1,238.45 \text{ million share}}$$

$$= 0.1497 \text{ Baht per share}$$

Whereas, EPS after offering are calculated from:

$$= \frac{\text{Net profit}}{\text{Paid-up shares} + \text{Number of shares to be allocated to RO}}$$

$$= \frac{178.80 \text{ million Baht}}{1,238.45 \text{ million share} + 247.69 \text{ million share}}$$

$$= 0.1203 \text{ Baht per share}$$

EPS Dilution

$$= \frac{0.1497 - 0.1203}{0.1497}$$

$$= 19.64 \text{ percent}$$

Remark: Net profit of the last 12 months, from 1 June 2020 to 30 June 2021

- In case that all existing shareholders subscribe for the newly issued ordinary shares in proportion of their respective shareholding and the warrant holders have exercised their right under warrants in full amount, there will be earning per share dilution to the existing shareholders of 31.12 per cent, when comparing with the total number of shares sold of the Company in present.

$$= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}}$$

Whereas, EPS before offering

$$= \frac{\text{Net profit}}{\text{Paid-up shares}}$$

$$= \frac{178.80 \text{ million Baht}}{1,238.45 \text{ million share}}$$

$$= 0.1497 \text{ Baht per share}$$

Whereas, EPS after offering

$$= \frac{\text{Net profit}}{(\text{Paid-up shares} + \text{Number of shares to be allocated to RO} + \text{Number of shares accommodated for the RICHY-W3})}$$

$$= \frac{178.80 \text{ million Baht}}{1,238.45 \text{ million share} + 247.69 \text{ million share} + 247.69 \text{ million share}}$$

$$= 0.1031 \text{ Baht per share}$$

EPS Dilution

$$= \frac{0.1497 - 0.1031}{0.1497}$$

$$= 31.12 \text{ per cent}$$

Remark: Net profit of the last 12 months, from 1 July 2020 to 30 June 2021

### 3. Control Dilution

- In case that all shareholders subscribe for the newly issued ordinary shares in proportion of their respective shareholding and exercise the RICHY-W3 Warrants, there will be no control dilution and the existing shareholders will not have impact from control dilution. In case that all shareholders have not subscribed for the newly issued ordinary shares, the Company shall proceed with capital reduction by cancelling the remaining shares from the allocation, resulting in the paid-up shares remain unchanged and will not impact to the control dilution.
- In case that the warrant holders exercise their rights to purchase the newly issued ordinary shares under the warrants in full amount, but such warrants holders are not the existing shareholders, this will impact to the control dilution of the existing shareholders, whereby the control dilution of the existing shareholders will decrease approximately 14.29 percent comparing with the shareholding before the issuance of the warrants, with the following formula:

$$\begin{aligned}
 &= \frac{\text{Number of accommodated shares that issued and offered for the RICHY-W3}}{\text{Paid-up capital + Number of shares to be issued to RO + Number of accommodated shares for the RICHY-W3}} \\
 &= \frac{247.69 \text{ million share}}{1,238.45 \text{ million share} + 247.69 \text{ million share} + 247.69 \text{ million share}} \\
 &= 14.29 \text{ percent}
 \end{aligned}$$



Power of Attorney

For subscription for newly issued ordinary shares coupled with warrants to purchase ordinary shares of Richy Place 2002 Public Company Limited (RICHY-W3)

Made at.....

Date.....

I/We, (Mr./Mrs./Miss/Company) ..... (“authorization”)

Shareholder Registration No.....

Identification No. / Passport No. ....

Company Registration No.....

Residing at No ..... Trok/Soi..... Road .....

Khwaeng/Tambol ..... Khet/Amphur.....

Province ..... Country ..... Postal Code .....

being a shareholder of Richy Place 2002 Public Company Limited (the “Company”) according to the share record date as of November 25,2021, holding..... shares, am/are entitled to subscribe for the newly issued ordinary shares in the number of ..... shares as per the details set forth in the Certificate of Subscription Entitlement for Capital Increase Ordinary Shares issued by Thailand Securities Depository Company Limited, as the Company’s Registrar.

I/We hereby appoint (Mr./Mrs./Miss) .....

Identification No. / Passport No. ....

Residing at No ..... Trok/Soi..... Road .....

Khwaeng/Tambol ..... Khet/Amphur.....

Province ..... Country ..... Postal Code .....

as my/our lawful representative (the “Attorney-in-fact”) to subscribe for the capital increase ordinary shares in the number of ..... shares for me/us or on my/our behalf, including to sign, amend or add any statement(s) in the subscription for newly issued ordinary shares coupled with warrants to purchase ordinary shares of Richy Place 2002 Public Company Limited and to pay for the subscription payment of the said newly issued ordinary shares, including to perform any other act(s) deemed necessary for the said capital increase ordinary shares subscription to be duly completed. This Power of Attorney shall be in full force and effect for the objectives set forth above. Any action undertaken by the Authorized Person under this Power of Attorney shall be deemed to be undertaken by myself/ourselves.

Signature ..... Shareholder  
(.....)

Signature ..... Attorney-in-fact  
(.....)

Remark: Please enclose herewith a certified true copy of identification card and/or certificate of incorporation of the Grantor, and a certified true copy of identification card of the authorized signatory(ies) together with a certified true copy of identification card of the Authorized Person.

**Deposit into an issuer account only**

I/We.....

National I.D. card/ passport/ company registration no.....

**For Individual Person**

1. Place of Birth (Country) .....

2. Second Nationality .....

3. Permanent Address .....

Province/State/Region.....Country.....Postal.....

**For Juristic Person**

1. Incorporated in (Country) .....

2. FATCA Status\* .....

(Please answer the attached questionnaire and fill in its result in this field)

1 In case of Passive NPFPE, please specify the % of U.S. shareholders/owners.....

2 In case of PFFI, of RDCFFI, please specify GIIN Number.....

I/We request to deposit these securities with the Thailand Securities Depository (TSD) in the account of the issuing company. I/We hereby certify that the aforementioned statements are complete and true. Should TSD incur any direct or indirect damage, obligation or expense due to complying with my request as given above, I/we shall be fully responsible and shall unconditionally compensate TSD in full. In addition, I/We acknowledge that TSD may appear in this document disclosure to the organization having agreement with TSD and/or Government agencies that have the legal power to request such information.

Signature.....Securities holder

(.....)Phoneno.....

**Entity Status Certification and Information Disclosure Consent Form under FATCA**

**Certification of the Claimed FATCA Status**

I hereby certify that I have the status as follows;

**Part 1: Place of Incorporation**

	<b>Certification of the Claimed FATCA Status</b>	<b>FATCA Status for Non-U.S. Entities</b>
<input type="checkbox"/>	2.1 I am an entity that is incorporated in: _____ (Fill in a country)	U.S. Person / Non-U.S. Entities
<input type="checkbox"/>	2.2 I am a branch of an entity. Please specify the place of incorporation of the head office: _____ (Fill in a country) In case the entity is incorporated in the U.S., I have attached W-9 certifying the status herewith. (If you are a non-U.S. entity or a branch of non-U.S. entity, please proceed to <u>Part 2</u> . Apart from that, your certificate of the claimed FATCA status is complete.)	

**Part 2: FATCA Status for Non-U.S. Entities**

	<b>Certification of the Claimed FATCA Status</b>	<b>FATCA Status for Non-U.S. Entities</b>
<input type="checkbox"/>	2.1 I am a financial institution of the type of Participating Foreign Financial Institution or Registered Deemed-Compliant FFI with GIIN : _____	PFFI, RDCFFI
<input type="checkbox"/>	2.2 I am a financial institution of the type of Non-Participating Foreign Financial Institution.	NPFFI
<input type="checkbox"/>	2.3 I am a financial institution of the type of Certified Deemed-Compliant FFI and have attached W-8BEN-E certifying the status herewith.	CDCFFI
<input type="checkbox"/>	2.4 I am a publicly traded (listed) company or affiliate of a listed company; My evidence of listing or affiliation of a listing company is in a copy of the latest financial statement attached herewith.	Excepted NFFE
<input type="checkbox"/>	2.5 I am a government (agents), international organization, or central bank of issue; I certify that I am the beneficial owner of any payment in connection with the securities that is going to be sold or transferred, and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or commercial banks.	Exempt Beneficial Owner
<input type="checkbox"/>	2.6 I am a non-profit organization; I certify that I am exempt from income tax under Thai revenue code.	Non-Profit Organization
<input type="checkbox"/>	2.7 I am a non-financial institution whose main income <b>is not from investing</b> . I certify that I am not incorporated in the U.S. and not a financial institution and <b>not exceeding half of my income</b> as stated in my latest financial statement are derived from the following four groups <b>and not exceeding half of my assets</b> as stated in my latest financial statement can generate incomes in the following four groups as follows; <u>Group 1</u> : Dividend and Interest	Active NFFE

	<p><u>Group 2:</u> Rental and Royalties</p> <p><u>Group 3:</u> Income from certain transactions</p> <ul style="list-style-type: none"> <li>• Sales of any asset generating income in Group 1 and Group 2</li> <li>• Income from commodity derivative contracts</li> <li>• Foreign exchange income</li> <li>• Income from SWAP contract (Notional Principal Contract)</li> </ul> <p><u>Group 4:</u> Income from insurance and annuity contracts</p> <ul style="list-style-type: none"> <li>• Income from reserving activities (insurance company only)</li> <li>• Income from annuity contracts</li> <li>• Income from insurance contracts</li> </ul>													
<input type="checkbox"/>	<p>2.8 I am a non-financial institution whose main income <b>is from investing</b>.</p> <p>I certify that I am not incorporated in the U.S. and not a financial institution and <b>exceeding half of my income</b> as stated in my latest financial statement are derived from the abovementioned four groups of income <u>or</u> <b>exceeding half of my assets</b> as stated in my latest financial statement can generate incomes in the abovementioned four groups of income.</p> <p>I also hereby declared my U.S. ownership as follows;</p> <p><input type="checkbox"/> I <b>do not</b> have any owner/shareholder who is a U.S. person <u>or</u></p> <p><input type="checkbox"/> I have owner(s)/shareholder(s) who is (are) U.S. persons and have hereby disclosed the name, address, and U.S. Tax Identification Number (TIN) of each holder as follows;</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="width: 30%;">Name</th> <th style="width: 40%;">Address</th> <th style="width: 30%;">TIN</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table>	Name	Address	TIN										Passive NFFE
Name	Address	TIN												
<input type="checkbox"/>	<p>2.9 I am not eligible for any status provided above</p> <p>I have herewith attached W-8BEN-E with the status of _____</p>	Others												



One Subscription Form per One Shareholder Register No. Only

Subscription No. \_\_\_\_\_

Subscription Form for New Ordinary Shares in combination with Warrants of Richy Place 2002 Public Company Limited No.3 (RICHY-W3)

Offering new ordinary Shares with a per value of Baht 1.00 at the offering price of Baht 1.30 to existing shareholders at a ratio of 5 existing shares for 1 new share

in combination with Warrants of Richy Place 2002 Public Company Limited No.3 (RICHY-W3) 1 Unit without charge

Date  14 December 2021  15 December 2021  16 December 2021  17 December 2021  20 December 2021**Subscriber's Details for New Ordinary Share in combination with Warrants of Richy Place 2002 Public Company Limited – please fill in the completed information**
 Natural Person of Thai Nationality ID Card No.              Natural Person of Alien Nationality Alien Card/Passport No. ....

 Juristic Person of Thai Nationality Company Registration No. ....  Juristic Person of Alien Nationality Company Registration No. ....
Name  Mr.  Mrs.  Miss  Corporate. .... Shareholder's Register No. ....

Address. .... Moo. .... Lane/Soi. .... Road. ....

Sub-District. .... District. .... Province. .... Postal Code. ....

Tel.No. .... Mobile. .... Nationality. .... Occupation. ....

Date of Birth/Registration date (dd/mm/yyyy) .... Tax ID No. .... Type of Withholding Tax  Non Withholding Tax  Withholding Tax

I/We, the shareholders of Richy Place 2002 Public Company Limited ("the Company") according to the Share Register Book 25 November 2021 own

.....shares / I/We wish to subscribe for the new shares in combination with warrants of the Company as follows:

Subscription type	Offer price (Baht per share)	No. of shares subscribed (shares)	Amount (Baht)
<input type="radio"/> Subscription for less than the entitlement	<b>1.30</b>		
<input type="radio"/> Subscription for full entitlement			
<input type="radio"/> Subscription in excess of the entitlement (only excess portion)			
<b>Total</b>			

I/We enclose herewith my/our payment by  Transfer / (Bill Payment)  Cashier's Cheque  Draft  Cheque

Cheque No. .... Date. .... Bank. .... Branch. ....

**Please make a payment only through the Bill Payment system of Bangkok Bank for money transfer to COMP CODE "00655", payment by cheque or cashier's cheque or draft, payable to "RICHY PLACE 2002 PUBLIC CO., LTD"**

**Share Settlement**

If I am allotted the said ordinary shares (ordinary shares in combination with warrant), I agree to proceed as follows : (Please select only one choice.)

 Scriptless system : Deposit securities into own securities trading account by issuing the same amount of securities with the allotted securities in the name of "Thailand Securities Depository Company Limited for Depositors", and have (name of broker) ..... Participant No.    deposit the said shares with Thailand Securities Depository Company Limited for my/our securities trading ..... Account No. .... (The subscriber's name must correspond with the securities trading account's name, otherwise a share certificate in the name of Warrant Holder will be issued and delivered to the name and address as stated above by registered mail.)

 Deposit shares into the Issue's Account : Issue shares for the allotted shares in the name of "Thailand Securities Depository Company Limited for Depositors", and deposit the said shares with Thailand Securities Depository Company Limited under the Issuer's Account No.600 for my/our name. The subscriber must fill in additional details for depositing shares into the Issuer's Account and FATCA documents, and submit together with this subscription form. (For issuing a share certificate later, subscriber will be subject to a fee specified by Thailand Securities Depository Company Limited.)

 Script system : Issue a share certificate in my/our name and deliver it to me/us as per the name and address specified in the shareholder registered mail. I / we agree that I/we may obtain the share certificate after the Stock Exchange of Thailand has approved the listing of the said shares and the trading thereof in the Stock Exchange of Thailand.
**Refund for the Share Subscription fee (If any)**

If I/we have not been allotted with the shares or have been allotted lower than subscription amount, I/we agree to have the payment or excess payment returned by

 Deliver cheque by registered mail to the address above Bank transfer to  SCB  BBL  KBANK  KTB  BAY  TTB Branch. .... Account No. .... Self cheque pickup at Right offering agent's head office

I/we hereby undertake to buy the said shares in the number allotted by the Company and shall not revoke this subscription. If I/we do not return this duly completed subscription form and the supporting documents for share subscription together with cheque / cashier's / draft / bill payment, or the cheque / cashier's / draft / bill payment has not been honored within the subscription period. I/we may be deemed to have not exercised my/our subscription rights. I/We agree to bind on conditions and any notifications specified in the notification of subscription rights for newly issued ordinary Shares in combination with Warrants of Richy Place 2002 Public Company Limited, including the amendment of those in the future.

**Please be aware that there is a risk involved in securities investment and make sure that you have thoroughly studied all information before deciding on the subscription.**

Signed..... Subscriber  
(.....)

Receipt for Subscription for Capital Increase Ordinary Shares in combination with Warrants of Richy Place 2002 Public Company Limited NO.1 (RICHY-W1) and NO.2 (RICHY-W2)  
(This section must be filled by the subscriber)

Date  14 December 2021  15 December 2021  16 December 2021  17 December 2021  20 December 2021 Subscription No. \_\_\_\_\_

RICHY PLACE 2002 PLC., received payment from (name of subscriber)..... For a subscription of capital increase ordinary shares in combination with warrants of Richy Place 2002 Public Company Limited at Baht 1.30 per shares No. shares ..... shares

Amount.....baht made payable by  Transfer / ( Bill Payment )  Cashier's Cheque  Draft  Cheque

Cheque / Draft No. .... Date. .... Bank. .... Branch. ....

 Deposit shares into own securities trading by issuing shares in the name, Parti No.    Securities trading..... Account No. .... Deposit securities into the Issuer's Account No.600 Issue a share certificate in the name of subscriber

Authorized Officer .....

**BROKER**

ผู้ฝากเลขที่ Participant No	ชื่อบริษัท Company Name	ผู้ฝากเลขที่ Company Name	ชื่อบริษัท Company Name
002	บริษัทหลักทรัพย์ ทีเอสโก้ จำกัด TISCO SECURITIES COMPANY LIMITED	032	บริษัทหลักทรัพย์ เคทีบีเอสที จำกัด (มหาชน) KTBST SECURITIES PUBLIC COMPANY LIMITED
003	บริษัทหลักทรัพย์ คันทรี กรุ๊ป จำกัด (มหาชน) COUNTRY GROUP SECURITIES PUBLIC COMPANY LIMITED	034	บริษัทหลักทรัพย์ ฟิลลิป (ประเทศไทย) จำกัด (มหาชน) PHILLIP SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
004	บริษัทหลักทรัพย์ ดีบีเอส วิคเคอร์ส (ประเทศไทย) จำกัด DBS VICKERS SECURITIES (THAILAND) COMPANY LIMITED	038	บริษัทหลักทรัพย์ บียอนด์ จำกัด (มหาชน) BEYOND SECURITIES PUBLIC COMPANY LIMITED
005	บริษัทหลักทรัพย์ แลนด์ แอนด์ เฮาส์ จำกัด (มหาชน) LAND AND HOUSES SECURITIES PUBLIC COMPANY LIMITED	048	บริษัทหลักทรัพย์ ไอรา จำกัด (มหาชน) AIRA SECURITIES PUBLIC COMPANY LIMITED
006	บริษัทหลักทรัพย์ เกียรติพาณิชย์ จำกัด (มหาชน) KIATNAKIN PHATRA SECURITIES PUBLIC COMPANY LIMITED	050	บริษัทหลักทรัพย์ เอเอสแอล จำกัด ASL SECURITIES COMPANY LIMITED
007	บริษัทหลักทรัพย์ ซีจีเอส-ซีไอเอ็มบี (ประเทศไทย) จำกัด CGS-CIMB SECURITIES (THAILAND) COMPANY LIMITED	051	บริษัทหลักทรัพย์ เอสบีไอ ไทย ออนไลน์ จำกัด SBI THAI ONLINE SECURITIES COMPANY LIMITED
008	บริษัทหลักทรัพย์ เอเชีย พลัส จำกัด ASIA PLUS SECURITIES COMPANY LIMITED	052	บริษัทหลักทรัพย์ จีเอ็มโอ-ซด คอม (ประเทศไทย) จำกัด GMO-Z COM SECURITIES (THAILAND) LIMITED
010	บริษัทหลักทรัพย์ เมอร์ริล ลินช์ (ประเทศไทย) จำกัด MERRILL LYNCH SECURITIES (THAILAND) LIMITED	200	บริษัทหลักทรัพย์ เมย์แบงก์ กิมเอ็ง (ประเทศไทย) จำกัด (มหาชน) MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
011	บริษัทหลักทรัพย์ กสิกรไทย จำกัด (มหาชน) KASIKORN SECURITIES PUBLIC COMPANY LIMITED	211	บริษัทหลักทรัพย์ ยูบีเอส (ประเทศไทย) จำกัด UBS SECURITIES (THAILAND) LIMITED
013	บริษัทหลักทรัพย์ เคจีไอ (ประเทศไทย) จำกัด (มหาชน) KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	213	บริษัทหลักทรัพย์ เอเชีย เวลท์ จำกัด ASIA WEALTH SECURITIES COMPANY LIMITED
014	บริษัทหลักทรัพย์ โคนูระ พัฒนสิน จำกัด (มหาชน) CAPITAL NOMURA SECURITIES PUBLIC COMPANY LIMITED	221	บริษัทหลักทรัพย์ เมอร์ชานท์ พาร์ตเนอร์ จำกัด (มหาชน) MERCHANT PARTNERS SECURITIES PUBLIC LIMITED
015	บริษัทหลักทรัพย์ คิงส์ฟอร์ด จำกัด (มหาชน) KINGSFORD SECURITIES PUBLIC COMPANY LIMITED	224	บริษัทหลักทรัพย์ บัวหลวง จำกัด (มหาชน) BUALUANG SECURITIES PUBLIC COMPANY LIMITED
016	บริษัทหลักทรัพย์ ธนาชาต จำกัด (มหาชน) THANACHART SECURITIES PUBLIC COMPANY LIMITED	225	บริษัทหลักทรัพย์ ซี แอล เอส เอ (ประเทศไทย) จำกัด CLSA SECURITIES (THAILAND) LIMITED
019	บริษัทหลักทรัพย์ หยวนต้า (ประเทศไทย) จำกัด YUANTA SECURITIES (THAILAND) COMPANY LIMITED	229	บริษัทหลักทรัพย์ เจพีมอร์แกน (ประเทศไทย) จำกัด JPMORGAN SECURITIES (THAILAND) LIMITED
022	บริษัทหลักทรัพย์ ทรินิตี้ จำกัด TRINITY SECURITIES COMPANY LIMITED	230	บริษัทหลักทรัพย์ โกลเบล็ก จำกัด GLOBEX SECURITIES COMPANY LIMITED
023	บริษัทหลักทรัพย์ ไทยพาณิชย์ จำกัด SCB SECURITIES COMPANY LIMITED	244	บริษัทหลักทรัพย์ แมคควารี (ประเทศไทย) จำกัด MACQUARIE SECURITIES (THAILAND) LIMITED
026	บริษัทหลักทรัพย์ ยูโอบี เคย์เฮียน (ประเทศไทย) จำกัด (มหาชน) UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	247	บริษัทหลักทรัพย์ เครดิต สวิส (ประเทศไทย) จำกัด CREDIT SUISSE SECURITIES (THAILAND) LIMITED
027	บริษัทหลักทรัพย์ อาร์เอชบี (ประเทศไทย) จำกัด (มหาชน) RHB SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	248	บริษัทหลักทรัพย์ กรุงไทย ซิมิโก้ จำกัด KRUNGTHAI ZMICO SECURITIES COMPANY LIMITED
029	บริษัทหลักทรัพย์ กรุงศรี จำกัด (มหาชน) KRUNGSRI SECURITIES PUBLIC COMPANY LIMITED	924	บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน) FINANSIA SYRUS SECURITIES PUBLIC COMPANY LIMITED
030	บริษัทหลักทรัพย์ ไอวี โกลบอล จำกัด (มหาชน) I V GLOBAL SECURITIES PUBLIC COMPANY LIMITED		

**SUB-BROKER**

236	ธนาคาร ทีเอสโก้ จำกัด (มหาชน) TISCO BANK PUBLIC COMPANY LIMITED	243	บริษัทหลักทรัพย์ เพื่อธุรกิจหลักทรัพย์ จำกัด (มหาชน) TSFC SECURITIES PUBLIC COMPANY LIMITED
242	บริษัทหลักทรัพย์ ซิตีคอร์ป (ประเทศไทย) จำกัด CITICORP SECURITIES (THAILAND) LIMITED	245	ธนาคารทหารไทยธนชาต จำกัด (มหาชน) TMBTHANACHART BANK PUBLIC COMPANY LIMITED
257	บริษัทหลักทรัพย์ ไทยพาณิชย์ จูเลียส แบร์ จำกัด SCB - JULIUS BAER SECURITIES COMPANY LIMITED		

**CUSTODIAN**

301	ธนาคารซิตี้แบงก์ เอ็ม.เอ.(CUSTODY SERVICES) CITIBANK, N.A. - CUSTODY SERVICES	329	ธนาคารทหารไทย จำกัด (มหาชน) TMBTHANACHART BANK PUBLIC COMPANY LIMITED
302	ธนาคารไทยพาณิชย์ จำกัด (มหาชน) THE SIAM COMMERCIAL BANK PUBLIC COMPANY LIMITED	330	ธนาคารฮ่องกงและเซี่ยงไฮ้แบงกิงคอร์ปอเรชั่น จำกัด (เพื่อตราสารหนี้) THE HONGKONG AND SHANGHAI BANKING CORP., LTD. BKK. - BOND
303	ธนาคารกรุงเทพ จำกัด (มหาชน) – ผู้รับฝากทรัพย์สิน BANGKOK BANK PUBLIC COMPANY LIMITED – CUSTODY	334	บริษัทหลักทรัพย์ เพื่อธุรกิจหลักทรัพย์ จำกัด (สตีลเดียม) TFSC SECURITIES PUBLIC COMPANY LIMITED – CUSTODIAN
304	ธนาคารฮ่องกงและเซี่ยงไฮ้แบงกิง คอร์ปอเรชั่น จำกัด THE HONGKONG AND SHANGHAI BANKING CORP.,LTD.BKK.	336	ธนาคารเกียรตินาคิน จำกัด (มหาชน) KIATNAKIN PHATRA BANK PUBLIC COMPANY LIMITED
305	ธนาคารกรุงไทย จำกัด (มหาชน) THE KRUNG THAI BANK PUBLIC COMPANY LIMITED	337	ธนาคารทหารไทยธนชาต จำกัด (มหาชน) TMBTHANACHART BANK PUBLIC COMPANY LIMITED
308	ธนาคารกสิกรไทย จำกัด (มหาชน) เพื่อรับฝากทรัพย์สิน KASIKORNBANK PUBLIC COMPANY LIMITED (CUSTODIAN)	339	ธนาคาร ทีเอสโก้ จำกัด (มหาชน) (เพื่อรับฝากทรัพย์สิน) TISCO BANK PUBLIC COMPANY LIMITED (CUSTODIAN)
312	ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน) STANDARD CHARTERED BANK (THAI) PUBLIC COMPANY LIMITED	340	ธนาคาร เจพีมอร์แกน เชส (เพื่อตราสารหนี้) JPMORGAN CHASE BANK (BOND TRADING)
316	ธนาคาร อีซีบีซี (ไทย) จำกัด (มหาชน) INDUSTRIAL AND COMMERCIAL BANK OF CHINA (THAI) PUBLIC COMPANY LIMITED	343	ธนาคารซีไอเอ็มบี ไทย จำกัด (มหาชน) CIMB THAI BANK PUBLIC COMPANY LIMITED
320	ธนาคารดอยช์แบงก์ เอจี สาขากรุงเทพฯ – เพื่อรับฝากทรัพย์สิน DEUTSCHE BANK AKTIENGESELLSCHAFT BANGKOK BRANCH – CUSTODY SERVICES	345	ธนาคารธนชาต จำกัด (มหาชน) เพื่อรับฝากทรัพย์สิน THANACHART BANK PUBLIC COMPANY LIMITED FOR CUSTODIAN
328	ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) BANK OF AYUDHYA PUBLIC COMPANY LIMITED	425	ธนาคารกรุงไทย จำกัด (มหาชน) (เพื่อลูกค้า) KRUNG THAI BANK PUBLIC COMPANY LIMITED (FOR CUSTOMER)

Enclosure No. 7

Bill Payment

Client's Copy



RICHY PLACE 2002 PUBLIC COMPANY LIMITED

วันที่ / Date : \_\_\_\_\_

667/15 7th Floor, Attaboon Building, Charonsanitwong Road,

Arunamarin Sub-district, Bangkok Noi District Bangkok

Tax ID : 0107556000655

A/C Name : RICHY PLACE 2002 PUBLIC COMPANY LIMITED

Bangkok Bank PLC. **Comp Code: 00655**

SERVICE CODE : RICHY

Name \_\_\_\_\_

Ref.1 (ID Card / Company Registration) \_\_\_\_\_

Ref.2 (Registration No.) \_\_\_\_\_

Tel. \_\_\_\_\_

LIST	CHEQUE NO.	Date	BANK / BRANCH	AMOUNT ( THB )
<input type="checkbox"/> CASH				
<input type="checkbox"/> CHEQUE				
Amount in Words (THB)	( _____ )			

\*กรณีชำระด้วยเช็ค แคชเชียร์เช็ค หรือ ดราฟท์ ต้องสามารถเรียกเก็บเงินได้จากสำนักหักบัญชีในเขตกรุงเทพมหานครได้ภายในวันทำการถัดไปเท่านั้น **เช็คลงวันที่ไม่เกิน 16 ธันวาคม 2564**

\*\*กรณีชำระด้วยเงินสด/เงินโอน รับจอร์ระหว่างวันที่ 14 -17 ธันวาคม 2564 (สิ้นสุดเวลา 16:00 น. ของวันที่ 20 ธันวาคม 2564)

Please cut along the perforations.

For your convenience, please bring the billpayment with the invoice to pay at Bangkok Bank Plc. all branches nationwide.

Bill Payment

Bank's Copy



RICHY PLACE 2002 PUBLIC COMPANY LIMITED

วันที่ / Date : \_\_\_\_\_

667/15 7th Floor, Attaboon Building, Charonsanitwong Road,

Arunamarin Sub-district, Bangkok Noi District Bangkok

Tax ID : 0107556000655

A/C Name : RIC RICHY PLACE 2002 PUBLIC COMPANY LIMITED

Bangkok Bank PLC. **Comp Code: 00655**

SERVICE CODE : RICHY

Name \_\_\_\_\_

Ref.1 (ID Card / Company Registration) \_\_\_\_\_

Ref.2 (Registration No.) \_\_\_\_\_

Tel. \_\_\_\_\_

LIST	CHEQUE NO.	Date	BANK / BRANCH	AMOUNT ( THB )
<input type="checkbox"/> CASH				
<input type="checkbox"/> CHEQUE				
Amount in Words (THB)	( _____ )			

\*กรณีชำระด้วยเช็ค แคชเชียร์เช็ค หรือ ดราฟท์ ต้องสามารถเรียกเก็บเงินได้จากสำนักหักบัญชีในเขตกรุงเทพมหานครได้ภายในวันทำการถัดไปเท่านั้น **เช็คลงวันที่ไม่เกิน 16 ธันวาคม 2564**

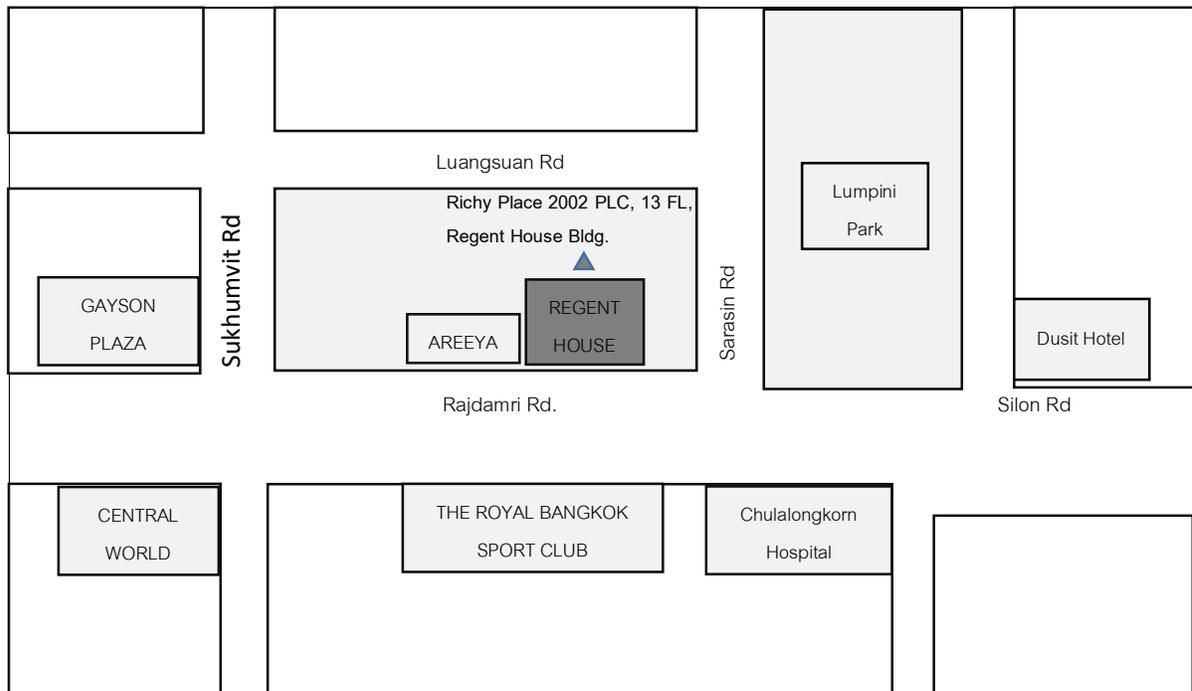
\*\*กรณีชำระด้วยเงินสด/เงินโอน รับจอร์ระหว่างวันที่ 14 -17 ธันวาคม 2564 (สิ้นสุดเวลา 16:00 น. ของวันที่ 20 ธันวาคม 2564)

Please cut along the perforations.

For your convenience, please bring the billpayment with the invoice to pay at Bangkok Bank Plc. all branches nationwide.

Enclosure No. 8

Map of the Venue for Subscription of New Ordinary Shares of Richy Place 2002 Public Company Limited



Richy Place 2002 Public Company Limited

183 Regent House Building 13 fl, Rajdamri Rd, Lumpini

Pathumwan, Bangkok 10330

Tel : 02-118-3535