



Invitation to the Extraordinary General Meeting of Shareholders

No. 1/2021

(meeting via electronic media)



November 18, 2021 at 2:00 p.m

At Ataboon Building, 6th Floor

At RICHY CS006/2021**October 29, 2021****Subject : Invitation to the Extraordinary General Meeting of Shareholders No. 1/2564****Dear : Shareholders of Richy Place 2002 Public Company Limited****Attachment:**

1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders held on May 11, 2021
2. Capital Increase Report Form (Form F53-4)
3. Preliminary details of the warrants to purchase ordinary shares of the Company No. 3 (RICHY-W3) which are allocated to shareholders who subscribe for newly issued ordinary shares in proportion to their shareholding.
4. Information of independent directors for the proxy of shareholders
5. Guidelines for the Extraordinary General Meeting of Shareholders No. 1/2021
6. Articles of Association of the specific company related to the shareholders' meeting
7. Proxy Form A. and Proxy Form B.
8. Registration form (electronic conferencing)

The Board of Directors of Richy Place 2002 Public Company Limited has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/21 on Thursday, November 18, 2021 at 2 p.m., which is a meeting via electronic media only. To consider various matters according to the following details

Agenda 1: To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders held on May 11, 2021**Facts and reasons**

The Company held the 2021 Annual General Meeting of Shareholders on May 11, 2021. The meeting considered various matters. As required by law The Company has sent a copy of the minutes of the meeting within the legal period. (Details appear in Attachment 1)

Board's opinion

The Board of Directors deems it appropriate to submit the minutes of the Annual General Meeting of Shareholders No. 1/21, which was held on May 11, 2021. The Board of Directors is of the opinion that the report has been properly recorded. (Details appear in Attachment 1) for the shareholders' meeting to certify the minutes of the meeting.

Resolution

This agenda must be approved by a majority vote of the total votes of the shareholders attending the meeting and casting their votes.

Agenda 2: Consider and approve the reduction of registered capital and amendment of Article 4 of the Company's Memorandum of Association to comply with the reduction of registered capital

Facts and reasons

The Company has 2,115 unissued listed shares that need to be cancelled, which shares are remaining from the allocation to support the 2021 stock dividend. In accordance with the reduction of the registered capital of the Company

Board's opinion

Deemed appropriate to propose to the Extraordinary General Meeting of Shareholders to approve the reduction of the Company's registered capital by way of cutting off registered shares that have not been sold and consider to change/modify Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

Clause 4. Registered capital amount	1,238,454,634 baht (one thousand two hundred thirty-eight million four hundred fifty-four thousand six hundred thirty-four baht
Divided into	1,238,454,634 shares (one thousand two hundred thirty-eight million four hundred fifty-four thousand six hundred thirty-four shares)
Par value	1.00 baht (one baht)
Divided into	
Ordinary shares	1,238,454,634 shares (one thousand two hundred thirty-eight million four hundred fifty-four thousand six hundred thirty-four shares)
Preferred Shares	(-) Shares - None

In this regard, the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words or take any action to comply with the order of the Registrar.

Resolution

This agenda was approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 3: To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 3 (RICHY-W3) (Please consider the details of RICHY-W3 Warrants in Attachment 3)

Facts and reasons

Because the Company intends to increase its capital by issuing and allocating warrants to purchase ordinary shares of the Company No. 3 (“Warrants RICHY-W3”) in the amount not exceeding 247,690,926 units for offering to the shareholders who subscribe. and has been allocated the newly issued ordinary shares in proportion to their respective shareholdings (Right Offering) and the oversubscription (Excess Right) totaling the issuance of warrants to purchase the Company’s ordinary shares at this time in the amount of not exceeding 247,690,926 units at the ratio 1 newly issued ordinary share per 1 unit of RICHY-W3 warrants free of charge (Please refer to the preliminary details of the RICHY-W3 Warrant in Enclosure No. 3)

In this regard, the Board of Directors or the Executive Committee are assigned to or a person assigned by the Board of Directors or the Executive Committee Have the power to consider and determine and amend the terms, conditions and other details relating to the RICHY-W3 Warrants, including details about the issuance and offering, allocation and exercise of the RICHY-W3 Warrants, entering into, negotiating, agreeing and signing documents and contracts; related Preparation and submission of applications and documents to the SEC, relevant government agencies and/or any other relevant person This includes listing RICHY-W3 warrants on the Stock Exchange of Thailand. including any action necessary and appropriate concerning warrants to purchase ordinary shares Issuance and Offering of Warrants RICHY-W3 and Listing of Warrants RICHY-W3 on the Stock Exchange of Thailand to be accomplished and in accordance with the law.

Board’s opinion

The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the issuance and allocation of RICHY-W3 warrants in the amount not exceeding 247,690,926 units to the existing shareholders of the Company who subscribe for the newly issued ordinary shares in proportion to their shareholding and delegate powers according to the details stated above.

The Company will determine the names of shareholders who are entitled to subscribe for the newly issued ordinary shares in proportion to their shareholding (Right Offering) and are entitled to be allocated RICHY-W3 Warrants and determine the names of the shareholders who have The right to subscribe for the newly issued ordinary shares of the Company offered to the existing shareholders in proportion to their shareholding on 25 November 2021, if the Extraordinary General Meeting of Shareholders Approved the increase of registered capital and the allocation of newly issued ordinary shares.

Resolution

This agenda was approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 4: To consider and approve the increase of registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital.

Facts and reasons

Due to the Company intends to increase the registered capital and the allocation of the Company's ordinary shares in the amount of 495,381,852 baht, divided into 495,381,852 ordinary shares with a par value of 1.00 baht per share from the original registered capital of the amount of 495,381,852 shares. 1,238,454,634 baht as registered capital 1,733,836,486 baht divided into ordinary shares 1,733,836,486 shares with a par value of 1.00 baht per share, with details of the allocation as follows:

1. Offering to the existing shareholders in proportion to their shareholding (Right Offering) amounting to 247,690,926 shares
2. To support the exercise of the warrants to purchase ordinary shares of the Company No. 3 (RICHY-W3), which are offered to the newly issued ordinary shares in proportion to their shareholding. Free of charge 247,690,926 shares.

And the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital as follows:

Clause 4. Registered capital amount	1,733,836,486 Baht
	(one thousand seven hundred thirty-three million eight hundred thirty-six thousand four hundred and eighty-six baht)
Divided into	1,733,836,486 Shares
	(one thousand seven hundred thirty-three million eight hundred thirty-six thousand four hundred and eighty-six shares)
Par value	1.00 Baht (One Baht)
Divided into	
Common stock	1,733,836,486 Shares
	(one thousand seven hundred thirty-three million eight hundred thirty-six thousand four hundred and eighty-six shares)
Preferred shares	(-) Shares - None -

In this regard, the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words or take any action to comply with the order of the Registrar

Board's opinion

The Board of Directors has considered and deems appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the increase of the Company's registered capital and the allocation of new ordinary shares of the Company in the amount of 495,381,852 baht from the original registered capital of 1,238,454,634 baht to the registered capital of the amount of 495,381,852 baht. 1,733,836,486 baht by issuing 495,381,852 newly issued ordinary shares with a par value of 1.00 baht per share and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital as detailed above.

Resolution

This agenda was approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 5: To consider and approve the reduction of the Company's registered capital From the original company Have a registered capital 1,578,815,237 baht to 1,194,226,151 baht.Facts and reasons

Facts and reasons

From the increase of registered capital of 495,381,852 shares with a par value of 1.00 baht per share from the original registered capital 1,238,454,634 baht as registered capital 1,733,836,486 baht The Company will allocate such newly issued ordinary shares with details of the allocation as follows:

- 1) Allocation of not more than 247,690,926 ordinary shares with a par value of 1.00 baht per share to the existing shareholders of the Company in proportion to their existing shareholding (Right Offering) on the date to determine the names of shareholders who have the right to subscribe The Company's capital increase (Record Date) is on 25 November 2021 with details of the allocation as follows:
 - 1.1) Offer for sale at the rate of 5 existing shares per 1 new share, in case there is a fraction of shares to be disregarded. Offering price of 1.30 baht per share
 - 1.2) In determining the offering price of newly issued ordinary shares to the existing shareholders of the Company in proportion to the number of shares held by each person (Right Offering), the Company has determined according to the market price of the shares. The discount is set at approximately 10.96 percent of the weighted average price of the company's shares in the Stock Exchange of Thailand. ("SET") for the past 7 consecutive business days prior to the date that the Board of Directors resolved to propose an agenda regarding the allocation of newly issued ordinary shares for sale to the existing shareholders of the Company in proportion to the number of shares held by each (Rights

Offering) to the Extraordinary General Meeting of Shareholders for consideration on October 20, 2021 (i.e., between 8 - 19 October 2021), which is equal to 1.46 baht (data from SETSMART of the Stock Exchange of Thailand).

- 1.3) Shareholders may subscribe for newly issued ordinary shares in excess of their rights at the rate specified above. (Oversubscription) where the existing shareholders who oversubscribe will be allocated oversubscribed shares only when there are remaining shares from the allocation to the existing shareholders of the company who have subscribed accordingly. All complete only
- 1.4) Assign the Board of Directors or the Executive Committee or the person assigned by the Board of Directors or the Executive Committee is authorized to consider the allocation of the remaining capital increase shares after the shareholders do not exercise their subscription rights to the shareholders who express their intention to purchase. Capital increase shares in excess of rights according to the shareholding proportion of each existing shareholder who oversubscribes such rights until there are no shares left from the allocation
- 1.5) In the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in the case of the remaining newly issued ordinary shares from the allocation to the existing shareholders of the Company according to The percentage of shareholding in the first round already The Company will allocate the remaining newly issued ordinary shares to the existing shareholders who wish to subscribe in excess of 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. with details as follows:
 - (a) in the case where the remaining shares from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) in the first round are greater than or equal to the shares that the existing shareholders have subscribed in excess of their rights in proportion to their shareholding; share The Company will allocate the remaining shares to those who oversubscribe and pay for all such shares in accordance with the amount indicating their intention to oversubscribe.
 - (b) in the case where the remaining shares from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) in the first round are less than the shares oversubscribed by the existing shareholders in proportion to their shareholding The Company will allocate the remaining shares to the oversubscribing persons according to the following steps:

- (1) Allocate according to the shareholding ratio of each over subscriber by multiplying the shareholding ratio of each over subscriber by the remaining shares. Will be the number of shares that each over subscriber has the right to be allocated In the case of fractions of shares, such fractions shall be discarded. However, the number of shares to be allocated will not exceed the number of shares subscribed and paid for by each shareholder.
 - (2) in the case where there are still shares remaining after the allocation under (b) (1), the allocation shall be made to each subscriber in excess of the right; and has not been allocated in full according to the original shareholding proportion of those who subscribed for more than the rights of each individual By multiplying the existing shareholding ratio of each oversubscribed person by the number of remaining shares, it will be the number of shares that each over subscriber has the right to be allocated. In the case of fractions of shares, such fractions shall be rounded up. The number of shares to be allocated shall not exceed the number of shares that have been subscribed by each shareholder and paid for the subscription. Until there are no shares left from the allocationจัดสรร
- 1.6) If there are still remaining shares from the exercise of the rights to subscribe for the newly issued ordinary shares of the Company from the allocation as above. To allocate the remaining newly issued ordinary shares to specific investors (Private Placement), including institutional investors. and/or specific investors According to the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for and Approval for Sale of Newly Issued Shares and the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 regarding the permission of listed companies to offer new shares to specific investors. The details are as follows.
- (a) not being a person connected to the company According to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, 2003
 - (b) have potential in terms of capital; have a stable financial position and is ready to pay the capital increase within the specified period
 - (c) agree and accept the price of shares offered for sale at the specified price; by market price and the price is not lower than the price offered to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) and accepts that they are not entitled to allocate warrants to purchase ordinary shares of the Company No. 3 (“ Warrant RICHY-W3”)

In this regard, the determination of the offering price of shares to a specific person (Private Placement) at a price of not less than 90 percent of the market price, by which the market price shall be calculated from the weighted average trading price of the company's shares in the Stock Exchange of Thailand. for a period of not less than 7 days but not more than 15 consecutive business days prior to the offering date and assign to the Board of Directors or a person authorized by the Board of Directors to determine the conditions of the offering price and details of the proceedings related to the allocation of the newly issued ordinary shares. such as the allotment of newly issued ordinary shares in one time or divided into parts for sale from time to time investor recruitment Changes in the list of names and the number of shares allocated including changing or adding details to the allocation and has the power to determine other details related to the allocation of such newly issued ordinary shares as it deems appropriate for the company to get the most benefit and does not contradict or contradict the law and/or rules or regulations related to the Securities and Exchange Commission ("SEC Office"), the Stock Exchange of Thailand. ("SET") and/or other related entities.

In addition, in the case of the allocation of the remaining shares from the subscription for the newly issued ordinary shares of the existing shareholders to the private placement allowing the company to register the change of paid-up capital with the public limited company registrar from time to time according to the payment of the person who is allocated each time.

2. Allocation of newly issued ordinary shares in the amount of not more than 247,690,926 shares with a par value of 1.00 baht per share to support the exercise of the warrants to purchase the Company's ordinary shares No. 3 ("Warrants RICHY-W3"), which Issued and offered to the existing shareholders of the company who subscribed and allocated the newly issued ordinary shares issued and offered to the existing shareholders

In addition, the Board of Directors' meeting resolved to present the Extraordinary General Meeting of Shareholders No. 1/2564 to approve the assignment of the Board of Directors or the Executive Committee or the person authorized by the Board of Directors or the Executive Committee. have the authority to take any action necessary and related to the offering of newly issued ordinary shares in all respects including setting or changing the period of subscription and payment of newly issued ordinary shares, pricing, conditions and details in issuing and offering for sale of such newly issued ordinary shares as it deems appropriate as well as correcting the wording or text in the document Minutes of the shareholders' meeting memorandum and/or requests and/or take any action In order to comply with the order of the registrar in

filing the registration of an increase in the registered capital of the company to the Department of Business Development and submission of documentary information to the Office of the SEC, the Stock Exchange of Thailand Ministry of Commerce or other agencies related

Board's opinion

It is deemed appropriate to include this agenda to allow shareholders who wish to consider other matters. In addition to those prescribed by the Board.

Therefore, we would like to invite the shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2564 on the date and time of the meeting via electronic media only and to facilitate the registration to attend the Extraordinary General Meeting of Shareholders. Faster would like to ask the shareholders and/or proxies Please submit the registration form and proxy form. (Details appear in Attachment 7) to the Company via email. companysecretary@richy.co.th In the event that any shareholder is unable to attend the meeting in person and wishes to appoint another person or independent director who has no conflict of interest in the agenda proposed in the Extraordinary General Meeting of Shareholders No. 1/2021 to attend the meeting and vote. Resolution on your behalf (Details of independent directors are in attachment 4) the company reserves the right not to accept registration in case of incomplete documents or not correct or does not meet the conditions The Company has set the date of November 3, 2021 to be the date for granting the rights of shareholders (Record Date) to attend the Extraordinary General Meeting of Shareholders for the year 2021.

Best regards



(Dr. Apa Ataboonwongse)

President

Company Secretary

Mrs. Sarunthorn Srisunthorn

Annual General Meeting of Shareholders No. 1/2564.**Richy Place 2002 Public Company Limited****May 11, 2021****Which is a meeting via electronic media in accordance with an Emergency Decree****Regarding Electronic Conference 2020 and Related Laws****At Ataboon Building, 6 Floor, 667/15, Charansanitwong Road Arun Amarin Bangkoknoi District Bangkok 10700****Before the start of the meeting**

The MC introduced the Board of Directors, executives, secretaries and auditors who attended the meeting as follows:

List of company directors attending the meeting, totaling 11 persons

Directors attending the meeting in person, **6 persons**

- | | |
|--------------------------------|---|
| 1. Ms. Sunee Sathatinan | Chairman of the Board of Directors and Executive Director |
| 2. Dr. Apa Ataboonwongse | Vice Chairman of the Board of Directors and Chairman of the Executive Committee |
| 3. Mr. Somsak Ataboonwongse | Executive Director and Member of the Nomination and Remuneration Committee |
| 4. Police Colonel Suwit Tansod | Director |
| 5. Mrs. Nonglak Vanathampong | Director |
| 6. Mr. Weeraphon Ataboonwongse | Director |

Directors attending the meeting via electronic media **5 persons**

- | | |
|---|--|
| 1. Dr. Karun Chandrangsui, | Chairman of the Risk Management Committee |
| 2. Assoc.Prof. Suthat Rattanakuakangwan | Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee, Member of the Risk Management Committee And independent director |
| 3. Mrs. Pawanya Krittachart | Director |
| 4. Mr. Anen Ung-Apinan | Nomination and Remuneration Committee and Independent Director |
| 5. Mrs. Jaree Wutisanti | Audit Committee and Independent Director |

Proportion of the directors who attended this general meeting of shareholders Accounted for 100 percent

List of company executives attending

1. Mrs. Saranthon Srisoonthorn Deputy Chief Executive Officer and Company Secretary
2. Ms. Suthiphon Hinrit Chief Financial Officer - Accounting

List of auditors from Dharmniti Audit Company Limited who attended the meeting

1. Miss Wannisa Ngambuathong

Auditors from Dharmniti Auditing Company Limited acted as a witness at the meeting.

1. Ms. Jutaporn Koratat

The meeting started at 2:00 p.m.

Ms. Siriporn Sangna, the conductor of the meeting, informed the meeting that There were 38 shareholders of the Company attending the meeting in person and by proxy, divided into 21 shareholders attending the meeting in person, representing 680,202,444 shares, 17 shareholders with proxies, representing 196,965,504 shares. Shares The total number of shares attending the meeting and having the right to vote is 877,167,948 shares or 73.45 percent of the total number of shares sold. 1,194,226,151 shares, which is more than one-third of the company's total issued shares. A quorum was constituted in accordance with the Company's Articles of Association, requiring at least 25 shareholders and proxies attending the meeting and having shares totaling not less than one-third of the total number of shares sold. The moderator then invited the chairman of the meeting to give an opening speech.

Ms. Sunee Sathatinan Chairman of the Board and Executive Director Act as the chairman of the meeting Greeting the shareholders and opening the Annual General Meeting of Shareholders for the year 2021.

Agenda 1: To consider and certify the minutes of the 2020 Annual General Meeting of Shareholders which was held on 25 September 2020.

Mrs. Saranthon Srisunthorn proposed the meeting to consider approving the minutes of the 2020 Annual General Meeting of Shareholders which was held on 25 September 2020 and the Company prepared the minutes of the meeting. And delivered to the Stock Exchange of Thailand within 14 days from the date of the annual general meeting of shareholders and has been published on the company's website the details are shown in the copy of the minutes of the meeting. Which had been sent to shareholders before the meeting The Board of Directors was of the opinion that the minutes of the meeting were recorded correctly and completely in accordance with the resolution of the shareholders' meeting. Therefore proposed that the meeting consider and vote Adopt the minutes of the 2020 shareholders' meeting.

This agenda must be approved by a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

In this agenda, Mrs. Saranthon Srisoonthorn gave shareholders or proxies an opportunity to raise questions. It appeared that no shareholder raised any question. The MC asked the meeting to vote. After the vote is completed. The MC therefore announces the results of the vote counting and concludes the resolutions as follows:

Meeting resolution

The meeting had considered and passed a resolution approving the minutes of the 2020 Annual General Meeting of Shareholders which was held on 25 September 2020 with the majority votes of the shareholders who attended the meeting and voted as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	37	857,862,948	100.00
Disagree	-	-	-
Abstentions	1	19,305,000	-
voided ballot	-	-	-
Total	38	877,167,948	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 2: To acknowledge the Company's operating results for the year 2020.

Mrs. Saranthorn Srisunthorn clarified the operation details in 2020, there were condominiums that gradually realized revenues at the end of last year, namely The Rich Nana Project. Opening a new phase of The Rich Ville Ratchapruek Project and there is a new home improvement in The Rich Biz Home project

Mrs. Saranthorn Srisunthorn summarized the implementation of the project in 2020 that the company has the backlog information as of December 31, 2020 as follows:

Project	Total of rooms	Project value (Million baht)	Number of rooms sold and waiting to transfer ownership	
			amount (room)	Value (million baht)
Completed projects with transfer of ownership				
Rich Park @ Taopoon Interchange	735	1,830	2	5.85
Rich Park @ Chaophraya	635	1,462	1	2.19
The Rich Sathorn-Taksin	511	2,100	3	12.40
The Rich Ville Ratchapruek	173	572	10	37.37
The Rich Biz Home Sukhumvit 105	140	671	3	21.07
Rich Park @ Triple-Station	1,089	3,075	16	56.90
Rich Park @ Laksi Terminal	563	1,660	118	354
The 8 Collection	77	350	-	-
The Rich @ Nana	413	3,838	175	1,735.09
The Rich Avenue	16	360	-	-
Total	4,314	15,918	328	2,224.87
Projects under construction				
The Rich Rama 9 - Srinakarin	558	2,124	254	1,170.61
The Rich Ekkamai	492	3,408	77	618.67
Rich Point BTS Wutthakat	792	1,526	168	392.18
Total	1,842	7,058	499	2,181.46
Overall	6,192	22,976	827	4,406.33

For the operating results for the year 2020 are as follows:

1. Total income in 2020 compared to 2019.

	Year 2019	Year 2020
1 st quarter	448.12	237.93
2 nd quarter	253.30	159.41
3 rd quarter	172.95	138.90
4 th quarter	350.91	332.82
Total	1,225.28	869.06

2. Net Profit and Net Profit Margin in 2020 compared to 2019.

	Year 2019	Year 2020
Net profit	147.37	101.52
Net profit margin (percent)	12.03	11.68

3. Anti-Corruption Actions Board of Directors Has established policies related to anti-corruption measures as follows:

1. Building awareness, values, and attitudes for employees in complying with the rules with honesty
2. Provide an efficient and effective internal control system. Along with the checks and balances of the appropriate use of power
3. Company directors, executives and employees are prohibited from doing any acts. Which is a request or accept the property or any other benefits for oneself or others who are sent in a way that motivates to act
4. It is forbidden for a company director to Management and employees make or offer to give assets or any other benefits to third parties to induce that person to act or refrain from doing anything that is illegal or wrong with their position and duties.

In this agenda, Mrs. Saranthon Srisunthorn gave shareholders or proxies an opportunity to raise questions. Which has shareholders Comment and ask in summary, the main points can be as follows.

Mr. Lepong Somman, a self-attending shareholder, inquired that 1) Currently, The Rich Nana Project. What percentage of the total has been booked? 2) How much is the reservation amount for The Rich Rama 9 Project? 3) How much is expected this year and how much is the transfer amount? 4) The Rich Rama 9 Project And how many percent is the Rich Nana transferred? 5) How many projects will be opened this year? How much is horizontal / vertical? 6) Expect revenues and profits this year. Will it be the same as when entering the stock market?

Mrs. Saranthon Srisunthorn, Deputy Chief Operating Officer and Company Secretary Informed that at present, The Rich Nana project has already been booked 50% of the project has started to recognize revenue since the end of 2020, while The Rich Rama 9 - Srinakarin Project has approximately 45% of the project and all revenues are expected to be recognized within this year.

Dr.Apa Attaboonwong Chief Executive Officer Informed shareholders that within this year there will be a total of 4 new projects, which will be divided into 3 horizontal and 1 high-rise projects with a total project value of 3 - 4 billion baht. The company has estimated revenue of more than 1 billion baht and profits of more than 10 percent. The company still has a growth target.

Mr. Kriengkrai Kovitwisit A shareholder attending the meeting in person inquired whether the high-rise project to open this year. Including The Rich Ekamai Project?

Dr.Apa Attaboonwongse Chief Executive Officer Informed that the project to be built this year is Rich Point @ Wutthakat The price range is 1.8-2.8 million with 792 units with a project value of 1,700 - 1,800 million baht. Expected to receive EIA in the middle of this year and construction will begin after receiving EIA. The Rich Ekamai project. Has sales of more than 100 million, which is not yet officially launched. By this project, most of the customers are foreigners, Hong Kong, China, Japan, in which the situation of the coronavirus outbreak in the year 2020 has increased until now. Causing affected customers cannot enter the country That is why the management decided to delay construction and sales.

Mr. Nithiphum Durongwatana, a shareholder attending the meeting in person, asked how much the value of The Rich Nana Project is currently transferred. Would like to know the proportion of foreign customers in The Rich Nana Project and the trend of transfer in the first quarter of 2021.

Dr.Apa Attaboongwong Chief Executive Officer Informed that the Rich Nana project most of the customers are foreigners There are a small number of Thai people. The Sukhumvit area in the past was a place where many foreigners lived. After the Coronavirus 2019 outbreak, businesses in the area were directly affected. It is the reason why foreign customers postpone the transfer of ownership. Due to being unable to enter Thailand As for the number of ownership transfers at the beginning of the year, customers have gradually accepted the transfer of ownership of Thai customers.

Meeting resolution: The meeting acknowledged the operating results for the year 2020.

Agenda 3 : To consider and approve the Company's financial statements. For accounting period ended 31 December 2020

Ms. Suthiphon Hinrit reports a summary of the financial status according to the financial statements for the year 2020 which consists of Statement of financial position And the income statement ending 31 December 2020, which has been prepared in accordance with accounting standards and generally accepted accounting principles that have been audited and certified by a certified public accountant. It has already been approved by the Audit Committee and the Board of Directors. The company has published in the Annual Report 2020 which has been sent to the shareholders for consideration in advance in the form of QR CODE together with the invitation to the meeting.

In this agenda, Ms. Suthiphon Hinrit gave a chance for shareholders or proxies to inquire. It appeared that no shareholder raised any question. The MC asked the meeting to vote. After the vote is completed. The MC therefore announces the results of the vote counting and concludes the resolutions as follows:

Meeting resolution: The meeting considered and approved and approved the Company's financial statements. For the accounting period ended 31 December 2020 with the majority of votes of the shareholders who attended the meeting and voted as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	37	857,862,948	100.00
Disagree	-	-	-
Abstentions	1	19,305,000	-
voided ballot	-	-	-
Total	38	877,167,948	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 4 : To consider and approve the profit allocation Legal reserve and dividend payment for the year 2020 performance.

Mrs. Sarun Srisunthorn reported to the meeting that in 2020, the Company had a net profit of 107,409,285 baht, less legal reserve of 5,370,464 baht, the remaining net profit after legal reserve was 102,038,821 baht, and the board of directors had an opinion to pay a dividend of 50,000,000 baht or Equal to 0.041868117 baht per share, which is a stock dividend and cash dividend payment. With details as follows

- 1) Cash dividend payment at the rate of 0.004831080 baht per share.
- 2) Dividend payment is in common shares at the rate of 27 existing shares per 1 stock, dividend at the rate of 0.037037037 baht per share, par value of 1 baht per share, in case there is a fraction of shares, a cash dividend will be paid instead at the rate of 0.037037037 baht per share.

Detail	Year 2020
Net profit (baht)	107,409,285
Legal reserve (baht)	5,370,464
Net profit after legal reserve (baht)	102,038,821
Number of shares	1,194,226,151
Total dividend amount	50,000,000
Paid a cash dividend per share	0.004831080
Cash dividend: shares	0.037037037
Dividend Stock (Old: New)	27 : 1

This is in accordance with the policy of the company. The company determines the names of shareholders who are entitled to receive dividends. On May 19, 2021 and dividend payment on June 7, 2021 in the total amount of 50,000,000 baht.

Meeting resolution: The meeting acknowledged the profit allocation. Legal reserve and payment of dividends for the performance of the year 2020.

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	37	857,862,948	100.00
Disagree	-	-	-
Abstentions	1	19,305,000	-
voided ballot	-	-	-
Total	38	877,167,948	100.00

**** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions*

Agenda 5: To consider and approve the reduction of the Company's registered capital from the original company has registered capital. 1,578,815,237 baht to 1,194,226,151 baht

Mrs. Saranthon Srisunthorn explained to the meeting that Since the Company has 384,589,086 unissued registered shares that have not been issued, by eliminating the unissued registered shares as follows:

- 1) 11,596 shares remaining from the stock dividend payment
- 2) The remaining capital increase shares from support for RICHY-W1 warrants in the amount of 192,234,034 shares.
- 3) The remaining capital increase shares from support for the warrants RICHY-W2 in the amount of 192,343,456 shares.

At the same time, amend the Memorandum of Association of the Company In accordance with the reduction of the Company's registered capital as follows:

Original text

“Article 4	Registered capital	1,578,815,237	baht	(One thousand five hundred seventy eight million eight hundred fifteen thousand two hundred thirty-seven baht)
Divided into		1,578,815,237	shares	(One thousand five hundred seventy eight million eight hundred fifteen thousand two hundred thirty-seven baht shares)
par value of	1		baht per share	(one baht only)
Separated into				
Ordinary		1,578,815,237	shares	(one thousand five hundred seventy eight million eight hundred fifteen thousand two hundred thirty-seven baht shares)
Preferred shares	-		shares	

Edit to

Article 4	Registered capital	1,194,226,151	baht	(one thousand one hundred ninety four million two hundred twenty six thousand one hundred fifty one baht)
Divided into		1,194,226,151	shares	(one thousand one hundred ninety-four million two hundred twenty six thousand one hundred fifty-one shares).
Par value	1		baht per share	(one baht only)
Separated into				
Ordinary		1,194,226,151	shares	(one thousand one hundred ninety-four million two hundred twenty six thousand one hundred fifty-one shares)
Preferred shares	-		shares	

By proposing assignments to the Executive Committee and / or authorized persons Complete the registration amending the memorandum of association with the Department of Business Development the Ministry of Commerce has the power to amend or add words according to the order of the Registrar.

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and vote.

In this agenda, Mrs. Saranthon Srisunthorn gave shareholders or proxies an opportunity to raise questions. Which has shareholders Comment and ask it appeared that no shareholder raised any question. The MC asked the meeting to vote. After the vote is completed. The MC therefore announces the results of the vote counting and concludes the resolutions as follows:

Meeting resolution: The meeting has considered Has a resolution to approve the reduction of the registered capital from the original 1,578,815,237 baht to 1,194,226,151 baht and to amend clause 4 of the Company's Memorandum of Association regarding registered capital In accordance with the capital reduction By assigning the Executive Committee and / or the person authorized to register Amending the memorandum of association with the Department of Business Development Ministry of Commerce And have the power to fix Or add words according to the order of the registrar With more than three-fourths of the shareholders who attend the meeting and vote as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	37	857,862,948	100.00
Disagree	-	-	-
Abstentions	1	19,305,000	-
voided ballot	-	-	-
Total	38	877,167,948	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 6: To consider and approve the capital increase Allocation of ordinary shares and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Mrs. Saranthorn Srisunthorn explained to the meeting that Due to the Company's intention to increase the Company's registered capital of 44,230,598 baht, divided into 44,230,598 ordinary shares at the par value of 1.00 baht per share from the original registered capital. 1,194,226,151 baht is a registered capital of 1,238,456,749 baht divided into ordinary shares in the amount of 1,238,456,749 shares at par value of 1.00 baht per share to accommodate 44,230,598 stock dividends and amend Clause 4 of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital as follows:

Article 4 Registered capital	1,238,456,749	baht	(One thousand two hundred thirty-eight million four hundred fifty six thousand seven hundred forty-nine baht)
Divided into	1,238,456,749	shares	(One thousand two hundred thirty-eight million four hundred fifty six thousand seven hundred forty-nine shares).
Par value	1	baht per share	(one baht only)
Separated into			
Ordinary	1,238,456,749	shares	(One thousand two hundred thirty-eight million four hundred fifty six thousand seven hundred forty-nine shares)
Preferred shares	-	shares	

By proposing assignments to the Executive Committee and / or authorized persons Complete the registration amending the memorandum of association with the Department of Business Development the Ministry of Commerce has the power to amend or add words according to the order of the Registrar.

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and vote.

In this agenda, Mrs. Saranthorn Srisunthorn gave shareholders or proxies an opportunity to raise questions. Which has shareholders Comment and ask it appeared that no shareholder raised any question. The MC asked the meeting to vote. After the vote is completed. The MC therefore announces the results of the vote counting and concludes the resolutions as follows:

Meeting resolution : The meeting has considered Has a resolution to approve the capital increase from the original 1,194,226,151 baht to 1,238,456,749 baht and to amend clause 4 of the Company's Memorandum of Association regarding registered capital In accordance with the capital increase by assigning the Executive Committee and / or the person authorized to register Amending the memorandum of association with the Department of Business Development Ministry of Commerce And have the power to fix Or add words according to the order of the registrar With more than three-fourths of the shareholders who attend the meeting and vote as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	37	857,862,948	100.00
Disagree	-	-	-
Abstentions	1	19,305,000	-
voided ballot	-	-	-
Total	38	877,167,948	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 7: To consider and approve the appointment of directors in place of those who retire by rotation.

Assoc. Prof. Suthat Ratanakueakwang Said to the meeting that According to Article 20 of the Company's Articles of Association, at every annual general meeting, directors must retire at least one-third (1/3) of the number of directors at that time. Directors who have to retire in the first and second years after the registration of the company In the following years, the director who has been in office for the longest time will be drawn by drawing lots. In addition, the retiring directors may be re-elected in this year 2021, there are 4 directors who retire by rotation, namely

1. Ms. Sunee Sathatinan, Chairman of the Board of Directors
2. Dr. Aapa Ataboonwongse Vice Chairman
3. Dr. Karun Chantharangsu Director
4. Mr. Somsak Ataboonwongse Director

In the selection of directors The Company has invited the minority shareholders to nominate persons they deem qualified to be elected as the Company's directors. Through the news system of the Stock Exchange of Thailand and published on the company's website From December 23, 2020 - February 15, 2021, there was no shareholder nominating the directors.

And to comply with good governance The MC invited the directors who completed their terms to leave the meeting. After the director has left the meeting room Assoc. Prof. Suthat Ratanakueangwan Informed the meeting that the Nomination and Remuneration Committee (The Nomination and Remuneration Committee who has no interest) has considered and is of the opinion that all of them have knowledge, capability, experience and expertise. Complete and without any prohibited characteristics Public Act Securities and Exchange Act B.E. 2535, the board of directors (who have no interest) deems it appropriate to propose to the general meeting of shareholders to appoint all 4 directors, namely Ms. Sunee Sathinan, Dr.Apa Ataboonwongse, Dr. Karun Chantharangsu and Mr. Somsak Ataboonwongse Who retired by

rotation to return to office The profiles of the 4 directors have been delivered to the shareholders in the notice of the Annual General Meeting of Shareholders for consideration in advance.

In this agenda, approval must be passed by a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

In this agenda, Mrs. Saranthorn Srisunthorn, Deputy Chief Executive Officer and Company Secretary There was an opportunity for shareholders or proxies to ask questions. Which has shareholders Comment and ask it appeared that no shareholder raised any question. The MC asked the meeting to vote. After the vote is completed. The MC therefore announces the results of the vote counting and concludes the resolutions as follows:

Meeting resolution: The meeting has considered It was resolved to appoint 4 directors who retired by rotation, namely Ms. Sunee Sathinan, Dr. Apa. Attaboonwong, Dr. Karun Chantarangsu and Mr. Somsak Attaboon, with a majority vote of the total number of votes of the shareholders who attended the meeting and voted. With shareholders voting for the appointment of individual directors as follows:

7.1 Voting votes to appoint Ms. Sunee Sathatanin

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	38	877,167,948	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	38	877,167,948	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

7.2 Voting votes to appoint Dr. Apa Ataboonwongse

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	38	877,167,948	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	38	877,167,948	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

7.3 Voting votes to appoint Dr. Karoon Chantharangsu

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	38	877,167,948	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	38	877,167,948	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

7.4 Voting votes to appoint Mr. Somsak Ataboonwongse

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	38	877,167,948	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	38	877,167,948	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 8: To consider and approve the determination of directors' remuneration for the year 2021.

Miss Sunee Sathatinan, Chairman of the meeting assigned Assoc. Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee Is the person who reports to the meeting on this agenda.

Assoc. Prof. Suthas Ratanakueakwang Inform the meeting that Payment of remuneration to the Board of Directors in 2020, the Annual General Meeting of Shareholders approved remuneration for directors of 10,000,000 baht, actual payment of 9,420,000 baht, divided into meeting allowance of 900,000 baht and directors' bonus of 8,520,000 baht for this year 2021. Directors deem it appropriate to propose to the Annual General Meeting of Shareholders to approve the remuneration and meeting allowances for the Board of Directors. And sub-committees In the amount of 10,000,000 baht, with the composition of remuneration as follows:

1. Meeting allowances are as follows:

Chairman of the Board of Directors 25,000 baht / time

Company Directors 15,000 baht / time

Chairman of the subcommittee 15,000 baht / time

Subcommittee members 10,000 baht / time

2. Directors' remuneration

This agenda must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting and vote.

In this agenda, Mrs.Saranthorn Srisunthorn, Deputy Chief Executive Officer and Company Secretary There was an opportunity for shareholders or proxies to ask questions. It appeared that no shareholder raised any question. The MC asked the meeting to vote. After the vote is completed. The MC therefore announces the results of the vote counting and concludes the resolutions as follows:

Meeting resolution: The meeting has considered it was resolved to approve the remuneration of directors for the year 2021 of 10,000,000 with more than two-thirds of the shareholders who attended the meeting and voted as follows

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	38	877,167,948	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	38	877,167,948	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 9: To consider and approve the appointment of an auditor And to determine the audit fee for the year 2021

Assoc. Prof. Suthat Ratanakueakwang Clarified to the meeting that According to the Public Companies Act, Section 120 stipulates that “the annual shareholders' meeting shall appoint an auditor. And set the audit fee of the company every year in appointing the auditor, the same auditor may be re-appointed” according to the Company's good corporate governance policy. Auditors are required to be rotated every 5 years in order to provide more stable internal control and to ensure that the auditors are able to independently review and audit the Company's financial statements.

In 2021, the Audit Committee has selected the Company's auditors. There is an opinion that Should be proposed to the shareholders' meeting to select 5 auditors from Dharmniti Auditing Company Limited, which are

Miss Wannisa Ngambuathong,	Registration number 6838 or
Mr. Peradet Pongsathiansak	Registration number 4752 or
Ms. Thanyaporn Tangthanopuang,	Registration number 9169 or
Ms. Chotimakitsirakorn	Registration number 7318 and
Miss Chutinan Kor Prasertthavorn	Registration number 9201

The auditors listed above have no relationship or interest with the company / management / major shareholder or related person in any way. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements.

For the audit fee to be approved this time Board of Directors By the proposal of the Audit Committee It is recommended that the Annual General Meeting of Shareholders consider approving the audit fee for the Company's financial statements for the year 2021 amounting to 1,969,000 baht, which is higher than the year 2020 by the amount of 94,000 baht due to the increasing number of companies and other expenses are actually calculated.

In this agenda, approval must be passed by a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

In this agenda, Mrs. Saranthorn Srisunthorn, Deputy Chief Executive Officer and Company Secretary There was an opportunity for shareholders or proxies to ask questions. It appeared that no shareholder raised any question. The MC asked the meeting to vote. After the vote is completed. The MC therefore announces the results of the vote counting and concludes the resolutions as follows:

Meeting resolution : The meeting has considered Resolved to appoint an auditor from the company Dharmniti Auditing Company Limited by Ms. Wannisa Ngambuathong, Certified Public Accountant Registration No. 6838 and / or Mr. Peeradej Phongsathiansak Certified Public Accountant Registration No. 4752 and / or Ms. Thanyaporn Tangthanopuang, Certified Public Accountant Registration No. 9169 and / or Ms. Chotimakitsirakorn, Certified Public Accountant Registration No. 7318 and Ms. Chutinan Kor Prasertthavorn Certified Public Accountant Registration No. 9201 of Dharmniti Auditing Co., Ltd. is the Company's auditor for the year 2021 and approved the audit fee of 1,969,000 baht and other expenses are actually calculated by a majority vote of the shareholders. Holding shares attending the meeting and casting votes as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	38	877,167,948	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	38	877,167,948	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 10 :To consider other matters

Mrs.Saranthon Srisunthorn Deputy Chief Executive Officer and Company Secretary Inquiring of shareholders or proxies who attended the meeting would you like to comment or ask more management?

Mr. Nithiphum Durongwatana, a shareholder attending the meeting in person, asked: 1) what is the direction of the gross profit margin? 2) I would like to know the progress of the Wara project case At what stage is it now?

Ms. Suthiphon Hinrit, Chief Accounting and Finance Officer, informed that in 2021 the gross profit margin was projected 35-40%, close to the previous year.

Dr.Apa Attaboonwong Chief Executive Officer informed the shareholders that The Wora case is in the Supreme Court. While waiting for the judgment

Mr. Kriengkrai Kovitwisit A shareholder attending the meeting in person asked if the land company could wait for future development after the Wutthakat project.

Dr.Apa Attaboonwong Chief Executive Officer Notified the shareholders that there is 1 plot of land that partially purchased land on Rama 9 Road, near the Ratchada-Rama 9 intersection. Currently in the process of land gathering. In addition, all the purchased plots will develop projects such as Land Suan Luang Rama IX Road, Chalerm Prakiat 38, developed into a townhome 2-3 floors in modern European style The current state is that construction has

begun. Aim to open pre-sale by the end of 2021, project 2, Rich Tan Permsin project Located on Permsin Road Under development Expected to open pre-sale in February 2022.

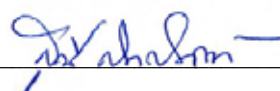
Mr. Nithiphum Durongwatana, shareholder attending the meeting in person Asked if the company would increase capital If there is a capital increase, want to promote the company's growth such as issuing Opportunity Day.


Dr.Apa Attaboonwong Chief Executive Officer Informed the shareholders that If there is a capital increase, the company is willing to publicize the growth of the company in all areas and ask the shareholders to be confident that, as the management, will strive to develop the company for continued growth.

The moderator then announced the end of the meeting. When there were no additional questions from shareholders and no one proposed any other matters for consideration. Ms. Sunee Sathatinan, the chairman of the meeting, declared the meeting closed. And thank the shareholders for taking the time to attend the meeting.

In this meeting, there were shareholders or proxies attending this meeting. A total of 38 shareholders, representing 877,167,948 shares or 73.45 percent of the total number of shares sold. 1,194,226,151 shares

The meeting was closed at 3.40 p.m.

signature  Chairman of the meeting
(Miss Sunee Sathintinant)

signature  Company Secretary
(Mrs. Sarunthorn Srisunthorn)

Mrs.Amornrat Parawan

Recorders and publishers

(F 53-4)

CAPITAL INCREASE REPORT FORM
RICHY PLACE 2002 PUBLIC COMPANY LIMITED
20 OCTOBER 2021

RICHY Place 2002 Public Company Limited, hereby report on the resolution of Board of Director's meeting No. 4/2021, held on 20 October 2021 at 10.00 – 12.00 hrs. at 667/15 7th Floor, Attaboon Building, Charonsanitwong Road, Arunamarin Sub-district, Bangkok Noi District Bangkok which is a meeting via electronic media relating to a capital reduction, capital increase and share allotment as follows:

1. Capital Reduction and Capital Increase

- 1.1 The Board of Directors Meeting resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the reduction in the register capital from the existing registered capital of 1,238,456,749.00 Baht to 1,238,454,634.00 Baht by eliminating the shares in the amount of 2,115 shares at par value of 1.00 Baht per shares, total of 2,115.00 Baht.
- 1.2 The Board of Directors Meeting resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the increase in the register capital from the existing registered capital of 1,238,454,634.00 Baht to 1,733,836,486.00 Baht by issuing of new ordinary shares in the amount of 495,381,852 shares with a par value of 1.00 Baht per shares, totaling 495,381,852.00 Baht, in accordance with the following manner:

Type of Capital Increase	Type of Shares	No. of Shares	Par Value (Baht/Share)	Total (Baht)
<input type="checkbox"/> Specifying the purpose of proceeds utilization	Ordinary	495,381,852	1.00	495,381,852
	Preference	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preference	-	-	-

2. Allocation of the new issued ordinary shares:

2.1 Form the specify the purpose of utilizing funds

Allotted to	No. of Shares	Ratio (old : new)	Offering Price (Baht/Share)	Subscription and Payment period	Note
1. Existing Shareholders of the Company according to their shareholding position (Rights Offering)	247,690,926	5 : 1	1.30	Between 14-20 December 2021 (5 Business Day) (Please see detail in note below)	Please see detail in Enclosure No. 3
2.To support the exercise of warrants allocated to the existing shareholder's' who subscribe the capital increase ordinary share proportionately to their shareholding (Rights Offering) and their excess right No. 3 (RICHY-W3)	247,690,926	1 unit of RICHY-W3 for 1 new ordinary shares	Without cost (0.00 Baht)	-	Please see detail in Enclosure No. 2

Note

The Board of Directors' meeting 4/2021 held on 20 October 2021 resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2021 as follows:

1. Approve to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allotment of 495,381,852 shares at the par value of 1.00 Baht. With detail of the allotment as follows:

1.1 Consider the allocation of ordinary shares in the amount of not exceeding 247,690,926 shares with a par value of 1.00 Baht to the existing shareholders of the Company in proportion to their existing shareholding (Rights Offering) on the date of determining the names of shareholders who have the right to subscribe for shares of the Company's capital increase (Record Date) is on 25 November 2021 with details of the allocation as follows:

1.1.1 The allocation ratio is 5 existing shares to 1 new ordinary share, 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

(Rights 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 of the SET)

1.1.2 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.

1.1.3 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.

1.1.4 In allocating the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights 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 (Rights 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 (Rights 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.

1.1.5 In case that there are unsubscribed ordinary share remaining from the subscription of the existing shareholders of the Company under clause 1.1.1 – 1.1.4 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 paid-up 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 (Rights 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.

- 1.2 Consider the allotment of capital increase ordinary shares not more than 247,690,926 shares at the par value of Baht 1.00 to reserve for the exercise of the Warrants No.3 (RICHY-W3) which are issued and offered to the existing shareholders who subscribe and are allotted the new shares by Rights Offering.

The Board of Directors' meeting resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the Board of Directors or the Executive Committee or their authorized persons is authorized to do anything which is necessary to the offer of the new shares including the change of the

subscription and new shares payment period, determination of offer price, terms and details in issuing and offering the new shares as deemed appropriate as well as to amend wordings or information in any documents, minutes of shareholders' meeting, the Memorandum of Association and/or applications and/or to carry out any actions to comply with the public company registrar in submitting the application for registration of capital increase to the Business Development Department, the Ministry of Commerce (MOC) including to list the new share on the SEC and other information, documents and evidences to the Office of the Securities and Exchange Commission, the SEC, the MOC or other relevant authorities

2 Company procedure regarding fraction of shares

Any fraction of shares from the calculation of such allotment shall be disregarded

3. Scheduling of the shareholders meeting to obtain approval for the capital reduction, capital increase, and the allocation of new ordinary shares.

The Extraordinary General Meeting of Shareholders No. 1/2021 is scheduled to be held on November 18, 2021 at 2:00 p.m. at Attabun Building, No. 667/15, Charansanitwong Road. Arun Amarin Bangkok Noi Bangkok which is a meeting via electronic media by specifying the list of shareholders with the right to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date) on November 3, 2021

4. Application to the relevant government agencies for its approval of the capital increase / the allocation of the newly issued shares and the conditions

- The Company will register for the capital reduction, capital increase; amend Company's Articles of Association regarding the capital increase with the Commercial Business Development Department, Ministry of Commerce
- The Company will file the application for the listing of the newly issued shares as listed securities to the SET in compliance with the applicable laws and regulations.
- The Company will apply for the SET to approve the new ordinary shares issued from the conversion of the warrants.

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

- 5.1 In case all newly issued ordinary shares that the Company issued and offered for sale to their existing shareholders proportionate to their respective shareholdings (Rights 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 (million Baht)	Specified time period for Utilizing the Proceeds
1. To used as funds for land purchase and investment in Richton Suan Luang - Phatthanakan Project.	100.00	Within 2021 - 2022
2. To used as funds for land purchase and investment in Richton Donmung-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

5.2 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 5.1 and 5.2 above.

6. Benefits which the Company will obtain from the capital increase / the allocation of the newly issued shares

- To strengthen the Company's financial liquidity so as to develop the Company's projects as the plan and increasing working capital.

- 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 Warrants") 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
- Issuance and Offering of Warrants to Purchase Ordinary Shares No. 3 ("RICHY-W3 Warrants") 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.

7. Benefits which the shareholders will obtain from the capital increase / the allocation of the newly issued shares

- 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.
- The shares that arise from the exercise of the warrant shall has right similar to 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
- Capital increase share which came from Rights Offering shall has right similar to 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

8. Schedule of the capital increase/ the allocation of the new issued ordinary shares is approved by the Board of Directors.

No.	process	Date
1	Board of Directors Meeting of the Company No. 4/2021 resolved on the capital increase and the allocation of the newly issued ordinary shares	20 October 2021
2	The date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No.1/2021 (Record Date)	3 November 2021
3	Extraordinary General Meeting of Shareholders No.1/2021	18 November 2021
4	The date to record the names of the shareholders who are entitled to subscribe Rights Offering shares (Record Date)	25 November 2021
5	Subscription Period	14 – 20 December 2021
6	Registration of paid-up capital with the Ministry of Commerce	Within 14 days after the last day of subscription period

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

Sincerely Yours,

Dr.Apa Ataboonwongse
Executive Chairman

Mr.Somsak Ataboonwongse
Director

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

1. Preliminary details of the warrants

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>
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>

	<ul style="list-style-type: none"> (a) The par value of the Company's shares is changed due to a reverse share split or a share split; (b) The Company offers for sale the newly issued shares at the price lower than the market price; (c) The Company offers for sale the convertible debentures or the warrants at the price lower than the market price; (d) The Company, wholly or partially, pays the dividend in a form of newly issued shares to the shareholders; (e) The Company pays the dividend in cash in an amount exceeding which is specified under the terms and conditions; and (f) Any other circumstances similar to (a)–(e) which may prejudice the interests or returns to which the holders of the warrants are entitled upon the exercise of the warrants.
Warrants registrar	Thailand Securities Depository Co., Ltd. or any person appointed as the registrar of the warrants in place of Thailand Securities Depository Co., Ltd.
Other conditions	<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> <ul style="list-style-type: none"> (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; (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; (c) The listing of the ordinary shares from the exercise of the RICHY-W3 Warrants on the SET;

	<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 take any necessary actions to comply with the registrar's order for the completion of registration process.</p>
Objectives of the issuance of the warrants and the benefits that the Company shall receive from the allocation of the newly issued shares	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.

2. Impacts from the issuance and allocation of the warrants

Please consider the impact to shareholders from the issuance and allocation of the warrants set out in the Information Memorandum on the Allocation the Newly Issued Shares

Information Memorandum on the Allocation of Newly Issued Shares of RICHY Place 2002 Public Company Limited

The Board of Directors Meeting No. 4/2021 of RICHY Place 2002 Public Company Limited (the “Company”), convened on 20 October 2021, resolves to approve the increase in registered capital of the Company, from the existing registered capital of 1,238,454,634.00 Baht to 1,733,836,486.00 Baht, by issuing 495,381,852 newly-issued ordinary shares, at the par value of 1.00 Baht per share, totaling 495,381,852.00 Baht, in order to accommodate (1) the allocation of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering); and (2) the exercise of the warrants to purchase the newly-issued ordinary shares of the Company No. 3 (the “RICHY-W3 Warrants”) for the allocation to the Company’s existing shareholders who have subscribed and have been allocated for the issued and offered of newly-issued ordinary shares proportionate to their respective shareholdings (Rights Offering).

In this regard, as the issuance and offering of the newly issued ordinary shares is a material business, the Company prepared the Information Memorandum which is necessary for the shareholders’ decision-making, having the details as follows:

1. Details of the offering of the newly issued shares

- 1.1 The offering and allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering)

The Company will allocate not exceeding 247,690,926 the newly issued ordinary shares, at the par value of 1.00 Baht per share, to offer for sale to the Company’s existing shareholders proportionate to their respective shareholdings (Right Offering), at the allocation ratio of 5 existing ordinary shares to 1 newly issued ordinary share, at the offering price of 1.30 Baht, in which the fraction shall be rounded down.

To determine the offering price of newly-issued ordinary shares to the Company’s existing shareholders in proportion to their respective shareholdings (Rights 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 percent 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 allocation of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Right Offering) to the Extraordinary General Meeting of Shareholders on 20 October 2021 (i.e. between 8 - 19 October 2021), which is equal to THB 1.46 (information from SETSMART of the SET).

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.

In allocating the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights 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 (Rights 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 (Rights 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.

In case that there are unsubscribed ordinary share remaining from the subscription of the existing shareholders of the Company under clause 4.1.1 – 4.1.4 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.

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 paid-up 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 (Rights 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.

1.2 The offering and allocation of the newly issued ordinary shares to accommodate to the exercise of the RICHY-W3 Warrants

The Company will allocate not exceeding 247,690,926 newly issued ordinary shares, at the par value of 1.00 Baht per share, in order to accommodate the exercise of RICHY-W3 Warrants to be allocated to the existing shareholders of the Company, who have subscribed and have been allocated for the issued and offered of newly-issued ordinary shares proportionate to their respective shareholdings (Rights Offering), at the allocation ratio of 2 newly-issued shares to 1 of the RICHY-W3 Warrants, without cost (Offering price per unit is THB 0).

(Please further consider the summary of features of RICHY-W3 Warrants)

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

2.1 In case all newly issued ordinary shares that the Company issued and offered for sale to their existing shareholders proportionate to their respective shareholdings (Rights 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 (million Baht)	Specified time period for Utilizing the Proceeds
1. To used as funds for land purchase and investment in Richton Suan Luang - Phatthanakan Project.	100.00	Within 2022
2. To used as funds for land purchase and investment in Richton Donmung-Permsin Project.	50.00	Within 2022
3. To utilize as working capital and support of any project or investment of the Company in the future.	172.00	Within 2022

2.2 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 2.1 and 2.2 above.

3. 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:

3.1 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 per cent, with the following formula:

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

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

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

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

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

$$= 3.13 \text{ per cent}$$

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

3.2 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

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

$$= 19.64 \text{ per cent}$$

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.

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

$$\text{Whereas, EPS before offering} = \frac{\text{Net profit}}{\text{Paid-up shares}}$$

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

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

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

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

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

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

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

3.3 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 per cent comparing with the shareholding before the issuance of the warrants, with the following formula:

= Number of accommodated shares that issued and offered for the RICHY-W3

Paid-up capital + Number of shares to be issued to RO + Number of accommodated
shares for the RICHY-W3

= 247.69 million share

1,238.45 million share + 247.69 million share + 247.69 million share

= 14.29 per cent

4. Opinions of the Board of Directors on the capital increase or the offering for the existing shareholders proportionate to their respective shareholdings (Rights Offering)

4.1 Rationale and necessity for the capital increase

The Board of Directors is of the opinion that it is necessary for the Company to increase its registered capital in order to utilize the proceeds from the capital increase to purchase the land for Rizton Suan Luang Phatthanakan Project and Rizton Permsin Project, and to utilize as working capital and support the investment of the Company in the future as per details in Clause 2 above.

In this regard, if considering the different ways of the offering shares, the Board of Directors has considered and is of the opinion that the issuance and offering of newly issued ordinary shares to the Company's existing shareholders proportionate to their respective shareholdings (Rights Offering) is the appropriate fundraising approach as the Company will receive funding in a short period of time.

4.2 Feasibility of the plan to use the proceeds derived from the offering of shares

The Company plans to utilize the proceeds derived from the offering of the newly issued ordinary shares and the exercise of the right to purchase the newly issued ordinary shares under the RICHY-W3 Warrants in accordance with the objectives and plan to use the proceeds derived from the issuance detailed in Clause 2 above.

4.3 Reasonableness of the capital increase, plans to use the proceeds derived from the offering of shares, and projects to be operated, including the sufficiency of the sources of funds

The Board of Director is of the opinion that the issuance and offering of the newly issued ordinary shares is appropriate, reasonable and for the best benefit of the Company and all shareholders. This due to the Company plans to use the proceeds from fundraising for the purpose in accordance with the details specified in Clause 2. In addition, this capital increase will strengthen the company's financial strength and liquidity in order for the Company to make future investment. So that the Company can generate good returns. It will also increase the competitiveness and development of the company's business to be able to grow firmly. Moreover, it will also help enhance the financial liquidity of the Company in the operation of the Company's business as well as increase working capital for the business operations.

4.4 Potential impact which may occur to the business operation of the Company, as well as its financial positions, and operational results, due to the capital increase and the plan to use the proceeds or Company's projects

The Board of Directors is of the opinion that the issuance and offering of the newly issued ordinary shares is beneficial to the business operation of the Company, which will enable the Company

to use the proceeds from the capital increase for the objectives as detailed in Clause 2 above. Also, it is beneficial to the Company in strengthen its cash flow and financial position. This will cause the Company to have a lower debt to equity ratio. It also helps to enhance the financial liquidity of the Company. In this regard, the issuance and offering of the newly issued ordinary shares will result in a better overall financial status of the Company and the Company having a stable financial

5. Representations of the Board of Directors regarding the capital increase

In the case that the directors of the Company do not comply with the laws, the objectives, the articles of association of the Company, and the resolution of the meeting of shareholders in loyalty and care to preserve the interest of the Company on matters relating to the increase of registered capital, resulting that the performance of any act or nonperformance of any act which fails to comply with the aforementioned duties and causes damages to the Company, the Company may claim compensation from the directors. In the case where the Company fails to make such claim, any one or more shareholders holding shares amounting to not less than 5 percent of the total number of issued shares of the Company may notify the Company requesting the Company to make such a claim. If the Company fails to take action as directed by the said shareholders, such shareholders may bring a suit to the court to claim compensation on behalf of the Company in accordance with Section 85 of the Public Company Limited Act B.E. 2535 (including any amendment thereto). In addition, in the case where the director acts or omits to act in such a way that does not comply with the laws, the objectives, the articles of association and the resolution of the meeting of shareholders with due care and loyalty to preserve the interest of the Company on the matters relating to the increase of registered capital, resulting that the director, the executive or the related person to obtain undue benefits, the Company may bring an action against the director for disgorgement of such benefits to the Company. In this regard, a shareholder or shareholders who hold shares and have the right to vote amounting to not less than 5 percent of the total number of voting rights of the Company may notify the Company requesting the Company to bring the aforementioned action and if the Company fails to proceed as requested within 1 month from the date of the notice, such shareholder or shareholders may bring an action for disgorgement of benefits on behalf of the Company in accordance to Section 89/18 of the Securities and Exchange Act B.E.2535 (including any amendment thereto).

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

Please be informed accordingly.

Yours sincerely,

Dr.Apa Ataboonwongse
Executive Chairman

Mr.Somsak Ataboonwongse
Director

Information of the independent directors appointed by the company to be the shareholders' proxies

Ass. Prof. Suthas Ratanakuangwan

69 years

Independent Director and Chairman of Audit Committee

Date of holding a director position : 27 April 2010

Term of service : 11 years 10 month
(count until 18 November 2021).

Address : 422/3 Soi Ekamai 26, Sukhumvit 63 Road,
Khlong Toei Nuea, Wattana, Bangkok 10150

Family relations between executives : - none -



Educational qualifications

- D.E.S.S (Industrial Management) Diploma d'Etudes Superieures specialisees Universite'de Toulouse I, France
- Master of Economics (Industrial Management) Maitrise es Sciences Economiques (Gestion Industrielle) Universitee de Toulouse I, France
- Bachelor's Degree: Bachelor of Economics (Industrial Management) License es Sciences Economiques (Gestion Industrielle) Universite 'de Toulouse I, France

Currently holding office

Director Positions in Listed Companies

- 2010
Present Director, Richy Place 2002 Public Company Limited

Position in non-listed companies - none -

Positions in other departments

- President of Chulalongkorn University Academic Testing Center
- Associate Professor Department of Industrial Faculty of Engineering Chulalongkorn University
preme Command Headquarters

Past experience

- Director of Engineering Service Center Faculty of Engineering Chulalongkorn University
- Head of Research Operations Unit Industrial and Technology Administration
- Department of Industrial Engineering Faculty of Engineering Chulalongkorn University
- Director of Training Center Continuing Education Department Chulalongkorn University
- Chairman of the Working Group on Biogas Technology Promotion Project for Waste Management Food scraps from the hotel And various establishments

Training history

- Director Accreditation Program (DAP) / 2012

Proportion of shares held by the company as of
September 30, 2021 - none -

Having / without special interest in the proposed agenda in this meeting - none -

Mrs. Phawanya Krittachat

73 years

Independent Director and Audit Committee

Date of holding a director position : 25 April 2020

Term of service : 2 years 7 month
(count until 18 November 2021).

Address : 339/137 Grand Canal Village Cherd Wutthakat Road,
Sikan Subdistrict, Don Mueang District, Bangkok 10210

Family relations between executives : - none -



Educational qualifications

- Bachelor of Accountancy (Finance and Banking), Faculty of Commerce and Accountancy Chulalongkorn University
- Master of Business Administration (Finance), Baltimore University, Maryland, USA

Director Positions in Listed Companies

- 2019
Present Director, Richy Place 2002 Public Company Limited
- 2014
Present Director, Green Resources Public Company Limited

Position in non-listed companies : - none -

Positions in other departments

- President of Chulalongkorn University Academic Testing Center
- Associate Professor Department of Industrial Faculty of Engineering Chulalongkorn University preme Command Headquarters

Past experience

- 2014
Present Managing Director Thanapat Asset Management Company Limited Technology Administration

Positions in other departments : -None-

Past experience

- 1994-1997
Managing Director ThaiMex Finance and Securities Public Company Limited
- 1998 - 2000
Consultant, TL Management Company Limited (Thai Life Insurance Group)
- Year 2001 - 2006
Managing Director Thai Housing Credit Foncier Company Limited
- Year 2007 - 2008
Advisor, TL Management Company Limited (Thai Life Insurance Group)
- 2008 - 2018
Independent Director and Audit Committee, Royal Ceramic Industry Plc.

Training history

- 1977
Training on Industrial Credit Project by the Long Term Credit of Japan Bank, Tokyo, Japan
- Director Accreditation Program 49/2005

Proportion of shares held by the company as of

September 30, 2021 - none -
Having / without special interest in the proposed agenda in this meeting - none -

Mrs. Jaree WuttiSanti

63 years

Independent Director

Date of holding a director position : 25 April 2020

Term of service : 1 year
(count until 18 November 2021).

Address : 737/106 The Madison Condominium, Sukhumvit Road, Soi 41
Klong Tan Nuea, Watthana, Bangkok 10110

Family relations between executives : - none -



Educational qualifications

- Master of Business Administration, Graduate Institute of Management Development Sciences
- Bachelor of Accounting, Chiang Mai University (1st class honor)
- Diploma in Banking Management Swedish Institute for International Cooperation

Currently holding office

Director Positions in Listed Companies

- 2018 Present Advisor to the Chairman and Investment Management Committee Dhipaya Insurance Plc.
- 2017 Present Executive Committee Small and Medium Enterprise Development Bank of Thailand

Holding a position in a non-listed company : - none -

Holding a position in other departments

- Year 2019 - Present Audit Committee Master of Business Administration

Past experience

- Year 2012 - 2019 Director, Dhipaya Insurance Public Company Limited
- Year 2012 - 2017 Executive Vice President Head of Big Business Division 1 Krung Thai Bank Public Company Limited
- 2011, Deputy Managing Director of Thanachart Bank Co., Ltd.
- Year 2008 - 2011 Senior Executive Vice President Siam City Bank Public Company Limited

Training history

- Top Executive Program in Commerce and Trade Class 9/2016, Commerce Academy
- Executive Leadership Development Program (ELDP) Year 2015, Krung Thai Bank
- Executive Program Capital Market Academy (CMA) Class 16, The Stock Exchange of Thailand
- Joint State-Private Sector Program, Class 19, National Defense College
- Director Certification Program (DCP) Class 29/2003, Thai Institute of Directors Association

Shareholding percentage of the company as of September 30, 2021 -None-
Having / without special interest in the agenda proposed in this meeting -None-

Mr Anen Ung-Aphinan

67 years

Independent Director

Date of holding a director position : 25 April 2020

Term of service : 1 year
(count until 18 November 2021).

Address : 43 Soi Borommaratchachonnani 48, Chim Phli Sub-district,
Taling Chan District, Bangkok 10170

Family relations between executives : - none -



Educational qualifications

- Master's Degree in Industrial Engineering and Management, AIT Institute
- Bachelor's Degree in Machinery (Mechanical Engineer)
- Diploma of the National Defense College (NDC 4414)
- Certificate, Executive Program in Urban Administration (Class 3)

Currently holding office

Director Positions in Listed Companies

- 2007
Present Managing Director AN Empire Company Limited
- 2005
Present Chairman of the Board, Consco Enterprises Company Limited
- 1992
Present Managing Director Quality Machine Tool Co., Ltd.

Holding a position in a non-listed company

- none -

Holding a position in other agencies

- Year 2018 - 2020 Chairman of the Audit Committee Federation of Thai Industries
- 2005 Present Director of the Thai Machinery Association
- 2002 Present Committee, The Federation of Thai Industries

Past experience

- Year 2014 - 2016 Chairman of the Committee for Mechanical and Metalworking Engineer Cluster Federation of Thai Industries
- Year 2008 - 2012 Chairman of Machinery and Metalworking Group Federation of Thai Industries
- 2005 - 2006 Vice President, Federation of Thai Industries
- 2003 - 2004 Chairman of the Industrial Energy Committee Federation of Thai Industries
- 2003 - 2004 Deputy Chairman of the Industrial Environment Committee Federation of Thai Industries

Training history:

- Director Accreditation Program (DAP) 174/ 2020

Shareholding percentage of the company as of
September 30, 2021 3,568,956 shares
Having / without special interest in the agenda
proposed in this meeting -None-

Procedures for attending the Extraordinary General Meeting of Shareholders via Electronic Media (E-EGM)

Richy Place 2002 Public Company Limited (“the Company”) would like to inform you of the guidelines for attending the Extraordinary General Meeting of Shareholders No. 1 for the year 2021 via electronic media (E-EGM) as follows:

1. In the case of shareholders wishing to attend the meeting via electronic media (E-EGM) by themselves

Please fill out the registration form for the Extraordinary General Meeting of Shareholders via Electronic Media (E-EGM) by asking you to clearly specify your E-mail and mobile phone number. For use in registering at the meeting and attaching a copy of the shareholder’s ID card or passport for identification. By scanning or taking pictures sent to the company by email companysecretary@richy.co.th Until November 16, 2021

2. In the event that a shareholder wishes to appoint an independent director or other person as a proxy attending the E-EGM Meeting Shareholders who are unable to attend the E-EGM Meeting the shareholders can appoint independent directors. (Details are in Enclosure 4 of the Invitation to the Extraordinary General Meeting of Shareholders Year 2021) or other persons can attend and vote on their behalf.

2.1 Please complete the registration form for the Extraordinary General Meeting of Shareholders via Electronic Media (E-EGM) by asking you to provide your email (E-Mail) and mobile phone number and proxies (other persons) clearly for use in the registration of the meeting

In case of appointing a proxy to an independent director specify only the first and last name of the independent director you wish to appoint.

2.2 Please fill out the information in the proxy form. (Enclosure 8 of the Invitation to the Extraordinary General Meeting of Shareholders Year 2021) together with the signature of the proxy grantor. And proxies (In case of other persons) complete and attach the supporting documents for the proxy in accordance with the attachment of the Invitation to the Extraordinary General Meeting of Shareholders for the year 2021.

Please submit documents according to 2.1 and 2.2 by scanning or photographing to the company via email companysecretary@richy.co.th Until by November 16, 2021.

2. Attendance through electronic media

When the company receives the documents according to item 1 or item 2 from you within the specified date, the company will check the documents to verify your identity and confirm your right to attend the meeting. According to the information of the shareholder registration book as of the date of determining the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders for the year 2021, upon completion of the audit Link to attend the meeting Including the access manual of the E-EGM meeting system will be sent to the e-mail address of the shareholders or proxies registered with the company. To use in attending the meeting via electronic media (E-EGM) via the company's system only by 1 shareholder or proxy per 1 email address.

3. Using the registration program and counting the company's scores can be used with computers, notebooks, tablets or mobile phones via Web Browser: Chrome Internet speed 4G or basic home internet. The system supports both E-Meeting and E-Voting meetings according to both manual methods. And proxy
4. As for the voting method during the E-EGM meeting, you can vote for each agenda by voting "Agree" or "Disagree" or "Abstain" in case you do not vote for any agenda. The system will automatically count your votes as "Agree".
5. Submitting questions in advance in order to get the most out of the meeting and to maintain full benefits. If there is any question that the Company would like to clarify on any issue of this agenda item. or other information of the company, inquiries can be sent in advance to the company secretary by e-mail. companysecretary@richy.co.th within 16 November 2021

Encloser 6**Articles of Association of the Company in connection with the
Extraordinary General Meeting of Shareholders.****Article 40.**

In voting at the shareholders' meeting One share shall be counted as one (1) vote and any shareholder has a special interest in any matter That shareholder has no right to vote on that matter. Outside of voting for election of directors And the resolution of the share holders' meeting must consist of the following votes

- (1) In normal cases, the majority vote of the shareholders attending the meeting and voting If having equal votes The chairman of the meeting shall cast an additional vote as a casting vote.
- (2) In the following cases The vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote
 - (A) the sale or transfer of all or part of the Company's business to other persons
 - (B) Purchase or transfer of business of a private company Or other public companies to be owned by the company
 - (C) Making, amending or terminating contracts relating to renting the business of the company in whole or in part Assigning other persons to manage the business of the company Or merging with other people With the purpose of sharing profit and loss
 - (D) Amendment to the Memorandum of Association or Articles of Association of the Company
 - (E) Capital increase or Capital reduction of the company
 - (F) Dissolution of the company
 - (G) Debentures issued by the Company
 - (H) Merger of companies with other companies

Article 41.

The business that the annual general meeting of shareholders should call as follows:

- (1) Acknowledge the report of the Board of Directors that represents the business of the Company in the past year.
- (2) Considering and approving the balance sheet and profit and loss account
- (3) Consider and approve the allocation of profits And dividend payment
- (4) To consider the election of new directors in place of those retiring by rotation And determine remuneration for directors
- (5) Consider the appointment of auditors and determine the amount of audit fees and
- (6) Other businesses

Article 46.

Do not pay dividends from money other than profit. In the event that the Company still has accumulated losses, no dividend shall be paid. The dividend shall be divided according to the number of shares, equal to each share. The dividend payment must be approved by the shareholders' meeting. The Board of Directors may pay interim dividends to shareholders from time to time. When seeing that the company is profitable enough to do so And when paying interim dividends To report the dividend payment to the shareholders 'meeting in the next shareholders' meeting. The payment of dividends shall be made within one (1) month from the date of the shareholders' meeting. Or in which the board of directors voted, as the case may be, shall be notified in writing to the shareholders and shall advertise such notice of dividend payment in the newspaper for at least three (3) consecutive days.

Article 47.

The Company shall prepare a portion of annual net profit as a reserve fund of not less than five (5) percent of the annual net profit. Less with accumulated loss brought forward (if any) until this reserve is not less than ten percent (10) of the registered capital

Enclosuer 7

Proxy Form (Form A)

Close
stamp duty
20 baht

Write at.....

Date Month.....

(1) Inationality.....
address

(2) Being a shareholder of Richy Place 2002 Public Company Limited ("Company")
By holding the total amount of shares.....shares And voting is equal to.....as follows
Common share.....share Voting is equal to.....the sound
Preferred sharesshare Voting is equal to.....the sound

(3) ☐ Granting proxy to

☐ 1. Name Age Year Add dass
Road..... District / Province..... District / Region
province..... Zip code..... or

2. Name Age Year Add dass
Road..... District / Province..... District / Region
Province..... Zip code..... or

3. Name Age Year Add dass
Road..... Sub-district / District. District / Region
Province..... Zip code.....

Only one person is my representative. To attend the meeting and vote on my behalf
In the Extraordinary General Meeting of Shareholders No. 1/21, on November 18, 2021 at 2:00 p.m.,
which was a meeting via electronic media only. Any business that the proxy has done in that
meeting to hold as if I had done myself in all respects

Signed Proxy

(.....)

sign..... Proxy

(.....)

sign..... Proxy

(.....)

sign..... Proxy

(.....)

note

The shareholder appointing the proxy must have only one proxy to attend the meeting and vote. Can't break Split the number of shares for many proxies to split votes.

Close
 stamp duty
 20 baht

Proxy Form B

(Designated items To be a clear, clear proxy)

Write at.....

Date Month.....

(1) Inationality.....
 address

(2) Being a shareholder of Richy Place 2002 Public Company Limited

By holding the total shares.....shares And voting is equal to.....sound as follows

Ordinary share.....share Can vote equal to.....the sound

Preferred sharesshare Can vote equal to.....the sound

(3) Granting proxy to

1.Ageyear Add dassRoad.....
 District / District..... District / Districtprovince
 Zip codeor

2.Ageyear Add dassRoad.....
 District / District..... District / Districtprovince
 Zip codeor

3.Ageyear Add dassRoad.....
 District / District..... District / Districtprovince
 Zip codeor

Any one as my representative to attend and vote on my behalf at the Extraordinary General Meeting of Shareholders No. 1/21 on November 18, 2021 at 2:00 p.m., which is a meeting via electronic media only. I hereby authorize the proxy to vote on my behalf in this meeting as follows:

Agenda 1: To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders held on May 11, 2021.

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

Agenda 2: To consider and approve the reduction of registered capital and amendment of Article 4 of the Company's Memorandum of Association to comply with the reduction of registered capital

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

Agenda 3 Consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 3 (RICHY-W3)

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

Agenda 4 To consider and approve the increase of registered capital and amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital of the Company

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

Agenda 5: To consider and approve the allocation of the Company's newly issued ordinary shares.

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
- ☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

Agenda 6 This has considered other topics (If Any)

☐ (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.

☐ (B) The proxy shall vote according to my wishes as follows:

☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

(4) Voting of proxies in any agenda which is not as specified in this proxy the vote is considered invalid and is not my vote as ashareholder.

(5) In the event that I do not specify the intention to vote in any agenda or is unclear or in the case that the meeting has considered or voted on any matter other than the matter specified above Including the case of any alteration or addition of facts Granting the proxy to consider and vote on my behalf in all respects as deemed appropriate Any business that the proxy has done in the meeting Except in the case that the proxy does not vote as I specified in the proxy form, as if I had done myself in all respects

sign.....Proxy

(.....)

sign.....Proxy

(.....)

sign.....Proxy

(.....)

sign.....Proxy

(.....)

note :

1. The shareholder appointing the proxy must appoint only one proxy to attend and vote. Can not divide the number of shares to many proxies to separate votes
2. Agenda for the election of directors can elect the entire committee or elect individual directors.
3. In the event that there are more agenda items considered in the meeting than the agenda specified above The grantor can specify additional details in the attached proxy form, Form B as attached.

Regular statement for Proxy Form B.

Appointment as a shareholder of Richy Place 2002 Public Company Limited
 In the Extraordinary General Meeting of Shareholders No. 1/21, on November 18, 2021 at 2:00 p.m.,
 which was a meeting via electronic media.

Agenda..... Subject

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

Agenda..... Subject

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

Agenda..... Subject

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

Agenda..... Subject

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

Agenda..... Subject

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

Agenda..... Subject

- ☐ (A) The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
- ☐ (B) The proxy shall vote according to my wishes as follows:
☐ Agree ☐ Disagree ☐ Abstain ☐ Damaged

I certify that List of regular items per proxy form Accurate, complete and true in all respects

sign.....Proxy

(.....)

sign.....Proxy

(.....)

sign.....Proxy

(.....)

sign.....Proxy

(.....)

Registration form for electronic conferencing

Write at.....

DateMonth.....B.E.....

I.....

ID card/passport numberNationality.....

Address

.....

อีเมล.....Mobile Phone

Is a shareholder of Richy Place 2002 Public Company Limited, registration number of the securities holder by holding the total amount of sharesshare

I hereby confirm to attend and vote at the Extraordinary General Meeting of Shareholders Year 2021 on Thursday 18 November 2021 at 2 p.m. via electronic media (E-EGM) by

☐

Attend the E-EGM meeting in person and ask the company to send a link to attend the meeting via electronic media (E-EGM) to my e-mail as stated above.

☐

Assign proxy to Mr./Mrs./Ms.....
mobile phone.....Attend the E-EGM meeting instead and
ask the company to send a link to attend the meeting via electronic media (E-EGM) to
e-mail.....

Sign.....Shareholders

(.....)

Note: Please send the form to verify your identity via email. companysecretary@richy.co.th
Available from today until 16 November 2021



RICHY PLACE 2002 PUBLIC COMPANY LIMITED



667/15 Ataboon Building 7th floor Jaransanitwong Rd.,
Arun Amarin, Bangkok Noi, Bangkok

☎ 1343 🌐 www.richy.co.th 📱 @richyplace2002

RICHY
Rich in living