

**Summary of the Important Points of Issuing and Offering Warrants to Purchase Newly Issued Ordinary Shares of Raimon Land Public Company Limited to Investors (RML-W1)**

Issuance and Offering of RML-W1 Warrants for the Subscription of Ordinary Shares of Raimon Land Public Company Limited ("**the Company**") to investors (Private Placement) ("**RML-W1**") in this instance has the following details:

**1. Details of the Offering**

At the Company's board meeting No. 1/2024., held on February 7, 2024., it was resolved and approved to propose at the Extraordinary General Meeting of Shareholders No. 1/2024. for consideration and approval of the issuance and offering of RML-W1 warrants, not exceeding 308,000,000 units, without considering the offering value (offer price per unit being 0 Baht), which is calculated as ordinary shares allocated to accommodate the exercise of rights not exceeding 308,000,000 shares (amount to no more than 7.38 percent of the total shares sold by the Company at the date of the board meeting to approve the capital increase and allocation of RML-W1 warrants – 4,172,484,127 shares), to allocate to restricted persons (Private Placement). The rate of exercising rights according to RML-W1 warrants is 1 RML-W1 warrant per 1 ordinary share. RML-W1 warrants have a maturity of 3 years from the issuance date, with an exercise price of 1.00 Baht per share. The list of investors and details regarding the allocation of RML-W1 warrants are as follows:

- (1) Allocation of up to 108,000,000 RML-W1 warrants to Mr. Kris Narongdej.
- (2) Allocation of up to 108,000,000 RML-W1 warrants to Mr. Korn Narongdej and
- (3) Allocation of up to 92,000,000 RML-W1 warrants to Mr. Wan Huat Joseph Chia.

The aforementioned investors are capable and potential investors in the Company. As of now, Mr. Kris Narongdej holds positions as a director and chairman of the Company's board, Mr. Korn Narongdej holds positions as a director of the Company, and Mr. Kris Narongdej is a major shareholder of the Company. Therefore, the issuance and offering of RML-W1 warrants to (1) Mr. Kris Narongdej and (2) Mr. Korn Narongdej are considered related transactions according to the Securities and Exchange Commission's Notification TorChor No. 21/2551 concerning criteria for related party transactions dated August 31, 2008 (including subsequent amendments) and the Notification of the Securities and Exchange Commission regarding disclosure and practices of listed companies in related party transactions dated November 19, 2003 (including subsequent amendments) (collectively referred to as the "**Related Transactions Notifications**"), representing a transaction size of 3.1% and 3.1% of the net tangible assets of the Company, based on the Company's financial statements for the third quarter of 2023, ending on September 30, 2023. Please consider the details of related transactions in the information regarding the issuance and offering of additional ordinary shares and warrants for the subscription of additional ordinary shares to restricted persons (Private Placement), as well as related transactions of Raymon Land Public Company Limited (**Annex 2**).

It is noted that the aforementioned RML-W1 warrants will not be registered as securities in the Stock Exchange of Thailand ("**SET**"), and when comparing market prices and offering prices supporting RML-W1 warrant subscriptions, the offering of RML-W1 warrants is not considered as offering new securities at a price lower than the market price. Market price refers to the weighted average price of the Company's ordinary shares in the

SET, for the 15 consecutive business days prior to the date the Company's board proposed the agenda for the ordinary shareholders' meeting to approve the Company's offering of RML-W1 warrants, which is the period between January 17 and February 6, 2024, with a price of 0.41 Baht per share.

**2. Details of RML-W1 Warrants:**

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| <b>2.1 RML-W1 Type and Nature of RML-W1 Warrants:</b>  | The warrants are for the purchase of ordinary shares of the Company, which are nominative and non-transferable unless through inheritance. The Company has registered restrictions on transfer with the Security and Exchange Commission. Additionally, the Company will enter into agreements with investors regarding these transfer limitations, stipulating that the Company will not register transfers of rights certificates in any circumstance, as such transfers may alter the characteristics of the investors, except in cases of inheritance. |
| <b>2.2 Number of RML-W1 Warrants Offered:</b>  | Not exceeding 308,000,000 units.   |
| <b>2.3 RML-W1 Face Value of Ordinary Shares Supported by RML-W1 Warrants:</b>  | 1.00 Baht.   |
| <b>2.4 Offering Price per Unit:</b>  | -0- Baht.  |
| <b>2.5 Allocation Method and Types of Investors Receiving Offers:</b>  | Allocated to restricted persons as follows:<br><ul style="list-style-type: none"><li>(1) Up to 108,000,000 RML-W1 warrants allocated to Mr. Kris Narongdej.</li><li>(2) Up to 108,000,000 RML-W1 warrants allocated to Mr. Korn Narongdej.</li><li>(3) Up to 92,000,000 RML-W1 warrants allocated to Mr. Wan Huat Joseph Chia.</li></ul>   |
| <b>2.6 Number and Price of Ordinary Shares Issued and Offered to Investors (Private Placement) along with RML-W1 Warrants:</b> | 2,522,000,000 shares at a price of 0.42 Baht per share.  |

- 2.7 Exercise Rate:** RML-W1 warrant grants the right to purchase 1 ordinary share. The exercise rate may change later according to the adjustment conditions.
- 2.8 Exercise Price (per unit):** 1.00 Baht. The exercise price may change later according to the adjustment conditions.
- If the exercise price is adjusted, it must not be lower than the face value of the Company's shares at that time.
- 2.9 RML-W1 Date of Issuance and Offering of RML-W1 Warrants:** The date of issuance and offering of RML-W1 warrants will be determined by the Company's board of directors, chairman of the board of directors, CEO, and/or persons appointed by the board of directors or chairman of the board of directors or CEO thereafter.
- 2.10 RML-W1 Term of RML-W1 Warrants:** 3 years from the date of issuance and offering of RML-W1 warrants. After the issuance of RML-W1 warrants, the Company will not extend its term.
- 2.11 Number of Ordinary Shares to be Issued and Reserved to Support RML-W1 Warrants:** 308,000,000 shares, representing not more than 7.38% of the total shares sold by the Company as of the date of the board meeting approving the capital increase and the allocation of RML-W1 warrants. (4,172,484,127 shares)
- The total number of ordinary shares to be issued and reserved to support RML-W1 warrants, together with the number of shares allocated and reserved to support other warrants of the Company (excluding warrants to purchase additional ordinary shares for directors and employees under the RML ESOP WARRANT No.1 (ESOP-WS #1)), is equivalent to 4.0% (not exceeding 50%) of the total shares sold by the Company after this capital increase.
- The Company will offer shares to support the exercise of rights according to the maturity of the RML-W1 warrants.
- 2.12 Adjustment of Rights:** The Company will adjust the exercise price and/or exercise rate according to the conditions for adjusting the rights, and/or issue and allocate additional ordinary shares to support the adjustment of rights (with the Company resolving at a shareholder meeting to issue and allocate additional ordinary shares to support the adjustment of rights before adjusting the rights) when any event specified in the terms and conditions of the RML-W1 warrants occurs. These

events are of the nature specified in Article 11(4)(b) of the Securities and Exchange Commission's Notification TorChor 34/2551 Re: Application for Permission and Permission for Offering Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Support Warrants, including any Notification or other terms that amend or supplement the aforementioned Notification, or similar events, such as:

- (a) Change in the face value of the Company's shares resulting from stock consolidation or subdivision.
- (b) Company offering new shares at a lower price.
- (c) Company offering convertible debentures at a lower price or offering warrants at a lower price.
- (d) Company distributing all or part of the dividends as newly issued shares to shareholders.
- (e) Company distributing dividends exceeding the specified rate in the terms and conditions.
- (f) Any other event similar to (a) to (j) that results in lesser benefits to warrant holders when exercising their rights compared to before.

**2.13 Exercise Method and Period:**

Holders of RML-W1 warrants can exercise their rights every month, once per month, on the last business day of each month starting from the first month of allocation confirmation by the Company ("**Exercise Date**"). The final exercise can be done on the expiry date of 3 years from the issuance and offering date of the RML-W1 warrants ("**Final Exercise Date**"). Holders can exercise all rights at once.

If the Exercise Date coincides with a company holiday, holders of RML-W1 warrants can exercise their rights on the preceding business day, in accordance with the warrant terms and conditions.

**2.14 Notification Period for Exercising Rights:**

During the exercise period, holders of RML-W1 warrants can notify their intention to exercise the right to purchase ordinary shares of the Company between 9:00 a.m. and 3:00 p.m. on the Company's business days, with a notification period of 5 business days before the exercise date.

For the Final Exercise Date, holders of RML-W1 warrants intending to exercise their right to purchase ordinary shares of the Company must notify their intention during the 15-day period before the Final Exercise Date.

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| <b>2.15</b> | <b>Non-Cancellation of Exercise Notification:</b>  | Once holders of RML-W1 warrants have notified their intention to exercise the right to purchase ordinary shares, the exercise notification cannot be canceled. |
| <b>2.16</b> | <b>RML-W1 Secondary Market for RML-W1 Warrants:</b>  | The Company will not list the RML-W1 warrants issued in this round on the SET.   |
| <b>2.17</b> | <b>Secondary Market for Ordinary Shares Arising from Exercise of Rights under RML-W1 Warrants:</b> | The Company will register the ordinary shares arising from the exercise of rights under the RML-W1 warrants as registered securities on the SET.               |

**3. Objectives of the Issuance of Warrants and Utilization Plan:**

Details are provided in the information related to the issuance and offering of additional ordinary shares and warrants to purchase additional ordinary shares to limited individuals (Private Placement), along with the related list of Raimon Land Public Company Limited (**Annex 2**).

**4. Impact on Existing Shareholders from the Offering of Warrants in this Round:**

(1) Impact on Market Price of Shares (Price Dilution), (2) Impact on Earnings Per Share (EPS Dilution), and (3) Impact on Voting Rights of Existing Shareholders (Control Dilution) are presented in the information related to the issuance and offering of additional ordinary shares and warrants to purchase additional ordinary shares to limited individuals (Private Placement), along with the related list of Raimon Land Public Company Limited (**Annex 2**).