(F53-4)

Capital Increase Report Form Eureka Design Public Company Limited February 26, 2025

Eureka Design Public Company Limited ("The Company") hereby report the resolution of the Board of Directors' Meeting No 1/2025 held on February 26, 2025 in regards to the capital increase, and allocation of such shares as follows:

1. Capital Decrease / Capital Increase

- 1.1 The Board of Directors' Meeting No.1/2025 resolved to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the reduction of the company's registered capital by Baht 21,812,013.25 from the registered capital of Baht 476,526,251.75 to new registered capital of Baht 454,714,238.50 By cutting registered common shares and there is no distribution to support the conversion resulting from the issuance and sale of the Company's convertible bonds 87,248,053 shares with a par value of Baht 0.25
- 1.2. The Board of Directors' Meeting No. 1/2025 resolved to approve the submission to the 2025 Annual General Meeting of Shareholders for consideration and approval of the increase in the Company's registered capital by 272,828,543.00 baht from the original registered capital of 454,714,238.50 baht to the new registered capital of 727,542,781.50 baht by issuing no more than 1,091,314,172 additional common shares with a par value of 0.25 baht per share to support
 - (1) Allocation of additional common shares to be offered for sale to the Company's existing shareholders in proportion to their shareholding (Rights Offering) in an amount not exceeding 545,657,086 shares and
 - (2) Exercise of rights under the Company's Warrants to Purchase Ordinary Shares No. 3 ("UREKA-W3 Warrants" or "Warrants") to allocate to the Company's existing shareholders who subscribed for and were allocated additional ordinary shares issued and offered for sale to the existing shareholders in proportion to their shareholding (Rights Offering) in an amount not exceeding 545,657,086 shares, by increasing capital in the following manner:

Type of Capital Increase	Type of Securities	Number of shares	Par value Total	
			(Baht/share)	(Baht)
☑ Specifying the	Ordinary	1,091,314,172	0.25	272,828,543.00
purpose of utilizing the	Preferred	-	-	-
capital				
☐ General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allocation of capital increase shares

2.1 Specifying the purpose of utilizing the capital

Allocated to	Number of	Ratio	Selling price	Subscription	Remark
	shares	(old : new)	(THB/share)	and payment	
				period	
The Company's	Not more	10:3	0.85 baht	Between 28 April	Please see
existing shareholders	than			2025 and 8 May	Notes 1 and 2.
in proportion to their	545,657,086			2025	
shareholding (Rights	shares				
Offering)					
To support the	Not more	3 common	Allocated	Please see Note	โปรดดู
exercise of rights	than	shares,	without charge	3.	หมายเหตุ 3
under the Warrants to	545,657,086	additional			และ 4
be allocated to the	shares	capital: 3	Exercise price		
Company's existing		units of	2.00 baht		
shareholders who		warrants			
subscribe, purchase					
and receive					
additional common					
shares issued and					
offered for sale to					
existing shareholders					
in proportion to their					
shareholding (Rights					
Offering)					

Remarks:

The Company will be allocated additional common shares in proportion to its shareholding on March 14, 2025. However, the allocation of such additional common shares is still uncertain because it must be approved by the 2025 Annual General Meeting of Shareholders. In this regard, the Company will issue and offer additional common shares in full or in part at a time, and may be offered for sale in one round or in several rounds. Shareholders may subscribe for additional common shares in excess of their rights, but will be allocated additional shares in excess of their rights only when there are shares remaining from the first round of allocation to existing shareholders in proportion. The Company will allocate such shares to shareholders who wish to subscribe for additional common shares in excess of their rights in proportion to their existing shareholding at the same price as the shares allocated according to their rights. In allocating such additional common shares, the Company will allocate shares to shareholders who wish to subscribe for additional common shares in excess of their rights until the number is full or there are no additional common shares remaining from the allocation, whichever occurs first. In the event that there are shares remaining from the allocation to shareholders, the Company will reduce the registered capital by cutting such unallocated shares and will not allocate to a limited group of persons. The allocation of additional common shares in excess of their rights must not cause any shareholder to: (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including amendments) of such shareholders) hold the Company's shares in a manner that violates the shareholding restrictions of foreigners as specified in the Company's regulations. In addition,

- in the event that any shareholder subscribes for additional common shares in excess of their rights, resulting in the shareholder being required to make a tender offer, such shareholder is required to make a tender offer for all of the Company's securities in accordance with the relevant criteria
- 2. In allocating additional common shares of the Company, the Board of Directors and/or the Executive Committee and/or persons assigned by the Board of Directors and/or the Executive Committee shall have the authority to take various actions related to the allocation of additional common shares, including but not limited to the following matters:
 - (a) specifying various details regarding the allocation of additional common shares, such as the method of allocating additional common shares in one go or in installments, the offering period, the offering price, the payment method, and other conditions and details regarding the allocation of such additional common shares;
 - (b) Entering into negotiations, making agreements, and signing various related documents and contracts, and signing documents for permission, requests for waivers, and any necessary and relevant documents for the allocation of such additional common shares, including but not limited to providing information and submitting documents to the Securities and Exchange Commission, the Stock Exchange of Thailand ("SET"), Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or other relevant agencies, as well as listing the additional common shares as listed securities on the Stock Exchange of Thailand (Market for Alternative Investment MAI).
 - (c) To take any other action necessary and related to the allocation of additional common shares, including appointing an attorney to take action according to items (b) to (c).
- 3. The UREKA W-3 Warrants have a term of 2 years from the date of issuance. In addition, the exercise of the rights to purchase the Company's ordinary shares under the UREKA W-3 Warrants will be subject to the conditions of exercise of rights as specified in the terms and conditions of the warrant issuer and holders of the UREKA W-3 Warrants (the "Rights Terms"). The allocation of the UREKA W-3 Warrants is still uncertain as it must be approved by the 2025 Annual General Meeting of Shareholders
- 4. Important details of the UREKA W-3 Warrant are shown in the summary of important details of the UREKA W-3 Warrant to Purchase Ordinary Shares of Eureka Design Public Company Limited No. 3 (UREKA W-3) (Attachment 2)

2.2 General Mandate

Allocated to	Type of	Number of	Percentage of	Remarks
	Securities	shares	paid-up	
			capital ^{1/}	
Existing Shareholders	Ordinary	-	-	-
	Preferred	-	-	-
To accommodate the	Ordinary	-	-	-
conversion/exercise of	Preferred	-	-	-
the transferable warrants				
Public Offering	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	-	-	-
	Preferred	-	-	-

2.3 Company's Actions in the Event of Fractional Shares

In the event of fractional shares from the allocation of additional common shares to be offered for sale to existing shareholders in proportion to their shareholding (Rights Offering), the fractional shares shall be rounded down to the entire amount

3. Set the date for the general shareholders' meeting to request approval for capital increase and allocation of additional shares.

The date of the 2025 Annual General Meeting of Shareholders has been set for 17 April 2025 at 1:00 p.m. by means of electronic meeting (E-AGM) broadcast live at the meeting room, Head Office, Eureka Design Public Company Limited, No. 19, Village No. 11, Lad Sawai Subdistrict, Lam Luk Ka District, Pathum Thani Province, in only one format, in accordance with the Royal Decree on Electronic Meetings B.E. 2020 and other related laws and regulations.

- Set the date for closing the share transfer register for net participation in the shareholders' meeting from the date of until the said shareholders' meeting is completed.
- The list of shareholders entitled to attend the shareholders' meeting (Record date) is set for March 14, 2025.
- 4. Request for permission to increase capital/allocate additional shares to the relevant government agencies and conditions for requesting permission (if any)
 - 4.1 The shareholders' meeting of the Company resolved to approve the reduction of registered capital, increase of registered capital and the issuance and allocation of additional common shares of the Company for sale to existing shareholders in proportion to their shareholding (Rights Offering) and to support the exercise of rights under the Warrant
 - 4.2 The Company will submit an application for capital reduction, capital increase and paid-up capital, as well as amendments to the Company's memorandum and articles of association, to the Department of Business Development, Ministry of Commerce within 14 days from the date on which the 2025 Extraordinary General Meeting of Shareholders resolved to approve the capital reduction, capital increase and amendments to the Company's memorandum and articles of association
 - 4.3 The Company will submit a request to the Stock Exchange of Thailand to consider accepting the additional common shares issued and offered to existing shareholders in proportion to their shareholding (Rights Offering) as listed securities in the Stock Exchange of Thailand in accordance with the relevant regulations and rules.
 - The Company will proceed with the application for the Stock Exchange to accept the UREKA-W3 Warrants and the common shares resulting from the exercise of the UREKA-W3 Warrants as listed securities in the Stock Exchange.

5. Objectives of the capital increase and use of the increased capital

5.1 In the event that the additional common shares issued and offered for sale to existing shareholders in proportion to their shareholding (Rights Offering) this time are fully subscribed, the Company will be able to raise funds in the amount of approximately 463,808,523 baht, with the following objectives for using the funds:

Objective	Estimated amount used (Baht)	Period of utilization
1. To invest to increase business	Not more than 300 million baht	Within 2 years
competitiveness and the ability to support		
expansion in the group of companies		
(Scalability) and be a source of funds for		
investment in new projects (High business		
growth) and/or investment in expansion		
projects from existing projects, whereby		
investment conditions are in accordance		
with the Company's investment policy		
framework, which may be an investment in		
the entire project by the Company itself, a		
joint venture, the acquisition of businesses		
and enterprises, or any other form that is in		
accordance with the law and regulations,		
including the announcements of regulatory		
agencies.		
2. To invest in developing the production	Not more than 100 million baht	within 2 years
process and energy management system		
throughout the company's value chain to		
promote energy conservation and efficient		
use with modern technology (Smart Energy		
Solutions), which results in a reduction in		
production and maintenance costs (Saving		
Costs) and also supports the most		
worthwhile use of resources and		
sustainable business operations.		
3. To enhance liquidity in business	Remaining Amount	Within 2 years
operations and repay short-term and long-	From items 1 and 2	
term loans to reduce financial costs,		
increase the strength and stability of the		
Group's financial position, and increase		
profitability.		
Total	Not exceeding 463,808,523 baht	

5.2 In the part of issuing additional common shares to support the exercise of rights under the UREKA-W3 warrants, in the event that shareholders exercise their rights to purchase additional common shares under the UREKA-W3 warrants in full, the Company will be able to raise funds in the amount of approximately 1,091,314,172.00 baht.

Objective	Estimated amount used (Baht)	Period of utilization
1. To support existing businesses and be a	Not more than 1,000 million baht	Within 2 years from
source of funds to support investment in		the date of receipt
new projects (High business growth) and/or		Payment
investment in expansion projects from		
existing projects, whereby investment		
conditions are in accordance with the		
Company's investment policy framework,		
which may be an investment in the entire		
project by the Company itself, a joint		
venture, the purchase of businesses and		
enterprises, or any other form that is in		
accordance with the law and regulations,		
including the announcements of regulatory		
agencies.		
2. To support the Company's and its	Amount remaining from item 1	Within 3 years from
subsidiaries' working capital		the date of receipt
		Payment
Total	Not exceeding 1,091,314,172 baht	

The above plan for the use of the Company's additional capital funds is in accordance with the current business plan for allocating funds from the offering of additional shares. However, the number of shares subscribed for additional capital shares and the exercise of rights to purchase additional capital shares under the UREKA-W3 Warrants and the actual payment may be less than the number of shares the Company intends to offer for sale, which may result in the Company receiving less than THB 1,555,122,695.10. In such case, the Company's plan for the use of additional capital funds may differ from the plan for the use of funds specified in the above paragraph.

6. Benefits that the Company will receive from the capital increase/allocation of additional shares

- 6.1. The Company will have financial flexibility for the operations of the Company and its subsidiaries so that the Company is ready to conduct business, to use in the Company's business, to have sufficient money to conduct business and expand the Company's business in the future under the above capital framework.
- 6.2. To increase business competitiveness to prepare for other business opportunities in the upcoming future including the expansion of core businesses and related businesses in the future. This will enable the Company to build a stable and sustainable income base in both the short and long term.

- 6.3. The Company will be able to maintain its ability to meet its financial obligations, such as repayment of various debts, including interest incurred from normal business operations, which will increase its ability to expand additional investments, which will result in the Company's operations likely to grow in the future.
- 6.4. The Company intends to provide returns to the Company's existing shareholders who have subscribed and been allocated warrants. Therefore, the Company has issued and allocated warrants this time to the Company's existing shareholders. The shareholders who have been allocated warrants can exercise their rights to purchase additional common shares of the Company when the exercise date is reached according to the specified period or receive returns from the warrants on the Stock Exchange of Thailand

7. Benefits that shareholders will receive from the capital increase/allocation of additional shares

7.1 The proceeds from this capital increase will help strengthen the Company's financial structure. In addition, the Company will use such funds for investment to expand the scope of its business, which will help generate income and profit for the Company in the future. If the Company's performance improves, bondholders will benefit through the Company's dividend payment to shareholders in accordance with the dividend payment policy.

7.2 Dividend Policy

The Company has a policy to pay dividends to shareholders each year at a rate of not less than 40 percent of the Company's net profit according to the Company's separate financial statements after deducting income tax and all types of reserves as specified in the Company's regulations and as required by law. However, such dividend payment may be changed and will depend on cash flow, investment plans, terms and conditions in various contracts to which the Company is bound, including legal restrictions, necessity and other appropriateness in the future.

7.3 Rights to receive dividends from the Company's operations

Those who have been allocated additional common shares issued and offered to the Company's existing shareholders in proportion to their shareholding (Rights Offering) this time, including holders of UREKA-W3 warrants who exercise their rights to convert to purchase the Company's common shares, will have the right to receive dividends from the Company's operations when they are registered as shareholders of the Company, with their names appearing as shareholders in the Company's shareholder register, and the Company has announced the payment of dividends, in accordance with relevant laws and regulations.

7.4 Rights of Shareholders

Subscribers of additional shares this time will have the status of shareholders of the Company only when the Company's common stock registrar has registered the name of the subscriber in the Company's shareholder register and the Company has completed the registration of the change in paid-up capital with the Department of Business Development, which includes the right to participate in shareholders' meetings and the right to receive dividends.

7.5 The warrant holder who has exercised the right to purchase additional common shares of the Company will have the status of a shareholder of the Company only if the registrar of common shares of the Company has registered the names of the warrant holders or subscribers have been registered as shareholders in the Company's shareholder register and the Company has already registered the change in paid-up capital with the Department of Business Development, which includes the right to participate

in shareholder meetings and the right to receive allocations to existing shareholders (Right Offering) in addition to receiving dividends, as determined by the Company's management.

8. Other details necessary for shareholders' decision making in the approval of the capital increase/share allocation

Shareholders may be affected by the exercise of rights to purchase additional common shares allocated to existing shareholders in proportion to their shareholdings and/or the exercise of rights to purchase additional common shares under warrants as follows:

8.1 Price Dilution

8.1.1 If there is a subscription for additional common shares allocated to existing shareholders in proportion to their shareholding in full, the market price per share will decrease as calculated using the following formula:

> Price Dilution (Pre-market price for inspection – Post-market

review) / Market price before offering

(0.87 - 0.87) / 0.87

0 percent

Whereas

Market price before offering The weighted average market price of the Company's common shares for the past 15 consecutive trading days prior to the date of the Board of Directors' Meeting No. 1/2025 on February 26, 2025 (between February 4, 2025 and February 25, 2025), which is equal to 0.87 baht (data from SETSMART of the Stock Exchange of Thailand)

Market price after offering

(Pre-Offering Market Price x Total Paid-up Shares)+ (Offering Price of Additional Shares Offered x Number of common shares offered for sale) / (Total Paid-up Shares + Number of common shares offered for sale)

(0.87 THB x 1.818.856.954 shares) + (0.85 THB x 545,657,086 shares) / (1,818,856,954 shares +

545,657,086 shares) 0.87 Baht

8.1.2. If the right to purchase common shares is fully exercised according to all warrants, the price per share will decrease as calculated using the following formula:

Price Dilution = (Pre-Offering Market Price - Post-Offering Market Price)

Pre-Offering Market Price

= (0.87 - 1.08) / 0.87

= -24.64 percent

Whereas

Market price before offering = Please see section 8.1.1.

Market price after offering =

(Pre-Offering Market Price x Total Paid-up Shares) +

(Offering Price of Additional Shares Offered x Number of common shares offered for sale) + (Exercise Price of Warrants x

Number of Common Shares Allocated to Support the Exercise of Rights under Warrants) / (Total Paid-up Shares + Number of common shares offered for sale + Number of Common Shares Allocated to Support the Exercise of Rights under Warrants)

 $=(0.87 \text{ THB} \times 1,818,856,954 \text{ shares}) + (0.85 \text{ THB} \times 545,657,086 \text{ shares}) + (2.00 \text{ THB} \times 545,657,086 \text{ shares}) / (1,818,856,954 \text{ shares}) + 545,657,086 \text{ shares} + 545,657,086 \text{ shares})$

= 1.08 Baht

8.2 Reduction of shareholding proportion (Control Dilution)

8.2.1 If any existing shareholder does not exercise the right to subscribe for additional common shares allocated to existing shareholders in proportion to their shareholding rights, and other existing shareholders exercise the right to subscribe for additional common shares in proportion to their rights or in excess of their rights until all shares are subscribed, the shareholding proportion of the existing shareholders will decrease, calculated using the following formula:

Control Dilution

= Number of common shares offered for sale
(Total number of paid-up shares + Number of additional common shares offered for sale)

- = 545,657,086 shares / (1,818,856,954 shares + 545,657,086 shares)
- = 23.08 percent

8.2.2 If the right to purchase common shares is fully exercised according to all warrants and the exerciser is not a shareholder of the Company, the proportion of shareholding of the original shareholders will decrease, calculated using the following formula:

Control Dilution

- Number of common shares allocated to support warrants
 (Total number of paid-up shares + Number of additional common shares offered for sale+ Common shares allocated to support warrants)
- = 545,657,086 shares / (1,818,856,954 shares + 545,657,086 shares + 545,657,086 shares)
- = 18.75 percent

8.3 Decline in earnings per share (Earnings Per Share or EPS Dilution)

8.3.1 If there is a subscription of additional common shares allocated to existing shareholders in proportion to their shareholding in full, the profit per share will decrease as calculated using the following formula:

EPS Dilution = (Previous EPS – Background EPS) / Previous EPS

= 0.035 - 0.027 / 0.035

= 23.08 percent

Whereas

EPS before offering = Net profit / Total number of paid-up shares

= 63,623,681 Baht / 1,818,856,954 shares

8.4 Opinion of the Board of Directors on the Capital Increase/Allocation of Additional Shares

When comparing the benefits that shareholders will receive from the capital increase and allocation of additional common shares of the Company with the impact on the profit sharing or voting rights of shareholders or earnings per share as detailed above, the Board of Directors is of the opinion that the capital increase and allocation of additional common shares of the Company provide greater benefits to shareholders than the impact on the profit sharing or voting rights of shareholders or earnings per share. The capital increase and allocation of additional common shares of the Company will enable the Company to receive the benefits as specified in Section 6 and shareholders will receive the benefits as specified in Section 7 above.

8.4.1. Rationale and necessity of capital increase

The Board of Directors is of the opinion that the Company needs to increase its registered capital and allocate additional ordinary shares of the Company to existing shareholders in proportion to their shareholdings and allocate warrants to existing shareholders who subscribed and were allocated additional ordinary shares in proportion to their shareholdings. The Company shall use the money received from such operations for the purposes specified in Section 5 above.

8.4.2. Feasibility of the plan for using the proceeds from the share offering

The Company expects to allocate the Company's additional common shares to existing shareholders in proportion to their shareholdings and will receive the proceeds from the subscription of such additional common shares within June 2025. It also expects to allocate the warrants to existing shareholders who have subscribed and received the allocation of such additional common shares in proportion to their shareholdings and will receive the proceeds from the exercise of such warrants when the rights under the warrants are exercised. The funds received from such operations are used for the purposes specified in Section 5 above

8.4.3. The rationale for the capital increase, the plan for using the funds and the projects to be implemented, including the adequacy of the funding source in the event that the proceeds from the allocation of additional shares are insufficient

The Board of Directors is of the opinion that the allocation of the Company's additional common shares to existing shareholders in proportion to their shareholdings and the allocation of warrants to existing shareholders who subscribed and received the allocation of additional common shares in proportion to their shareholdings are appropriate, reasonable, and provide maximum benefits to the Company and all shareholders. The Company receives the benefits as specified in Section 6 and shareholders will receive the benefits as specified in Section 7 above. However, the funds from the subscription of additional common shares in proportion to the shareholding and the funds from the exercise of rights under UREKA W-3 warrants are only one of the Company's cash flow management tools. If the funds received from the allocation of additional common shares are not sufficient for the purpose of using the funds specified in Section 5, the Company may consider prioritizing

the investment plan and selecting to invest in projects that further develop and promote the Company's business income and profits first. The Company can also find sources of funds from loans or various forms of capital increase later in order to have sufficient sources of funds to operate the business according to the Company's investment plan.

8.4.4 The expected impact on the Company's business operations, financial position and operating results of the Company and its subsidiaries due to the capital increase and the implementation of the spending plan or project

The Board of Directors is of the opinion that the allocation of the Company's additional common shares to existing shareholders in proportion to their shareholdings and the allocation of warrants to existing shareholders who subscribed for and were allocated additional common shares in proportion to their shareholdings are in accordance with the Company's funding plan. The actions shall enable the Company to use the proceeds from the capital increase for the purposes specified in Section 5 in order to expand and develop the use of assets that the Company and its subsidiaries have previously invested in to generate higher benefits in generating income and returns on investment, and will not have a negative impact on the business operations of the Company and its subsidiaries, as well as the financial position and operating results of the Company and its subsidiaries

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/share allocation

10. No.	Procedures of the Capital Increase	Date
1.	Board of Directors Meeting No. 1/2025	February 26, 2025
2.	Set the record date for shareholders entitled to attend the 2025 annual general meeting of shareholders and the record date for shareholders entitled to receive the allocation of additional common shares issued and offered to existing shareholders in proportion to their shareholding (Rights Offering) (Record Date)	March 14, 2025
3.	2025 annual general meeting of shareholders	April 17, 2025
4.	Register for the reduction of registered capital, increase of registered capital and amendment of the Company's memorandum of association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date the 2025 Annual General Meeting of Shareholders resolved to approve the capital increase
5.	Period for subscription of additional common shares issued and offered for sale to existing shareholders in proportion to their shareholding (Rights Offering)	Between April 28, 2025 and May 8, 2025

6.	Register for change of paid-up capital with the	Within 14 days from the date
	Department of Business Development, Ministry of	the Company receives full
	Commerce	payment for the additional
		common shares
7.	Date of issuance and allocation of UREKA W-3 warrants	Date determined by the Board
		of Director
8.	Date of request for permission from the Stock	Within 30 days from the
	Exchange of Thailand to list additional common shares	offering date Additional
	and UREKA W-3 warrants as securities on the MAI Stock	common shares and/or UREKA
	Exchange	W-3 warrants (as applicable)

10. The Board of Directors' Certification on Capital Increase

The Board of Directors certifies that we have performed our duties with honesty and integrity and have taken precautions to protect the Company's interests in relation to this capital increase. However, if the performance of such duties results in damages to the Company, shareholders may file a lawsuit to claim damages from the directors on behalf of the Company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including amendments). If the performance of such duties causes a director or related person to gain improper benefits, shareholders may exercise their rights to sue to reclaim benefits from that director on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including amendments).

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

Signature	<u> </u>	 	

Directors with authority to bind the company

Sincerely,
Eureka Design Public Company Limited