

Summary of Warrants to Purchase Ordinary Shares of Samart Telcoms Public Company Limited No. 1 (SAMTEL-W1), Issued and Offered to the Existing Shareholders of the Company by Pro Rata to Their Respective Shareholdings (Rights Offering), and Effects on the Shareholders

Warrant Issuer	Samart Telcoms Public Company Limited (“the Company”)
Address of the Warrant Issuer	Software Park Building, 29 th Floor, 99/1 Moo 4 Chaengwattana Road, Klong Kluea, Pak Kret, Nonthaburi
Warrant Name	Warrants to purchase the newly issued ordinary shares of Smart Telcoms Public Company Limited No. 1 (the “Warrant No.1” or “SAMTEL-W1”)
Type of Warrant	In named certificate and transferable
Number of Warrants Issued	Up to 103,000,000 units However, the issuance and offering of SAMTEL-W1 will be done upon approval from the Annual General Meeting of Shareholders of the year 2021 (“AGM”).
Offering Price per Unit	THB 0.00 per unit (at no cost)
Allocation Methods	<p>The Company will issue and allocate SAMTEL-W1 to the existing shareholders of the Company by pro rata to their respective shareholdings (Rights Offering) at the allocation ratio of every 6 existing ordinary shares to 1 unit of SAMTEL-W1. The Company will issue and allocate SAMTEL-W1 to the shareholders whose names appear in the share register book on the record date for determining the shareholders entitled to receive SAMTEL-W1 on May 7, 2021.</p> <p>Thus, in the calculation of SAMTEL-W1 allocation for each shareholder, if the result is in fractions, such fraction shall be rounded down. For instance, in case of a shareholder holding 22 shares, such 22 shares are divided by 6 as of the calculation under the allocation ratio which will be equal to 3.67 (22 divided by 6). In this regard, the fractions of 0.67 will be rounded down and 3 units of SAMTEL-W1 will be allocated.</p> <p>However, those who exercise SAMTEL-W1 does not have to be a shareholder of the Company.</p>
Exercise Ratio	One unit of SAMTEL-W1 is entitled to purchase one ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the provisions concerning the rights adjustment as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of Samart Telcoms Public Company Limited No. 1 (the “Terms & Conditions”)
Exercise Price	<p>THB 12.00 per share unless the exercise price is adjusted otherwise pursuant to the provisions concerning the rights adjustment as stipulated in the Terms & Conditions.</p> <p>However, in the event of an adjustment of the exercise price, the exercise price of the SAMTEL-W1 per unit after the adjustment of the exercise price in any case will not be lower than the par value of the Company's ordinary shares.</p>
Issuance and Offering Date	The Board of Directors and / or the Executive Committee and / or the Executive Chairman and / or the President or the person who the Board of Directors or the Executive Committee or the Executive Chairman or the President assigned authority to determine the date of issuance and offering of the warrants which will be determined when the Company is approved by the AGM. The Company expects to issue and allocate the SAMTEL-W1 in May of 2021.
Term of Warrants	3 years from the issuance and allocation date of SAMTEL-W1. In this respect, the Company shall not extend the term of SAMTEL-W1 after issuance.

<p>Exercise Period</p>	<p>The warrant holders will be entitled to exercise their rights under SAMTEL-W1 to purchase the newly issued ordinary shares of the Company every 6 months from the issuance date of SAMTEL-W1 throughout the term of the warrants or on the last business day of the month, at each calendar year (“Exercise Date”). The first exercise date shall be the last business day of 6 months following the issuance date of SAMTEL-W1. In the event that the Exercise Date and the last Exercise Date is not a business day, the last Exercise Date shall be moved up to the business day prior to such Exercise Date.</p> <p>In the event that the Exercise Date falls on a holiday of the Stock Exchange of Thailand (“SET”), the Exercise Date shall be postponed to the prior business day, which the last Exercise Date will coincide with the expiry date of the warrant (“Last Exercise Date”)</p> <p>However, the Board of Directors and / or the Executive Committee and / or the Executive Chairman and / or the President or the person who the Board of Directors or the Executive Committee or the Executive Chairman or the President assigned the authority to determine the first Exercise Date, each Exercise Date in between, and the Last Exercise Date as deemed appropriate, after the AGM has approved the issuance and offering of SAMTEL-W1.</p>
<p>Notification Period of Intention to Exercise Warrants</p>	<p>The warrant holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall deliver a notification of intention to exercise SAMTEL-W1 (the “Exercise Notice”) during 8.30 a.m. and 3.30 p.m. within the period of 5 business days prior to the Exercise Date. In case of the Last Exercise Date, the warrant holders shall notify such intention not less than 15 days prior to the Last Exercise Date (“Period of Notification for the Last Exercise Date”).</p>
<p>Irrevocability of Notification of Intention to Exercise Warrant</p>	<p>The intention to exercise SAMTEL-W1 shall be irrevocable upon the Exercise Notice is served, unless approved with a written consent from the Company.</p>
<p>Offering Period</p>	<p>Offering must be completed within 1 year from the date of the shareholders' meeting approves the issuance and offering of SAMTEL-W1, whereas the Board of Directors and / or the Executive Committee and / or the Executive Chairman and / or the President or the person who the Board of Directors or the Executive Committee or the Executive Chairman or the President assigned the authority to determine further conditions and details.</p>
<p>Number of Ordinary Shares Reserved for the Exercise of Warrants</p>	<p>Up to 103,000,000 shares at the par value of THB 1.00 per share, when represents as the proportion of underlying shares to the total number of outstanding shares of the Company as of the Board of Directors Meeting No. 1/2021 on February 23, 2021 will be equal to 16.67%*.</p> <p>*Calculation method of proportion of underlying share reserved for the exercise of SAMTEL-W1¹:</p> $16.67\% = \frac{\text{Number of ordinary shares reserved for the exercise of SAMTEL-W1}}{\text{The total number of outstanding shares of the Company} \times 100}$ $16.67\% = \frac{103,000,000}{618,000,000} \times 100$

¹ Calculation criteria consider also according to item 10 of the Notification Tor Chor. 34/2551

Warrants Registrar	Thailand Securities Depository Company Limited (“TSD”) or the person duly appointed to act as the registrar of SAMTEL-W1.
Secondary Market for Warrants	The Company will list SAMTEL-W1 on the Stock Exchange of Thailand.
Secondary Market for the Ordinary Shares Issued upon Exercise of Warrants	The Company will list the ordinary shares arising from the exercise of SAMTEL-W1 to be listed on the Stock Exchange of Thailand.
Other Rights and Benefits	Ordinary shares issued under the exercise of SAMTEL-W1 will have the same rights as the Company's ordinary shares which is issued prior in all respects.
Dilution Effect	<p>Since the warrants issued in this time are the issuance of warrants to the existing shareholders of the Company by pro rata to their respective shareholdings. Therefore, there is no impact on the shareholders on the issuance date of the warrants.</p> <p>However, if the right to purchase the Company's newly issued ordinary shares is exercised to the full amount of the warrants and all of the warrant holders are not the existing shareholders of the Company, the existing shareholders of the Company will be affected by the Dilution Effect as follows:</p> <p>1. <u>Control Dilution</u></p> <p>In the event that all of 103,000,000 units of SAMTEL-W1 are fully exercised and all of the warrant holders who exercise the SAMTEL-W1 are not the existing shareholders of the Company, the voting right of the existing shareholders of the Company will be diluted by 14.29%*.</p> <p>*Calculated based on the number of shares reserved for the exercise of SAMTEL-W1 (103,000,000 shares) divided by (1) the total outstanding shares of the Company, as of 23 February 2021 (618,000,000 shares) and (2) the number of shares reserved for the exercise of SAMTEL-W1 (103,000,000 shares)</p> $\text{Control dilution} = \frac{\text{Number of shares reserved for the exercise of SAMTEL-W1}}{\text{Total outstanding shares of the Company} + \text{Number of shares reserved for the exercise of SAMTEL-W1}}$ $14.29\% = \frac{103,000,000}{618,000,000 + 103,000,000}$ <p>2. <u>Price Dilution</u></p> <p>In the event that all 103,000,000 units of SAMTEL-W1 are exercised, the price of the Company's shares shall not be diluted based on the fact that the exercise price at THB 12.00 per share is higher than the current market price of THB 5.62 per share, which is the weighted average market price of the Company's ordinary shares during the period of 7 consecutive business days prior to the date of the Board of Directors' Meeting No. 1/2021 held on 23 February 2021 (during the period 11 February 2021 to 22 February 2021 -Information from SETSMART).</p>

	<p>3. <u>Earning Per Share Dilution or EPS. Dilution</u></p> <p>If the right to purchase the newly issued ordinary shares of the Company according to SAMTEL-W1 is fully exercised in the total amount of 103,000,000 units and all warrant holder is not the existing shareholders of the Company, the share of profit of the Company's shareholders will decrease in proportion equal to 14.29% *</p> <p>* Calculated from the net profit of the most recent 4 quarters at the 3rd Quarter of 2020</p> $\text{EPS Dilution} = \frac{\text{EPS before the offering} - \text{EPS after the offering}}{\text{EPS before the offering}}$ $\text{EPS Dilution} = 14.29\%$
<p>Reason of the Issuance of New Shares to Reserve the Rights Adjustment</p>	<p>When the Company adjusts the exercise price and the exercise ratio pursuant to the provisions concerning the rights adjustment as stipulated in the Terms & Conditions, which resemble the events stipulated in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares Warrants and Underlying Shares dated December 15, 2008 (as amended).</p>
<p>Rights Adjustment of the Warrants</p>	<p>The Company will be required to adjust the exercise price and the exercise ratio upon the occurrence of any of the following events:</p> <ul style="list-style-type: none"> (a) in case of a change in par value of the Company's ordinary share as a result of a combination or split of shares; (b) in case the Company issues and offers newly issued ordinary shares to its existing shareholders and/or to the public and/or to specific investors (private placement) at the net price per share of the newly issued ordinary shares of the Company which is below 90 percent of the market price per share of the Company's ordinary shares; (c) in case the Company issues any new securities to its existing shareholders and/or to the public and/or to specific investors (private placement) and such securities confer the rights to convert/ exchange into ordinary shares or the rights to purchase of the ordinary shares (such as convertible debentures or warrants to purchase the ordinary shares) at the net price per share of the newly issued ordinary shares reserved for the exercise of rights below 90 percent of the market price per share of the Company's ordinary shares; (d) in case the Company makes payment of dividends, whether in whole or in part, in the form of the Company's ordinary shares; (e) in the event that the Company distributes dividends in cash in excess of 90 percent of the Company's net profit after deduction of the Company's income tax for operations in any accounting period for the Company's separate financial statements, throughout the term of the warrant; (f) in any event where the warrant holders are caused to lose their rights and benefit, due to inferior to the exercise of the warrant, other than those stated in items (a) – (e), the Company shall consider the adjustment of the exercise price and the new exercise ratio (or adjustment of the number of SAMTEL-W1 in lieu of the exercise ratio) in a fair manner without depriving the rights of the Warrant holders.

	<p>In this respect, the definitions, rights adjustment formula, as well as other details shall be in accordance with the Terms & Conditions.</p> <p>However, let the Board of Directors and / or the Executive Committee and / or the Executive Chairman and / or the President or the person who the Board of Directors or the Executive Committee or the Executive Chairman or the President assigned the authority consider the conditions and other details related to the adjustment or change of the exercise ratio and exercise price.</p>
<p>The Objectives of the Issuance of Warrants and Benefits to the Company Obtainable from on the Allocation of the Newly Issued Ordinary Share</p>	<p>Objectives and plans to use capital from the capital increase to be reserved for the issuance and offering of SAMTEL-W1 to the existing shareholders</p> <ol style="list-style-type: none"> 1. To reserve for the exercise of the SAMTEL-W1 allocated to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering). 2. In the event that the Warrants No.1 are exercised in full amount, the Company will be able to raise approximately Baht 1,236.00 million, whereby the Company plans to use the proceeds from the exercise of the Warrants No.1 to acquired such additional shares to prepare and strengthen the Company's financial strength. To provide the Company with financial flexibility to carry out future projects including investing in the energy business, travel business and basic infrastructure both at inbound and aboard. And to reserve money for the Company's working capital when the Warrants No.1 are exercised to purchase the Company's ordinary shares under the SAMTEL-W1. However, if the Company receives less money from the capital increase than expected, the plan to use the funds received from the capital increase may change from the foregoing. 3. The Company intends to provide returns to the shareholders of the Company; thus, the Company issue and allocate warrants this time to the Company's shareholders. The shareholders who have been allocated the warrants can exercise their rights to purchase the newly issued ordinary shares of the Company when the exercise period is due or can receiving returns from the warrants on the Stock Exchange of Thailand.
<p>Shareholders' Benefit Obtainable from the Increase of Capital</p>	<ol style="list-style-type: none"> 1. Dividend Policy <p>If the shareholders who have been allocated SAMTEL-W1 exercise the rights to purchase ordinary shares, there will be working capital for the Company, which the Company can use to invest and operate business to generate income and additional profit to the Company. If the Company has better performance in the future, this will allow shareholders to benefit in the form of dividends. In this regard, the Company has a policy to pay dividends to shareholders at the rate of not less than 50% of the net profit, after the deduction reserves as specified in the Company's Articles of Association and the law. However, such dividend payment will depend on the investment plan and the expansion of the Company's business as well as other necessities and suitability in the future.</p> <p>In addition, the consideration of dividend payment from profits arising from disposal of investment funds or fixed assets that occur in the Company or its subsidiary will depend on the discretion of the management and the Board of Directors, whether to pay dividends or not. It will be considered from the Company's investment and business expansion plans including necessity and other appropriateness in the future. The dividend payment of the subsidiaries shall be based on the same policy as the Company.</p>

	<p>2. Rights of the Shareholders</p> <p>2.1. The warrant holders of SAMTEL-W1 who have exercised their rights to purchase the Company's newly issued ordinary shares will be the Company's shareholders only when the Company's ordinary share registrar have register the name of the warrant holder in the Company's shareholder register book and the Company has already registered the change of paid-up capital with the Department of Business Development, and the new shareholders will only have the right to receive dividends when the Company announce to pay dividend to shareholders of the Company.</p> <p>2.2. If the warrants were exercised to purchase ordinary shares of the Company under SAMTEL-W1, the shareholders of the Company will receive benefits because the Company can use the fund received in various projects of the Company in the future as deemed appropriate and in line with the objectives of SAMTEL-W1 issuance and allocation.</p>
<p>Opinions and Certification of the Board of Directors</p>	<p>1. Rationale and Justification for the Increase of Registered Capital</p> <p>To prepare and strengthen the Company's financial strength, to provide the Company with provide the Company with financial flexibility to carry out future projects including investing in the energy business, travel business and basic infrastructure both domestic and international, and to reserve money for the Company's working capital when the Warrants No.1 are exercised to purchase the Company's ordinary shares. This will benefit an investment of the Company and enhance a competitiveness of the Company in the future.</p> <p>2. Justifications of the capital increase, plan to use the proceeds from the offering of newly issued shares and the projects to be implemented including the sufficiency of source of funds in the case where the proceeds from the exercising of all warrants do not cover the total budget required for the project</p> <p>Such offering of newly issued shares benefits the Company because it facilitates investment in subsidiaries and/or associates to strengthen the financial strength of the Company, for the Company to prepare and strengthen the Company's financial strength, to provide the Company with provide the Company with financial flexibility to carry out future projects including investing in the energy business, travel business and basic infrastructure both domestic and international, and to reserve money for the Company's working capital when the Warrants No.1 are exercised to purchase the Company's ordinary shares.</p> <p>If the exercise of the right to convert SAMTEL-W1 is not in full amount, the Company still has the sufficient cash for the operation and has for use as working capital.</p> <p>3. Expected impact on the Company's business operations, financial position and operational results as from the issuance and offering of the warrants</p> <p>In case of SAMTEL-W1 are completely exercised, the Company will be able to raise funds approximately Baht 1,236.00 million, whereby the Company plans to use the proceeds from the exercise of the Warrants No.1 to acquired such additional shares to prepare and strengthen the Company's financial strength, to provide the Company with financial flexibility to carry out future projects including investing in the energy business, travel business and basic infrastructure both domestic and international, and to reserve money for the Company's working capital when the Warrants No.1 are exercised to purchase the Company's ordinary shares under the SAMTEL-W1.</p>

	<p>However, if the Company receives less money from the capital increase than expected, the plan to use the funds received from the capital increase may change from the foregoing.</p> <p>4. Certification of the Board of Directors</p> <p>In the event that the directors of the Company fail to perform their duties honestly and carefully to preserve the interests of the Company in matters related to capital increase by doing or omitting any action that fails to perform such duties and cause damage to the Company, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Securities and Exchange Act B.E.2535 (1992). In the event where the performance of such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits from such directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992).</p>
<p>Other Conditions</p>	<p>Let the Board of Directors and / or the Executive Committee and / or the Executive Chairman and / or the President or the person who the Board of Directors or the Executive Committee or the Executive Chairman or the President assigned have the power to perform any act as follows: (1) To set and change the rules, conditions and necessary details related to the issuance of SAMTEL-W1 in all respects as they deem appropriate and under the scope of the law, for instance, the allocation and issue date of SAMTEL-W1, details and procedures for the allocation of SAMTEL-W1, exercise period and the expiry date of SAMTEL-W1, (2) negotiate, make an agreement, and sign the application form, contract and other documents which includes, but is not limited to, contact, prepare or deliver the documents necessary and related to the issuance of SAMTEL-W1, including contacting and submitting an approval request, application for a waiver request, related documents and evidences to the government agency or agency involved in SAMTEL-W1 issuance and listing of SAMTEL-W1 on the Stock Exchange of Thailand, and (3) to perform any other acts necessary and appropriate for the issuance and allocation of SAMTEL-W1.</p>