

## **Enclosure 3**

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Capital Increase Report Form (F53-4)

**Capital Increase Report Form**  
**All Inspire Development Public Company Limited**  
**24 February 2021**

All Inspire Development Public Company Limited (the "Company") would like to inform resolution of the board of director meeting number 2/2021 held on 23 February 2021 regarding capital increased and allocation of newly issued ordinary shares as follows:

**1. Capital reduction and capital increased**

The Company's board of director resolved to approve increase the Company's registered capital of THB 14,000,000 from THB 939,052,299 to THB 953,052,299 by issuing newly issued ordinary shares of 14,000,000 shares at par value of THB 1.00 per share. The characteristic of capital increased are as follows:

Capital Increased	Type of shares	Number of shares	Par Value (THB per share)	Total (THB)
Specific purpose	Ordinary share	14,000,000	1.00	14,000,000

**2. Allocation of newly issued ordinary shares**

**2.1 Specific purpose**

Allocate to	Number of shares	Exercise ratio (Existing : New)	Exercise price (THB per share)	Subscription date and time as well as method of payment	Remark
To accommodate the adjustment of right under the warrants to purchase the newly issued ordinary shares of All Inspire Development Public Company Limited (ALL-W1)	14,000,000	<u>Existing Exercise Ratio</u> 1.000 unit of the warrants to 1.000 newly issued ordinary share <u>Newly Exercise Ratio</u> 1.000 unit of the warrants to 1.100 newly issued ordinary share	<u>Existing Exercise Price</u> 2.800 THB per share <u>Newly Exercise Price</u> 2.545 THB per share	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the ALL-W1 warrant shall be in accordance with Terms and Conditions Stipulating the Rights and Duties of Issuer and Holder of Warrant to Purchase Ordinary Shares of All Inspire Development Public Company Limited No. 1 (ALL-W1)	

**2.2 The Company's action in case there are fraction of shares**

The adjustment of exercise ratio as specified in adjustment conditions according to terms and conditions of the Warrant to purchase ordinary shares of the Company Series 1 and resulting in fraction of shares, the fraction shall be discarded.

**3. Date of annual general meeting of shareholders for considering capital increased and allotment of newly issued ordinary shares**

Specify 2021 annual general meeting of shareholders on 19 April 2021 at 14.00 am, at 4345 Bhiraj Tower at Bitec, 18th floor, Sukhumvit road, Bangna sub-district, Bangna district Bangkok, by specifying list of shareholders whose entitle to attend shareholder meeting (Record date) on 15 March 2021.

**4. Requesting of approval for capital increased/allotment of newly issued ordinary shares from relevant government agencies and condition for approval (if any)**

4.1 Get approval from 2021 annual general meeting of shareholders to increasing registered capital, amending memorandum of association, and changing of paid-up capital.

4.2 The Company will submit application for increasing registered capital, amending memorandum of association, and changing of paid-up capital to Department of Business Development, Ministry of Commerce.

**5. Objective of capital increase and use of proceed**

To have readiness and financial flexibility for business expansion and reserve as internal working capital if there is exercise of the Warrant to purchase ordinary shares of the Company Series 1.

**6. The benefit to the Company from capital increased/allotment of newly issued ordinary shares**

To have readiness and financial flexibility of the Company's working capital.

**7. The benefit to the shareholders from capital increased/allotment of newly issued ordinary shares**

**7.1 Dividend policy**

The Company has policy to pay dividend to shareholders not less than 40% of net profit based on the Company's separated financial statements after deduction of corporate income tax and general reserve prescribed by the articles of association and legal requirement.

**7.2 Rights to receive dividend from operating result**

The Warrant Holders who exercise their rights will have rights to receive dividend after they have been registered as the Company's shareholders.

**8. Other details that deemed necessary for shareholders to consider approving of capital increased/allotment of newly issued ordinary shares**

The exercise of the rights to purchase the newly issued ordinary shares of the Company under the ALL-W1 warrant shall be in accordance with Terms and Conditions Stipulating the Rights and Duties of Issuer and Holder of Warrant to Purchase Ordinary Shares of All Inspire Development Public Company Limited No. 1 (ALL-W1)

**9. Timeframe incase the Company's board of directors approve capital increased/allotment of newly issued ordinary shares**

No.	Task	Date Month Year
1.	The board of director meeting no.2/2021	23 February 2021
2.	The date to specify list of shareholders whose entitle to attend 2021 annual general meeting of shareholders (Record Date)	15 March 2021
3.	2021 annual general meeting of shareholders	19 April 2021
4.	Submit application to increase registered capital and amend memorandum of association to Department of Business Development, Ministry of Commerce	Within 14 days from the date that shareholder meeting approve

**Remark:** Above timeframe may be changed

The Company hereby certify that information in this information memorandum is correct and complete.

Signatory ..... Authorized director of the Company  
(Mr.Thanakorn Thanawarith)  
Chief Executive Officer

Signatory ..... Authorized director of the Company  
(Mr.Dusadee Lekyim)  
Chief Finance Officer  
Affix Company's Seal