

(F53-4)

Capital Increase Report
Rojukiss International Public Company Limited
February 25, 2025

We, Rojukiss International Public Company Limited (the “Company”) hereby report the resolutions of the Board of Directors' Meeting No. 2/2025, held on February 25, 2025, regarding the registered capital increase and allocation of newly issued ordinary shares of the Company as follows:

1. Capital Increase

At the Board of Directors' meeting, a resolution was passed to propose the capital increase proposal to the 2025 Annual General Meeting of Shareholder, for their consideration and approval. The proposal entails increasing the registered capital of the Company amount of THB 24,000,000 from the original amount of THB 309,000,000 to THB 333,000,000 by issuing an amount not exceeding 48,000,000 newly issued ordinary shares at a par value of THB 0.50 per share. The capital increase will be executed as follows:

Capital Increase	Type of Securities	Number of Shares (Shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of using proceeds	Ordinary Shares	No more than 48,000,000	0.50	Not exceeding 24,000,000
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

2. Allotment of new shares

At the Board of Directors' meeting, a resolution was passed to propose the allocation of up to 48,000,000 ordinary shares with a par value of THB 0.50 per share proposal to the 2025 Annual General Meeting of Shareholder for their consideration and approval, with the following details:

2.1. Specifying the purpose of using proceeds

Allotted to	Number of shares (million shares)	Ratio (old : new)	Sale price (baht/share)	Subscription and payment period	Notes
To be reserved for the exercise of the warrants to purchase newly issued	No more than 48,000,000	<u>Exercise ratio</u> 1 unit of warrant :	The warrants will be	The Board of Directors and/or any person authorized by the Board of	Please consider

Allotted to	Number of shares (million shares)	Ratio (old : new)	Sale price (baht/share)	Subscription and payment period	Notes
ordinary shares of the Company allocated to directors, executives and employees of the Company (ESOP)		1 ordinary share	allocated at no cost with 1 unit of warrant will be entitled to purchase ordinary shares at the exercise price of THB 4.30 per share.	Directors and/or individuals designated by the Board of Directors shall have the power to determine the issuance and offering date of the warrants after obtaining approval from the shareholders' meeting.	Remark below

Notes :

(1) The Board of Directors resolved to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval the issuance and offering of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited, issued to directors, executives, and employees of the Company, No.2 (KISS-ESOP-W2) ("**Warrant**"), in a total amount not exceeding 48,000,000 units. The Warrants will be issued at no cost, with an exercise ratio of one unit of warrant for one ordinary share, an exercise price of 4.30 THB per share, and a term of 5 years from the date of issuance.

The warrants representing the rights to purchase ordinary shares of the Company will not be listed on the SET, and this is not an offering of newly-issued securities for sale at a price lower than 90 percent of the market price. Market price means the weighted average price of ordinary shares of the Company on the SET over the previous 15 consecutive business days before the date the Company's Board of Directors resolved to propose an agenda item to a meeting of shareholders for the approval of the Company's offering of the warrants.

The summary of the issuance and offering of warrants to Directors, Executives, and Employees of Rojukiss International Public Company Limited No.2 is in Enclosure No. 5

The Board of Directors, the Nomination and Remuneration Committee, the authorized signatory directors, or any person designated by the Board of Directors, the Nomination and Remuneration Committee, or the authorized signatory directors will be appointed and authorized to (a) determine, amend, and add other details necessary for, and regarding, the allotment of these

warrants as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws, including the offering period and method, payment, date the warrants are issued, allotment details and procedures, exercise period, term of the warrants, and characteristics and details of the warrants;

(b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the issuance and offering of the warrants, including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and (c) do anything necessary and relevant to ensure the successful issuance and offering of these warrants representing the rights to purchase ordinary shares of the Company to be issued and offered in this instance.

- (2) The exercise of the rights to purchase the Company's newly issued ordinary shares under the warrants shall be in accordance with the conditions on the exercise rights as specified in the Terms and Conditions Governing the Rights and Obligations of the warrant issuer.

2.1.1 The Company's action if there are decimal fractions of shares

- None -

2.1.2 Remaining unallocated shares

Currently, the Company still has 17,990,000 shares remaining from the offering of warrants to purchase ordinary shares of the Company, which were issued and offered to executives and employees under the KISS ESOP program. These warrants will expire on February 19, 2026.

2.2. General Mandate

- None -

3. Schedule for a the shareholders' meeting to approve the capital increase and the allotment of new shares

The 2025 Annual General Meeting of Shareholders will be held on 24 April 2025 at 9:30 a.m. via electronic format (E-AGM) by

- The recording date for the right to attend the shareholders meeting is scheduled for 13 March 2025
- The book-closing date for the right to attend the shareholders meeting is onuntil the shareholders meeting is completed.

4. Approval of the capital increase and share allotment by the relevant governmental agency and conditions thereto

- 4.1. The Company must submit an application for the registration of the increase in registered capital and paid-up capital and any subsequent amendments to the Memorandum of Association of the Company to the Department of Business Development, the Ministry of Commerce
- 4.2. The Company will apply for approvals from the Stock Exchange of Thailand for listing new ordinary shares issued.

5. The Objectives of the Capital Increase and the Use of the Proceeds plan.

To accommodate the exercise of rights under the warrant to purchase newly issued ordinary shares of Rojukiss International Public Company Limited offering to directors, executives, and employees of the Company No.2, as an incentive to encourage them to perform their duties efficiently and effectively for the maximum benefit of the Company and its shareholders. The funds received from this issuance will be utilized as working capital for the Company's operations.

6. Benefits which the Company will receive from the capital increase and share allotment

The issuance of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited offering to directors, executives, and employees of the Company No.2 will encourage their involvement in company ownership, aligning their interests with the shareholders. This will contribute to the Company's long-term business operations and generate sustainable returns for both the Company and its shareholders. Additionally, it serves as a measure to retain highly skilled and knowledgeable personnel, ensuring their long-term commitment to the Company and fostering stable and sustainable growth.

7. Benefits which shareholders will receive from the capital increase/share allotment

7.1. Dividend Policy

The Company has a policy to pay dividends at the rate of not less than 50% of the Company's separate net profits after deducting corporate income tax and other reserve funds as required by law and as determined by the Company. However, the dividend payout ratio may be subject to change as deemed appropriate by the Board of Directors or shareholders, depending on the Company's performance, financial position, liquidity, investment requirements, and other relevant management factors.

7.2. The eligibility to receive dividends from the Company's business operation

The directors, executives, and employees of the Company who have been allocated the warrants in this issuance will be entitled to receive future dividends from the Company once the holders of such warrants exercise their rights to convert the warrants into ordinary shares of the Company, and the Company has completed the registration of the increased paid-up capital with the Department of Business Development.

8. Other necessary details for shareholders to approve the capital increase/share allotment

Please consider the additional details outlined in the Summary of the issuance and offering of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited, offering to directors, executives, and employees of the Company No.2 (as per Enclosure 5).

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares

No.	Procedures	Dates
1	Board of Directors Meeting No. 2/2025	25 February 2025
2	Notification of the Board of Directors' resolutions to the Stock Exchange of Thailand	25 February 2025

No.	Procedures	Dates
3	Determining the list of shareholders who have the right to attend the 2025 Annual General Meeting of Shareholder (Record Date)	13 March 2025
4	The 2025 Annual General Meeting of Shareholders	24 April 2025
5	Notification of shareholders' resolutions to the Stock Exchange of Thailand	24 April 2568
6	Registering the increase of the registered capital with the Department of Business Development, the Ministry of Commerce	Within 14 days after the date of approval by the shareholders' meeting
7	Issuing and allotting the warrants to purchase newly issued ordinary shares of the Company	Within 1 year after the date of approval by the shareholders' meeting
8	Registering paid-up capital increase with the Department of Business Development, the Ministry of Commerce	Within 14 days after the date of each exercise of the right to purchase the Company's newly issued ordinary shares

We hereby certify that the information contained in this report form is correct and complete in all respects.

Yours sincerely,

-Mr.Corrado Giaquinto-

(Mr.Corrado Giaquinto)

Director and Chief Executive Officer