Capital Increase Report Form Amata Corporation Public Company Limited July 24, 2020

We, Amata Corporation Public Company Limited (the "Company") hereby report on the resolution of the Board of Directors' Meeting No. 6/2020 held on July 24, 2020 during 14.00 p.m. – 17.30 p.m. relating to the capital increase and share allotment as follows:

1. Capital increase

The Board of Directors' Meeting has resolved to approve the increase in the Company's registered capital from Baht 1,067,000,000 to Baht 1,150,000,000 by issuing 83,000,000 new ordinary shares with a par value of Baht 1.00 per share, totaling Baht 83,000,000 Details of the capital increase are as follows:

Type of Capital Increase	Type of Share	Number of	Par Value	Total (Baht)
Specifying the purpose of utilizing proceeds	Ordinary Shares Preferred Shares	83,000,000	1.00	83,000,000
General Mandate	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

2. Allotment of new ordinary shares

The Board of Directors' Meeting has resolved to approve the allotment of 83,000,000 new ordinary shares with a par value of Baht 1.00 per share, totaling Baht 83,000,000, detailed as follows:

2.1 Capital increase with specified purpose of use of subscription proceeds

Allotted to	Number of	Ratio	Offering Price	Subscripti	Remarks
	Shares	(old : new)	(Baht per Share)	on and	
				Payment	
				Period	
(1) Existing	newly issued	12.8554217: 1	The offering price of the	October 9-	Please see
shareholders	83,000,000		Company's newly issued	16, 2020	Remark 1-2
(Right	ordinary shares		ordinary shares selling to the		
Offering)			existing shareholders in		
			proportion to their shareholding		
			(Right Offering) ("Offering		
			Price") shall be calculated from		
			the weighted average price of		
			the Company's shares 7 - 15		
			days before the date of the		

ice less a discount of		
than 20 percent. In		
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or any person		
d by the Board of		
shall have the power		
ne the Offering Price.		
ring Price shall be		
d by the Company		
e record date of the		
ers entitling to		
for the newly issued		
shares in proportion		
Date) or before 21		
r 2020		
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e Remark 2.3	Please see	Please see
e Remark 2.3	Please see Remark 2.3	Please see Remark 2.3
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i	d by the Board of shall have the power ine the Offering Price. Fring Price shall be d by the Company the record date of the	than 20 percent. In ard, the Board of or any person d by the Board of shall have the power ine the Offering Price. Tring Price shall be d by the Company e record date of the ers entitling to for the newly issued shares in proportion Date) or before 21

Remarks:

Details of allotment of new ordinary shares to existing shareholders of the Company proportionate to their shareholding (oversubscribed shares proportionate is allowed) are as follows:

- 1. allotment of 83,000,000 new ordinary shares with a par value of Baht 1.00 per share to existing shareholders of the Company proportionate to their shareholding (Right Offering) at an offering ratio of 12.8554217 existing shares to 1 new ordinary share (a fraction of share shall be disregarded). The offering price of the Company's newly issued ordinary shares selling to the existing shareholders in proportion to their shareholding (Right Offering) ("Offering Price") shall be calculated from the weighted average price of the Company's shares 7 15 days before the date of the offering price less a discount of not more than 20 percent. In this regard, the Board of Directors or any person designated by the Board of Directors shall have the power to determine the Offering Price. The Offering Price shall be announced by the Company before the record date of the shareholders entitling to subscribe for the newly issued ordinary shares in proportion (Record Date) or before 21 September 2020.
- 2. The existing shareholders have rights to subscribe for new ordinary shares in excess to their share allotment proportionate to their shareholding (oversubscription). However, the existing shareholders who oversubscribe shall be allotted the oversubscribed shares only when there are remaining unallotted shares after the first allotment to all existing shareholders who subscribed for shares proportionate to their shareholding.

Concerning this issuance and allotment of new ordinary shares to existing shareholders of the Company proportionate to their shareholding (Right Offering), if there are remaining unallotted shares after first

round allotment, the Company shall allot such remaining unallotted shares proportionate to shareholding percentage to each oversubscribing shareholder at the same offering price as the share allotment proportionate to their shareholding, detailed as follows:

- 2.1 In case the number of remaining unallotted shares to existing shareholders of the Company proportionate to their shareholding (Right Offering) is higher than or equivalent to the number of oversubscribed shares, the Company shall allot all the oversubscribed shares to respective shareholders who express their intention to oversubscribe and make subscription payment for such shares
- 2.2 In case the number of remaining unallotted shares to existing shareholders of the Company proportionate to their shareholding (Right Offering) is lower than the number of oversubscribed shares, the Company shall allot oversubscribed shares as follows:
 - (a) The Company shall allot oversubscribed shares proportionate to the shareholding percentage of each oversubscribing shareholders, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares will result in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). In any case, the number of oversubscribed shares to be allotted to each oversubscribing shareholder shall not exceed the number of shares that such oversubscribing shareholder subscribe and make subscription payment for.
 - (b) In case there are remaining unallotted shares after the allotment in accordance with (a), the Company shall allot such remaining unallotted shares proportionate to shareholding percentage to each oversubscribing shareholder that not yet received the oversubscribed shares up to their full oversubscription amount, calculated by multiplying existing shareholding percentage of each oversubscribing shareholders by the number of remaining unallotted shares will result in the number of oversubscribed shares to be allotted to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). The Company shall repeat the allotment of remaining unallotted shares with the method prescribed in (b) until there are no remaining unallotted shares left.
- 2.3 In case that there are unsubscribed ordinary share remaining from the subscription of the existing shareholders of the Company under clause 2.1 and 2.2 above, they shall be allotted and offered to specific persons (Private Placement) including institutional investors and/or specific investors categorized under the Notification of the Capital Supervisory Board No. TorJor 39/2559 re: application for approval and granting of approval for offering of newly issued shares and TorJor 72/2558 re: permission for listed companies to offer newly issued shares to specific investors, details as follows:
 - (a) not a connected person to the Company in accordance with the Notification of the Capital Market Supervisory Board no. TorJor. 21/2551 re: rules on entering into connected transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand re: disclosure of information and other acts of listed company in respect of connected transaction B.E. 2546;

- (b) has financial potential and stability as well as the ability to pay the subscription amount within prescribed schedule; and
- (c) agree and accept the determined offering price which is the market value and not below the price offered to the existing shareholders proportionate to their respective shareholding (Rights Offering) as above.

The offering price of the ordinary shares is the price which is not lower than 90 percent of the market price. The market price is calculated from the weighted average market price per share of the Company's ordinary shares traded in the SET for retroactively 7 business days but not more than 15 consecutive business days prior to the date to determine the offering price of shares. The Board of Directors or the person(s) who is authorized by the Board of Directors shall have the authorities to determine the conditions, offering price, and details of the allotment of the newly issued ordinary shares procedure, such as, allocation of newly issued ordinary shares at one time or dividing into parts and selling from time to time, searching of investors, changing the list of names and number of shares allotment, including change or add details about allotment, and other related authority to specify details of allotment of the newly issued ordinary shares as it deems appropriate for the Company's best benefit as well as not conflict or contradict with the laws and/or rules or regulations related to the Securities and Exchange Commission ("SEC"), Stock Exchange of Thailand ("Stock Exchange") and/or other related agencies.

In the event that the allocation of the remaining shares from the allotment of the newly issued ordinary shares to the specific investors (Private Placement), the Company is able to proceed the registration of the change of paid-up capital with the Public Company Registrar from time to time in accordance with each payment of the allotted person.

In any case, the allotment of oversubscribed shares as mentioned above shall not cause any shareholder of the Company to violate the foreign shareholding restriction as stipulated in the Articles of Association of the Company, of which presently allows the shareholding by foreign entity in the Company of not exceeding 49% of total number of paid-up shares of the Company. The Company reserves the rights to not allocate shares to any subscriber if such allotment will cause or may cause the violation of any laws or regulations pertaining to the offering and sale of securities under the rule of Thai law.

In case there are remaining unallotted shares after the allotment to existing shareholders proportionate to their shareholding (Right Offering), to oversubscribing shareholders, and to specific persons (Private Placement) in accordance with the principles prescribed above in 2.1 - 2.3, the Company shall decrease its registered capital by cancelling the new ordinary shares that remained unallotted.

2.4 The Board of Directors' Meeting has resolved to set the date on September 21, 2020, to be the date to determine the name of shareholders who will be entitled for the subscription of new ordinary shares proportionate to their shareholding, and also resolved to set the date for the subscription period during October, 9-16, 2020. Nonetheless, the determination of rights for subscription and allotments of new ordinary shares, including the determination of subscription period is still uncertain until the approval obtained from the shareholders' meeting.

- 2.5 authorization of the Board of Directors or any person designated by the Board of Directors to have the power to undertake the following actions:
 - (a) determine any details with respect to allotment of new ordinary shares including, but not limited to, determining subscription period or determining conditions and any details pertaining to such allotment of new ordinary shares in accordance with related laws and regulations on issuance and offering securities;
 - (b) determine or change method for allotment of new ordinary shares, e.g. one-time allotment of all shares or multiple allotments, offering period, offering ratio, offering price, payment method, or any other details of allotment and offering, e.g. change of date for determining name of shareholders who will be entitled for the allotment of new ordinary shares;
 - (c) sign the application form, request for waiver, notification, or any other documents related to the allotment of new ordinary shares, including contact with or submit documents to officer or representative of any relevant organization (either domestic or overseas), listing of such newly issued ordinary shares on the Stock Exchange of Thailand ("SET") and any other actions necessary for and related to the allotment of new ordinary shares of the Company in order for the Company to offer and sell shares to its existing shareholders under the terms of applicable laws;
 - (d) register the amendment of the Memorandum of Association with Department of Business Development, Ministry of Commerce, and have power to undertake any necessary actions in compliance with the instruction the registrar in order to duly complete the registration.

2.2 Action of the Company in case there is a fraction of share

In case there is a fraction of share from share allotment, a fraction of share shall be wholly disregarded.

3. Determining date of the Extraordinary General Meeting of Shareholders to approve the capital increase and share allotment

The date of the Extraordinary General Meeting of Shareholders No. 1/2020 has been determined to be held on Friday 11 September, 2020, at 14.00 p.m., at Grand Ballroom, Golden Tulip Sovereign Hotel – Bangkok, 92 Soi Saengcham, Rama 9 Road, Huay Kwang, Bangkok 10310 or other designated place depended on situation. Whereas,

Ш	the date of share register book closing for the rights to attend the shareholders meeting has
	been determined to be on until such shareholders' meeting has passed.

the name of shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2020 shall be determined on August 10, 2020.

4. Approval of the capital increase/ share allotment by the relevant governmental agency and condition thereto (if any)

- 4.1 The Company shall obtain approval from shareholders' meeting for the offering and sale of new ordinary shares to existing shareholders with a vote of no less than three-fourths of the total votes of shareholders who attend the meeting and are entitled to vote;
- 4.2 Vikrom Kromadit will oversubscribe for new ordinary shares and may pass the shareholding threshold at 25% for the mandatory tender offer obligation, of which shall obtain the waiver for such mandatory offer from the Office of Securities and Exchange Commission in accordance with the Notification of the Office of Securities and Exchange Commission No. SorKor. 29/2561 Re: Guideline on Waiver for Mandatory Tender Offer by Using the Resolution of Shareholders' Meeting (Whitewash).
- 4.3 The Company shall register for the increase in registered capital and paid-up capital of the Company, including the amendment of the Memorandum of Association with Department of Business Development, Ministry of Commerce;
- 4.5 The Company shall obtain approval from the Stock Exchange of Thailand on the listing of new ordinary shares in the Stock Exchange of Thailand.

5. Objective of the capital increase and the use of proceeds to be received

The issuance and allotment of new ordinary shares to existing shareholders of the Company proportionate to their shareholding (Right Offering) for businesses expansion for the Yangon Amata Smart & Eco City Development Project Phase 1 in the Republic of the Union of Myanmar which requires a minimum capital of approximately USD 41.54 million (approximately Baht 1,287 million) for the completion of land development by 2021. In this regard, the Company has invested in Yangon Company. Amata Smart and Eco City Limited ("ACY"), the project owner, through its wholly owned subsidiary, Amata Asia (Myanmar) Ltd. The shareholding in ACY is a joint venture between the government agencies of the Republic of the Union of Myanmar and the Company. The government agency will use the expropriated land as a paid-up capital in the proportion of 20 percent of ACY and the Company will use the money from this capital increase approximately US \$ 16.18 million (approximately 502 million baht) to increase the paid-up capital in the proportion of 80% of ACY. ACY's capital increase will be used to land development and construction work to develop utilities, such as, tap water systems, wastewater treatment systems, electricity system, communication system, and flood prevention systems.

6. Benefits that the Company would receive from the capital increase and share allotment

The issuance and allotment of new ordinary shares to existing shareholders of the Company proportionate to their shareholding (Right Offering) will promote the Company's ability and strong financial status. This additional capital will be utilized for expanding the industrial estates in the Republic of the Union of Myanmar and increase the Company's profitability in the future. The Company's financial liquidity will not be affected. This will be benefit to all shareholders.

7. Benefits that the shareholders would receive from the capital increase and share allotment

7.1 The Company has a dividend payout policy of approximately 40% of net profit after tax and reserved

capital. The said dividend payment may change depending on the economic situation of the country, market situation of the industrial estate business, and Company's liquidity.

- 7.2 The subscribers for new ordinary shares in this occasion will be entitled to receive dividends from the business operations starting from when the subscribers are registered as the shareholders of the Company and the Company has ability for dividend payment.
- 7.3 The above investment project will generate direct revenue for the Company and increase the company's performance.
- 8. Any other details necessary for shareholders in considering and making a decision to approve the capital increase and share allotment

8.1 Impact on existing shareholders from allotment of new ordinary shares

8.1.1 Price Dilution

After the allotment of new ordinary shares to existing shareholders of the Company proportionate to their shareholding (Right Offering), the impact on the Company's share price depends on the amount of exercise of right to purchase the new ordinary shares of each existing shareholder. If all existing shareholders do not exercise their rights to purchase new ordinary shares, the Company's share price will not be affected. If all shareholders exercise all their rights with the market price less a discount of not more than 20 percent, the Company's share price will be impacted and decreased by 1.44 percent. The price dilution can be calculated as follows:

Price Dilution = (Pa – Pn)/ Pa

Whereas:

Pa = The market price is equal to weighted average price of the Company's shares in the Stock Exchange of Thailand of 15 consecutive working days prior the Date of announcing Offering Price.

Pn = [(Pa * Qa) + (Pr * Qr)] / (Qa+Qr)

Pr = The assumption on the Offering Price for newly issued ordinary shares according to the proportion of shareholding (Right Offering) at the market price less 20 percent discount (based on assumption that discount is the highest rate).

Qa = The amount of current paid-up ordinary shares is 1,067,000,000 shares.

Qr = The amount of newly issued shares by the Right Offering at the amount of 83,000,000 shares (on the assumption that the

Company issues the newly issued ordinary shares at the highest amount.)

8.1.2 Control Dilution

After the allotment of new ordinary shares to existing shareholders of the Company proportionate to their shareholding (Right Offering), if all shareholders exercise all their rights, the voting rights of the shareholders of the company will not be affected. If any shareholders do not exercise the right to subscribe for the newly issued ordinary shares according to their rights and other shareholders have exercised their rights to subscribe for the newly issued ordinary shares in accordance with their existing rights and/or subscribe to the newly issued ordinary shares in excess of their rights until full subscription, the voting rights of the said shareholder will be affected by reduced voting rights approximately 7.22%. The control dilution can be calculated as follows:

Control Dilution =
$$1 - [Qa / (Qa+Qr)]$$

Whereas

Qa = The amount of current paid-up ordinary shares is 1,067,000,000 shares.

Qr = The amount of newly issued shares by the Right Offering at the amount of 83,000,000 shares (on the assumption that the Company issues the newly issued ordinary shares at the highest amount.)

Control Dilution =
$$1 - [1,067,000,000 / (1,067,000,000 + 83,000,000)]$$

= 7.22 percent

8.1.3 Earnings Per Share Dilution

After the allotment of new ordinary shares to existing shareholders of the Company proportionate to their shareholding (Right Offering), Earnings Per Share Dilution depends on the amount of exercising right to subscribe for the newly issued ordinary shares of each existing shareholder. If all existing shareholders do not exercise their rights to subscribe for the newly issued ordinary shares, the profit sharing will not be affected. If the existing shareholders exercise their rights to subscribe for the newly issued shares in full, the profit sharing will be affected and decreased at the rate of 7.22%. Earnings Per Share Dilution can be calculated as follows:

= EPS before offering - EPS after offering / EPS before offering

= (1.58 - 1.47) / 1.58

= 7.22 percent

EPS before offering = Net profits / Total paid-up shares

= Baht 1,687.78 million / 1,067 million shares

= Baht 1.58 per share

EPS after offering = Net profits / (Number of paid-up ordinary shares + Number of offering ordinary shares)

= Baht 1,687.78 million / (1,067 million shares + 83 million shares)

= Baht 1.47 per share

Net profit is calculated on the past 12 months net profit during April 1, 2019 – March 31, 2020.

8.2 Opinion of the Board of Directors of the Company on Increase the Capital or Offering new ordinary shares to existing shareholders of the Company proportionate to their shareholding

8.2.1 Reason and necessity of the increase the capital

The Board of Directors opine that the Company is necessary to increase the registered capital and allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholding. The Company will use the proceeds received from the share offering to increase capital for the purposes as detailed in item 5 above.

8.2.2 Possibility of plan for utilizing proceeds received from the share offering

The Company expects to allocate the increased ordinary shares to shareholders in proportion to their shareholding including the money received from the allotment of the said newly issued shares within the Q4/2020. The Company will use the money received from the said capital increase for the purposes as detailed in item 5 above.

8.2.3 Reasonableness of the capital increase, plan to use the proceeds from the share offering, and implemented projects, including the adequacy of the source of fund, if the funds received from the allocation of newly issued ordinary shares in proportion to their shareholding do not cover the entire budget required to implement the plan.

The Board of Directors opine that the allocation of newly issued ordinary shares to shareholders according to their shareholding proportion is appropriate, is reasonable and is for the best interest of the Company as well as all shareholders. The Company will be able to raise funds for the initial investment in the Yangon Amata Smart & Eco City Development Project in the Republic of the Union of Myanmar on the area of 200 acres (approximately 506 rai) within 2021. The success of the initial financing will continue to affect the ability and goal of the business in accordance with the initial project development. This project will generate direct revenue for the Company and increase the company's performance in the future.

In this regard, Mr. Vikrom Kromadit, the major shareholder, director and executive of the Company, currently holds 260,335,900 shares, representing 24.40% of the registered and paid-up capital of the Company, foresees the necessity of the Company in the initial financing of approximately Baht 502 million. By this reason, Mr. Vikrom Kromadit ("the waiver applicant") foresees the requirement to use the money during 1st phrase which will occur in the near future. Moreover, the success of the financing phrase1 will continue to affect the ability and the goal of the business expansion in the next phrase. The waiver applicant, thus, intends to subscribe to the newly issued ordinary shares in proportion to his shareholding and subscribe for excess rights not more than Baht 530 Million at the same Offering Price to the existing shareholders in proportion to their shareholding (Right Offering) and subscribe for excess rights to ensure that the company has sufficient funds to Invest in phase1.

In the case where the Company receives funds from the allocation of newly issued ordinary shares in proportion to its shareholding not in the full amount of Baht 1,287 million in accordance with the financial requirement for the above project, but the Company receives the funds in an amount not exceeding Baht 530 million from the subscription of the new ordinary shares both in proportion to his shareholding and exceeding his rights by Mr. Vikrom Kromadit, the Company will have enough fund to invest by increase the registered capital of YASEC for development the project in Phase 1 and has alternatives and timing for financing from other sources of funds for next phase by 2021. The Company has a plan to allocate the remaining shares to private placement including institutional investors and/or investors with specific characteristics in accordance with the Notification of the Capital Market Supervisory Board No. ThorJor. 72/2558 re: application for a listed company to offer newly issued shares to specific investors, or use the above funds from Mr. Vikrom Kromadit as funds for the shareholders' equity for loan from financial institutions. The Debt (with interest liability) per Equity Ratio of the Company as of present must be no exceed 1.5 times. This increase of Baht 530 Million registered capital by the Applicant will be benefit to the Company. The Company will be able to procure loans from financial institutions or other kind of financial support in the amount of approximately Baht 795 million, which is sufficient for the need for investment in the initial development area of the project to an area of 200 acres (approximately 506 rai). Please note that

the source of fund from financial institutes will be upon the approval from each financial institute.

8.2.4 Expected impacts on the Company's business operations, financial status and the performance due to the capital increase and implementation of funds utilization or projects

The Board of Directors opine that the allocation of newly issued ordinary shares to the shareholders in proportion to their shareholding percentage is the implementation of the Company's funding source plan. This will enable the Company to use the proceeds received from the capital increase for the purposes described in item 5 above. This procedure will benefit the Company. There is no adversely affect to the Company's operations, financial status and operations results.

8.2.5 Board Certification

If the directors of the Company do not perform their duties in accordance with laws, objectives and Company's articles of association, as well as resolutions of the Shareholders' Meeting with fiduciary duty relating to the capital increase by conducting or refraining from any actions that do not perform the said duties and cause damage to the Company, the Company can claim compensation from such directors. If the Company does not claim for the said compensation, Shareholders holding shares not less than 5% of the total shares can notify the Company to process claims. If the Company does not take action, such shareholders can file a claim for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B.E. 2535 (including amendments). In addition, if any director fail to perform his duty by acting or omitting in accordance with the laws, objectives Company's articles of association, as well as resolutions of the Shareholders' Meeting with fiduciary duty relating to the capital increase, which causes the directors, executives, or related persons to gain illegal benefits. The Company may sue the director to be responsible for returning the said benefits to the Company. If the Company does not proceed, shareholders holding shares and voting rights of not less than 5% of the total voting rights of the Company can notify the Company to do so. If the Company does not proceed as according to shareholders' notice within 1 month from the date of notification, the said shareholders can exercise their rights to demand the benefits back from the director on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments).

Schedule of action in case the Board of Directors' Meeting has approved the capital increase and share allotment

No.	Proceedings	Date
9.1	Board of Directors' Meeting No. 5/2020 approved the offering and sale	July 24, 2020
	of new ordinary shares, amendment of the Memorandum of	
	Association, and the allotment of shares	
9.2	Record Date to determine name of shareholders who will be entitled to	August 10, 2020
	attend the Extraordinary General Meeting of Shareholders No. 1/2020	
9.3	Date of the Extraordinary General Meeting of Shareholders No. 1/2020	September 11, 2020
9.4	Date of registering the resolutions of the Extraordinary General Meeting	Within 14 days from

	of Shareholders for the increase in registered capital with Department	the date approval by
	of Business Development, Ministry of Commerce	the Extraordinary
		General Meeting of
		Shareholders
9.5	Date of announcing Offering Price of the newly issued ordinary shares	The Company will
	in proportion (Record Date)	announced the
		Offering Price
		before the record
		date of the
		shareholders
		entitling to subscribe
		for the newly issued
		ordinary shares in
	4	proportion (Record
		Date) or before
		September 21, 2020
9.6	Record Date to determine name of shareholders who will be entitled for	September 21, 2020
	subscription of new ordinary shares	
9.7	Subscription and payment period	October 9-16, 2020
9.8	Registration of the increase in paid-up capital with Ministry of	Within 14 days from
2	Commerce	the date
	a,	subscription and
		payment

The Company hereby certifies that the information contained herein this report is true and complete in all respects.

Please be informed accordingly.

Signature: p

(Mr. Chackchai Panichapat)

Vice Chairman of the Board of Directors