No. BTW 2569/016

6 November 2026

Subject Notification of the Resolutions of the Board of Directors' Meeting No. 7/2026 regarding the Appointment of a New Director to Replace the Resigned Director and the Appointment of the Chairman of the Board, the Disposal of Ordinary Shares of a Subsidiary, the Cancellation of the Original Date of the Extraordinary General Meeting of Shareholders No. 1/2026 and the Determination of the New Date of the Extraordinary General Meeting of Shareholders No. 1/2026, the Cancellation of the Original Record Date and the Determination of the New Record Date, and the Postponement of the Subscription Period for the Convertible Debentures

To The President
The Stock Exchange of Thailand

BT Wealth Industries Public Company Limited (the "**Company**") held the Board of Directors' Meeting No. 7/2026 on 6 November 2026 at 1:00 p.m. at the meeting room, 3rd Floor, of the Company, No. 593/3 Soi Ramkhamhaeng 39 (Thep Leela 1), Ramkhamhaeng Road, Wangthonglang Sub-district, Wangthonglang District, Bangkok. The Board of Directors passed the following significant resolutions:

1. Resolved to approve the appointment of General Kiti Nimihuta as a director in replacement of Mr. Sarawut Charuchinda, who has resigned, to hold the positions of Independent Director / Chairman of the Audit Committee. The appointment shall be effective from 6 November 2026 onwards, and he shall hold office for the remaining term of the director whom he replaces.

2. Resolved to approve the appointment of Mr. Pakorn Leesakul, who currently holds the positions of Director / Vice Chairman of the Board, as Chairman of the Board of Directors, effective from 6 November 2026 onwards.

   List of Directors

No.	Name	Position
1.	Mr. Pakorn Leesakul	Chairman of the Board
2.	Mr. Chotic Russamitinakornkul	Chief Executive Officer, Vice Chairman of the Board
3.	Ms. Maneewan Supatimassaro	Director
4.	Mr. Piyapat Russamitinakornkul	Director
5.	Mr. Sakda Hanbuntrong	Independent Director, Audit Committee Member
6.	Mr. Ekawat Swetarat	Independent Director, Audit Committee Member
7.	General Kiti Nimihuta	Independent Director, Chairman of the Audit Committee

3. Resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 for consideration and approval of the disposal of a portion of the ordinary shares in Best Tech & Engineering Co., Ltd. (**"BTE"**), a subsidiary in which the Company holds 6,985,010 shares, representing 99.79 percent of the total issued shares of BTE. The Company will dispose of 3,415,010

ordinary shares of BTE, representing 48.79 percent of the total issued shares of BTE to Mr. Peera Lucksanapirak (**the "Purchaser"**) at a total selling price of THB 1,000,000 (**the "Subsidiary Share Disposal Transaction").** The Company expects to complete the transfer of the shares of BTE to the Purchaser within Quarter 4/2026 after obtaining approval from the shareholders' meeting.

Upon completion of the Subsidiary Share Disposal Transaction, BTE will remain a subsidiary of the Company, with the Company holding shares in BTE representing 51.00 percent of the total issued shares of BTE.

Shareholding Structure of BTE Before and After the Partial Disposal of Shares of the Subsidiary

No.	Name of Shareholder	Before the Transaction Number of Shares	Before the Transaction Percentage	After the Transaction Number of Shares	After the Transaction Percentage
1.	BT Wealth Industries Public Company Limited	6,985,010	99.79	3,570,000	51.00
2.	Mr. Peera Lucksanapirak	-	-	3,415,010	48.79
3.	Ms. Usanee Russamitinakornkul	14,988	0.21	14,988	0.21
4.	Mrs. Siripond Satawin	1	0.00	1	0.00
5.	Mr. Chotic Russamitinakornkul	1	0.00	1	0.00
	Total	7,000,000	100.00	7,000,000	100.00

Remark: The registered and paid-up capital of BTE is THB 700,000,000, divided into 7,000,000 ordinary shares with a par value of THB 100 per share. The shareholding structure before the transaction is based on the list of shareholders as of 22 June 2026.

The Board of Directors is of the opinion that the Subsidiary Share Disposal Transaction is appropriate and beneficial to the Company and all shareholders, since BTE has recorded continuous operating losses. As of 30 June 2026, the value of the Company's investment in BTE under the equity method in the Company's separate financial statements was negative THB 189.28 million, reflecting that BTE has negative shareholders' equity. The disposal of such shares will help reduce the Company's burden of recognizing the losses of BTE in proportion to its shareholding in the future, while the Company will continue to retain control over BTE, and will provide an opportunity for the Purchaser to participate in supporting the operations of BTE. The total selling price of THB 1,000,000 was derived from negotiations between the Company and the Purchaser, with the Board of Directors having taken into consideration the book value of BTE, the details of which are as follows:

Item	THB million
Book value of BTE as at the end of 2025	(208.19)
Capital increase on 30 April 2026	25.00
Capital increase on 10 May 2026	15.00
Capital increase on 20 June 2026	40.00
Capital increase on 30 June 2026	20.00
Operating results from 1 January 2026 – 30 June 2026	(111.97)
Book value of BTE as at the end of Quarter 2 of 2026	**(220.16)**

In addition, the Subsidiary Share Disposal Transaction has a maximum transaction size of 0.24 percent, calculated under the total value of consideration criterion (based on the Company's latest consolidated financial statements for the accounting period ended 30 June 2026), which does not reach the threshold requiring compliance with the Notification of the Capital Market Supervisory Board No. TorJor. 45/2025 Re: Rules on Entering into Material Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (**the "Acquisition or Disposition Notifications"**). Furthermore, during the past 12 months, the Company and its subsidiaries have not entered into any other asset disposal transactions that are related to or form part of the same project as the Subsidiary Share Disposal Transaction.

The Purchaser has no relationship whatsoever with the Company. Therefore, this transaction does not constitute a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 46/2025 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003) (as amended).

However, since the Subsidiary Share Disposal Transaction will result in a reduction of the Company's voting rights in the shareholders' meetings of BTE by more than 10 percent of the total votes of BTE, the transaction requires approval from the Company's shareholders' meeting pursuant to Article 55 (2) (c) of the Company's Articles of Association, which requires approval by votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.

In addition, the Board resolved to propose to the shareholders' meeting for consideration and approval the delegation of authority to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person(s) assigned by the Board of Directors, the Executive Committee or the Chief Executive Officer, to negotiate, determine the conditions and details, execute agreements and other documents, and take any actions necessary for and in connection with the Subsidiary Share Disposal Transaction until completion.

4. Resolved to approve the cancellation of the Extraordinary General Meeting of Shareholders No. 1/2026 scheduled for 9 December 2026 at 2:00 p.m., as determined by the resolution of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026 and as notified by the Company to the Stock Exchange of Thailand in letter No. BTW 2569/015 dated 30 October 2026, as the Company wishes to add an agenda item to propose to the shareholders' meeting for consideration and approval of the partial disposal of ordinary shares of a subsidiary, as detailed in the Board of Directors' resolution in item 3.

5. Resolved to approve the convening of the Extraordinary General Meeting of Shareholders No. 1/2026 on 14 December 2026 at 2:00 p.m. via electronic means (E-Meeting) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws and regulations, to be broadcast live from the meeting room, 3rd Floor, of the Company, No. 593/3 Soi Ramkhamhaeng 39 (Thep Leela 1), Ramkhamhaeng Road, Wangthonglang Sub-district, Wangthonglang District, Bangkok.

Comparison Table of the Date of the Extraordinary General Meeting of Shareholders No. 1/2026

Item	Original Resolution (Board of Directors' Meeting No. 6/2026)	New Resolution (Board of Directors' Meeting No. 7/2026)
Date of the Extraordinary General Meeting of Shareholders No. 1/2026	9 December 2026 at 2:00 p.m.	14 December 2026 at 2:00 p.m.

The meeting agenda is as follows:

Agenda 1 To consider and approve the reduction of the Company's registered capital by cancelling the unissued shares, and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital

Agenda 2 To consider and approve the increase of the Company's registered capital, and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

Agenda 3 To consider and approve the issuance and offering of convertible debentures to the existing shareholders of the Company who are entitled to the allocation in proportion to their shareholding (Rights Offering) in an amount not exceeding THB 30,000,000.00

Agenda 4 To consider and approve the issuance and allocation of the warrants to purchase ordinary shares of the Company No. 1 (BTW-W1) in an amount not exceeding 363,000,000 units, to be allocated to the existing shareholders of the Company who subscribe for and are allocated the convertible debentures issued and offered to the existing shareholders in proportion to their shareholding (Rights Offering)

Agenda 5 To consider and approve the issuance and allocation of the warrants to purchase ordinary shares of the Company No. 2 (BTW-W2) in an amount not exceeding 567,000,000 units, to be allocated to the existing shareholders of the Company who subscribe for and are allocated the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding (Rights Offering)

Agenda 6 To consider and approve the allocation of the Company's newly issued ordinary shares

Agenda 7 To consider and approve the partial disposal of ordinary shares of Best Tech & Engineering Co., Ltd., a subsidiary of the Company (additional agenda item)

Agenda 8 To consider other matters (if any)

(Agenda 7 is an additional agenda item to the meeting agenda determined by the resolution of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026, the details of which are set out in the resolution of the Board of Directors' Meeting No. 7/2026, item 3.)

In this regard, Agenda 2 to Agenda 6 are related to and conditional upon one another. Therefore, all of these agenda items must be approved by the shareholders' meeting. If any one of these agenda items is not approved by the shareholders' meeting, the other related and conditional agenda items previously approved shall be deemed cancelled, and the remaining related and conditional agenda items shall not be further considered.

6. Resolved to approve the cancellation of the date for determining the names of shareholders (Record Date) on 18 November 2026, as determined by the resolution of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026, as follows:

   (1) The date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026

   (2) The date for determining the names of shareholders entitled to be allocated the convertible debentures offered to the existing shareholders in proportion to their shareholding (Rights Offering)

   (3) The date for determining the names of shareholders entitled to be allocated the warrants to purchase ordinary shares of the Company No. 1 (BTW-W1)

   (4) The date for determining the names of shareholders entitled to be allocated the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding (RO Shares) and the warrants to purchase ordinary shares of the Company No. 2 (BTW-W2)

7. Resolved to approve the determination of a new date for determining the names of shareholders (Record Date) on 20 November 2026 for:

   (1) Determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026

   (2) Determining the names of shareholders entitled to be allocated the convertible debentures offered to the existing shareholders in proportion to their shareholding (Rights Offering)

   (3) Determining the names of shareholders entitled to be allocated the warrants to purchase ordinary shares of the Company No. 1 (BTW-W1)

   (4) Determining the names of shareholders entitled to be allocated the RO Shares and the warrants to purchase ordinary shares of the Company No. 2 (BTW-W2)

The granting of rights under items (2) to (4) above remains uncertain, as it is subject to approval by the shareholders' meeting.

Comparison Table of the Record Date

Item	Original Resolution (Board of Directors' Meeting No. 6/2026)	New Resolution (Board of Directors' Meeting No. 7/2026)
Record Date	18 November 2026	20 November 2026

8. Resolved to approve the postponement of the subscription period for the convertible debentures offered to the existing shareholders in proportion to their shareholding (Rights Offering) from the original period of 23 – 29 December 2026 to 5 – 11 January 2027 (totaling 5 business days). The issuance and offering of such convertible debentures remain uncertain, as they are subject to approval by the shareholders' meeting.

Comparison Table of the Subscription Period for the Convertible Debentures

Item	Original Resolution (Board of Directors' Meeting No. 6/2026)	New Resolution (Board of Directors' Meeting No. 7/2026)
Subscription Period for the Convertible Debentures (Rights Offering)	23 – 29 December 2026	5 – 11 January 2027

Apart from the changes under items 4. to 8. above, all other resolutions of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026 remain unchanged in all respects.

9. In this regard, the Board of Directors has authorized the Executive Committee and/or any person(s) assigned by the Executive Committee to take any actions relating to the convening of the Extraordinary General Meeting of Shareholders No. 1/2026, including the issuance of the notice of the Extraordinary General Meeting of Shareholders No. 1/2026, the preparation and delivery of meeting-related documents, and other details as deemed necessary or appropriate within the framework of the relevant laws.

The Company will inform the shareholders of the detailed procedures and methods for the Extraordinary General Meeting of Shareholders No. 1/2026 via electronic means, together with the notice of the Extraordinary General Meeting of Shareholders, which will be subsequently delivered to the shareholders.

Please be informed accordingly.

Yours sincerely,

Mr. Chotic Russamitinakornkul
Chief Executive Officer
BT Wealth Industries Public Company Limited

Company Secretary Tel. 02 314 2151 ext. 305

Enclosure 1

Summary of Key Details of

the Convertible Debentures of BT Wealth Industries Public Company Limited No. 1/2027

with the Issuer's Right to Redeem the Convertible Debentures Prior to Maturity

and the Convertible Debenture Holders' Conditional Right to Redeem the Convertible Debentures Prior to Maturity

to be Issued and Offered to Existing Shareholders in Proportion to Their Shareholdings (Rights Offering) (Edit)

Topic	Details
Issuer	BT Wealth Industries Public Company Limited (the "**Company**")
Objective	To use the proceeds from the issuance and offering of the convertible debentures as working capital of the Company
Plan for the Use of Proceeds from the Offering of the Convertible Debentures	To be used as working capital of the Company in an amount not exceeding THB 30,000,000.00
Type	Named- holder convertible debentures, convertible into newly issued ordinary shares of the Company, unsubordinated, unsecured, with a debenture holders' representative, with the issuer' s right to redeem prior to maturity and the convertible debenture holders' conditional right to redeem prior to maturity
Value of Convertible Debentures Offered	Not exceeding THB 30,000,000.00
Par Value (Face Value)	THB 1,000 per unit of convertible debenture
Number of Convertible Debentures	Not exceeding 30,000 units
Offering and Allocation Method	The Company will offer and allocate all of the convertible debentures to the existing shareholders of the Company who are entitled to the allocation in proportion to their shareholdings (Rights Offering). Each existing shareholder entitled to the allocation may subscribe for the convertible debentures in an amount equal to, less than, or in excess of their entitlement, or may waive their right to subscribe for the convertible debentures offered this time. The Company will first allocate the convertible debentures to the shareholders who subscribe according to their entitlement in full. If any convertible debentures remain after the allocation according to entitlement, the Company will allocate the remaining convertible debentures to the shareholders who have subscribed and paid for the convertible debentures in excess of their entitlement until no convertible debentures remain to be allocated

Topic	Details
	The Company reserves the right to exercise its discretion in considering the offering or allocation of the above convertible debentures to any existing shareholder if such offering or allocation may constitute a violation of any laws or regulations of Thailand or any foreign jurisdiction or the Company's Articles of Association, or may result in the Company being obliged to comply with or take any additional action beyond that required under the regulations relating to the issuance and offering of securities under the securities laws of Thailand In this regard, the Company will complete the offering of the newly issued convertible debentures and the underlying shares within 12 months from the date on which the shareholders' meeting resolves to approve the issuance of the convertible debentures and the shares reserved for the exercise of the conversion right
Allocation Ratio to Existing Shareholders	25,200 existing shares : 1 unit of convertible debenture (any fraction resulting from the calculation shall be disregarded in all cases). In this regard, any shareholder of the Company holding fewer than 25,200 shares will not be entitled to subscribe for the convertible debentures according to their entitlement, but may subscribe in excess of their entitlement
Shares Reserved for the Conversion of the Convertible Debentures	15,000,000 shares, representing 1.98% of the total paid-up shares of the Company at present, or representing 50.00% of the paid-up shares of the Company as of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026, when combined with the shares reserved for the exercise of all convertible securities of the Company, namely (1) the Warrants to Purchase Ordinary Shares of the Company No. 1, totaling 363,000,000 shares, and (2) the Warrants to Purchase Ordinary Shares of the Company No. 2, totaling 567,000,000 shares (the paid-up shares of the Company include the newly issued ordinary shares allocated for offering to the existing shareholders in proportion to their shareholdings, which are proposed to this shareholders' meeting for approval) In this regard, the number of shares reserved for the convertible debentures offered this time, when combined with the shares reserved by the Company for convertible debentures and/or warrants in this offering and other offerings, shall not exceed 50.00% of the total paid-up shares of the Company

Topic	Details
	* Calculation of the proportion of ordinary shares reserved for the conversion of the convertible debentures: $= \frac{\text{Number of shares reserved for the convertible debentures offered to existing shareholders No. 1/2027}}{\text{Total number of paid-up ordinary shares}}$ $= \frac{15,000,000}{756,000,000}$ $= 1.98\%$ * Calculation of the proportion of ordinary shares reserved for the conversion of the convertible debentures when combined with the shares reserved by the Company for convertible debentures and/or warrants in this offering and other offerings: $= \frac{\text{Number of shares reserved for the convertible debentures offered to existing shareholders No. 1/2027} + \text{Number of ordinary shares reserved for the exercise of BTW-W1} + \text{Number of ordinary shares reserved for the exercise of BTW-W2}}{\text{Total number of paid-up ordinary shares} + \text{Number of shares under the RO}}$ $= \frac{15,000,000 + 363,000,000 + 567,000,000}{756,000,000 + 1,134,000,000}$ $= 50.00\%$ *Calculation of the proportion of ordinary shares reserved for the exercise of Warrants No. 1 and Warrants No. 2 can be found in **Enclosure 2** *and* **Enclosure 3**, respectively
Term of the Convertible Debentures	2 years from the issue date of the convertible debentures
Interest Rate	3.00% per annum
Interest Payment	Four times a year, with interest payable every quarter of each year from the issue date of the convertible debentures
Restrictions on Transfer of the Convertible Debentures	- None -

Enclosure 1

Topic	Details
Conversion Price	THB 2.00 per share, or any other price resulting from an adjustment of the conversion price in accordance with the conditions to be specified in the terms and conditions
Conversion Ratio	1 unit of convertible debenture to 500 ordinary shares (or any other ratio resulting from an adjustment of the conversion price in accordance with the conditions to be specified in the terms and conditions)
Conversion Date	On the maturity date of the convertible debentures
Period for Notification of Intention to Convert	Not less than 15 days prior to the exercise date, or any other period as may be agreed between the convertible debenture holders' representative (pursuant to the resolution of the meeting of convertible debenture holders) and the issuer
Exercise Period and Conversion Schedule	The conversion right may be exercised when the convertible debentures reach 2 years from the issue date of the convertible debentures, or on the maturity date of the convertible debentures
Last Conversion Date	2 years from the issue date of the convertible debentures
Redemption on the Maturity Date of the Convertible Debentures	If a convertible debenture holder wishes to convert the convertible debentures into newly issued ordinary shares of the Company, the convertible debenture holder may exercise the conversion right into ordinary shares up to the 15th business day prior to the maturity date (the "**Last Conversion Date**"), with no mandatory conversion. On the Last Conversion Date of the convertible debentures, each convertible debenture holder shall have two options, namely: a) Request redemption entirely in cash: each convertible debenture holder will receive cash of THB 1,000 per unit of convertible debenture, equal to the value of the convertible debenture, together with the final interest payment b) Request redemption by conversion of the convertible debentures (the value of the convertible debentures being THB 1,000 per unit), whereby all of the remaining convertible debentures will be redeemed into newly issued ordinary shares of the Company at a conversion price of THB 2.00 per share (conversion ratio of 1 unit of convertible debenture to 500 ordinary shares). In this regard, the conversion price and the conversion ratio may change in the event of a rights adjustment resulting from an adjustment event as prescribed in the relevant regulations and as will be specified in the terms and conditions

Topic	Details
	In the event that the conversion price is subsequently adjusted, resulting in a fraction of a share from the conversion calculation, the convertible debenture holders will receive a cash refund in lieu of such fractional shares, calculated by multiplying the fraction of shares by the conversion price. In this regard, the Company will calculate to no more than two decimal places (if the third decimal place is greater than or equal to five, the Company will round up the second decimal place, and will round down the second decimal place if the third decimal place is less than five). In addition, the Company will pay accrued interest to the convertible debenture holders up to (but excluding) the conversion date In this regard, each convertible debenture holder must select only one of option a) or option b), and may not divide the convertible debentures it holds in order to select both options a) and b)
Redemption Value of the Convertible Debentures	The convertible debentures will have a total redemption value equal to the face value of the convertible debentures, regardless of whether the convertible debentures are redeemed in a single installment or in several installments
Right to Redeem Prior to Maturity (Call / Put Option) and Conditions for Exercising the Right to Redeem Prior to Maturity	• The Company has the right to redeem the convertible debentures prior to the maturity date (Call Option) • The convertible debenture holders have a conditional right to redeem the convertible debentures prior to the maturity date (Conditional Put Option), whereby the convertible debenture holders may exercise the right to redeem the convertible debentures prior to the maturity date when they exercise their right to subscribe for newly issued ordinary shares under the Warrants to Purchase Ordinary Shares of BT Wealth Industries Public Company Limited No. 1 (BTW-W1), which will be allocated to the existing shareholders who subscribe for and are allocated the convertible debentures in this offering. The convertible debenture holders may exercise the right to redeem prior to the maturity date for an amount not exceeding the amount that such convertible debenture holder uses to subscribe for newly issued ordinary shares under BTW-W1 on each occasion. In this regard, the convertible debenture holder and the person exercising the right to subscribe for newly issued ordinary shares under BTW-W1 must be the same person, and the convertible debenture holder may exercise the right to redeem prior to the

Topic	Details
	maturity date only on the same day on which the convertible debenture holder exercises the right to subscribe for newly issued ordinary shares under BTW-W1
Convertible Debenture Holders' Representative	In the process of appointment. The Company will appoint the convertible debenture holders' representative after the Board of Directors' meeting approves the date for determining the names of the shareholders entitled to subscribe for the convertible debentures (Record Date), and will immediately notify the Stock Exchange of Thailand thereof
Registration of the Convertible Debentures	The Thai Bond Market Association (ThaiBMA) (Optional)
Secondary Market for the Ordinary Shares Arising from the Conversion	The Stock Exchange of Thailand
Impact on the Company's Shareholders upon the Exercise of the Conversion Right of the Convertible Debentures (Dilution Effect)	1. Impact on the market price of the shares (Price Dilution) will not occur because the minimum conversion price of the convertible debentures is not lower than the current market price 2. Impact on the voting rights of the existing shareholders (Control Dilution) will not occur because all of the convertible debentures will be offered and allocated to the existing shareholders of the Company who are entitled to the allocation in proportion to their shareholdings (Rights Offering). However, if the persons exercising the conversion right are not all existing shareholders of the Company, there will be an impact on the voting rights of the current existing shareholders (Control Dilution) after the conversion of the convertible debentures, assuming that all of the convertible debentures are converted, which can be calculated as follows: $\text{Control Dilution} = \frac{\text{Number of shares reserved for the convertible debentures}}{\text{Number of paid-up shares} + \text{Number of shares reserved for the convertible debentures}}$ $= \frac{15,000,000}{756,000,000 + 15,000,000}$ $= 1.95\%$ In this regard, the impact in the case of the conversion of the convertible debentures, the exercise of BTW-W1, the offering of RO shares, and the exercise of BTW-W2 in full at the same time (maximum impact scenario) can be found in **Enclosure 3**

Topic	Details
	3. Impact on earnings per share (EPS Dilution) cannot be calculated because the Company has an operating loss
Events Requiring the Issuance of New Shares to Accommodate a Change in the Exercise of Rights	To ensure that the benefits of the convertible debenture holders are not diminished, the Company will adjust the minimum conversion price and the conversion ratio upon the occurrence of any of the events specified in the Notification of the Capital Market Supervisory Board No. TorJor. 16/2565 Re: Application for and Approval of the Offering of Newly Issued Debt Instruments to Persons in Limited Number and the Offering of Convertible Debentures to Specific Persons, dated 23 September 2022, and Appendix 3 Re: Rules and Conditions after Approval for the Offering of Convertible Debentures (as amended), including the following events: 1. When there is a change in the par value of the Company's ordinary shares as a result of a share consolidation or share split 2. When the Company offers newly issued shares at a low price[1] 3. When the Company offers convertible debentures at a low price[1] or offers warrants to purchase shares at a low price[1] 4. When the Company pays dividends, in whole or in part, in the form of newly issued shares to the shareholders 5. When the Company pays cash dividends in excess of the rate specified in the terms and conditions 6. When there is any other event of the same nature as items 1. to 5. above which causes any benefit that the convertible debenture holders would receive upon the exercise of the conversion right to be diminished In the event of a change in the exercise of the conversion right for any reason whatsoever, if additional new shares must be issued to accommodate such change, the Company may issue additional new shares to accommodate such change in the exercise of the conversion right only after the resolution of the shareholders' meeting approving the issuance of sufficient shares to accommodate the change in the exercise of the conversion right has been submitted to the Office of the Securities and Exchange Commission

Remark: 1/ Low price refers to the Notification of the Office of the Securities and Exchange Commission No. SorJor. 46/2565 Re: Calculation of the Offering Price of Securities and Determination of the Market Price for Consideration of the Offering of Newly Issued Shares at a Low Price

Enclosure 2

Summary of Key Details of the Warrants to Purchase Ordinary Shares of

BT Wealth Industries Public Company Limited No. 1 (BTW-W1)

to be Allocated to the Company's Existing Shareholders Who Subscribe for and Are Allocated the Convertible Debentures

Issued and Offered to Existing Shareholders in Proportion to Their Shareholdings (Rights Offering), and the Impact on Shareholders (Edit)

Topic	Details
Issuer and Offeror of the Securities	BT Wealth Industries Public Company Limited (the "**Company**")
Name of the Warrants	Warrants to Purchase Ordinary Shares of BT Wealth Industries Public Company Limited No. 1 (the "**Warrants No. 1**" or "**BTW-W1**")
Type of Warrants	Named-holder and transferable
Address of the Warrant Issuer	No. 593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Road, Wang Thonglang Sub-district, Wang Thonglang District, Bangkok 10310
Number of Warrants Issued and Allocated	Not exceeding 363,000,000 units. The issuance and allocation of the Warrants No. 1 will be carried out upon approval from the Extraordinary General Meeting of Shareholders No. 1/2026
Number of Ordinary Shares Reserved for the Exercise of the Warrants	Not exceeding 363,000,000 shares, representing 48.02% of the total paid-up shares at present, or representing 50.00% of the total paid-up shares of the Company as of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026, when combined with the shares reserved for the exercise of all convertible securities of the Company, namely (1) the Convertible Debentures No. 1/2027, totaling 15,000,000 shares, and (2) the Warrants to Purchase Ordinary Shares of the Company No. 2, totaling 567,000,000 shares (the paid-up shares of the Company include the newly issued ordinary shares allocated for offering to the existing shareholders in proportion to their shareholdings, which are proposed to this shareholders' meeting for approval) In this regard, the number of shares reserved for the Warrants No. 1 (BTW-W1), when combined with the shares reserved by the Company for convertible debentures and/or warrants to purchase shares in this offering and other offerings, shall not exceed 50.00% of the total paid-up shares of the Company * Calculation of the proportion of ordinary shares reserved for the exercise of the Warrants No. 1 (BTW-W1):

Topic	Details
	$= \frac{\text{Number of ordinary shares reserved for the exercise of BTW-W1}}{\text{Total number of paid-up ordinary shares}}$ $= \frac{363,000,000}{756,000,000}$ $= 48.02\%$ *Calculation of the proportion of ordinary shares reserved for the exercise of BTW-W1 when combined with the shares reserved by the Company for convertible debentures and/or warrants in this offering and other offerings: $= \frac{\text{Number of shares reserved for the convertible debentures offered to existing shareholders No. 1/2027 + Number of ordinary shares reserved for the exercise of BTW-W1 + Number of ordinary shares reserved for the exercise of BTW-W2}}{\text{Total number of paid-up ordinary shares + Number of RO shares}}$ $= \frac{15,000,000 + 363,000,000 + 567,000,000}{756,000,000 + 1,134,000,000}$ $= 50.00\%$ *Calculation of the proportion of ordinary shares reserved for the conversion of the convertible debentures and Warrants No. 2 can be found in **Enclosure 1** *and* **Enclosure 3**, respectively
Offering Method	To be offered and allocated to the Company's existing shareholders who subscribe for and are allocated the Company's Convertible Debentures No. 1/2027 issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering) (the "**Convertible Debentures**") free of charge (THB zero), at a ratio of 1 unit of Convertible Debenture to 12,100 units of Warrants No. 1 In this regard, persons exercising the right to purchase ordinary shares of the Company under the Warrants No. 1 need not be shareholders of the Company
Offering Price per Unit	THB 0 per unit (THB zero)
Term of the Warrants	5 years from the issue date of the Warrants
Issue and Offering Date of the Warrants	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person assigned by the Board of Directors, the Executive Committee or the Chief Executive Officer, shall have the authority to determine the issue date of the Warrants No. 1 after approval from the Extraordinary General Meeting of Shareholders No. 1/2026

Enclosure 2

Topic	Details
Exercise Ratio	1 unit of warrant to 1 ordinary share of the Company (subject to change in accordance with the rights adjustment conditions)
Exercise Price	THB 0.10 per share, except in the case of an adjustment of the exercise price in accordance with the rights adjustment conditions However, the exercise price of the Warrants No. 1, which is equal to THB 0.10 per share, is lower than the par value of the Company's shares of THB 0.50 per share. Since the Company has accumulated losses as shown in the financial statements for the year ended 31 December 2025, audited by a certified public accountant, and the interim financial statements for the six-month period ended 30 June 2026, reviewed by a certified public accountant, the Company may set the exercise price for the purchase of ordinary shares under the warrants below the par value of the Company's shares, but not lower than THB 0.01 per share, upon approval from the shareholders' meeting and with a fixed discount rate, pursuant to Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended)
Exercise Period	The holders of the Warrants No. 1 may exercise their rights under the warrants every 3 months from the date of issuance and offering of the Warrants No. 1
First Exercise Date	The rights may be exercised after 3 months from the date of issuance and offering of the Warrants No. 1
Last Exercise Date	The date on which the Warrants No. 1 reach 5 years from the issue date of the Warrants No. 1. If the last exercise date falls on a non-business day of the Company, the last exercise date shall be moved to the business day immediately preceding such exercise date
Period for Notification of Intention to Exercise	Holders of the Warrants No. 1 who wish to exercise their right to purchase the Company's ordinary shares must notify their intention to exercise such right between 8:00 a.m. and 6:00 p.m. within 5 business days prior to each exercise date (the "**Notification Period**"). For the last exercise, the notification period shall be within 15 days prior to the last exercise date (the "**Last Notification Period**")
Irrevocability of the Notification of Intention to Exercise	Once a warrant holder has notified its intention to exercise the right to purchase the Company's ordinary shares under the Warrants No. 1, the warrant holder may not revoke such notification, unless written consent is obtained from the Company
Offering Period	The offering shall be completed within 1 year from the date on which the shareholders' meeting resolves to approve the issuance and allocation of the

Topic	Details
	Warrants No. 1, whereby the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person assigned by the Board of Directors, the Executive Committee or the Chief Executive Officer, shall determine the conditions and further details
Warrant Registrar	Thailand Securities Depository Company Limited
Secondary Market for the Warrants	The Company will list the Warrants No. 1 as listed securities on the Stock Exchange of Thailand (the "**SET**")
Secondary Market for the Ordinary Shares Arising from the Exercise	The Company will list the ordinary shares arising from the exercise of the Warrants No. 1 as listed securities on the SET
Other Rights and Benefits	The ordinary shares issued upon the exercise of the Warrants No. 1 shall have the same rights and status in all respects as the Company's previously issued ordinary shares
Events Requiring the Issuance of New Shares to Accommodate a Change in the Exercise of Rights	To ensure that the benefits of the holders of the Warrants No. 1 are not diminished, the Company will adjust the exercise price and the exercise ratio upon the occurrence of any of the events specified in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for and Approval of the Offering of Warrants to Purchase Newly Issued Shares and Newly Issued Shares Reserved for the Exercise of Warrants, dated 15 December 2008 (as amended), including the following events: 1. When there is a change in the par value of the Company's shares as a result of a share consolidation or share split 2. When the Company offers newly issued shares at a low price[1] 3. When the Company offers convertible debentures at a low price[1] or offers warrants at a low price[1] 4. When the Company pays dividends, in whole or in part, in the form of newly issued shares to the shareholders 5. When the Company pays cash dividends in excess of the rate specified in the terms and conditions 6. When there is any other event of the same nature as items 1. to 5. which causes any benefit that the warrant holders would receive upon the exercise of the warrants to be diminished

Topic	Details
	In this regard, the definitions, the calculation formulas for the rights adjustment, and other additional details will be as specified in the terms and conditions In this regard, the Company will authorize the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person assigned by the Board of Directors, the Executive Committee or the Chief Executive Officer, to determine the conditions and other relevant details regarding the adjustment or change of the exercise ratio and the exercise price
Objectives of the Issuance of the Warrants and Benefits to the Company	To be used as working capital of the Company. Through the issuance of the Warrants No. 1, if the warrant holders exercise their right to purchase the Company's ordinary shares in full, the Company will receive additional funds totaling not more than THB 36,300,000.00
Benefits to Shareholders from the Capital Increase	If the holders of the Warrants No. 1 exercise their right to purchase the Company's newly issued ordinary shares under the warrants, the Company's shareholders will benefit from the Company being able to use the funds received for its future projects as appropriate and in line with the objectives of the issuance and allocation of the Warrants No. 1
Other Conditions	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person assigned by the Board of Directors, the Executive Committee or the Chief Executive Officer, shall be authorized to determine and change the criteria, conditions and details of the issuance and allocation of the Warrants No. 1 in all respects as deemed appropriate and within the powers prescribed by law, such as the allocation and the issue date of the Warrants No. 1, and shall have the authority to take any necessary and appropriate actions in connection with the issuance of the Warrants No. 1 in all respects, including but not limited to liaising with relevant parties, preparing, signing, certifying, endorsing and/or delivering any necessary or relevant documents, listing the Warrants No. 1 as listed securities on the SET, applying for approvals from the relevant authorities, and appointing sub-attorneys
Impact on Shareholders	Please see the details in the attachment on the following page

Remark: 1/ Low price refers to the Notification of the Office of the Securities and Exchange Commission No. SorJor. 46/2565 Re: Calculation of the Offering Price of Securities and Determination of the Market Price for Consideration of the Offering of Newly Issued Shares at a Low Price

Enclosure 2

Impact on Shareholders (Dilution Effects)

As the Warrants No. 1 (BTW-W1) are issued and allocated to the Company's existing shareholders who subscribe for and are allocated the convertible debentures issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering), there will be no impact on the shareholders as of the issue date of the warrants, on the assumption that the existing shareholders exercise their right to purchase ordinary shares under the warrants in full. However, if the Warrants No. 1 are exercised in full entirely by persons other than the existing shareholders, the impact on the shareholders will be as follows:

1. **Reduction in shareholding and voting rights (Control Dilution)**

1.1 In the case where the persons exercising the Warrants No. 1 are not all existing shareholders

$$\text{Control Dilution} = \frac{\text{Number of shares reserved for the exercise of BTW-W1}}{\text{Total number of paid-up shares} + \text{Number of shares reserved for the exercise of BTW-W1}}$$

$$= \frac{363{,}000{,}000}{756{,}000{,}000 + 363{,}000{,}000}$$

$$= 32.44\%$$

1.2 In the case where the persons exercising the conversion right of the Convertible Debentures No. 1/2027 and the persons exercising the Warrants No. 1 are not all existing shareholders

$$\text{Control Dilution} = \frac{\text{Number of shares reserved for the conversion of the Convertible Debentures No. 1/2027} + \text{Number of shares reserved for the exercise of BTW-W1}}{\text{Total number of paid-up shares} + \text{Number of shares reserved for the conversion of the Convertible Debentures No. 1/2027} + \text{Number of shares reserved for the exercise of BTW-W1}}$$

$$= \frac{15{,}000{,}000 + 363{,}000{,}000}{756{,}000{,}000 + 15{,}000{,}000 + 363{,}000{,}000}$$

$$= 33.33\%$$

In this regard, the impact in the case of the conversion of the Convertible Debentures No. 1/2027, the exercise of BTW-W1, the offering of RO shares, and the exercise of BTW-W2 in full at the same time (maximum impact scenario) can be found in **Enclosure 3**

2. Reduction in share price (Price Dilution)

In the case where the Warrants No. 1 are exercised in full, there will be a price reduction impact (Price Dilution) on the existing shareholders, with the calculation details as follows:

$$\text{Price Dilution} = \frac{\text{Market price before the offering} - \text{Market price after the offering}}{\text{Market price before the offering}}$$

$$= \frac{0.1266 - 0.1180}{0.1266}$$

$$= 6.79\%$$

Whereby the market price before the offering means the weighted average price of the Company's shares on the SET for 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2026, i.e., from 5 October 2026 to 28 October 2026, which is equal to THB 0.1266 per share

Whereby the market price after the offering is calculated as follows:

$$= \frac{\begin{array}{c}(\text{Market price before the offering} \times \text{Total number of paid-up shares}) \\ + (\text{Exercise price of BTW-W1} \times \\ \text{Number of shares reserved for the exercise of BTW-W1})\end{array}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of shares reserved for the exercise of BTW-W1}\end{array}}$$

$$= \frac{(0.1266 \times 756{,}000{,}000) + (0.10 \times 363{,}000{,}000)}{756{,}000{,}000 + 363{,}000{,}000}$$

$$= \text{THB } 0.1180 \text{ per share}$$

In this regard, the impact in the case of the conversion of the Convertible Debentures No. 1/2027, the exercise of BTW-W1, the offering of RO shares, and the exercise of BTW-W2 in full at the same time (maximum impact scenario) can be found in **Enclosure 3**

3. Reduction in earnings per share (EPS Dilution)

The reduction in earnings per share (EPS Dilution) cannot be calculated because the Company has an operating loss

Enclosure 3

Summary of Key Details of the Warrants to Purchase Ordinary Shares of

BT Wealth Industries Public Company Limited No. 2 (BTW-W2)

to be Allocated to the Company's Existing Shareholders Who Subscribe for and Are Allocated the Newly Issued Ordinary Shares

Issued and Offered to Existing Shareholders in Proportion to Their Shareholdings (Rights Offering), and the Impact on Shareholders (Edit)

Topic	Details
Issuer and Offeror of the Securities	BT Wealth Industries Public Company Limited (the "**Company**")
Name of the Warrants	Warrants to Purchase Ordinary Shares of BT Wealth Industries Public Company Limited No. 2 (the "**Warrants No. 2**" or "**BTW-W2**")
Type of Warrants	Named-holder and transferable
Address of the Warrant Issuer	No. 593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Road, Wang Thonglang Sub-district, Wang Thonglang District, Bangkok 10310
Number of Warrants Issued and Allocated	Not exceeding 567,000,000 units. The issuance and allocation of the Warrants No. 2 will be carried out upon approval from the Extraordinary General Meeting of Shareholders No. 1/2026
Number of Ordinary Shares Reserved for the Exercise of the Warrants	Not exceeding 567,000,000 shares, representing 30.00% of the total paid-up shares at present, combined with the shares issued for offering to the existing shareholders in proportion to their shareholdings, which are offered together with the warrants this time, or representing 50.00% of the total paid-up shares of the Company as of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026, when combined with the shares reserved for the exercise of all convertible securities of the Company, namely (1) the Convertible Debentures No. 1/2027, totaling 15,000,000 shares, and (2) the Warrants to Purchase Ordinary Shares of the Company No. 1, totaling 363,000,000 shares (the paid-up shares of the Company include the newly issued ordinary shares allocated for offering to the existing shareholders in proportion to their shareholdings, which are proposed to this shareholders' meeting for approval) In this regard, the number of shares reserved for the Warrants No. 2 (BTW-W2), when combined with the shares reserved by the Company for convertible debentures and/or warrants to purchase shares in this offering and other offerings, shall not exceed 50.00% of the total paid-up shares of the Company

Topic	Details
	* Calculation of the proportion of ordinary shares reserved for the exercise of the Warrants No. 2 (BTW-W2): $= \frac{\text{Number of ordinary shares reserved for the exercise of BTW-W2}}{\text{Total number of paid-up ordinary shares + Number of RO shares}}$ $= \frac{567,000,000}{756,000,000 + 1,134,000,000}$ $= 30.00\%$ *Calculation of the proportion of ordinary shares reserved for the exercise of BTW-W2 when combined with the shares reserved by the Company for convertible debentures and/or warrants in this offering and other offerings: $= \frac{\text{Number of shares reserved for the convertible debentures offered to existing shareholders No. 1/2027 + Number of ordinary shares reserved for the exercise of BTW-W1 + Number of ordinary shares reserved for the exercise of BTW-W2}}{\text{Total number of paid-up ordinary shares + Number of shares under the RO}}$ $= \frac{15,000,000 + 363,000,000 + 567,000,000}{756,000,000 + 1,134,000,000}$ $= 50.00\%$ *Calculation of the proportion of ordinary shares reserved for the conversion of the convertible debentures and Warrants No. 1 can be found in **Enclosure 1** *and* **Enclosure 2**, respectively
Offering Method	To be offered and allocated to the Company's existing shareholders who subscribe for and are allocated the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering) (the "**RO Shares**") (not exceeding 1,134,000,000 shares, at a ratio of 2 existing ordinary shares to 3 RO shares, at an offering price of THB 0.05 per share) free of charge (THB zero), at a ratio of 2 RO shares to 1 unit of Warrant No. 2 (any fraction resulting from the calculation shall be disregarded) In this regard, persons exercising the right to purchase ordinary shares of the Company under the Warrants No. 2 need not be shareholders of the Company
Offering Price per Unit	THB 0 per unit (THB zero)
Term of the Warrants	5 years from the issue date of the Warrants

Enclosure 3

Topic	Details
Issue and Offering Date of the Warrants	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person assigned by the Board of Directors, the Executive Committee or the Chief Executive Officer, shall have the authority to determine the issue date of the Warrants No. 2 after approval from the Extraordinary General Meeting of Shareholders No. 1/2026
Exercise Ratio	1 unit of warrant to 1 ordinary share of the Company (subject to change in accordance with the rights adjustment conditions)
Exercise Price	THB 0.10 per share, except in the case of an adjustment of the exercise price in accordance with the rights adjustment conditions However, the exercise price of the Warrants No. 2, which is equal to THB 0.10 per share, is lower than the par value of the Company's shares of THB 0.50 per share. Since the Company has accumulated losses as shown in the financial statements for the year ended 31 December 2025, audited by a certified public accountant, and the interim financial statements for the six-month period ended 30 June 2026, reviewed by a certified public accountant, the Company may set the exercise price for the purchase of ordinary shares under the warrants below the par value of the Company's shares, but not lower than THB 0.01 per share, upon approval from the shareholders' meeting and with a fixed discount rate, pursuant to Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended)
Exercise Period	The holders of the Warrants No. 2 may exercise their rights under the warrants every 3 months from the date of issuance and offering of the Warrants No. 2
First Exercise Date	The rights may be exercised after 3 months from the date of issuance and offering of the Warrants No. 2
Last Exercise Date	The date on which the Warrants No. 2 reach 5 years from the issue date of the Warrants No. 2. If the last exercise date falls on a non-business day of the Company, the last exercise date shall be moved to the business day immediately preceding such exercise date
Period for Notification of Intention to Exercise	Holders of the Warrants No. 2 who wish to exercise their right to purchase the Company's ordinary shares must notify their intention to exercise such right between 8:00 a.m. and 6:00 p.m. within 5 business days prior to each exercise date (the "**Notification Period**"). For the last exercise, the notification period shall be within 15 days prior to the last exercise date (the "**Last Notification Period**")

Enclosure 3

Topic	Details
Irrevocability of the Notification of Intention to Exercise	Once a warrant holder has notified its intention to exercise the right to purchase the Company's ordinary shares under the Warrants No. 2, the warrant holder may not revoke such notification, unless written consent is obtained from the Company
Offering Period	The offering shall be completed within 1 year from the date on which the shareholders' meeting resolves to approve the issuance and allocation of the Warrants No. 2, whereby the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person assigned by the Board of Directors, the Executive Committee or the Chief Executive Officer, shall determine the conditions and further details
Warrant Registrar	Thailand Securities Depository Company Limited
Secondary Market for the Warrants	The Company will list the Warrants No. 2 as listed securities on the Stock Exchange of Thailand (the **"SET"**)
Secondary Market for the Ordinary Shares Arising from the Exercise	The Company will list the ordinary shares arising from the exercise of the Warrants No. 2 as listed securities on the SET
Other Rights and Benefits	The ordinary shares issued upon the exercise of the Warrants No. 2 shall have the same rights and status in all respects as the Company's previously issued ordinary shares
Events Requiring the Issuance of New Shares to Accommodate a Change in the Exercise of Rights	To ensure that the benefits of the holders of the Warrants No. 2 are not diminished, the Company will adjust the exercise price and the exercise ratio upon the occurrence of any of the events specified in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for and Approval of the Offering of Warrants to Purchase Newly Issued Shares and Newly Issued Shares Reserved for the Exercise of Warrants, dated 15 December 2008 (as amended), including the following events: 1. When there is a change in the par value of the Company's shares as a result of a share consolidation or share split 2. When the Company offers newly issued shares at a low price[1] 3. When the Company offers convertible debentures at a low price[1] or offers warrants at a low price[1]

Topic	Details
	4. When the Company pays dividends, in whole or in part, in the form of newly issued shares to the shareholders 5. When the Company pays cash dividends in excess of the rate specified in the terms and conditions 6. When there is any other event of the same nature as items 1. to 5. which causes any benefit that the warrant holders would receive upon the exercise of the warrants to be diminished In this regard, the definitions, the calculation formulas for the rights adjustment, and other additional details will be as specified in the terms and conditions In this regard, the Company will authorize the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person assigned by the Board of Directors, the Executive Committee or the Chief Executive Officer, to determine the conditions and other relevant details regarding the adjustment or change of the exercise ratio and the exercise price
Objectives of the Issuance of the Warrants and Benefits to the Company	To be used as working capital of the Company. Through the issuance of the Warrants No. 2, if the warrant holders exercise their right to purchase the Company's ordinary shares in full, the Company will receive additional funds totaling not more than THB 56,700,000.00
Benefits to Shareholders from the Capital Increase	If the holders of the Warrants No. 2 exercise their right to purchase the Company's newly issued ordinary shares under the warrants, the Company's shareholders will benefit from the Company being able to use the funds received for its future projects as appropriate and in line with the objectives of the issuance and allocation of the Warrants No. 2
Other Conditions	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person assigned by the Board of Directors, the Executive Committee or the Chief Executive Officer shall be authorized to determine and change the criteria, conditions and details of the issuance and allocation of the Warrants No. 2 in all respects as deemed appropriate and within the powers prescribed by law, such as the allocation and the issue date of the Warrants No. 2, and shall have the authority to take any necessary and appropriate actions in connection with the issuance of the Warrants No. 2 in all respects, including but

Topic	Details
	not limited to liaising with relevant parties, preparing, signing, certifying, endorsing and/or delivering any necessary or relevant documents, listing the Warrants No. 2 as listed securities on the SET, applying for approvals from the relevant authorities, and appointing sub-attorneys
Impact on Shareholders	Please see the details in the attachment on the following page

Remark: 1/ Low price refers to the Notification of the Office of the Securities and Exchange Commission No. SorJor. 46/2565 Re: Calculation of the Offering Price of Securities and Determination of the Market Price for Consideration of the Offering of Newly Issued Shares at a Low Price

Enclosure 3

Impact on Shareholders (Dilution Effects)

As the Warrants No. 2 (BTW-W2) are issued and allocated to the Company's existing shareholders who subscribe for and are allocated the RO shares issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering), there will be no impact on the shareholders as of the issue date of the warrants, on the assumption that the existing shareholders subscribe for the RO shares and exercise their right to purchase ordinary shares under the warrants in full. However, if the existing shareholders do not subscribe for the RO shares and/or the Warrants No. 2 are exercised in full entirely by persons other than the existing shareholders, the impact on the shareholders will be as follows:

1. **Reduction in shareholding and voting rights (Control Dilution)**

1.1 In the case where the persons exercising the Warrants No. 2 are not all existing shareholders (after the RO shares have been offered in full)

$$\text{Control Dilution} = \frac{\text{Number of shares reserved for the exercise of BTW-W2}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of RO shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}$$

$$= \frac{567{,}000{,}000}{756{,}000{,}000 + 1{,}134{,}000{,}000 + 567{,}000{,}000}$$

$$= 23.08\%$$

1.2 In the case where the existing shareholders do not subscribe for the RO shares and the persons exercising the Warrants No. 2 are not all existing shareholders

$$\text{Control Dilution} = \frac{\begin{array}{c}\text{Number of RO shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of RO shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}$$

$$= \frac{1{,}134{,}000{,}000 + 567{,}000{,}000}{756{,}000{,}000 + 1{,}134{,}000{,}000 + 567{,}000{,}000}$$

$$= 69.23\%$$

1.3 In the case of the conversion of the Convertible Debentures No. 1/2027, the exercise of BTW-W1, the offering of RO shares, and the exercise of BTW-W2, all in full at the same time, entirely by persons other than the existing shareholders (maximum impact scenario)

$$\text{Control Dilution} = \frac{\begin{array}{c}\text{Number of shares reserved for the conversion} \\ \text{of the Convertible Debentures No. 1/2027} \\ + \text{Number of shares reserved for the exercise of BTW-W1} \\ + \text{Number of RO shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of shares reserved for the conversion} \\ \text{of the Convertible Debentures No. 1/2027} \\ + \text{Number of shares reserved for the exercise of BTW-W1} \\ + \text{Number of RO shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}$$

$$= \frac{15{,}000{,}000 + 363{,}000{,}000 + 1{,}134{,}000{,}000 + 567{,}000{,}000}{756{,}000{,}000 + 15{,}000{,}000 + 363{,}000{,}000 + 1{,}134{,}000{,}000 + 567{,}000{,}000}$$

$$= 73.33\%$$

2. **Reduction in share price (Price Dilution)**

Whereby the market price before the offering refers to the weighted average price of the Company's shares on the SET for the 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2026, i.e., from 5 October 2026 to 28 October 2026, which is equal to THB 0.1266 per share.

2.1 In the case where the RO shares are offered and the Warrants No. 2 are exercised in full

$$\text{Price Dilution} = \frac{\text{Market price before the offering} - \text{Market price after the offering}}{\text{Market price before the offering}}$$

$$= \frac{0.1266 - 0.0851}{0.1266}$$

$$= 32.78\%$$

Whereby the market price after the offering is calculated as follows:

$$= \frac{\begin{array}{c}(\text{Market price before the offering} \\ \times \text{ Total number of paid-up shares}) \\ + (\text{Offering price of RO shares} \times \text{Number of RO shares}) \\ + (\text{Exercise price of BTW-W2} \times \text{Number of shares reserved} \\ \text{for the exercise of BTW-W2})\end{array}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of RO shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}$$

$$= \frac{(0.1266 \times 756{,}000{,}000) + (0.05 \times 1{,}134{,}000{,}000) + (0.10 \times 567{,}000{,}000)}{756{,}000{,}000 + 1{,}134{,}000{,}000 + 567{,}000{,}000}$$

$$= 0.0851 \text{ baht per share}$$

2.2 In the case of the conversion of the Convertible Debentures No. 1/2027, the exercise of BTW-W1, the offering of RO shares, and the exercise of BTW-W2, all in full at the same time (maximum impact scenario)

$$\text{Price Dilution} = \frac{\text{Market price before the offering} - \text{Market price after the offering}}{\text{Market price before the offering}}$$

$$= \frac{0.1266 - 0.0971}{0.1266}$$

$$= 23.30\%$$

Whereby the market price after the offering is calculated as follows:

$$= \frac{\begin{array}{c}(\text{Market price before the offering} \times \text{Total number of paid-up shares}) \\ + (\text{Exercise price of BTW-W1} \times \text{Number of shares reserved for the exercise of BTW-W1}) \\ + (\text{Offering price of RO shares} \times \text{Number of RO shares}) \\ + (\text{Exercise price of BTW-W2} \times \text{Number of shares reserved for the exercise of BTW-W2}) \\ + (\text{Conversion price of the Convertible Debentures No. 1/2027} \times \text{Number of shares reserved for the Convertible Debentures No. 1/2027})\end{array}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of shares reserved for the exercise of BTW-W1} \\ + \text{Number of RO shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2} \\ + \text{Number of shares reserved for the Convertible Debentures No. 1/2027}\end{array}}$$

$$= \frac{\begin{array}{c}(0.1266 \times 756{,}000{,}000) + (0.10 \times 363{,}000{,}000) \\ + (0.05 \times 1{,}134{,}000{,}000) + (0.10 \times 567{,}000{,}000) \\ + (2.00 \times 15{,}000{,}000)\end{array}}{756{,}000{,}000 + 363{,}000{,}000 + 1{,}134{,}000{,}000 + 567{,}000{,}000 + 15{,}000{,}000}$$

$$= 0.0971 \text{ baht per share}$$

3. **Reduction in earnings per share (EPS Dilution)**

The reduction in earnings per share (EPS Dilution) cannot be calculated because the Company has an operating loss

Enclosure 4

(F53-4)

Capital Increase Report Form

BT Wealth Industries Public Company Limited

29 October 2026 (Edit)

We, BT Wealth Industries Public Company Limited (the "**Company**"), hereby report the resolutions of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026 regarding the capital reduction, capital increase and allocation of newly issued shares as follows:

1. **Capital Reduction and Registered Capital Increase**

1.1 **Registered Capital Reduction**

The Board of Directors resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the reduction of the Company's registered capital by THB 187,500,000.00, from the existing registered capital of THB 565,500,000.00, divided into 1,131,000,000 ordinary shares with a par value of THB 0.50 per share, to the new registered capital of THB 378,000,000.00, divided into 756,000,000 ordinary shares with a par value of THB 0.50 per share, by cancelling 375,000,000 unissued ordinary shares, comprising 25,000,000 newly issued ordinary shares reserved for the conversion of the Convertible Debentures No. 1/2025 pursuant to the resolution of the 2025 Annual General Meeting of Shareholders held on 22 April 2025, and 350,000,000 shares reserved for the exercise of the Warrants No. 1 (BTW-W1) pursuant to the resolution of the 2025 Annual General Meeting of Shareholders held on 22 April 2025

1.2 **Registered Capital Increase**

The Board of Directors resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the increase of the Company's registered capital by THB 1,152,900,000.00, from the existing registered capital of THB 378,000,000.00, divided into 756,000,000 ordinary shares with a par value of THB 0.50 per share, to the new registered capital of THB 1,530,900,000.00, divided into 3,061,800,000 ordinary shares with a par value of THB 0.50 per share, through the issuance of not more than 2,305,800,000 newly issued ordinary shares with a par value of THB 0.50 per share to accommodate (1) the conversion of the convertible debentures, not exceeding 15,000,000 shares; (2) the exercise of BTW-W1, not exceeding 363,000,000 shares; (3) the offering of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering), not exceeding 1,134,000,000 shares; (4) the exercise of BTW-W2, not exceeding 567,000,000 shares; (5) the allocation of newly issued ordinary shares under a general mandate (General Mandate) for offering to existing shareholders in proportion to their shareholdings (Rights Offering), not exceeding 151,200,000 shares; and (6) the allocation of newly issued ordinary shares under a general mandate (General Mandate) for offering to persons in limited number (Private Placement), not exceeding 75,600,000 shares. The capital increase is as follows:

Capital Increase	Type of Shares	Number of Shares	Par Value (THB per share)	Total (THB)
☐ Specifying the purpose of use of proceeds	Ordinary shares Preferred shares	2,079,000,000 -	0.50 -	1,039,500,000.00 -
☐ General Mandate	Ordinary shares Preferred shares	226,800,000 -	0.50 -	113,400,000.00 -

2. **Allocation of Newly Issued Shares**

2.1 **Specifying the Purpose of Use of Proceeds**

Allocated to	Number of Shares	Ratio (Existing : New)	Offering Price (THB per share)	Subscription and Payment Date and Time	Remarks
To accommodate the conversion of the convertible debentures offered to existing shareholders in proportion to their shareholdings (Rights Offering)	Not exceeding 15,000,000	25,200 existing shares : 1 unit of convertible debenture	Offering price of THB 1,000 per unit of convertible debenture	5 - 11 January 2027[1]	Please see the notes below

Enclosure 4

Allocated to	Number of Shares	Ratio (Existing : New)	Offering Price (THB per share)	Subscription and Payment Date and Time	Remarks
To accommodate the exercise of the Warrants to Purchase Ordinary Shares of the Company No. 1 (BTW-W1)	Not exceeding 363,000,000	1 unit of convertible debenture : 12,100 units of BTW-W1	Allocated free of charge (THB zero) to the Company's existing shareholders who subscribe for and are allocated the convertible debentures issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering)	Upon approval from the Extraordinary General Meeting of Shareholders No. 1/2026, the issuance and allocation shall be completed within 1 year from the date on which the shareholders' meeting resolves to approve it	Please see the notes below
Existing shareholders in proportion to their shareholdings (Rights Offering)	Not exceeding 1,134,000,000	2 existing shares : 3 new shares	0.05	Upon approval from the Extraordinary General Meeting of Shareholders No. 1/2026, the issuance and allocation shall be completed within 1 year from the date on which the shareholders' meeting resolves to approve it	Please see the notes below

Enclosure 4

Allocated to	Number of Shares	Ratio (Existing : New)	Offering Price (THB per share)	Subscription and Payment Date and Time	Remarks
To accommodate the exercise of the Warrants to Purchase Ordinary Shares of the Company No. 2 (BTW-W2)	Not exceeding 567,000,000	2 RO Shares : 1 unit of BTW-W2	Allocated free of charge (THB zero) to the Company's existing shareholders who subscribe for and are allocated the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering)	Upon approval from the Extraordinary General Meeting of Shareholders No. 1/2026, the issuance and allocation shall be completed within 1 year from the date on which the shareholders' meeting resolves to approve it	Please see the notes below
Total	**Not exceeding 2,079,000,000**				

1/ Subject to change depending on the date of the shareholders' meeting

Remarks:

The Board of Directors passed resolutions at the Board of Directors' Meeting No. 6/2026 held on 29 October 2026, the key resolutions of which are summarized as follows:

1. Resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the reduction of the Company's registered capital by THB 187,500,000.00, from the existing registered capital of THB 565,500,000.00, divided into 1,131,000,000 ordinary shares with a par value of THB 0.50 per share, to the new registered capital of THB 378,000,000.00, divided into 756,000,000 ordinary shares with a par value of THB 0.50 per share, by cancelling 375,000,000 unissued ordinary shares, comprising 25,000,000 newly issued ordinary shares reserved for the conversion of the Convertible Debentures No. 1/2025 and 350,000,000 shares reserved for the exercise of the Warrants to Purchase Ordinary Shares of the Company No. 1 (BTW-W1), pursuant to the resolution of the 2025 Annual General Meeting of Shareholders held on 22 April 2025

2. Resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the increase of the Company's registered capital by THB 1,152,900,000.00, from the existing registered capital of THB 378,000,000.00, divided into 756,000,000 ordinary shares with a par value of THB 0.50 per share, to the new registered capital of THB 1,530,900,000.00, divided into 3,061,800,000 ordinary shares with a par value of THB 0.50 per share, through the issuance of not more than 2,305,800,000 newly issued ordinary shares with a par value of THB 0.50 per share to accommodate the conversion of the

convertible debentures, not exceeding 15,000,000 shares; the exercise of BTW-W1, not exceeding 363,000,000 shares; the offering of RO Shares, not exceeding 1,134,000,000 shares; the exercise of BTW-W2, not exceeding 567,000,000 shares; the allocation of newly issued ordinary shares under a general mandate (General Mandate) for offering to existing shareholders in proportion to their shareholdings (Rights Offering), not exceeding 151,200,000 shares; and the allocation of newly issued ordinary shares under a general mandate (General Mandate) for offering to persons in limited number (Private Placement), not exceeding 75,600,000 shares

3. Resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the issuance and offering of not more than 30,000 units of convertible debentures in total, at an offering price of THB 1,000 per unit, with a total offering value of not more than THB 30,000,000.00, to the Company's existing shareholders entitled to the allocation in proportion to their shareholdings (Rights Offering), at an allocation ratio of 25,200 existing shares to 1 unit of convertible debenture, with a conversion price of THB 2.00 per share, representing a conversion ratio of 1 unit of convertible debenture to 500 ordinary shares. Other key details and conditions of the convertible debentures are set out in the Summary of Key Details of the Convertible Debentures of BT Wealth Industries Public Company Limited No. 1/2027 to be Issued and Offered to Existing Shareholders in Proportion to Their Shareholdings (Rights Offering) (**"Enclosure** 1")

4. Resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the issuance and allocation of the Warrants to Purchase Ordinary Shares of the Company No. 1 (BTW-W1) (**"BTW-W1"**) in an amount not exceeding 363,000,000 units, representing 48.02% of the total paid-up shares of the Company as of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026, to the Company's existing shareholders who subscribe for and are allocated the convertible debentures issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering), free of charge (THB zero), at a ratio of 1 unit of convertible debenture to 12,100 units of BTW-W1. The warrants will have a term of 5 years from the issue date, an exercise ratio of 1 unit of warrant to 1 ordinary share, and an exercise price of THB 0.10 per share (except in the case of an adjustment of the exercise price). Brief details of BTW-W1 are set out in the Summary of Key Details of the Warrants to Purchase Ordinary Shares of BT Wealth Industries Public Company Limited No. 1 (BTW-W1) to be Allocated to the Company's Existing Shareholders Who Subscribe for and Are Allocated the Convertible Debentures Issued and Offered to Existing Shareholders in Proportion to Their Shareholdings (Rights Offering), and the Impact on Shareholders ("**Enclosure** 2")

5. Resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the issuance and allocation of the Warrants to Purchase Ordinary Shares of the Company No. 2 (BTW-W2) (**"BTW-W2"**) in an amount not exceeding 567,000,000 units, representing 30.00% of the total paid-up shares of the Company as of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026, when combined with the newly issued ordinary shares offered to existing shareholders in proportion to their shareholdings (Rights Offering) (**"RO Shares"**) this time, to the Company's existing shareholders who subscribe for and are allocated the RO Shares, free of charge (THB zero), at a ratio of 2 RO Shares to 1 unit of BTW-W2 (any fraction resulting from the calculation shall be disregarded). The warrants will have a term of 5 years from the issue date, an exercise ratio of 1 unit of warrant to 1 ordinary share, and an exercise price of THB 0.10 per share (except in the case of an adjustment of the exercise price). Brief details of BTW-W2 are set out in the Summary of Key Details of the Warrants to Purchase Ordinary Shares of BT Wealth Industries Public Company Limited No. 2 (BTW-W2) to be Allocated to the Company's Existing

Shareholders Who Subscribe for and Are Allocated the Newly Issued Ordinary Shares Issued and Offered to Existing Shareholders in Proportion to Their Shareholdings (Rights Offering), and the Impact on Shareholders ("**Enclosure** 3")

6. Resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the allocation of not more than 2,305,800,000 newly issued ordinary shares with a par value of THB 0.50 per share to accommodate the conversion of the convertible debentures, the exercise of BTW-W1, the offering of the RO Shares, the exercise of BTW-W2, and the allocation of newly issued ordinary shares under a general mandate (General Mandate), with details as follows:

   6.1 Allocation of not more than 15,000,000 newly issued ordinary shares in total, with a par value of THB 0.50 per share, to accommodate the conversion of not more than 30,000 units of convertible debentures in total, at an offering price of THB 1,000 per unit, with a total offering value of not more than THB 30,000,000.00, to the Company's existing shareholders entitled to the allocation in proportion to their shareholdings (Rights Offering), with a conversion ratio of 1 unit of convertible debenture to 500 ordinary shares (any fractions shall be disregarded in all cases) and a conversion price of THB 2.00 per share. Such conversion price and conversion ratio may change upon the occurrence of a rights adjustment event in accordance with the conditions to be specified in the terms and conditions

   6.2 Allocation of not more than 363,000,000 newly issued ordinary shares in total, with a par value of THB 0.50 per share, to accommodate the exercise of BTW-W1, representing 48.02% of the total paid-up shares of the Company as of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026, to the Company's existing shareholders who subscribe for and are allocated the convertible debentures issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering), free of charge (THB zero), at a ratio of 1 unit of convertible debenture to 12,100 units of BTW-W1, totaling not more than 363,000,000 units, with an exercise price of THB 0.10 per share (except in the case of a rights adjustment)

   6.3 Allocation of not more than 1,134,000,000 newly issued ordinary shares in total, with a par value of THB 0.50 per share, for offering to existing shareholders in proportion to their shareholdings (Rights Offering) at an allocation ratio of 2 existing ordinary shares to 3 newly issued ordinary shares (any fractional shares resulting from the calculation shall be disregarded), at an offering price of THB 0.05 per share, totaling not more than THB 56,700,000. Existing shareholders may subscribe in excess of their entitlement (Oversubscription). Details are set out in the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to Their Shareholdings (Rights Offering) and the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 2 (BTW-W2) ("**Enclosure 5**")

   6.4 Allocation of not more than 567,000,000 newly issued ordinary shares in total, with a par value of THB 0.50 per share, to accommodate the exercise of BTW-W2, representing 30.00% of the total paid-up shares of the Company as of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026 (the total paid-up shares of the Company include the newly issued ordinary shares allocated for offering to existing shareholders in proportion to their shareholdings, which are proposed to this shareholders' meeting for approval), to the Company's existing shareholders who subscribe for and are allocated the RO Shares, free of charge (THB zero), at a ratio of 2 RO Shares to 1 unit of BTW-W2 (any fraction resulting from the calculation shall be disregarded), totaling not more than 567,000,000 units, with an exercise price of THB 0.10 per share (except in the case of a rights adjustment)

6.5 Allocation of not more than 226,800,000 newly issued ordinary shares under a general mandate (General Mandate), with a par value of THB 0.50 per share, representing not more than 30% of the Company's paid-up capital as of the date on which the Board of Directors resolved to increase the registered capital under a general mandate (General Mandate), with details as follows:

(1) Allocation of not more than 151,200,000 newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering) (not exceeding 20% of the Company's paid-up capital), with a par value of THB 0.50 per share, whereby the Board of Directors and/or any person authorized by the Board of Directors shall be authorized to determine the offering price, the allocation ratio, the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares (Record Date), as well as other relevant conditions and details

(2) Allocation of not more than 75,600,000 newly issued ordinary shares to persons in limited number (Private Placement) (not exceeding 10% of the Company's paid-up capital), with a par value of THB 0.50 per share, who must not be connected persons of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 46/2568 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2568 (2025). The offering price must not be a low price under the criteria prescribed in the Notification of the Capital Market Supervisory Board concerning the application for and approval of the offering of shares to persons in limited number, and the offering price of newly issued shares to persons in limited number must be the best price according to market conditions during the offering period, which shall not be lower than 90% of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares to Persons in Limited Number, dated 28 December 2022 (as amended). The market price means the weighted average trading price of the Company's ordinary shares on the SET for not less than 7 consecutive business days and not more than 15 consecutive business days prior to the date on which the offering price is determined for each allocation of newly issued shares

2.2 General Mandate

Allocated to	Number of Shares	Percentage of Paid-up Capital	Offering Price (THB per share)	Subscription and Payment Date and Time	Remarks
Existing shareholders in proportion to their shareholdings (Rights Offering)	Not exceeding 151,200,000	Not exceeding 20.00%	As determined by the Board of Directors	By the date of the Company's next annual general meeting of shareholders or by the date on which the next annual general meeting of shareholders is required by law to be held, whichever is earlier	Please see Note (1)
Persons in limited number (Private Placement)	Not exceeding 75,600,000	Not exceeding 10.00%	Not lower than 90% of the market price	By the date of the Company's next annual general meeting of shareholders or by the date on which the next annual general meeting of shareholders is required by law to be held, whichever is earlier	Please see Note (2)
Total	**Not exceeding 226,800,000**	**Not exceeding 30.00%**			

Remarks:

(1) Allocation of not more than 151,200,000 newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering) (not exceeding 20% of the Company's paid-up capital), with a par value of THB 0.50 per share, whereby the Board of Directors and/or any person authorized by the Board of Directors shall be authorized to determine the offering price, the allocation ratio, the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares (Record Date), as well as other relevant conditions and details

(2) Allocation of not more than 75,600,000 newly issued ordinary shares to persons in limited number (Private Placement) (not exceeding 10% of the Company's paid-up capital), with a par value of THB 0.50 per share, who must not be connected persons of the Company

under the Notification of the Capital Market Supervisory Board No. TorJor. 46/2568 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2568 (2025). The offering price must not be a low price under the criteria prescribed in the Notification of the Capital Market Supervisory Board concerning the application for and approval of the offering of shares to persons in limited number, and the offering price of newly issued shares to persons in limited number must be the best price according to market conditions during the offering period, which shall not be lower than 90% of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Shares to Persons in Limited Number, dated 28 December 2022 (as amended). The market price means the weighted average trading price of the Company's ordinary shares on the SET for not less than 7 consecutive business days and not more than 15 consecutive business days prior to the date on which the offering price is determined for each allocation of newly issued shares

However, upon the allocation of newly issued ordinary shares under (1) and/or (2) above, the increased paid-up capital shall not exceed 30% of the Company's paid-up capital as of the date on which the Board of Directors resolved to increase the registered capital under a general mandate (General Mandate), or not more than 226,800,000 shares, and for the allocation of newly issued ordinary shares under (2), the increased paid-up capital shall not exceed 10% of the paid-up capital as of such date, or not more than 75,600,000 shares. As of the date on which the Board of Directors resolved to increase the registered capital under a general mandate (General Mandate), the Company had paid-up capital of THB 378,000,000.00, divided into 756,000,000 ordinary shares with a par value of THB 0.50 per share

The allocation of newly issued ordinary shares under the general mandate (General Mandate) above must be completed by the date of the Company's next annual general meeting of shareholders or by the date on which the next annual general meeting of shareholders is required by law to be held, whichever is earlier

The Board of Directors proposed that the shareholders' meeting consider authorizing the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person authorized by them, to determine and change the criteria, conditions and details of the allocation of newly issued ordinary shares under the general mandate (General Mandate) in all respects as deemed appropriate and within the scope of powers prescribed by law, including but not limited to determining the offering price and allocation ratio, selecting investors, liaising with relevant parties, preparing, signing and delivering any necessary or relevant documents, listing such newly issued ordinary shares as listed securities on the SET, applying for approvals from the relevant authorities, and appointing sub-attorneys

2.3 Company's Procedures in the Case of Fractional Shares

Any fractional shares shall be disregarded in all cases

3. Date of the Shareholders' Meeting to Approve the Capital Reduction, Capital Increase and Allocation of Newly Issued Shares

The Extraordinary General Meeting of Shareholders No. 1/2026 is scheduled to be held on 14 December 2026 at 2:00 p.m. via electronic means (E-Meeting) pursuant to the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws and regulations, and the date for determining the names of shareholders entitled to attend the shareholders' meeting is set on 20 November 2026 (Record Date)

4. Application for Approval of the Capital Increase/Allocation of Newly Issued Shares to Relevant Government Agencies and Conditions of Such Application (if any)

4.1 Approval from the Extraordinary General Meeting of Shareholders No. 1/2026

4.2 The Company will register the capital reduction, the capital increase and the amendment to its Memorandum of Association with the Department of Business Development, Ministry of Commerce, within 14 days from the date on which the shareholders' meeting resolves to approve the reduction and increase of the registered capital, and will register the change in paid-up capital within 14 days from the date on which full payment for the shares is received

4.3 The Company will apply to the Stock Exchange of Thailand for approval to list the ordinary shares arising from the conversion of the convertible debentures, the newly issued ordinary shares offered to existing shareholders in proportion to their shareholdings, the ordinary shares arising from the exercise of BTW-W1 and BTW-W2, the newly issued ordinary shares issued and offered under the general mandate (General Mandate), as well as BTW-W1 and BTW-W2, as listed securities

5. Objectives of the Capital Increase and Use of the Additional Proceeds

If the convertible debentures and the newly issued ordinary shares offered to existing shareholders in proportion to their shareholdings (Rights Offering) are fully subscribed, and BTW-W1 and BTW-W2 are fully exercised, the Company will receive total proceeds of approximately THB 179,700,000 (excluding the proceeds from the capital increase under the general mandate (General Mandate), which cannot be determined at this time as the offering price will be determined later). The objectives of the capital increase, by type of capital increase, and the use of the additional proceeds are summarized as follows:

No.	Objective	Amount (THB)	Timeline	Source of Funds
1.	As working capital	30,000,000	Within 2027	Convertible debentures
2.	As working capital	36,300,000	Within 2032	Exercise of BTW-W1
3.	As working capital	56,700,000	Within 2027	RO Shares
4.	As working capital	56,700,000	Within 2032	Exercise of BTW-W2
	Total	**179,700,000**		

The capital increase under the general mandate (General Mandate) is intended to serve as a source of funds to support future investment plans in a timely manner, providing the Company with readiness and financial flexibility for projects, investments or reserve funds for future operations. However, the amount and timeline for the use of proceeds remain uncertain and depend on the amount of funds the Company is able to raise in the future, market conditions and the appropriateness of each circumstance

Remarks

The proportion of the use of proceeds may change depending on the Company' s fundraising capability, the appropriateness of investment in each circumstance, and opportunities to invest in any other new projects or businesses in the future that the Company considers to offer good returns and to be beneficial to the Company and its shareholders. The Company will duly comply with the rules of the SET on acquisition or disposition of assets and/or connected transactions

6. Benefits to the Company from the Capital Increase/Allocation of Newly Issued Shares

6.1 To increase working capital and strengthen the financial liquidity of the Company's business operations

6.2 To provide the Company with reserve funds for future business expansion, including related businesses and extensions of its existing business, in order to increase revenue and generate good returns for the Company, which will enable the Company to pay dividends to shareholders in the future if its operating results achieve the targeted profits

6.3 The offering of the convertible debentures and the RO Shares to existing shareholders in proportion to their shareholdings, together with the warrants, will enable the Company to receive funds within a short period of time, maintain its financial liquidity and overall business continuity, and strengthen the Company's financial structure

7. **Benefits to Shareholders from the Capital Increase/Allocation of Newly Issued Shares**

7.1 Benefits from the capital increase to accommodate the issuance and offering of the Convertible Debentures No. 1/2027 to existing shareholders in proportion to their shareholdings (Rights Offering)

The Company' s existing shareholders will have the opportunity to invest in debt instruments that may be converted into ordinary shares of the Company in the future. Until conversion, the convertible debenture holders will be protected in the same manner as the Company' s ordinary creditors and will receive interest as specified in the terms and conditions. When the convertible debenture holders consider it appropriate and/or in accordance with the conditions specified in the terms and conditions, they may exercise their right to convert the convertible debentures into ordinary shares of the Company, providing an opportunity to gain from future share price differences. In addition, they will be allocated BTW-W1 free of charge

7.2 Benefits from the capital increase for the offering of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering)

All existing shareholders will receive the equal right to subscribe for newly issued ordinary shares in proportion to their shareholdings. If existing shareholders subscribe for shares in full according to their entitlement, they will not be affected by the reduction in shareholding proportion (Control Dilution). In addition, they will be allocated BTW-W2 free of charge

7.3 Benefits from the capital increase to accommodate the exercise of BTW-W1 and BTW-W2

- Warrant holders will benefit from exercising their right to purchase the Company's newly issued ordinary shares under the warrants. If the exercise price is lower than the trading price of the Company's shares on the SET, warrant holders will be able to exercise their right to purchase the Company's ordinary shares at a price lower than the market price
- The Company will list the warrants on the SET; therefore, shareholders who are allocated the warrants will be able to trade the warrants on the SET

7.4 Dividend Policy

The Company has a policy to pay annual dividends at a rate of not less than 40% of the net profit according to its separate financial statements, after deducting legal reserves and other reserves (if any). Such dividend payments will depend on cash flow, operating results, financial structure and other relevant factors. Subscribers of the newly issued ordinary shares and persons exercising the warrants or converting the convertible debentures will be entitled to receive dividends in the same manner as the Company's shareholders in all respects once they have been registered as shareholders of the Company

8. **Other Details Necessary for Shareholders' Decision-Making in Approving the Capital Increase/Allocation of Newly Issued Shares**

- The capital increase and allocation of newly issued ordinary shares this time, in respect of the capital increase specifying the purpose of use of proceeds (to accommodate the conversion of the convertible debentures, the exercise of BTW-W1, the offering of the RO Shares and the exercise of BTW-W2), will have an impact on the Company's existing shareholders, the details of which are set out in **Enclosures 1, 2, 3 and 5** (under the Dilution Effect section) of the report on the resolutions of the Board of Directors' Meeting No. 6/2026
- The Company's existing shareholders are entitled to be allocated the convertible debentures in proportion to their shareholdings (Rights Offering) at an allocation ratio of 25,200 existing shares to 1 unit of convertible debenture (any fractions resulting from the calculation shall be disregarded in all cases). Any shareholder holding fewer than 25,200 shares will not be entitled to subscribe for the convertible debentures according to their pro rata entitlement (but may subscribe in excess of their entitlement)
- The granting of the rights to subscribe for the RO Shares and the convertible debentures remains uncertain, as it is subject to approval from the Extraordinary General Meeting of Shareholders
- Allocation of newly issued ordinary shares under the general mandate (General Mandate)

(1) Impact on shareholding proportion (Control Dilution)

As the newly issued ordinary shares under the general mandate (General Mandate) to be offered to existing shareholders in proportion to their shareholdings (Rights Offering), not exceeding 151,200,000 shares, will be offered pro rata, existing shareholders will not be affected by the reduction in shareholding proportion if all of them subscribe in full according to their entitlement. Therefore, the impact is considered in the case where the Board of Directors allocates the full amount of not more than 75,600,000 newly issued ordinary shares to persons in limited number (Private Placement) and all such shares are sold, in which case existing shareholders will be affected by a reduction in shareholding proportion (Control Dilution) of 9.09%, calculated as follows:

$$\text{Control Dilution} = \frac{\text{Number of shares offered under the Private Placement}}{\text{Total number of paid-up shares of the Company} + \text{Number of shares offered under the Private Placement}}$$

$$= \frac{75,600,000}{756,000,000 + 75,600,000}$$

$$= 9.09\%$$

(2) Impact on share price (Price Dilution)

The offering price of the newly issued ordinary shares under the general mandate (General Mandate) cannot be determined at this time. However, the offering price of shares to persons in limited number (Private Placement) must not be lower than 90% of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565. Therefore, the maximum price dilution will occur if the offering price is equal to 90% of the market price

For the offering of newly issued ordinary shares under the general mandate (General Mandate) to existing shareholders in proportion to their shareholdings (Rights Offering), the Board of Directors will determine the offering price at a later date; therefore, the price dilution cannot be calculated at this time

(3) Impact on earnings per share (EPS Dilution)

The impact on earnings per share (EPS Dilution) cannot be calculated because the Company has an operating loss

The above impacts are preliminary estimates only, as the number of shares to be offered, the offering price and the offering period of the newly issued ordinary shares under the general mandate (General Mandate) will be determined by the Board of Directors at a later date

9. Opinion of the Board of Directors

9.1 Rationale and Necessity of the Capital Increase

The Board of Directors is of the opinion that the Company needs to increase its registered capital to accommodate the issuance and offering of the convertible debentures to existing shareholders in proportion to their shareholdings, the offering of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering), the exercise of BTW-W1 and BTW-W2, and the allocation of newly issued ordinary shares under a general mandate (General Mandate), which will increase the Company's flexibility to raise funds in a timely manner, as the Company plans to use the proceeds for the objectives described in Item 5 above

In addition, the Board of Directors has considered various fundraising methods and is of the opinion that offering the convertible debentures and the newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering), together with the warrants, is an appropriate fundraising approach consistent with the objectives of this capital increase. It will enable the Company to receive funds within a short period of time and give the Company's shareholders an equal right to participate in the investment and to share in the returns from the Company's future operating results

9.2 Feasibility of the Plan for the Use of Proceeds from the Share Offering

The Company expects to complete the offering of the convertible debentures and the RO Shares to existing shareholders in proportion to their shareholdings within 2027, and will receive proceeds from the exercise of BTW-W1 and BTW-W2 throughout the term of the warrants. The Company will use the proceeds for the objectives described in Item 5 above

9.3 Reasonableness of the Capital Increase, the Plan for the Use of Proceeds from the Offering, and the Sufficiency of Sources of Funds

The Board of Directors is of the opinion that this capital increase is reasonable and in the best interests of the Company and all shareholders, as the Company plans to use the proceeds from this fundraising for the objectives specified in Item 5 above. If the convertible debentures and the RO Shares are fully subscribed, the Company will be able to raise approximately THB 30,000,000 and THB 56,700,000, respectively, and if BTW-W1 and BTW-W2 are fully exercised, the Company will receive additional proceeds of approximately THB 36,300,000 and THB 56,700,000, respectively. If the full amount of proceeds from the capital increase is not received, the Company may consider using cash flow from operations and/or loans from financial institutions and/or other sources of funds as appropriate

9.4 Expected Impact on the Company's Business Operations, Financial Position and Operating Results as a Result of the Capital Increase

The Board of Directors is of the opinion that this capital increase is in line with the Company's funding plan, which will enable the Company to use the proceeds from the capital increase for the objectives described in Item 5 above. This will benefit the Company's business operations, help strengthen the stability of its cash flow and financial position, enhance the Company's financial liquidity, and improve the Company's overall financial position

10. Directors' Certification Regarding the Capital Increase

If any director of the Company fails to perform his or her duties in compliance with the law, the objectives and the Articles of Association of the Company, as well as the resolutions of the shareholders' meetings, with honesty and due care to protect the interests of the Company in relation to the capital increase, by any act or omission constituting a failure to perform such duties and causing damage to the Company, the Company may claim compensation from such director. If the Company does not claim such compensation, shareholders holding in aggregate not less than 5% of the total paid-up shares may notify the Company to make such claim, and if the Company fails to act as notified by the shareholders, such shareholders may sue such director for damages on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In addition, if any act or omission of a director constituting a failure to perform such duties results in a director, executive or related person obtaining undue benefits, the Company may sue the director to return such benefits to the Company, or shareholders holding shares and voting rights in aggregate of not less than 5% of the total voting rights of the Company may notify the Company to do so. If the Company fails to act as notified by the shareholders within 1 month from the date of receipt of the notice, such shareholders may exercise the right to sue to recover such benefits from the director on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended)

11. Timeline of Actions in the Case Where the Board of Directors Resolves to Reduce Capital, Increase Capital/Allocate Newly Issued Shares

No.	Actions	Date
1.	Board of Directors' Meeting No. 6/2026	29 October 2026
2.	Record date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026 and entitled to be allocated the convertible debentures, warrants to purchase the ordinary shares of the Company No. 1 (BTW-W1), RO shares offered to existing shareholders in proportion to their shareholdings, and warrants to purchase the ordinary shares of the Company No. 2 (BTW-W2) (Record Date)	20 November 2026
3.	Extraordinary General Meeting of Shareholders No. 1/2026	14 December 2026
4.	Registration of the capital reduction, the capital increase and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date on which the Extraordinary General Meeting of Shareholders No. 1/2026 resolves to approve
5.	Subscription and payment period for the convertible debentures	5 – 11 January 2027[1]
6.	Subscription and payment period for the RO Shares	To be determined by the Company at a later date
7.	Offering of newly issued ordinary shares under the general mandate (General Mandate) to existing shareholders in proportion to their shareholdings and/or persons in limited number	By the date of the Company's next annual general meeting of shareholders or by the date on which the next annual general meeting of shareholders is required by law to be held, whichever is earlier
8.	Registration of the change in paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date on which full payment for the shares is received

1/ Subject to change depending on the date of the shareholders' meeting

Enclosure 4

The Company hereby certifies that the information contained in this report form is accurate and complete in all respects

Signature..... Authorized Director Signing on Behalf of the Company

(Mr. Chotic Russamitinakornkul)

Signature..... Authorized Director Signing on Behalf of the Company

(Miss Maneewan Supatimassaro)

Enclosure 5

Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to Their Shareholdings (Rights Offering)

and the Issuance and Allocation of the Warrants to Purchase Ordinary Shares of the Company No. 2 (BTW-W2)

of BT Wealth Industries Public Company Limited (Edit)

Whereas the meeting of the Board of Directors of BT Wealth Industries Public Company Limited (the "**Company**") No. 6/2026, held on 29 October 2026, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2026, to be held on 14 December 2026, to consider and approve the increase of the Company's registered capital by THB 1,152,900,000.00, from the existing registered capital of THB 378,000,000.00 to the new registered capital of THB 1,530,900,000.00, through the issuance of not more than 2,305,800,000 newly issued ordinary shares with a par value of THB 0.50 per share, which include the following newly issued ordinary shares (details as set out in the Capital Increase Report Form (F53-4) (**Enclosure 4**))

(1) To accommodate the allocation of newly issued ordinary shares for offering to existing shareholders in proportion to their shareholdings (Rights Offering) (the "**RO Shares**") in an amount not exceeding 1,134,000,000 shares; and

(2) To accommodate the exercise of the Warrants to Purchase Ordinary Shares of the Company No. 2 (BTW-W2) ("**BTW-W2**") to be issued and allocated to existing shareholders who subscribe for and are allocated the RO Shares, in an amount not exceeding 567,000,000 shares

In addition, this registered capital increase also includes newly issued ordinary shares reserved for the conversion of the Convertible Debentures No. 1/2027 in an amount not exceeding 15,000,000 shares and for the exercise of BTW-W1 in an amount not exceeding 363,000,000 shares, details of which are set out in **Enclosure 1** and **Enclosure 2**, respectively, as well as newly issued ordinary shares reserved for the capital increase under a general mandate (General Mandate) in an amount not exceeding 226,800,000 shares, details of which are set out in the Capital Increase Report Form (F53-4) (**Enclosure 4**). The Company has prepared this information memorandum for the offering of the RO Shares and the issuance and allocation of BTW-W2, with details as follows:

1. Details of the Offering

1.1 Allocation of Newly Issued Ordinary Shares for Offering to Existing Shareholders in Proportion to Their Shareholdings (Rights Offering)

To allocate not more than 1,134,000,000 newly issued ordinary shares with a par value of THB 0.50 per share for offering to existing shareholders in proportion to their shareholdings (Rights Offering) at an allocation ratio of 2 existing ordinary shares to 3 newly issued ordinary shares (any fractional shares resulting from the calculation shall be disregarded), at an offering price of THB 0.05 per share, totaling not more than THB 56,700,000

However, the offering price of the RO Shares, which is equal to THB 0.05 per share, is lower than the par value of the Company's shares of THB 0.50 per share. Since the Company has accumulated losses as shown in the financial statements for the year ended 31 December 2025, audited by a certified public accountant, and the interim financial statements for the six-month period ended 30 June 2026, reviewed by a certified public accountant, the Company may set such price below the par value of the Company's shares, but not lower than THB 0.01 per share, upon approval from the shareholders' meeting and with a fixed discount rate, pursuant to Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended)

In this issuance and offering of newly issued ordinary shares to the Company's existing shareholders, the ordinary shares will be offered in proportion to the number of shares held by each shareholder. Existing shareholders may subscribe for the newly issued ordinary shares in an amount equal to, less than, or in excess of their entitlement, or may waive their right (Oversubscription). Existing shareholders who oversubscribe will be allocated the oversubscribed shares only if shares remain after the allocation to all existing shareholders who have subscribed for their full entitlement, at the same price as the shares allocated according to entitlement, in accordance with the following criteria:

(1) If the newly issued ordinary shares remaining after the first-round allocation to existing shareholders (in proportion to their shareholdings) are greater than or equal to the number of newly issued ordinary shares oversubscribed by existing shareholders, the Company will allocate such remaining shares to all existing shareholders who have oversubscribed and paid in full for the shares, according to the number of shares they intend to oversubscribe

(2) If the newly issued ordinary shares remaining after the first-round allocation to the existing shareholders (in proportion to their shareholdings) are less than the number of newly issued ordinary shares oversubscribed by existing shareholders, the Company will allocate such remaining newly issued ordinary shares according to the following procedures:

   (a) Allocate the remaining newly issued ordinary shares in proportion to the existing shareholding of each oversubscribing shareholder, by multiplying the existing shareholding ratio of each oversubscribing shareholder by the number of remaining newly issued ordinary shares, which will equal the number of shares each oversubscribing shareholder is entitled to be allocated (any fractional shares resulting from the calculation shall be disregarded). However, the number of shares allocated shall not exceed the number of shares each shareholder has subscribed and paid for in full

   (b) If newly issued ordinary shares still remain after the allocation under (a) above, the Company will allocate them to each oversubscribing shareholder who has not yet been allocated the full number of shares oversubscribed, using the method in (a) above, until no shares remain to be allocated

In this regard, the allocation of oversubscribed newly issued ordinary shares to existing shareholders above shall in no event cause any oversubscribing shareholder to hold the Company's shares in a manner that triggers the obligation to make a tender offer for all securities of the Company (Tender Offer) under the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended), or in a manner that violates the foreign shareholding restriction specified in the Company's Articles of Association, which currently permits foreigners to hold shares in the Company of not more than 49% of the total paid-up shares of the Company

If newly issued ordinary shares still remain after the above allocation, the Company will propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital by cancelling the remaining unsold newly issued ordinary shares

In this regard, it was resolved to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, or any person assigned by the Board of Directors, the Executive Committee or the Chief Executive Officer, to determine the conditions and details of the actions relating to the allocation of such newly issued ordinary shares as deemed appropriate, for the maximum benefit of the Company and without contravening applicable laws and/or regulations, including but not limited to the following matters:

(a) To determine or change the conditions and details relating to the allocation of the newly issued ordinary shares, including but not limited to the offering period, subscription, share payment, offering method, allocation ratio, offering price, the date for determining the names of shareholders entitled to be allocated the newly issued ordinary shares (Record Date), the subscription and payment dates for the newly issued ordinary shares, as well as any other conditions and details relating to the allocation of the newly issued ordinary shares;

(b) To sign application forms for approval, notices, and any instruments or documents relating to the capital increase and the allocation of the Company's newly issued ordinary shares, including liaising with and/or receiving documents from officers or representatives of any relevant authorities, as well as listing the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand (the "SET"); and

(c) To take any other actions necessary for, relating to and/or in connection with the capital increase and the allocation of the Company's newly issued ordinary shares in compliance with applicable laws and/or regulations

In this regard, the Company has set the date for determining the names of shareholders entitled to be allocated the RO Shares (Record Date) on 20 November 2026, and the tentative subscription and payment dates will be determined and announced by the Company later. However, the granting of such rights by the Company remains uncertain, as it is subject to approval from the Extraordinary General Meeting of Shareholders No. 1/2026

1.2 Allocation of Newly Issued Ordinary Shares Reserved for the Exercise of BTW-W2

To allocate not more than 567,000,000 newly issued ordinary shares with a par value of THB 0.50 per share to accommodate the exercise of not more than 567,000,000 units of BTW-W2, representing 30.00% of the total paid-up shares of the Company as of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026, when combined with the RO Shares offered this time. The warrants will be allocated to the Company's existing shareholders who subscribe for and are allocated the RO Shares, free of charge (THB zero), at a ratio of 2 RO Shares to 1 unit of BTW-W2 (any fractions shall be disregarded), with a term of 5 years from the issue date of the warrants, an exercise ratio of 1 unit to 1 ordinary share, and an exercise price of THB 0.10 per share (except in the case of a rights adjustment). The issuance and allocation shall be completed within 1 year from the date on which the shareholders' meeting resolves to approve it. If there are any fractional units of BTW-W2 remaining from the allocation, the Company will cancel such remaining warrants, so that the number of remaining warrants equals the number that can be allocated to the shareholders without fractions

However, the exercise price of the Warrants No. 2, which is equal to THB 0.10 per share, is lower than the par value of the Company's shares of THB 0.50 per share. Since the Company has accumulated losses as shown in the financial statements for the year ended 31 December 2025, audited by a certified public accountant, and the interim financial statements for the six-month period ended 30 June 2026, reviewed by a certified public accountant, the Company may set such price below the par value of the Company's shares, but not lower than THB 0.01 per share, upon approval from the shareholders' meeting and with a fixed discount rate, pursuant to Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended)

In this regard, the number of shares reserved for BTW-W2 issued this time, when combined with the shares reserved by the Company for convertible debentures and/or warrants in this offering and other offerings, namely the newly issued ordinary shares allocated to accommodate the conversion of the Convertible Debentures No. 1/2027 and the exercise of BTW-W1, totals not more than 945,000,000 shares, representing 50.00% of the total paid-up shares of the Company as of the Board of Directors' Meeting No. 6/2026 held on 29 October 2026, when combined with the shares issued for offering to existing shareholders in proportion to their shareholdings, which are offered together with the warrants this time (which does not exceed 50.00% of the total paid-up shares of the Company). Details are set out in **Enclosure 3**

2. Objectives of the Share Issuance and Plan for the Use of Proceeds

If the RO Shares are fully subscribed and BTW-W2 is fully exercised, the Company will receive total proceeds of approximately THB 113,400,000.00. The Company's objectives and plan for the use of proceeds are as follows:

Objective	Approximate Amount (THB)	Timeline for Use of Proceeds	Source of Funds
1. As working capital of the Company	56,700,000.00	Within 2027	RO Shares
2. As working capital of the Company	56,700,000.00	Within 2032	Exercise of BTW-W2
Total (approximately)	**113,400,000.00**		

Remark: The above amounts and timelines for the use of proceeds are preliminary estimates, remain uncertain and may change, but will remain within the above objectives, depending on the amount of funds the Company is able to raise and the necessity in each circumstance

3. Impact on Shareholders (Dilution Effect)

The Company is issuing and offering the Convertible Debentures No. 1/2027 together with BTW-W1, as well as issuing and offering the RO Shares together with BTW-W2 at the same time. The impact on shareholders is as follows:

3.1 Impact on Voting Rights (Control Dilution)

3.1.1 Issuance and Offering of the RO Shares

If all existing shareholders subscribe for the newly issued shares in full according to their entitlement, there will be no impact on the shareholders' voting rights (Control Dilution). However, if a shareholder chooses not to subscribe for any of the newly issued ordinary shares according to its entitlement, and other shareholders subscribe for the newly issued ordinary shares according to and/or in excess of their entitlement in full, the impact will be as follows:

$$\text{Control Dilution} = \frac{\text{Number of RO Shares}}{\text{Total number of paid-up shares + Number of RO Shares}}$$

$$= \frac{1,134,000,000}{756,000,000 + 1,134,000,000}$$

$$= 60.00\%$$

3.1.2 Issuance of Newly Issued Ordinary Shares Reserved for the Exercise of BTW-W2 (assuming that the RO Shares are fully subscribed and the persons exercising BTW-W2 are not existing shareholders)

$$\text{Control Dilution} = \frac{\text{Number of shares reserved for the exercise of BTW-W2}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of RO Shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}$$

$$= \frac{567{,}000{,}000}{756{,}000{,}000 + 1{,}134{,}000{,}000 + 567{,}000{,}000}$$

$$= 23.08\%$$

3.1.3 In the Case Where Existing Shareholders Do Not Subscribe for the RO Shares and the Persons Exercising BTW-W2 Are All Persons Other Than Existing Shareholders

$$\text{Control Dilution} = \frac{\begin{array}{c}\text{Number of RO Shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of RO Shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}$$

$$= \frac{1{,}134{,}000{,}000 + 567{,}000{,}000}{756{,}000{,}000 + 1{,}134{,}000{,}000 + 567{,}000{,}000}$$

$$= 69.23\%$$

3.1.4 In the Case of the Conversion of the Convertible Debentures No. 1/2027, the Exercise of BTW-W1, the Offering of RO Shares, and the Exercise of BTW-W2 All in Full at the Same Time, Entirely by Persons Other Than Existing Shareholders (Maximum Impact Scenario)

$$\text{Control Dilution} = \frac{\begin{array}{c}\text{Number of shares reserved for the conversion} \\ \text{of the Convertible Debentures} \\ + \text{Number of shares reserved for the exercise of BTW-W1} \\ + \text{Number of RO Shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of shares reserved for the conversion} \\ \text{of the Convertible Debentures} \\ + \text{Number of shares reserved for the exercise of BTW-W1} \\ + \text{Number of RO Shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}$$

$$= \frac{15{,}000{,}000 + 363{,}000{,}000 + 1{,}134{,}000{,}000 + 567{,}000{,}000}{\begin{array}{c}756{,}000{,}000 + 15{,}000{,}000 + 363{,}000{,}000 \\ + 1{,}134{,}000{,}000 + 567{,}000{,}000\end{array}}$$

$$= 73.33\%$$

3.2 Impact on Share Price (Price Dilution)

3.2.1 Issuance and Offering of the RO Shares

$$\text{Price Dilution} = \frac{\text{Market price before the offering} - \text{Market price after the offering}}{\text{Market price before the offering}}$$

$$= \frac{0.1266 - 0.0806}{0.1266}$$

$$= 36.33\%$$

Whereby the market price before the offering means the weighted average price of the Company's shares on the SET for 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2026 (29 October 2026), i.e., from 5 October 2026 to 28 October 2026, which is equal to THB 0.1266 per share

Whereby the market price after the offering is calculated as follows:

$$= \frac{\begin{array}{c}(\text{Market price before the offering} \times \text{Total number of paid-up shares}) \\ + (\text{Offering price of RO Shares} \times \text{Number of RO Shares})\end{array}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of RO Shares}\end{array}}$$

$$= \frac{(0.1266 \times 756{,}000{,}000) + (0.05 \times 1{,}134{,}000{,}000)}{756{,}000{,}000 + 1{,}134{,}000{,}000}$$

$$= 0.0806 \text{ baht per share}$$

3.2.2 Issuance of the RO Shares and the Exercise of BTW-W2 in Full

$$\text{Price Dilution} = \frac{\text{Market price before the offering} - \text{Market price after the offering}}{\text{Market price before the offering}}$$

$$= \frac{0.1266 - 0.0851}{0.1266}$$

$$= 32.78\%$$

Whereby the market price after the offering is calculated as follows:

$$= \frac{\begin{array}{c}(\text{Market price before the offering} \times \text{Total number of paid-up shares}) \\ + (\text{Offering price of RO Shares} \times \text{Number of RO Shares}) \\ + (\text{Exercise price of BTW-W2} \times \text{Number of shares} \\ \text{reserved for the exercise of BTW-W2})\end{array}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of RO Shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2}\end{array}}$$

$$= \frac{\begin{array}{c}(0.1266 \times 756{,}000{,}000) + (0.05 \times 1{,}134{,}000{,}000) \\ + (0.10 \times 567{,}000{,}000)\end{array}}{756{,}000{,}000 + 1{,}134{,}000{,}000 + 567{,}000{,}000}$$

$$= 0.0851 \text{ baht per share}$$

3.2.3 In the Case of the Conversion of the Convertible Debentures No. 1/2027, the Exercise of BTW-W1, the Offering of RO Shares, and the Exercise of BTW-W2 All in Full at the Same Time (Maximum Impact Scenario)

$$\text{Price Dilution} = \frac{\text{Market price before the offering} - \text{Market price after the offering}}{\text{Market price before the offering}}$$

$$= \frac{0.1266 - 0.0971}{0.1266}$$

$$= 23.30\%$$

Whereby the market price after the offering is calculated as follows:

$$= \frac{\begin{array}{c}(\text{Market price before the offering} \times \text{Total number of paid-up shares}) \\ + (\text{Exercise price of BTW-W1} \times \text{Number of shares} \\ \text{reserved for the exercise of BTW-W1}) \\ + (\text{Offering price of RO Shares} \times \text{Number of RO Shares}) \\ + (\text{Exercise price of BTW-W2} \times \text{Number of shares} \\ \text{reserved for the exercise of BTW-W2}) \\ + (\text{Conversion price of the Convertible Debentures No. 1/2027} \\ \times \text{Number of shares reserved for the Convertible} \\ \text{Debentures No. 1/2027})\end{array}}{\begin{array}{c}\text{Total number of paid-up shares} \\ + \text{Number of shares reserved for the exercise of BTW-W1} \\ + \text{Number of RO Shares} \\ + \text{Number of shares reserved for the exercise of BTW-W2} \\ + \text{Number of shares reserved for the Convertible} \\ \text{Debentures No. 1/2027}\end{array}}$$

$$= \frac{\begin{array}{c}(0.1266 \times 756{,}000{,}000) + (0.10 \times 363{,}000{,}000) \\ + (0.05 \times 1{,}134{,}000{,}000) + (0.10 \times 567{,}000{,}000) \\ + (2.00 \times 15{,}000{,}000)\end{array}}{\begin{array}{c}756{,}000{,}000 + 363{,}000{,}000 + 1{,}134{,}000{,}000 \\ + 567{,}000{,}000 + 15{,}000{,}000\end{array}}$$

= 0.0971 baht per share

3.3 Impact on Shareholders' Earnings (EPS Dilution)

The Company is unable to calculate the impact on earnings per share (EPS Dilution) because the Company has an operating loss

4. Opinion of the Board of Directors

4.1 Rationale and Necessity of the Registered Capital Increase

The Board of Directors is of the opinion that the Company needs to increase its registered capital to accommodate the offering of the RO Shares and the issuance and allocation of BTW-W2 in order to enhance its financial liquidity and serve as working capital, strengthen the Company's financial position and stability, and support the operations of the core business and related businesses of the Company. The Company will use the proceeds in accordance with the objectives set out in Item 2 above

4.2 Feasibility of the Plan for the Use of Proceeds from the Capital Increase

The Company expects to complete the offering of the RO Shares and receive the proceeds therefrom within 12 months from the date on which the shareholders' meeting resolves to approve it, and will receive proceeds from the exercise of BTW-W2 throughout the term of the warrants. The Company will use the proceeds in accordance with the objectives set out in Item 2 above

4.3 Reasonableness of the Capital Increase, the Plan for the Use of Proceeds from the Share Offering, and the Sufficiency of Sources of Funds

The Board of Directors is of the opinion that the capital increase is reasonable and in the best interests of the Company and its shareholders, as it grants rights equally to all existing shareholders in proportion to their shareholdings, and the proceeds from the capital increase will be sufficient for use in accordance with the plan specified above. If the full amount of proceeds is not received, the Company may consider using other sources of funds as appropriate

4.4 Expected Impact on the Company's Business Operations, Financial Position and Operating Results as a Result of the Capital Increase

The Board of Directors has considered and is of the opinion that this capital increase will strengthen the Company's financial position, as the Company will use the proceeds in accordance with the objectives set out in Item 2 above, which will benefit the Company in generating stable income and reducing business operating costs. Therefore, the capital increase will not adversely affect the Company's business operations, financial position and operating results. However, if the Company receives less proceeds from the capital increase than expected, the plan for the use of proceeds may change from that described above

5. Certification of the Directors

The Board of Directors certifies that it has performed its duties with honesty and due care to protect the interests of the Company in relation to this capital increase. If any director of the Company fails to perform his or her duties with honesty and due care to protect the interests of the Company in relation to the capital increase, and such failure causes damage to the Company, the Company may claim compensation from such director. If the Company does not claim such compensation, shareholders holding in aggregate not less than 5% of the total paid-up shares may notify the Company to make such claim, and if the Company fails to act as notified by the shareholders, such shareholders may sue such director for damages on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In addition, if such failure to perform duties results in a director, executive or related person obtaining undue benefits, the Company may sue the director to return such benefits to the Company, or shareholders holding shares and voting rights in aggregate of not less than 5% of the total voting rights of the Company may notify the Company to do so. If the Company fails to act as notified by the shareholders within 1 month from the date of receipt of the notice, such shareholders may exercise the right to sue to recover such benefits from the director on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended)

The Company certifies that the information in this memorandum is accurate and complete in all respects

Yours sincerely,

(Mr. Chotic Russamitinakornkul

and Miss Maneewan Supatimassaro)

Authorized Directors Signing on Behalf of the Company

BT Wealth Industries Public Company Limited