

**Summary Details of the Bonus Scheme in the Form of Ordinary Shares Allocation to Executives and Employees of Asset World Corp Public Company Limited and/or its Subsidiaries (the “Group”) under the AWC Shares Plan 2020 (the “AWC Shares Plan 2020”)**

**1. Reason and Necessity**

- To create motivation for key persons who possess the appropriate qualifications and capabilities to work with the Company and to retain such key persons to work with the Company for a long period, which will benefit the operations and performance of the Company in the future, as well as to create motivation for such key persons to make contributions in order to create additional value for the Company in the future;
- To create benefits for the shareholders as a consequence of the Company having persons with the appropriate qualifications and capabilities working jointly with the Company to the best of their effort, allowing the Company to achieve good operating results and financial stability, which will provide improved returns for the shareholders in the future.
- Therefore, the Company wishes to offer for sale newly-issued shares of the Company to the executives and employees of the Company and/or its subsidiaries (the “Group”) under the AWC Shares Plan 2020, which is considered an offering for sale of newly-issued securities to directors or employees (ESOP) under the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 Re: Offering for Sale Newly-issued Securities to Directors or Employees (as amended).

**2. Details of the Newly-Issued Ordinary Shares**

<b>Name of Securities</b>	: Ordinary shares of Asset World Corp Public Company Limited (“AWC”)
<b>Nature</b>	: Newly-issued ordinary shares
<b>Type</b>	: Transferable ordinary shares entered in name certificates
<b>Offering Method</b>	: The Company will offer for sale the newly-issued ordinary shares by means of the allocation of its newly-issued ordinary shares (the “ <b>Offering for Sale of Ordinary Shares</b> ”) to the executives and employees of the Company and/or its subsidiaries who possess the qualifications specified in Clause 5 (the “ <b>Employees under the AWC Shares Plan 2020</b> ”). The Employees under the AWC Shares Plan 2020 shall be entitled to subscribe for the newly-issued ordinary shares under the conditions specified in Clause 6.

The Company will offer for sale the newly-issued ordinary shares to each Employee under the AWC Shares Plan 2020 in the full amount of 100 shares or any amount which is a multiple of 100 shares. Any fractions of higher than 50 or more shares (i.e., less than 100 shares) of the allocated newly-issued ordinary shares shall be rounded up to 100 shares but any fractions of less than 50 shares shall be rounded down.

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- Term of Continuing Program** : 5 years from the first Offering Date of the Newly-Issued Shares.
- Amount of Ordinary Shares to be Offered for Sale** : A total amount not exceeding 150,000,000 shares at a par value of THB 1 per share, which will be offered for sale as a continuing program (please see the details of the offering for sale of the newly-issued ordinary shares under the “**Offering Period**”).
- Offering Price per Share** : The offering price of the newly-issued ordinary shares to be offered to the Employees under the AWC Shares Plan 2020 is equal to an average of the closing prices of the ordinary shares on each trading day on the Stock Exchange of Thailand for a period of not less than 90 calendar days prior to each Offering Date of the Newly-Issued Shares (please refer to the definition below).

The calculated offering price of the newly-issued ordinary shares may be the price lower than 90 percent of the market price as determined in the Notification of the Office of the Securities and Exchange Commission No. SorChor. 39/2551 Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount. In the case that the calculated offering price is lower than 90 percent of the market price, the Company will offer for sale the newly-issued ordinary shares to the Employees under the AWC Shares Plan 2020 at the Market Price.

“**Market Price**” means the weighted average price of the shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to each Offering Date of the Newly-Issued Shares.

“**Offering Date of the Newly-Issued Shares**” means the date on which the Nomination and Remuneration Committee’s meeting resolved to determine the names of the Employees under the AWC Shares Plan 2020 and the number of the newly-issued ordinary shares to be allocated to the Employees under the AWC Shares Plan 2020.

- Offering Period** : The Company will offer for sale the newly-issued ordinary shares as a continuing program in accordance with the following details:
- (1) The Company will offer for sale the first portion of the newly-issued ordinary shares within one year from the date on which the shareholders meeting resolved to approve that the Company offer for sale the newly-issued ordinary shares to the Employees under the AWC Shares Plan 2020. The

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newly-issued ordinary shares to be offered for sale in the first year shall be an aggregate amount not exceeding 20 percent of the total newly-issued ordinary shares offered for sale under the AWC Shares Plan 2020.

- (2) The Company will offer for sale the remaining portion of the newly-issued ordinary shares, whereby it has resolved to determine the names of the Employees under the AWC Shares Plan 2020 and the number of the newly-issued ordinary shares to be allocated to Employees under the AWC Shares Plan 2020, within five years from the first Offering Date of the Newly-Issued Shares.

It is expected, at this preliminary stage, that there will be five offerings throughout the period, which may be subject to change as the Nomination and Remuneration Committee deems appropriate.

**Secondary Market for the Newly-Issued Ordinary Shares**

The Company will list the offered newly-issued ordinary shares on the Stock Exchange of Thailand (the “**Stock Exchange**”).

**3. Effect on Profit Sharing or Voting Rights of the Company (Control Dilution) and Effect on the Market Price of the Company’s Shares (Price Dilution)**

3.1 Effect on Profit Sharing or Voting Rights of the Company (Control Dilution)

Effect on Profit Sharing or Voting Rights of the Existing Shareholders (Control Dilution) : The control dilution can be calculated by the following formula:  
Control Dilution =

$$\frac{\text{Amount of Shares Offered on this Occasion}}{\text{Amount of Paid-Up Shares} + \text{Amount of Shares Offered on this Occasion}}$$
$$\frac{150,000,000}{32,000,000,000 + 150,000,000}$$

Control Dilution = 0.0047

(Translation)

## 3.2 Effect on the Market Price of the Company's Shares (Price Dilution)

Effect on the Market Price of the Company's Shares (Price Dilution) resulting from the number of shares to be offered in the first round can be calculated by the following formula:

$$\text{Price Dilution} = \frac{\text{Market Price prior to the Offering} - \text{Market Price after the Offering}}{\text{Market Price prior to the Offering}}$$

Whereas

Market Price prior to the Offering = THB 4.90 per share

(Weighted average price of the shares traded on the Stock Exchange 15 days prior to the first round of offering)

$$\text{Market Price after the Offering} = \frac{(\text{Market Price} \times \text{Number of Paid-Up Shares}) + (\text{Exercise Price} \times \text{Number of Shares or Underlying Shares Offered in this round})}{\text{Number of Paid-Up Shares} + \text{Number of Shares or Underlying Shares Offered in this round}}$$

Exercise Price = 4.50 Baht per share

Number of shares to be offered in the first round = 2,253,900 shares

Therefore

$$\text{Market Price after the Offering} = \frac{(4.90 \times 32,000,000,000) + (4.5 \times 2,253,900)}{32,000,000,000 + 2,253,900}$$

$$= \text{THB 4.90 per share}$$

Therefore

$$\text{Price Dilution} = \frac{4.90 - 4.90}{4.90}$$

$$= 0\%$$

\* **Remark** – Effect on the Market Price of the Company's Shares (Price Dilution) is calculated as of 4 March 2021 which is the date on which the first round of offering occurred.

#### 4. Method for Offering for Sale of Newly-Issued Ordinary Shares

The Company will offer for sale not exceeding 150,000,000 newly-issued ordinary shares to the Employees under the AWC Shares Plan 2020 and the Nomination and Remuneration

(Translation)

Committee shall have the power to determine the offering date of the newly-issued ordinary shares, the offering price (in accordance with the criteria specified in the “**Offering Price per Share**”), the subscription date, and the amount of the newly-issued ordinary shares to be offered to each Employee under the AWC Shares Plan 2020 by taking into consideration their scope of duties and responsibilities together with their performance and the benefit provided for the Company during the relevant period, in accordance with the consideration criteria of the Company, as well as the number of offerings throughout the period of the.

#### 5. Qualifications of Employees to be Offered the Newly-Issued Ordinary Shares

The Nomination and Remuneration Committee shall determine the qualifications of the executives and employees of the Company and/or its subsidiaries who are to be offered the newly-issued ordinary shares and the name list of executives and employees of the Company and/or its subsidiaries to be offered the newly-issued ordinary shares (the “**Employees under the AWC Shares Plan 2020**”). The Employees under the AWC Shares Plan 2020 shall be executives or employees of the Company and/or its subsidiaries as at each Offering Date of the Newly-Issued Shares.

#### 6. List of Every Directors whom shall be Allocated the Newly-Issue Ordinary Shares and the Number of the Newly-Issued Ordinary Shares to be allocated pursuant to AWC Shares Plan 2020

No.	Name	Position	The maximum number of shares to be allocated throughout the term of the program*	Percentage of newly-issued ordinary shares under AWC Shares Plan 2020
1	Mrs. Wallapa Traisorat	Director of the Company and Director of subsidiaries	No exceeding 7.5 million shares	No exceeding 5.00 percent
2	Mr. Stephan Louis N. Vanden Auweele	Director of subsidiaries	No exceeding 7.5 million shares	No exceeding 5.00 percent
3	Ms. Daphne Yuan	Director of subsidiaries	No exceeding 7.5 million shares	No exceeding 5.00 percent
4	Mr. Paitoon Wongsasutthikul	Director of subsidiaries	No exceeding 7.5 million shares	No exceeding 5.00 percent
5	Mr. Karn Pratedwannakij	Director of subsidiaries	No exceeding 7.5 million shares	No exceeding 5.00 percent
6	Mr. Siwate Rojanasoonthon	Director of subsidiaries	No exceeding 7.5 million shares	No exceeding 5.00 percent
7	Mr. Heng Boon Chin	Director of subsidiaries	No exceeding 7.5 million shares	No exceeding 5.00 percent

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8	Mr. Chokdee Wisansing	Director of subsidiaries	No exceeding 7.5 million shares	No exceeding 5.00 percent
9	Mr. Bhima Liwlom	Director of subsidiaries	No exceeding 7.5 million shares	No exceeding 5.00 percent
10	Mrs. Arunrung Tankiattichai	Director of subsidiaries	No exceeding 7.5 million shares	No exceeding 5.00 percent
11	Mr. Sarawut Leelakulwaj	Director of subsidiaries	No exceeding 7.5 million shares	No exceeding 5.00 percent

***\*Remark** The maximum number of shares to be allocated is only a maximum estimation for the term of the program, which was prepared solely for disclosure purposes the total numbers of shares that the aforementioned persons will receive in actuality are subject to consideration of the Nomination and Remuneration Committee. The allocation of shares to the foregoing persons, when combined with other employees of the Company, shall not exceed the number of shares allocated for the AWC Shares Plan 2020.*

## **7. Conditions for Subscription for the Newly-Issued Ordinary Shares Offered under the AWC Shares Plan 2020**

- 7.1 The Nomination and Remuneration Committee shall have the power to determine the subscription date of the newly-issued ordinary shares to which each Employee under the AWC Shares Plan 2020 is entitled to receive in each offering for sale of the newly-issued ordinary shares, and may divide the subscription date for each offering for sale of the newly-issued ordinary shares into multiple dates. In addition, the Nomination and Remuneration Committee has the power to determine the number of newly-issued ordinary shares subject to the exercise of the subscription rights on each subscription date and to undertake necessary and reasonable acts in relation to the determination of details and conditions for the subscription for the newly-issued ordinary shares to be offered for sale in the AWC Shares Plan 2020.
- 7.2 The Employees under the AWC Shares Plan 2020 who will subscribe for the newly-issued ordinary shares on the specified subscription date shall be executives or employees of the Company and/or its subsidiaries as at the subscription date of such newly-issued ordinary shares, with the exception of the case specified in Clause 7.3.
- 7.3 Any Employee under the AWC Shares Plan 2020 who ceases to be an executive or employee of the Company and/or its subsidiaries due to retirement in accordance with the Company's regulations, or death, shall be deemed to retain the subscription rights for the newly-issued ordinary shares on the specified subscription date under the existing conditions in all respects. In the case of death, the heir at law of the deceased employee shall assume the subscription rights for the newly-issued ordinary shares.
- 7.4 The Employees under the AWC Shares Plan 2020 shall subscribe for their newly-issued ordinary shares in accordance with their respective subscription rights and pay the subscription price of the newly-issued ordinary shares on the subscription date or any extended date as specified by the Nomination and Remuneration Committee.

## **8. Commitment between the Company and its Employees with respect to the Offering for Sale of the Newly-Issued Ordinary Shares**

–None–

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**9. The Company's Actions in Relation to Application for Permission and Offering for Sale of the Newly-Issued Ordinary Shares with Relevant Authorities**

The Company will offer for sale the newly-issued ordinary shares to the Employees under the AWC Shares Plan 2020 under the regulations, conditions, and criteria in accordance with Notification of the Capital Market Supervisory Board. No. TorChor. 32/2551 Re: Offering for Sale Newly-issued Securities to Directors or Employees (as amended).

**10. Right of Shareholders to Oppose the Offering**

The Company's offering for sale of the newly-issued ordinary shares under the AWC Shares Plan 2020 shall be approved by a shareholders meeting with votes of no less than three-quarters of the total votes of the shareholders attending the meeting and entitled to vote, and there shall be no shareholders having an aggregate shareholding exceeding 10 percent of the total votes of the shareholders and entitled to vote in opposition to the offering for sale of the newly-issued ordinary shares under the AWC Shares Plan 2020.

**11. List of Independent Directors whom Shareholders May Grant Proxy Rights to Attend the Meeting and Exercise the Rights on Their Behalf**

1. Mr. Prasit Kovilaikool
2. Mr. Rungson Sriworasat
3. Mrs. Nuntawan Sakuntanaga
4. Mr. Pongpanu Svetarundra
5. Mr. Vachara Tuntariyanond
6. Associate Professor Tithiphan Chuerboonchai
7. Mr. Santi Pongjareanpit
8. Pol.Gen. Rungroj Sangkram