



No. 041-2022

February 23, 2022

Subject The determination of the Date for the Annual General Meeting of Shareholders of 2022 , The omitted dividend payment. The issuance and offering of the newly-issued ordinary shares as a General Mandate and the increase of the Company's Registered Capital. (Edited)

To The President,
The Stock Exchange of Thailand

Enclosure 1. The Capital Increase Report Form (F53-4)

The Board of Directors' Meeting of CMO Public Company Limited (the "Company") No. 3/2022, convened on February 23, 2022, has passed the significant resolutions as follows:

1. Approved to propose to the Shareholders' Meeting to consider and approve the Financial Position and the Statement of Comprehensive Income of 2021 as of December 31, 2021, that the auditor has reviewed.
2. Approved to propose to the Shareholders' Meeting to consider and approve the omitted dividend payment for the operation of 2021.
3. Approved to propose to the Shareholders' Meeting to consider and approve the appointment of directors to replace those retiring by rotation. In year 2022, there are 2 directors who those retiring by rotation, Mr. Kasemsit pathomsak and Miss Piyamart Yongsirichaisakul.
4. Approved to propose to the Shareholders' Meeting to consider and approve the directors' remuneration of the Company for the 2022.
5. Approved to propose to the Shareholders' Meeting to consider and approve the appointment of the auditor and determination of its remuneration for the 2022 accounting period. The Board of Directors agreed upon Miss Orawan Techawatanasirikul CPA No. 4807 and/or Mr. Chayapol Suppasertanon CPA No. 3972 and/or Mrs. Gingkarn Atsawarangsali CPA No. 4496 and/or Miss Pimjai Manitkajohnkit CPA No. 4521 and/or Miss Rosaporn Decharkom CPA No. 5659 and/or Miss Sumana Punpongsonon CPA No. 5872 and/or Miss Kirdsiri Kanjanaprakasit CPA No. 6014 of EY Co.,Ltd
6. Approved to propose to the Shareholders' Meeting to consider and approve the amendment of Clause 3 of the Memorandum of Association of the Company, the Company's objective.
7. Approved to propose to the Shareholders' Meeting to consider and approve the amendment of Clause 42 of the Articles of Association, The company stamp.
8. Approved to propose to the Shareholders' Meeting to consider and approve the increase of the registered capital of the company in the amount of 25,500,000 baht from the original registered capital (the total registered capital requested for approval at the Extraordinary General Meeting of Shareholders No. 1/2022 on February 28, 2022) with the amount of THB 330,898,577 , representing a registered capital of THB 356,398,577 by issuing the newly-issued ordinary shares



in the amount of 25,500,000 shares at the par value of THB 1.00 per share by increasing the registered capital of the Company.

In this regard, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve the following actions:

- (1) Negotiate, negotiate, enter into, amend and sign various documents related to the issuance and allocation of newly issued ordinary shares. including the listing of the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand. and submission of documentary information to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand Ministry of Commerce or other related agencies.

In addition, details of the Company's registered capital increase appear according to the Capital Increase Report Form (F53-4) (**Enclosure 1**)

9. Approve to propose to the Annual General Meeting No. 1/2022 to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital.
10. Resolved to propose to the Shareholders' Meeting to consider and approve the allocate the capital increase in ordinary shares under a General Mandate in the amount of not more than 25,500,000 shares at the par value of THB 1.00 per share. The details of allocation of the capital increase in ordinary shares are as follow:

Allocated to	Type of securities	No. of shares ^{/2}	The percent of registered capital ^{/1}
Private Placement :PP	Ordinary shares	Not more than 25,500,000 shares	9.98%

^{/1} Percent of registered capital as of the date that the Board of Directors of the Company has a resolution to increase the capital in the form of a General Mandate.

^{/2} The amount not more than 25,500,000 shares, representing not more than 10 percent of registered capital to allocate within Private Placement, which are not related person of the Company in accordance with the regulations of the Notification TorChor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure and Other Acts of Listed Companies on Connected Transactions, 2003 (as amended) (the "Notifications on Connected Transaction"). In this regard, the offering price of newly-issued ordinary shares to the specific person(s) (Private Placement) above must not be considered an offer for sale of newly issued shares at a low price in accordance with the regulations of the Notification No. TorChor. 72/2558 Re: Approval of Offer for Sale of Newly-Issued Shares by Listed Companies in a Private Placement.

In this regard, the allocation of such newly-issued ordinary shares must be completed within the date that the Company holds the next Annual General Meeting of Shareholders or within the



date that the law requires an Annual General Meeting of Shareholders in the next time whichever comes first.

11. Approved to determine the date of the Extraordinary General Meeting No. 2/2022 will be held on April 28, 2022, at 10.00 am at a Meeting Room, CMO Public Company Limited, 4/18-19 Soi Nuanchan 56, Nuanchan, Buangkum Bangkok 10240. By determine the date for determining the list of shareholders who are entitled to attend the shareholders' meeting No. 2/2022 (Record Date) on March 10, 2022. The meeting agenda are as follows:

- | | |
|-----------|--|
| Agenda 1 | Adoption of the minutes of the Extraordinary General Meeting of Shareholders No.1/2565, held on February 28, 2022 |
| Agenda 2 | Acknowledge of the Company's operation results of 2021 |
| Agenda 3 | Approval of the balance sheet and profit and loss statement ending December 31, 2021, that the auditors have reviewed |
| Agenda 4 | Approval for the 2021 annual dividend payment of the 2021 |
| Agenda 5 | Appointment of directors to replace those retiring by rotation of the 2022 |
| Agenda 6 | Approval of the directors' remuneration of the 2022 |
| Agenda 7 | Appointment of the auditor and determination of its remuneration for the 2022 accounting period |
| Agenda 8 | Approval of the amendments of Clause 3 of the Memorandum of Association the Company's objective. |
| Agenda 9 | Approved to propose to the Shareholders' Meeting to consider and approve the amendment of Clause 42 of the Articles of Association, The company stamp. |
| Agenda 10 | Approval of the increase of the registered capital of the Company in the amount of THB 25,500,000 from the original registered capital of 330,898,577 baht to the registered capital of THB 356,398,577 by issuing newly-issued ordinary shares in the amount of 25,500,000 shares at the par of THB 1.00 per share. |
| Agenda 11 | Approval of the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital. |
| Agenda 12 | Approval of the allocation of newly issued ordinary shares through a general mandate (General Mandate) amount not exceeding 25,500,000 shares with a par value of THB 1.00 per share to be offered to a private placement (Private Placement). |
| Agenda 13 | To consider other business (if any) |



In this regard, the Board of Directors has appointed the Chief Executive Officer, or the person(s) appointed by the Chief Executive Officer to have the power to change the date, time, place, and method of the meeting including other details in relation to the Annual General Meeting of Shareholders in year 2022 as deemed necessary and appropriate according to the laws, taking into consideration the pandemic of coronavirus (COVID-19). In this regard, the Company will publish the invitation to the Annual General Meeting of Shareholders of the year 2022 via Company's website at <https://cmo-group.com/ir> since April 1, 2022 onwards.

Please be informed accordingly.

Sincerely Yours,



(Mr.Kitisak Jumpathippong)
Chief Executive Officer
CMO Public Company Limited



F53-4

Enclosure 1

Capital Increase Report Form
CMO Public Company Limited
February 23, 2022

CMO Public Company Limited (the “Company”), hereby reports the resolution of the Board of Directors’ Meeting No. 3/2022 held on February 23, 2022, in respect of the capital increase and the allocation of shares as follows:

1. Capital Increase

The Board of Directors’ Meeting No.3/2022 resolved to approve the increase of the registered capital of the Company by THB 25,500,000 (the total registered capital requested for approval at the Extraordinary General Meeting of Shareholders No. 1/2022 on February 28, 2022, amounting to THB 330,898,577) to THB 356,398,577 by issuing not exceeding 25,500,000 newly issued ordinary shares, with a par value of THB 1.00 per share, detail as follows:

Type of Capital Increase	Type of Shares	Number of Shares (shares)	Par Value (THB per share)	Total (THB)
<input type="checkbox"/> Specific purpose of utilizing the proceeds	Ordinary Shares	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary Shares	Not exceeding 25,500,000	1.00	25,500,000

2. Allocation of new shares (General Mandate of the used of fund)

For the allocation of capital increase (General Mandate) are not exceeding 25,500,000 shares with a par value of THB 1 per share as detailed below;

Allocated to	Type of shares (shares)	Number of Shares (Shares) ²	Percentage of paid-up capital ¹	Remark
Private Placement: PP	Ordinary Shares	Not exceeding 25,500,000 shares	9.98%	



Remarks

^{/1} Percent of registered capital as of the date that the Board of Directors of the Company has a resolution to increase the capital in the form of a General Mandate.

^{/2} The amount not more than 25,500,000 shares, representing not more than 10 percent of registered capital to allocate within Private Placement, which are not related person of the Company. In this regard, the Offering Price of Newly Issued Shares to Private Placement must not fall under the criterion low price in the Notification of Securities and Exchange Commission.

In this regard, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve the following actions:

- (1) Negotiate, negotiate, enter into, amend and sign various documents related to the issuance and allocation of newly issued ordinary shares. including the listing of the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand. and submission of documentary information to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand Ministry of Commerce or other related agencies.

In this regard, the allocation of such newly-issued ordinary shares must be completed within the date that the Company holds the next annual general meeting of shareholders or within the date that the law requires an annual general meeting of shareholder. next time whichever comes first.

3. Schedule for convening the Annual General Meeting of Shareholders to approve the capital increase and the allocation of shares.

The Company will convene the Annual General Meeting of Shareholders of the 2022 on February 28, 2022 at 10.00 a.m. at the Meeting Room of CMO Public Company Limited, No. 4/18-19 Soi Nuanchan 56, Nuanchan Sub-district, Buangkum District, Bangkok and the date for determining the names of shareholders who shall be entitled to attend the Annual General Meeting of Shareholders No. 1/2022 will be on March 10, 2022 (Record Date), including assigning the Chief Executive Officer or the person assigned by the Chief Executive Officer to have the authority to amend the date, time, place and method of the meeting, including other details that related with the arrangement of the Annual General Meeting of Shareholders for the year 2022 as necessary and appropriate under the requirements of the law considering the situation of the pandemic of coronavirus (Covid-19).

4. Application for approval on the capital increase/share allocation from relevant government agencies and related conditions



- 4.1. The Company will register the increase of registered capital and register the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date of the 2022 Annual General Meeting of Shareholders approved the increase of registered capital and amendment of the Company's Memorandum of Association.
- 4.2. The Company will apply for permission to the Stock Exchange of Thailand. ("SET") to request approval for the listing of newly issued ordinary shares as listed securities on the SET or a stock exchange in which the Company's ordinary shares are listed securities at that time according to the relevant regulations and rules

5. Objectives of the capital increase and proceeds utilization plan of the increased capital.

The Company shall seek for funds resource according to the continuous expansion of Company's business including investment plan in the future. Therefore, the Company shall issue the capital increases ordinary shares to increase liquidity and working capital to the Company as well as to support a strengthen of the company's capital base in order to readiness for future investments. The future projects shall acquire more revenue and shall benefit the Company and its shareholders.

However, The Company has not set objective for to capital increase which might invest the Event business or new business. Whether if the Company allocate for investors, the Company will provide details into the board of Directors and follow the relevant regulations and rules of the Stock Exchange of Thailand. ("SET").

6. Benefit which the Company will receive from the capital increase/shares allocation

The capital increase will provide the company with liquidity and working capital increase in order to expand the business potential as well as help the company financially stronger. This will result in benefit to the Company and its shareholders in the long term.

7. Benefits the shareholder would receive from the capital increase/share allocation

- 7.1 The Company has a policy to pay dividend approximately 40 percent of the net profits after tax and appropriation of relevant reserve funds as required by law, it depend on the economic situation, based on the standalone financial statement of the Company. In this regard, in declaring dividend, the Company will take into account the Company's cash flow, sufficiency of working capital, future investment plan, debt repayment obligations, terms and conditions of the contracts to which the Company is a party, limitation by law, and other factors as deemed necessary and appropriate in the future.



7.2 The subscribers of the Company's newly issued ordinary shares at this offering will be entitled to receive dividends declared by the Company upon the registration of their names as shareholders of the Company.

8. Other important information that shareholder need for making decisions on the approval of the capital increase/share allocation

- None -

9. Schedule of actions where the Board of Directors of the Company passes a resolution approving the capital increase or allocation of newly issued shares.

No.	Procedure	Date / Month / Year
1.	The Board of Directors' Meeting No. 3/2022	February 23, 2022
2.	The date for determining the names of shareholders who shall entitled to attend the Extraordinary General Meeting of Shareholders of the 2022 (Record Date)	March 10, 2022
3.	The Annual General Meeting of Shareholders of the 2022	April 28,2022
4.	Registration of capital increase with the Ministry of Commerce	Within 14 days after the Shareholders' Meeting resolved to approve the capital increase

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

Please be informed accordingly.

Sincerely Yours,

(Mr. Kitisak Jantathipphong) Chief
Executive Officer
CMO Public Company Limited