

**Enclosure 5**

**Capital Increase Report Form**

**Bangkok Asset Intergroup Public Company Limited**

**21 February 2026**

We, Bangkok Asset Intergroup Public Company Limited (the “**Company**”), hereby notify on the resolution of Board of Directors meeting No. 1/2026, held on 21 February 2026 relating to the Capital Increase and the Allocation of newly issued shares as follows:

**1. Capital increase**

The Board of Directors’ meeting resolved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital in amount of 5,250,000 (Five million two hundred fifty thousand) Baht, from the existing registered capital of 105,000,000 (One hundred five million) Baht to be a new registered capital of 110,250,000 (One hundred ten million two hundred fifty thousand) Baht by issuing newly issued ordinary shares in the number of not exceeding 10,500,000 (Ten million five hundred thousand) shares with a par value of 0.50 (zero point five zero) Baht per share, to accommodate the exercise of rights under the Warrants to Purchase Ordinary Shares to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1) (the “**Warrants**”). The capital increase is structured as follows:

<b>Capital increase</b>	<b>Type of share</b>	<b>Number of shares (shares)</b>	<b>Par Value (Baht/Share)</b>	<b>Total (Baht)</b>
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	Not exceeding 10,500,000	0.50	5,250,000
	Preferred	.....	.....	.....
<input type="checkbox"/> General Mandate	Ordinary	.....	.....	.....
	Preferred	.....	.....	.....

**2. Allotment of new shares**

**2.1 Specifying the purpose of proceeds utilization**

<b>Allotment</b>	<b>Number of shares</b>	<b>Ratio (Existing shares : New shares)</b>	<b>Offer Price (Baht/share)</b>	<b>Subscription and payment period</b>	<b>Remark</b>
Directors and/or Executives and/or Employees of the Company (To accommodate the exercise of rights under the Warrants)	Not exceeding 10,500,000 shares	1:1	Free of charge	-	Please consider the remark below.

**Remark:**

The Board of Directors' meeting No. 1/2026 resolved to approve the allocation of newly issued shares with specifying purpose of utilizing proceeds, and propose to the 2026 Annual General Meeting of Shareholders to consider and approve the allocation of 10,500,000 (Ten million five hundred thousand) newly issued ordinary shares, with a par value of 0.50 (Zero point five zero) Baht per share, to accommodate the exercise of rights under the Warrants, in the number of not exceeding 10,500,000 (Ten million five hundred thousand) units, with the term of the Warrants of not exceeding 3 (Three) years and free of charge. The important details of the Warrants appear in the **Enclosure 4**.

In this regard, the Company's Board of Directors or the Nomination, Remuneration and Corporate Governance Committee of the Company or any person delegated by the Company's Board of Directors or the Nomination, Remuneration and Corporate Governance Committee shall be authorized (1) to determine the list and/or qualification of the directors and/or executives and/or employees of the Company who are entitled to receive the Warrants and number of units of the Warrants to be allocated to each directors and/or executives and/or employees of the Company shall receive, (2) to determine, amend or add terms, conditions and other details related to the Warrants, (3) to sign requests or any documents related to the Warrants, including but not limited to contacting, providing information, and submitting requests for permission, requests for extensions, documents, and evidence to government agencies or relevant authorities regarding the issuance of the Warrants and the registration of shares arising from the exercise of rights under the Warrants to be listed on the Stock Exchange of Thailand ("SET") and (4) Any actions necessary for and relevant to such allocation of the Warrants to the directors and/or executives and/or employees of the Company within the scope of the power according to applicable laws or regulations. The Company will complete the allocation of the Warrants within 1 (One) year from the date of shareholders' meeting approving the issuance of the Warrants.

**3. Schedule for a shareholders' meeting to approve the capital increase and share allotment**

The 2026 Annual General Meeting of Shareholders is scheduled to be held on 24 April 2026, at 10:00 a.m. at Seminar Room No. 99 of C.P. Tower, North Park, 18th Floor, Soi Ngamwongwan 47 Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210.

The Record Date for determining the shareholders entitled to attend the 2026 Annual General Meeting of Shareholders shall be 9 March 2026.

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

4.1 The Company shall submit the application of increase of registered capital and paid-up capital, including the amendment of Memorandum of Association to be consistent with the increase of the Company's registered capital to Department of Business Development, Ministry of Commerce.

4.2 The Company shall submit an application to SET to procure the Company's newly issued ordinary shares arising from the exercise of rights under the Warrants to be listed on the SET.

**5. Objectives of the capital increase and plans for utilizing proceeds received from the Capital increase**

To accommodate the exercise of rights under the Warrants. In the event that the Company receives additional capital from the exercise of warrants by the warrant holders, the Company intends to utilize such proceeds as working capital for its business operations, including the expansion of business channels and business opportunities. The proceeds will be utilized within a period of two (2) years from the last exercise date of the warrants.

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

6.1 To encourage and motivate the directors and/or executives and/or employees of the Company who have contributed to the success of the Company, and to provide an opportunity for the directors and/or executives and/or employees of the Company to participate in ownership and contribute to the Company's progress.

6.2 To reward and motivate the directors and/or executives and/or employees of the Company who possess knowledge and abilities to perform their duties with dedication for the Company's growth and to generate the benefit for the Company and shareholders.

6.3 To motivate the directors and/or executives and/or employees of the Company who have outstanding performance and are difficult to replace, to continue working with the Company in the long term, in order to achieve business goals, which will result in the Company's performance and generate the benefit for the Company and shareholders.

6.4 In the event that the Warrants holders exercise their rights under the Warrants, the Company shall receive working capital, which will help maintain liquidity in the Company's shares.

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

**7.1 Dividend Policy**

The Company has a policy to pay dividends to shareholders at the rate of no less than 50 (Fifty) percent of the net profit from the separate financial statements after deducting corporate income tax and all statutory reserve as prescribed by laws and the Company's Articles of Association. However, the Board of Directors may consider paying dividends or changing the dividend policy by considering the Company's operating results, financial position, cash flows, necessity for working capital to manage the business, investment plans for future business expansion, obligation under loan agreement conditions, and other factors as deemed by the Board of Directors.

7.2 The Warrant holders are entitled to receive dividends when they exercise their rights to convert the Warrants into the ordinary shares of the Company, and their names are registered as a shareholder of the Company

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

Please consider details of impact on shareholders as set out in Clause 6 of "**The Important details of the Issuance and Offering of the Warrants to Purchase Ordinary Shares of Bangkok Asset Intergroup Public Company Limited, which are allocated to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1)**" in **the Enclosure 4.**

In the event that the Last Exercise Date has passed but the Warrants have not been exercised or not fully exercised, such Warrants will expire, and the Company will reduce the registered capital by canceling the shares issued to accommodate the exercise of rights under the Warrants.

**9. Schedule of action in case the Board of Directors passes a resolution approving the capital increase/share allotment**

No.	Procedure	Date
1.	The Board of Directors meeting No. 1/2026	21 February 2026
2.	The date for determination of shareholders who were entitled to attend the 2026 Annual General Meeting of Shareholders (Record Date)	9 March 2026
3.	The 2026 Annual General Meeting of Shareholders	24 April 2026
4.	Registering to increase the Company capital and amendment of the Memorandum of Association to be consistent with the increase of the Company's registered capital with Department of Business Development, Ministry of Commerce	Within 14 days from the date on which the shareholders' meeting approves the resolution
5.	Registering the amendment of paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date on which the exercise of rights under the warrants is made and the Company has received payment for the shares.
6.	Submit an application to SET to procure the Company's newly issued ordinary shares arising from the exercise of rights under the Warrants to be listed on the SET	Within 14 days from the date on which the exercise of rights under the warrants is made and the Company has received payment for the shares.

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

*- Signature-*

(Mr. Pachara Tanawongkasaem)

Director

*- Affixed with the Company's seal -*

*- Signature-*

(Ms. Sukanya Thongyam)

Director

(Authorized directors sign on behalf of the Company, together with affixed with the Company's seal)