

Summary of the offering of the new ordinary shares to directors, executives and employees of Forth EMS Public Company Limited.

Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of Forth EMS Public Company Limited to Directors, Executives and Employees of Forth EMS Public Company Limited

1. Objective and rationale

Forth EMS Public Company Limited ("FEMS"), a subsidiary of Forth Corporation Public Company Limited ("the Company") expects to issue and offer for sale a particular number of its newly issued ordinary shares to directors, executives and employees of FEMS, with the aim of remunerating them for their support, motivating them to dedicate their determination to work, and retaining the long-lasting employment of highly efficient personnel and implanting the spirit of participation in business in its human resources in order to enhance their contribution to FEMS's growth and sustainability, which shall form part of the IPO plan ("the ESOP Plan").

However, the issuance and offering of newly issued ordinary shares allocation to directors, executives and employees of FEMS needs prior approval from the respective shareholders' meetings of the Company and FEMS according to the Notification of the Capital Market Supervisory Board No. TorChor.32/2551 Re: Offering of Newly Issued Securities to Directors or Employees (as amended) (the "ESOP Notification").

2. Details relating to the offering of new ordinary shares of Forth EMS Public Company Limited to directors, executives and employees of Forth EMS Public Company Limited

Type of Securities: Newly issued ordinary shares of FEMS

Number of shares: FEMS plans to offer up to 56,000,000 new shares to directors, executives and employees of FEMS and its subsidiaries having a par value of THB 0.50 each ("Shares") which account for up to 25.00% of the total shares for IPO after deduction Pre-emptive Rights shares or account for up to 7.14% of the total issued and outstanding ordinary shares of FEMS after the IPO, with the same period and offering price as newly issued ordinary shares that will be offered for the IPO.

The remaining Shares left unallocated to directors, executives, and employees of FEMS will further be offered to the public.

Offering price per share: The offering price of the Shares equals to the offering price of IPO shares which still have not determined.

3. Name of all the directors of FEMS who are entitled to subscribe the Shares, and the number of Shares allocated to each director

Name	Position in FEMS	Number of allocated shares as director (shares)	Percentage of number of allocated shares
1. Mr.Arthorn Slnsawad	Chairman of Board of Director / Independent Director / Audit Committee	Not exceed 1,100,000	4.91%
2. Ms.Nongram Laohaareedilok	Director / Independent Director / Chairman of Audit Committee	Not exceed 1,100,000	4.91%
3. Mr.Chatchai Saksilapachai	Director / Independent Director / Audit Committee	Not exceed 1,100,000	4.91%

Name	Position in FEMS	Number of allocated shares as director (shares)	Percentage of number of allocated shares
4. Ms.Nisa Amatanon	Director	Not exceed 1,100,000	4.91%
5. Ms.Laksika Amatanon	Director	Not exceed 1,100,000	4.91%
6. Mr.Pattanan Amatanon	Director	Not exceed 1,100,000	4.91%
7. Mr.Chawin Lerttripinyo	Director	Not exceed 1,100,000	4.91%
8. Mr.Chatchavin Pipatchotitham	Director	Not exceed 1,100,000	4.91%
9. Mr.Pichai Duangtaweesub	Director	Not exceed 1,100,000	4.91%
Total		Not exceed 9,900,000	44.19%

Nevertheless, none of the director of FEMS is entitled to subscribe more than 5% of the total Shares of ESOP Plan. However, directors might receive additional share allocation as an executive or employee of the Company which the additional shares allocated as executives or employees of the company will not exceed 5.00 percent of the total amount of securities offered for directors, executives, and employees of FEMS.

4. EPS Dilution Effect, Control Dilution Effect and Price Dilution Effect

4.1 EPS Dilution Effect and Control Dilution Effect

Under the ESOP Plan, FEMS plans to issue and offer up to 56,000,000 shares having a par value of THB 0.50 each to directors, executives and employees of FEMS, which accounts for up to 7.14% of the total issued and outstanding shares of FEMS after the IPO, with the same period and offering price as newly issued ordinary shares that will be offered for the IPO, such offering will cause a 7.14% reduction in the total profit share and voting rights in FEMS.

4.2 Price Dilution Effect

On the basis that FEMS shares remain unlisted on the Stock Exchange of Thailand ("SET"), their market price is not yet available and, therefore, it is impossible to evaluate the impact on the market price of FEMS' shares.

5. Rules, conditions, and procedures for the offering of FEMS newly issued shares to directors, executives, and employees of FEMS

The Shares will be offered to directors, executives, and employees of FEMS after the IPO is approved by the Securities and Exchange Committee ("SEC").

In this connection, the CEO of FEMS is authorized to consider, decide, approve, and determine the criteria, conditions, details and other matters relating to the allocation of the Shares to directors, executives, and employees of FEMS. However, the granting of authorizations must not contradict the ESOP Notification.

None of FEMS' directors, executives nor employees will be entitled to subscribe more than 5% of the total shares of the ESOP Plan.

6. Qualifications of directors, executives and employees of FEMS who will be entitled to the Shares allocation
 - 1) An allottee must remain to be director, executive, or employee of FEMS on or before the effective date of the registration statement and prospectus in relation to the IPO, and must remain in the position as director, executive, or employee of FEMS until the dates of FEMS' securities issuance and offer; and
 - 2) The allocated number of new ordinary shares may vary among those individuals, which depends on their position, work experience, years of service, work performance, and potential, including their contribution to FEMS.

7. Shareholders' veto rights against the allocation of newly issued shares by FEMS to directors, executives, and employees of FEMS

In respect of the offering of the Shares to directors, executives and employees of FEMS, the Company has an obligation to comply with the ESOP Notification by seeking prior approval from the Company's shareholders representing at least three-quarters (3/4) of the total votes cast by shareholders present and eligible to vote, provided that there is no veto by more than 10% of the total votes cast by shareholders present.