



No. SMK0681/2021

28 December 2021

Re: Capital increase, issuance and offering of newly issued ordinary shares on a private placement basis, connected transaction, amendments to the memorandum and articles of association, and convening the extraordinary general meeting of shareholders no.1/2022

To: President,
The Stock Exchange of Thailand

- Annexes:
1. Information Memorandum Re: Offering of Newly Issued Shares by Syn Mun Kong Insurance Public Company Limited
 2. Report on Capital Increase (F 53-4)
 3. Information Memorandum Re: Connected Transaction

On 28 December 2021, the board of directors' meeting no. 5/2021 of Syn Mun Kong Insurance Public Company Limited (the **Company**) was held (the **Board Meeting**) to consider and discuss key matters relating to the raising of capital and it was resolved to:

1. approve to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital by up to THB 66,000,000 from the registered capital of THB 200,000,000 to the registered capital of up to THB 266,000,000, by issuing up to 66,000,000 newly issued ordinary shares with a par value of THB 1 each.

Details relating to the capital increase are set out in the Information Memorandum Re: Offering of Newly Issued Shares by Syn Mun Kong Insurance Public Company Limited (**Annex 1**) and the Report on Capital Increase (F 53-4) (**Annex 2**);

2. approve to propose to the shareholders' meeting to consider and approve the amendment of Clause 4. of the memorandum of association to reflect the capital increase.

For this purpose, a person designated by the authorized director(s) of the Company will procure the registration of the relevant amendment with the Department of Business Development, Ministry of Commerce and have authority to correct and amend any statements or application to adhere to an instruction that may be given by the registrar;

3. approve to propose to the shareholders' meeting to consider and approve allocating up to 66,000,000 newly issued ordinary shares with a par value of THB 1 each to the specific investor(s) which is the company within a non-life insurance business group and does not have their shares listed on the Stock Exchange of Thailand (the **SET**). The offering price of the newly issued ordinary shares will be determined by the shareholders meeting of the Company in accordance with the Notification of the Capital Market Supervisory Board no. Thor Chor.72/2015 Re: Approval granted to Listed Companies for Private Placement of Newly Issued Shares (as amended) (the **Notification no. Thor Chor. 72/2015**) and shall not be lower than THB 21.52 per share which is the price that is not lower than the Market Price of the Company's ordinary shares. The total offering price will not be lower than THB 1,420,320,000 (based on the assumption that the Company can sell all of the newly issues shares). The Company will have to complete the offering of such newly issued shares at the above



offering price within 3 months from the date which the shareholders meeting of the Company approves the offering of newly issues ordinary shares to specific investor(s). Upon the lapse of the 3-months period, the board of directors or the person authorized by the board of directors may, during the 12-months period from the date which the shareholders meeting of the Company approves the offering of newly issued ordinary shares, offer to sell the newly issued shares to specific investor(s) at the market price of the ordinary shares of the Company in accordance with Section 8 of the Notification no. TorChor. 72/2015.

The “Market Price” means the weighted average price of the Company’s ordinary shares traded on the SET 15 consecutive business days before the date of the board of directors meeting approving the offering of newly issued shares to specific investor(s), which equal to THB 21.52 per share.

The Company is now considering final bidding proposals of the strategic investors who participate in the competitive process. Once the Company selects the winning bidder, the Company will hold another board of directors meeting to consider and approve the determination of the name of specific investor(s) and the offering price. The selection of successful bidder is expected to complete by 31 January 2022. The Company will inform the name of the selected specific investor(s) and the offering price to the shareholders and the investors through the SET accordingly.

The specific investor(s) will not have any obligation to conduct the mandatory tender offer of all securities of the Company after the offering of newly issued shares given the specific investor(s) will hold not exceeding 24.8 of the total voting rights of the Company after the capital increase.

These offering of shares to specific investors is considered as a connected transaction under the Notification of the Capital Market Supervisory Board no. TorChor.21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governor 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) (the “**Connected Transaction Notifications**”) given the specific investor(s) is considered a person who will become the controlling person of the Company on the basis that the specific investor(s) may have the right to nominate persons to be appointed as directors of the Company after the offering of newly issued shares.

The transaction size of the offering of newly issued shares is not less than 76.0 percent of the net tangible assets of the Company based on the consolidated financial statement of the Company as of 30 September 2021. Please consider additional information in the Information Memorandum re: Connected Transaction (**Annex 3**)

In addition, the Board Meeting proposed that the board of directors be granted authorisations to consider, determine or cancel other details necessary for and relating to the allocation of the newly issued ordinary shares, including, but not limited to, to do the following: (a) to consider, determine or cancel any conditions and details relating to the allocation of the newly issued ordinary shares in one or several tranches, offering period, payment terms and other related requirements; (b) to negotiate, enter into and sign any related documents and agreements and to take any actions in connection with the allocation of the newly issued ordinary shares; (c) to sign all applications for approval and waiver required and other documents necessary for and relating to the offering of the Shares, to communicate and file all those applications and documents with any relevant government authorities and agencies, and to apply to list the Shares on the SET; and (d) to take any actions necessary for and relating to the offering of the Shares.

Details relating to the capital increase are set out in the Information Memorandum Re: Offering of Newly Issued Shares by Syn Mun Kong Insurance Public Company Limited (**Annex 1**) and the Report on Capital Increase (F 53-4) (**Annex 2**);



4. approve to propose to the shareholders' meeting to consider and approve amending Article 5. of the articles of association to become more flexible and to facilitate any investment in the future, details are set out as follows:

Current

“Article 5: Shares are transferrable without restrictions, except if a transfer is made by a Thai shareholder to a foreigner while the foreign shareholding at that time reaches 15% of the Company's total issued shares. However, this transfer restriction does not apply to the foreign shareholding which exists prior to the date of this amendment, including each and every share transfer by an existing foreign shareholder to any foreigner until and unless those shares are transferred to a non-foreigner.

Notably, a foreigner may acquire additional shares through a subscription of new shares issued by the Company as approved by Extraordinary General Meeting of Shareholders no. 3/1994, held on 21 July 1994 which are offered to investors who have characteristics or can be classified as defined by clause 2. of the SEC Notification Re: Rules, Conditions and Procedures for Seeking and Granting Approval for the Offering of Newly Issued Shares. However, the acquisition of those new shares must not cause the aggregate foreign shareholding to exceed 25% of the Company's total issued shares.

After the newly issued shares referred to in paragraph two are listed on the Stock Exchange of Thailand, a subsequent share acquisition by a foreigner by any means is limited to 25% of the Company's total issued and outstanding shares.”

New

“Article 5: Shares are transferrable without restrictions, except:

- a. the transfer of shares which shall result or may result in the foreign shareholding in the Company exceeding 25 percent of the total issued shares of the Company, except for the cases specified in item b.;*
- b. foreigner(s) may hold more than 25 percent of the total issued shares of the Company in the case that it is permitted by any law, rule, article, approval, waiver, or order of the relevant authority.*

For this purpose, a person designated by the authorised director(s) of the Company will procure the registration of the relevant amendment with the Department of Business Development, Ministry of Commerce and have authority to correct and amend any statements or application to adhere to an instruction that may be given by the registrar;

5. approve to convene the Extraordinary General Meeting of Shareholders no. 1/2022 on 18 February 2022 at 2.00 p.m. via electronic meeting to discuss various matters on the following agenda:
1. To consider and adopt the minutes of the 2021 Annual General Meeting of Shareholders;
 2. To consider and approve the increase in the Company's registered capital by up to THB 66,000,000 from the existing registered capital of THB 200,000,000 to the registered capital of up to THB 266,000,000, by issuing up to 66,000,000 newly issued ordinary share with a par value of THB 1 each;
 3. To consider and approve amending Clause 4. of the memorandum of association to reflect the capital increase;



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SYN MUN KONG INSURANCE PUBLIC COMPANY LIMITED

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4. To consider and approve allocating the Company's newly issued shares to specific investors which is considered as a connected transaction;
 5. To consider and approve amending the articles of association; and
 6. To consider other business (if any); and
6. approve to fix the record date on 27 January 2022 to determine a list of shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders no.1/2022.

Please be informed accordingly.

Sincerely yours,

Syn Mun Kong Insurance Public Company Limited

Mr. Reungvit Dusdeesurapot

Chairman

**Information Memorandum Re: Offering of Newly Issued Shares
by
Syn Mun Kong Insurance Public Company Limited (the Company)**

1. Particulars of the Offering

1.1 Type and amount of shares offered, share allocation, offering price

The Company will issue and allocate up to 66,000,000 newly issued ordinary shares with a par value of THB 1 each to the specific investor(s) which is the company within a non-life insurance business group and does not have their shares listed on the Stock Exchange of Thailand (the **SET**). The offering price of the newly issued ordinary shares will be determined by the shareholders meeting of the Company in accordance with the Notification of the Capital Market Supervisory Board no. Thor Chor.72/2015 Re: Approval granted to Listed Companies for Private Placement of Newly Issued Shares (as amended) (the **Notification no. Thor Chor.72/2015**) and shall not be lower than THB 21.52 per share which is the price that is not lower than the Market Price of the Company's ordinary shares. The total offering price will not be lower than THB 1,420,320,000 (based on the assumption that the Company can sell all of the newly issues shares). The Company will have to complete the offering of such newly issued shares at the above offering price within 3 months from the date which the shareholders meeting of the Company approves the offering of newly issues ordinary shares to specific investor(s). Upon the lapse of the 3-months period, the board of directors or the person authorized by the board of directors may, during the 12-months period from the date which the shareholders meeting of the Company approves the offering of newly issued ordinary shares, offer to sell the newly issued shares to specific investor(s) at the market price of the ordinary shares of the Company in accordance with Section 8 of the Notification no. TorChor. 72/2015.

1.2 Targeted investors

The Company will issue and allocate newly issued ordinary shares to specific investor(s) which is the company within a non-life insurance business group and does not have their shares listed on the SET.

Currently, the Company is unable to disclose the identity of specific investors because the Company is arranging for the specific investors to participate in the competitive process of bidding in which the Company is required to comply with a confidentiality agreement entered into with the bidders.

Once the Company has selected the winning bidder, the Company will hold another board of directors meeting to consider and approve the determination of the name of specific investors and the offering price. The selection of successful bidder is expected to complete by 31 January 2022. The Company will inform the name of the selected specific investor(s) and the offering price to the shareholders and the investors through the SET accordingly.

1.3 Market price, price determination and reasonableness

The shareholders meeting of the Company will determine the offering price of the newly issued ordinary shares in accordance with the Notification no. ThorChor. 72/2015. The offering price shall not be lower than THB 21.52 which is the price that not lower than the Market Price of the Company's ordinary shares. The total offering price will not lower than THB 1,420,320,000 (based on the assumption that the Company can sell all of the newly issues shares).

The "Market Price" means the weighted average price of the Company's ordinary shares traded on the SET 15 consecutive business days before the date of the board of directors meeting approving the offering of newly issued shares to specific investor(s), which equal to THB 21.52 per share.

2. Purpose of the private placement and the planned application of the proceeds of capital increase

This private placement is intended to reinforce the Company's financial position in relation to its commitment to pay the relevant insurance claims in the future and to maintain the capital adequacy ratio as required by law.

3. Possible effects of the capital increase or the share allocation

3.1 Control dilution

Please see below the calculation of the control dilution:

$$= \frac{\text{Newly issued ordinary shares}}{\text{Paid-up shares} + \text{Newly issued ordinary shares}}$$

$$= \frac{66,000,000}{200,000,000 + 66,000,000}$$

$$= \text{Not exceeding } 24.81\%$$

3.2 Price dilution

Given the Company will offer to sell newly issued ordinary shares to specific investors at the offering price of THB 21.52 per share which is the price that is not lower than Market Price of the Company's ordinary shares, the offering of newly issued ordinary shares will not cause any price dilution. The "Market Price" means the weighted average price of the Company's ordinary shares traded on the SET 15 consecutive business days before the date of the board of directors meeting approving the offering of newly issued shares to specific investors (i.e. 3 December 2021 to 27 December 2021), which equal to THB 21.52 per share.

3.3 Earning dilution

The Company cannot calculate the earning dilution given the Company has loss.

3.4 Advantages v. earning dilution or control dilution

The issuance and offering of newly issued shares to specific investors is vital, given that that Company needs to seek sources of funding to secure its financial position in relation to its commitment to pay the relevant insurance claims in the future and to maintain the capital adequacy ratio as required by law.

The dilution effects which might arise from the issuance and offering of newly issued shares to specific investors are insignificant, compared to the substantial consequences of financial difficulties which the Company may suffer that might adversely affect its business and shareholders' equity.

4. Board's opinion

4.1 Rationale and need for capital increase

The Company needs to seek sources of funding to strengthen its financial condition in relation to its commitment to pay the relevant insurance claims in the future and to maintain the capital adequacy ratio as required by law.

4.2 Planned application of the proceeds of capital increase

The Company plans to apply the proceeds of this capital increase to pay the relevant insurance claims and to fulfil legal requirements over capital adequacy ratio.

4.3 Reasonableness of the capital increase

This capital increase is appropriate because the proceeds will be applied to strengthen the Company's financial condition in relation to its commitment to pay the relevant insurance claims in the future and to maintain the capital adequacy ratio as required by law. As of 30 September 2021, the Company has the capital adequacy ratio of 178 percent.

4.4 Reasonableness of the offering price of Shares in this private placement

The offering price of Shares is reasonable because it is not lower than the market price of the Company's ordinary shares.

4.5 Rationale and need for the private placement

The board of directors viewed that the Company needs to conduct the private placement to ensure the certainty of capital raised because it is now essential to procure a substantial increase in registered capital to reinforce its financial sustainability. If an offering of new shares is carried out by other means, instead of by private placement, there is a probability that the Company might fail to achieve the satisfactory result of capital raised to such an extent that can fulfill its financial requirements.

Further, in the board of directors' opinion, the pre-selected investors which would compete in the bidding are global insurance companies, which have capacity to fortify the Company's position and improve its business administration and management in the long run.

4.6 Capital adequacy

From an estimate of Covid-19 infection cases up to the expiry date of the Covid-19 insurance policy under the campaign: "After diagnosis, claim payment and settlement will be prompt.", there is a probability that the proceeds of this capital increase will enable the Company to accomplish its commitments to pay the Covid-19 insurance claims and to maintain the legally required capital adequacy ratio.

4.7 Possible effects of the capital increase and the application of the relevant proceeds on the Company's business, financial condition and operating results

There is a probability that the proceeds of this capital increase could assure the Company's ability to accomplish its commitments to pay the relevant insurance claims and to maintain the legally required capital adequacy ratio.

5. Directors' representations

The board of directors represented and warranted that it has honestly and carefully performed duties to protect the Company's benefits and interests in connection with this capital increase. In addition, the board of directors has reviewed the information of the specific investors and was of the opinion that such specific investors can benefit the Company and has a potential to invest in the Company. However, if the board's performance causes harm to the Company, shareholders may, on behalf of the Company, take legal action to claim damages from the relevant directors as permitted by section 85 of the Public Limited Companies Act, 1992 (as amended). Further, if the board's performance brings undue benefits to any director or any concerned party, shareholders are able to, on behalf of the Company, claim the refund of benefits from that director as permitted by section 89/18 of the Securities and Exchange Act, 1992 (as amended).

Reporting From on Capital Increase
Syn Mun Kong Insurance Public Company Limited
Date: 28 December 2021

We, Syn Mun Kong Insurance Public Company Limited (the **Company**), wish to report the resolutions of our board of directors' meeting no. 5/2021 (the **Board Meeting**), held on 28 December 2021 from 15.00 hrs. to 16.00 hrs., in relation to the capital increase and the offering of newly issued shares as follows:

1. Capital increase

The Board Meeting resolved to approve an increase in the Company's registered capital by THB up to 66,000,000 from the registered capital of up to THB 200,000,000 to the registered capital of up to THB 266,000,000, by issuing up to 66,000,000 newly issued ordinary shares with a par value of THB 1 each, as set out below:

Capital increase	Type of shares	Amount (shares)	Par value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specific purpose	Preference shares	-	-	-
	Ordinary shares	66,000,000	1	66,000,000
<input type="checkbox"/> General Mandate	-	-	-	-

2. Share allocation (for specific purposes)

2.1 Particulars

Allocation to	Amount (shares)	Ratio (Current : New)	Offering price (THB per share)	Subscription date and payment date	Notes
(1) Specific investor(s) which is the company within a non-life insurance business group and does not have their shares listed on the Stock Exchange of Thailand (the SET)	Up to 66,000,000	-	Note 1	Note 2	Note 3

Notes:

1. The Company will issue and allocate up to 66,000,000 newly issued ordinary shares with a par value of THB 1 each to the specific investor(s) which is the company within a non-life insurance business group and does not have their shares listed on

the SET. The offering price of the newly issued ordinary shares will be determined by the shareholders meeting of the Company in accordance with the Notification of the Capital Market Supervisory Board no. Thor Chor.72/2015 Re: Approval granted to Listed Companies for Private Placement of Newly Issued Shares (as amended) (the **Notification no. Thor Chor.72/2015**) and shall not be lower than THB 21.52 per share which is the price that is not lower than the Market Price of the Company's ordinary shares. The total offering price will not be lower than THB 1,420,320,000 (based on the assumption that the Company can sell all of the newly issues shares). The Company will have to complete the offering of such newly issued shares at the above offering price within 3 months from the date which the shareholders meeting of the Company approves the offering of newly issues ordinary shares to specific investor(s). Upon the lapse of the 3-months period, the board of directors or the person authorized by the board of directors may, during the 12-months period from the date which the shareholders meeting of the Company approves the offering of newly issued ordinary shares, offer to sell the newly issued shares to specific investor(s) at the market price of the ordinary shares of the Company in accordance with Section 8 of the Notification no. TorChor. 72/2015.

The "Market Price" means the weighted average price of the Company's ordinary shares traded on the SET 15 consecutive business days before the date of the board of directors meeting approving the offering of newly issued shares to specific investor(s), which equal to THB 21.52 per share.

2. The Board Meeting proposed that the board of directors be granted authorisations to consider, determine or cancel other details necessary for and relating to the allocation of the Shares, including, but not limited to, to do the following: (a) to consider, determine or cancel any conditions and details relating to the allocation of the Shares in one or several tranches, offering period, payment terms and other related requirements; (b) to negotiate, enter into and sign any related documents and agreements and to take any actions in connection with the allocation of the Shares; (c) to sign all applications for approval and waiver required and other documents necessary for and relating to the offering of the Shares, to communicate and file all those applications and documents with any relevant government authorities and agencies, and to apply to list the Shares on the SET; and (d) to take any actions necessary for and relating to the offering of the Shares.
3. See the Information Memorandum Re: Offering of Newly Issued Shares by Syn Mun Kong Insurance Public Company Limited (**Annex 1**).

2.2 Actions required in case of a fractional amount of Shares

No fraction of shares.

3. **Determining the date for shareholders' meeting to approve the capital increase and share allocation**

It was resolved that Extraordinary General Meeting of Shareholders no.1/2020 be held on 18 February 2022 at 2 p.m. by electronic meeting and the record date be scheduled for 27 January 2022.

4. **Seeking approval of the capital increase/share allocation from the relevant government agencies; conditions of regulatory approval**

- 4.1 The Company will register the capital increase and the change to its paid-up capital with the Department of Business Development, Ministry of Commerce.
- 4.2 Before proceeding with the capital increase and registering the change to its paid-up capital, the Company must seek prior approval from the Office of Insurance Commission (the **OIC**).
- 4.3 The Company will seek the SET approval to accept its newly issued shares as listed securities.

5. **Purpose of the capital increase and the planned application of the proceeds of capital increase**

This capital increase is intended to strengthen the Company's financial condition in relation to its commitment to pay the relevant insurance claims in the future and to maintain the capital adequacy ratio as required by law.

6. Potential advantages for the Company

This transaction is beneficial to the Company and its shareholder, given that the Company's financial condition will become stronger, enabling it to have adequate capital to pay insurance claims in the future and to fulfil legal requirements over capital adequacy ratio.

7. Potential advantages for shareholders**7.1 Dividend policy**

It is a policy of the Company to pay annual dividends to holders of ordinary shares at a maximum rate of 50% of the net income after corporate income tax, legal reserves and other reserves.

7.2 All subscribers for the Shares are entitled to payment of dividends derived from the operational performance immediately after they are registered as shareholders.

7.3 Specific investors are entitled to payment of dividends derived from the date that they are registered as shareholders.

8. Other key information necessary for the decision-making to approve the capital increase/share allocation

See more information about the capital increase and share allocation in the Information Memorandum Re: Offering of Newly Issued Shares by Syn Mun Kong Insurance Public Company Limited (**Annex 1**).

9. Indicative timetable for the capital increase / share allocation

Item	Actions to be taken	Date/Month/Year
1.	Board of directors' meeting no. 5/2021	28 December 2021
2.	Record date for collecting a list of shareholders entitled to attend Extraordinary General Meeting of Shareholders no.1/2022	27 January 2022
3.	Extraordinary General Meeting of Shareholders no.1/2022	18 February 2022
4.	Registration date of the resolution on the capital increase at the Department of Business Development, Ministry of Commerce	Within 14 days after the shareholders' meeting approves the capital increase
5.	Subscription date of Shares in private placement	Within 3 months after the shareholders' meeting approves the capital increase

(Translation)

Annex 2

We hereby certify that all information contained in this Form is correct and complete.

Please be informed accordingly.

Sincerely yours,



Mr. Reungdej Dusdeesurapoj

Authorised Director

Information Memorandum on the Connected Transaction

of

Syn Mun Kong Insurance Public Company Limited

The Board of Directors Meeting No. 5/2021 of Syn Mun Kong Insurance Public Company Limited (the **Company**) held on 28 December 2021 approved to propose to the shareholders meeting of the Company to consider and approve the allocation of up to 66,000,000 newly issued ordinary shares with a par value of THB 1 each to specific investor(s) which is the company within a non-life insurance business group and does not have their shares listed on the Stock Exchange of Thailand (the **SET**). The offering price of the newly issued ordinary shares will be determined by the shareholders meeting of the Company in accordance with the Notification of the Capital Market Supervisory Board no. Thor Chor.72/2015 Re: Approval granted to Listed Companies for Private Placement of Newly Issued Shares (as amended) (**the Notification no. Thor Chor.72/2015**) and shall not be lower than THB 21.52 per share which is the price that is not lower than the Market Price of the Company's ordinary shares.

These offering of shares to specific investor(s) is considered as a connected transaction under the Notification of the Capital Market Supervisory Board no. TorChor.21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governor 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) (the "**Connected Transaction Notifications**") given the specific investor(s) is considered as person who will become the controlling person of the Company on the basis that the specific investor(s) may have the right to nominate persons to be appointed as directors of the Company after the offering of newly issued shares.

The transaction size of the offering of newly issued ordinary shares is not less than 76.0 percent of the net tangible assets of the Company based on the consolidated financial statement of the Company as of 30 September 2021.

In this regard, the important details of the offering of newly issued ordinary shares to specific investor(s) are as below.

1. **Transaction Date**

Within 12 months from the Extraordinary General Meeting of Shareholders of the Company no. 1/2021 on 18 February 2022 approving the offering of newly issued ordinary shares.

2. **Contractual Parties and relationship with the Company**

Issuer : The Company

Subscriber : The Company is now considering final bidding proposals of the strategic investors who participate in the competitive process. Once the Company selects the winning bidder, the Company will hold another board of directors meeting to consider and approve the determination of the name of specific investor(s) and the offering price. The selection of successful bidder is expected to complete by 31 January 2022. The Company will inform the name of the selected specific investor(s) and the offering price to the shareholders and the investors through the SET accordingly.

Relationship Between the Parties

The specific investor(s) is considered as person who will become the controlling person of the Company given the specific investor(s) may have the right to nominate persons to be appointed as directors of the Company after the offering of newly issued shares.

3. General Characteristics of the Transaction

Please see the Information Memorandum Re: Offering of Newly Issued Shares by Syn Mun Kong Insurance Public Company Limited (**Annex 1**).

4. Total Value of the Transaction and the Criteria for Determining the Transaction Value

The Company will issue and allocate up to 66,000,000 newly issued ordinary shares with a par value of THB 1 each to the specific investor(s) which is the company within a non-life insurance business group and does not have their shares listed on the SET. The offering price of the newly issued ordinary shares will be determined by the shareholders meeting of the Company. The offering price shall not be lower than THB 21.52 per share which is the price that is not lower than the Market Price of the Company's ordinary shares. The total offering price will not be lower than THB 1,420,320,000 (based on the assumption that the Company can sell all of the newly issues shares).

5. Calculation of the Transaction Size

The transaction size of the offering of newly issued ordinary shares is not less than 76 percent of the net tangible assets of the Company based on the consolidated financial statement of the Company as of 30 September 2021. The Company did not enter into any transaction with the specific investor(s) or their related persons during the 6-months prior to the date where the board of directors approves this transaction.

6. Characteristics and Scope of Interests of Connected Persons

No director or shareholder has a special interest in this transaction because the specific investor(s) will hold up to 24.8 percent of the total issued shares of the Company and will nominate persons to be appointed as directors of the Company after the Extraordinary General Meeting of Shareholders no. 1/2022 approves the offering of shares and the Company has registered the increased of paid-up capital with the Department of Business Development, Ministry of Commerce.

7. Directors Who have Interest and/or are Connected Persons in this Transaction

None

8. Opinion of the Board of Directors and the Audit Committee regarding the Transaction and Opinion of the Audit Committee and/or the Director which is Different from the Board of Directors' Opinion

All directors' opinions are in line with the resolution of the board of directors meeting. No member of audit committee has any different opinion from resolution of the board of directors meeting. Please see details of the opinion of the board of directors in the Information Memorandum Re: Offering of Newly Issued Shares by Syn Mun Kong Insurance Public Company Limited (**Annex 1**).