

SGC 31/2023

19 May 2023

Subject: Entering into the Connected Transaction in regard to Receiving Financial Assistance  
(Revised)

To: President

The Stock Exchange of Thailand

SG Capital Public Company Limited (the “**Company**”), would like to disclose the resolutions of the Board of Directors Meeting No. 9/2023 , held on 12 May 2023. The Meeting has passed the resolution to approve the receiving financial assistance from Singer Thailand Public Company Limited in the amount of not exceeding 1,000 Million Baht (One Thousand Million Baht) for using as working capital and expanding the Company’s leasing service. This transaction shall be the 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 Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions 2003 (as amended) (“**Connected Transaction Notification**”), with the details as follows:

1. **Date of the Transaction**

During June - December 2023

2. **Transaction Parties**

Financial Supporter : Singer Thailand Public Company Limited  
 (“**SINGER**”)

Relationship : Connected person, as SINGER is the majority  
shareholder of the Company holding shares at  
74.92 percent

Financial Receiver : The Company

### 3. General Information of the Transaction

The details of the receiving financial assistance are as follows:

Type of Transaction	: A connected transaction regarding receiving financial assistance under Connected Transaction Notification
Credit	: 1,000 Million Baht and the Company will borrow SINGER in several tranches which will consider from the remaining of the Company's cash flow that will be used as the working capital and expanding the port of leasing
Interest Rate	: 5.75 percent per annum
Tenor	: 2 years from the date that the Company receives money
Payment of Interest	: Monthly
Type of Agreement	: Loan Agreement
Collateral	: None
Other Conditions	: None
Objective for Using Money	: For using as working capital and expanding the Company's leasing service

4. **Total Value of the Remuneration**

The interest which the Company shall pay to the connected person shall not exceed 115 Million Baht the calculation details shall be as follows:

The amount of loan : 1,000 Million Baht

The credit term : 2 years

The interest rate : 5.75 percent per annum

The calculation :  $1,000 \text{ Million Baht} \times 5.75\% \times 2 = 115 \text{ Million Baht}$

5. **Transaction Size**

The size of the transaction is 2.14 percent of the of the Company's Net Tangible Asset (NTA) which calculated from the Company's financial statement for the 1<sup>st</sup> quarter of 2023 ended at 31 March 2023 which has been reviewed by the Company's auditor.

6. **Characteristics and Scope of Interests of the Connected Persons when Agreeing to Enter into such Connected Transaction**

This transaction is considered as a connected transaction regarding the receipt of financial assistance. The total remuneration of transaction (interest) is 115 Million Baht or approximately 2.14 percent of the Company's Net Tangible Asset (NTA), which is more than THB 1 million not over than THB 20 million, or more than 0.03 percent of NTA, not over than 3 percent of NTA, whichever is higher. Accordingly, this transaction shall be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand on a connected transaction according to the Connected Transaction Notification.

Moreover, the Company has no connected transaction that made with the connected or related person during period 6 months prior to the transaction date.

7. **Condition which may Affect the Rights of Shareholders**

None

8. The Participation and Voting of the Conflicted Director in the Meeting

In term of the consideration and approval for entering into this transaction, Mr. Narathip Wirunchatapant (Director and Chief Executive Officer of SINGER) shall left the meeting and abstain from voting in this matter.

9. Opinion of the Board of Director Regarding the Transaction

The Board of Directors has considered the reason and necessity and resolved that the receipt of financial assistance is reasonable and will eventually increase the Company's benefit for using as a working capital and expanding the Company's leasing service. Furthermore, the Board of Directors was of the opinion that the rate of interest at 5.75 percent per annum was reasonable. It has been referred from the rate of compared company having the same creditability and had issued the debentures in this year so the average of the interest rate is equal to 5.55 percent. There is also the additional fee at 0.20 percent which will be charged from SINGER. Therefore, the total interest rate in this regard is 5.75 percent per annum. Thus, the Board of Directors has resolved to approve the receiving financial assistance from SINGER in the amount of 1,000 Million Baht (One Thousand Million Baht) as prescribed above.

10. Opinion of the Audit Committee or Directors that Differ from the Opinion of the Board of Directors

The Audit Committee have the same opinion with the Board of Directors and there is no director that has difference opinion from the Board of Directors or abstain from voting.

Please be informed accordingly.

Sincerely yours,

(Mr. Anothai Sritiapetch)  
Chief Executive Officer