

Ref: SGC 030/2024

1 July 2024

Re: Notification of the resolutions of the Board of Directors Meeting No. 5/2024 regarding capital increase offer shares to the existing shareholders in proportion to their respective shareholdings with no allocation to shareholders that would make the Company have duties under foreign law, the issuance and offering of SGC-W1 and SGC-W2 Warrant, receiving financial assistance from the connected person, and determination of the Extraordinary General Meeting of shareholders No. 1/2024

To: President
The Stock Exchange of Thailand

Enclosure

1. Capital Increase Form (F53-4)
2. The preliminary features of warrants to purchase ordinary shares of the Company No. 1 (SGC-W1) offering to existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law.
3. The preliminary features of warrants to purchase ordinary shares of the Company No. 2 (SGC-W2) allocating to existing shareholders who subscribed and received the allotment of newly issued ordinary shares offering to existing shareholders in proportion to their shareholding.
4. The information memorandum of the Company's connected transactions.

SG Capital Public Company Limited ("the Company") would like to report the resolutions of the Board of Directors Meeting No. 5/2024 held on 1 July 2024 to the Stock Exchange of Thailand ("SET") detailed as follows:

1. Approved to propose to the Extraordinary General Meeting of Shareholders No.1/2024 to consider and approve an increase in the Company's registered capital 5,232,000,000 Baht from the original registered capital at 3,270,000,000 Baht to the new registered capital at 8,502,000,000 Baht by issuing 5,232,000,000 newly issued ordinary shares with a par value of 1.00 Baht per share for (1) offering to the existing shareholders in proportion to their respective shareholdings with no allocation to shareholders that would make the Company have duties under foreign law (2) reserving for the exercise if rights to purchase ordinary shares under the warrants to purchase the Company's ordinary shares No. 1 (SGC-W1), which is allocated to the existing shareholders of the Company in proportion

to their shareholding (Before increase of capital this time) with no allocation to shareholders that would make the Company have duties under foreign law and (3) reserving for the exercise if rights to purchase ordinary shares under the warrants to purchase the Company's ordinary shares No. 2 (SGC-W2), which is allocated to the existing shareholders of the Company who have subscribed and are received the allocation of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding, also approve the additional amendment of the Company's Memorandum of Association Clause 4. Registered capital to be consistent with the increase in the registered capital of the Company as follows:

| | | |
|----------------------------------|----------------------|---|
| “Clause 4. Registered Capital of | Baht 8,502,000,000 | (Eight Thousand five Hundred Two Million Baht) |
| consisting of | 8,502,000,000 shares | (Eight Thousand five Hundred Two Million shares) |
| Par value | Baht 1 per share | (Baht 1) |
| divided to | | |
| Ordinary shares | 8,502,000,000 shares | (Eight Thousand five Hundred Two Million Shares) |
| Preferred shares | - shares | (-shares)” |

In this regard, the Board of Directors, Executive Committee, the Managing Director or the person assigned by the Board of Directors or the Executive Committee of the Company has the power in signing the request or in any documents related to the registration of amendments to the Memorandum of Association of the Company making amendments or changes to the request or the text of such documents related to the registration of amendments to the Memorandum of Association of the Company that must be filed with the Department of Business Development, Ministry of Commerce as well as having the power to take any action as necessary and in connection with such action as it deems appropriate to comply with the law regulations and interpretation of relevant government agencies including in accordance with the advice or order of the Registrar or officer.

The details of the capital increase are shown in Enclosure 2.

2. Approved to propose to the Extraordinary General Meeting of Shareholders 1/2024 to consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No.1 (“SGC-W1”) in the amount not exceeding 654,000,000 units without offering value (the offering price per unit is 0 baht) to allocate to the existing shareholders of the company (Before increase of capital this time) with no allocation to shareholders that would make the Company have duties under foreign

law whose names appear in the share register book of the Company on the Record Date which will be determined after the Extraordinary General Meeting of Shareholders 1/2024 approved the issuance of SGC-W1 Warrants, the Company's eligible shareholders are entitled to be allocated proportionately at a ratio of 5 existing ordinary share (Exclude the newly issued share offering this time) per 1 unit of SGC-W1 Warrants. In case that there is a fraction of the warrants remaining from the calculation according to the warrant allotment ratio, such fraction shall be rounded down. The exercise ratio under SGC-W1 Warrant is 1 unit of warrant per 1 ordinary share. SGC-W1 Warrant has a term of 1 years, which the exercise price will be determined as 10% discount the market price at the date of determining the exercise price whereby the exercise price shall be indicated at one decimal point, two decimal points should be rounded up (Except in the case that the exercise ratio and exercise price have been adjusted according to the conditions for the adjustment of rights as specified in the terms of rights and obligations of the issuer of SGC-W1 warrants), the Board of Directors, Executive Committee, the Managing Director or the person assigned by the Board of Directors or the Executive Committee of the Company has the power to determine the exercise price. The market price means the weighted average price of the Company's ordinary shares for the past 7 consecutive business days prior to the date to determine the exercise price of SGC-W1 Warrant, the date to determine the exercise price will be determined after SGC-W1 issuance was approved from the Extraordinary General Meeting of Shareholders No. 1/2024, with the key features of the SGC-W1 Warrants as shown in Enclosure 3.

In this regard, the Board of Directors, Executive Committee, the Managing Director or the person assigned by the Board of Directors or the Executive Committee of the Company has the power to determine details related to the issuance and offering for sale of the SGC-W1 Warrants at this time, including but not limited to date of issuance of warrants the first exercise date and the last exercise date, and the exercise of conversion rights of warrants to purchase ordinary shares including the conditions and related details, word correction or text in the document Minutes of the shareholders' meeting, Memorandum of Association and/or any requests and/or any actions to comply with the order of the registrar in filing the registration of the increase of registered capital of the company to the Department of Business Development, Ministry of Commerce, signing of various permission request documents and necessary evidence related to the issuance of warrants. This includes contacting and submitting an application for permission, such documents and evidence to government agencies or agencies involved in the issuance of warrants, and any actions necessary and reasonable in connection with the issuance and offering of warrants at this time.

3. Approved to propose to the Extraordinary General Meeting of Shareholders 1/2024 to consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No.2 ("SGC-W2") in the amount not exceeding 1,308,000,000 units without offering value (the offering price per unit is 0 baht) to allocate to the existing shareholders of the company who subscribed and received

the allocation of the newly issued ordinary shares issued and offered to the shareholders with no allocation to shareholders that would make the Company have duties under foreign law in the ratio of newly issued ordinary shares which such investors have subscribed and allocated 2.5 newly issued ordinary share per 1 unit of SGC-W2 Warrants. In case that there is a fraction of the warrants remaining from the calculation according to the warrant allotment ratio, such fraction shall be rounded down. The exercise ratio under SGC-W2 Warrant is 1 unit of warrant per 1 ordinary share. SGC-W2 Warrant has a term of 3 years, which the exercise price will be determined as 10% higher than the market price at the date of determining the exercise price whereby the exercise price shall be indicated at one decimal point, two decimal points should be rounded up (Except in the case that the exercise ratio and exercise price have been adjusted according to the conditions for the adjustment of rights as specified in the terms of rights and obligations of the issuer of SGC-W2 warrants), the Board of Directors, Executive Committee, the Managing Director or the person assigned by the Board of Directors or the Executive Committee of the Company has the power to determine the exercise price. The market price means the weighted average price of the Company's ordinary shares for the past 7 consecutive business days prior to the date to determine the exercise price of SGC-W2 Warrant, the date to determine the exercise price will be determined after SGC-W2 issuance was approved from the Extraordinary General Meeting of Shareholders No.1/2024, with the key features of the SGC-W2 Warrants as shown in Enclosure 4.

In this regard, the Board of Directors, Executive Committee, the Managing Director or the person assigned by the Board of Directors or the Executive Committee of the Company has the power to determine details related to the issuance and offering for sale of the SGC-W2 Warrants at this time, including but not limited to date of issuance of warrants the first exercise date and the last exercise date, and the exercise of conversion rights of warrants to purchase ordinary shares including the conditions and related details, word correction or text in the document Minutes of the shareholders' meeting, Memorandum of Association and/or any requests and/or any actions to comply with the order of the registrar in filing the registration of the increase of registered capital of the company to the Department of Business Development, Ministry of Commerce, signing of various permission request documents and necessary evidence related to the issuance of warrants. This includes contacting and submitting an application for permission, such documents and evidence to government agencies or agencies involved in the issuance of warrants, and any actions necessary and reasonable in connection with the issuance and offering of warrants at this time.

4. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the allocation of newly issued ordinary shares in the amount of not exceeding 5,232,000,000 shares with a par value of 1.00 baht per share, with details as follows:

4.1 Allotment of newly issued ordinary shares in the amount of not exceeding 3,270,000,000 shares with a par value of 1.00 baht per share to offer to existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law. In the event that there is a fraction of the share resulting from the calculation, such fraction shall be rounded down. The shareholders may subscribe for the newly issued ordinary shares in excess of the right (Oversubscription) where the existing shareholders who have oversubscribed will be allocated oversubscribed shares only when there are remaining shares from the allocation to the existing shareholders of the company who have fully subscribed according to their rights only. Also, the offering price of the newly issued ordinary shares is a discount price of not more than 15% discount from the market price at the date of determining the offering price, the Board of Directors, Executive Committee, the Managing Director or the person assigned by the Board of Directors or the Executive Committee of the Company has the power to determine the offering price whereby market price means the weighted average price of the Company's ordinary shares for the past 7 - 15 consecutive business days prior to the date to determine the offering price of newly issued ordinary shares to the existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law, which the offering price will be determined after the Extraordinary General Meeting of Shareholders No. 1/2024 approved the increase of capital.

The date for determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date) is August 19, 2024. Nevertheless, the determination of the allocation and offering of the newly issued shares is uncertain until the approval of shareholders' meeting has been granted.

In the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law, In the case that there are remaining newly issued ordinary shares from the allocation to the existing shareholders of the Company according to the proportion of shareholding in the first round. The Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe in excess of their rights (Oversubscription) as follows:

- (a) In the case that, there are remaining shares from the allocation of the existing shareholders of the Company in proportion to their shareholdings in the first round, are greater than or equal to the shares that the existing shareholders have subscribed in excess of the right according to the proportion of shareholding. The company will

allocate the remaining shares to those who oversubscribe and pay all subscription fees for all shares according to the number of intentions to subscribe for more than rights.

- (b) If the number of remaining shares after the first round of allocation to the existing shareholders in proportion to their shareholdings is lower than the number of shares oversubscribed by the existing shareholders, the Company will allocate such remaining shares to shareholders who have oversubscribed according to the following steps:
- 1) Shares will be allocated in proportion to the shareholding of each oversubscribing shareholder whereby the shareholding percentage of each oversubscribing shareholder will be multiplied by the number of remaining shares to arrive at the number of shares that each oversubscribing shareholder is entitled to be allocated. Fractions of shares will be rounded down. The number of shares to be allocated will not in any case exceed the number of shares subscribed and paid for by each shareholder.
 - 2) Shares remaining after allocation under item (b) 1) will be allocated to each oversubscribing shareholder who has not been allocated in full according to the number of shares subscribed, whereby their shareholding percentage will be multiplied by the number of remaining shares to arrive at the number of shares that each oversubscribing shareholder is entitled to be allocated. Fractions of shares will be rounded down. The number of shares to be allocated will not in any case exceed the number of shares subscribed and paid for by each shareholder. Allocation must then repeat following the procedure under item (b) 2) until no share is left or allocation is not possible due to fractions of shares.

In this regard, the allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares in the following manner;

- (a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (including any amendments) ("**Notification TorJor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or

- (b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In allocating newly issued ordinary shares to existing shareholders in proportion to their shareholdings with no allocation to shareholders that would make the Company have duties under foreign law mentioned above, the Board of Directors may at its discretion refuse to offer or allocate such newly issued ordinary shares to any person or subscriber which includes but not limited to, the shareholders who have their mailing addresses outside Thailand and/or the individuals with U.S. nationality, Japanese nationality, Chinese nationality, and South Korean nationality as the Company considers appropriate if the offering or allocation causes or may cause the Company:

- (a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association; or
- (b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering; or
- (c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the shares are offered and allocated to the relevant subscribers or groups or executing the relevant processes; or
- (d) to breach the requirements, methods or conditions prescribed by the Company in relation to the offering or allocation of the newly issued ordinary shares.

In addition, if there are still shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding and the allocation to shareholders who subscribe for the oversubscription shares (Oversubscription) according to the aforementioned subscription procedure, the Company will proceed to reduce the Company's registered capital by canceling the newly issued ordinary shares.

- 4.2 Allotment of newly issued ordinary shares in the amount not exceeding 654,000,000 shares with a par value of 1.00 baht per share to reserve for the exercise of the SGC-W1 warrants to allocate to the existing shareholders of the company (**Before increase of capital this time**) with no allocation to shareholders that would make the Company have duties under foreign law whose names appear in the share register book of the Company on the Record Date which will be determined after the Extraordinary General Meeting of Shareholders No.1/2024 approved the issuance of SGC-W1 Warrants, the Company's eligible shareholders are entitle

to be allocated proportionately without offering value (the offering price per unit is 0 baht) at a ratio of 5 existing ordinary shares (**Exclude newly issued share offering this times**) per 1 unit of SGC-W1 Warrants.

- 4.3 Allotment of newly issued ordinary shares in the amount not exceeding 1,308,000,000 shares with a par value of 1.00 baht per share to reserve for the exercise of the SGC-W2 warrants allocated to the shareholders of the Company who have subscribed and received the allotment of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their respective shareholdings with no allocation to shareholders that would make the Company have duties under foreign law, in the ratio of newly issued ordinary shares which such investors have subscribed and allocated without offering value (the offering price per unit is 0 baht) at 2.5 newly issued ordinary shares per 1 unit of SGC-W2 Warrants.

In this regard, the Board of Directors, Executive Committee, the Managing Director or the person assigned by the Board of Directors or the Executive Committee of the Company has the power to determine or correct, change any other details that are necessary and relevant to the allocation of all the newly issued ordinary shares of such companies and issuance and allocation of SGC-W1 and SGC-W2 Warrants as appropriate, and to the extent that it is not contrary to or inconsistent with the relevant announcements, rules or laws which include not limited to, determination of the offering share subscription period, determination of share offering price, and amendment of the date for determining the names of shareholders entitled to be allocated SGC-W1 Warrants in proportion to their respective shareholdings (Record Date), determination of the exercise price of SGC-W1 and SGC-W2 including conditions and related details, word correction or text in the document, minutes of the shareholders' meeting, Memorandum of Association and/or any requests and/or any actions to comply with the order of the registrar in filing the registration of the increase of registered capital of the company to the Department of Business Development, Ministry of Commerce. Signing of the various application documents and necessary evidence related to the allotment of the newly issued ordinary shares and SGC-W1 and SGC-W2 Warrants of the Company above. This includes contacting and submitting an application for permission, such documents and evidence to government agencies or agencies related to the allocation of newly issued ordinary shares, and take any necessary and relevant actions for the successful allocation and listing of newly issued ordinary shares and warrants including appointing and assigning other suitable persons to be sub-appointees to perform the above actions.

5. Approved to propose to the Extraordinary General Meeting of Shareholders No.1/2024 to consider and approve receiving financial assistance by executing loan agreement with Singer Thailand Public Company Limited ("**SINGER**") for the credit limit of THB 6,100 million with the tenor of 4 years, which will serve as a reserved loan for SGC to draw down in order to pay off existing debts owed to the

Company in the event that SGC needs to maintain financial liquidity by using it as working capital for its business operations.

The aforementioned transaction is considered as a connected transaction classified as receiving financial assistance under the Notification of Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (and as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure. Information and operations of the listed company on the Connected Transaction B.E. 2546 dated 19 November 2003 (and as amended) (“**Notification on Connected Transactions**”), as SINGER is a major shareholder in SGC, holding 74.92% of total issued and paid-up capital. The total interest value throughout the agreement period is 1,798.28 million Baht, referencing from an average of Minimum Loan Rate for first-class customers (MLR) from 4 big financial institutions, including Bangkok Bank Public Company Limited, Krungthai Bank Public Company Limited, Kasikorn Bank Public Company Limited, and Siam Commercial Bank Public Company Limited, which equivalents to 7.12% per annum plus a premium of 0.25% p.a. (Total of 7.37%), so that the transaction size can be calculated at 58.16% of net tangible asset (NTA) based on the reviewed financial statement as of 31 March 2024, which exceeds 3.00% of NTA. Therefore, the transaction is considered as a large connected transaction. Consequently, the Company is required to proceed with the following procedure:

- (a) Disclose information about the connected transaction to the SET;
- (b) Obtain approval for the transaction from the board of directors’ meeting;
- (c) Appoint an independent financial advisor to provide an opinion on the connected transactions to the Company’s shareholders.

In this regard, the Company has appointed S14 Advisory Company Limited, a financial advisor approved by the Securities and Exchange Commission (SEC Office) to act as an independent financial advisor to provide an opinion on the transaction for the Company’s shareholders meeting;

- (d) Circulate a shareholder’s meeting invitation to shareholders at least 14 days in advance, containing the information specified in the connected transaction; and
- (e) Obtain approval for the transaction from the shareholders’ meeting with at least three-fourth of the total votes of shareholders who attending the meeting and entitled to vote, excluding the votes of interested shareholders.

Please kindly refer to the more details according to the information memorandum on the connected transaction of SG Capital Public Company Limited, as shown in Enclosure 4

6. Resolved to approve the date of the Extraordinary General Meeting of Shareholders No. 1/2024 on 7 August 2024 at 10.00 a.m. in the form of electronic meeting. The date fixed to determine the list of

shareholders who will be eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date) on 17 July 2024 and the agenda are as follows:

Agenda 1 To consider and approve the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the capital increase

Agenda 2 To consider and approve the issuance and offering Warrants to purchase the Company's shares No. 1 (SGC-W1)

Agenda 3 To consider and approve the issuance and offering Warrants to purchase the Company's shares No. 2 (SGC-W2)

Agenda 4 To consider and approve allotment of newly issued ordinary shares of the Company

Agenda 5 To consider and approve receiving financial assistance from the connected person

Agenda 6 Other matters (if any)

Please be informed accordingly

Sincerely Yours,



(Mr. Anothai Sritiapetch)

Chief Executive Officer

"This English translation of the Information Memorandum has been prepared solely for the purpose of facilitating the comprehension of foreign investors and shall not in any event be construed or interpreted as having effect in substitution for or supplementary to the Thai version thereof. The Thai version is the definitive and official document and shall prevail in all respects in an event of any inconsistency with this English translation."

Enclosure 1

(F 53-4)

Capital Increase Report Form
SG Capital Public Company Limited
1 July 2024

We, SG Capital Public Company Limited, ("the Company"), would like to report the resolutions of the Board of Directors' Meeting No. 5/2024 on Monday, 1 July 2024, relating to the capital increase and share allotment as follows:

1. Capital Increase

The Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase in the Company's registered capital of 5,232,000,000 Baht from the registered capital of 3,270,000,000 Baht to the new registered capital at 8,502,000,000 Baht by issuing 5,232,000,000 new ordinary shares with a par value of 1.00 Baht per share for (1) offering to the existing shareholders in proportion to their respective shareholdings with no allocation to shareholders that would make the Company have duties under foreign law, (2) reserving for the exercise if rights to purchase ordinary shares under the warrants to purchase the Company's ordinary shares No. 1 (SGC-W1), which is allocated to the existing shareholders of the Company in proportion to their shareholding (Before increase of capital this time) with no allocation to shareholders that would make the Company have duties under foreign law and (3) reserving for the exercise if rights to purchase ordinary shares under the warrants to purchase the Company's ordinary shares No. 2 (SGC-W2), which is allocated to the existing shareholders of the Company who have subscribed and are received the allotment of the newly issued ordinary shares.

| Type of Capital Increase | Type of Share | Number of Shares | Par Value (Baht per Share) | Total (Baht) |
|--|------------------|------------------|----------------------------|---------------|
| <input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds | Ordinary Shares | 5,232,000,000 | 1.00 | 5,232,000,000 |
| | Preferred Shares | - | - | - |
| <input type="checkbox"/> General Mandate | Ordinary Shares | - | - | - |
| | Preferred Shares | - | - | - |

2. Allotment of new ordinary shares

2.1 Specifying the purpose of utilizing proceeds

| Allotted to | Number of shares | Ratio (Exiting : New) | Offering price (Baht per Share) | Subscription date and Payment Period | Remarks |
|---|---------------------------------------|---|---|--|----------|
| 1.The existing shareholders in proportion to their respective shareholding, with no allocation to shareholders that would make the Company have duties under foreign law | Not exceeding 3,270,000,000 shares | 1 existing shares to 1 newly issued ordinary share | The offering price will have a discount but not higher than 15% of the market price at the setting date | Remark 1 | Remark 1 |
| 2. To reserve for the exercise of the warrants to purchase the Company's ordinary shares No. 1 ("SGC-W1") to be allocated to the existing shareholders in proportion (Before increase of capital this time) with no allocation to shareholders that would make the Company have duties under foreign law. | Not exceeding 654,000,000 shares | - | Without offering value (the offering price per unit is 0 baht) | Remark 2 | Remark 2 |
| 2. To reserve for the exercise of the warrants to purchase the Company's ordinary shares No. 2 ("SGC-W2") to be allocated to the existing shareholders of the Company who have subscribed and received the allotment of the newly issued ordinary shares | Not exceeding 1,308,000,000 shares | - | Without offering value (the offering price per unit is 0 baht) | Along with the offering under clause 1 | Remark 3 |

| Allotted to | Number of shares | Ratio (Exiting : New) | Offering price (Baht per Share) | Subscription date and Payment Period | Remarks |
|--|------------------|--------------------------|---------------------------------------|--|---------|
| Issued and offered to the existing shareholders in proportion. | | | | | |

Remark:

Board of Directors meeting approved about the capital increase and the allocation of new shares under the specified objectives for utilizing the proceeds as follows:

1. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 of the company ("EGM No. 1/2024") to consider and approve the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 3,270,000,000 shares with a par value of 1.00 Baht per share for offering to the existing shareholders in proportion to their respective shareholdings, at the ratio of 1 existing ordinary shares to 1 newly issued ordinary share, without allocating to shareholders that would make the company have duties under foreign law. If there is a fraction of the shares resulting from the share allocation to the shareholders in proportion to their shares, such fractions shall be rounded down. The shareholders may subscribe for the newly issued ordinary shares in excess of their rights (Oversubscription), where the existing shareholders who oversubscribe will be allocated oversubscribed shares only when there are remaining shares from the allocation to the existing shareholders of the company who have subscribed all their rights accordingly. The offering price will be a discount but not higher than 15% of the market price on the date of setting the offering price. The Board of Directors or the Executive Committee or the Managing Director or the person(s) entrusted by the Board of Directors, or the Executive Committee shall be empowered to consider and determine the offering price later. The market price means the weighted average market price consecutive 7 - 15 business days prior to the date the Board of Directors will set the offering price and details regarding the offering of newly issued ordinary shares to existing shareholders are determined. The offering price will be determined after the EGM No.1/2024 has the resolution to approve the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholding, without allocating to shareholders that would make the company have duties under foreign law.

The date for determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date) is August 19, 2024. Nevertheless, the determination of the allocation and offering of the newly issued shares is uncertain until the approval of shareholders' meeting has been granted.

For the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholdings without allocating to shareholders that would make the company have duties under foreign law, if there are the remaining newly issued ordinary shares after the first round of the allocation of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholdings, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders who have indicated their interest in oversubscribing for the shares at the same price with the right offering shares (Oversubscription) having the details as follows:

- A. If the number of remaining shares after the first round of allocation to the existing shareholders in proportion to their shareholdings is greater than or equal to the shares oversubscribed by the existing shareholders, the Company will

allocate these remaining shares to all shareholders who have oversubscribed and paid for the shares according to the number of shares for which they have oversubscribed.

B. If the number of shares left after the first round of allocation to the existing shareholders in proportion to their shareholding is lower than the number of shares oversubscribed by the existing shareholders, the Company will allocate these remaining shares to shareholders by following below procedures:

- 1) Shares will be allocated in proportion to the shareholding of each oversubscribing shareholder whereby the shareholding percentage of each oversubscribing shareholder will be multiplied by the number of remaining shares to arrive at the number of shares that each oversubscribing shareholder is entitled to be allocated. Fractions of shares will be rounded down. The number of shares to be allocated will not in any case exceed the number of shares subscribed and paid for by each shareholder.
- 2) Shares left after allocation under B.1) will be allocated to each oversubscribing shareholder who is not yet fully allocated shares subscribed for whereby their shareholding percentage will be multiplied by the number of remaining shares to arrive at the number of shares that each oversubscribing shareholder is entitled to be allocated. Fractions of shares will be rounded down. The number of shares to be allocated will not in any case exceed the number of shares subscribed and paid for by each shareholder. Allocation must then repeat following the procedure under this clause B 2) until no share is left or allocation is not possible because only fractions of shares are left.

The allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares in the following manner:

- (a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (including any amendments) ("Notification TorJor. 12/2554") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or
- (b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In allocating newly issued ordinary shares to existing shareholders in proportion to their shareholdings with no allocation to shareholders that would make the Company have duties under foreign law mentioned above, the Board of Directors may at its discretion refuse to offer or allocate such newly issued ordinary shares to any person or subscriber which includes but not limited to, the shareholders who have their mailing addresses outside Thailand and/or the individuals with U.S. nationality, Japanese nationality, Chinese nationality, and South Korean nationality as the Company considers appropriate if the offering or allocation causes or may cause the Company:

- i. to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association; or
- ii. to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering; or

- iii. to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the shares are offered and allocated to the relevant subscribers or groups or executing the relevant processes; or
- iv. to breach the requirements, methods or conditions provided in relation to the offering or allocation of the newly issued ordinary shares.

However, if there are the remaining shares from allocation to the existing shareholders in proportion to their shareholding and to all shareholders who have oversubscribed and paid for the shares, the company shall decrease the registered capital by cancelling the remaining ordinary shares.

2. Approved to propose to the EGM No. 1/2024 to consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No.1 ("SGC-W1") in the amount not exceeding 654,000,000 units without offering value (the offering price per unit is 0 baht) to allocate to the existing shareholders of the company (**Before increase of capital this time**) with no allocation to shareholders that would make the Company have duties under foreign law whose names appear in the share register book of the Company on the Record Date which will be determined after the EGM No. 1/2024 approved the issuance of SGC-W1 Warrants, the Company's eligible shareholders are entitled to be allocated proportionately at a ratio of 5 existing ordinary share (**Exclude newly issued share offering this times**) per 1 unit of SGC-W1 Warrants. In case that there is a fraction of the warrants remaining from the calculation according to the warrant allotment ratio, such fraction shall be rounded down. The exercise ratio under SGC-W1 Warrant is 1 unit of warrant per 1 ordinary share. SGC-W1 Warrant has a term of 1 years, which the exercise price will be determined as 10% discount from the market price at the date of determining the exercise price whereby the exercise price shall be indicated at one decimal point, two decimal points should be rounded up (Except in the case that the exercise ratio and exercise price have been adjusted according to the conditions for the adjustment of rights as specified in the terms of rights and obligations of the issuer of SGC-W1 warrants), with the key features of the SGC-W1 Warrants as shown in Enclosure 2.
3. Approved to propose to the EGM No. 1/2024 to consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No.2 ("SGC-W2") in the amount not exceeding 1,308,000,000 units without offering value (the offering price per unit is 0 baht) to allocate to the existing shareholders of the company who have subscribed and received the allocation of the newly issued ordinary shares issued, without allocating to shareholders that would make the company have duties under foreign law, at the ratio of 2.5 newly issued share per 1 unit of SGC-W2 Warrants. In case that there is a fraction of the warrants remaining from the calculation according to the warrant allotment ratio, such fraction shall be rounded down. The exercise ratio under SGC-W2 Warrant is 1 unit of warrant per 1 ordinary share. SGC-W2 Warrant has a term of 3 years, which the exercise price will be determined as 10% higher than the market price at the date of determining the exercise price whereby the exercise price shall be indicated at one decimal point, two decimal points should be rounded up (Except in the case that the exercise ratio and exercise price have been adjusted according to the conditions for the adjustment of rights as specified in the terms of rights and obligations of the issuer of SGC-W2 warrants), with the key features of the SGC-W2 Warrants as shown in Enclosure 3.
4. In this regard, the Board of Directors, Executive Committee, the Managing Director or the person assigned by the Board of Directors or the Executive Committee of the Company has the power to determine or correct, change any other details that are necessary and relevant to the allocation of all the newly issued ordinary shares of such companies and issuance and allocation of SGC-W1 and SGC-W2 Warrants as appropriate, and to the extent that it is not contrary to or inconsistent with the relevant announcements, rules or laws which include not limited to, determination of the offering share subscription period,

determination of share offering price, and amendment of the date for determining the names of shareholders entitled to be allocated SGC-W1 Warrants in proportion to their respective shareholdings (Record Date), determination of the exercise price of SGC-W1 and SGC-W2 including conditions and related details, word correction or text in the document, minutes of the shareholders' meeting, Memorandum of Association and/or any requests and/or any actions to comply with the order of the registrar in filing the registration of the increase of registered capital of the company to the Department of Business Development, Ministry of Commerce. Signing of the various application documents and necessary evidence related to the allotment of the newly issued ordinary shares and SGC-W1 and SGC-W2 Warrants of the Company above. This includes contacting and submitting an application for permission, such documents and evidence to government agencies or agencies related to the allocation of newly issued ordinary shares, and take any necessary and relevant actions for the successful allocation and listing of newly issued ordinary shares and warrants including appointing and assigning other suitable persons to be sub-appointees to perform the above actions.

2.2 General Mandate

- None –

2.3 Actions of the company in the case of fractional shares

In the event of a fraction of a share arising from the calculation, the whole number shall be rounded down.

3. Schedule of the shareholders' meeting to approve the capital increase and allocation of the newly issued shares

The date of the Extraordinary General Meeting of Shareholders No. 1/2024 is scheduled on Monday, 7 August 2024 at 10.00 a.m. in the form of Electronic meeting. The date fixed to determine the list of shareholders who will be eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date) on 16 July 2024.

4. Applying for a capital reduction/capital increase/allocation of newly issued shares to the relevant government agencies and conditions for permission (if any)

4.1 The Company is required to file the application for the increase of the registered and paid-up capital and amendment to the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital to the Department of Business Development, Ministry of Commerce.

4.2 The Company is required to file the application for listing the newly issued ordinary shares as listed securities to the Stock Exchange of Thailand. ("SET")

4.3 The company is required to file the application to the SET in order to request approval to accept SGC-W1 warrants and ordinary shares arising from the exercise of SGC-W1 warrants as listed securities on the SET when the rights under such warrants are exercised in accordance with relevant regulations and rules.

4.4 The company is required to file the application to the SET in order to request approval to accept SGC-W2 warrants and ordinary shares arising from the exercise of SGC-W2 warrants as listed securities on the SET when the rights under such warrants are exercised in accordance with relevant regulations and rules.

5. Objectives of the capital increase and use of additional funds

The Company will use the proceeds from the offering of the newly issued ordinary shares to the existing shareholders in proportion to their shareholdings totaling of not exceed 8,829.00 million Baht, for use as repayment of loan from parent company and as working capital, details are as follows:

| Objectives | Estimated Proceeds (million Baht) | Time Estimated for Use of Proceeds |
|--|---|---------------------------------------|
| Proceeds from the offering of newly issued ordinary shares to the existing shareholders (Estimated) | | |
| 1. Repayment of loan from parent company | Not exceed 4,000 million Baht | Within Year 2024 |
| 2. Working capital | The rest of (1) | Within Year 2025 |
| Proceed from the offering of newly issued ordinary shares¹ | Not exceed 4,905.00 million Baht | |
| Proceeds from the exercise of SGC-W1 (Estimated) | | |
| 1. Working capital | Not exceed 1,177.20 million Baht | Within Year 2026 |
| Proceed from the exercise of SGC-W1² | Not exceed 1,177.20 million Baht | |
| Proceeds from the exercise of SGC-W2 (Estimated) | | |
| 1. Repayment of loan from parent company | Not exceed 1,000 million Baht | Within Year 2028 |
| 2. Working capital | The rest of (1) | Within Year 2028 |
| Proceed from the exercise of SGC-W2³ | Not exceed 2,746.80 million Baht | |
| Total | Not exceed 8,829.00 million Baht | |

¹The estimated proceed from the offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholding is calculated based on discounted 15 percent from the weighted average market price of the shares for past 15 consecutive business day prior to the Board of Directors Meeting (Between 10 – 28 June 2024) at 1.76 Baht per share which is equal to 1.50 Baht per share, respectively, multiply with 3,270,000,000 share, number of shares offering to existing shareholders.

²The estimated proceed from exercising SGC-W1 is calculated based on 10 percent discount (round up at one decimal point) to the weighted average market price of the shares for past 15 consecutive business day prior to the Board of Directors Meeting (Between 20 – 28 June 2024) at 1.89 baht per share which is equal to 1.80 baht per share, respectively, multiply with 654,000,000 units of SGC-W1.

³The estimated proceed from exercising SGC-W2 is calculated based on 10 percent premium (round up at one decimal point) to the weighted average market price of the shares for past 15 consecutive business day prior to the Board of Directors Meeting (Between 20 – 28 June 2024) at 1.89 baht per share which is equal to 2.10 baht per share, respectively, multiply with 1,308,000,000 units of SGC-W2.

However, the plan to use the capital increase of the above company is in line with the Company's current business plan that forecasts the allocation of proceeds from the offering of new shares and the exercise of warrants in full amount. There may be a smaller amount than anticipated, which could cause the company

to receive less money than the planned capital increase. In such event, the Company's capital increase utilization plan may differ from the above-mentioned utilization plan.

6. Benefits for the company will receive from the capital increase/allotment of new shares

6.1 The Company considers that the issuance and offering of the newly issued ordinary shares of the Company and the warrants to purchase the Company's ordinary share to the existing shareholders in proportion to their shareholding is an appropriate approach. The Company will receive funds in an immediate term and can mitigate possible risks associated with fundraising amidst current economic volatility.

6.2 This capital increase will strengthen the Company's financial structure, prepare the Company in terms of capital and financial liquidity in order to support the business, resulting in efficient operation of the Company, with tendency to grow and capable of competing with other businesses in the same industry.

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

7.1 Dividend payment policy

The Company has a policy to pay dividends at a rate of not less than 50 percent of net profit reported in the Company's separate financial statements and after deduction of taxes and required legal reserves (if any). The dividend payment is subject to the economic situation, profits from operation, investment plans of the Company, and subject to other considerations that the Board of Directors may deem appropriate.

7.2 Those who have been allocated the newly issued ordinary shares in proportion to their respective shareholdings in this time, will be entitled to receive dividends once they have been registered as shareholders of the Company with the Department of Business Development, Ministry of Commerce.

7.3 SGC-W1 and SGC-W2 warrant holders are entitled to receive dividends when the warrant holder has exercised the right to convert the warrant to the Company's ordinary shares and has been registered as a shareholder of the Company with the Department of Business Development, Ministry of Commerce.

8. Other details necessary for shareholders to support their decision to approve the capital increase/allotment of new shares

The effects to the existing shareholders are 3 effects: (1) Price Dilution, (2) Control Dilution and (3) Earnings per share Dilution. The calculation of aforementioned dilution effect for the offering of newly issued ordinary shares and the issuance of SGC-W1 and SGC-W2 Warrants depend on the approval from shareholders in the EGM No. 1/2024 which can be divided into 7 scenarios with the following detail.

| | Approval from Shareholders | | |
|------------|--|-----------------------------|-----------------------------|
| | Offering of newly issued ordinary shares (PPO) | Issuance of SGC-W1 Warrants | Issuance of SGC-W2 Warrants |
| Scenario 1 | ✓ | - | - |
| Scenario 2 | - | ✓ | - |
| Scenario 3 | - | - | ✓ |
| Scenario 4 | ✓ | ✓ | - |
| Scenario 5 | ✓ | - | ✓ |
| Scenario 6 | - | ✓ | ✓ |
| Scenario 7 | ✓ | ✓ | ✓ |

8.1 Impact on the voting rights of the existing shareholders (Control Dilution)

After offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding, the effect on Control Dilution is depending on the amount of exercise of rights to purchase newly issued shares of each existing shareholder and exercise of warrants. In case that all existing shareholders neither exercise their rights to purchase the newly issued shares nor exercise their warrant, there will be no effect on the shareholders' voting rights. But if the shareholders choose neither exercise the rights to subscribe for newly issued ordinary shares according to their rights nor exercise SGC-W1 and SGC-W2 Warrants, but other shareholders exercise their rights to subscribe for newly issued ordinary shares according to their existing rights and/or oversubscribe for newly issued ordinary shares until all newly issued ordinary shares have been fully subscribed and exercise SGC-W1 and SGC-W2 Warrants. It will affect Control Dilution. It will affect Control Dilution as follows:

Defined

Q_0 = Number of issued and paid-up shares ("**No. of paid-up shares**") on 28 June 2024 is equal to 3,270,000,000 shares.

Q_{RO} = Number of newly issued ordinary shares to the existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law ("**No. of shares offered to existing shareholders**") which is equal to 3,270,000,000 shares.

Q_{W1} = Number of newly issued ordinary shares for the conversion of SGC-W1 ("**No. of shares for SGC-W1**") which is equal to 654,000,000 shares.

Q_{W2} = Number of newly issued ordinary shares for the conversion of SGC-W2 ("**No. of shares for SGC-W2**") which is equal to 1,308,000,000 shares.

| | Shareholder Approval | | | Number of issued and paid-up shares | | | Control Dilution (Percent) |
|------------|----------------------|----|----|-------------------------------------|---|----------------------|-------------------------------|
| | PPO | W1 | W2 | post transactions (Q_1) (Share) | | | |
| Scenario 1 | ✓ | - | - | $Q_0 + Q_{PPO}$ | = | 6,540,000,000 Shares | 50.00 |
| Scenario 2 | - | ✓ | - | $Q_0 + Q_{W1}$ | = | 3,924,000,000 Shares | 16.67 |
| Scenario 3 | - | - | ✓ | $Q_0 + Q_{W2}$ | = | 4,578,000,000 Shares | 28.57 |
| Scenario 4 | ✓ | ✓ | - | $Q_0 + Q_{PPO} + Q_{W1}$ | = | 7,194,000,000 Shares | 54.55 |
| Scenario 5 | ✓ | - | ✓ | $Q_0 + Q_{PPO} + Q_{W2}$ | = | 7,848,000,000 Shares | 58.33 |
| Scenario 6 | - | ✓ | ✓ | $Q_0 + Q_{W1} + Q_{W2}$ | = | 5,232,000,000 Shares | 37.50 |
| Scenario 7 | ✓ | ✓ | ✓ | $Q_0 + Q_{PPO} + Q_{W1} + Q_{W2}$ | = | 8,502,000,000 Shares | 61.54 |

8.2 Price Dilution

After offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding, the effect on Price Dilution is depending on the amount of exercise of rights to purchase newly issued shares of each existing shareholder and exercise of warrants. In case that all existing shareholders neither exercise their rights to purchase the newly issued shares nor exercise their warrant, there will be no effect on the Company's share price. But if the shareholders choose neither exercise the rights to subscribe for newly issued ordinary shares according to their rights nor exercise SGC-W1 and SGC-W2 Warrants, but other shareholders exercise their rights to subscribe for newly issued ordinary shares according to their existing rights and/or oversubscribe for newly issued ordinary shares until all newly issued ordinary shares have been fully subscribed and exercise SGC-W1 and SGC-W2 Warrants, it will affect Price Dilution.

To evaluate the price dilution, the calculation will be based on the 15-day weighted average market price prior to the Board of Directors meeting No. 5/2024 to hold the EGM No. 1/2024 to approve the increase of capital (Between 10 – 28 June 2024), So the Price Dilution can be calculated as follows:

Defined

Q_0 = Number of issued and paid-up shares (“No. of paid-up shares”) on 28 June 2024 is equal to 3,270,000,000 shares.

Q_{PPO} = Number of newly issued ordinary shares to the existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law (“No. of shares offered to existing shareholders”) which is equal to 3,270,000,000 shares.

Q_{W1} = Number of newly issued ordinary shares for the conversion of SGC-W1 (“No. of shares for SGC-W1”) which is equal to 654,000,000 shares.

Q_{W2} = Number of newly issued ordinary shares for the conversion of SGC-W2 (“No. of shares for SGC-W2”) which is equal to 1,308,000,000 shares.

- P_0 = Market price prior to the transaction (“Prior market price”) calculated by weighted average market price consecutive 15 business days prior to the Board of Directors meeting (10 – 28 June 2024) which is equal to 1.76 baht per share.
- P_{PPO} = Offering price of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholdings with no allocation to shareholders that would make the Company have duties under foreign law (“Offering price”) which is equal to 1.50 baht per share.
- X_{W1} = Exercise price of SGC-W1 which is equal to 1.80 baht per share
- X_{W2} = Exercise price of SGC-W2 which is equal to 2.10 baht per share

| | Shareholder Approval | | | Market price post transactions (P_1) (THB/Share) | | | Price Dilution (Percent) |
|------------|----------------------|----|----|---|---|----------------|--------------------------|
| | PPO | W1 | W2 | | = | | |
| Scenario 1 | ✓ | - | - | $\frac{(P_0 * Q_0) + (P_{PPO} * Q_{PPO})}{Q_0 + Q_{PPO}}$ | = | 1.63 THB/Share | 7.39 |
| Scenario 2 | - | ✓ | - | $\frac{(P_0 * Q_0) + (X_{W1} * Q_{W1})}{Q_0 + Q_{W1}}$ | = | 1.77 THB/Share | - N/A - |
| Scenario 3 | - | - | ✓ | $\frac{(P_0 * Q_0) + (X_{W2} * Q_{W2})}{Q_0 + Q_{W2}}$ | = | 1.86 THB/Share | - N/A - |
| Scenario 4 | ✓ | ✓ | - | $\frac{(P_0 * Q_0) + (P_{PPO} * Q_{PPO}) + (X_{W1} * Q_{W1})}{Q_0 + Q_{PPO} + Q_{W1}}$ | = | 1.65 THB/Share | 6.51 |
| Scenario 5 | ✓ | - | ✓ | $\frac{(P_0 * Q_0) + (P_{PPO} * Q_{PPO}) + (X_{W2} * Q_{W2})}{Q_0 + Q_{PPO} + Q_{W2}}$ | = | 1.71 THB/Share | 2.94 |
| Scenario 6 | - | ✓ | ✓ | $\frac{(P_0 * Q_0) + (X_{W1} * Q_{W1}) + (X_{W2} * Q_{W2})}{Q_0 + Q_{W1} + Q_{W2}}$ | = | 1.85 THB/Share | - N/A - |
| Scenario 7 | ✓ | ✓ | ✓ | $\frac{(P_0 * Q_0) + (P_{PPO} * Q_{PPO}) + (X_{W1} * Q_{W1}) + (X_{W2} * Q_{W2})}{Q_0 + Q_{PPO} + Q_{W1} + Q_{W2}}$ | = | 1.72 THB/Share | 2.53 |

8.3 Earnings Per Share Dilution

After the issuance and offering of newly issued ordinary shares offer to the existing shareholders in the proportion of shareholding, the effect on the Earnings Per Share shall depend on the subscribing rate of the existing shareholders and exercise of warrants. In case that all existing shareholders neither exercise their rights to purchase the newly issued shares nor exercise their warrant, there will be no effect on the Earnings Per Share. But if the shareholders choose neither exercise the rights to subscribe for newly issued ordinary shares according to their rights nor exercise SGC-W1 and SGC-W2 Warrants, but other shareholders exercise their rights to subscribe for newly issued ordinary

shares according to their existing rights and/or oversubscribe for newly issued ordinary shares until all newly issued ordinary shares have been fully subscribed and exercise SGC-W1 and SGC-W2 Warrants. It will affect Earnings Per Share which detailed as follows:

Defined

- Q_0 = Number of issued and paid-up shares (“No. of paid-up shares”) on 28 June 2024 is equal to 3,270,000,000 shares.
- Q_{PPO} = Number of newly issued ordinary shares to the existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law (“No. of shares offered to existing shareholders”) which is equal to 3,270,000,000 shares.
- Q_{W1} = Number of newly issued ordinary shares for the conversion of SGC-W1 (“No. of shares for SGC-W1”) which is equal to 654,000,000 shares.
- Q_{W2} = Number of newly issued ordinary shares for the conversion of SGC-W2 (“No. of shares for SGC-W2”) which is equal to 1,308,000,000 shares.
- NI = 4 quarters trailing Net profit from shareholders’ equity excluding minority interest (“Net profit”) during 1 April 2023 to 31 March 2024 which is equal to loss of 1,889,014,215 baht
- EPS_0 = Earning per share prior to share offering and SGC-W1 and SGC-W2 warrant issuance which is calculated from Net profit divided by No. of paid-up shares equals to loss of 0.58 THB/share

| | Shareholder Approval | | | Earning per share post transactions (EPS_1) (THB/Share) | | | EPS Dilution (Percent) |
|------------|----------------------|----|----|---|---|-----------------|------------------------|
| | PPO | W1 | W2 | | = | | |
| Scenario 1 | ✓ | - | - | $\frac{NI}{Q_0 + Q_{PPO}}$ | = | -0.29 THB/Share | 50.00 |
| Scenario 2 | - | ✓ | - | $\frac{NI}{Q_0 + Q_{W1}}$ | = | -0.48 THB/Share | 16.67 |
| Scenario 3 | - | - | ✓ | $\frac{NI}{Q_0 + Q_{W2}}$ | = | -0.41 THB/Share | 28.57 |
| Scenario 4 | ✓ | ✓ | - | $\frac{NI}{Q_0 + Q_{PPO} + Q_{W1}}$ | = | -0.26 THB/Share | 54.55 |
| Scenario 5 | ✓ | - | ✓ | $\frac{NI}{Q_0 + Q_{PPO} + Q_{W2}}$ | = | -0.24 THB/Share | 58.33 |
| Scenario 6 | - | ✓ | ✓ | $\frac{NI}{Q_0 + Q_{W1} + Q_{W2}}$ | = | -0.36 THB/Share | 37.50 |
| Scenario 7 | ✓ | ✓ | ✓ | $\frac{NI}{Q_0 + Q_{PPO} + Q_{W1} + Q_{W2}}$ | = | -0.22 THB/Share | 61.54 |

9. Procedures for determining the offering price and market price

- a. Procedures for determining the offering price and market price in the case of offering of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholdings**

The offering price of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholdings. The offering price will have a discount but not higher than 15 percent of the market price at the setting date. The Board of Directors or the Executive Committee or the Managing Director or the person(s) entrusted by the Board of Directors, or the Executive Committee shall be empowered to consider and determine the offering price later. The market price means the weighted average market price consecutive 7 - 15 business days prior to the date on which the offering price and details regarding the offering of newly issued ordinary shares to existing shareholders are determined which will be after the Extraordinary General Meeting No.1/2024 has the resolution to approve the shares offering to the existing shareholders in the proportion to their shareholding, without allocating to shareholders that would make the company have duties under foreign law.

- b. Procedures for determining the exercise price of the SGC-W1 warrants allocated to existing shareholders of the company whose names appear in the share register book of the Company on the Record Date**

The SGC-W1 warrants allocate to the existing shareholders of the company whose names appear in the share register book of the Company on the Record Date in proportion to their shareholdings without value consideration but has an exercise price will be 10 percent discount from the market price on the date of setting the exercise price whereby the exercise price shall be indicated at one decimal point, two decimal points should be rounded up, unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights.

The exercise price of SGC-W1 warrants allocate to the existing shareholders of the company whose names appear in the share register book of the Company on the Record Date in proportion to their shareholdings will be at 10 percent discount from the volume weighted average price of the Company's ordinary shares on the SET in the past 7 consecutive business days, whereby market price means the weighted average price of the Company's ordinary shares for the past 7 consecutive business days prior to the date to determine the exercise price of SGC-W1 Warrant, the date to determine the exercise price will be determined after SGC-W1 issuance was approved from the EGM No. 1/2024

- c. Procedures for determining the exercise price of the SGC-W2 warrants allocated to existing shareholders of the company who have subscribed and received the allotment of the newly issued ordinary shares according to (a)

The SGC-W2 warrants allocate to the existing shareholders of the company who have subscribed and received the allotment of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their respective shareholdings with no allocation to shareholders that would make the Company have duties under foreign law without value consideration but has an exercise price will be 10 percent higher than the market price on the date of setting the exercise price whereby the exercise price shall be indicated at one decimal point, two decimal points should be rounded up , unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights.

The exercise price of SGC-W2 warrants allocate to the existing shareholders of the company who have subscribed and received the allotment of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their respective shareholdings with no allocation to shareholders that would make the Company have duties under foreign law will be at 10 percent higher than the volume weighted average price of the Company's ordinary shares on the SET in the past 7 consecutive business days, whereby market price means the weighted average price of the Company's ordinary shares for the past 7 consecutive business days prior to the date to determine the exercise price of SGC-W2 Warrant, the date to determine the exercise price will be determined after SGC-W2 issuance was approved from the EGM No. 1/2024

10. The Opinion of the Company's Directors

a. Rationale and Necessity

The Company's board of directors believes that the capital increase and the allocation of newly issued shares this time will enable the company to repay loans from the parent company, as well as help increase the company's working capital. This will enhance the company's liquidity and financial stability, which will strengthen the company's financial position. Furthermore, it will help the Company to expand the business. This will help the company to enhance a stability and sustainability of income in both short term and long term, which will generate returns for the Company and its shareholders in the future.

b. Feasibility of the capital increase

The Company's board of directors expects that the issuance and offering of newly issued shares to existing shareholders in proportion to their respective shareholdings with no allocation to shareholders that would make the Company have duties under foreign law will be completed by September 2024.

In addition, the issuance and allotment of SGC-W1 and SGC-W2 warrants will be completed by September 2024, which have a term of 1 year and 3 years respectively, so that the Company can fund for the purposes detailed in point 5 above.

- c. **The rationale for the capital increase, the funds raising objectives, and the adequacy of capital sources in case the funds obtained from the capital increase do not sufficient as required for the purposes detailed in point 5 above**

The Company's board of directors believes that this capital increase is justified as it will enable the Company to receive funds for the purposes detailed in point 5 above, and for the maximum benefit of the Company and its shareholders. The issuance and offering of newly issued shares to existing shareholders in proportion to their respective shareholdings with no allocation to shareholders that would make the Company have duties under foreign law, in accordance with the issuance and offering of SGC-W1 and SGC-W2 warrants, are the appropriated methods and the sufficient source of fundraising in the current situation.

- d. **The impact on the Company's business, financial status, and operating results due to the capital increase plan**

The Company's board of directors has considered and found that issuance and offering of newly issued shares to existing shareholders in proportion to their respective shareholdings with no allocation to shareholders that would make the Company have duties under foreign law this time will strengthen the Company's financial position. The Company plans to use the funds received from the capital increase for the purposes detailed in point 5 above, which will enable the Company to generate stable income and to reduce the operating cost, as well as serving as working capital. Therefore, the Company's board of directors expects that this capital increase will have a positive impact on the Company's business, financial status, and operating results.

11. Warranty of Directors

If the Company's directors fail to perform their duties with honesty and be careful to protect the interests of the company in matters related to this capital increase. If the failure to perform such duties causes damage to the Company, the shareholders are entitled to sue for damages from such director on behalf of the company in accordance with Section 85 of the Public Limited Companies Act 1992. In addition, if the failure to perform the duties causes such director or related persons to gain unlawful benefits, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the company under Section 89/18 of the Securities and Exchange Act 1992.

12. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares

| No. | Procedures | Dates |
|-----|--|--|
| 1. | Holding the Board of Directors' Meeting No. 5/2024 to resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase in the Company's registered capital and allocation of new shares | 1 July 2024 |
| 2. | Determining the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date) | 16 July 2024 |
| 3. | Holding the Extraordinary General Meeting of Shareholders No. 1/2024 | 7 August 2024 |
| 4. | Registering the increase of registered capital and amendment of the Company's Memorandum of Association to be in line with the capital increase with the Department of Business Development, the Ministry of Commerce. | Within 14 days from the date that the shareholders meeting resolves to approve the increase of registered capital |
| 5. | Determining the date fixed to determine the names of shareholders who entitle to subscribe the newly issued ordinary share (Record Date) | 19 August 2024 |
| 6. | Holding the Board of Directors' Meeting to determine (1) the offering price for offering to existing shareholders in proportion to their respective shareholdings; (2) the exercise price of SGC-W1 and SGC-W2 Warrants; (3) the date to determine list of shareholders who eligible to be allocated the SGC-W1 Warrant (Record Date); (4) Subscription period of offering share | To be determined later |
| 7. | Subscription and payment period | To be determined later |
| 8. | Determining the date fixed to determine the names of shareholders who eligible to be allocated SGC-W1 (Record Date) | To be determined later |
| 9. | Registering the paid-up capital increase with the Department of Business Development, the Ministry of Commerce | Within 14 days from the end of subscription period of the newly issued ordinary shares of the existing shareholders |
| 10. | Filing the application for listing the newly issued ordinary shares offered to the existing shareholder, SGC-W1 and SGC-W2 Warrants to the SET | Within 30 days after completing the offering of the newly issued ordinary shares to the existing shareholders, SGC-W1 and SGC-W2 Warrants. |

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

Sign

(Mr. Anothai Sritiapetch)

Director

Sign

(Mr. Narathip Wirunachatapant)

Director

(Authorized Directors signed and Company's stamp)

- Unofficial Translation -

*Should there be any discrepancies between the original Thai document
and its English translation; the original Thai document shall prevail.*

Summary of key features of the issuance and offering of warrants to purchase the newly issued ordinary shares of SG Capital Public Company Limited (the “Company”) No. 1 to the existing shareholders of the Company in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law (“SGC-W1”)

| | |
|---------------------------|--|
| Issuing company | SG Capital Public Company Limited (“the Company”) or (“SGC”) |
| Type of warrant | Warrants to purchase ordinary shares of SG Capital Public Company Limited No. 1, which are allocated to the existing shareholders of the company (<u>Before increase of capital this time</u>) with no allocation to shareholders that would make the Company have duties under foreign law whose names appear in the share register book of the Company on the Record Date (“SGC-W1”) or (“Warrant”) |
| Type | specified name and transferable |
| Number of Warrants Issued | Not exceeding 654,000,000 Units |
| Exercise ratio | 1 unit of SGC-W1 warrant is entitled to purchase 1 ordinary share of the Company, unless the exercise ratio is adjusted according to the rights adjustment conditions. |
| Exercise price | <p>Exercise price will be 10 percent discount from the market price on the date of setting the exercise price, whereby the exercise price shall be one decimal digit and two digits should be rounded up unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights.</p> <p>The market price is calculated from the volume weighted average price of the Company’s share in the Stock Exchange of Thailand for the past 7 consecutive business days prior to the date the Board of Directors have a resolution about the exercise price which will be after the Extraordinary General Meeting of the shareholders No. 1/2024 approved the issuance and offering of SGC-W1.</p> |
| Offering Price Per Unit | 0.00 baht per unit |
| Term of Warrants | 1 years from the date of issuance of SGC-W1 (After the issuance of the warrants, the Company will not extend the term of the warrants) |
| Offering Method | The Company will allocate SGC-W1 to the existing shareholders of the Company (<u>Before increase of capital this time</u>) with no allocation to <u>shareholders that would make the Company have duties under foreign law</u> |

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| | <p><u>whose names appear in the share register book of the Company on the Record Date which will be determined after the Extraordinary General Meeting of Shareholders No. 1/2024 approved the issuance of SGC-W1 Warrants, the Company's eligible shareholders are entitle to be allocated proportionately at a ratio of 5 existing ordinary shares (Exclude newly issued share offering this times) per 1 unit of SGC-W1 warrant.</u></p> <p>However, any fraction from the calculation according to the aforementioned ratio will be disregarded and all of remaining warrants after the allocation will be cancelled. In addition, in the case of warrants remaining after the allocation, the Company will cancel the remaining warrants.</p> |
| Issue Date of Warrant | <p>Within 1 year from the date that the shareholders' meeting has a resolution to issue warrants and reserved shares. The Board of Directors, the Executive Committee, the Managing Director, and/or the person assigned by the Board of Directors and/or the Executive Committee of the Company has the power to determine the date of issuance of the warrants.</p> |
| First exercise date and exercise schedule | <p>Warrant holders can exercise their rights under the warrants to purchase reserved shares of the Company on the last business day of every quarter of each calendar year (i.e., the last business day of March, June, September, December) throughout the term of the warrants (the "Exercise Date"). If the exercise date falls on a day which is not a business day, such exercise date shall be moved up to the business day prior to such exercise date.</p> <p>The first exercise date is on the last business day of every quarter, and the last exercise date is the maturity date of the warrants or 1 years from the date of issuance. If the exercise date falls on a day which is not a business day, the last exercise date shall be moved up to the business day prior to such exercise date.</p> |
| Period for Serving Notice of Intention of Exercise of Right | <p>Holders of SGC-W1 who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall notify their intentions to exercise the warrants within a period of 15 days prior to each exercise date. For the last exercise, the holders of SGC-W1 shall notify their intention within a period of 15 days prior to the last exercise date. If the exercise date falls on a day which is not a business day, the exercise date shall be moved up to the business day prior to such exercise date.</p> |

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| Inability to cancel the notification of intention to exercise rights | Holders of SGC-W1 who notifies their intentions to exercise the right to purchase ordinary shares under SGC-W1 will not be able to cancel the notification of intention to exercise the said right. |
| Number of shares allocated to reserve the exercise of warrants | <p>The number of ordinary shares reserved for SGC-W1 is 654,000,000 shares. However, after combining with the 1,308,000,000 ordinary shares reserved for SGC-W2 which will be considered and approved together in the Extraordinary General Meeting of Shareholder No. 1/2024 this time, the total reserved shares will be 1,962,000,000 ordinary share, or 23.08 percent which is not exceed 50 percent of the total number of shares sold of the Company, which can be calculated according to the following formula:</p> $= \frac{\text{Reserved share for SGC-W1 offered this time} + \text{Reserved share for SGC-W2 offered this time} + \text{Reserved share for Warrants offered other time}^*}{\text{All paid-up shares of the company}^{**}}$ $= \frac{654,000,000 + 1,308,000,000}{3,270,000,000 + 3,270,000,000} = 23.08\%$ <p><u>Remark:</u></p> <p>* The Company has no reserved share for other outstanding convertible asset</p> <p>** The number of all paid-up shares of the company is calculated from the number of paid-up shares before the capital increase adding up with the number of newly issued ordinary shares offered to the existing shareholders in proportion to their shareholdings at 3,270,000,000 registered shares with 1 existing shares to 1 newly issued ordinary share allocation ratio. The number of offering shares will not exceed 3,270,000,000 shares.</p> |
| Secondary Market of Warrants | The Company will list the warrant on the SET. |
| Secondary market of ordinary shares arising from the exercise of warrants | The Company will list the ordinary shares arising from the exercise of rights to purchase ordinary shares under the warrants as listed securities on the SET. |
| Dilution effect | Details appear in the Capital Increase Report Form (F53-4) (Enclosure 1). |
| Events that require the issuance of new shares to accommodate the right adjustment | The Company will adjust the exercise price and/or the exercise ratio pursuant to the conditions concerning the right adjustment upon the occurrence of any of the events stipulated in the terms and conditions of Warrants which fall under the events prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. Tor Chor. 34/2551 Request for permission and permission to offer warrants to buy new shares and newly issued shares to support warrants . |

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| Registrar of Warrants | Thailand Securities Depository Co., Ltd. or any person duly appointed to act as the registrar of Warrants. |
| Objectives of issuance of warrant and expected benefits the Company would gain from this allocation of newly issued shares | According to the issuance of SGC-W1, the Company expects to receive funds not exceeding 1,177.20 million baht. If all warrant holders exercise their rights to purchase the ordinary shares. The Company will use the proceed to fund working capital within 2026. |
| Right adjustment of warrants | <p>The Company will adjust the exercise price and/or the exercise ratio when there is any event as specified in the terms and conditions of the warrants and as specified in Clause 11(4)(b) according to the Notification of the Capital Market Supervisory Board No. TorJor. 34 /2551 Re: Application for and Approval for Sale of Warrants to Purchase Newly Issued Shares and reserved shares for warrants in order to preserve the benefits of the warrant holders not to be inferior, as the following events occurs</p> <p>(1) There is a change in the par value of the Company's shares as a result of stock consolidation or split.</p> <p>(2) When the Company offers any newly issued shares at a price less than 90 percent of the market price of the Company's ordinary shares.</p> <p>(3) When the Company offers to sell securities newly issued in the form of convertible bonds or warrants to purchase any shares, by fixing the price or calculating the price of the newly issued shares to reserve the convertible bonds or warrants which are less than 90 percent of the market price of the Company's ordinary shares.</p> <p>(4) The Company pays stock dividends to shareholders whether in whole or in part.</p> <p>(5) When the Company pays a cash dividend that exceeds 70 percent of the net profit according to the company's consolidated financial statements (audited) after deducting accumulated loss from legal reserve, minority interest, and income tax on operating results for operations in any accounting period.</p> <p>(6) In the event of any other event causing any returns that the warrant holders will receive when exercising their rights under the warrants to be inferior, which is an event that is not specified in clause (1) - (5), shall be at the Company's discretion in considering.</p> |

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| <p>Expected benefits the shareholders would gain from the capital increase</p> | <p>The Company's shareholders will benefit from the Company's strong and stable financial structure, including the availability of capital and financial liquidity, which will cause benefits and enhance profits to the Company as well as creating added value for shareholders in the long run.</p> |
| <p>Other conditions</p> | <p>The Board of Directors or Executive Committee or the Chief Executive Officer, or the person assigned by the Board of Directors and/or the Executive Committee of the Company has the power to</p> <p>(1) Determine the details related to the issuance and offering of warrants this time, which include but are not limited to the date of issuance of warrants, the first exercise date and the last exercise date, and the exercise of conversion rights of warrants to purchase ordinary shares including the conditions and related details.</p> <p>(2) Correct word or text in the document, minutes of the shareholders' meeting, memorandum and/or any requests and/or any actions to comply with the order of the registrar in filing the registration of the increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce.</p> <p>(3) Sign various permission request documents and necessary evidence related to the issuance of warrants. This includes contacting and submitting an application for permission, such documents, and evidence to government agencies or agencies involved in the issuance of warrants; and</p> <p>(4) Take any necessary and reasonable action in connection with the issuance and offering for sale of the Warrants at this time.</p> |

- Unofficial Translation -

*Should there be any discrepancies between the original Thai document
and its English translation; the original Thai document shall prevail.*

Summary of key features of the issuance and offering of warrants to purchase the newly issued ordinary shares of SG Capital Public Company Limited (the “Company”) No. 2 to the existing shareholders of the Company who subscribed and are received the allocation of the newly issued ordinary shares issued and offered to the existing shareholders in proportion with no allocation to shareholders that would make the Company have duties under foreign law (“SGC-W2”)

| | |
|---------------------------|--|
| Issuing company | SG Capital Public Company Limited (“the Company”) or (“SGC”) |
| Type of warrant | Warrants to purchase ordinary shares of SG Capital Public Company Limited No. 2, which are allocated to existing shareholders of the Company who subscribe and received the newly issued ordinary shares issued and offered in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law (“SGC-W2”) or (“Warrant”) |
| Type | specified name and transferable |
| Number of Warrants Issued | Not exceeding 1,308,000,000 Units |
| Exercise ratio | 1 unit of SGC-W2 warrant is entitled to purchase 1 ordinary share of the Company, unless the exercise ratio is adjusted according to the rights adjustment conditions. |
| Exercise price | <p>Exercise price will be 10 percent higher than the market price on the date of setting the exercise price, whereby the exercise price shall be one decimal digit and two digits should be rounded up unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights.</p> <p>The market price is calculated from the volume weighted average price of the Company’s share in the Stock Exchange of Thailand for the past 7 consecutive business days prior to the date the Board of Directors have a resolution about the exercise price which will be after the Extraordinary General Meeting of the shareholders No. 1/2024 approved the issuance and offering of SGC-W2.</p> |
| Offering Price Per Unit | 0.00 baht per unit |
| Term of Warrants | 3 years from the date of issuance of SGC-W2 (After the issuance of the warrants, the Company will not extend the term of the warrants) |
| Offering Method | The Company will allocate SGC-W2 to the existing shareholders of the Company who subscribe and received the newly issued ordinary shares |

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| | <p><u>issued and offered in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law at a ratio of 2.5 newly issued ordinary shares per 1 unit of SGC-W2 warrant.</u></p> <p>However, any fraction from the calculation according to the aforementioned ratio will be disregarded and all of remaining warrants after the allocation will be cancelled. In addition, in the case of warrants remaining after the allocation, the Company will cancel the remaining warrants.</p> |
| Issue Date of Warrant | <p>Within 1 year from the date that the shareholders' meeting has a resolution to issue warrants and reserved shares. The Board of Directors, the Executive Committee, the Managing Director, and/or the person assigned by the Board of Directors and/or the Executive Committee of the Company has the power to determine the date of issuance of the warrants.</p> |
| First exercise date and exercise schedule | <p>Warrant holders can exercise their rights under the warrants to purchase reserved shares of the Company on the last business day of every quarter of each calendar year (i.e., the last business day of March, June, September, December) throughout the term of the warrants (the "Exercise Date"). If the exercise date falls on a day which is not a business day, such exercise date shall be moved up to the business day prior to such exercise date.</p> <p>The first exercise date is on the last business day of every quarter, and the last exercise date is the maturity date of the warrants or 3 years from the date of issuance. If the exercise date falls on a day which is not a business day, the last exercise date shall be moved up to the business day prior to such exercise date.</p> |
| Period for Serving Notice of Intention of Exercise of Right | <p>Holders of SGC-W2 who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall notify their intentions to exercise the warrants within a period of 15 days prior to each exercise date. For the last exercise, the holders of SGC-W2 shall notify their intention within a period of 15 days prior to the last exercise date. If the exercise date falls on a day which is not a business day, the exercise date shall be moved up to the business day prior to such exercise date.</p> |
| Inability to cancel the notification of intention to exercise rights | <p>Holders of SGC-W2 who notifies their intentions to exercise the right to purchase ordinary shares under SGC-W2 will not be able to cancel the notification of intention to exercise the said right.</p> |

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| <p>Number of shares allocated to reserve the exercise of warrants</p> | <p>The number of ordinary shares reserved for SGC-W2 is 1,308,000,000 shares. However, after combining with the 654,000,000 ordinary shares reserved for SGC-W2 which will be considered and approved together in the Extraordinary General Meeting of Shareholder No. 1/2024 this time, the total reserved shares will be 1,962,000,000 ordinary share, or 23.08 percent which is not exceed 50 percent of the total number of shares sold of the Company, which can be calculated according to the following formula:</p> $= \frac{\text{Reserved share for SGC-W1 offered this time} + \text{Reserved share for SGC-W2 offered this time} + \text{Reserved share for Warrants offered other time}^*}{\text{All paid-up shares of the company}^{**}}$ $= \frac{1,308,000,000 + 654,000,000}{3,270,000,000 + 3,270,000,000} = 23.08\%$ <p><u>Remark:</u></p> <p>* The Company has no reserved share for other outstanding convertible asset.</p> <p>** The number of all paid-up shares of the company is calculated from the number of paid-up shares before the capital increase adding up with the number of newly issued ordinary shares offered to the existing shareholders in proportion to their shareholdings at 3,270,000,000 registered shares with 1 existing shares to 1 newly issued ordinary share allocation ratio. The number of offering shares will not exceed 3,270,000,000 shares.</p> |
| <p>Secondary Market of Warrants</p> | <p>The Company will list the warrant on the SET.</p> |
| <p>Secondary market of ordinary shares arising from the exercise of warrants</p> | <p>The Company will list the ordinary shares arising from the exercise of rights to purchase ordinary shares under the warrants as listed securities on the SET.</p> |
| <p>Dilution effect</p> | <p>Details appear in the Capital Increase Report Form (F53-4) (Enclosure 1).</p> |
| <p>Events that require the issuance of new shares to accommodate the right adjustment</p> | <p>The Company will adjust the exercise price and/or the exercise ratio pursuant to the conditions concerning the right adjustment upon the occurrence of any of the events stipulated in the terms and conditions of Warrants which fall under the events prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. Tor Chor. 34/2551 Request for permission and permission to offer warrants to buy new shares and newly issued shares to support warrants .</p> |
| <p>Registrar of Warrants</p> | <p>Thailand Securities Depository Co., Ltd. or any person duly appointed to act as the registrar of Warrants.</p> |

| | |
|--|---|
| <p>Objectives of issuance of warrant and expected benefits the Company would gain from this allocation of newly issued shares</p> | <p>According to the issuance of SGC-W2, the Company expects to receive funds not exceeding 2,746.80 million baht. If all warrant holders exercise their rights to purchase the ordinary shares. The Company will use the proceed to (1) repay its loan from parent company of not exceed 1,000.00 million Baht within 2028 and (2) the rest from (1) will be used for working capital within 2028.</p> |
| <p>Right adjustment of warrants</p> | <p>The Company will adjust the exercise price and/or the exercise ratio when there is any event as specified in the terms and conditions of the warrants and as specified in Clause 11(4)(b) according to the Notification of the Capital Market Supervisory Board No. TorJor. 34 /2551 Re: Application for and Approval for Sale of Warrants to Purchase Newly Issued Shares and reserved shares for warrants in order to preserve the benefits of the warrant holders not to be inferior, as the following events occurs</p> <p>(1) There is a change in the par value of the Company's shares as a result of stock consolidation or split.</p> <p>(2) When the Company offers any newly issued shares at a price less than 90 percent of the market price of the Company's ordinary shares.</p> <p>(3) When the Company offers to sell securities newly issued in the form of convertible bonds or warrants to purchase any shares, by fixing the price or calculating the price of the newly issued shares to reserve the convertible bonds or warrants which are less than 90 percent of the market price of the Company's ordinary shares.</p> <p>(4) The Company pays stock dividends to shareholders whether in whole or in part.</p> <p>(5) When the Company pays a cash dividend that exceeds 70 percent of the net profit according to the company's consolidated financial statements (audited) after deducting accumulated loss from legal reserve, minority interest, and income tax on operating results for operations in any accounting period.</p> <p>(6) In the event of any other event causing any returns that the warrant holders will receive when exercising their rights under the warrants to be inferior, which is an event that is not specified in clause (1) - (5), shall be at the Company's discretion in considering.</p> |
| <p>Expected benefits the shareholders would gain from the capital increase</p> | <p>The Company's shareholders will benefit from the Company's strong and stable financial structure, including the availability of capital and financial liquidity, which will cause benefits and enhance profits to the Company as well as creating added value for shareholders in the long run.</p> |

| | |
|-------------------------|--|
| Other conditions | <p>The Board of Directors or Executive Committee or the Chief Executive Officer, or the person assigned by the Board of Directors and/or the Executive Committee of the Company has the power to</p> <p>(1) Determine the details related to the issuance and offering of warrants this time, which include but are not limited to the date of issuance of warrants, the first exercise date and the last exercise date, and the exercise of conversion rights of warrants to purchase ordinary shares including the conditions and related details.</p> <p>(2) Correct word or text in the document, minutes of the shareholders' meeting, memorandum and/or any requests and/or any actions to comply with the order of the registrar in filing the registration of the increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce.</p> <p>(3) Sign various permission request documents and necessary evidence related to the issuance of warrants. This includes contacting and submitting an application for permission, such documents, and evidence to government agencies or agencies involved in the issuance of warrants; and</p> <p>(4) Take any necessary and reasonable action in connection with the issuance and offering for sale of the Warrants at this time.</p> |
|-------------------------|--|

- Unofficial Translation -

Should there be any discrepancies between the original Thai document and its English translation; the original Thai document shall prevail.

Information Memorandum

SG Capital Public Company Limited

Regarding to the Board of Directors Meeting No. 5/2024 of SG Capital Public Company Limited (the "**Company**") held on 1 July 2024 has considered and approved from the resolution from the Audit Committee Meeting No. 4/2024 held on 20 June 2024 has deemed appropriate to propose to the shareholders regarding to an Extraordinary General Meeting ("**EGM**") to consider approve the financial assistance transaction by executing loan agreement with Singer Thailand Public Company Limited ("**SINGER**") for the credit limit of THB 6,100 million with the tenor of 4 years. This reserve fund will be used by the company to repay existing debts with SINGER in case the company needs to maintain financial liquidity for working capital in business operations.

However, the Transaction is considered as a connected transaction classified as financial assistance transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551, regarding the rules for connected transactions, dated 31 August 2008, and the Notification of the Board of Governors of the Stock Exchange of Thailand No. TorJor/Por. 22-01, regarding the disclosure and practices of listed company in connected transaction, B.E. 2546, dated 19 November 2003 (including subsequent amendments) ("**Notification on Connected Transactions**"), as SINGER is a major shareholder in SGC, holding 74.92% of total issued and paid-up capital. The total interest value over the term of the contract is THB 1,798.28 million. This is based on the average interest rate for first class customers (MLR) from four major commercial banks: Bangkok Bank Public Company Limited, KrungThai Bank Public Company Limited, Kasikornbank Public Company Limited, and Siam Commercial Bank Public Company Limited, (which is 7.12% p.a as of 21 June 2024). plus a premium of 0.25% p.a. The transaction value represents 58.16% of the company's net tangible assets (NTA) according to the company's financial statements as of March 31, 2024. Since the transaction value exceeds 3.00% of the NTA, it is considered a large connected transaction. Therefore, the company must comply with the relevant regulations as follows:

1. Disclose information about the connected transaction to the SET;
2. Appoint an independent financial advisor ("**IFA**") to provide an opinion on the connected transactions to the Company's shareholders. The Company has appointed S14 Advisory Company Limited ("**S14**") to act as an IFA which S14 has been approved by the Securities and Exchange Commission (the "**SEC**");
3. Circulate a shareholder's meeting invitation to shareholders at least 14 days in advance, containing the information specified in the connected transaction; and

4. Obtain approval for the Transaction from the shareholders' meeting with at least three-fourth of the total votes of shareholders who attending the meeting and entitled to vote, excluding the votes of interested shareholders.

Details of the Transaction

1. Date of the Transaction

The Company will execute the loan agreement with SINGER once received approval from Extraordinary Shareholder Meeting No.1/2024 on 7 August 2024. The Company will appropriately drawdown the credit to increase liquidity status and replace loan obligation that will be due in 2025.

2. Related Counter Party and Relationship with the Company

| | |
|-------------------------------|---|
| Lender | Singer Thailand Public Company Limited ("SINGER") |
| Borrower | SG Capital Public Company Limited (the "Company") |
| Relationship with the Company | SINGER is a major shareholder of the Company, holding 2,449.998 million shares, or equivalents to 74.92% of total issued and paid-up capital. |

3. Transaction Details

Details of the financial assistance transaction can be summarized below:

| | |
|-----------------|--|
| Loan type | Unsecured loan |
| Credit limit | THB 6,100.00 million |
| Loan objective: | To stabilize the Company's liquidity status and/or replace loan obligation which would be due in 2025. However, the drawdown objective is solely for loan replacement. |
| Interest rate | Float Rate based on average of Minimum Loan Rate for first-class customer (MLR) from 4 big financial institutions, including Bangkok Bank Public Company Limited, Krungthai Bank Public Company Limited, Kasikorn Bank Public Company Limited and Siam Commercial Bank Public Company Limited plus premium of 0.25% p.a. or actual financing cost of SINGER plus premium of 0.25% p.a., whichever is higher. |
| Drawdown Period | From 1 January 2024 to 31 December 2025. In case there is remaining credit, lender will cancel the credit automatically. |
| Loan tenor | To be repaid by 2028. |

| | |
|--|---|
| Repayment term | Interest payment in every end of month and repay principal at due date. |
| Prepayment Fee | None |
| Collateral | None |
| Conditions on maintaining financial ratio | None |
| Conditions that might impact to shareholders | This financial assistance from this Transaction does not come with any different conditions compared to previous agreement hence does not significantly affect the rights of shareholders, as the company has not provided any collateral to the lender and there are no restrictions on dividend payments. However, the company will incur additional financial costs from this borrowing. |

Regarding the propose of approval to this EGM, the Company would like to propose to the EGM for providing an authority to Board of Directors for proceeding the Transaction as follow:

1. To determine details, terms and conditions regarding the financial assistance transaction as well as other actions regarding to the document execution.
 2. To sign agreements and/or other documents related to the financial assistance transaction, financial-related transaction, as well as other related documents.
- 4. Total Transaction Value, Calculation Methodology, Total Consideration Value and Terms of Payment**

Value of the Transaction will be calculated from interests occurred during the loan agreement period, referencing from average MLR of 4 big financial institutions with the credit limit of THB 6,100 million with 4 years tenor period. Therefore, the total transaction value will be THB 1,798.28 million, or equivalents to 58.16% of NTA based on reviewed financial statement as of 31 March 2024.

Financial Details of the Company

| Details | Unit: THB million |
|---------------------------------|-------------------|
| Total assets | 13,755.10 |
| Deduct: | |
| intangible assets ^{/1} | 47.36 |
| Total liabilities | 10,615.75 |
| Non-controlling interests | - |
| Net tangible assets (NTA) | 3,091.99 |
| Total consideration value | 1,798.28 |

| | |
|-------------------------|---------------|
| Transaction Size | 58.16% |
|-------------------------|---------------|

Remark: ¹ intangible assets include intangible assets and right-of-use assets

Source: Reviewed financial statement as of 31 March 2024.

| Calculation of consideration value | |
|--|-----------------|
| Credit Limit (THB million) | 6,100 |
| Interest rate (per annum) | 7.37% |
| Tenor (Year) | 4 |
| Total Consideration Value (THB million) | 1,798.28 |

Note: ¹ The interest rate used for calculating the value of consideration is based on the average MLR interest rate of four major commercial banks as of June 21, 2024, which is 7.12%, plus a premium of 0.25%, totaling of 7.37%.

² Tenor 4 years based on drawdown period 1 January 2025 until 31 December 2028

Therefore, prior to executing the Transaction, the Company is required to proceed with the following procedure:

1. Disclose information about the connected transaction to the SET;
2. Appoint an independent financial advisor to provide an opinion on the connected transactions to the Company's shareholders. The Company has appointed S14 Advisory Company Limited to act as an independent financial advisor who has been approved by the Securities and Exchange Commission (the "SEC");
3. Circulate a shareholder's meeting invitation to shareholders at least 14 days in advance, containing the information specified in the connected transaction; and
4. Obtain approval for the Transaction from the shareholders' meeting with at least three-fourth of the total votes of shareholders who attending the meeting and entitled to vote, excluding the votes of interested shareholders.

5. Characteristic and Scope of Interests of Connected Person from the Connected Transaction

The Transaction is the transaction between the Company and its major shareholder, considering as a connected transaction classified as financial assistance transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551, regarding the rules for connected transactions, dated 31 August 2008 (and as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand No. TorJor/Por. 22-01, regarding the disclosure and practices of listed company in connected transaction, B.E. 2546, dated 19 November 2003 (and as amended).

Considering with the transaction size calculation method, the transaction size is more than 3.00% of NTA based on reviewed financial statement as of 31 March 2024, thus the Transaction is considered as a

large connected transaction and the Company is require to propose for an approval from Board of Directors and shareholders, together with disclose information regarding the Transaction to the SET.

6. Interested Person

| Interested Person | Position in the Company |
|------------------------------|---|
| Mr. Narathip Wirunechatapant | Board of Director/ Chairman of the Executive Committee/ Member of the Nomination and Remuneration Committee |

Regard the Board of Directors meeting No. 5/2024 held on 1 July 2024, there are total of 7 board of directors attended the meeting, in which aforementioned director did not attend the meeting as well as not eligible to vote in regards of the Transaction.

7. Conditions for the Transaction

As this Transaction is considered as a large transaction based on Notification of the Connected Transaction, therefore the Company is required to obtain approval from shareholders with at least three-fourth of the total votes of shareholders who attend the meeting and entitle to vote, excluding the votes of interested shareholders.

8. Opinion from the Board of Directors regarding the Transaction

Board of Directors of the Company (excluding interested director) has an opinion that this Transaction is appropriate and necessary as the conditions to the Transaction is reasonable from the following reasons:

As the Company has plan to expand its mobile phone credit business which has growth potential and high return, as well as to diversify business risks. An execution of loan agreement in this Transaction is to reserve the Company's liquidity as a replacement to repay loan with SINGER which will be due in 2025. In relevant to the Transaction, interest rate is calculated based from an average MLR of 4 big financial institutions including Bangkok Bank Public Company Limited, Krungthai Bank Public Company Limited, Kasikorn Bank Public Company Limited and Siam Commercial Bank Public Company Limited with premium of 0.25% p.a. or financing cost of SINGER plus premium of 0.25% p.a., whichever is higher. The Board of Directors has considered that the interest rate was appropriate and comparable to market rate.

Conditions to the Transaction is reasonable as the Company can repay the loan with no prepayment fee. This will increase an opportunity to the Company to decrease debt obligation if the Company has remaining cash on hand to repay the debt. Therefore, Board of Directors deemed appropriate to propose to the shareholders to consider and approve the Transaction.

9. Different Opinion from Audit Committee and/or Company's Board of Directors

-None-

The Company hereby certifies that entering in this Transaction, the Company has considered with reasonableness based on the interests of shareholders as priority and the Company hereby certifies that the information contained in this information memorandum is true in all respects.

(Mr. Anothai Sritiapetch)

Managing Director