

- Unofficial Translation -

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Ref: SGC 044/2024

7 August 2024

Re: Notification of the Resolutions of the Board of Directors Meeting No. 7/2024 on the Determination of Subscription Period and Offering Price of Newly Issued Shares, Exercise Price of SGC-W1 and SGC-W2, and the Date to Determine Shareholders Eligible for SGC-W1 Allotment.

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.

SG Capital Public Company Limited (“the Company”) would like to report the resolutions of the Board of Directors Meeting No. 7/2024 held on 7 August 2024 to the Stock Exchange of Thailand (“SET”) that the Board of Directors resolved to determine the related detail of the offering shares, SGC-W1 and SGC-W2

1. the offering price of newly issued ordinary shares offering to existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law which is equivalent to Bath 1.30 per share, which is discounted 5.53 percent from market price of the Company’s ordinary shares for the past 7 consecutive business days prior to the date to determine the offering price of newly issued ordinary shares to the existing shareholders (26 July – 6 August 2024) which is Baht 1.38 per share.
2. the subscription period of the newly issued ordinary shares and the SGC-W2 warrant which is allocated to the existing shareholders who are subscribed and allocated newly issued ordinary shares is 3 - 9 September 2024 (5 business days).

3. the exercise price of SGC-W1 which is equivalent to Bath 1.30 per share, which is 5.53 percent discount from market 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 (26 July – 6 August 2024) which is Baht 1.38 per share.
4. the exercise price of SGC-W2 which is equivalent to Bath 1.60 per share, which is 16.27 percent higher than market 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 (26 July – 6 August 2024) which is Baht 1.38 per share.
5. The date fixed to determine the names of shareholders who are eligible to receive the allotment of SGC-W1 (Record Date) is on 9 September 2024.

The related detail of the offering shares, SGC-W1 and SGC-W2 according to attachment 1 - 3.

Schedule of action regarding the issuance and offering of newly issued ordinary shares to existing shareholders and the issuance and allotment of SGC-W1 and SGC-W2 Warrant

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.	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	7 August 2024
5.	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
6.	Determining the date fixed to determine the names of shareholders who entitle to subscribe the newly issued ordinary share (Record Date)	19 August 2024
7.	Subscription and payment period	3 – 9 September 2024
8.	Determining the date fixed to determine the names of shareholders who eligible to be allocated SGC-W1 (Record Date)	9 September 2024
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

No.	Procedures	Dates
		the newly issued ordinary shares to the existing shareholders, SGC-W1 and SGC-W2 Warrants.

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 (Additional amendments)

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. And the resolution of the Board of Directors' Meeting No. 7/2024 on Wednesday, 7 August 2024, relating to determination of offering price, exercise price of SGC-W1 and SGC-W2, subscription period of newly issued ordinary shares 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, the date to determine the names of shareholders who eligible to receive the allotment of SGC-W1 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 who held shares prior to this capital increase 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 (“PPO”)	Not exceeding 3,270,000,000 shares	1 existing share to 1 newly issued ordinary share	Baht 1.30 per share, discounted about 5.53 percent from market price	3 – 9 September 2024	Remark 1 and Remark 5
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 whose name appear on the date fixed to determine the names of shareholders who eligible to receive the allotment of SGC-W1 which is 9 September 2024 in proportion to shareholding with no allocation to shareholders that would make the Company have duties under foreign law.	Not exceeding 654,000,000 shares	-	Without offering value 1 unit of SGC- W1 warrant has the right to purchase 1 ordinary share at 1.30 Baht	Remark 2	Remark 2 and Remark 5
2. To reserve for the exercise of the warrants to purchase the	Not exceeding 1,308,000,000 shares	-	Without offering value	Along with the offering under clause 1	Remark 3 and Remark 5

Allotted to	Number of shares	Ratio (Exiting : New)	Offering price (Baht per Share)	Subscription date and Payment Period	Remarks
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 Issued and offered to the existing shareholders in proportion with no allocation to shareholders that would make the Company have duties under foreign law.			1 unit of SGC-W2 warrant has the right to purchase 1 ordinary share at 1.60 Baht		

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 aforementioned price determination day will be not less than 5 business days before the date for determining the shareholders who are entitled to be allocated and offered newly issued share offering to existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law (Record Date). 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 board of directors has determined the record date as August 19, 2024, for determining the shareholders who are entitled to be allocated and offered the newly issued ordinary shares in proportion to their existing shareholdings with no allocation to shareholders that would make the Company have duties under foreign law. Nevertheless, the determination of the allocation and offering of the newly issued shares is uncertain until approved the shareholders' meeting

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., Japanese, Chinese, South Korean nationality and any other nationality 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.

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.

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 who held shares prior to this capital increase, in proportion to their respective shareholdings, and 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 approves the issuance and offering of SGC-W1 Warrants, with no allocation to shareholders that would make the Company have duties under foreign law, at a ratio of 5 existing ordinary share (excluding the newly issued share to allocate to the existing shareholders in proportion to their respective shareholdings at this time) per 1 unit of SGC-W1 Warrants. In the event of any fraction of the warrants remaining after 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 a 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, and 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 aforementioned price determination day will be not less than 5 business days before the date for determining the shareholders who are entitled to be allocated and offered newly issued share offering to existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law (Record Date). 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 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 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 the event of any fraction of the warrants remaining after 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 aforementioned price determination day will be not less than 5 business days before the date for determining the shareholders who are entitled to be allocated and offered newly issued share offering to existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law (Record Date). 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 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.

5. The Board of Director No. 7/2024 held on 7 August 2024 resolved to determine the details related to the offering of newly issued ordinary share and the issuance and allocation of SGC-W1 and SGC-W2 warrants as follows:

- a) the offering price of newly issued ordinary shares offering to existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law which is equivalent to Bath 1.30 per share, which is discounted 5.53 percent from market price of the Company's ordinary shares for the past 7 consecutive business days prior to the date to determine the offering price of newly issued ordinary shares to the existing shareholders (26 July – 6 August 2024) which is Baht 1.38 per share.
- b) the subscription period of the newly issued ordinary shares and the SGC-W2 warrant which is allocated to the existing shareholders who are subscribed and allocated newly issued ordinary shares is 3 - 9 September 2024 (5 business days),
- c) the exercise price of SGC-W1 which is equivalent to Bath 1.30 per share, which is 5.53 percent discount from market 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 (26 July – 6 August 2024) which is Baht 1.38 per share.
- d) the exercise price of SGC-W2 which is equivalent to Bath 1.60 per share, which is 16.27 percent higher than market 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 (26 July – 6 August 2024) which is Baht 1.38 per share.
- e) the date fixed to determine the names of shareholders who eligible to receive the allotment of SGC-W1 (Record Date) is on 9 September 2024

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, which consists of: Offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (not exceeding Baht 4,251.00 million)¹ and fund received from the exercise of SGC-W1 (not exceeding Baht 850.20 million)² and fund received from the exercise of SGC-W2 (not exceeding Baht 2,092.80 million)³, totaling of not exceed 7,194.00 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 shares ¹	Not exceed 4,251.00 million Baht	
Proceeds from the exercise of SGC-W1 (Estimated)		
1. Working capital	Not exceed 850.20 million Baht	Within Year 2026
Proceed from the exercise of SGC-W1 ²	Not exceed 850.20 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-W2 ³	Not exceed 2,092.80 million Baht	

Objectives	Estimated Proceeds (million Baht)	Time Estimated for Use of Proceeds
Total	Not exceed 7,194.00 million Baht	

¹¹ The estimated proceed from the offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholding is calculated based on discounted 5.53 percent from the weighted average market price of the shares for past 7 consecutive business day prior to the Board of Directors Meeting (Between 26 July – 6 August 2024) at 1.38 Baht per share which is equal to 1.30 Baht per share, respectively, multiply with 3,270,000,000 share, number of shares offering to existing shareholders.

¹² The 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 7 consecutive business day prior to the Board of Directors Meeting (Between 26 July – 6 August 2024) at 1.38 baht per share which is equal to 1.30 baht per share, respectively, multiply with 654,000,000 units of SGC-W1.

¹³ The 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 7 consecutive business day prior to the Board of Directors Meeting (Between 26 July – 6 August 2024) at 1.38 baht per share which is equal to 1.60 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 5 scenarios (Since the SGC-W2 Warrant will be issued and allocated to the existing shareholders of the company 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 ("PPO"), therefore, if the shareholders do not approve the issuance and offering of PPO shares, the company will not issue and allocate the SGC-W2 Warrant), 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	✓	✓	✓

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 on 7 August 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 which is equal to 3,270,000,000 shares.
- Q_{W1} = Number of newly issued ordinary shares for the conversion of SGC-W1 which is equal to 654,000,000 shares.
- Q_{W2} = Number of newly issued ordinary shares for the conversion of SGC-W2 which is equal to 1,308,000,000 shares.

	Shareholder Approval			Number of issued and paid-up shares post transactions (Q_1) (Share)			Control Dilution (Percent)
	PPO	W1	W2		=		
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	✓	✓	-	$Q_0 + Q_{PPO} + Q_{W1}$	=	7,194,000,000 Shares	54.55
Scenario 4	✓	-	✓	$Q_0 + Q_{PPO} + Q_{W2}$	=	7,848,000,000 Shares	58.33
Scenario 5	✓	✓	✓	$Q_0 + Q_{PPO} + Q_{W1} + Q_{W2}$	=	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. However, if (1) the shareholder chooses not to exercise the right to subscribe for the newly issued ordinary shares according to his/her existing rights, and the other shareholder exercises the right to subscribe for the newly issued ordinary shares

according to his/her existing rights, and/or oversubscription until the entire number of newly issued ordinary shares is subscribed, and (2) the shareholder chooses not to exercise SGC-W1 and SGC-W2 Warrants, but other persons who are not existing shareholders exercise all the rights under the SGC-W1 and SGC-W2 warrants, it will affect Price Dilution as follows:

Defined

- Q_0 = Number of issued and paid-up shares on 7 August 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 which is equal to 3,270,000,000 shares.
- Q_{W1} = Number of newly issued ordinary shares for the conversion of SGC-W1 which is equal to 654,000,000 shares.
- Q_{W2} = Number of newly issued ordinary shares for the conversion of SGC-W2 which is equal to 1,308,000,000 shares.
- P_0 = Market price prior to the transaction calculated by weighted average market price consecutive 7 business days prior to the Board of Directors meeting (26 July – 6 August 2024) which is equal to 1.38 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 which is equal to 1.30 baht per share.
- X_{W1} = Exercise price of SGC-W1 which is equal to 1.30 baht per share
- X_{W2} = Exercise price of SGC-W2 which is equal to 1.60 baht per share

	Shareholder Approval			Market price post transactions (P_1) (THB/Share)			Price Dilution (Percent)
	PPO	W1	W2		=		
Scenario 1	✓	-	-	$\frac{(P_0 * Q_0) + (P_{PPO} * Q_{PPO})}{Q_0 + Q_{PPO}}$	=	1.34 THB/Share	2.77
Scenario 2	-	✓	-	$\frac{(P_0 * Q_0) + (X_{W1} * Q_{W1})}{Q_0 + Q_{W1}}$	=	1.36 THB/Share	0.92
Scenario 3	✓	✓	-	$\frac{(P_0 * Q_0) + (P_{PPO} * Q_{PPO}) + (X_{W1} * Q_{W1})}{Q_0 + Q_{PPO} + Q_{W1}}$	=	1.33 THB/Share	3.02
Scenario 4	✓	-	✓	$\frac{(P_0 * Q_0) + (P_{PPO} * Q_{PPO}) + (X_{W2} * Q_{W2})}{Q_0 + Q_{PPO} + Q_{W2}}$	=	1.38 THB/Share	- N/A -

	Shareholder Approval			Market price post transactions (P ₁) (THB/Share)			Price Dilution (Percent)
	PPO	W1	W2				
Scenario 5	✓	✓	✓	$\frac{(P_0 * Q_0) + (P_{PPO} * Q_{PPO}) + (X_{W1} * Q_{W1}) + (X_{W2} * Q_{W2})}{Q_0 + Q_{PPO} + Q_{W1} + Q_{W2}}$			0.05

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. However, if (1) the shareholder chooses not to exercise the right to subscribe for the newly issued ordinary shares according to his/her existing rights, and the other shareholder exercises the right to subscribe for the newly issued ordinary shares according to his/her existing rights, and/or oversubscription until the entire number of newly issued ordinary shares is subscribed, and (2) the shareholder chooses not to exercise SGC-W1 and SGC-W2 Warrants, but other persons who are not existing shareholders exercise all the rights under the SGC-W1 and SGC-W2 warrants, It will affect Earnings Per Share which detailed as follows::

Defined

- Q₀ = Number of issued and paid-up shares on 7 August 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 which is equal to 3,270,000,000 shares.
- Q_{W1} = Number of newly issued ordinary shares for the conversion of SGC-W1 which is equal to 654,000,000 shares.
- Q_{W2} = Number of newly issued ordinary shares for the conversion of SGC-W2 which is equal to 1,308,000,000 shares.
- NI = 4 quarters trailing Net profit from shareholders' equity excluding minority interest during 1 April 2023 to 31 March 2024 which is equal to loss of 1,889,014,215 baht
- EPS₀ = Earnings 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	✓	✓	-	$\frac{NI}{Q_0 + Q_{PPO} + Q_{W1}}$	=	-0.26 THB/Share	54.55
Scenario 4	✓	-	✓	$\frac{NI}{Q_0 + Q_{PPO} + Q_{W2}}$	=	-0.24 THB/Share	58.33
Scenario 5	✓	✓	✓	$\frac{NI}{Q_0 + Q_{PPO} + Q_{W1} + Q_{W2}}$	=	-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, with no allocation to shareholders that would make the Company have duties under foreign law

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 aforementioned price determination day will be not less than 5 business days before the date for determining the shareholders who are entitled to be allocated and offered newly issued share offering to existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law (Record Date). 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.

The Board of Director No. 7/2024 held on 7 August 2024 resolved to determine the offering price of newly issued ordinary share to existing shareholder with no allocation to shareholders that would make the Company have duties under foreign law ("The Offering to shareholders in proportion to their shareholding") which is equivalent to Baht 1.30 per share which is discounted 5.53 percent from

market price at the date of determining the offering price 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 offering price of newly issued ordinary shares to the existing shareholders (26 July – 6 August 2024) which is Baht 1.38 per share

- b. Procedures for determining the exercise price of the SGC-W1 warrants allocated to existing shareholders of the Company who held shares prior to this capital increase in proportion to their shareholding, with no allocation to shareholders that would make the Company have duties under foreign law

The SGC-W1 warrants allocate to the existing shareholders of the Company who held shares prior to this capital increase, in proportion to their respective shareholdings, and 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 approves the issuance and offering of SGC-W1 Warrants, with no allocation to shareholders that would make the Company have duties under foreign law, without offering value (the offering price per unit is 0 baht). The exercise price of the newly issued ordinary shares is determined by the exercise price of the newly issued ordinary shares at a discount of 10% of the market price at the date of determining the exercise price. The exercise price shall be indicated at one decimal point, and two decimal points must 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 aforementioned price determination day will be not less than 5 business days before the date for determining the shareholders who are entitled to be allocated and offered newly issued share offering to existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law (Record Date). 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 the SGC-W1 warrants, the date to determine the exercise price will be determined after the issuance and offering of SGC-W1 was approved from the shareholders' meeting.

The Board of Director No. 7/2024 held on 7 August 2024 resolved to determine the exercise price of the SGC-W1 warrants which is equivalent to 1.30 Baht which is 5.53 percent discounted from the market price at the date of determining the SGC-W1's exercise price 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 SGC-W1's exercise price (26 July – 6 August 2024) which is Baht 1.38 per share

- 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, which are allocated 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 shareholder, are allocated together with the issuance and offering of newly issued ordinary shares to existing shareholders in accordance with Clause (a) without the offering price. However, the 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 must 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 aforementioned price determination day will be not less than 5 business days before the date for determining the shareholders who are entitled to be allocated and offered newly issued share offering to existing shareholders in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law (Record Date). 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 the issuance and offering of SGC-W2 warrants was approved from the shareholders' meeting.

The Board of Director No. 7/2024 held on 7 August 2024 resolved to determine the exercise price of the SGC-W2 warrants which is equivalent to 1.60 Baht which is 16.27 percent higher than market price at the date of determining the SGC-W2's exercise price 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 SGC-W2's exercise price (26 July – 6 August 2024) which is Baht 1.38 per share.

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.	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	7 August 2024
5.	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
6.	Determining the date fixed to determine the names of shareholders who entitle to subscribe the newly issued ordinary share and who eligible to be allocated the SGC-W2 Warrant (Record Date)	19 August 2024
7.	Subscription and payment period	3 – 9 September 2024
8.	Determining the date fixed to determine the names of shareholders who eligible to be allocated SGC-W1 (Record Date)	9 September 2024
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 Wirunechatapant)

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.

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

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 who held shares prior to this capital increase, in proportion to their shareholding, with no allocation to shareholders that would make the Company have duties under foreign law, and 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>1.30 Baht unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights.</p> <p>The exercise price is 5.53 percent discounted from the market price at the date of determining the SGC-W1’s exercise price (7 August 2024).</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 (26 July – 6 August 2024).</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 <u>to the existing shareholders of the Company who held shares prior to this capital increase, in proportion to their shareholding with no allocation to shareholders that would make the Company have duties under foreign law whose names appear in the share register book</u>

	<p>of the Company on the Record Date which is 9 September 2024, the Company's eligible shareholders are entitled to be allocated proportionately at a ratio of 5 existing ordinary shares per 1 unit of SGC-W1 warrant.</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>
Inability to cancel the notification of intention to exercise rights	<p>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.</p>

<p>Number of shares allocated to reserve the exercise of warrants</p>	<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 30.00 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> $= \frac{\text{Reserved share for SGC-W1 offered this time} + \text{Reserved share for SGC-W2 offered this time} + \text{Reserved share for Warrants offered other time}^*}{\text{All paid-up shares of the company}^{**}}$ $= \frac{654,000,000 + 1,308,000,000}{3,270,000,000 + 3,270,000,000} = 30.00\%$ <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-W1, the Company expects to receive funds not exceeding 850.20 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.</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>
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- Unofficial Translation -

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

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;

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>1.60 Baht unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights.</p> <p>The exercise price is 16.27 percent higher than market price at the date of determining the SGC-W2’s exercise price (7 August 2024).</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 (26 July – 6 August 2024).</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 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.

	<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>
Number of shares allocated to reserve the exercise of warrants	<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-W1 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 30.00 percent which is not exceed 50</p>

	<p>percent of the total number of shares sold of the Company, which can be calculated according to the following formula:</p> $= \frac{\text{Reserved share for SGC-W1 offered this time} + \text{Reserved share for SGC-W2 offered this time} + \text{Reserved share for Warrants offered other time}^*}{\text{All paid-up shares of the company}^{**}}$ $= \frac{1,308,000,000 + 654,000,000}{3,270,000,000 + 3,270,000,000} = 30.00\%$ <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 .
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-W2, the Company expects to receive funds not exceeding 2,092.80 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>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>
<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</p>

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.

(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.

(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

(4) Take any necessary and reasonable action in connection with the issuance and offering for sale of the Warrants at this time.