



(F 53-4)

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**Allotment of the remaining ordinary shares under the General Mandate**

**SNC Former Public Company Limited**

**16 February 2024**

We, SNC Former Public Company Limited, (“the Company”), would like to report the resolutions of the Board of Directors’ Meeting No. 3/2024 held on 16 February 2024 relating to extension of allotment the remaining ordinary share under the General Mandate as follows:

**1. Remaining ordinary shares**

Refer to the Annual General Meeting of Shareholders No. 29/2023 held on 31 March 2023 approved the details of the allotment of the remaining ordinary shares under the General Mandate are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht/share)	Total (Baht)
<input type="checkbox"/> Specified Objective of Proceeds	Ordinary	-	-	-
	Preferred	-	-	-
<input checked="" type="checkbox"/> General mandate	Ordinary	37,779,661	1.00	37,779,661
	Preferred	-	-	-

**2. Allotment of the remaining ordinary shares**

**2.1 General Mandate**

Allotted to	Type of share	Number of shares (shares)	Percent to Paid-up Capital as of the date on which the Board of Directors has resolved to approve under the General Mandate	Remark
1. Existing (shareholders proportionate to their respective shareholdings)	Ordinary	37,779,661	30%	Remark (1)-(3)
2.1 Public Offering	Ordinary	37,779,661	20%	Remark (1)-(3)



Allotted to	Type of share	Number of shares (shares)	Percent to Paid-up Capital as of the date on which the Board of Directors has resolved to approve under the General Mandate	Remark
2.2 Private Placement	Ordinary	36,222,034	10%	Remark (1)-(3)

Remarks:

(1) The Board of Directors and/or the Executive Committee and/or the person(s) entrusted by the Board of Directors and/or the Executive Committee shall be empowered to determine and adjust the relevant details of the issuance and offering of remaining ordinary shares to under the General Mandate in all,

(A) to determine conditions and other details relating to the allotment of the remaining ordinary shares including but not limited to record date, offer period, subscription, payment of subscription price and other conditions and details relating to the allotment of the remaining ordinary shares;

(B) to negotiate, entry into and sign relevant documents and contracts including perform any other related and necessary act in connection with the allotment of remaining ordinary shares; and

(C) to sign application, notice, instrument or other document in relation to the capital increase and allotment of the remaining ordinary shares, including filing application and relevant documents to any competent authorities and/or agencies and listing of the remaining ordinary shares of the Company on the Stock Exchange of Thailand and performing any other related and necessary act in connection with the allotment of remaining ordinary shares.

(D) To correct words or texts in any related document such as minutes of meeting, memorandum, application form, BorMorJor. 101, BorMorJor. 005, BorMorJor. 006 and/or take any action to comply with the Registrar request for the Company's capital register to the Department of Business Development, Ministry of Commerce and to provide the information, execute the application and necessary supporting documents relevant to the remaining ordinary shares and offering, including to contact and file such application and documents to the authorities or government agencies concerning the issuance and offering the remaining ordinary shares.

(2) In addition, for the said offering of remaining ordinary shares, the offering price under the Private Placement shall not be a low price as specified in the Notification of Capital Market Supervisory Board No. Thor.Jor. 28/2565 re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement. The Company's calculation of the price for offering of remaining shares shall not be below the weighted average of the Company's share price traded on the Stock Exchange of Thailand for the period of not less than 7 consecutive business days but not exceeding 15 consecutive business days before the date on which the offering price is determined.

(3) After the offering remaining ordinary shares as set out in item (1), item (2) or item (3) above, the additional paid-up capital of the Company shall not greater than 30% of the paid-up capital as of the date on which the Board of Directors has resolved to approve the General Mandate, and the Company shall complete allotment of the remaining ordinary shares within the date that the Company

holds the next annual general meeting of shareholders or within the date that the next annual general meeting of shareholders is required to be set-up by laws, whichever is the earlier.

## **2.2 Actions to be taken by the Company in case of a fraction of shares**

If there are any fraction of shares arising from the allotment of remaining ordinary shares under the General Mandate, the Company shall disregard such fraction of shares or take any other necessary and appropriate action.

## **3. Schedule for a shareholders' meeting to approve the extension of allotment remaining ordinary shares under the General Mandate**

The date of Annual General Meeting of Shareholders No. 30/2024, held on 29 March 2024, at 10.30 AM, at a meeting room of SNC Former Public Company Limited, 333/3 Moo 6, Bangreang District, Amphur Bangbo, Samutprakarn and record date is on 1 March 2024 for the shareholders' right to attend the Annual General Meeting of Shareholders No. 30/2024.

## **4. The approval of the allotment of remaining ordinary shares under the General Mandate with relevant governmental agency and conditions thereto**

4.1 The Company shall register the paid-up capital with Department of Business Development, Ministry of Commerce, amend the Memorandum of Association of the Company with respect to the registered capital (if any).

4.2 The Company shall apply for approval from the Stock Exchange of Thailand to accept remaining ordinary shares as listed securities for trading on the Stock Exchange of Thailand.

## **5. Objectives of the allotment of remaining ordinary shares and plans for utilizing proceeds received from the capital increase**

The Company shall use proceeds obtained from the General Mandate as working capital, loan repayment and for business expansion in the future of the Company and its subsidiaries.

## **6. Benefits which the Company will receive from the remaining ordinary shares /share allotment.**

6.1 The proceeds received from the remaining ordinary shares will provide the company with sufficient funding sources for the business expansion plan and will help increase the Company's capital appropriately to support the business expansion of the Group in the future.

6.2 This remaining ordinary shares will reduce the financial burden, strengthen the financial status of the Company, enable the Company to continue the business with sustainability, as well as help increase the opportunity to expand the business. This will generate sustainable income and profits for the Company in the future.

## **7. Benefits which shareholders will receive from the remaining ordinary shares /share allotment**

7.1 Dividend policy

The dividend payout policy of the Company is not less than 50% of its net profit after tax and legal reserve, provided that the said payment shall have no impact to the Company's business significantly and should take other factors such as future performance, financial status, liquidity, business expansion plan and economics condition into consideration. Such dividend payment shall subject to the shareholders' approval or the Board of the Directors' approval in case of interim dividend.

7.2 The right to receive dividends from the operations of the company.

Subscriber of remaining ordinary shares will be entitled to receive dividends when the subscriber's names has been registered as a shareholder of the Company with related government authorities and the Company has announced dividend payment which will be in accordance with the relevant laws and regulations.

7.3 Other

-None-

**8. Other details necessary for shareholders to approve the capital increase/share allotment**

-None-

**9. Schedule of action if the board of directors passes a resolution approving of the allotment of remaining ordinary shares under the General Mandate:**

No.	Procedures of the allotment of remaining ordinary shares	Date
1	To hold the board of directors' meeting No. 3/2024 to consider and approve of the allotment of remaining ordinary shares under the General Mandate	16 February 2024
2	The date for determination of the list of shareholders who will be entitled to attend the 2024 Annual General Meeting of Shareholders (No. 30/2024) (Record Date)	1 March 2024
3	The date of the 2024 Annual General Meeting of Shareholders (No. 30/2024)	29 March 2024
4	Allotment of newly issued shares under the General Mandate	the date on which the Board of Directors has resolution
5	To register the increase of the Company's paid-up capital and list such allocated shares as listed securities on the Stock Exchange of Thailand	after the allotment of each time

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

(Mr. Somchai Ngamkitcharoenlap)

Vice Chairman of the Executive Committee

SNC Former Public Company Limited