

**No. H.T./SET/022/2022****11 November 2022****To: Shareholders of Singer Thailand Public Company Limited Who Are Entitled to Pre-Emptive Rights****Subject: Notification about Rights and Details of Subscription for Newly Issued Ordinary Shares of SG Capital Public Company Limited (“SGC”) to Be Offered to Shareholders of Singer Thailand Public Company Limited (“SINGER”) Who are Entitled to Pre-Emptive Rights Which Is a Part of SGC’s Initial Public Offering (IPO)****Enclosures:**

1. Certificate of Subscription Entitlement ( Issued by Thailand Securities Depository Company Limited or TSD)
2. Distribution Details and Subscription Procedures for Share Subscription and Subscription Payment for Ordinary Shares of SG Capital Public Company Limited to be Offered to Shareholders of Singer Thailand Public Company Limited Who Are Entitled to Pre-Emptive Rights
3. Share Subscription Form for Ordinary Shares of SG Capital Public Company Limited (Type B Form) to Be Used by Shareholders of SINGER Who Are Entitled to Pre-Emptive Rights
4. Bill Payment Form of the Siam Commercial Bank Public Company Limited
5. Executive Summary for IPO of SG Capital Public Company Limited
6. U.S. Indicia Checklist (Individual & Juristic Person) only for Shareholders Wishing to Deposit Shares into the Issuer Account No.600 and FATCA Status Checklist only for Juristic Person (only for Shareholders Wishing to Deposit Shares into the Issuer Account No.600)
7. Additional Subscription Instructions for Nominees, Custodians, Depositories, Brokers and Any Persons Who Hold Shares of Singer Thailand Public Company Limited on behalf of Other Persons
8. Power of Attorney for Subscription of Ordinary Shares of SG Capital Public Company Limited (“SGC”) by the Shareholders of Singer Thailand Public Company Limited (“SINGER”) Who Are Entitled to Pre-Emptive Rights

Reference is made to information disclosure by Singer Thailand Public Company Limited (“SINGER”) concerning issuance and offering of newly issued ordinary shares of SG Capital Public Company Limited (“SGC”) and listing of its ordinary shares in the Stock Exchange of Thailand (the “SET”) whereby IPO of SGC ordinary shares was approved by the Securities and Exchange Commission of Thailand (the “SEC”) on 12 October 2022 and its registration statement and draft of prospectus which was filed with the SEC is expected to become effective on 18 November 2022.

The meeting of Board of Directors of SGC resolved to approve offering of newly issued ordinary shares of SGC for the amount up to 820,000,000 with the par value of THB 1 each for IPO, a portion of which including ordinary shares up to 574,000,000 to be offered to the Eligible Shareholders of SINGER who are entitled to pre-emptive rights (“**Pre-Emptive Offering**”). Such Pre-Emptive Offering accounts for up to 70% of total newly issued ordinary shares of SGC. Details of the IPO offering are showed in SGC’s registration statement and draft of prospectus.

The meeting of the Board of Directors of SINGER which was held on 17 October 2022 resolved that ordinary shares of SGC will be offered to shareholders of SINGER whose names are included in SINGER’s shareholders register book as of 1 November 2022 which is the record date designated for determining the list of SINGER’s shareholders who are eligible for the Pre-Emptive Right (the “**Record Date**”). Details of pre-emptive ratio could be referred to Certificate of Subscription Entitlement as issued by TSD (Enclosure 1).

As SGC’s ordinary shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”) and have not been and will not be registered with a securities regulatory agency of any jurisdiction other than Thailand, such shares shall not be offered, sold, pledged or otherwise transferred in those jurisdiction. There shall not be offer, solicitation or sale of SGC’s ordinary shares in any jurisdiction in which such offer, solicitation or sale would be unlawful. SGC thus reserves its right to, at its discretion, refuse to offer or allocate its ordinary shares to a person or subscriber if the offering or allocation of shares to such person or subscriber shall or may cause 1) The offering or allocation of SGC’s ordinary shares to be in violation of the laws or regulations of Thailand or of any country and/or SGC’s articles of association; or 2) SGC to have any obligation to perform any action required by the law of any country other than Thai law and regulations relating to issuance and offering of securities; or 3) the offering or allocation of SGC’s ordinary shares not to be in compliance with the provisions, procedures or conditions of the offering or allocation of the shares.

In this regard, SGC shall reserve its right to offer and allocate its ordinary shares to the Eligible Shareholders of SINGER who are entitled to Pre-Emptive Rights as detailed above. SGC shall not offer or allocate its ordinary shares to any person whose mailing address is outside Thailand based on data as included in its shareholders register book as of the Record Date. Nevertheless, SGC may consider changing the provisions of the offering and allocation of its shares or consider offering such shares to any person as it deems appropriate, subject to the applicable laws.

The initial public offering of SGC which includes the offering and allocation of its ordinary shares to the Eligible Shareholders of SINGER is subject to changes, adjustment or cancellation, depending upon relevant events or factors such as fluctuation in the capital market, overall economic condition and epidemic situation, all of which may result in fluctuation in the global capital market including Thailand, or adversely affect various aspects of the economy. In the event that SGC’s IPO has been changed, adjusted or cancelled, such change, adjustment or cancellation may result in the record date being changed, postponed or cancelled.

The Eligible Shareholders of SINGER shall make their subscription payments at the maximum subscription price of the initial IPO price range. They are entitled to receive subscription payment return (if any) in case the final offer price is lower than the maximum subscription price. Details and conditions of this offering are included in Part 4: Information about Offering of the registration statement and draft of prospectus. SINGER and SGC will notify the final offer price of SGC's shares tentatively on 18 November 2022 via website of the SET ([www.set.or.th](http://www.set.or.th)), website of SINGER ([www.singerthai.co.th](http://www.singerthai.co.th)) and website of SGC ([www.sgcapiatal.co.th](http://www.sgcapiatal.co.th)).

Note that the Pre-Emptive Subscription Period for the Eligible Shareholders of SINGER is from 21 to 25 November 2022 (5 business days in total). Details and conditions of SGC's share offering, allocation and constraint are specified in Part 4: Information about IPO Offering of the Registration Statement and Draft of Prospectus.

We are pleased to inform you about your Pre-Emptive Right to subscribe for SGC's ordinary shares in accordance with your entitlement as stated in your Certificate of Subscription Entitlement (issued by TSD) (Enclosure 1). The Eligible Shareholders of SINGER may subscribe for ordinary shares of SGC equal to, lower than their respective pre-emptive rights, or waive their pre-emptive subscription at all. The Eligible Shareholders of SINGER may not subscribe more than the number of shares to which they are entitled (No oversubscription). The Eligible Shareholders of SINGER can study details about SGC's IPO offering by downloading registration statement and draft of prospectus from the SEC's website ([www.sec.or.th](http://www.sec.or.th)). If you have any questions about subscription and payment, please contact Maybank Securities (Thailand) Public Company Limited at the address below:

**Maybank Securities (Thailand) Public Company Limited**

No. 999/9 The Offices at CentralWorld, Floor 20 to 21, Rama 1 Road, Pathumwan, Bangkok 10330  
Ms. Chiranat Chatcherdasak / Mr. Wasin Suteerayongprasert  
Investment Banking Department  
Tel. 02-658-5000 ext. 1711 or 1781

Yours sincerely,

(Mr. Kittipong Kanokvilairat)  
Chief Executive Officer

*This document is a translation of the information memorandum of the Notice of Allocation of Newly Issued Ordinary Shares in Thai language and is prepared solely for the convenience of foreign shareholders of Singer Thailand Public Company Limited and should not be relied upon as the definitive and official document. In the event of any inconsistency between the Notice of Allocation of Newly Issued Ordinary Shares in Thai language and this English translation, the Thai version shall prevail in all respects.*

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- Offering newly issued ordinary shares of SG Capital Public Company Limited has not been and will not be registered with securities regulatory agencies of other countries except Thailand. Neither has it been nor will it be registered under securities regulations of other countries except Thailand.
- Proceeding in accordance with this document is of time essence.