

**Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares in
Singer Thailand Public Company Limited to Existing Shareholders in Proportion to their
Shareholdings and the Private Placement Investor**

Reference is made to the Board of Directors' Meeting of Singer Thailand Public Company Limited (the "Company") No. 244, held on 26 August 2021 which had approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to increase the Company's registered capital in the amount of 305,007,841.00 Baht from the existing registered capital of 533,009,797.00 Baht to 838,017,578.00 Baht by issuing 305,007,841.00 shares at par value of 1.00 Baht per share for the purpose of (1) the allocation of the newly issued ordinary shares to the existing shareholders in proportion to their shareholdings (Rights Offering) (2) the allocation of the newly issued ordinary shares to the Private Placement investor (Private Placement) and (3) the reservation for the exercise of the warrants to subscribe for the newly issued ordinary shares which are allocated to the Private Placement investor who subscribe for and is allocated the newly issued ordinary shares (Private Placement) at a fixed price, and to approve the amendment to Clause 4. of the Memorandum of Association of the Company regarding the registered capital to be in line with the increase of the Company's registered capital.

The allocation of the newly issued ordinary shares of the Company to the existing shareholders of the Company and the allocation of the newly issued ordinary shares of the Company and the warrants to subscribe for the newly issued ordinary shares to the Private Placement investor have details as follows:

1. Details of the offering

1.1 Procedures of offering and allocation

1.1.1 Procedures for offering and allocation of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholdings (Rights Offering)

The Company will allocate 96,341,464 newly issued ordinary shares at the par value of 1.00 Baht per share to the existing shareholders in proportion to their shareholdings (Rights Offering), at an offer price of 36.3005 Baht per share, totaling to an amount of 3,497,243,313.93 Baht. On 30 September 2021, the Board of Directors' Meeting No. 245 has resolved to determine the final allocation ratio after knowing the result of the exercise of SINGER-W2 warrants, to be equal to 5.259 existing ordinary shares to 1 newly issued ordinary share, and has determined the subscription period for the newly issued ordinary shares to be from 7 December 2021 to 14 December 2021. Fraction arising from calculation shall be rounded down. In this respect, the existing shareholders may subscribe for the newly issued ordinary shares in excess of their shareholdings (oversubscription). The existing shareholders oversubscribing for the shares will have oversubscription shares allocated to them after all shares are allocated to the existing shareholders who subscribe for shares in proportion to their shareholdings. The offering price for the oversubscription shares is 36.3005 Baht per share.

For the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholdings (Rights Offering), 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 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 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 2) until no share is left or allocation is not possible because only fractions of shares are left.

If there are still newly issued ordinary shares left after the allocation of shares in proportion to the shareholdings of existing shareholders and the allocation of oversubscription, the Company must further reduce its registered capital by cancelling the remaining ordinary shares. The Company will be required to obtain the approval from the shareholders meeting in doing so.

In allocating shares in the Rights Offering discussed above, the Board of Directors may at its discretion refuse to offer or allocate newly issued ordinary shares to any person or subscriber, which may include the existing shareholders of the Company in the United States, and any other countries as the Company deems appropriate, if the offering or allocation causes or will cause the Company:

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

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

The factors used by the Company to support its consideration to not offer or allocate newly issued ordinary shares, include but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the shares are offered and allocated to the relevant subscribers or groups. Furthermore, the Company may offer or allocate the newly issued ordinary shares to any specific person or subscriber who is entitled to the allocation subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or allocation at relevant times.

In this connection, the Company has the right to not offer nor allocate the newly issued ordinary shares, or deny the subscription of the newly issued ordinary shares from the shareholders who have their mailing addresses outside Thailand, including but not limited to, individuals with U.S. nationality who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering of newly issued ordinary shares. The Company shall further announce the additional terms and/or conditions of the offering and allocation of the newly issued ordinary shares for your information (if any).

The Company has fixed 2 November 2021 to be the Record Date to determine the shareholders who will be entitled to the Rights Offering allocation of newly issued ordinary shares in proportion to their respective shareholdings and has fixed subscription period for the newly issued ordinary shares to be from 7 December 2021 to 14 December 2021. The Board of Directors may change the Record Date for the Rights Offering as it deems appropriate. The Company will inform shareholders of the change, if any.

1.1.2 Procedures for offering and allocation of the newly issued ordinary shares and the warrants to subscribe for newly issued ordinary shares in the Company (SINGER-W3) to the Private Placement investor

The Company will allocate no more than 197,108,696 newly issued ordinary shares at a par value of 1.00 Baht per share at the offering price of 36.3005 THB per share, totaling 7,155,144,219.15 THB to the Private Placement investor together with the allocation of the warrants to subscribe for the newly issued ordinary shares of the Company to be allocated to the investor who subscribed for and are allocated newly issued ordinary shares in Private Placement (SINGER-W3) in the amount of 11,557,681 units without consideration (i.e. offering price per unit is 0.00 THB) at the exercise price of 36.005 Baht per share. The offering will be made to U City Public Company Limited.

The Private Placement investor, who will be allocated the newly issued ordinary shares to, has the potentials and abilities to genuinely invest in the Company and are not connected under the Notification of the Capital Market Supervisory Board No. Tor Chor 21/2551 re: Connected Transaction Requirements, dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of

Listed Companies Concerning the Connected Transactions, 2003, dated 19 November 2003 (as amended).

The meeting of the Board of Directors has resolved that the Company will enter into a share subscription agreement between the Company and U City Public Company Limited. The share subscription agreement includes conditions precedent whereby the transaction shall take place once all the conditions precedent stipulated under the agreement has been satisfied or waived by the relevant party. The main conditions precedent under the share subscription agreement are as follows:

- (a) the meeting of the Board of Directors and the meeting of the shareholders of the Company shall have duly approved the issuance and allocation of the newly issued ordinary shares of the Company and the issuance and allocation of SINGER-W3 warrants to U City Public Company Limited;
- (b) the applications for the offering of the newly issued shares and SINGER-W3 warrants together with all supporting documents, as required by the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through a Private Placement (as amended) shall have been filed;
- (c) the meeting of the Board of Directors of U City Public Company Limited shall have duly approved the investment in the Company;
- (d) no change, event or circumstance has occurred which has or may cause a material adverse change or effect on the assets, liabilities, business, prospects, results of operations and financial condition of the group companies since the execution date of the share subscription agreement;
- (e) the Company and U City Public Company Limited have received all approvals, permits, consents and waivers necessary for the execution, consummation and performance of its obligations under the share subscription agreement, and such agreement shall be valid and enforceable.
- (f) the conditions precedent under the share subscription agreement between Jay Mart Public Company Limited and VGI Public Company Limited and between Jay Mart Public Company Limited and U City Public Company Limited (which are similar to the conditions precedent as specified in (a)-(e) above, including obtaining the approval from the shareholders meeting of Jay Mart Public Company Limited in the issuance and allocation of the newly issued ordinary shares and the issuance and allocation of JMART-W6 warrants to VGI Public Company Limited and U City Public Company Limited) have been satisfied or waived by the relevant party.

The newly issued ordinary shares are offered to the Private Placement investor at a price that is not less than 90 percent of the weighted average price of the Company's shares on the SET in the past 15 consecutive business days before the date on which the Board of Directors has resolved to propose to the general meeting of shareholders to approve the Private Placement offering (from 4-25 August 2021), which is 40.3338 Baht per share. The offering price is 36.3005 Baht per share, which is approximately 9.9 percent discount from such price. In this respect, determining the offering price by rely on the average price during such 15-business day period is sufficient for covering trading volume and trading prices to reflect the Company's share market price.

If the offering price of the newly issued ordinary shares to the private placement investor is lower less than 90 percent of the market price, before the SET allows the newly issued shares to be listed securities, the Company shall not allow the private placement investor to sell any shares for a

period of one year from the date on which the Company's newly issued ordinary shares start trading on the SET. After 6 months, the investor may start to sell 25 percent of the total number of shares that are subject to sale restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements, Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares, 2015, dated 11 May 2015 (as amended).

Following the issuance and allocation of newly issued ordinary shares to the Private Placement investor and such Private Placement investor has exercised the right to subscribe for the newly issued ordinary shares under the SINGER-W3 warrants in full, U City Public Company Limited will hold 208,666,377 shares equivalent to 24.90 percent of total issued and sold shares after registration of increase of paid-up capital of the Company from the offering of newly issued ordinary shares to existing shareholders in proportion to their shareholdings and the Private Placement investor in full, and the rights to subscribe for the newly issued ordinary shares under the SINGER-W3 warrants have been exercised in full (calculated on the assumption that the holders of the warrants to subscribe for the newly issued ordinary shares of the Company at present have fully exercised their rights).

1.2 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 (Rights Offering)

The offering price of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholdings (Rights Offering) at 36.3005 Baht is the offering price that is equal to the offering price of the newly issued ordinary shares to the Private Placement investor, and is approximately 9.99 percent discount from the market price of the Company's ordinary shares. The market price is calculated from the weighted average price of the Company's shares on the Stock Exchange of Thailand ("SET") in the past 15 consecutive business days before the date on which the Board of Directors has resolved to propose to the Extraordinary General Meeting of shareholders to approve the issuance and offering of shares to the Private Placement investor (from 4 to 25 August 2021), which is 40.3338 Baht per share.

(b) Procedures for determining the offering price and market price in case of offering of the newly issued ordinary shares to Private Placement investor

The offering price of the newly issued ordinary shares to the Private Placement investor is 36.3005 Baht per share, which is the price derived from the offering price of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholdings (Rights Offering) and the negotiation and agreement between the Company and U City Public Company Limited, taking into account the current economic and capital market conditions. Such offering price is a price that is not lower than 90 percent of the weighted average price of the Company's ordinary shares on the SET in the past 15 consecutive business days before the date on which the Board of Directors of the Company has resolved to propose to the Extraordinary General Meeting of the Shareholders to approve the Private Placement offering (from 4-25 August 2021), which is 40.3338 Baht per share. The offering price is 36.3005 Baht per share, which is approximately 9.9 percent discount from such price. In this respect, the board of director are of the view that determining the offering price by rely on the average price during such 15-business day period is sufficient for covering trading volume and trading prices to reflect the Company's share market price.

(c) Procedures for determining the offering price and market price in case of offering of the warrants to subscribe for the newly issued ordinary shares in the Company (SINGER-W3) to the Private Placement investor

The SINGER-W3 warrants offered to investor who subscribe for and are allocated newly issued ordinary shares in Private Placement is an allocation together with the issuance and offering of newly issued ordinary shares to the Private Placement investor under item (b) without consideration, but has an exercise price of 36.3005 Baht per share which is equal to the offering price of the newly issued ordinary shares to the Private Placement investor. The exercise price of SINGER-W3 warrants offered to such Private Placement investor is a price that is not lower than 90 percent of the weighted average price of the Company's ordinary shares on the SET in the past 15 consecutive business days before the date on which the Board of Directors of the Company has resolved to propose to the Extraordinary General Meeting of the shareholders to approve the issuance and offering of the SINGER-W3 warrants to the Private Placement investor (from 4 until 25 August 2021), which is 40.3338 Baht per share. The exercise price of SINGER-W3 at 36.3005 Baht per share is a discount of approximately 9.99 from the market price. In this respect, the board of director are of the view that determining the offering price by rely on the average price during such 15-business day period is sufficient for covering trading volume and trading prices to reflect the Company's share market price.

1.3 Type of investors who will be entitled to be offered and the relationship with such investors

1.3.1 The offering of the newly issued ordinary shares to the existing shareholders in proportion to their shareholdings (Rights Offering)

In allocating shares in the Rights Offering discussed above, the Board of Directors may at its discretion refuse to offer or allocate newly issued ordinary shares to any person or subscriber, which may include the existing shareholders of the Company in the United States, and any other countries as the Company deems appropriate, if the offering or allocation causes or will cause the Company:

(a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association; or

(b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering; or

(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the shares are offered and allocated to the relevant subscribers or groups or executing the relevant processes; or

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the newly issued ordinary shares.

The factors used by the Company to support its consideration to not offer or allocate newly issued ordinary shares, include but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the shares are offered and allocated to the relevant subscribers or groups. Furthermore, the Company may offer or allocate the newly issued ordinary shares to any specific person or subscriber who is entitled to the allocation subject to international practices or an

exemption under foreign laws that are effective and to the Company's ability to carry out the offering or allocation at relevant times.

1.3.2 The offering of the newly issued ordinary shares and the warrants to subscribe for the newly issued ordinary shares in the Company (SINGER-W3) to the Private Placement investor

The Company will allocate the newly issued ordinary shares and the warrants to subscribe for the newly issued ordinary shares in the Company (SINGER-W3) to U City Public Company Limited who has details as follows:

U City Public Company Limited ("U City")

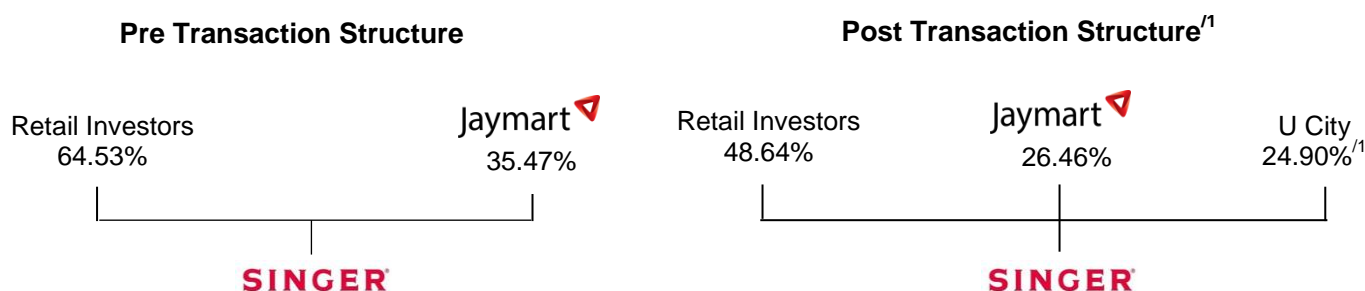
Company's Name	U City Public Company Limited		
Business Operation	Conducting the business of full-range real estate development for lease, service, sale and management		
Country of Incorporation	Thailand		
Company's Place of Business	21th floor, TST Tower, 21 Viphavadi - Rangsit Road, Chomphon, Chatuchank Bangkok 10900		
Company Registration Date	23 June 1988		
Names of Top Ten Shareholders as of 2 March 2021	1.	BTS Group Holdings Public Company Limited ¹	36.22%
	2.	PHILLIP SECURITIES (HONG KONG) LIMITED	10.78%
	3.	Thai NVDR Company Limited	3.11%
	4.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	1.83%
	5.	Mr. Komol Jungrungruangkit	1.77%
	6.	Mr. Sukanya Thongpan	1.63%
	7.	Mr. Chatchai Keerativorasakul	1.16%
	8.	Mr. Chaiyan Chakarakul	0.87%
	9.	Mr. Nettirach Phongnaruesorn	0.68%
	10.	Mr. Suparp Wongchinda	0.55%
Names of Management Team	1.	Mr. Keeree Kanjanapas	Chairman of the board of directors
	2.	Mr. Surajit Gongvatana	Chairman of the executive committee
	3.	Ms. Soraya satiangoset	Chief executive officer (Acting) / Director
	4.	Mr. Kavin Kanjanapas	Director
	5.	Mr. Kong Chi Keung	Director
Relationship with the Company	N/A		

Remark: ^{/1} Top 5 shareholders of BTS Group Holdings Public Company Limited as of 27 April 2021

1. Mr. Keeree Kanjanapas	19.45%
2. Thai NVDR Company Limited	8.92%
3. UBS AG SINGAPORE BRANCH	6.31%
4. Mr. Kavin Kanjanapas	4.58%
5. Social Security Office	3.40%

Source: www.set.or.th

Shareholding structure of the Company both Pre and Post Private Placement Transaction



Remark : ^{/1} Shareholding of U City is calculated from the number of shares after the offering of newly issued ordinary shares of the Company to existing shareholders in proportion to their shareholdings (Rights Offering) and the offering of the newly issued ordinary shares together with warrants to the Private Placement investor which is U City, and U City has exercised the right to subscribe for the newly issued ordinary shares under SINGER-W3 warrants in full, and on the assumption that the existing holders of SINGER-W2 warrants exercise their rights to purchase ordinary shares in full.

After U City Public Company Limited becomes a shareholder of the Company, U City Public Company Limited will nominate no more than two persons to be appointed as a director of the Company but does not have any plan to change any policy or business plans of the Company and/or its subsidiaries except that such change that would be for the best benefit of the Company.

2. Objectives of the issuance of the newly issued ordinary shares and the warrants to subscribe for newly issued ordinary shares of the Company and planned use of proceeds

The Company desires to issue and offer the newly issued ordinary shares for the RO and PP transactions totaling not exceeding 293,450,160 shares at 36.3005 Baht per share, totaling approximately 10,652.39 million Baht divided into (1) the issuance and offering of the newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering) of not less than 96,341,464 shares at approximately 3,497.24 million Baht and (2) issuance and offering of the newly issued ordinary shares to the Private Placement investor of not less than 197,108,696 shares at approximately 7,155.15 million Baht, together with issuance of the warrants to subscribe for the newly issued ordinary shares (SINGER-W3) to the Private Placement investor who subscribed for the newly issued ordinary shares in the amount of 11,557,681 units with exercise ratio of 1 unit of warrant to 1 share and exercise price of 36.3005 Baht. The proceeds received from the exercise of SINGER-W3 will be 419.55 million Baht.

The Company plans to use the whole proceeds from the issuance and offering of the newly issued shares as working capital in expanding the businesses of car loans and hire-purchase loans for electrical appliances operated by SG Capital Co., Ltd. ("SG Capital"), a subsidiary of the

Company in which the Company holds 99.99 percent of the total issued and sold shares. Such businesses are the core business of the group companies having the potential to grow. During 2018 - 2020 and the first half of 2021, the Company continues to receive higher interest income from hire purchase and car loans, from 647.36 million Baht in 2018 to 972.36 million Baht in 2020, or an average growth rate of 22.6 percent per year, and 681.02 million Baht in the first half of 2021, while debtors from loan services during 2018 to 30 June 2021 increased over 100 percent.

The Company's operating results during 2018 - 2020 and the first 6 months of 2021

(Unit : million Baht)	2018	2019	2020	Jan-Jun 2020	Jan-Jun 2021
Sales revenue	1,876.28	1,529.39	2,454.80	1,172.68	1,405.61
Interest income from hire purchase and lending	647.36	753.40	972.36	425.26	681.02
Sales and interest income	2,523.64	2,282.78	3,427.16	1,597.94	2,086.63
Total income	2,888.02	2,610.37	3,658.43	1,667.96	2,154.55
Net profit	(80.77)	165.89	443.30	201.91	322.75
Net profit margin	(2.80)	6.36	12.12	12.10%	14.98%

Receivables unit : million Baht	2018	2019	2020	30 Jun 2021
Receivables under hire purchase agreements	2,285.62	2,260.42	3,346.08	4,228.41
Receivables under car loans	1,008.71	1,267.42	2,971.57	4,065.52
Total receivables	3,294.33	3,527.84	6,317.64	8,293.94

Source: Company's financial statements

The lending business of the group companies heavily relies on working capital. Therefore, the Company does not plan to use the money received from this capital increase to invest in any projects apart from utilizing it as a working capital for business operation and expanding the current business of the group companies. In addition to expanding the current business of the Company and/or its subsidiaries, the Company may invest or jointly invest in securities or any business with potentials and likely to earn good and consistent returns, and can add value to the group companies and shareholders in the long term. Currently, the Company still has not had any plan to consider or discuss on any investment in any business. The capital increase by issuing ordinary shares will help adjust the financial structure in an appropriate manner. As of 30 June 2021, the Company has a debt to equity ratio of 1.77 times. After the issuance and offering of ordinary shares, the debt to equity ratio will be reduced to 0.44 times (in case of calculating only the issuance and offering of newly issued ordinary shares and warrants to the Private Placement investor, the debt to equity ratio is reduced to 0.57 times), which is an appropriate capital structure with potential to compete in the future and subject to the conditions of maintaining debt securities of the Company (interest-bearing debt to equity ratio (IBD/E) requirement from a financial institution that the group companies must maintain a proportion of approximately 3 times).

Once the Company receives proceeds from the issuance and offering of newly issued ordinary shares, consisting of the offering to existing shareholders in proportion to their shareholdings (Rights Offering) at approximately 3,497.24 million Baht and offering to the Private Placement investor at approximately 7,155.15 million Baht, totaling approximately 10,652.39 million Baht, and proceeds from the exercise of SINGER-W3 warrants at approximately 419.55 million Baht, totaling approximately 11,071.94 million Baht, the Company will use the proceeds as follows:

Objectives	Estimated Proceeds (in million Baht) ¹	Time Estimated for Use of Proceeds
Proceeds from offering of newly issued ordinary shares to the existing shareholders and the Private Placement investor, totaling 10,652.39 million Baht		
1. For use as working capital in expanding lending business which is the current core business of the Company's subsidiaries	7,700.00	Within 2023
<i>Capital for providing car loans</i>	<i>6,200.00</i>	
<i>Capital for providing hire purchase loans for electrical appliances</i>	<i>1,500.00</i>	
2. Repayment of debt instruments that are becoming due ²	2,952.39	Within 2023
Total proceeds from offering newly issued ordinary shares	10,652.39	
Proceeds from exercise of SINGER-W3 warrants by the Private Placement investor ³ , totaling 419.55 million Baht		
Repayment of debt instruments that are becoming due	419.55	Within 2023
Total proceeds from exercise of SINGER-W3 warrants	419.55	
Total	11,071.94	

Remark:

¹ The approximate amounts shown in the table are calculated on the assumption that existing shareholders subscribe for newly issued ordinary shares offered to existing shareholders (Rights Offering) in full and the Private Placement investor purchase newly issued ordinary shares offered to them together with the whole amount of SINGER-W3 warrants, and exercise SINGER-W3 warrants in full. The actual amount received by the Company may change depending on the results of the offering of newly issued ordinary shares and the exercise of SINGER-W3 warrants.

² The Company still has unpaid debts of all bonds issued and offered by the Company at the amount of 1,300 million Baht and 1,500 million Baht, which will be due in 2022 and 2023 respectively.

³ 11.56 million units of SINGER-W3 warrants, exercise ratio is one unit of warrant to one share with an exercise price of 36.3005 Baht per share with a term of no more than 1 year 6 months, can be exercised on the last business day of the quarter from the issuance date of SINGER-W3 warrants. The first exercise date is 30 December 2021.

3. The potential impacts on the existing shareholders from the offering of the newly issued ordinary shares and the warrants to subscribe for the ordinary shares of the Company (SINGER-W3)

An overview of the impact on the existing shareholders from the issuance and offering of the newly issued ordinary shares (PP) and warrants to subscribe for the ordinary shares of the Company (SINGER-W3) can be summarized as follows:

	(a) In case of offering newly issued ordinary shares to existing shareholders in proportion (Rights Offering) and to Private Placement investor in full	(b) In case of offering newly issued ordinary shares to existing shareholders in proportion (Rights Offering) and to Private Placement investor, and exercise SINGER-W3 warrants in full
Price Dilution	Reduced by 3.71 percent	Reduced by 3.80 percent
EPS Dilution	Reduced by 37.07 percent	Reduced by 37.98 percent
Control Dilution	Reduced by 37.07 percent	Reduced by 37.98 percent

The details of the calculation in each case are as follows:

3.1 Impacts on the existing shareholders from (a) the issuance and offering of the newly issued ordinary shares to existing shareholders in proportion to their shareholdings ("RO") and (b) the issuance and offering of the newly issued ordinary shares to the Private Placement investor at a fixed offering price ("PP-Fixed Price") (excluding issuance and offering of SINGER-W3 warrants).

3.1.1 Price Dilution

After issuance and offering of newly issued ordinary shares in case of the offering of the newly issued ordinary shares in full (excluding issuance and offering of SINGER-W3 warrants), the market price of the shares will be affected, which will reduce by approximately 3.71 percent.

$$\begin{aligned}
 \text{Price Dilution} &= \frac{(\text{Market Price Before the Offerings} - \text{Market Price After the Offerings})}{\text{Market Price Before the Offering}} \\
 &= \frac{40.3338 - 38.8386}{40.3338} \\
 &= 3.71 \%
 \end{aligned}$$

Where

Market Price Before the Offering = Weighted average market price of shares for not exceeding 15 consecutive business days prior to the date of the Board of Directors' Meeting No. 7/2021 held on 26 August 2021 to approve the issuance and offering of the newly issued ordinary shares (between 4 August to 25 August), which was 40.3338 Baht per share.

$$\begin{aligned} \text{Market Price After the Offering} &= \frac{(\text{Market Price Before the Offering} \times \text{Paid-Up Shares}) + (\text{RO and PP Price} \times \text{RO and PP Shares})}{\text{Paid-Up Shares before the offerings} + \text{The offering Shares (incl. RO + PP)}} \\ &= \frac{(40.3338 \times 498,151,028) + (36.3005 \times 293,450,160)}{498,151,028 + 293,450,160} \\ &= 38.8386 \text{ Baht per share} \end{aligned}$$

3.1.2 Earnings per share dilution

After the issuance and offering of newly issued ordinary shares in case of the offering of the newly issued ordinary shares in full (excluding issuance and offering of SINGER-W3 warrants), the earnings per share will be affected, which will reduce by approximately 37.07 percent.

$$\begin{aligned} \text{Earnings per share dilution} &= \frac{(\text{EPS Before the Offerings} - \text{EPS After the Offerings})}{\text{EPS Before the Offering}} \\ &= \frac{1.05 - 0.66}{1.05} \\ &= 37.07 \% \end{aligned}$$

Where

$$\begin{aligned} \text{EPS Before the Offerings} &= \frac{\text{Net Income}}{\text{Paid-Up Shares before the offerings}} \\ &= \frac{524,653,000}{498,151,028} \\ &= 1.05 \text{ Baht per share} \end{aligned}$$

$$\begin{aligned} \text{EPS After the Offerings} &= \frac{\text{Net Income}}{\text{Paid-Up Shares before the offerings} + \text{The offering Shares (incl. RO and PP)}} \\ &= \frac{524,653,000}{498,151,028 + 293,450,160} \\ &= 0.66 \text{ Baht per share} \end{aligned}$$

3.1.3 Control Dilution

After the issuance and offering of newly issued ordinary shares in case of the offering of the newly issued ordinary shares in full (excluding issuance and offering of SINGER-W3 warrants), the voting rights of the shareholders will be affected, which will reduce by approximately 37.07 percent.

$$\begin{aligned}\text{Control Dilution} &= \frac{\text{The offering Shares (incl. RO and PP)}}{\text{Paid-Up Shares before the offerings} + \text{The offering Shares (incl. RO and PP)}} \\ &= \frac{293,450,160}{498,151,028 + 293,450,160} \\ &= 37.07\%\end{aligned}$$

* Calculated on the assumption that there is capital increase in full as specified in the RO transaction and the shares are offered to the Private Placement investor in full, excluding the issuance and offering of SINGER-W3 warrants.

3.2 Impacts on the existing shareholders from (a) the issuance and offering of the newly issued ordinary shares to the existing shareholders in proportion to their shareholdings ("RO") and (b) the issuance and offering of the newly issued ordinary shares to the Private Placement investor at a fixed offering price ("PP-Fixed Price") together with the issuance and offering of SINGER-W3 warrants).

3.2.1 Price Dilution

After the issuance and offering of the newly issued ordinary shares in case of the offering of the newly issued ordinary shares in full (together with the issuance and offering of SINGER-W3 warrants), the voting rights of the shareholders will be affected, which will reduce by approximately 3.80 percent.

$$\begin{aligned}\text{Price Dilution} &= \frac{(\text{Market Price Before the Offerings} - \text{Market Price After the Offerings})}{\text{Market Price Before the Offering}} \\ &= \frac{40.3338 - 38.8021}{40.3338} \\ &= 3.80\%\end{aligned}$$

Where

Market Price Before the Offering = Weighted average market price of shares for the past 7 consecutive business days but not exceeding 15 consecutive business days prior to the date of the Board of Directors' Meeting No. 7/2021 held on 26 August 2021 to approve the issuance and offering of the newly issued ordinary shares (between 4 August to 25 August), which was 40.3338 Baht per share.

$$\begin{aligned} \text{Market Price after the offerings} &= \frac{(\text{Market Price} \times \text{Paid-Up Capital}) + (\text{Offering Price of} \\ &\quad \text{RO and PP} \times \text{The offering Shares (incl. RO and PP)}) + \\ &\quad (\text{Exercise Price of SINGER-W3} \times \text{SINGER-W3} \\ &\quad \text{Reserve Shares})}{\text{Paid-Up Shares before the offerings} + \text{The offering} \\ &\quad \text{Shares (incl. RO and PP)} + \text{SINGER-W3 Reserve} \\ &\quad \text{Shares)} \\ &= \frac{(40.3338 \times 498,151,028) + (36.3005 \times 293,450,160) + \\ &\quad (36.3005 \times 11,557,681)}{498,151,028 + 293,450,160 + 11,557,681} \\ &= 38.8021 \text{ Baht per share} \end{aligned}$$

3.2.2 Earnings per share dilution

After the issuance and offering of the newly issued ordinary shares in case of the offering of the newly issued ordinary shares in full (together with the issuance and offering of SINGER-W3 warrants), the earnings per share will be affected, which will reduce by approximately 37.98 percent.

$$\begin{aligned} \text{Earnings per share dilution} &= \frac{(\text{EPS Before the Offerings} - \text{EPS After the Offerings})}{\text{EPS Before the Offering}} \\ &= \frac{1.05 - 0.65}{1.05} \\ &= 37.98\% \end{aligned}$$

Where

$$\begin{aligned} \text{EPS Before the Offerings} &= \frac{\text{Net Income}}{\text{Paid-Up Shares before the offerings}} \\ &= \frac{524,653,000}{498,151,028} \\ &= 1.05 \text{ Baht per share} \end{aligned}$$

$$\begin{aligned} \text{EPS After the Offerings} &= \frac{\text{Net Profit}}{\text{Paid-Up Shares before the offerings} + \text{The offering Shares (incl.} \\ &\quad \text{RO and PP)} + \text{SINGER-W3 Reserve Shares}} \end{aligned}$$

$$\begin{aligned} &= \frac{524,653,000}{498,151,028 + 293,450,160 + 11,557,681} \\ &= 0.65 \text{ Baht per share} \end{aligned}$$

3.2.3 Control Dilution

After the issuance and offering of the newly issued ordinary shares in case of the offering of the newly issued ordinary shares in full (together with the issuance and offering of SINGER-W3 warrants), the voting rights of the shareholders will be affected, which will reduce by approximately 37.98 percent.

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{The offering Shares (incl. RO and PP) + Shares to support} \\ &\quad \text{Warrants Program (SINGER-W3)}}{\text{Paid-Up Shares before the offerings + The offering Shares (incl.} \\ &\quad \text{RO and PP) + SINGER-W3 Reserve Shares}} \\ &= \frac{293,450,160 + 11,557,681}{498,151,028 + 293,450,160 + 11,557,681} \\ &= 37.98\% \end{aligned}$$

* Calculated on the assumption that there is capital increase in full as specified in the RO transaction and the shares are offered to the Private Placement investor in full, and SINGER-W3 warrants have been exercised by the Private Placement investor in full.

3.3 The benefits which the shareholders receive compared to the impacts on earnings per share dilution and control dilution

The issuance and offering of newly issued ordinary shares and warrants to the Private Placement investor will benefit the Company and shareholders more than the impact on earnings per share dilution and control dilution that may occur, and the rate of return on equity that may decrease at first as the Company plans to use the proceeds from the offering of newly issued ordinary shares to expand the business of hire purchase loans for household electrical appliances, commercial and business of car loans under the brand "Car for Cash", which are businesses with potential for growth and high profitability (reference to the Company's operating results during 2018 - 2020 and the first 6 months of 2021 in item 2. *Objectives of the issuance of new ordinary shares and warrants to subscribe for newly issued ordinary shares of the Company and planned use of proceeds*), resulting in higher revenues and operating results. Therefore, it is expected that this capital increase will bring greater benefit to the Company and shareholders. In addition, this capital increase will strengthen the financial structure and reduce the debt to equity ratio of the Company in the long term.

4. Opinion of the Board of Directors on the matters

4.1 Reasons and necessities of issuance and allocation of the newly issued ordinary shares and the warrants to subscribe for ordinary shares of the Company (SINGER-W3) to the Private Placement investor

The Board of Directors considers that the Company needs to increase its capital to reduce the Company's financial structure risk and reduce liquidity impacts on business operations. The capital increase through the issuance and offering of newly issued ordinary shares to existing shareholders and the Private Placement investor will play an important role in reducing financial ratios to appropriate levels and within the requirement of maintaining financial ratios of issuing various debt instruments. The proceeds from capital increase will be used to provide hire purchase loans for household electrical appliances, commercial and car loans which are core business of the Company and its subsidiaries. They are business with potential to grow in the future that will increase the opportunity to generate income and return to the Company and shareholders in the long term. The increase in capital from the issuance and offering of ordinary shares will strengthen the capital structure and increase the potential in finding capital from other sources to expand the lending business in the future. As of 30 June 2021, the Company has a debt to equity ratio of 1.77 times. After the issuance and offering of the ordinary shares, the debt to equity ratio will be reduced to 0.44 times (in case of calculating only the issuance and offering of newly issued ordinary shares and warrants to the Private Placement investor, the debt to equity ratio is reduced to 0.57 times), which is an appropriate capital structure with potential to compete in the future.

In addition, responses from potential investors will build a confidence to the existing shareholders of the success of the capital increase. Consequently, the Company will be able to increase capital as planned, become more competitive and able to develop the Company's business to become sustainable. Moreover, a public offering of securities involves lengthy process of preparation, and requires approval from relevant authorities which makes the Company unable to determine a certain period of time. Therefore, the Board of Directors considered that it is an appropriate approach to raise funds through the Rights Offering and the Private Placement of the Company's new ordinary shares in combination with SINGER-W3 to the Private Placement investor who has financial potentials, firm financial positions and who is prepared in paying price to increase the capital. This approach is appropriate and correspond with the Company's objectives in fundraising. The Company will receive funds in an immediate term and can mitigate possible risks associated with fundraising amidst current economic volatility.

4.2 Feasibility of the plan for use of proceeds from offering of the newly issued ordinary shares and the warrants to subscribe for ordinary shares of the company (SINGER-W3)

The Company plans to use the proceeds expected to receive from the offering of newly issued shares and warrants to subscribe for ordinary shares of the Company (SINGER-W3) as working capital in expanding the core business of the group companies, including car loans, hire purchase of electrical appliances operated by SG Capital, a subsidiary of the Company in which the Company holds 99.99 percent. The Company also plans to use the proceeds to support the repayment of debt instruments that are becoming due in the future. Such plan will support the operation and growth of the group companies and maintain financial ratios at an appropriate level which will increase the potential in acquiring additional sources of funding for future expansion of the lending business.

The Company will use most of the proceeds from capital increase for business expansion and increasing its competitiveness in the car loan business which has good performance and continuous growth (reference to the Company's operating results during 2018 - 2020 and the first 6 months of 2021 in item 2. *Objective of the issuance of new ordinary shares and warrants to subscribe for newly issued ordinary shares of the Company and planned use of proceeds*). During 2018 - 2020 and the first half of 2021, the Company continues to receive higher interest income from hire purchase and car loans, from 647.36 million Baht in 2018 to 972.36 million Baht in 2020, or an average growth rate of 22.6 percent per year, and 681.02 million Baht in the first half of 2021, while debtors from loan services during 2018 to 30 June 2021 increased over 100 percent. In 2021, the group companies aims to provide car loans of approximately 3,600 million Baht and in 2022, the group companies aim to provide car loans of approximately 5,000 million Baht.

The Board of Directors has considered that such plan for use of proceeds is feasible since it is used as a source of fund for the expansion of the normal business of the Company and subsidiaries which are business with opportunity to grow as reflected in the operating performance that has continued to grow.

4.3 Reasonableness of the capital increase, plan for use of proceeds and sufficiency of funding to support business operation

The Board of Directors has considered that this capital increase is appropriate, as it is a fund raising for business expansion instead of borrowing which will facilitate the Company in maintaining debt to equity ratio at an appropriate level in compliance with the covenant of maintaining status of debt instruments of the Company. In addition, the Board of Directors has considered that this capital increase by issuing newly issued ordinary shares to the Private Placement investor, apart from enhancing the sustainability of the Company's solvency and liquidity, it will also benefit the Company's business expansion in the future as the issuance and offering of newly issued ordinary shares will create more business partnerships and alliances which is a good opportunity to strengthen, exchange, cooperate and support the Company's operation to continue to grow under both short term and long term plans.

4.4 Impact on the business operation, financial position and operating results due to capital increase and implementation of the plan for use of proceeds

The issuance and offering of the newly issued ordinary shares of the Company to existing shareholders in proportion to their shareholdings and to the Private Placement investor will strengthen the Company's financial position and stability. When considering the financial statements for the 6-month period of 2021 ending on 30 June 2021, the Company has a shareholder's equity of 3,628 million Baht. After capital increase under the assumption that all existing shareholders and the Private Placement investor subscribe for the newly issued shares in full, the Company will have shareholders' equity increased to 14,281 million Baht. This would cause the Company to have debt to equity ratio reduced from 1.77 to 0.45 times, which is lower than the average of list companies conducting similar business, which has an average debt to equity ratio of approximately 1-2 times, demonstrating the ability to find additional source of funding for future expansion of lending business.

4.5 Appropriateness of share price and price of warrant to subscribe for newly issued ordinary shares in the Company (SINGER-W3) offered to the Private Placement investors and the basis for determination of price

The determination of offering price of the newly issued ordinary shares and exercise price of the warrants to subscribe for newly issued ordinary shares of the Company (SINGER-W3) to be offered to the Private Placement investor are the same price as the offering price to existing shareholders which is discount from not more than 10.00 percent from the market price, and in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through a Private Placement ("Notification of the Capital Market Supervisory Board No. TorChor. 72/2558"), that is the weighted average price of the Company's shares on the SET in the past 15 consecutive business days before the date on which the Board of Directors has resolved to propose to the general meeting of shareholders to approve the offering of the newly issued ordinary shares and warrants to subscribe for the newly issued ordinary shares of the Company (SINGER-W3) to the Private Placement investor (from 4 to 25 August 2021), which is 40.3338 Baht per share. The offering price is 36.3005 Baht per share and the exercise price of the warrants to subscribe for newly issued ordinary shares of the Company (SINGER-W3) is 36.3005 Baht per share, which is approximately 9.99 percent discount from such price. The Board of Directors has considered that the offering price of the newly issued ordinary shares and exercise price of the warrants to subscribe for newly issued ordinary shares of the Company (SINGER-W3) are appropriate as they are price derived from negotiation between the Company and U City Public Company Limited who will be offered the shares and the warrants to subscribe for the newly issued ordinary shares in the Company (SINGER-W3).

4.6 Reasons and necessities of allocation of shares to the Private Placement investor at a definitive offering price and allocation of warrants to subscribe for newly issued ordinary shares of the Company (SINGER-W3)

The Board of Directors has considered that the offering of the newly issued ordinary shares and warrants to subscribe for newly issued ordinary shares of the Company (SINGER-W3) to the Private Placement investor at a fixed offering price will help alleviate investment burdens on existing shareholders in this capital increase, and help the Company raise funds in a short period of time as such investor has financial potentials and can actually invest in the Company. This will increase the opportunity of the Company to invest in projects with good returns to enhance competition and sustainable growth, as well as to strengthen the financial position of the Company.

The Board of Directors has considered that the allocation of the newly issued ordinary shares to the Private Placement investor at a fixed offering price together with warrants to subscribe for newly issued ordinary shares in the Company (SINGER-W3) is necessary due to the following reasons:

- a) The allocation of the newly issued ordinary shares and the warrants to subscribe for newly issued ordinary shares in the Company (SINGER-W3) to the Private Placement investor can be completed within a short timeframe that would support the Company's plan to use the proceeds, both in terms of investment and repayment of debts that are due.
- b) The allocation of the newly issued ordinary shares and the warrants to subscribe for the newly issued ordinary shares in the Company (SINGER-W3) to the Private Placement investor helps alleviate investment burdens on the existing shareholder as the current economic situation may affect the existing shareholders in terms of availability of funds, and

may result in the Company not being able to raise funds. Therefore, it is necessary to increase capital as soon as possible.

- c) The allocation of the newly issued ordinary shares and the warrants to subscribe for newly issued ordinary shares in the Company (SINGER-W3) to the Private Placement investor helps reduce the risk in capital increase and builds confidence that this capital increase will be successful, and that the Company will receive funds according to the amount offered. This is because there is an investor who wishes to invest and interested in subscribing the newly issued ordinary shares of the Company and the warrants to subscribe for the newly issued ordinary shares in the Company (SINGER-W3) issued to the Private Placement investor. In addition, this will help build confidence for the existing shareholders who will subscribe newly issued ordinary shares, particularly under the current situation where various listed companies have continuously raised funds to increase the liquidity of the business.
- d) To add a group of shareholders with financial potentials to support business expansion according to the plan and new business opportunities that may come in under short or medium term, particularly additional business opportunities that the Company must consider and negotiate promptly, and to support various situations that may arise and require the use of capital in the future.
- e) The investor who is offered the newly issued ordinary shares and the warrants to subscribe for the newly issued ordinary shares in the Company (SINGER-W3) in Private Placement has potential and readiness to invest in the shares of the Company under the current situation.
- f) The investor who is offered the newly issued ordinary shares and the warrants to subscribe for the newly issued ordinary shares in the Company (SINGER-W3) in Private Placement has the potential to expand the business as such investor is interested in expanding the business to financial business, has expertise in providing loans and is an investor in the business group with potential in expanding opportunities in adding new products to the Company, which will increase opportunities for sales and provision of loans by the Company in the future. The Company expects that the investment by the Private Placement investor will create synergy in many aspects, including increasing distribution channels between the Company and the investor with expertise in logistics transportation business, which will help the Company grow in the future, cooperating in the supply of new products for the Company's brand (Singer brand) to create sales growth in the future, such as household electrical appliances, etc.

5. Board of Directors' affirmation on the capital increase

The Board of Directors would like to re-affirm that the Board of Directors has performed its duty honestly and diligently to preserve the benefits of the Company in relation to the capital increase, and is of the opinion that this capital increase can increase the potential in investment and operation of the Company for sustainability of the business in both short and long terms. However, if the performance of such duty by any director causes damage to the Company, the shareholders may file a legal action against such director on behalf of the Company for damages pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992). In addition, if the performance of such duty results in any director or his/her related persons obtaining undue benefits, the shareholders may file a legal action to claim for conducts that yield personal benefits of the

Company's Directors on behalf of the Company pursuant to Section 89/18 of the Securities Act (as amended).

In addition, the Board of Directors provides assurance that the Board of Directors has exercised care in considering and verifying information received from the Private Placement investor for the offering of newly issued ordinary shares and warrants to subscribe for newly issued ordinary shares of the Company (SINGER-W3) to the Private Placement investor at a definitive offering price. The Board of Directors is of the opinion that the allocation of newly issued ordinary shares and warrants to subscribe for newly issued ordinary shares of the Company (SINGER-W3) to the Private Placement investor at a definitive offering price is appropriate because the investor has firm financial position with potentials and abilities to genuinely invest in the Company. Such investor also has knowledge, ability, experience or potential to benefit or promote the Company's operation, and will be able to enhance the Company's financial strength and create other benefits for the Company.

Please be informed accordingly.

Sincerely Yours,



Kittipong Kanokvilairat
Chief Executive Officer
Singer Thailand Public Company Limited