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SINGER THAILAND PUBLIC COMPANY LIMITED

Notice of the Extraordinary General Meeting of Shareholders No. 1/2021

Date: 1 October 2021

- Re: Notice of the Extraordinary General Meeting of Shareholders No. 1/2021
- Attn: Shareholders of Singer Thailand Public Company Limited
- Enc:
1. Registration Form (Send via mail by TSD)
 2. Copy of the minutes of the Annual General Meeting of Shareholders No. 54th held on 23 April 2021
 3. Capital Increase Report Form (F53-4)
 4. Information Memorandum regarding the issuance and offering of newly issued ordinary shares in Singer Thailand Public Company Limited to the existing shareholders in proportion to their shareholdings and the Private Placement Investor
 5. Summary of issuance of warrants to subscribe for newly issued ordinary shares in Singer Thailand Public Company Limited No. 3 (SINGER-W3) to the Private Placement Investor who subscribe for and is allocated ordinary shares in Private Placement
 6. Profiles of the independent directors who will be nominated as proxies and qualifications of the independent directors
 7. Profile of New Director
 8. Guidelines for proxy appointment, registration, and voting in the general meeting of shareholders
 9. Proxy forms
 10. Guidelines for the Extraordinary General Meeting of Shareholders No. 1/2021 via electronic media (E-EGM)
 11. The Company's Articles of Association relating to the shareholders meeting
 12. Map for submitting the proxy

The Board of Directors of Singer Thailand Public Company Limited (the "**Company**") has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2021 on **Tuesday, 26 October 2021, at 10:00 a.m.** via electronic media (E-EGM) only which the Company will broadcast live from CAT Telecom Meeting Room, 72 CAT Telecom Tower, 30th Floor, Charoenkrung Road, Bangrak, Bangkok. The Company has set the Meeting agendas as follows:

1. **To consider and certify the minutes of the Annual General Meeting of Shareholders No. 54th held on 23 April 2021**

Facts and reasons:

The Annual General Meeting of Shareholders No.54th has been held on 23 April 2021. The Company has filed the minutes to the Stock Exchange of Thailand within 14 days and the Ministry of Commerce as required by laws, and published the minutes on the Company's website. The details of the minutes are as specified in Enclosure 2.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders meeting to consider and certify the minutes of Annual General Meeting of Shareholders No. 54th held on 23 April 2021 having the details as specified in Enclosure No. 2.

Votes required for resolution: **A vote of 52% of the total** number of votes of shareholders who attend the Meeting and have the right to vote.

2. To acknowledge an interim dividend payment.

Facts and reasons: According to the dividend payment policy of the Company, the Company is required to pay dividends at the rate of not less than 50 percent of the net profit as specified in the consolidated financial statements after deducting corporate income tax, legal reserve, and other reserves in each year. In this respect, the dividend payment will depend on economic conditions, operating profit and future investment plan of the Company and the Board of Directors of the Company has the discretion to not apply or amend such policy from time to time.

From the operating result of the Company as of 30 June 2021 as specified in the consolidated financial statements ended 30 June 2021 audited by the auditor, the Company has total net profit from operation at the end of six-month period in the amount of 323 million Baht.

The Board of Directors of the Company approved the payment of interim dividend from the retained earnings as of 30 June 2021 at the rate of 0.15 Baht per share, totaling 72,722,654.20 Baht, to the shareholders.

Details of dividend payment comparing to the operating result over the past 3 years, 2018–2020

Items	Year 2021 (interim)	Year 2020 (Final)	Year 2020 (interim)	Year 2019	Year 2018
Net Profit/(Loss) (million Baht)	323	443	201.9	166	(80.8)
Number of Shares (million shares)	498.15	494.76	407.98	401.50	270
Dividend per share (Baht per share)	0.15	0.15	0.10	0.10	-
Total dividend (Baht)	74,722,654.20	74,214,586.50	40,798,061.50	40,150,523.50	-
Payout ratio (percent)	23.15	16.74	20.21	24.20	-

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders meeting to consider and acknowledge the payment of interim dividend from the retained earnings to the shareholders at the rate of 0.15 Baht per share, totaling 72,722,654.20 Baht. The Company already paid the dividend to the shareholders on 9 September 2021.

Votes required for resolution: This agenda is for acknowledgement only. No voting is required.

3. To consider and approve the reduction of the registered capital of the Company by canceling the unissued shares and the amendment to Clause 4. of the Memorandum of Association of the Company to in line with the reduction of registered capital of the Company

Facts and reasons: Section 136 of Public Limited Companies Act, B.E. 2535 (as amended) specifies that the Company shall be able to issue new shares when all the shares have been completely sold and fully paid-up, except for the remaining shares which are reserved for the exercise of the warrants. The Company have to cancel the unissued shares which are not reserved for the exercise of the Company's warrants before the issuance of the new shares. In this regard, as the Company desires to increase the Company's registered capital, the Company is required to reduce its registered capital prior to doing so.

Currently, the Company has a registered capital in the amount of 702,000,000.00 Baht, divided into 702,000,000 ordinary shares at par value of 1.00 Baht per share and has unissued ordinary shares, which are the remaining shares from the exercise of the Company's warrants' programs No. 2 (SINGER-W2) that had already expired, in the amount of 168,990,263 shares at par value of 1.00 Baht per share.

The Company is required to reduce the Company's registered capital in the amount of 168,990,263 Baht from the existing registered capital of 702,000,00.00 Baht to 533,009,737.00 Baht by canceling 168,990,263 unissued shares which have not been reserved for the exercise of the Company's warrants' programs No. 2 (SINGER-W2), at par value of 1.00 Baht per share and amend Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital as follows:

“Clause 4.	Registered Capital	533,009,737.00 Baht	(Five Hundred and Thirty-Three Million, Nine Thousand, Seven Hundred and Thirty-Seven Baht)
	Divided to	533,009,737.00 Baht	(Five Hundred and Thirty-Three Million, Nine Thousand, Seven Hundred and Thirty-Seven Baht)
	At Par value of	1.00 Baht per share	(One Baht per share)
	And of which:		
	Ordinary Shares	533,009,737 shares	(Five Hundred and Thirty-Three Million, Nine Thousand, Seven Hundred and Thirty-Seven shares)
	Preferred Shares	- share	(- share)“

The Company's Board of Directors, the Executive Committee, and person(s) delegated by the Board of Directors and/or Executive Committee shall be authorized to sign any applications or documents relating to the registration of the amendment to the Company's Memorandum of Association and file application for amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and amend or vary the application or any particulars contained in the application to be filed with the Department of Business Development, the Ministry of Commerce, and to take any necessary and relevant steps as may be appropriate to comply with the laws, rules, regulations and interpretation of relevant government agencies including recommendations or order of the registrar and the officials.

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose to the shareholders meeting to consider and approve the reduction of the Company's registered capital in the amount of 168,990,263.00 Baht from the existing registered capital of 702,000,00.00 Baht to 533,009,737.00 Baht by canceling 168,990,263 unissued shares which have been reserved for the exercise of the Company's warrants' programs No. 2 (SINGER-W2), at the par value of 1.00 Baht per share and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital and the delegation of power as proposed above.

Votes required for resolution:

A vote of **not less than 3 in 4** of the total number of votes of shareholders who attend the Meeting and have the right to vote.

4. **To consider and approve the increase of the registered capital and the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase of registered capital of the Company**

Facts and reasons:

As the Company desires to issue the newly issued ordinary shares 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).

Therefore, the Company is required to increase the Company's registered capital in the amount of 305,007,841.00 Baht from the existing registered capital of 533,009,737.00 Baht to 838,017,578.00 Baht by issuing 305,007,841 newly issued ordinary shares, at the par value of 1.00 Baht per share having the objectives as specified in the Capital Increase Report Form (F53-4), Enclosure 3 and amend Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital as follows:

“Clause 4. Registered Capital	838,017,578.00 Baht	(Eight Hundred and Thirty-Eight Million, Seventeen Thousand Five Hundred And Seventy-Eight Baht)
Derived from	838,017,578.00 Baht	(Eight Hundred and Thirty-Eight Million, Seventeen Thousand Five Hundred And Seventy-Eight Baht)
At Par value of	1.00 BAHT per share	(One baht per share)
And of which:		
Ordinary Shares	838,017,578 shares	(Eight Hundred and Thirty-Eight Million, Seventeen Thousand Five Hundred And Seventy-Eight shares)
Preferred Shares	- share	(- share)

In this respect, as Agenda 5. and Agenda 6. are related to and conditioned upon Agenda 4. Therefore, if Agenda 4. is not approved by the Extraordinary General Meeting of Shareholders No. 1/2021, Agenda 5. and Agenda 6. will not be considered.

The Company's Board of Directors, the Executive Committee and person(s) delegated by the Board of Directors and/or Executive Committee shall be authorized to sign any applications or documents relating to the registration of the amendment to the Company's Memorandum of Association and file the application for the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and amend or vary the application or any particulars contained in the application to be filed with the Department of Business Development, the Ministry of Commerce, and to take any necessary and relevant steps as may be appropriate to comply with the laws, rules, regulations and interpretation of relevant government agencies including recommendations or order of the registrar and the officials.

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose to the shareholders meeting to consider and approve the increase in the Company's registered capital in the amount of 305,007,841.00 Baht from the existing registered capital of 533,009,737.00 Baht to 838,017,578.00 Baht by issuing 305,007,841 newly issued ordinary shares at the par value of 1.00 Baht per share and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital and the delegation of power as proposed above.

Votes required for resolution:

A vote of **not less than 3 in 4** of the total number of votes of shareholders who attend the Meeting and have the right to vote.

5. To consider and approve the issuance and offering of warrants to subscribe for newly issued shares in the Company No. 3 (SINGER-W3).

Facts and reasons:

As a result of the plan to increase the registered capital of the Company as mentioned in Agenda 4 above. The Company desires to issue newly issued ordinary shares together with the warrants to subscribe for the newly issued ordinary shares in the Company to be allocated to the Private Placement investor who subscribe for and is allocated newly issued ordinary shares in Private Placement, which is U City Public Company Limited, in the amount of 11,557,681 units without consideration (offering price per unit is 0 Baht). There will be 11,557,681 ordinary shares reserved for the exercise of the warrants. The exercise ratio of SINGER-W3 warrants is one unit of the warrant to one ordinary share and the term of SINGER-W3 warrants is no more than 1 years 6 months from the issuing date of SINGER-W3 warrants. The exercise price is 36.3005 Baht per share. The details of the warrants are as specified in Enclosure 5.

The Private Placement investor has the potentials and abilities to genuinely invest in the Company and are not connected persons as specified under the Notification of the Capital Market Supervisory Board No. TorChor. 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 Company will not list SINGER-W3 on the SET, and the offering of such warrants is not an offering at a price that is lower less than 90 percent of the market price, which means 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 shareholders meeting to approve the issuance and offering of the warrants. If the offer price of the warrants to the Private Placement investor is lower than 90 percent of the market price, before the SET accept the new shares from the exercise of SINGER-W3 warrants to be listed, those who exercise the warrants must not sell any shares from the exercise of SINGER-W3 warrants for a period of one year. 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).

Agenda 5 is a related to and conditional upon Agenda 6.2 and Agenda 6.3. Therefore, if any agenda is not approved by the Extraordinary General Meeting of Shareholders No. 1/2021, the agendas which are related to and conditional upon the others will not be considered and it will be deemed that the agendas which are related to and conditional upon the others which has already been approved will be cancelled.

The Board of Directors, the Executive Committee and person(s) delegated by the Board of Directors and/or the Executive Committee have the power to determine details related to the issuance and offering of the warrants, including but not limited to the issuance date of the warrants, the first exercise date and the last exercise date, exercise of the warrants to subscribe for ordinary shares as well as the conditions and related details, word or text correction in any related documents, the minutes of the shareholders meeting, Memorandum of Association and/or applications and/or take any action in order to comply with the order of the registrar in filing the application for the registration of increase of registered capital of

the Company to the Department of Business Development, Ministry of Commerce, executing the application and necessary supporting documents relevant to the issuance of the warrants, including contacting and filing such application or documents to the relevant authorities or government agencies involved in the issuance of warrants and taking any other action which are deemed necessary and appropriate in connection with the issuance and offering of the warrants.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders meeting to consider and approve the issuance and offering of warrants to subscribe for the newly issued ordinary shares in the Company No. 3 ("SINGER-W3") in the total number of 11,557,681 units to be allocated to the Private Placement investor who subscribes for and is allocated ordinary shares in Private Placement and the delegation of power as proposed above.

Votes required for resolution: **A vote of 52% of the total** number of votes of shareholders who attend the Meeting and have the right to vote.

6. To consider and approve the allocation of the Company's newly issued ordinary shares.

Facts and reasons: As a result of the Company's plan to increase the registered capital as mentioned in Agenda 4 above. This Company's capital increase and allocation of newly issued ordinary shares will help the Company to be able to raise funds in a short period of time and alleviate some investment of the existing shareholders in the capital increase. Moreover, responses that the Company has received from potential investors give confidence to existing shareholders that the capital increase will be successful and allow the Company to meet its objectives in fundraising and in taking up the opportunity of investing in projects that have good returns. This will enhance the Company's potentials and competitiveness in developing its business for sustainable growth.

6.1 To allocate 96,341,464 newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Rights Offering), at the offering price of 36.3005 Baht per share, totaling to 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 fixed the subscription period for the newly issued ordinary shares to be from 7 December 2021 to 14 December 2021. Fractions derived from the calculation will 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 the 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.

The details of issuance and offering of newly issued ordinary shares of the Company under the Rights Offering are as specified in the Information Memorandum regarding the issuance and offering of newly issued ordinary shares in Singer Thailand Public Company Limited to the existing

shareholders in proportion to their shareholdings and the Private Placement Investor, Enclosure 4.

The Company's Board of Directors, the Executive Committee and person(s) delegated by the Board of Directors and/or Executive Committee have the power to take any action necessary and related to the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion of their respective shareholdings (Rights Offering), and determine details related to the allocation and offering of newly issued ordinary shares, including but not limited to, the Record Date, subscription period as well as the conditions and related details, word or text correction in the minutes of the shareholders meeting, Memorandum of Association and/or applications and/or take any action in order to comply with the order of the registrar in filing the application for registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing the application and supporting documents related to the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion of their shareholdings, including contacting and submitting an application for permission and evidence to government agencies or agencies involved in the issuance of newly issued ordinary shares as well as listing the newly issued ordinary shares on the Stock Exchange of Thailand, and taking any action as necessary and relevant to the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholdings. Such action must be in accordance with relevant rules or laws regarding the issuance and offering of newly issued ordinary shares.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders meeting to consider and approve the allocation of newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholdings (Rights Offering) and the delegation of power as proposed above.

Votes required for resolution: **A vote of 52% of the total** number of votes of shareholders who attend the Meeting and have the right to vote.

6.2 To allocate no more than 197,108,696 ordinary shares at the par value of 1.00 Baht per share at a fixed offering price of 36.3005 Baht per share to the Private Placement investor, totaling to an amount of 7,155,144,219.15 Baht, which will be offered to U City Public Company Limited after the completion of the allocation of newly issued ordinary shares to the existing shareholders in proportion of their shareholdings (Rights Offering) in Agenda 6.1.

The Private Placement investor has the potentials and abilities to genuinely invest in the Company and is not connected persons under the Notification of the Capital Market Supervisory Board No. TorChor. 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 Company has entered into a share subscription agreement between the Company and U City Public Company Limited on 26 August 2021. 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 shareholders meeting 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).

The details of the issuance and offering of newly issued ordinary shares of the Company to the Private Placement investors are as specified in the Information Memorandum regarding the issuance and offering of newly issued ordinary shares in Singer Thailand Public Company Limited to the existing shareholders in proportion to their shareholdings and the Private Placement Investor, Enclosure 4.

Shareholding percentage of the private placement investor in the Company after the issuance and allocation of newly issued ordinary shares to the Private Placement Investor must not result in such investor being required to make a mandatory tender offer as required under the Notification of the Capital Market Supervisory Board No. Tor Chor 12/2554 re: Requirements, Conditions and Methods of Takeover, dated 13 May 2011 (as amended) and related regulations and notifications, or cause a breach of the foreign shareholding limit as specified under the Articles of Association, which is currently not exceeding 49 percent of the total number of paid-up shares of the Company.

Agenda 6.2 is a related to and conditional upon Agenda 5 and Agenda 6.3. Therefore, if any agenda is not approved by the Extraordinary General Meeting of Shareholders No. 1/2021, the agendas which are related to and conditional upon the others will not be considered and it will be deemed that the agendas which are related to and conditional upon the others which has already been approved will be cancelled.

The Company's Board of Directors, the Executive Committee and person(s) delegated by the Board of Directors and/or Executive Committee have the power to take any action necessary and related to the issuance and offering of newly issued ordinary shares to the Private Placement investor at a definitive offering price, and determine details related to the allocation and offering of newly issued ordinary shares, including but not limited to, subscription period as well as the conditions and related details, word or text correction in the minutes of the shareholders meeting, Memorandum of Association and/or applications and/or take any action in order to comply with the order of the registrar in filing the application for the registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing application and relevant supporting documents related to the issuance and offering of newly issued ordinary shares to the Private Placement investor, including contacting and submitting an

application and supporting documents to government agencies or agencies involved in the issuance of newly issued ordinary shares as well as listing the newly issued ordinary shares as listed securities on the SET, and taking any action as necessary and relevant to the issuance and offering of newly issued ordinary shares to the Private Placement investor. Such action must be in accordance with relevant rules or laws regarding the issuance and offering of newly issued ordinary shares.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders meeting to consider and approve the allocation of newly issued ordinary shares of the Company to the Private Placement investor at a fixed offering price, entering into the share subscription agreement and the delegation of power as proposed above

Votes required for resolution: **A vote of 52% of the total** number of votes of shareholders who attend the Meeting and have the right to vote.

- 6.3 To allocate newly issued ordinary shares of 11,557,681 shares at the par value of 1.00 Baht per share for the exercise of warrants to subscribe for newly issued ordinary shares in the Company No. 3 (SINGER-W3) to the Private Placement Investor who subscribe for and is allocated newly issued ordinary shares in Private Placement at a fixed offering price in the amount of 11,557,681 units. Details regarding the warrants to subscribe for ordinary shares in the Company No.3 (SINGER-W3) are as shown in Enclosure 5.

Agenda 6.3 is a related to and conditional upon Agenda 5 and Agenda 6.2. Therefore, if any agenda is not approved by the Extraordinary General Meeting of Shareholders No. 1/2021, the agendas which are related to and conditional upon the others will not be considered and it will be deemed that the agendas which are related to and conditional upon the others which has already been approved will be cancelled.

After the issuance and offering of newly issued ordinary shares of the Company to the Private Placement investor and such investor has exercised the rights to subscribe for the newly issued ordinary shares of SINGER-W3 warrants in full, such Private Placement investor, i.e. U City Public Company Limited, will hold 208,666,377 shares, representing 24.90 percent of the total issued and paid-up shares after the Company has completed the registration for the paid-up capital for the offering of newly issued ordinary shares to the existing shareholders in proportion of their respective shareholdings and the Private Placement investor, as well as the exercise of rights to purchase newly issued ordinary shares of SINGER-W3 warrants in full. (calculated based on the assumption that the holders of warrants to subscribe for the newly issued ordinary shares in the Company exercise their rights to purchase shares in full)

The Company's Board of Directors, the Executive Committee and person(s) delegated by the Board of Directors and/or Executive Committee have the power to take any action necessary and related to the issuance and allocation of newly issued ordinary shares for the exercise of warrants to subscribe for newly issued ordinary shares in the Company, and determine details related to the allocation and

offering of newly issued ordinary shares for the exercise of warrants, including but not limited to, the date of issuance of newly issued ordinary shares for the exercise of warrants as well as the conditions and related details, word or text correction in the minutes of the shareholders meeting, Memorandum of Association and/or applications and/or take any action in order to comply with the order of the registrar in filing the registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing application and supporting documents related to the issuance and allocation of newly issued ordinary shares for the exercise of warrants, including contacting and submitting an application and supporting documents to government agencies or agencies involved in the issuance of newly issued ordinary shares as well as listing the newly issued ordinary shares on the SET, and taking any action as necessary and relevant to the issuance and allocation of newly issued ordinary shares for the exercise of warrants. Such action must be in accordance with relevant rules or laws regarding the issuance and offering of newly issued ordinary shares.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders meeting to consider and approve the allocation of newly issued ordinary shares of the Company for the exercise of warrants to purchase newly issued ordinary shares of the Company No. 3 (SINGER-W3) to the Private Placement Investor who subscribe for and is allocated newly issued ordinary shares in Private Placement at a fixed offering price and the delegation of power as proposed above

Votes required for resolution: **A vote of 52% of the total** number of votes of shareholders who attend the Meeting and have the right to vote.

7. To consider and approve the increase in the number of directors and appointment of new director.

Facts and reasons: In increasing the number of directors and appointing a new director, the Nomination and Remuneration Committee has conducted a screening before submitting to the Board of Directors to consider to propose to the meeting of the shareholders to approve the appointment of a director. By considering the structure of the Board of Directors and qualifications of the director, Khun Chanthornjira Kongtongsmut has full qualifications and does not have any prohibited characteristics as specified under the applicable laws and regulations, the Articles of Association of the Company, good corporate governance principles of the Company and composition of the Board of Directors. She also possesses expertise and experience that would be able to provide valuable recommendations to the Company. The Nomination and Remuneration Committee deems it appropriate to increase the number of directors of the Company from 8 to 9 persons by nominating Khun Chanthornjira Kongtongsmut to be appointed as a director of the Company.

(Profile of New Director has shown at the enclose 7)

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders meeting to consider and approve the increase in the number of directors from 8 to 9 persons and the appointment of a new director, namely Khun Chanthornjira Kongtongsmut, to support the business expansion of the Company. Khun Chanthornjira Kongtongsmut has full qualifications and does not have any

prohibited characteristics as specified under the applicable laws and regulations, the Articles of Association of the Company, good corporate governance principles of the Company and composition of the Board of Directors. She also possesses expertise and experience that would be able to provide valuable recommendations to the Company.

Votes required for resolution: **A vote of 52% of the total** number of votes of shareholders who attend the Meeting and have the right to vote.

8. To consider and approve the issuance and offering of additional debentures in the maximum amount not exceeding 2,000 million Baht

Facts and reasons: The Company desires to seek sources of funding by issuing additional debentures, which will be used to repay outstanding loans and/or used as working capital as well as for ongoing business expansion, with details as follows;

Objective	To repay debt and/or use as working capital and for business expansion
Type of Debenture	Debenture with or without a name registered, secured or unsecured debentures, with or without debenture holders' representative, subject to the prevailing market conditions at the time of issuance and offering of the relevant debentures each time.
Size of Debenture	The debenture total amount shall not exceed 2,000 million Baht or other currencies equivalent. (When combined with the original amount of debentures which are (1) not exceeding 5,000 million Baht or other currencies equivalent, as approved by the 51 st Annual General Meeting of Shareholders held on April, 20, 2018 and (2) not exceeding 3,000 million Baht or other currencies equivalent, as approved by the Extraordinary General Meeting of Shareholders No. 1/2563 held on November 6, 2020, the Company will have the amount for the issuance and offering of debentures totaling not exceeding 10,000 million Baht). The Company can issue and offer additional debentures and/or issue and offer debentures to replace the existing debentures which have been redeemed within such limitation amount. Any debentures issued by the Company and have not been redeemed, at any given moment, must not exceed the limitation amount (Revolving Basis)
Tenor of Debenture	As determined in each issuance, depending on the market conditions at the time of issuance and offering of debentures, or according to the terms and conditions of the debentures issued at that time.
Currency	In Baht and/or other currencies equivalent
Interest Rate	Depending on the market conditions at the time of issuance and offering and other relevant factors
Early	Debenture holders may or may not have the right to redeem the debentures before the maturity date and/or

redemption	the Company may or may not have the right to redeem the debentures before the maturity date, depending on the terms and conditions of each issuance of debentures.
Offering	Debentures may be issued and offered in one or several tranches, which may be a general or limited offer, domestically and/or internationally, by way of public offering, private placement, and may be offered to high net worth investors and/or institutional investors, may be offered at one time or several times and/or any person(s) and investor(s) in revolving basis.

In this regard, the Board of Directors, the Executive Committee and person(s) delegated by the Company's Board of Directors and/or Executive Committee to have the power to determine features, conditions and other details related to the issuance and offering of debentures that have not yet been determined as necessary and deemed appropriate in accordance with the applicable laws and regulations such as the name of the debenture, type of debenture offering, number of debentures to be issued and offered each time, type of debentures, collateral offering, price per unit, terms of redemption, early redemption rights, any other rights and duties according to the type of debentures to be issued each time, interest rate, principal and interest payment methods, methods and periods of offering and allocation and details of offering, appointment of the financial advisor and/or the underwriter, debenture registrar, debenture holder's representative, including listing those debentures as listed securities in the bond market, the Stock Exchange of Thailand, Securities Trading Center, or any secondary market or any organization, as well as having the power to request for permission to disclose information and any other action with relevant agencies and having the power to take any action as necessary and appropriate in connection with the issuance and offering of the debentures.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders meeting to consider and approve the issuance and offering of additional debentures in the amount not exceeding 2,000 million Baht, as detailed above.

Votes required for resolution: A vote of **not less than 3 in 4** of the total number of votes of shareholders who attend the Meeting and have the right to vote.

9. Other business (if any)

Therefore, the Company would like to invite all shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2021 via electronic media (E-EGM) on the above-mentioned date and time. In addition, the Company will open registration for the meeting via electronic media (E-EGM) from 8 October 2021 to 22 October 2021.

In this regard, the shareholders can appoint the independent directors as proposed by the Company to act as proxies and attend the meeting on their behalf. The details of guidelines for the Extraordinary General Meeting of Shareholders No. 1/2021 via Electronic Media (E-EGM) are as specified in Enclosure 9.

The Company has fixed 10 September 2021 to be the record date for determining the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021.

By Order of the Board of Directors



(Mr. Kittipong Kanokvilairat)
Chief Executive Officer