

-Translation-

**Singer Thailand Public Company Limited
Minutes of the Extraordinary General Meeting of Shareholders No.1/2021**

Time and Place

The Meeting was held on Tuesday, October 26, 2021 at 10:00 a.m., through an electronic media (E-EGM), live broadcasted from CAT Telecom Meeting Room, 30th Floor, No. 72, Charoen Krung Road, Bangrak Sub District, Bangrak District, Bangkok

Before the Meeting commenced, Ms. Anyajisanee Phuphatrang, the moderator of the Meeting has provided a welcome speech for the attendees of Singer Thailand Public Company Limited to the Extraordinary General Meeting of Shareholders No.1/2021 and introduced the Directors, Executive Directors, Executives, Auditors, Financial Advisor for the capital increase and Legal Advisor as follows:

8 directors attended the Meeting as follows:

1. Mr. Adisak	Sukumvitaya	Chairman of the Board Member of Nomination and Remuneration Committee
2. Mr. Chan	Itthithavorn	Chairman of Audit Committee, Independent Director, Member of the Nomination and Remuneration Committee
3. Mr. Preecha	Prakobkit	Chairman of the Nomination and Remuneration Committee, Independent Director, Member of Audit Committee
4. Miss Somsri	Shalapakdee	Independent Director, Member of Audit Committee
5. Mr. Vorayos	Thongtan	Independent Director
6. Mrs. Nonglak	Laksanapokin	Director
7. Mr. Piya	Pongacha	Director
8. Mr. Kittipong	Kanokvilairat	Director and Chief Executive Officer

Director attended the Meeting represented 100% of all the Company Directors)

3 Executives attended the Meeting as follows:

1. Ms. Rapeepan	Kantayaporn	Chief Information Officer
2. Ms. Chanthornjira	Kongtongsmut	Chief Operating Officer and Company Secretary
3. Ms. Pitaya	Jearkittimasak	Chief Marketing Officer

Executives from SG Capital Public Company Limited

- | | | |
|------------------|-------------|--------------------------------|
| 1. Ms. Busaba | Kunsiritham | Chief Executive Officer |
| 2. Ms. Auntikorn | Phichetkorn | Deputy Chief Executive Officer |

Financial Advisors for the capital increase are as follows:

- | | | |
|--------------------|--------------|--|
| 1. Miss Ratchada | Gliewpatinon | KGI Securities (Thailand) Public Company Limited |
| 2. Miss Chayaporn | Aeugowitchai | KGI Securities (Thailand) Public Company Limited |
| 3. Miss Chonnikarn | Arunrat | KGI Securities (Thailand) Public Company Limited |
| 4. Miss Saowalak | Jonglertharm | KGI Securities (Thailand) Public Company Limited |

Legal Advisors for the capital increase are as follows:

- | | | |
|-------------------|--------------------------|---|
| 1. Miss Thananun | Sungnual | Legal Advisor from Baker and Mckenzie Company Limited |
| 2. Miss Nathathai | Issarangkul Na Ayutthaya | Legal Advisor from Baker and Mckenzie Company Limited |
| 3. Mr. Krittachai | Samranbumrung | Legal Advisor from Baker and Mckenzie Company Limited |

Independent Legal Advisor

- | | | |
|-----------------|---------------|--------------------------------|
| 1. Miss Manunya | Thitinuntawan | CMT Counsellor Company Limited |
|-----------------|---------------|--------------------------------|

Rights Protection Volunteer

- | | | |
|----------------|-----------------|---|
| 1. Mr. Wanchai | Lertsrijatuporn | A proxy from the Thai Investors Association |
|----------------|-----------------|---|

For the transparency in vote counting procedures, the Company invited one shareholder to volunteer as the inspector and observer for the vote counting procedures of the Meeting. It appeared no shareholder volunteered.

Ms. Anyajisanee Phuphatrang, the moderator of the Meeting, then explained the meeting and casting votes procedures for each of the agenda items as follows:

1. As the Meeting was conducted via electronic media, there was no ballot provided to the attendees.

2. The shareholders shall proceed to the E-Voting window to cast a vote for each agenda within the given time. After the casting a vote, the system would display a pop-up to confirm the vote casted. The shareholders shall click the confirm button to confirm the vote. The shareholders cannot cast the vote for the agenda to acknowledge.
3. In the event where the shareholders would like to change the vote casted, it can be completed by clicking on the cast a new vote option. The shareholders cannot cast or change the vote if the agenda is closed for voting.
4. Attendees joined via mobile phone or tablet, please switch from Zoom to Chrome to cast a vote at the E-Voting menu.
5. After you casted the vote, please return to the E-meeting window (Zoom program) to continue to observe the visual and audio of the Meeting.
6. The program will collect the votes by counting the total of votes from the voters via E-Voting and pre-voters via proxy forms.
7. In the event where the shareholder has logged into the Meeting but did not cast a vote in any agenda, such vote shall be deemed as approved of the Meeting.

The Resolution of the Meeting

The resolution of the Meeting regarded as an approved resolution shall be as follows:

1. As for the ordinary agenda item 1, 5, 6, and 7, a passing resolution shall have 52 percent of the votes from the shareholders attended the Meeting and entitled to vote.
2. As for the agenda item 3, 4, and 8, a passing resolution shall have a vote with not less than three-fourth of the shareholders attending the Meeting and entitled to vote.
3. Agenda item 2 is for acknowledgment, therefore, no votes shall be casted.

The Meeting would respectively consider the agenda in the order as specified in the Meeting's Invitation. The details shall be presented for each of the agenda and the opportunity for the shareholders to ask question or propose comment would be provided before conducting the vote of each agenda.

Shareholders who would like to ask questions via text message can use the following method:

1. Proceed to the Chat menu in the Zoom program to type a message.
2. Click Enter to send the message into the system.

Shareholders who would like to make inquiries by means of conversation can use the following methods:

1. Proceed to the Reaction Menu at the bottom.
2. Click the Raise Hand Button.
3. When the moderator calls your name, the staff will enable the microphone button on your account. You need to press unmute and turn on the microphone on your equipment.

In case where you cannot speak through the microphone (in under 1 minute), you can type your question and send it to the chat box as the moderator will proceed to read the question to the Meeting instead.

4. For each question asked either via text message or conversation, the attendees should state their first and last name including whether they are attending in person or by proxy before asking for the benefits of the complete meeting record.
5. The Company provides the opportunity for the attendees to ask questions for each agenda. If there are no questions asked within two minutes, the Company will continue the Meeting. The shareholders can text additional questions via the chat box. The staff will read the additional question later.
6. After the question is asked, press the "Lower Hand" button to lower your hand.
7. If the comment or question are not related to the ongoing agenda, the Chairman will ask you to propose those comment or ask question during the relevant agenda later or during agenda no.7 which is for considering other matter.

Meeting Commenced

Mr. Adisak Sukumvitaya, Chairman of the Board, acted as the Chairman of the Meeting, expressed the gratitude to all the shareholders for attending today's Extraordinary General Meeting of Shareholders No.1/2021 and assigned Mr. Kittipong Kanokvilairat, Director and Chief Executive Officer, to be the moderator of the meeting and the person who commences the meeting for each agenda items.

Mr. Kittipong Kanokvilairat provided the opening speech and report to the Meeting that there were 19 shareholders attended in person with a number of shares of 48,474,304 shares and 589 shareholders assigned by proxy with a number of shares of 238,398,050 shares. In summary, the total shareholders attended both in person and by proxy are altogether 608 persons, represented 286,872,354 shares, and equivalent to 57.5874 percent which is more than one-third of the existing shares (498,151,028 shares) constituting a quorum under section 103 of the Public Company Limited act B.E. 2535 and Clause 6 in the Article of Association. The Chairman started the meeting to consider the details in the agenda as follows.

1. To consider and certify the minutes of 54th Annual General Meeting of Shareholders, held on April 23, 2021

Mr. Kittipong Kanokvilairat has informed the Meeting that the Company had circulated the copied of the 54th Annual General Meeting of Shareholders, held on April 23, 2021 to every shareholder for prior consideration with the Invitation of the Extraordinary General Meeting of Shareholders No.1/2021.

Mr. Kittipong Kanokvilairat requested the Meeting to consider and certify the minutes and invited the shareholders to propose inquiry or amendment. As there was no inquiry or amendment proposed, Mr. Kittipong Kanokvilairat then requested the Meeting to resolve to certify the minutes of the 54th Annual General Meeting of Shareholders.

After due consideration, the Meeting resolved as follows:

Resolution The Meeting has resolved to certify the minutes of the minutes of 54th Annual General Meeting of Shareholders, held on April 23, 2021 with a total of votes of no less than 52 percent the shareholders attended the meeting and entitled to vote.

Approved	286,891,354	shares	equivalent to	100.00
Disapproved	0	shares	equivalent to	0.00
Abstained	0	shares	equivalent to	0.00
Voided ballot	0	shares	equivalent to	0.00

2. **To acknowledge the interim dividend payment**

Mr. Kittipong Kanokvilairat has informed the Meeting that 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 meeting deemed appropriate to approve the dividend payment to the shareholders from the profit as of 30 June 2021 in the rate of 0.15 Baht per share, totaling to 74,722,654.20 Baht which had been paid to the shareholders on September 9, 2021.

The details of the dividend payment comparing to the operating result in the past 3 years, 2018 - 2020

Items	Year 2021 (interim)	Year 2020 (last paid)	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/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	-
Dividend payment to retained earnings ratio (percent)	23.15	16.74	20.21	24.20	-

Mr. Kittipong Kanokvilairat provided the opportunity for the shareholders to ask question. It appeared no shareholder asked further question. He then informed that the Meeting that the

Meeting has acknowledged the interim dividend payment and as this agenda is for acknowledgement, therefore, no vote had been casted.

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

Mr. Kittipong Kanokvilairat has informed the Meeting that 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 of 168,990,263 shares at a par value of 1.00 Baht divide into (1) the remaining shares from the allocation to the existing shareholders according to their shareholdings (Rights Offering) in the amount of 84,494,765 shares (2) the remaining shares from the exercise of the Company's warrants' programs No. 1 (SINGER-W1) which offers to the existing shareholders according to their shareholdings in the amount of 42,247,383 shares (3) the shares reserve for the exercise of the Company's warrants' programs No. 1 (SINGER-W1) which the terms for allocation have been completed in the amount of 732 shares (4) the remaining shares from the exercise of the Company's warrants' programs No. 2 (SINGER-W2) which offers to the existing shareholders according to their shareholdings in the amount of 42,247,383 shares

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, 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 shares	(Five Hundred and Thirty-Three Million, Nine Thousand, Seven Hundred and Thirty-Seven Baht)
	At Par value of	1 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.

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.

Mr. Kittipong Kanokvilairat provided the opportunity for the shareholders to ask question. It appeared no shareholder asked further question. He then requested the Meeting to consider and approve the reduction of the registered capital of the Company by cancelling the unissued shares and the amendment to Clause 4 of the Memorandum of Association of the Company to in line with the reduction of the registered capital of the Company.

After due consideration, the Meeting resolved as follows:

Resolution The Meeting has resolved to approve the reduction of the registered capital of the Company by cancelling the unissued shares and the amendment to Clause 4 of the Memorandum of Association of the Company to in line with the reduction of the registered capital of the Company as proposed above with a total of votes of not less than three fourths of the shareholders attended the meeting and entitled to vote.

Approved	289,193,454	shares	equivalent to	100.00
Disapproved	0	shares	equivalent to	0.00
Abstained	0	shares	equivalent to	0.00
Voided Ballot	0	shares	equivalent to	0.00

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**

Mr. Kittipong Kanokvilairat has informed the Meeting that according to the Capital Increase Report Form (F53-4) and the Information Memorandum regarding the issuance and offering of newly issued ordinary shares in Singer Thailand Public Company Limited to the

Private Placement Investor and the existing shareholders in proportion to their shareholdings which had been circulated to the shareholders along with the Meeting invitation

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), which had been circulated to the shareholders along with the Meeting invitation 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 shares	(Eight Hundred and Thirty-Eight Million, Seventeen Thousand Five Hundred And Seventy-Eight Baht)
	At Par value of	1 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.

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.

Mr. Kittipong Kanokvilairat provided the opportunity for the shareholders to ask question. The shareholders asked the question as follows:

- Mr. Krailuek Phothiaphiyawisut, the shareholder attended in person asked if besides the plan to use the proceeds received from the capital increase as the debt repayment, please explain the plan to use another 7,700 million Baht whether there will be plans to utilize in which business and in what proportion.
- Mr. Kittipong Kanokvilairat explained that the capital of 3,300 million Baht the Company has a plan to use as the debenture payment which will be due in next year (year 2022) and in 2023 and another capital of 7,700 million Baht the Company will use the amount of 6,200 million Baht or equivalent to 80% of 7,700 million Baht for the Car for Cash business and the remaining 1,500 million Baht or equivalent to 20% will be provided to the hire purchase loans for electrical appliances by targeting the commercial products business. The capital is expected to be used in the year 2022-2023

When no shareholder asked further question, he then informed that the Meeting 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.

After due consideration, the Meeting resolved as follows:

Resolution The Meeting has resolved to 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 with a total of votes of not less than three fourths of the shareholders attended the meeting and entitled to vote.

Approved	275,061,544	shares	equivalent to	95.1133
Disapproved	14,131,910	shares	equivalent to	4.8867
Abstained	0	shares	equivalent to	0.00
Voided Ballot	0	shares	equivalent to	0.00

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

Mr. Kittipong Kanokvilairat has informed the Meeting that according to 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 had been circulated to the shareholders along with the Meeting invitation.

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.

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.

Mr. Kittipong Kanokvilairat provided the opportunity for the shareholders to ask question. The shareholders asked the question as follows:

- Mr. Piyapong Prasartthong, the shareholder attended in person asked about the terms and details of the warrants (Singer-W3)
 - Mr. Kittipong Kanokvilairat explained that for Singer-W3 the term will not be exceeding one year and six months and the exercise period will be quarterly.

When no shareholder asked further question, he then informed that the Meeting to consider and approve the issuance and offering of warrants to subscribe for newly issued shares in the Company No. 3 (SINGER-W3).

After due consideration, the Meeting resolved as follows:

Resolution The Meeting has resolved to approve the issuance and offering of warrants to subscribe for the newly issued ordinary shares in the Company No. 3 ("SINGER-W3") as proposed above with a total of votes of 52 percent of the shareholders attended the meeting and entitled to vote.

Approved	275,922,244	shares	equivalent to	95.4110
Disapproved	13,271,210	shares	equivalent to	4.5890
Abstained	0	shares	equivalent to	0.00
Voided Ballot	0	shares	equivalent to	0.00

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

Mr. Kittipong Kanokvilairat has informed the Meeting that 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. He then informed that the allocation of the newly issued ordinary shares agenda for the shareholders to consider and approve will be divided into three sub-agenda items as follows:

6.1 To consider and approve the allocation of newly issued ordinary shares offering to the existing shareholders according to their shareholdings (Rights Offering)

Mr. Kittipong Kanokvilairat has informed the Meeting that the Company will 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 acknowledging 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 had been circulated to the shareholders along with the meeting invitation.

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.

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.

Mr. Kittipong Kanokvilairat provided the opportunity for the shareholders to ask question. The shareholders asked the questions as follows:

- Mr. Krailuek Phothiaphiyawisut, the shareholder attended in person asked whether the subscription date for U-city will be the same day as the subscription date for the existing shareholders or not.
 - Mr. Kittipong Kanokvilairat explained that the description date for U-City will be presented in next agenda and the subscription date for RO is expected to be in the middle of December.
- Mr. Piyapong Prasartthong, the shareholder attended in person asked whether the existing subscribers of newly issued ordinary shares will be allocated with warrants.
 - Mr. Kittipong Kanokvilairat explained that for this subscription of newly issued ordinary shares will not be allocated with warrants as the Board of Directors had passed the resolution only for the issuance of newly issued ordinary shares.
- Mr. Piyapong Prasartthong, the shareholder attended in person asked about agenda 5 and agenda 6 regarding the increase of the Company's registered capital and the allocation of newly ordinary shares of how will the Company invest, what are the objectives of the investments and whether there will be an increase in the number of shares or not.
 - Mr. Kittipong Kanokvilairat explained that according to the resolution that the Company had requested for the increase of the 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 newly issued ordinary shares in the amount of 305,007,841 shares, at a par value of 1.00 Baht per share, this amount of shares will be subsidized for the allocation for RO and PP shares including SINGER-W3. The capital received is expected to be 11,000 million Baht, the details are as specified in the documents had been prior provided to the shareholders along with the Meeting invitation. The Company will use the capital in the amount of 3,300 million Baht as the repayment of the debentures which term will be due in next year and the following year (2023). For another capital of 7,700 million Baht, 6,200 million Baht or equivalent to 80% of 7,700 million Baht will be provided for the hire to purchase loans for Car for Cash and the remaining 1,500 million Baht or equivalent to 20% will be provided for the hire to purchase loans for electrical appliances.
- Mr. Surapong Kongsook, the shareholder attended in person asked "For the new capital in amount of 3,300 million Baht, the Company will not spend all immediately, how would the Company provide the short-term investment for this capital."
 - Mr. Kittipong Kanokvilairat explained that the capital derived from the capital increase including the 3,300 million Baht will be used as the debentures

repayment for two periods of time which are the year 2022 for 1,500 million Baht and in the year 2023 for 1,800 million Baht. The proceeds received from this capital increase will be considered to invest in funds or any other income interest's investment or profitable. Any investments made by the Company will be proposed and approved by the Board of Directors which has been diligently considered every time by focusing on protecting the principle.

- Mr. Surapong Kongsook, the shareholder attended in person asked "Why the Company is not allocating the warrants this time?"
 - Mr. Kittipong Kanokvilairat explained that according to the resolution resolved by the Board of Directors' meeting, the Company will increase the capital totaling to 11,000 million Baht, which will be allocated to RO shares, PP shares, and SINGER-W3 and not issuing any more warrants to the existing shareholders due to the issuance of SINGER-W3 are allocated to the private placement investor or PP for the PP shareholder to maintain the shareholdings ratio. Furthermore, the existing shareholders of the Company still hold SINGER-W2 which is still effective. Hence, this capital increase had not been considered in allocating warrants, the details as proposed above
 - Mr. Adisak Sukumvitaya has provided more information that the reason why the Company is not allocating warrant this time is because the Company has a plan to provide the Pre-emptive right to the shareholders for from the listing of SG Capital Public Company Limited in the SET shortly.

When no shareholder asked further question, he then informed that the 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).

After due consideration, the Meeting resolved as follows:

Resolution The Meeting has resolved to approve the allocation of newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholdings (Rights Offering) as proposed above with a total of votes of 52 percent of the shareholders attended the meeting and entitled to vote.

Approved	289,148,144	shares	equivalent to	99.9843
Disapproved	45,310	shares	equivalent to	0.0157
Abstained	0	shares	equivalent to	0.00
Voided Ballot	0	shares	equivalent to	0.00

6.2 To consider and approve the allocation of newly issued ordinary shares to Private Placement Investor

Mr. Kittipong Kanokvilairat has informed the Meeting that the Company will 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 had been circulated to the shareholders along with the Meeting invitation.

Shareholding percentage of the private placement investor, who is not considered as the connected person of 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.

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.

Mr. Kittipong Kanokvilairat provided the opportunity for the shareholders to ask question. The shareholders asked the questions as follows:

- Miss Surapeenat Gaweewaj, the shareholder attended in person asked “Besides the investment funds, what is the synergy with U-city?”
 - Mr. Kittipong Kanokvilairat explained that currently, Singer is synergizing with Jaymart, the existing shareholders, and such cooperation results the Company to grow as evidence in the operating result. Hence, the investment from U-City will result in the collaboration of Singer Group with the BTS Group, which will see more of the collaboration after this. Initially, there was collaboration with the companies under BTS group in selling some of the goods through Singer’s online platform and there is also the opportunity to synergize with the Kerry which the shareholders will see the public opening later, after signing the MOU.
 - Mr. Adisak Sukumvitaya has provided further explanation that Jaymart is also currently exploring the business model in synergy between the affiliates and Singer, which has been 7 years and Singer plays the important role in the synergy. The BTS also has many affiliates under the group and have the capabilities to find the collaboration projects in various ways. The shareholders can be ensured that Singer will grow and there will be more expansion to the business. The shareholders can keep on posted with the news in the early of the year 2023 which might have the press release again.
- Mr. Krailuek Phothiaphianwisut, the shareholder attended in person asked “The subscription date for newly issued ordinary shares for U-City will be the same date as the existing shareholders or not?”
 - Mr. Kittipong Kanokvilairat explained that the RO capital increase will have the record date on the 2nd of November and the date determined for trading the new shares will

be from 7-14 December 2021. The subscription date for U-City will be determined and informed to the shareholders later on.

When no shareholder asked further question, he then informed that the Meeting to consider and approve the allocation of newly issued ordinary shares to Private Placement Investor

After due consideration, the Meeting resolved as follows:

Resolution The Meeting has resolved to approve the allocation of newly issued ordinary shares to Private Placement Investor as proposed above with a total of votes of 52 percent of the shareholders attended the meeting and entitled to vote.

Approved	275,061,544	shares	equivalent to	95.1133
Disapproved	14,131,910	shares	equivalent to	4.8867
Abstained	0	shares	equivalent to	0.00
Voided Ballot	0	shares	equivalent to	0.00

6.3 To consider and approve the allocation of newly issued ordinary shares reserved for the warrants to purchase the ordinary shares of the Company no.3 (SINGER-W3) which issued and offered to the subscribers and allotted with the newly issued ordinary shares issued and offered to the private placement investor

Mr. Kittipong Kanokvilairat has informed the Meeting that the Company will allocate the 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) have been circulated to the shareholders along with Meeting invitation.

Agenda 6.3 is 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.

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.

Mr. Kittipong Kanokvilairat provided the opportunity for the shareholders to ask question. Hence, no shareholder asked further question. He then informed that the Meeting to consider and approve the allocation of newly issued ordinary shares reserved for the warrants to purchase the ordinary shares of the Company no.3 (SINGER-W3) issued and offered to the subscribers and allotted with the newly issued ordinary shares issued and offered to the private placement investor.

After due consideration, the Meeting resolved as follows:

Resolution

The Meeting has resolved to approve the allocation of newly issued ordinary shares reserved for the warrants to purchase the ordinary shares of the Company no.3 (SINGER-W3) issued and offered to the subscribers and allotted with the newly issued ordinary shares issued and offered to the private placement investor. with a total of votes of no less than 52 percent of the shareholders attended the meeting and entitled to vote.

Approved	275,922,244	shares	equivalent to	95.4110
Disapproved	13,271,210	shares	equivalent to	4.5890
Abstained	0	shares	equivalent to	0.00
Voided Ballot	0	shares	equivalent to	0.00

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

Mr. Kittipong Kanokvilairat has invited Mr. Preecha Prakobkit, Chairman of Nomination and Remuneration and Corporate Governance Committee to inform the Meeting regarding this agenda.

Mr. Preecha Prakobkit, Chairman of Nomination and Remuneration and Corporate Governance Committee, has informed the Meeting that 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, Miss 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 Miss Chanthornjira Kongtongsmut to be appointed as a director of the Company.

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 Miss Chanthornjira Kongtongsmut, to support the business expansion of the Company. Miss 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.

Mr. Kittipong Kanokvilairat provided the opportunity for the shareholders to ask question. Hence, no shareholder asked further question. He then informed that the Meeting to consider and approve the increase in the number of directors and appointment of new director.

After due consideration, the Meeting resolved as follows:

Resolution The Meeting has resolved to approve the increase in the number of directors and appointment of new director with a total of votes of no less than 52 percent of the shareholders attended the meeting and entitled to vote.

Approved	289,109,044	shares	equivalent to	99.9708
Disapproved	84,410	shares	equivalent to	0.0292
Abstained	0	shares	equivalent to	0.00
Voided Ballot	0	shares	equivalent to	0.00

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

Mr. Kittipong Kanokvilairat has informed the Meeting that the Company desires to seek sources of funds 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 for working capital and 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 51st 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 redemption	Debenture holders may or may not have the right to redeem the debentures before the maturity date and/or 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.

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.

Mr. Kittipong Kanokvilairat provided the opportunity for the shareholders to ask question. The shareholders asked the question as follows:

- Mr. Piyapong Prasartthong, the shareholder attended in person asked “What is the investment for capital received from issuing the debentures, the period and terms of the debenture, the interest rate, will the interest payment be by quarter, and the tenor of debenture.”
- Mr. Kittipong Kanokvilairat explained concerning the question that the total debentures approved will result the Company's total debentures to 10,000 million Baht from the existing amount of 8,000 million Baht which increased from the approved amount of 5,000 million Baht and increased to 3,000 million Baht as approved by the shareholders last time. The term of the final amount repayment will be completed in 2023. Therefore, the Company wishes to propose for an approval to obtain more debentures for the amount of 2,000 million Baht for the purpose of loaning to the affiliates and serve as a working capital. As for the interest rate and the tenor of the debentures will be in line with the terms and conditions of the issuance of the debentures issued that time by determining from the market condition.
- Mr. Piyapong Prasartthong, the shareholder attended in person asked if the issuance of the debentures is offering to the general investor, high net worth investor, institutional investor, or private placement investor.
- Mr. Kittipong Kanokvilairat explained that the offering will be according to the market condition at that time and there will be the consultation with the financial advisors. For the past debentures have been majority offered to the institutional investor and high net worth investor.

- Mr. Piyapong Prasartthong, the shareholder attended in person asked if the new debentures issuance is to replace the prior debentures which terms will be completed soon or not.
- Mr. Kittipong Kanokvilairat explained that there will be some of the debentures, as currently there are 1,500 million Baht of debentures which will be due in the year 2023 and in the year 2024 there will be debentures which will be due in the amount of 1,800 million Baht until the year 2025 as the Company has already contributed the plans to use the funds and there will be some debentures for replacement which will be expected in 3 years after.

When no shareholder asked further question, he then informed the Meeting to consider and approve the issuance and offering of additional debentures in the maximum amount not exceeding 2,000 million Baht.

After due consideration, the Meeting resolved as follows:

Resolution The Meeting has resolved to approve the issuance and offering of additional debentures in the maximum amount not exceeding 2,000 million Baht with a total of votes of no less than three-fourths of the shareholders attended the meeting and entitled to vote.

Approved	288,332,744	shares	equivalent to	99.7024
Disapproved	860,710	shares	equivalent to	0.2976
Abstained	0	shares	equivalent to	0.00
Voided Ballot	0	shares	equivalent to	0.00

9. Other business (if any)

Mr. Kittipong Kanokvilairat asked if any shareholders would like to ask question, make a suggestion or propose any matter for the Meeting to consider.

- Mr. Piyapong Prasartthong, the shareholder attended in person asked “Due to the new spread of the Covid-19 virus, the Company’s customers especially the hire purchase loans for electrical appliances customers and the car loans customer are facing the payment problem due to the customers’ liquidity which result in the legal proceedings and debt claims. What is the Company’s action to assist the customers?”
- Mr. Kittipong Kanokvilairat explained that the Company has helped the customers according to the Bank of Thailand’s notifications in five ways as follows:
 1. To pay only the principle
 2. To pay only the interest
 3. To pay in half
 4. Debt moratorium
 5. Extending the instalment term

The Company ensures to assist the customers of the Company according to the Bank of Thailand's policy and have the assisting rate of 10% as presented for the acknowledgement in the SET channel. Furthermore, the Company aims to reduce the NPL rate within this year.

- Mr. Somjade Techaindrawong, the shareholder attended in person asked Mr. Adisak Sukumvitaya that “According to the original plan for the IPO listing of SGC in the year 2023 and the consolidated credit port will grow to 20,000 million Baht and how after the capital increase of PP and RO will increase the possibilities to grow in the term of 3 years and 5 years?”
- Mr. Adisak Sukumvitaya explained that the growth of Singer has always been our awareness and we have the goal to make Singer great again which will take time and congratulations to the management team that able to make Singer back to have great operating result and the most profitable in 132 years. The other concern is that after this capital increase that will result in 11,000 million Baht more registered capital, the Company must have the best financial management plan which challenges Singer to have accelerate growth in the next 3 years. The shareholders should keep on posted on how Singer will grow and continue to encourage the management team. When the capital increase transaction is accomplished, the management team will surely proceed to propose the plans that have been arranged to the shareholders for the acknowledgement again for both Singer and all Jaymart group to ensure the Company's possibilities to the accelerate growth. Capital derived shall be efficiently used.
- Mr. Suraphong Kongsook the shareholder attended in person asked if the hire purchase loans for trucks business is affected by the OPCB's regulation about the interest and other details which is currently in the hearing.
- Mr. Kittipong Kanokvilairat explained that the Company has considered the trends and the possibilities of the effects and would like to inform the shareholders that the the hire purchase loans for trucks is not subjected to the OPCB's leasing regulation and there are not many the contracts under the leasing OPCB's regulation. Hence, such regulation is not much affected the Company.

When no shareholders proposed any other subjects for consideration, Mr. Kittipong Kanokvilairat then invited Mr. Adisak Sukumvitaya, the Chairman of the Company.

Mr. Adisak Sukumvitaya stated that as the shareholders have acknowledged the news that the Company has a plan to list the Company's subsidiary, SG Capital Public Company Limited in the Stock Exchange of Thailand. As the representative of Jaymart Public Company Limited and desires to propose the additional agenda for the shareholders to acknowledge the plan concerning the listing of SG Capital Public Company Limited in the Stock Exchange of Thailand. And he then inquired Mr. Kittipong Kanokvilairat to provide further information regarding the criteria to propose additional agenda.

Mr. Kittipong Kanokvilairat further informed that pursuant to Public Limited Companies Act section 105 specified that the shareholders holding shares amounting to not less than one-

third of the total number of shares sold or equivalent to 33.33% may request the Meeting to consider the other matters than those indicated in the Meeting's invitation.

As Jay mart Public Company Limited holds the shares equivalent to 35.23% therefore it can request to propose additional agenda other matters than those indicated in the meeting invitation.

Mr. Kittipong Kanokvilairat asked if any shareholders had a different suggestion.

When no shareholder had a different suggestion, he then invited Mr. Adisak Sukumvitaya to explain the details concerning the additional agenda.

Mr Adisak Sukumvitaya, the proxy from Jay mart Public Company Limited to request one additional agenda namely, To acknowledge the plan on the listing of the shares of SG Capital Company Limited on the Stock Exchange of Thailand (SET) and the offering of newly issued ordinary shares in the initial public offering (IPO) including the existing shareholders of the Company according their shareholdings (Pre-emptive Right) and requested Mr. Kittipong Kanokvilairat to assist in providing more information to the shareholders.

Mr. Kittipong Kanokvilairat has informed the Meeting that the Board of Director's meeting has resolved to approve the public conversion SG Capital Company Limited or SGC, the subsidiary of the Company, and increase the registered capital of SGC for the amount of 820,000,000 shares or approximately equivalent to 25.1 percent of the paid-up capital for the initial public offering (IPO) including the existing shareholders of the Company according to their shareholding of the Company (Pre-emptive Right), and the listing of the ordinary shares of SGC on the Stock Exchange of Thailand. SG Capital Public Company Limited had preceded the public conversion registration on October 18, 2021.

Benefits from listing the SG Capital Public Company Limited's shares in the SE;

1. To provide alternatives to invest in either the Company or SG Capital Public Company Limited.
2. The listing of SGC shares on the SET will enhance SGC's funding mobilization channels, thereby enhancing its capacity and access to more funding sources by itself. Hence, SGC will have more flexibility and mobility to access funding sources

According to the plan to increase the capital of SG Capital Public Company Limited beside the public offering, SG Capital Public Company Limited will offer the newly issued ordinary shares to the existing shareholders of the Company according to their shareholdings and delegate the Company's Board of Directors, the Chief Executive Officer, or the person(s) designated by the Company's Board of Directors to consider and determine the date to designate the shareholders list who shall be entitled for such shares allocation (Record Date) and other additional conditions and details regarding the offering of newly issued ordinary shares to the Company's shareholders, including any the relevant proceedings in accordance with the completion of allocation of SGC's newly issued ordinary shares.

The offering of newly issued ordinary shares of SG Capital Public Company Limited to the existing shareholders of the Company according to their shareholdings will decrease the dilution effect on the Company's shareholders as the Company's shareholding in SGC will be decreased from 99.99 percent of SGC's registered capital to 74.9 percent of SGC's registered capital (calculated from the initial public offering including the offering to the existing shareholders in accordance to their shareholding of the Company).

The Company expects that SG Capital Public Company Limited will be able to offer the newly issued ordinary shares to the public in the year 2023 which the shareholders can obtain more information about the plan on the listing of the shares of SG Capital Company Limited on the Stock Exchange of Thailand (SET) from the Information Memorandum on the offering of newly issued ordinary shares in the initial public offering (IPO) and the listing of the shares of SG Capital Company Limited on the Stock Exchange of Thailand (SET) which have been provided to the shareholders prior to the Meeting.

Mr. Kittipong Kanokvilairat asked if any shareholders would like to ask question, make any suggestion, or propose any agenda.

- Mr. Piyapong Prasartthong, the shareholder attended in person asked whether this agenda would be the agenda for the Annual General Meeting of the shareholders for the year 2023 or not.
- Mr. Kittipong Kanokvilairat explained that this agenda will be recorded as in the Minutes of Extraordinary General Meeting of the shareholders no. 1/2021 in the agenda for other business which is for the acknowledgement.

When no shareholder asked further question, he then informed the Meeting that as this agenda is for acknowledgement and no vote has been casted and invited Mr. Adisak Sukumvitaya, Chairman of the Board, to give the closing speech.

Mr. Adisak Sukumvitaya, Chairman of the Board, expressed the gratitude to all the shareholders and the Board of Directors who participated in today's meeting and adjourned the Meeting at 11.55 a.m.

-Translation-

(Mr. Adisak Sukumvitaya)
Chairman of the Meeting

The minutes of meeting was reviewed by: Independent Legal Advisor