



At OP.SL. 026/2022

June 24th, 2022

Subject: Notification of resolution of the Board of Directors' Meeting No. 6/2022 regarding the offering and allocation of the increase capital for Private Placement and Schedule for the Extraordinary General Meeting of Shareholders No. 1/2022 (revised)

Attention: President, The Stock Exchange of Thailand

Enclosures: 1. Capital Increase Report Form (F53-4)
2. Information Memorandum on Offering and Allocation of Newly Issued Shares to Private Placement (PP) of Selic Corp Public Company Limited
3. Details of Market price calculation

According to the Board of Directors' Meeting No. 6/2022 of Selic Corp Public Company Limited (the "Company") which held on June 24, 2022 at 10.00 hrs. through electronic meeting (MS Team), resolved to approve significant matters as follows:

1. It was resolved to propose the shareholders' meeting to consider approving the reduction of the Company's registered capital of Baht 433.50 from the original registered capital of Baht 250,998,949.50 to Baht 250,998,516.00 by canceling unsold shares remaining in the amount of 867 shares with a par value of Baht 0.50 per share from the allocation to reserve for the stock dividend payment to the Company's shareholders and approve the amendment to Clause 4. Of the Memorandum of Association to be in line with the reduction of registered capital as follows:

Article 4	Registered capital	250,998,516.00	Baht	(Two hundred and fifty million, nine hundred and ninety eight thousand, five hundred and sixteen Baht)
	Divided into	501,997,032	shares	(Five hundred and one million, nine hundred and ninety seven thousand, and thirty two shares)
	Par value of	0.50	Baht	(Fifty satang)
	Divided into			
	Ordinary shares	501,997,032	shares	(Five hundred and one million, nine hundred and ninety seven thousand, and thirty two shares)
	Preferred shares	-	share	(Zero share)

2. It was resolved to propose the shareholders' meeting to consider approving the increase of the Company's registered capital of Baht 44,643,000 from the existing registered capital of Baht 250,998,516.00 to Baht 295,641,516.00 by issuing 89,286,000 shares, with a par value of Baht



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0.50 per share and approve the amendment to Clause 4. Of the Memorandum of Association to be in line with the increase of registered capital as follows:

Article 4 Registered capital	295,641,516.00	Baht	(Two hundred and ninety five million, six hundred and forty one thousand, five hundred and sixteen Baht)
Divided into	591,283,032	shares	(Five hundred and ninety one million, two hundred and eighty three thousand, and thirty two shares)
Par value of	0.50	Baht	(Fifty satang)
Divided into			
Ordinary shares	591,283,032	shares	(Five hundred and ninety one million, two hundred and eighty three thousand, and thirty two shares)
Preferred shares	-	share	(Zero share)

3. It was resolved to propose the shareholders' meeting to consider approving the allocation of not exceeding 89,286,000 newly issued ordinary shares of the Company at the par value of Baht 0.50 per share to Private Placement (PP) which is not a connected person of the Company (the "Investor"). Allocation the newly issued shares in the amount of not exceeding 89,286,000 shares with per par value of Baht 0.50 per share at the offering price of Baht 2.80 per share, or total amount of Baht 250,000,800 to Mr. Vitoon Vongkusolkrit.

In this regards, the issuance of such newly issued ordinary shares is a share offering where the Board of Directors specify the exact offering price to propose to the shareholders' meeting to consider specifying the exact offering price at Baht 2.80 per share, which is not lower than 90 percent of the market price pursuant to the requirements the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Company to offer newly issued shares to specific investors dated October 28, 2015 (as amended) (Notification No. TorJor. 72/2558). The market price for the offering of the newly issued ordinary shares to the Investor is calculated from the weighted-average price of the Company's shares traded on the SET during the period of at least 7 consecutive business days but not exceeding 15 consecutive days prior to the date on which the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares to private placement, whereby the weight average price. However, the Board of Director shall offer new ordinary shares at a discount price is not lower than 90% of the market price or not more than 10% of the weight averaged price.

In this regard, if the offering price of the newly issued ordinary shares by way of private placement is lower than 90 percent of [the weighted average market price before the date of the offering new shares to investor](#), the Company is obliged to prohibit the Investor from selling all such newly



issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Investor may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (as amended).

The said issuance of such newly issued ordinary shares shall be approved by shareholders' meeting with the votes of not less than three-fourths (3/4) of the total votes of shareholders who attend the meeting and have the right to vote.

After the issuance and allocation of new ordinary shares of the Company for offering to the investor. The Investor will become shareholders of 15.10% of the paid-up share of the company (after the registration of the increase of the Company's paid-up capital). In this regard, the Investor does not have any related persons holding the shares of the Company, which will cause to include securities holding in order to make a tender offer for all of the Company's securities (Tender Offer), that is, no other person has a relationship or action (Concert Party) or there is no person under Section 258 of the Securities and Exchange Act B.E. 2535 (and as amended) or there is no person holding shares (Nominee) therefore, there is no duty to make a tender offer for all the securities of the Company (Tender Offer) since the acquisition of the Company's shares Less than 25 percent of the total voting rights of the company according to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and which has been amended).

In addition, the Board of Directors' Meeting resolved to grant approval to propose the Shareholders' Meeting to consider authorizing the Board of Directors or the person authorized by the Board of Directors to take any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET;
- (2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies and /or other relevant authorities, and
- (3) The listing of the Company's newly issued ordinary shares on the SET, and



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- (4) To have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares of private placement.

Pursuant to the Notification No. TorJor. 72/2558, the Company is required to complete the share offering within the period as approved by the Shareholders' Meeting, but not exceeding 3 months from the date the Shareholders' Meeting passes its resolution to approve the offering of the newly issued shares, or complete the share offering within 12 months from the date the Shareholders' Meeting passes its resolution to approve the share offering in the event where it is clearly specified by resolution of the Shareholders' Meeting that upon a lapse of such 3 months, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.

Please refer to the details of the issuance, offering and allocation of the Company's newly issued ordinary shares in the Capital Increase Report Form (F 53-4) (Enclosure No. 1) and the Information Memorandum on Offering of Newly Issued Shares of Selic Corp Public Company Limited to Private Placement (Enclosure No.2).

4. It was resolved to propose the shareholders' meeting to consider approving amendment of the Company's Articles of Association item 28, 32, 36, 37, and 38 as follows:

Existing	Proposed Amendment
Item 28. In summoning a meeting of the board of directors, the chairman of the board or the person entrusted shall send a written notice summoning a meeting to directors not less than seven days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed. At least two directors for a summons of a meeting of the board of directors, the chairman of the board shall fix the date of the meeting within fourteen days as from the date of the request.	Item 28. In summoning a meeting of the board of directors, the chairman of the board or the person entrusted shall send a written notice summoning a meeting to directors not less than <u>three days</u> prior to the date of the meeting except that, in case of an emergency to protect rights or benefits of the company, the notice period may be shortened and can be sent <u>via electronic</u> or other means and an earlier date of the meeting may be fixed. At least two directors for a summons of a meeting of the board of directors, the chairman of the board shall fix the date of the meeting within fourteen days as from the date of the request. <u>When sending letters or any documents under this Act to directors, shareholders, or company creditors, the company or the board of directors may send the same by electronic means provided that the recipient either declares an intention or gives consent to receive the letters or any documents via electronic means, according to the criteria stipulated by the registrar.</u>
Item 32. The board of directors must meet at least once every three months at the locality where the principal business office of the	Item 32. The board of directors must meet at least once every three months at the locality where the principal business office of the company is located or



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Existing	Proposed Amendment
company is located or in a nearby province, unless the articles of association of the company require meetings to be held elsewhere.	in a nearby province, as the board of director requires meetings to be held elsewhere. <u>A board of directors meeting may be held via electronic means in compliance with relevant regulations regarding e-Meetings if there are no prohibitions under its articles of association. If holding a board of directors meeting via electronic means, the venue for the meeting is deemed to be held at the head office of the company.</u>
Item 36. The board of directors must cause an annual ordinary meeting of shareholders to be held within four months as from the date on which the accounting year of the company ends. Meetings of shareholders other than the one under paragraph one shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting whenever it deems appropriate. One or more shareholders holding an aggregate number of shares not less than ten (10) percent of the total shares sold may make a request in writing to the board of directors to summon a shareholders' meeting as an extraordinary meeting by stating the reason for calling the meeting. In such a case, the board of directors must convene a shareholders' meeting within forty-five (45) days from the date of receipt of such request. In case where the board of directors does not arrange for the meeting to be held within the period specified in the third paragraph, the shareholders signing the request or any other shareholders holding an aggregate number of shares as prescribed may be called the meeting by themselves within forty-five (45) days from the end of the period specified in the third paragraph. In such case, the meeting shall be considered as duly called by the board of directors, and the company shall bear the necessary expenses incurred from the arrangement for such meeting and shall facilitating the said arrangement as appropriate.	Item 36. The board of directors must cause an annual ordinary meeting of shareholders to be held within four months as from the date on which the accounting year of the company ends. Meetings of shareholders other than the one under paragraph one shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting whenever it deems appropriate. <u>A shareholders meeting can be held electronically in compliance with the relevant laws regarding e-Meetings unless it is explicitly prohibited by the articles of association of the company. The venue for such meeting is deemed to be held at the head office of the company.</u> One or more shareholders holding an aggregate number of shares not less than ten (10) percent of the total shares sold may make a request in writing to the board of directors to summon a shareholders' meeting as an extraordinary meeting by stating the reason for calling the meeting. In such a case, the board of directors must convene a shareholders' meeting within forty-five (45) days from the date of receipt of such request. In case where the board of directors does not arrange for the meeting to be held within the period specified in the <u>fourth</u> paragraph, the shareholders signing the request or any other shareholders holding an aggregate number of shares as prescribed may be called the meeting by themselves within forty-five (45) days from the end of the period specified in the third paragraph. In such case, the meeting shall be considered as duly called by the board of directors, and the company shall bear the necessary expenses incurred from the arrangement for such meeting and shall facilitating the said arrangement as appropriate.



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Existing	Proposed Amendment
Where it appears that, at any meeting of shareholders called by the shareholders in accordance with the fourth paragraph, the number of shareholders attending the meeting is not sufficient to constitute a quorum as prescribed in Item 38, those shareholders under fourth paragraph shall jointly reimburse the company for all the expenses incurred from the arrangement for such meeting.	Where it appears that, at any meeting of shareholders called by the shareholders in accordance with the <u>fifth</u> paragraph, the number of shareholders attending the meeting is not sufficient to constitute a quorum as prescribed in Item 38, those shareholders under <u>fifth</u> paragraph shall jointly reimburse the company for all the expenses incurred from the arrangement for such meeting. <u>In this case, the notice for the shareholders meeting can be sent to shareholders by electronic means, provided that the recipients of such notice either declare his/her intention or give consent to receive such notice via electronic means to the company or board of directors in Item 37 under second paragraph.</u>
Item 37 In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting, together with reasonable details and a clear indication as to whether such matters are to be submitted for information, approval or consideration, as the case may be, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three (3) consecutive days prior to the date of the meeting. The place for the meeting under paragraph one must be in the locality where the principal business office of the company is located or in a nearby province, unless otherwise provided in the articles of association.	Item 37 In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting, together with reasonable details and a clear indication as to whether such matters are to be submitted for information, approval or consideration, as the case may be, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three (3) consecutive days prior to the date of the meeting. <u>When sending letters or any documents under this Act to directors, shareholders, or company creditors, the company or the board of directors may send the same by electronic means provided that the recipient either declares an intention or gives consent to receive the letters or any documents via electronic means, according to the criteria stipulated by the registrar.</u> <u>Under first paragraph, advertising of notice, warning, letters, or any statements to the public required under the Act to be published in a local newspaper may also be undertaken by electronic means according to the criteria stipulated by the registrar.</u> The place for the meeting under paragraph one must be in the locality where the principal business office of



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Existing	Proposed Amendment
	the company is located or in a nearby province, unless otherwise provided in the articles of association. <u>A shareholders meeting can be held electronically in compliance with the relevant laws regarding e-Meetings unless it is explicitly prohibited by the articles of association of the company.</u> <u>The venue for such meeting under fifth paragraph is deemed to be held at the head office of the company.</u>
Item 38 At a meeting of shareholders, the presence of not less than twenty five shareholders and their proxies (if any) or not less than one half of the total number of shareholders, with the aggregate number of shares of not less than one-third of the number of shares sold, is required to constitute a quorum. In the case where, at any meeting of shareholders, it appears that after an hour from the appointed time the quorum is not constituted by the presence of shareholders as prescribed under paragraph one. If the meeting of shareholders had not been summoned upon the requisition of shareholders, another meeting shall be summoned, and a written notice summoning the meeting shall be sent to the shareholders not less than seven days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.	Item 38 At a meeting of shareholders, the presence of not less than twenty five shareholders and their proxies (if any) or not less than one half of the total number of shareholders, with the aggregate number of shares of not less than one-third of the number of shares sold, is required to constitute a quorum. In the case where, at any meeting of shareholders, it appears that after an hour from the appointed time the quorum is not constituted by the presence of shareholders as prescribed under paragraph one. If the meeting of shareholders had not been summoned upon the requisition of shareholders, another meeting shall be summoned, and a written notice summoning the meeting shall be sent to the shareholders not less than seven days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted. <u>Shareholders may also appoint proxies under first paragraph to attend a shareholders meeting by electronic means provided that the methods are safe, traceable, the form is in fact filled out by a shareholder, and the steps are in compliance with the criteria stipulated by the registrar.</u>

5. It was resolved to schedule the date of the Extraordinary General Meeting of Shareholders No.1/2022 to be held on August 11, 2022 at 14.00 hrs. through electronic meeting platform (E-EGM) whereas July 11, 2022 scheduled as the date for determining the name of shareholders who are entitled to attend the meeting (Record Date) with the following agendas:

Agenda 1 To consider approving the Minutes of the Annual General Meeting of Shareholders year 2022, which was held on April 27, 2022

Agenda 2 To consider approving the reduction of the registered capital of Baht 433.50 from the current registered capital of Baht 250,998,949.50 to Baht 250,998,516.00 by canceling unsold shares remaining in the amount of 867 shares with a par value of Baht 0.50 per share and to consider approving the



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amendment of Clause 4 of the Memorandum of Association of the Company according to the reduction of the Company's registered capital

Agenda 3 To consider approving the increasing of the registered capital of Baht 44,643,000 from the current registered capital of Baht 250,998,516.00 to Baht 295,641,516.00 by issuing 89,286,000 newly issued ordinary shares at the par value of Baht 0.50 per share and to consider approving the amendment of Clause 4 of the Memorandum of Association of the Company according to the increasing of the Company's registered capital.

Agenda 4 To consider approving the allocation of newly issued ordinary shares by private placement.

Agenda 5 To consider approving amendment the Company's Articles of Association

Agenda 6 To consider other matters (if any)

Please be informed accordingly.

Yours sincerely,

(Ms. Yuwadee Aiamsontisup)

Chief Executive Officer

(F53-4)

Capital Increase Report Form
Selic Corp Public Company Limited
June 24, 2022

We, Selic Corp Public Company Limited, would like to report the resolutions of the Board of Directors' Meeting No. 6/2022 on June 24, 2022 concerning the capital decrease and capital increase and the allotment of new shares as follows:

1. Capital Decrease and Increase

1.1 The Meeting of The Board of Directors passed a resolution approving the decrease of the Company's registered capital from Baht 250,998,949.50 to Baht 250,998,516.00 by the remaining from stock dividends last year for Baht 433.50 or 867 shares at a par value of Baht 0.50 per share.

1.2 The Board of Directors resolved to increase the registered capital of the Company from Baht 250,998,516.00 to Baht 295,641,516 by issuing 89,286,000 ordinary shares at a par value of Baht 0.50 per share, totaling Baht 44,643,000 as follows:

Type of Capital Increase	Type of Share	Number of Shares (shares)	Par Value (Baht/Share)	Total (Baht)
☒ Specifying the purpose of utilizing proceeds	Ordinary	89,286,000	0.50	44,643,000

2. Allocation of new shares

2.1 Specifying the purpose of utilizing proceeds

Allocation to	No. of Shares (Shares) (not exceeding)	Ratio Old : New	Offering Price (Baht/Share)	Share Subscription and Payment Period
Mr. Vitoon Vongkusolkrit	89,286,000	15.10%	2.80	Within Quarter 3/2022

Remarks:

- (1) The Company shall issue newly issued shares not exceeding 89,286,000 shares with a par value of Baht 0.50 per share at the offering price of Baht 2.80 per share totaling Baht 250,000,800 to Mr. Vitoon Vongkusolkrit, the details are which appear in the information memorandum on the offering of newly issued ordinary shares to a specific person of the Company (Enclosure No. 2).

In this regard, the issuance of such newly issued ordinary shares is a share offering where the Board of Directors resolves to specify the exact offering price to propose to the Shareholders' Meeting to consider specifying the exact offering which is the requirements the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the "Notification No. TorJor. 72/2558") where;

- 1.1 The qualifications of specific investors are as follows:
 - 1.1.1 Not a person and/or a juristic person connected to the Company.
 - 1.1.2 To be a potential person and/or a juristic person who has financial and capital stability and the ability to pay the share subscription within prescribed schedule.
 - 1.1.3 Agree and accept the offering price determined by the Company, the offering price is referred to the market price at the offering period.
 - 1.2 The offering price of ordinary shares to the specific investors (Private Placement)
 - 1.2.1 The offering price of ordinary shares to the specific investors (Private Placement) will not be lower than the weighted average historical market price, not less than 7 consecutive business days but not more than 15 consecutive business days prior to the offering price determination date.
 - 1.2.2 The Board of Directors may determine the offering price with not over than 10% discount of the offering price calculated as (1.2.1). The mentioned discount is determined by the Board of Directors with the best benefit of the Company, and also the market condition at that time.
 - 1.2.3 Should the offering price of the newly issued ordinary shares by way of private placement be lower than 90 percent of [the weighted average market price before the date of the offering new shares to investor](#), the Company is obliged to prohibit the Investor from selling all such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Investor may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated 11 May 2015 (as amended)
- (2) The Board of Directors or the person(s) entrusted by the Board of Directors or the Executive Committee shall be empowered
- 2.1 To consider and determine the details with regards to the issuance of newly issued ordinary shares to the specific investors (Private Placement) which including but not limited to the offering price of the shares to the specific investors including conditions necessary and relevant to the allocation and offering.
 - 2.2 To correct words or texts in any related document such as minutes of meeting, memorandum, application form and/or take any action to comply with the Registrar request for the Company's capital register to the Department of Business Development, Ministry of Commerce
 - 2.3 To execute the application and necessary supporting documents relevant to the issuance and allotment to the specific investors (Private Placement), including to contact and file such application and documents to the authorities or government agencies concerning the new share issuance and the listing of the new shares on the Stock Exchange of Thailand.
 - 2.4 To take any other action which are deemed necessary and appropriate to the issuance and allotment to the specific investors (Private Placement)
- (3) Pursuant to the Notification No. TorJor. 72/2558, the Company is required to complete the share offering within the period as approved by the Shareholders' Meeting, but not exceeding 3 months from the date the Shareholders' Meeting passes its resolution to approve the offering of the newly issued shares, or complete the share offering within 12 months from the date the Shareholders' Meeting passes its resolution to approve the share offering in the event where it is clearly specified by the Shareholders' Meeting that upon a lapse of such 3 months, the Board of Directors or the

person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.

3. Schedule for a Shareholders' Meeting to approve the Capital Increase

The Extraordinary General Meeting of Shareholders No. 1/2022 is scheduled to be held on August 11, 2022 at 14.00 hrs. through electronic meeting platform (E-EGM), whereby:

The record date to determine the list of shareholders entitled to attend the Shareholders' meeting	July 11, 2022
The Extraordinary General Meeting of Shareholders No. 1/2022	August 11, 2022

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any):

To register the increase in registered capital and the paid-up capital with the Department of Business Development, Ministry of Commerce. The Company shall submit the request to list newly-issued shares from stock dividends payment with the Stock Exchange of Thailand.

5. Objectives of the Capital Increase and Plans for Utilizing Proceeds received from the Capital Increase:

The Company intends to raise capital to provide funding for future expansion. Moreover, the Company plans to use the proceeds from this capital increase [amounting to 250 million Baht for](#) Company's investment plan in the Health Care and Medical supplies which represents approximately 600 million Baht (not exceeding). However, if the Company requires more investments than the amount received from the capital increase, the Company will consider using other sources of financing while considering financial performance of the Company and Capital market situation in order to achieve maximum benefit to the Company and shareholders, together with the Company considering investors with capital potential and wishing to invest in its business. Therefore, the Company has entered into negotiations with investors until success.

In this regard, the investment in the said project, it is still in the process of negotiating with the counterparty. If the investment negotiation is successful, the Company will disclose the information to the Stock Exchange of Thailand and take other actions as required by relevant laws and regulations.

6. Benefits which the Company will receive from the Capital Increase/Share Allotment:

The capital increase will result in a stronger and more stable financial structure, and the Company will receive funds to be used to invest in new projects with high potential and support future business expansion of the Company, and also help reduce financial costs which will bring benefits and profits to the company, as well as create more value for shareholders in the long term.

In addition, the capital increase to a specific investor (Private Placement) will reduce the burden of capital increase for the existing shareholders of the Company. Also, it can be operated immediately after being approved by the existing shareholders of the Company.

7. Benefits which Shareholders will receive from the Capital Increase/share Allotment:

Shareholders will receive benefits in the form of an increase in share value and dividends, which the company has a policy to pay dividends to shareholders at the rate of 40 percent of the net profit according to its separate financial statements after deduction of all types of reserves stipulated in the Company's Articles of Association and by law which states that the dividend

payment shall not affect operations, financial condition, liquidity, business expansion. Any other future necessities and other factors related to the Company's management.

In this regard, when comparing the benefits that shareholders will receive from the capital increase to a specific investor (Private Placement) transaction with the impact on their share of profits or their voting rights, the Company foresees that the offering of new ordinary shares will be more beneficial to the shareholders compared to the effect on share price or voting rights dilution because the Company will receive funds to be used as a source of funds to support the investment expansion and development of the Company's power plant projects. This will strengthen both the financial structure and the company's debt-to-equity ratio in the long run. As a result, the company The ability to borrow more for investment in future projects.

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

The issue, offer, and allotment of newly issued ordinary shares to specific investor may have the following effect:

8.1 Price dilution

$$\begin{aligned} & \text{Pre-offering market price}^1 - \text{Post-offering market price}^2 / \text{Pre-offering market price}^1 \\ &= 2.48 \text{ Baht} - 2.53 \text{ Baht} / 2.48 \text{ Baht} \\ &= -2.02\% \end{aligned}$$

Whereas:

¹ Pre-offering market price is calculated based on the weighted average trading price of the Company's share during the past 15 business days before the date of the board of directors' meeting on June 24, 2022. The market price, calculated from the weighted average trading price during June 2, 2022 to June 23, 2022, is equivalent to Baht 2.48 per share.

² Post-offering market price

$$\begin{aligned} &= \frac{(\text{No. of paid-up shares} \times \text{market price}) + (\text{No. of PP shares} \times \text{Offering price})}{\text{No. of paid-up shares} + \text{No. of PP shares}} \\ &= ((501,997,032 \times 2.48) + (89,286,000 \times 2.80)) / (501,997,032 + 89,286,000) \\ &= \text{Baht } 2.53 \end{aligned}$$

Therefore, after the allotment of newly issued ordinary shares to specific investor, price dilution is - 2.02 %

8.2 Control Dilution

$$\begin{aligned} & \text{No. of newly issued shares} / \text{No. of paid-up shares} + \text{No. of newly issued shares} \\ &= 89,286,000 / (501,997,032 + 89,286,000) \\ &= 15.10\% \end{aligned}$$

Therefore, after the allotment of newly issued ordinary shares to specific investor, voting right of the existing shareholders will decrease by 15.10%

8.3 Earning Per Share Dilution

$$\begin{aligned}
 &= \text{EPS before offering}^{(1)} - \text{EPS after offering}^{(2)} \times 100 / \text{EPS before offering}^{(1)} \\
 &= ((11,717,022 / 501,997,032) - (11,717,022 / 591,283,032)) / (11,717,022 / 501,997,032) \\
 &= 15.10\%
 \end{aligned}$$

Whereby;

⁽¹⁾ EPS before offering = net profit / No. of paid-up shares

⁽²⁾ EPS after offering = net profit / (No. of paid-up shares + No. of shares offered sales this time)

9. Schedule of action of the Board of Directors passed a resolution approving the capital increase or allotment of newly-issued shares:

No.	Procedures of the Capital Increase	Date/Month/Year
1	The Board of Directors' Meeting No. 6/2022	June 24, 2022
2	The record date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022	July 11, 2022
3	The Extraordinary General Meeting of Shareholders No. 1/2022	August 11, 2022
4	Proceed with the registration of the capital increase with the Department of Business Development, Ministry of Commerce	Within 14 days from the date on which approval is granted by the Shareholders' Meeting
5	Private placement of the newly issued ordinary shares	Within 3 months from the date of the Shareholders' Meeting's resolution or within 12 months from the date of the Shareholders' Meeting's resolution to approve the share offering should the Shareholders' Meeting clearly resolve that upon a lapse of such 3 months, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period
6	Registration of the change of the paid-up capital with the Ministry of Commerce	Within 14 days from the date of the Company's receipt of payments for the newly issued ordinary shares

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

..... Authorized Director

(Mr. Ek Suwatthanaphim, Mr. Narong Suwatthanaphim)

**Information Memorandum regarding the allocation of the newly issued shares to the
Specific Investors (Private Placement : PP)
Selic Corp Public Company Limited**

According to the Board of Directors' Meeting No. 6/2022 of Selic Corp Public Company Limited (the "Company") which held on June 24, 2022 at 10.00 hrs. through electronic meeting (MS Team), resolved to approve to propose the shareholders' meeting to consider approving the allocation of Newly issued ordinary shares of the Company as following details:

Allocation the newly issued shares in the amount of not exceeding 89,286,000 shares or approximately 15.10 percent of issued shares after the capital increase with per par value of Baht 0.50 per share at the offering price of Baht 2.80 per share, or total amount of Baht 250,000,800 to Mr. Vitoon Vongkusolkrit. The details are as follows:

Specific Investor	No. of shares offering (shares)	Offering Price (Baht / share)	Total Value (Baht)	Shareholding proportion compared to the number of issued and paid-up shares of the company	
				Current	After PP
Mr. Vitoon Vongkusolkrit	89,286,000	2.80	250,000,800	-	15.10%

In this regard, the "Market Price" is considered from the market price which refers to volume weighted average price of the Company's ordinary shares traded on the SET of not less than 7 consecutive business days and not exceeding 15 consecutive business days prior to the date on which the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares by way of private placement, whereby the weighted average price of the Company's shares for the previous 15 consecutive business days.

However, if the offering price of newly issued ordinary shares to a specific person (Private Placement) is lower than 90 percent of the [weighted average market price before the date of the offering new shares to investor](#), the Company has a duty to prohibit investors from selling all such newly issued ordinary shares within one year from the date of the Company's newly issued ordinary shares trading in the Stock Exchange of Thailand (Silent Period) after the date on which the Company's newly issued ordinary shares started trading on the stock exchange. After a period of 6 months, investors will be able to gradually sell the prohibited shares in the amount of 25% of the total shares prohibited from sale, in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of the Request for the Acceptance of Ordinary Shares or Preferred Shares in the Capital Increase as Listed Securities B.E. 2558 dated May 11, 2015 (and as amended).

After the issuance and allocation of the Company's newly issued ordinary shares for sale to such investors, the investor will become a shareholder of 15.10% of the total issued shares of the Company (After the registration of the increase of the paid-up capital of the Company). In this regard, the investor has no related person holding the Company's shares which does not need to include the holding of securities for making a tender offer for all securities of the Company (Tender Offer). From the reasons

that, the investors have no relationship with or has acted together (Concert Party) or has no person under Section 258. under the Securities and Exchange Act B.E. 2535 (and as amended) or no person holding shares in place of (Nominee)) is not obliged to make a tender offer for all securities of the Company (Tender Offer) because it has acquired shares of the Company less than 25 percent of the total voting rights of the Company According to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and as amended).

In addition, the Board of Directors Meeting resolved to grant approval to propose the Shareholders Meeting to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to take any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET;
- (2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies and /or other relevant authorities, and
- (3) The listing of the Company's newly issued ordinary shares on the SET, and
- (4) To have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares of private placement.

The Company would like to inform information about the issuance and offering of newly issued ordinary shares to specific investors, together with information that is essential to the decision of the shareholders. The details are as follows.

1. Date / Month / Year of the Transaction

The Company will proceed with the PP Transactions after obtaining an approval from the Extraordinary Meeting of Shareholders of the Company No. 1/2022 which will be held on August, 11, 2022. In addition, the Company expects the proceeding under the PP Transactions to be completed within the 3rd quarter of 2022.

2. Contractual Parties and Relationship with the Company

Issuers	: Selic Corp Public Company Limited
Persons being offered with shares	: Mr. Vitoon Vongkusolkrit
Relationship with the Company	: The Investors are not a connected person of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions

(as amended) and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (A.D. 2003) (as amended) (the “Connected Transactions Notification”).

Relationship with the Company’s directors, executives or major shareholders : The Investors is not connected persons of the Company according to the Connected Transactions Notification and have no relationship with directors, management and major shareholder of the Company.

3. Characteristics of the Transaction

3.1 Information of Specific Investors

Investor name : Mr. Vitoon Vongkusolkrit

Nationality : Thai

Address : 102 Soi Phromchit (Sukhumvit 39), Khlong Tan Nuea, Watthana, Bangkok, 10250

Career and Profession/Experience :

- Shareholder and Honorary Advisor, Mitr Phol Sugar Corporation Limited
- Shareholder and Co-Founder, Banpu Public Company Limited
- Shareholder and Co-Founder, The Erawan Group Public Company Limited
- Chairman, Thai Chemecal & Engineering Co., Ltd.

Relationship with the Company : None

3.2 Basis Used to Determine the Offering Price, Market Price and Appropriateness of the Offering Price

The determination of the offering price equivalent to 2.80 baht per share, which offering to the investors is appropriate as it refers to market price and negotiation, which is not less than 90 percent of the market price equivalent to 2.23 Baht per share. Therefore, the issuance and offering of the newly issued ordinary shares is not considered as the offering of newly shares at the low price.

In consideration of the market price, the Company uses the volume weighted average price of the Company’s ordinary shares traded on the SET during the 15 consecutive business days prior to the date on which Board of Directors’ Meeting of the Company resolved to propose to the shareholders’ meeting to consider and approve the said offering of newly issued ordinary shares.

4. Objectives of Capital Increase and Plans for Utilizing Proceeds Received from the Capital Increase

The Company intends to raise capital to provide funding for future expansion. Moreover, the Company plans to use the proceeds from this capital increase **amounting to 250 million Baht for** Company’s investment plan in the Health Care and Medical supplies which represents approximately 6 0 0 million Baht (not exceeding). However, if the Company requires more investments than the amount received from the capital increase, the Company will consider using other sources of financing while considering financial performance of the Company and Capital market situation in order to achieve maximum benefit to the Company and shareholders, together with the Company considering investors with capital potential

and wishing to invest in its business. Therefore, the Company has entered into negotiations with investors until success.

In this regard, the investment in the said project may contain uncertainty because it is still in the process of negotiating with the counterparty. If the investment negotiation is successful, the Company will disclose the information to the Stock Exchange of Thailand and take other actions as required by relevant laws and regulations.

5. Effects from Capital Increase or Share Allocation through Private Placement

5.1 Effect to the existing shareholders from share allocation

5.1.1 Price dilution

$$\begin{aligned} &= \text{Pre-offering market price}^1 - \text{Post-offering market price}^2 / \text{Pre-offering market price}^1 \\ &= 2.48 \text{ Baht} - 2.53 \text{ Baht} / 2.48 \text{ Baht} \\ &= -2.02\% \end{aligned}$$

Whereas:

¹ Pre-offering market price is calculated based on the weighted average trading price of the Company's share during the past 15 business days before the date of the board of directors' meeting on June 24, 2022. The market price, calculated from the weighted average trading price during June 2, 2022 to June 23, 2022, is equivalent to Baht 2.48 per share.

² Post-offering market price

$$\begin{aligned} &= \frac{(\text{No. of paid-up shares} \times \text{market price}) + (\text{No. of PP shares} \times \text{Offering price})}{\text{No. of paid-up shares} + \text{No. of PP shares}} \\ &= ((501,997,032 \times 2.48) + (89,286,000 \times 2.80)) / (501,997,032 + 89,286,000) \\ &= \text{Baht } 2.53 \end{aligned}$$

Therefore, after the allotment of newly issued ordinary shares to specific investor, price dilution is - 2.02 %

5.1.2 Control dilution

$$\begin{aligned} &= \text{No. of newly issued shares} / \text{No. of paid-up shares} + \text{No. of newly issued shares} \\ &= 89,286,000 / (501,997,032 + 89,286,000) \\ &= 15.10\% \end{aligned}$$

Therefore, after the allotment of newly issued ordinary shares to specific investor, voting right of the existing shareholders will decrease by 15.10%

5.1.3 Earnings Per Share Dilution

$$\begin{aligned} &= \text{EPS before offering}^{(1)} - \text{EPS after offering}^{(2)} \times 100 / \text{EPS before offering}^{(1)} \\ &= ((11,717,022 / 501,997,032) - (11,717,022 / 591,283,032)) / (11,717,022 / 501,997,032) \\ &= 15.10\% \end{aligned}$$

Whereby;

⁽¹⁾ EPS before offering = net profit / No. of paid-up shares

⁽²⁾ EPS after offering = net profit / (No. of paid-up shares + No. of shares offered sales this time)

5.2 Worthiness to the Shareholders compared with impact to Earnings per Share Dilution or Control Dilution

Comparing the benefits that the shareholders will receive from the PP transaction with the impact on the share of profits or voting rights of the shareholders as detailed above, the Company has the opinion that the offering of the newly issued ordinary shares will benefit the shareholders. holding more than the impact on the decline in the share price or the voting rights of the shareholders because besides the company will receive funds to be used as a source of funds to support the Company's operational plans. This will strengthen both the financial structure and the company's long-term debt-to-equity ratio and increase the financial flexibility of future projects for the benefit of the shareholder.

6. Opinion of the Board of Directors

6.1 Necessity for Capital Increase

Board of Directors has the opinion that the issuance and offering of newly issued ordinary shares of the Company to the specific investors will support the Company's source of funds to finance the current business plan and expansion the business in the future. The Company has conducted a feasibility study of the project including considering the proposal and conditions for investing in the medical supplies project being reviewed and considered by investment committee, risk management committee, and audit committee. The issuance and offering of new ordinary shares will allow the Company to raise funds within a short period of time and reduce the burden of existing shareholders in the capital increase.

However, if the company does not receive money from this capital increase, the Company will miss an opportunity to further expand and expand its business according to the Company's business plan. Also, there may be uncertainty for the investment in the said medical supplies project as It still in the process of negotiating with the counterparty. As a result, the Company may consider using it as working capital of the Company in the negotiation period. If investment negotiation is successful, the Company will disclose the information to the Stock Exchange of Thailand and take other actions as required by relevant laws and regulations.

For that reason, the Board of Directors has the opinion that the Company requires additional capital to support its business operations at present and expanding the business in the future.

6.2 Possibility of the Plan for Use of Proceeds and Sufficiency of Source of Capital

The Company expects to proceed with issuing and offering new shares to investors including receiving fund from the issuance and offering of newly issued ordinary shares of the Company to the specific investors to be completed within the period specified in the announcement No. TorJor. 72/2558 and as approved by the shareholders' meeting within the 3rd quarter of Year 2022.

6.3 Potential Impact of Capital Increase on the Company's Business Operations, Financial Position and Operating Results

The Board of Directors has the opinion that the Company's increasing the registered capital by issuing the new shares to the specific investors will strengthen both the financial structure and the long-term debt-to equity ratio. This will increase the financial flexibility of the project in the future. Therefore, the capital increase will not adversely affect the business operation, financial position and performance of the Company.

6.4 Justifications of the Offering Price of Newly Issued Shares by way of Private Placement and Backgrounds for Determination of the Offering Price

The Company determines the offering price which is negotiated between the Company and the investors by considering it from the market price of the Company's shares which is calculated from the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for a period of 15 consecutive business days prior to the date of the Board of Directors' meeting, that is, between June 2, 2022 and June 23, 2022, which is equal to 2.48 Baht per share. As a results, the offering price of the newly issued ordinary shares The above capital is therefore not less than 90 percent of the market price (or 2.23 Baht per share) announced at TorJor. 72/2558.

6.5 Rationale and Necessity for the Offering of Newly Issued Shares by Private Placement

The specific investors have the available resources for the investment and interested in health care and medical supplies business investment model which relates to the daily life of the both domestic and international public. Additional, the investors specialize in a variety of business operations as well as having good financial status and good relationship with various business groups. This will allow the Company to receive the amount of capital it needs to use in its business operations, as well as to increase the potential and confidence in the Company's business operations to its stakeholders and financial institutions.

The Board of Directors has the opinion that the issuance and offering of the Company's newly issued ordinary shares to investors will provide the Company with funds to support its current business plans and future business expansion. The issuance and offering of new ordinary shares will help the Company to raise funds within a short period of time and reduce the burden of existing shareholders in raising capital which will result in the company better liquidity and performance.

However, the Board of Directors has considered alternative source of funds as follows:

- (1) Public offering method: The Board of Directors has the opinion that this method consumes a lot of time than the capital increase in the issuance and offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their shareholding and private placement
- (2) Issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their respective shareholdings (Rights Offering): The Board of Directors considers that such fundraising has limitations on the uncertainty of the amount of funds that will be received because the company May not receive support from existing shareholders in subscribing for the Company's newly issued ordinary shares complete by number

7. Certification of the Board of Directors on Capital Increase

In the event where any director of the Company fails to perform his/her functions with integrity and due care to protect the Company's interests in this capital increase, and such failure has caused damage to the Company, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In the event where the failure to perform such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits from the directors on behalf of the Company pursuant to Section 89/18 of the Public Limited Companies Act B.E. 2535 (1992) (as amended).

8. Opinion of the Audit Committee and/or the Director Which is Different from the Board of Directors' Opinion

-None-



= Translation from Thai =

The Calculation of 15 business days weighted average price when offering to Private Placement

According to the Board of Directors' Meeting No. 6/2022 of Selic Corp Public Company Limited (the "Company") which held on June 24, 2022 at 10.00 hrs. through electronic meeting (MS Team), resolved to approve to propose the shareholders' meeting to consider approving the allocation of not exceeding 89,286,000 newly issued ordinary shares of the Company at the par value of Baht 0.50 per share to Private Placement (PP) which is not a connected person of the Company (the "Investor"). Allocation the newly issued shares in the amount of not exceeding 89,286,000 shares with per par value of Baht 0.50 per share at the offering price of Baht 2.80 per share, or total amount of Baht 250,000,800 to Mr. Vitoon Vongkusolkrit.

Pursuant to the requirements the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Company to offer newly issued shares to specific investors dated October 28, 2015 (as amended). The market price for the offering of the newly issued ordinary shares to the Investor is calculated from the weighted-average price of the Company's shares traded on the SET during the period of at least 7 consecutive business days but not exceeding 15 consecutive days prior to the date on which the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares to private placement, whereby the weight average price. However, the Board of Director shall offer new ordinary shares at a discount price is not lower than 90% of the market price or not more than 10% of the weight averaged price.

Thus, the Company will determine the period for calculated market price not exceeding 15 consecutive days prior to the date on which the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares to private placement between June 2, 2022 to June 23, 2022. Calculated details are as follows:

No	Date	Quantity of purchase and sales (shares)	Value of purchase and sales (Baht)
1	June 2, 2022	173,500	441,540
2	June 6, 2022	141,500	356,438
3	June 7, 2022	106,900	269,532
4	June 8, 2022	437,700	1,090,080
5	June 9, 2022	24,700	62,196
6	June 10, 2022	311,600	795,260
7	June 13, 2022	147,600	362,214
8	June 14, 2022	118,100	284,438
9	June 15, 2022	267,300	644,696
10	June 16, 2022	342,700	844,888
11	June 17, 2022	26,800	64,318
12	June 20, 2022	87,600	214,138



= Translation from Thai =

No	Date	Quantity of purchase and sales (shares)	Value of purchase and sales (Baht)
13	June 21, 2022	2,700	6,642
14	June 22, 2022	76,100	184,936
15	June 23, 2022	103,700	254,256
Total		2,368,500	5,875,572

15 business days weighted average price (Baht/share)

$$\begin{aligned} &= \text{Value of purchase and sales} / \text{Quantity of purchase and sales} \\ &= 5,875,572 / 2,368,500 \\ &= 2.48 \end{aligned}$$

$$\text{90\% of weight average price} = 2.23$$

Thus, the offering price of the newly issued ordinary shares to the Investor is at 2.80 Baht per share higher than 90% of weight average price