



Ref. OP.SL.001/2021

February 25, 2021

Subject: The resolution of the Board of Directors Meeting on the Stock dividend payment and the allocation of shares in the form of general mandate and the schedule of the 2021 Annual General Meeting of Shareholders

To: President
The Stock Exchange of Thailand

The Board of Directors of Selic Corp Public Company Limited ('the Company') at the meeting No. 1/2021, held on Thursday, February 25, 2021, has unanimously passed significant resolutions to propose to the 2021 Annual General Meeting of Shareholders as follows:

1. To consider the Company's financial statements for the fiscal period ending December 31, 2020 which was duly audited by the Company's auditor.
2. To consider the appointment of auditors from KMPG Phoomchai Audit Ltd. as the Company's auditors for the fiscal period ending December 31, 2020. The details of auditors are as follows:

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|------------------------------------|--|
| 1) Miss Dussanee Yimsuwan | Certified Public Accountant, License No. 10235 |
| 2) Mr. Natthaphong Tantichattanont | Certified Public Accountant, License No. 8829 |
| 3) Miss Sophit Prompol | Certified Public Accountant, License No. 10042 |

Any of the above auditors can conduct an audit and express an opinion on the Company's financial statements. For the year 2021, the proposed Audit fee is Baht 1,820,000 (excluding other actual payable non-audit fees).

3. To consider the election of directors in replacement of those who shall be retired by rotation for the year 2021 [as the Company's Directors for an additional term. The Board of Directors has proposed that the 2021 Annual General Meeting of Shareholders should reappoint the following directors as the Company's directors for an additional term.](#) The lists of directors who shall be retired by rotation are as follows:

- | | |
|--|--|
| 1) Mr. Narong Suwatthanaphim | Vice Chairman |
| 2) Asst. Prof. Dr. Pattanant Petchchedchoo | Independent Director
Chairman of the Audit Committee
Member of the Risk Management Committee |
| 3) M.L. Thirachet Sonakul | Independent Director
Chairman of the Nomination and Remuneration Committee
Member of the Audit Committee |

4. Approve to propose the 2021 Annual General Meeting of Shareholders to consider and approve the appropriation of net profit for the 2020. The details are as follows:



- 4.1 Approve the appropriation of net profit not less than 5% as a legal reserved for the 2020 in the amount of Baht 5,174,853.15.
- 4.2 Approve the dividend payment from the net profit by issuing ordinary shares to existing shareholders of the Company at the rate of 3.299987 existing shares per 1 stock dividend. Total amount is not exceeding Baht 50,000,000 or equivalent to the dividend payment rate of Baht 0.1515157418 per share.
In the case that any shareholders hold the fraction of shares, after such allocation, the dividend will be paid in cash at the rate of Baht 0.1515157418 per share.
- 4.3 Approve the cash dividend at the rate of not exceeding Baht 0.0168350824 per share, or a total amount of not more than Baht 5,555,556.
- 4.4 The Totaling amount of 4.2 & 4.3 will not be exceeding Baht 55,555,556, which is a dividend payment of Baht 0.1683508242 per share. All dividends are subject to withholding tax at the rate as required by law.
- 4.5 Pay dividends to shareholders from the net profit of the Company at the rate of Baht 0.0454547200 per share or equivalent to Baht 15,000,000.
- 4.6 The Record Date for the right to receive the dividend will be on April 30, 2021 and the payment of dividend will be made on May 19, 2021. Provided always, that the right of receive dividends is still subject to the approval from the 2021 Annual General Meeting of Shareholders.
5. To consider the remuneration of directors and sub-committees of the Company for the year 2021. The details are as follows:
 - 5.1 Monthly compensation, meeting allowances, Employment Joint Investment Program Project or 'EJIP' and bonus are not exceeding Baht 5,000,000 (Five million baht only).
 - 5.2 The bonus payment criteria will pay 1.5 percent of the net profit in each year within the limit not exceeding Baht 2,000,000 (Two million baht only) and start using this criterion from 2021 onwards.In this regard, the remuneration policy for directors has been adjusted to be in line with the Company's operating results including duties, responsibilities, and the performance of each director. The said remuneration will be at an appropriate level comparable to that of the same industry Including enough to motivate and maintain quality directors with the company.
6. To consider and approve the reduction of the registered capital of the company by reducing the registered capital of the company by Baht 14,000,369 from the original registered capital of Baht 178,999,727.50 to a new registered capital of Baht 164,999,358.50 by cutting the ordinary shares that have not been issued which remained from the allocation of 28,000,000 ordinary shares under general mandate and the remaining dividend payment of 738 shares to 329,998,717 shares.

The details of the allocation of decrease ordinary shares are appeared in the enclosed Capital Increase Report Form (F53-4).



7. To consider the amendment of Memorandum of Association Clause No. 4 in accordance with the decrease of the registered capital.

Article 4	Registered capital	164,999,358.50 baht	(One hundred and sixty four million, nine hundred and ninety nine thousand, three hundred and fifty eight point fifty satang)
	Divided into	329,998,717 shares	(Three hundred and twenty nine million, nine hundred and ninety eight thousand, seven hundred and seventeen shares)
	Par value of	0.50 baht	(Fifty satang)
	Divided into		
	Ordinary shares	329,998,717 shares	(Three hundred and twenty nine million, nine hundred and ninety eight thousand, seven hundred and seventeen shares)
	Preferred shares	- shares	(Zero share)

8. The Board of Directors resolved to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital by allocating the newly issued ordinary shares of the Company in the form of general mandate by issuing 28,000,000 new ordinary shares at a par value of Baht 0.50 per share.

In this regard, the Board of Directors has the authority to consider and determine the objectives of issuance and offering the selling additional ordinary shares, details and other conditions related to the issuance and offering of newly issued ordinary shares Including signing documents and contracts associated including various actions necessary and appropriate in relation to the issuance and offering of the newly issued ordinary shares at this time including the listing of new ordinary shares to be listed as listed securities in the Stock Exchange of Thailand. The purpose of the capital increase for approval from this shareholders' meeting is business expansion which includes expansion increase, production capacity of existing products or acquire new business, new products repay the loan, and to maintain the liquidity of the company's working capital.

And resolved to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the allocation of the newly issued ordinary shares of the Company not exceeding 28,000,000 shares with a par value of Baht 0.50 per share in terms of general mandate for offering to the private placement.

The price to be offered to the general public and the private placement must not be considered as a low price according to the price criteria from the Securities and Exchange Commission and the Stock Exchange of Thailand. The market price for determining the offering price is the weighted average price of shares in the Stock Exchange of Thailand dating back no less than seven consecutive working days but not more than fifteen consecutive working days before the first day that the Company will offer to investors including issuing and allocation of capital increase shares to be in accordance with the criteria stipulated by the Securities and Exchange Commission.



By assigning the Board of Directors to have the authority to consider the offering of the newly issued ordinary shares of the Company at one time or several times and may offer to sell to any person first or to all groups of persons together at the same time including the determination offer price date and time of sale, details and conditions associated with the allocation of such newly issued ordinary shares by allocating such capital increase shares to be completed within the date the Company arranges the next Annual General Meeting of Shareholders or within the date that the law requires the meeting to be held the Annual General Meeting of Shareholders for the next time whichever date is earlier.

9. To consider increasing the registered capital of the company in order to reserve for the stock dividend payment and the allocation of the newly issued ordinary shares of the Company in the form of general mandate from the original registered capital of Baht 164,999,358.50 to Baht 228,999,358.50 by issuing 128,000,000 new ordinary shares at a par value of Baht 0.50 per share as follows:

- 9.1 Resolved to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the allocation of the newly issued ordinary shares in the amount not exceeding 28,000,000 shares at the par value of Baht 0.50 per share in the form of a general capital increase (General Mandate) to sell shares to private placement.

In this regard, the Company will allocate the newly issued ordinary shares in the form of general mandate. The paid-up capital of the Company shall not exceeding Baht 14,000,000 which is not more than 10 percent of the paid-up capital on the date of the Board of Directors' meeting. The Board of Directors resolved to increase the general mandate which is equal to 28,000,000 shares.

- 9.2 Resolved to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the increase of the registered capital of Baht 50,000,000 by issuing ordinary shares of not exceeding 100,000,000 shares with a par value of Baht 0.50 per share to reserve for the stock dividend payment.

The details of the allocation of decrease ordinary shares are appeared in the enclosed Capital Increase Report Form (F53-4).

10. Consider amendment of Memorandum of Association Clause No. 4 in accordance with the increase of the registered capital

Article 4	Registered capital	228,999,358.50 baht	(Two hundred and twenty eight million, nine hundred and ninety nine thousand, three hundred and fifty eight point fifty satang)
	Divided into	457,998,717.00 shares	(Four hundred and fifty seven million, nine hundred and ninety eight thousand, seven hundred and seventeen shares)
	Par value of	0.50 baht	(Fifty satang)



Divided into

Ordinary shares	457,998,717.00 shares	(Four hundred and fifty seven million, nine hundred and ninety eight thousand, seven hundred and seventeen shares)
Preferred shares	- shares	(Zero share)

11. To consider and approve the allocation of 100,000,000 new ordinary shares with a par value of Baht 0.50 to reserve for the stock dividend payment.
12. The Board of Directors has resolved to convene the 2021 Annual General Meeting of Shareholders on Thursday, April 22, 2021 at 14.00 hours at the Grand Ball Room 7th Floor, Tongtara Riverview Hotel No.9/99, Charoen Krung Road, Bangkok 10120. The meetings' agenda are as follows:

- Agenda 1 To certify the Minutes of the 2020 Annual General Meeting of Shareholders.
- Agenda 2 To acknowledge the report on the Company's operating results for the year ending December 31, 2020.
- Agenda 3 To consider and approve the Company's financial statements for the fiscal period ended December 31, 2020.
- Agenda 4 To consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2021.
- Agenda 5 To consider and approve the allocation of profit from the retained earnings of the Company for the year 2020 to pay stock dividends.
- Agenda 6 To consider and approve the decrease of the Company's registered capital.
- Agenda 7 To consider and approve the amendment of Clause No. 4 of the Memorandum of Association in accordance with the decrease of the registered capital
- Agenda 8 To consider and approve the increase of the registered capital by allocating the newly issued ordinary shares of the Company in the form of general mandate.
- Agenda 9 To consider and approve the increase of the Company's registered capital to reserve for the stock dividend payment.
- Agenda 10 To consider and approve the amendment of Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital.
- Agenda 11 To consider and approve the allocation of newly issued ordinary shares to reserve for the stock dividend payment.
- Agenda 12 To consider and approve the election of directors in replacement of those who shall be retired by rotation for the year 2021.
- Agenda 13 To consider and approve the remunerations of directors for the year 2021.
- Agenda 14 To consider other matters (if any).



The Company is deeply concerned for the health and safety of shareholders and all stakeholders, who will be participating in the meeting. In order to prevent and reduce the risk of the spread of Coronavirus 2019, the Company kindly requests Shareholders' cooperation to giving a proxy to Independent Director of the Company to attend the meeting on behalf of Shareholders. For the safety and hygiene, the Company need to arrange the meeting venue with appropriate social distancing, which will limit the number of available seats in the meeting room. The Company strongly requests for your cooperation to strictly follow the precautionary and guidelines for holding the 2021 Annual General Meeting of Shareholders under the circumstance of Coronavirus 2019 (COVID-19) outbreak. The health screening process will be taken place and there may be a delay in the screening and registration for the meeting, the Company hereby apologizes for any such inconvenience that may occur.

Please be informed accordingly.

Yours sincerely

(Mr. Ek Suwatthanaphim)
Chief Executive Officer



(From F53-4)

Capital Increase Report Form
Selic Corp Public Company Limited
February 25, 2021

We, Selic Corp Public Company Limited, would like to report the resolutions of the Board of Directors' Meeting No. 1/2021 on February 25, 2021 between 14.00 – 17.00 hrs. concerning the 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 178,999,727.50 to Baht 164,999,358.50 by reducing ordinary shares reserved for the increase of registered capital under a General Mandate which have been not allocated in the whole amount of 28,000,000 shares and the remaining from stock dividends last year for 738 shares, totaling 28,000,738 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 164,999,358.50 to Baht 228,999,358.50 by issuing 128,000,000 ordinary shares / preferred shares at a par value of Baht 0.50 per share, totaling Baht 64,000,000 as follows:

Type of Capital Increase	Type of Share	Number of Shares (shares)	Par Value (THB/Share)	Total (THB)
☒ Specifying the purpose of utilizing proceeds	Ordinary	100,000,000	0.50	50,000,000
☒ General Mandate	Ordinary	28,000,000	0.50	14,000,000

2. Allotment of New Shares

2.1 Specifying the purpose of utilizing proceeds

Allotted to	Number of Shares (Shares)	Ratio (Old : New)	Sales Price (THB/Share)	Subscription and Payment Period	Note
Existing shareholders to reserve for the stock dividend payment	100,000,000	1 : 0.303031	-	-	Record date for the right to receive dividends: April 30, 2021 Dividend Payment date: May 19, 2021

In the case of share allocation to existing shareholders specify the closing date of the share registration book or the date for determining the names of shareholders for the right to subscribe for new shares.



2.1.1 Company operations In the event that there is a fraction of shares

In the case that any shareholder has a fraction of the existing shares after the stock dividend allocation, the dividend will be paid in cash instead of stock dividend at the rate of Baht 0.1515157418 per share.

2.2 General Mandate

Allotted to	Type of Share	Number of Shares	Percentage per Paid-up Capital	Note
Existing Shareholder	Ordinary Stock	-	-	-
	Preferred Stock	-	-	-
Supporting of Conversion/The Exercise of the right to purchase the newly issued shares				
General Public	Ordinary Stock	-	-	-
	Preferred Stock	-	-	-
Private Placement	Ordinary Stock	28,000,000	8.48	-
	Preferred Stock	-	-	-

¹ Percentage of paid-up capital on the date that the Board of Directors of the Company approves the capital increase in the form of General Mandate.

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

The 2021 Annual General Meeting of Shareholders is schedule on April 22, 2021 at 14.00 hrs., at the Grand Ball Room 7th Floor, Tongtara Riverview Hotel No.9/99, Charoen Krung Road, Bangkok, Bangkok 10120.

☒ The Record date is on March 12, 2021.

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

4.1 To obtain approval from the 2021 Annual General Meeting of Shareholders.

4.2 To register the increase in registered capital and the paid-up capital with the Department of Business Development, Ministry of Commerce.

4.3 To obtain approval of the Stock Exchange of Thailand for listing the newly-issued shares offered to the Private Placement and offering for sale of the newly-issued shares both by specifying the purpose of proceeds utilization and General Mandate.



5. Objectives of the Capital Increase and Plans for Utilizing Proceeds received from the Capital Increase: To achieve sufficient revolving capital for the business operation and business expansion, enhance liquidity and structure of the investment capital of the Company.
6. Benefits which the Company will receive from the Capital Increase/Share Allotment: The Company shall be to raise the fund in the shorter period of time and has sufficient revolving capital for its business operation, business expansion, and enhancement of liquidity.
7. Benefits which Shareholders will receive from the Capital Increase/share Allotment:
 - 7.1 Dividend policy: The Company has a policy to pay dividends at a rate of not less than 40% of net profit after deducting all types of reserves as specified in the company regulations and laws by considering from the separate financial statements If there is no other necessity and the dividend payment has no significant impact on the normal operation of the Company.
 - 7.2 Shareholders who have been allocated the stock dividend will have the same rights as the shareholders of the Company such as having the right to receive dividends, right to attend the shareholders' meeting and voting in the meeting & etc.
8. Other necessary details for shareholders to approve the capital increase/share allotment
-None –
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. 1/2021	February 25, 2021
2	Record Date for the right to attend the 2021 AGM	March 12, 2021
3	The 2021 AGM	April 22, 2021
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	Record date for the right to receive dividends	April 30, 2021
6	Dividend payment schedule	May 19, 2021

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

(Mr. Ek Suwatthanaphim)
Chief Executive Officer