



Ref. OP.SL. 09/2021

June 10, 2021

Subject: Issuance and allotment of additional ordinary shares under a general mandate for private placement

To: President
The Stock Exchange of Thailand

Attachment: Report of Issuance and Allocation of Newly Issued Ordinary Shares under General Mandate (Form F 53-4-1)

Reference is made to the Company's 2021 Annual General Meeting of Shareholders held on April 22, 2021 approving the Company to allot and offer newly issued ordinary shares in an amount not exceeding 28,000,000 shares by 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 via Private Placement under a General Mandate.

The Board of Directors' Meeting No. 4/2021 of the Company, held on June 10th, 2021, has approved the allotment of newly issued ordinary shares in an amount of 28,000,000 shares to 3 private placement investors (Details are shown in Attachment: Report of Issuance and Allocation of Newly Issued Ordinary Shares under General Mandate or Form F 53-4-1.) which such persons are not connected persons of the Company. The offering price is Baht 3.00 per share and the subscription period and payment period is on June 11-15, 2021, such offering price is not lower than 90% of the market price of the Company's share which is Baht 2.95 per share (market price of the Company's share was calculated from the weighted average market price of the Company's shares in Market for Alternative Investment 15 days prior to the date of the board of directors' meeting resolved to allot and offer the newly issued ordinary shares, between May 18- June 9, 2021, (information from SETSMART)), therefore, the offering price is not lower than 90% of the market price of the Company's share as in accordance with the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions 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 B.E. 2546 (2003) and amended.

The details of the allotment of newly issued ordinary shares to the 3 private placement investors are shown below.

	Offering Price(Baht/Share)	No. of Share	Amount in Baht
Saha Pattana Inter-Holding PCL	3.00	16,666,000	49,998,000.00
BSC So In Co., Ltd.	3.00	5,667,000	17,001,000.00
BTN 1207 Co., Ltd.	3.00	5,667,000	17,001,000.00
Total	3.00	28,000,000	84,000,000.00

In addition, in issuing, offering, allocating and subscribing for the newly issued ordinary shares at this time, the meeting of the Board of Directors has resolved to assign the Chief Executive Officer to have the power to take actions in relation to the issuance, allocation and subscription of the newly issued ordinary shares only in the portion that the Company issues and allocates to a private placement under the general mandate, overseeing the delivery of information, disclosing relevant details to the Stock Exchange of Thailand, and signing of various approval documents and necessary evidence relating to the offering, allocation, subscription and delivery of the newly issued ordinary shares which includes contacting and requesting permission such documents and evidence to the government agencies or related agencies, listing of the newly issued ordinary shares of the company on the Stock Exchange of Thailand, as well as having the power to take any other actions which are necessary and appropriate in relation to the offering, allotment, subscription and delivery of the above newly issued ordinary shares in order for the issuance and allocation of the newly issued ordinary shares for sale to the private placement under the general mandate to be successfully completed.

Please be informed accordingly.



Yours sincerely,

A handwritten signature in blue ink, appearing to read "Ek Suwatthanaphim".

(Mr. Ek Suwatthanaphim)
Chief Executive Officer



(From F53-4-1)

**Report of Issuance and Allocation of Newly Issued Ordinary Shares
Under General Mandate
Selic Corp Public Company Limited
June 10th, 2021**

We, Selic Corp Public Company Limited ("the Company"), hereby report the resolutions of the Company's Board of Directors' Meeting No. 4/2021, held on June 10th, 2021 in respect of the allocation of the newly issued ordinary shares under the general mandate as follows:

1. Number of newly issued shares under the general mandate before this allocation

- ☒ In accordance with the resolutions of the 2021 Annual General Meeting of Shareholders which held on April 22, 2021 has approved the increase of the registered capital and the allocation of newly issued ordinary shares under the general mandate, and the authorization of the Board of Directors to consider the details in connection with the issuance and offering, and allocation of newly issued shares under the general mandate. The details on the resolutions are summarized as follows:
- ☐ In accordance with the resolutions of the Board of Directors' Meeting No..... convened on.....approving the issuance and the allocation of newly issued shares under the general mandate No....., resulting in the newly issued shares under the general mandate remained for allocation. The details on the resolutions are summarized as follows:

Allocated to	Type of Securities	Number of Shares	Remark
Existing Shareholders	Ordinary Shares	-	-
	Preference Shares	-	-
General Public	Ordinary Shares	-	-
	Preference Shares	-	-
Private Placement	Ordinary Shares	28,000,000	-
	Preference Shares	-	-

2. Issuance and allocation of new shares under General Mandate in this time

2.1 Allocation details

Allocated to	Type of Securities	Number of shares	Ratio (old: new)	Offering Price (Baht per share)	Offering, Subscription and Payment Date	Remark
Existing Shareholders	Ordinary shares	-	-	-	-	-
	Preference Shares	-	-	-	-	-
General Public	Ordinary Shares	-	-	-	-	-
	Preference Shares	-	-	-	-	-



Private Placement	Ordinary Shares	28,000,000 shares	-	3.00	June 11-15, 2021	Please see details as per remarks below
	Preference Shares	-	-	-	-	

Remarks:

A. Allocation Details

As The Board of Directors' Meeting No. 4/2021 of the Company, held on June 10th, 2021, has approved the allotment of newly issued ordinary shares in an amount of 28,000,000 shares to 3 investors via Private Placement (Details are shown in Attachment: Report of Issuance and Allocation of Newly Issued Ordinary Shares under General Mandate or Form F 53-4-1.) which such persons are not connected persons of the Company. The offering price is Baht 3.00 per share and the subscription period and payment period is on June 11-15, 2021, such offering price is not lower than 90% of the market price of the Company's share which is Baht 2.95 per share (market price of the Company's share was calculated from the weighted average market price of the Company's shares in Market for Alternative Investment 15 days prior to the date of the board of directors' meeting resolved to allot and offer the newly issued ordinary shares, between May 18th - June 9th, 2021, (information from SETSMART)), therefore, the offering price is not lower than 90% of the market price of the Company's share as in accordance with the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions 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 B.E. 2546 (2003) and amended.

In addition, in issuing, offering, allocating and subscribing for the newly issued ordinary shares at this time, the meeting of the Board of Directors has resolved to assign the Chief Executive Officer and / or the person appointed by the person appointed by the Chief Executive Officer to have the power to take actions in relation to the issuance, allocation and subscription of the newly issued ordinary shares only in the portion that the Company issues and allocates to a private placement under the general mandate, overseeing the delivery of information, disclosing relevant details to the Stock Exchange of Thailand, and signing of various approval documents and necessary evidence relating to the offering, allocation, subscription and delivery of the newly issued ordinary shares which includes contacting and requesting permission such documents and evidence to the government agencies or related agencies, listing of the newly issued ordinary shares of the company on the Stock Exchange of Thailand, as well as having the power to take any other actions which are necessary and appropriate in relation to the offering, allotment, subscription and delivery of the above newly issued ordinary shares in order for the issuance and allocation of the newly issued ordinary shares for sale to the private placement under the general mandate to be successfully completed..

B. Details of Investor who have shares allotted in Private Placement:

1. SAHA PATHANA INTER-HOLDING PUBLIC COMPANY LIMITED

Name	Saha Pathana Inter-Holding Public Company Limited
Address	530 Soi Sathu Pradit 58 . Rd. Bang Pong Pang, Yan Nawa, Bangkok 10120
No. of shares to be allotted	16,666,000 shares
Subscription Price	Baht 3.00 per share
Total Value	Baht 49,998,0000



Relationship of the company	Not a connected person of the company and no other relationship
Holding ratio after allocation	3.64%

2. BSC SO IN COMPANY LIMITED

Name	BSC So In Company Limited
Address	548/21-22 Soi Sathu Pradit 58 Yaek 18 . Rd. Bang Pong Pang, Yan Nawa, Bangkok 10120
No. of shares to subscribed	5,667,000 shares
Subscription Price	Baht 3.00 per share
Total Value	Baht 17,001,000
Relationship of the company	Not a connected person of the company and no other relationship
Holding ratio after allocation	1.24%

3. B T N 1207 COMPANY LIMITED

Name	B T N 1207 Company Limited
Address	1000/52 Soi Wat Chan Nai . Rd. Bang Khlo, Bang Kho Laem, Bangkok 10120
No. of shares to subscribed	5,667,000 shares
Subscription Price	Baht 3.00 per share
Total Value	Baht 17,001,000
Relationship of the company	Not a connected person of the company and no other relationship
Holding ratio after allocation	1.24%

C. Criteria and procedures for private placement

The company considers the selection of a private placement that has been allocated for this capital increase under one of the following criteria

1. Not being a connected person of the company according to the announcement of the connected transaction
2. Be an investor with stable financial status and potential to invest in the company in the company Including the knowledge, ability and experience that can support the company's operations.

D. Conditions of entering into the transaction

- None –



2.2 Company operations In the event that there are fractions of shares

There will be no scrap remaining

3. The remaining amount of ordinary shares under General Mandate for the next allocation.

Allocated To	Securities	Number of Shares	Note
Existing Shareholders	Common Stock	-	-
	Preferred Shares	-	-
General Public	Common Stock	-	-
	Preferred Shares	-	-
Private Placement	Common Stock	-	-
	Preferred Shares	-	-

The due date for the allotment of newly issued ordinary shares by general mandate is the date on which the company arranges the next annual general meeting of the company or within the date specified by law to have the next annual general meeting of shareholders, whichever comes first.

4. Determining the right to buy new shares

- ☐ Specify list of shareholders that has the right to buy the said capital increase shares (Record date) on-
- ☐ The closing date of the share registration book closing date for the rights to purchase the increased shares is on

5. The progress of requesting permission from relevant government agencies and conditions for requesting permission (if any).

- 5.1 The company will submit an application to register the change of paid-up capital with the Department of Business Development, Ministry of Commerce.
- 5.2 The company will submit a request to the SET. To request approval to receive additional shares as listed securities.

6. Objectives of the capital increase and plan for utilizing proceeds received.

Used as investment in various projects to expand the business according to the business plan within the group of company or used for increasing production capacity or new acquisition/ new products/ new project, or new investment including the use for working capital for business operations and increase financial liquidity of the company

7. Benefits that the company will receive from the capital increase / share allotment.

The company will benefit from the issuance and offering of newly issued ordinary shares to private placement as follows:

- 7.1 The company will have funds for investment in various projects to expand the business according to the business plan of the company. Which will help increase the business potential of the company



- 7.2 The company will have more liquidity from the working capital received from the capital increase. Which will help the company's capital structure Stronger and more stable.
- 7.3 The company will have strategic partner that will help expanding the group of company in the long term.

8. Benefits which the shareholders will receive from the capital increase / share allotment.

Shareholders will receive benefits both in the form of increased share value and dividends. The company has a policy to pay dividends to shareholders at the rate of 40 percent of the net profit, with the payment of dividends must not have any effect. To operations, financial status, liquidity, business expansion any other necessities in the future and other factors that are involved in the management of the company

9. Other details necessary for shareholders to support their decision to approve the capital increase /share allotment

The potential impact of the Private Placement offering is as follows:

9.1 Effect of voting rights of shareholders (Control Dilution).

$$= \frac{\text{Number of shares offered for sale at this time}}{\text{Number of paid-up shares} + \text{Number of shares offered for sale at this time}}$$

$$= \frac{28,000,000}{429,997,899 + 28,000,000}$$

$$= 6.11\%$$

9.2 Impact on profit Sharing (Earning Per Share Dilution)

$$= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}} \times 100$$

Which EPS before offering

$$= \frac{\text{The company's net profit of 4 quarter prior}}{\text{Paid-up Capital}}$$

$$= \text{Baht 0.61 per share}$$

Which EPS after offering

$$= \frac{\text{The company's net profit of 4 quarter prior}}{\text{Number of shares paid-up} + \text{PP shares}}$$

$$= \text{Baht 0.58 per share}$$

Therefore, the impact on profit sharing

$$= \frac{0.61 - 0.58}{0.61} \times 100$$

$$= 4.92\%$$

9.3 Effect on the share price of the company (Price Dilution).



$$= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$$

$$= \frac{3.52 - 3.49}{3.52}$$

$$= 0.85\%$$

Which the market price after the offering of new ordinary shares in proportion to their shareholding equal to the market price after the offering

$$= \frac{(\text{Paid up shares} * \text{Market price}) + (\text{NO. of shares offered for sale at this time} * \text{Offering price})}{(\text{Number of paid-up shares} + \text{number of shares offered for sale at this time})}$$

$$= \frac{(3.52 \times 429,997,899) + (3.00 \times 28,000,000)}{429,997,899 + 28,000,000}$$

$$= \text{Baht 3.49}$$

Market price before offering

$$= \text{the weighted average market price of the Company's shares in Market for Alternative Investment 15 days prior to the date of the board of directors' meeting resolved to allot and offer the newly issued ordinary shares, between May 18th - June 9th, 2021}$$

In order to comply with Notification of the SET Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015), the Company would like to demonstrate the market price of the Company's share for 15 consecutive working days prior to the date of the Board of Directors' Meeting resolved to allot and offer the newly issued ordinary shares between May 18th 2021– June 9th 2021 (data from SETSMART), details as follows:

No.	Date	Trading Volume (Shares)	Trading Value (Baht)
1	9 June 2021	1,279,999	4,493,900.00
2	8 June 2021	5,023,278	17,532,570.00
3	7 June 2021	2,353,396	8,730,300.00
4	4 June 2021	5,139,105	19,708,510.00
5	2 June 2021	4,004,153	13,039,810.00
6	1 June 2021	558,424	1,757,650.00
7	31 May 2021	1,403,933	4,360,730.00
8	28 May 2021	1,519,565	4,476,160.00
9	27 May 2021	1,168,369	3,591,970.00
10	25 May 2021	458,867	1,438,060.00
11	24 May 2021	1,456,867	4,610,560.00
12	21 May 2021	829,805	2,631,040.00
13	20 May 2021	3,731,319	12,041,640.00



14	19 May 2021	3,518,908	11,274,270.00
15	18 May 2021	13,834,856	42,275,220.00
Total		46,280,844	151,962,390.00

Weighted average market price for 15 consecutive Working days (Baht/Share)	=	$\frac{\text{Trading Volume}}{\text{Trading Value}}$
	=	$\frac{151,962,390.00}{46,280,844}$
	=	3.28
90% of the weighted average market price	=	2.95

9.4 Effect to the company's structure

- None-

9.5 The opinion of the Board of Directors

The Board of Directors is of the opinion that it is necessary to proceed with the issuance and offering of the newly issued ordinary shares to the private placement (Private Placement) because the company has plan to use the proceeds received from the offering of newly issued shares for the purpose described in item 6 above.

10. Schedule of the offering and allocation of newly issued shares in General mandate

No.	The Operation	Day/Month/Year
1	The date of the Board of Directors Meeting No.4/2021 has a resolution to approve the issuance and offering the newly issued ordinary shares to specific investors via general mandate.	10 June 2021
2	Offering period, payment and allocation of newly issued shares to specific investors	11 - 15 June 2021
3	Registering additional paid-up capital with the Ministry of Commerce	Within 14 days from the date of allocation of the newly issued ordinary shares to the specific investors
4	Submission a listing application of capital increase shares	Within 30 days of receiving of payment

The company certifies that the information contained in this report is true and complete in all respects.

(Mr. Ek Suwatthanaphim)
Chief Executive Officer

