



No. OP.SL. 006/2023

Date: February 27th, 2023

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 2023 Annual General Meeting of Shareholders

To: Managing Director
The Stock Exchange of Thailand

Enclosure: Report Form for Capital Increase (F53-4)

The Board of Directors of Selic Corp Public Company Limited ('the Company') at the meeting No. 1/2023, held on Friday, February 24th, 2023, has unanimously passed significant resolutions as follows:

1. To acknowledge to propose the 2023 Annual General Meeting of Shareholders to the Company's financial statements for the fiscal period ending December 31, 2022 which was duly audited by the Company's auditor.
2. To acknowledge that the Company has disclosed on the Company's website to invite the shareholders to propose agenda of 2023 Annual General Meeting of Shareholders including names and personal information of persons who obtain the qualifications in accordance with relevant laws for selecting as the Company's directors from October 1, 2022 to December 30, 2022, but no minority shareholders proposed agenda and names of any person to be nominated as directors of the Company.
3. To consider the appointment of auditors from KMPG Phoomchai Audit Ltd. as the Company's auditors for the fiscal period ending December 31, 2023. The details of auditors are as follows:

- | | | |
|----|---------------------------------|--|
| 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 2023, the proposed Audit fee is Baht 1,720,000 (excluding other actual payable non-audit fees).

4. To consider the election of directors in replacement of those who shall be retired by rotation for the year 2023 as the Company's Directors for an additional term. The Board of Directors has proposed that the 2023 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:

Name-Surname	Position
1. Mr. Pornpat Kijaroen	Independent Director, Member of Audit Committee, Member of Nomination & Remuneration Committee, and Chairman of Risk Management Committee
2. Mr. Ek Suwatthanaphim	Director, Chairman of Executive Committee, Member of Nomination & Remuneration Committee, and Member of Corporate Governance and Sustainable Development Committee
3. Mrs. Angeli Suwatthanaphim	Director



5. Approve to propose the 2023 Annual General Meeting of Shareholders to consider and approve the appropriation of net profit for the 2022. The details are as follows:

- 5.1 Approve the appropriation of net profit as a legal reserved for the 2022 in the amount of Baht 4,298,875.04.
- 5.2 Approve the dividend payment from the net profit by issuing ordinary shares to existing shareholders of the Company at the rate of 30 existing shares per 1 stock dividend. Total amount is not exceeding Baht 10,000,000 or equivalent to the dividend payment rate of Baht 0.01691 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 0.01691 per share.

- 5.3 Approve the cash dividend at the rate of not exceeding Baht 0.02217 per share, or a total amount of not more than Baht 13,112,000.
- 5.4 The totaling amount of 5.2 & 5.3 will not be exceeding Baht 23,112,000 which is a dividend payment of Baht 0.03908 per share. All dividends are subject to withholding tax at the rate as required by law.
- 5.5 The Record Date for the right to receive the dividend will be on May 9, 2023 and the payment of dividend will be made on May 25, 2023. Provided always, that the right of receive dividends is still subject to the approval from the 2023 Annual General Meeting of Shareholders.

6. To consider the remuneration of directors and sub-committees of the Company for the year 2023. Monthly compensation, meeting allowances, Employment Joint Investment Program Project or 'EJIP' and bonus are not exceeding Baht 8,000,000 (Eight million Baht only).

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.

7. Approve to propose the shareholders' meeting to consider and approve allocation of the newly issued ordinary shares under the General Mandate of not exceeding 50,000,000 shares at par value of Baht 0.50 amounting not exceeding Baht 25,000,000 (not exceeding 10% of paid-up capital as of the date that the company's Board of Directors approved) for the right offering (RO), and/or private placement (PP).

Regarding the private placement under general mandate, the total increase in paid-up capital must not be more than 10% of paid-up capital as of the date that the Company's Board of Directors approve the capital increase or no exceeding 59,128,303.20 shares as at February 24, 2023.

8. The Board of Directors resolved to propose to the 2023 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 stock dividend payment and General Mandate. from the original registered capital of Baht 295,641,516 to Baht 330,641,516 by issuing not exceeding 70,000,000 new ordinary shares at a par value of Baht 0.50 per share totaling Baht 35,000,000.



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

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

Article 4	Registered capital	330,641,516	Baht	(Three hundred and thirty million, six hundred and forty one thousand, five hundred and sixteen Baht)
	Divided into	661,283,032	shares	(Six hundred and sixty-one million, two hundred and eighty three, and thirty two shares)
	Par value of	0.50	Baht	(Fifty satang)
	Divided into			
	Ordinary shares	661,283,032	Shares	(Six hundred and sixty-one million, two hundred and eighty three, and thirty two shares)
	Preferred shares	-	Shares	(Zero share)

10. To consider and approve to the shareholders' meeting to consider and approve the allocation of 70,000,000 new ordinary shares with a par value of Baht 0.50 as follows:

1. Allocate of shares in the amount of not exceeding 20,000,000 shares to reserve for the stock dividend payment.
2. Allocate of shares in the amount of not exceeding 50,000,000 shares to reserve for General Mandate with conditions for the allocation as follows:
 - 2.1 Not exceeding 50,000,000 newly-issued ordinary shares, by the right offering (RO), Representing 8.46 percentage, which is not more than 30 percentage of the paid-up capital.
 - 2.2 Not exceeding 50,000,000 newly-issued ordinary shares, by the Private Placement (PP), Representing 8.46 percentage, which is not more than 10 percentage of the paid-up capital.

Regarding the private placement under general mandate, the total increase in paid-up capital must not be more than 10% of paid-up capital as of the date that the Company's Board of Directors approve the capital increase or no exceeding 59,128,303.20 shares as at February 24, 2023.

In additional, The Board of Directors resolved to have the authority to consider and proceed with any matters necessary actions related to the allocation of new shares, including but not limited as follows:

- (a) To consider the offering and allocation of newly issued ordinary shares may be an offering for sale in whole or in part for one time or several times.
- (b) To specify objectives, offering period, offering price, subscription and payment method as well as conditions also other details by newly issued ordinary shares allocation must not be allocated to Related Parties (RP) (According to the notification of the Securities and Exchange Commission (SEC) No. TorJor. 21/2008 by Related Parties Transaction (RPT) and regarding



disclosure of information and operations of Listed Companies by Related Parties Transaction (RPT) B.E.2546 in relation to offering shares by the way of the private placement (PP) or to public offering (PO) must not be too low offering price.

- (c) To determine the offering price of the newly issued ordinary shares by means of the General Mandate by the way of the private placement (PP), must be the best price according to market sentiment to investors and must be advantage for the company and shareholders. The offering price may be discounted but not more than 10 percentage (10%) of the market price calculated from the weighted average price of not less than 7 business days but not more than 15 business days previous the date of the Board of Directors passed a resolution to the offering price of shares.
- (d) To be able to negotiate, allow, acquiesce and execute any contract and/or any documents related to the allocation of the newly issued ordinary shares as well as revise the contracts, documents, information and/or disclosures also considering the appointment of a Financial Advisor, Legal Advisor, Underwriters and/or other service providers (if any or necessary).
- (e) To sign the application for approval, waiver, notice, and any documents related to the allocation of the newly issued ordinary shares. Including registered capital to be listed securities in the market for alternative investment (mai) also, contacting, coordinating and submitting documents with the Ministry of Commerce, Government Agencies or others.
- (f) Responsibilities to any action of the allocation of newly issued ordinary shares. Including assigning any person designated to act in accordance with items (d) and (e) above.

Additional, the said capital increase shall 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.

- 11. Approved to the Annual General Shareholders' Meeting Year 2023 on Thursday 27th April 2023, at 14.00 hrs. venue at the Grand Ballroom, 7th Floor, Tongtara Riverview Hotel, no. 9/99, Charoen Krung Road, Bangkoleam, Bangkok 10120, Thailand. The record date will be on 13 March 2023.

The meetings' agenda are as follows:

- Agenda 1 To acknowledge the report on the Company's operating results for the year ending December 31, 2022.
- Agenda 2 To consider and approve the Company's financial statements for the fiscal period ended December 31, 2022.
- Agenda 3 To consider the appointment of the Company's Auditor and to fix the auditing fees for the year 2023.
- Agenda 4 To consider and approve the allocation of net profit as legal reserve and annual dividend payment for the year 2022.
- Agenda 5 To consider and approve the increase of the Company's registered capital to reserve for the General Mandate.
- Agenda 6 To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 of the Memorandum of Association in accordance with the increase of the registered capital.
- Agenda 7 To consider and approve the allocation of newly issued ordinary shares.



- Agenda 8 To consider and approve the election of directors in replacement of those who shall be retired by rotation for the year 2023.
- Agenda 9 To consider and approve the remunerations of directors for the year 2023.
- Agenda 10 To consider other matters (if any).

Please be informed accordingly.

Sincerely Yours,

(Ms. Yuwadee Aiamsontisup)

Chief Executive Officer



(F53-4)

Enclosed

Capital Increase Report Form
Selic Corp Public Company Limited
February 24th, 2023

We, Selic Corp Public Company Limited, would like to report the resolutions of the Board of Directors' Meeting No. 1/2023 on February 24th, 2023 concerning the capital increase and the allotment of new shares as follows:

1. Capital Decrease and Increase

The Board of Directors resolved to increase the registered capital of the Company from Baht 295,641,516 to Baht 330,641,516 by issuing 70,000,000 ordinary shares at a par value of Baht 0.50 per share, totaling Baht 35,000,000 as follows:

Type of Capital Increase	Type of Share	Number of Shares (shares) Not exceeding	Par Value (THB/Share)	Total (THB) Not exceeding
☒ Specifying the purpose of utilizing proceeds	Ordinary	20,000,000	0.50	10,000,000
☒ General Mandate	Ordinary	50,000,000	0.50	25,000,000

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	20,000,000	30 : 1	-	-	Record Date: May 9, 2023 Dividend payment : May 24, 2023

2.11 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 0.01691 per share.



2.2 General Mandate

Enclosed

Allocated to	Type of Share	Number of Shares (shares)	Percentage per paid-up capital ^{1/}	Remarks
(1) The existing shareholders of the Company	Ordinary	50,000,000	8.46	-
	Preferred	-	-	-
(2) Public Offering	Ordinary	-	-	-
	Preferred	-	-	-
3) Private Placement	Ordinary	50,000,000	8.46	-
	Preferred	-	-	-

1/ Percent per the paid-up capital at the date of the Board of Directors Meeting had resolved to approve the capital increase by means of the General Mandate.

Remarks:

- (1) The Board of Directors' Meeting No. 1/2023 on February 24th, 2023 approve to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares under a general mandate. Regarding, the conditions for the allocation of newly issued ordinary shares according to 2 cases as above, by either one or all 2 cases. The increased paid-up capital will not exceed 10% of the paid-up capital or 59,128,303.20 shares, for the allocation as follows:
 - (1) Not exceeding 50,000,000 newly-issued ordinary shares, by the right offering (RO), Representing 8.46 percentage, which is not more than 30 percentage of the paid-up capital.
 - (2) Not exceeding 50,000,000 newly-issued ordinary shares, by the Private Placement (PP), Representing 8.46 percentage, which is not more than 10 percentage of the paid-up capital.
- (2) The Board of Directors' Meeting proposes to the 2023 Annual General Meeting of Shareholders to consider and approve for authorization of newly issued ordinary shares under a general mandate the actions or causing various actions related to the allocation of new shares, including but not limited as follows:
 - (a) To consider the offering and allocation of newly issued ordinary shares may be an offering for sale in whole or in part for one time or several times.
 - (b) To specify objectives, offering period, offering price, subscription and payment method as well as conditions also other details by newly issued ordinary shares allocation must not be allocated to Related Parties (RP) (According to the notification of the Securities and Exchange Commission (SEC) No. TorJor. 21/2008 by Related Parties Transaction (RPT) and regarding disclosure of information and operations of Listed Companies by Related Parties Transaction (RPT) B.E.2546 in relation to offering shares by the way of the private placement (PP) or to public offering (PO) must not be too low offering price.
 - (c) To determine the offering price of the newly issued ordinary shares by means of the General Mandate by the way of the private placement (PP), must be the best price according to market sentiment to investors and must be advantage for the company and shareholders. The offering price may be discounted but not more than 10 percentage (10%) of the market price calculated from the weighted average price of not less than 7 business days but not more than 15



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business days previous the date of the Board of Directors passed a resolution to the offering price of shares.

- (d) To be able to negotiate, allow, acquiesce and execute any contract and/or any documents related to the allocation of the newly issued ordinary shares as well as revise the contracts, documents, information and/or disclosures also considering the appointment of a Financial Advisor, Legal Advisor, Underwriters and/or other service providers (if any or necessary).
- (e) To sign the application for approval, waiver, notice, and any documents related to the allocation of the newly issued ordinary shares. Including registered capital to be listed securities in the market for alternative investment (mai) also, contacting, coordinating and submitting documents with the Ministry of Commerce, Government Agencies or others.
- (f) Responsibilities to any action of the allocation of newly issued ordinary shares. Including assigning any person designated to act in accordance with items (d) and (e) above.

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

The 2023 Annual General Shareholders' Meeting is scheduled on Thursday 27th April 2023, at 14.00 hrs., venue at the Grand Ballroom, 7th Floor, Tongtara Riverview Hotel, no. 9/99, Charoen Krung Road, Bangkok, Bangkok 10120, Thailand. Record date for the right to attend the 2023 AGM on March 13th, 2023.

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

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

4.2 The Company shall submit the request to list newly-issued shares from stock dividends payment, right offering, and /or private placement with the Stock Exchange of Thailand.

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

5.1 To allocate stock dividend to existing shareholders as investment return by paying dividend in terms of stock.

5.2 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 proceeds will enable the Company to maintain working capital and strength the Company's financial status in order to operate the new projects in the future.

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.



Enclosed

7.2 After the stock dividend payment, the shareholders who have been allocated the stock dividend have the right to receive the dividend payment in the future

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. 1/2023	February 24, 2023
2	Record Date for the right to attend the 2023 AGM	March 13, 2023
3	The 2023 AGM	April 27, 2023
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	May 9, 2023
6	Dividend payment schedule	May 25, 2023

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

.....Authorized Director
(Mr. Ek Suwatthanaphim , Mrs. Angeli Suwatthanaphim)