

**SINGER THAILAND PUBLIC COMPANY LIMITED**  
**Notice of the Extraordinary General Meeting of Shareholders No. 1/2019**

\*\*\*\*\*

8 January 2019

**Subject: Notice of the Extraordinary General Meeting of Shareholders No.1/2019**  
**To: Shareholders of Singer Thailand Public Company Limited**

- Enclosures:
1. Registration form (please bring on the meeting day for convenience of registration)
  2. Copy of the Minutes of the Annual General Meeting of Shareholders No. 51, held on April 20, 2018
  3. Form of capital increase report (F 53-4)
  4. Summary of Features of Warrants to Purchase Ordinary Shares of the Company No.1 (SINGER-W1)
  5. Summary of Features of Warrants to Purchase Ordinary Shares of the Company No.2 (SINGER-W2)
  6. Information memorandum concerning the issuance and offering of newly issued ordinary shares to existing shareholders by way of rights issue and share reserved for exercise of warrants (SINGER-W1) (SINGER-W2)
  7. Summary of Features of Newly Issued Ordinary Shares
  8. Information of independent directors nominated as proxy at shareholders not attending shareholders meeting
  9. Explanation of proxy procedure, meeting registration, and voting in the meeting
  10. Company's Articles of Association relating to shareholders' meeting
  11. Proxy form B
  12. Map of the venue for the meeting

The Board of Directors of Singer Thailand Public Company Limited (the "Company") resolved to approve the date of the Extraordinary General Meeting of Shareholders No.1/2019 on **Wednesday 27 February 2019, 10.00 am**. At the meeting room CAT Telecom Tower, 30th floor, 72 Charoen Krung Road, Bangrak, Bangkok 10500 to consider matters under the agendas as follows:

**1. To certify the Minutes of the Annual General Meeting of Shareholders No 51, held on 20 April 2018**

**Facts and Rationale**

The Annual General Meeting of Shareholders No. 51 was held on 20 April 2018, and the copy of the minutes of was submitted to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within 14 days as legal requirement as well as uploaded on the Company's website to be disclosed to the shareholders. The Details appear in the Enclosure No. 2

**Board's Opinion**

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to certify minutes of Annual General Meeting of Shareholders No. 51 was held on 20 April 2018 and the details appear in the Enclosure No. 2

**Voting Requirement** The resolution of this agenda must be approved by 52% of votes of the shareholders in attendance and eligible for voting.

**2. To consider and approve the increases of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the capital increase**

**Facts and Rationale** The Company purposes to increase of registered capital used as working capital in business operations as well as support the business expansion of the Company and / or its subsidiaries. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase appeared in the Capital Increase Report Form (F 53-4) which has already been sent to the shareholders with the invitation letter. The details are in the enclosure no. 3. The registered capital of the company will be increased in the amount of Baht 432,000,000; from Baht 270,000,000 to Baht 702,000,000 by issuing 432,000,000 new ordinary shares at a par value of Baht 1.00 per share for offering to existing shareholders by way of rights issue and reserving for the exercise of the warrants allocated together with newly issued ordinary shares offering to shareholders who subscribed newly issued ordinary shares and received the allocation of new ordinary shares offering to existing shareholders by way rights issue and excess rights as will be discussed in the next agenda.

**Board's Opinion** The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to consider and approve the increase of registered capital of the Company in the amount of Baht 432,000,000 by issuing 432,000,000 new ordinary shares at a par value of Baht 1.00 per share from the existing registered capital of Baht 270,000,000 to the new registered capital of Baht 702,000,000, divided into 702,000,000 shares at a par value of Baht 1.00 per share and the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the increase of registered capital as follows:

"Clause 4	Registered Capital of	702,000,000 Baht	(Seven Hundred and Two Million Baht)
	Divided into	702,000,000 shares	(Seven Hundred and Two Million shares)
	At the par value of	1 Baht	(One Baht each)
	<b>Categorized into</b>		
	Ordinary shares	702,000,000 shares	(Seven Hundred and Two Million shares)
	Preference shares	- shares	(-shares)"

**Voting Requirement** The resolution of this agenda must be approved by not less than three-fourths of the total votes of the shareholders in attendance and eligible for voting.

**3. To consider and approve the issue of warrants to purchase ordinary shares in the Company**

The Company will issue and offer Warrants to purchase ordinary shares No.1(SINGER-W1)not exceeding 108,000,000 units and Warrants to purchase ordinary shares No.2 (SINGER-W2) not exceeding 108,000,000 units, a total not exceeding 216,000,000 units by issuing and offering at the same time allocated to shareholders who subscribed newly issued ordinary shares and received the allocation of new ordinary shares offering to existing shareholders by way of rights issue and excess rights as will be discussed in the next agenda. The details are as follows.

**3.1 To consider and approve the issue of warrants to purchase ordinary shares in the Company of not more than 108,000,000 units (“SINGER-W1”)**

**Facts and Rationale** The Company purposes to issue and offer warrants to purchase ordinary shares, in the Company of not more than 108,000,000 units in order to allocate to existing shareholders who subscribed newly issued ordinary shares and are allotted the new ordinary shares by way of rights issue and excess rights, in the ratio of 2 new shares: 1 unit of warrant, with no offering price. The term of warrant is 2 years from the date of issuance.

The exercise price equals to the weighted average market price 15 business days prior to the extraordinary shareholders' meeting No. 1/2019 plus an additional 20 percent and the exercise ratio 1 unit is entitled to purchase 1 ordinary share. The indicative terms of SINGER-W1 are set out in enclosure 4.

**Board's Opinion** The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to consider and approve the issuance of Warrants to purchase ordinary shares of the Company of not more than 108,000,000 units to existing shareholders who subscribed newly issued ordinary shares and are allotted the new ordinary shares by way of rights issue and excess rights as details mentioned above.

The Board of Directors or the Executive Committee or the person(s) entrusted by the Board of Directors and/or the Executive Committee shall be empowered to consider and determine the details with regard to the issuance of Warrants to the existing shareholders who subscribe new ordinary shares by their rights and their excess rights, and also the relevant details of the issuance and offering of Warrants which including but not limited to the date fixed to determine the names of shareholders who entitle to subscribe for new ordinary shares (Record Date), subscription period, offering price, Warrant issuance date, the first and last exercise date, exercise of warrant to purchase ordinary share and conditions necessary and relevant to the allocation and offering of the new ordinary shares, 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, to execute the application and necessary supporting documents relevant to the issuance and allotment of the Right Offering shares and Warrants, 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, as well as to take any other action which are deemed necessary and appropriate to the issuance and allotment of the Right Offering shares together with Warrants.

**Voting Requirement** The resolution of this agenda must be approved by 52% of votes of the shareholders in attendance and eligible for voting.

**3.2 To consider and approve the issue of warrants to purchase ordinary shares of the Company of not more than 108,000,000 units ("SINGER-W2")**

**Facts and Rationale** The company purposes to issue and offer warrants to purchase ordinary shares (SINGER-W2) in the Company of not more than 108,000,000 units in order to allocate to existing shareholders who subscribed newly issued ordinary shares and are allotted the new ordinary shares by way of rights issue and excess rights, in the ratio of 2 new shares: 1 unit of warrant, with no offering price. The term of warrant is 4 years from the date of issuance. The exercise price equals to Baht 14.00 and the exercise ratio 1 unit is entitled to purchase 1 ordinary share. The indicative terms of SINGER-W2 are set out in enclosure 5.

**Board's Opinion** The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to consider and approve the issuance of Warrants to purchase ordinary shares of the Company of not more than 108,000,000 units to existing shareholders who subscribed newly issued ordinary shares and are allotted the new ordinary shares and by way of rights issue and excess rights as details mentioned above.

The Board of Directors or the Executive Committee or the person(s) entrusted by the Board of Directors and/or the Executive Committee shall be empowered to consider and determine the details with regard to the issuance of Warrants to the existing shareholders who subscribe new ordinary shares by their rights and their excess rights, and also the relevant details of the issuance and offering of Warrants which including but not limited to the date fixed to determine the names of shareholders who entitle to subscribe for new ordinary shares (Record Date), subscription period, offering price, Warrant issuance date, the first and last exercise date, exercise of warrant to purchase ordinary share and conditions necessary and relevant to the allocation and offering of the new ordinary shares, 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, to execute the application and necessary supporting documents relevant to the issuance and allotment of the Right Offering shares and Warrants, 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, as well as to take any other action which are deemed necessary and appropriate to the issuance and allotment of the Right Offering shares together with Warrants.

**Voting Requirement**

The resolution of this agenda must be approved by 52% of votes of the shareholders in attendance and eligible for voting.

**4. To consider and approve the allotment of new ordinary shares**

**Facts and Rationale**

Due to the increase of the Company's registered capital of Baht 432,000,000 by issuing 432,000,000 new ordinary shares at a par value of Baht 1.00 per share as detailed in agenda 2. The Board of Directors therefore agreed to propose to the Meeting of Shareholders to consider and approve the allocation of new ordinary shares at the par value of Baht 1 each for offering to the existing shareholders 432,000,000 by way of rights issue and reserving for the exercise of warrant to purchase ordinary shares (SINGER-W1) (SINGER-W2). Details are set out in enclosure 6.

**Board's Opinion**

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to consider and approve the allotment of new shares by issuing 432,000,000 new ordinary shares at a par value of Baht 1.00 per share, details are as follows.

(1) 216,000,000 new shares with a par value of Baht 1.00 per share will be allotted in one or several times each, by way of rights issue to the existing shareholders of the Company at the ratio of 5 existing shares to 4 new shares. The details of set out in enclosure 7.

(2) 108,000,000 new shares with a par value of Baht 1.00 per share will be allotted to reserve for the exercise of the warrants to purchase ordinary shares of the Company No.1 ("SINGER-W1") which will be issued and offered to the existing shareholders who subscribed newly issued ordinary shares and are allotted the new ordinary shares by way of rights issue and excess rights. If any new shares reminding due to non-exercise of the warrants will be subject to the Consideration of the shareholders 'meeting.

(3) 108,000,000 new shares with a par value of Baht 1.00 per share will be allotted to reserve for the exercise of the warrants to purchase ordinary shares of the Company No.2 ("SINGER-W2") which will be issued and offered to the existing shareholders who subscribed newly issued ordinary shares and are allotted the new ordinary shares by way of rights issue and excess rights.. If any new shares reminding due to non-exercise of the warrants will be subject to the Consideration of the shareholders 'meeting.

The Board of Directors or the Executive Committee or the person(s) entrusted by the Board of Directors and/or the Executive Committee shall be empowered to consider and determine the details with regard to the issuance of new shares, and also the relevant details of issuance and offering the new shares and Warrants which including but not limited to the date fixed to determine the names of shareholders who entitle to subscribe for new ordinary shares (Record Date), subscription period, offering price, Warrant issuance date, the first and last exercise date, exercise of warrant to purchase ordinary share and conditions necessary and relevant to the allocation and offering of the new ordinary shares, 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, to execute the application and necessary supporting documents relevant to the issuance and allotment of the Right Offering shares and Warrants, 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, as well as to take any other action which are deemed necessary and appropriate to the issuance and allotment of the Right Offering shares together with Warrants.

**Voting Requirement**

The resolution of this agenda must be approved by 52% of votes of the shareholders in attendance and eligible to vote for election of directors individually.

**5. Other business (if any)**

You are therefore invited to attend the EGM at the date, time and place specified above by attaching the procedures for attending the meeting, proxy form, and voting together with invitation letter.

The Company has fixed the date of 24 January 2019 as the record date for determining list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2019.

The registration will be open at 8.30 and to facilitate shareholders and proxies please bring the registration form (enclosure 1) presenting to staff on the meeting day.

If any shareholder cannot attend the Meeting, you may authorize the Company's independent director to attend and vote on your behalf by following details as enclosure 8 as well as fill out and sign the registration form and Proxy Form B (enclosure 1 and 11), or can download Proxy Form B from [www.singerthai.co.th](http://www.singerthai.co.th). Nevertheless, it would be appreciated if the document can be submitted to the Company at least one day prior to the commencement of the meeting.

By resolution of the Board of Directors,

Faithfully yours,



.....  
(Mr. Kittipong Kanokvilairat)  
Chief Executive Officer