

**Summary of the issuance and offer for sale of debentures of the Company**

Therefore, in order to let the Company has long term source of fund for operating business and/or working capital and/or fund for the repayment of debt and flexibility in financial management, the Board of Directors would like to propose the Meeting to consider the increase of the amount of debenture issuance and offering in amount of THB 3,000 million, by determining that the new debentures shall or shall not be redeemed before the maturity date, or shall or shall not be perpetual debentures in order to accommodate the long term debentures exceeding 10 years and/or to issue debenture which has the same figure as capital, such as the perpetual bond. However, the issuance of debenture will depend on the proceeds in need of the company and the market conditions at that time.

The issuance and offering of debenture will be performed according to the regulation of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, the Stock Exchange of Thailand and the relevant government authorities, as well as in accordance with the needs of the company's money, including market conditions.

**Details of the issuance and offering of debentures.**

Objective	The proceeds derived from the issuance and offer for sale of debentures will be used in the business operation and/or, repay the existing loan of the Company, or for other purposes as the Board of Directors, under the Board of Directors meeting no. 2/2565 may deem appropriate to the shareholders' meeting for consider and approve the issuance and offer for sale of debentures as follows:
Type	Debentures of all type and kinds, whether name-registered or bearer debentures, subordinated or unsubordinated, secured or unsecured, with or without debenture holders' representatives, with fixed redemption date or with no redemption date, depending on the appropriateness of the market condition at the time of each issuance and offer for sale.
Currency	THB and/or other foreign currency by using the exchange rate at the time of each issuance and offer for sale.
Total Value	Not exceeding THB 3,000 million or equivalent amount in other currency. In this regard, the Company is able to issue and offer for sale additional debentures and/or issue and offer debentures in place of the existing debentures which have been redeemed within such credit line. Any debenture issued by the Company at any time shall have a value not exceeding such credit line.
Interest rate	To be determined from time to time depending on the market condition at the time of each issuance and offer for sale, and other relevant factors. In this regard, the interest rate shall be determined in compliance with the notifications of the Securities and Exchange Commission and/or of the SEC Office, and/or other relevant notifications or regulations applicable at the time of each issuance and offer for sale.
Financial Ratio	The Company will maintain debt to equity ratio as of the end of each quarterly period of the Company according to the consolidated financial

statement of the Company which have been reviewed or audited by the auditor to be not more than 2.5:1.

In this regard, debt means net financial liabilities, which are interest-bearing liabilities of the Company as shown in the consolidated financial statement which have been reviewed or audited by the auditor, including financial obligation that has an obligation to pay interest and the liabilities that have obligation that has interest payment which may occur from event that the Company guarantees, avals or creates other similar obligations to any person or other juristic person which is not a subsidiary of the Company deducted with cash and/or equivalent items. However, the above financial obligations and liabilities do not include financial obligations and liabilities arising from trade creditors, prepaid income or any debt of the Company without interest burden and liabilities arising from lease agreements.

Term of Debenture	Depending on the market condition at the time each issuance and offer for sale, whereby it can be determined whether the debenture is callable or perpetual.
Offer for sale	<ol style="list-style-type: none"><li>1) To offer all at one or several times, and/or as a scheme, and/or on a revolving basis.</li><li>2) To offer for sale to the general public and/or in a private placement and/or to the institutional investors in the country and/or abroad, at one or several times in accordance with the notifications of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or other relevant notifications, ministerial regulations, regulations, and laws applicable at the time of each issuance and offer for sale.</li></ol>
Call redemption	The debenture - holders may or may not have the right to redeem their debentures before their maturity date, or the Company may or may not determine that the debentures can be redeemed before maturity date in a special event (special event redemption) depending on the terms and conditions of each issuance.
Other details	<p>The authorized directors, the Board of Directors, or their delegated persons shall be authorized:</p> <ol style="list-style-type: none"><li>1) To determine details relevant to the debentures, including type, name, interest rate, redemption period, appointment of the debenture-holders representative (s), as well as to determine the details relating to the offering; for example, the issuance of various kinds of debentures from time to time, and when any amount of debentures become mature, such amount may be reissued and reoffered, including but not limited to, price, procedure and offering, and allocation period.</li><li>2) To appoint the financial advisor and/or the underwriter and/or credit rating institution of the issuer and/or the securities and/or any other person where the appointment is regulated as required by the</li></ol>

relevant rules or in any other cases which the Company deems appropriate.

- 3) To deal with, negotiate, execute and/or amend the agreements and/or documentation, as well as provide information, submit documentation to the Office of Securities and Exchange Commission and/or other agencies relating to the issuance and offering of such debentures, including the undertaking of any actions relevant to or necessary for such transaction as it deems appropriate.