

# SANSIRI

(Amendment)

(English Translation)

14 May 2021

Subject : Notification on the investment by purchasing the newly issued ordinary shares in the capital increase of XSpring Capital Public Company Limited

To : President  
The Stock Exchange of Thailand

Sansiri Public Company Limited (the "**Company**") would like to report the important resolution of the Board of Directors' Meeting No. 4/2021, held on 14 May 2021 to the Stock Exchange of Thailand that summarized as follows:

The Board of Directors (exclusive of those with vested interests on this matter) has approved the investment in XSpring Capital Public Company Limited ("**XSpring**") (*which operates a business of investing in various interesting businesses both in Thailand and overseas to aim for a return on investment*) by purchasing the newly issued ordinary shares in the capital increase of XSpring which will be offered and allotted as Private Placement in the number of 403,379,000 shares, at the offering price of Baht 4.10 per share, totaling Baht 1,653,853,900.00, equivalent to shareholding percentage of 15% of the total paid-up capital of XSpring. Main objective for this investment is to diversity the Company's portfolio to financial and brokerage service.

Once the Company has been allocated the said capital increase ordinary shares, it will be one of shareholders who is entitled to subscribe for the Rights Offering shares of XSpring in proportion to its shareholding after XSpring has completed the offering of newly issued ordinary shares under the Private Placement scheme in a ratio of 1 existing ordinary share to 2 new ordinary shares at the price of Baht 0.50 as well.

The Company has delegated the power to Mr. Srettha Thavisin, Chief Executive Office and President to consider and proceed any matters necessary for, relating to, and/or associating with the purchasing of the newly issued ordinary shares in the capital increase of XSpring including without limitation to the followings:

(1) Negotiate, consider the details, enter into agreements, determine, and/or change any terms and conditions as deemed necessary, make payment, and/or execute documents and agreements, and/or other documents related to such acquisition (if any).

(2) Perform any other appropriate, relevant, and/or subsequent acts in connection with the acquisition of the said newly issued ordinary shares in capital increase, as required by applicable laws and/or regulations.



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According to the Company's latest consolidated financial statement ended 31 December 2020, the total transaction size of acquisition of the newly issued ordinary shares in the capital increase based on the total value of consideration paid criteria, which gives the highest value, is equivalent to 1.83 percent. After calculating all acquisition transactions of the Company during the past 6 months, the total size of acquisition transaction of the Company will be equal to 2.58 percent, which does not fall within criteria under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended), and does not fall within the disclosure requirement under 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 Acquisition and Disposition of Assets, B.E. 2547 (as amended).

The purchase of newly issued ordinary shares that are offered for sale and allocated under the Private Placement scheme by XSpring as stated above constitutes the entry into a transaction with a connected person under the Notification of the Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions (as amended) 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 (as amended), because it is a transaction between the Company and a related person of the Company's director. However, this transaction is a transaction with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under similar circumstances, on the basis of commercial negotiation and without any dependent interest in the consideration and approval of the entry into this transaction. Therefore, this transaction does not require approval by the Company's shareholders meeting, and the Company has no duty to disclose the information regarding the entry into this transaction to the Stock Exchange of Thailand under the applicable law.

Please be informed accordingly.

Yours sincerely,

(Mr. Apichart Chutrakul)

Chairman of the Board of Directors

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