

**Notification of the Allocation of the Warrants to Purchase the Ordinary Shares
of Scan Inter Public Company Limited No.2 (SCN-W2)**

1. Details of Securities Offered

According to the Extraordinary Shareholder’s Meeting No. 1/2021 which held on December 24, 2021 of Scan Inter Public Company Limited (the “**Company**”) has resolved to approve the issuance of the Warrants to Purchase the Ordinary Shares of Scan Inter Public Company Limited No.2 (the “**SCN-W2 Warrants**”) in amount of not exceeding 120,000,000 units to the existing shareholders of the Company proportionate to their respective shareholding (Rights Offering) with free of charge at the allocation ratio of 10 existing shares per 1 unit of the SCN-W2 Warrants, should there be any fraction from the calculation based on the allocation ratio, such fraction shall be discarded. The SCN-W2 Warrants shall have the term of 4 years from the issuance date of the SCN-W2 Warrants with the exercising ratio of 1 unit of the SCN-W2 Warrants shall has the right to purchase 1 ordinary share of the Company.

In this regard, the Company has scheduled November 26, 2021 as the date for determining the name of shareholders entitled to be allocated the SCN-W2 (Record Date) and scheduled January 14, 2022 to be the issuance date of the SCN-W2 Warrants to shareholders. The key details of the SCN-W2 Warrants are as follow:

Warrants Issuer	Scan Inter Public Company Limited
Name of Warrants	Warrants to purchase the ordinary shares of Scan Inter Public Company Limited No.2 (SCN-W2)
Type of the Warrants	In named certificate and transferable
Number of the Warrants issued and offered	Not exceeding 120,000,000 units
Numbers of shares issued to accommodate the exercise of the Warrants	Not exceeding 120,000,000 shares with the par value of THB 0.50 and when combined with underlying shares for the warrants to purchases the ordinary shares of Scan Inter Public Company Limited No. 1 which issued at the same occasion representing 20 percent ¹ of total sold shares of the Company, which is not exceed 50 percent of the total sold shares of the Company in compliance with the rules prescribed by the relevant notifications of the Capital Market Supervisory Board.
Offering Price per unit	THB 0 per unit
Allocation Methods	The Company will allocate the SCN-W2 Warrants to the Company’s existing shareholders proportionate to their respective shareholding (Rights Offering) at the allocation ratio of 10

¹ The calculation method of the ratio of the number of underlying shares: (the number of the Shares to accommodate the exercise of Warrants for warrants offered at this time + the number of underlying shares for CD or warrants offered in another time, excluding the underlying shares for ESOP-CD or ESOP-warrant) / (the number of issued and sold shares of the Company, including the number of other newly issued shares which the Company will offer together with warrants offered at this time)

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existing shares to 1 unit of the SCN-W2 Warrants after the approval is granted by the Extraordinary General Meeting of Shareholders No.1/2021 and scheduling November 26, 2021 as the record date to determine the list of shareholders entitled to be allocated with the SCN-W2 Warrants (Record Date). Should there be any fraction from the calculation based on the allocation ratio, such fraction shall be discarded.

Issuance Date	January 14, 2022
Term of Warrants	4 year from the issuance and allocation date of the SCN-W2 Warrants
Exercise Ratio	1 unit of the SCN-W2 Warrants is entitled to purchase 1 newly issued ordinary share unless the exercise ratio is adjusted by the conditions of right adjustment.
Exercise Price	THB 5 per share unless the exercise price is adjusted by the conditions of right adjustment. In this regard, the exercise price shall not be lower than the par value of the Company's ordinary shares.
Exercise Date	<p>The SCN-W2 Warrants' holders shall be entitled to exercise their rights to purchase the Company's newly issued ordinary shares under the SCN-W2 Warrants at the 2nd anniversary of the SCN-W2 Warrants.</p> <p>In this regard, the first exercise date shall be March 29, 2024 and shall further exercise the right at the last Business Day of each quarter which is the last business day of March, June, September and December and the last exercise date shall be the 4th anniversary from the issuance and allocation date of the SCN-W2 Warrants.</p> <p>In the event that the last exercise date coincides with the holiday of the Stock Exchange of Thailand (the "SET"), such exercise date shall be rescheduled to the preceding business day.</p>
Period for serving notice of intention to exercise right	<p>The SCN-W2 Warrants' holders, who wish to exercise their rights to purchase the Company's newly issued ordinary shares under the SCN-W2 Warrants, shall notify their intention to exercise the right during 9.00 hours to 15.00 hours, in advance not less than 5 business days prior to the exercise date, except for the last exercise date that shall notify the intention to exercise the right in advance not less than 15 days prior to the last exercise date.</p> <p>In the event that the exercise date falls on a holiday of the Company, the exercise date shall be postponed to the last business day preceding such exercise date.</p>

Inability to cancel the notification of intention to exercise rights

When the SCN-W2 Warrants' holders have notified their intention to exercise the right to purchase ordinary shares under the SCN-W2 Warrants, it will not be able to cancel the notification of intention to exercise such right.

Secondary Market for the Warrants

The Company shall apply for listing the SCN-W2 Warrants as listed securities on the SET.

Secondary Market for the Newly Issued Ordinary Shares for Exercise of the Warrants

The Company shall list the newly issued ordinary shares arising from the exercise of the SCN-W2 Warrants as listed securities on the SET.

Warrant Registrar

Thailand Securities Depository Co., Ltd.

Conditions of Right Adjustment

The Company shall adjust the exercise price and the exercise ratio to purchase the Company's newly issued ordinary shares under the SCN-W2 Warrants upon the occurrence of any of the following events, with a purpose to secure the interest and returns for the SCN-W2 Warrants Holders not to be less favorable:

1. When the Company changes the par value of its ordinary shares as a result of a combination or split of the Company's issued shares. The adjustment of the exercise price and the exercise ratio shall become effective immediately upon the change of the par value of the Company's ordinary shares;
2. When the Company pays all or parts of the dividend in the form of newly issued shares to the shareholders;
3. When the Company offers to sell any newly issued shares at a price per share lower than 90 percent of the market price calculated by the method specified in the Terms and Conditions;
4. When the Company offers for sale any newly issued securities granting the security holders rights to convert or change warrants to ordinary shares, or a right to purchase ordinary shares at a price per share of the shares reserved for such rights is lower than 90 percent of the market price per share of such ordinary shares calculated by the method specified in the Terms and Conditions;
5. When the Company pays dividend in cash exceeding 90 percent of the net profit after the deduction of the corporate income tax according to the separate financial statements of the Company for the operation of any fiscal year;

6. Any other events similar to Clause 1. to Clause 5. which would cause any returns to be received by the SCN –W2 Warrants’ holders, once exercised, to be less favorable.

Other Conditions

the Company’s the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Executive Committee and/or the Chief Executive Officer shall have an authority to take all necessary actions in connection with the issuance and allocation of the SCN-W2 Warrants in compliance with the law and under the scope approved by the Extraordinary General Meeting of Shareholders, including but not limited to the power to the following actions:

- (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the SCN-W2 Warrants, the amendment of exercise ratio and exercise price under the term and condition, including the change of the date to determine the list of shareholders entitled to be allocated the SCN-W2 Warrants and/or the issuance date of the SCN-W2Warrants;
- (2) negotiate, agree, enter into, amend, add, sign agreements, applications for approval, waiver letter, evidence, disclosure, sale report, and various documents necessary for and in connection with the issuance and allocation of the SCN-W2 Warrants, and the adjustment or amendment of exercise ratio and exercise price under the Term and Condition as well as contact, filing, amendment, addition and signing of the applications for approval, waiver letter, evidence, disclosure, sale report, and various documents with the Securities and Exchange Commission Office, the SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the SCN-W2 Warrants and the listing of the SCN-W2 Warrants and the newly issued ordinary shares arising from the exercise of the SCN-W2 Warrants as listed on the SET; and
- (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the SCN- W2 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the SCN-W2 Warrants on this occasion.

2. Subscription, Offering and Allocation of the SCN-W2 Warrants

2.1 Offering Methods of the SCN-W2 Warrants

The SCN-W2 Warrants are issued without being processed through underwriter and being guaranteed for the sale of securities as it is the allocation of the SCN-W2 Warrants in amount of not exceeding 120,000,000 units to the Company’s existing shareholders in proportion to their respective shareholding

(Rights Offering) with free of charge at the allocation ratio of 10 existing shares per 1 unit of the SCN-W2 Warrants, should there be any fraction from the calculation based on the allocation ratio, such fraction shall be discarded.

The Company's existing shareholders entitled to be allocated with the SCN-W2 Warrants are those whose names are set out in the record date to determine the list of shareholders entitled to be allocated with the SCN-W2 Warrants (Record Date) as at November 26, 2021. Thus, the offering methods of the SCN-W2 Warrants is not determined by the Company.

2.2 Date and Method of Subscription and Payment of the SCN-W2 Warrants

The SCN-W2 Warrants are issued and allocated to the Company's existing shareholders in proportion to their respective shareholding (Rights Offering) with free of charge. Therefore, there is no date and method of subscription and payment of the SCN-W2 Warrants.

Please refer to an additional detail in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares of Scan Inter Public Company Limited No. 2 (**Enclosure 3**).