



S&P Syndicate Public Company Limited. Registration No.0107537001170
2034/100-103 23 Floor, Ital Thai Tower, New Petchburi Road,
Bangkapi, Huaykwang, Bangkok Thailand 10310 www.snpfood.com
T : +66(0) 2785 4000, F : +66(0) 2785 4040

**SIMPLY
DELICIOUS**

Ref. POL 120/2022

2 December 2022

Re : Schedule of No.3 exercise of Warrants to Purchase Ordinary shares of S & P Syndicate Public Company Limited No. 2 (SNP-W2)

To : Director and Manager
The Stock Exchange of Thailand

As S & P Syndicate Public Company Limited (“ Company”) issued and offered the Warrants to Purchase Ordinary shares of S & P Syndicate Public Company Limited No. 2 (“ SNP-W2”) in the amount of not exceeding 24,520,419 units with no offering price to the existing shareholders of the Company according to their shareholdings in the ratio of 20 ordinary shares per 1 unit of warrants. And The shareholders list entitled to be allocated with the warrants had been determined on 11 March 2021 and the schedule of the third exercise date is scheduled for on 30 December 2022.

The Company would like to notify the Schedule of No.3 exercise of SNP-W2 as follows:

1. Exercise Ratio and Exercise price

One (1) unit of warrant has the rights to purchase one (1) new ordinary share;
Exercise price of new ordinary share is 1.00 Baht per share.

2. Notification Period for the Exercise of Warrant

15 December 2022 – 29 December 2022 (business day only) during 09.00 a.m.–16.00 p.m.

3. The venue to exercise the rights

The Warrant Holders may request the Exercise Notice Form from the Agent Receiving Exercise Intention or download such Form from the Company’ s website (www.snpfood.com) in accordance with the Notification Period for the Exercise of Warrant aforesaid in No.2.

The venue to exercise the rights

The Agent Receiving Exercise Intention
CMT Counsellor Company Limited
75/58 Richmond Building, 17th Floor, Sukhumvit 26 Alley,
Sukhumvit Road, Khlongton Sub District, Khlongtoey District
Bangkok 10110
Telephone 02-123-8580

4. Exercise Methods and Procedures

All Warrant Holders (including all those who hold warrants in the script system and also in the scriptless system), who wish to exercise their warrants, shall comply with the conditions regarding the Warrant's Exercise notice, take necessary actions and submit the required documents within the relevant Notification Period (**the Company will not receive the Notification for the Exercise of Warrant by mail**), detailed as follows:

- 4.1 An accurate and complete form of the Warrant's Exercise Notice, duly signed by the Warrant Holders, if the Warrant Holder is a juristic person, it must be signed by the authorized person(s) with the company's seal (if any), shall be submitted to the Agent receiving exercise intention (if any) within the Notification Period which is during 15 December 2022 – 29 December 2022.
- 4.2 The Warrant certificate or the Warrant substitute in form prescribed by the SET, bearing signature of holders representing the relevant number of warrants as specified in the Exercise Notice and a power of attorney letter in case that the warrant holders delegate other person to receive new certificates of the unexercised Warrants (if any) and send to the Agent Receiving Exercise Intention. (if any)
- 4.3 Payment of the amount specified in the Warrant's Exercise Notice and send pay-in slip to the Agent receiving exercise intention. The Warrant Holders who wish to exercise their rights shall pay in one of the following methods:
 - (1) Money transfer to Current Account, Bangkok Bank Public Company Limited, Thonglor Branch, payable to “ **Shares Subscription Account of S & P Syndicate Public Company Limited**”, Account No.206-30-5259-7, and enclose the evidence of such transfer as well as specify name-surname and contact telephone number; or
 - (2) Payment in form of cheque, cashier's cheque, or draft which can be cashed in Bangkok Metropolitan area within 1 Business day from each Notification date. Cheque, cashier's cheque, or draft shall be dated 3 business days prior each Exercise Date and shall be crossed and made payable only to “ **Shares Subscription Account of S & P Syndicate Public Company Limited**” and specify name-surname and contact telephone number on back of those forms.

In this regard, the Exercise of Warrants be considered completed and valid only if the Company or the Agent Receiving Exercise Intention (if any) successfully collected the payment. In case that, the Company or the Agent receiving exercise intention (if any) could not collect such payment, for any reason not caused by the Company or the

Agent receiving exercise intention (if any), the Company shall deem that such Warrant Holders intend to cancel their respective intention to exercise warrants. In such case, the Company and/or Agent receiving exercise intention (if any) shall return the Warrant Certificates together with the cheque, cashier's cheque, or draft which could not be collected to such Warrant Holders within 14 days from each the Exercise Date. However, such cancellation shall not deprive the Warrant Holders the rights to purchase ordinary shares for the next period, except in case of the Last Exercise Period, the Company shall deem that such warrant is expired without being exercised. In such case, the Company and/or the Agent receiving exercise intention (if any) shall not responsible for the interest and/or any damages or compensations in whatsoever cases.

4.4 The Warrant Holders are responsible for all taxes and/or duty stamps (if any) pursuant to the provisions in the Revenue Code or relevant regulations, laws applicable to the exercise of the Warrants.

4.5 Evidence supporting the exercise

(1)	Thai Individual Person	Certified copy of Identification Card or government official card or the state enterprise employee card (In case of the name/ surname changing that cause such name/ surname different from that appearing on the Warrants, additional certified copy of relevant government documents e. g. certificate of name/ surname change etc. must be attached). (In case of a minor, letter of consent of parents, certified copy of identification card of the parents and household registration having the name of the minor must be attached.)
(2)	Foreign Individual Person	Certified copy of foreigner certificate (alien identification card) or certified copy of valid passport
(3)	Thai Juristic Person	Copy of corporate affidavit issued by the Ministry of Commerce, issued not more than 6 months prior to each Exercise Date, duly certified by authorized director(s) as stated in that corporate affidavit and certified copies of supporting evidences of such authorized director(s) as in 1) or 2)
(4)	Foreign Juristic Person	Copy of the certificate of incorporation and/ or corporate affidavit of such legal entity, duly certified by the authorized director(s) and certified copies of supporting evidences of such

		authorized director(s) as in 1) or 2). All documents shall be duly certified by a Notary Public in the country in which such document is issued and not more than 6 months prior to each Exercise date.
(5)	Custodian	Copy of corporate affidavit and document evidencing appointment of custodian and certified copies of supporting evidences of the authorized person(s) as in 1) or 2). All documents shall be duly certified by a Notary Public of the country in which such document is issued and not more than 6 months prior to each Exercise date.

In this regard, if the Warrant Holders fail to submit the abovementioned evidence, the Company and/or the Agent receiving exercise intention (if any) shall reserve the right to deem that such Warrant Holders do not intend to exercise the rights at the relevant Exercise Date. However, the Company and/or the Agent receiving exercise intention (if any) might use its own discretion to allow the exercise of warrant as deemed appropriate.

- 4.6 The number of Warrants to be exercised must be in a whole number with the exercise ratio of one unit of Warrant per 1 ordinary share, except for the adjustment of rights as specified in Clause 2.

If you need any further information, please contact place aforesaid in business day during 09:00 a.m.- 16:00 p.m.

Please be informed accordingly

Sincerely yours,

(Mr. Vitoon Sila-On)
Chief Executive Officer
S & P Syndicate Public Company Limited