



บริษัท สัสโก้ จำกัด (มหาชน)
139 ถนนสุขุมวิท กรุงเทพฯ 10140
SUSCO PUBLIC COMPANY LIMITED
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SorKor. Kor. 466/2563

August 27, 2020

Subject: Notification of Resolution of Board of Directors' Meeting on Share Repurchase Project for Financial Management

Attention: President
The Stock Exchange of Thailand

Attachment 1. Share Repurchase for Financial Management Disclosure Form (Form TS-1.2)
2. Report of Share Distribution

The Board of Directors Meeting of SUSCO Public Company Limited ("the Company") No. 8/2020, held on August 27, 2020 resolved to approve the Share Repurchase Project for Financial management purpose, In the maximum amount of Baht 180 million, being the number of share to be repurchased at not exceeding 55,000,000 shares. The number of the shares to be repurchased is 5.00 percent of the total issue shares. The company shall repurchase the shares on the Stock Exchange of Thailand. The repurchase period will start from September 14, 2020 to March 12, 2021. The details of the repurchase share project are attached herewith.

Please be informed accordingly.

Yours Sincerely,

Chairit Simaraj
Managing Director

Share Repurchase Disclosure Form

In the case where repurchasing the company's own shares is for financial management purposes.

(Under Section 66/1 (2) of the Public Company Limited Act)

Company SUSCO Plc.

Date August 27, 2020

We, SUSCO Public Company Limited, hereby notify the resolution of the board of directors, no 8/2020, held on August 27, 2020 regarding the approval on the proposed share repurchase for financial management purposes, with the details as follows:

1. The share repurchase project

- 1.1 The maximum amount for the share repurchase is 180 million baht.
- 1.2 Number of shares repurchased not exceeding 55 million shares (at par value 1 baht per share) or equal to 5 % of the total of paid-up capital.
- 1.3 Procedure used for the repurchasing of shares
 on the Stock Exchange of Thailand
 offer to general shareholders at the price of..... baht per share (the price being the same)
 The repurchase period will be started from September 14, 2020 to March 12, 2021.
 Remarks : The company has to disclose the proposed share repurchase not later than 14 days prior to the date on which the shares will be repurchased
1. The implementation period shall not exceed 6 months when a share repurchase scheme is by way of purchasing from the SET.
 2. The repurchase period shall not be less than 10 days and shall not exceed 20 days in the case where the offering is from the general shareholders.
- 1.4 The principle used to determine the repurchase price taking into account the average market price during the last 30 days prior to the date on which the company discloses the information of shares repurchase.
 The repurchase prices will not exceed 115% of average stock price of 5 working days prior to the date of each repurchase.
 The average share price for the past 30 working days from July 9, 2020 to August 24, 2020 was 2.41 Baht/share.

2. The information of the company

2.1 The company's retained earning and excess liquidity is based on the Reviewed / Audited Financial Statement as of June 30, 2020

- The company's retained earnings are 827.89 million Baht
- The company's debts, which shall become due within the 6 months following from the date on which the shares will be repurchased, is equal to 250 million Baht.
- Explain the basis for this ability to repay the abovementioned debts and specify the source of funds for the repayment

As of June 30, 2020, the Company had cash and cash equivalents in the amount of 182.89 million Baht and trade accounts receivable amounted to 361.18 million Baht. Debt to Equity Ratio is equal to 1.44. Based on the assessment of current cash flow, the increasing cash flow from operations, The Company has sufficient liquidity and cash flow to repay the debts due within 6 months from the date of repurchasing shares and still have sufficient cash flow to be used to repurchase shares according to this project

2.2 The number of minor shareholders (Free float) as in the share registration book finalized on March 13, 2020 equal to 60.09 % of the company's paid up capital. In addition, the company encloses herewith the report of the company's share distribution.

3. Reasons for the proposed share repurchase

To manage and maximize the utmost benefits of the Company's excess liquidity, which will also result in higher return on equity of shareholders.

4. Likely impacts after the share repurchase.

4.1 Impact on the shareholders: Earnings per share will be higher because the shares repurchased by the Company are not entitled to receive dividends, which will also increase the return on equity.

4.2 Impact on the company: Company's liquid assets and equity will be decreased. However, the Company is confident that the aforementioned transaction will be in line with financial status of the Company, taking into account the maximum benefits of the Company and its shareholders.

5. The description of the resale of shares and of the shares written off.

- Procedure for shares resold
 - ✓ on the Stock Exchange of Thailand
 - by Public Offering

- Period for the resale of share

The Board of Directors shall determine the appropriate period of resale of shares and shall later notify of such information. However, the resale of shares shall be conducted after 6 months from the completion date of share repurchase and not later than 3 years from this time.

- Principle used to determine the resale price

The Company shall dispose the repurchase shares through the main board of The Stock Exchange of Thailand according to the relevant laws and regulations. The disposal price of shares shall be based on the return on the investment and the need of the funds for the future investment project. The repurchase price will not be lower than the average closing price during 5 business days prior to each trading date less 15% of such average closing price. If the Company does not or is unable to dispose the repurchases shares within the period specified by law, the Company shall reduce the paid up capital by writing off the unsold repurchased shares.

6. Shares repurchased in the past

The final date of the latest share repurchase project: September 13, 2019.

(The new share repurchase project will be implemented after 1 year following the final date of the last share repurchase project)

The company certifies that the information contained in this report and attached documents are true and complete in all respects.

Sign.....

(Chairit Simaraj)

Managing Director

Company's seal affixed

Note : Listed companies must report any resolutions of the board of directors regarding proposed projects for share repurchase on the date of the abovementioned meeting or up until 9.00am on the following day of business via facsimile and the Exchange's ELCID.

รายชื่อผู้ถือหุ้นที่เข้าข่าย Strategic Shareholders

| | จำนวนผู้ถือหุ้น | จำนวนหุ้น | ร้อยละของทุนที่ชำระแล้ว (เฉพาะหุ้นสามัญ) |
|---|-----------------|--------------------|---|
| 1.1 กรรมการ ผู้จัดการ และผู้บริหาร | | | |
| <u>รวมถึงผู้ที่เกี่ยวข้อง และผู้ที่มีความสัมพันธ์</u> | | | |
| 1) นายมงคล สิมะโรจน์ (2) | | 150,100,000 | 13.65 |
| - นายมงคล สิมะโรจน์ (บุคคล/นิติบุคคลเดียวกัน) | | 84,000,000 | 7.64 |
| - นายมงคล สิมะโรจน์ (บุคคล/นิติบุคคลเดียวกัน) | | 66,100,000 | 6.01 |
| 2) นายภิมุข สิมะโรจน์ | | 36,350,000 | 3.3 |
| 3) นายมาวีร์ สิมะโรจน์ (2) | | 34,800,000 | 3.16 |
| - นายมาวีร์ สิมะโรจน์ (บุคคล/นิติบุคคลเดียวกัน) | | 12,500,000 | 1.14 |
| - นายมาวีร์ สิมะโรจน์ (บุคคล/นิติบุคคลเดียวกัน) | | 22,300,000 | 2.03 |
| 4) นางสาววิรินทร์ สิมะโรจน์ | | 15,000,000 | 1.36 |
| 5) นายชัยฤทธิ์ สิมะโรจน์ (2) | | 14,500,000 | 1.32 |
| - นายชัยฤทธิ์ สิมะโรจน์ (บุคคล/นิติบุคคลเดียวกัน) | | 11,500,000 | 1.05 |
| - นางศรีเพ็ชรินทร์ สิมะโรจน์ (คู่สมรส) | | 3,000,000 | 0.27 |
| 6) นายอัมรินทร์ สิมะโรจน์ (2) | | 9,280,000 | 0.84 |
| - นายอัมรินทร์ สิมะโรจน์ | | 9,200,000 | 0.84 |
| - นางสกุลรัตน์ สิมะโรจน์ (คู่สมรส) | | 80,000 | 0.01 |
| 7) นายพงศธร ฉัตรนะรัชต์ | | 6,200,000 | 0.56 |
| 8) คุณหญิงเสริมศรี บุญนาค | | 3,391,555 | 0.31 |
| 9) นายกันพล นกจันทร์ | | 1,340,000 | 0.12 |
| 10) นายนพดล อัดวาวุฒิชัย | | 200,000 | 0.02 |
| 11) นายประดิษฐ์ ถาวรมันกิจการ | | 200,000 | 0.02 |
| 12) นางพวงเพ็ชร ทวีชัยวัฒน์ | | 114,760 | 0.01 |
| 13) นายนรุตม์ สิมะโรจน์ | | 68,100 | 0.01 |
| 14) นายสิทธิพันธ์ ศรีเพ็ญ | | 15,000 | 0 |
| รวม | 18 | 271,559,415 | 24.69 |
| 1.2 ผู้ถือหุ้น > 5% โดยนับรวมผู้ที่เกี่ยวข้องด้วย | | | |
| 1) MR. CHALERMCHAI MAHAGITSIRI | | 117,473,800 | 10.68 |
| รวม | 1 | 117,473,800 | 10.68 |
| 1.3 ผู้ถือหุ้นที่มีอำนาจควบคุม | | | |
| รวม | 0 | | |
| รวมทั้งสิ้น | 19 | 389,033,215 | 35.37 |