

IP_OCS/019/2021

June 21, 2021

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2021
Dear Shareholders of Inter Pharma Public Company Limited

Attached Documents

1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders dated April 26th, 2021
2. Information about the issuance and offering of newly issued ordinary shares
3. Capital Increase Report Form (F 53-4)
4. Summary of the preliminary details of the warrants to purchase the Company's ordinary shares No. 1 ("IP No.-W1")
5. Articles of Association related to the shareholders' meeting
6. Profile of Independent Director who is a Proxy on behalf of Shareholders
7. Proxy Form A. Form B. and Form C.
8. Rules and procedures for attending the Extraordinary General Meeting of Shareholders via electronic media
9. Registration form confirming attendance of the Extraordinary General Meeting of Shareholders for the year 2021 via E-Meeting

The Board of Directors of Inter Pharma Public Company Limited ("the Company") has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/21 on Wednesday, July 14th, 2021 at 15.00 hrs. (registration starts at 14.00 hrs.) by meeting via electronic media (E-Meeting) with the following agendas:

Agenda 1 To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders

Objectives and Rationales: The 2021 Annual General Meeting of Shareholders was held on April 26th, 2021. The minutes of the meeting were prepared and a copy of the minutes was delivered to the Office of the Securities and Exchange Commission, Stock Exchange of Thailand and the Ministry of Commerce as required by law and published on the Company's website www.interpharma.co.th

Board of Directors' Opinion: Considered that the minutes of the 2021 Annual General Meeting of Shareholders, convened on April 26th, 2021, have been recorded accurately and truthfully as per Attachment 1. It is, therefore, appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and certify the minutes of the meeting.

Voting : This agenda must be approved by a majority vote of the total number of votes of shareholders attending.

Agenda 2 To consider and approve the amendment of the Articles of Association 31

Objectives and Rationales: to consider amending Article 31 of the Articles of Association of the Board of Directors' Meeting via E-Meeting in order to comply with the current changing laws, including authorizing the Chief Executive Officer or the person designated by the Board of Directors or the Chief Executive Officer entitle to perform various necessary actions to complete the registration of the amendment of the Articles of Association. By having the authorization to amend and add appropriate wordings in the registered document. However, in the event that the registrar orders and/or advice to amend certain wordings in such documents in order to comply with the order of the Public Company Limited Registrar as per following details:

The original Article 31 of the Articles of Association	New Article 31 of the Articles of Association
In the case of Board Meetings via E-Meeting, all directors attending the meeting must reside in the Kingdom of Thailand. At least one-third (1/3) of the members of the quorum must be present at the same meeting venue. The meeting of the Board of Directors via E-Meeting must be conducted in accordance with the standards of information technology security in accordance to the law required.	In the case of Board Meetings via E-Meeting, the meeting must be conducted in accordance with the required law.

Board of Directors' Opinion: The Board of Directors deems it appropriate to propose to the general meeting of shareholders to consider and approve the amendment of the Articles of Association 31 on the Board of Directors' meeting via E-Meeting as detailed above that the person assigned by the Board of Directors to register the amendment of the Company's Articles of Association at the Department of Business Development, Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar

Voting: The resolution of the meeting in this agenda must be approved by a vote of not less than 3:4 of the total number of shareholders attending the meeting and have the right to vote.

Agenda 3 To consider and approve the reduction of the undisposed registered capital of the Company

Objectives and rationales: According to the Public Limited Companies Act. stipulated that if the Company will increase its capital from the registered amount by issuing more new shares, the Company has to reduce its registered capital for unissued ordinary shares that are not shares issued to support convertible debentures or share warrants. At present, the Company has a registered capital of 144,200,000 Baht (One Hundred Forty-Four Million and Two Hundred Thousand Baht), divided into 288,400,000 ordinary shares with a par value of 0.50 baht (Fifty Satang), with details as follows:

1. Paid-up capital amount 144,199,795.50 Baht (One Hundred Forty-Four Million and One Hundred Ninety-Nine Thousand Seven Hundred Ninety-Five Baht Fifty Satang) divided into 288,399,591 ordinary shares (Two Hundred Eighty-Eight Million and Three Hundred Ninety-Nine Thousand Five Hundred Ninety-One shares) with a par value of 0.50 Baht (Fifty Satang) per share.
2. Unpaid registered capital of 204.50 Baht (Two Hundred and Four Baht and Fifty Satang), divided into 409 ordinary shares with a par value of 0.50 baht (Fifty Satang) as a reserve for stock dividends. which the Company's stock dividend has already been paid on May 18th, 2021.

Board of Directors' Opinion: To enable the Company to increase its registered capital, it is, therefore, appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the reduction of the registered capital of the Company in the amount of 204.50 Baht (Two Hundred and Four Baht and Fifty Satang) from the registered capital of 144,200,000 Baht (One Hundred Forty-Four Million and Two Hundred Thousand Baht) to the registered capital of 144,199,795.50 Baht (One Hundred Forty-Four Million and One Hundred Ninety-Nine Thousand Seven Hundred Ninety-Five Baht and Fifty Satang) by cutting off 409 unissued ordinary shares (Four Hundred and Nine Shares) at a par value of 0.50 Baht (Fifty Satang). Which after the reduction of registered capital under this agenda, the Company will have a registered capital equal to 144,199,795.50 Baht (One Hundred Forty-Four Million and One Hundred Ninety-Nine Thousand Seven Hundred Ninety-Five Baht and Fifty Satang) and the paid-up capital in the amount 144,199,795.50 Baht (One Hundred Forty-Four Million and One Hundred Ninety-Nine Thousand Seven Hundred Ninety-Five Baht and Fifty Satang) and the amount of paid-up capital 144,199,795.50 Baht (One Hundred Forty-Four Million and One Hundred Ninety-Nine Thousand Seven Hundred Ninety-Five Baht Fifty Satang) divided into 288,399,591 ordinary shares (Two Hundred Eighty-Eight Million and Three Hundred Ninety-Nine Thousand Five Hundred Ninety-One Shares) with a par value of 0.50 Baht (Fifty Satang) per share.

Voting : This agenda must be approved by a vote of not less than 3:4 of the total number of votes of shareholders attending the meeting and have the right to vote.

Agenda 4 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to align with the reduction 4 registered capital

Objectives and Rationales: To propose to the meeting for consideration and approve the amendment of the Company's Memorandum of Association Clause 4 in order to align with the reduction of registered capital and to comply with the reduction of the registered capital of the Company as approved in the above agenda according to the following details:

Article 4	Registered capital	144,199,795.50	Baht
	Divided into	288,399,591	Shares
	Par value per share	0.50	Baht
	Divided into		
	Ordinary shares	288,399,591	Shares
	Preferred shares	-None-	

Board of Directors' Opinion: Considered appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the amendment of the Company's Memorandum of Association Clause 4 in order to align with the reduction of the registered capital of the Company at the Department of Business Development, Ministry of Commerce, and entitle to have the power to amend and add words to comply with the order of the Registrar.

Voting: This agenda must be approved by a vote of not less than 3:4 of the total number of votes of shareholders attending the meeting and have the right to vote.

Agenda 5 To consider and approve the issuance and offering of newly issued ordinary shares of the Company to the existing shareholders in proportion to the number of shares held by each shareholder (Rights Offering)

Objectives and Rationales: According to the Company's need to use funds to expand investments in the business that it operates, currently funds are insufficient, therefore, the Company needs to increase its capital to use the said capital for the following purposes:

1. To be a source of funds for Modern Pharma Co., Ltd. to invest in the construction and expansion of tools, machineries, factories to enable a complete a turn-key business operation as well as to cover the expansion of business operations in the contract manufacturing of pharmaceutical products for sale.
2. To be used as a source of funds for the purchase of assets, factories, raw materials, inventories, as well as the operating system of the pharmaceutical factory of Teva Pharma (Thailand) Co., Ltd.
3. Used as capital and working capital for new product businesses such as hemp and cannabis, etc.
4. Used as a source of funds for acquisitions to expand distribution channels to increase sales
5. Used as working capital of the Company
6. Repay the loan of the Company

By raising capital, the Company will allocate not more than 9,613,320 newly issued ordinary shares to the existing shareholders in proportion to the number of shares held by each shareholder (Rights Offering), in the allocation ratio of 30 existing shares to 1 newly issued ordinary share with an offering price of 20 Baht per share, by setting the date to determine the names of shareholders who are entitled to the allotment and offering of newly issued ordinary shares with warrants IP-W1 (Record Date) on July 21st, 2021 and set the date for the subscription and payment of new ordinary shares during August 9th – 13th, 2021 from 9.00 hrs. to 15.00 hrs. on the Company's business day.

Shareholders may subscribe for newly issued ordinary shares in excess of their rights at the specified rate (Oversubscription) only when the remaining shares are allocated to the existing shareholders of the company who have fully subscribed according to their rights in the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) this time. In the event that there are shares remaining from the allocation to the existing shareholders of the Company in proportion to the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders who wish to subscribe in excess of their rights in proportion to their existing shareholding at the same price as the shares allocated accordingly. This includes the existing shareholders who wish to subscribe for more than their rights in proportion to their shareholdings who are connected persons of the Company as per following details:

- a. in the event that the number of shares remaining after the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in the first round is greater than or equal to the number of shares oversubscribed by the existing shareholders, the Company will allocate the remaining shares to those who oversubscribe and pay for all such shares in accordance with the amount indicating their intention to oversubscribe;

- b. in the event that the number of shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in the first round is less than the number of shares oversubscribed by the existing shareholders, the Company will allocate the remaining shares to those who oversubscribe in accordance with the following steps:
- 1) Allocate according to the original shareholding ratio of each oversubscriber by multiplying the existing shareholding ratio of each oversubscriber by the remaining number of shares and then it will be the number of shares that each oversubscriber has the right to be allocated. In the case of fractions of shares, such fractions shall be rounded off. However, the number of shares to be allocated will not exceed the number of shares that Each shareholding has subscribed and paid for the subscription.
 - 2) In the case where there are still shares remaining after the allocation under Clause B. (1), it shall be allocated to each subscriber in excess of the right and has not been allocated in full proportion to the original shareholding of the subscriber. beyond the rights of each individual by multiplying the original shareholding ratio of each oversubscriber by the number of remaining shares, then it will be the number of shares that each oversubscriber has the right to be allocated. In the case of fractions of shares, such fractions shall be rounded down. The number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for.

In this regard, the allocation of shares to the oversubscribing persons shall be carried out in accordance with the procedure under this article until there are no remaining shares from the allocation.

The allocation of shares to the existing shareholders of the company who oversubscribes in any case shall not cause any shareholder (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 and as amended) of such shareholder holding the Company's shares in the following manner:

- a. in a manner that increases to or crosses the point where a tender offer is required as prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Subject Business Takeover Securities (including as amended) unless such shareholder is exempted from making a tender offer for all securities of the business as prescribed in Notification 12/2554; or
- b. in a manner that violates the foreign shareholding restrictions as stipulated in the Company's Articles of Association.

In addition, if there are still ordinary shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) and the allocation to the shareholders who oversubscribe (Oversubscription), to reduce the registered capital of the company by cutting off the remaining shares from the offering.

For the allocation of the Company's newly-issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) this time, The Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or any other person appointed by Board of Directors and/or Executive Committee have the power to take any actions that are relevant or as reasonably necessary for the issuance and allocation of the Company's newly-issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering). Such powers include, but are not limited to:

- a. consider the details of the allocation of newly issued ordinary shares for sale to the existing shareholders of the company in accordance with the shareholding proportion in order to comply with the laws and regulations related to the issuance and offer for sale of securities under Thai law. The whole company may reserve the right not to offer new shares to the existing shareholders of any company. If such action is done to violate any laws or regulations foreign regulations;
- b. set or modify Method of allocation of newly issued ordinary shares, such as allotment at one time in whole or in multiple offering periods, offering ratio, offering price, payment method or details of other allocations and offerings, such as changing the date of setting the rights, the names of the shareholders who are entitled to receive the allocation of the newly issued ordinary shares;
- c. sign the request for a waiver of the notice, as well as any documents related to the allocation of the newly issued ordinary shares, including contacting and submitting documents to the officers or

representatives of any relevant agencies as well as listing the Company's newly-issued ordinary shares as listed securities on the Market for Alternative Investment (MAI) and what action necessary and relevant to the allocation of newly issued ordinary shares in all respects to be offered to the existing shareholders of the Company in proportion to their shareholding under the terms of the relevant laws;

- d. register the change of paid-up capital with the Department of Business Development Ministry of Commerce and has the power to perform various actions in accordance with the order of the Registrar to complete the registration process.

Board of Directors' Opinion: Considered appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the issuance and offering of newly issued ordinary shares in the amount of not more than 9,613,320 shares to the existing ordinary shareholders of the Company in proportion to their shareholding (Rights Offering) at the allocation ratio of 30 existing shares to 1 newly issued ordinary share with an offering price of 20 baht per share, by setting the date to determine the names of shareholders who are entitled to the allotment and offering of newly issued ordinary shares with warrants IP-W1 (Record Date) on July 21st, 2021 and schedule the date for the subscription and payment of new ordinary shares during August 9th – 13th, 2021 from 9.00 a.m. to 3.00 p.m. on the Company's business day. Details are as per Attachments 2 and 3.

Voting: This agenda must be approved by a majority vote of the total number of votes of the shareholders attending the meeting and have the rights to vote.

Agenda 6 To consider and approve the issuance and allocation of warrants to purchase the Company's ordinary shares No. 1 (IP-W1) to the existing shareholders of the Company who subscribe and pay for the newly issued ordinary shares in proportion to their shareholding

Objectives and Rationales: Due to the Company has plans to invest in many projects which are related to the Company's existing business and diversifying investments into other businesses so that the Company can conduct business fully integrated as well as to diversify the risks of business operations more. Thus, it requires huge investment in expanding the business base in the future and to pay off debt as well as for use as working capital in the business. In addition, the issuance of the Warrant No. 1 is also an incentive for existing shareholders to subscribe for the Company's newly issued shares.

Hence, to increase liquidity and increase working capital for the company as well as helping to strengthen the company's capital position. Therefore, asked the meeting to consider and approve the issuance of warrants to purchase the Company's ordinary shares No. 1 (IP-W1) and to allocate to the existing shareholders of the subscriber company and Payment of newly issued ordinary shares in proportion to their shareholding in the amount not exceeding 19,226,640 units according to the subscription and oversubscription ratio at the rate of 1 new ordinary share per 2 warrants. In this regard, 1 unit of warrant can be exercised to purchase 1 ordinary share at the price of 25 Baht per share, details of the warrants to purchase the Company's ordinary shares are as follows:

Warrant period : 2 years

Exercise Ratio : 1 unit of warrant IP-W1 is entitled to purchase 1 ordinary share of the Company

Exercise price : 25 Baht per share

Exercise period : IP-W1 warrant holders can exercise their rights under the warrants every last business day of the Company at every quarter, throughout the term of the warrants ("Exercise Date") and the exercise date. The last date will be the same as the expiration date of the warrants. ("Last Exercise Date").

Therefore, if the exercise date or the last exercise date falls on the Company's holiday to postpone the exercise date to a business day prior to the exercise date.

The remaining warrants after the exercise or not exercising any right can be accumulated for the right to exercise on the next exercise date throughout the warrant period. Any unexercised warrants will be canceled and terminated.

The Company will issue and allocate IP-W1 warrants in accordance with relevant rules and laws. Details on the issuance of IP-W1 warrants as per Attachments 3 and 4.

However, the determination of such rights is still uncertain and is subject to approval from the Extraordinary General Meeting of Shareholders. This time, the Board of Directors' meeting, therefore, proposes to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or Any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer has the authority to take any action. necessary and related to the issuance and allocation of IP-W1 warrants to comply with the law This includes but is not limited to the following authority:

- (1) set and edit rules, terms, conditions and other details. related to the issuance and allocation of IP-W1 warrants;
- (2) processing and signing of various permission request documents and evidences necessary and relevant to the issuance of IP-W1 warrants This includes contacting and submitting such applications, waivers, documents and evidence to government agencies. or entities related to the issuance of IP-W1 Warrants and the listing of the IP-W1 Warrants including the newly issued ordinary shares arising from the exercise of the IP-W1 Warrants to be listed on the Stock Exchange of Thailand MAI;
- (3) have the authority to take any action as necessary and appropriate in connection with the issuance and allocation of the IP-W1 Warrants at this time.

Board of Directors' Opinion: Considered appropriate to propose to the shareholders' meeting to approve the issuance of warrants to purchase the Company's ordinary shares (IP-W1) to allocate to the existing shareholders of the subscriber company and Payment of newly issued ordinary shares in proportion to the number of shares not exceeding 19,226,640 units as detailed above and approve the Board of Directors and/or authorized directors of the Company and/or persons assigned by the Board of Directors or authorized director of the company has the authority to carry out the above.

Voting: This agenda must be approved by a majority vote of the total number of votes of the shareholders attending the meeting and have the rights to vote.

Agenda 7 To consider and approve the increase of the company's registered capital under a General Mandate

Objectives and Rationales: According to the capital increase to the existing shareholders in the above agenda, it is the use of funds to support the business that the Company currently operates. However, in the long run, the Company plans to expand the business to make it more comprehensive, which the company is in the process of feasibility study i.e. animal feed businesses, etc., therefore, as an alternative to fundraising with flexibility and speed can reduce the process and time of operation to be used to prepare the Company for working capital needs or for investments that may increase in future business expansion. The Company will increase the Company's capital in the amount of not more than 38,839,959 shares with a par value of 0.50 Baht per share to support the capital increase under a General Mandate, with details as follows:

- (1) not exceeding 10,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share, equivalent to not more than 3.47 percent of the paid-up capital for sale to the existing shareholders of the company according to the shareholding proportion (Right Offering) or;
- (2) not more than 28,839,959 newly issued ordinary shares with a par value of 0.50 Baht per share, equivalent to not more than 10%. of paid-up capital for sale to Private Placement.

In this regard, the Board of Directors' meeting, therefore, proposes to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or Any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer has the power to determine and change the details relating to the allocation of newly issued ordinary shares through a General Mandate as follows:

- (1) consider determining, amending or changing the conditions and details of the allocation of newly issued ordinary shares. This includes, but is not limited to, the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares. offer period payment of shares and setting terms and conditions and other details related to the allocation of such newly issued ordinary shares, etc.;
- (2) enter into negotiations, make agreements and sign related documents and contracts. as well as taking any other actions necessary and related to the allocation of the newly issued ordinary shares;

- (3) sign any documents or request for permission and evidence necessary and relevant to the allocation of the newly issued ordinary shares, including contacting and filing an application for permission. Such documents and evidence to the relevant regulatory authorities and the listing of such newly issued ordinary shares on the MAI Stock Exchange, as well as having the power to take any other necessary actions in relation to the allocation of such newly issued ordinary shares.

The offering for sale of newly issued ordinary shares must not be offered to a connected person in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions B.E. 2008 and the Stock Exchange of Thailand Notification Re: Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions, 2003.

In addition, the offering of new ordinary shares price offered to private placement must not qualify as a low price as prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. The offering price will not be lower than the weighted average price of the stock in the SET not less than seven consecutive business days but not more than fifteen days prior to the date of fixing the offering price.

However, after the offering of the newly issued ordinary shares as specified in (1) or (2) above, the Company's paid-up capital in the additional part is equal to 13.47%, which must not be more than 30% of the paid-up capital. already as of the date that the Board of Directors has a resolution to increase the capital by means of a general mandate and the offering of the newly issued ordinary shares must be completed within the date that the Company holds the next annual general meeting of shareholders or within a date under the law requiring the next annual general meeting of shareholders whichever day will arrive first. Details of this offering of newly issued ordinary shares through a General Mandate are shown in the Capital Increase Report Form (F 53-4) as per Attachment 3.

Board of Directors' Opinion: Considered it's appropriate to propose to the shareholders' meeting to approve the increase of the Company's registered capital under a general mandate of not more than 38,839,959 shares with a par value of 0.50 Baht per share to support the capital increase under a General Mandate as detailed above and approve the Board of Directors and/or authorized directors of the Company and/or persons assigned by the Board of Directors or authorized director of the company has the authority to carry out the above.

Voting: This agenda must be approved by a vote of not less than 3:4 of the total votes of the shareholders attending the meeting and have the right to vote.

Agenda 8 To consider and approve the Company's registered capital increase

Objectives and Rationales: To enable the Company to increase capability to expand its business according to the plan as well as investing in related businesses and expanding the business to complete to generate income and profit in the future according to the details of the presentation according to the previous meeting agenda. Therefore, the Company would like to propose to the meeting to consider and approve the increase of the registered capital of the Company 33,839,959.50 Baht from the original registered capital 144,199,795.50 Baht, a new registered capital of 178,039,755 Baht by issuing new ordinary shares of not more than 67,679,919 shares at a par value of 0.50 Baht per share as per attachments 2, 3 and 4.

Board of Directors' Opinion: Considered appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the increase of the Company's registered capital in the amount of 33,839,959.50 Baht from the original registered capital 144,199,795.50 Baht, a new registered capital of 178,039,755 Baht by issuing new ordinary shares of not more than 67,679,919 shares with a par value of 0.50 Baht per share.

Voting: This agenda must be approved by a vote of not less than 3:4 of the total votes of the shareholders attending the meeting and have the right to vote.

Agenda 9 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to align with the increase of registered capital

Objectives and Rationales: As proposed to the meeting to consider and approve the increase of the Company's registered capital in Agenda 8 above, the Company, therefore, has to amend Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital.

Article 4	Registered capital:	178,039,755	Baht
	Divided into	356,079,510	Shares
	Par value per share	0.50	Baht
	Divided into		
	Ordinary shares	356,079,510	Shares
	Preferred shares	-None-	

Board of Directors' Opinion: Considered appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to align with the Company's registered capital increase to the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar.

Voting: This agenda must be approved by a vote of not less than 3:4 of the total votes of the shareholders attending the meeting and have the right to vote.

Agenda 10 To consider and approve the allocation of newly issued ordinary shares, not exceeding 67,679,919 shares

Objectives and Rationales: According to the Company's intention to increase the registered capital of the Company as detailed in Agenda 5, Agenda 6 and Agenda 7, in order to comply with the law, the Company, therefore, has to allocate ordinary shares capital increase to comply with the said capital increase.

Board of Directors' Opinion: Considered appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the allocation of the Company's newly issued ordinary shares of not more than 67,679,919 shares with details of the allocation as follows:

1. allocation of not more than 9,613,320 newly issued ordinary shares with a par value of 0.50 Baht per share for offering to the existing shareholders of the Company in proportion to the number of shares held by each person (Rights Offering). Details are as shown in the Attachment 3 (Capital Increase Report Form F 53-4). Shareholders may subscribe for newly issued ordinary shares in excess of their rights at the specified rate (Oversubscription) where the existing shareholders who oversubscribed will be allocated oversubscribed shares. The right is only when there are shares remaining from the allocation to the existing shareholders of the company who have fully subscribed to the right.

In this allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Rights Offering). In the event that there are shares remaining from the allocation to the existing shareholders of the Company in proportion to the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders who wish to oversubscribe in proportion to their existing shareholding at the same price as the shares allocated accordingly. This includes the existing shareholders who wish to subscribe for more than their rights in proportion to their shareholdings who are connected persons of the Company with details as follows:

- a. in the event that the number of shares remaining after the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in the first round is greater than or equal to the number of shares oversubscribed by the existing shareholders, the Company will allocate the remaining shares to those who oversubscribe and pay for all such shares in accordance with the amount indicating their intention to oversubscribe;

- b. in the event that the number of shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in the first round is less than the number of shares oversubscribed by the existing shareholders, the Company will allocate the remaining shares to those who oversubscribe in accordance with the following steps:

- (1) allocate according to the original shareholding ratio of each over-subscriber by multiplying the existing shareholding ratio of each over-subscriber by the remaining number of shares. will be the number of shares that each over-subscriber has the right to be allocated. In the case of fractions of shares, such fractions shall be rounded off. However, the number of shares to be allocated will not exceed the number of shares that each shareholding has subscribed and paid for the subscription;
- (2) in the case where there are still shares remaining after the allocation under Clause B. (1), it shall be allocated to each subscriber in excess of the right and has not been allocated in full proportion to the original shareholding of the subscriber. beyond the rights of each individual by multiplying the original shareholding ratio of each over-subscriber by the number of remaining shares, it will be the number of shares that each over-subscriber has the right to be allocated. In the case of fractions of shares, such fractions shall be rounded down. The number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for.

In this regard, the allocation of shares to the oversubscribing persons shall be carried out in accordance with the procedure under this article until there are no remaining shares from the allocation. The allocation of shares to the existing shareholders of the company who oversubscribes in any case shall not cause any shareholder (including persons under Section 258 of the Securities and Exchange Act B.E.) of the said shareholder holding the Company's shares in the following manner:

- c. in a manner that increases to or crosses the point where a tender offer is required as prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. business takeover securities (including as amended) unless such shareholder is exempted from making a tender offer for all securities of the business as prescribed in Notification 12/2554; or
- d. in a manner that violates the foreign shareholding restrictions as stipulated in the Company's Articles of Association.

In addition, if there are still ordinary shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) and the allocation to the shareholders who oversubscribe (Oversubscription) to reduce the registered capital of the company by cutting off the remaining shares from the offering.

For the allocation of the Company's newly-issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) this time, the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or any other person appointed by Board of Directors and/or Executive Committee have the power to take any actions that are relevant or as reasonably necessary for the issuance and allocation of the Company's newly-issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering):

- a. consider the details of the allocation of newly issued ordinary shares to offer for sale to the existing shareholders of the Company in proportion to their shareholding in order to comply with the laws and regulations related to the issuance and offering of securities under Thai law. to shareholders of any company If doing so will cause the Company to comply with any laws or regulations of the Company;
- b. set or modify Method of allocation of newly issued ordinary shares, such as allotment at one time, in whole amount or several times, offering period Offering ratio, offering price, payment method or details of other allocations and offerings, such as changing the date of setting the right, the list of eligible shareholders has been allocated new ordinary shares;
- c. signing the request for permission, request for waiver, notice as well as any documents related to the allocation of the newly issued ordinary shares This includes contacting and submitting documents to officials or representatives of any relevant authority as well as listing the Company's

newly-issued ordinary shares as listed securities on the Market for Alternative Investment (MAI) and taking any necessary and relevant actions for the allocation of the newly-issued ordinary shares in all respects for offering to the existing shareholders of the Company. according to shareholding under the terms of the relevant laws;

- d. register the change of paid-up capital with the Department of Business Development Ministry of Commerce and has the power to take any actions necessary to comply with the registrar's order. to complete the registration process.

However, the determination of the right to subscribe for shares and receive the allotment of the newly issued shares There is still uncertainty until approval from the shareholders' meeting.

2. Allocate not more than 19,226,640 newly issued ordinary shares with a par value of 0.50 baht per share to support the exercise of IP-W1 warrants. To allocate to the existing shareholders of the company who subscribe and pay for the newly issued ordinary shares at the subscription ratio of 1 new ordinary share to 2 units of IP-W1 warrants free of charge The details are as stated above. The determination of the right to be allocated IP-W1 warrants is uncertain until it is approved by the Extraordinary General Meeting of Shareholders.
3. Allocate not more than 38,839,959 newly issued ordinary shares with a par value of 0.50 Baht per share to support the capital increase under a general mandate.

Board of Directors' Opinion: Considered appropriate to propose to the shareholders' meeting to consider and approve the allocation of the newly issued ordinary shares issued by the Company in the amount of not more than 67,679,919 shares in accordance with the capital increase as detailed in the agenda. No. 5, Agenda 6 and Agenda 7.

Voting: This agenda must be approved by a majority vote of the total number of votes of the shareholders attending the meeting and have the rights to vote.

Agenda 11 Consider other matters (if any)

In this regard, the Company will determine the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date) on June 16, 2021.

Therefore, we would like to invite the shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2021 on Wednesday, July 14th, 2021 at 15.00 hrs. (registration starts at 14.00 hrs.), which is a meeting via E - Meeting. Shareholders can submit a registration form for meeting via E-Meeting as per Attachment 9 and confirm the identity to the company within July 7th, 2021, in the case of sending documents by mail within July 7th, 2021 and in the case of sending documents via e-mail. If the shareholders are unable to attend the shareholders' meeting via E-Meeting such Shareholders can appoint independent directors of the company which has a brief profile according to the attachment as appears in Attachment 6 or other persons attending the meeting and voting on their behalf at this meeting via E-Meeting on the date of the Extraordinary General Meeting of Shareholders No. 1/2021 via E-Meeting. The Company will open for registration to attend the meeting. via electronic media from 14.00 hrs. onwards.

The Company has published the invitation letter for this Extraordinary General Meeting of Shareholders No. 1/2021 along with the meeting documents. and the proxy forms Form A, Form B and Form C on the Company's website www.interpharma.co.th Section IR.

In the event that shareholders are unable to attend the meeting in person and wishes to have others attend the meeting and vote on their behalf Please use one of the proxy forms. as shown in Attachment 7 or can download the proxy form from the website www.interpharma.co.th By choosing to use only one of the types as specified or the shareholders can appoint independent directors of the company which are: Professor Emeritus Clinic, Dr. Udom Kachintorn attending the meeting and vote on behalf of the shareholders. The profiles of independent directors who act as proxies for shareholders appears in Attachment 6.

Yours sincerely,



(Dr. Trinawat Thanitnithiphan)
Chief Executive Officer

For more information, please contact
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