

*(Translation)*

**General Tender Offer**

**of Ordinary Shares in Pruksha Real Estate Public Company Limited**

To Holders of shares of Pruksha Real Estate Public Company Limited

We, Pruksha Holding Public Company Limited, hereby offer to general purchase all shares of Pruksha Real Estate Public Company Limited in accordance to the resolution of the Board of Directors' Meeting No. 1/2561 held on 25 January 2018 as follows:

**1. Details of Offer**

1.1 Name of Offeror:

Pruksha Holding Public Company Limited<sup>1</sup> ("PSH" or the "Offeror")

1.2 The Offerees:

Shareholders of Pruksha Real Estate Public Company Limited ("PS")

1.3 Type and Amount of the Offered Security:

PS's ordinary shares in the amount of not exceeding 46,834,420 shares or equal to not exceeding 2.10% of the total issued and paid-up shares of PS

1.4 Offer Price:

THB 13.41 per share. (the "Offer Price")

**Stamp duty**

As PS ordinary shares have been delisted from the Stock Exchange of Thailand ("SET"), the Offeree, either an individual or a juristic person, who sells the shares in this General Offer must be subject to stamp duty on any transfer of PS ordinary shares. The amount of stamp duty is calculated based on the Offer Price (as it is higher than the paid-up value of the share) at the rate of THB 1 for every THB 1,000 or fraction of THB 1,000. For both script and scripless transfer, the Offeree must be pay for the stamp duty in complete and show the evidence of payment in Attachment 1(8), which must be submitted along with the Tender Offer Acceptance Form to the Offer Agent.

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<sup>1</sup> As of 31 December 2017 PSH held PS's shares in amount of 2,185,847,580 shares or accounting to 97.90 % of issued and paid-up shares of PS

### Withholding tax

The Offeree may have tax burden for capital gain from the sale of ordinary shares (if any). The capital gain will be calculated based on difference between the Offer Price and cost of acquisition of each of the selling ordinary share. The Offer Agent will withhold tax to remit to the Revenue Department

In the case where the Offeree is an individual who is a Thai tax resident, the Offer Agent will withhold tax at the personal income tax rate of 5 percent to 35 percent of the capital gain derived from the sale of ordinary shares. The Offeree must declare to the Offer Agent the cost of acquisition of the ordinary shares to facilitate the withholding process by filling in and submitting Form for Declaration of Cost of Tendered Securities (Attachment 1(4)). If the Offeree does not declare the cost of the ordinary shares and/or fails to attach evidence showing the cost thereof with the Form for Declaration of Cost of Tendered Securities, the Offer Agent will withhold tax based on the total amount of the Offer Price to be received by the Offeree, as if the cost of acquisition is equal to THB 0 (zero Baht). The Offeree who is an individual will not be exempt from personal income tax for capital gain resulted from the sale of ordinary shares (if any). Such capital gain must be aggregated in calculation of assessable income for personal income tax payment. As PS ordinary shares have been delisted from the SET, capital gain resulted from the sale of shares (if any) is not income from sale of securities listed on the SET which is exempt from personal income tax.

In the case where the Offeree is either (i) an individual who is not a Thai tax resident or (ii) foreign juristic person not conducting business in Thailand (except when the Offeree can demonstrate to the Offer Agent that the Offeree is a person being a tax resident in a country having double tax treaty with Thailand and the double tax treaty provides exemption for income tax on capital gain derived from sale of securities in Thailand), the Offer Agent will withhold tax at the rate of 15 percent of the capital gain derived from the sale of ordinary shares. The capital gain will be calculated based on difference between the Offer Price and cost of acquisition of each of the selling ordinary share. The Offeree must declare to the Offer Agent the cost of acquisition of the ordinary shares along with evidence showing the cost thereof by filling in and submitting Form for Declaration of Cost of Tendered Securities (Attachment 1(4)). If the Offeree does not declare the cost of the ordinary shares and/or fails to attach evidence showing the cost thereof with the Form for Declaration of Cost of Tendered Securities, the Offer Agent will withhold tax based on the total amount of the Offer Price to be received by the Offeree, as if the cost of acquisition is equal to THB 0 (zero Baht).

1.5 Offer Period:

25 business days from 21 February 2018 to 28 March 2018 during the hours of 9:00 a.m. to 4:00 p.m.

1.6 Condition of Change in Offer and/or Cancellation of Offer:

PSH reserves the rights to amend and/or change the offer price, amount of the offered security, payment method, offering offer period, process, required and relevant details and cancel the offer in the event of;

- (a) a material adverse effect on PS's status or assets during the offer period or
- (b) any action conducted or may be conducted or may cause a significant decrease in the value of PS's shares
- (c) any other cases deemed appropriate by PSH

PS shareholder who has tendered its shares cannot revoke it in all cases

1.7 Contact Details of Offer Agent:

Bualuang Securities Public Company Limited  
29/F, Silom Complex Office Building,  
191 Silom Road, Bangrak,  
Bangkok 10500, Thailand

Contact persons:

Mrs.Thanamas Pungpo, Ms.Piyaporn Kwannoi, or Ms.Benjawan Phasuk  
(Operation Department)

Tel. 0-2618-1141, 0-2618-1147, or 0-2618-1143

Fax. 0-2618-1120

1.8 Payment Date

The Offeror will make payment to the Offeree after the 2<sup>nd</sup> business day from the last day of the Offer Period, which is 30 March 2018. The Acceptance Form submitted by the Offeree must be correct and completed and the transfer of the tendered shares must be completed

2. Objective of Transaction

To provide opportunities for PS's shareholders to sell PS's ordinary shares which currently are not traded on the SET or other widely accepted secondary markets, making PS's ordinary shares are become illiquid.

### 3. Summary Information of PS

#### 3.1 Business Descriptions

PS operates real estate development for sale which includes domestic and international real estate development business such as detached house, townhouse/twin house and condominium. As of 31 December 2017, PS has real estate project of 181 projects.

#### 3.2 Registered and Paid-up Capital

As at January 31, 2018, PS has registered and paid-up capital of THB 2,232,682,000, divided into 2,232,682,000 ordinary shares with a par value of THB 1.00 per share.

#### 3.3 Top 10 Shareholders as at 31 December 2017

| Shareholder Name                                                           | Number of Shares     | Shareholding (%) |
|----------------------------------------------------------------------------|----------------------|------------------|
| 1. Pruksa Holding Public Company Limited                                   | 2,185,847,580        | 97.90            |
| 2. HSBC (SINGAPORE) NOMINEES PTE LTD                                       | 19,036,290           | 0.85             |
| 3. CHASE NOMINEES LIMITED                                                  | 7,721,100            | 0.35             |
| 4. Mr. Prayooth Ueaywattana                                                | 3,060,000            | 0.14             |
| 5. Mr. Pisit Leeahtam                                                      | 1,329,900            | 0.06             |
| 6. Mrs. Supaporn Jansereevitthaya                                          | 1,000,000            | 0.04             |
| 7. Mr. Bahratbusan Kwatra                                                  | 1,000,000            | 0.04             |
| 8. Mr. Suchote Chanviphava                                                 | 875,900              | 0.04             |
| 9. BNP PARIBAS SECURITIES SERVICES<br>ZWEIGNIEDERLASSUNG FRANKFURT AM MAIN | 727,800              | 0.03             |
| 10. Mr. Samit Kenganunsakul                                                | 585,400              | 0.03             |
| <b>Total Top Ten</b>                                                       | <b>2,221,183,970</b> | <b>99.48</b>     |

#### 3.4 Board of Directors as at 25 January 2018

| Name                            | Title                |
|---------------------------------|----------------------|
| 1. Mr. Piya Prayong             | Chairman             |
| 2. Mr. Prasert Taedullayasatit  | Vice Chairman        |
| 3. Mr. Piyasvasti Amranand      | Independent Director |
| 4. Mr. Weerachai Ngamdeevilaiak | Independent Director |
| 5. Mr. Anusorn Sangnimnuan      | Independent Director |
| 6. Mr. Prasarn Trairatvorakul   | Independent Director |
| 7. Mr. Thongma Vijitpongpan     | Director             |
| 8. Mrs. Rattana Promsawad       | Director             |
| 9. Ms. Trithip Sivakriskul      | Director             |
| 10. Mr. Porntep Suppataratarn   | Director             |
| 11. Mr. Udomsak Yamnoon         | Director             |
| 12. Mr. Theeradej Kerdamang     | Director             |
| 13. Mr. Nimit Poonsawat         | Director             |

### 3.5 Financial Highlights for 3 Years

#### Consolidated Financial Highlights

(Unit: Million Baht)

|                                                                 | 2014      | 2015      | 2016      | 3Q/2017   |
|-----------------------------------------------------------------|-----------|-----------|-----------|-----------|
| Cash and cash equivalents                                       | 463.90    | 1,334.96  | 585.38    | 644.65    |
| Total current assets                                            | 55,949.85 | 60,508.60 | 61,743.94 | 64,919.29 |
| Total assets                                                    | 61,028.57 | 65,308.94 | 66,382.43 | 70,596.39 |
| Total current liabilities                                       | 2,193.50  | 2,676.30  | 17,526.22 | 19,176.30 |
| Total liabilities                                               | 31,321.43 | 31,090.91 | 30,179.39 | 36,196.91 |
| Total equity                                                    | 29,707.14 | 34,218.03 | 36,203.05 | 34,399.49 |
| Total revenue                                                   | 43,026.90 | 51,437.94 | 47,173.24 | 30,725.11 |
| Total expenses (including finance cost and income tax expenses) | 34,551.63 | 41,972.76 | 39,585.87 | 25,794.51 |
| EBITDA                                                          | 9,191.35  | 10,233.04 | 8,326.84  | 5,452.54  |
| EBIT                                                            | 8,844.35  | 9,796.04  | 7,873.09  | 5,106.31  |
| Profit (loss) for the year                                      | 6,653.85  | 7,670.28  | 6,107.67  | 3,836.87  |
| Profit (loss) attributable to PSH shareholders                  | 6,654.52  | 7,680.31  | 6,107.67  | 3,836.87  |
| Earnings per share (THB per share)                              | 2.99      | 3.44      | 2.74      | 1.72      |

Note: Performance of PS is consolidated into PSH consolidated financials

### 3.6 Source of Funds

PSH shall use its cash on hand and short-term loan to acquire ordinary shares of PS. At 30 September 2017 PSH has cash and cash equivalent totaling THB 661.28 million

## 4. Summary Information of PSH

### 4.1 Business Descriptions

PSH operates as a holding company by holding shares in other companies with main business of real estate development for sale. PSH has approaches to maintain investment proportion in PSH with real estate development for sale business not less than 75%. PSH has 2 subsidiaries that operates main business which are PS and Vimut Hospital Holding Company Limited ("Vimut Hospital Holding") operating real estate development for sale and health care service.

### 4.2 Registered and Paid-up Capital

As at January 31, 2018, PSH has registered capital of THB 2,226,383,180 and paid-up capital of THB 2,186,796,580, divided into 2,186,796,580 ordinary shares with a par value of THB 1.00 per share

#### 4.3 Top 10 Shareholders as at 31 December 2017

| Shareholder Name                                          | Number of Shares     | Shareholding (%) |
|-----------------------------------------------------------|----------------------|------------------|
| 1. Vijitpongpun Group                                     | 1,650,251,749        | 75.46            |
| 1.1 Mr. Thongma Vijitpongpun                              | 1,314,009,986        | 60.09            |
| 1.2 Mrs. Tipsuda Vijitpongpun                             | 85,000,000           | 3.89             |
| 1.3 Miss Chanya Vijitpongpun                              | 85,000,000           | 3.89             |
| 1.4 Miss Malinee Vijitpongpun                             | 85,000,000           | 3.89             |
| 1.5 Mrs. Rattana Promsawad                                | 42,221,462           | 1.93             |
| 1.6 Mr. Jirathep Promsawad                                | 13,000,000           | 0.59             |
| 1.7 Miss Chantana Promsawad                               | 13,000,000           | 0.59             |
| 1.8 Mr. Chamlong Promsawad                                | 12,500,000           | 0.57             |
| 1.9 Mr. Soros Vijitpongpun                                | 415,100              | 0.02             |
| 1.10 Mrs. Patcha Vijitpongpun                             | 76,000               | 0.00             |
| 1.11 Mr. Thavorn Vijitpongpun                             | 29,200               | 0.00             |
| 1.12 Miss Anchalee Vijitpongpun                           | 1                    | 0.00             |
| 2. Social Security Office                                 | 84,452,800           | 3.86             |
| 3. Thai NVDR Company Limited                              | 47,856,603           | 2.19             |
| 4. STATE STREET BANK EUROPE LIMITED                       | 20,026,161           | 0.92             |
| 5. MAYBANK KIM ENG SECURITIES (THAILAND) PLC.             | 13,611,500           | 0.62             |
| 6. K MASTER POOLED FUND                                   | 11,283,000           | 0.52             |
| 7. Mr. Anucha Kitthanamongkolchai                         | 10,970,000           | 0.50             |
| 8. STATE STREET BANK AND TRUST COMPANY                    | 8,677,400            | 0.40             |
| 9. EAST FOURTEEN LIMITED-DFA EMERG MARKET<br>CORE EQ PORT | 7,775,400            | 0.36             |
| 10. PROVIDENT FUND - EMPLOYEE OF EGAT (BY BLAM)           | 7,446,600            | 0.34             |
| <b>Total Top Ten</b>                                      | <b>1,862,351,213</b> | <b>85.16</b>     |

#### 4.4 Board of Directors as at 25 January 2018

| Name                            | Title                             |
|---------------------------------|-----------------------------------|
| 1. Mr. Pisit Leeahtam           | Chairman and Independent Director |
| 2. Mr. Thongma Vijitpongpun     | Vice Chairman                     |
| 3. Mr. Piyasvasti Amranand      | Independent Director              |
| 4. Mr. Adul Chandanachulaka     | Independent Director              |
| 5. Mr. Weerachai Ngamdeevilaiak | Independent Director              |
| 6. Mr. Anusorn Sangnimnuan      | Independent Director              |
| 7. Mr. Prasarn Triratvorakul    | Independent Director              |
| 8. Mr. Piyamitr Sritara         | Independent Director              |
| 9. Mr. Wichian Mektrakarn       | Director                          |
| 10. Mrs. Rattana Promsawad      | Director                          |
| 11. Mr. Piya Prayong            | Director                          |
| 12. Mr. Prasert Taedullayasatit | Director                          |

#### 4.5 Financial Highlights for 3 Years

##### Consolidated Financial Highlights

(Unit: Million Baht)

|                                               | 2014 | 2015 | 2016      | 3Q/2017   |
|-----------------------------------------------|------|------|-----------|-----------|
| Cash and cash equivalents                     | -    | -    | 585.41    | 661.28    |
| Total current assets                          | -    | -    | 61,705.22 | 64,938.74 |
| Total assets                                  | -    | -    | 66,343.71 | 71,580.75 |
| Total current liabilities                     | -    | -    | 17,526.60 | 17,672.97 |
| Total liabilities                             | -    | -    | 30,179.77 | 34,693.58 |
| Total equity                                  | -    | -    | 36,163.94 | 36,887.17 |
| Total revenue                                 | -    | -    | 47,173.24 | 30,716.00 |
| Total expenses                                | -    | -    | 39,624.98 | 25,825.61 |
| EBITDA                                        | -    | -    | 8,287.73  | 5,390.97  |
| EBIT                                          | -    | -    | 7,833.98  | 5,044.74  |
| Profit (loss) for the year                    | -    | -    | 6,068.55  | 3,796.66  |
| Profit (loss) attributable to PS shareholders | -    | -    | 5,940.29  | 3,716.09  |
| Earnings per share (THB per share)            | -    | -    | 2.72      | 1.70      |

#### 5. Price Determination and Total Consideration Value

PSH has determined PS's ordinary shares price at THB 13.41 per share. The total consideration value of acquiring in amount of not exceeding 46,834,420 ordinary shares of PS is not exceeding of THB 628,049,572.20

#### 6. Benefits of Transaction to PSH

##### 6.1 No Dilution

The acquisition of PS ordinary shares will not create any control or earnings dilution to PSH shareholders

##### 6.2 Earnings Accretion

Although held 97.90% by PSH, PS has been an integral part of PSH operationally and is currently consolidated into PSH financials. With higher percentage ownership, PSH will receive higher profit sharing from PS

#### 7. Benefits of Transaction to PS

##### 7.1 Opportunities for PS's shareholders to sell PS's ordinary shares

To provide opportunities for PS's shareholders to sell PS's ordinary shares which currently are not traded on the Stock Exchange of Thailand or other widely accepted secondary markets, making PS's ordinary shares are become illiquid

## 8. Acceptance Procedure

To accept the General Tender Offer, the Offeree must comply with Attachment 1 (1) with the following procedure:

- 8.1 Completely fill in and clearly sign, the “**Tender Offer Acceptance Form of Prukso Real Estate Public Company Limited**” (“Acceptance Form”)

Remark: The Offeree must convert the securities to match the nationality of the Offeree before submitting to the Offer Agent. The Offer Agent shall not receive any securities that has unmatched nationality with the Offeree.

- 8.2 Enclose the following supporting documents:

8.2.1 If ordinary shares are held in share certificate form, all of share certificate(s) must be endorsed with the signature of the Offeree in the column labeled “Signature of the Transferor” at the back of each share certificate (The Offer Agent will accept only the share certificate which bears the same name as the Offeree or is endorsed with the signature of the share certificate holder at the back of each share certificate together with the completed supporting documents of the transfer) and submit the endorsed share certificate(s) along with 2 copies of documents stated in Clause 8.2.3., whichever the case may be, to the Offer Agent. The Offer Agent requests for the Offeree’s cooperation to submit the Acceptance Form as in Clause 8.1 at least 2 business days prior to the last day of the Offer Period since the Offer Agent needs to further verify and deposit the share certificate with the Thailand Securities Depository Co., Ltd. (“TSD”), the registrar.

- In the case there exists name, title, or surname discrepancy between that which appears on the share certificate and that which appears on the Identification Card, the Civil Servant Identification Card or the State Enterprise Official Identification Card, the Offeree has to fill in the “**Amending Securities Holder Record**” of TSD (as referred to Attachment 1 (5)) to be submitted with a copy of evidence of such correction issued by the government authority, certified as true copy. The new information must conform to the Identification Card, the Civil Servant Identification Card or the State Enterprise Employee Card.
- In the case that the Offeree is a trustee, the Offeree has to submit a copy of the court order evidencing the appointment of the trustee issued not more than 1 year from the submission date of the Acceptance Form, a copy of death certificate, a copy of Identification Card of the trustee, and a copy of



house registration of the trustee, certified as true copies, together with the share certificate endorsed by the trustee.

- For the case that the Offeree is a minor child, his/her guardian (Father and Mother) must endorse the share certificate and attach a certified true copy of his/her guardian's identification card, and a certified true copy of the house registration of his/her guardian and the minor child.

Remark In the case that the tendered shares are held in share certificate form, the Acceptance Form will be completed only if any share certificate is verified by TSD. If the certificate is rejected by TSD, the Offer Agent will notify the Offeree to collect the rejected share certificate(s).

8.2.2 If ordinary shares are held in scripless form and deposited with the TSD, the Offeree must contact the broker with which the Offeree deposits the tendered shares and such broker must transfer the said tendered shares into the following account:

- For Local Securities  
“บริษัทหลักทรัพย์ บัวหลวง จำกัด (มหาชน) เพื่อดำเนินข้อ”  
Account number 224-000000036-0
- For Foreign Securities  
“Bualuang Securities Public Company Limited for Tender Offer”  
Account number 224-000000036-0

The Offeree can submit the Acceptance Form together with the supporting documents to the broker of the Offeree and such broker will deliver the Acceptance Form to the Offer Agent.

In the case that the Securities are held in the Issuer account for account number 600, the Offeree has to submit 2 copies of the Attachment 1 (6) along with 2 copies of documents stated in Clause 8.2.3. which one copy for transferring the Securities from the Issuer account for account number 600 for the Tender Offer to the Offer Agent's account and one copy for transferring the Securities from the Offer Agent's account for returning the Securities to the Issuer account for account number 600

8.2.3 In the case that the Offeree is:

(a) Thai Individual:

A certified true copy of a valid Identification Card, Civil Servant Identification Card or State Enterprise Employee Card, (in case of a Civil Servant Identification Card or State Enterprise Employee Card, a certified true copy of the house registration

which contains 13 digits of the individual's identification number or a certified true copy of any legal document which contains 13 digits of the individual's identification is also required), (if the Offeree is a minor child, the Offeree must attach a consent of his/her guardian (Father and Mother), a certified true copy of his/her guardian's identification card, and a certified true copy of his/her guardian's and the minor child's house registration.)

(b) Foreign Individual:

A certified true copy of his/her valid Alien Certificate or Passport.

(c) Thai Juristic Person:

A copy of an affidavit issued by the Ministry of Commerce not more than 1 year prior to the submission date of the Acceptance Form, certified as true copy by authorized person(s) of the juristic person, together with the company seal (if any); and

A certified true copy of a valid Identification Card, Civil Servant Identification Card, or State Enterprise Employee Card of the authorized person(s); in case of a Civil Servant Identification or State Enterprise Employee Card, a certified true copy of his/her house registration is also required. In the case the authorized person(s) is a foreigner, a certified true copy of his/her Alien Certificate or Passport is required as stated in Clause 8.2.3 (a) or (b), whichever the case may be.

(d) Foreign Juristic Person:

A copy of a certificate of incorporation or an affidavit and a certificate letter, issued by the officer of the juristic person or the government authority of the country in which the juristic person is located, certifying the name of the juristic person, the authorized person(s), the location of the head office and power or conditions of signing authorization and issued not more than one year prior to the submission date of the Acceptance Form, list of the authorized person(s), specimen signature(s) and the Power of Attorney Form (if any), all of which are certified as true copy by authorized person(s) of the juristic person, together with documents of authorized person(s) certified as true copy as stated in Clause 8.2.3 (a) or (b), whichever the case may be.

All documents must be certified by the Notary Public or any other authorized organization of the country in which the documents are made or certified, and the signature and seal of the Notary Public or any other authorized organization shall be certified by an official of the Thai Embassy or Consulate in the country in which

the documents are prepared or certified, all of which must be within one year prior to the submission date of the Acceptance Form.

In case of appointing a custodian as an authorized person(s), there shall be a power of attorney for the custodian. The above document in Clause 8.1 and 8.2 will then be signed by the custodian attaching together with the custodian's specimen signature(s) and (a) certified true copy(ies) of (a) valid identification card(s) of such authorized person(s).

For a foreign juristic person not carrying on business in Thailand and residing in the country that does not have double tax treaty with Thailand or residing in the country that has double tax treaty with Thailand but such treaty was not exempted from withholding tax on capital gain from the sale of shares in Thailand

The Offeree is required to declare the cost basis of tendered shares for withholding tax purposes by completing the "Form for Declaration of Cost of Tendered Securities" as the Attachment 1 (4) for ordinary shares and/or together with evidence that demonstrates the cost basis.

If the Offeree fails to declare the cost basis for ordinary shares and do not attached Form for Declaration of Cost of Tendered Securities and/or together with evidence, the Offer Agent will deduct the withholding tax from which will be determined by multiplying the Offer Price with amount of tendered ordinary shares as the cost basis is 0 baht (zero baht)

- 8.2.4 In the case the Offeree is unable to submit the Acceptance Form in person

For Ordinary Shares

Submit the Power of Attorney Form as referred to Attachment 1 (3) affixed with Baht 30 stamp duty together with a certified true copy of document of the authorized representative and the Offeree as stated in Clause 8.2.3, whichever the case may be.

- 8.2.5 Other documents that the Offeror and/or the Offer Agent may require.

Should there be any questions regarding the Acceptance Procedure, please contact the Offer Agent at the address specified in Clause 8.3.1.

- 8.3 Submission of the Acceptance Form with the following documents

- 8.3.1 In the case the ordinary shares are held in share certificate form

Submit the completed Acceptance Form, as stated in Clause 8.1 together with the document stated in Clause 8.2 between 9:00 a.m. and 4:00 p.m. in every business day of the Offer Agent from 21 February 2018 to 28 March 2018. The Offer Agent

requests for the Offeree's cooperation to submit the Acceptance Form as stated in Clause 8.1 and supporting documents as stated in Clause 8.2. at least 2 business days prior to the last day of the Offer Period since the Offer Agent needs to verify and deposit the share certificate with TSD, the registrar. If such share certificate is rejected by TSD, the Offer Agent shall inform the Offeree to collect the rejected share certificate. The Offeree can submit the documents to the Offer Agent at the following address:

Bualuang Securities Public Company Limited

Mrs.Thanamas Pungpo, Ms.Piyaporn Kwannoi, or Ms.Benjawan Phasuk

Operations Department

29th floor Silom Complex Building

191 Silom Road, Bangrak District

Bangkok 10500

Tel: 0-2618-1141, 0-2618-1147, or 0-2618-1143

Fax: 0-2618-1120

**The Offeror and the Offer Agent will not accept any documents in connection with the Tender Offer submitted by mail**

8.3.2 In the case that the Offeree holds shares in scripless form and deposits with TSD. The Offeree's broker with which the Offeree deposits the shares shall collect and submit the Acceptance Form and the required documents to the Offer Agent at the address as prescribed in Clause 8.3.1. The Offeree can submit the Acceptance Form together with the required documents to said broker during the period specified by each broker. The broker will then submit all documents to the Offer Agent within the Offer Period.

8.4 In the case the securities of Pruksa Real Estate Public Company Limited to be tendered are pledged or held against any other guarantees/liabilities, the Offeree must take action to release the pledge or any other encumbrances before responding to the Acceptance Procedure.

8.5 In the case that the Offeree does not comply with the Acceptance Procedure or fail to submit the completed documents that lead to problem, impediment, or restraint to the procedure, the Offer Agent hereby reserves the right to change the Acceptance Procedure as appropriate in order to fairly facilitate the Offeree.

## **9. Purchase Procedure**

The Offeror expresses an interest to acquire all of the remaining ordinary shares of the Business that are tendered by the Offeree in the Tender Offer, except for the instance when the Offeror cancel that Tender Offer as stated in the condition in Clause 1.6

## 10. Settlement and Payment Procedures

### 10.1 Payment Date

The Offeree will receive the payment for tendered shares after the 2<sup>nd</sup> business day from the last day of the Offer Period, which is 30 March 2018. All Acceptance Forms submitted by the Offeree in respect of the shares tendered by the Offeree in the Tender Offer must be correct, complete and the transfer of the shares tendered by the Offeree must have been completed only.

In the case that the Offeree submits in the Securities Certificate form, the Acceptance Form will be complete only if any Securities Certificate is verified by TSD. If the Securities Certificate is rejected by TSD, the Offer Agent will notify the Offeree to collect the rejected Securities Certificate.

### 10.2 Payment Procedure

The Offeree can choose the payment procedure as follows:

#### 10.2.1 Transferring through the bank account

The Offeree will receive payments via an automatic transfer to the Offeree's saving account or current account through Bangkok Bank Public Company Limited ("BBL"), Kasikorn Bank Public Company Limited ("KBANK"), The Siam Commercial Bank Public Company Limited ("SCB") Krung Thai Bank Public Company Limited ("KTB"), TMB Bank Public Company Limited ("TMB"), Bank of Ayudhya Public Company Limited ("BAY"), Thanachart Bank Public Company Limited ("TBANK"), United Overseas Bank (Thai) Public Company Limited ("UOB"), or CIMB Thai Bank ("CIMBT") The name of the account holder must be the same as that of the Offeree stated in the Acceptance Form. The Offeree must enclose a copy of a savings account passbook or a statement of current account, showing details of bank account, as the case may be, certify as true copy.

The Offeree will receive the payment from money transfer to the bank account within 5:00 p.m. after the 2<sup>nd</sup> business day from the last day of the Offering Period, which is 30 March 2018 (when the tendered shares transfer is made and completed). In the case that the Offer Agent is unable to transfer money to bank account of the Offeree for any reasons, the Offer Agent reserves the right to make payment by cheque. The Offer Agent will inform the Offeree to pick up the cheque or send the cheque by registered mail whichever the case may be following the detail in Clause 10.2.2.

#### 10.2.2 Payment by Cheque/Draft

The Offer Agent shall make payments to the Offeree by a cheque/draft issued by Bangkok Bank Public Company Limited, Head Office. A clearing period of approximately 15 days will normally be required for the Offeree residing outside of Bangkok. The Offeree can select one of 2 methods of payment as follows:

A. Collect the cheque/draft in-person

The Offeree can collect the cheque/draft made in the name of "A/C Payee Only" during business day and the hours of 1:00 p.m. until 4:00 p.m. only at the office of the Offer Agent, as stated in Clause 8.3.1.

In the case where Offeree wishes to appoint another person to collect the cheque/draft on the Offeree's behalf, such person shall present a power of attorney to the Offer Agent affixed with a Baht 30 stamp duty and a certified true copy of each of the documents set out in Clause 8.2.3 on the date of the collection. If the cheque/draft is not collected within 14 business days following the last payment date, the Offer Agent will send the cheque/draft to the Offeree via a registered mail to the address specified in the Acceptance Form afterwards.

B. Receive the cheque/draft via a registered mail to the address specified in the Acceptance Form

If the Offeree wishes to receive payments via a registered mail, the Offer Agent will send the cheque/draft to the Offeree via a registered mail to the address specified in the Acceptance Form. The Offeree may receive the cheque/draft after the 2<sup>nd</sup> business day from the last day of the Offer Period, which is 30 March 2018.

In the case where the tendered shares are in share certificate form, the Offer Agent will make payments to the Offeree only after such share certificates have been verified and deposited with TSD. If TSD rejects the share certificates, the Offer Agent will not make or be obliged to make any payment to the Offeree and will notify the Offeree to collect all submitted documents from the Offer Agent at the address stated in Clause 8.3.1.

In any case, if the Offer Agent completely submits the cheque/draft to the Offeree via a registered mail at the address specified in the Acceptance Form, it is deemed that the Offeree receives the payment legitimately. The Offeree has no right to claim for any interest or damage in whatsoever case.

**11. Rights of Securities Holders Who Have Expressed Their Intention to Tender Their Securities**

The Offeror will make payments to the Offerees via the Offer Agent within the 2<sup>nd</sup> business day from the last day of the Offer Period, which is 30 March 2018 and payment procedure that the Offeree expresses intention above when the tendered shares transfer is made and completed.

**12. Conditions for Revocation of the Intention to Tender**

PS shareholder who has tendered its shares cannot revoke it in all cases

**13. Method of Delivery for Securities in the case the Tender Offer is Cancelled**

In the case that the Tender Offer is cancelled as condition stated in Clause 1.6, the Offeror will send the Tender Offer cancellation letter along with the cause of cancellation to each securities holder, whose name appeared on the latest shareholder register book.

After that, the Offer Agent shall proceed to the Offeree who does not receive the payment for the tendered shares as follows:

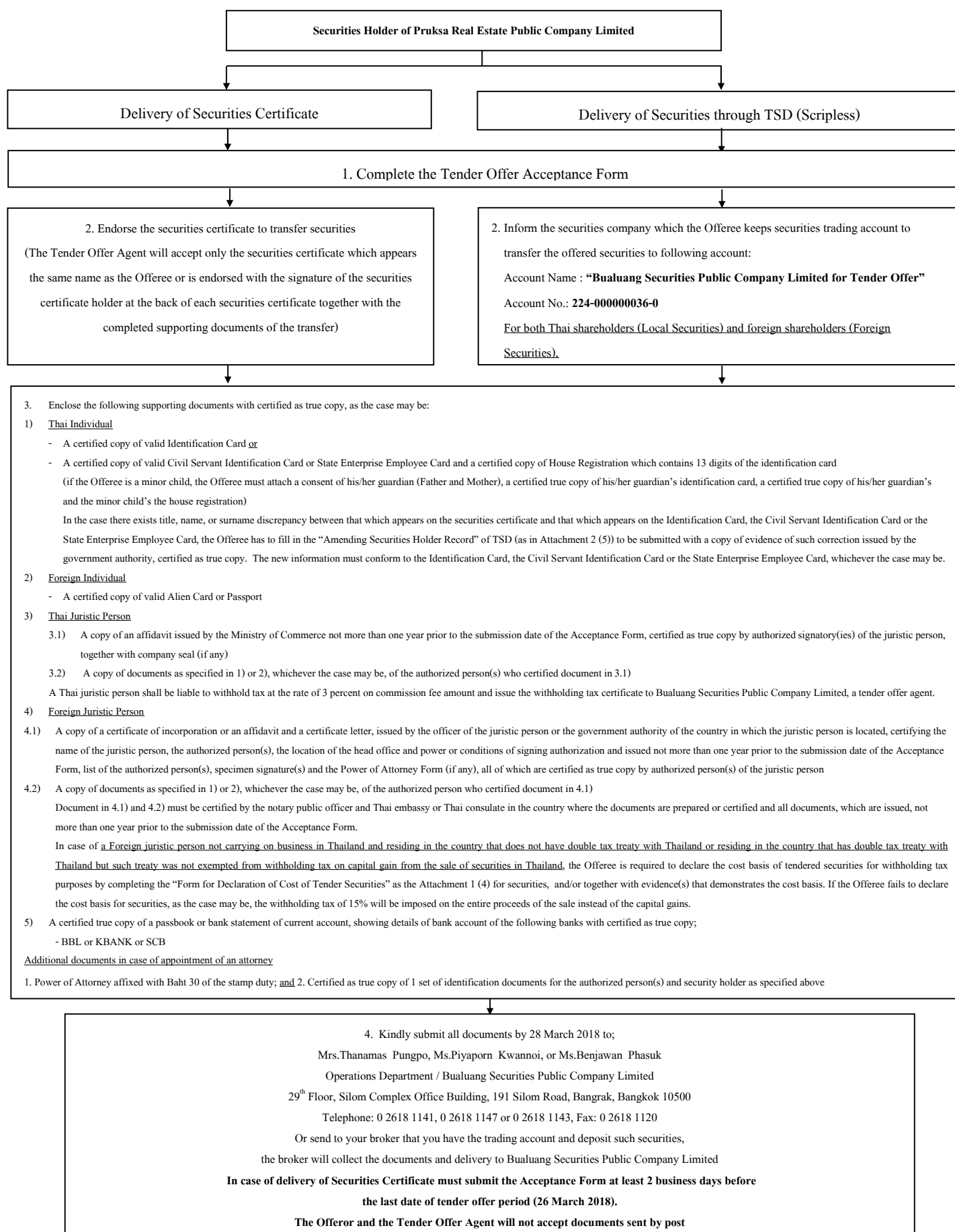
- 1) In the case of share certificate: The Offer Agent shall return the share certificate to the Offeree after the Offeree completely and clearly fill "Securities transfer from issuer account with participant" Attachment 1 (7) then submit document to the Offer Agent afterwards by letting the Offeree collect his/her share certificate at the office of the Offer Agent as specified in Clause 8.3.1 within 30 business days after the date the Tender Offer was cancelled.
- 2) In the case of scripless : The Offer Agent shall return the securities through TSD in order to deposit the securities to the Offeree's broker account as specified in the Acceptance Form or transfer the securities through issuer account for account number 600, whichever the case may be on the next business day after the date the Tender Offer was cancelled and after the Offeree completely and clearly fill "Withdrawal and transfers form between the Offeror's account and participant account" Attachment 1 (6) then submit document to the Offer Agent.

**Attachment 1**

**Tender Offer Acceptance Procedure and Forms**



## Tender Offer Acceptance Procedure



**Tender Offer Acceptance Form of Pruksa Real Estate Public Company Limited**

To : The Offeror and the Tender Offer Agent ("Bualuang Securities Public Company Limited") Acceptance Form No. ....

I/We (Mr. /Mrs. /Miss /Company) ..... Nationality .....

Contact Address.....

Sub District.....District.....Province.....

Country.....Postal Code.....Contact Telephone.....Facsimile.....

Please specify type of seller of securities

- ☐ Thai Individual ID Card / Civil Servant ID Card / State Enterprise Card No. ....
- ☐ Foreign Individual Alien Card / Passport ID No. ....
- ☐ Thai Juristic Person Company Registration No. ....
- ☐ Foreign Juristic Person Certificate of incorporation No. ....

I/We hereby accept to tender and sell

☐ ..... (.....) ordinary shares of Pruksa Real Estate Public Company Limited at the price of Baht 13.41 (Thirteen Baht Forty-One Satang) per share subject to terms and conditions stated in the Tender Offer document.

I/We hereby appoint Bualuang Securities Public Company Limited as my/our attorney to sell, transfer and deliver these ordinary shares or preferred shares, as well as to arrange the payment procedure and process, including other necessary matters relevant to the selling shares and receipt of payment on behalf of me.

| <input type="checkbox"/> In case of "Shares Certificate" |                            |                   | <input type="checkbox"/> In case of "Scripless Securities" (Transfer through TSD) |                   |               |                   |
|----------------------------------------------------------|----------------------------|-------------------|-----------------------------------------------------------------------------------|-------------------|---------------|-------------------|
| Name of ordinary shareholder                             | Securities certificate No. | No. of securities | TSD Participant No.                                                               | Transfer Slip No. | Transfer Date | No. of securities |
| Ordinary shares                                          |                            |                   |                                                                                   |                   |               |                   |
|                                                          |                            |                   |                                                                                   |                   |               |                   |
| Total                                                    |                            |                   |                                                                                   |                   | Total         |                   |

**I/We confirm request payment as conditions specified in the Tender Offer.**

**Payment Condition (Choose one of the following)**

- ☐ Automatic transfer payment to my/our account at: please select one ☐ BBL ☐ KBANK ☐ SCB ☐ KTB ☐ TMB ☐ BAY ☐ TBANK ☐ UOB ☐ CIMBT
- Branch.....Type of Account .....Account Number - -

(The account name has to be the same as the offeree name and please attach a certified true copy of saving account book or current account statement with this form.)

- ☐ Collect Cheque ☐ In-Person ☐ Posted as the given address above

I/We hereby attach the following documents for selling transaction including the securities certificate endorsed with the signature and/or evidence(s) of the ownership of securities and/or evidence(s) of the transfer of securities through TSD to the account of "Bualuang Securities Public Company Limited for Tender Offer" Account No. 224-000000036-0 and proof of identity in respect to the transferor with certified as true copy as indicated in the details of the Tender Offer document.

I/We certify, represent and warrant that I am/we are the legal and beneficial owner(s) of all such securities free from any mortgage or encumbrance of whatever nature, or third party right ("Encumbrance"); and I/we sell such securities as beneficial owner(s) thereof free from any and all Encumbrances. I/We hereby acknowledge that this form will be completed when TSD completes the transfer of such securities to the Tender Offer Agent.

Signed ..... Attorney ..... Signed ..... Tender Offeree  
(.....) (.....) Date.....



**Receipt of Transfer Scripless and Tender Offer Acceptance and Subscription Form**

Date..... Receipt no .....

Bualuang Securities Public Company Limited has received the Tender Offer Acceptance Form of Pruksa Real Estate Public Company Limited

☐ the securities certificate ☐ evidence(s) of the transfer of securities through TSD, amount .....shares

from Mr./Mrs./Miss/Company..... by way of following payment method

Request payment as conditions specified in the Tender Offer.

☐ Automatic transfer to following bank A/C's: ☐ BBL ☐ KBANK ☐ SCB ☐ KTB ☐ TMB ☐ BAY ☐ TBANK ☐ UOB ☐ CIMBT

☐ Collect Cheque ☐ In-Person ☐ Posted as the given address above

Signature.....Tender Offer Agent

For more information please contact; Mrs.Thanamas Pungpo, Ms.Piyaporn Kwannoi, or Ms.Benjawan Phasuk, Operation Department

Bualuang Securities Public Company Limited, 29<sup>th</sup> Floor, Silom Complex Building, 191 Silom Road, Silom, Bangrak, Bangkok. Tel: 0 2618 1141, 0 2618 1147 or 0 2618 1143, Fax: 0 2618 1120

**POWER OF ATTORNEY**

For Tender Offer Acceptance

Stamp Duty  
Baht 30

Made at .....

Date .....

I/We ..... Age ..... Nationality .....

ID Card/Alien Card/Passport ID No. ....Reside at (address that can be reached by mail)

.....  
.....Postcode..... Country .....

as the holder of ordinary share of Pruksa Real Estate Public Company Limited in the amount of

.....shares hereby authorize .....

Age ..... Nationality ..... ID Card/Alien Card/Passport ID No.

.....Reside at (address that can be reached by mail)

.....  
.....Postcode..... Country .....

to act as my/our attorney to sell, transfer, and deliver such securities of Pruksa Real EstatePublic Company Limited through Bualuang Securities Public Company Limited ("Tender Offer Agent") and to be authorized to do and execute all such other matters in connection with the aforesaid mentioned on my/our behalf until its completion.

Any act taken by my/our attorney shall be deemed to be taken by myself/ourselves in every respect.

Sign ..... Grantor

(.....)

Sign ..... Attorney

(.....)

Sign ..... Witness

(.....)

Sign ..... Witness

(.....)

Note: Please attach herewith a certified true copy of ID Card/Alien Card/Passport of the Grantor or a Certificate of Incorporation, a copy of ID Card/Alien Card/Passport of the authorized person(s) in the case of a Juristic Person and a certified true copy of ID Card/Alien Card/Passport of the authorized person(s).

**Form for Declaration of Cost of Tendered Securities**

(Only for Foreign Juristic Person not carrying on business in Thailand and residing in a country that has no double tax treaty with Thailand or residing in a country that has double tax treaty with Thailand, but such treaty does not exempt the Foreign Juristic Person from withholding tax on the capital gains realized from the sale of securities in Thailand)

Date .....

To: Bualuang Securities Public Company Limited ("Tender Offer Agent")

I/We (Mr./Mrs./Miss/Company) .....

Nationality ..... Tax Identification No. (if any) ..... would like to declare the acquisition cost of my/our Pruksa Real Estate Public Company Limited's ordinary shares to be tendered and offered for sale as follows:

| Transfer Date | Shares Certificate No. /<br>Transfer Slip No. | No. of Shares | Cost per Share<br>(Baht) |
|---------------|-----------------------------------------------|---------------|--------------------------|
|               |                                               |               |                          |
|               |                                               |               |                          |
| <b>Total</b>  |                                               |               |                          |

I/We hereby attach .....  
totaling ..... , as the evidence(s) of the cost of the securities for the purpose of withholding tax calculation.

I/We hereby certify that the above statements are true and correct in all respects.

Signature.....the Offeree  
(.....)

**Remark :** In the event that the Offeree which is a foreign juristic person does not declare the cost or fail to submit proper evidence along with the Form of Declaration of Cost of Tendered Securities, the Tender Offer Agent will determine the withholding tax of 15% based on the entire proceeds of sales of the securities.

TSD-301

## Amending securities holder records



Date.....

Thailand Securities Depository

I/We..... national I.D. card/passport/company Registration no.....

hereby request the Thailand Securities Depository Co., Ltd. ("TSD") amend the following information pertaining to myself.

| Type of information                                                                                                                                                                   | Previous information                                                                                                                                                                                                                                                                           | Amended information |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| <input type="checkbox"/> Honoric (Mr./Mrs./Miss)                                                                                                                                      | ➤                                                                                                                                                                                                                                                                                              | ➤                   |
| <input type="checkbox"/> First name - last name                                                                                                                                       | ➤                                                                                                                                                                                                                                                                                              | ➤                   |
| <input type="checkbox"/> For general contacts                                                                                                                                         | ➤                                                                                                                                                                                                                                                                                              | ➤                   |
| <input type="checkbox"/> Address for sending proxy form and the meeting invitation to shareholders (Principal address)<br>In case of holding shares as at the date of XM book closing | <input type="checkbox"/> Use the amended address as above<br><input type="checkbox"/> Specify the address* .....<br><br>*To be effective for selecting Principal address, your specified address must be the same as the address which you previously registered with TSD or Broker/Custodian. |                     |
| <input type="checkbox"/> Postal code                                                                                                                                                  | ➤                                                                                                                                                                                                                                                                                              | ➤                   |
| <input type="checkbox"/> Home / Office telephone No.                                                                                                                                  | ➤                                                                                                                                                                                                                                                                                              | ➤                   |
| <input type="checkbox"/> Mobile phone / Fax No.                                                                                                                                       | ➤                                                                                                                                                                                                                                                                                              | ➤                   |
| <input type="checkbox"/> email address<br>This email address is used for getting the result of amendment from TSD                                                                     | ➤                                                                                                                                                                                                                                                                                              | ➤                   |
| <input type="checkbox"/> Other.....                                                                                                                                                   | ➤                                                                                                                                                                                                                                                                                              | ➤                   |

- To be effective in time for the book closing date, TSD must receive all documentation at least five working days prior to such date. If the securities holder has deposited the securities in question with his/her broker/custodian, the securities holder should contact that broker/custodian.

- The given above mailing address must be able to receive documents and must not be a post office number.

I/ We hereby certify that the aforementioned statements are complete and true. Should TSD incur any direct or indirect damage, obligation or expense due to complying with my request as given above, I/we shall be fully responsible and shall unconditionally compensate TSD in full.

Signature.....Securities holder

(.....) Tel. ....

(If a proxy has been assigned, please sign as both the securities holder and the grantor.)

Please turn page over for list of required documents

I/We here by authorize .....as my/our representative, with full authority to file this application.

Signature.....Grantor

Signature.....Grantee

(.....)

(.....) Tel. ....

Revenue  
stamp

## For official use only

Date.....Transaction No. ....Checker.....

I have already checked all original identification documents

Signature.....Officer

บริษัท ไทยหลักทรัพย์ (ประเทศไทย) จำกัด Thailand Securities Depository Co., Ltd.

93 ถนนราชพฤกษ์ แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10400 Tel: +662 009 9000 Tssars: +662 009 9991 Contact Center: +662 009 9999  
93 Ratchadaphisek Road, Dindaeng, Bangkok 10400 Tel: +662 009 9000 Fax: +662 009 9991 Contact Center: +662 009 9999

Documents to be submitted for amending securities holder records



1. Application for amending securities holder records signed by securities holder.
2. If requesting a change name/ surname, please attach the original share certificate and a copy of the certificate showing a change of name or surname or marriage or divorce certificate as the case may be.
3. Identification documents, according to the type of person. In case of other individuals, please contact SET Contact Center at +662 009 9999

| Type of person                            | Documents to support request to change name/ surname                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Documents for other types of requests                                                                   |
|-------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| Individual person<br>-Thai Nationality    | <p>-The original and a copy of the person's Thai national I.D. card, certified true with an original signature</p> <p>* <u>If the original of the person's Thai national I.D. card cannot be shown, or the documents are being submitted by registered mail,</u></p> <p>please attach a copy of the person's Thai national I.D. card, certified true with an original signature and the original of the document issued by the sub-district or district office to use instead of the original Thai national I.D. card , certified within the past 90 days, as the case may be.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | - A copy of the person's Thai national I.D. card, certified true with an original signature.            |
| Individual person<br>-Other Nationalities | <p>-The original and a copy of the signatory's alien identity card or passport, certified true with an original signature.</p> <p>* <u>If the original passport cannot be shown or the documents are being submitted by registered mail,</u></p> <p>- The copy of the passport has to been certified by a notary public, and both the copy and notary public stamp certified by the Thai embassy or consulate within the past 12 months before being submitted to TSD.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | - A copy of the signatory's alien identity card or passport, certified true with an original signature. |
| Juristic person<br>- Thai Nationality     | <p>1. A copy of the juristic person certificate issued by the Ministry of Commerce within the past 12 months, with the original signatures of directors authorized to represent the company or their representatives, following the company's conditions.</p> <p>2. A copy of the national I.D. card /alien identity card / passport of directors who are authorized to represent the company, certified true with original signatures.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                         |
| Juristic person<br>- Other Nationalities  | <p>1. A copy of the company's registration certificate issued by the regulating government agency.</p> <p>2. A copy of the juristic person's affidavit of incorporation showing directors authorized to bind the company and conditions relating thereto, showing the company's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the government agency having jurisdiction over the juristic person.</p> <p>3. A copy of the passport or other official identity document of each authorized director signing this document, certified true with original signature.</p> <p><u>All documents for "Other Nationalities" above, must have been :</u></p> <p>1. Certified true by a notary public or agency of the government having jurisdiction where the document was executed.</p> <p>2. Certified true by the Thai embassy or consulate in the country having jurisdiction over the affidavit of incorporation and notary public whose stamp has been affixed.</p> <p>3. Certified within the past 12 months before being submitted to TSD.</p> <p>4. Translated into English if necessary.</p> |                                                                                                         |





TSD-403

Securities transfer to/from issuer account with participant



For official use only

Date ..... Transaction No..... Checker.....

I/We ..... would like to transfer securities of mutual fund or company .....  
for a total of ..... shares/units amount in letters ..... shares/ units. The securities are  
being transferred:

|                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> 1. From issuer account to broker/custodian account<br><br>• Broker or custodian name.....<br>• Customer account name .....<br>• Customer account no. ....<br><br><br>Signature ..... Securities holder<br>(.....)<br>Phone no..... | <input type="checkbox"/> 2. From broker/custodian account to issuer account<br><br><u>Information on securities holder:</u><br>• Nationality.....occupation.....<br>• Mailing address.....<br>postal code..... Home phone..... Mobile phone.....<br>• Office phone.....Fax no..... e-mail address.....<br><br><u>Individual Person</u><br>1. Place of Birth (Country)..... 2. Second Nationality.....<br>3. Permanent Address..... Zip Code.....<br><br><u>Juristic Person</u><br>1. FATCA Status ..... 2. GIIN Number (if) .....<br>• For unit trusts, should withholding tax be deducted?<br><input type="checkbox"/> Yes, withholding tax is deducted <input type="checkbox"/> No, withholding tax is not deducted<br>In addition, I/We acknowledge that TSD may appear in this document disclosure to the organization having<br>agreement with TSD and/or Government agencies that have the legal power to request such information.<br><br>Signature ..... Securities holder<br>(.....) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

From broker or custodian to TSD

I/We ..... participant no..... have verified all documents and evidence submitted for the issuer's securities transfer and  
certify that the aforementioned statements are complete and true. Should TSD incur any direct or indirect damage, obligation or expense due to complying with my request as given above. I/we shall be fully responsible and  
shall unconditionally compensate TSD in full.

Signature.....Authorized person  
(.....)

Please turn page over for list of required documents



**Documents to be submitted for securities transfer to / from the issuer account**

1. Application for securities transfer to / from the issuer account signed by securities holder
2. Identification documents of securities holder, according to the type of person. In case of other individuals, please contact SET Contact Center at +662 009 9999

| Type of person                                          | Submitted documents for securities transfer to / from the issuer account                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Individual Person</b><br><b>-Thai Nationality</b>    | - A copy of the person's Thai national I.D. Card, certified true with an original signature.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Individual Person</b><br><b>-Other Nationalities</b> | - A copy of the signatory's alien identity card or passport, certified true with an original signature.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Juristic Person</b><br><b>- Thai Nationality</b>     | <ol style="list-style-type: none"> <li>1. A copy of the juristic person certificate issued by the Ministry of Commerce within the past 12 months, with the original signatures of directors authorized to represent the company or their representatives, following the company's conditions.</li> <li>2. A copy of the national I.D. card /alien identity card /passport of directors who are authorized to represent the company, certified true with original signatures.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Juristic Person<br>-Other Nationalities                 | <ol style="list-style-type: none"> <li>1. A copy of the company's registration certificate issued by the regulating government agency.</li> <li>2. A copy of the juristic person's affidavit of incorporation showing directors authorized to bind the company and conditions relating thereto, showing the company's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the government agency having jurisdiction over the juristic person.</li> <li>3. A copy of the passport or other official identity document of each authorized director signing this document, certified true with an original signature.</li> </ol> <p><u>All documents for "Other Nationalities" above, must have been :</u></p> <ol style="list-style-type: none"> <li>1. Certified true by notary public or agency of the government having jurisdiction where the document was executed.</li> <li>2. Certified true by the Thai Embassy or Consulate of Thailand in the country having jurisdiction over the affidavit of incorporation and notary public whose stamp has been affixed.</li> <li>3. Certified within the past 12 months before being submitted to TSD.</li> <li>4. Translated into English if necessary.</li> </ol> |





## แบบคำขออนถอนหลักทรัพย์ จากบัญชีสมาชิกผู้ฝากหลักทรัพย์

Application for Withdrawing from the participant account



1. ชื่อหลักทรัพย์..... ชื่อย่อหลักทรัพย์.....  
Securities Name Securities symbol
2. ชื่อผู้ถือหลักทรัพย์ บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด บัญชี.....  
Name of securities holder TSD Account
- ☐ บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด เพื่อผู้ฝาก  
☐ THAILAND SECURITIES DEPOSITORY COMPANY LIMITED FOR DEPOSITOR
3. ชื่อเจ้าของหลักทรัพย์.....  
Name of owner of securities (ตัวบรรจง) (print)
- เลขบัตรประจำตัวประชาชน/เลขทะเบียนบริษัท..... สัญชาติ..... อาชีพ.....  
(Identification Number /Company Registration No Nationality Occupation)
- ที่อยู่สำหรับการจัดส่งเอกสาร..... รหัสไปรษณีย์.....  
Address Postal Code
- โทรศัพท์บ้าน..... โทรศัพท์ที่ทำงาน..... โทรศัพท์เคลื่อนที่..... โทรสาร..... อีเมล.....  
Home Phone Office Phone Mobile Phone Fax E-mail Address
4. จำนวนหลักทรัพย์ที่ขอให้ออกใบหลักทรัพย์..... หุ้น / หน่วย ตัวอักษร..... หุ้น / หน่วย  
Number of securities to be issued new securities certificates shares/unit Amount of Share in letters shares/unit
5. กรณีหลักทรัพย์ประเภทหน่วยลงทุน โปรดระบุเงื่อนไขการหักภาษี ณ ที่จ่าย ☐ หักภาษี ณ ที่จ่าย ☐ ไม่หักภาษี ณ ที่จ่าย  
In case of unit trusts, please indicate the condition of withholding tax: ☐ Withholding tax ☐ Non-withholding tax

สำหรับเจ้าหน้าที่ (For official use only)

วันที่ (Date) .....

เลขที่รายการ (Transaction No.) .....

ผู้ตรวจรับ (Checker) .....

ลงชื่อ.....เจ้าของหลักทรัพย์

Signature (.....) Securities owner

ข้าพเจ้า บริษัท.....สมาชิกผู้ฝากเลขที่.....ขอรับรองว่าข้อความที่กล่าวข้างต้นเป็นความจริง อนึ่งในการที่บริษัท ศูนย์รับฝากหลักทรัพย์ จำกัด ออกใบหลักทรัพย์ให้แก่เจ้าของหลักทรัพย์ตามที่ระบุไว้ในคำร้องนี้ หากจะมีหรือก่อให้เกิดความเสียหายใด ขึ้นแก่บริษัท ศูนย์รับฝากหลักทรัพย์ จำกัด ไม่ว่าด้วยประการใด ๆ ข้าพเจ้าขอรับผิดชอบและชดเชยให้แก่บริษัท ศูนย์รับฝากหลักทรัพย์ จำกัด จนครบถ้วน I/We Securities depositor, hereby certifies that the aforementioned statement is true. In case the TSD issues the certificate (s) to the owner of securities as specified in this application and should there be any damages resulting from such issuance of certificate(s), I/We shall be held responsible and prepared to compensate the TSD for all the damages

ลงชื่อ (Signature).....ผู้มีอำนาจลงนาม (Authority)

บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด Thailand Securities Depository Co., Ltd.

93 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400 Tel: +662 009 9000 Fax: +662 009 9991 Contact Center: +662 009 9999  
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เอกสารประกอบการถอนหลักทรัพย์ จากบัญชีสมาชิกผู้ฝากหลักทรัพย์  
Document Submitted for Withdrawing from the participant account



เอกสารแสดงตนของผู้ถือหลักทรัพย์ (Identification documents of shareholder)

▪ กรณีผู้ถือหลักทรัพย์เป็นบุคคลธรรมดา (For Individual Persons)

สัญชาติไทย (Thai Nationality) :

- สำเนาบัตรประจำตัวประชาชน ที่ได้ลงลายมือชื่อรับรองสำเนาถูกต้องโดยเจ้าของบัตร (A copy of I.D. card certified true with his/her original signature.)

สัญชาติอื่นที่ไม่ใช่สัญชาติไทย (Other Nationalities) :

- สำเนาใบต่างตัว หรือสำเนาหนังสือเดินทาง ลงลายมือชื่อรับรองสำเนาถูกต้องโดยเจ้าของบัตร (A copy of the signatory's alien identity card or a copy of his/her passport, certified true with his/her original signature.)

▪ กรณีผู้ถือหลักทรัพย์เป็นนิติบุคคล (For Juristic Persons)

สัญชาติไทย (Thai Nationality) :

1. สำเนาหนังสือรับรองจากกระทรวงพาณิชย์ ที่ออกให้ไม่เกิน 1 ปี ลงลายมือชื่อรับรองความถูกต้องโดยกรรมการผู้มีอำนาจลงนามแทนนิติบุคคล (A copy of juristic person certificate issued by the Ministry of Commerce not exceeding one year with original signature of authorized directors who represent the company.)
2. สำเนาบัตรประจำตัวประชาชน ของกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคล ที่ได้ลงลายมือชื่อรับรองความถูกต้องโดยเจ้าของบัตร (A copy I.D. card of authorized directors who represent the company with original signature.)

สัญชาติอื่นที่ไม่ใช่สัญชาติไทย (Other Nationalities) :

1. สำเนาหนังสือรับรองการจดทะเบียนบริษัทที่ออกโดยหน่วยงานราชการของประเทศที่นิติบุคคลนั้นมีภูมิลำเนา (A copy of Company's registration certificate issued by government sector.)
2. สำเนาหนังสือรับรองที่ออกโดยเจ้าหน้าที่ของนิติบุคคลนั้นหรือหน่วยงานราชการของประเทศที่นิติบุคคลนั้นมีภูมิลำเนา ซึ่งรับรองชื่อผู้มีอำนาจลงลายมือชื่อผูกพันนิติบุคคล อำนาจหรือเงื่อนไขในการลงลายมือชื่อผูกพันนิติบุคคลและที่ตั้งสำนักงานแห่งใหญ่ (A copy of juristic person registration certificate and a juristic person authorization certificate issued by an officer of juristic persons or by an authority of the country of origin with original signature, name of an authorized person representing juristic persons, headquarter's location and authority of signatory.)
3. สำเนาบัตรประจำตัวประชาชน หรือใบต่างตัวหรือหนังสือเดินทางของผู้มีอำนาจลงลายมือชื่อผูกพันนิติบุคคลที่ได้ลงลายมือชื่อรับรองความถูกต้องโดยเจ้าของบัตร (A copy of alien identity card or passport of an authority of juristic persons with original signature.)

◆ เอกสารตามข้อ 1-3 ที่เป็นเอกสารซึ่งได้จัดทำหรือรับรองความถูกต้องในต่างประเทศ จะต้องดำเนินการ ดังต่อไปนี้ (Documentation No.1-3)

- ก) ให้เจ้าหน้าที่ Notary Public หรือหน่วยงานอื่นใดที่มีอำนาจในประเทศที่เอกสารดังกล่าวได้จัดทำหรือรับรองความถูกต้องทำการรับรองลายมือชื่อผู้จัดทำหรือผู้ให้คำรับรองความถูกต้องของเอกสารดังกล่าว (With an authorization of notary public officer in the country from which the above documentation was made.)
- ข) ให้เจ้าหน้าที่ของสถานทูตไทยหรือกงสุลไทยในประเทศที่เอกสารดังกล่าวได้จัดทำหรือรับรองความถูกต้องทำการรับรองลายมือชื่อและตราประทับของเจ้าหน้าที่ Notary Public หรือหน่วยงานอื่นใดที่ได้ดำเนินการตาม ก) (With an authorization of Thai Embassy or Consul of Thailand in the country at which signatory certificate and notary public stamp were made.)

◆ การรับรองเอกสารข้างต้นต้องรับรองไม่เกิน 1 ปี จนถึงวันที่ยื่นต่อนายทะเบียน (All documentation above must have been certified within one year)



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