

“Translation”

RATCH 438/2021

22 December 2021

Subject: Submission of the Tender Offer for the Securities of Sahacogen (Chonburi) Public Company Limited

Attention: President of the Stock Exchange of Thailand

Enclosure: Copy of the Tender Offer for the Securities of Sahacogen (Chonburi) Public Company Limited
(Form 247-4)

RATCH Group Public Company Limited ("the Company") would like to inform you that on 22 December 2021, the Company, as the Tender Offeror in the tender offer for all of the remaining securities of Sahacogen (Chonburi) Public Company Limited ("SCG"), has submitted the Tender Offer for the Securities of SCG (Form 247-4) to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, the directors and shareholders of SCG, the details of which are set out in the Enclosure.

Please be informed accordingly.

Sincerely yours,

(Miss Choosri Kietkajornkul)

Chief Executive Officer

Company Secretary Office

Tel: 0 2794 9510

Fax: 0 2794 9888 Ext. 9510

- Translation -

Tender Offer for Securities

(Form 247-4)

Of



Sahacogen (Chonburi) Public Company Limited

By



Ratch Group Public Company Limited

(The Tender Offeror)

The Siam Commercial Bank Public Company Limited

(Tender Offer Preparer)

SCB Securities Company Limited

(Tender Offer Agent)

"This English language translation of the Tender Offer has been prepared solely for the convenience of the foreign shareholders of Sahacogen (Chonburi) Public Company Limited and should not be relied upon as the definitive and official document of the Tender Offeror. The Thai language version of the Tender Offer is the definitive and official document of the Tender Offeror and shall prevail in all respects in the event of any inconsistency with this English language translation."

(Translation)

22 December 2021

Subject: Submission of the Tender Offer for the Securities of Sahacogen (Chonburi) Public Company Limited

To: Secretary-General, The Office of the Securities and Exchange Commission

President, The Stock Exchange of Thailand

Board of Directors and Securities Holders of Sahacogen (Chonburi) Public Company Limited

Enclosed: Tender Offer for the Securities of Sahacogen (Chonburi) Public Company Limited (Form 247-4)

Pursuant to the Board of Directors' Meeting of RATCH Group Public Company Limited ("RATCH" or the "Tender Offeror") No. 7/2021, convened on 20 July 2021, resolved to approve the investment by entering into the acquisition of ordinary shares of Sahacogen (Chonburi) Public Company Limited ("SCG" or the "Business") from certain existing shareholders of the Business and subscribing the newly issued ordinary shares of the business which shall be issued and allotted to specific person (Private Placement).

On 28 October 2021, the Tender Offeror has entered into the following agreements:

- (1) 34 share purchase agreements between the Tender Offeror (as the purchaser) and 34 shareholders of the Business, (as the sellers) (the "Seller"). The share purchase agreements are for the purchase of ordinary shares of the Business from the aforementioned shareholders, in the total amount of 384,789,131 shares, equivalent to 40.29 percent of the total issued shares of the Business prior to the increase of share capital as per (2) below or 33.07 percent of the total issued shares of the Business following the issuance and allotment of the newly issued ordinary shares under (2) (the "Sale Shares"), with the value of Baht 5.75 per share, equivalent to the total consideration of Baht 2,212,537,503.25 (collectively referred to as the "Share Purchase Agreements" or the "SPA") (the "Share Purchase Transaction"); and
 - (2) Share subscription agreement between the Tender Offeror (as an investor) and the Business for the subscription of the newly issued ordinary shares in the total amount of 208,695,652 shares with a par value of Baht 1.00 per share, equivalent to 17.93 percent of the total issued shares of the Business following the issuance and allotment of the newly issued ordinary shares of the Business by way of private placement, at the subscription price of Baht 5.75 per share, equivalent to the total consideration of Baht 1,199,999,999 (the "Share Subscription Agreement" or the "SHA") (the "Share Subscription Transaction").
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(The Share Purchase Transaction and the Share Subscription Transaction shall collectively be referred to as the "Transactions".)

In any event, the Share Purchase Transaction and the Share Subscription Transaction will only occur upon the full satisfaction of all the conditions precedent under the Share Purchase Agreement and the conditions precedent under the Share Subscription Agreement as mentioned in the Share Purchase Agreement and the Share Subscription Agreement dated 28 October 2021 (including the approval for the Business to offer the newly issued shares by way of private placement by the Office of Securities and Exchange Commission (the "SEC")). As of now, all of the conditions precedent have been fully satisfied on 13 December 2021. Whereby, after the consummation of the Transactions as per (1) and (2), the Tender Offeror has acquired the total amount of 593,484,783 ordinary shares in the Business, equivalent to 51 percent of the total issued shares of the Business following the issuance and allotment of the newly issued ordinary shares of the Business to the Tender Offeror. This constitutes the acquisition of shares of a business that exceeds the threshold that requires a tender offer to be made for all of the remaining shares of that business (Mandatory Tender Offer) in accordance with the criteria and conditions prescribed under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011 (as amended) ("TorChor. 12/2554").

Therefore, by this letter, The Siam Commercial Bank Public Company Limited, as the Tender Offeror Preparer, would like to submit the Tender Offer for the Securities of the Business (Form 247-4) along with other supporting documents to the SEC, the Stock Exchange of Thailand, and the directors and securities holders of the Business to support their considerations of the Tender Offer.

Yours Sincerely

- Mrs. Darin Kanjana -

(Mrs. Darin Kanjana)

Division Head, Investment Banking Function
The Siam Commercial Bank Public Company Limited
Tender Offer Preparer

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Tender Offer for the Securities of Sahacogen (Chonburi) Public Company Limited

(This Tender Offer, Offer Price, and Offer Period are the final offer which will not be amended subject to the conditions specified in Section 8)

To Securities Holders of Sahacogen (Chonburi) Public Company Limited

I, Ratch Group Public Company Limited (“RATCH” or the “Tender Offeror”) hereby offer to purchase all of the remaining shares of Sahacogen (Chonburi) Public Company Limited (“SCG” or the “Business”) in the total of 127,596,108 shares, equivalent to 10.96 percent of the total issued shares of the Business and 10.96 percent of the total voting rights of the Business following the issuance and allotment of the newly issued ordinary shares by the Business by way of private placement (excluding those shares held by the Tender Offeror and those in which shareholders of the Business agree not to sell) in accordance with the following terms and conditions (the “Tender Offer”)

Part 1**Significant Elements of the Tender Offer****1. Date of Submission of the Tender Offer**

22 December 2021

2. Name of The Tender Offeror

Ratch Group Public Company Limited

3. Name of the Tender Offer Preparer

The Siam Commercial Bank Public Company Limited (the “Tender Offer Preparer”)

4. Objectives of the Tender Offer

In relation to the investment made by the Tender Offeror by purchasing ordinary shares of the Business from certain existing shareholders of the Business and subscribing the newly issued ordinary shares of the Business which shall be issued and allotted to specific person (Private Placement). In this regard, on 28 October 2021, the Tender Offeror has entered into the following agreements:

- (1) 34 share purchase agreements between the Tender Offeror (as the purchaser) and 34 shareholders of the Business, (as the sellers) (the “Seller”). The share purchase agreements are for the purchase of ordinary shares of the Business from the aforementioned shareholders, in the total amount of 384,789,131 shares, equivalent to 40.29 percent of the total issued shares of the Business prior to the increase of share capital as per (2) below or 33.07 percent of the total issued shares of the Business following the issuance and allotment of the newly issued ordinary shares

under (2) (the “Sale Shares”), with the value of Baht 5.75 per share, equivalent to the total consideration of Baht 2,212,537,503.25 (collectively referred to as the “Share Purchase Agreements” or the “SPA”) (the “Share Purchase Transaction”); and

- (2) Share subscription agreement between the Tender Offeror (as an investor) and the Business for the subscription of the newly issued ordinary shares in the total amount of 208,695,652 shares with a par value of Baht 1.00 per share, equivalent to 17.93 percent of the total issued shares of the Business following the issuance and allotment of the newly issued ordinary shares of the Business by way of private placement, at the subscription price of Baht 5.75 per share, equivalent to the total consideration of Baht 1,199,999,999 (the “Share Subscription Agreement” or the “SHA”) (the “Share Subscription Transaction”).

(The Share Purchase Transaction and the Share Subscription Transaction shall collectively be referred to as the “Transactions”.)

After the consummation of the Transactions as per (1) and (2), the Tender Offeror has acquired the total amount of 593,484,783 ordinary shares in the Business, equivalent to 51 percent of the total issued shares of the Business following the issuance and allotment of the newly issued ordinary shares of the Business to the Tender Offeror.

In any event, the Share Purchase Transaction and the Share Subscription Transaction will only occur upon the full satisfaction of all the conditions precedent under the Share Purchase Agreement and the conditions precedent under the Share Subscription Agreement as mentioned in the Share Purchase Agreement and the Share Subscription Agreement dated 28 October 2021 (including the approval for the Business to offer the newly issued shares by way of private placement by the Office of Securities and Exchange Commission (the “SEC”). As of now, all of the conditions precedent have been fully satisfied on 13 December 2021. Therefore, the Tender Offeror is obliged to submit the Tender Offer for Securities (Form 247-4) to the SEC and to make a Mandatory Tender Offer (MTO) for all the remaining shares of the Business in the total of amount 570,210,869 shares, equivalent to 49 percent of the total issued shares of the Business, in accordance with the criteria and conditions prescribed under the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011 (as amended) (“TorChor. 12/2554”).

In addition, this investment is for the purpose of building strong business alliances between the Tender Offeror, which has expertise in the development of power plant projects, and Saha Group, which is considered to be a large business group with main business activities focusing on the manufacturing and distribution of consumer goods in Thailand and is the original group of shareholders of the Business that will continue to maintain its significant shareholding proportion in the Business. The Tender Offeror and Saha Group will jointly develop the Business’s power plant to encourage its strength and sustainable

growth in its full capacity, including promoting the increase of capacity and competence in other projects with Saha Group in the future.

5. Type(s) and Series of the Offered Securities

As at the date of the submission of the Tender Offer, the Business has only one type of securities, which is in the form of ordinary shares, with a total of 1,163,695,652 paid-up shares, at the par value of THB 1 per share, whereby and 1 ordinary share is entitled to 1 voting right.

As mentioned in Section 4, the Tender Offeror received the transfer of 33.07 percent and 17.93 percent of shares from entering the Share Purchase Transaction and the Share Subscription Transaction, respectively. And the Tender Offeror has made the payment for shares of the Business to the Seller and the Business on 13 December 2021. As a result, as of the date of submission of the Tender Offer, the Tender Offeror holds 593,484,783 shares, equivalent to 51 percent of the total issued shares of the Business and 51 percent of the total voting rights of the Business.

However, as of the date of the Share Purchase Agreement and/or after entering into the Share Purchase Agreements, the Tender Offeror has received a letter of intent from 5 shareholders of the Business, which are Saha Pathana Inter-Holding Public Company Limited, S&J International Enterprises Public Company Limited, I.C.C. International Public Company Limited, Saha Pathanapibul Public Company Limited, and Mr. Weerapat Punsakudomsin, informing that such shareholders do not wish to sell and agree not to sell the rest of their shares in the Business, whether in whole or in part that such shareholders hold in the business, in the total amount of 442,614,761 shares or equivalent to 38.04 percent of the total issued shares of the Business during the tender offer period in any case and agree to take all necessary actions to prevent the sale or transfer of ownership of the shares of the Business held by such shareholders from the date of the commencement of the tender offer period until the end of the tender offer period of the tender offeror as specified by the SEC with additional details as shown in the attachment 8.

In addition, the aforementioned 5 shareholders of the Business and the Tender Offeror have signed undertaking letters that cannot be revoked or changed for the purpose of prohibiting the sale, distribution, transfer, pledge or any other actions which will result in the transfer of ownership in the ordinary shares of the Business in the amount that each shareholder has expressed their intentions not to sell such shares during the tender offer period of this Tender Offer. With the portion of the ordinary shares of the Business specified in the undertaking letter prohibiting any action which will result in the transfer of ownership of the ordinary shares of the Business, have been proceeded by the securities company of each shareholder to be kept in the securities account and locked in the system to prevent any actions with the ordinary shares of the Business in such account covering the entire Tender Offer period.

Based on the foregoing, the total amount of the ordinary shares of the Business that the Tender Offeror shall offer to purchase from other shareholders of the Business (the “Other Shareholders”) (excluding

those shares in which shareholders of the Business agree not to sell) will instead be in the total amount of 127,596,108 shares, equivalent to 10.96 percent of the total issued shares of the Business and 10.96 percent of the total voting rights of the Business.

6. Offer Price

The offer price is THB 5.75 (Five point seven five Baht) per share (the “Offer Price”), which is the same price as the purchase price under the Share Purchase Transaction and the subscription price under the Share Subscription Transaction. The Offer Price will be made by the Tender Offeror in cash.

In addition, the shareholders who accept the Tender Offer (each an “Offeree”) are subject to a brokerage fee of 0.25 percent of the Offer Price and value added tax of 7.00 percent of the brokerage fee. Therefore, the net price to be received by the Offeree will be THB 5.734619 (Five point seven three four six one nine Baht) per share (the “Net Offer Price”).

The Offeree will receive payment for the shares tendered in Thai baht with 2 decimal places in Satang unit. In calculating 2 decimal places, if any fraction is more than or equivalent to THB 0.005, such fraction will be rounded up. If any fraction is less than THB 0.005, such fraction will be rounded down. Such Offer Price is:

- the final offer which will not be changed (subject to the conditions specified in Section 8)
- not the final offer and the Tender Offeror may change the Offer Price

Pursuant to the Revenue Code of Thailand, unless specifically exempted under the terms of an applicable double tax treaty, in case that the Offeree is a foreign juristic person not operating any business in Thailand and not residing in a country which has a double tax treaty with Thailand, or residing in a country which has a double tax treaty with Thailand but such double tax treaty does not exempt such foreign juristic person from withholding tax on capital gains realized from the sale of securities in Thailand, such Offeree is subject to a deduction of 15 percent withholding tax on the capital gains from the sale of securities, i.e., the difference between the Offer Price and the original cost which the Offeree has paid for the tendered securities. The Offeree must declare the original cost of such tendered securities to the Tender Offer Agent by submitting Form A-3 of Attachment 1 for the ordinary shares, and Form C-3 of Attachment 3 for Non-Voting Depository Receipts (“NVDR”).

In the event that any Offeree fails to declare such original cost together with the Form for Confirmation of Cost to the Tender Offer Agent, the Tender Offer Agent will deduct the withholding tax which will be calculated on the basis of the Offer Price multiplied by the total number of shares of the Business or of NVDR intended to sell by the Offeree.

Note: An Offeree who is a Thai juristic person will be responsible to withhold 3.00 percent of the brokerage fee and must issue a Withholding Tax Certificate and submit the same to the Tender Offer Agent.

7. Offer Period

The tender offer period will be a total of 25 business days, from 24 December 2021 to 31 January 2022 (the "Offer Period") during the office hours of the Tender Offer Agent, from 9.00 a.m. to 4.00 p.m.

Such Offer Period is:

- the final period which will not be extended (subject to the conditions specified in Section 8)
- not the final period and the Tender Offeror may extend the period.

In addition, if there is any announcement of additional public holidays during the Offer Period, the Tender Offeror will extend the Offer Period until the Offer Period is comprised of 25 business days in compliance with TorChor. 12/2554.

8. Conditions of Change in the Tender Offer

- No condition
- Conditions of change in the Tender Offer are as follows:
 - The Tender Offeror may reduce the Offer Price or extend the Offer Period in the case of occurrence of any event or action during the Offer Period, causing material damage to the status or assets of the Business
 - The Tender Offeror may reduce the Offer Price or extend the Offer Period in the case of any action conducted by the Business as defined in the Notification of the Capital Market Supervisory Board No. TorChor. 14/2554 Re: Actions or Omission of Actions Which is Likely to Affect the Tender Offer of the Business dated 25 July 2011 (as amended) ("TorChor. 14/2554").
 - The Tender Offeror may change the offer or extend the Offer Period to compete with another offeror who has submitted a Tender Offer for shares of the Business during the Offer Period.

9. Conditions for Cancellation of the Tender Offer

The Tender Offeror may cancel the Tender Offer upon the occurrence of one or more of the following events:

- 9.1 any event or act occurring after the submission of the Tender Offer to the SEC but within the Offer Period, which causes or may cause material damage to the status or the assets of the Business, where such event

or action has not resulted from the acts of the Tender Offeror or any act for which the Tender Offeror is responsible; or

- 9.2 any act conducted by the Business after the submission of the Tender Offer to the SEC but within the Offer Period, which causes or may cause a significant decrease in the value of the ordinary shares of the Business; or
- 9.3 any act conducted by the Business which is likely to affect the Tender Offer as specified in TorChor. 14/2554

10. The Offer period that the Securities Holders can Revoke their Intention to sell

The Offeree is able to revoke its intention to sell shares at the office of the Tender Offer Agent from 24 December 2021 to 24 January 2022 on every business day of the Tender Offer Agent during the hours of 9.00 a.m. to 4.00 p.m., totaling 20 business days. The Offeree must follow the Tender Offer Cancellation Procedures as specified in Attachment 2 Form B-1.

In addition, if there is any announcement of additional public holidays during the aforementioned cancellation period, the Tender Offeror will extend the Offer period that the securities holders can revoke their intention to sell the shares of the Business until the cancellation period is comprised of 20 business days in compliance with TorChor. 12/2554.

11. Allocation of Shares if the Tendered Shares are more or less than the Offered Shares (Applicable Only to the Case of Partial Tender Offer Pursuant to Chapter 5 of the Notification of Capital Market Supervisory Board No. TorChor. 12/2554)

- Not applicable as the Tender Offeror offers to purchase all of the shares of the Business –

12. Source of Funds to finance the Tender Offer

To the extent that other existing shareholders express their intention to sell all the remaining 570,210,869 shares of the Business, equivalent to 49 percent of the total issued shares of the Business, at the Offer Price of THB 5.75 (Five point seven five baht) per share, the Tender Offeror will require an aggregate fund of THB 3,278,712,497 for the Tender Offer. However, the Tender Offeror has received a letter of intent from 5 shareholders of the Business informing that such shareholders do not wish to sell and agree not to sell their shares in the Business, whether in whole or in part that such shareholders hold in the business, in the total amount of 442,614,761 shares or equivalent to 38.04 percent of the total issued shares of the Business during the Offer Period in any case and agree to take all necessary actions to prevent the sale or transfer of ownership of the shares of the Business held by such shareholders from the date of the commencement of the Offer Period until the end of the Offer Period of this Tender Offer with additional details as shown in the attachment 8. Based on the foregoing, the total amount of the ordinary shares of the Business that the Tender Offeror shall offer to purchase from the Other Shareholders of the Business (excluding those shares

in which shareholders of the Business agree not to sell) will instead be in the total amount of 127,596,108 shares, equivalent to 10.96 percent of the total issued shares of the Business, at the Offer Price of THB 5.75 per share. Therefore, the highest amount of funds in which the Tender Offeror shall secure for this Tender Offer is THB 733,677,621.

The Tender Offeror will make payment for the tendered shares in cash to all the Offerees. In this regard, the source of funds for this Tender Offer is derived from the credit facilities granted by The Siam Commercial Bank Public Company Limited (the “Bank” or “SCB”) in the amount of not exceeding THB 734,000,000 (Seven Hundred Thirty Four Million Baht), as detailed in the Confirmation Letter of Financial Support for the Tender Offer from SCB dated 1 December 2021 (“Confirmation Letter of Financial Support”) (Attachment 7), for the purpose of the Tender Offer for the remaining shares of the Business (excluding those shares held by the Tender Offeror and those in which shareholders of the Business agree not to sell). The credit facilities is sufficient for the highest amount of funds for the Tender Offer in which the Tender Offeror shall secure of THB 733,677,621, whereby the bank is pleased to grant the financial support to the Tender Offeror under such amount. Such financial support will be in accordance with the terms and conditions proposed by the Bank to the Tender Offeror, which comply under the Bank's internal operating regulations. The Confirmation Letter of Financial Support is effective from the date of issuance of this letter until the date of settlement of the Tender Offer for all securities of the Business.

The Tender Offeror Preparer has considered the Confirmation Letter of Financial Support issued by SCB to the Tender Offeror for this Tender Offer and is of the view that the Tender Offeror has a sufficient source of funds to carry out this Tender Offer. The details of which are appeared in the Confirmation Letter of Financial Support in Attachment 7. In addition, when considering the nature of business operation, business size, and the financial statement of the Tender Offeror, the Tender Offer Preparer is of the opinion that the Tender Offeror has sufficient source of funds to complete this Tender Offer without affecting the Tender Offeror's business operations.

13. Tender Offer Agent Information

Name	SCB Securities Company Limited
Address	19 Tower 3, 2 nd , 20 th – 21 st Floor, SCB Park Plaza, Ratchadapisek Road, Chatuchak, Chatuchak Bangkok 10900
Telephone No.	66 (0) 2949 1999 Information inquiry available daily on business day from 8.30 a.m. to 5.30 p.m.

14. Payment Date

The Tender Offeror will make payment for the tendered shares to the Offeree on the second business day after the last day of the Offer Period, which falls on 2 February 2022, provided that the Acceptance Form along with the supporting documents submitted by the Offeree are correct, complete, and valid, and the transfer of the tendered shares to the Tender Offeror has been completed and is valid. In case of an extension to the Offer Period, the Offeree shall receive payment for the tendered shares on the second business day from the last day of the extended Offer Period (if any).

Part 2

Information of the Tender Offeror

1. Information of the Offeror

1.1 General Information

Name	RATCH Group Public Company Limited
Address	72 Ngam Wong Wan Road Bangkhen, Muang Nonthaburi
Telephone No.	0-2794-9999
Fax No.	0-2794-9998
Website	https://www.ratch.co.th/en
Company Registration No.	0107543000031
Market	The Stock Exchange of Thailand ("SET")
Industry	Resources
Sector	Energy and utilities
Business Overview	The Tender Offeror operates as a holding company, seeking for equity invest in core companies, subsidiaries, and/ or joint ventures, subject to its shareholding proportion. Its investment is mainly focused on fossil fuel power generation projects, renewable projects as well as businesses adjacent to electricity generation and energy both in Thailand and internationally.

1.2 Business Information and Other Information

1.2.1 Nature of business operation

The Tender Offeror operates as a holding company, seeking for equity invest in core companies, subsidiaries, and/ or joint ventures, subject to its shareholding proportion. The Tender Offeror's investment is classified into 3 categories: 1) Electricity generation business which contains IPPs and SPPs in Thailand, renewable projects in Thailand and international projects 2) Infrastructure which covers transport networks, tap water supply, telecom network, IoT technology, Smart City development and Smart Grid and 3) Related and other businesses which are power plant operation and maintenance services, gas turbine equipment maintenance service.

Electricity Generation Business

Electricity generation business contains 1) IPPs and SPPs in Thailand 2) Renewable Projects in Thailand and 3) International Projects. The offeror strives to explore investment opportunities in IPPs, SPPs and renewable projects in Thailand and abroad, to strengthen its business. As of June 2021, the offeror accounts the total equity installed capacity of 8,290 megawatts. Capacity of 7,053 megawatts has commercially been operated and 1,237 megawatts is under development and construction phases. At Present, the offerors operations are in 6 countries which locate as follows: Thailand (5,226 megawatts), Australia (1,250 megawatts), Lao PDR (1,193 megawatts), China (236 megawatts) Indonesia (193 megawatts) and Vietnam (192 megawatts) which are summarized the following table

	Power plant	Equity installed capacity (MW)	Commercially-operated / Under development and construction
Fossil-fuel Power Plants			
1	Ratchaburi Power Plant	3,645.0	Commercially-operated
2	Ratchaburi Power's Power Plant	372.5	Commercially-operated
3	Ratchaburi World Power Plant	94.8	Commercially-operated
4	Nava Nakorn Power Plant	55.7	Commercially-operated
5	Nava Nakorn (Expansion) Power Plant	24.0	Commercially-operated
6	Berkprai Cogeneration Power Plant	34.7	Commercially-operated
7	RATCH Cogeneration Power Plant	119.1	Commercially-operated
8	Hin Kong Combined-Cycle Power Plant	714.0	Under development and construction
9	RATCH Cogeneration SPP (Expansion) Power Plant	30.0	Under development and construction
10	Nexif RATCH Energy Rayong SPP Power Plant	45.1	Under development and construction
11	R E N Korat Energy Power Plant	16.0	Under development and construction
Renewable Power Plants			
12	Solarta Power Plant	20.7	Commercially-operated
13	Solar Power Korat 3 Power Plant	2.9	Commercially-operated
14	Solar Power Korat 4 Power Plant	2.9	Commercially-operated
15	Solar Power Korat 7 Power Plant	2.9	Commercially-operated
16	Huay Bong 2 Power Plant	20.7	Commercially-operated
17	Huay Bong 3 Power Plant	20.7	Commercially-operated
18	Songkhla Biomass Power Plant	4.0	Commercially-operated
Overseas Power Plants			
19	Hongsa Thermal Power Plant	751.2	Commercially-operated
20	Nam Ngum 2 Hydroelectric Power Plant	153.8	Commercially-operated
21	Xe-Pian Xe-Namnoy Hydroelectric Power Plant	102.6	Commercially-operated
22	Investment in EDL – Generation Company's securities through Lao Securities Exchange	185.4	Commercially-operated
23	RATCH-Australia Power Plant	873.6	Commercially-operated
24	Asahan-1 Hydroelectric Power Plant	47.9	Commercially-operated
25	Thang Long Coal-Fired Power Plant	136.7	Commercially-operated
26	Collector Wind Farm Power Plant	226.8	Under development and construction
27	Yandin Wind Farm Power Plant	149.9	Under development and construction
28	Fangchenggang II Nuclear Power Plant	236.0	Under development and construction

	Power plant	Equity installed capacity (MW)	Commercially-operated / Under development and construction
29	Riau Combined-Cycle Power Plant	145.2	Under development and construction
30	Thanh Phong Wind Farm Power Plant	15.2	Under development and construction
31	Nexif Bentre Wind Farm Power Plant	40.0	Under development and construction
	Total Capacity	8,290	

In addition to investments and joint ventures in power generation businesses, other businesses of the Offeror are as follows:

(a) Companies operating other businesses both domestically and internationally, consisting of:

- Tap Water Supply Business
- Electric Train Operation Business
- Telecom and Digital Technology Business
- Operations and Maintenance Service for Power Plants Business
- Gas Turbine Parts Maintenance Service Business
- Fuel Supply Business
- Coal Mining Business
- Securities Investment Business

For more information of the nature of business operation and investment of the Tender Offeror, please visit Form 56-1 and website <https://www.ratch.co.th/en>

1.2.2 Registered capital and paid-up capital as of 10 November 2021

Registered capital	THB 14,500,000,000, being the ordinary shares of 1,450,000,000 shares with par value of THB 10 per share
Paid-up capital	THB 14,500,000,000, being the ordinary shares of 1,450,000,000 shares with par value of THB 10 per share

Source: The Stock Exchange of Thailand (www.set.or.th)

1.2.3 Shareholding Structure

The top 10 shareholders of the Tender Offeror as of 08 September 2021, which is the latest book closing date, are as follows:

Name	Number of shares	Percentage of total number of issued and paid-up shares	Percentage of total voting rights
1. Electricity Generating Authority of Thailand	652,500,000	45.00	45.00
2. Thai NVDR Company Limited	77,276,896	5.33	5.33
3. Social Security Office	67,913,700	4.68	4.68
4. Electricity Generating Authority of Thailand Saving and Credit Cooperative Limited	56,792,500	3.92	3.92
5. South East Asia Uk (Type C) Nominees Limited	37,855,165	2.61	2.61
6. Mr. Min Tienworn	20,076,200	1.38	1.38
7. State Street Europe Limited	12,880,959	0.89	0.89
8. Mr. Prateep Tangmatitham	11,888,600	0.82	0.82
9. Supalai Property Management Company Limited	8,036,300	0.55	0.55
10. Vayupak Fund 1 by MFC Asset Management PLC.	7,068,750	0.49	0.49
Total top 10 shareholders	952,289,070	65.67	65.67
11. Others	497,710,930	34.33	34.33
Total	955,000,000	100.00	100.00

Source: The Stock Exchange of Thailand (www.set.or.th)

1.2.4 Names of the directors on the Board of Directors of the Tender Offeror

The Tender Offeror's board of directors as of 1 October 2021 are as follows:

Name	Positions
1. Mr. Boonyanit Wongrukmit	Chairman of the Board
2. Miss Choosri Kietkajornkul	Chief Executive Officer / Director
3. Miss Nantika Thangsupanich	Director
4. Mr. Suthon Boonprasong	Director

Name	Positions
5. Miss Niramarn Laisathit	Director
6. Mr. Prasertsak Cherngchawano	Director
7. Mr. Chartchai Rojananratanangkule	Independent Director / Chairman of the Audit Committee
8. Mr. Somboon Nhookeaw	Independent Director / Audit Committee
9. Mr. Apichart Chinwanno	Independent Director
10. Mr. Boonsong Kerdklang	Independent Director / Audit Committee
11. Mr. Kriengkrai Rukkulchon	Independent Director
12. Mr. Ratanachai Namwong	Independent Director

Source: The Stock Exchange of Thailand (www.set.or.th)

1.2.5 Summary of the Financial Position and Performance of the Tender Offeror

The summary of financial position and performance of the Tender Offeror for the fiscal year ended 31 December 2018, 2019, 2020, and for the 9-months period ended 30 September 2020 and 30 September 2021 are as follows:

Unit: THB million unless stated otherwise	For the year ended 31 December			For the nine-month period ended 30 September	
	2018	2019	2020	2020	2021
Total assets	101,251.9	100,229.4	112,132.3	110,910.1	126,765.4
Total liabilities	41,315.9	40,815.5	51,610.7	50,926.0	58,674.0
Total shareholders' equity	59,936.0	59,413.3	60,520.9	59,983.5	68,090.7
Registered capital	14,500.0	14,500.0	14,500.0	14,500.0	14,500.0
Paid-up capital	14,500.0	14,500.0	14,500.0	14,500.0	14,500.0
Total revenues from core business	39,758.8	38,608.6	31,652.5	26,833.6	24,931.1
Other revenue	189.1	336.7	3,048.5	125.8	358.9
Total expense ^{/1}	36,764.1	34,824.0	31,829.8		
EBITDA	8,638.45	9,791.49	9,698.95	6,925.1	8,548.7
Net Profit ^{/2}	5,587.60	5,963.28	6,286.68	4,157.2	5,648.8
Earnings per share (THB) ^{/3}	3.9	4.1	4.4	2.9	3.9
Dividend per share (THB) ^{/4}	2.4	2.4	2.4	-	-

Unit: THB million unless stated otherwise	For the year ended 31 December			For the nine-month period ended 30 September	
	2018	2019	2020	2020	2021
Book value per share (THB)	4.1	4.1	4.2	4.2	4.7

Source: Audited Financial Statements of the Tender Offeror

Note: /1 Total expense comprises cost of sales, selling and distribution expense and administrative expense

/2 Net profit exclude non-controlling interests

/3 Calculated from the total issued shares

/4 Dividend per share announced in accordance with the performance of the Tender offeror in each period

The financial position and performance of the Tender Offeror are available in Form 56-1 and the audited or reviewed financial statements are available on SEC website (www.sec.or.th) or SET website (www.set.or.th)

1.2.6 Commitments with non-related parties

(1) Contractual Service Agreements

On 29 December 2005, Ratchaburi Electricity Generating Company Limited, a direct subsidiary, entered into a Contractual Service Agreement for the Combined Cycle power plants with the consortium of General Electric International Operations Company Inc. and GE Energy Parts, Inc. The agreement is effective from the agreement date until the end of the operation of the gas turbine according to the Power Purchase Agreement in 2027 with a total value of existing agreement in US Dollars 428.60 million. Subsequently on 19 November 2019, all parties agreed to amend the conditions of the agreement effective from November 2019. The total value of the agreement is US Dollars 433.25 million. As at 30 September 2021, the subsidiary had outstanding commitments amounting to US Dollars 80.93 million. (31 December 2020: US Dollars 97.17 million).

In addition, in accordance with the agreement, the subsidiary is required to open a letter of credit amounting to US Dollars 6 million. As at 30 September 2021, the subsidiary had an outstanding unused letter of credit amounting to US Dollars 6 million. (31 December 2020: US Dollars 6 million).

On 29 December 2019, RATCH Cogeneration Company Limited, a direct subsidiary, entered into a Contractual Service Agreement with a service provider for a period of 15 years from the date specified in the agreement. The total value of the agreement is US Dollars 28.41 million. As at 30 September 2021, the subsidiary had outstanding commitments amounting to US Dollars 16.14 million. (31 December 2020: US Dollars 18.79 million).

(2) Letters of guarantee

As at 30 September 2021, the Group and its subsidiaries had commitments from letters of guarantee issued by financial institutions for the Group and its subsidiaries to comply with certain conditions in agreements in the amount of Baht 1,057.09 million, US Dollars 10.41 million and Australian Dollars 4.72 million. (31 December 2020: Baht 1,053.17 million, US Dollars 11.76 million and Australian Dollars 22.25 million).

(3) Standby Letters of Credit

As at 30 September 2021, the Group and its subsidiaries had commitments from Standby Letters of Credit issued by financial institutions for Debt Service Reserve Guarantees and equity contributions in joint ventures in the amount of Baht 1,600 million and US Dollars 24.50 million. (31 December 2020: Baht 1,600 million, US Dollars 24.50 million and Australian Dollars 30.08 million)

(4) Unused of credit facilities

As at 30 September 2021, the Group and its subsidiaries had unused of credit facilities totalling Baht 5,902.36 million and US Dollars 1,103.57 million. (31 December 2020: Baht 7,231.90 million, US Dollars 1,066.18 million, Australian Dollars 210.12 million and Euro 182 million)

(5) Capital commitment

As at 30 September 2021, RATCH-Australia Corporation Pty. Ltd. and its subsidiaries, an indirect subsidiary, had outstanding capital commitments under Engineering Procurement & Construction Contracts for Wind Farm and other service agreements amounting to Australian Dollars 1.46 million. (31 December 2020: Australian Dollars 26.84 million)

(6) Pledge of share certificate agreements

The Company has pledged all share certificates of RATCH Cogeneration Company Limited, a direct subsidiary, as collateral for loans to the lender of the subsidiary. The Company has pledged all share certificates of First Korat Wind Company Limited and K.R. TWO Company Limited, direct associates, as collateral for loans to the lender of those associates. The Group has pledged all share certificates of Xe-Pian Xe-Namnoy Power Company Limited, Nava Nakorn Electricity Generating Company Limited, Ratchaburi World Cogeneration Company Limited, Solarta Company Limited and Hongsa Power Company Limited, joint ventures, as collateral for loans to the lender of those joint ventures.

The Company has pledged all share certificates of SouthEast Asia Energy Limited, a direct joint venture, and the joint venture has pledged partial share certificates of Nam Ngum 2 Power Company Limited, a subsidiary of the joint venture, as collateral for loans to the lender of Nam Ngum 2 Power Company Limited. Fareast Renewable Development Pte. Ltd., an indirect joint venture, has pledged partial share certificates of PT Bajradaya Sentranusa, a subsidiary of the joint venture, as collateral for loans to the lender of PT Bajradaya Sentranusa. The Company has pledged all share certificates of Northern Bangkok Monorail Company Limited and Eastern Bangkok Monorail Company Limited, direct associates, as collateral for loans to the lender of those companies. NEXIF RATCH ENERGY SINGAPORE PTE. LTD., a direct joint venture, has pledged all share certificates of Nexif Ratch Energy Rayong Company Limited, a subsidiary of the joint venture, as collateral for loans to the lender of Nexif Ratch Energy Rayong Company Limited.

(7) Signing of Sustainable Loan Agreement

On 30 June 2021, RH International (Singapore) Corporation Pte. Ltd. ("RHIS"), an indirect subsidiary (as the Borrower) and the Company (as the Guarantor) have executed US Dollars 150 million Sustainable Loan Agreement with International Finance Corporation Bank ("IFC") to fund and/or refinance the capital expenditures incurred or to be incurred to support renewable power projects and/or other green infrastructure projects and/or projects in other non-infrastructure sectors in Thailand, Socialist Republic of Vietnam, Republic of Indonesia and Lao PDR.

(8) Approval of the Purchase of Agreement in respect of Investment in Thermal Power Plant in the Republic of Indonesia

At the Extraordinary Meeting of the Shareholders of the Company held on 21 October 2021, the shareholders approved RH International (Singapore) Corporation Pte. Ltd. ("RHIS"), an indirect subsidiary to enter into transaction of purchase of ordinary shares of PT Paiton Energy and Minejesa Capital B.V. of 45.52% and purchase of ordinary shares of IPM Asia Pte. Ltd. of 65% and approved the Company and/or RHIS to allocate the proportion of investment at the share transferring date in accordance with the condition of the share purchase agreement.

(9) Interest-bearing liabilities

The Company and the Group must comply with certain conditions in those agreements including maintaining certain key financial ratios for all long-term loans agreement from financial institutions and long-term debenture of RH International (Singapore) Corporation Pte. Ltd.

(10) Security

As at 30 September 2021, RATCH-Australia Corporation Pty. Ltd., an indirect subsidiary, had mortgaged land, buildings and power plants and pledged power plant equipment of 5 power plants with a net book value of Australian Dollars 1,000.00 million or equivalent to Baht 24,460.43 million as collateral for long-term loans from financial institutions. As at 30 September 2021, RATCH Cogeneration Company Limited, a direct subsidiary, had mortgaged land with all buildings on land and partial machine as collateral for long-term loans from financial institution.)

1.2.7 Information in relation to Criminal Record

During the past 5 years, the Tender Offeror, its directors, and executives have no criminal offense record over which the court has a final judgement.

1.2.8 Pending Legal Disputes

As of 30 September 2021, apart from the disputes detailed below, the Tender Offeror has no legal dispute which may have an effect on its assets in the amount higher than 5 percent of the

shareholders' equity or any other litigation or legal disputes which have a significant impact on the Tender Offeror's business operation.

- The Tender Offeror, Ban Bueng Power Co., Ltd., including their directors were held defendants in a civil case, Black Case No. Por. 678/2557, being claimed for damages of THB 825 million. The plaintiff (S T Power Group Co., Ltd.) alleged that the Tender Offeror breached an agreement regarding a joint venture for bidding for a power plant project and that the Tender Offeror committed a dishonest act by opting out from the bidding which caused the plaintiff to suffer damages from not being elected in such bid. The Nonthaburi Provincial Court dismissed the case on 25 October 2018, being Red Case No. Por. 2448/2561, ruling that the Tender Offeror acted in good faith and had never committed any wrongful act against the plaintiff. On 10 June 2020, the Nonthaburi Provincial Court read the Court of Appeal Region 1's decision to uphold the provincial court's judgement on the rationale that the plaintiff's evidences could not prove that the Tender Offeror agreed to enter into a joint venture agreement or participate the power plant bidding together with the plaintiff. As such, the Offeror did not commit any wrongful act against the plaintiff as alleged.
- The Tender Offeror was held a defendant in a civil case, Black Case No. Tor Por. 199/2561, being claimed for damages of THB 5,271.10 million. The plaintiff alleged that the Tender Offeror had infringed a trade secret by using the plaintiff's trade secret without its consent which deprived the plaintiff of rights, income or any entitled benefits. The Central Intellectual Property and International Trade Court dismissed the case on 30 September 2020 on the rationale that the claimed trade secret reached a time limit and the plaintiff could no longer claim the right to such secret.

2. The Tender Offer Preparer and The Tender Offer Agent Information

2.1 Tender Offer Preparer Information

Name	The Siam Commercial Bank Public Company Limited
Address	9 th Floor, Zone B, Siam Commercial Bank Park Plaza, 9 Ratchadapisek Road, Jatujak Subdistrict, Jatujak District, Bangkok 10900, Thailand
Telephone No.	66 (0) 2544 1000
Facsimile No.	66 (0) 2544 2185

2.2 Tender Offer Agent Information

Name	SCB Securities Company Limited
Address	Siam Commercial Bank Park Plaza, 9 Ratchadapisek Road, Jatujak Subdistrict, Jatujak District, Bangkok 10900, Thailand
Telephone No.	66 (0) 2949 1999

	Information inquiry available daily on business day from 8.30 a.m. to 5.30 p.m.
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3. Other Advisor Information

Name	DLA Piper (Thailand) Limited
Role	Legal Advisor
Address	47 th Floor, Unit 4707, Empire Tower, 1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120, Thailand
Telephone No.	66 (0) 2686 8500
Facsimile No.	66 (0) 2670 0131

4. Relationship between the Tender Offeror and the Business, Major Shareholders or Directors of the Business

4.1 Summary of the material information of any contract/agreement/memorandum of understanding entered into by the Tender Offeror or the related parties prior to making the Tender Offer for the purpose of acquiring securities of the Business, regardless of whether or not such contract/agreement/memorandum of understanding is entered into for the tender of securities in the Tender Offer.

4.1.1 Prior to making the Tender Offer, the Tender Offeror has entered into 34 share purchase agreements between the Tender Offeror (as the purchaser) and 34 shareholders of the Business (collectively "Share Purchase Agreements"). There are 3 Share Purchase Agreements that the Tender Offeror has entered into with the major shareholders¹ of the Business (according to the shareholdings proportion as of the date the agreements were entered into) and 31 Share Purchase Agreements entered into with other shareholders with the details as follows:

- (a) The Share Purchase Agreement between the Tender Offeror and Saha Pathana Inter-Holding Public Company Limited ("SPI") which is the major shareholder of the Business as at the date of the agreement, details of which are as follows:

Parties	<ul style="list-style-type: none"> • The Tender Offeror (as the purchaser) • SPI (as the seller)
Date	28 October 2021
Sale Shares	46,043,071 shares, equivalent to 4.82 percent of the total issued and allotted shares of the Business prior to the issuance and allotment of the newly issued ordinary shares to a specific person (Private Placement) in

¹ according to the shareholding proportion of the Business before the Tender Offeror acquires the shares as of the date of entering into the Share Purchase Agreement in which the major shareholder of the business holds more than 10 percent of shares of the Business

	accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 on 7 December 2021 (or equivalent to 3.96 percent of the total issued and allotted shares of the Business following the increase of registered capital)
Purchase Price	THB 5.75 per share or equivalent to the sum of THB 264,747,658.25 (two hundred sixty-four million seven hundred forty-seven thousand six hundred fifty-eight baht and twenty-five satang)
Long Stop Date	31 January 2022 or other date as mutually agreed in writing by the parties
Condition Precedent	<p>The consummation of the share purchase transaction with SPI will only occur upon all of the following conditions precedent have been satisfied (or waived by the relevant parties) ("Conditions Precedent under the Share Purchase Agreement"):</p> <ol style="list-style-type: none"> (1) The Tender Offeror and SPI have obtained the approval from the board of directors and/or the shareholders to enter into the share purchase transaction. In this regard, the Tender Offeror has obtained the approval from its board of directors on 20 July 2021 whereby the share purchase transaction does not require to be approved by the shareholders' meeting. (2) The Tender Offeror has received the necessary consent, approval and/or waiver from the relevant government authority(ies) for the entering into the share purchase transaction. (3) The title and ownership of the sale shares solely and legally belong to SPI, free from any encumbrances. (4) SPI must be entitled to sell the sale shares to the Tender Offeror and has transferred such sale shares to the broker's account that is opened for the sale of sale shares to the Offeror. (5) All obligations, warranties and covenants of the parties specified under the Share Purchase Agreement have been satisfied or completed by the relevant parties involved. (6) Representations and warranties of each party specified under the Share Purchase Agreement are true, complete and accurate on the date of the Share Purchase Agreement and on the date of the share purchase transaction, unless an express waiver in writing from the relevant parties involved has been obtained.

	<p>(7) The Tender Offeror and SPI have executed the shareholders agreement in relation to Business with the terms and details mutually agreed by the parties.</p> <p>(8) There is no legal action, suit or proceeding that has been proceeded or likely to be proceeded by any governmental authority or other person seeking to enjoin the consummation of the share purchase transaction.</p> <p>(9) There is no Thai legislation or governmental action prohibiting the consummation of the share purchase transaction.</p> <p>(10) The Tender Offeror and SPI must obtain the necessary consent, approval and/or waiver of all conditions under the agreements entered into by the Tender Offeror and SPI (if any) for the purpose of entering into the share purchase transaction without causing or resulting in breach or causing the breach of or termination of such agreement, and without giving the right to any third party to exercise their right or remedy under such agreement in a manner that will have an adverse effect to the benefits of the Tender Offeror and SPI.</p> <p>(11) The Tender Offeror has sufficient funds to consummate the transactions specified under the Share Purchase Agreement.</p> <p>(12) The conditions precedent under the Share Subscription Agreement of each party as mentioned in clauses (2) – (16) below have been satisfied or waived (as applicable).</p>
Transfer of Shares and Payment	<p>The sale and purchase of shares between SPI and the Tender Offeror must be made through the clearing and settlement process of the Stock Exchange of Thailand (big lot trading process).</p> <p>In this regard, the Tender Offeror and SPI have transferred the sale shares and settled the payment of purchase price on 13 December 2021.</p>
Seller's Limitation on Liability	<p>SPI has given representations and warranties in relation to the sale shares. If the representations and warranties are proved to be untrue, SPI agrees to indemnify the damages caused to the Tender Offeror in accordance with the criteria, method, condition and time limitation specified under the Share Purchase Agreement.</p>
Governing Law	Laws of Thailand
Dispute Resolution	<p>Thai Courts shall have jurisdiction to resolve any dispute, conflict or claim arising out of or in connection with the Share Purchase Agreement, including breach of, termination or validity of such agreement.</p>

- (b) The Share Purchase Agreement between the Tender Offeror and S&J International Enterprises Public Company Limited ("S&J") which is the major shareholder of the Business as at the date of the agreement, details of which are as follows:

Parties	<ul style="list-style-type: none"> • The Tender Offeror (as the purchaser) • S&J (as the seller)
Date	28 October 2021
Sale Shares	30,255,960 shares, equivalent to 3.17 percent of the total issued and allotted shares of the Business prior to the issuance and allotment of ordinary shares to a specific person (Private Placement) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 on 7 December 2021 (or equivalent to 2.60 percent of the total issued and allotted shares of the Business following the increase of registered capital)
Purchase Price	THB 5.75 per share or equivalent to the sum of THB 173,971,770 (one hundred and seventy-three million and nine hundred and seventy-one thousand and seven hundred and seventy baht only)
Long Stop Date	31 January 2022 or other date as mutually agreed in writing by the parties.
Conditions Precedent	<p>The consummation of the share purchase transaction with S&J will only occur upon all of the following conditions precedent have been satisfied (or waived by the relevant parties) ("Conditions Precedent under the Share Purchase Agreement"):</p> <ol style="list-style-type: none"> (1) The Tender Offeror and S&J have obtained the approval from the board of directors and/or the shareholders to enter into the share purchase transaction. In this regard, the Tender Offeror has obtained the approval from its board of directors on 20 July 2021 whereby the share purchase transaction does not require to be approved by the shareholders' meeting. (2) The Tender Offeror and S&J have received the necessary consent, approval and/or waiver from the relevant government authority(ies) for the entering into the share purchase transaction. (3) The title and ownership of the sale shares solely and legally belong to S&J, free from any encumbrances. (4) S&J must be entitled to sell the sale shares to the Tender Offeror and has transferred such sale shares to the broker's account that is opened for the sale of sale shares to the Offeror.

	<p>(5) All obligations, warranties and covenant of the parties specified under the Share Purchase Agreement have been satisfied or completed by the relevant parties involved.</p> <p>(6) Representations and warranties of each party specified under the Share Purchase Agreement are true, complete and accurate on the date of the Share Purchase Agreement and on the date of the share purchase transaction, unless an express waiver in writing from the relevant parties involved has been obtained.</p> <p>(7) There is no legal action, suit or proceeding that has been proceeded or likely to be proceeded by any governmental authority or other person seeking to enjoin the consummation of the share purchase transaction.</p> <p>(8) The conditions precedent under the Share Purchase Agreement between the Tender Offeror and SPI have been completed or waived (as applicable).</p>
Transfer of Shares and Payment of Consideration	<p>The sale and purchase of shares between S&J and the Tender Offeror must be made through the clearing and settlement process of the Stock Exchange of Thailand (big lot trading process).</p> <p>In this regard, the Tender Offeror and S&J have transferred the shares and settled the payment of purchase price on 13 December 2021.</p>
Seller's Limitation on Liability	<p>S&J has given representations and warranties in relation to the sale shares. If the representations and warranties are proved to be untrue, S&J agrees to indemnify the damages caused to the Tender Offeror but subject to the criteria, method, condition and period specified under the Share Purchase Agreement.</p>
Governing Law	Laws of Thailand
Dispute Resolution	<p>Thai Courts shall have jurisdiction to resolve any dispute, conflict or claim arising out of or in connection with the Share Purchase Agreement, including breach of, termination or formation of such agreement.</p>

- (c) The Share Purchase Agreement between the Tender Offeror and I.C.C. International Public Company Limited ("I.C.C.") which is the major shareholder of the Business as at the date of the agreement, details of which are as follows:

Parties	<ul style="list-style-type: none"> • The Tender Offeror (as the purchaser) • I.C.C. (as the seller)
Date	28 October 2021

Sale Shares	54,932,960 shares, equivalent to 5.75 percent of the total issued and allotted shares of the Business prior to the issuance and allotment of newly issued ordinary shares to a specific person (Private Placement) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 on 7 December 2021 (or equivalent to 4.72 percent of the total issued and allotted shares of the Business following the increase of registered capital)
Purchase Price	THB 5.75 per share or equivalent to the sum of THB 315,864,520 (three hundred and fifteen million and eight hundred and sixty-four thousand and five hundred and twenty baht only)
Long Stop Date	31 January 2022 or other date as mutually agreed in writing by the parties.
Conditions Precedent	<p>The consummation of the share purchase transaction with I.C.C. will only occur upon all of the following conditions precedent have been satisfied (or waived by the relevant parties) ("Conditions Precedent under the Share Purchase Agreement"):</p> <ol style="list-style-type: none"> (1) The Tender Offeror and I.C.C. have obtained the approval from the board of directors and/or the shareholders to enter into the share purchase transaction. In this regard, the Tender Offeror has obtained the approval from its board of directors on 20 July 2021 whereby the share purchase transaction does not require to be approved by the shareholders' meeting. (2) The Tender Offeror and I.C.C. have received the necessary consent, approval and/or waiver from the relevant government authority(ies) for the entering into the share purchase transaction. (3) The title and ownership of the sale shares solely and legally belong to I.C.C., free from any encumbrances. (4) I.C.C. must be entitled to sell the sale shares to the Offeror and has transferred such sale shares to the broker's account that is opened for the sale of sale shares to the Tender Offeror. (5) All obligations, warranties and covenant of the parties specified under the Share Purchase Agreement have been satisfied or completed by the relevant parties involved. (6) Representations and warranties of each party specified under the Share Purchase Agreement are true, complete and accurate on the date of the Share Purchase Agreement and on the date of the share

	<p>purchase transaction, unless an express waiver in writing from the relevant parties involved has been obtained.</p> <p>(7) There is no legal action, suit or proceeding that has been proceeded or likely to be proceeded by any governmental authority or other person seeking to enjoin the consummation of the share purchase transaction.</p> <p>(8) The conditions precedent under the Share Purchase Agreement between the Tender Offeror and SPI have been completed or waived (as applicable).</p>
Transfer of Shares and Payment of Consideration	<p>The sale and purchase of shares between I.C.C. and the Offeror must be made through the clearing and settlement process of the Stock Exchange of Thailand (big lot trading process).</p> <p>In this regard, the Tender Offeror and I.C.C. have transferred the shares and settled the payment on 13 December 2021.</p>
Seller's Limitation on Liability	<p>I.C.C. has given representations and warranties in relation to the sale shares. If the representations and warranties are proved to be untrue, I.C.C. agrees to indemnify the damages caused to the Offeror but subject to the criteria, method, condition and period specified under the Share Purchase Agreement.</p>
Governing Law	Laws of Thailand
Dispute Resolution	<p>Thai Courts shall have jurisdiction to resolve any dispute, conflict or claim arising out of or in connection with the Share Purchase Agreement, including breach of, termination or formation of such agreement.</p>

- (d) The Share Purchase Agreement between the Offeror and Saha Pathanapibul Public Company Limited ("SPC"), details of which are as follows:

Parties	<ul style="list-style-type: none"> • The Tender Offeror (as the purchaser) • SPC (as the seller)
Date	28 October 2021
Sale Shares	<p>7,774,730 shares, equivalent to 0.81 percent of the total issued and allotted shares of the Business prior to the issuance and allotment of newly issued ordinary shares to a specific person (Private Placement) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 on 7 December 2021 (or equivalent to 0.67 percent of the total issued and allotted shares of the Business following the increase of registered capital)</p>

Purchase Price	THB 5.75 per share or equivalent to the sum of THB 44,704,697.50 (forty four million seven hundred and four thousand six hundred ninety seven baht fifty satang)
Long Stop Date	31 January 2022 or other date as mutually agreed in writing by the parties.
Conditions Precedent	<p>The consummation of the share purchase transaction with SPC will only occur upon all of the following conditions precedent have been satisfied (or waived by the relevant parties) ("Conditions Precedent under the Share Purchase Agreement"):</p> <ol style="list-style-type: none"> (1) The Tender Offeror and SPC have obtained the approval from the board of directors and/or the shareholders to enter into the share purchase transaction. In this regard, the Tender Offeror has obtained the approval from its board of directors on 20 July 2021 whereby the share purchase transaction does not require to be approved by the shareholders' meeting. (2) The Tender Offeror and SPC have received the necessary consent, approval and/or waiver from the relevant government authority(ies) for the entering into the share purchase transaction. (3) The title and ownership of the sale shares solely and legally belong to SPC, free from any encumbrances. (4) SPC must be entitled to sell the sale shares to the Tender Offeror and has transferred such sale shares to the broker's account that is opened for the sale of sale shares to the Offeror. (5) All obligations, warranties and covenant of the parties specified under the Share Purchase Agreement have been satisfied or completed by the relevant parties involved. (6) Representations and warranties of each party specified under the Share Purchase Agreement are true, complete and accurate on the date of the Share Purchase Agreement and on the date of the share purchase transaction, unless an express waiver in writing from the relevant parties involved has been obtained. (7) There is no legal action, suit or proceeding that has been proceeded or likely to be proceeded by any governmental authority or other person seeking to enjoin the consummation of the share purchase transaction.

	(8) The conditions precedent under the Share Purchase Agreement between the Tender Offeror and SPI have been completed or waived (as applicable).
Transfer of Shares and Payment of Consideration	The sale and purchase of shares between SPC and the Tender Offeror must be made through the clearing and settlement process of the Stock Exchange of Thailand (big lot trading process). In this regard, the Tender Offeror and SPC have transferred the shares and settled the payment on 13 December 2021.
Seller's Limitation on Liability	SPC has given representations and warranties in relation to the sale shares. If the representations and warranties are proved to be untrue, SPC agrees to indemnify the damages caused to the Tender Offeror but subject to the criteria, method, condition and period specified under the Share Purchase Agreement.
Governing Law	Laws of Thailand
Dispute Resolution	Thai Courts shall have jurisdiction to resolve any dispute, conflict or claim arising out of or in connection with the Share Purchase Agreement, including breach of, termination or formation of such agreement.

- (e) The Share Purchase Agreement between the Tender Offeror and Mr. Weerapat Punsakudomsin ("Mr. Weerapat"), details of which are as follows:

Parties	<ul style="list-style-type: none"> • The Tender Offeror (as the purchaser) • Mr. Weerapat (as the seller)
Date	28 October 2021
Sale Shares	50,000,000 shares, equivalent to 5.24 percent of the total issued and allotted shares of the Business prior to the issuance and allotment of newly issued ordinary shares to a specific person (Private Placement) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 on 7 December 2021 (or equivalent to 4.30 percent of the total issued and allotted shares of the Business following the increase of registered capital)
Purchase Price	THB 5.75 per share or equivalent to the sum of THB 287,500,000 (two hundred eighty seven million and five hundred thousand baht only)
Long Stop Date	31 January 2022 or other date as mutually agreed in writing by the parties.

Conditions Precedent	<p>The consummation of the share purchase transaction with Mr. Weerapat will only occur upon all of the following conditions precedent have been satisfied (or waived by the relevant parties) ("Conditions Precedent under the Share Purchase Agreement"):</p> <ol style="list-style-type: none">(1) The Tender Offeror has obtained the approval from the board of directors and/or the shareholders to enter into the share purchase transaction. In this regard, the Tender Offeror has obtained the approval from its board of directors on 20 July 2021 whereby the share purchase transaction does not require to be approved by the shareholders' meeting.(2) The Tender Offeror and Mr. Weerapat have received the necessary consent, approval and/or waiver from the relevant government authority(ies) for the entering into the share purchase transaction.(3) The title and ownership of the sale shares solely and legally belong to Mr. Weerapat, free from any encumbrances.(4) Mr. Weerapat must be entitled to sell the sale shares to the Tender Offeror and has transferred such sale shares to the broker's account that is opened for the sale of sale shares to the Tender Offeror.(5) All obligations, warranties and covenant of the parties specified under the Share Purchase Agreement have been satisfied or completed by the relevant parties involved.(6) Representations and warranties of each party specified under the Share Purchase Agreement are true, complete and accurate on the date of the Share Purchase Agreement and on the date of the share purchase transaction, unless an express waiver in writing from the relevant parties involved has been obtained.(7) There is no legal action, suit or proceeding that has been proceeded or likely to be proceeded by any governmental authority or other person seeking to enjoin the consummation of the share purchase transaction.(8) The conditions precedent under the Share Purchase Agreement between the Offeror and SPI have been completed or waived (as applicable).
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Transfer of Shares and Payment of Consideration	The sale and purchase of shares between Mr. Weerapat and the Tender Offeror must be made through the clearing and settlement process of the Stock Exchange of Thailand (big lot trading process). In this regard, the Tender Offeror and Mr. Weerapat have transferred the shares and settled the payment on 13 December 2021.
Seller's Limitation on Liability	Mr. Weerapat has given representations and warranties in relation to the sale shares. If the representations and warranties are proved to be untrue, Mr. Weerapat agrees to indemnify the damages caused to the Tender Offeror but subject to the criteria, method, condition and period specified under the Share Purchase Agreement.
Governing Law	Laws of Thailand
Dispute Resolution	Thai Courts shall have jurisdiction to resolve any dispute, conflict or claim arising out of or in connection with the Share Purchase Agreement, including breach of, termination or formation of such agreement.

- (f) The Share Purchase Agreement between the Tender Offeror and other 29 sellers (the "Sellers"), having similar terms of agreement as follows:

Parties	<ul style="list-style-type: none"> • The Tender Offeror (as the purchaser) • Other 29 sellers (as the seller)
Date	28 October 2021
Sale Shares	the sale shares under 29 share purchase agreements of totaling 195,782,410 shares, equivalent to approximately 20.50 percent of the total issued and allotted shares of the Business prior to the issuance and allotment of newly issued ordinary shares to a specific person (Private Placement) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 on 7 December 2021 (or equivalent to 16.82 percent of the total issued and allotted shares of the Business following the increase of registered capital)
Purchase Price	THB 5.75 per share
Long Stop Date	31 January 2022 or other date as mutually agreed in writing by the parties.
Conditions Precedent	The consummation of the share purchase transaction with each of the Sellers will only occur upon all of the following conditions precedent have been satisfied (or waived by the relevant parties) (" Conditions Precedent under the Share Purchase Agreement "):

	<p>(1) The Offeror and the Seller(s) (which is a corporate entity) have obtained the approval from the board of directors and/or the shareholders to enter into the share purchase transaction. In this regard, the Offeror has obtained the approval from its board of directors on 20 July 2021 whereby the share purchase transaction does not require to be approved by the shareholders' meeting.</p> <p>(2) The Offeror and the Business have received the necessary consent, approval and/or waiver from the relevant government authority(ies) for the entering into the share purchase transaction.</p> <p>(3) The title and ownership of the sale shares solely and legally belong to each of the Sellers, free from any encumbrances.</p> <p>(4) The Sellers must be entitled to sell the sale shares to the Offeror and has transferred such sale shares to the broker's account that is opened for the sale of sale shares to the Offeror.</p> <p>(5) All obligations, warranties and covenant of the parties specified under the Share Purchase Agreement have been satisfied or completed by the relevant parties involved.</p> <p>(6) Representations and warranties of each party specified under the Share Purchase Agreement are true, complete and accurate on the date of the Share Purchase Agreement and on the date of the share purchase transaction, unless an express waiver in writing from the relevant parties involved has been obtained.</p> <p>(7) There is no legal action, suit or proceeding that has been proceeded or likely to be proceeded by any governmental authority or other person seeking to enjoin the consummation of the share purchase transaction.</p> <p>(8) The conditions precedent under the Share Purchase Agreement between the Offeror and SPI have been completed or waived (as applicable).</p>
<p>Transfer of Shares and Payment of Consideration</p>	<p>The sale and purchase of shares between each of the Sellers and the Tender Offeror must be made through the clearing and settlement process of the Stock Exchange of Thailand (big lot trading process).</p> <p>In this regard, the Tender Offeror and all 29 sellers have transferred the shares and settled the payment on 13 December 2021.</p>
<p>Seller's Limitation on Liability</p>	<p>Each seller has given representations and warranties in relation to the sale shares. If the representations and warranties are proved to be</p>

	untrue, Mr. Weerapat agrees to indemnify the damages caused to the Tender Offeror but subject to the criteria, method, condition and period specified under the Share Purchase Agreement.
Governing Law	Laws of Thailand
Dispute Resolution	Thai Courts shall have jurisdiction to resolve any dispute, conflict or claim arising out of or in connection with the Share Purchase Agreement, including breach of, termination or formation of such agreement.

4.1.2 There are totaling 5 shareholders of the Business who have executed undertaking letters to not sell their shares during the Tender Offer whereby there are 3 shareholders that are the major shareholders of the Business (according to the shareholdings proportion as of the date of the letters) and 2 shareholders that are not the major shareholders, equivalent to totalling 442,614,761 shares that the shareholders have undertaken not to sell such shares in the Tender Offer (details as per Attachment 8) as follows.

(a) Undertaking letter issued by SPI confirming not to sell its shares during the Tender Offer

Parties	<ul style="list-style-type: none"> • The Tender Offeror • SPI
Date	28 October 2021
Related Securities	171,099,761 ordinary shares of the Business equivalent to 14.70 percent of allotted shares of the Business during the period of the Tender Offer by the Tender Offeror
Conditions	<p>(1) In any circumstances, SPI undertakes that it does not wish to, and undertakes not to, sell shares held by SPI, in whole or in part, totalling up to 171,099,761 shares which is equivalent to 14.70 percent of the allotted shares during the Tender Offer by the Tender Offeror.</p> <p>(2) SPI agrees to procure that necessary actions are taken to ensure that there shall be no sale, purchase or transfer of ownership of such shares during the commencement and until the end of the Tender Offer period as required by the Office of Securities Exchange Commission for the purpose specified above.</p> <p>In this regard, the Tender Offeror and SPI have made a joint instruction covering the entire Tender Offer Period of this Tender Offer to the broker which SPI has maintained an account with, to prohibit any sale, disposal, transfer or any other proceeding which</p>

	<p>results in the transfer of ownership in shares in the Business held by SPI during the Tender Offer period unless consent or a joint instruction in writing is made by the Tender Offeror and SPI.</p>
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(b) Undertaking letter issued by S&J confirming not to sell its shares during the Tender Offer

Parties	<ul style="list-style-type: none"> • The Tender Offeror • S&J
Date	28 October 2021
Related Securities	112,000,000 ordinary shares of the Business equivalent to 9.62 percent of allotted shares of the Business during the period of the Tender Offer by the Tender Offeror
Conditions	<p>(1) In any circumstances, S&J undertakes that it does not wish to, and undertakes not to, sell shares held by S&J, in whole or in part, totalling up to 112,000,000 shares which is equivalent to 9.62 percent of the allotted shares during the Tender Offer by the Tender Offeror.</p> <p>(2) S&J agrees to procure that necessary actions are taken to ensure that there shall be no sale, purchase or transfer of ownership of such shares during the commencement and until the end of the Tender Offer period as required by the Office of Securities Exchange Commission for the purpose specified above.</p> <p>In this regard, the Tender Offeror and S&J have made a joint instruction covering the entire Tender Offer Period of this Tender Offer to the broker, which S&J has maintained an account with, to prohibit any sale, disposal, transfer or any other proceeding which results in the transfer of ownership in shares in the Business held by S&J during the Tender Offer period unless consent or a joint instruction in writing is made by the Tender Offeror and S&J.</p>

(c) Undertaking letter issued by I.C.C. confirming not to sell its shares during the Tender Offer

Parties	<ul style="list-style-type: none"> • The Tender Offeror • I.C.C.
Date	28 October 2021
Related Securities	53,000,000 ordinary shares of the Business equivalent to 4.55 percent of allotted shares of the Business during the period of the Tender Offer by the Tender Offeror

Conditions	<p>(1) In any circumstances, I.C.C. undertakes that it does not wish to, and undertakes not to, sell shares held by I.C.C, in whole or in part, totalling up to 53,000,000 shares which is equivalent to 4.55 percent of the allotted shares during the Tender Offer by the Tender Offeror.</p> <p>(2) I.C.C. agrees to procure that necessary actions are taken to ensure that there shall be no sale, purchase or transfer of ownership of such shares during the commencement and until the end of the Tender Offer period as required by the Office of Securities Exchange Commission for the purpose specified above.</p> <p>In this regard, the Offeror and I.C.C. have made a joint instruction covering the entire Tender Offer Period of this Tender Offer to the broker, which I.C.C. has maintained an account with, to prohibit any sale, disposal, transfer or any other proceeding which results in the transfer of ownership in shares in the Business held by I.C.C. during the Tender Offer period unless consent or a joint instruction in writing is made by the Tender Offeror and I.C.C.</p>
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(d) Undertaking letter issued by SPC confirming not to sell its shares during the Tender Offer

Parties	<ul style="list-style-type: none"> • The Tender Offeror • SPC
Date	28 October 2021
Related Securities	66,850,000 ordinary shares of the Business equivalent to 5.74 percent of allotted shares of the Business during the period of the Tender Offer by the Tender Offeror
Conditions	<p>(1) In any circumstances, SPC undertakes that it does not wish to, and undertakes not to, sell shares held by SPC, in whole or in part, totalling up to 66,850,000 shares which is equivalent to 5.74 percent of the allotted shares during the Tender Offer by the Tender Offeror.</p> <p>(2) SPC agrees to procure that necessary actions are taken to ensure that there shall be no sale, purchase or transfer of ownership of such shares during the commencement and until the end of the Tender Offer period as required by the Office of Securities Exchange Commission for the purpose specified above.</p> <p>In this regard, the Offeror and SPC have made a joint instruction covering the entire Tender Offer Period of this Tender Offer to the broker, which SPC has maintained an account with, to prohibit any</p>

	<p>sale, disposal, transfer or any other proceeding which results in the transfer of ownership in shares in the Business held by SPC during the Tender Offer period unless consent or a joint instruction in writing is made by the Tender Offeror and SPC.</p>
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- (e) Undertaking letter issued by Mr. Weerapat confirming not to sell its shares during the Tender Offer

Parties	<ul style="list-style-type: none"> • The Tender Offeror • Mr. Weerapat
Date	28 October 2021
Related Securities	39,665,000 ordinary shares of the Business equivalent to 3.41 percent of allotted shares of the Business during the period of the Tender Offer by the Tender Offeror
Conditions	<p>(1) In any circumstances, Mr. Weerapat undertakes that he does not wish to, and undertakes not to, sell shares held by Mr. Weerapat, in whole or in part, totalling up to 39,665,000 shares which is equivalent to 3.41 percent of the allotted shares during the Tender Offer by the Tender Offeror.</p> <p>(2) Mr. Weerapat agrees to procure that necessary actions are taken to ensure that there shall be no sale, purchase or transfer of ownership of such shares during the commencement and until the end of the Tender Offer period as required by the Office of Securities Exchange Commission for the purpose specified above.</p> <p>In this regard, the Offeror and Mr. Weerapat have made a joint instruction covering the entire Tender Offer Period of this Tender Offer to the broker, which Mr. Weerapat has maintained an account with, to prohibit any sale, disposal, transfer or any other proceeding which results in the transfer of ownership in shares in the Business held by Mr. Weerapat during the Tender Offer period unless consent or a joint instruction in writing is made by the Tender Offeror and Mr. Weerapat.</p>

4.1.3 The Tender Offeror has entered into a share subscription agreement for the subscription of newly issued ordinary shares equivalent to the sum of 208,695,652 shares with a par value of THB 1.00 equivalent to 17.93 percent of the total issued and allotted shares by the Business after the increase of share capital and issuance and allotment of newly issued ordinary shares by the Business to a specific person (Private Placement) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 on 7 December 2021 ("**Share Subscription Agreement**") as follows:

Parties	<ul style="list-style-type: none"> • The Offeror (as the investor) • The Business (as the company)
Date	28 October 2021
Subscribed Shares	208,695,652 shares with a par value of THB 1.00 (equivalent to 17.93 percent of the total issued and allotted shares by the Business after the issuance and allotment of newly issued ordinary shares by the Business to a specific person (Private Placement))
Share Subscription Price	THB 5.75 per share which is equivalent to the sum of THB 1,199,999,999 (one billion and one hundred and ninety-nine million and nine hundred and ninety-nine thousand and nine hundred and ninety-nine baht only)
Long Stop Date	31 January 2022 or other date as mutually agreed in writing by the parties.
Conditions Precedent	<p>The share subscription transaction will occur upon all of the following conditions precedent have been satisfied (or waived by the relevant parties) ("Conditions Precedent under the Share Subscription Agreement"):</p> <ol style="list-style-type: none"> (1) The transaction under the Share Purchase Agreements has been completed and the Tender Offeror is the shareholder of all sale shares. (2) The Tender Offeror has obtained approval from the board of directors and/or the shareholders to enter into the share subscription transaction. In this regard, the Tender Offeror has obtained the approval from its board of directors on 20 July 2021 whereby the share subscription transaction does not require to be approved by the shareholders' meeting. (3) The Business has received approval from its board of directors and/or shareholders for the increase of capital and allotment of subscribed shares to the Tender Offeror.

	<p>(4) The Tender Offeror and the Business have received the necessary consent, approval and/or waiver from the relevant governmental authority(ies) for issuance, allotment and subscription of the increased shares.</p> <p>(5) The Business has complied with the procedure of the Office of SEC and the Stock Exchange of Thailand in relation to the issuance and allotment of subscribed shares to specific investors (Private Placement) and the Business has received the approval to offer the sale of newly issued shares to specific person in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement.</p> <p>(6) There is no change in the amount of shares issued or capital structure of the Business from that disclosed in due diligence process to the Tender Offeror.</p> <p>(7) The Business and its subsidiary(ies) have received the consent and/or waiver from the relevant parties in relation to the share subscription transaction.</p> <p>(8) The Business has entered into a power purchase agreement with the Electricity Generating Authority of Thailand in accordance with the Notification of the Energy Regulatory Commission Re: Invitation on Purchase of Power from Small Power Producers in the Category of Firm Agreement for Cogeneration System whose Agreements will be expired in 2019 – 2025 (Construction of New Power Plant) B.E. 2562 (2019).</p> <p>(9) All obligations, warranties and covenants of the parties specified under the Share Subscription Agreement have been satisfied or completed by the relevant parties involved.</p> <p>(10) Representation and warranties of each party specified under the Share Subscription Agreement are true, complete and accurate on the date of the Share Subscription Agreement and on the date of the share subscription transaction, unless an express waiver in writing from the relevant parties involved has been obtained.</p> <p>(11) There is no legal action, suit or proceeding that has been proceeded or likely to be proceeded by any government authority or other person seeking to enjoin the consummation of the share subscription transaction.</p>
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	<p>(12) There is no Thai legislation or governmental action prohibiting the consummation of the share subscription transaction.</p> <p>(13) The Tender Offeror and the Business must obtain the necessary consent, approval and/or waiver of all conditions under the agreements entered into by the Tender Offeror and the Business (if any) for the purpose of entering into the share subscription transaction without causing or resulting in breach or causing the breach of or termination of such agreement, and without giving the right to any third party to exercise their right or remedy under such agreement in a manner that will have an adverse effect to the benefits of the Tender Offeror and the Business.</p> <p>(14) The Tender Offeror and its subsidiaries, including the Business and the Business's subsidiaries, must be lawfully established and must not be or in process of: (i) being insolvent; (ii) submitting an application to agree to the administration or appointment of an administrator; (iii) agreeing in writing that it is unable to pay its debt; and (iv) submitting a petition for bankruptcy, rehabilitation, liquidation or other proceedings under the law in relation to bankruptcy, insolvency or liquidation to dissolve the company.</p> <p>(15) There is no material adverse change affecting financial conditions, assets or business operations of the Offeror and the Business between the execution date of the agreement and the completion of the share subscription transaction.</p> <p>(16) The Tender Offeror has sufficient funds to consummate the transactions specified under the Share Subscription Agreement.</p> <p>Prior to the completion of the Conditions Precedents under the Share Subscription Agreement, the Business agrees to procure that the Business and the business of its subsidiary are operated as normal and no action have been taken to cause adverse impact in material aspects of Business (as per the details specified in the Share Subscription Agreement) unless consent is obtained from the Tender Offeror.</p>
<p>Subscription of Shares and Payment of Consideration</p>	<p>The issuance, allotment and subscription of shares shall be in accordance with the conditions, notifications and laws and regulations issued by the Stock Exchange of Thailand, including the Office of Securities Exchange Commission.</p>

	<p>The payment of subscription price has been made by transfer, via the BAHTNET system, to an account specified by the Business.</p> <p>In this regard, the Tender Offeror has subscribed shares and made subscription price payment to the Business on 13 December 2021 and the Business has issued and allotted the subscribed shares to the Tender Offeror</p>
The Company's Limitation on Liability	<p>The Business has given representations and warranties in relation to the shares and business of the Business. If the representations and warranties are proved to be untrue, the Business agrees to indemnify the damages caused to the Tender Offeror but subject to the criteria, method, condition and period specified under the Share Subscription Agreement.</p>
Governing Law	Laws of Thailand
Dispute Resolution	<p>Thai Courts shall have jurisdiction to resolve any dispute, conflict or claim arising out of or in connection with the Share Subscription Agreement, including breach of, termination or the formation of such agreement.</p>

4.2 Shareholding, whether direct or indirect, by the Offeror or the authorized persons in the Business or major shareholders of the Business:

4.2.1 The Offeror's shareholding in the business

On 13 December 2021, the Tender Offeror acquired ordinary shares of the Business from some of the Business's current shareholders totalling of 384,789,131 shares, and newly issued ordinary shares of 208,695,652 shares. As a result, the Tender Offeror has acquired 593,484,783 shares of the Business, equivalent to 51 percent of the total issued shares of the Business following the issuance and allotment of the newly issued ordinary shares (Private Placement).

In this regard, the authorized directors of from the Tender Offeror side do not hold shares in the Company either directly or indirectly.

4.2.2 Shareholding in the major shareholder of the Business

-None-

4.3 Shareholding, whether direct or indirect, by the business, major shareholders or directors of the business in the Offeror

4.3.1 The Offeror's shareholding in the business

-None-

4.3.2 Shareholding by the major shareholder of the Business in the Offeror

-None-

4.3.3 Shareholding by directors of the Business in the Offeror

-None-

4.4 Other Relationships

4.4.1 Common directors

The Board of Directors' Meeting No. 10/2021 held on 14 December 2021 approved the appointment of Ms. Choosri Kietkajornkul who is a director of the Offeror as the director of the Business. In this regard, the appointment of the aforementioned director has been notified to the Extraordinary General Meeting of Shareholders No. 1/2021 on 7 December 2021.

4.4.2 Joint Business Operations or Joint Investment in Other Companies

-None-

4.4.3 Related party transaction

-None-

4.4.4 Agreement or Other Contracts between the Parties

- (a) The Tender Offeror and SPI (as the major shareholder) has entered into a shareholders agreement ("**Shareholders Agreement**") following the share purchase transaction and share subscription transaction. The details are as follows:

Parties	<ul style="list-style-type: none"> • The Tender Offeror • SPI
Date	28 October 2021, however the effective date of the Shareholders Agreement is the date of the consummation of the share subscription transaction for the subscription of ordinary shares as per the Share Subscription Agreement and share purchase transaction as per the Share Purchase Agreements (i.e. 13 December 2021).
Purpose	To contemplate the agreements in relation to material matters regarding the operation of the Business for the benefit of the shareholders and relevant parties.
Composition of the Board of Directors	At the initial stage, the board of directors shall consist of 13 directors, 4 of whom shall be Group A directors (nominated by the Tender Offeror), 3 of whom shall be Group A directors (nominated by SPI) and 5

	<p>independent directors where the chairman shall be jointly appointed by Group A and Group B directors. However, the number of independent directors may be reduced to 4 directors in the future.</p> <p>In any event, the appointment and composition or change of composition of board of directors shall be in accordance with the relevant laws.</p>
Restriction of Transfer of Shares	<p>No shareholder shall transfer any share or any interest in any share to any person unless it is a transfer to an affiliate of such shareholders or to a person permitted by the other party and the transferor has complied with the procedures and conditions specified in the agreement.</p> <p>In the event that any party wishes to sell or transfer the shares to the third party, such party must notify the other party and grant a right of first refusal to the other party as agreed thereunder.</p>
Acting in Concert	<p>(1) The parties do not have an intention to behave or act in a manner which is deemed as acting in concert under the relevant laws or to jointly vote as shareholders of the company in the same direction for the purpose of joint management and control. The parties shall consider its own voting rights and powers in an independent manner.</p> <p>(2) The parties are independent from each other and have its own discretion in exercising its rights and shall make decisions independently as shareholders of the Business in both the board of directors' meetings and shareholders' meetings for the purpose of maintaining their rights as shareholders of the Business.</p> <p>(3) In the event there is a change in law or guideline in relation to behaviours that may result in acting in concert issued by the Office of Securities Exchange Commission, the Stock Exchange of Thailand or other governmental agencies (regardless of whether such law or guideline has legal effect or not) which may result in this agreement being deemed as act of acting in concert, the parties shall discuss in good faith to negotiate and jointly amend the Shareholders Agreement to prevent any behaviour being deemed as acting in concert and to comply with the such law.</p>
Termination of Agreement	<p>The Shareholders Agreement shall be terminated if:</p> <p>(1) the parties mutually agree to terminate the agreement in writing;</p> <p>(2) the next day following the occurrence of the following events (whichever is earlier):</p>

	<p>(a) the date on which the Tender Offeror, its subsidiaries and persons in its group in aggregate hold less than 5 percent of the shares in the Business; or</p> <p>(b) the date in which SPI holds less than 5 percent of the shares in the Business; or</p> <p>(3) there is a breach of the Shareholders Agreement and one party serves written notice of termination to the other party.</p>
Governing Law	Laws of Thailand
Dispute Resolution	Any dispute, conflict or claim which arises out of or in connection with the agreement, including breach of, termination or validity of agreement, either party may notify the other party in writing and the parties shall use all reasonable endeavours to resolve the matter amicably within 30 days from the date of such notification by either party. Failing which, Thai courts shall have jurisdiction to resolve the dispute.

- (b) The Tender Offeror and SPI has entered into a memorandum of understanding in relation to the principles and objectives in the joint research, development and investment of power plant projects ("MOU") with the details as follows:

Parties	<ul style="list-style-type: none"> • The Tender Offeror • SPI
Date	28 October 2021
Purpose	To contemplate the understanding in relation to the principles and objectives in the joint research and development of power plant projects as per the scope set out under the MOU.
Scope of Alliance	<p>(1) SPI and the Tender Offeror intend to build strong business alliances in investing and developing power plant projects, both domestically and internationally. This includes opportunity and expansion of investments in the energy sector which is the Tender Offeror's area of expertise for mutual benefits of both parties, whereby the parties will focus on expansion of existing power plant projects and the use of new technology for power generation efficiency in the future.</p> <p>(2) SPI and the Tender Offeror intend on sharing information that is beneficial for the development of business that each party has resources in such as in Sriracha District, Chonburi Province, Lamphun Province, Mae Sot District, Tak Province, Kabin Buri District, Prachin Buri Province and Ratcha Buri Province.</p>

	(3) SPI and the Tender Offeror intend on promoting joint developments in other areas which shall lead to further joint investments.
Termination	The MOU shall be terminated: (1) on the third anniversary of the execution of this MOU; (2) if the parties mutually agree to terminate the MOU in writing; or (3) any party serves 30 days advance written notice of termination to the other party.
Governing Law	Laws of Thailand

5. Other Information for the Securities Holders' Decision Making

5.1 Securities of the Offeror that are hold prior to making the Tender Offer and securities which may hold in future in accordance with other terms.

5.1.1 Ordinary Shares

Name	Class of shares	Number of shares	Percentage of total number of issued and paid-up shares	Percentage of total voting rights
I. The Offeror	Ordinary Shares	593,484,783	51.00	51.00
II. Persons in the same group of the Offeror	-	-	-	-
III. Related parties under Section 258 of the Offeror	-	-	-	-
IV. Other agreements that increase number of shares of persons in I. to III.	-	-	-	-
Total		593,484,783	51.00	51.00

5.1.2 Convertible Securities

- None -

5.2 Source of funds used by the Offeror for the Tender Offer

To the extent that other existing shareholders express their intention to sell all the remaining 570,210,869 shares of the Business, equivalent to 49 percent of the total issued shares of the Business, at the Offer Price of THB 5.75 (Five point seven five baht) per share, the Tender Offeror will require an aggregate fund of THB 3,278,712,497 for the Tender Offer. However, the Tender Offeror has received a letter of intent from 5 shareholders of the Business informing that such shareholders do not wish to sell and agree not to sell

their shares in the Business, whether in whole or in part that such shareholders hold in the business, in the total amount of 442,614,761 shares or equivalent to 38.04 percent of the total issued shares of the Business during the tender offer period in any case and agree to take all necessary actions to prevent the sale or transfer of ownership of the shares of the Business held by such shareholders from the date of the commencement of the tender offer period until the end of the tender offer period of the tender offeror with additional details as shown in the attachment 8. Based on the foregoing, the total amount of the ordinary shares of the Business that the Tender Offeror shall offer to purchase from the other shareholders of the Business (excluding those shares in which shareholders of the Business agree not to sell) will instead be in the total amount of 127,596,108 shares, equivalent to 10.96 percent of the total issued shares of the Business, at the Offer Price of THB 5.75 per share (Five point seven five baht). The highest amount of funds which the Tender Offeror shall secure for this Tender Offer is THB 733,677,621.

The Tender Offeror will make payment for the tendered shares in cash to all the Offerees. In this regard, the source of funds for this Tender Offer is derived from the credit facilities granted by The Siam Commercial Bank Public Company Limited (the “Bank” or “SCB”) in the amount of not exceeding THB 734,000,000 (Seven Hundred Thirty Four Million Baht), as detailed in the Confirmation Letter of Financial Support for the Tender Offer from SCB dated 1 December 2021 (“Confirmation Letter of Financial Support”) (Attachment 7), for the purpose of the Tender Offer for the remaining shares of the Business (excluding those shares held by the Tender Offeror and those in which shareholders of the Business agree not to sell). The credit facilities is sufficient for the highest amount of funds for this Tender Offer in which the Tender Offeror shall secure of THB 733,677,621, whereby the bank is pleased to grant the financial support to the Tender Offeror under such amount. Such financial support will be in accordance with the terms and conditions proposed by the Bank to the Tender Offeror, which comply under the Bank’s internal operating regulations. The Confirmation Letter of Financial Support is effective from the date of issuance of this letter until the date of settlement of the Tender Offer for all securities of the Business.

The Tender Offeror Preparer has considered the Confirmation Letter of Financial Support issued by SCB to the Tender Offeror for this Tender Offer and is of the view that the Tender Offeror has a sufficient source of funds to carry out this Tender Offer. The details of which are appeared in the Confirmation Letter of Financial Support in Attachment 7. In addition, when considering the nature of business operation, business size, and the financial statement of the Tender Offeror, the Tender Offer Preparer is of the opinion that the Tender Offeror has sufficient source of funds to complete this Tender Offer without affecting the Tender Offeror's business operations.

5.3 Plan to sell the shares of the Business

As of the Tender Offer date, the Offeror has no intention to sell or transfer significant number of the Business’s securities during the period of 12 months after the Tender Offer Period, unless one of the following events occurs.

- (1) The Tender Offeror is obligated to do so by any relevant laws or regulations that are effective during such period.
- (2) The Tender Offeror sells or transfers shares of the Business to persons under Section 258 of the Securities and Exchange Act B.E. 2532 (1992) (as amended).
- (3) For the purpose of corporate restructuring which resulted from shareholder's meeting approval of the Business in the future.
- (4) The Tender Offeror may sell some securities as it deems appropriate for decreasing financial burden or be required to make principal repayment earlier.

5.4 Other necessary information

- None -

Part 3

Information of the Business

1. Details of the Business

1.1 General Information

Company Name	Sahacogen (Chonburi) Public Company Limited
Address	636 Moo 11, Sukaphiban 8 Road, Nongkharm, Sriracha, Chonburi 20230
Company Registration No.	0107545000306
Telephone No.	0-3848-1552-5
Facsimile No	0-3848-1551
Website	www.sahacogen.com
Market	The Stock Exchange of Thailand
Industrial Group	Resources
Sector	Energy & Utilities
Nature of Business	Production and distribution of electricity and steam

1.2 General Business Information

“Sahacogen Group” (SAHACOGEN & AFFILIATES) is an energy business operator in Saha Group, consists of Sahacogen (Chonburi) Public Company Limited and its subsidiaries, namely Sahacogen Green Company Limited (“SGN”) and Saha Green Forest Company Limited (“SGF”), started the business operation as a producer and distributor of electricity and steam by Sahacogen (Chonburi) Public Company Limited, located in the Saha Group Industrial Park, Sriracha, Chonburi province registered as a public company on October 4, 2002.

As of now, Sahacogen Group owns and operates 3 power plants, producing and distributing electricity and steam. Details of all power plants as of 31 December 2020 are as follows:

(1) Sahacogen (Chonburi) Public Company Limited

Sahacogen (Chonburi) Public Company Limited is a Small Power Producer (SPP) profiting from a combinative generation of both electricity and steam, operating as a combined-cycle power plant using the natural gas as the main fuel. It was established in Saha Group Industrial Park, Sriracha, Chonburi and started commercial operation since 1999. The plant has installed capacity of 90 MW distributing the electricity under the power purchase agreement by Electricity Generating Authority of Thailand (EGAT). It also supplies electricity and steam to Saha Pathana Inter-Holding Public Company Limited, the sole distributor of electricity and steam to factories in Saha Group Industrial Park. The electricity and steam

generating business helps factories in production cost reduction, promoting the stability of the electricity generating system in the industrial park and also reducing Greenhouse gas emission from the production activities within the park. Sahacogen's business has an indirect effect to stimulate the business growth and investment expansion within the industrial park, which consequentially leads to higher demand for electricity. The company expanded 3 phases of combined-cycle cogeneration power plant. The total maximum power generation capacity is raised up to 214 MW of electricity and 96 tons of steam per hour. The capacity adding serves the current electricity usage of customers the industrial park to the rising demand in the future.

As for its subsidiaries, SCG has established business operation policies that take into account the participation with the local community, society, and environment. Therefore, SCG has set business operation policies for affiliates in accordance to this value, focusing on the development of electric power plant projects from renewable energy to replace the use of waste fuels that play an important role in increasing the severity of global warming. In addition, the natural gas price is likely to continue to rise. Consequently, Sahacogen Green Company Limited and Saha Green Forest Company Limited have been established as the subsidiaries, operating biomass power plant and producing biomass pellets in order to conform to the company's vision and mission.

(2) Sahacogen Green Company Limited

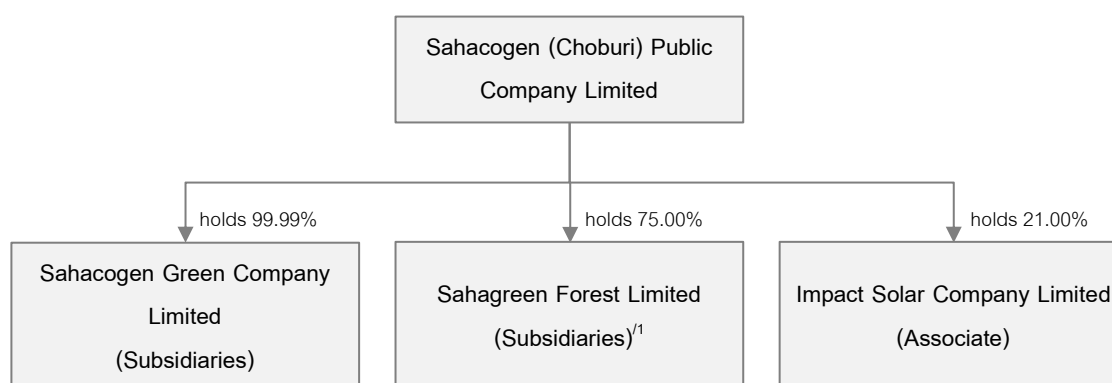
Sahacogen Green Company Limited is located in Saha Group Industrial Park, Lamphun. It is a very small power producer (VSPP) producing electricity by utilizing biomass as the fuel, with the installed capacity of 9.6 MW. SGN has started commercial operation since 2011 distributing electricity to Provincial Electricity Authority (PEA) and distributing steam to manufacturers in Saha Group Industrial Park, Lamphun.

(3) Sahagreen Forest Company Limited

Sahagreen Forest Company Limited is located in Prankratai district, Kamphaengphet. It is a very small power producer (VSPP) producing electricity by utilizing biomass as the fuel, with the installed capacity of 7.5 MW. SGF has started commercial operation since December 2012, distributing electricity to Provincial Electricity Authority (PEA).

The company has been focusing on moving towards green energy businesses. In 2017, the company entered a jointed-venture agreement investing 21 percent in Impact Solar Company Limited ("ISL"), operated in solar rooftop business.

Shareholding Structure of the Business



Source: Form 56-1 and 2020 Annual Report of the Business

Remarks: The proportion of voting rights in subsidiaries and associate are according to the shareholding proportion
/1 Siam Forestry Company Limited holds 25.00% of the total shares

The investment and shareholding in subsidiaries and associate of the Business of which their operations are significant and the company has held more than 10% of share, as of 31 December 2020 are as follows:

Company Name	Direct and Indirect Shareholding by the Business (percentage)	Nature of Business Operation
1. Sahacogen Green Company Limited	99.99	Produce and sell electricity and steam
2. Sahagreen Forest Company Limited	75.00	Produce and sell electricity
3. Impact Solar Company Limited	21.00	Manufacture and distributor of electric motors and electric generators

1.3 Summary of Financial Position and Operational Performance of the Business

Unit: THB mm Unless state otherwise	For the year ended 31 December						For the nine-month period ended 30 September			
	2018		2019		2020		2020		2021	
	Separate financial statements	Consolidat ed financial statements	Separate financial statements	Consolidat ed financial statements	Separate financial statements	Consolidat ed financial statements	Separate financial statements	Consolidat ed financial statements	Separate financial statements	Consolidat ed financial statements
Total assets	6,604.2	6,981.8	6,421.7	6,745.2	6,155.1	6,625.6	6,293.7	6,588.0	6,143.0	6,589.9
Total liabilities	3,682.1	4,295.7	3,539.7	4,022.6	3,498.6	3,887.1	3,459.1	3,884.2	3,378.3	3,733.2
Registered capital	955.0	955.0	955.0	955.0	955.0	955.0	955.0	955.0	955.0	955.0

Unit: THB mm Unless state otherwise	For the year ended 31 December						For the nine-month period ended 30 September			
	2018		2019		2020		2020		2021	
	Separate financial statements	Consolidat ed financial statements	Separate financial statements	Consolidat ed financial statements	Separate financial statements	Consolidat ed financial statements	Separate financial statements	Consolidat ed financial statements	Separate financial statements	Consolidat ed financial statements
Paid-up capital	955.0	955.0	955.0	955.0	955.0	955.0	955.0	955.0	955.0	955.0
Total shareholders' equity	2,922.2	2,686.1	2,882.0	2,722.6	2,656.5	2,738.5	2,834.7	2,703.9	2,764.7	2,856.7
Equity attributable to owners of the parent	2,922.2	2,622.1	2,882.0	2,650.4	2,656.5	2,660.0	2,834.7	2,625.8	2,764.7	2,778.1
Non- controlling interests	0.0	64.0	0.0	72.2	0.0	78.5	0.0	78.0	0.0	78.5
Revenues from sales and services	3,609.2	4,198.7	3,732.7	4,320.0	3,382.7	3,971.0	2,585.1	3,027.5	2,658.1	3,105.1
Total expenses ¹	3,288.9	3,807.0	3,481.90	4,022.5	3,200.5	3,730.7	2,461.7	2,851.2	2,543.4	2,950.8
Profit for the period	195.3	224.9	71.9	149.9	(129.0)	117.2	52.5	85.9	153.1	168.7
Profit for the period ²	195.3	215.1	71.9	139.3	(129.0)	106.2	52.5	75.3	153.1	162.9
Basic earnings per share ^{3/4} (THB)	0.20	0.23	0.08	0.14	(0.14)	0.11	0.06	0.08	0.16	0.17
Dividend per share ⁵ (THB)	0.15	0.15	0.12	0.12	0.06	0.06	0.06	0.06	0.06	0.06
Book value per share ⁴ (THB)	3.06	2.81	3.02	2.85	2.78	2.87	2.97	2.83	2.90	2.99

Source: Audited Financial Statement for the year ended and Reviewed Financial Statement for the nine-month period ended

Remarks: /1 Total expenses include cost of sales and administrative expenses

/2 Profit attributable to owners of the parent

/3 Calculated from the profit attributable to owners of the parent

/4 Calculated from the total issued shares of the Business

/5 Dividend per share announced from the operational performance of the Business in each period

1.4 Shareholding Structure of the Business

1.4.1 Shareholders list prior to the Tender Offer

- (1) List of the top 10 shareholders according to the latest shareholders' register book of the Business as of 7 December 2021, which is the latest book closing date is as follows;

Name	No. of shares	Percentage compared with the total issued shares of the Business	Percentage compared with the total voting rights in the Business
1. Saha Pathana Inter-Holding Public Company Limited	217,142,832	22.74	22.74
2. S & J International Enterprises Public Company Limited	142,255,960	14.90	14.90
3. I.C.C. International Public Company Limited	107,932,960	11.30	11.30
4. Mr. Weerapat Punsak-Udomsin	89,665,000	9.39	9.39
5. Saha Pathanapibul Public Company Limited	74,624,730	7.81	7.81
6. Mr. Samrerng Manoonpol	45,249,400	4.74	4.74
7. Thai Wacoal Public Company Limited	33,800,000	3.54	3.54
8. International Laboratories Company Limited	21,400,000	2.24	2.24
9. Mr. Boonsithi Chokwatana	18,000,000	1.88	1.88
10. Thanulux Public Company Limited	17,929,700	1.88	1.88
Total top 10 shareholders	768,000,582	80.42	80.42
11. Others	186,999,418	19.58	19.58
Total	955,000,000	100.00	100.00

Source: The Stock Exchange of Thailand (www.set.or.th)

- (2) List of the top 10 shareholders according to the latest shareholders' register book of the Business as of 7 December 2021, which is the latest book closing date, adjusted according to the number of shares of the Business that the Tender Offeror will have received from the Seller from the Share Purchase Agreement on 13 December 2021 of 33.07 percent and from private placement from the Share Subscription Agreement on 13 December 2021 of 17.93

Name	No. of shares	Percentage compared with the total issued shares of the Business	Percentage compared with the total voting rights in the Business
1. The Tender Offeror and person under Section 258 of the Tender Offeror			
(1) Ratch Group Public Company Limited	593,484,783	51.00	51.00
2. Saha Pattana Inter-Holding Public Company Limited	171,099,761	14.70	14.70
3. S&J International Enterprises Public Company Limited	112,000,000	9.62	9.62
4. Saha Pathanapibul Public Company Limited	66,850,000	5.74	5.74
5. I.C.C. International Public Company Limited	53,000,000	4.55	4.55
6. Mr. Veerapat Punsak-Udomsin	39,665,000	3.41	3.41
7. International Laboratories Company Limited	10,700,000	0.92	0.92
8. Mr. Boonkiet Chokwatana	7,400,000	0.64	0.64
9. Mr. Samreng Manupol	5,000,000	0.43	0.43
10. Mr. Boonsithi Chokwatana	5,000,000	0.43	0.43
Total top 10 shareholders	1,064,199,544	91.45	91.45
11. Others	99,496,108	8.55	8.55
Total	1,163,695,652	100.00	100.00

1.4.2 Potential shareholding structure following the Tender Offer

List of shareholders, in the case where all other shareholders of the Business express their intention to sell all of the remaining shares in this Tender Offer (excluding those shares in which shareholders of the Business agree not to sell)

Name	No. of shares	Percentage compared with the total issued shares of the Business	Percentage compared with the total voting rights in the Business
1. The Tender Offeror and person under Section 258 of the Tender Offeror			
(1) Ratch Group Public Company Limited	721,080,891	61.96	61.96
2. Saha Pattana Inter-Holding Public Company Limited	171,099,761	14.70	14.70
3. S&J International Enterprises Public Company Limited	112,000,000	9.62	9.62
4. I.C.C. International Public Company Limited	53,000,000	4.55	4.55
5. Saha Pathanapibul Public Company Limited	66,850,000	5.74	5.74
6. Mr. Veerapat Punsak-Udomsin	39,665,000	3.41	3.41
Total	1,163,695,652	100.00	100.00

Remarks: /1 All tendered shares in this Tender Offer will be allocated to the Tender Offeror in whole

1.5 The Board of Directors as at the Tender Offer Date and Potential Structure after the Tender Offer

1.5.1 The Board of Directors as of 14 December 2021

On 14 December 2021, the Board of Directors of the Business has approved the resolution to appoint the new directors in which constitutes of 4 directors nominated by the Tender Offeror namely Miss Choosri Kietkajornkul, Mr. Sakarin Tangkavachiranon, Mrs. Wadeerat Charoencoop, and Mr. Udompong Chuntharumporn, and 1 independent director namely Mr. Chinapat Visuttiapat to replace 9 of resigning directors. In this regard, the appointment of the directors nominated by the Tender Offeror has been notified to the Extraordinary General Meeting of Shareholders No. 1/2021 of the Business on 7 December 2021 according to Section 86 of the Public Company Limited Act B.E. 2535 (1992) (as amended). The list of the Board of Directors of the Business as of 14 December 2021 is as follows:

Name of Directors	Position
1. Mr. Sujarit Patchimnan	Chairman
2. Miss Choosri Kietkajornkul	Vice Chairman
3. Mr. Vichai Kulsomphob	Director
4. Mr. Vorayos Thongtan	Director
5. Mr. Thirasak Vikitset	Director
6. Mr. Sakarin Tangkavachiranon	Director
7. Mr. Udompong Chuntharumporn	Director / Managing Director
8. Mrs. Wadeerat Charoencoop	Director
9. Mr. Chinapat Visuttiapat	Independent Director / Audit Committee

1.5.2 The potential Board of Directors following the Tender Offer

Following the completion of the Tender Offer, the list of the Board of Directors of the Business will remain as stated in section 1.5.1, but the Tender Offeror and the Business will consider appointing additional independent director in order to comply with the relevant laws, rules and regulations of the Capital Market Supervisory Board and the Stock Exchange of Thailand. Nevertheless, in the event that the Business has to appoint additional new directors or replace the directors who resign or have completed their term of office or for any other reasons, the Tender Offeror shall appoint the new directors as deemed appropriate and reasonable and in compliance with relevant laws and regulations.

1.6 Highest and Lowest Share Price of the Business in Each Quarter during the last 3 years

Year	Period	Highest and Lowest Price (THB per share)	
		Highest Price	Lowest Price
2018	January – March	4.98	4.70
	April – June	5.25	4.56
	July – September	5.20	4.54
	October – December	4.80	3.62
2019	January – March	4.60	3.62
	April – June	4.60	3.62
	July – September	4.28	3.90
	October – December	4.06	3.70
2020	January – March	4.28	3.60
	April – June	4.10	3.64
	July – September	4.26	3.18
	October – December	4.16	2.60

Year	Period	Highest and Lowest Price (THB per share)	
		Highest Price	Lowest Price
2021	January – March	4.54	3.40
	April – June	4.80	3.64
	July – September	5.40	3.98
	October – December ^{/1}	7.80	4.98

Source: SETSMART

Remarks: /1 Information from 1 October 2021 to 13 December 2021

2. Business Plan after the making of the Tender Offer

2.1 Status of the Business

During the period of 12 months from the end of the Offer Period, the Tender Offerors have no intention to delist the securities of the Business from SET except in the case that the Tender Offerors are obliged to comply with relevant laws, rules and regulations in which are applicable and in effect at the time.

2.2 Policy and Plan of Business Operations

2.2.1 Business Objectives

SCG mainly engages in the business of power generation under the Small Power Producer (“SPP”) scheme in Thailand, with a total generation capacity of 214.0 MW. SCG supplies electricity to the Electricity Generation Authority of Thailand (“EGAT”) and supplies electricity and steam to Saha Pathana Inter-holding Public Company Limited, who distributes it to industrial users within Saha Group Industrial Park, Sriracha. SCG also operates two biomass power plants with combined MW capacity of 17.1 MW to supply electricity to the Provincial Electricity Authority and supply steam to industrial users within Saha Group’s industrial estates.

RATCH is a leading private power producer with the goal of becoming a leading energy and infrastructure focused company to create value within the Asia-Pacific region. RATCH’s main business is investment in various energy generation projects, from conventional thermal power plants to renewable power plants. Additionally, RATCH also invests in infrastructure projects both domestically and internationally. Currently, RATCH’s portfolio consists of 8,290.0 MW equity, with 5,219.5 MW in Thailand and 3,070.5 MW overseas. Most of RATCH’s current portfolio consists of large power projects. RATCH has targeted to expand its equity MW generation capacity to 10,000 MW by 2025.

Details	SCG	RATCH
Current capital structure and size of SCG to determine	<u>Financial summary (30 Sep 2021)</u>	<u>Financial summary (30 Sep 2021)</u>

Details	SCG	RATCH
appropriate investment targets in the future	<p>Total assets: THB 6,589.88 million</p> <p>Total debt: THB 3,733.21 million</p> <p>Shareholder's equity: THB 2,778.14 million</p> <p>Revenue: THB 3,221.29 million</p> <p>Net profit: THB 162.94 million</p> <p>Furthermore, SCG will receive approximately THB 1,199.99 million in proceeds from the capital increase, which will be utilized for business expansion.</p> <p>There is no planned further capital increase.</p>	<p>Total assets: THB 126,765.41 million</p> <p>Total debt: THB 58,674.03 million</p> <p>Shareholder's equity: THB 68,090.71 million</p> <p>Revenue: THB 25,506.08 million</p> <p>Net profit: THB 5,648.81 million</p>
Targeted Equity MW in power generation projects according to each company's financial capability and resources	At least 400 MW within 2027, with approximately 20 – 30 MW expansion annually from the current 214.0 MW	10,000 MW by 2025 ²
Scope of business	<p>Focus on investment and development of small-sized cogeneration power plants within Thailand and in countries within Southeast Asia, in line with SCG's financial capability and available resources. Also including expansion of the current natural gas power plant with Saha Group, who are current shareholders. In the case of projects located in an industrial estate belonging to SCG, industrial estate belonging to SCG's major shareholders, or</p>	<p>Focus on investment and development of medium-to-large sized power plants utilizing various fuels (both located inside and outside of an industrial estate).</p> <p>Renewable energy projects domestically or internationally, through its subsidiaries</p> <ul style="list-style-type: none"> To invest in small-sized cogeneration power plants within Thailand and within Southeast Asia through its majority shareholding of no less than 51 percent in SCG

² The targeted equity MW includes capacity under large-sized power plants whose power purchase agreements are set to expire during 2025 – 2027

Details	SCG	RATCH
	industrial estate in partnership with SCG's major shareholders, where there will be no limitation on size of the project.	<ul style="list-style-type: none"> To invest in businesses related to power production, such as infrastructure projects domestically and internationally

2.2.2 Business and Management Plan

During the period of 12 months after the end of the Offer Period, the Tender Offeror, as one of the Business's shareholders, will support and supervise the Business in operating and growing its business operations efficiently, effectively, and sustainably. The Tender Offeror will examine the current business operations of the Business and may consider amending its business plan in line with the existing and future competitive landscapes. If there is any amendment to the business plan, the Tender Offeror will proceed in compliance with relevant regulations.

2.2.3 Expansion of Investment or Production Power

As for future investment expansion, the Tender Offeror has not yet commenced the feasibility study process at the date of this Tender Offer. The Offeror will consider SCG as the Group's flagship company in which SCG will focus its investments on smaller sized power plant projects within Thailand and in countries within the Southeast Asia region. As the development of greenfield power plant projects and acquisition of operational power plants require significant capital investment, the focus on smaller-sized projects is in line with SCG's long-term financial capabilities and available resources. In the case of the power plant projects located in an industrial estate belonging to SCG, industrial estate belonging to SCG's major shareholders or industrial estate in partnership with SCG's major shareholders, SCG may invest in such opportunities without limitations on the size of the project.

SCG has a targeted 20 – 30 MW annual expansion in capacity with an equity MW goal of 400 MW by 2027, which will be achieved through utilizing the proceeds received from RATCH in this capital increase and SCG's internal cash flow. Nonetheless, this is subject to SCG's ability to generate cash, borrow, and potential opportunities for investment according to the current economic climate to support the aforementioned growth. Should SCG's internal cash flows be sufficient to achieve the target equity MW, SCG may not undergo a further capital increase.

RATCH's business strategy will focus on investment in medium to larger sized projects both in Thailand and internationally in order to achieve its targeted 10,000 MW goal by 2025 and sustain continued growth in the long-term.

Moreover, for the investment decision in projects that are not under the scope of SCG's focus, the board of directors shall convene and decide whether such projects are beneficial to SCG and are for the best interest of SCG and shareholders of SCG.

Measures to prevent conflict of interests can be summarized in the table below:

Measure	SCG	RATCH
Business segmentation between SCG and RATCH in development of future power Projects	Expansion of SCG's main business in power production both in Thailand and in countries within the Southeast Asia region, through establishment of a business development team who will focus on investments in small-sized projects in line with SCG's capital structure and size. Focus on small projects will have the exception of projects located in an industrial estate belonging to SCG, industrial estate belonging to SCG's major shareholders, or in partnership with SCG's major shareholders, where there will be no limitation on size of the project.	Focus on medium to large sized projects utilizing different fuels and renewable power projects overseas through its subsidiaries. Invest in small cogeneration power plants within Thailand and in countries within the Southeast Asia region through its majority shareholding (more than 51%) in SCG.
Separation of management	The Company will have its own separate management and personnel	RATCH will have its own separate management and personnel
Financing	Subject to SCG's ability to secure funding	Subject to RATCH's ability to secure funding
Board of Directors of each company are bound by their fiduciary duty to shareholders	<ul style="list-style-type: none"> The Board of Directors are bound by their fiduciary duty and policies in place to prevent conflict of interest. Should SCG decide to invest in projects which may lie outside the segment it 	<ul style="list-style-type: none"> The Board of Directors are bound by their fiduciary duty as a listed company A director nominated by RATCH in SCG who may have an interest in any

Measure	SCG	RATCH
	<p>focuses on, the Board may consider and jointly decide whether such decision is in the best interests of SCG's shareholders. If a director of the Board has an interest in the investment decision, the director shall not be eligible to vote on the decision</p> <ul style="list-style-type: none"> • Investments where there may be a conflict of interest must be approved by the audit committee • SCG has a duty to comply with relevant rules and regulations for investments which fall under the Connected Transactions category 	<p>decision shall not be eligible to vote on the decision</p>
<p>Disclosure of the segmentation in business and measures to prevent conflicts of interest in Form 56-1 One Report</p>	<ul style="list-style-type: none"> • Disclose the business segmentation policy and measures to prevent conflict of interest in SCG's Form 56-1 One Report for the duration in which conflicts of interest may arise • Approval from SCG's Board of Directors is required and is to be disclosed in SCG's Form 56-1 One Report for changes in measures to prevent conflict of interest, with consideration for the ultimate benefit of shareholders 	

Power business which is the main business of both SCG and RATCH does not overlap to the degree that the business is impacted and both companies do not compete with each other in terms of location, customer group, and raw materials as power business is clearly located with clear customer base according to power purchase agreement specifying pricing and terms. Such pricing and terms vary by each contract and do not affect one another.

2.2.4 Plan to Modify the Corporate Structure, Management and Recruitment

SCG shall set up Business Development division to source investment opportunity in which RATCH shall nominate division head and RATCH and SCG shall together recruit managers or employees. In addition, RATCH shall nominate Managing director for board of director to consider approve.

Business Development division of SCG shall independently operate and shall consider investments under the pre-determined scope of business.

2.2.5 Guidelines on business management in the event of conflicts of interests

- (1) SCG and RATCH have clear and transparent shareholding structure which does not cause conflict of interest. The shareholding structure is disclosed in the annual report with full detailed disclosure on shareholding interests of directors.
- (2) The Board of Directors have a fiduciary duty to consider, monitor, and supervise each transaction to ensure there are no conflicts of interest for the company. In the event that disclosure is required in accordance with rules and regulations of the Notification on Connected Transactions and/or the acquisition and disposal of assets, the companies will do so to investors
- (3) In the event that SCG or RATCH decides to invest in projects which may lie outside the segment it focuses on, the Board may consider and jointly decide whether such decision is in the best interests of the company's shareholders
- (4) The Board of Directors has proceeded carefully and rationally with regard to the potential conflict of interest with the most importance to each company's benefit. The pricing strategy is in compliance with fair trading conditions as if the transaction was engaged with a third party. The process of such transaction is managed transparently and is in compliance with the regulation of the Stock Exchange of Thailand. Furthermore, SCG and RATCH set the regulation in its corporate governance policy and business ethic, which is binding upon the company and its shareholders
- (5) Information relating to Connected Transactions are disclosed publicly to ensure equal access by all. SCG and RATCH adhere to the announcements of the Capital Market

Committee and the Stock Exchange of Thailand regarding disclosure of Connected Transactions

- (6) SCG and RATCH has determined that any directors with a conflict of interest are not eligible to vote on such agenda, or may not be present in the meeting, in order for the remaining directors to independently comment and resolve on such agendas. Corporate Secretary shall inform the meeting and the name of the directors with interests on such agenda. After the meeting, the name of the directors, the relationship of related persons, the price of the transaction and the opinion of the directors, which are different from the opinion of the Board (if any) will be notified to the Stock Exchange of Thailand within the time frame as disclosed on the website for transparency and be recorded in the minutes of the meeting

2.2.6 Plans on disposal of existing core assets

-None-

2.2.7 Plans on changing financial structure

None other than the approval of the Extraordinary General Meeting of Shareholders No. 1/2021 for the increase of the registered capital of the Business in the amount of THB 208,695,652 from the existing registered capital of THB 955,000,000 to THB 1,163,695,652 by issuing 208,695,652 newly issued ordinary shares at a par value of THB 1.00 per share to be offered to the Tender Offeror at the price of THB 5.75 per share totaling to THB 1,199,999,999.

2.2.8 Plans on changing dividend payment policy

The Tender Offeror has no plan to make any significant changes to the dividend payment policy during the period of 12 months after the end of the Offer Period. The current dividend payment policy of the Business is to pay out at least 50 percent of its net profits of the consolidated financial statements attributable to equity holders of the Business in each accounting period. It might occasionally be waived or adjusted if the Board of Directors considers that there are conditions creating the maximum benefit to the shareholders, such as reserves for debt, or funding for business expansion, or serving any needs during the market changes causing adverse impact to the Business's cash flow in the future. However, in the case of necessity or if there is material change to the financial status, conditions of business operation, industry or any other necessary changes, the Tender Offeror may change the Business' dividend payment policy correspondingly to the future operation and financial status, the business expansion plan, the liquidity level, necessity and other propriety in the future

2.3 Related Party Transactions

Currently, the Business has set out policies and procedures regarding approval of related party transactions in compliance with the rules and regulations stipulated by the SET and the SEC to prevent any conflict of interests arising from the related party transactions between the Business, its subsidiaries, associated companies and/or any persons who may have potential conflict.

During the period of 12 months after the end of the Offer Period, the Tender Offeror and persons under Section 258 under the SEC Act of the Tender Offeror has no plan to make any material changes to the current policy on related party transactions of the Business. Nevertheless, if the Tender Offeror and persons under Section 258 under the SEC Act of the Tender Offeror enters/will enter into related party transactions with the Business, both at present or in the future, the Tender Offeror and the Business shall proceed with procedures in compliance with normal business conditions and / or in accordance with the financial status of the Tender Offeror and the Business by considering the necessity and reasonableness of the transaction. Also, the Tender Offeror will proceed in accordance with relevant laws, rules and / or regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, and the Capital Market Supervisory Board regarding connected transactions in which a careful consideration will be applied in order to ensure that all current and future related parties transactions will have similar conditions as those transactions with other outside parties (Arm's Length Transaction). In addition, transactions between the Business and its subsidiaries, associated companies, related companies, or any shareholders shall not have any special condition or benefit other than in compliance with the regulations of the Stock Exchange of Thailand and to ensure that all related transactions shall be made with the same criteria as the transaction with any other third parties.

At present, the Tender Offeror is constantly seeking investment opportunities in large-sized power projects, both domestically and internationally, to achieve the power generation target of 10,000 MW by 2025, where of several projects are in the process of consideration of investments but haven't been finalized yet. In which after the completion of the Tender Offer, the Tender Offeror will continue to invest aiming to expand its power generation capacity subject to a suitable opportunity and the consideration of the Tender Offeror's management and/or the Board of Directors. This may include a small power plant project where the Tender Offeror has commenced a feasibility study and a detailed examination of the business (Due Diligence) prior to signing of the Share Subscription Agreement for the newly issued ordinary shares and the Share Purchase Agreements of ordinary shares of the Business from 34 existing shareholders of the Business on 28 October 2021, after which the Tender Offeror has made the payment for shares of the Business and received the transfer of ownership of the newly issued ordinary shares

and the existing ordinary shares from the existing shareholders on 13 December 2021. As a result, the Tender Offeror is obliged to make this tender offer for all securities of the Business.

In addition, the Business has been continuously seeking investment opportunities in power generating projects both domestically and in the ASEAN region that are suitable for the potential of the business, including the opportunity to expand its investment in the power generation business in some projects and are in the process of consideration by the Business but haven't been finalized yet. However, within 12 months after the completion of the Tender Offer, the Business will continue to develop its business to enable the expansion of its electricity generating capacity through investments in other projects both domestically and in the ASEAN region as subject to a suitable opportunity and the consideration of the Business's management and/or the Board of Directors. This will only be considered given that there will be no conflict arise and in accordance to the Anti-Conflict of Interest Policy as stated above.

In the future, within 12 months after the completion of the Tender Offer, the Tender Offeror and the Business may undertake restructuring of the business group and/or manage investments or operations in certain projects or assets, as appropriate, taking into account the best interests of the Business and its shareholders. This will depend on the consideration of the management and/or the Board of Directors of the Business excluding stakeholders in the transaction and must comply with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 dated 19 November 2003 (as amended) ("**Notification on Connected Transactions**") as well.

Part 4

Additional Details of the Tender Offer

1. Procedures for Acceptance of the Tender Offer

For the acceptance of the tender offer, the Offeree who intends to tender their ordinary shares of Sahacogen (Chonburi) Public Company Limited must comply with the following procedures:

- 1.1. Read the "Procedure to Accept the Tender Offer of the Securities" as per the Attachment A-1 for Ordinary Shares and Attachment C-1 for NVDR in its entirety. Complete the "Acceptance Form for a Tender Offer to Purchase Securities of Sahacogen (Chonburi) Public Company Limited" as per Attachment A-2 for Ordinary Shares or the "Acceptance Form for a Tender Offer to Purchase Securities – NVDR of Sahacogen (Chonburi) Public Company Limited" as per Attachment C-2 for NVDR (the "Tender Offer Acceptance Form") completely and accurately along with the Offeree's signature.

1.2. Enclose the following documents:

- (1) In the case that the Ordinary Shares are in certificate form,

The securities certificate(s) must be endorsed with the signature of the Offeree in the column headed "signature of the transferor" on the back of each securities certificate(s) (The Tender Offer Agent will accept only the certificate(s) whose name appears the same as the Offeree or the securities holders whose name appears on the certificates combined with all completed, supporting documents for the transfer of the Offeree only). Submit the endorsed securities certificate(s) with 2 copies of duly signed documents per Clause 1.2 (4) to Clause (5) of part 4, as the case may be, stated below (in the case of a certified copy of the Identification Card, please also attach House Registration with the page presenting the address and the name of the Offeree). **In the case the securities are in certificate form(s), the Offeree must submit the document per 1.1 Clause at least 2 business days prior to the last date of Tender Offer acceptance period** as the Tender Offer Agent will take such certificate(s) for verification by, and depositing with, the Thailand Securities Depository Company Limited ("TSD"), which acts as the securities registrar. If the certificate(s) is rejected for deposit by the TSD, the Tender Offer Agent will contact the Offeree to reclaim their certificate(s).

In the case that the ordinary share certificate(s) are lost, the Offeree will contact TSD to issue new ordinary share certificate(s) and tender those newly issued certificate(s) to the Tender Offer Agent. However, it takes approximately 2 weeks to issue new certificate(s). Hence, the Offeree is advised to contact TSD to issue new certificate(s) at least 2 weeks prior to the last day of the Tender Offer Period

- In the case where the suffix, the name, or the last name of the Offeree as appearing in the certificate(s) does not match the Identification Card or Civil Servant Identification Card or State Enterprise Employee Card, as the case may be, please complete the “**Amendment of Securities Holder Information Form**” issued by the TSD (as per Attachment D) and attach the official documents of such amendment and certified true copy. The new information must match with the information as appearing on the Identification Card, Civil Servant Identification Card or State Enterprise Employee Card as the case may be.
- In the case of an inheritance trustee, the certified copy of the court order appointing the trustee and a certificate showing that the case is final that is not more than 1 year from the acceptance of the tender offer, certified copy of death certificate, certified copy of identification card or other identification documents of the trustee, the House Registration of the trustee that is certified and endorsed at the back of the securities by the trustee are required.
- In the case of minors, parents (father and mother) must endorse at the back of the securities and attach the certified copy of the parents’ Identification Cards or other identification document and the certified copy of House Registration of the parents and minor.

Remarks: The Tender Offer Acceptance Form will be completed only if the certificate(s) of securities are certified and deposited by the TSD. In the case of rejection by TSD, payment will not be made, and the Offeree will be notified to collect the ordinary share certificate from the Tender Offer Agent one business day following the notification by the Tender Offer Agent.

- (2) In the case that the securities are deposited with TSD in scripless,
- the Offeree must contact his/her broker that the securities to be tendered are deposited along with 1 copy of the duly signed documents per Clause 1.2 (4) to Clause (5) of part 4, as the case may be, to inform the Offeree’s intention to tender his/her securities, and ask such broker to transfer to the following account;

- For Thai shareholders (Local Securities)

“SCB Securities Company Limited for Tender Offer”

Account number: 023-000000013-7

- For foreign shareholders (Foreign Securities)

“SCB Securities Company Limited for Tender Offer”

Account number: 023-000000013-7

The Offeree who wishes to sell his/her securities shall submit the Tender Offer Acceptance Form with related documents to the securities firm with which that he/she has a brokerage account.

Such securities firm will gather all documents and subsequently send them to the Tender Offer Agent.

(3) In the case of NVDR

the Offeree shall contact the securities company which NVDR to be tendered is deposited with, along with a copy of Required Document(s) as specified in 1.2 (4) to (5) Part 4 or as the case may be to submit the NVDR Transfer Receipt or evidence of NVDR Transfer for the NVDR to be tendered that is deposited with TSD to be transfer to "SCB Securities Co., Ltd for Tender Offer" account number of 023-00000013-7. The Tender Offer Agent cordially request for the NVDR Offeree's coordination to submit the Tender Offer Acceptance Form as per Clause 1.1 of part 4 at least 2 business days prior to the last day of the Tender Offer Period due to the required procedure that the Tender Offer Agent will have to transfer the NVDR securities with Thai NVDR Company Limited in order to proceed with the tender offer process.

(4) Required Document(s) Needed in Case the Offeree is;

(1) In the case of individual

Thai Individual

A certified copy of the valid Identification Card and in case of a certified copy of a lifetime Identification Card or a valid Civil Servant Identification Card/State Enterprise Employee Card with the 13-digit national identification number , a certified copy of the House Registration with the page the Offeree's name appears on the copy or any official document is required. (In the case of minors, the parents' consent (father and mother) is required along with the certified copy of the valid Identification Card or other identification documents of the parents and a certified copy of the House Registration with the page the names of the parents and minor appears on the copy, certified by a parent)

Foreign Individual

A certified copy of a valid Alien Certificate or Passport is required.

(2) In the case of a Juristic Person

Thai Juristic Person

A copy of the most updated company affidavit issued by the Ministry of Commerce issued not more than 6 months prior to the last date of the Tender Offer Period and a copy of a VAT certificates (Phor.Por.20 except in the case that the Offeree is not a VAT registered juristic person based on the revenue code, certified by an authorized signatory(ies) of the juristic person and with the company's seal affixed (if any) are required); and

A certified copy of the valid Identification Card and in case of a certified copy of a lifetime Identification Card or a valid Civil Servant Identification Card/State Enterprise Employee Card with the 13-digit national identification number, a certified copy of the House Registration with the page the Offeree's name appears on the copy or any official document is required. In the case of a foreign authorized person; a certified copy of valid Alien Certificate or Passport of the person who certified the aforementioned documents is required.

Foreign Juristic Person

A certified copy of the certificate of incorporation and the affidavit issued by an authorized officer of the juristic person or regulatory body of the country where the juristic person is domiciled, which certifies the name of the juristic person, the person authorized to bind the juristic person, head office location, and any condition to the power of such authorization to bind the juristic person that is not more than 12 months prior to the last day of the Tender Offer Period and a copy of a VAT certificates (Phor.Por.20), except in the case that the Offeree is not a VAT registered juristic person based on the revenue code, all certified by authorized person(s) and stamped with the corporate seal (if any) is required; and

A certified copy of valid Alien Certificate or Passport of the authorized person(s) who certified the aforementioned document(s) is required.

All of the aforementioned certified documents must be certified by a Notary Public or by any other agency with authority in a country where such documents were prepared or certified and then have the signature and seal of the officer of the Notary Public or other agency authenticated by an official of the Royal Thai Embassy or of the Thai Consulate in a country where such documents were prepared or certified, and issued not more than 12 months prior to the last date of the Tender Offer Period.

In the case the Offeree is a foreign juristic person whose business is not carried on in Thailand and resides in a country which has no double tax treaty agreement with Thailand or in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on the capital gains realized from the sale of securities in Thailand.

The Offeree is required to declare the cost basis for the securities for withholding tax purposes by completing and submitting a "Confirmation of Securities Cost Form" ("Cost Declaration Form") as per Attachment A-3 for the securities (Ordinary Shares) or Attachment C-3 for NVDR as the case may be and with the securities that declare such costs for the withholding tax.

If the Offeree fails to declare the cost basis or fails to submit proper evidence of the cost basis along with the Cost Declaration Form or tendered NVDR, as the case may be, the 15% withholding tax will be calculated based on the offered price multiplied by the number of tendered securities of the Business or tendered NVDR in its entirety.

(5) Offeree Who Cannot Submit the Tender Offer Acceptance Form by Him / Herself

Please attach a "Power of Attorney" appointing the authorized representative as stated in Attachment A-4 for securities or Attachment C-4 for NVDR with duty stamp affixed and certified copy of identification documents as elaborated in Clause 1.2 of part 4 of the securities holder and the authorized representative, as the case may be.

However, in the case of processing through a securities company of which has the Offeree's scrippless shares, the Offeree does not need to attach the Power of Attorney as per Attachment 1, Form A-4 for securities. or Attachment 3 Form C-4 for NVDR.

In the case the power of attorney is given to a Custodian to exercise the Offeree's right on his / her behalf, the Power of Attorney document of the Custodian is required whereby the document as aforementioned in Clause 1.1 and 1.2 of Part 4 will be signify by the Custodian along with the document specifying the authorized person of such Custodian and certified copy of identification documents as elaborated in Clause 1.2(4) of part 4 of such authorized person.

(6) Other Documents, Which the Tender Offer Agent Will Notify

In the case of questions regarding the Tender Offer Acceptance Procedure, please contact

SCB Securities Company Limited

21st Floor, 19 SCB Park Plaza 3 (Plaza East)

Ratchadapisek Road, Jatujak, Bangkok 10900

Telephone: 0-2949-1999 every business day from 8.30 a.m. to 5.30 p.m.

1.3. Submission of the Tender Offer Acceptance Form

(1) In the case that ordinary shares are in certificate(s) form:

The Offeree shall submit 2 copies of a completed Tender Offer Acceptance Form, as the case may be as stipulated in Clause 1.1 of part 4, which is completed along with the relevant supporting documents as aforementioned in Clause 1.2 of part 4 from 9.00 am to 4.00 pm from 24 December 2021 to 31 January 2022 on every business day of the Tender Offer Agent. The Tender Offer Agent asks the Offeree to submit the Tender Offer Acceptance Form as per Clause 1.1 of part 4 and all supporting documents as per clause 1.2 of part 4 at the office of the Tender Offer Agent at least 2 business days prior to the last date of the Tender Offer Period unless there is any

extension of the Tender Offer Period to be announced by the Offerors as the Tender Offer Agent must bring the certificate(s) to the TSD who is the securities registrar for verification and depository. In the case of any certificates being rejected by TSD, the Offeree will be notified to retrieve the securities certificate from the Tender Offer Agent at the following address:

SCB Securities Company Limited
21st Floor, 19 SCB Park Plaza 3 (Plaza East)
Ratchadapisek Road, Jatujak, Bangkok 10900
Telephone: 0-2949-1999

The Tender Offer Agent will use its best effort to submit the securities certificates to the TSD for verification as soon as possible. Nonetheless, if the transfer of ownership of the securities certificate cannot be completed within the period before the submission of a report of the result of the Tender Offer, the tender of such securities will be revoked as such failure of the transfer of ownership will be deemed to have been caused by the Offeree.

*****The Tender Offer Agent will not accept any documents submitted by mail*****

- (2) In the case that securities are in scripless form:

In the case the Offeree has his / her securities deposited with the TSD through his/her account opened with any Broker, the Offeree must contact his/her broker that the securities to be tendered is deposited to collect the Tender Offer Acceptance Form as specify in Clause 1.1 of part 4 along with the supporting documents as specified under Clause 1.2 of part 4 to the Tender Offer Agent at the address specified in Clause 1.3 (1) of part 4. The Offeree may submit the Tender Offer Acceptance Form along with all relevant supporting documents to his / her broker at the date and time each broker has indicated so that such broker can submit all documents to the Tender Offer Agent within the tender offer period.

- (3) In the case of NVDR

In the case of NVDR, the Offeree shall comply with the procedure of Tender Offer Acceptance for NVDR as per Attachment C-1. The Tender Offer Agent cordially ask for the Offeree's coordination to bring the Tender Offer Acceptance Form as per Clause 1.1 of part 4 along with the supporting documents as per Clause 1.2 of part 4 at least 2 business days prior to the last day of the Tender Offer Period due to the required procedure that the Tender Offer Agent will have to transfer the securities and NVDR with Thai NVDR Company Limited in order to proceed with the tender offer process.

However, in the case of processing through a securities company as aforementioned, the Offeree does not need to attach the Power of Attorney as per Attachment 1 Form A-4 for securities or Attachment 3 Form C-4 for NVDR.

1.4. In the case the tendered securities are under pledged or any other encumbrances

The Offeree must take action to release the pledged or any other encumbrances before accepting this Tender Offer.

1.5. In the case the Offeree does not comply with Tender Offer Acceptance Procedure or does not complete the aforementioned certified documents required

Tender Offer Agent reserves the right to revise the Tender Offer Acceptance Procedure as set out in this documents as appropriate in case there is any difficulties, impediments or restriction during the procedures in order to fairly facilitate the Offeree.

2. Procedures for the Purchase of Securities

All tendered securities will be purchased except in the case of a Tender Offer cancellation as specified in Clause 9 of part 1.

3. Settlement and Payment Procedures

SCB Securities Company Limited as the Tender Offer Agent, will make payment to the Offeree, who does not cancel their acceptance of Tender Offer within the permitted period, on the 2nd business day following the last day of the Tender Offer Period (the "**Settlement Date**"), which is on 2 February 2022 or on the 2nd business day following the last day of the extended Tender Offer Period in case of an extension of the Tender Offer Period by way of Automatic Transfer System (ATS) through The Siam Commercial Bank Public Company Limited ("**SCB**"), Bangkok Bank Public Company Limited ("**BBL**"), Kasikon Bank Public Company Limited ("**KBANK**"), Krungthai Bank Public Company Limited ("**KTB**"), TMB Thanachart Bank Public Company Limited ("**TTB**"), Bank of Ayudhya Public Company Limited ("**BAY**"), and United Overseas Bank (Thai) Public Company Limited ("**UOB**") or by cheque issued by The Siam Commercial Bank Public Company Limited in case of the 2nd business day following the last day of the extended Tender Offer Period in case of an extension of the Tender Offer Period. The details of payment procedures are as follows:

3.1. Automatic transfer to an account with the bank

The account must be a savings or current account opened with The Siam Commercial Bank Public Company Limited ("**SCB**"), Bangkok Bank Public Company Limited ("**BBL**"), Kasikon Bank Public Company Limited ("**KBANK**"), Krungthai Bank Public Company Limited ("**KTB**"), TMB Thanachart Bank Public Company Limited ("**TTB**"), Bank of Ayudhya Public Company Limited ("**BAY**"), and United

Overseas Bank (Thai) Public Company Limited (“UOB”). The name of the account holder must be the same as that of the Offeree stated in the Tender Offer Acceptance Form. The amount will be available in the account by 2.00 p.m. on the Settlement Date. In the case the Tender Offer Agent cannot transfer the payment to the Offeree’s account due to any reason, the Tender Offer Agent reserves the right to make payment by cheque issued by The Siam Commercial Bank Public Company Limited (“SCB”) in which the Tender Offer Agent will arrange the delivery of cheque via registered mail as detailed in Clause 3.2 of part 4

If the Offeree chooses to receive payment by automatic transfer through The Siam Commercial Bank Public Company Limited, the Offeree must provide either a certified copy of the first page of the savings deposit passbook which shows the account name or account number or a certified copy of the current account statement.

3.2. The Offeree collects the cheque issued by The Siam Commercial Bank Public Company Limited from the Tender Offer Agent

The Tender Offer Agent shall make the payment by cheque issued by The Siam Commercial Bank Public Company Limited, to Offeree’s account only. In case the Offeree resides in rural areas, it may take time to cash the check as per each banks’ procedures. The Offeree may select the cheque collection by one of the following two methods:

- (1) In the case the Offeree chooses to collect the cheque in person

The Offeree can collect the cheque at the office of Tender Offer Agent on 2 February 2022 from 11.00 a.m. to 4.30 p.m. or on the 2nd business day following the last day of the extended Tender Offer Period in case of an extension of the Tender Offer Period onward (business days only) at the address mentioned in Clause 1.3(1) of part 4.

In the case the Offeree sends a representative to collect the cheque, the representative must present a Power of Attorney with duty stamp affixed along with accompanying documents as stated in Clause 1.2 (5) of part 4.

If the Offeree fails to collect the cheque within 14 business days, counting from payment date, the Tender Offer Agent will deliver the cheque by registered mail to the address indicated in the Tender Offer Acceptance Form on the following business day.

- (2) In the case the Offeree chooses to receive the cheque by registered mail at the address specified in the Tender Acceptance Form

The Tender Offer Agent will deliver the cheque to the Offeree’s address as indicated in the Tender Offer Acceptance Form by registered mail on 2 February 2022 or on the 2nd business day following the last day of the extended Tender Offer Period in case that Tender Offer Period is extended.

The Offeree may receive the cheque later than the 2nd business day from the Settlement Date or date of the registered mail.

The Tender Offer Agent will issue a cheque from The Siam Commercial Bank Public Company Limited, Ratchayothin Branch. In the case the Offeree resides in rural areas, it may take time to cash the cheque as per each banks' procedures.

In any case where the Tender Offer Agent has proceeded with the delivery of cheque by registered mail to the Offeree at the address specified in the Tender Offer Acceptance Form, it will be considered that the Offeree has received such payment and the Offeree may not claim any interest or damages from the Tender Offer Agent.

Remark: In the case of a securities certificate, the Tender Offer Agent will make payment to the Offeree on the condition that the securities certificate has been verified and accepted for deposit by TSD. In the case of rejection by TSD, payment will not be made and the Offeree will be notified to retrieve the securities certificate from the Tender Offer Agent at the address specified in Clause 1.3(1) of part 4 on the next business day post notification from the Tender Offer Agent. In this case, the tender offer of such securities shall be revoked.

4. Rights of Securities Holders Who Confirmed Their Tender Offer

The Offerors will make payment to the Offerees through the Tender Offer Agent for all securities tendered according to the payment date and payment procedure in Clause 3.

4.1 In the case of reduction of the tender offer price upon the occurrence of any event as outlined in Clause 8 of part 1, the Tender Offerors will pay the decreased price to all Offerees.

4.2 In the event of an increased offer price, the Offerors will pay the increased price to all Offerees.

5. Cancellation of the Tender Offer

The Offeree may cancel their acceptance of the tender offer at the Tender Offer Agent's office as specified in Clause 1.3 (1) of part 4 from 9.00 a.m. to 4.00 p.m. on every business day from 24 December 2022 to 24 January 2022, totaling 20 business days and/or including the period that may be extended. The cancellation procedures are as follows:

5.1 Complete and sign the "Tender Offer Cancellation Form of Sahacogen (Chonburi) Public Company Limited" (the "Tender Offer Cancellation Form") as enclosed in Attachment 2 Form B-2 for Ordinary Shares and the Warrants along with the signature of the Offeree.

5.2 Enclose the evidence upon receipt of securities certificate or receipt of transfer of scripless securities or receipt of NVDR transfer and Tender Offer Acceptance Form.

5.3 Attached the supporting documents for the cancellation as follows:

- (1) In the case the Offeree who wish to cancel is an individual

Thai Individual

A certified copy of the valid Identification Card and in case of a certified copy of a lifetime Identification Card or a valid Civil Servant Identification Card/State Enterprise Employee Card with the 13-digit national identification number , a certified copy of the House Registration with the page the Offeree's name appears on the copy or any official document is required. (In the case of minor, the parents' consent (father and mother) is required along with the certified copy of the valid Identification Card of the parents and a certified copy of the House Registration with the page the names of the parents and minor appears on the copy, certified by a parent)

Foreign Individual

A certified copy of a valid Alien Certificate or Passport is required.

- (2) In the case the Offeree who wishes to cancel is a juristic person

Thai Juristic Person. A copy of the most updated company affidavit issued by the Ministry of Commerce issued not more than 6 months prior to the last date of the Tender Offer Period, certified by an authorized signatory(ies) of the juristic person and with the company's seal affixed (if any) are required and A certified copy of the valid Identification Card and in case of a certified copy of a lifetime Identification Card or a valid Civil Servant Identification Card/State Enterprise Employee Card with the 13-digit national identification number , a certified copy of the House Registration with the page the Offeree's name appears on the copy or any official document is required. In the case of a foreign authorized person; a certified copy of Alien Certificate or Passport of the person who certified the aforementioned documents is required.

Foreign Juristic Person

Foreign Juristic Person Incorporated in Thailand. A certified copy of the certificate of incorporation and the affidavit issued by an authorized officer of the juristic person or regulatory body of the country where the juristic person is domicile, which certifies the name of the juristic person, the person authorized to bind the juristic person, head office location, and any condition to the power of such authorization to bind the juristic person that is not more than 12 months prior to the last day of the Tender Offer Period, all certified by authorized person(s) is required and a certified copy of a valid Alien Certificate or Passport of the authorized person(s) who certified the aforementioned document(s) is required.

Foreign Juristic Person Incorporated Outside Thailand. All of the aforementioned certified documents must be certified by a Notary Public or by any other agency with authority in a

country where such documents were prepared or certified and then have the signature and seal of officer of the Notary Public or other agency authenticated by an official of the Royal Thai Embassy or of the Thai Consulate in a country where such documents were prepared or certified, issued not more than 12 months prior to the last date of the Tender Offer Period.

- 5.4 In the case that the Offeree is represented by an authorized representative, a "Power of Attorney" appointing the authorized person as stated in Attachment B-3 affixed with stamp duty and the certified copy of identification documents as per Clause 5.3, as the case may be, of personal authorizing and the authorized person.

In the case the power of attorney is granted to the Custodian to exercise the Offeree's right, a copy of "Power of Attorney" appointing the Custodian must be attached whereby the documents stipulated in Clause 5 must be signed by the Custodian along with the Custodian's document specifying the authorized person with the identification document as mentioned in Clause 5.3 of such authorized person.

- 5.5 Submit a completed "Tender Offer Cancellation Form" together with the required documents as mentioned earlier at the Office of the Tender Offer Agent specified in Clause 1.3 (1) of part 4

- 5.6 When the Tender Offer Agent receives the Tender Offer Cancellation Form and other necessary documents as previously mentioned that are submitted within the cancellation period, the Tender Offer Agent will proceed as follows:

- Return of securities certificate: The Tender Offer Agent will return the securities certificates to the Offeree or its authorized person on the next business day following the submission date. The Offeree or its representative can contact the Tender Offer Agent per address specified in Clause 1.3 (1) of part 4 to retrieve the securities certificate.
- Return of scripless securities: The Offeree is required to pay a fee transfer of 100 baht per transaction. The Tender Offer Agent will transfer the securities through TSD to the Offeree's broker account as specified in the Tender Offer Cancellation Form on the next business day following the submission date.

Remark: The Offeree making a cancellation shall receive securities only in the form in which such securities are tendered, and cannot request to change the form for all securities. The Offeree who expresses his / her intention to tender NVDR will receive his / her tendered NVDR through TSD.

6. Procedures of Returning the Securities to the Offerees in the Case That Tender Offer Process Has Been Canceled

If the Tender Offer is canceled due to conditions specified in Clause 9 of part 1, the Tender Offeror will send the letter notifying the cancellation of the Tender Offer to the securities holders of the Business,

whose names appear on the most recent securities holder register, on the next business day after the end of the last business day that the SEC has not objected the Tender Offeror's cancellation (The SEC can object the cancellation within 3 business days following SEC receives the Tender Offeror's notice). Afterward, the Tender Offer Agent will proceed as follows:

6.1 In the case of a securities certificate:

In event of cancellation of the Tender Offer during the first 20 days of tender offer period, The Tender Offer Agent will return the securities certificates to the Offeree and the Offeree can collect the securities certificate at the Tender Offer Agent's office as specified in Clause 1.3 (1) of part 4 on the next business day following the Offerors announces the cancellation of the Tender Offer.

In event of cancellation of the Tender Offer after the first 20 days of tender offer period, The Tender Offer Agent will return the securities certificates to the Offeree through mail to the address indicated in the Tender Offer Acceptance Form within 45 days, counting from the cancellation date.

In this regard, for the request for the securities certificates to be returned, the Offeree must follow the procedures prescribed by the Tender Offer Agent. The Offeree must sign the securities withdrawal form of TSD and attach identity documents In order for the Tender Offer Agent to withdraw the securities certificates in accordance with the TSD's regulations. The Offeree must be responsible for all the expenses incurred in relation to the return of securities in certificate form.

6.2 In the case of scripless securities and NVDR:

The Tender Offer Agent will transfer the securities through TSD system to the Offeree's broker account as specified in the Tender Acceptance Form within the next business day following the Offerors announces the cancellation of the Tender Offer.

Remarks: The Offeree making a cancellation shall receive securities only in the form in which such securities are tendered and cannot request to change the form for all securities.

7. Determination of the Tender Offer Price

7.1. Methods of the offer price determination

The Offer Price for ordinary shares of the Business of THB 5.75 (Five point seven five Baht) per share is the same price as the purchase price under the Share Purchase Transaction and the subscription price under the Share Subscription Transaction, with the fair value of the Business determined based on the discounted cash flow approach, whereby the operating results, future business plans and other relevant factors have been considered.

7.2. Highest Price the Tender Offerors or other related parties under 258 acquire shares of the Business 90 days before Tender offer application submitted to SEC

The Offer Price for ordinary shares of the Business of THB 5.75 (Five point seven five Baht) per share is the highest offer price acquired by the Tender Offeror or the persons prescribed under Section 258 during the period of 90 days prior to the date of submission of the Tender Offer to the SEC. The Offer Price is in accordance to the purchase price under the Share Purchase Transaction and the subscription price under the Share Subscription Transaction in which the Tender Offeror has acquired shares of the Business for the total amount of 593,484,783 shares, equivalent to 51 percent of the total issued shares of the Business, acquired on 13 December 2021.

8. Securities acquired before the Tender Offer

-Not applicable-

Part 5

Information Certification

We hereby certify that

- (1) We intend to conduct this Tender Offer
- (2) The Offer Price in this Tender Offer is in accordance with the provision of the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554
- (3) We intend to comply with the plan which we have specified in this Tender Offer.
- (4) Information contained in this Tender Offer is correct and accurate and that there is no information contained herein that may mislead other persons in any material aspects and there is no concealment of material information *which should have been notified*.

Ratch Group Public Company Limited

- Miss Choosri Kietkajornkul -

(Miss Choosri Kietkajornkul)

Chief Executive Officer

The Tender Offeror

We as the Tender Offer Preparer of this Tender Offer have complied with requirements set out in the Notification of the SEC re: approval for financial advisors and a scope of work and hereby certify that:

- (1) We have reviewed and considered that the information of the Tender Offeror disclosed in the Tender Offer and believed that the information of the Tender Offeror disclosed in this Tender Offer is accurate and complete, and there is no information that may mislead other persons in any material aspects and there is no concealment of material information which should have been notified.
- (2) We have reviewed the financial evidence and consider that the Tender Offeror can actually perform the obligations under the above Tender Offer;
- (3) We have reviewed the policies and plans of the Business as stated in Section 2 of Part 3 regarding Information of the Business and consider that:
 - (a) The Tender Offeror can comply with the abovementioned policies and plans of the Business;
 - (b) The assumptions used for setting out of the policies and plans of business operation have been prepared reasonably; and
 - (c) The effects and risks which may impact the Business or the securities holders are clearly and sufficiently explained;
- (4) We have examined evidence on the acquisition of securities of the Business by the Tender Offeror or the persons prescribed under Section 258 during 90 days before the date of submission of the Tender Offer and the Offer Price, and have no doubt on the consistency of the Offer Price with the regulation under the Capital Market Supervisory Board No. TorChor. 12/2554; and
- (5) We have carefully and prudently studied and reviewed the completeness and accuracy of the information contained in this Tender Offer and view that the information is complete and correct and that there is no information contained herein that may mislead other persons in material aspects and there is no concealment of material information which should have been notified.

The Siam Commercial Bank Public Company Limited

- Mrs. Darin Kanjana -

(Mrs. Darin Kanjana)

Division Head, Investment Banking Function

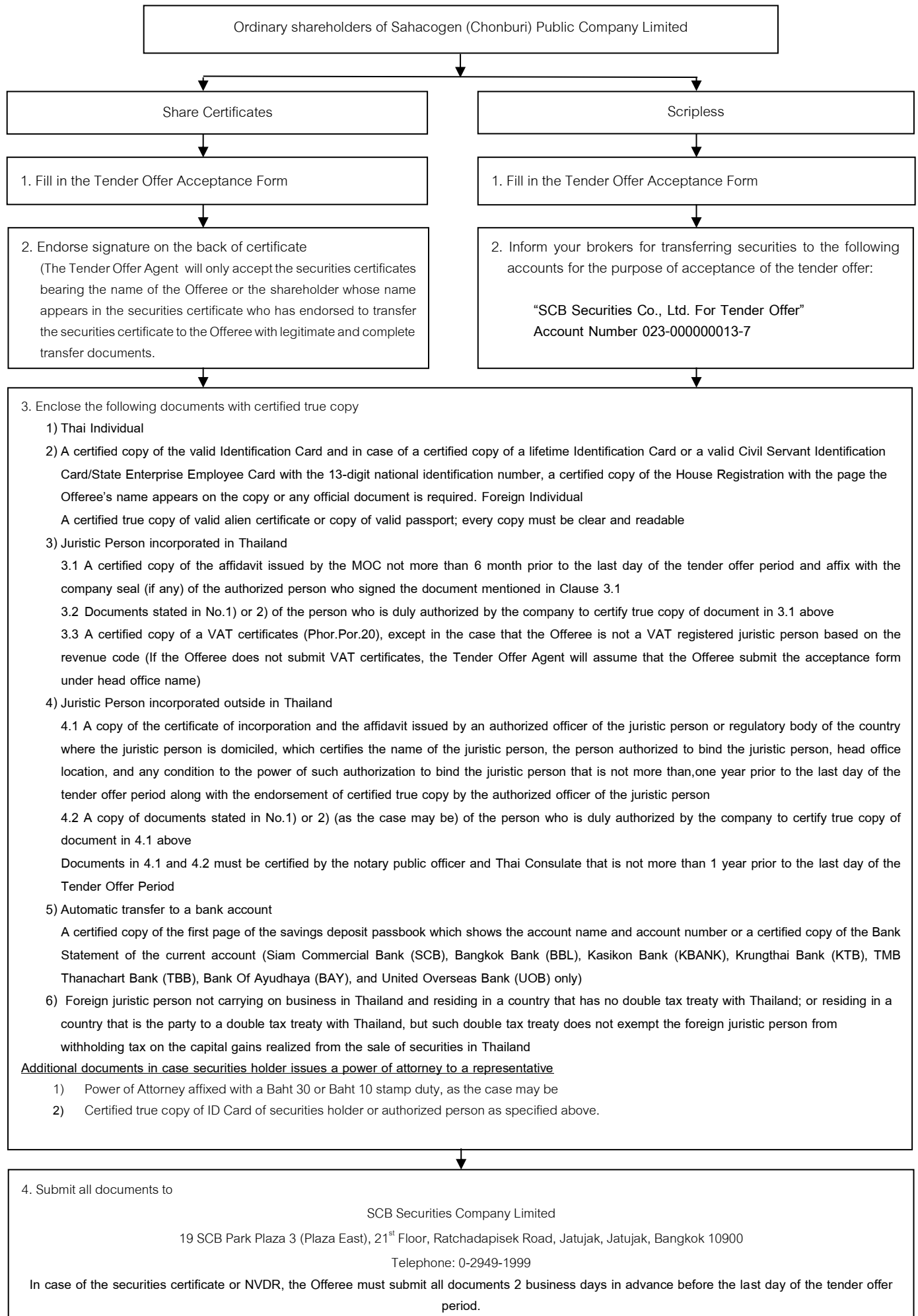
Tender Offer Preparer

Attachment 1

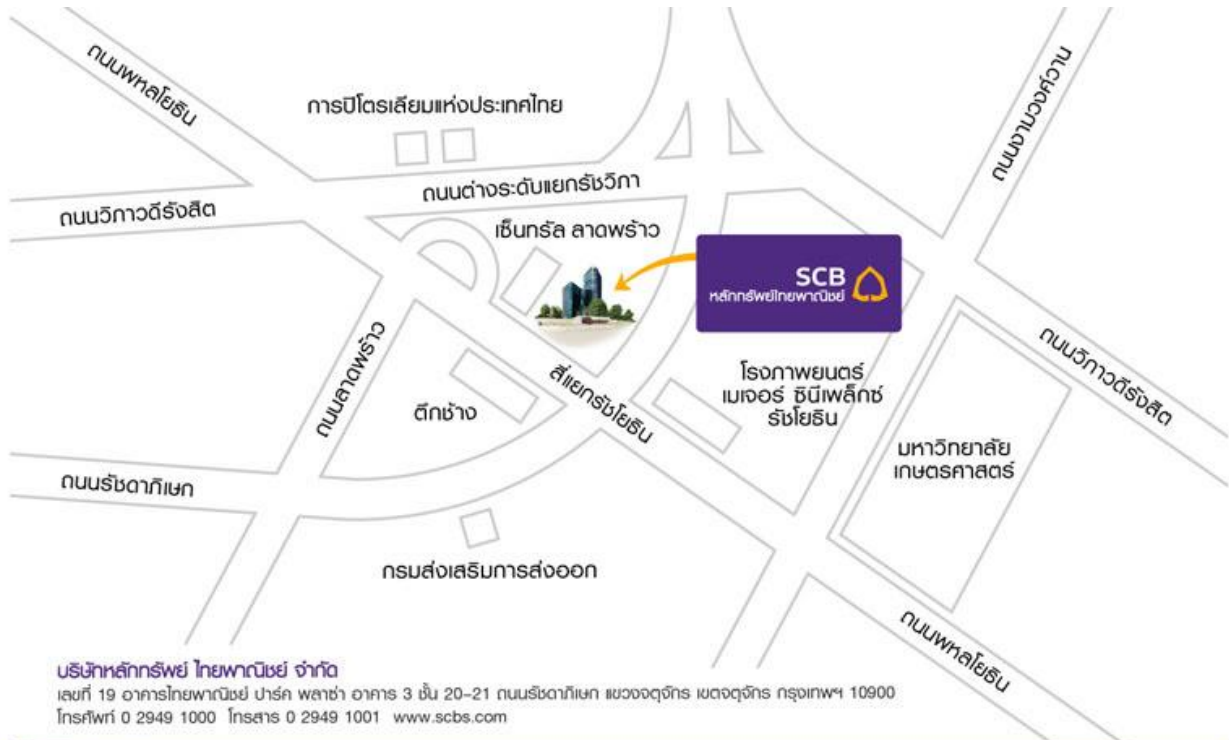
Tender Offer Acceptance Procedures and Forms

Form A-1	Tender Offer Acceptance Procedure of the Ordinary Shares of Sahacogen (Chonburi) Public Company Limited
Form A-2	Tender Offer Acceptance Form of the Ordinary Shares of Sahacogen (Chonburi) Public Company Limited
Form A-3	Form for Confirmation of Cost of Tendered Shares (Only for foreign juristic person not operating business in Thailand)
Form A-4	Power of Attorney (For the Tender Offer Acceptance) of the Ordinary Shares of Sahacogen (Chonburi) Public Company Limited

Tender Offer Acceptance Procedures



Map to SCB Securities Company Limited



แผนที่ตั้งสำนักงานใหม่

บริษัทหลักทรัพย์ ไทยพาณิชย์ จำกัด

**ACCEPTANCE FORM FOR A TENDER OFFER TO PURCHASE SECURITIES OF
Sahacogen (Chonburi) Public Company Limited**

Date Receipt No.
 To Offerors and SCB Securities Company Limited "Tender Offer Agent"
 I/We (Mr./ Mrs./ Miss/ Company) Nationality.....
 Address
 Postal code Tel. no. Fax no.

Type of Seller	
<input type="checkbox"/> Thai Individual	Identification Card/ Civil Servant Identification/ State Enterprise Employee Identification No.
<input type="checkbox"/> Foreign Individual	Alien Certificate/ Passport No.
<input type="checkbox"/> Thai Juristic Person	Company Registration No VAT Certificate (Phor.Por.20 form) <input type="checkbox"/> Yes Certificate No..... <input type="checkbox"/> No
<input type="checkbox"/> Foreign Juristic Person Operating Business in Thailand	Incorporate document No. VAT Certificate (Phor.Por.20 form) <input type="checkbox"/> Yes Certificate No..... <input type="checkbox"/> No
<input type="checkbox"/> Foreign Juristic Person not Operating Business in Thailand	Incorporate document No.

hereby accept to sell
ordinary shares of Sahacogen (Chonburi) Public Company Limited at the price of Baht 5.75 (Five point seven five Baht) per share and the net price after commission fee of 0.25 percent of the offering price and VAT (7% of commission fee) will equal to Baht 5.734619 (Five point seven three four six one nine Baht) per share or a total value of Baht (.....)

<input type="checkbox"/> Ordinary share certificate		<input type="checkbox"/> Securities transfer through TSD			Number of securities
Name of securities holder	Securities certificate No.	Transfer from broker no. (Participant No.)	Transfer slip No.	Transfer date	
Total					

Payment Method

- Collect payment cheque in person at SCB Securities Company Limited From 2 February 2022 during 11:00 a.m. to 4:30 p.m.
- Please send payment cheque to the above address by registered mail
- Transfer to Branch..... Account No.

--	--	--	--	--	--	--	--	--	--

 (The account name must be the same as the Offeree name, please attach a certified copy of the first page of saving deposit passbook or current account statement with this form) (Siam Commercial Bank (SCB), Bangkok Bank (BBL), Kasikon Bank (KBANK), Krungthai Bank (KTB), TMB Thanachart Bank (TBB), Bank Of Ayudhaya (BAY), and United Overseas Bank (UOB) only)

I / We hereby appoint SCB Securities Co., Ltd. As my / our proxy to sell, transfer, deliver and arrange the payment procedure and process any other necessary deeds relevant to the terms and conditions stated in the Tender Offer document, and will not revoke the sale of such securities in any circumstance except for the cancellation under the terms and conditions stated in the Tender Offer document.

I/We hereby attached the required document(s) for the selling transaction including endorsing the Securities certificate with the holder's signature and/or the document of share transfer into the account of "SCB SECURITIES CO., LTD. FOR TENDER OFFER" Account No. 023-00000013-7, and certified copy of the identification card and/or certified copy of company affidavit (in case of Juristic person) as per details indicated in the Tender Offer document.

I/We certify, represent and warrants that I am/we are the legal and beneficial owner(s) of all such Securities of Sahacogen (Chonburi) Public Company Limited free from any mortgage or encumbrance of whatever nature, or third party rights ("Encumbrance"); and I/we sell such as beneficial owner(s) there of 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.

I/We hereby have completed the procedure of KYC/CDD from the securities company which I/We deposit the units and have submitted the Acceptance Form of Tender offer to purchase securities, with my/our signature(s) to confirm the completion of KYC/CDD within the period of 2 years, to the securities company that submits the Acceptance document of Tender offer to purchase securities documents on my/our behalf(ves).

In case where the amount of subscription payment equals to Baht 100,000 and above: where the subscriber is not the Beneficial Owner* please specify

In case where the subscriber is a natural person for the subscriber other, please

specify

In case where the subscriber is a juristic person for the subscriber other, please

specify

* Beneficial Owner means a natural person who ultimately owns or controls a customer or a person on whose behalf a transaction is being conducted, including those persons who have ultimate effective control over a juristic person or legal arrangement, according to the relevant Ministerial Regulation prescribing Rules and Procedures for Customer Due Diligence

Signed..... Proxy
 (.....)

Signed..... Seller
 (.....)
 Date



Receipt of Acceptance for Tender Offer Form/ Securities Certificate/ Transfer slip for Tender Offer

Date Receipt No.

SCB Securities Company Limited has received the Tender Offer Acceptance Form with the following documents;

Ordinary Share certificate Transfer slip through TSD Total..... Units

From Mr./ Mrs./ Miss/ Company By way of the following payment method:

- Collect payment cheque in person
- Receive payment cheque by mail to the above address
- Transfer to bank

Signed Recipient
(.....)

For more information, please Tel. 0-2949-1999

SCB Securities Co., Ltd.

Confirmation of Securities Cost Form

(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 is the party to a double tax treaty with Thailand but such double tax treaty does not exempt such foreign juristic person from withholding tax on the capital gain realized from the sale of securities in Thailand.)

Date

To SCB Securities Company Limited (the "Tender Offer Agent")

I/WeNationality.....
 Tax Identification No. (if any)would like to declare the securities cost of Sahacogen (Chonburi) Public Company Limited, which are the securities being offered hereto as follows:

For Tender of: Ordinary Shares

Date	No. of Securities Certificates/ No. of Transfer Slip (Date of Transfer)	Name of Securities holders as appearing in the Registration	No. of Securities	Cost per Share (Baht)
Total				

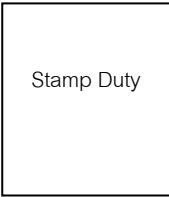
I/We hereby, attached
 totally , as evidence (s) of cost for withholding tax calculation.

I/we hereby certify that the statements given above are accurate.

Signed..... Offeree
 (.....)

Foreign juristic person, who does not carry on business in Thailand and residing in a country that has no double tax treaty with Thailand, or who resides in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on the capital gains realized from the sale of securities in Thailand, has to declare securities cost by submitting the Confirmation of Securities Cost Form attached with the evidence of such cost. If the form is not submitted or proper evidence of the cost basis is not enclosed with the form, the withholding tax will be imposed on the entire proceeds to be received by the Offeree from the sale of securities.

POWER OF ATTORNEY



Made at

Date

I/We Age
..... Nationality Resides
at (address that can be reached by mail)
..... Postal code.....
as the holder of securities of Sahacogen (Chonburi) Public Company Limited as follows:

[] Ordinary shares/NVDR at the amount of shares/units
hereby authorized Age Nationality
Resides at (address that can be reached by mail)
..... Postal code to
act as my/our proxy

[] to submit the acceptance form for Tender Offer to purchase securities of Sahacogen (Chonburi) Public Company Limited,

[] to provide assistance in the cheque collection process,
through SCB Securities Company Limited (the "Tender Offer Agent") and to be authorized to do and execute all such other matter in connection with the aforesaid mentioned on my behalf until its completion.

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

Signed.....Grantor
(.....)

Signed..... Proxy
(.....)

Signed..... Witness
(.....)

Signed..... Witness
(.....)

Remarks (Please attached the following):

- 1. Certified true copies of ID or Certificate of Incorporation of the Grantor and authorized representative are required to be attached herewith
2. Certified true copies of ID or Certificate of the Proxy
3. Affix a Baht 10 stamp duty in case of authorizing the Proxy to sell, transfer and deliver shares and affix Baht 10 stamp duty in case of authorizing the Proxy to assist in the cheque collection, and affix a Baht 30 stamp duty in the case of authorizing the Proxy to provide both assistant

Attachment 2

Tender Offer Cancellation Procedures and Forms

Form B-1	Tender Offer Cancellation Procedures of the Ordinary Shares of Sahacogen (Chonburi) Public Company Limited
Form B-2	Tender Offer Cancellation Form of the Ordinary Shares of Sahacogen (Chonburi) Public Company Limited
Form B-3	Power of Attorney for the Tender Offer Cancellation of the Ordinary Shares of Sahacogen (Chonburi) Public Company Limited

**Tender Offer Cancellation Procedures of
Sahacogen (Chonburi) Public Company Limited**

Ordinary Shareholders or NVDR holder of the ordinary shares of Sahacogen (Chonburi) Public Company Limited

1. Fill in the Tender Offer Cancellation Form and evidence upon receipt of Tender Offer Acceptance Form, receipt of securities certificate or receipt of transfer of scripless securities.

2. Enclose the following documents with certified true copy

1) Thai Individual

2) A certified copy of the valid Identification Card and in case of a certified copy of a lifetime Identification Card or a valid Civil Servant Identification Card/State Enterprise Employee Card with the 13-digit national identification number, a certified copy of the House Registration with the page the Offeree's name appears on the copy or any official document is required. **Foreign Individual**

A certified true copy of valid alien certificate or copy of valid passport; every copy must be clear and readable

3) Juristic Person Incorporated in Thailand

3.1 A certified copy of the affidavit issued by MOC not more than 6 month prior to the last day of the tender offer period and affix the Company's seal (if any)

3.2 A certified copy of documents state in No.1) or 2) of the person who is duly authorized by the company to certify true copy of document in 3.1 above

4) Juristic Person not Incorporated Outside Thailand

4.1 A copy of the certificate of incorporation and the affidavit issued by an authorized officer of the juristic person or regulatory body of the country where the juristic person is domiciled, which certifies the name of the juristic person, the person authorized to bind the juristic person, head office location, and condition to the power of such authorized person to bind the juristic person, issued not more the one year prior to the last day of the Tender Offer Period.

4.2 Documents state in No.1) or 2) of the person who is duly authorized by the company to certify true copy of document in 4.1 above

Documents in 4.1 and 4.2 must be certified by the notary public officer and authenticated by the official of the Royal Thai Embassy or of the Thai Consulate in the country where such documents were prepared or certified, that is issued for not more than 1 year prior to the last day of the Tender Offer period.

Additional documents in case securities holder issues a power of attorney to a representative

1. Original Power of Attorney for Tender Offer Cancellation (affixed with Baht 10 stamp duty)
2. Certified copy of identification documents of the securities holders and authorized representative as specified above

3. Submit all documents to

SCB Securities Company Limited

19 SCB Park Plaza 3 (Plaza East), 21st Floor, Ratchadapisek Road, Jatujak, Bangkok 10900

Telephone: 0-2949-1999

Tender Offer Cancellation Form
Sahacogen (Chonburi) Public Company Limited

Cancellation Form No.
 Date

To The Tender Offerors and SCB Securities Company Limited ("Tender Offer Agent")
 I/We (Mr./Mrs./Ms./Company)
 Address (that can be reached by mail).....
 Postal Code Home Tel. no. Office Tel. no.....hereby cancel the offer to sell

..... ordinary shares or unit of NVDR of Sahacogen (Chonburi) Public Company Limited.
 I/We submitted the Tender Offer Acceptance Form of the securities of Sahacogen (Chonburi) Public Company Limited on
 (Date) Acceptance Form No.

I/We would like to receive the securities or NVDR in the same method as tendered by

- Securities certificate (the certificate will be collectible at SCB Securities Co., Ltd. on the business day following the date of submission of the Tender Offer Cancellation Form)
- Scripless/NVDR: (I/We, herewith, attached Baht 100 for securities transferring fee).Transfer securities through TSD by transferring to the following account
 Broker's Name Broker's Number
 Account Name Account Number
 The aforementioned Broker will deposit the securities transferred from the Tender Offer Agent to my securities trading account opened with the Broker. SCB Securities Co., Ltd. will transfer the securities through TSD into securities trading account specified above on the business day following the date of submission of the Tender Offer Cancellation Form.

I/We hereby agree to accept the terms and conditions stated above.

Signed.....Proxy
 Signed.....Offeree
 (.....)

Delivery of securities certificates

SCB Securities Company Limited, the Tender Offer Agent, has delivered the securities certificates as stated above to the Offeree who cancel their acceptance of the tender offer, and the Offeree has received the securities certificate.

SignedDeliverer
 (.....)

Signed.....recipient/Offeree
 (.....)



Receipt of Tender Offer Cancellation Form of Sahacogen (Chonburi) Public Company Limited

Cancellation Form No.
 Date

SCB Securities Company Limited ("Tender Offer Agent") has received the Tender Offer Cancellation Form of Sahacogen (Chonburi) Public Company Limited from Mr./Mrs./Ms./Company).....
 Amount of cancellation

..... ordinary shares or NVDR and the Receipt of the Tender Offer Acceptance Form No.....

The securities will be returned to the person who intend to cancel by

- Securities certificate (the certificate will be collectible at SCB Securities Co., Ltd. on the business day following the date of submission of the Tender Offer Cancellation Form)
- Scripless/NVDR: (I/We, herewith, attached Baht 100 for securities transferring fee.) Transfer securities through TSD by transferring to the following account
 Broker's NameBroker's Number
 Account NameAccount Number

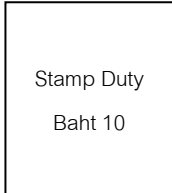
The aforementioned Broker will deposit the securities transferred from the Tender Offer Agent to my securities trading account opened with the Broker. SCB Securities Co., Ltd. will transfer the securities through TSD into securities trading account specified above on the business day following the date of submission of the Tender Offer Cancellation Form.

Signed..... Recipient
 (.....)

For more information please contact Tel. 0-2949-1999

SCB Securities Co., Ltd.

POWER OF ATTORNEY



Made at

Date

I/WeAge Nationality
resides at (Address that can be reached by mail)

..... Postal code.....

as the holder of Ordinary shares or NVDR of Sahacogen (Chonburi) Public Company Limited
hereby authorized..... Age Nationality

resides at (Address that can be reached by mail)

..... Postal code.....

to act as my/our proxy to cancel the Tender Offer Acceptance Form of Ordinary shares/NVDR at the amount of
..... shares of Sahacogen (Chonburi) Public Company Limited which I/We intended to sell
to Ratch Group Public Company Limited (the **“Tender Offeror”**) through SCB Securities Company Limited (the
“Tender Offer Agent”) and to be authorized to do and execute all such other matters in connection with the aforesaid
mentioned on my behalf until its completion.

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

Signed.....Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Witness

(.....)

Signed..... Witness

(.....)

Note The following documents which are certified true copy is required to be attached herewith:

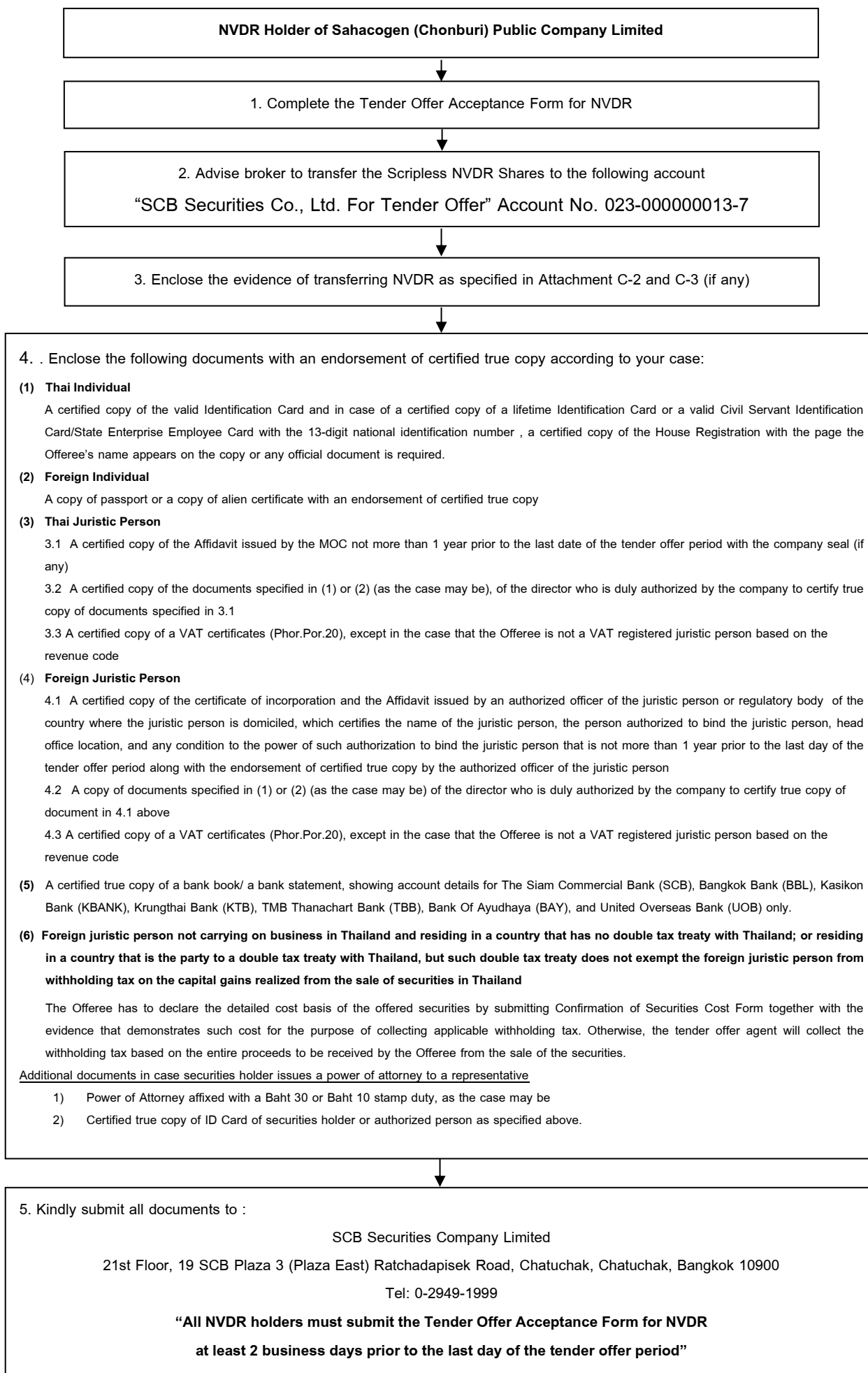
1. Certified true copies of identification documents or Certificate of Incorporation of the Grantor and authorized representative;
2. Certified true copies of identification documents of the Proxy

Attachment 3

Tender Offer Acceptance Procedures and Forms for Non-Voting Depositary Receipt (NVDR)

Form C-1	Tender Offer Acceptance Procedures for NVDR
Form C-2	Tender Offer Acceptance Form for NVDR
Form C-3	Form for Confirmation of Cost of Tendered Shares for NVDR
Form C-4	Power of Attorney (For the Tender Offer Acceptance) for NVDR

Tender Offer Acceptance Procedure for NVDR



Map to SCB Securities Company Limited



แผนที่ตั้งสำนักงานใหญ่ บริษัทหลักทรัพย์ ไทยพาณิชย์ จำกัด

Confirmation of Securities Cost Form for NVDR

(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 is the party to a double tax treaty with Thailand, but such double tax 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 SCB Securities Co., Ltd. ("The Tender Offer Agent")

I/We Nationality
 Tax Identification No. (if any) would like to declare the securities cost of Sahacogen (Chonburi) Public Company Limited which are NVDRs being tendered and offered for sale hereunder as follows:

Transfer of Scripless NVDR (ordinary shares) units

Transfer Date	NVDR certificate no./Transfer slip no.	No. of NVDRs	Cost per unit (Baht)
Total			

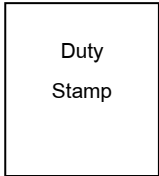
I/We hereby, attached
 totally(if any), as evidence(s) of cost of the securities tendered for the purpose of withholding tax calculation.

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

Signed Offeree
 (.....)

Foreign juristic person, who does not carry on business in Thailand and residing in a country that has no double tax treaty with Thailand, or who resides in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on the capital gains realized from the sale of securities in Thailand, has to declare securities cost by submitting the Confirmation of Securities Cost Form attached with the evidence of such cost. If this form is submitted with proper evidence of the cost basis, only the Offeree's gain on the sale (if any) will be subject to withholding tax. If the form is not submitted or proper evidence of the cost basis is not enclosed with the form, the withholding tax will be imposed on the entire proceeds to be received by the Offeree from the sale of securities.

POWER OF ATTORNEY



Written at

Date

By this Power of Attorney, I/we Age years

Nationality Resides at (address that can be reached by mail)

.....

hold(s) NVDR (ordinary shares) units of Sahacogen (Chonburi) Public Company Limited hereby

appoint(s) Mr./Miss/Mrs Age

..... years Nationality Resides at (address that can be reached by mail)

.....

to act as my/our Proxy

to submit the acceptance form for Tender Offer to purchase securities of Sahacogen (Chonburi) Public Company Limited.

to provide assistance in the cheque collection process, and to be authorized to do and execute any and all such other acts in connection with the aforementioned matters on my/our behalf until its completion.

All acts taken by my/our Proxy under this Power of Attorney shall be deemed done by myself/ourselves in all respects.

IN WITNESS WHEREOF, this Power of Attorney has been duly executed in the presence of the witnesses on the date herein above written.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Witness
(.....)

Signed.....Witness
(.....)

Remarks (please attach the following documents):

- Certified true copies of identification documents of the grantor and of the authorized representative as specified in subsection (1) – (4) of section 4, in Attachment C-1, where applicable and certified true copy of ID Card of proxy.
- Affix a 10 Baht stamp duty in case of authorizing the Proxy to sell, transfer and deliver NVDRs of Sahacogen (Chonburi) Public Company Limited and affix a 10 Baht stamp duty in case of authorizing the Proxy to assist in the cheque collection process, and affix a 30 Baht stamp duty in case of authorizing the Proxy to provide both assistances.

Attachment 4

Form TSD-301 Application for Amending Securities Holder Records

Application for Amending Securities Holder Records



I/We _____ national I.D. card/passport/company Registration number _____

hereby request for Thailand Securities Depository Co., Ltd. ("TSD") to amend the following information of the securities holder:

Type of information	Specify Original Information (Pre-Amendment)	Specify the Information Requiring Amendment
<input type="checkbox"/> Honorific (Mr./Mrs./Miss)	➤	➤
<input type="checkbox"/> First name - last name	➤	➤
<input type="checkbox"/> For general contacts	➤	➤
<input type="checkbox"/> Mailing address for the delivery of proxy and meeting invitation documents (principal address) where there is a share balance on the XM date	<input type="checkbox"/> Use the newly changed address above <input type="checkbox"/> Specify the address* _____ * This is the address pursuant to the register notified to TSD or securities depositing member company (broker/custodian) which will then affect the selection of the principal address	
<input type="checkbox"/> Postal code	➤	➤
<input type="checkbox"/> Home/Office telephone No.	➤	➤
<input type="checkbox"/> Mobile phone/Fax No.	➤	➤
<input type="checkbox"/> email address This email address is used for getting the result of amendment from TSD	➤	➤
<input type="checkbox"/> Other.....	➤	➤

- ◆ Amendment of the information will be effective when TSD has received request at least 5 business days prior to the book closing date.
In an event you deposit the securities with the securities depositing member company (broker/custodian), please contact your securities depositing member company directly for the amendment of any information.
- ◆ Mailing address for the delivery of documents should be convenient for the purpose of document receipt via registered mail, but the address must not be specified as a post office box as stipulated by the Department of Business Development, Ministry of Commerce.

I/We hereby certify that the aforementioned statements are true. Should TSD incur any damage or potential damage as a result of the undertaking specified above, I/We shall be fully responsible for any damage caused and shall compensate TSD in full.

I/We have thoroughly read all the details specified in the privacy notice of the Stock Exchange of Thailand group ("SET Group") (<https://www.set.or.th/th/privacy-notice.html>) and acknowledged that my/our personal data, and any third party's personal data I/We have provided to TSD (if any) will be processed and protected under such privacy notice. In this regard, I/We hereby confirm and represent that I/We have procured such third party to read all the details specified in such privacy notice and have duly obtained a proper and lawful consent from such third party to provide the personal data of the third party to TSD.

In addition, I/We hereby acknowledge that in case of any special action (such as where fingerprint is used instead of signature) which additional information that may contain sensitive personal data is required to be submitted to TSD and such additional information is necessary for the provision of TSD service, not providing such additional information may render TSD to be unable to provide TSD service to me/us. Hence, by signing this application, I/we agree and consent that such sensitive personal data to be processed by TSD in connection with the purpose of the provision of TSD service.

Please turn page over for list of required documents

Signature _____ Securities holder
(_____) Phone no. _____

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

I/We here by authorize _____ as my/our representative, with full authority to file this application.		Stamp Duty THB 10
Signature _____ Grantor (_____)	Signature _____ Grantee (_____) Phone no. _____	

For official use only	I have already checked all original identification documents
Date _____ Transaction no. _____ Checker _____	Signature _____ Officer _____



1. Application for amending of securities holder records with the details filled in and signed by the securities holder correctly and completely.
2. Amendment supporting documents in case of change to title/name/surname please attach:
 - ◆ certificate of change to title, name or surname, marriage certificate, divorce certificate, as the case may be; and
 - ◆ Original securities certificate (original name/surname prior to the amendment) together with the application for the issuance of new securities certificate requesting registrar to issue a new securities certificate (new name/surname as per the amendment application).
3. Identification documents of securities holder and authorized person (if any) pursuant to the type of person with the details as per the table below.
 - In case of other types of person, please ask for additional information at SET Contact Center accordingly to the contact channels further below in the application form or https://www.set.or.th/tsd/en/download/service_form/20211111_person_juristic_EN.pdf
4. Copy of identification documents submitted to TSD may contain sensitive personal data which is not necessary for the provision of TSD service, and TSD has no intention of collecting such sensitive personal data. As a result, the document owners may proceed to cross out any part in order to cover up any sensitive personal data before submitting the identification documents containing such sensitive personal data to TSD. In case that no action is taken to cover up such sensitive personal data, TSD shall deem that you have given your consent to TSD to the collection of such sensitive personal data.

Type of person	Identification Documents only to support the request to change name/ surname	Documents for other types of requests
Individual person - Thai Nationality	<ol style="list-style-type: none"> 1. In case the securities holder contacts TSD personally, the original Thai national identification card (Thai ID Card) of the securities holder must be presented. 2. In case the securities holder does not contact TSD personally, the securities holder must authorize a person to act on his/her behalf, and such person must present the original Thai ID Cards of the securities holder and its copy which has been certified as true and correct copy of the original document by the document owner. <ul style="list-style-type: none"> * If the original Thai ID Card of the securities holder cannot be presented, please attach the original of the certification document issued by the sub-district or district office, identifying to use those certified true copies instead of the original Thai ID Card (issued not more than 90 days before the date of submission as part of this application). 3. In case filing this application via registered mail, please attach, <ul style="list-style-type: none"> - Copies of Thai ID Card of the securities holder which has been certified as true and correct copy of the original document by the document owner. 	A Copy of Thai ID Card of the securities holder which has been certified as true and correct copy of the original document by the document owner.
Individual person - Other Nationalities	<ol style="list-style-type: none"> 1. In case the securities holder contacts TSD personally, the original alien identification card or passport of the transferor and the transferee must be presented. 2. In case the securities holder does not contact TSD personally, the securities holder appointed contact person must present the original alien identification card or passport and its copy which has been certified as true and correct copy of the original document by the document owner. <ul style="list-style-type: none"> * If the original passport cannot be presented or this application is being submitted by registered mail, <ul style="list-style-type: none"> - The copy of the passport must be notarized by a notary public, and such notarization must be certified by the Thai embassy or consulate. ◆ Such certification must be issued not more than 6 months before the date of submission as part of this application. * If the original signatory's alien identity card cannot be presented or this application is being submitted by registered mail, <ul style="list-style-type: none"> - Certificate of civil registration (issued not more than 90 days before the date of submission as part of this application) 	A Copy of alien identification card / passport which has been certified as true and correct copy of the original document by the document owner.
Juristic person - Thai Nationality	<ol style="list-style-type: none"> 1. A copy of the juristic person registration certificate issued by the Ministry of Commerce issued not more than 6 months before the date of submission as part of this application which has been certified as true and correct copy of the original document by the authorized directors. 2. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner. 	
Juristic person - Other Nationalities	<ol style="list-style-type: none"> 1. A copy of the juristic person registration certificate issued by the regulating government agency in the country where such juristic person is domiciled. 2. A copy of the company's affidavit enumerating its directors authorized to bind the company and conditions relating thereto, showing the juristic person's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the governmental agency in the country where such juristic person is domiciled. 3. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner. <p><u>All documents for "Other Nationalities" above, must have been:</u></p> <ol style="list-style-type: none"> (1) notarized by the notary public or certified by any competent authority in the country where such documents were prepared or certified for the certification of the signature of the person who prepared or certified such documents. (2) certified by the Thai Embassy or Thai Consulate in the country where such documents were prepared or certified for the notarization or certification performed by the public notary or such competent authority under (1). <ul style="list-style-type: none"> ■ The certification must be issued not more than 6 months before the date of submission as part of this application. ■ The documents prepared in any other foreign languages other than English must be translated into English. 	

Remark - Sensitive Data means the information which can be considered as the personal data as prescribed in section 26 of the PDPA, for instance, religious belief, blood type, etc.

TSD301_3/2021_EN : 11/11/2021



Attachment 5

Form TSD-403 Application for Securities Transfer to/from Issuer Account with
Participant

TSD-403

Submitted the documents to broker / custodian



Application for Securities Transfer between the issuer account and the depository participant account

For official use only
Date
Transaction no.
Checker

I/We _____ would like to transfer securities of company/mutual fund _____ for a total of _____ shares/units amount in letters _____ shares/units. (Please select the type of he securities transfer)

Form with two columns: From issuer account to broker/custodian account and From broker/custodian account to issuer account. Includes fields for broker name, customer account, signature, and FATCA questions.

For securities company or custodian registered with Thailand Securities Depository Co., Ltd. I _____ depository participant number _____ have considered and examined the documents and evidence supporting the application for transfer from the securities owner who deposits the securities in the issuer account and hereby warrant that the transfer/acceptance of transfer item specified above is true. Should Thailand Securities Depository Co., Ltd. incur any damage or potential damage as a result of the undertaking specified above, I shall be fully responsible for any damage caused and shall compensate Thailand Securities Depository Co., Ltd. in full.

Signature _____ Authorized person (_____)

Remark : Sensitive Data means the information which can be considered as the personal data as prescribed in section 26 of the PDPA, for instance, religious belief, blood type, etc.

บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด Thailand Securities Depository Co., Ltd. เลขที่ 93 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400 93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400 Thailand

SET Contact Center www.set.or.th/contactcenter +662 009 9999 กด 01

Supporting Documents for the Application for the Securities Transfer between the Issuer Account and the Depository Participant Account

1. **Application for the Securities Transfer between the Issuer Account and the Depository Participant Account** with the details filled in and signed correctly and completely
2. Identification documents of securities holder and authorized person (if any) pursuant to the type of person with the details as per the table below.
 - In case of other types of person, please ask for additional information at SET Contact Center accordingly to the contact channels further below in the application form or https://www.set.or.th/tsd/en/download/service_form/20211111_person_juristic_EN.pdf
3. Copy of identification documents submitted to TSD may contain sensitive personal data which is not necessary for the provision of TSD service, and TSD has no intention of collecting such sensitive personal data. As a result, the document owners may proceed to cross out any part in order to cover up any sensitive personal data before submitting the identification documents containing such sensitive personal data to TSD. In case that no action is taken to cover up such sensitive personal data, TSD shall deem that you have given your consent to TSD to the collection of such sensitive personal data.

Type of person	Identification Documents
Individual Person - Thai Nationality	A Copy of Thai ID Card which has been certified as true and correct copy of the original document by the document owner.
Individual Person - Other Nationalities	A Copy of alien identification card / passport which has been certified as true and correct copy of the original document by the document owner.
Juristic Person - Thai Nationality	<ol style="list-style-type: none"> 1. A copy of the juristic person registration certificate issued by the Ministry of Commerce issued not more than 6 months before the date of submission as part of this application which has been certified as true and correct copy of the original document by the authorized directors. 2. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner.
Juristic Person - Other Nationalities	<ol style="list-style-type: none"> 1. A copy of the juristic person registration certificate issued by the regulating government agency in the country where such juristic person is domiciled. 2. A copy of the company's affidavit enumerating its directors authorized to bind the company and conditions relating thereto, showing the juristic person's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the governmental agency in the country where such juristic person is domiciled. 3. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner. <p><u>All documents for "Other Nationalities" above, must have been:</u></p> <ol style="list-style-type: none"> (1) notarized by the notary public or certified by any competent authority in the country where such documents were prepared or certified for the certification of the signature of the person who prepared or certified such documents. (2) certified by the Thai Embassy or Thai Consulate in the country where such documents were prepared or certified for the notarization or certification performed by the public notary or such competent authority under (1). <ul style="list-style-type: none"> ▪ The certification must be issued not more than 6 months before the date of submission as part of this application. ▪ The documents prepared in any other foreign languages other than English must be translated into English.

Remark : Sensitive Data means the information which can be considered as the personal data as prescribed in section 26 of the PDPA, for instance, religious belief, blood type, etc.

TSD403_3/2021_EN : 11/11/2021



Attachment 6

Application for Withdrawing from the participant account



แบบคำขอลถอนหลักทรัพย์ จากบัญชีสมาชิกผู้ฝากหลักทรัพย์
Application for Withdrawing from the participant account

สำหรับเจ้าหน้าที่ (For official use only)

วันที่ (Date)
เลขที่รายการ (Transaction No.).....
ผู้ตรวจรับ (Checker).....

- ชื่อหลักทรัพย์..... ชื่อย่อหลักทรัพย์.....
Securities name Securities symbol
- ชื่อผู้ถือหลักทรัพย์ บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด บัญชี บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด เพื่อผู้ฝาก
Name of securities holder TSD account THAILAND SECURITIES DEPOSITORY COMPANY LIMITED FOR DEPOSITOR
- 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 no. email address
- จำนวนหลักทรัพย์ที่ขอให้ออกใบหลักทรัพย์..... หุ้น / หน่วย ตัวอักษร..... หุ้น / หน่วย.....
Number of securities to be issued new securities certificates Shares/unit Amount of share in letters Shares/unit
- 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

ลงชื่อ.....เจ้าของหลักทรัพย์
Signature (.....) Securities owner

ข้าพเจ้า บริษัท.....สมาชิกผู้ฝากเลขที่.....ขอรับรองว่าข้อความที่กล่าวข้างต้นเป็นความจริง อนึ่งในการที่บริษัท ศูนย์รับฝากหลักทรัพย์ฯ จำกัด ออกใบหลักทรัพย์ให้แก่เจ้าของหลักทรัพย์ตามที่ระบุไว้ในคำร้องนี้ หากจะมีหรือก่อให้เกิดความเสียหายใด ขึ้นแก่บริษัท ศูนย์รับฝากหลักทรัพย์ฯ จำกัด ไม่ว่าด้วยประการใด ๆ ข้าพเจ้าขอรับผิดชอบและชดเชยให้แก่บริษัท ศูนย์รับฝากหลักทรัพย์ฯ 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 an 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.....ผู้มีอำนาจลงนาม
Signature Authority

ประเภทบุคคล Type of person	เอกสารแสดงตน Submitted documents for Withdrawing from the participant account
บุคคลธรรมดา - สัญชาติไทย Individual Person - Thai Nationality	สำเนาบัตรประจำตัวประชาชน ลงลายมือชื่อรับรองสำเนาถูกต้องโดยเจ้าของบัตร A copy of the person's Thai national I.D. card, certified true with an original signature.
บุคคลธรรมดา - สัญชาติอื่น Individual Person - Other Nationalities	สำเนาใบต่างด้าว หรือสำเนาหนังสือเดินทาง ลงลายมือชื่อรับรองสำเนาถูกต้องโดยเจ้าของเอกสาร A copy of the signatory's alien identity card or passport, certified true with an original signature
นิติบุคคล - สัญชาติไทย Juristic Person - Thai Nationality	<ol style="list-style-type: none"> 1. สำเนาหนังสือรับรองของกระทรวงพาณิชย์ (ซึ่งออกไม่เกิน 6 เดือน) ลงลายมือชื่อรับรองโดยกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคลนั้น A copy of the juristic person certificate issued by the Ministry of Commerce within the past 6 months, with the original signatures of directors authorized to represent the company or their representatives, following the company's conditions. 2. สำเนาบัตรประจำตัวประชาชน/ใบต่างด้าว/หนังสือเดินทาง ของกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคลลงลายมือชื่อรับรองสำเนาถูกต้องโดยเจ้าของเอกสาร 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.
นิติบุคคล - สัญชาติอื่น Juristic Person - Other Nationalities	<ol style="list-style-type: none"> 1. สำเนาหนังสือรับรองการจดทะเบียนบริษัท ซึ่งออกโดยหน่วยงานราชการที่มีอำนาจของประเทศซึ่งนิติบุคคลนั้น มีภูมิลำเนา A copy of the company's registration certificate issued by the regulating government agency. 2. สำเนาหนังสือรับรองรายชื่อกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคล พร้อมด้วยเงื่อนไขหรืออำนาจในการลงนามผูกพัน และที่ตั้งสำนักงานใหญ่ ซึ่งออกโดยเจ้าหน้าที่ของนิติบุคคลนั้น หรือหน่วยงานราชการที่มีอำนาจของประเทศที่นิติบุคคลนั้นมีภูมิลำเนา 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. 3. สำเนาบัตรประจำตัวประชาชน หรือหนังสือเดินทางของกรรมการผู้มีอำนาจลงนามผูกพันนิติบุคคลนั้น ซึ่งรับรองความถูกต้องโดยเจ้าของเอกสาร A copy of the passport or other official identity document of each authorized director signing this document, certified true with an original signature. <p><u>กรณีเอกสารได้จัดทำหรือรับรองความถูกต้องในต่างประเทศ ต้องดำเนินการ ดังนี้ All documents for "Other Nationalities" above, must have been :</u></p> <ol style="list-style-type: none"> 1) ให้เจ้าหน้าที่ Notary Public หรือหน่วยงานอื่นใดที่มีอำนาจในประเทศที่เอกสารดังกล่าวได้จัดทำหรือรับรองความถูกต้องทำการรับรองลายมือชื่อของผู้จัดทำหรือผู้ให้คำรับรองความถูกต้องของเอกสาร ดังกล่าว The notary public or any competent authority in the country where such documents were prepared or certified correct, shall certify the signature of the person who prepared such documents, or who certified the accuracy of such documents. 2) ให้เจ้าหน้าที่ของสถานทูตไทยหรือกงสุลไทยในประเทศที่เอกสารดังกล่าวได้จัดทำหรือรับรองความถูกต้องทำการรับรองลายมือชื่อและตราประทับของเจ้าหน้าที่ Notary Public หรือหน่วยงานอื่นใดที่ได้ดำเนินการตาม (1) An official of the Thai Embassy or Thai Consulate in the country where such documents were prepared or certified correct, shall certify the signature and the seal of the notary public or any other authority which performed the act under (1) <ul style="list-style-type: none"> ▪ การรับรองเอกสารต้องไม่เกิน 6 เดือน จนถึงวันที่ยื่นแบบคำขอถอนนายทะเบียน Certified within the past 6 months before being submitted to TSD. ▪ เอกสารที่จัดทำขึ้นเป็นภาษาต่างประเทศนอกเหนือจากภาษาอังกฤษจะต้องจัดทำคำแปลอย่างน้อยเป็นภาษาอังกฤษ Translated into English if necessary

Attachment 7

Confirmation Letter of Financial Support for the Tender Offer



47590343643000

เลขที่ สน. 47690345945000

วันที่ 1 ธันวาคม 2564

เรียน เลขาธิการ สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์

เรื่อง ยืนยันการให้การสนับสนุนด้านการเงินในการทำข้อเสนอซื้อหลักทรัพย์

ตามที่ บริษัท ราช กรุ๊ป จำกัด (มหาชน) (“บริษัท”) จะเข้าทำข้อเสนอซื้อหลักทรัพย์ทั้งหมดของ บริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน) (“กิจการ”) (ไม่นับรวมหุ้นที่ถือโดยบริษัท และหุ้นในส่วนของผู้ถือหุ้นของกิจการที่ให้คำยืนยันที่จะไม่ขายหุ้น) โดยบริษัทต้องแสดงหนังสือรับรองการสนับสนุนด้านการเงินของธนาคารแก่สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ เพื่อประกอบการทำข้อเสนอซื้อหลักทรัพย์ทั้งหมดของกิจการนั้น

ธนาคารไทยพาณิชย์ จำกัด (มหาชน) (“ธนาคาร”) ขอรับรองต่อสำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ ว่า ธนาคารประสงค์ที่จะให้การสนับสนุนด้านการเงินแก่บริษัท สำหรับการเข้าทำข้อเสนอซื้อหลักทรัพย์ที่เหลือทั้งหมดของกิจการ จำนวน -127,596,108- หุ้น (ไม่นับรวมหุ้นที่ถือโดยบริษัท และหุ้นในส่วนของผู้ถือหุ้นของกิจการที่ให้คำยืนยันที่จะไม่ขายหุ้น) ในราคาหุ้นละ 5.75 บาท ภายในวงเงิน -734,000,000.00- บาท (-เจ็ดร้อยสามสิบสี่ล้านบาทถ้วน) ทั้งนี้ การให้การสนับสนุนทางการเงินดังกล่าวจะเป็นไปตามข้อตกลงและเงื่อนไขที่ธนาคารเสนอให้แก่บริษัท ซึ่งอยู่ภายใต้ระเบียบการปฏิบัติงานภายในของธนาคาร โดยหนังสือรับรองนี้มีผลบังคับใช้ตั้งแต่วันที่ออกหนังสือฉบับนี้ จนถึงวันชำระราคาในการทำข้อเสนอซื้อหลักทรัพย์ทั้งหมดของกิจการ

ขอแสดงความนับถือ
ธนาคารไทยพาณิชย์ จำกัด (มหาชน)

(ลงชื่อ)

(นายพิชิต เชื้อซิล) (นายวิฑูรย์ วัฒนโอฬาร)

ผู้จัดการ/ผู้รับมอบอำนาจ

OC694883-1
OPHO-2021-11-005878
DEAL102444531
OPHO-2021-11-006549
OPHO-2021-11-006492
DEAL102446280

Attachment 8

Undertaking Letter Confirming Not to Sell Shares during the Tender Offer

28 ตุลาคม 2564

เรียน บริษัท ราช กรุ๊ป จำกัด (มหาชน) ซึ่งจะทำการเสนอซื้อหลักทรัพย์
(ต่อไปนี้จะเรียกว่า "ผู้ทำคำเสนอซื้อหลักทรัพย์")

สำเนา สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์

เรื่อง: ข้อตกลงยืนยันเนื่องด้วยการทำคำเสนอซื้อหุ้นทั้งหมดของบริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน)

เรียนท่านที่เคารพ

ตามที่คุณทำคำเสนอซื้อหลักทรัพย์จะมีหน้าที่ต้องทำคำเสนอซื้อหลักทรัพย์ทั้งหมดของบริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน) ("บริษัท") อันเป็นผลมาจากการเข้าทำธุรกรรมดังต่อไปนี้

- (ก) การได้มาซึ่งหุ้นสามัญเดิมของบริษัท โดยผู้ทำคำเสนอซื้อหลักทรัพย์จากการเข้าทำธุรกรรมซื้อขายหุ้นกับผู้ถือหุ้นปัจจุบันของบริษัท จำนวน 34 ราย เป็นจำนวนรวมกันทั้งสิ้น 384,789,131 หุ้น ซึ่งคิดเป็นร้อยละ 40.29 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัท ก่อนการออกและจัดสรรหุ้นสามัญเพิ่มทุนตาม (ข) หรือร้อยละ 33.07 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัท ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนตาม (ข)
- (ข) การได้มาซึ่งหุ้นสามัญเพิ่มทุนของบริษัท โดยผู้ทำคำเสนอซื้อหลักทรัพย์จากการเข้าทำธุรกรรมจองซื้อหุ้นสามัญเพิ่มทุนซึ่งออกและจัดสรรหุ้นแบบเฉพาะเจาะจงให้แก่บุคคลในวงจำกัด (Private Placement) เป็นจำนวนรวมกันทั้งสิ้น 208,695,652 หุ้น ซึ่งคิดเป็นร้อยละ 17.93 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัท ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท ให้แก่ผู้ทำคำเสนอซื้อหลักทรัพย์

ภายหลังจากการเข้าทำธุรกรรมตาม (ก) และ (ข) ผู้ทำคำเสนอซื้อหลักทรัพย์จะได้มาซึ่งหุ้นสามัญของบริษัท เป็นจำนวนรวมทั้งสิ้น 593,484,783 หุ้น คิดเป็นสัดส่วนการถือหุ้นร้อยละ 51 ของหุ้นที่ออกและจำหน่ายได้แล้วและสิทธิออกเสียงทั้งหมดของบริษัท ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท ให้แก่ผู้ทำคำเสนอซื้อหลักทรัพย์ จึงทำให้ผู้ทำคำเสนอซื้อหลักทรัพย์มีหน้าที่ต้องทำคำเสนอซื้อหุ้นที่เหลือทั้งหมดของบริษัท ตามประกาศคณะกรรมการกำกับตลาดทุนที่ ทค. 12/2554 เรื่อง หลักเกณฑ์ เงื่อนไข และวิธีการในการเข้าถือครองหลักทรัพย์เพื่อครอบงำกิจการ นั้น โดยหนังสือฉบับนี้ บริษัท สหพัฒนาอินเตอร์โฮลดิ้ง จำกัด (มหาชน) ("SPI") ซึ่งเป็นผู้ถือหุ้นในบริษัท ประสงค์ที่จะแจ้งและยืนยันต่อผู้ทำคำเสนอซื้อหลักทรัพย์ดังต่อไปนี้

BM DUA

1. SPI ไม่ประสงค์ที่จะขายและยืนยันที่จะไม่ขายหุ้น 'ไม่ว่าทั้งหมดหรือบางส่วนที่ SPI ถืออยู่ในบริษัทฯ จำนวนทั้งสิ้น 171,099,761 หุ้น คิดเป็นร้อยละ 14.70 ของหุ้นที่จำหน่ายแล้วทั้งหมดของบริษัทฯ ในช่วงระยะเวลาการทำคำเสนอซื้อหลักทรัพย์ของผู้ทำคำเสนอซื้อหลักทรัพย์ไม่ว่าในกรณีใด
2. SPI ตกลงที่จะดำเนินการทั้งปวงที่จำเป็นเพื่อจะไม่ให้มีการซื้อขายหรือการโอนกรรมสิทธิในหุ้นของบริษัทฯ ที่ SPI ถืออยู่ นับแต่วันเริ่มต้นระยะเวลารับซื้อจนถึงวันสิ้นสุดระยะเวลารับซื้อของการทำคำเสนอซื้อหลักทรัพย์ของผู้ทำคำเสนอซื้อหลักทรัพย์ ตามที่สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ได้กำหนด เพื่อให้เป็นไปตามวัตถุประสงค์ที่ระบุข้างต้น *DLH ๒๗*

ขอแสดงความนับถือ

บริษัท สหพัฒนาอินเตอร์โฮลดิ้ง จำกัด (มหาชน)



S. J. Pania

(นางสาวศิริกุล ธนสารศิลป์)

กรรมการ

Yan

(นายวิชัย กุลสมภพ)

กรรมการ

28 ตุลาคม 2564

เรียน บริษัท ราช กรุ๊ป จำกัด (มหาชน) ซึ่งจะทำคำเสนอซื้อหลักทรัพย์
(ต่อไปนี้จะเรียกว่า "ผู้ทำคำเสนอซื้อหลักทรัพย์")

สำเนา สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์

เรื่อง: ข้อตกลงยืนยันเนื่องด้วยการทำคำเสนอซื้อหุ้นทั้งหมดของบริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน)

เรียนท่านที่เคารพ

ตามที่คุณทำคำเสนอซื้อหลักทรัพย์จะมีหน้าที่ต้องทำคำเสนอซื้อหลักทรัพย์ทั้งหมดของบริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน) ("บริษัท") อันเป็นผลมาจากการเข้าทำธุรกรรมดังต่อไปนี้

- (ก) การได้มาซึ่งหุ้นสามัญเดิมของบริษัทฯ โดยผู้ทำคำเสนอซื้อหลักทรัพย์จากการเข้าทำธุรกรรมซื้อขายหุ้นกับผู้ถือหุ้นปัจจุบันของบริษัทฯ จำนวน 34 ราย เป็นจำนวนรวมกันทั้งสิ้น 384,789,131 หุ้น ซึ่งคิดเป็นร้อยละ 40.29 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ก่อนการออกและจัดสรรหุ้นสามัญเพิ่มทุนตาม (ข) หรือร้อยละ 33.07 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนตาม (ข)
- (ข) การได้มาซึ่งหุ้นสามัญเพิ่มทุนของบริษัทฯ โดยผู้ทำคำเสนอซื้อหลักทรัพย์จากการเข้าทำธุรกรรมจองซื้อหุ้นสามัญเพิ่มทุนซึ่งออกและจัดสรรหุ้นแบบเฉพาะเจาะจงให้แก่บุคคลในวงจำกัด (Private Placement) เป็นจำนวนรวมกันทั้งสิ้น 208,695,652 หุ้น ซึ่งคิดเป็นร้อยละ 17.93 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ทำคำเสนอซื้อหลักทรัพย์

ภายหลังจากการเข้าทำธุรกรรมตาม (ก) และ (ข) ผู้ทำคำเสนอซื้อหลักทรัพย์จะได้มาซึ่งหุ้นสามัญของบริษัทฯ เป็นจำนวนรวมทั้งสิ้น 593,484,783 หุ้น คิดเป็นสัดส่วนการถือหุ้นร้อยละ 51 ของหุ้นที่ออกและจำหน่ายได้แล้วและสิทธิออกเสียงทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ทำคำเสนอซื้อหลักทรัพย์ จึงทำให้ผู้ทำคำเสนอซื้อหลักทรัพย์มีหน้าที่ต้องทำคำเสนอซื้อหุ้นที่เหลือทั้งหมดของบริษัทฯ ตามประกาศคณะกรรมการกำกับตลาดทุนที่ ทจ. 12/2554 เรื่อง หลักเกณฑ์ เงื่อนไข และวิธีการในการเข้าถือครองหลักทรัพย์เพื่อครอบงำกิจการ นั้น โดยหนังสือฉบับนี้ ข้าพเจ้า บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน) ซึ่งเป็นผู้ถือหุ้นในบริษัทฯ ประสงค์ที่จะแจ้งและยืนยันต่อผู้ทำคำเสนอซื้อหลักทรัพย์ดังต่อไปนี้

DLA OM

1. ข้าพเจ้า ไม่ประสงค์ที่จะขายและยืนยันที่จะไม่ขายหุ้น ไม่ว่าจะทั้งหมดหรือบางส่วนที่ข้าพเจ้าถืออยู่ในบริษัทฯ จำนวนทั้งสิ้น 112,000,000 หุ้น คิดเป็นร้อยละ 9.62 ของหุ้นที่จำหน่ายแล้วทั้งหมดของบริษัทฯ ในช่วงระยะเวลาการทำคำเสนอซื้อหลักทรัพย์ของผู้ทำคำเสนอซื้อหลักทรัพย์ ไม่ว่าจะในกรณีใด
2. ข้าพเจ้า ตกลงที่จะดำเนินการทั้งปวงที่จำเป็นเพื่อจะไม่ให้มีการซื้อขายหรือการโอนกรรมสิทธิในหุ้นของบริษัทฯ ที่ข้าพเจ้าถืออยู่ นับแต่วันเริ่มต้นระยะเวลารับซื้อจนถึงวันสิ้นสุดระยะเวลารับซื้อของการทำคำเสนอซื้อหลักทรัพย์ของผู้ทำคำเสนอซื้อหลักทรัพย์ ตามที่สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ได้กำหนด เพื่อให้เป็นไปตามวัตถุประสงค์ที่ระบุข้างต้น *out pm*

ขอแสดงความนับถือ

บริษัท เอส แอนด์ เจ อินเตอร์เนชั่นแนล เอนเตอร์ไพรส์ จำกัด (มหาชน)



(นายธีระศักดิ์ วิฑิตเศรษฐ์)
(กรรมการ)

(นางมาลิน อังสุรังษี)
(กรรมการ)

28 ตุลาคม 2564

เรียน บริษัท ราช กรุ๊ป จำกัด (มหาชน) ซึ่งจะทำการเสนอซื้อหลักทรัพย์
(ต่อไปนี้จะเรียกว่า "ผู้ทำคำเสนอซื้อหลักทรัพย์")

สำเนา สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์

เรื่อง: ข้อตกลงยืนยันเนื่องด้วยการทำคำเสนอซื้อหุ้นทั้งหมดของบริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน)

เรียนท่านที่เคารพ

ตามที่ผู้ทำคำเสนอซื้อหลักทรัพย์จะมีหน้าที่ต้องทำคำเสนอซื้อหลักทรัพย์ทั้งหมดของบริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน) ("บริษัทฯ") อันเป็นผลมาจากการเข้าทำธุรกรรมดังต่อไปนี้

- (ก) การได้มาซึ่งหุ้นสามัญเดิมของบริษัทฯ โดยผู้ทำคำเสนอซื้อหลักทรัพย์จากการเข้าทำธุรกรรมซื้อขายหุ้นกับผู้ถือหุ้นปัจจุบันของบริษัทฯ จำนวน 34 ราย เป็นจำนวนรวมกันทั้งสิ้น 384,789,131 หุ้น ซึ่งคิดเป็นร้อยละ 40.29 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ก่อนการออกและจัดสรรหุ้นสามัญเพิ่มทุนตาม (ง) หรือร้อยละ 33.07 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนตาม (ง)
- (ข) การได้มาซึ่งหุ้นสามัญเพิ่มทุนของบริษัทฯ โดยผู้ทำคำเสนอซื้อหลักทรัพย์จากการเข้าทำธุรกรรมจองซื้อหุ้นสามัญเพิ่มทุนซึ่งออกและจัดสรรหุ้นแบบเฉพาะเจาะจงให้แก่บุคคลในวงจำกัด (Private Placement) เป็นจำนวนรวมกันทั้งสิ้น 208,695,652 หุ้น ซึ่งคิดเป็นร้อยละ 17.93 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ทำคำเสนอซื้อหลักทรัพย์

ภายหลังจากการเข้าทำธุรกรรมตาม (ก) และ (ข) ผู้ทำคำเสนอซื้อหลักทรัพย์จะได้มาซึ่งหุ้นสามัญของบริษัทฯ เป็นจำนวนรวมทั้งสิ้น 593,484,783 หุ้น คิดเป็นสัดส่วนการถือหุ้นร้อยละ 51 ของหุ้นที่ออกและจำหน่ายได้แล้วและสิทธิออกเสียงทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ทำคำเสนอซื้อหลักทรัพย์ จึงทำให้ผู้ทำคำเสนอซื้อหลักทรัพย์มีหน้าที่ต้องทำคำเสนอซื้อหุ้นที่เหลือทั้งหมดของบริษัทฯ ตามประกาศคณะกรรมการกำกับตลาดทุนที่ ทจ. 12/2554 เรื่อง หลักเกณฑ์ เงื่อนไข และวิธีการในการเข้าถือครองหลักทรัพย์เพื่อครอบงำกิจการ นั้น โดยหนังสือฉบับนี้ ข้าพเจ้า บริษัท ไอ. ซี. ซี. อินเตอร์เนชั่นแนล จำกัด (มหาชน) ซึ่งเป็นผู้ถือหุ้นในบริษัทฯ ประสงค์ที่จะแจ้งและยืนยันต่อผู้ทำคำเสนอซื้อหลักทรัพย์ดังต่อไปนี้

DIA 3M

1. ข้าพเจ้า ไม่ประสงค์ที่จะขายและยืนยันที่จะไม่ขายหุ้น ไม่ว่าทั้งหมดหรือบางส่วนที่ข้าพเจ้าถืออยู่ในบริษัทฯ จำนวนทั้งสิ้น 53,000,000 หุ้น คิดเป็นร้อยละ 4.55 ของหุ้นที่จำหน่ายแล้วทั้งหมดของบริษัทฯ ในช่วงระยะเวลาการทำคำเสนอซื้อหลักทรัพย์ของผู้ทำคำเสนอซื้อหลักทรัพย์ ไม่ว่าในกรณีใด
2. ข้าพเจ้า ตกลงที่จะดำเนินการทั้งปวงที่จำเป็นเพื่อจะไม่ให้มีการซื้อขายหรือการโอนกรรมสิทธิในหุ้นของบริษัทฯ ที่ข้าพเจ้าถืออยู่ นับแต่วันเริ่มต้นระยะเวลารับซื้อจนถึงวันสิ้นสุดระยะเวลารับซื้อของการทำคำเสนอซื้อหลักทรัพย์ของผู้ทำคำเสนอซื้อหลักทรัพย์ ตามที่สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ได้กำหนด เพื่อให้เป็นไปตามวัตถุประสงค์ที่ระบุข้างต้น


ขอแสดงความนับถือ
บริษัท ไอ. ซี. ซี. อินเตอร์เนชั่นแนล จำกัด (มหาชน)
INTERNATIONAL
I.C.I. INTERNATIONAL PUBLIC COMPANY LIMITED

ป. วัฒน. 

(นายสมพล ชัยศิริโรจน์) (นางกอบสุข แสงสวัสดิ์)
(กรรมการ) (กรรมการ)

28 ตุลาคม 2564

เรียน บริษัท ราช กรุ๊ป จำกัด (มหาชน) ซึ่งจะทำคำเสนอซื้อหลักทรัพย์
(ต่อไปนี้เรียกว่า "ผู้ทำคำเสนอซื้อหลักทรัพย์")

สำเนา สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์

เรื่อง: ข้อตกลงยืนยันเนื่องด้วยการทำคำเสนอซื้อหุ้นทั้งหมดของบริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน)

เรียนท่านที่เคารพ

ตามที่ผู้ทำคำเสนอซื้อหลักทรัพย์จะมีหน้าที่ต้องทำคำเสนอซื้อหลักทรัพย์ทั้งหมดของบริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน) ("บริษัท") อันเป็นผลมาจากการเข้าทำธุรกรรมดังต่อไปนี้

- (ก) การได้มาซึ่งหุ้นสามัญเดิมของบริษัทฯ โดยผู้ทำคำเสนอซื้อหลักทรัพย์จากการเข้าทำธุรกรรมซื้อขายหุ้นกับผู้ถือหุ้นปัจจุบันของบริษัทฯ จำนวน 34 ราย เป็นจำนวนรวมกันทั้งสิ้น 384,789,131 หุ้น ซึ่งคิดเป็นร้อยละ 40.29 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ก่อนการออกและจัดสรรหุ้นสามัญเพิ่มทุนตาม (ข) หรือร้อยละ 33.07 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนตาม (ข)
- (ข) การได้มาซึ่งหุ้นสามัญเพิ่มทุนของบริษัทฯ โดยผู้ทำคำเสนอซื้อหลักทรัพย์จากการเข้าทำธุรกรรมจองซื้อหุ้นสามัญเพิ่มทุนซึ่งออกและจัดสรรหุ้นแบบเฉพาะเจาะจงให้แก่บุคคลในวงจำกัด (Private Placement) เป็นจำนวนรวมกันทั้งสิ้น 208,695,652 หุ้น ซึ่งคิดเป็นร้อยละ 17.93 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ทำคำเสนอซื้อหลักทรัพย์

ภายหลังจากการเข้าทำธุรกรรมตาม (ก) และ (ข) ผู้ทำคำเสนอซื้อหลักทรัพย์จะได้มาซึ่งหุ้นสามัญของบริษัทฯ เป็นจำนวนรวมทั้งสิ้น 593,484,783 หุ้น คิดเป็นสัดส่วนการถือหุ้นร้อยละ 51 ของหุ้นที่ออกและจำหน่ายได้แล้วและสิทธิออกเสียงทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ทำคำเสนอซื้อหลักทรัพย์ จึงทำให้ผู้ทำคำเสนอซื้อหลักทรัพย์มีหน้าที่ต้องทำคำเสนอซื้อหุ้นที่เหลือทั้งหมดของบริษัทฯ ตามประกาศคณะกรรมการกำกับตลาดทุนที่ ทจ. 12/2554 เรื่อง หลักเกณฑ์ เงื่อนไข และวิธีการในการเข้าถือครองหลักทรัพย์เพื่อครอบงำกิจการ นั้น โดยหนังสือฉบับนี้ ข้าพเจ้า บริษัท สหพัฒนพิบูล จำกัด (มหาชน) ซึ่งเป็นผู้ถือหุ้นในบริษัทฯ ประสงค์ที่จะแจ้งและยืนยันต่อผู้ทำคำเสนอซื้อหลักทรัพย์ดังต่อไปนี้

DLA BCN

1. ข้าพเจ้า ไม่ประสงค์ที่จะขายและยืนยันที่จะไม่ขายหุ้น ไม่ว่าทั้งหมดหรือบางส่วนที่ข้าพเจ้าถืออยู่ในบริษัทฯ จำนวนทั้งสิ้น 66,850,000 หุ้น คิดเป็นร้อยละ 5.74 ของหุ้นที่จำหน่ายแล้วทั้งหมดของบริษัทฯ ในช่วงระยะเวลาการทำคำเสนอซื้อหลักทรัพย์ของผู้ทำคำเสนอซื้อหลักทรัพย์ไม่ว่าในกรณีใด
2. ข้าพเจ้า ตกลงที่จะดำเนินการทั้งปวงที่จำเป็นเพื่อจะไม่ให้มีการซื้อขายหรือการโอนกรรมสิทธิในหุ้นของบริษัทฯ ที่ข้าพเจ้าถืออยู่ นับแต่วันเริ่มต้นระยะเวลารับซื้อจนถึงวันสิ้นสุดระยะเวลารับซื้อของการทำคำเสนอซื้อหลักทรัพย์ของผู้ทำคำเสนอซื้อหลักทรัพย์ ตามที่สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ได้กำหนด เพื่อให้เป็นไปตามวัตถุประสงค์ที่ระบุข้างต้น

DLA-BM

ขอแสดงความนับถือ

บริษัท สหพัฒนพิบูล จำกัด (มหาชน)



(นางชัชยลดา ดันติเวชกุล)

(กรรมการ)



(นายเพชร พะเนียงเวทย์)

(กรรมการ)



29 พฤศจิกายน 2564

เรียน บริษัท ราช กรุ๊ป จำกัด (มหาชน) ซึ่งจะทำการเสนอซื้อหลักทรัพย์
(ต่อไปนี้จะเรียกว่า "ผู้ทำคำเสนอซื้อหลักทรัพย์")

สำเนา สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์

เรื่อง: ข้อตกลงยืนยันเนื่องด้วยการทำคำเสนอซื้อหุ้นทั้งหมดของบริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน)

อ้างถึง หนังสือข้อตกลงยืนยันเนื่องด้วยการทำคำเสนอซื้อหุ้นทั้งหมดของบริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน) ฉบับวันที่ 28 ตุลาคม 2564

เรียนท่านที่เคารพ

ตามที่คุณทำคำเสนอซื้อหลักทรัพย์จะมีหน้าที่ต้องทำคำเสนอซื้อหลักทรัพย์ทั้งหมดของบริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน) ("บริษัทฯ") อันเป็นผลมาจากการเข้าทำธุรกรรมดังต่อไปนี้

- (ก) การได้มาซึ่งหุ้นสามัญเดิมของบริษัทฯ โดยผู้ทำคำเสนอซื้อหลักทรัพย์จากการเข้าทำธุรกรรมซื้อขายหุ้นกับผู้ถือหุ้นปัจจุบันของบริษัทฯ จำนวน 34 ราย เป็นจำนวนรวมกันทั้งสิ้น 384,789,131 หุ้น ซึ่งคิดเป็นร้อยละ 40.29 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ก่อนการออกและจัดสรรหุ้นสามัญเพิ่มทุนตาม (ข) หรือร้อยละ 33.07 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนตาม (ข)
- (ข) การได้มาซึ่งหุ้นสามัญเพิ่มทุนของบริษัทฯ โดยผู้ทำคำเสนอซื้อหลักทรัพย์จากการเข้าทำธุรกรรมจองซื้อหุ้นสามัญเพิ่มทุนซึ่งออกและจัดสรรหุ้นแบบเฉพาะเจาะจงให้แก่บุคคลในวงจำกัด (Private Placement) เป็นจำนวนรวมกันทั้งสิ้น 208,695,652 หุ้น ซึ่งคิดเป็นร้อยละ 17.93 ของหุ้นที่ออกและจำหน่ายได้แล้วทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ทำคำเสนอซื้อหลักทรัพย์

ภายหลังจากการเข้าทำธุรกรรมตาม (ก) และ (ข) ผู้ทำคำเสนอซื้อหลักทรัพย์จะได้มาซึ่งหุ้นสามัญของบริษัทฯ เป็นจำนวนรวมทั้งสิ้น 593,484,783 หุ้น คิดเป็นสัดส่วนการถือหุ้นร้อยละ 51 ของหุ้นที่ออกและจำหน่ายได้แล้วและสิทธิออกเสียงทั้งหมดของบริษัทฯ ภายหลังจากการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ทำคำเสนอซื้อหลักทรัพย์ จึงทำให้ผู้ทำคำเสนอซื้อหลักทรัพย์มีหน้าที่ต้องทำคำเสนอซื้อหุ้นที่เหลือทั้งหมดของบริษัทฯ ตามประกาศคณะกรรมการกำกับตลาดทุนที่ พจ. 12/2554 เรื่อง หลักเกณฑ์ เงื่อนไข และวิธีการในการเข้าถือครองหลักทรัพย์เพื่อครอบงำกิจการนั้น ต่อมา เมื่อวันที่ 28 ตุลาคม 2564 ข้าพเจ้า นายวิวัฒน์ พูนศักดิ์อุดมสิน ซึ่งเป็นผู้ถือหุ้นในบริษัทฯ ได้มีหนังสือข้อตกลงยืนยันเนื่องด้วยการทำคำเสนอซื้อหุ้นทั้งหมดของบริษัทฯ (เอกสารที่อ้างถึง) ("หนังสือยืนยันการไม่กระทำการ") เพื่อแจ้งและยืนยันต่อผู้ทำคำเสนอซื้อหลักทรัพย์ว่าข้าพเจ้าไม่ประสงค์ที่จะขายและยืนยันที่จะไม่ขายหุ้น ไม่ว่าทั้งหมดหรือบางส่วนที่ข้าพเจ้าถืออยู่ในบริษัทฯ จำนวนทั้งสิ้น 39,909,200 หุ้น คิดเป็นร้อยละ 3.43 ของหุ้นที่จำหน่ายแล้วทั้งหมดของ


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บริษัทฯ ในช่วงระยะเวลาการทำคำเสนอซื้อหลักทรัพย์ของผู้ทำคำเสนอซื้อหลักทรัพย์ อย่างไรก็ตาม ภายหลังจากวันที่ 28 ตุลาคม 2564 ได้มีการเปลี่ยนแปลงจำนวนและสัดส่วนหุ้นที่ข้าพเจ้าถืออยู่ในบริษัทฯ ดังนั้น โดยหนังสือฉบับนี้ ข้าพเจ้าจึงประสงค์ยกเลิกหนังสือยืนยันการไม่กระทำการดังกล่าวข้างต้น ซึ่งข้าพเจ้าได้ลงนามและให้ไว้แก่ผู้ทำคำเสนอซื้อหลักทรัพย์ โดยประสงค์ให้หนังสือฉบับนี้แทนหนังสือยืนยันการไม่กระทำการฉบับดังกล่าว และประสงค์ที่จะแจ้งและยืนยันต่อผู้ทำคำเสนอซื้อหลักทรัพย์ดังต่อไปนี้

1. ข้าพเจ้า ไม่ประสงค์ที่จะขายและยืนยันที่จะไม่ขายหุ้น ไม่ว่าทั้งหมดหรือบางส่วนที่ข้าพเจ้าถืออยู่ในบริษัทฯ จำนวนทั้งสิ้น 39,665,000 หุ้น คิดเป็นร้อยละ 3.41 ของหุ้นที่จำหน่ายแล้วทั้งหมดของบริษัทฯ ในช่วงระยะเวลาการทำคำเสนอซื้อหลักทรัพย์ของผู้ทำคำเสนอซื้อหลักทรัพย์ไม่ว่าในกรณีใด
2. ข้าพเจ้า ตกลงที่จะดำเนินการทั้งปวงที่จำเป็นเพื่อจะไม่ให้มีการซื้อขายหรือการโอนกรรมสิทธิ์ในหุ้นของบริษัทฯ ที่ข้าพเจ้าถืออยู่ นับแต่วันเริ่มต้นระยะเวลารับซื้อจนถึงวันสิ้นสุดระยะเวลารับซื้อของการทำคำเสนอซื้อหลักทรัพย์ของผู้ทำคำเสนอซื้อหลักทรัพย์ ตามที่สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ได้กำหนด เพื่อให้เป็นไปตามวัตถุประสงค์ที่ระบุข้างต้น

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ขอแสดงความนับถือ



(นายวีรพัฒน์ พูนศักดิ์อุดมสิน)

