

(Translation)

No. TPAC 019/2562

October 31, 2019

**Subject:** Notice of the right to subscribe for the newly issued ordinary shares of Thai Plaspac Public Company Limited

**Attention:** Shareholders  
Thai Plaspac Public Company Limited

**Enclosure:**

1. Notice of the Allocation of the Newly Issued Ordinary Shares of Thai Plaspac Public Company Limited
2. Subscription Form
3. Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares issued by the Thailand Securities Depository Co., Ltd.
4. Bill Payment Form
5. U.S. Indicia Checklist (Individual & Juristic Person) – Only for shareholders wishing to deposit securities into the Issuer Account and Entity Status Certification and Information Disclosure Consent Form under FATCA – Only for juristic persons (For subscribers wishing to deposit their newly issued shares into the Issuer Account only)
6. Power of Attorney for the Subscription of Newly Issued Ordinary Shares of Thai Plaspac Public Company Limited

Reference is made to the resolutions of the Extraordinary General Meeting of Shareholders No. 2/2019 of Thai Plaspac Public Company Limited (the “**Company**”) held on October 15, 2019, which were passed to approve the allocation of 72,732,324 newly issued ordinary shares of the Company with a par value of THB 1 per share to the existing shareholders on a pro rata basis (Rights Offering), at an allocation ratio of every 3.4898 existing shares for 1 newly issued ordinary share, and at an offering price of THB 11.00 per share whereby the existing shareholders shall be able to oversubscribe for the newly issued ordinary shares in excess of their rights.

In this regard, the Company has determined the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares on a pro rata basis (Record Date) on October 24, 2019, and fixed the subscription period between November 14-15 and 18-20, 2019 (totaling five business days).

The Company would like to inform your subscription entitlement for the newly issued ordinary shares in the number as stated in the Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares issued by the Thailand Securities Depository Co., Ltd. (Enclosure 3). In this regard, the Company has set out the terms, conditions and details of the issuance and offering including the allocation of the newly issued ordinary shares, the details of which are as set out in the Notice of the Allocation of the Newly Issued Ordinary Shares of the Company (Enclosure 1). Should you have any queries concerning the allocation, procedures and process in subscribing for the newly issued ordinary shares, please contact Bualuang Securities Public Company Limited at Tel: 0-2231-3777 or 0-2618-1000 ext: 1133, 1141, 1143 or 1147.

Please be informed accordingly.

Sincerely yours,

(Mr. Kevin Qumar Sharma)  
Chairman of the Board of Directors and Group Chief Executive Officer

**Thai Plaspac Public Company Limited**

77 Soi Thian Thaley 30, Bang Khun Thian–Chay Thaley Road, Tha Kham, Bang Khun Thian, Bangkok 10150, Thailand

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COMPANY REGISTRATION NO. AND TAX ID : 0107547000575

(Translation)

**Notice of the Allocation of the Newly Issued Ordinary Shares of  
Thai Plaspac Public Company Limited**

**Part 1  
Information on the Allocation of the Newly Issued Ordinary Shares of  
Thai Plaspac Public Company Limited**

**1. Date, month, year and number of the board of directors' meeting and the shareholders' meeting which approved the allocation of the newly issued ordinary shares**

Board of Directors' Meeting : Board of Directors' Meeting No. 6/2019 held on September 4, 2019

Extraordinary General Meeting of Shareholders : Extraordinary General Meeting of Shareholders No. 2/2019 held on October 15, 2019

**2. Details of the allocation of the newly issued ordinary shares**

Reference is made to the resolutions of the Extraordinary General Meeting of Shareholders No. 2/2019 of Thai Plaspac Public Company Limited (the "**Company**") held on October 15, 2019 at 3.00 p.m. at Rembrandt 3 Meeting Room, Rembrandt Hotel, located at No.19 Soi Sukhumvit 18, Sukhumvit Road, Klong Toei, Bangkok, 10110, which were passed to approve the allocation of 72,732,324 newly issued ordinary shares of the Company with a par value of THB 1 per share to the existing shareholders on a pro rata basis (Rights Offering), at an allocation ratio of every 3.4898 existing shares for 1 newly issued ordinary share, and at an offering price of THB 11.00 per share whereby the existing shareholders shall be able to oversubscribe for the newly issued ordinary shares in excess of their rights and any fractions of shares shall be rounded down.

In this regard, the Company has determined the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares on a pro rata basis (Record Date) on October 24, 2019, and fixed the subscription period between November 14-15 and 18-20, 2019 (totaling five business days). The details of the allocation of the newly issued ordinary shares are as follows:

|   |   |
|---|---|
| <b>Type of shares</b>   | : Ordinary shares   |
| <b>Paid-up registered capital before the capital increase</b>   | : THB 253,817,676 divided into 253,817,676 shares with a par value of THB 1 per share |
| <b>Amount to be paid-up for the allocation of the newly issued ordinary shares (In case of full subscription)</b> | : THB 72,732,324 divided into 72,732,324 shares with a par value of THB 1 per share   |
| <b>Paid-up registered capital after the capital increase (In case of full subscription)</b>                       | : THB 326,550,000 divided into 326,550,000 shares with a par value of THB 1 per share |

- Number of the newly issued ordinary shares to be allocated** : 72,732,324 shares
- Allocation ratio** : Every 3.4898 existing shares for 1 newly issued ordinary share
- Offering price per share** : THB 11.00 per share
- Allocation method** : The Company will allocate its 72,732,324 newly issued ordinary shares with a par value of THB 1 per share to the existing shareholders on a pro rata basis, at an allocation ratio of every 3.4898 existing shares for 1 newly issued ordinary share, and at an offering price of THB 11.00 per share whereby the existing shareholders shall be able to oversubscribe for the newly issued ordinary shares in excess of their rights and any fractions of shares shall be rounded down.

Each existing shareholder may subscribe for the newly issued ordinary shares in excess of their rights according to the allocation ratio as prescribed above, but the oversubscribed shares will be allocated to the oversubscribing shareholders only if there are shares remaining from the first round of allocation to the existing shareholders who subscribe for the shares on a pro rata basis.

In the case that there are newly issued ordinary shares remaining from the first round of allocation to the existing shareholders on a pro rata basis, the Company shall allocate such remaining shares to the existing shareholders who wish to oversubscribe for such shares, which includes the existing shareholders who are the connected persons of the Company and wish to oversubscribe for such shares, at the same offering price as the rights issue shares, and the oversubscribers shall make payment for the shares that are oversubscribed in full together with the payment for the rights issue shares from the first round of allocation, the details of which are as follows:

1. In the case where the number of shares remaining from the first round of allocation to the existing shareholders on a pro rata basis is more than or equivalent to the number of shares oversubscribed by the existing shareholders, the Company shall allocate the remaining shares to all oversubscribing shareholders who have fully paid for the oversubscribed shares in accordance with the number of shares for which they have expressed their intention to oversubscribe on a pro rata basis.
2. In the case where the number of shares remaining from the first round of allocation to the existing shareholders on a pro rata basis is less than the number of shares oversubscribed by the existing shareholders,

the Company shall allocate the remaining shares to the oversubscribing shareholders in accordance with the following procedures:

2.1 The Company shall allocate the shares on a pro rata basis by multiplying the shareholding ratio of each existing oversubscribing shareholder with the number of the remaining shares, giving the number of shares that each oversubscribing shareholder shall be entitled to be allocated. In the case of any fraction of shares, such fraction shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid.

2.2 In the case where there are shares remaining from the allocation pursuant to 2.1, the Company shall allocate the remaining shares to each oversubscribing shareholder who has not been fully allocated on a pro rata basis by multiplying the shareholding ratio of each existing oversubscribing shareholder with the number of the remaining shares, giving the number of shares that each oversubscribing shareholder shall be entitled to be allocated. In the case of any fraction of shares, such fraction shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid for.

In this regard, the Company shall allocate the shares to the oversubscribing shareholders until the oversubscribed shares have been fully allocated or there are no shares remaining from the allocation.

**3. Record date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares**

October 24, 2019

**4. Schedule for subscription and payment of the newly issued ordinary shares**

**4.1 Period for subscription of the newly issued ordinary shares**

Between 14-15 and 18-20 November 2019 (totaling five business days) from 9.00 to 16.00 hours

#### 4.2 Place for subscription and payment of the newly issued ordinary shares

The Company has appointed Bualuang Securities Public Company Limited as the subscription agent for subscription of the Company's newly issued ordinary shares (the "RO Agent"). The eligible existing shareholders shall submit the required documents and the subscription payment for subscription of the newly issued shares of the Company at the headquarters of the RO Agent from 9.00 to 16.00 hours, between 14-15 and 18-20 November 2019 (totaling five business days) at the following address:

**Name:** Bualuang Securities Public Company Limited

**Location:** 191 Silom Complex Building, 23<sup>rd</sup> Floor, Silom Road, Bang Rak District, Bangkok 10500

**Contact:** Ms. Suwalee Silaon / Mrs. Thanamas Pungpo / Ms. Benjawan Phasuk / Ms. Piyaporn Kwanno

**Tel.:** 0-2231-3777 or 0-2618-1000 ext: 1133, 1141, 1143 or 1147

**Fax:** 0-2618-1120

The newly issued shares of the Company cannot be subscribed through postal mail service or at any branch of commercial banks.

For shareholders residing in other provinces, please contact your securities companies that you have opened a securities trading account with. These securities companies will collect your subscription documents and submit to the RO Agent accordingly.

#### 5. Method of subscription and payment of the newly issued ordinary shares

##### 5.1. Subscription and payment procedures of the newly issued ordinary shares

5.1.1. If the subscription is made on November 14, 15 or 18, 2019 from 9.00 to 16.00 hours, the subscriber can make the subscription payment by cheque, draft or cashier's cheque via the Bill Payment system of Bangkok Bank Public Company Limited by using the enclosed Bill Payment Form (Enclosure 4). The subscriber must fill in the 10-digit Registration No. in Ref. 1 (Registration No. as stated in the Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares issued by Thailand Securities Depository Co., Ltd. (the "TSD")) and fill in 13-digit ID number or passport number in Ref. 2 and make the subscription payment at any branch of Bangkok Bank Public Company Limited.

The cheque, draft or cashier's cheque must be dated on November 14, 15, or 18, 2019 and exclusively specify that the payment shall be made to "Bualuang Securities Public Company Limited for Securities Subscriptions 2" where the relevant clearing house within the same area must be able to clear the cheque, draft or cashier's cheque within the next business day.

Payment fees will be exempted for subscribers who make payment via the Bill Payment system of Bangkok Bank Public Company Limited.

5.1.2. If the subscription is made between November 14-15, 2019 and November 18-20, 2019 from 9.00 to 16.00 hours, the subscriber can make the subscription payment by the following methods:

5.1.2.1. Funds transfer via the Bill Payment system of Bangkok Bank Public Company Limited by using the enclosed Bill Payment Form (Enclosure 4). The subscriber must fill in the 10-digit Registration No. in Ref. 1 (Registration No. as stated in the Certificate of Subscription Entitlement for the Newly Issued

Ordinary Shares issued by the TSD) and fill in the 13-digit ID number or passport number in Ref. 2 and make the subscription payment over the counter at any branch of Bangkok Bank Public Company Limited; or

- 5.1.2.2. Funds transfer via the Automatic Transfer System or ATS, which can be completed only if the subscriber has opened a securities trading account with Bualuang Securities Public Company Limited and sent a request to transfer funds via ATS, and the payment via ATS is effective on the subscription date (you may contact your investment consultant (“IC”)); or
- 5.1.2.3. Debiting cash from your securities trading account opened with Bualuang Securities Public Company Limited (you may contact your IC).

Payment fees will be exempted for subscribers who make payment via the Bill Payment system of Bangkok Bank Public Company Limited.

Subscribers who make payment via the Bill Payment system of Bangkok Bank Public Company Limited must submit payment evidence (a copy of the Bill Payment Form), a certified copy of the first page of the related bank passbook or bank statement in their name for refund of the subscription payment in case they are not allocated the shares **and the subscription documents at the headquarters of the RO Agent located at Bualuang Securities Public Company Limited and please do not submit the subscription documents at the counter of any branch of Bangkok Bank Public Company Limited**

Remarks:

- (1) In the case that a subscriber wishes to oversubscribe for the newly issued ordinary shares, such subscriber must fully subscribe for his or her rights issue portion before oversubscribing for the newly issued ordinary shares and must completely and clearly fill in the “Subscription Form” (Enclosure 2). The subscriber must make a single subscription payment for both his or her rights issue portion and the oversubscription portion in full.

In the case where there are shares remaining from the first round of allocation, the shareholders wishing to oversubscribe for the newly issued ordinary shares will be entitled to be allocated an oversubscription portion in the next round of allocation (Please see Clause 5.5 “Terms and Conditions of Subscription”).

The Company and Bualuang Securities Public Company Limited hereby reserve the right to allocate the oversubscribed newly issued ordinary shares to the shareholders who have followed the subscription procedures prescribed in this notice only.

- (2) In the case that a subscriber receives more than one registration number specified in the Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares, such subscriber must prepare the subscription documents according to number of registration number specified in the Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares, i.e. one set of subscription documents per one registration number.

**5.2. Required documents for the subscription of the newly issued ordinary shares**

- 5.2.1. Subscription Form, which has been completely filled in and signed.

The Company will send the Subscription Form to all existing shareholders whose names are recorded in the share register as of October 24, 2019 (Record Date). In addition, shareholders may also request for the Subscription Form at the headquarters of the RO Agent or download such form from the Company’s website [www.thaiplaspac.com](http://www.thaiplaspac.com).

- 5.2.2. Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares issued by the TSD, which indicates the number of shares each shareholder is entitled to receive.

In the case that a subscriber receives more than one registration number specified in the Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares, such subscriber must prepare the subscription documents according to number of registration number specified in the Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares, i.e. one set of subscription documents per one registration number.

- 5.2.3. Evidence showing payment via the Bill Payment system made over the counter of Bangkok Bank Public Company Limited.

- 5.2.4. If a shareholder does not have a Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares mentioned in Clause 5.2.2 and/or has changed his or her name or surname and his or her name now differs from that recorded in the share register as at October 24, 2019, the record date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares, such shareholder must provide evidence issued by a government authority, for example, a certificate, marriage certificate, divorce certificate, certificate for change of name or surname, as well as the following identification documents:

In the case of Thai individuals

- A certified true copy of a valid identification card or government official identification card; and
- A certified true copy of the first page of a bank passbook in case the subscriber has chosen to receive a refund of the subscription payment by funds transfer to his or her bank account. However, if the copy of the first page of the bank passbook is not provided, the Company reserves the right to refund the subscription payment by crossed cheque or crossed cashier cheque payable only to such subscriber.
- If the subscriber is a minor, please provide a letter of consent from the guardian (father, mother or legal representative), a certified true copy of a valid identification card of the guardian and a certified true copy of the household registration of the minor together with the signature of the guardian.

In the case of foreign individuals (who reside in Thailand)

- A certified true copy of a valid passport; and
- A certified true copy of the first page of a bank passbook in case the subscriber has chosen to receive a refund of the subscription payment by funds transfer to his or her bank account. However, if the copy of the first page of the bank passbook is not provided, the Company reserves the right to refund the subscription payment by crossed cheque or crossed cashier cheque payable only to such subscriber.
- If the subscriber is a minor, please provide evidence showing that he or she is legally able to subscribe for the shares.

In the case of Thai juristic persons

- A certified true copy of a corporate affidavit that was issued by the Ministry of Commerce for less than one year before the subscription date, signed by the authorized director(s) and affixed with the corporate seal (if any);
- A certified true copy of a valid identification card of the authorized representative(s) of the juristic person;
- A power of attorney in case authorization is given to another person to submit the subscription documents together with a certified true copy of a valid identification card of the authorized director(s) of the juristic person and the attorney, and if the power of attorney is photocopied, it must also be duly signed by the grantor; and
- A certified true copy of the first page of a bank passbook in case the subscriber has chosen to receive a refund of the subscription payment by funds transfer to his or her bank account. However, if the copy of the first page of the bank passbook is not provided, the Company reserves the right to refund the subscription payment by crossed cheque or crossed cashier cheque payable only to such subscriber.

In the case of foreign juristic persons

- A certified true copy of the corporate documents evidencing its incorporation, memorandum of association, and/or corporate affidavit of the juristic person that were issued for less than one year before the subscription date, signed by the authorized person of the juristic person and affixed with the corporate seal (if any); and
- A certified true copy of a valid passport of the authorized person who has signed the corporate documents mentioned above.
- All signed documents must be certified by a notary public or any other competent authority in the jurisdiction in which the documents were prepared or certified, and the signature and seal of the notary public or such competent authority must be certified by an official of the Thai Embassy or Consulate in the jurisdiction in which the documents were prepared or certified, all of which must not exceed one year until the subscription date.

- 5.2.5. In case a shareholder has appointed a custodian to exercise his or her rights, a power of attorney for the custodian will be required. The custodian must sign the Subscription Form and all required documents for the subscription and provide a document showing the custodian's authorized person(s) that has been affixed with the corporate seal (if any) together with a certified true copy of a valid identification document of such authorized person(s).
- 5.2.6. A power of attorney affixed with THB 30 stamp duty in case a shareholder has appointed an attorney to act on his or her behalf together with a certified true copy of a valid identification card of the subscriber and the attorney.
- 5.2.7. U.S. Indicia Checklist (Individual & Juristic Person) – Only for shareholders wishing to deposit securities into the Issuer Account and Entity Status Certification and Information Disclosure Consent Form under FATCA – Only for juristic persons (Enclosure 5).

In the case that a subscriber wishes to use the TSD's scripless service to deposit his or her shares in the Issuer Account No. 600, the subscriber must fill in the "U.S. Indicia Checklist (Individual & Juristic Person) – Only for shareholders wishing to deposit securities into the Issuer Account", as well as the "Entity Status Certification and Information Disclosure Consent Form under FATCA – Only for juristic persons" (Enclosure 5), and sign such documents for further submission to the TSD.

In the case that a subscriber does not provide all such required documents for the share subscription, the Company or Bualuang Securities Public Company Limited reserves the right to consider that such shareholder has given up the right to subscribe for the newly issued ordinary shares.

In addition, the Company and Bualuang Securities Public Company Limited reserve the right not to allocate the shares to any subscriber if such allocation will be, or cause them to be, in violation of any laws, regulations or rules of a foreign country, or if such delivery will cause them to take any further steps or actions other than those necessary under the Thai laws and regulations concerning the issuance and offering of securities, or cause too much burden on the Company, or is not in line with the procedures, criteria and conditions as specified in this document

The Company and the RO Agent reserve right to consider asking for any other additional evidence or documents as they may deem it appropriate.

**5.3. Refund of subscription payment for the newly issued ordinary shares (if any)**

In the case that a shareholder who has subscribed for the newly issued ordinary shares does not receive the allocated newly issued ordinary shares or a shareholder who has oversubscribed for the newly issued ordinary shares receives less shares than he or she has intended to oversubscribe, the Company or Bualuang Securities Public Company Limited will arrange for a refund of the subscription payment for the unallocated or partially allocated portion of shares to be made, without any interest and/or damages, within ten business days from the end of the subscription period through one of the methods as specified in the Subscription Form as follows:

- 5.3.1. Funds transfer to the bank account of a subscriber as per the details specified in the Subscription Form and the first page of the related bank passbook or bank statement within seven business days from the end of the subscription period;
- 5.3.2. In case no bank passbook was provided or the funds could not be transferred to the relevant bank account as specified in Clause 5.3.1 or 5.3.3, the refund of the subscription payment will be made by a crossed cheque of Bangkok Bank Public Company Limited, Headquarters, which will be payable to the subscriber and sent by registered mail to the address specified by the subscriber in the Subscription Form within ten business days from the end of the subscription period; or
- 5.3.3. In the case that the subscriber is an existing client of Bualuang Securities Public Company Limited, the refund of the subscription payment will be made by funds transfer via the Automatic Transfer System (ATS) to the bank account of the subscriber according to the information provided to Bualuang Securities Public Company Limited as specified in the Subscription Form within five business days from the end of the subscription period.

Nevertheless, in the case that the refund of the subscription payment for the unallocated or partially allocated portion of shares could not be completed by funds transfer via the Automatic Transfer System (ATS) to the bank account of the subscriber as specified in the Subscription Form which is not under the control of the Company or Bualuang Securities Public Company Limited, the Company or Bualuang Securities Public Company Limited will arrange for a refund of the subscription payment for the unallocated or partially allocated portion of shares to be made by a crossed cheque of Bangkok Bank Public Company Limited, Headquarters, which will be payable to the subscriber and sent by registered mail to the address specified by the subscriber in the Subscription Form within ten business days from the end of the subscription period.

In case of a refund in the form of a cheque, the subscriber will be responsible for the fee charged by the relevant clearing house or bank (if any).

In case the refund cannot be made to the subscriber within the stated period, Bualuang Securities Public Company Limited pay interest at the rate of 7.5% per annum on the amount to be refunded, calculated from the date following the last day of the stated period until the date on which the refund is made. However, if the refund of the subscription payment for the unallocated or partially allocated portion of shares has already been made via the Automatic Transfer System (ATS) to the bank account of the subscriber as specified in the Subscription Form or a cheque has been sent by registered mail to the address specified by the subscriber in the Subscription Form in any event, it shall be deemed that the subscriber has duly received the refund of the subscription payment for the unallocated or partially allocated portion of shares and the subscriber shall not have the right to claim any interest and/or damages from the Company or Bualuang Securities Public Company Limited.

#### **5.4. Delivery of the newly issued ordinary shares**

A subscriber can request the Company to deliver his or her shares by one of the following methods:

5.4.1. If the subscriber does not wish to receive a share certificate but wishes to use the TSD's scripless service to deposit his or her shares in the securities trading account opened with his or her securities broker, the Company will deposit the subscriber's allotted shares in the name of "The Thailand Securities Depository Co., Ltd. for Depositors". The TSD will record the number of shares in the account of the securities broker and will issue a depository receipt to the subscriber within seven business days from the end of the subscription period.

Meanwhile, the securities broker will also record the number of shares deposited by the subscriber. In this case, the subscriber can trade the allotted shares on the Market for Alternative Investment (the "MAI") as soon as the newly issued ordinary shares are permitted to be traded on the MAI.

In case the subscriber requests the Company to proceed according to Clause 5.4.1, the name of the subscriber specified in the Subscription Form must correspond to the securities trading account name; otherwise, the Company reserves the right to issue a share certificate to the subscriber pursuant to Clause 5.4.3.

5.4.2. If the subscriber does not wish to receive a share certificate but wishes to use the TSD's scripless service to deposit his or her shares in the Issuer Account No. 600, the Company will arrange for his or her allotted shares to be deposited with the TSD. The TSD will record the number of allocated shares in the Issuer Account No. 600 and will issue a depository receipt to the subscriber within seven business days from the end of the subscription period. In this case, the subscriber can trade

the allotted shares on the MAI. If the subscriber wishes to withdraw his or her shares from the Issuer Account No. 600, the subscriber may contact the TSD where such withdrawal is subject to a fee at the rate specified by the TSD. In this case, the subscriber must fill in the “U.S. Indicia Checklist (Individual & Juristic Person) – Only for shareholders wishing to deposit securities into the Issuer Account” and “Entity Status Certification and Information Disclosure Consent Form under FATCA – Only for juristic persons”, which must be signed and certified by the subscriber and delivered to Bualuang Securities Public Company Limited along with other subscription documents.

In case the subscriber does not wish to fill in, complete or submit the FATCA forms, the Company reserves the right to issue a share certificate pursuant to Clause 5.4.3 to such subscriber. Please note that any withdrawal of shares from the Issuer Account No. 600 takes time to process and the subscriber who has deposited his or her shares in such account may not withdraw his or her shares on the first date on which the Company’s newly issued shares are traded on the MAI.

- 5.4.3. If the subscriber wishes to receive a share certificate in his or her name, the Company, by the TSD, will deliver such share certificate corresponding to the number of allocated shares to the subscriber in line with the name and address provided in the Subscription Form within 15 business days from the end of the subscription period. In this case, the subscriber cannot trade the allotted newly issued shares on the MAI unless he or she receives the share certificate, which may take place after the first date on which the Company’s newly issued shares are traded on the MAI.

In case the subscriber does not choose any of the foregoing securities delivery methods in the Subscription Form, the Company reserves the right to issue a share certificate pursuant to Clause 5.4.3 to the subscriber.

## **5.5. Terms and Conditions of Subscription**

- 5.5.1. In the case that a shareholder wishes to fully or partially subscribe for his or her rights issue portion, such shareholder who has expressed his or her intention to fully or partially subscribe for his or her rights issue portion shall be allocated all of his or her subscribed portion where any fraction of shares shall be rounded down.
- 5.5.2. In the case that a shareholder wishes to oversubscribe for the newly issued ordinary shares, such shareholder must indicate his or her intention to fully subscribe for his or her rights issue portion before oversubscribing for the newly issued ordinary shares by completely and clearly filling in the “Subscription Form” (Enclosure 2) and make a single subscription payment for both his or her rights issue portion and the oversubscription portion in full.

In the case that there are newly issued ordinary shares remaining from the first round of allocation to the existing shareholders on a pro rata basis, such remaining newly issued ordinary shares shall be allocated to the existing shareholders who wish to oversubscribe for such shares at the same offering price as the rights issue shares, subject to the following:

- (1) In the case where the number of shares remaining from the first round of allocation to the existing shareholders on a pro rata basis is more than or equivalent to the number of shares oversubscribed by the existing shareholders, the remaining shares shall be allocated to all oversubscribing shareholders who have fully paid for the oversubscribed shares in

accordance with the number of shares for which they have expressed their intention to oversubscribe on a pro rata basis.

- (2) In the case where the number of shares remaining from the first round of allocation to the existing shareholders on a pro rata basis is less than the number of shares oversubscribed by the existing shareholders, the remaining shares shall be allocated to the oversubscribing shareholders in accordance with the following procedures:
  - (a) The shares shall be allocated to the oversubscribing shareholders on a pro rata basis by multiplying the shareholding ratio of each oversubscribing shareholder with the number of the remaining shares, giving the number of shares that each oversubscribing shareholder shall be entitled to be allocated. In the case of any fraction of shares, such fraction shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid.
  - (b) In the case where there are shares remaining from the allocation pursuant to (a), such remaining shares shall be allocated to each oversubscribing shareholder who has not been fully allocated on a pro rata basis by multiplying the shareholding ratio of each existing oversubscribing shareholder with the number of the remaining shares, giving the number of shares that each oversubscribing shareholder shall be entitled to be allocated. In the case of any fraction of shares, such fraction shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid for. In this regard, the shares shall be allocated to the oversubscribing shareholders pursuant to the procedures set out in (b) until the oversubscribed shares have been fully allocated or there are no shares remaining from the allocation.

- 5.5.3. Any shareholder who has subscribed for the shares and paid for the subscription is not permitted to cancel his or her subscription.
- 5.5.4. In the case that the subscription payment is made by a bank cheque, the subscription payment and the subscription for the newly issued ordinary shares will be deemed complete once the Company or Bualuang Securities Public Company Limited can collect the subscription payment only.
- 5.5.5. If (1) a subscribing shareholder is unable to make the subscription payment or Bualuang Securities Public Company Limited is unable to collect all or any part of the subscription payment within the scheduled subscription period or subscription payment period for whatever reason that is not the fault of the Company or Bualuang Securities Public Company Limited; or if (2) the subscribing shareholder has not completely or clearly filled in the Subscription Form, the Company or Bualuang Securities Public Company Limited is entitled to consider that such shareholder has given up his or her right to subscribe for the newly issued ordinary shares and reserves the right not to further allocate such newly issued ordinary shares.

In making the subscription payment, the shareholder should carefully study the subscription payment methods and comply with the specified conditions and procedures. If the shareholder fails to comply with the subscription payment method or fails to comply with the specified conditions and procedures and the subscription payment cannot be collected within the subscription period, the

Company or Bualuang Securities Public Company Limited is entitled to consider that such shareholder has given up his or her right to subscribe for the newly issued ordinary shares and reserves the right not to further allocate such newly issued ordinary shares.

- 5.5.6. The Company and Bualuang Securities Public Company Limited reserve the right not to allocate the shares to any subscriber if such allocation will be, or cause them to be, in violation of any laws, regulations or rules of a foreign country, or if such allocation will cause them to take any other steps or actions other than those necessarily required under Thai laws and regulations concerning the issuance and offering of securities, or cause too much burden on the Company, or is not in line with the procedures, criteria and conditions as specified in this document.

**5.6. Other key information on the subscription of the newly issued ordinary shares**

- 5.6.1. The name of the subscriber and the name of the owner of the securities trading account must be the same. If the account number of the securities trading account belongs to another person, the shares will not be able to be transferred into the account and the subscriber will not be able to trade the shares on the first trading date of the Company's newly issued shares on the MAI. In this regard, the Company reserves the right to issue a share certificate to such subscriber.
- 5.6.2. Please correctly specify the relevant TSD membership number (broker code) to whom the shares will be delivered. If the TSD membership number is not correct, the shares will be delivered to another broker, and the Company or Bualuang Securities Public Company Limited shall not be responsible for the possible loss or delay in claiming back the shares.
- 5.6.3. If the Company is not able to transfer the subscription payment back to the subscriber within the specified period for any reason that is not under the control of the Company or Bualuang Securities Public Company Limited, Company and Bualuang Securities Public Company Limited shall not be responsible for any interest and/or damages and shall only refund the subscription payment to the subscriber who has not been fully allocated or has been partially allocated the shares from the Company pursuant to Clause 5.5 "Terms and Conditions of Subscription".
- 5.6.4. If the number of shares that the shareholder has specified in the Subscription Form does not match the subscription payment received by the Company, the Company or Bualuang Securities Public Company Limited hereby reserves the right to refer to the number of shares based on the subscription payment received.
- 5.6.5. For any subscriber who wishes to deposit his or her shares in the Issuer Account No. 600, the subscriber must fill in the "U.S. Indicia Checklist (Individual & Juristic Person) – Only for shareholders wishing to deposit securities into the Issuer Account", as well as the "Entity Status Certification and Information Disclosure Consent Form under FATCA – Only for juristic persons" (Enclosure 5) for further submission to the TSD. However, if the subscriber does not complete these additional subscription documents, the Company hereby reserves the right to issue a share certificate to the subscriber.
- 5.6.6. The Company or Bualuang Securities Public Company Limited hereby reserves the right to change the details of the subscription payment method, the

terms and conditions of the subscription, or any information relating to the method for the subscription of the newly issued ordinary shares in case of any difficulties, burden or restrictions in the share allocation as appropriate so as to achieve the utmost benefit for the subscription of the Company's newly issued ordinary shares.

5.6.7. If you have any questions, please contact:

**Bualuang Securities Public Company Limited**

191 Silom Complex Building, 23<sup>rd</sup> Floor

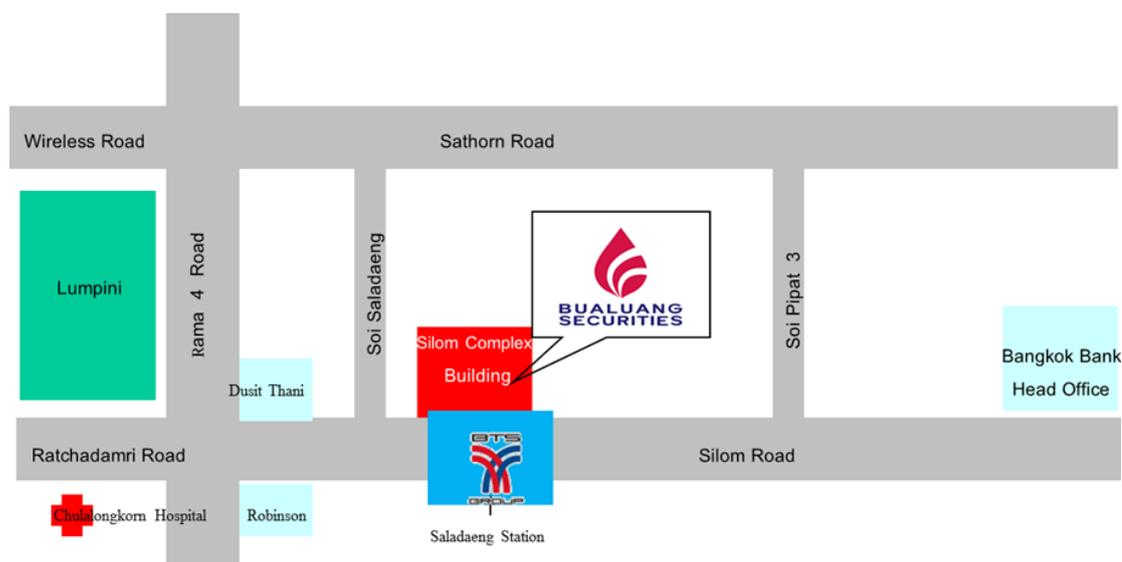
Silom Road, Bang Rak District, Bangkok 10500

Ms. Suwalee Silaon / Mrs. Thanamas Pungpo / Ms. Benjawan Phasuk /

Ms. Piyaporn Kwanno

Tel.: 0-2231-3777 or 0-2618-1000 ext: 1133, 1141, 1143 or 1147

Fax: 0-2618-1120



**6. Objectives of the capital increase and use of proceeds**

- (1) To strengthen the Company's balance sheet by using a major portion of the proceeds derived from the capital increase to repay loans from financial institutions and/or other debts in the amount of approximately THB 800,000,000, which will allow the Company to be ready for business expansion and acquisitions in the future after the repayment of such loans.
- (2) To increase the liquidity of the Company's shares traded on the MAI given the increase in the number of shares of the Company.
- (3) To satisfy one of the listing criteria for the Company's shares to be listed on the main board of the Stock Exchange of Thailand (the "SET"), i.e. by having paid-up capital of not less than THB 300,00,000 as it is the intention of the Company to list its shares on the main board of the SET.

**7. Benefits from the capital increase/share allotment to the Company**

The capital increase will help strengthen the Company’s balance sheet to be ready for business expansion and further acquisitions, which may be in markets where the company already has a presence (India, United Arab Emirates, Thailand). In addition, if the Company has more liquidity in terms of shares and is able to have its shares traded on the main board of the SET, the investor base will be expanded, thereby unleashing the Company’s full valuation potential.

**8. Benefits from the capital increase and allocation of the newly issued ordinary shares**

**8.1 Dividend policy**

The Company has a policy to pay dividends at the rate of not less than 30 percent of the net profit after corporate income tax and statutory reserve. However, payment of dividends is subject to change depending on the operating results, business expansion plan, liquidity, necessity, and other appropriateness in the future, and the Board of Directors of the Company has the authority to consider the implementation of this policy on the condition that it must be in the best interest of the shareholders.

**8.2 Rights to receive dividends attached to the newly issued ordinary shares**

The subscribers of the newly issued shares shall be entitled to receive dividends from the Company’s business operations from the date on which the subscribers are registered as the Company’s shareholders, provided that the shareholders must have their names listed in the shareholder register book of the Company, and the Company must announce the dividend payment in accordance with the relevant laws, rules, and regulations.

**9. Other details necessary for decision-making in relation to the investment in the Company’s newly issued ordinary shares**

**9.1 Effects on the shareholders from the allocation of newly issued shares**

**9.1.1 Price Dilution**

After the allocation of the newly issued ordinary shares to the existing shareholders on a pro rata basis, price dilution will be subject to the exercise of the rights to purchase newly issued shares of each existing shareholder. In the case that all existing shareholders do not exercise their rights to purchase any newly issued shares, there will be no price dilution effect on the shares of the Company. However, in the case that all existing shareholders fully exercise their rights to purchase all newly issued shares, the price of the shares of the Company will be affected and it will be reduced at the rate of 2.4 percent as per the following calculation:

$$\begin{aligned}
 &= \frac{\text{Market Price before offering} - \text{Market Price after offering}}{\text{Market Price before offering}} \\
 &= \frac{12.32 - 12.03}{12.32} \\
 &= 2.4 \text{ percent}
 \end{aligned}$$

The Market Price after the rights offering is:

$$\begin{aligned}
 &= \frac{(\text{Market Price} \times \text{Number of paid-up shares}) + (\text{Rights offering price} \times \text{Number of shares to be issued as rights offering})}{\text{Number of paid-up shares} + \text{Number of shares to be issued as rights offering}} \\
 &= \frac{(12.32 \times 253,817,676) + (11.00 \times 72,732,324)}{253,817,676 + 72,732,324} \\
 &= \text{THB 12.03 per share}
 \end{aligned}$$

### 9.1.2 Control Dilution

After the allocation of the newly issued ordinary shares to the existing shareholders on a pro rata basis, in the case that all existing shareholders fully exercise their rights to purchase the newly issued shares, there will be no control dilution.

However, in the case that any shareholder does not wish to exercise his/her rights to subscribe for any newly issued ordinary shares and other shareholders exercise their rights to subscribe for all of the newly issued ordinary shares in accordance with their rights and/or subscribe for all newly issued ordinary shares in excess of their rights, there will be a control dilution effect on such shareholder, where his/her voting rights will be decreased by approximately 22.3 percent as per the following calculation:

$$\begin{aligned}
 &= \frac{\text{Number of shares offered}}{\text{Number of paid-up shares} + \text{Number of shares offered}} \\
 &= \frac{72,732,324}{253,817,676 + 72,732,324} \\
 &= 22.3 \text{ percent}
 \end{aligned}$$

### 9.1.3 Earnings (EPS) per Share Dilution

$$\begin{aligned}
 &= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}} \\
 &= \frac{0.15 - 0.12}{0.15} \\
 &= 22.3 \text{ percent}
 \end{aligned}$$

|                             |   |   |
|-----------------------------|---|---|
| Whereby EPS before offering | = | $\frac{\text{Net profit}}{\text{Number of paid-up shares}}$                                   |
|                             | = | $\frac{38,418,040}{253,817,676}$  |
|                             | = | THB 0.15 per share  |
| Whereby EPS after offering  | = | $\frac{\text{Net profit}}{\text{Number of paid-up shares} + \text{Number of shares offered}}$ |
|                             | = | $\frac{38,418,040}{253,817,676 + 72,732,324}$   |
|                             | = | THB 0.12 per share  |

Net profit is calculated from the net profit of the past 12 months from July 1, 2018 to June 30, 2019.

In this regard, after taking into consideration a comparison between the benefits that the shareholders will gain from the capital increase, and the allocation of the newly issued ordinary shares of the Company and the effects on the profit sharing, the voting rights of the shareholders or the earnings per share as described above, the Board of Directors has viewed that the capital increase and the allocation of the newly issued ordinary shares of the Company to be more beneficial to the shareholders than the effects on the profit sharing, the voting rights of the shareholders or the earnings per share as the capital increase and the allocation of newly issued ordinary shares of the Company would allow the Company to repay loans with financial institutions and/or other debts and would reduce the interest expenses payable to the financial institutions, as well as strengthening the financial position of the Company as the Company would have a continuous stream of working capital and flexibility for its business operations in the future.

## **9.2 Opinions of the Board of Directors on the capital increase or the share offering to the existing shareholders on a pro rata basis**

### **9.2.1 Rationale and necessity for the capital increase**

The Board of Directors has viewed that it was necessary for the Company to increase its registered capital and allocate the newly issued ordinary shares to the existing shareholders on a pro rata basis where the proceeds from the allocation of the newly issued shares would be used for the purposes as described under Clause 6 above.

### **9.2.2 Feasibility of the plan for the use of proceeds**

The Company plans to allocate the newly issued ordinary shares to the existing shareholders of the Company on a pro rata basis and receive the proceeds from such share allocation by November 2019. The Company will use such proceeds for the purposes as described under Clause 6 above.

**9.2.3 Reasonableness of the capital increase, plan for the use of proceeds from the share offering, and projects to be implemented, including sufficiency of the sources of funds in the case that proceeds from the allocation of the newly issued ordinary shares on a pro rata basis are insufficient**

The Board of Directors has viewed that the allocation of the newly issued ordinary shares to the existing shareholders on a pro rata basis was appropriate and reasonable and was in the best interest of the Company and all shareholders because it was in line with the Company's financing plan to repay loans from the financial institutions and/or other debts, which would help strengthen the Company's balance sheet and allow the Company to be ready for business expansion and acquisitions in the future. In the case that the proceeds from the allocation of the newly issued ordinary shares are insufficient, the Company has a plan to repay the loans as much as possible to reduce its financing burden.

In this regard, in the case that the newly issued ordinary shares are fully subscribed, the Company will be able to raise funds of approximately THB 800,055,564.

**9.2.4 Potential impact on the business operations of the Company, as well as its financial position and operating results as a result of the capital increase and the implementation of the plan for the use of proceeds or projects**

The Board of Directors has viewed that the allocation of the newly issued ordinary shares to the existing shareholders of the Company on a pro rata basis was in line with the Company's financing plan, which would allow the Company to be able to use the proceeds from the capital increase for the purposes as described under Clause 6 above. The implementation of the foregoing will be beneficial to the Company and will not have any adverse effect on the business operations of the Company, as well as its financial position and operating results.

**Part 2**  
**Preliminary Information on Thai Plaspac Public Company Limited**

**1. Name and address of the listed company**

|                             |   |
|-----------------------------|---|
| Name                        | Thai Plaspac Public Company Limited   |
| Address                     | No. 77 Soi Thian Thalay 30, Thanon Bang Khun Thian, Tha Kham, Bang Khun Thian, Bangkok, 10150 |
| Telephone Number            | 0-2897-2250   |
| Facsimile Number            | 0-2897-2531   |
| Company Registration Number | 0107547000575   |
| Company's Website           | <a href="http://www.thaiplaspac.com">www.thaiplaspac.com</a>                                  |

**2. Type and nature of current business**

**2.1 Nature of products and services**

We divided our business into four categories as follows:

1. Food & Beverage, which can be divided into five sub-sectors as follows:
  - 1.1 Dairy & coffee, which include packaging solutions mainly for milk and yoghurt products. Milk packaging includes small individual sized bottles up to large multi gallons bottles. Yoghurt packaging includes thin walled cups and bottles. Caps for dairy products include snap – on – screw – off caps, screw caps and snap – on snap – off caps. In addition, we are also active in the coffee market with products covering screw top caps and bottles for coffee or malt powder.
  - 1.2 Food condiments, which comprise packaging solutions for ketchup, chili sauce, oyster sauce and other food condiments. Specialized barrier properties to the bottles are often required in order to mitigate any negative affect of oxidization to the filled product. Our product range also includes internal tamper evident flip top caps, external tamper evident flip top caps, and caps of various types and sizes.
  - 1.3 Edibles, which mainly consist of customized containers for food products, such as chewing gums, honey, and spices.
  - 1.4 Tableware products, which include various cutlery, such as disposable folding forks for instant noodles and baby milk spoons, which require the highest level of hygiene.
  - 1.5 Beverage, which includes bottles and caps for fruit juice, coconut water, green tea, and various healthy drinks. Our customized and designed beverage bottles are likely to differ in size and shape from the more commonly seen commoditized beverage bottles in the market.

2. Pharmaceutical & Personal Care, which comprises bottles and caps for mouthwash, pharmaceutical supplements, soaps, body oils, cleansing lotions, talcum powder and deodorants. These products require quality control like Food & Beverage products as humans directly use or touch them.
3. Homecare, which comprises bottles and caps for floor and toilet cleaning solutions, air refresher cartridges, room spray caps, pest spray caps, bottles for antiseptic solutions, as well as cleaning equipment, such as mops. The products in this category must have high resistance to chemicals.
4. Precision Tools, which consist of measuring tapes and engineering levelers, as well as furniture parts, such as armrests, backrests, chair wheels. The products in this category must be durable, e.g. resistant to high or low level of temperature as well as impact.

## **2.2 Industry and competition**

For end customer, plastic packaging play crucial role in the aspect of design and utility. TPACs products focus on everyday consumables which tend to be defensive in nature and not prone to cyclicity. High demand from the personal care, household care, food and beverage, and pharmaceutical industries is the main factor currently driving the growth of the global plastic packaging industry. Industrial customer and end consumer demand for convenience in the form of packaged foods and single serve containers for consumer products has resulted in the large-scale use of plastic packaging by these industries, which in turn has positively impacted the growth of the plastic packaging market. Several major segments within the plastic packaging industry are poised for strong growth trending in line with GDP growth.

## **2.3 Manufacturing**

The Company focuses on rigid plastic solutions for hygienic consumer applications manufacturer and improving product quality and increasing capacity to support the expansion of the market. The Company is committed to providing quality products and services that meet its customers' expectation. With long-term experience in the plastic packaging business, the Company has an advantage in terms of quality control and product development, which gives its customers confidence in the Company and its products and will enable the Company to remain in this business and grow sustainably.

## **2.4 Marketing and distribution**

### **2.4.1 Marketing**

There is a high level of competition in the plastic packaging industry from both domestic and foreign manufacturers in terms of pricing, quality, service, and design. In order to achieve our target and maintain our dominance in the market with continuity and sustainability, we have set out the following marketing plan.

#### Quality

In order to create confidence in our customers, we focus on producing high quality products and maintaining high standard for our products with sustainability. We have employed a regular standard quality control system throughout our entire manufacturing process where our quality assurance team performs various inspections, such as raw materials, production process, and delivery process. Moreover, we also

comply with the ISO 9001:2015, GMP, HACCP, and FSSC 22000 standard in our operations where we are able to prevent contamination and reduce the rate of defective products. In addition, we adhere to our “5S” principles to maintain our quality standard with sustainability.

### Service

Apart from focusing on manufacturing high quality products and maintaining high standard for our products, we also focus on customer service and catering to our customers’ demands. “Your Packaging Partner” is our motto and we have always tried our best to live up to it, e.g. by focusing on punctual delivery to meet the needs of our customers; using a systematic logistic system, covering planning, storage, and product delivery; giving advice to our customers on designing and raw material procurement; providing after-sales services, such as joint product testing when our products are introduced into the product line for the first time; and helping our customers with any packaging issue when they require our assistance.

### Price

To satisfy our customers, we have a policy to manufacture high quality products that are suitable for use by our customers. However, we also take into account fair pricing to maintain long-term relationships with our customers. We choose to find a way to manufacture products that save costs for our customers. Moreover, because plastic resin is a major production cost, we usually have an agreement with our customers to adjust the price of the products subject to the price of plastic resin so that we can offer a fair price to our customers.

### Relationship

We have a policy to maintain and expand our customer base at the same time. We give importance to customer relationship management to maintain long-term relationship with our customers and regularly take care of our customers’ needs, e.g. by checking customer feedback and asking customers if they have any new demands. Even if we believe that product quality is crucial for achieving our success and gaining confidence from our customers, we also realize the importance of providing good service.

## **2.4.2 Distribution**

Many of our major customers and target customers are well-known manufacturers of industrial products recognized by the general consumers. Therefore, our sales and marketing team is tasked with approaching these customers directly. Our sales team is divided into technical sales team and sales administration team. Our technical sales team visits our major customers or target customers at their offices and also serves walk-in customers. Our sales administration team is stationed at our office and is tasked with taking care of our customers and liaising with our customers on various matters, e.g. making purchases and claiming product defect.

## 2.5 Material assets of the Company and its key subsidiaries

### 2.5.1 Fixed assets

The book value of the fixed assets of the Company and its subsidiaries as of June 30, 2019 was as follows:

| No.          | Details                             | Nature of Ownership                      | Net Book Value (THB million) | Encumbrance    |
|--------------|-------------------------------------|--|------------------------------|----------------|
| 1.           | Land and land improvements          | Owned by the Company or its subsidiaries | 246.90                       | See note below |
| 2.           | Buildings and building improvements | Owned by the Company or its subsidiaries | 233.32                       | See note below |
| 3.           | Plant and equipment                 | Owned by the Company or its subsidiaries | 874.38                       | See note below |
| 4.           | Fixture and furniture               | Owned by the Company or its subsidiaries | 10.66                        | See note below |
| 5.           | Vehicles                            | Owned by the Company or its subsidiaries | 3.69                         | See note below |
| 6.           | Construction work in progress       | Owned by the Company or its subsidiaries | 78.73                        | None           |
| <b>Total</b> |                                     |  | <b>1,420.68</b>              |                |

Note:

1. Certain assets of the Company under items 1, 2 and 3 above, whose approximate book value is THB 66 million, have been put up as collaterals for certain overdrafts, short-term loans and credit facilities with commercial banks.
2. Certain assets of TPAC Packaging (Bangna) Company Limited under item 3 above, whose approximate book value is THB 59 million, have been put up as collaterals for certain long-term loans with commercial banks.
3. All assets of TPAC Packaging India Private Limited under items 1-5 above have been put up as collaterals for certain long-term loans and long-term debentures.

### 2.5.2 Intangible assets

The book value of the intangible assets of the Company and its subsidiaries as of June 30, 2019 was as follows:

| No. | Details    | Nature of Ownership                      | Net Book Value (THB million) | Encumbrance |
|-----|------------|--|------------------------------|-------------|
| 1.  | Software   | Owned by the Company or its subsidiaries | 7.63                         | None        |
| 2.  | Trademarks | Owned by the Company or its subsidiaries | 204.34                       | None        |

| No.          | Details               | Nature of Ownership                           | Net Book Value (THB million) | Encumbrance |
|--------------|-----------------------|---|------------------------------|-------------|
|              | Customer relationship | Owned by TPAC Packaging India Private Limited | 151.22                       | None        |
| 4.           | Goodwill              | Owned by TPAC Packaging India Private Limited | 942.64                       | None        |
| <b>Total</b> |                       |   | <b>1,305.83</b>              |             |

### 3. List of the Company's executives and top ten shareholders

#### 3.1 List of directors as at October 24, 2019

| Name                       | Position   |
|----------------------------|--|
| 1. Kevin Kumar Sharma      | Chairman of the Board of Directors / Group Chief Executive Officer   |
| 2. Theerawit Busayapoka    | Director / Managing Director / Chief Executive Officer of Thailand business group                            |
| 3. Virasak Sutanthavibul   | Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee |
| 4. Kittiphath Suthisamphat | Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee   |
| 5. Kran Chayavichitsilp    | Independent Director / Chairman of the Nomination and Remuneration Committee / member of the Audit Committee |
| 6. Aradhana Lohia Sharma   | Non-Executive Director   |
| 7. Yashovardhan Lohia      | Non-Executive Director   |
| 8. Anil Kumar Kohli        | Director / Chief Technical Officer   |

#### 3.2 List of executives as at October 24, 2019

| Name                     | Position   |
|--------------------------|--|
| 1. Kevin Kumar Sharma    | Group Chief Executive Officer  |
| 2. Theerawit Busayapoka  | Chief Executive Officer of Thailand business group                     |
| 3. Shrinath Kasi         | Chief Executive Officer of Subsidiary (India)                          |
| 4. Nimit Kishore Bhatia  | Chief Executive Officer of Subsidiary (United Arab Emirates)           |
| 5. Worapong Woottipruk   | Chief Financial Officer / Company Secretary                            |
| 6. Suyog Chitlange       | Chief Financial Officer of Subsidiary (India and United Arab Emirates) |
| 7. Khanit Thanawuthikrai | Assistance Vice President Accounting                                   |

### 3.3 List of top ten shareholders as at October 24, 2019

| Name  | No. of Shares | Shareholding Percentage (%) |
|---|---------------|-----------------------------|
| 1. Anuj Lohia   | 153,009,150   | 60.28                       |
| 2. Eakawut Nerngchamnong  | 22,686,200    | 8.94                        |
| 3. THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED            | 13,395,300    | 5.28                        |
| 4. Theerawit Busayapoka   | 9,560,000     | 3.77                        |
| 5. THAI NVDR COMPANY LIMITED  | 8,302,304     | 3.27                        |
| 6. CITIBANK NOMINEES SINGAPORE PTE LTD-THAI FOCUSED EQUITY FUND LTD | 7,523,300     | 2.96                        |
| 7. Anutree Nerngchamnong  | 6,660,000     | 2.62                        |
| 8. Pornchai Rattananontachaisook                                    | 3,872,400     | 1.53                        |
| 9. Niti Nerngchamnong   | 3,599,900     | 1.42                        |
| 10. MORGAN STANLEY & CO. INTERNATIONAL PLC                          | 2,275,400     | 0.90                        |

## 4. Historical information on capital increases and dividend payments in the past three years

### 4.1 Historical information on capital increases

The Company did not increase its capital in the past three years. However, following the exercise of the TPAC -W1 and TPACESOP in the same period, the Company registered its increased paid-up twice, i.e. the increase of paid-up capital from THB 208,766,400 to THB 237,699,800 on March 31, 2016, and the increase of paid-up capital from THB 237,699,800 to THB 253,817,676 on May 19, 2016.

### 4.2 Historical information on dividend payments

|                                      | 2016 | 2017 | 2018 |
|--------------------------------------|------|------|------|
| Basic earnings per share (THB/Share) | 0.44 | 0.42 | 0.12 |
| Dividend per share (THB/Share)       | 0.21 | 0.13 | N/A* |
| Dividend payout ratio (%)            | 48   | 31   | N/A* |

Note:

\*The 2019 Annual General Meeting of Shareholders held on April 24, 2019 resolved to approve a dividend omission for the year 2018.

## 5. Details of affiliates, subsidiaries and associated companies

| No.                 | Juristic Person                         | Type of Business                            | Paid-up Capital | Shareholding Percentage (%) | Investment Value (THB thousand) |
|---------------------|---|---|-----------------|-----------------------------|---------------------------------|
| <b>Subsidiaries</b> |   |   |                 |                             |                                 |
| 1.                  | TPAC Packaging (Bangna) Company Limited | Manufacturing and selling plastic packaging | THB 101,431,370 | 100.00                      | 107,000                         |

| No. | Juristic Person                      | Type of Business                            | Paid-up Capital   | Shareholding Percentage (%) | Investment Value (THB thousand) |
|-----|--------------------------------------|---|-------------------|-----------------------------|---------------------------------|
| 2.  | TPAC Packaging India Private Limited | Manufacturing and selling plastic packaging | INR 2,450,000,000 | 80.00                       | 1,587,268                       |
| 3.  | Sun Packaging Systems (FZC)          | Manufacturing and selling plastic packaging | AED 450,000       | 89.00                       | 393,430                         |

**Part 3**  
**Summary of Comparative Financial Information for the Past Three Years**

The Company's consolidated financial statements for 2016, 2017 and 2018 and the six-month period ended June 30, 2019 are as follows:

**Table 1: Statement of Financial Position**

| Statement of Financial Position<br>(Unit: THB million)                                  | As of December 31, |                 |                 | As of<br>June 30, |
|---|--------------------|-----------------|-----------------|-------------------|
|   | 2016               | 2017            | 2018            | 2019              |
| Cash and cash equivalents   | 5.97               | 105.59          | 63.96           | 22.81             |
| Short-term investments  | -                  | -               | -               | 54.57             |
| Trade and other receivables   | 392.91             | 411.13          | 833.58          | 797.33            |
| Inventories   | 113.12             | 114.37          | 293.26          | 285.19            |
| Other current assets  | 33.37              | 29.32           | 23.02           | 55.25             |
| <b>Total current assets</b>   | <b>545.37</b>      | <b>660.41</b>   | <b>1,213.82</b> | <b>1,215.15</b>   |
| Restricted bank deposits  | -                  | -               | 51.63           | 34.58             |
| Property, plant, and equipment  | 569.75             | 547.14          | 1,480.86        | 1,420.68          |
| Goodwill  | -                  | -               | 942.64          | 942.64            |
| Intangible assets   | 4.56               | 3.92            | 396.46          | 363.19            |
| Deferred tax assets   | 3.80               | 4.46            | 4.92            | 6.61              |
| Withholding tax deducted at source  | 36.96              | 42.85           | 58.41           | 74.76             |
| Advance payment for purchase of molds   | 80.39              | 7.15            | 17.38           | 34.83             |
| Other non-current assets  | 20.77              | 7.45            | 23.74           | 32.33             |
| <b>Total non-current assets</b>   | <b>716.24</b>      | <b>612.97</b>   | <b>2,976.02</b> | <b>2,909.60</b>   |
| <b>Total assets</b>   | <b>1,261.61</b>    | <b>1,273.38</b> | <b>4,189.84</b> | <b>4,124.74</b>   |
| Short-term loans from banks   | 55.03              | -               | 286.36          | 334.34            |
| Trade and other payables  | 166.88             | 180.15          | 303.88          | 273.26            |
| Current portion of long-term loans from banks   | -                  | -               | 208.46          | 212.09            |
| Current portion of long-term debentures   | -                  | -               | -               | 28.35             |
| Other current liabilities   | 10.67              | 7.5             | 15.20           | 31.78             |
| <b>Total current liabilities</b>  | <b>232.58</b>      | <b>187.65</b>   | <b>813.89</b>   | <b>879.82</b>     |
| Long-term loans from banks - net of current portion                                     | -                  | -               | 1,170.18        | 1,058.39          |
| Debentures, net of current portion  | -                  | -               | 567.85          | 514.12            |
| Liabilities associated with put options granted to holders of non-controlling interests | -                  | -               | 463.20          | 472.60            |
| Deferred tax liabilities  | -                  | -               | 66.19           | 53.30             |
| Provision for long-term employee benefits   | 18.60              | 21.19           | 35.93           | 50.64             |
| <b>Total non-current liabilities</b>  | <b>18.60</b>       | <b>21.19</b>    | <b>2,303.34</b> | <b>2,149.95</b>   |
| <b>Total liabilities</b>  | <b>251.18</b>      | <b>208.83</b>   | <b>3,117.24</b> | <b>3,028.87</b>   |

| Statement of Financial Position<br>(Unit: THB million)                          | As of December 31, |                 |                 | As of<br>June 30, |
|---|--------------------|-----------------|-----------------|-------------------|
|   | 2016               | 2017            | 2018            | 2019              |
| Registered share capital<br>- 255,000,000 ordinary shares of THB 1 each         | 255.00             | 255.00          | 255.00          | 255.00            |
| Issued and paid-up share capital<br>- 253,817,676 ordinary shares of THB 1 each | 253.82             | 253.82          | 253.82          | 253.82            |
| Premium on ordinary shares  | 302.92             | 302.92          | 302.92          | 302.92            |
| Retained earnings   |                    |                 |                 |                   |
| - Appropriated - statutory reserve  | 25.50              | 25.50           | 25.50           | 25.50             |
| - Unappropriated  | 428.20             | 482.31          | 506.71          | 580.24            |
| Other components of shareholders' equity  | -                  | (0.001)         | (56.28)         | (110.33)          |
| Equity attributable to owners of the Company                                    | 1,010.44           | 1,064.55        | 1,032.67        | 1,052.15          |
| Non-controlling interests of the subsidiaries                                   | -                  | -               | 39.93           | 43.72             |
| <b>Total shareholders' equity</b>   | <b>1,010.44</b>    | <b>1,064.55</b> | <b>1,072.60</b> | <b>1,095.87</b>   |
| <b>Total liabilities and shareholders' equity</b>                               | <b>1,261.61</b>    | <b>1,273.38</b> | <b>4,189.84</b> | <b>4,124.74</b>   |

Table 2: Statement of Comprehensive Income

| Statement of Comprehensive Income<br>(Unit: THB million)    | As of December 31, |                   |                   | As of June 30,  |                   |
|---|--------------------|-------------------|-------------------|-----------------|-------------------|
|   | 2016               | 2017              | 2018              | 2018            | 2019              |
| Sales   | 1,523.80           | 1,584.14          | 2,528.00          | 860.37          | 1,932.77          |
| Gain from a bargain purchase                                | -                  | -                 | 41.16             | 41.16           | -                 |
| Other income  | 10.36              | 13.18             | 15.54             | 5.16            | 24.91             |
| Gain on exchange  | -                  | -                 | -                 | 0.72            | 0.51              |
| <b>Total revenues</b>                                       | <b>1,534.16</b>    | <b>1,597.33</b>   | <b>2,584.70</b>   | <b>907.41</b>   | <b>1,958.19</b>   |
| Cost of sales   | (1,266.34)         | (1,308.20)        | (2,159.53)        | (735.62)        | (1,609.08)        |
| Selling expenses  | (57.91)            | (47.52)           | (92.07)           | (27.08)         | (78.11)           |
| Administrative expenses                                     | (81.60)            | (113.09)          | (240.78)          | (68.00)         | (115.74)          |
| Loss on exchange  | -                  | (2.35)            | (2.20)            | -               | -                 |
| <b>Total expenses</b>                                       | <b>(1,405.85)</b>  | <b>(1,471.15)</b> | <b>(2,494.58)</b> | <b>(830.70)</b> | <b>(1,802.93)</b> |
| <b>Profit before finance cost and income tax expenses</b>   | <b>128.31</b>      | <b>126.17</b>     | <b>90.12</b>      | <b>76.71</b>    | <b>155.26</b>     |
| Finance cost  | (1.98)             | (0.23)            | (55.93)           | (2.15)          | (72.25)           |
| <b>Profit before income tax expenses</b>                    | <b>126.34</b>      | <b>125.95</b>     | <b>34.19</b>      | <b>74.56</b>    | <b>83.01</b>      |
| Income tax (expenses) incomes                               | (21.40)            | (18.54)           | (11.52)           | (5.91)          | 6.29              |
| <b>Net profit</b>   | <b>104.93</b>      | <b>107.41</b>     | <b>22.67</b>      | <b>68.65</b>    | <b>89.29</b>      |
| <b>Profit attributable to equity holders of the Company</b> | <b>104.93</b>      | <b>107.41</b>     | <b>31.48</b>      | <b>68.65</b>    | <b>75.59</b>      |
| Basic earnings per share                                    | 0.44               | 0.42              | 0.12              | 0.27            | 0.30              |

**Table 3: Cash Flow Statement**

| Cash Flow Statement<br>(Unit: THB million)  | As of December 31, |              |                | As of June 30, |                |
|---|--------------------|--------------|----------------|----------------|----------------|
|   | 2016               | 2017         | 2018           | 2018           | 2019           |
| Net cash flows from operating activities  | 107.58             | 256.62       | 433.66         | 37.61          | 241.55         |
| Net cash flows used in investing activities   | (135.94)           | (48.43)      | (2,404.48)     | (278.33)       | (100.01)       |
| Net cash flows from (used in) financing activities  | 30.64              | (108.56)     | 1,985.46       | 178.38         | (152.05)       |
| Decrease in exchange differences on translation of financial statements in foreign currency | -                  | (0.001)      | (56.28)        | (5.66)         | (30.58)        |
| <b>Net cash and cash equivalents (increase) decrease</b>                                    | <b>2.28</b>        | <b>99.62</b> | <b>(41.64)</b> | <b>(67.99)</b> | <b>(41.14)</b> |

**Table 4: Financial Ratio**

| Financial Ratio  | As of December 31, |        |       | As of June 30, |
|--|--------------------|--------|-------|----------------|
|  | 2016               | 2017   | 2018  | 2019           |
| <b><u>Liquidity Ratios</u></b>   |                    |        |       |                |
| Current ratio (times)  | 2.34               | 3.53   | 1.49  | 1.38           |
| Quick ratio (times)  | 1.72               | 2.75   | 1.10  | 0.99           |
| Account receivables turnover (times)                                     | 4.06               | 3.94   | 4.06  | 2.98           |
| Average collection period (days)   | 89.85              | 92.63  | 89.86 | 119.29         |
| Inventory turnover (times)   | 12.47              | 11.50  | 10.60 | 7.22           |
| Average day sales period (days)  | 29.27              | 31.74  | 34.45 | 50.56          |
| Account payables turnover (times)  | 6.86               | 7.54   | 8.92  | 6.89           |
| Average payment days (days)  | 53.22              | 48.41  | 40.90 | 52.95          |
| Cash cycle (days)  | 65.91              | 75.95  | 83.40 | 116.90         |
| <b><u>Profitability Ratios</u></b>                                       |                    |        |       |                |
| Gross profit margin (%)  | 16.90              | 17.42  | 14.58 | 16.75          |
| Operating profit margin before financial cost, tax, and depreciation (%) | 16.87              | 16.33  | 11.10 | 14.81          |
| Net profit margin (%)  | 6.84               | 6.72   | 1.22  | 3.86           |
| Return on equity (%)   | 11.80              | 10.35  | 3.00  | 3.54           |
| <b><u>Efficiency Ratios</u></b>  |                    |        |       |                |
| Return on assets (%)   | 10.60              | 9.95   | 3.30  | 5.95           |
| <b><u>Financial Policy Ratio</u></b>                                     |                    |        |       |                |
| Debt to equity ratio (times)   | 0.25               | 0.20   | 3.01  | 2.88           |
| Interest coverage ratio (times)  | 64.95              | 556.79 | 1.61  | 2.15           |



Subscription No. ....

**Subscription Form for Newly-Issued Ordinary Shares of Thai Plaspac Public Company Limited (the "Company")**

Offering of no more than 72,732,324 Newly-Issued Ordinary Shares to the existing shareholders in proportion to their shareholding with a par value of THB 1 per share at the offering price of THB 11.00 per share at the ratio of 3.4898 existing shares per 1 newly-issued ordinary share

Subscription Date:  14 November 2019  15 November 2019  18 November 2019  19 November 2019  20 November 2019

**SUBSCRIBER INFORMATION (Please fill in the following information completely, precisely, and elaborately)**

To director of Thai Plaspac Public Company Limited (the "Company") and/or Bualuang Securities Plc. ("Bualuang"), the Subscription Agent of the Company

I / We  Mr.  Mrs.  Ms.  Juristic Person .....

Identification Card ..... or  Alien Identification Card  Passport Number  Juristic Person Number .....

Address according to a list of shareholders who appear on the date to record the names of shareholders who are entitled to the allotment and offer for sale of newly-issued ordinary shares in proportion to their shareholding (Rights Offering) (Record Date) as of 24 October 2019

Telephone No. .... Nationality ..... Tax ID No. .... Type of Tax Payment:  Non Withholding Tax  Withholding Tax

I/We own, according to a list of shareholders who appear on the date to record the names of shareholders who are entitled to the allotment and offer for sale of newly-issued ordinary shares in proportion to their shareholding (Rights Offering) (Record Date) as of 24 October 2019, I/We hereby intend to subscribe and request allotment of newly-issued ordinary shares of the Company as follows:

| Subscription Detail (Please specify)   | No. of shares subscribed | Amount paid (THB) | Amount paid (in writing) |
|--|--------------------------|-------------------|--------------------------|
| <input type="checkbox"/> Subscription for full entitlement   |                          |                   |                          |
| <input type="checkbox"/> Subscription for less than entitlement                                    |                          |                   |                          |
| <input type="checkbox"/> Subscription for more than entitlement<br>(only oversubscription portion) |                          |                   |                          |
| Total  |                          |                   |                          |

The subscriber must submit this subscription form along with the supporting documents and payment evidence (copy of Bill Payment Form) at Bualuang Head Office and make payment of the subscription amount via Bill Payment system of Bangkok Bank Public Company Limited  transfer of money via Bill Payment system of Bangkok Bank Public Company Limited by using the Bill Payment Form or

draft/cashier's cheque/personal cheque via Bill Payment system of Bangkok Bank Public Company Limited by using the Bill Payment Form with Cheque No. ....

Date .....November 2019 Bank ..... Branch ..... (Draft/cashier's cheque/personal cheque must be specified that the payment made to

"Bualuang Securities Public Company Limited for Securities Subscriptions 2", dated no later than 18 November 2019 and can be collected by the Clearing House located in Bangkok within the next business day.)

**\*\*\*\*The payment by draft/cashier's cheque/personal cheque must be made via Bill Payment system at counter of Bank only\*\*\*\***

**\*\*Payment fees will be exempt for subscriber who made payment via Bill Payment system of Bangkok Bank Public Company Limited\*\***

For subscriber who has trading account with Bualuang Securities Public Company Limited, the subscriber can inform intention by contact your investment consultant ("IC") to make payment of the subscription amount by

Automatic Transfer System (ATS) .....  Deduction from my/our bank account number.....

**If I/We receive allotted shares, I/We hereby agree to proceed the followings: (Please select one of the followings)**

Issue a share certificate in the name of "Thailand Securities Depository Company Limited for Depositors" for the allotted shares and arrange for participant name..... TSD Member No..... to deposit those shares with Thailand Securities Depository Company Limited ("TSD") for security trading account Name..... Account No. .... which I/we have with the said TSD member company (The trading account name must be correspondent with the subscriber's name, otherwise the said shares will be issued as share certificate in the name of the subscriber)

Issue a share certificate in the name of "Thailand Securities Depository Company Limited" and deposit those shares with Thailand Securities Depository Company Limited under issuer account (account number 600) in my/our name account. (For issuing a share certificate later, subscriber shall pay the fees as specified by Thailand Securities Depository Company Limited). **In case of depositing shares in the account number 600, please fill the TSD form "U.S. Indicia Checklist (For Individual & Juristic Person)" and "Entity Status Certification and Information Disclosure Consent Form under FATCA (For subscriber who is juristic person) If TSD form are not submitted or if you have any indicia of U.S. status, the Company reserves the right not to deposit share under Account No.600. A share certificate in the name of subscriber will be issued and delivered to subscriber by registered mail according to the name and address shown in the details above.**

Issue a share certificate in my/our name and deliver to me/us according to the name and address shown in the details above by registered mail. I/We hereby authorize Company to proceed with any necessary action to have the share certificate made and delivered to me/us within 15 business days from the closing date of the subscription period (share certificate only) (Company will not be responsible if the shareholder could not sell the allotted shares on the first trading day)

In case that I/we have not been allocated the shares or have been allocated the shares in the amount less than the amount subscribed, I/we hereby agree to the following method of refund (please select only one). If no selection, it shall be deemed that a subscriber agrees to a refund by cheque.

Transfer cash to my own account Bank ..... Branch ..... No. .... Account Type  Savings  Current

(attached the certify copy of the first page of the related account book or Bank statement) (In case of not attaching the certify copy of related account book or Bank statement, payment will be made by cheque)

Issuing a crossed cheque or draft made payable to me and delivering it by registered postal mail to the address referred to above. there may be related fee which the subscriber will be responsible for

If the subscriber has a security trading account and provides details of bank account to Bualuang, the refund can be made through transfer to such bank account

I/We hereby agree and undertake to buy the said number of shares and shall not revoke this subscription. If I/we do not return this duly completed subscription form along with the required documents for subscription and the subscription payment or the Personal Cheque/Cashier's Cheque/Draft has not been honored, I/we shall deem to have given up my/our subscription right.

I/We already read the notice of the allocation of the newly issued ordinary shares of the Company and agree to be bound by the conditions of such documents and the subscription procedure currently enforced and/or as may be amended in the future.

**Investment in securities involves certain risks. Investors should study and understand information in the IM thoroughly before making a decision on investment.**

Sign ..... Subscriber

(.....)

**Receipt for Subscription of Shares of Thai Plaspac Public Company Limited (the "Company") (Subscriber please complete the following)**

Subscription Date:  14 November 2019  15 November 2019  18 November 2019  19 November 2019  20 November 2019 Subscription No. ....

Company and/or Bualuang has received payment from (name in the subscription form) ..... for a subscription of newly-issued ordinary shares the Company of ..... shares at the Offering

Price of THB 11.00 per share totalling THB ..... made by  transfer of money via Bill Payment system by using the Bill Payment Form or  draft/cashier's cheque/personal cheque via Bill Payment

system by using the Bill Payment Form with Cheque No. .... Date .....November 2019 Bank ..... Branch .....

For subscriber who has trading account with Bualuang, the subscriber can make payment of the subscription amount by

Automatic Transfer System (ATS) .....  Deduction from my/our bank account number.....

If the subscriber has received the allotted shares, the subscriber requests as follows:

Deposit a share certificate in the name of "Thailand Securities Depository Company Limited for the Depositors' Participant No....., having Securities trading account number.....

Issue a share certificate in the name of "Thailand Securities Depository Company Limited" and deposit those shares under the Issuer account No.600 for my/our name account

Issue a share certificate in my/our name within 15 business days from the end of subscription period. (share certificate only)

Authorized Officer .....

Remark: Please do not submit the subscription documents at counter at any branch of Bangkok Bank Public Company Limited

| BROKER                          |   |                                 |  |
|---------------------------------|---|---------------------------------|--|
| ผู้ฝากเลขที่<br>Participant No. | ชื่อบริษัท<br>Company Name  | ผู้ฝากเลขที่<br>Participant No. | ชื่อบริษัท<br>Company Name   |
| 002                             | บริษัทหลักทรัพย์ ทีเอสโก้ จำกัด<br>TISCO SECURITIES COMPANY LIMITED   | 032                             | บริษัทหลักทรัพย์ เคทีบี (ประเทศไทย) จำกัด (มหาชน)<br>KTB SECURITIES (THAILAND) PUBLIC COMPANY LIMITED                        |
| 003                             | บริษัทหลักทรัพย์ ดันทรี่ กรุ๊ป จำกัด (มหาชน)<br>COUNTRY GROUP SECURITIES PUBLIC COMPANY LIMITED                                 | 034                             | บริษัทหลักทรัพย์ ฟิลลิป (ประเทศไทย) จำกัด (มหาชน)<br>PHILLIP SECURITIES (THAILAND) PUBLIC COMPANY LIMITED                    |
| 004                             | บริษัทหลักทรัพย์ ดีบีเอส วิคเคอร์ส (ประเทศไทย) จำกัด<br>DBS VICKERS SECURITIES (THAILAND) COMPANY LIMITED                       | 038                             | บริษัทหลักทรัพย์ เออีซี จำกัด (มหาชน)<br>AEC SECURITIES PUBLIC COMPANY LIMITED   |
| 005                             | บริษัทหลักทรัพย์ แลนด์ แอนด์ เฮาส์ จำกัด (มหาชน)<br>LAND AND HOUSE SECURITIES PUBLIC COMPANY LIMITED                            | 048                             | บริษัทหลักทรัพย์ ไอเอร์ จำกัด (มหาชน)<br>AIRA SECURITIES COMPANY LIMITED   |
| 006                             | บริษัทหลักทรัพย์ ภัทร จำกัด (มหาชน)<br>PHATRA SECURITIES PUBLIC COMPANY LIMITED   | 050                             | บริษัทหลักทรัพย์ เอสเอสแอล จำกัด<br>ASL SECURITIES COMPANY LIMITED   |
| 007                             | บริษัทหลักทรัพย์ ซีจีเอส-ซีไอเอ็มบี (ประเทศไทย) จำกัด<br>CGS-CIMB SECURITIES (THAILAND) CO., LTD.                               | 051                             | บริษัทหลักทรัพย์ เอสบีไอ ไทย ออนไลน์ จำกัด<br>SBI THAI ONLINE SECURITIES CO.,LTD.  |
| 008                             | บริษัทหลักทรัพย์ เอเชีย พลัส จำกัด<br>ASIA PLUS SECURITIES COMPANY LIMITED  | 052                             | บริษัทหลักทรัพย์ จีเอ็มไอ-แซด คอม (ประเทศไทย) จำกัด<br>GMO-Z COM SECURITIES (THAILAND) LIMITED                               |
| 010                             | บริษัทหลักทรัพย์ เมอร์ริล ลินช์ (ประเทศไทย) จำกัด<br>MERRILL LYNCH SECURITIES (THAILAND) LIMITED                                | 200                             | บริษัทหลักทรัพย์ เมย์แบงก์ กิมเอ็ง (ประเทศไทย) จำกัด (มหาชน)<br>MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED |
| 011                             | บริษัทหลักทรัพย์ กสิกรไทย จำกัด (มหาชน)<br>KASIKORN SECURITIES PUBLIC COMPANY LIMITED   | 211                             | บริษัทหลักทรัพย์ ยูบีเอส (ประเทศไทย) จำกัด<br>UBS SECURITIES (THAILAND) LIMITED  |
| 013                             | บริษัทหลักทรัพย์ เคจีไอ (ประเทศไทย) จำกัด (มหาชน)<br>KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED                           | 213                             | บริษัทหลักทรัพย์ เอเชีย เวลท์ จำกัด<br>ASIA WEALTH SECURITIES COMPANY LIMITED  |
| 014                             | บริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน)<br>CAPITAL NOMURA SECURITIES PUBLIC COMPANY LIMITED                               | 221                             | บริษัทหลักทรัพย์ เมอร์ชานท์ พาร์ตเนอร์ จำกัด (มหาชน)<br>MERCHANT PARTNERS SECURITIES PUBLIC COMPANY LIMITED                  |
| 015                             | บริษัทหลักทรัพย์ คิงส์ฟอร์ด จำกัด (มหาชน)<br>KINGSFORD SECURITIES PUBLIC COMPANY LIMITED  | 224                             | บริษัทหลักทรัพย์ บัวหลวง จำกัด (มหาชน)<br>BUALUANG SECURITIES PUBLIC COMPANY LIMITED   |
| 016                             | บริษัทหลักทรัพย์ ธนชาต จำกัด (มหาชน)<br>THANACHART SECURITIES PUBLIC COMPANY LIMITED  | 225                             | บริษัทหลักทรัพย์ ซี แอล เอส เอ (ประเทศไทย) จำกัด<br>CLSA SECURITIES (THAILAND) LIMITED                                       |
| 019                             | บริษัทหลักทรัพย์ หยวนต้า (ประเทศไทย) จำกัด<br>YUANTA SECURITIES (THAILAND) COMPANY LIMITED                                      | 229                             | บริษัทหลักทรัพย์ เจพีมอร์แกน (ประเทศไทย) จำกัด<br>JPMORGAN SECURITIES (THAILAND) LIMITED                                     |
| 022                             | บริษัทหลักทรัพย์ ตรีเนิตี้ จำกัด<br>TRINITY SECURITIES COMPANY LIMITED  | 230                             | บริษัทหลักทรัพย์ โกลเบล็ก จำกัด<br>GLOBLEX SECURITIES COMPANY LIMITED  |
| 023                             | บริษัทหลักทรัพย์ ไทยพาณิชย์ จำกัด<br>SCB SECURITIES COMPANY LIMITED   | 244                             | บริษัทหลักทรัพย์ แมคควอรี (ประเทศไทย) จำกัด<br>MACQUARIE SECURITIES (THAILAND) LIMITED                                       |
| 026                             | บริษัทหลักทรัพย์ ยูโอบี เคย์ฮิยาน (ประเทศไทย) จำกัด (มหาชน)<br>UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED        | 247                             | บริษัทหลักทรัพย์ เครดิต สวิส (ประเทศไทย) จำกัด<br>CREDIT SUISSE SECURITIES (THAILAND) LIMITED                                |
| 027                             | บริษัทหลักทรัพย์ อาร์เอชบี (ประเทศไทย) จำกัด (มหาชน)<br>RHB SECURITIES (THAILAND) PUBLIC COMPANY LIMITED                        | 248                             | บริษัทหลักทรัพย์ เคที ซีมิโก้ จำกัด<br>KT ZMICO SECURITIES COMPANY LIMITED   |
| 029                             | บริษัทหลักทรัพย์ กรุงศรี จำกัด (มหาชน)<br>KRUNGSRI SECURITIES PUBLIC COMPANY LIMITED  | 257                             | บริษัทหลักทรัพย์ ไทยพาณิชย์ จูเลียส แบร์ จำกัด<br>SCB-JULIUS BAER SECURITIES COMPANY LIMITED                                 |
| 030                             | บริษัทหลักทรัพย์ ไอวี โกลบอล จำกัด (มหาชน)<br>I V GLOBAL SECURITIES PUBLIC COMPANY LIMITED                                      | 924                             | บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน)<br>FINANSIA SYRUS SECURITIES PUBLIC COMPANY LIMITED                           |
| SUB BROKER                      |   |                                 |  |
| 236                             | ธนาคารทีเอสโก้ จำกัด (มหาชน)<br>TISCO BANK PUBLIC COMPANY LIMITED   | 243                             | บริษัทหลักทรัพย์ เพื่อธุรกิจหลักทรัพย์ จำกัด (มหาชน)<br>TSFC SECURITIES PUBLIC COMPANY LIMITED                               |
| 242                             | บริษัทหลักทรัพย์ ซิตี้คอร์ป (ประเทศไทย) จำกัด<br>CITICORP SECURITIES (THAILAND) LIMITED   | 245                             | ธนาคารธนชาต จำกัด (มหาชน)<br>THANACHART BANK PUBLIC COMPANY LIMITED  |
| CUSTODIAN                       |   |                                 |  |
| 301                             | ธนาคารซิตีแบงก์ เอ็น.เอ. (CUSTODY SERVICES)<br>CITIBANK N.A. -CUSTODY SERVICES  | 329                             | ธนาคารทหารไทย จำกัด (มหาชน)<br>TMB BANK PUBLIC COMPANY LIMITED   |
| 302                             | ธนาคารไทยพาณิชย์ จำกัด (มหาชน)<br>THE SIAM COMMERCIAL BANK PUBLIC COMPANY LIMITED   | 330                             | ธนาคารฮ่องกงและเซี่ยงไฮ้แบงกิงคอร์ปอเรชั่น จำกัด (เพื่อตราสารหนี้)<br>THE HONGKONG AND SHANGHAI BANKING CORP.,LTD.BKK.-BOND  |
| 303                             | ธนาคารกรุงเทพ จำกัด (มหาชน) (ผู้รับฝากทรัพย์สิน)<br>BANGKOK BANK PUBLIC COMPANY LIMITED - CUSTODY                               | 334                             | บริษัทหลักทรัพย์ เพื่อธุรกิจหลักทรัพย์ จำกัด (มหาชน) (คัสโตเดียน)<br>TSFC SECURITIES PUBLIC COMPANY LIMITED - CUSTODIAN      |
| 304                             | ธนาคารฮ่องกงและเซี่ยงไฮ้แบงกิง คอร์ปอเรชั่น จำกัด<br>THE HONGKONG AND SHANGHAI BANKING CORP.,LTD. BKK                           | 336                             | ธนาคารเกียรตินาคิน จำกัด (มหาชน)<br>KIATNAKIN BANK PUBLIC COMPANY LIMITED  |
| 305                             | ธนาคารกรุงไทย จำกัด (มหาชน)<br>THE KRUNG THAI BANK PUBLIC COMPANY LIMITED   | 337                             | ธนาคารทหารไทย จำกัด (มหาชน)<br>TMB BANK PUBLIC COMPANY LIMITED   |
| 308                             | ธนาคารกสิกรไทย จำกัด (มหาชน) (เพื่อรับฝากทรัพย์สิน)<br>KASIKORN BANK PUBLIC COMPANY LIMITED - CUSTODIAN                         | 339                             | ธนาคารทีเอสโก้ จำกัด (เพื่อรับฝากทรัพย์สิน)<br>TISCO BANK PUBLIC COMPANY LIMITED (CUSTODIAN)                                 |
| 312                             | ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน)<br>STANDARD CHARTERED (THAI) BANK PUBLIC COMPANY LIMITED                          | 340                             | ธนาคารเจพีมอร์แกน เชส (เพื่อการค้าตราสารหนี้)<br>JP MORGAN CHASE BANK (BOND TRADING)   |
| 316                             | ธนาคารไอซีบีซี (ไทย) จำกัด (มหาชน)<br>INDUSTRIAL AND COMMERCIAL BANK OF CHINA (THAI) PUBLIC COMPANY LIMITED                     | 343                             | ธนาคารซีไอเอ็มบี ไทย จำกัด (มหาชน)<br>CIMB THAI BANK PUBLIC COMPANY LIMITED  |
| 320                             | ธนาคารดอยช์แบงก์ เอจี สาขากรุงเทพฯ - เพื่อรับฝากทรัพย์สิน<br>DEUTSCHE BANK AKTIENGESELLSCHAFT BANGKOK BRANCH - CUSTODY SERVICES | 345                             | ธนาคารธนชาต จำกัด (มหาชน)<br>THANACHART BANK PUBLIC COMPANY LIMITED  |
| 328                             | ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน)<br>BANK OF AYUDHYA PUBLIC COMPANY LIMITED   | 425                             | ธนาคารกรุงไทย จำกัด (มหาชน) (เพื่อลูกค้า)<br>KRUNG THAI BANK PUBLIC COMPANY LIMITED (FOR CUSTOMER)                           |

**Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares issued  
by the Thailand Securities Depository Co., Ltd.**

(To be sent by post)



บริษัทหลักทรัพย์ บัวหลวง จำกัด (มหาชน)  
 ชั้น 23 อาคารสีลมคอมเพล็กซ์ เลขที่ 191 ถนนสีลม บางรัก กรุงเทพฯ 10500  
 23<sup>rd</sup> Fl., 191 Silom Complex Office Building, Silom Road, Bangkok 10500

ฝ่ายปฏิบัติการ/ Operations Dept.(02) 618-1140-1143,1133  
 แฟกซ์ /Fax : (02) 618-1120



Service Code : BLSIPO  
 BR.NO. 0101 / COMP CODE. 41889

เช็ค : โปรดส่งจ่ายในนาม "บริษัทหลักทรัพย์ บัวหลวง จำกัด (มหาชน) เพื่อการจองซื้อหลักทรัพย์ 2"

Cheque : Please make payable to "Bualuang Securities Public Company Limited for Securities Subscriptions 2"

หมายเลขเช็ค/Cheque No.      เช็คลงวันที่/Date      ชื่อนักการ/Bank Name      ชื่อสาขา/Branch

|                     |  |             |
|---------------------|--|-------------|
| จำนวนเงิน<br>Amount |  | บาท<br>Baht |
|---------------------|--|-------------|

|                                      |  |
|--------------------------------------|--|
| จำนวนเป็นตัวอักษร<br>Amount in words |  |
|--------------------------------------|--|

กรุณานำส่งหลักฐานการชำระเงินฉบับนี้พร้อมเอกสารการจองซื้อฯ ยื่นต่อ บมจ. หลักทรัพย์บัวหลวง  
 Please send this Bill Payment Form and Subscription Documents to Bualuang Securities PCL.

ชื่อผู้นำฝาก/Deposit by.....

โทรศัพท์/Telephone .....

โปรดชำระเงินและนำส่งแบบฟอร์มนี้พร้อมกับเอกสารการจองซื้อที่ฝ่ายปฏิบัติการโทร. 0-2618-1140-1143,1133  
 Please make payment and submit this form together with the subscription documents to Operations Dept., Tel. 0-2618-1140-1143,1133



ชั้น 23 อาคารสีลมคอมเพล็กซ์ เลขที่ 191 ถนนสีลม บางรัก กรุงเทพฯ 10500  
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Service Code : BLSIPO  
 BR.NO. 0101 / COMP CODE. 41889

เช็ค : โปรดส่งจ่ายในนาม "บริษัทหลักทรัพย์ บัวหลวง จำกัด (มหาชน) เพื่อการจองซื้อหลักทรัพย์ 2"

Cheque : Please make payable to "Bualuang Securities Public Company Limited for Securities Subscriptions 2"

หมายเลขเช็ค/Cheque No.      เช็คลงวันที่/Date      ชื่อนักการ/Bank Name      ชื่อสาขา/Branch

|                     |  |             |
|---------------------|--|-------------|
| จำนวนเงิน<br>Amount |  | บาท<br>Baht |
|---------------------|--|-------------|

|                                      |  |
|--------------------------------------|--|
| จำนวนเป็นตัวอักษร<br>Amount in words |  |
|--------------------------------------|--|

ชื่อผู้นำฝาก/Deposit by.....

โทรศัพท์/Telephone .....

โปรดชำระเงินและนำส่งแบบฟอร์มนี้พร้อมกับเอกสารการจองซื้อที่ฝ่ายปฏิบัติการโทร. 0-2618-1140-1143,1133  
 Please make payment and submit this form together with the subscription documents to Operations Dept., Tel. 0-2618-1140-1143,1133

ส่วนที่ 1

สำหรับผู้ชำระเงิน / Client's copy

Bill Payment Form

บริษัท พลาสติค และทึบห่อไทย จำกัด (มหาชน) (TPAC)

วันที่/Date.....สาขาผู้รับฝาก/Branch.....

ชื่อผู้ถือหุ้น Name

Ref 1

|                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| <input type="text"/> |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|

เลขทะเบียนผู้ถือหุ้น/Registration No.

Ref 2

|                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| <input type="text"/> |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|

เลขบัตรประชาชนหรือเลขที่หนังสือเดินทาง/  
 ID or Passport Number

สำหรับเจ้าหน้าที่ธนาคาร/For bank officer

ผู้รับเงิน.....

ส่วนที่ 2

สำหรับธนาคาร / Bank's copy

Bill Payment Form

สำหรับเจ้าหน้าที่ธนาคารโปรดทำรายการทันที  
 บริษัท พลาสติค และทึบห่อไทย จำกัด (มหาชน) (TPAC)

วันที่/Date.....สาขาผู้รับฝาก/Branch.....

ชื่อผู้ถือหุ้น Name

Ref 1

|                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| <input type="text"/> |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|

เลขทะเบียนผู้ถือหุ้น/Registration No.

Ref 2

|                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |                      |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| <input type="text"/> |
|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|

เลขบัตรประชาชนหรือเลขที่หนังสือเดินทาง/  
 ID or Passport Number

สำหรับเจ้าหน้าที่ธนาคาร/For bank officer

ผู้รับเงิน.....



**U.S. Indicia Checklist (Individual & Juristic Person)**

**Only for shareholder wishing to deposit securities into the Issuer Account**

Date.....

I / We.....

ID Card / Passport / Juristic Person Registration No.....

**For Individual**

- 1. I was born in the United States of America (U.S.A.)  Yes\*  No
- 2. I am a U.S. citizen or I have the second nationality as the U.S.  Yes\*  No
- 3. I have permanent residence in U.S.A.  Yes\*  No

***If your answer(s) is/are “Yes” in any of the above answers, you are defined as “the U.S. Indicia” under FATCA. TSD therefore reserves the rights not to deposit your securities into the Issuer Account. Please select other methods of securities holding.***

**For Juristic person**

- 1. Registered in U.S.A.  Yes \*  No
- 2. Is a financial institution under FATCA  Yes \*  No  
 If "Yes", please enter GIIN No.  and specify type  PFFI  RDCFFI
- 3. Is an entity with investment income / indirect income of 50% or more of total income,  Yes \*  No  
 or having income-generating properties gaining 50% or more of total assets  
 in the latest accounting period.

***If your answer(s) is/are “Yes” in #1 and/or #3, you are defined as “the U.S. Indicia” under FATCA. TSD therefore reserves the rights not to deposit your securities into the Issuer Account. Please select other methods of securities holding.***

I hereby certify that the above statement is true. If depositing securities into the Issuer Account causes any damage to Thailand Securities Depository Co., Ltd. (TSD) in any way whatsoever. I accept the responsibility and indemnity to Thailand Securities Depository Co., Ltd.

In addition, I acknowledge that TSD may disclose the information contained in this document to the Revenue Department, or other agencies having legal authorities, or having an agreement with TSD to obtain such information.

Sign..... shareholder  
 (.....) Tel. ....



### Entity Status Certification and Information Disclosure Consent Form under FATCA

#### Certification of the Claimed FATCA Status

I hereby certify that I have the status as follows;

#### **Part 1: Place of Incorporation**

|                          | Certification of the Claimed FATCA Status  | FATCA Status for Non-U.S. Entities |
|--------------------------|--|------------------------------------|
| <input type="checkbox"/> | 1.1 I am an entity that is incorporated in: _____ (Fill in a country)  | U.S. Person / Non-U.S. Entities    |
| <input type="checkbox"/> | 1.2 I am a branch of an entity. Please specify the place of incorporation of the head office: _____ (Fill in a country)<br>In case the entity is incorporated in the U.S., I have attached W-9 certifying the status herewith.<br>(If you are a non-U.S. entity or a branch of non-U.S. entity, please proceed to <u>Part 2</u> .<br>Apart from that, your certificate of the claimed FATCA status is complete.) |                                    |

#### **Part 2: FATCA Status for Non-U.S. Entities**

|                          | Certification of the Claimed FATCA Status  | FATCA Status for Non-U.S. Entities |
|--------------------------|--|------------------------------------|
| <input type="checkbox"/> | 2.1 I am a financial institution of the type of Participating Foreign Financial Institution or Registered Deemed-Compliant FFI with GIIN : _____   | PFFI, RDCFFI                       |
| <input type="checkbox"/> | 2.2 I am a financial institution of the type of Non-Participating Foreign Financial Institution.   | NPFFI                              |
| <input type="checkbox"/> | 2.3 I am a financial institution of the type of Certified Deemed-Compliant FFI and have attached W-8BEN-E certifying the status herewith.  | CDCFFI                             |
| <input type="checkbox"/> | 2.4 I am a publicly traded (listed) company or affiliate of a listed company;<br>My evidence of listing or affiliation of a listing company is in a copy of the latest financial statement attached herewith.  | Excepted NFFE                      |
| <input type="checkbox"/> | 2.5 I am a government (agents), international organization, or central bank of issue;<br>I certify that I am the beneficial owner of any payment in connection with the securities that is going to be sold or transferred, and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or commercial banks.  | Exempt Beneficial Owner            |
| <input type="checkbox"/> | 2.6 I am a non-profit organization;<br>I certify that I am exempt from income tax under Thai revenue code.   | Non-Profit Organization            |
| <input type="checkbox"/> | 2.7 I am a non-financial institution whose main income <b>is not from investing</b> .<br>I certify that I am not incorporated in the U.S. and not a financial institution and <b>not exceeding half of my income</b> as stated in my latest financial statement are derived from the following four groups and <b>not exceeding half of my assets</b> as stated in my latest financial statement can generate incomes in the following four groups as follows;<br><u>Group 1</u> : Dividend and Interest | Active NFFE                        |



|                                     | <p><u>Group 2:</u> Rental and Royalties</p> <p><u>Group 3:</u> Income from certain transactions</p> <ul style="list-style-type: none"> <li>• Sales of any asset generating income in Group 1 and Group 2</li> <li>• Income from commodity derivative contracts</li> <li>• Foreign exchange income</li> <li>• Income from SWAP contract (Notional Principal Contract)</li> </ul> <p><u>Group 4:</u> Income from insurance and annuity contracts</p> <ul style="list-style-type: none"> <li>• Income from reserving activities (insurance company only)</li> <li>• Income from annuity contracts</li> <li>• Income from insurance contracts</li> </ul>  |               |         |     |  |  |  |  |  |  |  |  |  |                     |
|-------------------------------------|---|---------------|---------|-----|--|--|--|--|--|--|--|--|--|---------------------|
| <p><input type="checkbox"/> 2.8</p> | <p>I am a non-financial institution whose main income <b>is from investing</b>. I certify that I am not incorporated in the U.S. and not a financial institution and <b>exceeding half of my income</b> as stated in my latest financial statement are derived from the abovementioned four groups of income <u>or</u> <b>exceeding half of my assets</b> as stated in my latest financial statement can generate incomes in the abovementioned four groups of income.</p> <p>I also hereby declared my U.S. ownership as follows;</p> <p><input type="checkbox"/> I <b>do not</b> have any owner/shareholder who is a U.S. person <u>or</u></p> <p><input type="checkbox"/> I have owner(s)/shareholder(s) who is (are) U.S. persons and have hereby disclosed the name, address, and U.S. Tax Identification Number (TIN) of each holder as follows;</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="width: 30%;">Name</th> <th style="width: 40%;">Address</th> <th style="width: 30%;">TIN</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table> | Name          | Address | TIN |  |  |  |  |  |  |  |  |  | <p>Passive NFFE</p> |
| Name                                | Address   | TIN           |         |     |  |  |  |  |  |  |  |  |  |                     |
|                                     |   |               |         |     |  |  |  |  |  |  |  |  |  |                     |
|                                     |   |               |         |     |  |  |  |  |  |  |  |  |  |                     |
|                                     |   |               |         |     |  |  |  |  |  |  |  |  |  |                     |
| <p><input type="checkbox"/> 2.9</p> | <p>I am not eligible for any status provided above</p> <p>I have herewith attached W-8BEN-E with the status of _____</p>  | <p>Others</p> |         |     |  |  |  |  |  |  |  |  |  |                     |

