



(English translation)

Ref. VGI.CSC.SET.21.03

2 March 2020

Subject: Notification on the Schedule and Procedures for the 11th Exercise of the Warrants to Purchase the Newly Issued Ordinary Shares of VGI Public Company Limited No. 2 (VGI-W2)

To: The President
The Stock Exchange of Thailand

VGI Public Company Limited (the "**Company**") issued and allocated the Warrants to Purchase the Newly Issued Ordinary Shares of the Company No. 2 (VGI-W2) (the "**Warrants**") in the total number of 1,711,334,815 units to its existing shareholders in a rights offering on 11 September 2018. The warrant holders can exercise the Warrants on the last business day of every quarter (i.e. the last business day of March, June, September and December) of each calendar year. The last exercise date will be on the date falling the fourth anniversary of the issuance date, 10 September 2022.

The Company then would like to inform the details regarding the schedule and procedures for the 11th exercise of the Warrants as follows:

1. Period for notification of intention to exercise the Warrants

During 24 - 26 and 29 – 30 March 2021, between 8.30 – 15.30 hours

2. Exercise date

31 March 2021

3. Exercise ratio and exercise price

Every 1 unit of the Warrants shall be entitled to purchase 1 newly issued ordinary share at the price of THB10 per share

4. Agent Receiving Exercise Intention

TISCO Securities Company Limited

5. Place to exercise the Warrants

Back Office Department

4th floor TISCO Tower 48/8 North Sathorn Road, Silom Sub-district, Bangrak District, Bangkok 10500

Tel: 02-633-6441-5

Fax: 02-633-6690

VGI PUBLIC COMPANY LIMITED

9/F, TST Tower, 21 Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Thailand, Tel: +66 (0)2 273 8884, Fax: 66 (0)2 273 8883

www.vgi.co.th

Registration Number 0101555000066

6. Notification of the intention to exercise the Warrants

The warrant holders who wish to exercise the Warrants shall notify their intention in compliance with the following conditions and procedures:

- 1) The notification form of intention to exercise the Warrants (the “**Warrants Exercise Form**”) correctly and completely fulfilled and duly signed by the warrant holders, where the warrant holders may download the Warrants Exercise Form from the Company’s website on <http://investor.vgi.co.th/en/share/vgiw2/general-info> or obtain at the places to exercise the Warrants.
- 2) The warrant certificate or the warrant substitute evidencing that such person is entitled to exercise the Warrants in the number as specified in the Warrants Exercise Form.
 - 2.1) In the case the warrant holders do not have a securities trading account: Deliver the warrant certificate in the number specified in the Warrants Exercise Form
 - 2.2) In the case that the Warrants are in the scripless system: Deliver the warrant certificate or warrant substitute in the number specified in the Warrants Exercise Form.
 - (a) In the case the warrant holders have their own securities trading accounts and the Warrants are kept in the account named “**Thailand Securities Depository Co., Ltd. for depositor**”, the warrant holders who wish to exercise the Warrants shall notify their intention and fill in the form to withdraw the warrant certificate or for the issuance of the warrant substitute as prescribed by the Stock Exchange of Thailand (the “**SET**”), and submit to their respective securities brokers. Such securities company will then proceed with notifying Thailand Securities Depository Co., Ltd. (the “**Securities Depository**”) to withdraw the warrant certificate or issue the warrant substitute to be used as a supplementary document in exercising the rights to purchase the Company’s newly issued ordinary shares.
 - (b) In the case the warrant holders do not have a securities trading account and the Warrants are kept with the Securities Depository in the securities issuing company’s account, the warrant holders who wish to exercise the Warrants shall notify their intention and fill in the form to withdraw the warrant certificate or for the issuance of the warrant substitute as prescribed by the SET and submit to the Securities Depository. The Securities Depository will then release the warrant certificate or issue the warrant substitute, which the warrant holders could use as a supplementary document in exercising the rights to purchase the Company’s newly issued ordinary shares.

The warrant holders are recommended to contact their respective securities brokers or the Securities Depository for clarification on the detailed process and timeline of the procedures.

- 3) Evidence of payment according to the amount specified in the Warrants Exercise Form, where the warrant holders can make a payment via any one of the following means:

- 3.1) Cheque, cashier cheque or draft which payment can be collected in Bangkok within 2 business days (the document must be dated no later than 29 March 2021) and is crossed and made payable to **"TISCO Securities Company Limited for Exercise of Warrants of VGI Plc."**. Documents for the notification of the intention to exercise the Warrants are required to be submitted at the place to exercise the Warrants within 15.30 hours of 29 March 2021; or
- 3.2) Cash payment to the account name **"TISCO Securities Company Limited for Exercise of Warrants of VGI Plc."**, TISCO Bank Public Company Limited, Head Office, current account no. 0001-122-005655-2 during 24 – 30 March 2021. The deposit slip must be submitted together with the Warrants Exercise Form. Documents for the notification of the intention to exercise the Warrants are required to be submitted at the place to exercise the Warrants within 15.30 hours of 30 March 2021.

The payment under Clause 3.1) - 3.2) must be net of any bank fees, stamp duty or other taxes (if any). In addition, the Agent Receiving Exercise Intention will neither accept the Warrants Exercise Form sent by postal service, nor the payment by cash.

In this respect, such exercise of the Warrants shall be completed only when the Agent Receiving Exercise Intention has successfully collected the payment for such exercise price. If the Agent Receiving Exercise Intention could not collect such payment due to whatsoever reasons, except for the fault of the Company and/or Agent Receiving Exercise Intention, it will be deemed by the Company and/or Agent Receiving Exercise Intention that such warrant holder intends to cancel his/her respective intention to exercise the Warrants.

- 4) Supplementary documents required for the exercise of the Warrants.
 - 4.1) Thai individuals: A certified true copy of a valid identification card or governmental officer/state enterprise officer identification card together with a certified true copy of the house registration (in case of any change in name/surname which causes the name/surname to be different from the name/ surname appearing on the warrant certificate, the copy of any document issued by the governmental authority, e.g. marriage certificate, divorce certificate, certificate of name/surname change, etc., must be attached).
 - 4.2) Non-Thai individuals: A certified true copy of a valid foreigner certificate or passport
 - 4.3) Thai legal entities:
 - (1) A copy of the affidavit issued by the Ministry of Commerce no longer than 6 months prior to the exercise date, duly certified true copy by the authorized person(s) and affixed with the seal of such legal entity (if any); and
 - (2) A certified true copy of the documents specified in Clause 4.1) or 4.2) (as the case may be) of the authorized person(s) who certifies true copy of the documents under Clause 4.3) (1) above.

4.4) Non-Thai legal entities:

- (1) A certified true copy of the certificate of incorporation and/or affidavit of such legal entity, certified true copy by authorized person(s) of such legal entity and affixed with the seal of such legal entity (if any); and
- (2) A certified true copy of a valid passport of the authorized person(s) who certifies the documents under Clause 4.4) (1) above.

Any copy of the supplementary documents of the non-Thai legal entities as specified above requires a notarisation by a notary public no longer than 6 months prior to the exercise date.

For more information regarding the Terms and Conditions Governing the Rights and Obligations of the Warrant Issuer and the Warrant Holders to Purchase Newly Issued Ordinary Shares of the Company No. 2 (VGI-W2) (as amended), please download from the Company's website on <http://investor.vgi.co.th/en/share/vgiw2/general-info>.

Please be informed accordingly

Sincerely yours,

VGI Public Company Limited

(Mr. Marut Arthakaivalvatee) (Mr. Chan Kin Tak)
Authorized Directors