

(English translation)

Ref. VGI.CSC.SET.23.01

16 March 2023

**Subject:** Notification of the Schedule for the Exercise of Rights to Purchase the Ordinary Shares of VGI Public Company Limited under the VGI-W3 Warrants (1st Exercise)

**To:** The President  
The Stock Exchange of Thailand

**Reference:** Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares of VGI Public Company Limited No. 3 (VGI-W3)

**Attachment:** 1. Form for the Notification of Intention to Exercise the Right under the Warrants to Purchase the Ordinary Shares of VGI Public Company Limited No. 3 (VGI-W3) (the “**Form for the Notification of Intention**”)  
2. Bill Payment Form

VGI Public Company Limited (the “**Company**”) has issued and allocated the Warrants to Purchase the Ordinary Shares of VGI Public Company Limited No. 3 (VGI-W3) (the “**Warrants**” or the “**VGI-W3 Warrants**”) in the amount of 2,583,349,712 units to the shareholders of the Company who have subscribed for and have been allocated the newly issued ordinary shares on a pro rata basis to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of 1 ordinary share for 1 unit of Warrants. (The issuance date is May 24, 2022.) The warrants holders shall be entitled to exercise their rights under the VGI-W3 Warrants to purchase the ordinary shares of the Company on the last Business Day of each quarter of each calendar year throughout the term of the Warrants (the “**Exercise Date**”). The first Exercise Date will be on March 31, 2023. The last Exercise Date is the date on which the warrants expire 5 years from the date the warrants are issued, which falls on May 23, 2027. However, the date coincides with the SET’s holiday, therefore, the last Exercise Date shall be postponed to the preceding business day which is on Friday May 21, 2027 and expired on the next day.

In this regard, the Company would like to inform the details in connection with the exercise of rights to purchase the ordinary shares of the Company under the VGI-W3 Warrants **for the 1st exercise** as below:

1. Exercise Date : March 31, 2023
2. Period for the Notification of Intention to Exercise the Warrants : During 8:30 a.m.- 3:30 p.m. of March 24, 2023 and March 27 – 30, 2023
3. Exercise Ratio : 1 unit of the Warrant shall be entitled to purchase 1 ordinary shares
4. Exercise Price : Baht 11.90 per share
5. Agent Receiving Exercise Intention : AIRA Securities Public Company Limited

6. Place to Exercise the Warrants : AIRA Securities Public Company Limited  
Operation Department, 17<sup>th</sup> Floor, Chamchuri Square  
Building 319 Phayathai Road, Pathumwan,  
Bangkok 10330  
Contact Person : Khun Yadabha Sookkaraziri  
Tel : 0-2080-2928

7. Documents for the Notification of Intention to Exercise the Warrants

7.1 Form for the Notification of Intention (as set out in Attachment 1.) that is correct and complete and duly signed by the warrant holders. The warrant holders may obtain such form at AIRA Securities Public Company Limited or their respective securities brokers or download it from the Company's website at <https://investor.vgi.co.th/en/share/vgi-w3>.

7.2 The warrant certificate or the warrant certificate substitute in the number specified in the Form for the Notification of Intention

Exercise with Warrant Certificate: Deliver the warrant certificate in the amount specified in the Form for the Notification of Intention

Exercise in Scripless System: Deliver the warrant certificate substitute in the amount specified in the Form for the Notification of Intention

(a) In the case that the warrant holders have their own securities trading accounts and the Warrants are deposited under the account named "Thailand Securities Depository Company Limited for Depositors", the warrant holders who wish to exercise the Warrants shall notify their intention to exercise the Warrants by completing in the form to withdraw the warrant certificate or to request for the issuance of the warrant certificate substitute as prescribed by the Stock Exchange of Thailand, and submitting the same to their respective securities brokers. The securities brokers will proceed to notify the Thailand Securities Depository Company Limited ("TSD") to withdraw the Warrants from the account named "Thailand Securities Depository Company Limited for Depositors". TSD will then issue the warrant certificate substitute to be used as a supporting document in exercising the rights to purchase the Company's ordinary shares.

(b) In the case that the warrant holders do not have a securities trading account and the Warrants are deposited with TSD under the account named "Issuer Account", the warrant holders who wish to exercise the Warrants shall notify their intention to exercise the Warrants by completing in the form to withdraw the warrant certificate or to request for the issuance of the warrant certificate substitute as prescribed by the Stock Exchange of Thailand, and submitting the same to TSD to request for the withdrawal of the Warrants from the "Issuer Account". TSD will then issue the warrant certificate substitute to be used as a supporting document in exercising the rights to purchase the Company's ordinary shares.

The warrant holders are recommended to contact their respective securities brokers or TSD for clarification on the process and timeline of the procedure.

7.3 Supporting documents required for the exercise of the Warrants:

1) Thai individuals : A certified true copy of a valid identification card or governmental officer identification card/state enterprise officer identification card (in case of any name/surname change which causes the name/surname to be different from the name/surname appearing on the Warrants, a certified true copy of any document issued by the

governmental authority, e.g. marriage certificate, divorce certificate, certificate of name/surname change, etc. must be enclosed.)

- 2) Non-Thai individual : A certified true copy of a valid alien identification card or passport
- 3) Thai juristic person : 3.1) A certified true copy of the affidavit issued by the Ministry of Commerce within a period of no longer than 3 months prior to the respective Exercise Date, duly signed by authorized signatory(ies) and affixed with the seal of such juristic person (if any); and
- 3.2) A certified true copy of the documents as specified in paragraph 1) or 2) (as the case may be) of the authorized signatory(ies) who certifies the documents under sub-paragraph 3.1)
- 4) Non-Thai juristic person: 4.1) A certified true copy of the certificate of incorporation and/or affidavit of the juristic person, duly signed by the authorized signatory(ies) and affixed with the seal of such juristic person (if any); and
- 4.2) A certified true copy of a valid passport of the authorized signatory(ies) who certifies the documents under-paragraph 4.1)

Documents under sub-paragraphs 4.1) and 4.2), which are certified as true copies by the authorized signatory(ies), shall be notarized by the Notary Public within a period of no longer than 1 year prior to the respective Exercise Date.

In addition, in case the exercise of the Warrants is submitted through a custodian, a certified true copy of the custodian appointment letter and the documents specified in paragraph 1) or 2) (as the case may be) of the authorized signatory(ies) of the custodian must be enclosed.

If a warrant holders fail to submit the aforementioned supplemental documents when exercising the Warrants, the Company and/or the Agent Receiving Exercise Intention reserve the rights to deem that such warrant holders do not intend to exercise the rights under the Warrants at the relevant Exercise Date. Nevertheless, the Company and/or the Agent Receiving Exercise Intention may use its discretion to allow such warrant holders to exercise the Warrants as deemed appropriate.

7.4 Evidence of payment that corresponds to the amount specified in the Form for the Notification of Intention. Please refer the payment method in Clause 8.

#### 8. Payment Methods and Document Submission Period

The warrant holders may choose to make the payment via 2 payment methods as set out in paragraph 1) or paragraph 2) (as the case may be). **The payment must be made via the Bill Payment Form (as set out in Attachment 2) at the branch of The Siam Commercial Bank Public Company Limited only.** The bank account details are as follows.

Bank Name	The Siam Commercial Bank Public Company Limited
Account Name	"AIRA Securities Public Company Limited for Securities Subscriptions"
Type of Account	Current Account
Account Number	049-3-14530-4

Payment at any branch of The Siam Commercial Bank Public Company Limited

- 1) Make the payment by money transfer to the bank account as detailed above via the Bill Payment Form (as set out in Attachment 2) at any branch of The Siam Commercial Bank Public Company during March 24 - 30, 2023; or
- 2) Make the payment by cheque, cashier's cheque or draft to the bank account as detailed above via the Bill Payment Form (as set out in Attachment 2) at any branch of The Siam Commercial Bank Public Company Limited during March 24 - 28, 2023. **The cheque, cashier's cheque or draft must be made payable to "AIRA Securities Public Company Limited for Securities Subscriptions" with the date specified thereon during March 24 - 28, 2023 only.** Such payment must be available to call for collection by the Clearing House located in the same area within 1 business day.

The warrant holders must submit an evidence of payment, indicating name-surname and telephone number of warrant holders, together with the documents under paragraphs 7.1 - 7.4 to the Agent Receiving Exercise Intention within 8.30 a.m. - 3.30 p.m. of March 24, 2023 and March 27 - 30, 2023. The exercise of rights will be based on the information provided in the payment details only.

The exercise of rights to purchase the ordinary shares shall be considered completed only when the Agent Receiving Exercise Intention has received the evidence for the exercise of the Warrants as stated above and has successfully collected the payment of such exercise. If the Agent Receiving Exercise Intention could not collect such payment in whatsoever case that is not due to the fault of the Company and/or the Agent Receiving Exercise Intention, it will consider that such warrant holder intends to cancel his/her respective intention to exercise the rights to purchase the ordinary shares.

For more details, please refer to the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Ordinary Shares of VGI Public Company Limited No. 3 (VGI-W3) which can be downloaded from the Company's website at <https://investor.vgi.co.th/en/share/vgi-w3>.

Please be informed accordingly.

Sincerely yours,

VGI Public Company Limited

(Mr. Marut Arthakaivalvatee) (Mr. Chan Kin Tak)  
 Authorised Director