



BLJ.KT PIF 0210/2017

22 May 2017

Subject: Delivery of the revised offer to buy investment units from Nantaphat Development Company Limited, Panawin Development Company Limited and Norm Co., Ltd.

Attention: Unitholder of Thai Retail Investment Fund (the “Fund”)

Reference is made to the offer to buy investment units of the Fund and relevant supporting documents from Nantaphat Development Company Limited, Panawin Development Company Limited and Norm Co., Ltd. (the “Purchasers”) that Krung Thai Asset Management Public Company Limited had delivered to the unitholders.

The Purchasers have revised the offer, mainly on the request of an additional copy from the juristic unitholders, which is a **copy the VAT certificate (Por.Por.20)**, except in the case that such unitholders are not VAT registrants based on Thailand’s Revenue Code. Such copy of the VAT certificate must be certified by the juristic person’s authorized director(s), with the company’s seal affixed (if any) on every page.

Please consider the summary of the revised provisions and the revised offer package attached.

Sincerely yours,

(Mrs. Chavinda Hanratanakool)  
Chief Executive Officer

For more information,  
Please contact client service center Tel.02-686-6100 Ext.9

18 May 2017

Subject: Submission of the Additional Information to the Unit Purchasing Offer of the Thai Retail Investment Fund (“TRIF” or the “Property Fund”)

Attention: Krungthai Asset Management Public Company Limited (the “Management Company”) Unitholders of TRIF

Reference 1. Letter from Asset World Company Limited to the Management Company dated 10 March 2017 Re: An Offer to Purchase All Assets of the Thai Retail Investment Fund  
2. Letter from Nantaphat Development Company Limited to the Management Company dated 2 May 2017 Re: Submission of the Unit Purchasing Offer of the Thai Retail Investment Fund

Enclosed: Additional Information # 2 with regards to the Unit Purchasing Offer of TRIF

Reference is made to a letter dated 10 March 2017 from the Asset World Group (the “Asset Acquirer”) to the Management Company in reference 1, which summarized the terms and conditions of the offer and provided the alternative to unitholders in the case that the Property Fund’s Extraordinary General Meeting on 17 May at 2.00 PM resolves to approve the sale of all assets from TRIF as per the Asset Acquirer’s offer, whereby the Asset Acquirer or its designated entity(ies) will purchase the investment units from every unitholder who wishes to sell the investment units, whether such unitholder attends the meeting or not and regardless of the vote by such unitholder, and to a letter dated 2 May 2017 from Nantaphat Development Company Limited (the “Company”), Norm Company Limited and Panawin Development Company Limited to the Management Company in reference 2 for the Management Company to submit the Unit Purchasing Offer and attachments to the unitholders to support their considerations of the Unit Purchaser Offer.

In this regard, as there are amendments in the Unit Purchasing Offer of TRIF and attachments, which include identification document of the unit seller (a certified true copy of a VAT certificate or Phor.por.20) and attachment 1.1, 1.2 and 1.3, the Company, Norm Company Limited and Panawin Development Company Limited, as the **Unit Purchaser**, would like to submit the Additional Information # 2 with regards to the Unit Purchasing Offer of TRIF to the Management Company for submission to unitholders of TRIF to support their considerations of the Unit Purchaser Offer.

Yours sincerely,

- Mr. Chotiphat Bijanonda -

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(Mr. Chotiphat Bijanonda)

Authorized Director

-Translation Only -

*- Mrs. Athinant Bijanonda -*

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(Mrs. Athinant Bijanonda)

Authorized Director

**Nantaphat Development Company Limited**

18 May 2017

Subject: Submission of the Additional Information to the Unit Purchasing Offer of the Thai Retail Investment Fund (“TRIF” or the “Property Fund”)

Attention: Krungthai Asset Management Public Company Limited (the “Management Company”) Unitholders of TRIF

Reference 1. Letter from Asset World Company Limited to the Management Company dated 10 March 2017 Re: An Offer to Purchase All Assets of the Thai Retail Investment Fund  
2. Letter from Norm Company Limited to the Management Company dated 2 May 2017 Re: Submission of the Unit Purchasing Offer of the Thai Retail Investment Fund

Enclosed: Additional Information # 2 with regards to the Unit Purchasing Offer of TRIF

Reference is made to a letter dated 10 March 2017 from the Asset World Group (the “Asset Acquirer”) to the Management Company in reference 1, which summarized the terms and conditions of the offer and provided the alternative to unitholders in the case that the Property Fund’s Extraordinary General Meeting on 17 May at 2.00 PM resolves to approve the sale of all assets from TRIF as per the Asset Acquirer’s offer, whereby the Asset Acquirer or its designated entity(ies) will purchase the investment units from every unitholder who wishes to sell the investment units, whether such unitholder attends the meeting or not and regardless of the vote by such unitholder, and to a letter dated 2 May 2017 from Norm Company Limited (the “Company”), Nantaphat Development Company Limited and Panawin Development Company Limited to the Management Company in reference 2 for the Management Company to submit the Unit Purchasing Offer and attachments to the unitholders to support their considerations of the Unit Purchaser Offer.

In this regard, as there are amendments in the Unit Purchasing Offer of TRIF and attachments, which include identification document of the unit seller (a certified true copy of a VAT certificate or Phor.por.20) and attachment 1.1, 1.2 and 1.3, the Company, Nantaphat Development Company Limited and Panawin Development Company Limited, as the **Unit Purchaser**, would like to submit the Additional Information # 2 with regards to the Unit Purchasing Offer of TRIF to the Management Company for submission to unitholders of TRIF to support their considerations of the Unit Purchaser Offer.

Yours sincerely,

- Mr. Panot Sirivadhanabhakdi -

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(Mr. Panot Sirivadhanabhakdi)

Authorized Director

**Norm Development Company Limited**

18 May 2017

Subject: Submission of the Additional Information to the Unit Purchasing Offer of the Thai Retail Investment Fund (“TRIF” or the “Property Fund”)

Attention: Krungthai Asset Management Public Company Limited (the “Management Company”) Unitholders of TRIF

Reference 1. Letter from Asset World Company Limited to the Management Company dated 10 March 2017 Re: An Offer to Purchase All Assets of the Thai Retail Investment Fund  
2. Letter from Panawin Development Company Limited to the Management Company dated 2 May 2017 Re: Submission of the Unit Purchasing Offer of tThai Retail Investment Fund

Enclosed: Additional Information # 2 with regards to the Unit Purchasing Offer of TRIF

Reference is made to a letter dated 10 March 2017 from the Asset World Group (the “Asset Acquirer”) to the Management Company in reference 1, which summarized the terms and conditions of the offer and provided the alternative to unitholders in the case that the Property Fund’s Extraordinary General Meeting on 17 May at 2.00 PM resolves to approve the sale of all assets from TRIF as per the Asset Acquirer’s offer, whereby the Asset Acquirer or its designated entity(ies) will purchase the investment units from every unitholder who wishes to sell the investment units, whether such unitholder attends the meeting or not and regardless of the vote by such unitholder, and to a letter dated 2 May 2017 from Panawin Development Company Limited (the “Company”), Nantaphat Development Company Limited and Norm Company Limited to the Management Company in reference 2 for the Management Company to submit the Unit Purchasing Offer and attachments to the unitholders to support their considerations of the Unit Purchaser Offer.

In this regard, as there are amendments in the Unit Purchasing Offer of TRIF and attachments, which include identification document of the unit seller (a certified true copy of a VAT certificate or Phor.por.20) and attachment 1.1, 1.2 and 1.3, the Company, Nantaphat Development Company Limited and Norm Company Limited, as the **Unit Purchaser**, would like to submit the Additional Information # 2 with regards to the Unit Purchasing Offer of TRIF to the Management Company for submission to unitholders of TRIF to support their considerations of the Unit Purchaser Offer.

Yours sincerely,

- Mr. Aswin Techajareonvikul -

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(Mr. Aswin Techajareonvikul)

Authorized Director

-Translation Only -

*- Mrs. Thapanee Techajareonvikul -*

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(Mrs.Thapanee Techajareonvikul)

Authorized Director

Panawin Development Company Limited

1) Additional Information in Part 7.2.1.3 Identification document of the Unit Seller

Original

If the Unit Seller is a Thai juristic entity:

- A certified true copy of corporate affidavit issued by the Ministry of Commerce for no longer than 6 months before the last day of the Unit Purchasing Offer period, which is certified as true copy by the authorized director(s), with the company's seal affixed (if any); and

If the Unit Seller is a foreign juristic entity:

- A certified true copy of certificate of incorporation and corporate affidavit issued for no longer than 6 months before the last date of the Unit Purchasing Offer period, which is certified as true copy by the authorized director of the juristic entity, with the company's seal affixed which is granted by officers of such individuals or government authorities of the country of the juristic entity (if any)

Revision

If the Unit Seller is a Thai juristic entity:

- A certified true copy of corporate affidavit issued by the Ministry of Commerce for no longer than 6 months before the last day of the Unit Purchasing Offer period and a certified true copy of a VAT certificate (Phor.por.20), except in case that the Unit Seller is not a VAT registered juristic person based on the revenue code, which are certified as true copy by the authorized director(s), with the company's seal affixed (if any); and

If the Unit Seller is a foreign juristic entity:

- A certified true copy of certificate of incorporation and corporate affidavit issued for no longer than 6 months before the last date of the Unit Purchasing Offer period and a certified true copy of a VAT certificate (Phor.por.20), except in case that the Unit Seller is not a VAT registered juristic person based on the revenue code, which are certified as true copy by the authorized director of the juristic entity, with the company's seal affixed which is granted by officers of such individuals or government authorities of the country of the juristic entity (if any)

2) Additional information in the Attachment 1.1 Unit Purchasing Offer Acceptance Procedures

Revoke the Attachment 1.1 as appeared in original Unit Purchasing Offer, and please refer to the Attachment 1.1 as attached in this Additional Information # 2

**3) Additional information in the Attachment 1.2 Unit Purchasing Offer Acceptance Form**

Revoke the Attachment 1.2 as appeared in original Unit Purchasing Offer, and please refer to the Attachment 1.2 as attached in this Additional Information # 2

**4) Additional information in the Attachment 1.3 Power of Attorney for Unit Purchasing Offer Acceptance**

Revoke the Attachment 1.3 as appeared in original Unit Purchasing Offer, and please refer to the Attachment 1.3 as attached in this Additional Information # 2



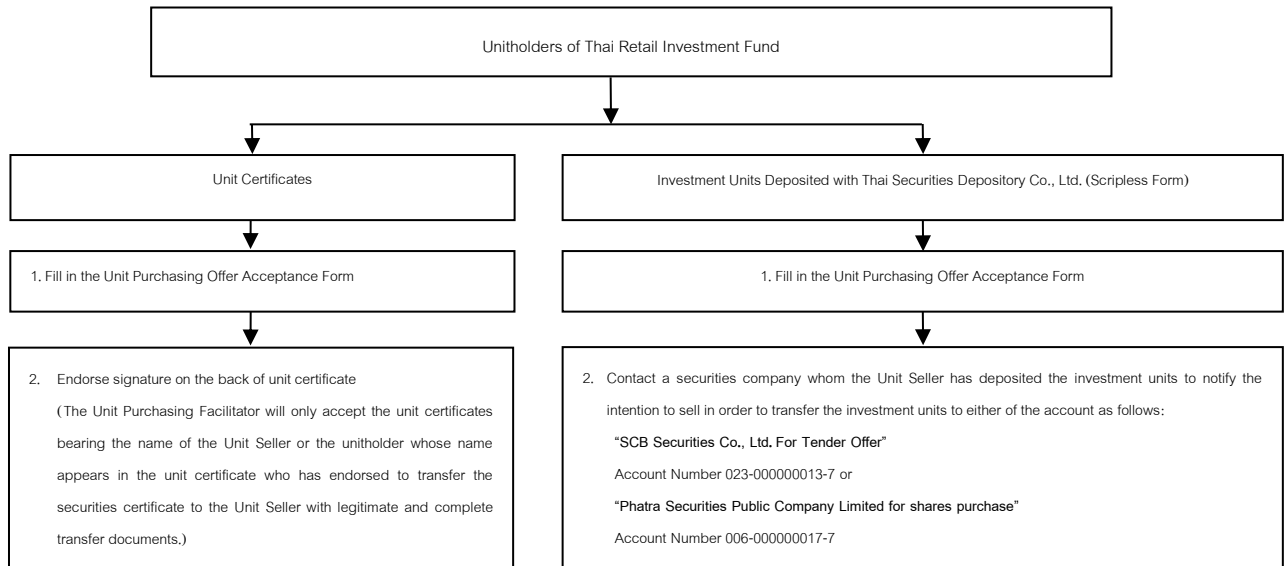
## Attachment 1

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### Unit Purchasing Offer Acceptance Procedures and Form

- 1.1 Unit Purchasing Offer Acceptance Procedures
- 1.2 Unit Purchasing Offer Acceptance Form
- 1.3 Power of Attorney for Unit Purchasing Offer Acceptance

## Unit Purchasing Offer Acceptance Procedures



3. Enclose the following supporting documents with certified true copy (In case of unit certificate, please enclose 2 copies of the following supporting documents)

**1) Thai Individual**

A certified true copy of valid citizen ID card, civil servant ID card, or state enterprise employee Card or government document with 13-digit citizen ID number (In case of unit certificate, if the certified copy of lifetime national identification card is submitted, the house registration along with the page presenting the address and name of the Unit Seller must be attached.)

**2) Foreign Individual**

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

**3) Thai Juristic Entity**

3.1 A certified true copy of the corporate affidavit issued by the MOC for no longer than 6 months before the last day of the unit purchasing offer period, which is certified as true copy by the authorized director(s), with the company's seal affixed (if any)

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

3.3 A certified true copy of a VAT certificate (Phor.por.20), except in case that the Unit Seller is not a VAT registered juristic person based on the revenue code

**4) Foreign Juristic Entity**

4.1 A certified true copy of the certificate of incorporation and the corporate affidavit issued by an authorized officer of the juristic person or regulatory body of the country where the juristic person is domiciled, which certifies the name of the juristic person, the person authorized to bind the juristic person, head office location, and any condition to the power of such authorization to bind the juristic person that is not more than 6 months before the last day of the Unit purchasing offer period along with the endorsement of certified true copy by the authorized officer of the juristic person

4.2 A copy of documents stated in No.1) or 2) (as the case may be) of the person who is duly authorized by the company to certify true copy of document in 4.1 above

Documents in 4.1 and 4.2 must be certified by the notary public officer and then authenticated by an official of the Thai Embassy or the Thai Consulate, in the country where the documents were prepared, and affixed with Notary Public seal, all of which is issued not more than 6 months prior to the last day of the unit purchasing offer period

4.3 A certified true copy of a VAT certificate (Phor.por.20), except in case that the Unit Seller is not a VAT registered juristic person based on the revenue code

**5) In case that the Unit Seller wishes to receive payment via bank transfer**, the unit seller shall provide a certified true copy of the first page of the savings deposit passbook or current account statement that provides either account number of account name. The name of the account holder must be the same as that of the Unit Seller stated in the Unit Purchasing Offer Acceptance Form.

**Additional documents in case that the Unit Seller is represented by an authorized representative**

1. Original Power of Attorney for Unit Purchasing Offer Acceptance affixed with Baht 10 or Baht 30 stamp duty, as the case may be

2. Certified true copy of identification documents of the Unit Seller and authorized representative

4. Submit all documents to

Khun Orachorn Chanapokakul Khun Teerawat Teanwan Or Khun Chutima Intaping

Operation Department of Phatra Securities Public Company Limited

252/6 MuangThai-Phatra Office Tower 1 Floor 6

Ratchadapisek Road Huaykwang Bangkok 10310

Tel. 0-2305-9000 ext. 9390 9392 or 9386

OR

SCB Securities Company Limited

19 SCB Park Plaza 3 (Plaza East), 21<sup>st</sup> Floor,

Ratchadapisek Road, Jatujak, Jatujak, Bangkok 10900

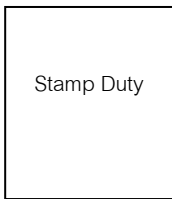
Tel. 0-2949-1999

The Unit Seller can submit all documents to the securities company which the Unit Seller deposits the units. Such securities company will collect the documents and forward to Phatra Securities Public Company Limited or SCB Securities Company Limited. In case of unit certificate, Unit Purchasing Offer Acceptance Form and supporting documents shall reach the Unit Purchasing Facilitator at least 5 business days prior to the last day of the unit purchasing offer period (the Unit Purchasing Facilitator shall not accept Unit Purchasing Offer Acceptance Form that was sent by post.)





### POWER OF ATTORNEY FOR UNIT PURCHASING OFFER ACCEPTANCE



Made at .....

Date .....

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

Resides at (address that can be reached by post) .....

..... Postal code..... as the holder of investment units of Thai Retail Investment Fund at the amount of ..... units

hereby authorized ..... Age ..... Nationality ..... Resides at (address that can be reached by post) .....

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

Address in House Registration  same as address that can be reached by post  different from address that can be reached by post

Please identify address (in House Registration) .....

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

to act as my/our proxy

to submit the Unit Purchasing Offer Acceptance Form

to submit the Unit Purchasing Offer Acceptance Form and to receive payment cheque (in case the Unit Seller wishes to receive payment via cheque) through the **Unit Purchasing Facilitator** and to be authorized to do and execute all such other matter in connection with the aforesaid mentioned on my behalf until its completion.

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

Signed.....Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Witness

(.....)

Signed..... Witness

(.....)

Remarks (Please attached the following):

1. Certified true copies of ID or Certificate of Incorporation of the Grantor and authorized representative are required to be attached herewith
2. Certified true copies of ID or Certificate of the Proxy
3. Affix a Baht 10 stamp duty in case of authorizing the Proxy to submit the Unit Purchasing Offer Acceptance Form and affix Baht 30 stamp duty in case of authorizing the Proxy to submit the Unit Purchasing Offer Acceptance Form and receive payment cheque.





Dear Unitholders of Thai Retail Investment Fund

We, Nantaphat Development Company Limited (“**Nantaphat**”), Panawin Development Company Limited (“**Panawin**”) and Norm Company Limited (“**Norm**”) (each referred to as the “**Unit Purchaser**”), would like to make an offer to purchase the investment units of Thai Retail Investment Fund (“**TRIF**” or the “**Property Fund**”), which is under the management of Krung Thai Asset Management Public Company Limited (the “**Management Company**”) as detailed in this unit purchasing offer (the “**Unit Purchasing Offer**”).

### The Unit Purchasing Offer

#### 1. Period of Time for Submission of the Unit Purchasing Offer Acceptance Form

- a. In case of Scripless: 31 May 2017 – 28 June 2017
- b. In case of Unit Certificate: 31 May 2017 – 21 June 2017

#### 2. Name and Information of the Unit Purchaser

Nantaphat Development Company Limited, Panawin Development Company Limited and Norm Company Limited

##### 2.1 Nantaphat Development Company Limited

###### 2.1.1 General information

<b>Name</b>	Nantaphat Development Company Limited
<b>Address</b>	No. 184, 2 <sup>nd</sup> Floor, Surawong Road, Si Phraya Subdistrict, Bang Rak District, Bangkok
<b>Company Registration Number</b>	0105560057940
<b>Date of Company Registration</b>	7 April 2017
<b>Nature of Business</b>	Real estate business, through direct and indirect investment

###### 2.1.2 List of shareholders as of 7 April 2017

<b>Name</b>	<b>Number of Shares</b>	<b>Percentage of Paid Up Shares</b>
1. Mrs. Athinant Bijanonda	999,800	99.98
2. Mr. Chotiphat Bijanonda	100	0.01
3. Miss Sunee Nimmongkhon	100	0.01
<b>Total</b>	<b>1,000,000</b>	<b>100.00</b>

###### 2.1.3 List of directors as of 7 April 2017

1. Mrs. Athinant Bijanonda
2. Mr. Chotiphat Bijanonda
3. Miss Sunee Nimmongkhon

Authorized directors are two of the directors to jointly sign.

###### 2.1.4 Relationship between the Unit Purchaser and the Property Fund or the major unitholder

Nantaphat is not the same group of person of each major unitholder of the Property Fund according to rules and regulations related to the Property Fund (SorTor. 14/2558 and TorNor. 46/255).

## 2.2 Panawin Development Company Limited

### 2.2.1 General information

<b>Name</b>	Panawin Development Company Limited
<b>Address</b>	No.288-288/1-9, Surawong Road, Si Phraya Subdistrict, Bang Rak District, Bangkok
<b>Company Registration Number</b>	0105560057982
<b>Date of Company Registration</b>	7 April 2017
<b>Nature of Business</b>	Real estate business, through direct and indirect investment

### 2.2.2 List of shareholders as of 7 April 2017

<b>Name</b>	<b>Number (Shares)</b>	<b>Percentage of Paid Up Shares</b>
1. Mr. Aswin Techajaroenvikul	499,900	49.99
2. Mrs. Thapanee Techajaroenvikul	499,900	49.99
3. Miss Kulwadee Saengow	200	0.02
<b>Total</b>	<b>1,000,000</b>	<b>100.00</b>

### 2.2.3 List of Directors as of 7 April 2017

1. Mr. Aswin Techajaroenvikul
2. Mrs. Thapanee Techajaroenvikul
3. Miss Kulwadee Saengow

Authorized directors are two of the directors to jointly sign.

### 2.2.4 Relationship between the Unit Purchaser and the Property Fund or the major unitholder

Panawin is not the same group of person of each major unitholder of the Property Fund according to rules and regulations related to the Property Fund (SorTor. 14/2558 and TorNor. 46/2556)

## 2.3 Norm Company Limited

### 2.3.1 General information

<b>Name</b>	Norm Company Limited
<b>Address</b>	No.288-288/1-9, Surawong Road, Si Phraya Subdistrict, Bang Rak District, Bangkok
<b>Company Registration Number</b>	0105551035548
<b>Date of Company Registration</b>	27 March 2008
<b>Nature of Business</b>	Real estate business, through direct and indirect investment

### 2.3.2 List of shareholders as of 30 April 2017

<b>Name</b>	<b>Number (Shares)</b>	<b>Percentage of Paid Up Shares</b>
1. Mr. Panot Sirivadhanabhakdi	9,998	99.98
2. M.L. Julajak Jakraphan	1	0.01
3. M.L. Treenuch Sirivadhanabhakdi	1	0.01
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

### 2.3.3 List of directors as of 30 April 2017

1. Mr. Panot Sirivadhanabhakdi



Authorized director is one director to sign with the seal of the company.

2.3.4 Relationship between the Unit Purchaser and the Property Fund or the major unitholder

Norm is not the same group of person of each major unitholder of the Property Fund according to rules and regulations related to the Property Fund (SorTor. 14/2558 and TorNor. 46/255).

**3. Objectives of the Unit Purchasing Offer**

Reference is made to a letter dated 10 March 2017 from the Asset World Company Group (the “**Asset Acquirer**”) to the Management Company on an offer to purchase all assets of TRIF, which summarized the terms and conditions of the offer and provided the alternative to unitholders in the case that the Property Fund’s Extraordinary General Meeting on 17 May 2017 at 2.00 p.m. resolves to approve the sale of all assets from TRIF as per the Asset Acquirer’s offer, whereby the Asset Acquirer or its designated entity(ies) will purchase the investment units from every unitholder who wishes to sell the investment units, whether such unitholder attends the meeting or not and regardless of the vote by such unitholder since unitholders may be exposed to the risk that proceeds received from the sharing of asset sale profit together with the capital return is lower than their investment units’ cost, as detailed in the information memorandum to the Stock Exchange of Thailand on 10 April 2017 by the Management Company Re: “Seeking of a resolution from the unitholders of TRIF and scheduling of the book closing date of the unitholders to determine the unitholders entitled to vote on the resolution.”

Nantaphat, Panawin and Norm agree to purchase investment units from the unitholders who express their intention to sell the investment units (each the “**Unit Seller**”) according to the terms and conditions as specified in this Unit Purchasing Offer.

**4. Type and Amount of the Investment Units Offered to Purchase**

As of 26 April 2017, the total outstanding investment units of TRIF are 1,589,000,000. The Unit Purchasers offer to purchase all investment units from all unitholders who express their intention to sell their investment units per the terms and conditions specified in this Unit Purchasing Offer.

Nevertheless, Asset World Company Limited, as a unitholder holding 491,037,997 units (30.90 percent of the total outstanding investment units of TRIF) as of 28 February 2017, has submitted the letter dated 2 May 2017 stating intention not to sell all of the investment units to the Unit Purchaser.

**5. Unit Purchasing Price**

The unit purchasing price is THB 15.38 per investment unit (fifteen point three eight baht), which is the volume weighted average market price during 15 trading days prior to the date of the meeting of the Board of Directors of the Management Company on 10 April 2017. Such unit purchasing price is the final price and will not be changed. The Unit Seller shall be responsible for a fee relating to the sale of investment units at the rate of 0.05 percent of the unit purchasing price and the value added tax at the rate of 7.00 percent of such fee. Therefore, the net unit purchasing price for which the Unit Seller shall receive will be THB 15.3717717 per investment unit (fifteen point three seven one seven seven one seven baht).

Thus, the Unit Seller will receive a total payment in Thai Baht rounding to two decimal points. If a fraction is equal to or more than THB 0.005, it will be rounded up. If the fraction is less than THB 0.005, it will be disregarded.

In addition, the Unit Seller shall be responsible for the capital gain tax on the difference between the unit purchasing price and the price at which the Unit Seller originally paid to acquire the investment unit depending on each type of unitholders as follows.

<b>Types of Unitholders</b>	<b>Tax Liabilities/Types of Taxes</b>
Thai Individual	Exempted from the personal income tax
Thai Juristic Entity	Taxable income is subject to the corporate income tax at the rate of 20.00 percent of the net profits
Foreign Individual	Exempted from the personal income tax
Foreign Juristic Entity (carried out business in Thailand)	Taxable income is subject to the corporate income tax at the rate of 20.00 percent of the net profits
Foreign Juristic Entity (not carried out business in Thailand)	Payee is not required to withhold the withholding tax according to section 70 of the Revenue Code.

## 6. Unit Purchasing Offer Period

The unit purchasing offer period will be a total of 21 business days or from 31 May 2017 to 28 June 2017 during business days from 9.00 a.m. to 4.00 p.m. of the headquarters of Phatra Securities Public Company Limited and SCB Securities Company Limited (each referred to as the “**Unit Purchasing Facilitator**”). In case of any change in the Unit Purchasing offer period, the Unit Purchaser will notify or have the Unit Purchasing Facilitator notify the unitholders prior to the end of the Unit Purchasing Offer period.

## 7. Procedures for Acceptance of the Unit Purchasing Offer

### 7.1 Procedures for acceptance of the Unit Purchasing Offer

The unitholders who express their intention to sell all or any part of the investment units must strictly follow the “Unit Purchasing Offer Acceptance Procedures” (Attachment 1.1) and complete the “Unit Purchasing Offer Acceptance Form” (Attachment 1.2) as attached with the Unit Purchasing Offer completely and accurately along with the Unit Seller’s signature and supporting documents for the Unit Purchasing Offer Acceptance Form as specified under clause 7.2.1.

### 7.2 Acceptance of the Unit Purchasing Offer

#### 7.2.1 Provide the following supporting documents

##### In Case of Unit Certificate

- Unit certificate must be endorsed with the signature of the Unit Seller as the investment unit transferor on the back of each unit certificate, along with the supporting documents specified under clause 7.2.1.1

- Two copies of the identification documents of the Unit Seller as specified under clause 7.2.1.3
- If the Unit Seller authorizes any person to act on his/her behalf, the Unit Seller must submit a Power of Attorney for Unit Purchasing Offer Acceptance (Attachment 1.3), affixed with stamp duty of THB 10 in case of authorizing to perform the submission of the Unit Purchasing Offer Acceptance Form only, or affixed with stamp duty of THB 30 in case of authorizing to perform both submission of the Unit Purchasing Offer Acceptance Form and receiving a cheque for the payment of the investment units, together with evidence of the grantor and the attorney-in-fact as stated under clause 7.2.1.3, as the case may be
- A certified true copy of the first page of savings deposit passbook or current account statement that provides either account number or account name. The name of the account holder must be the same as that of the Unit Seller stated in the Unit Purchasing Offer Acceptance Form (in case that the Unit Seller wishes to receive the investment unit payment via bank transfer)
- Other documents upon the request of the Unit Purchaser or the Unit Purchasing Facilitator

In Case of Investment Units Deposited with Thailand Securities Depository Co., Ltd. (“TSD”)(Scripless form)

- Unit transfer document with the supporting documents required under clause 7.2.1.2
- One copy of the identification document of the Unit Seller as specified in clause 7.2.1.3
- If the Unit Seller authorizes any person to act on his/her behalf, the Unit Seller must submit a Power of Attorney for Unit Purchasing Offer Acceptance (Attachment 1.3, affixed with stamp duty of THB 10 in case of authorizing to perform the submission of the Unit Purchasing Offer Acceptance Form only, or affixed with stamp duty of THB 30 in case of authorizing to perform both submission of the Unit Purchasing Offer Acceptance Form and receiving a cheque for the payment of investment units, together with evidence of the grantor and the attorney-in-fact as stated under clause 7.2.1.3, as the case may be
- A certified true copy of the first page of savings deposit passbook or current account statement that provides either account number or account name. The name of the account holder must be the same as that of the Unit Seller stated in the Unit Purchasing Offer Acceptance Form (in case that the Unit Seller wishes to receive investment unit payment via bank transfer)
- Other documents upon the request of the Unit Purchaser or the Unit Purchasing Facilitator

7.2.1.1 The endorsement of the Unit Seller’s signature on the back of unit certificate and supporting documents

- Unit certificate must be endorsed with the signature of the Unit Seller in the column headed “signature of the transferor” on the back of each unit certificate (the Unit Purchasing Facilitator will accept only the unit certificate that the name of Unit Seller matches with the name and signature of Unit Seller on the back of unit certificate and with completed supporting documents)

- If the Unit Seller's name or surname stated on unit certificate is different from his/her name or surname stated in the identification card or civil servant identification card or state enterprise employee identification card or alien certificate or passport, the Unit Seller must complete and submit a form "Amending Securities Holder Records" prescribed by TSD, as detailed in Attachment 3, specifying the new information to match with the identification card or civil servant identification card or state enterprise employee identification card or alien certificate or passport, together with a certified true copy of the official document, e.g. first name and last name rectified certificate, marriage certificate, divorce certificate, as the case may be.
  - In case of a lifetime identification card, a certified true copy of house registration specifying house number and matched name with such identification card must also be provided
  - If the Unit Seller is an executor of a will, the Unit Seller must submit a copy of a court order entitled the Unit Seller as the executor of a will dated no longer than 1 year from the submission date of the Unit Purchasing Offer Acceptance form, together with a certified true copy of death certificate, identification card of the executor, house registration of the executor, and unit certificate with the endorsement of the executor's signature on the back
  - If the Unit Seller is a minor, the parents (father and mother) must endorse on the back of the unit certificate, together with a certified true copy, signed by the parents, of identification card of the parents and house registration of the parents and minors
  - If the unit certificate is lost, the Unit Seller must contact the Management Company to issue new unit certificate. However, as the process of issuing new unit certificate takes approximately 2 weeks, the Unit Seller should contact the Management Company at least 3 weeks before the last date of the Unit Purchasing Offer period
- Remark. In case of unit certificate, the purchases and sale of the investment units will be completed only when the unit certificate is deposited by the TSD and verified by the Management Company (who serves as fund registrar), and the units are completely recorded in the securities account that the Unit Purchaser has with the Unit Purchasing Facilitator. If unit certificate has been rejected by the TSD or the Management Company, the Unit Purchaser will process to have the Unit Purchasing Facilitator notify the Unit Seller to retrieve his/her unit certificate back*

#### 7.2.1.2 Investment units deposited with TSD (scripless form) and Supporting Documents

- The Unit Seller must contact a securities company which the Unit Seller has deposited the units to notify the intention to sell the investment units, and submit one copy of identification document of the Unit Seller as specified in 7.2.1.3 in order to transfer the investment units to either of the account of the Unit Purchasing Facilitator as follows:

##### For Local Unitholders

Broker Name: บริษัทหลักทรัพย์ไทยพาณิชย์ จำกัด

Account Number: 023-00000013-7

Account Name: บริษัทหลักทรัพย์ ไทยพาณิชย์ จำกัด เพื่อการทำเทNDER ออฟเฟอร์

Or

Broker Name: บริษัทหลักทรัพย์ ภัทร จำกัด (มหาชน)

Account Number: 006-000000177

Account Name: บริษัทหลักทรัพย์ ภัทร จำกัด (มหาชน) เพื่อการรับซื้อหุ้น

For Foreign Unitholders

Broker Name: SCB Securities Company Limited

Account Number: 023-00000013-7

Account Name: SCB Securities Co.,Ltd. For Tender Offer

Or

Broker Name: Phatra Securities Public Company Limited

Account Number: 006-000000177

Account Name: Phatra Securities Public Company Limited for shares purchase

*Remark: In case of investment units deposited with TSD (scripless form), the purchases and sale of the investment units will be completed only when the units are completely recorded in the securities account that the Unit Purchaser has with the Unit Purchasing Facilitator.*

7.2.1.3 Identification document of the Unit Seller

**If the Unit Seller is a Thai individual:**

- A certified true copy of valid citizen identification card, civil servant identification card or state enterprise employee identification card or government documents with 13-digit citizen identification number
- If the Unit Seller is an executor of a will, the Unit Seller must submit a copy of a court order entitled the Unit Seller as the executor of a will dated no longer than 1 year from the submission date of the Unit Purchasing Offer Acceptance form, together with a certified true copy of death certificate, identification card of the executor, and house registration of the executor
- In the case where the Unit Seller is a minor, a written consent of his or her parents (father and mother), certified true copies, signed by his or her parents, of their valid identification cards and copies of house registration of the parents and the Unit Seller

**If the Unit Seller is a foreign individual:**

- A certified true copy of valid alien certificate or passport. Every copy must be clear and readable. The signature must be the same as the signature on every document related to the selling of units.

**If the Unit Seller is a Thai juristic entity:**

- A certified true copy of corporate affidavit issued by the Ministry of Commerce for no longer than 6 months before the last day of the Unit Purchasing Offer period and a certified true copy of a VAT certificate (Phor.por.20), except in case that the Unit Seller is not a VAT registered juristic person based on the revenue code, which are certified as true copy by the authorized director(s), with the company's seal affixed (if any); and
- A certified true copy of citizen identification card, civil servant identification card or state enterprise employee certification card or government documents with 13-digit citizen identification number or, in case that the authorized director is foreigner, a certified true copy of alien certificate or passport of the authorized director who signs the aforementioned certification document

Remark: The Unit Seller that is a Thai juristic entity is obligated to withhold 3% tax for the fee related to the selling of the units and issue withholding tax document to the Unit Purchasing Facilitator

**If the Unit Seller is a foreign juristic entity:**

- A certified true copy of certificate of incorporation and corporate affidavit issued for no longer than 6 months before the last date of the Unit Purchasing Offer period and a certified true copy of a VAT certificate (Phor.por.20), except in case that the Unit Seller is not a VAT registered juristic person based on the revenue code, which are certified as true copy by the authorized director of the juristic entity, with the company's seal affixed which is granted by officers of such individuals or government authorities of the country of the juristic entity (if any)
- A certified true copy of certificate for lists of directors with authorized signatories together with conditions of signatories and address of headquarter which is granted by officers of such individuals or government authorities of the country of the juristic entity; and
- A certified true copy of citizen identification card or passport of the authorized director (in the case that directors with authorized signatories are foreigners) who signs the aforementioned documents

*Remark: All the aforementioned documents, which were prepared or verified outside of Thailand, must be certified by the Notary Public officer and then authenticated by an officer of the Thai Embassy or the Thai Consulate, in the country where the documents were prepared, and be affixed with Notary Public seal, all of which is issued not more than 6 months prior to the last day of the Unit Purchasing Offer period.*

**7.2.2 Submission of Form of Acceptance of Unit Purchasing Offer**

The Unit Seller can submit Form of Acceptance of Unit Purchasing Offer and supporting documents by him/herself or attorney-in-fact as instructed below.

The Unit Purchasing Facilitator shall not accept Unit Purchasing Offer Acceptance Form that was sent by post.

- In Case of Unit Certificate

The completed Unit Purchasing Offer Acceptance Form and all necessary documents as stated in clause 7.2.1 must be submitted from 31 May 2017 to 21 June 2017 (or such other period as to be notified by the Unit Purchaser or the Unit Purchasing Facilitator prior to the end of such unit purchasing offer period in case of any change) from 9.00 a.m. to 4.00 p.m. on business days of the Unit Purchasing Facilitator, at the office of the Unit Purchase Facilitator as shown below. Since the unit certificate(s) submitted along with the Unit Purchasing Offer Acceptance Form must be deposited by the TSD and verified by the Management Company (who serves as fund registrar), therefore, in order for the Unit Seller to sell the investment units within the unit purchasing offer period, the Unit Seller should submit the Unit Purchasing Offer Acceptance Form within 21 June 2017 or 5 business days prior to the last day of the Unit Purchasing Offer period to provide sufficient time for Unit Certificate's verification processes.

Address: Phatra Securites Public Company Limited  
252/6 MuangThai-Phatra Office Tower 1  
Floor 6 Ratchadapisek Road Huaykwang  
Bangkok 10310  
Telephone: 0-2309-9000 ext. 9390, 9392 or 9386  
Facsimile: 0-2693-2627  
Contact persons: Khun Orachorn Chanapokakul  
Khun Teerawat Teanwan  
Khun Chutima Intaping

Or

Address: SCB Securities Company Limited  
No.19, 21<sup>st</sup> Siam Commercial Bank Park  
Plaza Tower 3 (Plaza East),  
Ratchadapisek Road, Chatuchak,  
Bangkok 10900  
Telephone: 0-2949-1999

The Unit Purchasing Offer Acceptance Form will be completed when the unit certificate has been deposited by the TSD and verified by the Management Company. If the deposit of unit certificate is rejected by the TSD or the Management Company (who serves as fund registrar), leading to the failure in the transfer of the investment unit within the specified time period, such transfer will be considered as invalid. Afterwards, the Unit Purchaser will notify or will process to have the Unit Purchasing Facilitator notify the Unit Seller to retrieve all their unit certificates at the location specified above. The Unit Seller will be deemed not to complete the specified requirements and any risks related thereto must be borne by the Unit Seller and the Unit Purchaser and/or the Unit Purchasing Facilitator shall not be deemed liable for such damage (if any).

- In Case of Investment Units Deposited with TSD (Scripless form)

In case that the Unit Seller deposit the units with TSD through a securities company which act as his/her broker. The Unit Seller can have such securities

company collect and forward the Unit Purchasing Offer Acceptance Form. The Unit Seller can submit the Unit Purchasing Offer Acceptance Form and the supporting documents as specified in clause 7.2.1 to such securities company within the period specified by each securities company, allowing such securities company to forward to one of the Unit Purchasing Facilitator within the unit purchasing offer period from 9.00 a.m. to 4.00 p.m. from 31 May 2017 to 28 June 2017 during the business days of the Unit Purchasing Facilitator or such other period as to be notified by Unit Purchaser or the Unit Purchase Facilitator prior to the end of such Unit Purchasing Offer period in case of any change.

7.3 The Unit Purchaser or the Unit Purchasing Facilitator reserves the right to cancel or refuse the purchase of units if the Unit Seller does not follow the specified procedures or does not receive any exemption by the Unit Purchaser or the Unit Purchase Facilitator otherwise

7.4 In case that investment units have been pledged to any agreements, the Unit Seller must withdraw those units from such agreements before submitting Unit Purchasing Offer Acceptance Form

## **8. Procedures of Unit Purchasing**

The Unit Purchaser will purchase all the eligible units sold by the Unit Seller who complies with specified terms and conditions in this Unit Purchasing Offer.

## **9. Payment**

Each of the Unit Purchasers will make payment, through the Unit Purchasing Facilitator, to the Unit Seller who has submitted Unit Purchasing Offer Acceptance Form and the investment units have been recorded in the Unit Purchaser's account opened with the Unit Purchasing Facilitator within the unit purchasing offer period and after the Unit Purchasing Facilitator receive payment for such units from the Unit Purchaser according to the amount of units sold by the Unit Seller within the unit purchasing offer period. The Unit Purchaser will process to have the Unit Purchasing Facilitator, whom the Unit Seller submitted Unit Purchasing Offer Acceptance Form with, make payment to such Unit Seller according to the method specified by the Unit Seller in the Unit Purchasing Offer Acceptance Form in the amount net of fee and VAT

### **9.1 In case that the Unit Seller wishes to receive cheque payment in person**

The Unit Seller shall indicate the intention to receive cheque payment in person in the Unit Purchasing Offer Acceptance Form. After the Unit Purchasing Offer Acceptance Form has been verified according to the specified terms and conditions, the Unit Seller can pick up a crossed cheque made payable in their name from 10.00 a.m. to 4.00 p.m. on 3 July 2017 (3 business days following the last date of the unit purchasing offer period) and from 4 July 2017 onwards from 9.00 a.m. to 4.00 p.m. or, in case that the unit purchasing offer period has been extended, the Unit Seller can pick up a crossed cheque made payable in their name after 3 business days following the last day of the unit purchasing offer period from Unit Purchasing Facilitator that the Unit Seller submitted Unit Purchasing Offer Acceptance Form with, at the address as specified below:

Address:	Phatra Securites Public Company Limited 252/6 MuangThai-Phatra Office Tower 1 Floor 6 Ratchadapisek Road Huaykwang Bangkok 10310
Telephone:	0-2309-9000 ext. 9390, 9392 or 9386



Facsimile: 0-2693-2627

Contact persons: Khun Orachorn Chanapokakul  
Khun Teerawat Teanwan  
Khun Chutima Intaping

Or

Address: SCB Securities Company Limited  
No.19, 21<sup>st</sup> Siam Commercial Bank Park  
Plaza Tower 3 (Plaza East),  
Ratchadapisek Road, Chatuchak,  
Bangkok 10900

Telephone: 0-2949-1999

The Unit Purchaser will process to have the Unit Purchasing Facilitator make payment by the cheque of Siam Commercial Bank Public Company Limited (in case of submitting the Unit Purchasing Offer Acceptance Form to SCB Securities Company Limited) or Kasikorn Bank Public Company Limited (in case of submitting the Unit Purchasing Offer Acceptance Form to Phatra Securities Public Company Limited). In case that the Unit Seller is not in Bangkok, the collection of payment under the cheque will take time according to the procedures of each bank.

The Unit Seller who wishes to receive cheque in person must provide Unit Purchasing Facilitator with the evidence showing the receipt of the Unit Purchasing Offer Acceptance Form along with the Unit Seller's identification documents required under clause 7.2.1.3. All copies of the documents must be certified as true copies on every page and submit to the Unit Purchasing Facilitator whom the Unit Seller submitted Unit Purchasing Offer Acceptance Form with. If the Unit Seller wishes to authorize any person to act on his/her behalf, he/she must execute a power of attorney together with evidence of the grantor and the attorney-in-fact as Attachment 1.3.

In case that the Unit Seller fails to pick up their cheque, regardless of whether by his/herself or by their appointed attorney, within 7 days after 3 business days following the last day of the unit purchasing offer period or, in the case of any change, after 3 business days following the last day of extended unit purchasing offer period. Unit Purchaser will allow Unit Purchasing Facilitator to send the cheque to the Unit Seller by registered post to the addresses specified in Unit Purchasing Offer Acceptance Form and any risks related thereto must be borne by the Unit Seller and the Unit Purchaser and/or the Unit Purchasing Facilitator shall not be deemed liable for such damage (if any).

**9.2 In case that the Unit Seller wishes to receive cheque delivered by registered post**

The Unit Seller shall indicate the intention to do so in the Unit Purchasing Offer Acceptance Form. After the Unit Purchasing Offer Acceptance Form has been verified according to the specified terms and conditions, the Unit Purchaser will process the Unit Purchasing Facilitator to send Unit Seller a crossed cheque made payable in their name via registered post to the address specified in the Unit Purchasing Offer Acceptance Form on 3 July 2017 (3 business days following the last day of the unit purchasing offer period) or, in case the that unit purchasing offer period has been extended, the Unit Seller can receive a crossed cheque made payable in their name via registered post after the 3 business days following the last day of unit purchasing offer period. After the Unit Purchasing Facilitator sent the cheque to the address of the Unit Seller specified in the Unit Purchasing Offer Acceptance Form, it will be deemed that the Unit Seller has received the payment and any

risks related thereto must be borne by the Unit Seller and the Unit Purchaser and/or the Unit Purchasing Facilitator shall not be deemed liable for such damage (if any).

**9.3 In case that the Unit Seller wishes to receive payment via bank transfer**

The Unit Seller shall indicate detail of the bank account to be used to receive the payment and submit required documents. The account must be a saving or current account, which is able to execute transactions via auto transfer system and as specified by the Unit Purchasing Facilitator. The name of the account holder must be the same as that of the Unit Seller stated in the Unit Purchasing Offer Acceptance Form. The Unit Seller must provide either a certified copy of the first page of the saving deposit passbook or a certified copy of the current account statement which shows the account name and account number. After the Unit Purchasing Offer Acceptance Form has been verified according to the specified terms and conditions of the Unit Purchasing Offer, Unit Purchaser will process to have the Unit Purchase Facilitator transfer payment to Unit Seller's account on 3 July 2017 (3 business days following the last day of the unit purchasing offer period) or, in the case that unit purchasing offer period has been extended, Unit Purchaser will process to have the Unit Purchasing Facilitator transfer payment after the 3 business days following the last day of the unit purchasing offer period that has been extended.

In the event that the bank transfer cannot be completed for any reason, the Unit Purchaser reserves the rights to process to have the Unit Purchasing Facilitator make a payment by cheque. The Unit Purchasing Facilitator will send Unit Seller a crossed cheque made payable in their name via registered post to the address specified in the Unit Purchasing Offer Acceptance Form. It will then be deemed that the Unit Seller has received the payment and any risks related thereto must be borne by the Unit Seller and the Unit Purchaser and/or the Unit Purchasing Facilitator shall not be deemed liable for such damage (if any).

For convenience, it is recommended that the Unit Seller select the payment method via bank transfer. There is no transfer fee or any other service charge. Therefore, in the case that Unit Sellers expresses intention to sell via Phatra Securities Public Company Limited, the Unit Seller can receive the remitted amount through saving or current accounts opened with (1) Bank of Ayudhya (2) Siam Commercial Bank (3) Bangkok Bank (4) Krungthai Bank (5) Kasikorn Bank (6) TMB Bank (7) United Overseas Bank (8) Thanachart Bank or (9) Kiatnakin Bank. In the case that Unit Seller expresses intention to sell via SCB Securities Company Limited, Unit Seller can receive the remitted amount through saving or current accounts opened with Siam Commercial Bank only.

9.4 Payment procedures under clause 9.1 – 9.3 are under the conditions that the Unit Purchaser has transferred payment for purchasing investment units and the Unit Purchasing Facilitator has received the payment within 2 business days following the last day of unit purchasing offer period. In case that Unit Purchaser fails to transfer payment for purchasing investment units or the Unit Purchasing Facilitator does not receive the payment within the given time period, the Unit Purchaser agree to have the Unit Purchase Facilitator, within 7 days following the last day of the unit purchasing offer period, notify the Unit Seller to contact the Unit Purchasing Facilitator to redeem investment units back.

**10. Condition to Withdraw the Selling of Investment Units**

10.1 The last day for the withdrawal of the selling of investment units is on 21 June 2017 during the hours of 9.00 a.m. to 4.00 p.m.

10.2 Procedure to withdraw the selling of investment units

- Follow the instruction of the “Unit Purchasing Offer Cancellation Procedures” as specified in Attachment 2.1 by completing and signing (“Unit Purchasing Offer Cancellation Form”) as enclosed in Attachment 2.2, correctly and clearly; and
- Enclose the following documents
  1. Evidence of receipt of Unit Certificate issued by the Unit Purchasing Facilitator or units transfer certificate through TSD issued by the Unit Seller’s broker and Unit Purchasing Offer Acceptance Form
  2. Identification document of the Unit Seller who wishes to withdraw the selling of the investment units

**If the Unit Seller is a Thai individual:**

- A certified true copy of valid citizen identification card, civil servant identification card or state enterprise employee identification card or government documents with 13-digit citizen identification number
- If the Unit Seller is an executor of a will, the Unit Seller must submit a copy of a court order entitled the Unit Seller as the executor of a will dated no longer than 1 year from the submission date of the Unit Purchasing Offer Acceptance form, together with a certified true copy of death certificate, identification card of the executor, and house registration of the executor
- In the case where the Unit Seller is a minor, a written consent of his or her parents (father and mother), certified true copies, signed by his or her parents, of their valid identification cards and copies of house registration of the parents and the Unit Seller

**If the Unit Seller is a foreign individual:**

- A certified true copy of valid alien certificate or passport. Every copy must be clear and readable. The signature must be the same as the signature on every document related to the selling of units.

**If the Unit Seller is a Thai juristic entity:**

- A certified true copy of corporate affidavit issued by the Ministry of Commerce for no longer than 6 months before the last day of the unit purchasing offer period, which is certified as true copy by the authorized director(s), with the company's seal affixed (if any); and
- A certified true copy of citizen identification card, civil servant identification card or state enterprise employee certification card or government documents with 13-digit citizen identification number or, in case that the authorized director is foreigner, a certified true copy of alien certificate or passport of the authorized director who signs the aforementioned certification document

**If the Unit Seller is a foreign juristic entity:**

- A certified true copy of certificate of incorporation and corporate affidavit issued for no longer than 6 months before the last date of the unit purchasing offer period, which is certified as true copy by the authorized director of the juristic entity, with the company's seal affixed which is granted by officers of such individuals or government authorities of the country of the juristic entity (if any)
- A certified true copy of certificate for lists of directors with authorized signatories together with conditions of signatories and address of headquarter which is granted by officers of such individuals or government authorities of the country of the juristic entity; and
- A certified true copy of citizen identification card or passport of the authorized director ( in the case that directors with authorized signatories are foreigners) who signs the aforementioned documents

*Remark: All the aforementioned documents, which were prepared or verified outside of Thailand, must be certified by the Notary Public officer and then authenticated by an official of the Thai Embassy or the Thai Consulate, in the country where the documents were prepared, and affixed with Notary Public seal, all of which is issued not more than 6 months prior to the last day of the unit purchasing offer period*

Where the Unit Seller is represented by an authorized representative, the documents required are the power of attorney appointing the authorized representative (Attachment 2.3) affixed with THB 10 stamp duty and a certified copy of each of the documents of the grantor and the attorney as set out in Section 7.2.1.3.

- Submit the completed Purchase Offer Cancellation Form together with the required documents specified in clause 10.2 at the office of the Unit Purchase Facilitator as specified under clause 11  
The Unit Purchasing Facilitator shall not accept the Purchase Offer Cancellation Form via post.
- After receiving and verifying the completeness of the Purchase Offer Cancellation Form and the required documents submitted within the cancellation period, the Unit Purchase Facilitator will proceed as follow:
  1. In the event that the Unit Seller's investment unit is in Unit Certificate form: The Unit Purchasing Facilitator will return the Unit Certificate to the Unit Seller or its authorized representative expressing intention to cancel the selling of investment units on the business day following the date of submission of the Purchase Offer Cancellation Form. The Unit Seller making the cancellation or its authorized representative can redeem the unit certificates at the office of the Unit Purchase Facilitator.
  2. In the event that the Unit Seller's investment unit is in scripless form ( for transferring units to the Unit Seller's broker account): There is unit transfer fee of THB 50 per transaction. The Unit Purchase Facilitator will transfer the units through TSD to the Unit Seller's securities company account as specified in the Purchase Offer Cancellation Form on the business day following the date of submission of the Purchase Offer Cancellation Form

*Remark: To accept the return of the investment unit by unit certificate or via TSD by Scripless shall be in accordance with the nature of unit offered by the Unit Seller. The Unit Seller is not allowed to change the return form.*

**11. Contact Details of the Unit Purchasing Facilitator**

Address: Phatra Securites Public Company Limited  
252/6 MuangThai-Phatra Office Tower 1  
Floor 6 Ratchadapisek Road Huaykwang  
Bangkok 10310

Telephone: 0-2309-9000 ext. 9390, 9392 or 9386

Facsimile: 0-2693-2627

Contact persons: Khun Orachorn Chanapokakul  
Khun Teerawat Teanwan  
Khun Chutima Intaping

Or

Address: SCB Securities Company Limited  
No.19, 21<sup>st</sup> Siam Commercial Bank Park  
Plaza Tower 3 (Plaza East),  
Ratchadapisek Road, Chatuchak,  
Bangkok 10900

Telephone: 0-2949-1999

**12. Liability Disclaimer of the Unit Purchasing Facilitator**

In acceptance of the Unit Purchasing Offer, the Unit Seller acknowledges and accepts that the Unit Purchasing Facilitator (including directors, officers and employees of the Unit Purchasing Facilitator) shall not be held responsible to the Unit Seller in case that the Unit Seller does not receive the payment of investment units in accordance with key terms and conditions specified in this Unit Purchasing Offer or that the Unit Seller receives any damage or liability whatsoever arising from intention to sell units, except to the extent that any of such damage or liability results from the gross negligence in performing services by the Unit Purchasers under this Unit Purchasing Offer.

Phatra Securities Public Company Limited and SCB Securities Company Limited, as the Unit Purchasing Facilitator, shall not be responsible for the performance of the obligations of each other in any case under this Unit Purchasing Offer



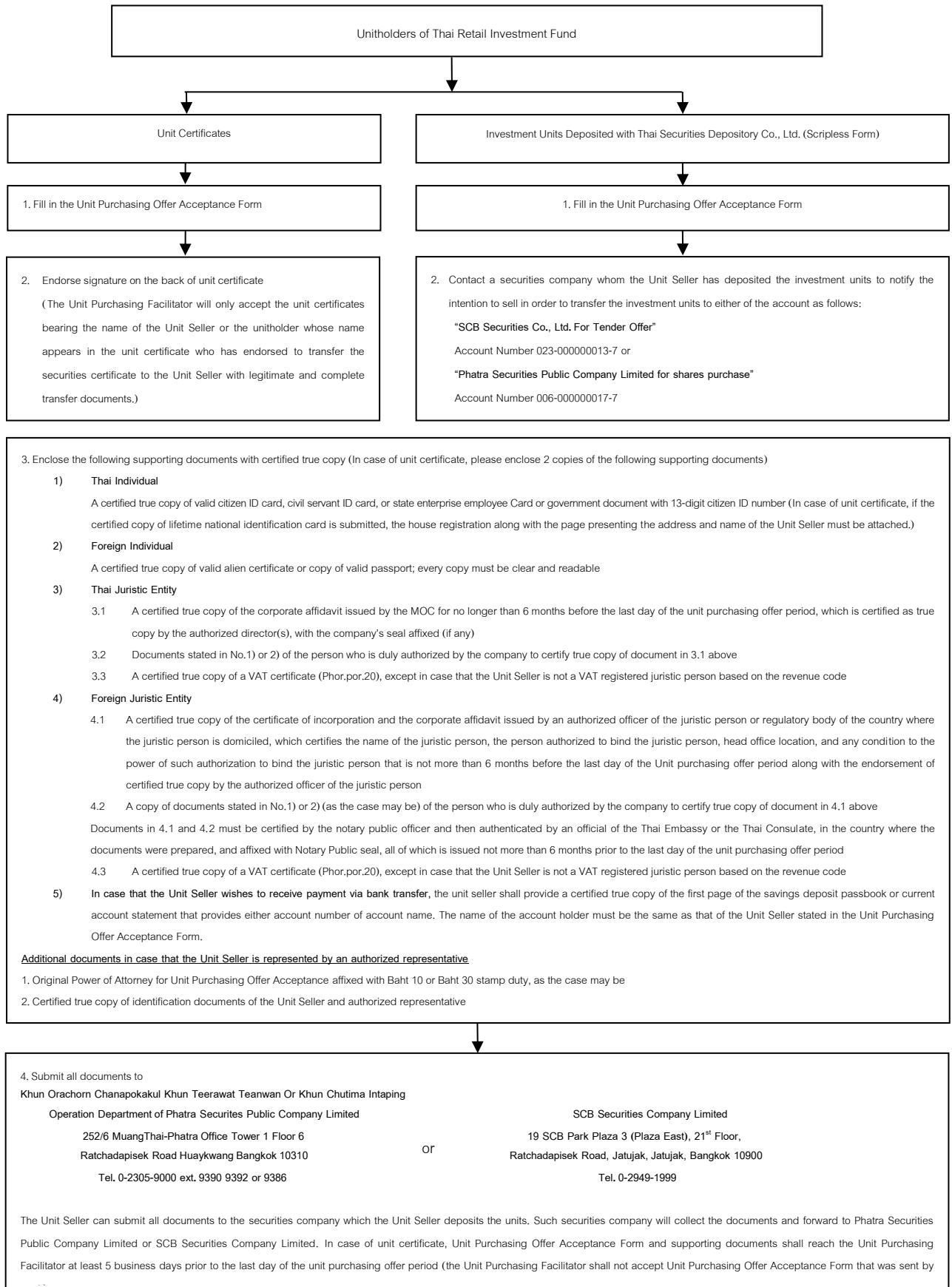
## Attachment 1

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### Unit Purchasing Offer Acceptance Procedures and Form

- 1.1 Unit Purchasing Offer Acceptance Procedures
- 1.2 Unit Purchasing Offer Acceptance Form
- 1.3 Power of Attorney for Unit Purchasing Offer Acceptance

## Unit Purchasing Offer Acceptance Procedures

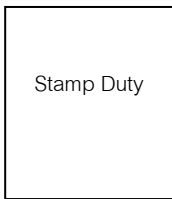








### POWER OF ATTORNEY FOR UNIT PURCHASING OFFER ACCEPTANCE



Made at .....

Date .....

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

Resides at (address that can be reached by post) .....

..... Postal code..... as the holder of investment units of Thai Retail Investment Fund at the amount of ..... units

hereby authorized ..... Age ..... Nationality ..... Resides at (address that can be reached by post) .....

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

Address in House Registration  same as address that can be reached by post  different from address that can be reached by post

Please identify address (in House Registration) .....

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

to act as my/our proxy

to submit the Unit Purchasing Offer Acceptance Form

to submit the Unit Purchasing Offer Acceptance Form and to receive payment cheque (in case the Unit Seller wishes to receive payment via cheque) through the Unit Purchasing Facilitator and to be authorized to do and execute all such other matter in connection with the aforesaid mentioned on my behalf until its completion.

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

Signed.....Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Witness

(.....)

Signed..... Witness

(.....)

Remarks (Please attached the following):

1. Certified true copies of ID or Certificate of Incorporation of the Grantor and authorized representative are required to be attached herewith
2. Certified true copies of ID or Certificate of the Proxy
3. Affix a Baht 10 stamp duty in case of authorizing the Proxy to submit the Unit Purchasing Offer Acceptance Form and affix Baht 30 stamp duty in case of authorizing the Proxy to submit the Unit Purchasing Offer Acceptance Form and receive payment cheque.





## Attachment 2

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### Unit Purchasing Offer Cancellation Procedures and Forms

- 2.1 Unit Purchasing Offer Cancellation Procedures
- 2.2 Unit Purchasing Offer Cancellation Form
- 2.3 Power of Attorney for Unit Purchasing Offer Cancellation

**Unit Purchasing Offer Cancellation Procedures of  
Thai Retail Investment Fund**

Unitholders of Thai Retail Investment Fund

1. Fill in the Unit Purchasing Offer Cancellation Form and evidence upon receipt of the Unit Purchasing Offer Acceptance Form, and attach receipt of unit certificate or receipt of transfer of scripless.

2. Enclose the following documents with certified true copy

**1) Thai Individual**

A certified true copy of valid citizen ID card, civil servant ID card, or state enterprise employee Card or government document with 13-digit citizen ID number

**2) Foreign Individual**

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

**3) Thai Juristic Entity**

3.1 A certified true copy of the corporate affidavit issued by the MOC for no longer than 6 months before the last day of the Unit purchasing offer period, which is certified as true copy by the authorized director(s), with the company's seal affixed (if any)

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

**4) Foreign Juristic Entity**

4.1 A certified true copy of the certificate of incorporation and the corporate affidavit issued by an authorized officer of the juristic person or regulatory body of the country where the juristic person is domiciled, which certifies the name of the juristic person, the person authorized to bind the juristic person, head office location, and any condition to the power of such authorization to bind the juristic person that is not more than 6 months before the last day of the unit purchasing offer period along with the endorsement of certified true copy by the authorized officer of the juristic person

4.2 A copy of documents stated in No.1) or 2) (as the case may be) of the person who is duly authorized by the company to certify true copy of document in 4.1 above

Documents in 4.1 and 4.2 must be certified by the notary public officer and then authenticated by an official of the Thai Embassy or the Thai Consulate, in the country where the documents were prepared, and affixed with Notary Public seal, all of which is issued not more than 6 months prior to the last day of the unit purchasing offer period

**Additional documents in case that the Unit Seller is represented by an authorized representative**

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

3. Submit all documents to

Khun Orachorn Chanapokakul Khun Teerawat Teanwan Or Khun Chutima Intaping

Operation Department of Phatra Securities Public Company Limited

252/6 MuangThai-Phatra Office Tower 1 Floor 6

Ratchadapisek Road Huaykwang Bangkok 10310

Tel. 0-2305-9000 ext. 9390 9392 or 9386

Payment and Transfer Department of SCB Securities Company Limited

19 SCB Park Plaza 3 (Plaza East), 21<sup>st</sup> Floor,

Ratchadapisek Road, Jatujak, Jatujak, Bangkok 10900

Tel. 0-2949-1999

**Unit Purchasing Offer Cancellation Form  
Thai Retail Investment Fund**

Date .....

Cancellation Form No. ....

To The Unit Purchaser and  Phatra Securities Public Company Limited or  SCB Securities Company Limited "Unit Purchasing Facilitator"

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

Contact Address (that can be reached via post) .....

Postal code ..... Country ..... Tel. no. ....

Address in House Registration  same as address that can be reached by post  different from address that can be reached by post

Please identify ..... Postal code.....

hereby cancel the offer to sell  ..... investment units of Thai Retail Investment Fund

I/We submitted the Unit Purchasing Offer Acceptance Form of Thai Retail Investment Fund on

Date ..... Acceptance Form No. ....

I/We would like to redeem the investment units in the same method as offered by

 Unit certificate (the certificate will be collectible at  Phatra Securities Public Company Limited or  SCB Securities Company Limited on the business day following the date of submission of the Unit Purchasing Offer Cancellation Form) Scripless (I/We, herewith, attached Baht 50 for unit transferring fee). Transfer securities through TSD by transferring to the following account

Broker's Name ..... Broker's Number .....

Account Name ..... Account Number .....

The aforementioned broker will deposit the units transferred from the Unit Purchasing Facilitator to my/our securities trading account opened with the aforementioned broker. Such aforementioned broker will transfer the units through TSD into securities trading account specified above on the business day following the date of submission of the Unit Purchasing Offer Cancellation Form.

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

Signed .....Proxy  
(.....)Signed.....Unit Seller  
(.....)

**Delivery of unit certificates**

....., the Unit Purchasing Facilitator, has delivered the unit certificates as stated above to the Unit Seller who cancels his/her acceptance of the Unit Purchasing Offer, and the Unit Seller has received the unit certificate.

Signed .....Deliverer  
(.....)Signed ..... Recipient/Unit Seller  
(.....)

**Receipt of Unit Purchasing Offer Cancellation Form of Thai Retail Investment Fund**

Date .....

Cancellation Form No. ....

 Phatra Securities Public Company Limited or  SCB Securities Company Limited "the Unit Purchasing Facilitator"

has received the Unit Purchasing Offer Cancellation Form of Thai Retail Investment Fund from

Mr./Mrs./Ms./Company) .....

Amount of cancellation  ..... investment units of the Unit Purchasing Offer Acceptance Form No.....

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

 Unit certificate (the certificate will be collectible at  Phatra Securities Public Company Limited or  SCB Securities Company Limited on the business day following the date of submission of the Unit Purchasing Offer Cancellation Form) Scripless (herewith attached Baht 50 for securities transferring fee.) Transfer units through TSD by transferring to the following account

Broker's Name .....Broker's Number .....

Account Name .....Account Number .....

The aforementioned broker will deposit the units transferred from the Unit Purchasing Offer Agent to my securities trading account opened with the aforementioned broker. Such aforementioned broker will transfer the units through TSD into securities trading account specified above on the business day following the date of submission of the Unit Purchasing Offer Cancellation Form.

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

For more information please contact Phatra Securities Public Company Limited Tel. 0-2305-9000 ext. 9390 9392 or 9386

Or SCB Securities Company Limited Tel. 0-2949-1999





POWER OF ATTORNEY FOR UNIT PURCHASING OFFER CANCELLATION

Stamp Duty  
Baht 10

Made at .....

Date .....

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

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

Postal code..... as the holder of investment units of Thai Retail Investment Fund at the amount of  
..... units

hereby authorized ..... Age .....

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

Postal code.....

Address in House Registration  same as address that can be reached by post  different from address that  
can be reached by post

Please identify address (in House Registration) .....  
..... Postal code.....

to act as my/our proxy to cancel the Unit Purchasing Offer Acceptance Form of investment units at the amount of  
..... units of Thai Retail Investment Fund which I/We intended to sell to Nantaphat  
Development Company Limited, Panawin Development Company Limited and Norm Company Limited (each referred  
to as the "Unit Purchaser") through  Phatra Securities Public Company Limited or  SCB Securities Company  
Limited (the "Unit Purchasing Facilitator") and to be authorized to do and execute all such other matter in connection  
with the aforesaid mentioned on my behalf until its completion.

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

Signed.....Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Witness

(.....)

Signed..... Witness

(.....)

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

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





## Attachment 3

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### Amending Securities Holder Records Form



**TSD-301**

**Amending securities holder records**



Date..... Thailand Securities Depository

I/We.....national I.D. card/passport/company Registration no.....  
 hereby request the Thailand Securities Depository Co., Ltd. ("TSD") amend the following information pertaining to myself.

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

- To be effective in time for the book closing date, TSD must receive all documentation at least five working days prior to such date. If the securities holder has deposited the securities in question with his/her broker/custodian, the securities holder should contact that broker/custodian.
  - The given above mailing address must be able to receive documents and must not be a post office number.
- I/We hereby certify that the aforementioned statements are complete and true. Should TSD incur any direct or indirect damage, obligation or expense due to complying with my request as given above, I/we shall be fully responsible and shall unconditionally compensate TSD in full.

**Please turn page over for list of required documents**

Signature.....Securities holder  
 (.....) Mobile Phone .....

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

I/We here by authorize .....as my/our representative, with full authority to file this application.		<b>Revenue stamp</b>
Signature.....Grantor	Signature.....Grantee	
(.....)	(.....) Tel. ....	

<b>For official use only</b>	I have already checked all original identification documents
Date.....Transaction No. ....Checker.....	Signature.....Officer





**Documents to be submitted for amending securities holder records**

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

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



## Attachment 4

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- 4.1 Map of Phatra Securities Public Company Limited
- 4.2 Map of SCB Securities Company Limited



**Name:** Phatra Securities Public Company Limited

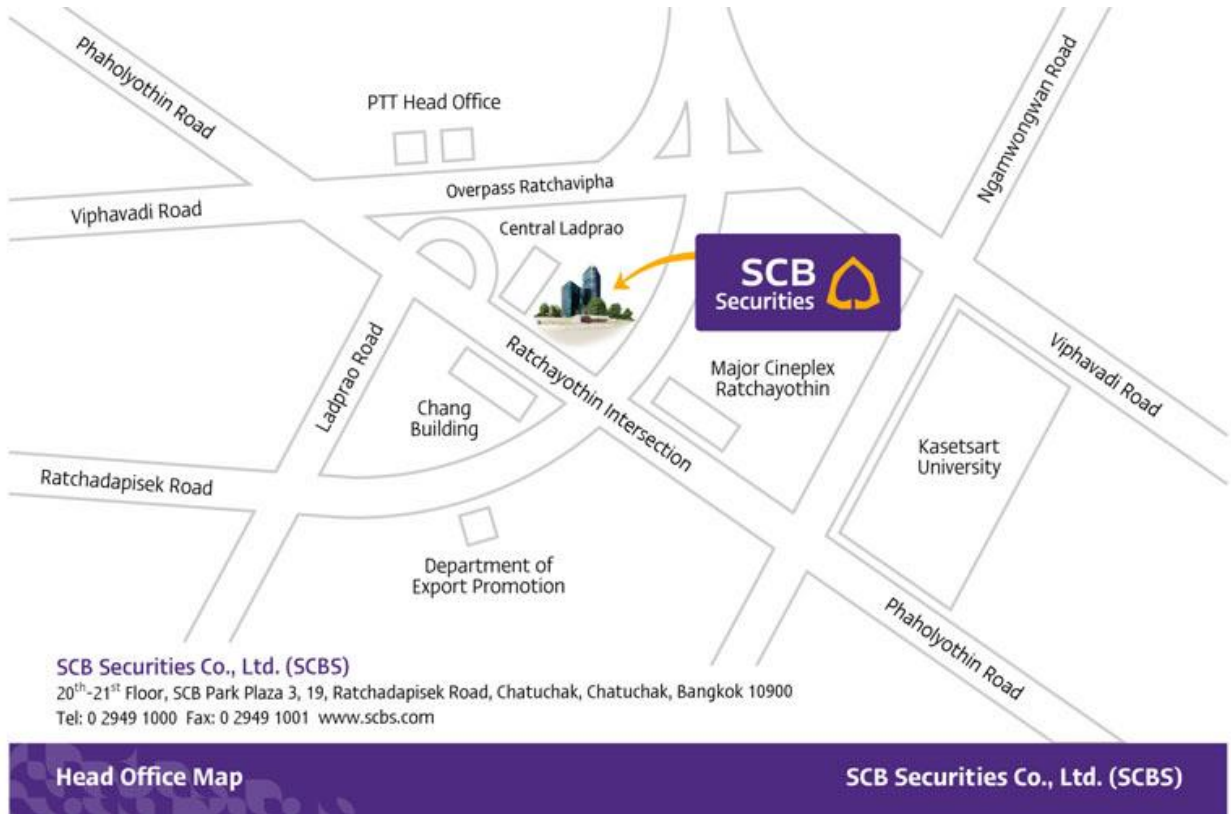
**Address:** 252/6 MuangThai-Phatra Office Tower 1 Floor 6  
Ratchadapisek Road Huaykwang Bangkok 10310

**Telephone:** 0-2309-9000 Ext. 9390, 9392 or 9386

**Fax:** 0-2693-2627

**Contact Person:** Khun Orachorn Chanapokakul  
Khun Teerawat Teanwan  
Khun Chutima Intaping





**Name:** SCB Securities Company Limited

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

**Telephone:** 0-2949-1999