

Ref: 2024-31

11 November 2024

To : The President of the Stock Exchange of Thailand (“SET”)

Subject : Submission of Tender Offer for the Securities of V.L. Enterprise Public Company Limited

Enclosed: Tender Offer for the Securities of V.L. Enterprise Public Company Limited (Form 247-4)

We, Precious Shipping Public Company Limited (the “Company”), refer to our previous disclosure regarding the Board of Directors’ resolution to invest in all ordinary shares of V.L. Enterprise Public Company Limited (“VL”) through a conditional voluntary tender offer. The Company would like to inform the SET that, on 11 November 2024, Bongkot Holdings Limited, a wholly-owned Thai subsidiary of the Company in which the Company holds 100 per cent of its total issued and paid-up shares, as the offeror in this tender offer for all remaining securities of VL, has submitted the Tender Offer for the Securities of VL (Form 247-4) to the Office of the Securities and Exchange Commission, VL and the Board of Directors and shareholders of VL (through VL and the Thailand Securities Depository Co., Ltd. (TSD) which shall be further delivered to the shareholders in accordance with the legal process). Details are provided in the enclosure.

Please be informed accordingly.

Yours sincerely,
Precious Shipping Public Company Limited

Khalid Moinuddin Hashim
Managing Director

Gautam Khurana
Executive Director

- Translation -

Tender Offer for Securities

(Form 247-4)

Of



V.L. Enterprise Public Company Limited

By

Bongkot Holdings Limited

(Offeror)

Tender Offer Preparer and Tender Offer Agent



Krungthai Xspring Securities Company Limited

"The English language translation of the Tender Offer has been prepared solely for the convenience of the foreign shareholders of V.L. Enterprise Public Company Limited and should not be relied upon as the definitive and official document of the Offeror.

The Thai language version of the Tender Offer is the definitive and official document of the Offeror and shall prevail in all respects in the event of any inconsistency with this English language translation."

- Translation -

No. IB 002/2567

Date 11 November 2024

Subject: Submission of Tender Offer for the Securities of V.L. Enterprise Public Company Limited

To: Secretary-General, the Office of the Securities and Exchange Commission
Board of Directors and Securities Holders of V.L. Enterprise Public Company Limited

Enclosed: Tender Offer for the Securities of V.L. Enterprise Public Company Limited (Form 247-4)

The Board of Directors Meeting No. 4/2567 of Precious Shipping Public Company Limited ("**PSL**"), held on 8 November 2024, has resolved to approve Bongkot Holdings Limited (the "**Offeror**" or the "**Company**"), a wholly-owned subsidiary in which PSL holds 100.00 percent of its total issued and paid-up shares to invest in V.L. Enterprise Public Company Limited ("**VL**" or the "**Business**") through the Conditional Voluntary Tender Offer for the securities of VL (the "**Tender Offer for Securities of VL**") in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011 (as amended) (the "**Notification TorChor. 12/2554**").

Krungthai Xspring Securities Company Limited, as the Tender Offer Preparer, would like to submit the Tender Offer for the Securities of the Business (Form 247-4) with the attachments to the Office of the Securities and Exchange Commission, the Business, the Board of Directors and securities holders of the Business to support their consideration to accept the Tender Offer for Securities of VL.

Yours Sincerely,

- Prachitpol Himathongkam -

(Mr. Prachitpol Himathongkam)

Chief of Investment Banking Group

Krungthai Xspring Securities Company Limited

The Tender Offer Preparer

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Tender Offer for the Securities of V.L. Enterprise Public Company Limited

(The proposed Offer Period and Offer Price specified in this Tender Offer are not final and the Offeror may extend the period and change the Offer Price)

To Securities Holders of V.L. Enterprise Public Company Limited

We, Bongkot Holdings Limited (the “**Offeror**” or the “**Company**”), a wholly-owned subsidiary of Precious Shipping Public Company Limited (“**PSL**”) in which PSL holds 100.00 percent of its total issued and paid-up shares, hereby offer to purchase all ordinary shares of V.L. Enterprise Public Company Limited (“**VL**” or the “**Business**”) that are not held by the Offeror prior to the Tender Offer consisting of 1,033,223,215 ordinary shares of the Business, representing approximately 87.29 percent of the total issued and paid-up shares of the Business and voting rights of the Business in accordance with the following details (the “**Tender Offer**”):

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

11 November 2024

2. Name of the Offeror

Bongkot Holdings Limited

3. Name of the Tender Offer Preparer

Krungthai Xspring Securities Company Limited (the “**Tender Offer Preparer**” and the “**Tender Offer Agent**”).

4. Objective of the Tender Offer

PSL operates dry bulk ships on a tramp-shipping basis, with its principal cargoes consisting mainly of agricultural products, steels, fertilizers, ores and concentrated, logs, coke and other items. PSL intends to expand its business into potential businesses that are similar to and/or relates to current business operations, in order to strengthen the group and diversify its revenue beyond dry bulk shipping business. As part of this strategy, PSL conducted an analysis of other companies operating in similar and/or related industries to PSL’s core business and concluded that VL, a company operating sea transportation services for petroleum and chemical products, has characteristics and business direction that align with the objectives of PSL. Hence, PSL intends to invest in VL in a significant proportion that would enable PSL to participate in the management of VL’s business operations.

In this regard, the Board of Directors Meeting No. 4/2567 of PSL, held on 8 November 2024, has resolved to approve the Offeror, a wholly-owned subsidiary in which PSL holds 100.00 percent of its total issued and paid-up shares, to make a tender offer for all securities of VL (the “**Tender Offer for Securities of VL**”) in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, dated 13 May 2011 (as amended) (the “**Notification TorChor. 12/2554**”). The offered securities consist of 1,033,223,215 ordinary shares of the Business, representing approximately 87.29 percent of the total issued and paid-up shares of the Business and voting rights of the Business. These offered securities account for all the remaining ordinary shares of VL that are not held by the Offeror prior to the Tender Offer.

The Tender Offer for Securities of VL is the Conditional Voluntary Tender Offer, which has details in Clause 9. Conditions for Cancellation of the Tender Offer.

5. Type the Securities under the Tender Offer

As at the submission date of the Tender Offer, the Business has only one type of securities, which is ordinary shares. The Business has a total of 1,183,626,515 issued and paid-up ordinary shares, with the par value of THB 0.50 per share, whereby 1 ordinary share is entitled 1 voting right. However, as at the date of the submission of the Tender Offer, the Offeror holds 150,403,300 ordinary shares of the Business, representing approximately 12.71 percent of the total issued and paid-up shares of the Business and voting rights of the Business. The Offeror intends to make the Tender Offer for all remaining shares of the Business (which are not held by the Offeror prior to this Tender Offer), totaling 1,033,223,215 ordinary shares, representing approximately 87.29 percent of the total issued and paid-up shares of the Business and voting rights of the Business.

6. Offer Price

The offer price of the Business’s share is THB 1.24 (One Point Two Four Baht) per share (the “**Offer Price**”), whereby the shareholder who wishes to fully or partially tender its ordinary shares in the Business (the “**Offeree**”) are subject to a brokerage fee of 0.25 percent of the Offer Price and a value added tax (“**VAT**”) of 7.00 percent of the brokerage fee. Therefore, the net price to be received by the Offeree will be THB 1.236683 (One Point Two Three Six Six Eight Three Baht) per share (the “**Net Offer Price**”). Such Offer Price is:

() the final offer price which shall not be changed (subject to the conditions specified in Clause 8).

() not the final offer price and the Offeror may change the Offer Price

In calculation of the payment for the shares for each Offeree, the Tender Offer Preparer will multiply the Net Offer Price by the number of tendered shares rounding the payment to 2 decimal places (in satang unit). If the numeral in the third decimal place that is less than 5, it will be rounded down; if the third decimal place is 5 or greater, it will be rounded up.

Pursuant to the Revenue Code of Thailand, unless specifically exempted under the terms of an applicable double tax treaty, in case that the Offeree is a foreign juristic person not carrying on any business in Thailand and residing in a country that does not have any double tax treaty with Thailand or residing in a country that is a party to a double tax treaty with Thailand, but such treaty does not exempt the foreign juristic person from withholding tax on capital gain from the sale of securities in Thailand, such Offeree is subject to a 15.00 percent withholding tax on capital gain from the sale of securities which is the difference between the Offer Price and the original cost which the Offeree has paid for the tendered shares. The Offeree must declare the original cost which such Offeree paid for the tendered shares to the Tender Offer Agent by completing the Confirmation of Securities Cost Form in Attachment 2(4) for ordinary shares or in Attachment 4(4) for Non-Voting Depository Receipts (“NVDR”), as the case may be.

In the event that any Offeree fails to declare such original cost of tendered shares, the Tender Offer Agent will calculate and deduct the withholding tax which will be calculated on the basis of the Offer Price multiplied by the total number of securities of the Business or NVDR intended to sell by the Offeree.

Remark: An Offeree who is a juristic person registered under the laws of Thailand will be responsible to withhold 3.00 percent of the brokerage fee and must issue a Withholding Tax Certificate and submit to the Tender Offer Agent.

7. Offer Period

The offer period will be a total of 25 business days from 12 November 2024 to 18 December 2024 (the “Offer Period”), for every business day, during the office hours of the Tender Offer Agent from 9.00 a.m. to 4.00 p.m. Each Offeree shall submit the Tender Offer Acceptance Form and the relevant supporting documents within the Offer Period (Please see additional details in Attachment 2 for ordinary shares or in Attachment 4 for NVDR, as the case may be). Such Offer Period is:

- () the final offer period which will not be extended (subject to the conditions specified in Clause 8)
- (✓) not the final offer period and the Offeror may extend the period

In the case where there is an announcement of additional public holidays during the Offer Period, the Offeror will extend the Offer Period until the Offer Period is comprised of 25 business days in compliance with the Notification TorChor. 12/2554.

8. Conditions for Amendment to the Tender Offer

- () No condition
- (✓) Conditions for amendment to the Tender Offer are as follows:
- (✓) The Offeror may reduce the Offer Price or extend the Offer Period in the case of occurrence of any event or action during the Offer Period which causes material damage to the status or assets of the Business;

- (✓) The Offeror may reduce the Offer Price or extend the Offer Period in the case of any action conducted by the Business that may affect the Tender Offer pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 14/2554 Re: Actions or Omission of Actions Which is Likely to Affect the Tender Offer of the Business dated 25 July 2011 (as amended); or
- (✓) The Offeror may change the offer or extend the Offer Period to compete with another offeror who has submitted a tender offer for securities of the Business during the Offer Period.

9. Conditions for Cancellation of the Tender Offer

The Offeror reserves the rights to cancel the Tender Offer upon the occurrence of event or action as follows:

- 9.1 any event or action occurring after the submission of the Tender Offer to the Office of the Securities and Exchange Commission (the “SEC”) but within the Offer Period which causes or may cause material damage to the status or assets of the Business, where such event or action does not result from the actions of the Offeror or actions for which the Offeror is responsible;
- 9.2 any action conducted by the Business after the submission of the Tender Offer to the SEC but within the Offer Period which causes or may cause a significant decrease in the value of the Business’s shares;
- 9.3 any action conducted by the Business that may affect the Tender Offer pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 14/2554 Re: Actions or Omission of Actions Which is Likely to Affect the Tender Offer of the Business dated 25 July 2011 (as amended);
- 9.4 upon the expiry of the Offer Period, the number of shares which the Offeree intends to sell is less than 204,684,655 ordinary shares, representing less than approximately 17.29 percent of the total issued and paid-up shares of the Business and voting rights of the Business since the Offeror intends to hold not less than 30.00 percent of the total issued and paid-up shares of the Business and voting rights of the Business following the completion of the Tender Offer (including the shares held by the Offeror prior to the Tender Offer, totaling 150,403,300 ordinary shares, representing approximately 12.71 percent of the total issued and paid-up shares of the Business and voting rights of the Business).

10. The Offer Period that the Securities Holders can Revoke their Intention to Sell

The Offeree are able to revoke its intention to sell shares at the office of the Tender Offer Agent from 12 November 2024 to 11 December 2024 on every business day of the Tender Offer Agent from 9.00 a.m. to 4.00 p.m., totaling 20 business days. The Offeree must follow the Tender Offer Cancellation Procedure as specified in Attachment 3 (1) Tender Offer Cancellation Procedure.

In the event that there is an announcement of additional public holidays during Offer Period that the Offeree can revoke their intention to sell, the Offeror will extend the Offer Period that the Offeree

can revoke their intention to sell until such period is comprised of at least 20 business days in compliance with the Notification TorChor. 12/2554.

As the Offer Period in Clause 7 is not the final offer period, the Offeror may extend the Offer Period. In the event that the Offeror decides to extend the Offer Period, the Offeror will also extend the offer period that the Offerees can revoke their intention to sell by at least 10 business days from the last day of previously designated for revocation period or the date on which the Offeror announces the extension of the Offer Period or the revision to the offer, whichever occurs later, but not exceeding the Offer Period in compliance with the Notification TorChor. 12/2554.

11. Allocation of Shares if the Tendered Shares are more or less than the Offered Shares (Applicable Only to the Case of Partial Tender Offer Pursuant to Chapter 5 of the Notification TorChor. 12/2554)

- Not applicable as the Offeror intends to make a tender offer for all securities of the Business -

12. Source of Funds for the Tender Offer

The Offeror shall make the tender offer for all ordinary shares of the Business, excluding the shares that are held by the Offeror prior to the Tender Offer. In the event that all shareholders of the Business express their intention to sell all of their ordinary shares of the Business pursuant to the Tender Offer, the Offeror shall make the tender offer for 1,033,223,215 ordinary shares, representing approximately 87.29 percent of total issued and paid-up shares of the Business and voting rights of the Business, at the Offer Price of THB 1.24 per share (One Point Two Four Baht). The maximum amount of funds which the Offeror is required to secure for this Tender Offer is THB 1,281,196,786.60 (One Thousand Two Hundred Eighty One Million and One Hundred Ninety Six Thousand and Seventy Hundred and Eighty Six Point Sixty Baht).

The Offeror will make the payment for the shares to the Offeree in cash. In this regard, the source of funds in this Tender Offer will derive from financial support from PSL, who holds 100.00 percent of the total issued and paid-up shares of the Offeror. As of 1 November 2024, PSL has a savings deposit account with United Overseas Bank (Thai) Public Company Limited with a balance of THB 1,377,000,000 (One Thousand Three Hundred Seventy Seven Million Baht). In addition, as of 4 November 2024, PSL has saving deposit account with Krung Thai Bank Public Company Limited with a balance of USD 10,209,171.44 (Ten Million Two Hundred Nine Thousand One Hundred Seventy One Dollars and Forty One Dollars and Forty Four Cents), which is sufficient to serve as a source of funds for this Tender Offer. PSL and the Tender Offeror confirm that the cash of THB 1,281,196,786.60 (One Thousand Two Hundred Eighty One Million and One Hundred Ninety Six Thousand and Seventy Hundred and Eighty Six Point Sixty Baht) in the savings deposit account will be retained solely for the payment for the shares tendered by the Offerees until the completion of the Tender Offer and the payment for the shares in accordance to this Tender Offer. (Please see additional details of the source of funds for the Tender Offer in Attachment 1 Confirmation Letter on Source of Funds for the Tender Offer)

The Tender Offer Preparer has considered the information regarding sufficiency of source of funds for the Tender Offer and viewed that the Offeror has sufficient source of funds to absorb the payment of the shares under this Tender Offer.

13. Tender Offer Agent

Name	Krungthai Xspring Securities Company Limited
Address	Operation Services Department, 15th Floor, Liberty Square Building, 287 Silom Road, Bangrak, Bangkok 10500
Contact Person	Khun Raviwan Thongsing / Khun Tidarat Thongmee / Khun Rachanee Tieansam
Telephone No.	02 695 5036 / 02 695 5056 / 02 695 5513
Fax No.	02 695 5173

14. Payment Date

The Offeror shall make the payment for the shares to the Offeree within 20 December 2024 (which is the second business days from the last day of the Offer Period), provided that the Tender Offer Acceptance Form and the relevant supporting documents submitted by the Offeree are accurate, complete and valid, and the transfer of the tendered shares to Tender Offer Agent is completed and valid. In case of an extension of the Offer Period, the Offeree shall receive the payment for the shares within the second business days from the last day of the Offer Period that has been extended (as applicable).

Part 2**Information of the Offeror****1. The Offeror Information****1.1 General Information**

Name	Bongkot Holdings Limited
Address	7th Floor Pibuldharn Building 8/27-28 North Sathorn Road, Silom, Bangrak, Bangkok 10500
Telephone No.	02 696 8800
Facsimile No.	02 236 7654
Company Registration No.	0105566227430

1.2 Business Information and Other Information**1.2.1 Nature of Business Operation in Brief****The Offeror**

Bongkot Holdings Limited (the “**Offeror**” or the “**Company**”) was established on 30 November 2023 to engage in investment and holding shares in other companies (Holding Company). Precious Shipping Public Company Limited (“**PSL**”), a company listed on the Stock Exchange of Thailand, is a major shareholder holding 100.00 percent of the total issued and paid-up shares of the Offeror.

PSL – The shareholder who has control or significant influence over the policy-making, management and operation of the Offeror

PSL, the major shareholder holding 100.00 percent of the total issued and paid-up shares of the Offeror, owns and operates dry bulk ships on a tramp shipping basis which the vessels do not have a predetermined schedule for the ports. Its operation covers the entire world, divided evenly across major global regions: North America, Europe, Latin and South America – Africa, Indian sub-continent – Middle East, and South East and Far East Asia. Principal cargoes handled by PSL are cement, agricultural products, steel, fertilizers, ores, concentrates, coal, logs, and other goods.

PSL operates the majority of its ships in ports that have restricted draft and limited infrastructure as its ships are equipped for self-loading and unloading, allowing them to operate where larger ships cannot operate. This distinction provides a competitive advantage and allows PSL to obtain high charter rates compared to other operators. However, PSL has a strategy to expand its fleet by increasing the number of vessels, acquiring newer ships, and improving fuel efficiency with more modern vessels.

Additional information is available in Form 56-1 One Report and other relevant information of the PSL is available on the SEC website (www.sec.or.th) and SET website (www.set.or.th)

1.2.2 Registered Capital and Paid-Up Capital

The Offeror

As of 17 July 2024, the Offeror has total registered and paid-up capital of THB 250.00 million, divided into 2,500,000 ordinary shares, with a par value of THB 100.00 per share.

PSL – The shareholder who has control or significant influence over the policy-making, management and operation of the Offeror

As of 23 August 2024, PSL has total registered and paid-up capital of THB 1,559.29 million, divided into 1,559,291,862 ordinary shares, with a par value of THB 1.00 per share.

1.2.3 List of Shareholders

The Offeror

List of shareholders of the Offeror as of 17 July 2024 are as follows:

Shareholder	No. of shares	% of issued and paid-up shares	% of total voting rights
1. Precious Shipping Public Company Limited	2,499,999	100.00	100.00
2. Mr. Khalid Moinuddin Hashim	1	0.00	0.00
Total	2,500,000	100.00	100.00

Source: Copy of List of Shareholders (Form BorOrJor. 5) of the Offeror as of 17 July 2024

PSL – The shareholder who has control or significant influence over the policy-making, management and operation of the Offeror

List of shareholders of PSL as of 30 September 2024 are as follows:

Shareholder	No. of shares	% of issued and paid-up shares	% of total voting rights
1. Shah Family ^{(1)/(6)}	693,940,847	44.51	44.51
- Globex Corporation Limited ⁽²⁾	442,857,535	28.40	28.40
- Graintrade Company Limited ⁽²⁾	130,086,266	8.34	8.40
- Graintrade Company Limited ⁽²⁾ held by Thai NVDR Company Limited	922,500	0.06	0.06
- NKS Investment Limited ⁽³⁾ held by Bank Julius Bear & Co., Ltd., Singapore	108,054,537	6.93	6.93
- Unistretch Company Limited ⁽⁴⁾	11,465,009	0.74	0.74
- Eastern Energy Pte. Ltd. ⁽⁵⁾	555,000	0.04	0.04
2. Thai NVDR Company Limited	137,979,811	8.85	8.85
3. Mr. Khalid Moinuddin Hashim ⁽⁶⁾ held by Bank Julius Bear & Co., Ltd, Singapore	121,526,275	7.79	7.79
4. Krungsri Dividend Stock LTF	25,406,900	1.63	1.63
5. South East Asia UK (Type C) Nominees Ltd.	23,922,765	1.53	1.53
6. Banque Pictet & Cie SA	14,428,500	0.93	0.93

Shareholder	No. of shares	% of issued and paid-up shares	% of total voting rights
7. Mr. Supote Supthavichakul	14,400,000	0.92	0.92
8. DBS Bank Ltd. AC DBS Nominees-PB Clients	12,902,900	0.83	0.83
9. Bualuang Infrastructure RMF	11,927,200	0.77	0.77
10. Krungsri Dividend Stock RMF	10,173,200	0.65	0.65
11. Other shareholders	492,683,464	31.59	31.59
Total	1,559,291,862	100.00	100.00

Source: The latest shareholder register book of PSL as of 30 September 2024

Remark: (1) The Shah family comprises of 1) Ms. Nishita Shah 2) Ms. Sameera Shah 3) Mr. Ishaan Shah and 4) Mrs. Anjali Kirit Shah

(2) A company limited registered under the laws of Thailand wholly owned by Shah family of the total issued and paid-up shares of such company

(3) A company limited registered under the laws of Mauritius of which the Shah family is ultimate beneficiary

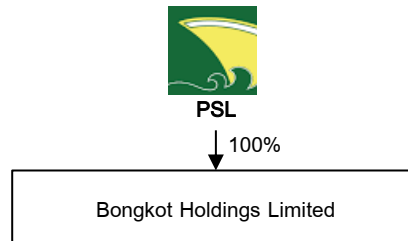
(4) A company limited registered under the laws of Thailand, with 60.00 percent of the total issued and paid-up shares of such company held by the Shah family and 40.00 percent of the total issued and paid-up shares of such company held by Globex Corporation Limited

(5) A company limited registered under the laws of Singapore of which the Shah family is ultimate beneficiary

(6) No shareholders agreement between the Shareholder No. 1 and 3

Shareholding structure according to Section 258

The Offeror and any person in connection with the Offeror pursuant to Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) can be shown as the following:



1.2.4 List of the Board of Directors**The Offeror**

List of the Board of Directors of the Offeror as of 23 July 2024 are as follows:

Name	Position
1. Mr. Ishaan Shah	Director
2. Mr. Khalid Moinuddin Hashim	Director
3. Mr. Gautam Khurana	Director
4. Mr. Chandrasekhar Sivaraman Venkatraman	Director

Source: Copy of Affidavit of the Offeror as of 23 July 2024

PSL – The shareholder who has control or significant influence over the policy-making, management and operation of the Offeror

List of the Board of Directors of PSL as of 31 October 2024 are as follows:

Name	Position
1. Mr. Chaipatr Srivisarvacha	Chairman of the Board of Directors / Independent Director
2. Mr. Khalid Moinuddin Hashim	Director / Managing Director
3. Mr. Khushroo Kali Wadia	Director
4. Ms. Nishita Shah	Director
5. Mr. Kirit Shah	Director
6. Mr. Ishaan Shah	Director
7. Mr. Gautam Khurana	Director
8. Ms. Sirasa Supawasin	Director
9. Mr. Kamtorn Sila-on	Independent Director / Chairman of the Audit and Corporate Governance Committee
10. Prof. Dr. Pavida Pananond	Independent Director / Audit and Corporate Governance Committee member
11. Ms. Pensri Suteerasarn	Independent Director / Audit and Corporate Governance Committee
12. Ms. Qiyu Wang	Independent Director

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

1.2.5 Summary of the Financial Status and Performance of the Offeror

The Offeror

The summary of the financial statement of the Offeror for the period 30 November 2023 (registration date) ended 31 December 2023 are as follows:

Separate Financial Statement (Unit: THB)	For the period 30 November 2023 ended 31 December 2023
Total assets	24,766,763
Total liabilities	23,039,726
Total shareholders' equity	1,727,037
Registered capital	1,000,000 ⁽⁴⁾
Paid-up capital	1,000,000 ⁽⁴⁾
Total revenues ⁽¹⁾	3,365
Total expenses ⁽²⁾	38,863
Profit (loss) for the period	(35,498)
Basis earnings per share ⁽³⁾	(0.04)
Dividend per share	-
Book value per share ⁽³⁾	1.72

Source: Audited Financial Statement by the auditor of the Offeror

Remark: (1) Total revenues comprise of interest income

(2) Total expenses comprise of administrative expenses

(3) Calculated by total issued and paid-up ordinary shares of 1,000,000 shares

(4) As of 23 July 2024, the Offeror has registered and paid-up capital of THB 250.00 million, divided into 2,500,000 ordinary shares with a par value of THB 100.00 per share.

PSL – The shareholder who has control or significant influence over the policy-making, management and operation of the Offeror

The summary of the financial statement of the PSL for the fiscal year ended 31 December 2021 to 2023 and the nine-month period ended 30 September 2024 are as follows:

Financial Statement (Unit: THB million)	For the fiscal year ended 31 December						For the nine-month period ended 30 September	
	2021		2022		2023		2024	
	Separate	Consolidate	Separate	Consolidate	Separate	Consolidate	Separate	Consolidate
Total assets	13,047.93	23,530.50	12,601.46	24,303.96	11,938.57	24,345.82	11,556.72	23,265.44
Total liabilities	2,942.91	9,165.49	2,385.31	7,841.16	1,655.79	8,100.07	2,404.17	7,328.53
Total shareholders' equity	10,105.02	14,365.02	10,216.15	16,462.81	10,282.77	16,245.75	9,152.55	15,936.92
Equity attributable to owners of the parent	10,105.02	14,364.98	10,216.15	16,462.77	10,282.77	16,245.71	9,152.55	15,936.88
Non-controlling interest	-	0.04	-	0.04	-	0.04	-	0.04
Registered capital	1,559.29	1,559.29	1,559.29	1,559.29	1,559.29	1,559.29	1,559.29	1,559.29
Paid-up capital	1,559.29	1,559.29	1,559.29	1,559.29	1,559.29	1,559.29	1,559.29	1,559.29
Total revenues ⁽¹⁾	1,705.16	8,814.29	3,745.64	9,146.64	898.58	5,192.98	146.77	4,765.33

Financial Statement (Unit: THB million)	For the fiscal year ended 31 December						For the nine-month period ended 30 September	
	2021		2022		2023		2024	
	Separate	Consolidate	Separate	Consolidate	Separate	Consolidate	Separate	Consolidate
Total expenses ⁽²⁾	420.96	3,945.25	336.80	3,917.28	573.03	4,020.42	283.99	3,154.88
Profit (loss) for the period	1,147.78	4,474.93	3,407.10	4,850.79	324.83	709.60	(137.68)	1,218.90
Equity attributable to owners of the parent	1,147.78	4,474.93	3,407.10	4,474.93	324.83	709.60	(137.68)	1,218.89
Non-controlling interest	-	0.00	-	0.00	-	0.00	-	0.00
Basic earnings per share (THB) ⁽³⁾	0.74	2.87	2.19	3.11	0.21	0.46	(0.09)	0.78
Dividend per share (THB) ⁽⁴⁾	2.25	2.25	0.40	0.40	2.25	2.25	0.30	0.30
Book value per share (THB) ⁽³⁾	6.48	9.21	6.55	10.56	6.59	10.42	5.87	10.22

Source: PSL's audited consolidated financial statements for the year ended 31 December 2021 to 2023 and the reviewed consolidated financial statements for the nine-month period ended 30 September 2024

Remark: (1) Total revenues comprise of vessel operating income, service income, interest income, dividend income, gains on liquidation of subsidiaries, gains on derivatives, exchange gains, and other income.

(2) Total expenses comprise of vessel operation costs, depreciation, costs of services, administrative expenses, and management remuneration including perquisites

(3) Calculated by total issued and paid-up ordinary shares of 1,559,291,862 shares

(4) Dividend per share announced from the operational performance of PSL in each period

Additional information is available in Form 56-1 One Report and other relevant information of the Business is available on the SEC website (www.sec.or.th) and SET website (www.set.or.th)

1.2.6 Material Encumbrances

The Offeror

The Offeror has material obligations as stated in the audited financial statements for the year ended 31 December 2023, which include short-term loans from related parties amounting to THB 23.00 million in form of promissory notes without collateral and due for payment within 1 year.

PSL – The shareholder who has control or significant influence over the policy-making, management and operation of the Offeror

PSL has material obligations as stated in the audited financial statements for the fiscal year ended 31 December 2023 and the reviewed financial statements for the nine-month period ended 30 September 2024 as follows:

(1) Interest-bearing Liabilities

Financial Statement (Unit: THB million)	For the fiscal year ended 31 December		For the nine-month period ended 30 September	
	2023		2024	
	Separate	Consolidate	Separate	Consolidate
Long-term loans from financial institutions	-	5,543.00	-	5,524.65
Lease liabilities	4.94	4.94	10.09	16.78
Total	4.94	5,547.94	10.09	5,541.43

(2) Capital Commitments

As of 30 September 2024, PSL and its subsidiaries had capital commitment which consisted of acquisition secondhand vessel commitments of USD 52.40 million (31 December 2023: nil) and shipbuilding contracts commitments of USD 132.96 million (31 December 2023: nil).

(3) Contingent Liabilities

As of 30 September 2024, PSL has not recorded any provisions in relation to the vessel Chayanee Naree and its Thai crew members in Nigeria on charges of alleged unlawful transport of drugs. Based on the opinion of PSL's legal counsel and its legal department, PSL's management believes that the result of the case in the Federal High Court of Nigeria remains uncertain and it is not possible to reliably estimate the amount of liability (if any).

1.2.7 Information Relating to Criminal Records**The Offeror**

- None -

PSL – The shareholder who has control or significant influence over the policy-making, management and operation of the Offeror

- None -

1.2.8 Pending Legal Disputes**The Offeror**

- None -

PSL – The shareholder who has control or significant influence over the policy-making, management and operation of the Offeror

In late 2021 and early 2022, the National Drug Law Enforcement Agency (“**NDLEA**”) of Nigeria filed a charge in the Federal High Court of Nigeria against M.V. Chayanee Naree, the vessel owned by Precious Visions Pte. Ltd., a subsidiary of PSL (the “**Vessel**”), along with 10 crew members for alleged unlawful transport of drugs. Unfortunately, the trial has faced multiple

adjournments, resulting in prolonged delays and is still ongoing. The 10 crew members who have been charged are required to remain in Nigeria until legal proceedings are concluded.

Additional information is available in Form 56-1 One Report and other relevant information of the PSL is available on the SEC website (www.sec.or.th) and SET website (www.set.or.th)

2. The Tender Offer Preparer and Tender Offer Agent Information

Name	Krungthai Xspring Securities Company Limited
Address	15th Floor, Liberty Square Building, 287 Silom Road, Bangrak, Bangkok 10500
Telephone No.	02 695 5555
Facsimile No.	02 695 5173

3. Other Advisors Information

Name	Thanathip & Partners Legal Counsellors Limited
Responsible	Legal advisor
Address	17th Floor, Tonson Tower, 900 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330
Telephone No.	02 089 8902
Facsimile No.	02 089 8910

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

4.1 Summary of agreements / contracts / memorandums of understanding, made by the Offeror or the related persons prior to submission of the Tender Offer for the purpose of material sale and purchase of securities of the Business, regardless of whether such agreements / contracts / memorandums of understanding are made for the sale and purchase of securities in the Tender Offer.

- None -

4.2 Shareholding, whether direct or indirect, by the Offeror or the persons authorized to bind the Tender Offeror (in case the Offeror is a juristic person) in the Business or major shareholders of the Business (in case the major shareholders of the business are juristic person)

4.2.1 Shareholding of the Offeror in the Business

As at the submission date of the Tender Offer, the Offeror holds 150,403,300 ordinary shares of the Business, representing approximately 12.71 percent of the total issued and paid-up shares of the Business and voting rights of the Business.

4.2.2 Shareholding of the Offeror on the Authorized Persons of the Business

- None -

4.2.3 Shareholding of the Offeror in the Major Shareholder of the Business

- None -

4.3 Shareholding, whether direct or indirect, by the business major shareholders or directors of the Business in the Offeror (in case the Offeror is a juristic person)**4.3.1 Shareholding by the Business in the Offeror**

- None -

4.3.2 Shareholding by the Major Shareholder or Director of the Business in the Offeror

- None -

4.4 Other relationships**4.4.1 Common director and/or common management**

- None -

4.4.2 Related party transaction between the Offeror and the Business

- None -

5. Other Information Relevant to the Securities Holders' Decision-Making**5.1. The securities held by the Offeror prior to the Tender Offer (as at the submission date of the Tender Offer date)****5.1.1. Ordinary Shares**

Name	Class of shares	No. of shares	% of issued and paid-up shares	% of total voting rights
I. The Offeror	Ordinary shares	150,403,300	12.71	12.71
II. Persons in the same group of the Offeror	-	-	-	-
III. Related parties under Section 258 of the persons under I and II	-	-	-	-
IV. IV. Other agreements resulting in additional acquisition of shares by the persons under I to III	-	-	-	-
Total		150,403,300	12.71	12.71

5.1.2. Convertible Securities

- None -

5.2 Source of Funds Used by the Offeror for the Tender Offer

The Offeror shall make the tender offer for all ordinary shares of the Business, excluding the shares that are held by the Offeror prior to the Tender Offer. In the event that all shareholders of the Business express their intention to sell all of their ordinary shares of the Business pursuant to the Tender Offer, the Offeror shall make the tender offer for 1,033,223,215 ordinary shares, representing approximately 87.29 percent of total issued and paid-up shares of the Business and voting rights of the Business, at the Offer Price of THB 1.24 per share (One Point Two Four Baht). The maximum amount of funds which the Offeror is required to secure for this Tender Offer is THB 1,281,196,786.60 (One Thousand Two Hundred Eighty One Million and One Hundred Ninety Six Thousand and Seven Hundred and Eighty Six Baht and Sixty Satang).

The Offeror will make the payment for the shares to the Offeree in cash. In this regard, the source of funds in this Tender Offer will derive from financial support from PSL, who holds 100.00 percent of the total issued and paid-up shares of the Offeror. As of 1 November 2024, PSL has a savings deposit account with United Overseas Bank (Thai) Public Company Limited with a balance of THB 1,377,000,000 (One Thousand Three Hundred Seventy Seven Million Baht). In addition, as of 4 November 2024, PSL has saving deposit account with Krung Thai Bank Public Company Limited with a balance of USD 10,209,171.44 (Ten Million Two Hundred Nine Thousand One Hundred Seventy One Dollars and Forty Four Cents) which is sufficient to serve as a source of funds for this Tender Offer. PSL and the Tender Offeror confirm that the cash of THB 1,281,196,786.60 (One Thousand Two Hundred Eighty One Million and One Hundred Ninety Six Thousand and Seven Hundred and Eighty Six Baht and Sixty Satang) in the savings deposit account will be retained solely for the payment for the shares tendered by the Offerees until the completion of the Tender Offer and the payment for the shares in accordance to this Tender Offer.

The Tender Offer Preparer has considered the information regarding sufficiency of source of funds for the Tender Offer and viewed that the Offeror has sufficient source of funds to absorb the payment for the shares under this Tender Offer.

Please see additional details of the source of funds for the Tender Offer in Attachment 1 Confirmation Letter on Source of Funds for the Tender Offer.

5.3 Plan to Sell Shares of the Business

The Offeror has no intention to sell or transfer any significant number of shares of the Business held by the Offeror prior to the Tender Offer and the shares acquired from the Tender Offer to any third party for a period of 12 months after the expiry of the Offer Period unless one of the following events occurs:

- (1) The Offeror is obligated to comply with qualification of free float criteria according to the creation of maintaining the listing status and/or any effective laws or regulations during such period;

- (2) The Offeror sell or transfer shares of the Business to persons under Section 258 of the Securities and Exchange Act B.E. 2532;
- (3) The Offeror would like to restructure its shareholding, organization structure or capital structure in accordance with the suitability of the business operations in order to improve efficiency and competitiveness. However, the Offeror will carefully consider the situation to ensure the maximum benefit for all parties involved, in accordance with the relevant rules and regulations; or
- (4) The Offeror may sell some of the Business's securities as deemed appropriate in order to reduce its financial burden or in the event of an obligation to make early principal payments, or if forced to sell collateral due to non-compliance with the terms of the credit facility agreement (if any).

5.4 Other Necessary Information

- None -

Part 3**Information of the Business****1. The Business Information****1.1 General information**

Name	V.L. Enterprise Public Company Limited
Address	41 Asoke-Dindaeng Road, Makkasan, Ratchathewi, Bangkok 10400
Telephone No.	02 254 6604
Facsimile No.	02 254 8749
Registration No.	0107561000391

1.2 Nature of business operation

V.L. Enterprise Public Company Limited (“VL” or the “**Business**”) is a company incorporated under the laws of Thailand on 27 September 1991 and was listed on the Market for Alternative Investment (“**mai**”) on 21 May 2019. As at the submission date of the Tender Offer, VL has total registered capital of THB 600.00 million, divided into 1,200,000,000 ordinary shares, with a par value of THB 0.50 per share, and paid-up capital of THB 591.81 million, divided into 1,183,626,515 ordinary shares, with a par value of THB 0.50 per share.

VL operates sea transportation services for petroleum and chemical products covering both domestic and international. The main products could be classified into 5 categories, which are crude oil, dirty oil, clean oil, lubricating oil, and palm oil. In this regard, VL provides transportation services with all double hull vessels, which has a structure to prevent oil spills in the event of an accident.

Additional information is available in Form 56-1 One Report and other relevant information of the Business is available on the SEC website (www.sec.or.th) and SET website (www.set.or.th)

1.3 Summary of the financials and operating results of the Business

The summary of the financial statements of VL for the year ended 31 December 2021 to 2023 and the six-month period ended 30 June 2024, are detailed as follows:

Financial Statement (Unit: THB million)	For the fiscal period ended 31 December			For the six-month period ended 30 June
	2021	2022	2023	2024
Total assets	1,951.96	1,882.10	1,900.19	1,804.14
Total liabilities	1,057.11	944.27	878.55	809.09
Shareholders' equity	894.85	937.83	1,021.63	995.05
Registered capital	600.00	600.00	600.00	600.00

Financial Statement (Unit: THB million)	For the fiscal period ended 31 December			For the six-month period ended 30 June
	2021	2022	2023	2024
Paid-up capital	483.35	539.00	591.81	591.81
Total revenues ⁽¹⁾	669.51	729.49	755.64	381.35
Total expenses ⁽²⁾	603.18	662.61	688.76	360.33
Net profit (loss)	23.11	23.33	30.99	3.00
Basic earnings per share (THB) ⁽³⁾	0.028	0.023	0.027	0.003
Dividend per share (THB) ⁽⁴⁾	0.060	0.035	0.025	-
Book value per share (THB) ⁽³⁾	1.01	0.89	0.84	0.84

Source: VL's audited financial statements for the year ended 31 December 2021 to 2023 and the reviewed financial statements for the six-month period ended 30 June 2024

Remark: (1) Total revenues comprise of freight charges and other income

(2) Total expenses comprise of cost of freight, administrative expenses, management benefit expenses, and loss from forward foreign exchange buying contract

(3) Calculated by the weighted average number of ordinary shares during the fiscal year ended 2021-2023 and the six-month period ended 30 June 2024 which are 966,692,700 shares, 1,077,990,452 shares, 1,115,926,055 shares, and 1,183,626,515 shares, respectively

(4) Dividend per share announced from the operational performance of VL in each period

Additional information is available in Form 56-1 One Report and other relevant information of the Business is available on the SEC website (www.sec.or.th) and SET website (www.set.or.th)

1.4 Shareholding Structure of the Business

1.4.1 List of Shareholders prior to the Tender Offer

List of shareholders as of 29 May 2024 are as follows:

Shareholder	No. of shares	% of issued and paid-up shares	% of total voting rights
1. Mrs. Chutipa Klinsuwan	480,714,000	40.61	40.61
2. Bongkot Holdings Limited ⁽¹⁾	118,542,200	10.02	10.02
3. Thai NVDR Company Limited	61,732,645	5.22	5.22
4. Mr. Kanatuch Woointranon	40,000,000	3.38	3.38
5. Mr. Peeranut Siripornpitak	29,826,400	2.52	2.52
6. Mr. Sanya Harnpatanakitpanich	27,200,000	2.30	2.30
7. Mr. Wanchai Panwichian	22,900,000	1.93	1.93
8. Mr. Taveesilpa Chinnapatthanawong	22,620,950	1.91	1.91
9. Mr. Mangkorn Benjarattanaporn	10,600,000	0.90	0.90
10. Ms. Malee Chetchotisak	10,400,000	0.88	0.88
11. Other shareholders	381,967,020	30.33	30.33
Total	1,183,626,515	100.00	100.00

Source: The Stock Exchange of Thailand (www.set.or.th) and letter of notifying the changes in the structure of major shareholders that VL submitted to the SET on 29 May 2024

Remark: (1) As of 1 August 2024, the Offeror holds a total of 150,403,300 shares, representing approximately 12.71 percent of the total issued and paid-up shares of the Business and voting rights of the Business

1.4.2 Potential shareholding structure after the Tender Offer

The list of shareholders in the case that all shareholders of VL accept the Tender Offer, the Offeror will hold 100.00 percent of the total issued and paid-up shares of the Business and voting rights of the Business

Name	No. of shares	% of issued and paid-up shares	% of total voting rights
1. Bongkot Holdings Limited	1,183,626,515	100.00	100.00
Total	1,183,626,515	100.00	100.00

1.5 List of the Board of Directors

1.5.1 List of the Board of Directors according to the latest registration of the Business before the Tender Offer

List of the Board of Directors as of 31 October 2024 are as follows:

Name	Position
1. ADM. Kraisorn Chansuvanich	Chairman of the Board of Directors / Independent Director
2. Mrs. Chutipra Klinsuwan	Director / Chief Executive Officer
3. Mr. Taveesilpa Chinnapatthanawong	Director
4. Cdr. Somchart Vipismakul RTN.	Independent Director / Chairman of the Audit Committee
5. Mr. Yuttana Taepangthong	Independent Director / Audit Committee
6. Mr. Pongsak Banluetanyalak	Independent Director / Audit Committee

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

1.5.2 The Potential of the Board of Directors after the Tender Offer

Upon the completion of the Tender Offer, the Offeror may consider making necessary changes to the structure of the Board of Directors of the Business as deemed appropriate, whether additional appointments or changes to directors, as well as proposing changes to directors in sub-committees as deemed appropriate. The Offeror will ensure that the Business appoints a number of directors representing the Offeror in proportion to its shareholding in the Business, depending on the result of the Tender Offer. These actions may occur during the period of 12 months after the end of the Offer Period.

However, if there are any changes and/or additions to the directors must be carried out in accordance with applicable laws and regulations, including articles of association of the Business, Board of Directors' resolution and/or shareholders' resolution of the Business (as applicable).

1.6 Highest and lowest price of the Business's share in each quarter for the last 3 years

Year	Period	Highest and Lowest Price (THB per share)	
		Highest Price	Lowest Price
2021	Jan – Mar	3.06	1.03
	Apr – Jun	3.24	2.18
	Jul – Sep	2.40	1.83
	Oct – Dec	2.06	1.50
2022	Jan – Mar	2.02	1.35
	Apr – Jun	1.64	1.15
	Jul – Sep	1.67	1.02
	Oct – Dec	1.88	1.38
2023	Jan – Mar	1.72	1.03
	Apr – Jun	1.31	0.97
	Jul – Sep	1.06	0.81
	Oct – Dec	0.93	0.66
2024	Jan – Mar	1.50	0.90
	Apr – Jun	1.30	1.08
	Jul – Sep	1.23	0.84

Source: SETSMART (www.setsmart.com)

2. Business Plan after the Completion of the Tender Offer**2.1 Business Status**

The Offeror has no intention to delist the Business from being a listed company in the mai during the period of 12 months after the end of the Offer Period except for the case that the Offeror has duties to comply with relevant laws, rules and regulations that are effective at that time.

2.2 Policy and Management Plan**2.2.1 The Objectives of the Business**

The Offeror has no intention to make any material changes to the business objectives as well as the core business operation of the Business, during the period of 12 months after the end of the Offer Period.

2.2.2 Business management plan

The Offeror has no intention to make any material changes to the business management plan of the Business during the period of 12 months after the end of the Offer Period, except for the case that may affect the efficiency, effectiveness, and sustainability of the business operation, which will be subject to further thoroughly study on current business plan of the Business and may consider amending business plan to be appropriate for current and future

competitive landscape. If there is any amendment in the business plan, the Offeror will proceed in compliance with relevant regulations.

2.2.3 Investment plan

During the period of 12 months after the end of the Offer Period, the Offeror has a plan to study the current business plan and the existing fleet of the Business and may consider replacing the qualifications and size, as well as, younger, more modern and more fuel-efficient vessels. Furthermore, the Offeror may consider additional investments if there are appropriate business or investment opportunities. If there is any changes to the investment plan, the Offeror will proceed in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551, Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, as well as relevant regulations, including the approval from resolution of the Board of Directors and/or shareholders' meeting (as applicable).

2.2.4 Organizational restructuring plan

The Offeror may consider making necessary changes to the structure of the Board of Directors and/or management of the Business as deemed appropriate, whether additional appointments or changes to directors and/or management, as well as proposing changes to directors in sub-committees as deemed appropriate. The Offeror will ensure that the Business appoints a number of directors representing the Offeror in proportion to its shareholding in the Business, depending on the result of the Tender Offer. These actions may occur during the period of 12 months after the end of the Offer Period.

However, if there are any changes and/or additions to the directors and/or management, they must be carried out in accordance with applicable laws and regulations, including articles of association of the Business, Board of Directors' resolutions and/or shareholders' resolutions of the Business (as applicable).

2.2.5 Disposition plan for core assets

During the 12-month period after the end of the Offer Period, the Offeror may dispose of the older, fuel inefficient vessels and replace them with younger vessels. If there are any changes to the plan for disposing of such core asset, the Offeror will proceed in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551, Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, as well as relevant regulations, including the approval from resolution of the Board of Directors and/or shareholders' meeting (as applicable).

2.2.6 Financial restructuring plan

The Offeror has no intention to make significant changes to the financial structure of the Business during the period of 12 months after the end of the Offer Period. Nonetheless, with regards to significant financial restructuring of the Business, such transaction needs to be approved in accordance with the policies of the Business, and need to be in compliance with

the relevant rules and regulations, including but not limited to the regulations of the SEC and the SET (as applicable).

2.2.7 Dividend policy

The Offeror has no intention to make significant changes to the Business's dividend policy during the period of 12 months after the end of the Offer Period. The current dividend policy of the Business is to pay out not less than 40.00 percent of its net profit of separated financial statement after deducting by corporate income tax and all reserves as required by laws or as deemed appropriate.

2.3 Related party transaction

Currently, the Business has set out policies and procedures regarding approval of related party transactions in compliance with the rules and regulations stipulated by the SEC and the SET to prevent any conflict of interests between the Business, its subsidiaries, affiliated companies, and/or any persons who may have potential conflict. As at the submission date of the Tender Offer, the Offeror or any person under Section 258 of the Offeror do not have related party transactions with the Business.

During the period of 12 months after the end of the Offer Period, the Offeror and persons under Section 258 of the Offeror may have transactions with the Business. If there is or will be in the future any related party transactions between the Offeror and the Business, both parties will follow the appropriate procedures and disclose the information in compliance with applicable laws, regulations, orders, or rules in effect at that time to ensure that these transactions adhere to the same rules as arm's length transaction.

Part 4

Additional Information of the Tender Offer

1. Tender Offer Acceptance Procedure

The shareholder who wishes to fully or partially tender its ordinary shares in the Business (the “Offeree”) shall comply with the following procedures:

- 1.1 Thoroughly read the “*Tender Offer Acceptance Procedure*” as per the Attachment 2 (1) in respect of ordinary shares or Attachment 4 (1) in respect of NVDR, as the case may be. Clearly, completely and accurately complete and sign the Tender Offer Acceptance Form of **V.L. Enterprise Public Company Limited** as per Attachment 2 (2) in respect of ordinary shares or Attachment 4 (2) in respect of NVDR, as the case may be (collectively referred to as, the “**Acceptance Form**”).

Remark: The Offeree must convert the nationality of the securities to match its nationality before expressing its intention to tender to the Tender Offer Agent. The Tender Offer Agent will not accept any securities from the Offeree whose nationality does not match with the securities.

- 1.2 Enclose the following supporting documents

- 1.2.1 **In case of Share Certificate**, the Offeree must endorse each share certificate by signing in the column labeled “signature of the transferor” on the back of the share certificate (the Tender Offer Agent will accept the transactions only if the name appeared on the share certificate is the same as that of the Offeree or the shareholder’s name appeared on the share certificate and the Offeree provides a correct and complete supporting documents for the share transfer) and submit the endorsed share certificate with two copies of the identification documents of the Offeree as specified in Clause 1.2.4 (as the case may be). The signature of the Offeree endorsed on the back of the share certificate and on all supporting documents must be the same. As the Tender Offer Agent must submit such share certificate for verification by, and depositing with, the Thailand Securities Depository Company Limited (the “**TSD**”), which acts as the securities registrar. Hence, for the best benefits to the Offeree who wishes to fully or partially tender its ordinary shares within the Offer Period, **the Offeree is advised to submit the Acceptance Form as specified in Clause 1.1 and all relevant supporting documents within 16 December 2024 or at least 2 business days prior to the last day of the Offer Period** (the last day of the Offer Period is 18 December 2024) to allow sufficient time for coordination and verification of the share certificate. If the share certificate is rejected by the TSD, the Offeror and/or the Tender Offer Agent reserve the rights to reject the Acceptance Form of the Offeree and the Tender Offer Agent will contact the Offeree to collect the share certificate.

In the case that the share certificate is lost, the Offeree must contact the TSD to issue a new share certificate in order to tender those newly issued share certificate through the Tender Offer Agent. As the process of issuing the new share certificate might take approximately 2 weeks, the Offeree should contact the TSD to issue the new share certificate at least 2 weeks prior to the last day of the Offer Period.

In the case that the title, name, or surname of the Offeree appeared on the share certificate is different from that appeared on the identification card, or in the case of the juristic person's name of the Offeree appeared on the share certificate is different from that appeared in the affidavit issued by the Ministry of Commerce (in case of juristic person registered under the laws of Thailand) or the Certificate of Company Registration (in case of juristic person not registered under the laws of Thailand), the Offeree must complete the "Application for Amending Securities Holder Records" prescribed by the TSD in Attachment 2 (3) and attach a certified true copy of evidence of such amendment issued by the government authority. The new information must be the same as that stated on the identification card or the affidavit issued by the Ministry of Commerce (in case of juristic person registered under the laws of Thailand) or the Certificate of Company Registration (in case of juristic person not registered under the laws of Thailand), as the case may be.

In the case of a lifetime identification card, the Offeree must attach a certified true copy of the house registration with the page showing the address and the name of the Offeree.

In the case that the Offeree is an executor of a will, the Offeree must submit a certified true copy of the court order appointing the Offeree as the executor and a certificate indicating that the case has been finalized prior to the submission date of the Acceptance Form that are issued not more than 1 year prior to the submission date of the Acceptance Form, a certified true copy of the death certificate, a certified true copy of the identification card or other identification documents of the executor and a certified true copy of the house registration of the executor together with the share certificate endorsed by the executor.

In the case that the Offeree is a minor, parents (father and mother) of the Offeree must endorse the share certificate and attach a certified true copy of the parents' identification cards or identification documents, and a certified true copy of the house registration with the page showing the address and the name of the parents and a minor.

Remark: In case of the share certificate, the Acceptance Form will be deemed complete only after the share certificate is verified by and deposited with the TSD. If the share certificate is rejected by the TSD, the Offeror and/or the Tender Offer Agent reserve the rights to reject the Acceptance Form of the Offeree and the Tender Offer Agent will not make any payment to the Offeree and will contact the Offeree to collect the share certificate.

1.2.2 **In case of Shares Deposited with the TSD in scripless form**, the Offeree must contact the securities company which the Offeree deposited the tendered shares and attach a copy the identification documents of the Offeree as specified in Clause 1.2.4 (as the case may be) to express its intention to tender his/her shares and instruct such securities company to transfer scripless shares to the Tender Offer Agent's account as follows:

- For Thai Shareholders

Account name “บริษัทหลักทรัพย์ กรุงเทพ เอ็กซ์สปริง จำกัด เพื่อเสนอต่อ ออฟเฟอร์”

Account no. 248-00000013-3

- For Foreign Shareholders

Account name “KRUNGTHAI XSPRING SECURITIES CO., LTD FOR TENDER OFFER”

Account no. 248-00000013-3

The Offeree may submit the Acceptance Form together with the a copy of identification documents of the Offeree as specified in Clause 1.2.4 (as the case may be) to the securities company that the Offeree has a securities trading account with, and the securities company will gather and submit the Acceptance Form and other documents to the Tender Offer Agent.

In case of shares deposited with the TSD, under the Issuer Account no. 600, the Offeree must complete and sign, accurately and clearly, and submit the form “**Application for Securities Transfer between the Issuer Account and the Depository Participant Account**” (“TSD-403”) attached hereto in Attachment 6, together with one copy of the identification documents of the Offeree, according to the type of person indicating in page 2 of TSD-403, in addition to the Acceptance Form with one copy of the identification documents of the Offeree as specified in Clause 1.2.4, in order to transfer the tendered shares to the aforementioned account of the Tender Offer Agent.

The Offeree may submit the Acceptance Form and one copy of the identification documents of the Offeree as specified in Clause 1.2.4 (as the case may be) together with TSD-403 and one copy of the identification documents of the Offeree, according to the type of person indicating in page 2 of TSD-403, to the Tender Offer Agent.

The Tender Offer Agent shall submit TSD-403 and the identification documents of the Offeree to the TSD for verification and transfer of the Offeree's shares from the Issuer Account to the account of Tender Offer Agent. Hence, for the best benefits to the Offeree who wishes to fully or partially tender its ordinary shares within the Offer Period, the Offeree, whose shares are deposited in the Issuer Account no. 600, is advised to submit the Acceptance Form as specified in Clause 1.1 and enclose all relevant supporting documents within 16 December 2024 or at least 2 business days prior to the last day of

the Offer Period (the last day of the Offer Period is 18 December 2024) to provide sufficient time for the Tender Offer Agent to cooperate for the share transfer with the TSD. If TSD-403 is rejected by TSD, the Offeror and/or the Tender Offer Agent reserves the rights to reject the Offeree's Acceptance Form.

- 1.2.3 **In case of NVDR**, the Offeree shall submit the NVDR transfer slip of the tendered NVDR which is deposited with the TSD in order to transfer NVDR to the Tender Offer Agent's account as follows:

Account name "KRUNGTHAI XSPRING SECURITIES CO., LTD FOR TENDER OFFER"

Account no. 248-000000013-3

The Tender Offer Agent cordially requests for the Offeree's coordination to submit the NVDR transfer slip of the tendered NVDR as an evidence of the NVDR transfer, together with the Acceptance Form as specified in Clause 1.1 within 16 December 2024 or at least 2 business days prior to the last day of the Offer Period (the last day of the Offer Period is 18 December 2024) due to the required procedure that the Tender Offer Agent will have to transfer the ordinary shares and NVDR with the Thai NVDR Company Limited before proceeding further with the Tender Offer process.

- 1.2.4 **Identification documents of the Offeree are as follows:**

Thai individual

A certified true copy of the valid identification card in both front and back sides in order to the DOPA verification (in the case of a lifetime identification card, please attach a certified copy of the house registration with the page showing the address and the name of the Offeree) (in the case that the Offeree is a minor, please attach the parents' consent (father and mother) and a certified true copy of the parents' identification card or identification documents and a certified true copy of the house registration with the page showing the address and the name of the parents and a minor). (In the case that the Offeree is an executor of a will, the Offeree must submit a copy of the court order appointing the Offeree as the executor and a certificate indicating that the case has been finalized prior to the submission date of the Acceptance Form that are issued not more than 1 year prior to submission date of the Acceptance Form, a certified true copy of the death certificate, a certified true copy of the identification card or identification documents and house registration of the executor. Copies of all documents must be clear and legible, and the signature used must be the same as the signature stated on all documents related to the Tender Offer.

Foreign individual

A certified true copy of the valid alien certificate or passport. The signature used must be the same as the signature stated on all documents related to the Tender Offer. Copies of all documents must be clear and legible.

Juristic person registered under the laws of Thailand

- A copy of the most updated juristic person's affidavit issued by the Ministry of Commerce not more than 6 months prior to the last day of the Offer Period, certified by authorized signatory(ies) of the juristic person and affixed with the company's seal (if any); and
- A certified true copy of the valid identification card of the authorized signatory(ies) certifying the above affidavit. In the case that the authorized signatory(ies) is a foreigner, a certified true copy of the valid alien certificate or passport is required.

Copies of all documents must be clear and legible. The signature used must be the same as the signature stated on all documents related to the Tender Offer.

Remark: The Offeree, who is a juristic person registered under the laws of Thailand, shall be responsible for withholding tax at the rate of 3 percent of the brokerage fee and shall issue withholding tax certificate to the Tender Offer Agent.

Juristic person not registered under the laws of Thailand

- A copy of the certificate of incorporation, memorandum of association, and affidavit issued by an authorized officer of the juristic person or government authority of the country where the juristic person is domiciled, certifying the name of the juristic person, the name of the authorized signatory(ies) of the juristic person, head office location, and any conditions for the signing authorization to bind the juristic person, which are issued not more than 6 months prior to the last day of the Offer Period, certified by authorized signatory(ies) of the juristic person and affixed with the company's seal (if any); and
- A certified true copy of the valid identification card of the authorized signatory(ies) certifying the above documents. In the case that the authorized signatory(ies) is a foreigner, a certified true copy of the valid alien certificate or passport is required.

Copies of all documents must be clear and legible. The signature used must be the same as the signature stated on all documents related to the Tender Offer.

For all of the aforementioned certified supporting documents, the signature of the person(s) preparing or certifying documents thereon must be certified by a Notary Public or by any other authorized agency in a country where such documents were prepared or certified, which issued not more than 6 months prior to the last day of the Offer Period.

Juristic person not registered under the laws of Thailand and not carrying on business in Thailand and residing in a country that does not have any double taxation treaty with Thailand or residing in a country that is the party to a double taxation treaty with Thailand, but such double taxation treaty does not exempt the foreign juristic person from withholding tax on capital gain from the sale of securities in Thailand.

An Offeree is required to declare the cost basis of securities by completing and submitting “**Confirmation of Securities Cost Form**” as per Attachment 2 (4) in respect of ordinary shares or Attachment 4 (3) in respect of NVDR, as the case may be, together with evidence that demonstrates such cost basis, for withholding tax purposes; the withholding tax is calculated at the rate of 15 percent on the capital gain from the sale of securities which is the difference between the Offer Price and the original cost of the tendered shares.

If the Offeree fails to declare the cost basis of the securities or to submit evidence of such cost basis, the Tender Offer Agent will calculate and deduct the amount of withholding tax based on the Offer Price multiplied by all of tendered securities or NVDR.

1.2.5 In the case that the Offeree cannot submit the Tender Offer Acceptance Form by him/herself

Please provide a power of attorney authorizing the authorized representative to accept the Tender Offer as per Attachment 2 (5) in respect of ordinary shares or Attachment 4 (4) in respect of NVDR (as the case may be), affixed with THB 10 or THB 30 stamp duty, as the case may be, together with a certified true copy of the identification documents of the Offeree and the authorized representative as specified in Clause 1.2.4, as the case may be.

Remark: Affix a THB 10 stamp duty in the case of authorizing the authorized representative solely for the submission of the Acceptance Form or solely for receiving the payment by cheque for the sale shares. Alternatively, affix a THB 30 stamp duty in the case of authorizing the authorized representative for both submitting the Acceptance Form and receiving the payment by cheque for the sale shares.

In the case of authorizing a custodian to exercise the rights on behalf of the Offeree, the power of attorney authorizing the custodian is required, provided that the documents set out in Clauses 1.1 and 1.2 will be signed by the custodian and the document specifying the custodian’s authorized person, together with a certified true copy of the identification documents specified in Clause 1.2.4 of such authorized person must be provided.

1.2.6 Other documents, which the Offeror and/or Tender Offer Agent may require

Should there be any question regarding the Tender Offer Acceptance Procedure, please contact:

Khun Raviwan Thongsing or Khun Tidarat Thongmee or Khun Rachanee Tieansam
Operation Services Department, Krungthai Xspring Securities Company Limited
15th Floor, Liberty Square Building,
287 Silom Road, Bangrak, Bangkok 10500
Tel : 02 695 5036 or 02 695 5056 or 02 695 5513

1.3 Submission of the Tender Offer Acceptance Form

1.3.1 In case of acceptance via online system:

The Thai individual Offeree who holds shares in scripless form and deposits with the TSD through the securities company can express its intention to tender shares via online system of Krungthai Xspring Securities Company Limited (www.krungthaixspring.com). The Offeree must proceed the acceptance of the Tender Offer via online system from 12 November 2024 at 9.00 a.m. to 16 December 2024 at 4.00 p.m. or at least 2 business days prior to the last day of the Offer Period. After accepting the Tender Offer through online system, the Offeree must inform the securities company which the Offeree deposited the tendered shares to transfer such tendered shares to Krungthai Xspring Securities Company Limited's tender offer securities trading account within 3 business days or within the last day of the Offer Period which is 18 December 2024.

In this case, the acceptance of the Tender Offer will be deemed complete only after the Tender Offer Agent receives the tendered shares in scripless form in the amount that the Offeree intends to offer for sale within specified period. In the case that the Tender Offer Agent does not receive the tendered shares within specified period, the transaction will be deemed incomplete and will be automatically canceled.

Remark: If the Offeree inquire any information regarding the acceptance of the Tender Offer through the online system, please contact the Help Desk at 02 695 5045 or 02 695 5049 during business hours from 12 November 2024 to 16 December 2024 between 9.00 a.m. to 4.00 p.m.

1.3.2 In case of acceptance via submission documents of Tender Offer Acceptance Form

1.3.2.1 In Case of Share Certificate:

The Offeree shall submit the completed Acceptance Form as specified in Clause 1.1 together with the identification documents of the Offeree as specified in Clause 1.2 above at the office of the Tender Offer Agent on any business day from 12 November 2024 to 18 December 2024 between 9.00 a.m. and 4.00 p.m. The Tender Offer Agent cordially requests for the Offeree's coordination to submit the Acceptance Form specified in Clause 1.1 and the identification documents of the Offeree specified in Clause 1.2 within 16 December 2024 or at least 2 business days prior to the last day of the Offer Period (the last day of the Offer Period is 18 December 2024) unless there is any extension of the Offer Period later announced by the Offeror as the Tender Offer Agent must submit the share certificate for verification by and depositing with the TSD who is the securities registrar. If the share certificate is rejected by the TSD, the Tender Offer Agent will contact the Offeree to collect the share certificate back from the Tender Offer Agent at the following address:

Khun Raviwan Thongsing or Khun Tidarat Thongmee or Khun Rachanee Tieansam
Operation Services Department, Krungthai Xspring Securities Company Limited
15th Floor, Liberty Square Building,
287 Silom Road, Bangrak, Bangkok 10500
Tel : 02 695 5036 or 02 695 5056 or 02 695 5513

*****The Tender Offer Agent shall not accept any documents related to the acceptance of the Tender Offer that are delivered by post***.**

1.3.2.2 In case of Shares Deposited with the TSD in scripless form:

In the case that the Offeree has shares deposited with the TSD through the securities company which the Offeree has account opened with, such securities company shall gather and submit the Acceptance Form as specified in Clause 1.1 together with the identification documents of the Offeree as specified in Clause 1.2 to the Tender Offer Agent at the address specified in Clause 1.3.1. The Offeree may submit the Acceptance Form together with all relevant supporting documents to such securities company at the date specified by each securities company so that such securities company can gather and submit all documents to the Tender Offer Agent within the Offer Period.

1.3.2.3 In the case that the shares are deposit in the issuer account no. 600, the Offeree shall submit the Acceptance Form as specified in Clause 1.1 along with the identification documents of the Offeree as specified in Clause 1.2 within 16 December 2024 or at least 2 business days prior to the last day of the Offer Period at the Office of the Tender Offer Agent. The Tender Offer Agent will send TSD-403 with the identification documents of the Offeree to the TSD for verification and transfer of the Offeree's shares from the issuer account to the account of Tender Offer Agent. If TSD-403 is rejected by TSD, the Tender Offer and/ or the Tender Offer Agent reserves the right to refuse the Acceptance Form of the Offeree.

1.3.2.4 In case of NVDR:

The Offeree shall follow the Tender Offer Acceptance Procedure for NVDR as per Attachment 4 (1). Each holder of NVDR must submit the Acceptance Form as specified in Clause 1.1 together with the identification documents of the Offeree as specified in Clause 1.2 by 16 December 2024 or at least 2 business days prior to the last day of the Offer Period due to the required procedure that the Tender Offer Agent will have to transfer ordinary shares and NVDRs to the Thai NVDR Company Limited before proceeding further with the Tender Offer Acceptance Procedure.

- 1.4 In the case that the tendered ordinary shares are pledged or held against any other encumbrances, the Offeree must take action to release the pledge or any other encumbrances

before accepting this Tender Offer in accordance with Clauses 1.1 to 1.3 above by contacting the TSD to release the pledge or any other encumbrances.

- 1.5 In the case that the Offeree does not comply with the Tender Offer Acceptance Procedure or the identification documents for the Tender Offer are not accurate and complete, the Offeror reserves the rights to amend details of the Tender Offer Acceptance Procedure as set out in this documents as deemed appropriate if there is any problem, difficulty or restriction affecting the procedure, in order to facilitate in the fair interests of the Offeree.

2. Procedure for the Purchase of Securities

The Offeror will purchase all of the Business's ordinary shares tendered under this Tender Offer except in case the Offeror cancels the Tender Offer as specified in Part 1 Clause 9 or the Offeree revokes its intention to tender shares as stated in Part 4 Clause 5.

3. Settlement and Payment Procedure

Krungthai Xspring Securities Company Limited as the Tender Offer Agent, will make payment for the sale shares to the Offeree, who does not cancel its acceptance of the Tender Offer within the Offer Period, on the second business day following the last day of the Offer Period, which is 20 December 2024. In case of an extension of the Offer Period, the payment for the sale shares will be made on the second business day following the last day of the extended Offer Period. The Offeree can choose the payment method as follows:

3.1 The Offeree would like to receive payment by transferring method to an account via Automatic Transfer System (ATS)

The Offeree shall provide details of the bank account to receive payment for the sale shares. The account must be savings or current account which is able to execute transactions via ATS and opened with the following banks only:

- (1) Bank of Ayudhya Public Company Limited ("BAY")
- (2) Bangkok Bank Public Company Limited ("BBL")
- (3) Kasikornbank Public Company Limited ("KBANK")
- (4) Krungthai Bank Public Company Limited ("KTB")
- (5) Siam Commercial Bank Public Company Limited ("SCB")
- (6) TMBThanachart Bank Public Company Limited ("TTB")
- (7) United Overseas Bank Public Company Limited ("UOB")

The account name must be the same as the Offeree's name specified in the Acceptance Form. The account must not be a joint account including, 'Account And', 'Account Or' and 'Account For'. The Offeree must attach a certified true copy of the first page of the savings deposit passbook or the current account statement, showing the account holder's name and

account number. All certified copies must be clear and legible (in the case where the Offeree accepts the Tender Offer via online system of Krungthai Xspring Securities Company Limited and is a client of Krungthai Xspring Securities Company Limited, a certified copy of the first page of the passbook is not required. The payment shall be transferred to Offeree's bank account provided to Krungthai Xspring Securities Company Limited).

The Offeror shall procure that the Tender Offer Agent transfers the payment for the sale shares to the Offeree's bank account within 5.00 p.m. on 20 December 2024.

However, if the Tender Offer Agent cannot transfer the payment to the Offeree's bank account for any reasons, the Tender Offer Agent reserves the rights to make the payment by cheque issued by Krungthai Bank Public Company Limited. In that case, the Tender Offer Agent will contact the Offeree to collect the cheque in person or will send the cheque by registered post to the address specified in the Acceptance Form according to the details specified in Clause 3.2.

3.2 The Offeree would like to receive payment by cheque

The Tender Offer Agent shall make the payment for the sale shares by cheque. In the case where the Offeree deposits the cheque into a bank account outside of the clearing house in Bangkok area, the clearing process may take approximately 7 to 15 days (depending on each bank's procedures). The Offeree may collect the cheque by either two of the following methods:

- (1) Cheque collection in person, by presenting the Acceptance Form at the office of the Tender Offer Agent as specified below:

Khun Raviwan Thongsing or Khun Tidarat Thongmee or Khun Rachanee Tieansam
Operation Services Department, Krungthai Xspring Securities Company Limited
15th Floor, Liberty Square Building,
287 Silom Road, Bangrak, Bangkok 10500
Tel : 02 695 5036 or 02 695 5056 or 02 695 5513

The Offeree can collect the cheque from 20 December 2024 onwards, which is the second business day following the last day of the Offer Period (only business days), between 9.00 a.m. to 4.00 p.m. However, if the Offeree does not collect the cheque within 14 business days the payment date which is 13 January 2025, the Tender Offer Agent will send the cheque via registered post to the address specified in the Acceptance Form.

Under any circumstances, after the payment cheque has been duly sent to the Offeree by registered post at the address specified in the Acceptance Form, it will be deemed that the Offeree has duly received the full payment for the sale shares and the Offeree will no longer have the right to claim any interest or damages.

In the case that the Offeree cannot collect the cheque by himself/herself, the power of attorney authorizing the authorized representative affixed with THB 10 stamp duty and

a certified true copy of the identification documents of the Offeree and the authorized representative as specified in Clause 1.2.4. are required.

- (2) Cheque collection by registered post at the address specified in the Acceptance Form.

In the case where the Offeree chooses to receive a cheque by registered post, the Tender Offer Agent shall send the cheque to the address specified in the Acceptance Form. The Offeree may receive the cheque later than the second business day after the last day of the Offer Period, which is 20 December 2024.

Under any circumstances, after the payment cheque has been duly sent to the Offeree by registered post at the address specified in the Acceptance Form, it will be deemed that the Offeree has duly received the full payment for the sale shares and the Offeree will no longer have the right to claim any interest or damages.

3.3 Share Payment

The payment of the sale shares made in accordance with Clause 3.1 or 3.2 above is conditional upon receipt by the Tender Offer Agent of a complete and accurate set of the Acceptance Form as specified in Clause 1.1 and the identification documents of the Offeree as specified in Clause 1.2, as the case may be, including the evidence of share transfer to the account.

For the convenient and fast payment to the Offeree, it is recommended that the Offeree chooses to receive the payment by automatic transfer to a bank account specified in Clause 3.1. There is no transfer fee or any other service charge payable by the Offeree. In case the Offeree chooses to receive the payment by cheque, the Tender Offer Agent will pay by cheque issued by Krungthai Bank Public Company Limited. If the Offeree deposits the cheque in a bank account outside the area of the clearing house in Bangkok area, the clearing process may take approximately 7 to 15 business days and there may be fee charged by the clearing house.

Remark: In case of the share certificate, the Tender Offer Agent will make payment to the Offeree on a condition that the share certificate has been verified by and deposited with the TSD. If the share certificate is rejected by the TSD, the Tender Offer Agent will not make any payment to the Offeree and will contact the Offeree to collect all the documents back from the Tender Offer Agent at the address specified in Clause 1.3.1 on the next business day following the date of notification from the Tender Offer Agent.

The Offeree, who is a juristic person registered under laws of Thailand, shall be responsible for withholding tax at the rate of 3 percent of the brokerage fee and shall issue a withholding tax certificate to Krungthai Xspring Securities Company Limited, the Tender Offer Agent, as detailed below:

Name of person being withheld tax	: Krungthai Xspring Securities Company Limited
Address	: 15th Floor, Liberty Square Building, 287 Silom Road, Silom, Bangrak, Bangkok 10500
Tax ID	: 0105543050517
Withholding tax date	: Settlement date, which is 20 December 2024
Form	: P.N.D. 53
Type of assessable income	: Fee, brokerage fee etc. under Section 40(2)

4. Rights of Securities Holders Having Expressed Their Intention to Accept the Tender Offer

The Offeror will make payment of the sale shares to the Offerees through the Tender Offer Agent in accordance with the payment method selected by the Offeree specified in Clause 3.

If an event occurs resulting in a change of the Offer Price as specified in Part 1 Clause 8, the Offeror will proceed with the following procedure:

- 4.1 In the case that the Offer Price is reduced, the Offeror will make payment for all sale shares at the reduced price to all Offerees. Except for the number of shares which an Offeree has irrevocably tendered before the Offeror announces the reduction in the Offer Price, the Offeror will make payment for all such sale shares at the original Offer Price applicable before the reduction is made.
- 4.2 In the case that the Offer Price is increased, the Offeror will make payment for all sale shares at the increased price to all Offerees.

The Offeror and the Tender Offer Agent shall consider that the Offeree has agreed to and accepted any changes in the Offer Price.

5. Conditions for Cancellation of the Intention to Accept the Tender Offer

- 5.1 The last day that the Offeree can cancel the acceptance of the Tender Offer is the day falling the 20th business day of the Offer Period, which is 11 December 2024.

The Offeree can cancel its acceptance of the Tender Offer at the office of the Tender Offer Agent as specified in Clause 1.3.1, on any business day from 12 November 2024 to 11 December 2024 (a total of 20 business days) between 9.00 a.m. and 4.00 p.m. (the "**Cancellation Period**").

5.2 Cancellation Procedures

- 5.2.1 Complete and sign the "**Tender Offer Cancellation Form of V.L. Enterprise Public Company Limited**" (the "**Cancellation Form**") as per Attachment 3 (2) in respect of ordinary shares together with the signature of the Offeree who is canceling the Tender Offer Acceptance, clearly, completely and accurately; and

- 5.2.2 Enclose the following supporting documents:

- (1) Evidence of the receipt of the share certificate, a scripless share transfer slip issued by the TSD or an NVDR transfer slip, together with the receipt of the Acceptance Form.
- (2) If the Offeree who is canceling the Tender Offer Acceptance is:
 - **Thai individual:** A certified true copy of the valid identification card in both front and back sides (in case of the lifetime identification card, please attach a certified true copy of the house registration with the page showing the address and the name of the Offeree) (in the case of a minor, please attach the parents' consent (father and mother) together with a certified true copy of the valid identification card or identification documents of the parents and a certified true copy of the house registration with the page showing the address and the name of the parents and a minor) (in the case that the Offeree is an executor of a will, the Offeree must submit a copy of the court order appointing the Offeree as the executor and a certificate indicating that the case has been finalized prior to the submission date of the Acceptance Form that are issued not more than 1 year prior to the submission date of the Acceptance Form, a certified true copy of the death certificate, a certified true copy of the identification card or identification documents and the house registration of the executor).
 - **Foreign individual:** A certified true copy of the valid alien certificate or passport.
 - **Juristic person registered under laws of Thailand:** A copy of the most updated juristic person's affidavit issued by the Ministry of Commerce not more than 6 months prior to the last day of the Offer Period, certified by an authorized signatory(ies) of the juristic person and affixed with the company's seal (if any) and a certified true copy of the valid identification card of the authorized signatory(ies) certifying the above affidavit. In the case that the authorized signatory(ies) is a foreigner, a certified true copy of the valid alien certificate or passport is required.
 - **Juristic Person registered under foreign laws:** A certified true copy of the certificate of incorporation, memorandum of association, and affidavit issued by an authorized officer of the juristic person or government authority of the country where the juristic person is domiciled, certifying the name of the juristic person, the name of the authorized signatory(ies) of the juristic person, head office location, and any condition for signing authorization to bind the juristic person, issued not more than 6 months prior to the last day of the Offer Period, all certified by the authorized signatory(ies) of the juristic person and affixed with the company's seal (if any) and a certified true copy of the valid identification card of the authorized signatory(ies) certifying the above

documents. In the case that the authorized signatory(ies) is a foreigner, a certified true copy of the valid alien certificate or passport is required.

For all of the aforementioned certified supporting documents, the signature of the person(s) preparing or certifying documents thereon must be certified by a Notary Public or by any other authorized agency in a country where such documents were prepared or certified, which issued not more than 6 months prior to the last day of the Offer Period.

In the case that the title, name, or surname of the Offeree appeared on the share certificate is different from that appeared on the identification card, or in the case of the juristic person's name of the Offeree appeared on the share certificate is different from that appeared in the affidavit issued by the Ministry of Commerce (in case of juristic person registered under the laws of Thailand) or the Certificate of Company Registration (in case of juristic person not registered under the laws of Thailand), the Offeree must complete the "Application for Amending Securities Holder Records" prescribed by the TSD in Attachment 2 (3) and attach a certified true copy of evidence of such amendment issued by the government authority with certified true copy. The new information must be the same as that stated in the identification card or the affidavit issued by the Ministry of Commerce (in case of juristic person registered under the laws of Thailand) or the Certificate of Company Registration (in case of juristic person not registered under the laws of Thailand), as the case may be.

- (3) If the Offeree wishes to request a returning of shares through the TSD for further deposit into the Issuer Account no. 600, he/she must complete TSD-403 as per Attachment 6 and submit the completed TSD-403 together with an additional set of the identification documents as specified in Clause 5.2.2 (2).

5.2.3 In the case that the Offeree is not able to be present in person:

The Offeree must submit a power of attorney authorizing the authorized representative to cancel the acceptance of the Tender Offer as per Attachment 3 (3) affixed with THB 10 stamp duty, together with a certified true copy of the identification documents of the Offeree and the authorized representative as specified in Clause 5.2.2, as the case may be.

In the case of authorizing a custodian to exercise the rights of the Offeree, the power of attorney authorizing the custodian is required, provided that the documents set out in Clause 5 must be signed by the custodian and the document specifying the

custodian's authorized person, together with a certified true copy of the identification documents of such authorized person as specified in Clause 5.2.2 must be provided.

- 5.2.4 Submit the completed "Cancellation Form" together with other supporting documents specified in Clause 5.2.2 at the office of the Tender Offer Agent at the address specified in Clause 1.3.1 within the Cancellation Period.

The Tender Offer Agent will not accept any documents related to the cancellation of the Tender Offer Acceptance that are delivered by post.

- 5.2.5 Upon the receipt and verification of the Cancellation Form and other supporting documents set out in Clause 5.2.2, properly completed and duly executed, which are submitted within the time specified, the Tender Offer Agent will proceed transferring the shares in form of scripless and NVDR as follows:

The Tender Offer Agent shall transfer the shares through the TSD to the Offeree's broker account as specified in the Cancellation Form on the next business day after the Cancellation Form is submitted (for transferring shares to the Offeree's broker account). The Offeree must pay a share transfer fee of THB 50 per transaction to the Tender Offer Agent.

Remark: The tendered shares will be returned to the Offeree in the form of the TSD scripless form or shares deposited with the TSD under the Issuer Account no. 600. Change to the form of the returned shares is not permitted. For any Offeree who expresses his/her intention to tender NVDR, the relevant NVDR will be returned through the TSD.

6. Procedure for Returning the Securities in Case of the Tender Offer Cancellation

In case of the cancellation of the Tender Offer as specified in Part 1 Clause 9, the Offeror will send a written notice of cancellation, clarifying the reason thereof, to the SEC, the Business and all shareholders of the Business whose names appear in the most recent share register book, within the next business day following the end of the last business day that the SEC might object the Offeror's cancellation (the SEC has the power to object the Offeror's cancellation of the Tender Offer within 3 business days after the SEC has been notified). In addition, the Offeror will also publish the cancellation of the Tender Offer and the reasons thereof through the SET's channels, so that the Offeree can follow up on the news of such cancellation. Then, the Tender Offer Agent will transfer the shares through the TSD system in form of scripless and NVDR to the Offeree's broker account as specified in the Acceptance Form within the next business day after the Offeror announces the cancellation of the Tender Offer. However, if the Offeree does not have a trading account with broker account, the Tender Offer Agent will deposit shares with the TSD under the Issuer Account no. 600 instead.

7. Determination of the Offer Price

The Offer Price for ordinary shares determined by the Offeror is THB 1.24 (One Point Two Four Baht) per share. The Offer Period is from 12 November 2024 to 18 December 2024 (25 business days in total).

7.1 Method of the Offer Price Determination

The Offer Price of THB 1.24 (One Point Two Four Baht) per share was determined by the Offeror based on the fair value of the Business from a valuation report dated 10 September 2024 issued by an independent financial advisor. Such independent financial advisor determined the fair value of the Business's shares using various internationally accepted valuation methods, including: (1) the market-based approach which comprises consideration of the comparative ratios of Comparable Company Multiples, Comparable Transaction Multiples, and the volume-weighted average price (VWAP) of the historical price of the Business's shares; and (2) the Net Asset Value approach (NAV), which adjusts the book value of the Business by the fair value of the Business's assets.

The Offer Price of THB 1.24 per share (One Point Two Four Baht) is based on the valuation using the NAV approach, which adjusts the book value of the Business by the fair value of the Business's assets.

7.2 The highest price at which the Offeror or persons under Section 258 of the Offeror acquired the Business's shares during the period of 90 days prior to the date on which the Tender Offer is submitted to the SEC

The highest price of the Business's ordinary shares that the Offeror acquired during the period of 90 days prior the date on which the Tender Offer document is submitted to the SEC is THB 1.15 (One Point One Five Baht) per share.

8. Share Acquisition prior to the Tender Offer (Applicable Only to the case of Partial Tender Offer Pursuant to Chapter 5 of the Notification TorChor. 12/2554)

- Not applicable as the Offeror intends to make a tender offer for all securities of the Business -

Part 5**Certification of Information****Certification of the Information by the Offeror**

We hereby certify that:

- 1) We intend to conduct this Tender Offer;
- 2) The Offer Price in this Tender Offer is in accordance with the provision of the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for the Business Takeover (as amended);
- 3) We intend to comply with the plan which we have specifies in this Tender Offer; and
- 4) Information contained in this Tender Offer is correct and accurate and there is no information contained herein that may lead other persons to misunderstanding in any material aspects and no concealment is made of any material information.

Bongkot Holdings Limited

- Mr. Khalid Moinuddin Hashim-

(Mr. Khalid Moinuddin Hashim)
Authorized Director

- Mr. Gautam Khurana -

(Mr. Gautam Khurana)
Authorized Director

The Offeror

Certification of the Information by the Tender Offer Preparer

We, as the Tender Offer Preparer, have complied with the requirements set out in the Notification of the SEC Re: Approval for Financial Advisors and a Scope of Work and hereby certify that:

- 1) We have reviewed and considered that the information of the Offeror disclosed in this Offer Tender is accurate and complete, and there is no information that may lead other persons to misunderstanding in any material aspects and no concealment is made of any material information;
- 2) We have reviewed the financial evidence and considered that the Offeror can fulfill the obligations under the above Tender Offer;
- 3) We have reviewed the business policies and plans of the Business as stated in Clause 2 of Part 3 regarding Information of the Business and considered that:
 - a) The Offeror can comply with the policies and plans of the business operation as mentioned;
 - b) The assumptions of making the policies and plans of business operation have been prepared reasonably; and
 - c) The effects and risks on the Business or securities holders are clearly and adequately explained;
- 4) We have examined evidence on the acquisition of securities of the Business by the Offeror or the person(s) under Section 258 of the Offeror during 90 days before the date of the submission of the Tender Offer and the Offer Price, and have no doubt on the conformity of the Offer Price with the regulation under the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended); and
- 5) We have carefully and prudently studied and reviewed the completeness and accuracy of the information contained in this Tender Offer and viewed that the information is complete and correct and that there is no information contained herein that may lead other persons to misunderstanding in material aspects and no concealment is made of any material information;

Krungthai Xspring Securities Company Limited

- Mr. Prachitpol Himathongkam -

(Mr. Prachitpol Himathongkam)

Chief of Investment Banking Group

The Tender Offer Preparer

Attachment 1

Confirmation Letter on Source of Funds for the Tender Offer

PRECIOUS SHIPPING PUBLIC COMPANY LIMITED

8 North Sathorn Road, 7th Floor,
Silom, Bangkok, Bangkok 10500,
THAILAND
Mailing Address :
G.P.O. Box 915, Bangkok 10501, THAILAND

Tel: (662) 696 8800
Fax: (662) 236 7654, 633 8460
E-mail: psk@preciousshipping.com
Home Page: <http://www.preciousshipping.com>

Registration No. 0107537000629



5 November 2024

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

**Subject : Financial Support for the Tender Offer for all Securities of V.L.
Enterprise Public Company Limited by Bongkot Holdings Limited**

Reference is made to the intention of Bongkot Holdings Limited (the "Offeror"), a wholly-owned subsidiary of Precious Shipping Public Company Limited ("PSL") in which PSL holds 100.00 percent of its total issued and paid-up shares, to make a tender offer for all securities of V.L. Enterprise Public Company Limited ("VL") through the Conditional Voluntary Tender Offer (the "Tender Offer").

We, as a major shareholder of the Offeree, are writing this letter to confirm that we will provide full financial support to the Offeror for the payment obligations under the Tender Offer for all securities of VL (excluding the shares currently held by the Offeror itself, which will not be sold in the Tender Offer) which shall not exceed Baht 1,281,196,786.60 for 1,033,223,215 ordinary shares at the Offer Price of THB 1.24 per share. We also confirm that we and our subsidiaries have sufficient available cash and cash equivalents and/or sources of fund for providing full financial support to the Offeror as mentioned above.

For illustration purposes, please be informed that, as of 1 November 2024, PSL holds a cash balance of Baht 1,337,000,000 in a bank account with United Overseas Bank (Thai) Public Company Limited. In addition, as of 4 November 2024, PSL holds a cash balance of USD 10,209,171.44 in bank account with Krung Thai Bank Public Company Limited.

Yours sincerely,

Precious Shipping Public Company Limited


Khalid Moinuddin Hashim
Managing Director




Gautam Khurana
Executive Director



ธนาคารยูโอบี (ไทย) จำกัด (มหาชน)
 ยูโอบี พลาซ่า กรุงเทพฯ 690 สุขุมวิท แขวงคลองตัน
 เขตคลองตัน กรุงเทพฯ 10110

United Overseas Bank (Thai) Public Company Limited Head Office
 UOB Plaza Bangkok, 690 Sukhumvit Road,
 Khlong Tan, Khlong Toei, Bangkok 10110 Thailand
 Tel (66) 2343 3000 Fax (66) 2287 2973 | UOB.co.th
 ธนาคารยูโอบี จำกัด (มหาชน) Co. Reg. No. 007535000176

Ref. No. AIS 7851/2024

November 1, 2024

To Whom It May Concern

Dear Sir/ Madam

Letter of Reference for **PRECIOUS SHIPPING PUBLIC COMPANY LIMITED**

Our customer, **PRECIOUS SHIPPING PUBLIC COMPANY LIMITED** has requested that we provide the following information for its application.

Our customer currently maintains the following account with our Thaiwa Tower Branch.

<u>Account</u>	<u>Date Account Opened</u>	<u>Account Balance at</u> <u>1/11/2024</u>
Saving Deposit Account # 794-168-981-0	15/10/2024	THB 1,337,000,000.00

The Bank assumes no responsibility for your reliance on this letter which is given based on current knowledge of the customer's relationship with the Bank.

Yours faithfully,

For United Overseas Bank (Thai) Public Company Limited

Pav. 01234

(Miss Patchareeporn Thongsringam)
 Authorized Signatory



Thaiwa Tower Branch Tel. No. 66(0) 2285 0092-4

Retail Recon & Investigations Centre Department Tel No. 66(0) 2093 2937, 66(0) 2093 2940, 66(0) 2093 2942, 66(0) 2093 2946



FRTD. 212 /2024

Nov 04, 2024

To whom it may concern

Balance Confirmation of Precious Shipping Public Company Limited

We, Krung Thai Bank Public Company Limited, hereby confirm report that at close of business on our records showed the following balance as of Nov 04, 2024 to credit of Precious Shipping Public Company Limited details as below:

Type of Account	Account No.	The Ending Balance Nov 04, 2024
Saving Account	800-0-00001-881	USD 10,209,171.44

(USD:TEN MILLION TWO HUNDRED NINE THOUSAND ONE HUNDRED SEVENTY ONE AND 44/100)

The foregoing information is given in confidence.

Yours Sincerely,

(Pavit Kasemchatchavalwong)

AVP and Manager

Foreign Remittance Transaction Div.

Foreign Currency Deposit Account Division

Tel 02-208-4906

Attachment 2

Tender Offer Acceptance Procedure and Form

- 2 (1) Tender Offer Acceptance Procedure
- 2 (2) Tender Offer Acceptance Form of V.L. Enterprise Public Company Limited
- 2 (3) Application for Amending Securities Holders Records
- 2 (4) Confirmation of Securities Cost Form
- 2 (5) Power of Attorney for the Tender Offer Acceptance

Tender Offer Acceptance Procedure

Ordinary shareholders of V.L. Enterprise Public Company Limited

For Share Certificate

For share in the scripless system

1. Complete Tender Offer Acceptance Form

1. Complete Tender Offer Acceptance Form

2. Endorse the back of the share certificate

2. Notify a securities company, which the Offeree keeps securities trading account to transfer the offered securities to following account:

2.1 For Thai Shareholders

"บริษัทหลักทรัพย์ กรุงไทย เอ็กซ์สปริง จำกัด เพื่อแทนเคอร์ออฟเฟอร์"

Account No. 248-000000013-3

For Foreign Securities Holders and NVDR

"KRUNGTHAI XSPRING SECURITIES COMPANY LIMITED FOR TENDER OFFER"

Account No. 248-000000013-3

2.2 In case that the Offeree has shares deposited with TSD, in scripless form, via the securities broker whom the Offeree has the brokerage account with, the Offeree must contact the securities company which the Offeree has the brokerage account and deposit the shares with to transfer tendered scripless shares into the following account in 2.1

2.3 In case of shares deposited with TSD, under the issuer account no. 600, the Offeree must complete and sign, accurately and completely, and submit the form "Application for Securities Transfer between the Issuer Account and the Depository Participant Account ("TSD-403"), together with 1 set of identification documents of securities holder, according to the type of person indicating in 3. In order to transfer tendered scripless shares into the following account in 2.1, in addition to the Tender Offer Acceptance Form with 1 set of relate supporting documents within 16 December 2024 or at least 2 business days prior to the last day of the Offer Period

3. Enclose the following supporting documents:

1) Thai Individual

- A certified true copy of front and back of valid identification card (for DOPA verification)
- In case of a copy of lifelong identification card, a certified true copy of household registration is required. The name and address shown on such household registration must be the same as shown on the lifelong identification card.

2) Foreign Individual

- A certified true copy of valid alien certificate or passport.

3) Thai Juristic Person

- 3.1 A copy of affidavit issued by the Ministry of Commerce (MOC) not more than 6 months prior to the last day of the Offer Period, certified by authorized signatory, and affixed with company seal (if any); and
- 3.2 A copy of documents specified in 1) or 2) (as the case may be) of authorized director(s) who certify(ies) true copy of the document specified in 3.1 above.

4) Foreign Juristic Person

- 4.1 A copy of the Certificate of Incorporation and corporate affidavit issued by the officer of the juristic person or the government authority of the country where the juristic person is domiciled, certifying the name of the juristic person, the name of the authorized person, the location of head office and power or conditions of signing authorization and issued, not more than 6 months prior to the last day of the Offer Period, certified by authorized signatory, and affixed with company seal (if any); and
- 4.2 A copy of documents specified in 1) or 2) (as the case may be) of authorized director(s) who certify(ies) true copy of the document specified in 4.1 above.

Each copy of the certified documents in 4.1 and 4.2 must be certified by the Notary Public, which issued not more than 6 months prior to the last day of the Offer Period.

5) A foreign juristic person not carrying on business in Thailand and does not reside in country which entered into a double taxation treaty with Thailand or such treaty was not exempted from withholding tax on capital gain from sale of shares in Thailand

The Offeree is required to fill in the Form of Confirmation of Cost of Tendered Shares. If the Offeree fails to declare the cost of tendered shares and provide the evidence to the satisfaction, the Tender Offer Agent will deduct the withholding tax based on the entire proceeds to be received by the Offeree from the sale of the securities.

Additional documents required in case of security holder's authorized representative

1. Power of Attorney affixed with THB 10 or THB 30 stamp duty (as the case may be)
2. Certified true copy of identification documents of the Offeree and the authorized representative as specified in 1) or 2) or 3) or 4) above (as the case may be)

4. Kindly submit all documents to:

Khun Raviwan Thongsing or Khun Tidarat Thongmee or Khun Rachanee Tieansam,
Operation Services Department, Krungthai Xspring Securities Company Limited

15th Floor, Liberty Square Building, 287 Silom Road, Bangrak, Bangkok 10500 Tel : 02 695 5036 or 02 695 5056 or 02 695 5513

Or send to your broker that you have the trading account and deposited the securities to collect all documents and further submitting them to Krungthai Xspring Securities

The holder of share certificate should submit the Tender Offer Acceptance Form, together with the supporting documents at least 2 business day prior to the last business day of the Offer Period. The Tender Agent will not accept any documents submitted by mail.

Tender Offer Acceptance Form of V.L. Enterprise Public Company Limited

Date..... Receipt No.

To Bongkot Holdings Limited (the "Offeror") and Krungthai Xspring Securities Company Limited (the "Tender Offer Agent")

I/We (Mr./Mrs./Miss/Company/Other (Please specify))..... ("Offeree") Nationality.....

Address (that can be reached via mail)..... Soi..... Road..... Tambon/Sub-district.....

Amphur/District..... Province..... Postal Code..... Country.....

Contact Telephone No. E-mail Address.....

Type of the Offeree

Thai Individual Foreign Individual

Identification Card / Alien Certificate / Passport No.

Thai Juristic Person Foreign Juristic Person Operating Business in Thailand Foreign Juristic Person Not Operating Business in Thailand

Certificate of Incorporate No.

Please provide information about occupations and workplace as financial institutions have a duty comply with the Anti-Money Laundering Laws and Prime Minister Office Notification on Customer Identification Methodology for Financial Institutions and the Ministerial Regulation on Customer Due Diligence.

Business Owner / Business Type: Trading of precious stones / diamonds / gems / gold or ornaments decorated with precious stones, diamonds, gems, or gold Trading in antiques under the law governing selling by auction and trading in antiques Exchange of currency, both natural and legal person Funds of value transfer service, domestic or cross-border that is not a financial institution Casino / gambling house business Entertainment facility under the law governing entertainment facility Armament Employment agent to accepting foreigner to work in the kingdom or sends people to work abroad Travel / Tour Agent Other (Please specify)

Workplace (Please specify name and address)

Date of Birth (Date of Registration as a Juristic Person).....In case of a foreigner (please specify address in the country of citizenship).....

Address in Thailand

Source of income from Thailand Other (Please specify the country).....In case of Politically Exposed Person (please specify position).....

Source of Fund (Can select more than 1 option):

Individual Person: Savings Self Employment Salary Investment Income / Inheritance Others (Please specify).....

Juristic Person: Income from Business Others (Please specify)..... Tax payer ID (13 digit).....

Purpose of the transaction is to sell ordinary shares of V.L. Enterprise Public Company Limited and hereby accept to sell the ordinary shares of V.L Enterprise Public company Limited in the amount of shares (.....) at the price of THB 1.24 (One Point Two Four Baht) per share and the net price after commission fee, 0.25 percent of the Offer Price, and VAT (7 percent of commission fee) will equal to THB **1.236683 (One Point Two Three Six Six Eight Three Baht)** per share or a total value of THB (.....) subject to terms and conditions stated in the Tender Offer document and understand that selling of such securities is irrevocable in any circumstance except for the cancellation under the terms and conditions stated in the Tender Offer document and hereby agree to comply with all the terms and conditions stated in the Tender Offer.

I/We hereby appoint Krungthai Xspring Securities Company Limited as my/our proxy to sell, transfer, deliver and arrange the payment procedure and process any other necessary deeds relevant to the terms and conditions stated in the Tender Offer document.

<input type="checkbox"/> Share Certificate		<input type="checkbox"/> Shares transfer through TSD			No. of Ordinary Shares
Name of Registration Shareholder	Share Certificate No.	Brokerage No.(Participant No.)	Transfer No.	Transfer Date	
Total					

In case the transaction amount is equals to or more than THB 100,000, please indicate the Beneficial Owner:

Investor is the Beneficial Owner Others (Please specify).....

"Beneficial Owner is the individual person who ultimately owns or controls a customer or has control over the relationship between a customer and the financial institution or a person on whose behalf a transaction is being conducted, including those persons who exercise ultimate effective control over a juristic person."

Payment Method:

Transfer to Bank Account 1.KTB 2.BBL 3.KBANK 4.BAY 5.SCB 6.TTB 7.UOB

Branch.....Type of Account Account No.

(The account name must be the same as the offeree name, please attached a certified copy of the first page of saving deposit passbook or current account statement with this form)

Cheque collection In person or by authorized representative at Krungthai Xspring Securities Company Limited via registered mail to addressed (contactable by mail) above

I/We hereby attached the required documents for the selling transaction including endorse the ordinary share certificate with the holder's signature and/or the document of the share transfer into the account of "บริษัทหลักทรัพย์ กรุงเทพ เอ็กซ์สปริง จำกัด เพื่อค้าเสนอซื้อ" Account No. 248-000000013-3 for local securities holders "KRUNGTHAI XSPRING SECURITIES CO.,LTD FOR TENDER OFFER" Account No. 248-000000013-3 for foreign securities holders, and certified copy of the identification card and/or certified copy of company affidavit (in case of juristic person).

I/We certified that all such sold ordinary shares are free from any pledge and liabilities.

Signature.....proxy Signature.....Offeree

(.....) (.....)

Receipt of Tender Offer Acceptance Form of V.L Enterprise Public Company Limited

Date Receipt No.

Krungthai Xspring Securities Company Limited has received the Tender Offer Acceptance Form of the Ordinary Shares of V.L. Enterprise Public Company Limited and the following:

Share certificate for the total number ofshares Transfer slip through TSD for the total number ofshares

From (Mr./Mrs./Miss/Company/Others (Please specify)by the following method.

Transfer payment to bank account 1.KTB 2.BBL 3.KBANK 4.BAY 5.SCB 6.TTB 7.UOB

Branch Type Account Account Number

Cheque collection in person or by authorized representative at Krungthai Xspring Securities Company Limited via registered mail to addressed above

Signature.....Recipient
(.....)

Attachment 2 (2)

ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name	ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name
BROKER			
002	บริษัทหลักทรัพย์ทิสโก้ จำกัด TISCO SECURITIES COMPANY LIMITED	032	บริษัทหลักทรัพย์ ดาโอ (ประเทศไทย) จำกัด (มหาชน) DAOL SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
003	บริษัทหลักทรัพย์ พาย จำกัด (มหาชน) PI Securities Public Company Limited	034	บริษัทหลักทรัพย์ฟิลลิป (ประเทศไทย) จำกัด (มหาชน) PHILLIP SECURITIES (THAILAND) PUBLIC CO.,LTD.
004	บริษัทหลักทรัพย์ ดีบีเอส วิกเคอร์ส (ประเทศไทย) จำกัด DBS VICKERS SECURITIES (THAILAND) CO.,LTD	038	บริษัทหลักทรัพย์ บียอนด์ จำกัด (มหาชน) Beyond Securities Public Company Limited
005	บริษัทหลักทรัพย์ แลนด์ แอนด์ เฮ้าส์ จำกัด (มหาชน) LAND AND HOUSES SECURITIES PUBLIC COMPANY LIMITED	048	บริษัทหลักทรัพย์ ไอรา จำกัด (มหาชน) AIRA SECURITIES PUBLIC COMPANY LIMITED
006	บริษัทหลักทรัพย์ เกียรติพาณิชย์ จำกัด (มหาชน) Kiatnakin Phatra Securities Public Company Limited	050	บริษัทหลักทรัพย์ เอเอสแอล จำกัด ASL SECURITIES COMPANY LIMITED
007	บริษัทหลักทรัพย์ ซีจีเอส อินเตอร์เนชันแนล (ประเทศไทย) จำกัด CGS INTERNATIONAL SECURITIES (THAILAND) COMPANY LIMITED	051	บริษัทหลักทรัพย์ เอสบีไอ ไทย ออนไลน์ จำกัด SBI THAI ONLINE SECURITIES CO.,LTD.
008	บริษัทหลักทรัพย์ เอเชีย พลัส จำกัด ASIA PLUS SECURITIES COMPANY LIMITED	052	บริษัทหลักทรัพย์ จีเอ็มโอ-แซด คอม (ประเทศไทย) จำกัด (มหาชน) GMO-Z com Securities (Thailand) Public Company Limited
010	บริษัทหลักทรัพย์ เมอร์ริล ลินช์ (ประเทศไทย) จำกัด MERRILL LYNCH SECURITIES (THAILAND) LIMITED	053	บริษัทหลักทรัพย์ ลิเบอเรเตอร์ จำกัด LIBERATOR SECURITIES CO.,LTD.
011	บริษัทหลักทรัพย์ กสิกรไทย จำกัด (มหาชน) KASIKORN SECURITIES PUBLIC COMPANY LIMITED	200	บริษัทหลักทรัพย์ เมย์แบงก์ (ประเทศไทย) จำกัด (มหาชน) MAYBANK SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
013	บริษัทหลักทรัพย์ เคจีไอ (ประเทศไทย) จำกัด (มหาชน) KGI SECURITIES (THAILAND) PUBLIC CO.,LTD.	211	บริษัทหลักทรัพย์ ยูบีเอส (ประเทศไทย) จำกัด UBS SECURITIES (THAILAND) LTD.
015	บริษัทหลักทรัพย์ คิงส์ฟอร์ด จำกัด (มหาชน) KINGSFORD SECURITIES PUBLIC COMPANY LIMITED	221	บริษัทหลักทรัพย์ เมอร์ชันทน์ พาร์ตเนอร์ จำกัด (มหาชน) MERCHANT PARTNERS SECURITIES LIMITED.
016	บริษัทหลักทรัพย์ ธนชาต จำกัด (มหาชน) THANACHART SECURITIES PUBLIC COMPANY LIMITED	224	บริษัทหลักทรัพย์ บิวหลวง จำกัด (มหาชน) BUALUANG SECURITIES PUBLIC COMPANY LIMITED
019	บริษัทหลักทรัพย์ หยวนต้า (ประเทศไทย) จำกัด YUANTA SECURITIES (THAILAND) COMPANY LIMITED	225	บริษัทหลักทรัพย์ ซี แอล เอส เอ (ประเทศไทย) จำกัด CLSA SECURITIES (THAILAND) LTD.
022	บริษัทหลักทรัพย์ ทรีนิตี จำกัด TRINITY SECURITIES CO.,LTD.	229	บริษัทหลักทรัพย์ เจพีมอร์แกน (ประเทศไทย) จำกัด JPMORGAN SECURITIES (THAILAND) LIMITED
023	บริษัทหลักทรัพย์ อินโนเวสต์ เอกซ์ จำกัด InnovestX Securities Co., Ltd.	230	บริษัทหลักทรัพย์ โกลเบล็ก จำกัด GLOBLEX SECURITIES COMPANY LIMITED
026	บริษัทหลักทรัพย์ ยูบี เคบีเอียน (ประเทศไทย) จำกัด (มหาชน) UOB KAY HIAN SECURITIES (THAILAND) PUBLIC CO.,LTD.	242	บริษัทหลักทรัพย์ ซิตีคอร์ป (ประเทศไทย) จำกัด CITICORP SECURITIES (THAILAND) LIMITED
027	บริษัทหลักทรัพย์ อาร์เอชบี (ประเทศไทย) จำกัด (มหาชน) RHB SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	244	บริษัทหลักทรัพย์ แมคควารี (ประเทศไทย) จำกัด MACQUARIE SECURITIES (THAILAND) LIMITED
029	บริษัทหลักทรัพย์ กรุงศรี จำกัด (มหาชน) KRUNGSRI SECURITIES PUBLIC COMPANY LIMITED	248	บริษัทหลักทรัพย์ กรุงไทย เอ็กซ์สปริง จำกัด Krungthai XSpring Securities Company Limited
030	บริษัทหลักทรัพย์ ไอวี โกลบอล จำกัด (มหาชน) I V GLOBAL SECURITIES PUBLIC CO., LTD.	924	บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน) FINANSIA SYRUS SECURITIES PUBLIC COMPANY LIMITED
SUB-BROKER			
258	บริษัท หลักทรัพย์ เคเคพี ไดม์ จำกัด KKP DIME SECURITIES COMPANY LIMITED		
CUSTODIAN			
236	ธนาคาร ทิสโก้ จำกัด (มหาชน) TISCO BANK PUBLIC COMPANY LIMITED	329	ธนาคารทหารไทยธนชาต จำกัด (มหาชน) TMBThanachart Bank Public Company Limited
245	ธนาคารทหารไทยธนชาต จำกัด (มหาชน) TMBThanachart Bank Public Company Limited	330	ธนาคารฮ่องกงและเซี่ยงไฮ้แบงกิงคอร์ปอเรชั่น จำกัด (เพื่อตราสารหนี้) THE HONGKONG AND SHANGHAI BANKING CORP.,LTD.BKK.-BOND
301	ธนาคารซีทีแบงก์ เอ็น.เอ.(CUSTODY SERVICES) CITIBANK, N.A. - CUSTODY SERVICES	334	บริษัทหลักทรัพย์ เพ็ชรกิจหลักทรัพย์ จำกัด (มหาชน) TSFC SECURITIES PUBLIC COMPANY LIMITED - CUSTODIAN
302	ธนาคารไทยพาณิชย์ จำกัด (มหาชน) THE SIAM COMMERCIAL BANK PUBLIC CO.,LTD.	336	ธนาคารเกียรตินาคินภัทร จำกัด (มหาชน) Kiatnakin Phatra Bank Public Company Limited
303	ธนาคารกรุงเทพ จำกัด (มหาชน) - ผู้รับฝากทรัพย์สิน BANGKOK BANK PUBLIC COMPANY LIMITED-CUSTODY	337	ธนาคารทหารไทยธนชาต จำกัด (มหาชน) TMBThanachart Bank Public Company Limited
304	ธนาคารฮ่องกงและเซี่ยงไฮ้ แบงกิง คอร์ปอเรชั่น จำกัด THE HONGKONG AND SHANGHAI BANKING CORP.,LTD.BKK.	339	ธนาคาร ทิสโก้ จำกัด (มหาชน) (เพื่อรับฝากทรัพย์สิน) TISCO BANK PUBLIC COMPANY LIMITED (CUSTODIAN)
305	ธนาคารกรุงไทย จำกัด (มหาชน) THE KRUNG THAI BANK PUBLIC CO.,LTD.	340	ธนาคาร เจพีมอร์แกน เชส (เพื่อการค้าตราสารหนี้) JPMORGAN CHASE BANK (BOND TRADING)
308	ธนาคารกสิกรไทย จำกัด (มหาชน) KASIKORNBANK PUBLIC COMPANY LIMITED	343	ธนาคาร ซีไอเอ็มบี ไทย จำกัด (มหาชน) CIMB THAI BANK PUBLIC COMPANY LIMITED
312	ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน) STANDARD CHARTERED BANK (THAI) PUBLIC CO.,LTD.	350	บริษัทหลักทรัพย์ สยามเวลธ์ จำกัด SIAM WEALTH SECURITIES COMPANY LIMITED
316	ธนาคารไชนีสแบงก์ (ไทย) จำกัด (มหาชน) INDUSTRIAL AND COMMERCIAL BANK OF CHINA (THAI) PUBLIC COMPANY LIMITED	351	บริษัทหลักทรัพย์ เวลธ์ แมจิก จำกัด WEALTH MAGIK SECURITIES CO.,LTD
320	ธนาคารดอยช์แบงก์ เอจี สาขากรุงเทพฯ - เพื่อรับฝากทรัพย์สิน DEUTSCHE BANK AKTIENGESELLSCHAFT BANGKOK BRANCH - CUSTODY SERVICES	412	บริษัท ศรีสวัสดิ์ แคปปิตอล 1969 จำกัด (มหาชน) SRISAWAD CAPITAL 1969 PUBLIC COMPANY LIMITED
328	ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) BANK OF AYUDHYA PUBLIC COMPANY LIMITED	425	ธนาคารกรุงไทย จำกัด (มหาชน) (เพื่อลูกค้า) KRUNG THAI BANK PUBLIC COMPANY LIMITED (FOR CUSTOMER)
		432	ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) - เพื่อพันธบัตร Bank of Ayudhya Public Company Limited - For Bond

TSD-301

Application for Amending Securities Holder Records



Highly Confidential

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

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

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

◆ Amendment of the information will be effective when TSD has received request at least 5 business days prior to the book closing date.

In an event you deposit the securities with the securities depositing member company (broker/custodian), please contact your securities depositing member company directly for the amendment of any information.

◆ Mailing address for the delivery of documents should be convenient for the purpose of document receipt via registered mail, but the address must not be specified as a post office box as stipulated by the Department of Business Development, Ministry of Commerce.

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

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

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

Signature _____ Securities holder
(_____) Phone no. _____

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

I/We here by authorize _____ as my/our representative, with full authority to file this application.

Stamp Duty

THB 10

Signature _____ Grantor Signature _____ Grantee
(_____) (_____) Phone no. _____

For official use only

Date _____ Transaction no. _____ Checker _____

I have already checked all original identification documents

Signature _____ Officer _____

TSD301_V. 5/2023_EN_1/9/2023

บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด
เลขที่ 93 ถนนรัชดาภิเษก แขวงดินแดง
เขตดินแดง กรุงเทพฯ 10400

Thailand Securities Depository Co., Ltd.
93 Ratchadaphisek Road, Dindaeng,
Dindaeng, Bangkok 10400 Thailand



SET Contact Center

www.set.or.th/contactcenter
+662 009 9999 19 01

TSD-301



Highly Confidential

Supporting Documents for the Application for Amending Securities Holder Records

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

Type of person	Identification Documents only to support the request to change name/ surname	Documents for other types of requests
Individual person - Thai Nationality	<ol style="list-style-type: none"> In case the securities holder contacts TSD personally, the original Thai national identification card (Thai ID Card) or digital identification cards and the certification form for the civil history register via digital system (Tor.Ror12/2) of the securities holder must be presented. In case the securities holder does not contact TSD personally, the securities holder must authorize a person to act on his/her behalf, and such person must present the original Thai ID Cards of the securities holder and its copy which has been certified as true and correct copy of the original document by the document owner. <ul style="list-style-type: none"> * If the original Thai ID Card of the securities holder cannot be presented, please attach the original of the certification document issued by the sub-district or district office, identifying to use those certified true copies instead of the original Thai ID Card (issued not more than 90 days before the date of submission as part of this application). In case filing this application via registered mail, please attach, <ul style="list-style-type: none"> - Copies of Thai ID Card of the securities holder which has been certified as true and correct copy of the original document by the document owner. 	A Copy of Thai ID Card of the securities holder which has been certified as true and correct copy of the original document by the document owner.
Individual person - Other Nationalities	<ol style="list-style-type: none"> In case the securities holder contacts TSD personally, the original alien identification card or passport of the transferor and the transferee must be presented. In case the securities holder does not contact TSD personally, the securities holder appointed contact person must present the original alien identification card or passport and its copy which has been certified as true and correct copy of the original document by the document owner. <ul style="list-style-type: none"> * If the original passport cannot be presented or this application is being submitted by registered mail, <ul style="list-style-type: none"> - The copy of the passport must be notarized by a notary public, and such notarization must be certified by the Thai embassy or consulate. ◆ Such certification must be issued not more than 1 year before the date of submission as part of this application. * If the original signatory's alien identity card cannot be presented or this application is being submitted by registered mail, <ul style="list-style-type: none"> - Certificate of civil registration (issued not more than 90 days before the date of submission as part of this application) 	A Copy of alien identification card / passport which has been certified as true and correct copy of the original document by the document owner.
Juristic person - Thai Nationality	<ol style="list-style-type: none"> A copy of an affidavit issued by the Ministry of Commerce (issued no more than 1 year from the date of issuance) certified by the authorized director(s) of such juristic person. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner. 	
Juristic person - Other Nationalities	<ol style="list-style-type: none"> A copy of the juristic person registration certificate issued by the regulating government agency in the country where such juristic person is domiciled. A copy of the company's affidavit enumerating its directors authorized to bind the company and conditions relating thereto, showing the juristic person's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the governmental agency in the country where such juristic person is domiciled. A copy of the Thai ID Card/alien identity card/passport of each authorized director who signs on behalf of the juristic person which has been certified as true and correct copy of the original document by the document owner. <p><u>All documents for "Other Nationalities" above, must have been:</u></p> <ol style="list-style-type: none"> notarized by the notary public or certified by any competent authority in the country where such documents were prepared or certified for the certification of the signature of the person who prepared or certified such documents. (The certification must be issued not more than 1 year before the date of submission as part of this application.) certified by the Thai Embassy or Thai Consulate in the country where such documents were prepared or certified for the notarization or certification performed by the public notary or such competent authority under (1). (The certification must be issued not more than 1 year before the date of submission as part of this application.) <ul style="list-style-type: none"> ■ The documents prepared in any other foreign languages other than English must be translated into English. 	

Remark : 1. Sensitive Data means the information which can be considered as the personal data as prescribed in section 26 of the PDPA, for instance, religious belief, blood type, etc.

2. TSD will consider the above documents when receiving the complete documents and clear information such as the copy of identification documents or signature.

TSD301_V. 5/2023_EN_1/9/2023

บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด
เลขที่ 93 ถนนรัชดาภิเษก แขวงดินแดง
เขตดินแดง กรุงเทพฯ 10400

Thailand Securities Depository Co., Ltd.
93 Ratchadaphisek Road, Dindaeng,
Dindaeng, Bangkok 10400 Thailand



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

Confirmation of Securities Cost Form

(Only for Foreign Juristic Person not carrying on business in Thailand and residing in a country that does not have any double tax treaty with Thailand; or residing in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on capital gain from the sale of securities in Thailand)

Date

To: Krungthai Xspring Securities Company Limited (the "Tender Offer Agent")

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

Tax ID.would like to declare the securities cost of V.L. Enterprise Public Company Limited, which are the securities being offered hereto as follows:

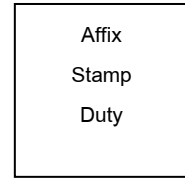
Share Certificate No. / Transfer Slip No. (Transfer Date)	Registered Shareholder Name	No. of Shares	Cost (THB/share)
Total			

I/We hereby attached.....
totally..... copy(ies) supporting evidence of costs of shares / warrants for withholding tax calculation.

I/We hereby certify that the aforementioned statement is true.

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

Remark: If the Offeree, who is a foreign juristic person not carrying on business in Thailand and residing in a country that does not have any double tax treaty with Thailand; or residing in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on capital gain from the sale of securities in Thailand, fails to declare the cost basis or to submit the evidence that demonstrates the cost basis, the Tender Offer Agent calculate and deduct the amount of withholding tax on the basis of the Offer Price multiplied by the total number of tendered shares intended to sell by the Offeree.



Power of Attorney for Tender Offer Acceptance

Made at

Date

By this Power of Attorney, I/We Age years

NationalityAddress (that can be reached via mail).....Soi.....

Road.....Tambon/Sub-district.....Amphur/District.....

Province.....Postal CodeContact Telephone.....

is a shareholder of V.L. Enterprise Public Company Limited in the amount of shares.

Hereby authorize (Mr./Mrs./Miss) Ageyears

NationalityAddress (that can be reached via mail).....Soi.....

Road.....Tambon/Sub-district.....Amphur/District.....

Province.....Postal CodeContact Telephone.....

to act as my/our attorney

to sell, transfer and submit the shares of V.L. Enterprise Public Company Limited through the Tender Offer Agent

to collect a cheque for the proceeds from the sales of ordinary shares of V.L. Enterprise Public Company Limited, and to be authorized to do and execute all such other matter in connection with the aforesaid mentioned on my behalf with Krungthai Xspring Securities Company Limited until its completion.

Any acts taken by my/our proxy under this Power of Attorney shall be deemed to be taken by myself / ourselves in every respect.

Signed Grantor
(.....)

Signed Attorney-in-fact
(.....)

Signed Witness
(.....)

Signed Witness
(.....)

Remark: Please attach the following documents

- 1) A certified copy of ID card or passport or company registration of the Grantor and ID card or passport of the authorized person
- 2) A certified copy of ID card or passport or company registration of the Proxy and ID card or passport of the of the authorized person
- 3) Affix a THB 10 stamp duty in case of authorizing the Proxy to perform the submission of Tender Offer Acceptance Form for the ordinary shares or to assist in the cheque collection process only, or affix THB 30 stamp duty in case of authorizing the Proxy to perform the submission of Tender Offer Acceptance Form of the ordinary shares and provide assistance in the cheque collection process.

Attachment 3

Tender Offer Cancellation Procedure and Tender Offer Cancellation Form

3 (1) Tender Offer Cancellation Procedure

3 (2) Tender Offer Cancellation Form of V.L. Enterprise Public Company
Limited

3 (3) Power of Attorney for Tender Offer Cancellation

Tender Offer Cancellation Procedure

Ordinary shareholders of V.L. Enterprise Public Company Limited who cancel their acceptance of Tender Offer

1. Complete Tender Offer Cancellation Form

2. Enclose a certified true copy of the following documents (as the case may be):

1) Thai Individual

- A certified true copy of front and back of valid identification card (for DOPA verification)
- In case of a copy of lifelong identification card, a certified true copy of household registration is required. The name and address shown on such household registration must be the same as shown on the lifelong identification card.

2) Foreign Individual

- A certified true copy of valid alien certificate or passport.

3) Thai Juristic Person

- 3.1 A copy of affidavit issued by the Ministry of Commerce (MOC) not more than 6 months prior to the last day of the Offer Period, certified by authorized signatory, and affixed with company seal (if any); and
- 3.2 A copy of documents specified in 1) or 2) (as the case may be) of authorized director(s) who certify(ies) true copy of the document specified in 3.1 above.

4) Foreign Juristic Person

- 4.1 A copy of the Certificate of Incorporation and corporate affidavit issued by the officer of the juristic person or the government authority of the country where the juristic person is domiciled, certifying the name of the juristic person, the name of the authorized person, the location of head office and power or conditions of signing authorization and issued, not more than 6 months prior to the last day of the Offer Period, certified by authorized signatory, and affixed with company seal (if any); and
- 4.2 A copy of documents specified in 1) or 2) (as the case may be) of authorized director(s) who certify(ies) true copy of the document specified in 4.1 above.

Each copy of the certified documents in 4.1 and 4.2 must be certified by the Notary Public, which issued not more than 6 months prior to the last day of the Offer Period.

5) Please enclose the transfer fee of THB 50 per transaction in cash (for scripless shares)

Additional documents required in case of security holder's authorized representative

- 1. Power of Attorney affixed with THB 10 or THB 30 stamp duty (as the case may be)
- 2. Certified true copy of identification documents of the Offeree and the authorized representative as specified in 1) or 2) or 3) or 4) above (as the case may be)

4. Kindly submit all documents within the 20th business days of the Offer Period

Khun Raviwan Thongsing or Khun Tidarat Thongmee or Khun Rachanee Tieansam,
Operation Services Department, Krungthai Xspring Securities Company Limited
15th Floor, Liberty Square Building, 287 Silom Road, Bangrak, Bangkok 10500
Tel : 0-2695-5036 or 0-2695-5056 or 0-2695-5513

Those who want to cancel the intention to sell ordinary shares / NDVR shall submit cancellation form only to Tender Offer Agent.

The Tender Offer Agent will not accept documents sent by post

Tender Offer Cancellation Form of V.L. Enterprise Public Company Limited

Date Cancellation Form No.

To Bongkot Holdings Limited (the **"Tender Offeror"**) and
 Krungthai Xspring Securities Company Limited (the **"Tender Offer Agent"**)

I/We (Mr./Mrs./Miss/Company/Others (Please specify)) Nationality.....

Address (that can be reached via mail)..... Soi..... Road..... Tambon/Sub-district.....
 Amphur/District..... Province..... Postal Code Contact Telephone.....

hereby would like to cancel the offer to sell ordinary shares of V.L. Enterprise Public Company Limited in the amount of
 shares subject to the terms and conditions stated in the Tender Offer document.

I/We would like to receive such securities or NVDR return in a form of:

- Scripless shares transfer through TSD to the following account
- Broker's Name Broker's Number
- Account Name Account Number
- Securities transfer through issuer account for account number 600

Krungthai Xspring Securities Company Limited will transfer such securities into securities trading account or issuer account for account number 600 on the next business day following the date of submission of the Tender Offer Cancellation Form.

I/We, herewith, attached THB 50 for securities transferring fee and hereby agree to accept the cancellation terms and conditions stated above.

Signature Proxy Signature Offeree
 (.....) (.....)

Receipt of Tender Offer Cancellation Form of V.L. Enterprise Public Company Limited

Date Cancellation Form No.

Krungthai Xspring Securities Company Limited has received the Tender Offer Cancellation Form of V.L. Enterprise Public Company Limited from (Mr./Mrs./Miss/Company/Others (Please specify)).....

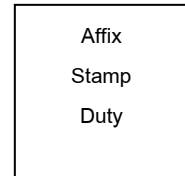
Amount of cancellation shares and the Receipt of the Tender Offer Acceptance Form No.
 with the transfer fee of THB 50

Such securities will be returned to the Offeree in a form of:

- Scripless shares transfer through TSD to the following account
- Broker's Name Broker's Number
- Account Name Account Number
- Securities transfer through issuer account for account number 600

Krungthai Xspring Securities Company Limited will transfer shares to mentioned account within the business day following the date of submission of the Tender Offer Cancellation Form.

Signature Recipient
 (.....)



Power of Attorney for Tender Offer Cancellation

Made at

Date

By this Power of Attorney, I/We Age years

NationalityAddress (that can be reached via mail).....Soi.....

Road.....Tambon/Sub-district.....Amphur/District.....

Province.....Postal CodeContact Telephone.....

Hereby authorize (Mr./Mrs./Miss) Ageyears

NationalityAddress (that can be reached via mail).....Soi.....

Road.....Tambon/Sub-district.....Amphur/District.....

Province.....Postal CodeContact Telephone.....

to act as my/own proxy to the Tender Offer Cancellation Form of ordinary shares at the amount of..... shares of V.L. Enterprise Public Company Limited which I/we intended to sell to Bongkot Holdings Limited (the "Offeror") and to be authorized to do and execute all such other matters in connection with the aforesaid mentioned on my behalf until its completion.

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

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Witness
(.....)

Signed Witness
(.....)

Remark: Please attach the following documents with certified true copies of the authorized representative(s):

- 1) A certified copy of ID card or passport or company registration of the Grantor and ID card or passport of the authorized person
- 2) A certified copy of ID card or passport or company registration of the Proxy and ID card or passport of the of the authorized person
- 3) A power of attorney executed with THB 10 stamp duty affixed

Attachment 4

Tender Offer Acceptance Procedure and Form for Non-Voting Depositary Receipt (NVDR)

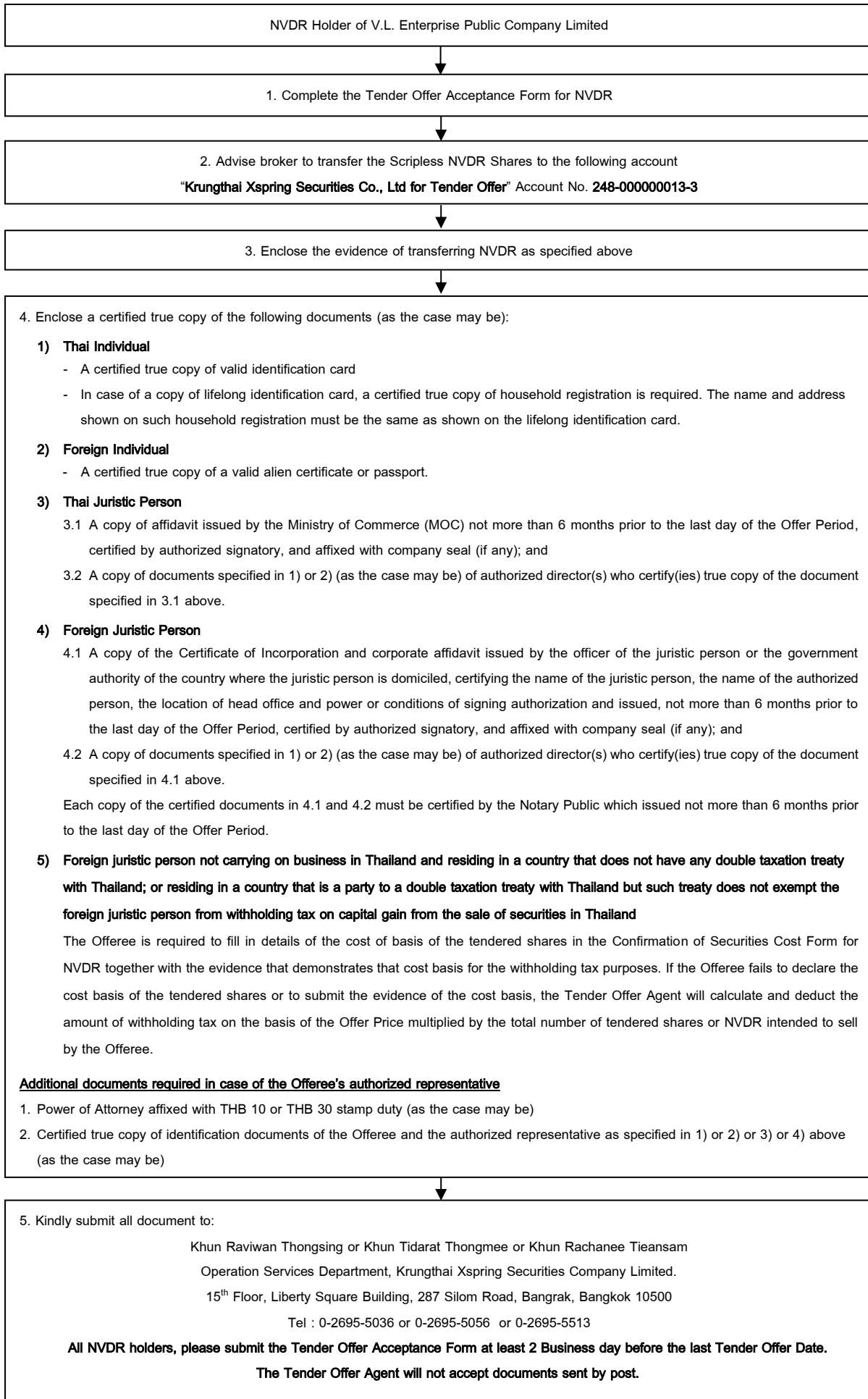
4 (1) Tender Offer Acceptance Procedure for NVDR

4 (2) Tender Offer Acceptance Form for NVDR

4 (3) Confirmation of Securities Cost Form for NVDR

4 (4) Power of Attorney for Tender Offer Acceptance for NVDR

Tender Offer Acceptance Procedure for NVDR



NVDR Holder of V.L. Enterprise Public Company Limited

1. Complete the Tender Offer Acceptance Form for NVDR

2. Advise broker to transfer the Scripless NVDR Shares to the following account
"Krungthai Xspring Securities Co., Ltd for Tender Offer" Account No. 248-00000013-3

3. Enclose the evidence of transferring NVDR as specified above

4. Enclose a certified true copy of the following documents (as the case may be):

1) Thai Individual

- A certified true copy of valid identification card
- In case of a copy of lifelong identification card, a certified true copy of household registration is required. The name and address shown on such household registration must be the same as shown on the lifelong identification card.

2) Foreign Individual

- A certified true copy of a valid alien certificate or passport.

3) Thai Juristic Person

- 3.1 A copy of affidavit issued by the Ministry of Commerce (MOC) not more than 6 months prior to the last day of the Offer Period, certified by authorized signatory, and affixed with company seal (if any); and
- 3.2 A copy of documents specified in 1) or 2) (as the case may be) of authorized director(s) who certify(ies) true copy of the document specified in 3.1 above.

4) Foreign Juristic Person

- 4.1 A copy of the Certificate of Incorporation and corporate affidavit issued by the officer of the juristic person or the government authority of the country where the juristic person is domiciled, certifying the name of the juristic person, the name of the authorized person, the location of head office and power or conditions of signing authorization and issued, not more than 6 months prior to the last day of the Offer Period, certified by authorized signatory, and affixed with company seal (if any); and
- 4.2 A copy of documents specified in 1) or 2) (as the case may be) of authorized director(s) who certify(ies) true copy of the document specified in 4.1 above.

Each copy of the certified documents in 4.1 and 4.2 must be certified by the Notary Public which issued not more than 6 months prior to the last day of the Offer Period.

5) Foreign juristic person not carrying on business in Thailand and residing in a country that does not have any double taxation treaty with Thailand; or residing in a country that is a party to a double taxation treaty with Thailand but such treaty does not exempt the foreign juristic person from withholding tax on capital gain from the sale of securities in Thailand

The Offeree is required to fill in details of the cost of basis of the tendered shares in the Confirmation of Securities Cost Form for NVDR together with the evidence that demonstrates that cost basis for the withholding tax purposes. If the Offeree fails to declare the cost basis of the tendered shares or to submit the evidence of the cost basis, the Tender Offer Agent will calculate and deduct the amount of withholding tax on the basis of the Offer Price multiplied by the total number of tendered shares or NVDR intended to sell by the Offeree.

Additional documents required in case of the Offeree's authorized representative

1. Power of Attorney affixed with THB 10 or THB 30 stamp duty (as the case may be)
2. Certified true copy of identification documents of the Offeree and the authorized representative as specified in 1) or 2) or 3) or 4) above (as the case may be)

5. Kindly submit all document to:

Khun Raviwan Thongsing or Khun Tidarat Thongmee or Khun Rachanee Tieansam
Operation Services Department, Krungthai Xspring Securities Company Limited.
15th Floor, Liberty Square Building, 287 Silom Road, Bangrak, Bangkok 10500
Tel : 0-2695-5036 or 0-2695-5056 or 0-2695-5513

All NVDR holders, please submit the Tender Offer Acceptance Form at least 2 Business day before the last Tender Offer Date.

The Tender Offer Agent will not accept documents sent by post.

Tender Offer Acceptance Form for NVDR

Date..... Acceptance Form No.
 To: Bongkot Holdings Limited (the "Offeror") and Krungthai Xspring Securities Company Limited ("Tender Offer Agent")
 I/We (Mr./Mrs./Ms./Company/Other (Please specify))(the "Offeree") Nationality.....
 Contract Address (that can be reached via mail).....Soi.....Road.....
 Tambon/Sub-district.....Amphoe/District.....Province.....Postal Code.....
 Country.....Contact Telephone.....Email address

Please specific type of seller

- Thai Individual Foreign Individual Identification Card No./ Alien Certificate /Passport No
- Thai Juristic Person Foreign Juristic Person that Operates Business in Thailand Foreign Juristic Person that Does Not Operate Business in Thailand
 Company Registration No.

Please provide information about occupations and workplaces as financial institutions have a duty to comply with the Anti-Money Laundering laws and Prime Minister Office Notification on Customer Identification Methodology for Financial Institutions and the Ministerial Regulation on Customer Due Diligence.

Business Owner / Business Type: Trading of precious stones / diamonds / gems / gold or ornaments decorated with precious stones, diamonds, gems, or gold Trading in antiques under the law governing selling by auction and trading in antiques Exchange of currency, both natural and legal person Funds of value transfer service, domestic or cross-border that is not a financial institution Casino / gambling house business Entertainment facility under the law governing entertainment facility Armament Employment agent to accepting foreigner to work in the kingdom or sends people to work abroad Travel / Tour Agent Other (Please specify)

Office Address (Please specify name and address).....

Date of Birth (Date of registration as a juristic person).....In case of a foreigner (Please specify address in the country of citizenship).....

Address in Thailand.....

Source of income from Thailand Other (Please specify the country)

Source of fund (Can select more than one option): Individual Person: Savings Self Employment Salary Investment Income / Inheritance Other (please specify).....

Juristic Person: Income from business Other (please specify).....Tax Payer ID.....

Purpose of the transaction is to sell the NVDRs of V.L. Enterprise Public Company Limited.

I/We hereby accept to tender and sell (.....) NVDRs representing ordinary shares of V.L. Enterprise Public Company Limited at the price of 1.24 (One point Two Four Baht) per share subject to a brokerage fee of 0.25% of the Offer Price and value added tax (VAT) at the rate of 7% of the brokerage fee. The Net Offer Price received by the Offeree will be **THB 1.236683** (One point Two Three Six Six Eight Three Baht) per share, a total amount of THB..... (.....) subject to terms and conditions stated in the Tender Offer Document. I/We acknowledge that the acceptance of the Tender Offer and the sale hereunder is irrevocable in any circumstance, except in the manners in accordance with terms and conditions stated in the Tender Offer Document. I/We agree to follow the terms and conditions stated in the Tender Offer Document. I/We hereby appoint Krungthai Xspring Securities Company Limited as my/our proxy to sell, transfer, deliver NVDRs, arrange the payment procedure and process, and do any other necessary matters relevant to my/our acceptance of the Tender Offer

Transfer Scripless NVDRs			
Transfer Date	TSD Participant No.	Transfer Slip No. TSD	No. of NVDRs
Total			

In case the transaction amount is equals to or more than THB 100,000, please indicate the Beneficial Owner. Investor is the Beneficial Owner. Other (Please specify.....)

"Beneficial Owner means the individual person who ultimately owns or controls a customer or has control over the relationship between a customer and the financial institution or a person on whose behalf a transaction is being conducted, including those persons who exercise ultimate effective control over a juristic person."

Payment Option:

- Transfer payment to account at 1.KTB 2.BBL 3.KBANK 4.BAY 5.SCB 6.TTB 7.UOB

BranchType of AccountAccount No.....

(The name of account must be the same as the name of the Offeree shown on this Offer Tender Acceptance Form. Please attach a certified copy of the first page of the savings deposit passbook or current account statement with this form.)

- Collecting the cheque in person or by authorized person at Krungthai Xspring Securities Company Limited via registered post to the contact address above.

I/We attach evidence of transfer of the NVDRs to account "**KRUNGTHAI XSPRING SECURITIES CO.,LTD. FOR TENDER OFFER**" Account No. **248-00000013-3**, together with a certified copy of the identification card and / or a certified copy of the Company Affidavit (in the case of a juristic person) as set out in the Tender Offer Acceptance Procedure. I/We hereby certify that I am/we are the legal owner of all NVDRs offered for sale which are free from any pledge or encumbrance.

Signed.....Proxy

(.....)

Signed.....Offeree

(.....)

Receipt of Transfer of Scripless NVDR and Tender Offer Acceptance Form

Date Acceptance Form No.....

Krungthai Xspring Securities Company Limited has received the Tender Offer Acceptance Form to sell NVDRs of the securities of V.L. Enterprise Public Company Limited and the Transfer of Scripless NVDR with the document to transfer NVDRs totaling.....units of NVDRs from (Mr./Mrs./Ms./Company/Other (Please specify)).....

the Offeree will receive payment by:

- Transfer payment to account at 1.KTB 2.BBL 3.KBANK 4.BAY 5.SCB 6.TTB 7.UOB

BranchType of AccountAccount No.....

- Collecting the cheque in person or by authorized person at Krungthai Xspring Securities Company Limited via registered post to the contact address above.

Signed.....Recipient

(.....)

Attachment 4 (2)

ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name	ผู้ฝากเลขที่ Participant No.	ชื่อบริษัท Company Name
BROKER			
002	บริษัทหลักทรัพย์ทิสโก้ จำกัด TISCO SECURITIES COMPANY LIMITED	032	บริษัทหลักทรัพย์ ดาโอ (ประเทศไทย) จำกัด (มหาชน) DAOL SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
003	บริษัทหลักทรัพย์ พาย จำกัด (มหาชน) Pi Securities Public Company Limited	034	บริษัทหลักทรัพย์ฟิสิกัลลิป (ประเทศไทย) จำกัด (มหาชน) PHILLIP SECURITIES (THAILAND) PUBLIC CO.,LTD.
004	บริษัทหลักทรัพย์ ดีบีเอส วิคเคอร์ส (ประเทศไทย) จำกัด DBS VICKERS SECURITIES (THAILAND) CO.,LTD	038	บริษัทหลักทรัพย์ บียอนด์ จำกัด (มหาชน) Beyond Securities Public Company Limited
005	บริษัทหลักทรัพย์ แลนด์ แอนด์ เฮาส์ จำกัด (มหาชน) LAND AND HOUSES SECURITIES PUBLIC COMPANY LIMITED	048	บริษัทหลักทรัพย์ ไอระ จำกัด (มหาชน) AIRA SECURITIES PUBLIC COMPANY LIMITED
006	บริษัทหลักทรัพย์ เกียรติพาณิชย์ จำกัด (มหาชน) Kiathakin Phatra Securities Public Company Limited	050	บริษัทหลักทรัพย์ เอเชียเอส จำกัด ASL SECURITIES COMPANY LIMITED
007	บริษัทหลักทรัพย์ ซีจีเอส อินเตอร์เนชันแนล (ประเทศไทย) จำกัด CGS INTERNATIONAL SECURITIES (THAILAND) COMPANY LIMITED	051	บริษัทหลักทรัพย์ เอสบีไอ ไทย ออนไลน์ จำกัด SBI THAI ONLINE SECURITIES CO.,LTD.
008	บริษัทหลักทรัพย์ เอเชีย พลัส จำกัด ASIA PLUS SECURITIES COMPANY LIMITED	052	บริษัทหลักทรัพย์ จีเอ็มไอ-แซด คอม (ประเทศไทย) จำกัด (มหาชน) GMO-Z com Securities (Thailand) Public Company Limited
010	บริษัทหลักทรัพย์ เมอร์ริล ลินช์ (ประเทศไทย) จำกัด MERRILL LYNCH SECURITIES (THAILAND) LIMITED	053	บริษัทหลักทรัพย์ ลิเบอเรเตอร์ จำกัด LIBERATOR SECURITIES CO.,LTD.
011	บริษัทหลักทรัพย์ กลสิกรไทย จำกัด (มหาชน) KASIKORN SECURITIES PUBLIC COMPANY LIMITED	200	บริษัทหลักทรัพย์ แมย์แบงก์ (ประเทศไทย) จำกัด (มหาชน) MAYBANK SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
013	บริษัทหลักทรัพย์ เคจีไอ (ประเทศไทย) จำกัด (มหาชน) KGI SECURITIES (THAILAND) PUBLIC CO.,LTD.	211	บริษัทหลักทรัพย์ ยูบีเอส (ประเทศไทย) จำกัด UBS SECURITIES (THAILAND) LTD.
015	บริษัทหลักทรัพย์ คิงส์ฟอร์ด จำกัด (มหาชน) KINGSFORD SECURITIES PUBLIC COMPANY LIMITED	221	บริษัทหลักทรัพย์ เมอร์ชันทน์ พาร์ทเนอร์ จำกัด (มหาชน) MERCHANT PARTNERS SECURITIES LIMITED.
016	บริษัทหลักทรัพย์ธนชาต จำกัด (มหาชน) THANACHART SECURITIES PUBLIC COMPANY LIMITED	224	บริษัทหลักทรัพย์บัวหลวง จำกัด (มหาชน) BUALUANG SECURITIES PUBLIC COMPANY LIMITED
019	บริษัทหลักทรัพย์ หยวนต้า (ประเทศไทย) จำกัด YUANTA SECURITIES (THAILAND) COMPANY LIMITED	225	บริษัทหลักทรัพย์ซี แอล เอส เอ (ประเทศไทย) จำกัด CLSA SECURITIES (THAILAND) LTD.
022	บริษัทหลักทรัพย์ ทรินิตี้ จำกัด TRINITY SECURITIES CO.,LTD.	229	บริษัทหลักทรัพย์ เจพีมอร์แกน (ประเทศไทย) จำกัด JPMORGAN SECURITIES (THAILAND) LIMITED
023	บริษัทหลักทรัพย์ อินโนเว็กซ์ เอกซ์ จำกัด Innovex Securities Co., Ltd.	230	บริษัทหลักทรัพย์ โกลเบล็ก จำกัด GLOBLEX SECURITIES COMPANY LIMITED
026	บริษัทหลักทรัพย์ยูบีไอ เคบีเอ็ม (ประเทศไทย) จำกัด (มหาชน) UOB KAY HIAN SECURITIES (THAILAND) PUBLIC CO.,LTD.	242	บริษัทหลักทรัพย์ ซิตี้คอร์ป (ประเทศไทย) จำกัด CITICORP SECURITIES (THAILAND) LIMITED)
027	บริษัทหลักทรัพย์ อาร์เอชบี (ประเทศไทย) จำกัด (มหาชน) RHB SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	244	บริษัทหลักทรัพย์ แมคควารี (ประเทศไทย) จำกัด MACQUARIE SECURITIES (THAILAND) LIMITED
029	บริษัทหลักทรัพย์กรุงศรี จำกัด (มหาชน) KRUNGSRI SECURITIES PUBLIC COMPANY LIMITED	248	บริษัทหลักทรัพย์ กรุงไทย เอ็กซ์สปริง จำกัด Krungthai XSpring Securities Company Limited
030	บริษัทหลักทรัพย์ ไอวี โกลบอล จำกัด (มหาชน) I V GLOBAL SECURITIES PUBLIC CO., LTD.	924	บริษัทหลักทรัพย์ ฟินันเซีย ไซรัส จำกัด (มหาชน) FINANSIA SYRUS SECURITIES PUBLIC COMPANY LIMITED
SUB-BROKER			
258	บริษัทหลักทรัพย์ เคเคพี ดีเม จำกัด KKP DIME SECURITIES COMPANY LIMITED		
CUSTODIAN			
236	ธนาคาร ทิสโก้ จำกัด (มหาชน) TISCO BANK PUBLIC COMPANY LIMITED	329	ธนาคารทหารไทยธนชาต จำกัด (มหาชน) TMBThanachart Bank Public Company Limited
245	ธนาคารทหารไทยธนชาต จำกัด (มหาชน) TMBThanachart Bank Public Company Limited	330	ธนาคารฮ่องกงและเซี่ยงไฮ้แบงกิงคอร์ปอเรชั่น จำกัด (เพื่อตราสารหนี้) THE HONGKONG AND SHANGHAI BANKING CORP.,LTD.BKK.-BOND
301	ธนาคารซีทีบีแบงก์ เอ็น.เอ.(CUSTODY SERVICES) CITIBANK, N.A. - CUSTODY SERVICES	334	บริษัทหลักทรัพย์ เพื่อธุรกิจหลักทรัพย์ จำกัด (มหาชน) (คลังใต้ดิน) TSFC SECURITIES PUBLIC COMPANY LIMITED - CUSTODIAN
302	ธนาคารไทยพาณิชย์ จำกัด (มหาชน) THE SIAM COMMERCIAL BANK PUBLIC CO.,LTD.	336	ธนาคารเกียรตินาคินภัทร จำกัด (มหาชน) Kiathakin Phatra Bank Public Company Limited
303	ธนาคารกรุงเทพ จำกัด (มหาชน) - ผู้รับฝากทรัพย์สิน BANGKOK BANK PUBLIC COMPANY LIMITED-CUSTODY	337	ธนาคารทหารไทยธนชาต จำกัด (มหาชน) TMBThanachart Bank Public Company Limited
304	ธนาคารฮ่องกงและเซี่ยงไฮ้ แบงกิง คอร์ปอเรชั่น จำกัด THE HONGKONG AND SHANGHAI BANKING CORP.,LTD.BKK.	339	ธนาคาร ทิสโก้ จำกัด (มหาชน) (เพื่อรับฝากทรัพย์สิน) TISCO BANK PUBLIC COMPANY LIMITED (CUSTODIAN)
305	ธนาคารกรุงไทย จำกัด (มหาชน) THE KRUNG THAI BANK PUBLIC CO.,LTD.	340	ธนาคาร เจพีมอร์แกน เชส (เพื่อตราสารหนี้) JPMORGAN CHASE BANK (BOND TRADING)
308	ธนาคารกสิกรไทย จำกัด (มหาชน) KASIKORNBANK PUBLIC COMPANY LIMITED	343	ธนาคาร ซีไอเอ็มบี ไทย จำกัด (มหาชน) CIMB THAI BANK PUBLIC COMPANY LIMITED
312	ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย) จำกัด (มหาชน) STANDARD CHARTERED BANK (THAI) PUBLIC CO.,LTD.	350	บริษัทหลักทรัพย์ สยามเวลธ์ จำกัด SIAM WEALTH SECURITIES COMPANY LIMITED
316	ธนาคารไอซีบีซี (ไทย) จำกัด (มหาชน) INDUSTRIAL AND COMMERCIAL BANK OF CHINA (THAI) PUBLIC COMPANY LIMITED	351	บริษัทหลักทรัพย์ เวลธ์ แมจิก จำกัด WEALTH MAGIK SECURITIES CO.,LTD
320	ธนาคารดอยช์แบงก์ เอเชีย สาขากรุงเทพ - เพื่อรับฝากทรัพย์สิน DEUTSCHE BANK AKTIENGESELLSCHAFT BANGKOK BRANCH - CUSTODY SERVICES	412	บริษัท ศรีสวัสดิ์ แคปปิตอล 1969 จำกัด (มหาชน) SRISAWAD CAPITAL 1969 PUBLIC COMPANY LIMITED
328	ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) BANK OF AYUDHYA PUBLIC COMPANY LIMITED	425	ธนาคารกรุงไทย จำกัด (มหาชน) (เพื่อลูกค้า) KRUNG THAI BANK PUBLIC COMPANY LIMITED (FOR CUSTOMER)
		432	ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) - เพื่อพันธมิตร Bank of Ayudhya Public Company Limited - For Bond

Confirmation of Securities Cost Form for NVDR

(Only for Foreign Juristic Person not carrying on business in Thailand and residing in a country that does not have any double tax treaty with Thailand; or residing in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on capital gain from the sale of securities in Thailand)

Date.....

To: Krungthai Xspring Securities Company Limited ("Tender Offer Agent")

With reference to the Tender Offer to purchase NDVR of V.L. Enterprise Public Company Limited by Bongkot Holdings Limited (the "Offeror") I/We.....

Nationality..... Tax Identification No. (if any)

would like to declare the cost of tendered securities as specified below:

NVDR Certification No./ Transfer Slip No. (Transfer Date)	No. of NVDR	Cost per Unit (Baht)
	Total	

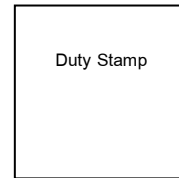
I/We hereby, attached, as evidence(s) of cost of the NVDR for withholding tax calculation.

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

Signature.....Offeree
(.....)

Remark: If the Offeree, who is a foreign juristic person, not carrying on business in Thailand and residing in a country that does not have any double tax treaty with Thailand; or residing in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on capital gain from the sale of securities in Thailand, fails to declare the cost basis or to submit the evidence that demonstrates the cost basis, the Tender Offer Agent calculate and deduct the amount of withholding tax on the basis of the Offer Price multiplied by the total number of tendered shares or NDVR intended to sell by the Offeree.

Power of Attorney for Tender Offer Acceptance for NVDR



Made at

Date.....

By this Power of Attorney, I/We Age years
NationalityAddress (that can be reached via mail).....Soi.....
Road.....Tambon/Sub-district.....Amphur/District.....
Province.....Postal CodeContact Telephone.....
hold(s)NVDRs of V.L. Enterprise Public Company Limited.

Hereby authorize (Mr./Mrs./Miss)) Ageyears
NationalityAddress (that can be reached via mail).....Soi.....
Road.....Tambon/Sub-district.....Amphur/District.....
Province.....Postal CodeContact Telephone.....
to act as my/our proxy

- to sell, transfer and deliver NVDRs of V.L. Enterprise Public Company Limited
to provide assistance in the cheque collection process, and to be authorized to do and execute all such other matters in connection with the aforesaid mentioned on my behalf until its completion.

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

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

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Witness
(.....)

Signed Witness
(.....)

Remark: Please attach the following documents

- 1) A certified copy of ID card or passport or company registration of the Grantor and ID card or passport of the authorized person.
2) A certified copy of ID card or passport or company registration of the Proxy and ID card or passport of the authorized person.
3) Affix a THB 10 stamp duty in case of authorizing the Proxy to perform the submission of Tender Offer Acceptance Form for NVDR only or to assist in the cheque collection process only, or affix a THB 30 stamp duty in case of authorizing the Proxy to perform the submission of Tender Offer Acceptance Form for NVDR and provide both assistances in the cheque collection process.

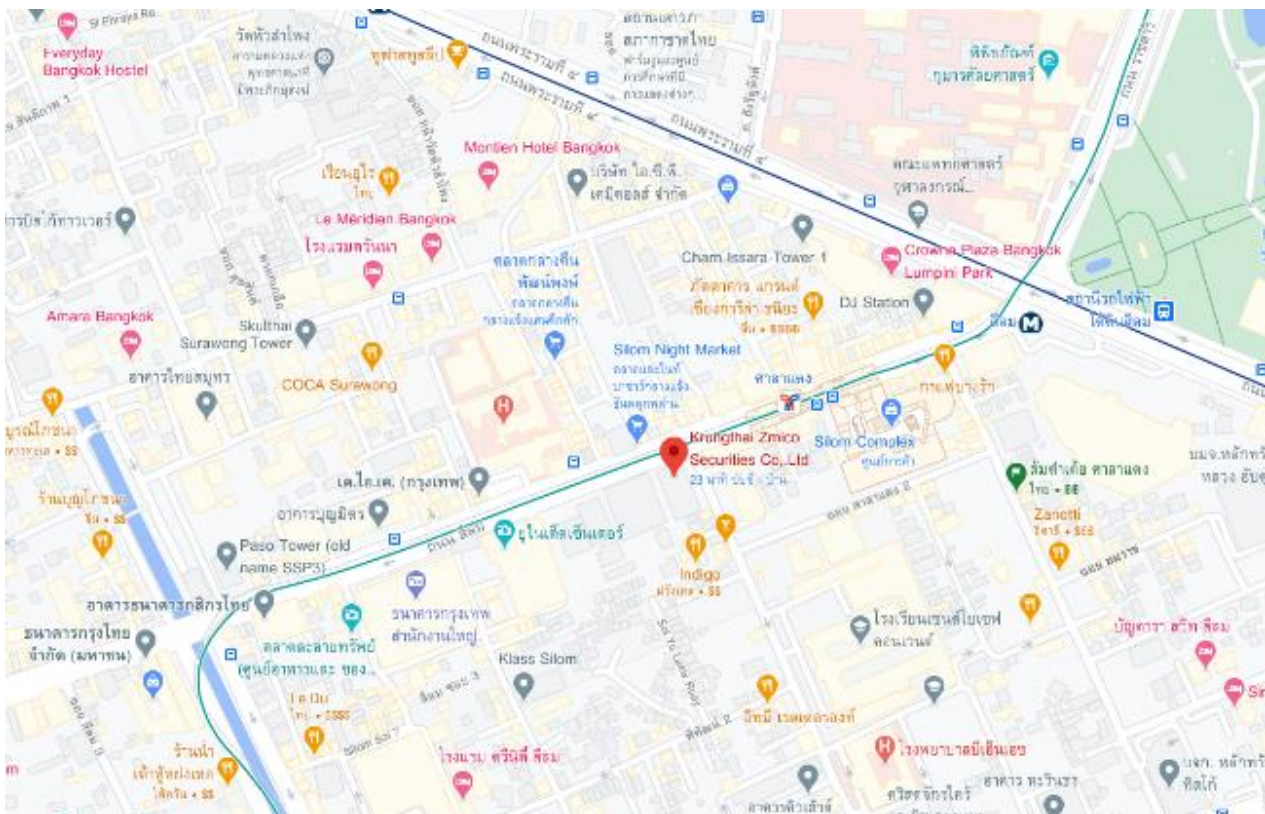
Attachment 5

Map of Krungthai Xspring Securities Company Limited

Map of Krungthai Xspring Securities Company Limited

Krungthai Xspring Securities Company Limited

15th Floor, Liberty Square Building,
287 Silom Road, Bangrak, Bangkok 10500
Telephone: (66) 02 695 5000



Attachment 6

**Application for Securities Transfer between the Issuer Account
and the Depository Participant Account**

TSD-403

Submitted the documents to broker / custodian

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



For official use only
Date _____
Checker _____

Highly Confidential

I/We _____ wish to transfer the securities, the details of which appear in the attachment on the details

of the securities to be transferred between issuer account and the depository participant account attached to this application, totaling _____ items.

Type of transfer (please select the type of transfer and fully specify the details)	
<input type="radio"/> 1. From issuer account to broker/custodian account	<input type="radio"/> 2. From broker/custodian account to issuer account
<p>• Broker/Custodian name</p> <p>_____</p> <p>• Customer account name</p> <p>_____</p> <p>• Customer account no.</p> <p>_____</p>	<p>Please fill the information of securities holder</p> <p>Nationality _____ National I.D. card/Passport/Company Registration number _____</p> <p>Mailing address* _____</p> <p>Postcode _____ Home phone _____ Office phone _____</p> <p>Mobile Phone _____ email address _____</p> <p>Remark *If you are the first time securities holder, the above mailing address will be the main and only address for sending proxy form, the meeting invitation and related document.</p> <div style="border: 1px solid black; padding: 5px; text-align: center;">Please fill FATCA/CRS Self-Certification Form</div>

2. I/We hereby certify that I have examined the information appearing in the application form, the document showing the details of the securities to be transferred between issuer account and the depository participant account, the documents supporting ("Documents"), and deem the same to be correct. Moreover, I acknowledge that the TSD may disclose the information in the Documents to the Revenue Department or other authorities with power under the law to request such information.

In this regard, I/We agree to deliver the supporting documents to TSD within 30 days after the date of change such that my information specified in this form is incorrect, and in case TSD requests for additional documents/ information/consent, I agree to comply as requested within the time stipulated by TSD.

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

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

Signature _____ Securities Holder
(_____)
Phone number _____

Please submit the documents to broker / custodian

For securities company or custodian registered with Thailand Securities Depository Co., Ltd.

I, _____ depository participant number _____ have considered and examined the documents and evidence supporting the application for the transfer from the securities owner who deposited the securities in the issuer account and hereby warrant that the transfer/transfer acceptance transaction specified above is true. In case I am authorized to proceed on behalf of the securities owner who is my customer using a copy of the Power of Attorney and the customer's identification documents certified as correct on the customer's behalf for the purpose of taking actions under this application, if any damage may be caused or is caused by such acts to Thailand Securities Depository Co., Ltd. or any other person in any respect, I hereby agree to be liable and to compensate Thailand Securities Depository Co., Ltd. or any other person in full.

Signature _____ Authorized person
(_____)

TSD-403

Highly Confidential

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



Attachment _____
Page _____ / _____

Details of the securities to be transferred between issuer account and the depository participant account

No.	Securities symbol	Securities name	Number of securities to be transferred (Share / unit)	Amount of securities in letters (Share / unit)	<u>For official use only</u> Transaction No.

Remark The TSD reserves the rights to proceed in accordance only with the application forms containing complete and correct formation.

Signature _____ Securities Holder
(_____)

TSD-403



Highly Confidential

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

1. Application for the Securities Transfer between the Issuer Account and the Depository Participant Account with the details filled in and signed correctly and completely
2. Identification documents of securities holder and authorized person (if any) pursuant to the type of person with the details as per the table below.
 - In case of other types of person, please ask for additional information at SET Contact Center accordingly to the contact channels further below in the application form or https://www.set.or.th/tsd/en/download/service_form/20220301_person_juristic_EN.pdf
3. Copy of identification documents submitted to TSD may contain sensitive personal data which is not necessary for the provision of TSD service, and TSD has no intention of collecting such sensitive personal data. As a result, the document owners may proceed to cross out any part in order to cover up any sensitive personal data before submitting the identification documents containing such sensitive personal data to TSD. In case that no action is taken to cover up such sensitive personal data, TSD shall deem that you have given your consent to TSD to the collection of such sensitive personal data.

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

Remark : 1. Sensitive Data means the information which can be considered as the personal data as prescribed in section 26 of the PDPA, for instance, religious belief, blood type, etc.

2. TSD will consider the above documents when receiving the complete documents and clear information such as the copy of identification documents or signature.



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สำหรับลูกค้าประเภทบุคคลธรรมดา
แบบแจ้งสถานะความเป็นบุคคลอเมริกันและผู้มีถิ่นที่อยู่ทางภาษีในประเทศอื่น
FATCA/CRS Self-Certification Form for Individual Customer

วันที่ _____
Date

เลขทะเบียนผู้ถือหุ้น _____
Account ID

ผู้ถือหลักทรัพย์ (ตำแหน่ง/ชื่อ/สกุล) _____
Shareholder (Title / Name / Surname)

เลขประจำตัวประชาชน/เลขหนังสือเดินทาง _____ วัน/เดือน/ปีเกิด _____
Identification No. / Passport No. Birth Date

สถานที่เกิด (ประเทศ) _____ สัญชาติ _____
Place of Birth (Country) Nationality

ส่วนที่ 1

สถานะความเป็นบุคคลอเมริกันภายใต้หลักเกณฑ์ของ FATCA FATCA : Self-Certification

(หากตอบ "ใช่" ในข้อใดข้อหนึ่ง แสดงว่าผู้ถือหลักทรัพย์เป็นบุคคลอเมริกันภายใต้หลักเกณฑ์ของ FATCA โปรดกรอกแบบฟอร์ม W-9)
(If you answer "Yes" for any of the questions, you are an American person pursuant to FATCA law, thus please fill in W-9)

1. เป็นพลเมืองอเมริกันหรือเกิดในสหรัฐอเมริกา ใช่/YES ไม่ใช่/No
Being a American citizen or born in the United States of America
2. มีถิ่นที่อยู่ถาวรในประเทศสหรัฐอเมริกา ใช่/Yes ไม่ใช่/No
Having permanent residence in the United States of America



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ส่วนที่ 2

ข้อมูลถิ่นที่อยู่ทางภาษีในประเทศอื่นนอกจากสหรัฐอเมริกา

CRS: Declaration of Tax Residency (other than the U.S.)

"ถิ่นที่อยู่ทางภาษี" หมายถึง ประเทศที่ผู้ถือหลักทรัพย์มีหน้าที่ต้องเสียภาษีเงินได้ สำหรับเงินได้ที่ผู้ถือหลักทรัพย์ได้รับจากประเทศนั้น และ/หรือประเทศอื่น ๆ เนื่องจากมีการมีภูมิลำเนาถิ่นที่อยู่ โดยพิจารณาจากจำนวนวันที่ผู้ถือหลักทรัพย์อยู่ในประเทศนั้นในแต่ละปี หรือโดยพิจารณาจากหลักเกณฑ์อื่น ๆ

"Tax Residence" means the country in which the securities holders have the duty to pay income tax for the income received by the securities holders in such country and/or other countries as a result of having domicile there taking into consideration the number of days the securities holders reside in such country in each year or other criteria.

ประเทศที่ผู้ถือหลักทรัพย์มีถิ่นที่อยู่ทางภาษี Country of Tax Residence	เลขประจำตัวผู้เสียภาษี (Tax Identification Number "TIN")	หากไม่มีเลขประจำตัวผู้เสียภาษี โปรดระบุเหตุผล ก, ข หรือ ค If no TIN is unavailable, please indicate reason A, B or C stipulated in the bottom	หากเลือกเหตุผล ข โปรดระบุเหตุผล ที่ผู้ถือหลักทรัพย์ไม่สามารถขอเลขประจำตัวผู้เสียภาษีได้ Please explain why you are unable to obtain a TIN if you select Reason B

หากผู้ถือหลักทรัพย์ไม่มีเลขประจำตัวผู้เสียภาษี (TIN) กรุณาระบุเหตุผลดังต่อไปนี้ :

If a TIN is unavailable, indicate which of the following reason is applicable :

เหตุผล (A) – ประเทศที่ผู้ถือหลักทรัพย์มีถิ่นที่อยู่ทางภาษี ไม่ได้ออกเลขประจำตัวผู้เสียภาษีให้กับผู้อยู่อาศัยอยู่ในประเทศนั้น

Reason (A) – The jurisdiction where the securities holder is a tax resident does not issue TINs to its residents.

เหตุผล (B) – ผู้ถือหลักทรัพย์ไม่สามารถขอเลขประจำตัวผู้เสียภาษีที่ออกโดยประเทศนั้นได้

Reason (B) – The securities holder is otherwise unable to obtain a TIN.

เหตุผล (C) – ไม่มีข้อกำหนดให้หรือเปิดเผยเลขประจำตัวผู้เสียภาษี (หมายเหตุ : โปรดเลือกเหตุผลเฉพาะประเทศที่กฎหมายภายในประเทศนั้น ไม่ได้บังคับบังคับเก็บเลขประจำตัวผู้เสียภาษี)

Reason (C) – TIN is not required. (Remark : Please select this reason only if the domestic law of the relevant jurisdiction does not require the collection of TIN issued by such jurisdiction.)

ส่วนที่ 3

การยืนยันและการเปลี่ยนแปลงสถานะ

Confirmation and Change of Status

1. ผู้ถือหลักทรัพย์ยืนยันตรงว่า ข้อมูลที่ผู้ถือหลักทรัพย์ได้ให้ไว้แก่บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด ("ศูนย์รับฝากฯ") ตามแบบแจ้งสถานะฯ ฉบับนี้ เป็นข้อมูลของผู้ถือหลักทรัพย์เอง และเป็นข้อมูลที่ถูกต้องครบถ้วนตามความเป็นจริงและเป็นปัจจุบันทุกประการ

The securities holders represent that the information provided by the securities holders to Thailand Securities Depository Co., Ltd. ("TSD") pursuant to this status declaration form belongs to the securities holders and is correct, complete, conforms to the truth and up-to-date in all respects.

2. ผู้ถือหลักทรัพย์ยอมรับและตกลงว่า หากศูนย์รับฝากฯ ตรวจพบหรือมีเหตุอันควรสงสัยว่า ข้อมูลของผู้ถือหลักทรัพย์ตามแบบแจ้งสถานะฯ ฉบับนี้, โฉมแบบฟอร์ม W-9 หรือในแบบฟอร์มอื่นใดที่เกี่ยวข้อง ซึ่งผู้ถือหลักทรัพย์ได้ให้ไว้แก่ศูนย์รับฝากฯ ไม่เป็นความจริง ไม่ถูกต้อง หรือไม่ครบถ้วน ศูนย์รับฝากฯ มีดุลยพินิจและพึงมีอำนาจในการยุติความสัมพันธ์ทางธุรกิจหรือความสัมพันธ์ทางธุรกิจกับผู้ถือหลักทรัพย์ ไม่ว่าจะทั้งหมดหรือบางส่วน ตามที่ศูนย์รับฝากฯ เห็นสมควร

The securities holders acknowledge and agree that in an event the TSD discovers or has reasonable cause to suspect that the information of the securities holders pursuant to this status declaration form, W-9 or other relevant forms provided by the securities holders to the TSD is not true, correct or complete, the TSD has the sole discretion to terminate any financial or business relationship with the securities holders, whether in whole or in part, as the TSD deems appropriate.

3. ผู้ถือหลักทรัพย์ยอมรับและตกลงว่า ในกรณีที่มีเหตุการณ์เปลี่ยนแปลงอันทำให้ข้อมูลของผู้ถือหลักทรัพย์ที่ระบุในแบบแจ้งสถานะฯ ฉบับนี้, โฉมแบบฟอร์ม W-9 หรือในแบบฟอร์มอื่นใดที่เกี่ยวข้อง ไม่ถูกต้อง ไม่ครบถ้วน หรือไม่เป็นปัจจุบัน ผู้ถือหลักทรัพย์มีหน้าที่ในการแจ้งให้ศูนย์รับฝากฯ ทราบถึงรายละเอียดการเปลี่ยนแปลงดังกล่าว หรือแจ้งให้ส่งเอกสารประกอบตามที่ศูนย์รับฝากฯ กำหนด ภายใน 30 วันนับแต่วันที่มีการเปลี่ยนแปลงนั้น

The securities holders acknowledge and agree that in case of an event of change such that the information of the securities holders specified in this status declaration form, W-9 or other relevant forms becomes incorrect, incomplete or not up-to-date, the securities holders shall have the duty to inform the TSD of the details of such change and to submit any supporting documents as prescribed by the TSD within 30 days from the date of such change.





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4. ผู้ถือหลักทรัพย์รับทราบและตกลงว่า ในกรณีที่ผู้ถือหลักทรัพย์ไม่ได้ดำเนินการตามข้อ 3. หรือผู้ถือหลักทรัพย์นำข้อมูลเกี่ยวกับสถานะของผู้ถือหลักทรัพย์ที่ไม่เป็นความจริง ไม่ถูกต้อง หรือไม่ครบถ้วน ศูนย์รับฝาก มีดุลยพินิจแต่เพียงฝ่ายเดียวในการยุติความสัมพันธ์ทางการเงินหรือความสัมพันธ์ทางธุรกิจกับผู้ถือหลักทรัพย์ ไม่ว่าทั้งหมดหรือบางส่วน ตามที่ศูนย์รับฝาก เห็นสมควร

The securities holders acknowledge and agree that in case the securities holders fail to proceed in accordance with 3, or submit information on their status which is untrue, incorrect or incomplete, the TSD has the sole discretion to terminate any financial or business relationship with the securities holders, whether in whole or in part, as the TSD deems appropriate.

ส่วนที่ 4

การเปิดเผยข้อมูลและความยินยอมในการหักเงินในบัญชี

Disclosure of information and authorization for debiting funds in account

ผู้ถือหลักทรัพย์รับทราบและตกลงผูกพันตามการดำเนินการดังต่อไปนี้ โดยจะไม่เพิกถอนความตกลงยินยอมดังกล่าวไม่ว่าในเวลาที่ใด ๆ

The securities holders acknowledge and agree to be bound by the following and will not revoke any consent to such agreement at any time:

1. ผู้ถือหลักทรัพย์รับทราบและตกลงให้ศูนย์รับฝาก เปิดเผยข้อมูลต่าง ๆ ของผู้ถือหลักทรัพย์ให้แก่ตลาดหลักทรัพย์แห่งประเทศไทย และบริษัทย่อยของตลาดหลักทรัพย์แห่งประเทศไทย (รวมเรียกว่า "กลุ่มตลาดหลักทรัพย์") เพื่อประโยชน์ในการปฏิบัติตามหลักเกณฑ์การแลกเปลี่ยนข้อมูลภาษีตามข้อตกลงระหว่างรัฐบาลไทยกับรัฐบาลสหรัฐอเมริกา (The Foreign Account Tax Compliance Act "FATCA"), มาตรฐานการแลกเปลี่ยนข้อมูลทางการเงินแบบอัตโนมัติ (The Common Reporting Standard: "CRS") ตลอดจนกฎเกณฑ์ขององค์การเพื่อความร่วมมือทางเศรษฐกิจและการพัฒนา (The Organization for Economic Co-operation and Development: "OECD") หน่วยงานจัดเก็บภาษีอากรในประเทศ หน่วยงานจัดเก็บภาษีอากรในต่างประเทศ ซึ่งรวมถึงหน่วยงานจัดเก็บภาษีอากรของสหรัฐอเมริกา (Internal Revenue Service: "IRS") โดยข้อมูลที่อาจมีการเปิดเผยเพื่อวัตถุประสงค์ดังกล่าว รวมถึงข้อมูลชื่อ ที่อยู่ เลขประจำตัวผู้เสียภาษี หมายเลขบัญชี สถานะตามหลักเกณฑ์ของ FATCA (เป็นผู้นิติบุคคล หรือผู้ไม่ใช่ความร่วมมือ) จำนวนเงินหรือมูลค่าของเงินในบัญชี การชำระเงินเข้า-ออกจากบัญชี รายการเคลื่อนไหวทางบัญชี จำนวนเงิน ประเภทและมูลค่าของผลิตภัณฑ์ทางการเงิน และ/หรือทรัพย์สินอื่น ๆ ที่อยู่ในความครอบครองของศูนย์รับฝาก ตลอดจนจำนวนรายได้ และข้อมูลอื่น ๆ ที่เกี่ยวกับความสัมพันธ์ทางการเงินหรือความสัมพันธ์ทางธุรกิจของผู้ถือหลักทรัพย์ ที่อาจถูกขอโดยกลุ่มตลาดหลักทรัพย์แห่งประเทศไทย หน่วยงานจัดเก็บภาษีอากรในประเทศ และ/หรือหน่วยงานจัดเก็บภาษีอากรในต่างประเทศ ซึ่งรวมถึง IRS ด้วย

The securities holders acknowledge and agree for the TSD to disclose any information of the securities holders to the Stock Exchange of Thailand and its subsidiaries (collectively as "SET Group") for the purpose of complying with the The Foreign Account Tax Compliance Act (FATCA), Common Reporting Standards (CRS) as well as regulations of the Organization for Economic Co-operation and Development (OECD), and domestic and overseas taxation authorities which including Internal Revenue Service (IRS). In this regard, the information that may be disclosed for such purpose includes name, address, taxpayer identification number, account number, FATCA status, outstanding amount or value in the account, payment-to-and-from the account, account movement statement, amount, type and value of financial products and/or other assets in the possession of the TSD as well as amount of income and other information on the financial or business relationship of the securities holders which may be requested by the SET Group, the domestic taxation authorities and/or overseas taxation authorities which including IRS.

2. ผู้ถือหลักทรัพย์รับทราบและตกลงให้ศูนย์รับฝาก หักเงินจากบัญชีของผู้ถือหลักทรัพย์ และ/หรือเงินได้ที่ผู้ถือหลักทรัพย์ได้รับจากหรือผ่านศูนย์รับฝาก ในจำนวนที่กำหนดโดยหน่วยงานจัดเก็บภาษีอากรในประเทศ และ/หรือหน่วยงานจัดเก็บภาษีอากรในต่างประเทศ ซึ่งรวมถึง IRS ภายใต้บังคับของกฎหมาย กฎเกณฑ์ รวมถึงข้อตกลงใด ๆ ระหว่างศูนย์รับฝาก กับหน่วยงานจัดเก็บภาษีอากรดังกล่าว

The securities holders acknowledge and agree for the TSD to deduct money from the account of the securities holders and/or income received by the securities holders from or via the TSD in an amount prescribed by the domestic taxation authorities and/or overseas taxation authorities which including IRS pursuant to the laws, rules and agreements between the TSD and such taxation authorities.

3. ผู้ถือหลักทรัพย์รับทราบและตกลงว่า หากผู้ถือหลักทรัพย์ไม่แจ้งหรือไม่ได้แจ้งให้ศูนย์รับฝาก ทราบถึงข้อมูลที่เป็นข้อพิจารณาสถานะความเป็นบุคคลอเมริกัน (U.S. Person) สถานะบัญชีที่ต้องรายงาน หรือสถานะผู้ถือบัญชีที่ต้องถูกรายงาน, หรือไม่ได้แจ้งข้อมูลที่จำเป็นต่อใช้ในการรายงานข้อมูลต่อหน่วยงานจัดเก็บภาษีอากรที่เกี่ยวข้อง, หรือผู้ถือหลักทรัพย์ไม่สามารถขอขอลงนามบังคับใช้กฎหมายที่ห้ามการรายงานข้อมูลได้ ศูนย์รับฝาก มีดุลยพินิจแต่เพียงฝ่ายเดียวในการยุติความสัมพันธ์ทางการเงินหรือความสัมพันธ์ทางธุรกิจกับผู้ถือหลักทรัพย์ ไม่ว่าทั้งหมดหรือบางส่วน ตามที่ศูนย์รับฝาก เห็นสมควร

The securities holders acknowledge and agree that in case the securities holders fail to provide or notify the TSD about the information required for the consideration of U.S. Person Status, the status of account or account holder which must be reported, or fail to provide information required to be reported to the relevant taxation authorities, or the securities holders are unable to apply for exemption from compliance with the laws prohibiting the reporting of information, the TSD has the sole discretion to terminate any financial or business relationship with the securities holders, whether in whole or in part, as the TSD deems appropriate.





Highly Confidential

ผู้ถือหลักทรัพย์รับทราบและตกลงปฏิบัติตามข้อกำหนดและเงื่อนไขต่างๆ ในแบบแจ้งสถานะฯ ฉบับนี้ ซึ่งรวมถึงรับทราบและตกลงผูกพันตามเงื่อนไขการเปิดเผยข้อมูล และตกลงให้ศูนย์รับฝากฯ ทักเินในบัญชีตามรายละเอียดที่กำหนดไว้ตามข้างต้นทุกประการ และได้ลงลายมือชื่อไว้เป็นสำคัญ

The securities holders acknowledge and agree to comply with the terms and conditions in this status declaration form and to be bound by the conditions on the disclosure of information, and agree for the TSD to deduct money in the account pursuant to the details prescribed above in all respects, and hereby affix signatures as evidence thereof.

ลงชื่อ _____ ผู้ถือหลักทรัพย์ / ผู้มีอำนาจลงนามแทนผู้ถือบัญชี
Signature Securities holders / Person authorized to sign on behalf of the account holder

สำหรับเจ้าหน้าที่ For official use only		ตรวจสอบหลักฐานแสดงตนฉบับจริงของผู้ถือหลักทรัพย์แล้ว I have already checked all original identification documents.	
วันที่ _____ Date	ผู้ตรวจรับ _____ Checker	ลงชื่อ _____ Signature	เจ้าหน้าที่ _____ Officer

