

### เอกสารแนบ 3

#### วิธีตอบรับคำเสนอซื้อ และแบบฟอร์มสำหรับ NVDR

- แบบฟอร์ม C-1 ขั้นตอนการตอบรับคำเสนอซื้อสำหรับ NVDR
- แบบฟอร์ม C-2 แบบตอบรับคำเสนอซื้อหลักทรัพย์สำหรับ NVDR
- แบบฟอร์ม C-3 แบบยืนยันราคาต้นทุนหลักทรัพย์สำหรับ NVDR
- แบบฟอร์ม C-4 หนังสือมอบอำนาจในการแสดงเจตนาขายหลักทรัพย์สำหรับ NVDR

## Tender Offer Acceptance Procedure for NVDR

NVDR Holders of CPT Drives and Power Public Company Limited

1. Complete the Tender Offer Acceptance Forms (Form C-2)

2. Advise broker to transfer the Scripless NVDR Shares to the following account  
**"THANACHART SECURITIES PUBLIC COMPANY LIMITED FOR TENDER OFFER"**  
 Account No. 016-000000019-4

3. Enclose the evidence of transferring NVDR as specified above

4. Enclose certified true copy of the following documents:

1) For Thai individual shareholder

- A certified copy of the Identification Card; or
- A certified copy of the Civil Servant Identification Card (certified copy of his/her household registration is also required); or
- A certified copy of the State Enterprise Employee Card (certified copy of his/her household registration is also required)
- A certified copy of the permanent citizen identification card (a certified copy of his/her household registration is also required)

2) For Foreign individual shareholder

A certified copy of an alien certificate or passport

3) For Thai juristic person

- 3.1 A copy of Certificate of Incorporation issued by the Ministry of Commerce not more than 6 month prior to the last day of the Offer Period, certified by authorized signatory (ies), and affixed with company seal (if any)
- 3.2 A copy of documents specified in 1) or 2) (as the case may be) of the authorized directors who certified directors the document specified in 3.1

4) For Foreign juristic person

- 4.1 A copy of Certificate of Incorporation (the Company Affidavit) and Memorandum of Association
- 4.2 A copy of documents specified in 1) or 2) (as the case may be) of authorized directors who certified the document specified in 4.1

Each copy of the certified documents specified in 4.1 and 4.2 must be certified by a Notary Public and by an official of the Thai Embassy or the Thai Consulate in the country where the documents were prepared, of which is not more than 6 months prior to the last day of the Offer Period.

5) For Offeree, as a juristic person, who does not carry on business in Thailand and does not reside in country which entered into a double taxation treaty with Thailand or who resides in country which entered into a double taxation treaty which does not exempt withholding tax from the capital gain from share trading in Thailand.

An Offeree is required to declare the cost basis of the shares for withholding tax purposes by completing and submitting a "Form for Declaration of Cost of Tendered Shares" for ordinary shares (Form C-3). If the Offeree fails to declare the cost basis together with evidence that demonstrates the cost basis, the Tender Offer Agent will determine the amount of withholding tax based on the entire proceeds of the shares sold.

6) The person, who requires to receive the money transfer through his/her bank account specified in Part 4 No. 3.1, must provide a certified copy of the first page of the savings deposit pass book or current account statement which shown account holder and account number and be able to transfer through automatic transfer system.

In case of security holder's authorized representative

1. Power of Attorney affixed with stamp duty Baht 10 or Baht 30 (as the case maybe) (Form C-4)
2. Certified copy of identification documents of the shareholder and authorized representative as specified above

5. Submit all of documents to

Khun Sasithom Vanitjinda and Khun Machinee Pakpoom Operation Department,  
 THANACHART SECURITIES PUBLIC COMPANY LIMITED  
 444 MBK Tower, 18<sup>th</sup> Floor, Phayathai Road,  
 Wangmai, Fathumwan, Bangkok 10330 THAILAND  
 Telephone : 02-779-9266, 02-779-9271, 0-2483-8441, 0-2779-9268, 0-2779-9000

The tender offer agent will not accept documents sent by post

Note: For all NVDR holders, please submit the Tender Offer Acceptance Form 2 business days before the last day of the Offer Period.

**Tender Offer Acceptance Form for NVDR**  
(to sell NVDRs of CPT Drives and Power Public Company Limited)

Date..... Acceptance Form No. ....  
 To The Offeror and THANACHART SECURITIES PUBLIC COMPANY LIMITED ("Tender Offer Agent")  
 I/We ("Offeree") (Mr./Mrs./Miss/Company)..... Nationality.....  
 Contact Address (that can be reached via mail)..... Soi..... Road..... Tambon/Sub-district.....  
 Aumthur/District..... Province..... Postal Code..... Country..... Contact Telephone.....  
 House Registration Address  same as above  different from above (Please specify)  
 Contact Address (House Registration Address)..... Soi..... Road..... Tambon/Sub-district.....  
 Aumthur/District..... Province..... Postal Code..... Country..... Contact Telephone.....  
 Source of Fund (Can select more than 1 source):  
 Individual Person:  Saving  Business Ownership  Salary  Investments/Inheritances  Other (please specify) .....  
 Juristic Person:  Business Profits  Other (please specify) .....  
 Source of income (please specify country) ..... Occupation/Type of Business.....  
 Company Registration Address (please specify name and address).....  
 Is the Offeree a politically exposed person or family member or close associate of a politically exposed person?  Yes  No  
 If yes, please specify political position/relationship.....  
 I/We am/are  
 Thai Individual Identification/Civil Servant Identification/State Enterprise Employee Card No.....  
 Foreign Individual Alien Certificate/ Passport No.....  
 Thai Juristic Person Registration No.....  
 Foreign Juristic Person who engages in business in Thailand Certificate of Incorporation No.....  
 Foreign Juristic Person who does not engage in business in Thailand Certificate of Incorporation No.....

Accept to sell ..... (.....) of NVDRs representing ordinary shares of CPT Drives and Power Public Company Limited, at the Offer Price of THB 1 (One THB) per share, after deducting the Tender Offer Agent fee of 0.25% of the Offer Price and value added tax (VAT) of 7.00% of the brokerage fee. The Net Offer Price is THB 0.997325 (Zero Point Nine Nine Seven Three Two Five THB) per share. The Total Net Amount is Baht..... (.....)

I/We agree to follow the terms and conditions stated in the Tender Offer document and agree to follow the terms and conditions stated in the Tender Offer document and will not revoke this share selling in any circumstance, except falling in conditions for cancellation stipulated in the Tender Offer document. The last day for the revocation is the day 20<sup>th</sup> of the Offer Period which falls on November 11, 2024 during the hours of 9.00 a.m. to 4.00 p.m. I/We hereby appoint THANACHART SECURITIES PUBLIC COMPANY LIMITED as my proxy to sell, transfer, deliver NVDRs, arrange the payment procedure and process other necessary relevant to tender offer.

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

I/We attach evidence of transfer of the NVDRs to account "THANACHART SECURITIES PUBLIC COMPANY LIMITED FOR TENDER OFFER" account no. 016-00000019-4

and proof of identity in respect of the Offeree or proof of registered company (for juristic person) as set out in the Tender Offer Acceptance Procedure. Receive the Payment:

Collect the cheque by myself/ourselves at THANACHART SECURITIES Pcl.  Send the cheque via registered post to the address above  
 Transfer to my/our bank account at ..... Bank Branch ..... Type of Account ..... Account No. ....

(The name of the account holder must be the same as the name of Offeree stated in the Tender Offer Acceptance Form. Besides, the Offeree must provide either a certified copy of the first page of the savings deposit pass book or a certified copy of the current account statement).

I/We hereby certify that all NVDRs offered for sale are free from any encumbrance.

Signed..... Proxy  
 (.....)

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



Receipt of Transfer of Scripless NVDR and Tender Offer Acceptance Form	
Date.....	Acceptance Form No. ....
THANACHART SECURITIES PCL. has received the Tender Offer Acceptance Form to purchase NVDRs of the Ordinary Shares of CPT Drives and Power Public Company Limited, and the Transfer of Scripless NVDR with the document to transfer NVDRs totaling..... units of NVDR	
from Mr. / Mrs / Miss / Company.....	
Receive the Payment: <input type="checkbox"/> Collect the cheque by myself/ourselves at THANACHART SECURITIES PCL. <input type="checkbox"/> Send the cheque via registered post to the address above	
<input type="checkbox"/> Transfer to my/our bank account at ..... Bank	
Branch ..... Type of Account ..... Account No. ....	
.....	
Signed ..... Recipient (.....)	

**Confirmation of Securities Cost Form for NVDR**  
 (For Foreign Juristic Person not carrying business in Thailand)

Date.....

To: Tender Offeror  
 Thanachart Securities Public Company Limited. ("Tender Offer Agent")

With reference to the Tender Offer to purchase NVDR of CPT Drives and Power Public Company Limited by the Offeror, I/We.....Nationality.....  
 Tax Identification No. (if any) .....accept to sell ..... of NVDRs representing ordinary shares of CPT Drives and Power Public Company Limited subject to the Tender Offer by the Offeror. I/We hereby declare the cost of tendered shares as the evidence for the withholding tax purpose as follow:

NVDR certification No. / Transfer Slip No. (Transfer date)	No. of NVDR	Cost per unit (THB)
Total		

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

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

**Note** If the Offeree, Foreign Juristic Person does not engage in business in Thailand, fails to declare the cost basis or attach the evidence that demonstrates the cost basis, the Tender Offer Agent will determine the amount of withholding tax based on the entire proceeds of the securities sold

Power of Attorney

Made at.....

Date .....

By this Power of Attorney, I/We ..... Age.....years
Nationality..... Address.....
ID Number ..... Tel ..... hold (s).....NVDRs of CPT Drives and Power Public Company Limited.
Hereby authorize ..... Age .....years
Nationality..... Address.....
ID Number ..... Tel ..... (the "Proxy") to act for and on my/our behalf to:

[ ] Sell, transfer and submit the NVDRs representing ordinary shares of CPT Drives and Power Public Company Limited.

[ ] Collect the proceeds from the sale of NVDRs of CPT Drives and Power Public Company Limited.

All acts will be operated through THANACHART SECURITIES PCL.

Any act performed by the Attorney within the scope of power granted by this Power of Attorney shall be considered as if I/We performed that act by myself/ourselves.

Signed ..... Grantor
(.....)

Signed ..... Proxy
(.....)

Signed ..... Witness
(.....)

Signed ..... Witness
(.....)

Notes:

- 1. Stamp duty
a. THB10 stamp duty in case that the NVDR holder authorizes the attorney-in-fact to sell, transfer and deliver the NVDR
b. THB30 stamp duty in case that the NVDR holder authorizes the attorney-in-fact to sell, transfer, deliver the NVDR and receive the payment thereof including to cancel the intention to sell the NVDR
2. The grantor is required to attach the following documents with certified true copies of the authorized representatives(s):
a. Certified true copies of ID card (Thai Individual) or
b. Certified true copies of registered company or certificate of Incorporation (Thai Juristic Person)
3. The attorney-in-fact is required to attach the following documents with certified true copies of the authorized representatives(s):
a. Certified true copies of ID card (Thai Individual) or
b. Certified true copies of passport or alien certificate (Foreign Individual)
4. In case that the grantor and/or attorney-in-fact is foreign juristic person, the true copies of registered company, certificate of Incorporation, passport or alien certificate must be certified by the notary public officer and Thai embassy or Thai consulate in the country where the documents were prepared not more than six months prior to the last day of the tender offer period.