

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 NVDRs

<p>NVDR Holder of Thai Agro Energy Public Company Limited ("TAE")</p>		
<p>↓</p>		
<p>1. Complete the Tender Offer Acceptance Forms for NVDR (Form C-2)</p>		
<p>↓</p>		
<p>2. Advise your broker to transfer the Scripless NVDR units to the following account "Kiatnakin Phatra Securities Public Company Limited for Tender" Account Number 006-000000015-7 "Krungsri Securities Public Company Limited for Tender Offer" Account Number 029-000000098-2</p>		
<p>↓</p>		
<p>3. Enclose the evidence of transferring NVDR as specified in (Form C-1)</p>		
<p>↓</p>		
<p>4. Enclose the following supporting documents with certified as true copy, as the case may be:</p> <ol style="list-style-type: none"> 1) <u>Thai Individual</u> <ul style="list-style-type: none"> — A certified copy of a valid ID Card that has not expired or — A certified copy of a valid Civil Servant ID Card or a copy of a valid State Enterprise Employee Card that contains 13-digit ID numbers that has not expired 2) <u>Foreign Individual</u> <ul style="list-style-type: none"> — A certified copy of a valid passport or a copy of a valid alien certificate that has not expired 3) <u>Thai Juristic Person</u> <ol style="list-style-type: none"> 3.1) A copy of a Company Affidavit, issued by the Ministry of Commerce no longer than 6 months prior to the last day of the Offer Period, certified as true copy by authorized signatory(ies), 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 the authorized signatory(ies) who sign(s) and certify(ies) true copy of document in 3.1) above 4) <u>Foreign Juristic Person</u> <ol style="list-style-type: none"> 4.1) A copy of a Certificate of Incorporation (the Company Affidavit) issued by the officer of the juristic person or the government authority of the country in which the juristic person is established, certifying the name of the juristic person, the name of authorized signatory, the location of the head office and conditions of signing authorization (issued not exceeding 6 months prior to the submission date) certified as true copy by the authorized directors of the juristic person together with the company seal 4.2) Documents stated in 1) or 2) of the authorized director(s) who sign(s) and certify(s) true copy of document in 4.1) above <p>Documents specified in 4.1) and 4.2) must be certified by the Notary Public and Royal Thai embassy or Royal Thai consulate in the country where the documents were prepared and all documents which are issued no longer than 6 months prior to last day of the Offer Period</p> 5) <u>Where the Offeree is a foreign juristic person not conducting business in Thailand and is domiciled in a country that does not have a double taxation treaty with Thailand or is domiciled in a country that has a double taxation treaty with Thailand but such treaty does not exempt any withholding tax on capital gain on sales of shares in Thailand</u>, the Offeree has to declare cost basis of shares by completing and submitting the Form for Declaration of Cost of Tendere d Shares (Form C-3). If the Offeree fails to declare the cost basis together with evidence that demonstrates the cost basis, the Tender Offer Agents will determine the amount of withholding tax based on the entire gross amount of the shares sold. <p><u>In case of security holder's authorized representative</u></p> <ol style="list-style-type: none"> 1. Power of Attorney affixed with Baht 10 or Baht 30 stamp duty (as the case may be) (Form C-4) 2. Certified as true copy of identification document of the attorney-in-fact and security holder as specified above 		
<p>↓</p>		
<p>5. Kindly submit all documents to Tender Offer Agents or send to your broker that you have the trading account and deposited the security to compile the necessary documents before submitting them to Tender Offer Agent:</p> <p style="text-align: center;">"All NVDR holders, please submit the Tender Offer Acceptance Form at least 2 business day before the last tender offer date (or at least 7 business day before the last tender offer date for Krungsri Securities provincial branch)"</p> <p style="text-align: center;">"The Tender Offer Agents will not accept documents sent by post"</p>		
<p>↓</p>		
<p>Tender Offer Agents</p>		
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 5px;"> <p>Operation Department, Kiatnakin Phatra Securities Public Company Limited 12A floor, 209 KKP Tower A, Sukhumvit 21 (Asoke), Khlong Toey Nua, Wattana, Bangkok 10110, Thailand Telephone: 02-165-5555 Press 4, Information inquiry every business day from 8.00 a.m. to 6.00 p.m.</p> </td> <td style="width: 50%; padding: 5px;"> <p>Operation Department, Krungsri Securities Public Company Limited (Sathorn Branch Office) 25 Bangkok Insurance Building, 16th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120, Thailand Telephone: 02-638-5702, 5704, or 5708, Information inquiry every business day from 09.00 a.m. to 05.00 p.m. Krungsri Securities Public Company Limited (Provincial Branch: Chiang Mai, Khon Kaen, Nakhonpathom, Chonburi, and Hat yai) Please check the contact information on the next page or at https://www.krungsrisecurities.com</p> </td> </tr> </table>	<p>Operation Department, Kiatnakin Phatra Securities Public Company Limited 12A floor, 209 KKP Tower A, Sukhumvit 21 (Asoke), Khlong Toey Nua, Wattana, Bangkok 10110, Thailand Telephone: 02-165-5555 Press 4, Information inquiry every business day from 8.00 a.m. to 6.00 p.m.</p>	<p>Operation Department, Krungsri Securities Public Company Limited (Sathorn Branch Office) 25 Bangkok Insurance Building, 16th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120, Thailand Telephone: 02-638-5702, 5704, or 5708, Information inquiry every business day from 09.00 a.m. to 05.00 p.m. Krungsri Securities Public Company Limited (Provincial Branch: Chiang Mai, Khon Kaen, Nakhonpathom, Chonburi, and Hat yai) Please check the contact information on the next page or at https://www.krungsrisecurities.com</p>
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Map of Kiatnakin Phatra Securities Public Company Limited



Map of Krungsri Securities Public Company Limited (Sathorn Branch Office)

Krungsri Securities PCL.

25 Bangkok Insurance Building, 15th-17th Floor, Room no. 17-2,
South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120



Krungsri Securities Public Company Limited – Chiangmai Branch

Address: Bank of Ayudhya PCL. Pratu Chang Phuak Branch 70, Chang Phuak Road, Tambol Sri Phum, Amphur Mueang, Chiangmai, 50200 Thailand

Phone: 0 5321 9234 Fax: 0 5321 9247

Krungsri Securities Public Company Limited – Khon Kaen Branch

Address: Bank of Ayudhya PCL. Khon Kaen Branch, 114 Sri Chan Road, Tambol Nai Muang, Amphur Mueang, Khon Kaen, 40000 Thailand

Phone: 0 4322 6120 Fax: 0 4322 6180

Krungsri Securities Public Company Limited – Nakhon pathom Branch

Address : 67/1 Ratchadamnern Road, Tambol Phrapathomjedee, Amphur Mueang , Nakhonpathom, 73000 Thailand

Phone: 0 3427 5500 Fax: 0 3421 8989

Krungsri Securities Public Company Limited – Chonburi Branch

Address : 64/17 Sukhumwit Road, Tambol Bangplasoi, Amphur Mueang, Chonburi, 20000 Thailand

Phone: 0 3312 6580-6 Fax: 0 3312 6588

Krungsri Securities Public Company Limited – Hat yai Branch

Address : 90-92-94 Bank of Ayudhya PCL. Hat Yai Branch, Nipat-u-tit Nueng Road, Tambol Hat Yai, Amphur HatYai, Songkhla 90110 Thailand

Phone: 0 7422 1229 Fax: 0 7422 1411

Tender Offer Acceptance Form for NVDR (to sell NVDRs of Thai Agro Energy Public Company Limited)

Date..... Acceptance Form No.
 To Sunrise Equity Company Limited and Siam City Cement Public Company Limited as the "Tender Offerors" and
 Kiatnakin Phatra Securities Public Company Limited and Krungsri Securities Public Company Limited as the "Tender Offer Agents"
 I/We ("Offeree") (Mr./Mrs./Miss/Company/Other (Please specify)) Nationality.....
 Contact Address (that can be reached via mail) Soi..... Road..... Tambon/Sub-
 district..... Amphur/District..... Province..... Postal Code.....
 Country..... Contact Telephone..... Email address.....

Address appears in personal ID card/House Registration Address same as above
 Address appears in personal ID card/House Registration Address different from above (Please specify)
 Address..... Soi..... Road..... Tambon/Subdistrict.....
 Amphur/District..... Province..... Postal Code..... Country..... Contact Telephone.....

Current Address Same as contact address Same as address appears in personal ID card/House Registration Address Different from the address appears in personal ID card/House Registration Address (Please specify)
 Address..... Soi..... Road..... Tambon/Subdistrict.....
 Amphur/District..... Province..... Postal Code..... Country.....

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

- The owner relating to trading of precious stones, diamonds, gems, gold, or ornaments decorated with precious stones, diamonds, gems, or gold The owner relating to trading in antiques under the law governing selling by auction and trading in antiques The owner in exchange of currency, both natural and legal person The owner of funds or value transfer service, domestic or cross-border that is not a financial institution The owner of casino or gambling house business The owner relating to entertainment facility under the law governing entertainment facility The owner relating to trading in arms and ammunition (armament) The owner relating to employment agent to accepting foreigner to work in the kingdom or sends people to work abroad The owner relating to travel or tour agent
- Other Occupation/Business Type Office Address (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 Others (Please specify the country)

Source of payment (can select more than 1 option): **Natural person:** Saving Self-employed business Salary Investment income/ Inheritance Other (please specify)
Juristic person: Money from business Others (Please specify) Tax Payer ID.....

Please specify type of the Tender Offeree of Thai Agro Energy Public Company Limited ("TAE"):
 Thai Individual Foreign Individual Alien ID /Civil Servant Identification/State Enterprise Employee Card No/ Certificate / Passport No
 Thai Juristic Person Registration No..... Tax Identification No.....
 Foreign Juristic Person who engages in business in Thailand Foreign Juristic Person who does not engage in business in Thailand
 Certificate of Incorporation No.....

I/We accept to sell (.....) of NVDRs representing ordinary shares of Thai Agro Energy Public Company Limited at the Tender Offer Price of THB 0.84 (Zero Point Eight Four Baht) per share, after deducting the Tender Offer Agent fee of 0.25% of the Tender Offer Price and Value Added Tax (VAT) of 7.00% of the brokerage fee. The Net Offer Price is around THB THB 0.8377530 (Zero Point Eight Three Seven Seven Five Three Baht) per share. The Total Net Amount is around THB..... (.....)

I/We thoroughly examined the terms and conditions contained in the Tender Offer 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 20th of the Tender Offer Period which falls on 25 September 2024 during the hours of 9.00 a.m. to 4.00 p.m.

I/We hereby appoint the Tender Offer Agents as my proxy to sell, transfer, deliver NVDRs, arrange the payment procedure and process other necessary relevant to tender offer.

I/We hereby have read thoroughly and acknowledged the Privacy Notices in the Financial Business Group's website www.kkpg.com/dataprotection or other channels. In case where I/We provided any personal data of any other data subject, I/We hereby represent and warrant that I/We have the lawful authorization to disclose such personal data to the companies in Financial Business Group.

I hereby certify that the information provided above is true and correct. I have read and acknowledged the purposes and details related to the collection, use, and disclosure of personal data by Bank of Ayudhya Public Company Limited and its financial group of companies (collectively, "Krungsri Group"), and my rights as a data subject, including the right to withdraw my consent as specified in the Krungsri Group's Privacy Notice available at www.krungsrisecurities.com/th/convention/privacy.aspx If I have provided personal data of a third party to Krungsri Group, I hereby certify that I have verified the accuracy and completeness of their personal data and have obtained any required consent to the collection, use, and disclosure of their personal data or other legal basis is relied on, and such third party has been notified of Krungsri Group's Privacy Notice.

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

I/We attach evidence of transfer of the NVDRs through Thailand Securities Depository Company Limited (the "TSD") to account "KIATNAKIN PHATRA SECURITIES PUBLIC COMPANY LIMITED FOR TENDER" account No. 006-00000015-7 / KRUNGSRI SECURITIES PUBLIC COMPANY LIMITED FOR TENDER OFFER account No. 029-00000098-2 and proof of identity in respect of the Tender 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 the office of the Tender Offer Agents where I/We submit the Tender Offer Acceptance Form
 Send the cheque via registered post to the address above
 Transfer to Bank 1. BAY 2. SCB 3. BBL 4. KTB 5. KBANK 6. TTB 7. UOB 8. KKP 9. CIMB
 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 Tender 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).

In case where the amount of payment is equal to THB 100,000 or more, please identify the Beneficial Owner* accordingly:
 In case where the subscriber is a natural person for the Tender Offeree for another (Please specify)
 In case where the subscriber is a juristic person for a subscriber for another (Please specify)

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

I/We hereby certify that all NVDRs offered for sale are free from any encumbrance.
 I/We hereby certify, represent and warrant that I am/we are the legal and beneficial owner(s) of all NVDRs offered for sale which are free from any mortgage, charge, pledge, encumbrance, liability or third party right ("Encumbrance") and I/We sell such NVDRs offered as beneficial owner(s) thereof free from any and all Encumbrances.

Signed..... Attorne y-in-fact Offeree
 (.....) (.....)

Receipt of Transfer of Scripless NVDR and Tender Offer Acceptance Form	
Date.....	Acceptance Form No.
Kiatnakin Phatra Securities Public Company Limited and Krungsri Securities Public Company Limited in the capacity as the Tender Offer Agents has received the Tender Offer Acceptance Form to purchase NVDRs of the Ordinary Shares of Thai Agro Energy Public Company Limited and the Transfer of Scripless NVDR with the document to transfer NVDRs totaling units of NVDR from Mr. / Mrs. / Miss / Company / Other (Please specify).....	
Receive the Payment: <input type="checkbox"/> Collect the cheque by myself/ourselves at the office of the Tender Offer Agents where I/We submit the Tender Offer Acceptance Form <input type="checkbox"/> Send the cheque via registered post to the address above <input type="checkbox"/> Transfer to Bank <input type="checkbox"/> 1. BAY <input type="checkbox"/> 2. SCB <input type="checkbox"/> 3. BBL <input type="checkbox"/> 4. KTB <input type="checkbox"/> 5. KBANK <input type="checkbox"/> 6. TTB <input type="checkbox"/> 7. UOB <input type="checkbox"/> 8. KKP <input type="checkbox"/> 9. CIMB 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: Sunrise Equity Company Limited and Siam City Cement Public Company Limited (the “**Tender Offerors**”) and
Kiatnakin Phatra Securities Public Company Limited and Krungsri Securities Public Company Limited
(the “**Tender Offer Agents**”)

With reference to the Tender Offer to purchase NVDR of Thai Agro Energy Public Company Limited by the Tender Offerors,
I/We.....Nationality.....
Tax Identification No. (if any)accept to sell of NVDRs
representing ordinary shares of Thai Agro Energy Public Company Limited, subject to the Tender Offer by Sunrise Equity
Company Limited and Siam City Cement Public Company Limited. 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 and I/We have read thoroughly and acknowledged the Privacy Notice as in the Financial Business Group’s website www.kkpg.com/dataprotection or other channels. In case where I/we provided any personal data of any other data subject, I/we hereby represent and warrant that I/we have the lawful authorization to disclose such personal data to the companies in Financial Business Group.

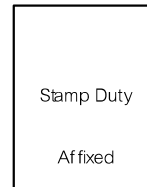
I hereby certify that the information provided above is true and correct. I have read and acknowledged the purposes and details related to the collection, use, and disclosure of personal data by Bank of Ayudhya Public Company Limited and its financial group of companies (collectively, “Krungsri Group”), and my rights as a data subject, including the right to withdraw my consent as specified in the Krungsri Group’s Privacy Notice available at www.krungsrisecurities.com/th/convention/privacy.aspx If I have provided personal data of any third party to Krungsri Group, I hereby certify that I have verified the accuracy and completeness of their personal data and have obtained any required consent to the collection, use, and disclosure of their personal data or other legal basis is relied on, and such third party has been notified of Krungsri Group’s Privacy Notice.

Signed.....Offeree

(.....)

Note If the Tender 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 Agents will determine the amount of withholding tax based on the gross amount of the shares sold.

POWER OF ATTORNEY
For Tender Offer Acceptance– NVDR



Made at _____

Date _____

I / We _____ Age _____

Nationality _____ ID Card No. / Passport No _____

Resides at (address that can be reached by mail) _____

Postal Code _____ Country _____

Hold(s) _____ units of NVDR of Thai Agro Energy Public Company Limited ("TAE")

hereby authorize (Mr. / Miss / Mrs.) _____ Age _____

Nationality _____ ID Card No. / Passport No _____

Resides at (address that can be reached by mail) _____

House Registration Address House Registration Address same as above House Registration Address different from above
(Please specify)

House Registration Address _____

Postal Code _____ Country _____ to act as my/our attorney to

- Sell, transfer, endorse and deliver such securities of TAE through the Tender Offer Agent
- Receive cheque at Kiatnakin Phatra Securities Public Company Limited / Krungsri Securities Public Company Limited in person as payment due to acceptance of tender offer (for the case where I/We choose to collect the cheque in person), and to be authorized to do and execute all such other matters in connection with the aforesaid mentioned on my/our behalf until its completion.

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

I/We hereby have read thoroughly and acknowledged the Privacy Notice as in the Financial Business Group's website www.kkpfhg.com/dataprotection or other channels. In case where I/we provided any personal data of any other data subject, I/we hereby represent and warrant that I/we have the lawful authorization to disclose such personal data to the companies in Financial Business Group.

I hereby certify that the information provided above is true and correct. I have read and acknowledged the purposes and details related to the collection, use, and disclosure of personal data by Bank of Ayudhya Public Company Limited and its financial group of companies (collectively, "Krungsri Group"), and my rights as a data subject, including the right to withdraw my consent as specified in the Krungsri Group's Privacy Notice available at www.krungsrisecurities.com/th/convention/privacy.aspx If I have provided personal data of any third party to Krungsri Group, I hereby certify that I have verified the accuracy and completeness of their personal data and have obtained any required consent to the collection, use, and disclosure of their personal data or other legal basis is relied on, and such third party has been notified of Krungsri Group's Privacy Notice.

() Grantor

() Attorney-in-fact

() Witness

() Witness

Notes:

1. A power of attorney executed with 10-THB stamp duty affixed in case of authorizing to perform the submission of Tender Offer Acceptance Form of the Ordinary Shares only or receiving a cheque for the payment of ordinary shares only, or 30-THB stamp duty affixed in case of authorizing to perform both the submission of Tender Offer Acceptance Form of the Ordinary Shares and receiving a cheque for the payment of ordinary shares
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 Company Registration and Company Certification (Thai Juristic Person) or
 - c. Certified true copies of passport or alien certificate (Foreign Individual)
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 Company Registration and Company Certification (Thai Juristic Person) or
 - c. 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 corporate affidavit, 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