

IR.029/2021

8 November 2021

Subject: Notification on the Receipt of Tender Offer Form (Form 247-4)
Attention: President
The Stock Exchange of Thailand
Enclosure: A Copy of Tender Offer for securities of PSG Corporation Public Company Limited (Form 247-4)

PSG Corporation Public Company Limited (“**PSG**” or “**the Company**”) would like to inform that on 8 November 2021, the Company has received a copy of Tender Offer Form (Form 247-4) from the offeror, namely Mrs. Panicha Dau, the details of which are set out in the Enclosure.

Please be informed accordingly.

Yours faithfully,

Dr. Chaiyod Chirabowornkul
Chief Executive Officer
PSG Corporation Public Company Limited

(Translation)

Tender Offer

(Form 247-4)

of

PSG CORPORATION PUBLIC COMPANY LIMITED



By

Tender Offeror

Mrs. Panicha Dau

Tender Offer Preparer and Tender Offer Agent

Thanachart Securities Public Company Limited



8 November 2021

Re: Submission of the Tender Offer for the Securities of PSG Corporation Public Company Limited

To: Secretary-General of the Office of the Securities and Exchange Commission
President of the Stock Exchange of Thailand
Chief Executive Officer of PSG Corporation Public Company Limited
Shareholders of PSG Corporation Public Company Limited

Enclosed Tender Offer for the Securities of PSG Corporation Public Company Limited

Pursuant to the Extraordinary General Meeting of Shareholders of PSG Corporation Public Company Limited (“PSG” or the “Company”) No. 1/2021 on 12 October 2021 resolved to approve the Company’s issuance and offering, on a private placement basis, of the total of 54,044,000,000 newly issued ordinary shares (the “Newly Issued Ordinary Shares”) having a par value of Baht 1.00 per share, amounting to 83.15 percent of the total issued and sold shares of the Company, at the price of Baht 0.02 (two satang) per share. The said included the issuance and offering of 51,994,000,000 Newly Issued Ordinary Shares amounting to 80.00 percent of the total issued and sold shares of the Company, to Mrs. Panicha Dau. On 27 October 2021, Mrs. Panicha Dau has subscribed for, and became a shareholder of, the total of 51,994,000,000 Newly Issued Ordinary Shares of the Company representing 80.00 percent of the total voting rights of the Company. Thus, Mrs. Panicha Dau is obliged to make a tender offer for all of the securities of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for Acquisition of Securities for Business Takeovers, dated 13 May 2011 (as amended).

In this regard, Thanachart Securities Public Company Limited, as the Tender Offer Preparer, would like to submit the Tender Offer for the Securities of the Company (Form 247-4) to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, the Company and the shareholders of the Company for the consideration of this Tender Offer for the Securities of the Company.

Sincerely yours,

Thanachart Securities Public Company Limited

Tender Offer Preparer

บริษัทหลักทรัพย์ ธนชาติ จำกัด (มหาชน)
Thanachart Securities Public Company Limited

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Tender Offer
PSG Corporation Public Company Limited

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Tender Offer for Securities of PSG Corporation Public Company Limited

(This offer and this offer period are final and will not be amended, except in the conditions stated in Article 8.)

To: Holders of Securities of PSG Corporation Public Company Limited

I, Mrs. Panicha Dau, hereby make a tender offer for all securities of PSG Corporation Public Company Limited (formerly known as T Engineering Corporation Public Company Limited) (hereinafter referred to as “PSG” or the “Company”) with the details set out below.

Part 1

Essence of the Tender Offer

1. Submission Date of the Tender Offer

8 November 2021

2. Name of the Tender Offeror

Mrs. Panicha Dau (“Tender Offeror” or “Mrs. Panicha”)

3. Name of the Tender Offer Preparer

Thanachart Securities Public Company Limited (“Tender Offer Preparer”)

4. Purpose of the Tender Offer

The Company’s Extraordinary General Meeting of Shareholders No. 1/2021 on 12 October 2021 resolved to approve the Company’s issuance and offering, on a private placement basis, of the total of 54,044,000,000 newly issued ordinary shares (the “Newly Issued Ordinary Shares”) having a par value of Baht 1.00 per share, amounting to 83.15 percent of the total issued and sold shares of the Company, at the price of Baht 0.02 (two satang) per share. The said included the issuance and offering of 51,994,000,000 Newly Issued Ordinary Shares amounting to 80.00 percent of the total issued and sold shares of the Company, to Mrs. Panicha. Mrs. Panicha sees the potential of the Company and the future opportunity to expand the construction business both inside and outside Thailand. Therefore, on 27 October 2021, the Tender Offeror has subscribed for, and became a shareholder of, the total of 51,994,000,000 Newly Issued Ordinary Shares of the Company representing 80.00 percent of the total issued and sold shares of the Company and the total voting rights of the Company, worth Baht 1,039,880,000.

Thus, the Tender Offeror is obliged to make a tender offer for all of the remaining securities of the Company (Mandatory Tender Offer) pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for Acquisition of Securities for Business Takeovers, dated 13 May 2011 (as amended) (“Notification No. TorChor. 12/2554”). The said remaining securities of the Company are all of 12,998,438,156 ordinary shares that are not held by the Tender Offeror amounting to 20.00 percent of the total issued and sold shares of the Company and the total voting rights of the Company.

5. Type and Issue/Class of the Offered Securities

In this issuance and offering of the Newly Issued Ordinary Shares, the Company has issued and offered the Newly Issued Ordinary Shares to 5 persons on a private placement basis, in the total amount of 54,044,000,000 shares amounting to 83.15 percent of the total issued and sold shares and the total voting rights of the Company. The details of such issuance and offering of the Newly Issued Ordinary Shares can be summarised as follows:

1. Mrs. Panicha, in the amount of 51,994,000,000 shares or 80.00 percent of the total issued and sold shares of the Company and the total voting rights of the Company;
2. Miss Titima Thanakornyothin (“**Miss Titima**”), in the amount of 300,000,000 shares or 0.46 percent;
3. Mr. Chaiyod Chirabowornkul (“**Mr. Chaiyod**”), in the amount of 250,000,000 shares or 0.38 percent;
4. Mr. Adisorn J.Jitcharoenchai (“**Mr. Adisorn**”), in the amount of 1,200,000,000 shares or 1.85 percent; and
5. Mr. Kittishote Haritaworn (“**Mr. Kittishote**”), in the amount of 300,000,000 shares or 0.46 percent,

(collectively, the “**5 PP Investors**”), at the offer price of Baht 0.02 per share. On 27 October 2021, the 5 PP Investors have subscribed for, and become shareholders of, all of the Newly Issued Ordinary Shares under this issuance and offering by the Company.

Because the said price at which the Newly Issued Ordinary Shares were offered to the 5 PP Investors is lower than 90 percent of the market price of the Company’s shares before the Stock Exchange of Thailand (“**SET**”) accepts the admission of such Newly Issued Ordinary Shares as listed securities, all of such Newly Issued Ordinary Shares of 5 PP Investors are subject to a sale prohibition period (Silent Period) of 1 year from the commencement date of the trading of Newly Issued Ordinary Shares on the Market for Alternative Investment (“**MAI**”) which falls on 29 October 2021. Upon the lapse of the 6-month period, the 5 PP Investors will be able to sell 25 percent of all shares that are subject to the Silent Period, and upon the lapse of the 1-year period, they will be able to sell all of the remaining shares. These are according to the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Criteria, Conditions and Procedures for Consideration of an Application for the Acceptance of Ordinary Shares or Preferred Shares in a Capital Increase as Listed Securities B.E. 2558 (as amended) (“**Notification on the Criteria, Conditions and Procedures for Listing Newly Issued Shares in a Capital Increase**”).

On the submission date of the Tender Offer, the Company has ordinary shares as its only one type of securities. The Company has a total of 64,992,438,156 issued and sold ordinary shares with a par value of Baht 1 each. 1 ordinary share of the Company carries 1 vote. The Tender Offeror is a shareholder of the Company holding 51,994,000,000 shares representing 80.00 percent of the total issued and sold shares of the Company and the total voting rights of the Company. Therefore, the Tender Offeror is obliged to make a tender offer for all of the remaining 12,998,438,156 ordinary shares of the Company amounting to 20.00 percent of the total issued and sold shares of the Company and the total voting rights of the Company.

In this regard, Miss Titima, Mr. Chaiyod, Mr. Adisorn, and Mr. Kittishote have issued a letter of intent to confirm to the Tender Offeror that under this Tender Offer, they will sell none of their Newly Issued Ordinary Shares held in the Company (“**Persons Who Confirmed to Sell No Shares**”) in the total amount of 2,050,000,000 shares or 3.15 percent of the total issued and sold shares of the Company and the total voting rights of the Company. That is because the said Persons Who Confirmed to Sell No Shares are prohibited from selling the Newly Issued Ordinary Shares of the Company pursuant to the Notification on the Criteria, Conditions and Procedures for Listing Newly Issued Shares in a Capital Increase. Therefore, the total remaining shares of the Company for which the Tender Offeror is obliged to make a tender offer are 10,948,438,156 shares or 16.85 percent of the total issued and sold shares of the Company and the total voting rights of the Company.

Shareholders	Amount of Shares (Shares)	Percentage of the total sold shares of the Company	Percentage of the total voting rights of the Company
Tender Offeror			
Mrs. Panicha Dau	51,994,000,000	80.00	80.00
Persons Who Confirmed to Sell No Shares under this Tender Offer			
Mr. Adisorn J.Jitcharoenchai	1,200,000,000	1.85	1.85
Miss Titima Thanakornyothin	300,000,000	0.46	0.46
Mr. Kittishote Haritaworn	300,000,000	0.46	0.46
Mr. Chaiyod Chirabowornkul	250,000,000	0.38	0.38
Total amount of shares confirmed to not be sold under this Tender Offer	2,050,000,000	3.15	3.15
Other shareholders – Total amount of shares for which the Tender Offer is made	10,948,438,156	16.85	16.85
Total amount of shares of the Company	64,992,438,156	100.00	100.00

6. Tender Offer Price

The tender offer price for the ordinary shares of the Company is Baht 0.02 (two satang) per share (“**Tender Offer Price**”). The shareholders who accept the Tender Offer (“**Offeree(s)**”) will have to bear the brokerage fee with respect to the offering of such shares at the rate of 0.25 percent of the Tender Offer Price and the value-added tax (VAT) at the rate of 7 percent thereof. Accordingly, the net price to be received by the Offerees will be Baht 0.01994650 (one point nine nine four six five satang) per share.

The Offerees will receive all payments for the securities in Thai Baht with 2 decimal places in Satang. With respect to the calculation of 2 decimal places in Satang, any fraction that is greater than or equal to Baht 0.005 will be rounded up, but any fraction that is less than Baht 0.005 will be rounded off. Such Tender Offer Price is:

- the final offer which will not be changed (except in the condition(s) stated in Article 8 of Part 1).
 is not the final offer and the Tender Offeror may change the Tender Offer Price.

According to the Revenue Code, unless expressly exempted under the applicable double taxation treaty in each case, if an Offeree is a foreign juristic person not operating any business in Thailand, (except in the case where the Offeree can demonstrate to the Tender Offer Agent that the Offeree is a foreign juristic person with residence in the country which has a double tax treaty with Thailand and the said double taxation convention provide a tax exemption for capital gains from sales of securities occurring in Thailand) such Offeree would be subject to a withholding tax at the rate of 15 percent of the capital gains from the sale of securities i.e. the difference between the Tender Offer Price and the original cost of the securities. The Offeree must declare the original cost of the tendered securities to the Tender Offer Agent as per the “**Original Cost of Securities Declaration Form**” attached hereto as Attachment 1 (Form A-3) for ordinary shares and Attachment 3 (Form C-3) for Non-Voting Depository Receipt (“**NVDR**”). In the event that an Offeree fails to declare to the Tender Offer Agent of the original cost of purchase or does not enclose evidence showing the said cost price, the Tender Offer Agent will withhold tax in the amount calculated from the whole amount of the price of securities that such Offeree will receive.

Remark: An Offeree which is a juristic person of Thai national is required to withhold 3percent tax on the brokerage fee and issue a Withholding Tax Certificate to Thanachart Securities Public Company Limited which is the Tender Offer Agent.

7. Offer Period

The Tender Offeror will make the Tender Offer for a total of 25 business days from 9:00 a.m. to 4:00 p.m., commencing on 11 November 2021 until 17 December 2021 (“**Offer Period**”). Such Offer Period is:

- the final period which will not be extended (except in the conditions stated in Article 8 of Part 1).
- not the final period and the Tender Offeror may extend the Offer Period.

In this regard, should there be any announcement of an additional public holiday during the said Offer Period, the Tender Offeror will extend the Offer Period to meet the requirement of 25 business days pursuant to the Notification No. TorChor. 12/2554.

8. Tender Offer Amendment Condition(s)

- None.
- Condition(s) for making an amendment to the Tender Offer are as follows:
 - The Tender Offeror may lower the Tender Offer Price or extend the Offer Period should there be any serious event affecting the status or assets of the Company during the Offer Period.
 - The Tender Offeror may amend the offer or extend the Offer Period to compete with other person who submits a tender offer for the securities of the Company during the Offer Period.

9. Condition(s) for Cancellation of the Tender Offer

The Tender Offeror may cancel the Tender Offer in any of the following events:

- (1) An event or action occurs after the Tender Offeror has submitted the Tender Offer to the Office of the Securities and Exchange Commission (“**SEC Office**”) but before the lapse of the Offer Period, which causes or may cause serious damage to the status or the assets of the Company, and such event or action is not caused by any act of the Tender Offeror or any act for which the Tender Offeror must be responsible; or
- (2) The Company takes any action after the Tender Offeror has submitted the Tender Offer to the SEC Office but before the lapse of the Offer Period, resulting in a significant decrease in the value of the Company's ordinary shares; or
- (3) The Company takes any action that is likely to affect the making of the Tender Offer according to the Notification of the Capital Market Supervisory Board No. TorChor. 14/2554 Re: Act or Omission to Act Which is Likely to Affect the Tender Offer of Business, dated 25 July 2011 (as amended).

10. Period during which the securities holders may cancel their acceptance to the Tender Offer

The Offerees may cancel their acceptance to the Tender Offer with respect to the Company's ordinary shares by submitting the Tender Offer Acceptance Cancellation Form attached hereto as Attachment 2 together with supporting documents at the Tender Offer Agent's head office from 9:00 a.m. to 4:00 p.m. of every business day commencing from 11 November 2021 to 9 December 2021, totaling 20 business days from the commencement date of the Offer Period.

In this regard, should there be any announcement of an additional public holiday during the Offer Period during which the Offerees may cancel their acceptance to the Tender Offer, the Tender Offeror will extend the Offer Period during which the Offerees who have accepted the Tender Offer may cancel their acceptance to the Tender Offer so that such period would be at least 20 business days pursuant to the Notification No. TorChor. 12/2554.

11. Allocation of the purchased amount in the event that the amount of securities tendered is more or less than the amount of securities offered (only in case of partial tender offer pursuant to Chapter 5 of the Notification No. TorChor. 12/2554)

Not applicable in this case because the Tender Offeror makes the Tender Offer for all securities of the Company.

12. Source of Funds for the Tender Offer

On the date of the Tender Offer, the Tender Offeror is obliged to make a tender offer for all remaining shares in the Company in the amount of 12,998,438,156 shares representing 20.00 percent of the total issued and sold shares of the Company and the total voting rights of the Company. However, the Tender Offeror has received the confirmation letters from the Persons Who Confirmed to Sell No Shares under this Tender Offer to the Tender Offeror attached hereto as Attachment 8, consisting of 300,000,000 shares in the Company held by Ms. Titima, 250,000,000 shares in the Company held by Mr. Chaiyod, 1,200,000,000 shares in the Company held by Mr. Adisorn, and 300,000,000 shares in the Company held by Mr. Kittishote. The total amount of shares confirmed to not be sold to the Tender Offeror under this Tender Offer is, therefore, 2,050,000,000 shares or 3.15 percent of the total issued and sold shares of the Company and the total voting rights of the Company. Such shares in the Company that have been confirmed to not be sold including the Tender Offeror's shares in the Company are subject to sale prohibition for a period of 1 year from the commencement date of the trading of Newly Issued Ordinary Shares on the MAI pursuant to the Notification on the Criteria, Conditions and Procedures for Listing Newly Issued Shares in a Capital Increase. For the said reason, the total amount of remaining shares in the Company for which the Tender Offeror is required to make a tender offer is 10,948,438,156 shares or 16.85 percent of the total issued and sold shares of the Company and the total voting rights of the Company.

In the event that every other shareholder of the Company (other than the Persons Who Confirmed to Sell No Shares and the Tender Offeror) expresses the intention to sell all ordinary shares of the Company to the Tender Offeror pursuant to this Tender Offer, the Tender Offeror must purchase the total amount of 10,948,438,156 ordinary shares of the Company amounting to 16.85 percent of the total issued and sold shares of the Company and the total voting rights of the Company at the Tender Offer Price of Baht 0.02 (two satang) per share. Accordingly, the Tender Offeror would require the funds in the total amount of Baht 218,968,763.12 to purchase the securities pursuant to this Tender Offer.

With respect to the source of funds for this Tender Offer, the Tender Offeror will use cash deposited as collateral in the securities trading account opened with Thanachart Securities Public Company Limited to make payments for the shares to the Offerees in this Tender Offer through the securities trading account of the Tender Offeror. Thanachart Securities Public Company Limited has issued a letter certifying that the Tender Offeror has a balance of Baht 219,000,000 in her account as appeared in the Letter of Confirmation on the Source of Funds for the Tender Offer attached hereto as Attachment 7 which covers the total required funds of Baht 218,968,763.12 for the entire payment for all securities of the Company under this Tender Offer. Such deposit is not subject to any other obligation with the bank. In this regard, the Tender Offeror has issued a letter of confirmation on the maintenance of the deposit balance in the said account to ensure that the Tender Offeror will not withdraw, deduct or dispose, pay, transfer, by any means, of the deposit balance in the said account, including will not execute any transaction which may affect such deposit balance, during the Offer Period or until the completion of this Tender Offer.

In this regard, the Tender Offer Preparer has considered the Letter of Confirmation on the Source of Funds for the Tender Offer together with the letter of confirmation on the maintenance of the deposit balance to be used for the Tender Offer for the securities of the Company referred to above and is of the opinion that the Tender Offeror has sufficient source of funds for this Tender Offer.

13. Tender Offer Agent

Name : Thanachart Securities Public Company Limited

Address : 444 MBK Tower, Floor 18-19, Phaya Thai Road,
Wang Mai Sub-district, Pathum Wan District, Bangkok 10330

Contact Persons : Operations Group

1. Ms. Sasithorn Vanitjinda	Tel. 02-779-9266
2. Mrs. Pattranith Krongumpronsuk	Tel. 02-779-9268
3. Ms. Machinee Pakpoom	Tel. 02-779-9271
4. Ms. Rapeeporn Dornluem	Tel. 02-483-8441

Telephone : 02-779-9000

Fax : 02-217-8861

14. Settlement Date

The Offerees will receive payment for PSG's net share price within the 3rd business day following the last day of the Offer Period which falls on 22 December 2021, or within 3 business days from the last day of the Offer Period which may be extended pursuant to the condition specified in Article 7, Part 1 of this document, provided that the Tender Offer Acceptance Form and supporting documents submitted by the Offeree are correct and complete and the transfer of securities is complete and effective.

Part 2
Details of the Tender Offeror

1. Information about the Tender Offeror

1.1. General Information

Name : Mrs. Panicha Dau
Address : 98/70 Moo 3, Bang Kaeo Sub-district, Bang Phli District, Samut Prakan Province 10540
Telephone : Please contact Thanachart Securities Public Company Limited.
Work Experience : - Present - Director and major shareholder directly and indirectly holding 50 percent shares of Cloud Property Management Company Limited which operates investment business.
- Present - Director of CPM Residences Co., Ltd. which operates real estate rental business.

Related Person(s) under Section 258

Spouse Mr. David Van Dau
- At present, he is a Director, Chairman of Executive Committee, Nomination and Remuneration Committee and Risk Management Committee of the Company.
- At present, he is the Chief Executive Officer of PT Sole Company Limited and is a shareholder who wholly owns the shares in PT Sole Company Limited.
- At present, he is a Director of CK Power Public Company Limited which is a listed company on the SET and is a Director and Executive Director of Southeast Asia Energy Company Limited, Luang Prabang Power Company Limited, and Nam Ngum 2 Power Company Limited

Children
1. Winston Van Dau (3 years old)
2. Victoria Dau (1 years old)

Related Juristic Persons Company Name: Cloud Property Management Company Limited
Nationality : Thai
Relationship : Mrs. Panicha holds directly and indirectly 50 percent shares in the company.
Type of Business : Holding company mainly engaging in financial business

Company Name : CPM Residences Company Limited
Nationality : Thai
Relationship : Mrs. Panicha holds directly and indirectly 50 percent shares in the company.
Type of Business : Engaging in real estate rental, purchase, sale business

Company Name : PT Sole Company Limited
Nationality : Lao People's Democratic Republic
Relationship : Mr. David Van Dau holds 100 percent shares in the company.
Type of Business : Engaging as investment company by investing in businesses in Thailand and the Lao People's Democratic Republic, e.g., hydro power plant and renewable energy, food and beverage business, and telecommunication business.

Company Name : Lao Coca-Cola Bottling Company Limited
Nationality : Lao People's Democratic Republic
Relationship : PT Sole Company Limited holds 30 percent shares in the company.
Type of Business : Manufacturing and sale of beverage

Company Name : LuangPrabang Power Company Limited
Nationality : Lao People's Democratic Republic
Relationship : PT Sole Company Limited holds 38 percent shares in the company.
Type of Business : Renewable-energy power plant

Company Name : PT (Sole) Company Limited
Nationality : British Virgin Islands
Relationship : PT Sole Company Limited holds 100 percent shares in the company.
Type of Business : Investing in businesses in Thailand and the Lao People's Democratic Republic

Company Name : The White Space Company Limited
Nationality : Thai
Relationship : PT Sole Company Limited and Mrs. Panicha
together hold 51.59 percent shares in the
company.
Type of Business : Engaging in telecommunication business

Company Name : The Rocket Co Company Limited
Nationality : Thai
Relationship : The White Space Company Limited holds 100
percent shares in the company.
Type of Business : Engaging in telecommunication business

1.2. Business Information

1.2.1. Information relating to criminal records in relation to which the court has rendered a final judgment during the past 5 years.

- None -

1.2.2. Pending legal disputes which may have a material adverse effect on the Tender Offeror's financial status or result of operation and which may have a material effect on the Tender Offeror's business operation

- None -

2. Information about the Financial Advisor and Tender Offer Preparer

Name : Thanachart Securities Public Company Limited
Address : 444 MBK Tower, Floor 18-19, Phaya Thai Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330
Telephone : 02-779-9000
Fax : 02-217-8861

3. Information about Other Advisor(s) (if any)

Legal Advisor to the Tender Offeror

Name : Chandler MHM Limited
Address : 17th and 36th Floors, Sathorn Square Office Tower,
98 North Sathon Road, Silom Sub-district, Bangrak District,
Bangkok 10500
Telephone : 02-009-5000
Fax : 02-009-5080

4. Relationship between the Tender Offeror and the Company, Major Shareholder(s) or Director(s) of the Company

4.1. Summary of the material information of any contract/agreement/memorandum of understanding entered into by the Tender Offeror prior to the submission of the Tender Offer for the purpose of a material sale or purchase of the Company's securities, regardless of whether or not such contract/agreement/memorandum of understanding is entered into for selling or purchasing the securities under the Tender Offer

Share Subscription Agreement

Date of Agreement	20 August 2021
Parties	T Engineering Corporation Public Company Limited (which registered the change of the company name to PSG Corporation Public Company Limited on 27 October 2021 (the " Company ") and Mrs. Panicha Dau (the " Subscriber ").
Newly Issued and Offered Ordinary Shares	51,994,000,000 shares representing 80.00 percent of the total issued and sold shares of the Company.
Subscription Price	Baht 0.02 (two satang) per share
Agreement Advisors	The legal advisor to the Subscriber is Chandler MHM Company Limited; and The legal advisor to the Company is The Capital Law Office Limited.
Key Conditions Precedent	<ol style="list-style-type: none"> 1. There must be no event that may have a material adverse effect on the business, assets, income, profit or loss, liabilities, management, legal status, conditions (financial or operational or otherwise), shareholders' equity, result of operation or business prospect of the Company or the Company's ability to perform its obligations under the Share Subscription Agreement from the signing date of the Share Subscription Agreement. 2. The Company has obtained an approval from its shareholders' meeting for the issuance, offering and allocation of newly issued ordinary shares and the related and necessary matters. 3. The Company has obtained an approval from the SEC Office for the offering of newly issued ordinary shares on a private placement basis as prescribed in the applicable notification(s). 4. The shareholders' meeting of the Company has resolved to approve the change of the Company's name and seal.

	<p>5. The Company has received an approval from financial institution(s) (as lender(s)) to change the Company's shareholder(s), key management(s), senior positions, and authorized director(s) and the Company's seal.</p> <p>6. The Company's Board of Directors has resolved to approve the appointment of new director(s) according to the Subscriber's right to nominate director(s) as specified in the Share Subscription Agreement.</p> <p>In this regard, on the submission date of the Tender Offer, all of the conditions set out above have been satisfied.</p>
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4.2. Direct and indirect shareholding by the Tender Offeror or the person(s) authorized to bind the Tender Offeror (in case the Tender Offeror is a juristic person) in the Company or the major shareholder(s) of the Company (in case the Company's major shareholder(s) is/are juristic person(s))

4.2.1. Shareholding in the Company

On the submission date of the Tender Offer, the Tender Offeror, namely Mrs. Panicha Dau, holds the ordinary shares in the Company in the total amount of 51,994,000,000 shares representing 80.00 percent of the total issued and sold shares of the Company and the total voting rights of the Company.

4.2.2. Shareholding in the Company's major shareholder(s)

- None -

4.3. Direct and indirect shareholding in the Tender Offeror (in case the Tender Offeror is a juristic person) by the Company or its major shareholder(s) or director(s)

- None as the Tender Offeror is a natural person. -

4.4. Other relationships

4.4.1. The Tender Offeror has other significant relationships with the Company, or its major shareholder(s) or director(s) as follows:

As at the submission date of the Tender Offer, Mrs. Panicha is the controlling person of the Company holding 51,994,000,000 ordinary shares in Company representing 80.00 percent of the total issued sold shares of the Company and the total voting rights of the Company, and Mrs. Panicha is the spouse of Mr. David Van Dau, who is currently a Director, Chairman of Executive Committee, Nomination and Remuneration Committee and Risk Management Committee of the Company. Moreover, Mr. Van Hoang Dau, who is the Chairman of the Board of Directors is the father of Mr. David Van Dau.

4.4.2. Connected transactions between the Company and the Tender Offeror

As at the submission date of the Tender Offer, the Company has no connected transaction with the Tender Offeror, except for the Tender Offeror's investment in the subscription for the Newly Issued Ordinary Shares for the acquisition of the Company's 51,994,000,000 ordinary shares representing 80.00 percent of the total issued and sold shares of the Company prior to making this Tender Offer.

5. Other Relevant Information for the Securities Holders' Decision Making

5.1. Securities held by the Tender Offeror prior to the making of the Tender Offer

5.1.1. Ordinary Shares

Name	Type of Shares	Amount of Shares	Percentage of the Total Sold Shares of the Company ¹	Percentage of the Total Voting Rights of the Company
I. Tender Offeror				
Mrs. Panicha Dau	Ordinary Shares	51,994,000,000	80.00	80.00
II. Persons in the same group with the Tender Offeror	-	-	-	-
III. Related persons under Section 258 of the persons under I and II				
Mr. David Van Dau	-	-	-	-
Winston Van Dau (boy)	-	-	-	-
Victoria Dau (girl)	-	-	-	-
Cloud Property Management Company Limited	-	-	-	-
CPM Residences Company Limited	-	-	-	-
PT Sole Company Limited	-	-	-	-
Lao Coca-Cola Bottling Company Limited	-	-	-	-
LuangPrabang Power Company Limited	-	-	-	-
PT (Sole) Company Limited	-	-	-	-
The White Space Company Limited	-	-	-	-
The Rocket Co Company Limited	-	-	-	-
IV. Other agreements that allow the persons under I to III to acquire additional shares	-	-	-	-
	Total	51,994,000,000	80.00	80.00

¹ Total sold shares = amount of ordinary shares + preferred shares - shares bought back by the Company which are still outstanding at the end of the month prior to the month in which the intent to take over the Company is announced.

5.1.2. Convertible Securities

- None -

5.2. Source of funds that the Tender Offeror used for the acquisition of the Company

On the date of the Tender Offer, the Tender Offeror is obliged to make a tender offer for all remaining shares in the Company in the amount of 12,998,438,156 shares representing 20.00 percent of the total issued and sold shares of the Company and the total voting rights of the Company. However, the Tender Offeror has received the confirmation letters from the Persons Who Confirmed to Sell No Shares under this Tender Offer to the Tender Offeror attached hereto as Attachment 8, consisting of 300,000,000 shares in the Company held by Ms. Titima, 250,000,000 shares in the Company held by Mr. Chaiyod, 1,200,000,000 shares in the Company held by Mr. Adisorn, and 300,000,000 shares in the Company held by Mr. Kittishote. Therefore, the total amount of shares confirmed to not be sold to the Tender Offeror under this Tender Offer is 2,050,000,000 shares or 3.15 percent of the total issued and sold shares of the Company and the total voting rights of the Company. Such shares in the Company that have been confirmed to not be sold including the Tender Offeror's shares in the Company are subject to sale prohibition (Silent Period) for a period of 1 year from the commencement date of the trading of Newly Issued Ordinary Shares on the MAI pursuant to the Notification on the Criteria, Conditions and Procedures for Listing Newly Issued Shares in a Capital Increase. For the said reason, the total amount of remaining shares in the Company for which the Tender Offeror is required to make a tender offer is 10,948,438,156 shares or 16.85 percent of the total issued and sold shares of the Company and the total voting rights of the Company.

In the event that every other shareholder of the Company (other than the Persons Who Confirmed to Sell No Shares and the Tender Offeror) expresses the intention to sell all ordinary shares of the Company to the Tender Offeror pursuant to this Tender Offer, the Tender Offeror must purchase the total amount of 10,948,438,156 ordinary shares of the Company amounting to 16.85 percent of the total issued and sold shares of the Company and the total voting rights of the Company at the Tender Offer Price of Baht 0.02 (two satang) per share. Accordingly, the Tender Offeror would require the funds in the total amount of Baht 218,968,763.12 to purchase the securities pursuant to this Tender Offer.

With respect to the source of funds for this Tender Offer, the Tender Offeror will use cash deposited as collateral in the securities trading account opened with Thanachart Securities Public Company Limited to make payments for the shares to the Offerees in this Tender Offer through the securities trading account of the Tender Offeror. Thanachart Securities Public Company Limited has issued a letter certifying that the Tender Offeror has a balance of Baht 219,000,000 in her account as appeared in the Letter of Confirmation on the Source of Funds for the Tender Offer attached hereto as Attachment 7 which covers the total required funds of Baht 218,968,763.12 for the entire payment for

all securities of the Company under this Tender Offer. Such deposit is not subject to any other obligation with the bank. In this regard, the Tender Offeror has issued a letter of confirmation on the maintenance of the deposit balance in the said account to ensure that the Tender Offeror will not withdraw, deduct or dispose, pay, transfer, by any means, of the deposit balance in the said account, including will not execute any transaction which may affect such deposit balance, during the Offer Period or until the completion of this Tender Offer.

In this regard, the Tender Offer Preparer has considered the Letter of Confirmation on the Source of Funds for the Tender Offer together with the letter of confirmation on the maintenance of the deposit balance to be used for the Tender Offer for the securities of the Company referred to above and is of the opinion that the Tender Offeror has sufficient source of funds for this Tender Offer.

5.3. Plan to sell the Company's shares

The Tender Offeror has acquired, through the subscription and allocation on a private placement basis, the Company's Newly Issued Ordinary Shares in the amount of 51,994,000,000 shares representing 80.00 percent of the total issued and sold shares of the Company and the total voting rights of the Company at the offer price of Baht 0.02 (two satang) per share. As the offer price of the Newly Issued Shares offered to the Tender Offeror was lower than 90 percent of the market price of the Company's shares before the SET accepts the admission of such Newly Issued Ordinary Shares as listed securities, all of such Newly Issued Ordinary Shares of the Tender Offeror are subject to a sale prohibition period (Silent Period) of 1 year from the commencement date of the trading of Newly Issued Ordinary Shares on the MAI. Upon the lapse of the 6-month period, the Tender Offeror will be able to sell 25 percent of all shares that are subject to the Silent Period, and upon the lapse of the 1-year period, the Tender Offeror will be able to sell all of the remaining shares. These are according to the rules prescribed in the Notification on the Criteria, Conditions and Procedures for Listing Newly Issued Shares in a Capital Increase.

At present, the Tender Offeror has no plan to sell or transfer the Company's securities to be acquired through this Tender Offer to other persons in a significant amount during the period of 12 months from the end of the Offer Period, except where the Tender Offer is required to do so for the Company to be qualified with respect to the distribution of minority shares in accordance with the criteria for maintaining the listed company status, or the Tender Offeror is obliged to proceed in accordance with the applicable laws and/or regulations that are in force at that time.

However, the Tender Offeror may sell or transfer the Company's ordinary shares to other person(s) in the event of a business restructuring and/or to manage financial liquidity or for joint investment with business partners to enhance the Company's business growth after this Tender Offer

whereby the Tender Offeror may sell or transfer the Company's ordinary shares to any person(s) or other investors interested in investing in the Company and such sale or transfer of the Company's shares is subject to the terms and conditions applicable to the parties. In this regard, the Tender Offeror will comply with the rules on sale prohibition of Newly Issued Ordinary Shares under the Silent Period as specified in the Notification on the Criteria, Conditions and Procedures for Listing Newly Issued Shares in a Capital Increase.

5.4. Other necessary information

- None -

Part 3

Information of the Company

1. Information about the Company

1.1. General Information

Name	:	PSG Corporation Public Company Limited
Address	:	242, 244 Krung Thon Buri Road, Khlong Ton Sai Sub-district, Khlong San District, Bangkok 10600
Telephone No.	:	02-018-7190-8
Fax No.	:	02-018-7199
Company Registration No. :		0107548000501

1.2. Nature of business operation in brief (Source: Form 56-1 and the Company's Financial Statements)

PSG Corporation Public Company Limited, formerly “T Engineering Corporation Public Company Limited”, (“**Company**” or “**PSG**”) operates construction business for industrial plants, large-sized steel structures (superstructure), hospitals, high-rise residential buildings, offices, shopping centers, and petrochemical sectors. The Company’s construction services cover civil engineering, installation of various engineering systems, and EPC projects. In this regard, the Company's business can be categorized into 3 main types as follows:

(1) Civil Engineering

The Company provides construction services covering civil works, reinforced concrete structures, steel structures, and architecture. The Company provides services from foundation laying (structural works) until the entire project is completed including ground works for factories and buildings and their surrounding roads.

The Company has applied pre-fabrication technology, both that conducted internally by itself and that from its partner(s), in civil engineering works. As a result, the Company’s efficiency is higher, and the Company is able to accept complex works and gain customers’ trust in carrying out the works with high standard requirements.

(2) Engineering System Installation

The Company provides engineering system installation services both inside and outside the buildings, covering the works relating to electrical, energy management, telecommunication, air conditioning, sanitary and fire protection systems. In this regard, the system installation service is not considered as a core business of the Company, but it is aimed

to support the Company's construction works being one of the Company's selling points when presenting its works to the customers because most of small competitors are unable to provide engineering system installation services. Accordingly, the Company has fewer competitors while having more expertise in system works. As a result, both existing and new customers continue to use the Company's services continually.

In addition, based on the past experience, the Company has undertaken construction works in conjunction with other companies in the form of joint ventures as a risk management strategy. The Company focuses on its specialized areas of works and hand over the parts that the Company has no experience or has little experience to its partners as to utilize the expertise of each party to increase the efficiency of the works and save construction costs in the relevant projects.

(3) EPC Projects

Based on the past experience, the Company has been ready to provide the services of EPC (Engineering Procurement Construction) project i.e. Lumpsum Turn Key (LSTK) in the petrochemical sector and various types of renewable energy such as biodiesel plant, ethanol plant, etc. The Company is able to work in the field of civil engineering, both reinforced concrete structures and large-sized steel structures (superstructure), electrical engineering, mechanical engineering, piping works in the production process. The initial engineering requirements (FEED) would be implemented in the EPC projects with respect to the engineering design for the actual construction, the procurement of all necessary materials and the construction to its completion.

The EPC projects are the latest work group established by the Company to support the expansion of the renewable energy business. The Company uses the most experienced engineering team of the Company and both domestic and international leading engineering design companies in the petrochemical sector together with the Company's construction team with high experience in industrial plant construction. This allows the customers who receive the services to get quality work at a cheaper price compared to EPC contractors in the general oil & gas sector.

1.3. Summary of the Company's financial status and performance

The summary of the Company's financial status and performance for the past 3 years with respect to the year ending on 31 December 2018, 2019 and 2020 and the six-month period ending on 30 June 2021 are as follows:

Unit : Million Baht	Audited Financial Statements for the year ended on 31 December				Reviewed Financial Statements for the six-month period ended on 30 June
	2018		2019	2020	2021
	Consolidated Financial Statements	Separate Financial Statements	Separate Financial Statements	Separate Financial Statements	Separate Financial Statements
<u>Statement of Financial Position</u>					
Total Assets	851.37	851.37	649.69	288.16	278.46
Total Liabilities	587.00	587.00	482.54	125.41	135.26
Shareholders' Equity	264.37	264.37	167.15	162.76	143.19
Registered Capital	13,035.05	13,035.05	10,545.94	12,826.43	10,948.44
Paid-up Capital	10,114.94	10,114.94	10,114.94	10,948.44	10,948.44
<u>Income Statement</u>					
Total Revenue ^{1/}	735.03	735.03	319.02	113.62	10.63
Total Expenses ^{2/}	921.75	921.83	410.46	102.97	42.00
Net Profit (Loss)	(186.72)	(186.79)	(91.01)	(22.67)	(31.37)
Earnings (Loss) per Share (Baht)	(0.0185)	(0.0185)	(0.0090)	(0.0021)	(0.0029)
Book Value per Share (Baht)	0.02	0.02	0.03	0.02	0.01

Source: The Company's financial statements are referenced from the website of the SET (www.set.or.th).

Remarks:

1/ Total revenue consists of revenue from construction contracts and other revenues.

2/ Total expenses consist of costs of construction works, operating expenses and general and administrative expenses, reversal of terminated construction contracts, reversal of allowance for doubtful accounts, reversal of provisions for litigation damages, other profits, financial costs, reversal of impairment which are in accordance with TFRS9 and income (expenses) of income tax.

1.4. Company's Shareholding Structure

1.4.1. Shareholding Structure prior to the Tender Offer

List of the top 11 shareholders according to the Company's latest shareholder register as of 3 September 2021 which has been updated the list of shareholders based on the Report on the Results of Sale of Ordinary Shares Offered to Private Placement (F53-5) on 27 October 2021 (the date of the capital increase registration regarding the private placement) and the Report on the Acquisition or Disposition of Securities (Form 246-2) during the period between 3 September 2021 to 27 October 2021.

	Name	Amount of Shares	Percentage of the Total Sold Shares of the Company ¹	Percentage of the Total Voting Rights of the Company ¹
1.	Mrs. Panicha Dau	51,994,000,000	80.00	80.00
2.	Mr. Adisorn J.Jitcharoenchai	1,200,000,000	1.85	1.85
3.	Miss Chanida Sae-Tang ²	1,010,000,000	1.55	1.55
4.	Mr. Prasit Chongussayakul	602,011,652	0.93	0.93
5.	Mr. Santi Piyatat ³	473,500,000	0.73	0.73
6.	Mr. Pornprom Promvanich	468,116,500	0.72	0.72
7.	Mr. Ratchawit Chumwara	428,628,400	0.66	0.66
8.	Mr. Nuttapong Chaolertseree	365,050,000	0.56	0.56
9.	Miss Pichanya Kanchanaporn	300,000,000	0.46	0.46
10.	Mr. Kittishote Haritaworn	300,000,000	0.46	0.46
11.	Miss Titima Thanakornyothin	300,000,000	0.46	0.46
	Other shareholders	7,551,131,604	11.62	11.62
	Total	64,992,438,156	100.00	100.00

Remarks: ¹ The total number of shares and total voting rights of the Company after registration of the capital increase regarding the private placement as of 27 October 2021.

² According to the latest register of securities holders of the Company as of 3 September 2021, Miss Chanida Sae-Tang held 1,250,000,000 shares and, according to Form 246-2 of Miss Chanida Sae-Tang on 7 September 2021, she disposed 240,000,000 shares, consequently she holds 1,010,000,000 shares or equivalent to 1.55 percent of the total shares and the total voting rights of the Company as of 27 October 2021.

³ According to the latest register of securities holders of the Company as of 3 September 2021, Mr. Santi Piyatat held 833,500,000 shares and, according to Form 246-2 of Mr. Santi Piyatat on 22 September 2021, he disposed 360,000,000 shares, consequently he holds 473,500,000 shares or equivalent to 0.73 percent of the total shares and the total voting rights of the Company as of 27 October 2021.

1.4.2. Expected Shareholding Structure after the Tender Offer

In the event that all existing shareholders of PSG (excluding the Persons Who Confirmed to Sell No Shares who hold PSG's shares in the total of amount 2,050,000,000 representing 3.15 percent of the total issued and sold shares of the Company and the total voting rights of the Company) accept the Tender Offer, it will result in the Tender Offeror becoming a shareholder of 96.85 percent of the total sold shares of the Company.

Name	Amount of Shares	Percentage of the Total Sold Shares of the Company	Percentage of the Total Voting Rights of the Company
1. Mrs. Panicha Dau	62,942,438,156	96.85	96.85
2. Mr. Adisorn J.Jitcharoenchai	1,200,000,000	1.85	1.85
3. Miss Titima Thanakornyothin	300,000,000	0.46	0.46
4. Mr. Kittishote Haritaworn	300,000,000	0.46	0.46
5. Mr. Chaiyod Chirabowornkul	250,000,000	0.38	0.38
Total	64,992,438,156	100.00	100.00

1.5. List of the Board of Directors according to the Company's Latest Register of Directors, and Expected List of the Board of Directors after the Tender Offer

1.5.1. According to the list of Directors prior to the Tender Offer as at 27 October 2021, the Company's Board of Directors consists of:

Name	Position
1. Mr. Van Hoang Dau	Chairman
2. Mr. David Van Dau	Director, Chairman of Executive Committee, Nomination and Remuneration Committee, and Risk Management Committee
3. Mr. Chaiyod Chirabowornkul	Director, Chief Executive Officer, Executive Committee, and Risk Management Committee
4. Pol.Gen. Chaiwat Getvorachai	Independent Director, and Chairman of Audit Committee
5. Mr. Dhana Bubphavanich	Director, and Executive Committee
6. Mr. Souphanh Keomixay	Independent Director, and Nomination and Remuneration Committee
7. Mr. Khammany Inthirath	Independent Director, Audit Committee, and Chairman of the Risk Management Committee
8. Mr. Prapas Vichakul	Independent Director, and Audit Committee
9. Miss Titima Thanakornyothin	Independent Director, Audit Committee, and Nomination and Remuneration Committee
10. Mr. Tradsin Chongussayakul	Director

Remark : On 27 October 2021, the Directors nos. 1 – 9 have been appointed to replace the Company's former directors who have resigned, by a resolution of the Company's Board of Directors' meeting.

1.5.2. List of the Board of Directors of the Company post completion of the Tender Offer

The Tender Offeror has no plan to change the Company's directors after the completion of the Tender Offer for all securities of the Company. However, if the Company is required to appoint any additional director and/or executive or replace the former director and/or executive who resigns or retires by rotation or due to any other reason, the Tender Offeror will arrange for the Company to appoint new directors and/or executives as appropriate and necessary and will proceed in accordance with the relevant laws and regulations.

1.6. The Highest and Lowest Prices of the Company's Shares in Each Quarter over the Past 3 Years

Year	Period	Highest and Lowest Price Range (Baht per Share)	
		Lowest Price	Highest Price
2018	January - March	0.04	0.07
	April - June	0.03	0.07
	July - September	0.04	0.09
	October - December	0.04	0.07
2019	January - March	0.04	0.06
	April - June	0.04	0.07
	July - September	0.04	0.07
	October - December	0.03	0.06
2020	January - March	0.02	0.06
	April - June	0.02	0.04
	July - September	0.02	0.04
	October - December	0.02	0.04
2021	January - March	0.03	0.08
	April - June	0.04	0.09
	July - September	0.05	0.05

Source: SETSMART

2. Business Plan after the Business Takeover

2.1. The Company's Status

During the period of 12 months from the end of the Offer Period, the Tender Offeror has no intention to delist the Company's securities from the MAI, except in the case where the Tender Offeror is required to comply with the applicable laws, rules and regulations.

After the Tender Offer, the Company's minority shareholders may have less than 15 percent shareholding according to the criteria for maintaining the listed company status. Under the said circumstance, the Tender Offeror together with the Company will consider the plan for distribution of minority shareholders' shareholding so that the shareholding proportion of the Company's minority shareholders would meet the requirement of the MAI.

2.2. Business Management Policy and Plan

During the period of 12 months from the end of the Offer Period, the Tender Offeror, as a major shareholder who has significant influence on the Company's policy making, management, or operation, has no plan or policy to materially change the Company's business objectives. In this regard, the Tender Offeror may, together with the Company, review the Company's business strategies and plans, organizational structure, personnel, financial structure (including business exploitation in various fields) to increase operational and management efficiency and business growth which will benefit the Company, taking into account the Company's business condition, business risks and other risks as well as business prospect as that time.

On the submission date of the Tender Offer, the Tender Offeror has no plan on the Company's investment expansion that is materially different from the Company's current business. However, the Tender Offeror and the Company may consider and study the investment plan in detail or if there shall be a material business change, the Tender Offeror will review and adjust the investment plan as necessary and appropriate for the benefit of this Company's business, mainly taking into account the Company's best interest and sustainable growth.

During the period of 12 months from the end of the Offer Period, the Tender Offeror has no plan to change the Company's dividend payment policy from its current one. Under the current policy, the Company will pay dividend at the approximated rate of 50 percent of the net profit from its normal operations (after deduction of taxes and legal reserves). However, the consideration on the actual dividend payment depends on various factors including, without limitation to, legal restrictions, the Company's operation result, financial status, business expansion plan, liquidity, loan repayment and/or the Company's future investment plan. These factors may cause any one or multiple dividend payments of the Company to be inconsistent with the Company's dividend payment policy to be further prescribed. Nevertheless, if necessary or in the event of a significant change in the Company's financial status or business condition, or other necessary changes, the Tender Offeror may amend the Company's dividend payment policy to suit its operation and financial status, business expansion plan, liquidity as necessary and appropriate for the Company, taking into account the best interests of the Company and its shareholders.

However, if necessary, the Tender Offeror may, through the consideration of the Board of Directors together with the Company, consider making changes to the Company's business and investment plans as

necessary and appropriate to increase the efficiency in its operations, management including current business development and other business operations which will help to generate stable and continuous income for the Company for the Company's sustainable growth, considering the Company's financial status, business prospect and operation result, or other necessary changes. In addition, where a material change is necessary, the Tender Offeror may review and revise the Company's future management plan and policy to be flexible to suit the Company's operation and financial status and to avoid any impacts on the Company's operation for the best interests of the shareholders and the Company as well as to solve the issues on the Company's ability to operate as going concern as appear in the auditor's opinion on the Company's Financial Statements and solve the issues in relation to the qualifications to maintain the listed company status on the MAI in the long run, as well as to increase liquidity in the Company's construction business. That is because the Company currently has constraints on funding sources due to its continuous operating losses for several years and the Company has pending litigation cases. Moreover, financial institutions have slowed down its granting of credit lines or credit limits of letter of guarantee. These have caused the Company to face numerous issues on its working capital in business operation as well as the enhancement of the Company's competitiveness in the future to allow the Company to overcome problems and have stable and continuous operating results. If the Company needs to acquire and/or dispose of its assets, the Company and the Tender Offeror will proceed in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547. In the event that the Tender Offeror will make any material change that is different from the Tender Offer, the Tender Offer will proceed to obtain an approval from the shareholders' meeting of the Company and other required approvals in order to comply with the applicable notifications, announcements, regulations, laws and rules that are in force at that time.

2.3. Connected Transactions

The Company has established the policies and regulations and procedures on approval of connected transactions in accordance with the requirements of the SET and the SEC Office to prevent conflicts of interest in connected transactions and/or transactions with a person who may have any conflict of interest. At present, the Tender Offeror or the Tender Offeror's related person(s) under Section 258 has no connected transaction with the Company. However, the Tender Offeror and the related person(s) under Section 258 have the potential to enhance the Company's business prospects and introduce businesses to the Company in the future in both the Lao People's Democratic Republic and Thailand. Therefore, during the period of 12 months from the end of the Offer Period, the Tender Offeror or the related person(s) under Section 258 may introduce businesses which are normal business transactions or may be normal business support transactions, or provide financial support or assistance between the Tender Offeror, the Company and the related party(ies) such as providing

loan, loan guarantee, for the best interest of the shareholders and the Company, as an approach to solve the Company's issues relating to its ability to operate as a going concern in order to achieve an effective turnover of the construction business. In this regard, for consideration on participation in any construction bidding or any investment in an investment project that is related to a related person, the Company must obtain reliable, clear, complete and sufficient information for its decision-making, in which case, the Company may undertake further studies to ensure that it has obtained sufficient information to make investment decisions in such investment projects.

For the connected transactions between the Company and the Tender Offeror or the related persons(s) under Section 258 that may happen in the future, the Tender Offeror will ensure that the Company complies with normal trading conditions, mainly taking into account the necessity and reasonableness of the transactions in line with the Company's financial status. The Tender Offeror will proceed in compliance with the rules, criteria and/or regulations of the SET, the SEC Office and the Capital Market Supervisory Board on connected transactions. In addition, future connected transactions will be carefully considered and will be made on an arm's length basis as commercial agreements that are in the same nature with ones that a sensible person would generally enter into with a general counterparty under the same situation with commercial bargaining power that is free from any influence due to his/her status as director, executive or related person, as the case may be, on normal commercial terms and/or with a request for approval from the Board of Directors' meeting and/or the shareholders' meeting, as the case may be, in order to comply with applicable laws and regulations.

Part 4

Additional Details of the Tender Offer

1. The Tender Offer Acceptance Procedures

In accepting the Tender Offer, the Company's shareholders who wish to express their intention to sell their securities in the Company, whether in whole or in part, (the "Offeree(s)") must follow the following procedures:

- 1.1. Fill in the Tender Offer Acceptance Form of PSG Corporation Public Company Limited ("**Tender Offer Acceptance Form**") as attached hereto as Attachment 1 for ordinary shares or Attachment 2 for NVDRs, as the case may be, with accurate, complete and clear information, and signed by the Offeree.

Remark: The Offeree must convert the securities to match the holder's nationality before accepting the Tender Offer to the Tender Offer Agent. The Tender Offer Agent will not purchase the securities from the Offeree who has a nationality that does not match.

- 1.2. Enclose the following documents to support the acceptance to the Tender Offer:

- 1.2.1. For securities held in scrip form (certificate form): Sign to endorse in the "Transferor's Signature" block on the back of the securities certificate for blank transfer and enclose 2 sets of documentary evidence of the Offeree as set out in Article 1.2.4, as the case may be. (The Tender Offer Agent will accept only the transactions with the securities certificate in which the specified holder's name matches with the Offeree or the securities holder whose name appears in the securities certificate has endorsed his/her/its signature to transfer with complete and valid transfer documents of the Offeree.) The signatures endorsed on the back of the securities certificate and in all supporting documents of the Offeree must be the same signature. In this regard, the Offeree must submit the Tender Offer Acceptance Form together with the supporting documents set out in Article 1.2.4 within 15 December 2021 (at least 2 business days before the last day of the Offer Period) as Tender Offer Agent must bring the securities certificates to be verified by, and deposited with, Thailand Securities Depository Co., Ltd. ("**TSD**") being the securities registrar. If the securities certificate is rejected by the TSD, the Tender Offer Agent will notify the Offeree to collect the securities certificate back.

- In the case where the title, name or surname of an Offeree that appears on the securities certificate differs from, or its spelling does not match with, the title, name or surname on the identification card, civil servant card, state enterprise official card, alien registration card, or passport, the Offeree must fill in the "Amending securities

holder records” form (Form TSD-301) of TSD attached hereto as Attachment 4 and enclose documentary evidence of such change issued by a government authority. The new information must be the same as the information that appears on the identification card, civil servant card, state enterprise official card, alien registration card, or passport.

- In the case where an Offeree is an estate administrator, the Offeree must submit a copy of the court order on the appointment of estate administrator issued for not exceeding 1 year prior to the submission date of the Tender Offer Acceptance Form, a copy of the death certificate, a copy of the identification card of the estate administrator and a copy of the house registration of the estate administrator, certified as true copies, together with the securities certificate endorsed, by the estate administrator.
- In the case where an Offeree is a minor, his/her parents must endorse the securities certificate and enclose copies of their identification cards and copies of house registrations of the parents and the Offeree, certified as true copies.
- In case of lost securities certificate, the Offeree must contact TSD and request for a reissuance of a new securities certificate in order to tender the new securities certificate through the Tender Offer Agent. As new securities certificate issuance process may take approximately 14 business days, the Offeree should contact TSD for reissuance of a new securities certificate in advance before the intended submission date of the Tender Offer Acceptance Form.

Remark: In case of securities certificates, the acceptance of the Tender Offer will be complete only after the TSD has verified and accepted the deposit of the securities certificate. If the securities certificate is rejected by the TSD, the Tender Offer Agent will notify the Offeree to collect the securities certificate back.

- 1.2.2. For securities deposited with TSD in scripless form: The Offeree must contact the securities company with whom the Offeree has deposited the securities in his/her/its securities trading account in order to notify his/her/its acceptance to the Tender Offer, together with the documentary evidence set out in Article 1.2.4, and such securities company shall transfer the Company’s securities to the Tender Offer Agent’s account set out below:

- For Thai national securities holders (Local Securities)

Account Name : “บริษัทหลักทรัพย์ อนาคต จำกัด (มหาชน) เพื่อทำคำเสนอซื้อ”

Account No. : 016-00000019-4

- For foreign national securities holders (Foreign Securities)

Account Name : “Thanachart Securities Public Company Limited for Tender Offer”

Account No. : 016-00000019-4

The Offeree may submit the Tender Offer Acceptance Form together with the supporting documents set out in Article 1.2.4 to the securities company with whom the Offeree has a securities trading account, and such securities company will provide its services in gathering and further submission of such Tender Offer Acceptance Form to the Tender Offer Agent.

- 1.2.3. For NVDR securities: The Offeree must contact the securities company with whom the Offeree has deposited the Company’s NVDRs in his/her/its securities trading account in order to notify his/her/its acceptance to the Tender Offer, together with the documentary evidence set out in Article 1.2.4, and such securities company shall transfer the Company’s securities to the Tender Offer Agent’s account set out below:

- For NVDR holders

Account Name : “Thanachart Securities Public Company Limited for Tender Offer”

Account No. : 016-00000019-4

NVDR holders must submit the Tender Offer Acceptance Form attached hereto as Attachment 2 together with the supporting documents set out in Article 1.2.4 within 15 December 2021 (at least 2 business days before the last day of the Offer Period). In practice, for NVDR offering, the NVDRs must be converted into ordinary securities in scripless form. The Tender Offer Agent will be unable to purchase the NVDRs if an NVDR holder cannot convert the NVDRs into ordinary securities in scripless form within the Offer Period. Therefore, the NVDR holders must submit the Tender Offer Acceptance Form at least 2 business days before the last day of the Offer Period.

- 1.2.4. Supporting documents for Tender Offer acceptance In the event that an Offeree is:

- Thai national individual:

Certified true copy of valid identification card, civil servant card or state enterprise official card (in case of a civil servant card or state enterprise official card with no identification number specified thereon, or a lifetime identification card, a copy of

house registration must also be enclosed). (If the Offeree is a minor, consent form from his/her parents and copies of their identification cards and copies of the house registrations of the parents and the minor, certified as true copies, must be enclosed.) Such signature(s) must be the same as the signature affixed in all documents relevant to the Tender Offer acceptance.

- Foreign national individual:

Certified true copy of valid alien registration card or passport. Such signature(s) must be the same as the signature affixed in all documents relevant to the Tender Offer acceptance.

- Juristic person registered in Thailand:

A copy of updated company affidavit issued by the Ministry of Commerce for not exceeding 6 months from the submission date of the Tender Offer Acceptance Form, certified as true copy by the authorized director(s) of such juristic person and affixed with the company seal (if any), together with copy(ies) of identification card(s), civil servant card(s) or state enterprise official card(s) of the authorized director(s) (in case of civil servant card or state enterprise official card, a copy of house registration must also be enclosed), or where an authorized director is a foreign national, a copy of alien registration card or passport of the authorized director who signs the affidavit referred to above and certifies the accuracy in the documents set out in Article 1.2.4, as the case may be.

- Juristic person registered in foreign country:

Copy of certificate of incorporation or copy of certificate of juristic person registration and certificate issued by an officer of that juristic person or the agency of the country where the juristic person is domiciled, which certify the name of such juristic person, the name(s) of authorized signatory(ies) who can sign to bind the juristic person, location of head office, and authority or signing conditions (such certificates must be issued for not exceeding 6 months from the submission date of the Tender Offer Acceptance Form), register of authorized signatory(ies), specimen signature(s) and power of attorney (if any), certified as true copies by authorized director(s) of such juristic person and affixed with the company seal (if any), and the documentary evidence of the authorized signatory(ies) certifying the copy of certificates referred to above and certifies the accuracy in the documents set out in Article 1.2.4, as the case may be.

For the supporting documents that have been certified as true copies, the signature(s) of the document preparer(s) or the person(s) certifying the accuracy of such documents must be certified by a notary public or any other competent authority in the country in which the said documents have been prepared or certified, and then the signature and seal of the notary public or other competent authority who proceeds the above must be certified by an official of the Thai embassy or Thai consulate in the country where the documents have been prepared or certified. These certifications must be done for not exceeding 6 months from the submission date of the Tender Offer Acceptance Form.

In the event that a custodian is authorized to exercise the right on behalf of the Offeree, 1 copy of the power of attorney authorizing the custodian to act on his/her/its behalf must be provided. The documents set out in Articles 1.1 and 1.2 above must be signed by the custodian, and a letter of the custodian specifying the name(s) of the authorized signatory(ies) and another 1 copy of their valid identification card(s) must be provided.

For foreign juristic person who does not conduct its 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 double tax treaty does not exempt any withholding tax on capital gain from securities sales or securities exchange in Thailand

The Offeree must fill in the details of the original cost of the securities tendered in the “**Confirmation of Securities Cost Form**” attached hereto as Attachment 1 (Form A-3) for ordinary shares or Attachment 3 (Form C-3) for NVDRs, as the case may be, and enclose an evidence of such cost, for withholding tax purpose.

The Offeree is subject to withholding tax on capital gain from the sale of securities at the rate of 15 percent of the difference between the Tender Offer Price and the original costs of the Company’s shares held by the Offeree. The Offeree can calculate the capital gain from the sale of securities from the difference between: (1) the Tender Offer Price multiplied by the amount of securities or NVDRs tendered; and (2) the original cost of securities or NVDRs tendered, as the case may be. If the Offeree is unable to specify the original cost or does not enclose any evidence showing the original cost with the Original Cost of Securities Declaration Form, the Offeree will be subject to withholding tax to be calculated as if the original cost is zero and at the rate of 15 percent of the sale value of the whole amount of securities tendered.

1.2.5. In the event that the Offeree is unable to submit the Tender Offer Acceptance Form by itself/himself/herself,

A power of attorney as per Attachment 1 (From A-4) for ordinary shares or Attachment 3 (From C-4) for NVDRs, as the case may be, affixed with Baht 30 stamp duty, together with copies of the identification evidence of the principal and the attorney set out in Article 1.2.4, as the case may be, certified as true copies would be required.

1.2.6. Any other documents which may be required by the Tender Offer Agent

If you have any questions in relation to the Tender Offer acceptance procedures, please contact the Tender Offer Agent at the following address:

Contact Persons : Operations Group
Name : Thanachart Securities Public Company Limited
Address : 444 MBK Tower, Floor 18-19, Phaya Thai Road,
Wang Mai Sub-district, Pathum Wan District, Bangkok 10330
Telephone : 0-2779-9000

1.3. Submission of Tender Offer Acceptance Form

1.3.1. For securities held in scrip form (certificate form):

The Tender Offer Acceptance Form filled in with complete and accurate information together with the supporting documents set out in Article 1.2.4 must be submitted during 9:00 a.m. to 4:00 p.m. on every business day of the Tender Offer Agent from 11 November 2021 to 17 December 2021 to following address:

Contact Person : Operations Group
Name : Thanachart Securities Public Company Limited
Address : 444 MBK Tower, Floor 18-19, Phaya Thai Road, Wang Mai
Sub-district, Pathum Wan District, Bangkok 10330
Telephone : 0-2779-9000

In this regard, the Tender Offeror and the Tender Offer Agent will not accept the Tender Offer Acceptance Form submitted by post.

The Offeree must submit the Tender Offer Acceptance Form attached hereto as Attachment 1 together with the supporting documents set out in Article 1.2.4 within the period from 11 November 2021 to 15 December 2021 (at least 2 business days before the last day of the Offer Period) as the Tender Offer Agent must bring the securities certificate to be verified

by, and deposited with, the TSD which is the registrar of the securities. If the securities certificate is rejected by the TSD, the Tender Offer Agent will deem that the submission of Tender Offer Acceptance Form is incomplete and incorrect and no purchase thereof will be made. The Tender Offer Agent will further notify the Offeree to collect the securities certificates back.

1.3.2. For securities deposited with TSD in scripless form:

In the event that the Offeree has deposited securities with the TSD in scripless form through a broker which is a securities company with which the Offeree has opened a securities trading account, the Offeree shall contact such securities company which will provide its services in gathering and submitting the Tender Offer Acceptance Form to the Tender Offer Agent. The Offeree may submit the Tender Offer Acceptance Form together with supporting documents to such securities company within the date to be prescribed by each securities company in order for such securities company to further submit the same to the Tender Offer Agent within the Offer Period.

1.3.3. For NVDRs

The Offeree must proceed in accordance with the Tender Offer acceptance procedures for NVDRs as attached hereto as Attachment 3. In this regard, the Tender Offer Agent asks for the NVDR holders' cooperation in submitting the Tender Offer Acceptance Form as per Attachment 3 and the relevant supporting documents set out in Article 1.2 at least 2 business days prior to the last day of the Offer Period. That is because the Tender Offer Agent must carry out the process to transfer the securities and NVDRs with Thai NVDR Company Limited in order to further proceed with the Tender Offer acceptance procedures.

1.3.4. In the event that an Offeree wishes to accept the Tender Offer with respect to the Company's shares that are subject to pledge or encumbrance, the Offeree must proceed to revoke/release/discharge such pledge or encumbrance before accepting the Tender Offer.

1.3.5. In the event that the Offeree does not comply with the Tender Offer acceptance procedures or the Tender Offer acceptance documents are not complete, the Tender Offer Agent reserves the right to amend the details of the Tender Offer acceptance procedures as specified in this document as appropriate should there be any problems, obstacles or limitations affecting the procedures, in order to fairly facilitate the Offerees.

2. Purchase Procedures

The Tender Offeror will purchase all the Company's securities tendered under this Tender Offer in accordance with the procedures set out in Part 4, except for the instance where the Tender Offeror cancels the Tender Offer pursuant to the conditions for cancellation of the Tender Offer set out in Article 9 of Part 1 and Article 5 of Part 4.

3. Settlement and Payment Procedures

Once the Tender Offer Agent has received the complete and accurate Tender Offer Acceptance Form and supporting documents set out in Articles 1.1 and 1.2 above, the Offeree will receive payment for the securities by one of the following methods:

3.1. Automatic transfer to a bank account of the Offeree as follows:

Bangkok Bank Public Company Limited (BBL)
Krung Thai Bank Public Company Limited (KTB)
Bank of Ayudhya Public Company Limited (BAY)
Kasikornbank Public Company Limited (KBANK)
The Siam Commercial Bank Public Company Limited (SCB)
TMBThanachart Bank Public Company Limited (TTB)
Citibank (CITI)
Standard Chartered Bank (Thai) Public Company Limited (SCBT)
CIMB Thai Bank Public Company Limited (CIMBT)
United Overseas Bank (Thai) Public Company Limited (UOBT)
Land and Houses Bank Public Company Limited (LHBANK)

The Tender Offer Agent will transfer the payment for the securities to the savings account or the current account of the Offeree by 5:00 p.m. of 22 December 2021. In this regard, the name of the transferee's account must be the same as the Offeree's name specified in the Acceptance Form only. The Offeree must enclose a certified true copy of the first page of the savings account passbook or a certified true copy of current account statement specifying either the account name or the account number, as the case may be.

In the event that the Tender Offer Agent is unable to transfer the payment to the bank account of the Offeree in whichever case, the Tender Offer Agent reserves the right to make payment for the securities by cheque, in which event, the Tender Offer Agent will notify the Offeree to come collect the cheque or send the cheque by registered post, as the case may be, pursuant to the details in Article 3.2.

3.2. Payment by cheque

The Tender Offer Agent will make payment for the securities by a crossed cheque issued by TMBThanachart Bank Public Company Limited, MBK Center Branch, payable to the Offeree. In the event that the Offeree resides in other provinces, the cashing process may take approximately 5 business days. The Offeree may collect the cheque by two of the following methods:

a. Cheque collection in person

The Offeree can collect the crossed cheque payable to the Offeree as the payment for the securities during 9.00 a.m. to 4.00 p.m. only on a business day from 22 December 2021 onwards at the place of business of the Tender Offer Agent as per the address specified in Article 1.3.1.

In the event that the Offeree wishes to let another person to collect the cheque payment, the Offeree must authorize such person to do so, and the power of attorney affixed with Baht 30 stamp duty and the evidence of the attorney set out in Article 1.2.4 must be submitted on the date of cheque collection from the Tender Offer Agent. In the event that the Offeree does not collect the cheque payment for the share price within 14 business days after the settlement date (22 December 2021), the Tender Offer Agent will send such cheque to the Offeree as per the address specified in the Tender Offer Acceptance Form by registered post.

b. Delivery of the cheque by registered post to the address specified in the Tender Offer Acceptance Form

If an Offeree wishes to choose a method for receiving payment for securities by delivery of a cheque via registered post, the Tender Offer Agent will send the cheque by registered post to the address specified in the Tender Offer Acceptance Form. In this regard, the Offeree may receive the cheque payment for the securities later than the 3rd business day from the last day of the Offer Period or 22 December 2021. The Offeree may be charged a bank fee for receiving the payment from the bank.

In the event that the securities tendered by an Offeree are in certificate (scrip) form, the Tender Offer Agent will make payment for the securities to the Offeree only if the certificate of securities has already been verified by, and deposited with, the TSD. If such certificate of securities has been rejected by the TSD, the Tender Offer Agent will not make payment for the securities and will notify the Offeree to collect all documents back from the Tender Offer Agent at the address specified above.

However, in any case, if the Tender Offer Agent has already proceeded to send the cheque by registered post to the Offeree at the correct address specified in the Tender Offer Acceptant Form, it shall be deemed that the Offeree has received the payment for the securities and the Offeree shall no longer have any right to claim for any interests or damages.

4. Rights of the Securities Holders Who Have Accepted the Tender Offer

Provided that the Tender Offeror does not cancel this Tender Offer pursuant to the conditions set out in this Tender Offer, the securities holders accepting the Tender Offers who have correctly submitted the Tender Offer Acceptance Forms as specified in this Tender Offer and do not cancel their acceptance to the Tender Offer will receive the payments for the securities price by a payment method specified in Article 3 of Part 4 above.

However, if there is an event which results in the cancellation of the Tender Offer as specified in the conditions under Article 9 of Part 1 and Article 5 of Part 4, the Tender Offeror will return the securities to the Offeree within the business day following the date on which the Tender Offeror has notified the cancellation of the Tender Offer.

If an event occurs resulting in an adjustment of the Tender Offer Price as stipulated in the conditions under Article 8 of Part 1, the Tender Offeror will proceed as follows:

- 4.1. The Tender Offeror will make payment for the securities at the reduced price to every Offeree, except for the securities that the Offerees have irrevocably tendered prior to the date on which the Tender Offeror announced such amendment to the Tender Offer, in which case, the Tender Offeror will make payment for the securities at the original price before such amendment.
- 4.2. In the event that the Tender Offer Price is increased, the Tender Offeror will make payment for the securities at such higher price to every Offeree.

5. Conditions for Cancellation of the Intention to Sell

Any Offeree wishing to cancel his/her/its acceptance to the Tender Offer shall proceed as follows:

- 5.1. The last date on which the Offeree may cancel his/her/its acceptance

The last date on which the Offeree may cancel his/her/its acceptance to the Tender Offer is 9 December 2021 which is the 20th business day of the Offer Period. The Offeree may cancel his/her/its acceptance to the Tender Offer during the Tender Offer Period from 9:00 a.m. to 4:00 p.m. of every business day from 11 November 2021 to 9 December 2021, totaling 20 business days.

- 5.2. Procedures for Cancellation the Acceptance to the Tender Offer

An Offeree wishing to cancel his/her/its acceptance to the Tender Offer must follow the procedures set out in Attachment 2 as follows:

- 5.2.1. Fill in the Tender Offer Acceptance Cancellation Form of PSG Corporation Public Company Limited attached hereto as Attachment 2 with complete, correct and clear information, signed by the person cancelling the acceptance to the Tender Offer. [

5.2.2. Enclose the following supporting documents:

5.2.2.1. Evidence on the receipt of the securities certificate or the transfer instruction with respect to the transfer of scripless securities through the TSD or the NVDR transfer receipt and the Tender Offer Acceptance Form.

In the case where the title, name or surname of the Offeree that appears on the securities certificate differs from, or its spelling does not match with, the title, name or surname on the identification card, civil servant card or state enterprise official card, the Offeree must fill in the “**Amending securities holder records**” form attached hereto as Attachment 4 and enclose the documentary evidence of such change issued by a government authority, certified as true copy. The new information must be the same as the information that appears on the identification card, civil servant card or state enterprise official card, as the case may be.

5.2.2.2. In the event that an Offeree wishing to cancel his/her/its acceptance to the Tender Offer is:

a. Thai national individual:

A copy of valid identification card, civil servant card or state enterprise official card (in case of a civil servant card or a state enterprise official card with no identification number specified thereon or a lifetime identification card, a copy of house registration pages showing the address and the name of the Offeree must also be enclosed), certified as true copy(ies). The signatures signed to certify true copies of all these documents must be the same as the signatures appearing in other supporting documents of the Tender Offer Acceptance Form.

In the event that the Offeree is a minor, the consent from his/her parents must be enclosed with copies of the parents’ identification cards and copies of the house registrations of the parents and the minor, certified as true copies.

b. Foreign national individual:

A copy of valid alien registration card or passport certified as true copies by the same signature with the signatures appearing in other supporting documents of the Tender Offer Acceptance Form.

c. Juristic person registered in Thailand:

A copy of updated company affidavit issued by the Ministry of Commerce for not exceeding 1 year from the submission date of the Tender Offer Acceptance Cancellation Form, certified as true copy by the authorized director(s) of such juristic person and affixed with the seal of the juristic person (if any), together with copy(ies) of identification card(s), civil servant card(s) or state enterprise official card(s) of the authorized director(s) (in case of civil servant card or state enterprise official card, a copy of house registration must also be enclosed), or where an authorized director is a foreign national, a certified true copy of alien registration card or passport of the authorized director who signs the affidavit referred to above. The signatures signed to certify true copies of all these documents must be the same as the signatures appearing in other supporting documents for the Tender Offer Acceptance Form.

d. Juristic person registered in foreign country:

A copy of certificate of incorporation and certificate issued by an officer of that juristic person or the authority of the country where the juristic person is domiciled which certify the name of such juristic person, the name(s) of authorized signatory(ies) who can sign to bind the juristic person, location of head office, and authority or signing conditions to bind the juristic person, issued for not exceeding 6 months from the submission date of the Tender Offer Acceptance Cancellation Form and certified as true copies by the authorized signatory(ies) of such juristic person, together with the documentary evidence of the authorized signatory(ies) certifying copies of the certificates referred to above as set out in Article 5.2.2.2 (a) or (b), as the case may be. The signatures signed to certify true copies of all these documents must be the same as the signatures appearing in other supporting documents for the Tender Offer Acceptance Form.

For the supporting documents that have been certified as true copies, the signature(s) of the document preparer(s) or the person(s) certifying the accuracy of such documents must be certified by a notary public or any other competent authority in the country in which the said documents have been prepared or certified, and then the signature and seal of the

notary public or other competent authority who proceeds the above must be certified by an official of the Thai embassy or Thai consulate in the country where the documents have been prepared or certified. These certifications must be done for not exceeding 6 months from the submission date of the Tender Offer Acceptance Cancellation Form.

In the event that the Offeree is able to come by himself/herself/itself:

A “**Power of Attorney for Tender Offer Cancellation**” as attached hereto as Attachment 2 (form B-3) affixed with Baht 30 stamp duty must be submitted together with certified true copies of documents of the principal and the attorney as set out in Article 5.2.2.2, as the case may be.

In the event that a custodian is authorized to exercise the right on behalf of the Offeree, 1 copy of the power of attorney authorizing the custodian to act on his/her/its behalf must be provided. The documents set out in Articles 1.1 and 1.2 above must be signed by the custodian, and a letter of the custodian specifying the name(s) of the authorized signatory(ies) and another 1 copy of their valid identification card(s) must be provided.

- 5.3. Submit “**Tender Offer Acceptance Cancellation Form**” filled in with complete, correct and clear information along with supporting documents for the cancellation of the Tender Offer acceptance cancellation to the Tender Offer Agent at the address specified in Article 1.3.1 within the prescribed period.

In this regard, the Tender Offeror or the Tender Offer Agent will not accept the Tender Offer acceptance cancellation documents submitted by post.

- 5.4. Once the Tender Offer Agent has received the complete and correct Tender Offer Acceptance Cancellation Form and the supporting documents pursuant to Article 5.2 within the prescribed period, the Tender Offer Agent will proceed as follows:

- 5.4.1. In the case of a request for returned securities in certificate form, the Offeree who cancels the Tender Offer acceptance or his/her/its authorized attorney must enclose the TSD’s application form for withdrawal of securities together with identification document and pays a Baht 100 fee to the Tender Offer Agent. The Tender Offer Agent will return the securities certificates to the Offeree or his/her/its authorized attorney within 14 business days following the date on which the Offeree or the authorized attorney cancels the acceptance to the Tender Offer and the submitted documents related to the withdrawal of securities are complete. The Offeree or his/her/its authorized attorney may collect the securities certificate at the Tender Offer Agent’s office as per the address specified in Article 1.3.1.

5.4.2. In the case of a request for returned securities through TSD (to be deposited with the securities company with which the Offeree who cancels the acceptance to the Tender Offer has an account), the Offeree who cancels the acceptance to the Tender Offer must pay the share transfer fee of Baht 100 per transaction, whereby the Tender Offer Agent will transfer the returned securities or NVDRs through TSD within the business day following the date on which the Offeree or his/her/its authorized attorney cancels the acceptance to the Tender Offer.

Remark: The form of the returned securities in certificate form or in scripless form through TSD shall be as per the form of securities (certificate or scripless form) tendered by the Offeree. The Offeree who cancels the acceptance to the Tender Offer cannot request to change the form of the returned securities.

5.4.3. The Offerees accepting the Tender Offer with respect to NVDRs will receive the return of the tendered NVDRs through TSD by Thai NVDR Company Limited.

5.4.4. In the case of a request for returned securities through TSD (to be deposited into the Issuer Account No. 600), the Offeree who cancels the acceptance to the Tender Offer must enclose the TSD's application form for withdrawal of securities together with identification document and pays a Baht 100 fee to the Tender Offer Agent. The Tender Offer Agent will transfer the returned securities through the TSD to the Issuer Account No.600 within the business day following the date on which the Offeree or his/her/its authorized attorney cancels the acceptance to the Tender Offer.

6. Method for Delivery of the Returned Securities in case the Tender Offer is Cancelled

In the event that the Tender Offer is cancelled pursuant to Article 9 of Part 1, the Tender Offeror will notify the SEC Office and send the Tender Offer cancellation letter along with the reason/cause for such cancellation to the SET, the Company and all of the Company's securities holders whose names appear in the latest register of securities holders within the business days following the lapse of the last business day within in which the SEC Office may notify its objection against the cancellation of the Tender Offer (within 3 business days from the date on which the SEC Office has been notified of such reason/cause). The Tender Offer Agent will proceed as follows:

6.1. For securities held in scrip form (certificate form):

In case of cancellation of the Tender Offer, the Tender Offer Agent will return the share certificates to the Offerees. The Offerees can collect the securities certificates back at the place of business of the Tender Offer Agent at the address specified in Article 1.3.1 within 14 business days following the date on which the Tender Offeror notifies the cancellation of the Tender Offer. This is because for securities in certificate form, the Tender Offer Agent must bring the securities certificates to be verified by TSD during 2 business days before the end of the Offer Period. The TSD will convert

the securities certificates into the securities in scripless form. Therefore, the Offeree must follow the procedures prescribed by the Tender Offer Agent to request for the return of securities in certificate form. The Offeree must bear all costs and expenses incurred in connection with the return of securities certificates. The issuance of securities certificates will take at least 14 days.

6.2. For securities in scripless form and NVDRs:

The Tender Offer Agent will return the securities through the TSD to be deposited with the securities company with which the Offeree has an account. The Tender Offer Agent will transfer the securities through the TSD into the securities deposit account as specified by the Offeree in the Tender Offer Acceptance Form within the business day following the date on which the Tender Offer notifies the cancellation of the Tender Offer.

Remark: The form of the returned securities in certificate form or in scripless form through TSD shall be as per the form of securities tendered. The Offeree cannot request to change the form of the returned securities. The Offeree accepting the Tender Offer with respect to NVDRs will receive the return of the NVDR securities tendered through TSD by Thai NVDR Company Limited.

7. Determination of the Tender Offer Price

7.1. Method of the Tender Offer Price Determination

The Tender Offer Price for ordinary shares at Baht 0.02 (two satang) per share is the same price at which the Tender Offeror acquired the Company's shares on 27 October 2021 through a private placement offering of the Company's Newly Issued Ordinary Shares resulting in the Tender Offeror being required to make a tender offer for all securities of the Company. The said Tender Offer Price is not lower than the highest price at which the Tender Offeror or her related person(s) under Section 258 acquires the Company's shares within 90 days prior to the date of submission of the Tender Offer to the SEC Office.

7.2. The highest price at which the Tender Offeror or the related person(s) under Section 258 acquires the securities within 90 days prior to the date of submission of the Tender Offer to the SEC Office.

Baht 0.02 (two satang) per share, which is the price per share at which the Tender Offer has acquired 51,994,000,000 ordinary shares in the Company at a total price of Baht 1,039,880,000 on 27 October 2021.

8. Acquisition of Shares Prior to Making the Tender Offer (only in case of partial tender offer pursuant to Chapter 5 of the Notification No. TorChor. 12/2554)

- Not applicable in this case. -

Part 5
Certification of Information

I hereby certify that:

- (1) I truly intend to make this Tender Offer;
- (2) This Tender Offer Price is in compliance with the requirements in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554;
- (3) I am committed to complying with the plans that I have set forth in this Tender Offer; and
- (4) The information in the Tender Offer is correct, complete and true and there is no misleading information in any material respect and no concealment is made on any material information that should have been disclosed.

(Signed) -Mrs. Panicha Dau-

(Mrs. Panicha Dau)

Tender Offeror

We, as the Tender Offer Preparer, has duly preformed our duties as stipulated in the SEC Office's notifications on the approval of financial advisors and their scope of work, and hereby certify that in performing such duties:

- (1) We have considered the Tender Offeror's information until we have come to believe that such information relating to the Tender Offeror as disclosed in the Tender Offer is complete and accurate with no misleading information in any material respect and no concealment is made on any material information that should have been disclosed;
- (2) We have reviewed the financial evidence and are of the view that the Tender Offeror is actually able to proceed in accordance with the offer in the foregoing Tender Offer;
- (3) We have reviewed the Company's business management policies and plans as shown in Article 2 of Part 3: Details of the Company, and are of the view that:
 - a. the Tender Offeror will be able to proceed in accordance with such management policies and plans of the Company;
 - b. the assumptions used in the preparation of the business management policies and plans have been justifiably formulated; and
 - c. the impacts on the Company and the risks which may affect the Company or the securities holders are clearly and sufficiently described.
- (4) Based on the information and evidence of the acquisition of the Company's securities by the Tender Offeror or any related party(s) under Section 258 during the period of 90 days prior to the submission date of the Tender Offer and the Tender Offer Price that we reviewed, there is no doubt that the Tender Offer Price on this occasion is in compliance with the requirements under the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554; and
- (5) We have carefully reviewed the completeness and accuracy of other information in this Tender Offer and is of the view that the information is correct, complete and does not contain any misleading information in any material respect and no concealment is made on any material information that should have been disclosed.

Thanachart Securities Public Company Limited

(Signed) -Mr. Somjate Moosirilert-

(Mr. Somjate Moosirilert)

Authorized Director

(Signed) -Miss Pimpaka Nichgaroon-

(Miss Pimpaka Nichgaroon)

Authorized Director

Tender Offer Preparer

Attachment 1

Tender Offer Acceptance Procedures and Forms

- Form A-1 Tender Offer Acceptance Procedures
- Form A-2 Tender Offer Acceptance Form
- Form A-3 Form for Confirmation of Cost of Tendered Shares
(Only for foreign juristic person not operating in Thailand)
- Form A-4 Power of Attorney (For the Tender Offer Acceptance)

Tender Offer Acceptance Procedures of the Ordinary Shares of PSG Corporation Public Company Limited
(Former name: T Engineering Corporation Public Company Limited)

Shareholders of PSG Corporation Public Company Limited	
<p style="text-align: center;">For share certificate</p> <p style="text-align: center;">↓</p> <p style="text-align: center;">1. Complete Tender Offer Acceptance Form (Form A-2)</p> <p style="text-align: center;">↓</p> <p style="text-align: center;">2. Endorse the back of the share certificate</p> <p style="text-align: center;">↓</p> <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>The holder of share certificate should submit the Tender Offer Acceptance Form, together with the supporting documents 2 business days prior to the last business day of the Tender Offer Period (or within December 15, 2021)</p> </div>	<p style="text-align: center;">For shares in scripless system</p> <p style="text-align: center;">↓</p> <p style="text-align: center;">1. Complete Tender Offer Acceptance Form (Form A-2)</p> <p style="text-align: center;">↓</p> <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>2.1 <u>In case of shares deposited under the brokerage company account</u> notify a securities company, where you have opened a securities trading account and deposited PSG shares, the intention to transfer PSG shares into the following account in 2.3</p> <p>2.2 <u>In case of shares deposited under issuer account no.600</u> complete the form "Securities transfer to/from issuer account with participant ("TSD-403")", together with one set of identification documents of securities holder, according to the type of person indicating in page 2 of TSD-403, to transfer PSG shares into the following account in 2.3 Then submit the Tender Offer Acceptance Form along with TSD-403 and their enclosed documents within December 15, 2021 or at least 2 business days prior to the</p> <p>2.3 <u>For Domestic Board transfer into the following account</u> "บริษัทหลักทรัพย์ ธนชาต จำกัด (มหาชน) เพื่อ ค้ำเสนอซื้อ" เลขที่บัญชี 016-000000019-4</p> <p><u>For Foreign Board and NVDR transfer into the following account</u> "THANACHART SECURITIES FOR TENDER" เลขที่บัญชี 016-000000019-4</p> </div>
<p>3. Enclose the following certified document(s) (In case of share certificate, please enclose the 2 copies of certified documents)</p>	
<p>1) <u>For Thai individual</u></p> <ul style="list-style-type: none"> ▪ A certified copy of the Identification Card; or ▪ A certified copy of the Civil Servant Identification Card (a certified copy of his/her household registration is also required); or ▪ A certified copy of the State Enterprise Employee Card (a certified copy of his/her household registration is also required) ▪ A certified copy of the lifelong Identification Card (a certified copy of his/her household registration is also required) <p>2) <u>For Foreign individual</u> A certified copy of an Alien Certificate or Passport</p> <p>3) <u>For Thai juristic person</u></p> <p>3.1 A copy of Certificate of Incorporation 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), and affixed with company seal (if any)</p> <p>3.2 A copy of documents specified in 1) or 2) (as the case may be) of the authorized directors who certified the document specified in 3.1</p> <p>4) <u>For Foreign juristic person</u></p> <p>4.1 A copy of Certificate of Incorporation (the Company Affidavit) and Memorandum of Association</p> <p>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</p> <p>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 or certified, of which is not more than 6 months prior to the last day of the Offer Period.</p>	<p>5) <u>For Offeree who is a juristic person and 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.</u> An Offeree is required to declare the cost basis of the shares for withholding tax purposes by completing and submitting a "Form for Confirmation of Cost of Tendered Shares" for ordinary shares. 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 tendered shares.</p> <p>6) <u>The person, who requires to receive the money transfer through his/her bank account specified in Part 4 No. 3.1,</u> 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</p> <p>7) <u>In the event that the name prefix or name or last name of the shareholder stated on the share certificate is different from those stated in the identification card, or in case the juristic entity's name of the shareholder stated on the share certificate is different from their name or surname stated in juristic entity's Affidavit issued by the Ministry of Commerce (in case of Thai juristic entities) or Certificate of Incorporation and Company Affidavit (in case of Foreign juristic entities), the Offeree has to complete the "Request Form for Rectifying Items in the Security Holder Record" prescribed by the Thailand Securities Depository Co., Ltd ("TSD") ("TSD-30), enclosed in Attachment together with the certified true copy in every page of the official documents such as Marriage Certificate, Divorce Certificate, or Notification of Change of Name, as the case may be. The rectified name must be the same as that stated in the Identification Card, Civil Servant Identification, State Enterprise Employee Card, juristic entity's Affidavit or Certificate of Incorporation of the Offeree, as the case may be.</u></p> <p><u>Additional documents required in case where the Offeree is represented by an authorized representative</u></p> <ol style="list-style-type: none"> 1. Original copy of Power of Attorney (affixed with THB 10 or THB 30 of duty stamp as the case may be) 2. Copies of documents proof of identify of the grantor and attorney as specified in 1) or 2) or 3) or 4) (as the case may be)
<p>↓ 4. Submit all documents to:</p>	
<p>Khun Rapeeporn Dornluem, Khun Pattranith Krongumpronsuk, or Khun Machinee Pakpoom Operation Department Thanachart Securities Public Company Limited 444 MBK TOWER 18th Floor Phayathai Road, Wangmai, Phatumwan, Bangkok 10330 Tel : (66)27799268 , (66)27799271 , (66)4838441 To your broker then the brokers will submit all documents to Thanachart Securities Public Company Limited (The Tender Offer Agent will not accept documents sent by post)</p>	

TENDER OFFER ACCEPTANCE FORM OF THE ORDINARY SHARES OF PSG Corporation Public Company Limited

Date..... Acceptance Form No.....
 To Mrs. Panicha Dau (the "Tender Offeror") and Thanachart Securities Public Company Limited (the "Tender Offer Agent")
 I/We ("Offeree") (Mr./Mrs./Miss/Company).....Nationality.....
 Address (that can be reached via mail).....Soi.....Road.....Tambon/Sub-district.....
 Amphur/District.....Province.....Postal Code.....Country.....
 Contact Telephone Mobile.....
 House Registration Address same as above different from above (Please specify)
 Address (House Registration).....Soi.....Road.....Tambon/Sub-district.....
 Amphur/District.....Province.....Postal Code.....Country.....
 Contact Telephone Mobile.....

I/We am/are

- Thai Individual Identification/Civil Servant Identification/State Enterprise Employee Card No.....
- Foreign Individual Alien Certificate/ Passport No.....
- Thai Juristic Person Certificate of Incorporation No.....
- Foreign Juristic Person who engages in business in Thailand Certificate of Incorporation No.....

Accept to sell ordinary shares of **PSG Corporation Public Company Limited** at the Offer Price of 0.02 Baht (two satang), after deducting the Tender Offer Agent fee of 0.25% of the Offer Price and value added tax (VAT) of 7% of the brokerage fee. The Net Offer Price is Baht 0.01994650 (one point nine nine four six five satang) per share. The Total Net Amount is Baht (.....)

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 20th Day of the Offer Period which falls on December 9, 2021 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 and deliver shares as specified below, including arranging for the payment procedure and perform other act necessary and relevant to Tender Offer Acceptance.

<input type="checkbox"/> Share certificate		<input type="checkbox"/> Scripless			No. of shares
Name of Registered Shareholder	Share Certificate No.	Brokerage No. (Participant No.)	Transfer No.	Transfer Date	
Total (shares)					

I/We also attached the share certificate with endorsement and/or the document shown the shares transfer through TSD into the below accounts, together with the documents shown proof of identify of the Offeree.

For the shares offered from	Account Name	Account No.
Domestic board	บริษัทหลักทรัพย์ อนาคต จำกัด (มหาชน) เพื่อค่าเสนอซื้อ	016-000000019-4
Foreign board	THANACHART SECURITIES PCL FOR TENDER OFFER	016-000000019-4

Receive the Payment:

Collect the cheque by myself/ourselves at Thanachart Securities Public Company Limited Send the cheque via registered post to the address above

Transfer through Automatic Transfer System to

Branch Type of AccountAccount No.

(The name of the transferee and the name of the account holder must be the same as the name of Offeree stated in the Tender Offer Acceptance Form.

In case the payment is via transfer, the Offeree must provide either a certified copy of the first page of the savings deposit passbook or a certified copy of the current account statement).

I/We hereby certify that all shares offered for sales are free from any encumbrance.

Signed.....Proxy

Signed.....Proxy.....Offeree

(.....)

(.....)

✕

RECEIPT FOR SHARE CERTIFICATE / SCRIPLESS AND TENDER OFFER ACCEPTANCE FORM

Date..... Acceptance Form No.

Thanachart Securities PCL has received the Tender Offer Acceptance Form of the Ordinary Shares of **PSG Corporation PLC**. and the following:

Share certificate for the total number ofshares Scripless for the total number of.....shares

from Mr. / Mrs / Miss / Company.....

Receive the Payment:

Collect the cheque by myself/ourselves at the office of Tender Offer Agent. Send the cheque via registered post to the address above

Transfer through Automatic Transfer System to THANACHART PCL.

Branch Type of AccountAccount No.

SignedRecipient

(.....)

Form for Confirmation of Cost of Tendered Shares

(Only for foreign juristic person not operating in Thailand)

Date.....

To: Mrs. Panicha Dau (the "Tender Offeror")

Thanachart Securities Public Company Limited (the "Tender Offer Agent")

I/We

Nationality.....Tax ID. (if any).....

accept to sell ordinary shares of PSG Corporation Public Company Limited subject to the

Tender Offer by Mrs. Panicha Dau. I/We hereby declare the cost of tendered shares as

the evidence for the withholding tax purpose as follow:

Share Certified No. / Transfer Slip No. (Transfer Date)	Registered Shareholder Name	Number of Shares	Cost (Baht/share)
Total			

I/We hereby attached _____ totally _____ page(s) as supporting evidence of costs of shares / warrants for withholding tax calculation.

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

Signed.....Offeree

(.....)

Note In case the Offeree who is a Foreign Juristic Person incorporated under the foreign law and does not carry on business in Thailand does not declare the purchase prices, the Tender Offer Agent will compute the withholding tax based on the entire proceeds of the sale of the tendered securities.

**Power of Attorney
(For the Tender Offer Acceptance)**

Affix
Stamp
Duty

At

Date

By this Power of Attorney, I/We Age.....years
Nationality.....

Address.....IDNumber.....Tel

Hereby authorizeAgeyears Nationality.....

Address.....Tel (the "Proxy") to act for and on my/our behalf to:

- Sell, transfer and submit the ordinary shares of PSG Corporation Public Company Limited
- Collect the proceeds from the sale of shares of PSG Corporation Public Company Limited

Through Thanachart Securities Public Company Limited, 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.

All acts taken by my/our attorney-in-fact under this Power of Attorney shall be deemed to be taken by myself / ourselves in every respect.

IN WITNESS HEREOF, this Power of Attorney has been duly executed (with a company seal affixed (if any)) in the presence of the witnesses on the date specified above.

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

SignedThe Proxy
(.....)

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

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

Note: 1. Stamp duty

- a. THB10 stamp duty in case that the securities holder authorizes the attorney-in-fact to sell, transfer and deliver the securities
- b. THB30 stamp duty in case that the securities holder authorizes the attorney-in-fact to sell, transfer, deliver the securities and receive the cheque payment thereof
Including to submit the Tender Offer Cancellation Form

2. The grantor is required to attach the following documents with certified true copies thereof:

- a. Certified true copies of ID card (Thai Individual) or
- b. Certified true copies of certificate of Incorporation (Thai Juristic Person)

3. The attorney-in-fact is required to attach the following documents with certified true copies thereof:

- a. Certified true copies of ID card (Thai Individual) or
- b. Certified true copies of passport (Foreign Individual)

4. In case that the grantor or attorney-in-fact is foreign juristic person the true copies of company affidavit, certificate of Incorporation or passport of the attorney-in-fact 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 6 months prior to the last day of the tender offer period.

Attachment 2

Tender Offer Cancellation Procedures and Forms

Form B-1 Tender Offer Cancellation Procedures

Form B-2 Tender Offer Cancellation Form

Form B-3 Power of Attorney (For the Tender Offer Cancellation)

Tender Offer Cancellation Procedures of the Ordinary Shares of PSG Corporation Public Company Limited

Shareholders of PSG Corporation Public Company Limited wish to cancel intention to sell ordinary shares

1. Complete the Tender Offer Cancellation Form (Form B-2) and attach receipt of share transfer/ share transfer through securities depository a Tender Offer Acceptance Form.
2. In case the Offeree has shares deposited under issuer account no. 600 complete the form "Securities transfer to/from issuer account with participant" ("TSD- 403"), together with one set of identification documents of securities holder, according to the type of person indicating in page 2 of TSD-403

Enclose the following certified document(s)

- 1) For Thai individual shareholder
 - A certified copy of the valid Identification Card; or
 - A certified copy of the valid Civil Servant Identification Card (a certified copy of his/her household registration is also required); or
 - A certified copy of the valid State Enterprise Employee Card (a certified copy of his/her household registration is also required)
 - A certified copy of the lifelong Identification Card (a certified copy of his/her household registration is also required)

- 2) For Foreign individual shareholder
A certificate copy of a valid Alien Certificate or Passport

- 3) For Thai juristic person
 - 3.1 A copy of company 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), 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 the Tender Offer Cancellation Form and 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 Tender Offer Cancellation Form and 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 or certified, of which is not more than 6 months prior to the last day of the Offer Period.

- 5) Please enclose the transfer fee of THB 100 per transaction in cash

Additional documents required in case where the Offeree is represented by an authorized representative

1. Original copy of Power of Attorney (affixed with Baht 10 or Baht 30 of stamp duty as the case may be)
2. Copies of documents shown proof of identify of the grantor and attorney as specified in 1) or 2) or 3) or 4) (as the case may be)

Note: 1. The Tender Offer Agent will return shares to the Offeree making a cancellation in the form in which such shares were tendered (Share certificates or scripless shares) and the offeree making such cancellation cannot request for a change in the form of shares to be received. In this regard, the account of the transferee of the securities which are transferred through the TSD (Scripless) must be under the same name as the Offeree who makes a cancellation. For the scripless shares, there is share transfer fee of Baht 100 per transaction.

2. In the cancellation, the Offeree is required to cancel the total amount of shares intended to sell as specified in each Tender Offer Acceptance Form.

Submit all documents within December 9, 2021 by 4.00 p.m.

Khun Rapeeporn Dornluem, Khun Pattranith Krongumpronsuk, or Khun Machinee Pakpoom

Operation Department Thanachart Securities Public Company Limited

444 MBK TOWER 18th Floor Phayathai Road, Wangmai, Phatumwan, Bangkok 10330

Tel : (66)27799268, (66)27799271, (66)2483-8441

To your broker then the brokers will submit all documents to Thanachart Securities Public Company Limited

(The Tender Offer Agent will not accept documents sent by post)

TENDER OFFER CANCELLATION FORM OF THE ORDINARY SHARES OF PSG CORPORATION PUBLIC COMPANY LIMITED

Date Cancellation Form No.....

To Tender Offerer and Thanachart Securities Public Company Limited ("Tender Offer Agent")

I/We("Offeree")(Mr./Mrs./Miss/Company).....Nationality..... Address(that can be reached

Via mail).....Soi.....Road.....Tambon/Subdistrict.....Amphur/District.....

Province.....PostalCode.....Country..... Contact Telephone Mobile.....

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

Address(House Registration).....Soi.....Road.....Tambon/Sudistrict.....

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

Mobile..... hereby would like to cancel the intention to sell ordinary shares of Prime Road Power Public Company Limited in the amount

of..... shares according to the conditions for cancellation stipulated in the Tender Offer document.

I/We submit the Tender Offer Acceptance of the ordinary shares of PSG Corporation Public Company Limited dated Acceptance Form No.

..... No. of shares to be sold.....shares

I/We would like the redeem shares in the form in which such shares were tendered.

Share certificate(s) in my/our names. I/We will collect such share certificate(s) by myself/ourselves at Thanachart Securities PCL (on the business day following the date of submission of the Tender Offer Cancellation Form)

Scripless or NVDR: Transfer through TSD by transferring to the following account

Name /Securities Company of transferee.....Membership No. / Securities Company of transferee.....

Account Name of transferee..... Account No. of transferee.....

I/We attach the share transfer fee of Baht 100.

Thanachart Securities PCL will transfer shares to the mentioned account on the business day following the date of submission of the Tender Offer Cancellation Form.

I/We hereby agree to cancel the tendered shares and receive the shares back under the above-mentioned condition.

Signed The Attorney

Signed (person making the cancellation)

(.....)

(.....)

✂

RECEIPT FOR TENDER OFFER CANCELLATION FORM OF PSG CORPORAION PUBLIC COMPANY LIMITED

Date

Cancellation Form No.....

Thanachart Securities PCL, as a Tender Offer Agent, has received the Tender Offer Cancellation Form of the ordinary shares of Prime Road Power Public Company Limited from

(Mr./Mrs./Miss/Company)..... in the amount of shares attached with Acceptance Form No.

Transfer fee of Baht 100

Shares will be redeemed by

Share certificate(s) in my/our names. I/We will collect such share certificate(s) by myself/ourselves at Thanachart Securities PCL (on the business day following the date of submission of the Tender Offer Cancellation Form)

Scripless or NVDR: Transfer through TSD by transferring to the following account

Name of transferee.....Membership No. of transferee.....

Account Name of transferee..... Account No. of transferee.....

Thanachart Securities PCL will transfer shares to the mentioned account on the business day following the date of submission of the Tender Offer Cancellation Form.

SignedRecipient

(.....)

Power of Attorney
(For the Tender Offer Cancellation)

Affix
Stamp
Duty

Made at

Date

By this Power of Attorney, I/We Age.....years

Nationality.....Address.....

ID Number..... Tel

Hereby authorizeAgeyears

Nationality.....Address.....

.....Tel..... (the "Proxy") to act for and my/our behalf to cancel my/our intention to sell my/our ordinary shares of PSG Corporation Public Company Limited in the amount of shares to Mrs. Panicha Dau (the "Offeror") as well as to perform any act required for the successful execution of this Tender Offer Cancellation.

All acts executed by my/our 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 The Proxy

(.....)

Signed Witness

(.....)

Signed Witness

(.....)

Note:

1. The grantor is required to attach the following documents with certified true copies thereof:
 - A. Certified true copies of ID card (Thai Individual) or
 - B. Certified true copies of certificate of Incorporation (Thai Juristic Person)
 - C. Certified true copies of passport (Foreign Individual)
2. The attorney-in-fact is required to attach the following documents with certified true copies thereof:
 - A. Certified true copies of ID card (Thai Individual) or
 - B. Certified true copies of passport (Foreign Individual)
3. In case that the grantor and/or attorney-in-fact is foreign juristic person the true copies of company affidavit, certificate of Incorporation or passport of the attorney-in-fact 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 6 months prior to the last day of the tender offer period.

Attachment 3

Tender Offer Acceptance Procedures and Forms for Non-Voting Depositary
Receipt (NVDR)

- Form C-1 Tender Offer Acceptance Procedures for NVDR
- Form C-2 Tender Offer Acceptance Form for NVDR
- Form C-3 Form for Confirmation of Cost of Tendered Shares for NVDR
- Form C-4 Power of Attorney for the Tender Offer Acceptance for NVDR

Tender Offer Acceptance Procedure for NVDR

NVDR Holders of PSG Corporation Public Company Limited



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



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



3. Enclose the evidence of transferring NVDR as specified above



4. Enclose a 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 (a certified copy of his/her household registration is also required); or
- A certified copy of the State Enterprise Employee Card (a 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 certificate 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 months 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 1 year 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 Rapeeporn Dornluem, Khun Pattranith Krongumpronsuk, or Khun Machinee Pakpoom
 Operation Department THANACHART SECURITIES PLC
 444 MBK Tower, 18th Floor, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330
 Tel. (66)27799268 , (66)27799271 , (66)24838441

The tender offer agent will not accept documents sent by post

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

Tender Offer Acceptance Form for NVDR
(to sell NVDRs of PSG Corporation Public Company Limited)

Date.....

Acceptance Form No.

To The Offeror and THANACHART SECURITIES PCL ("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.....

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 does not engage in business in Thailand Certificate of Incorporation No.....

Accept to sell..... (.....) of NVDRs representing ordinary shares of **PSG Corporation Public Company Limited** at the Offer Price of Baht 0.02 (two satang) 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 0.01994650 (one point nine nine four six five satang) per share. The Total Net Amount is Baht..... (.....)

I/We 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 Offer Period which falls on 9 December 2021 during the hours of 9.00 a.m. to 4.00 p.m. I/We hereby appoint THANACHART SECURITIES PCL 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 PCL 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 through Automatic Transfer System to 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 **PSG Corporation 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: Collect the cheque by myself/ourselves at THANACHART SECURITIES PCL Send the cheque via registered post to the address above Transfer through Automatic Transfer System to Branch.....Type of Account

.....Account No.....

SignedRecipient

(.....)

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

Date.....

To: Mrs. Panicha Dau ("Tender Offeror")
THANACHART SECURITIES PCL ("Tender Offer Agent")

With reference to the Tender Offer to purchase NVDR of PSG Corporation Public Company Limited by the Offeror,

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

Tax Identification No. (if any)accept to sell..... of NVDRs representing ordinary shares of PSG Corporation Public Company Limited subject to the Tender Offer by Mrs. Panicha Dau. 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 (Baht)
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 shares sold



Power of Attorney

Made at.....
Date

By this Power of Attorney, I/We Age.....years
Nationality..... Address.....
ID Number.....Tel..... hold (s)..... NVDRs PSG Corporation Public Company Limited
Hereby authorizeAgeyears
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 PSG Corporation Public Company Limited
Collect the proceeds from the sale of NVDRs of PSG Corporation 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
(.....)

- Note: 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 6 months prior to the last day of the tender offer period.

Attachment 4

Request Form for Amending Securities Holder Records



Thailand Securities Depository

Amending securities holder records

Revenue stamp
THB 10
(in case proxy is given)

TSD-301

Date.....

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

Table with 3 columns: Type of information, Previous information, Amended information. Rows include: Honoric (Mr./Mrs./Miss), First name - last name, For general contacts, Address for sending proxy form and the meeting invitation to shareholders (Principal address), Postal code, Home / Office telephone No., Mobile phone / Fax No., email address, Other.....

- To be effective in time for the book closing date, TSD must receive all documentation at least five working days prior to such date.
The given above mailing address must be able to receive documents and must not be a post office number.

I/ We hereby certify that the aforementioned statements are complete and true. Should TSD incur any direct or indirect damage, obligation or expense due to complying with my request as given above, I/we shall be fully responsible and shall unconditionally compensate TSD in full.

Please turn page over for list of required documents

Signature.....Securities holder
(.....) Tel.

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

I/We here by authorizeas my/our representative, with full authority to file this application.
Signature.....Grantor Signature.....Grantee
(.....) (.....) Tel.

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

Documents to be submitted for amending securities holder records

1. Application for amending securities holder records signed by securities holder.
2. If requesting a change name/ surname, please attach the original share certificate and a copy of the certificate showing a change of name or surname or marriage or divorce certificate as the case may be.
3. Identification documents, according to the type of person. (For more detail, please visit : www.tsd.co.th or contact TSD Call Center at +66 (0) 2229 2888)

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

Attachment 5

Request Form for Securities Transfer to/from
Issuer Account with Participant



For official use only
Date
Transaction no.
Checker

I/We would like to transfer securities of mutual fund or company
for a total of shares/units amount in letters shares/units. The securities are being transferred

Form with two columns: 'From issuer account to broker/custodian account' and 'From broker/custodian account to issuer account'. Includes fields for broker name, account details, signature, and nationality information.

From broker or custodian to TSD

I/We participant no. have verified all documents and evidence submitted for the issuer's securities transfer and certify that the aforementioned statements are complete and true.

Please turn page over for list of required documents

Signature Authorized person

Documents to be submitted for securities transfer to/from the issuer account

1. Application for securities transfer to/from the issuer account signed by securities holder.
2. Identification documents of the securities holder, according to the type of person. In case of other individuals, please contact SET Contact Center as shown at the bottom of the form.

Type of person	Submitted documents for securities transfer to / from the issuer account
Individual Person - Thai Nationality	- A copy of the person's Thai national I.D. Card, certified true with an original signature.
Individual Person - Other Nationalities	- A copy of the signatory's alien identity card or passport, certified true with an original signature.
Juristic Person - Thai Nationality	1. A copy of the juristic person certificate issued by the Ministry of Commerce within the past 12 months, with the original signatures of directors authorized to represent the company or their representatives, following the company's conditions. 2. A copy of the national I.D. card/alien identity card/passport of directors who are authorized to represent the company, certified true with original signatures.
Juristic Person - Other Nationalities	1. A copy of the company's registration certificate issued by the regulating government agency. 2. A copy of the juristic person's affidavit of incorporation showing directors authorized to bind the company and conditions relating thereto, showing the company's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the government agency having jurisdiction over the juristic person. 3. A copy of the passport or other official identity document of each authorized director signing this document, certified true with an original signature. <u>All documents for "Other Nationalities" above, must have been :</u> (1) The notary public or any competent authority in the country where such documents were prepared or certified correct, shall certify the signature of the person who prepared such documents, or who certified the accuracy of such documents. (2) An official of the Thai Embassy or Thai Consulate in the country where such documents were prepared or certified correct, shall certify the signature and the seal of the notary public or any other authority which performed the act under (1). (3) Certified within the past 12 months before being submitted to TSD. (4) Translated into English if necessary.



Attachment 6

Map of Thanachart Securities Public Company Limited



Thanachart Securities Public Company Limited

Address : 444 MBK Tower, 18th Phaya-thai Road, Wangmai, Pathumwan, Bangkok 10330

Contact : Operations Department

Telephone : 02-779-9000

Attachment 7
Letter of Confirmation on
the Source of Funds for the Tender Offer



(Translation)

No. TorNor.PhorGor. 0285/2564

8 November 2021

Re: Confirmation on the Securities Fund and Deposit Balance in the Securities Trading Account

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

Ref: Tender Offer for the Securities of PSG Corporation Public Company Limited

Pursuant to the notification from Mrs. Panicha Dau (the “Tender Offeror”) to Thanachart Securities Public Company Limited (the “Company”) that the tender offer for ordinary shares of PSG Corporation Public Company Limited (formerly known as T Engineering Corporation Public Company Limited) (the “PSG”) has been made and the Tender Offeror is required to secure the source of funds for the payment for the ordinary shares under this Tender Offer.

In this regard, the Company, as a custodian of the securities trading account in the name of Mrs. Panicha Dau, with a securities trading account number 144593-0 (Cash Balance Type) having credit line of Baht 500,000,000 (Five Hundred Million Baht) which is the Tender Offeror’s securities trading account, confirms that as of 1 November 2021 the deposit balance in the said securities trading account has a balance of Baht 219,000,000 (Two Hundred Nineteen Million Baht) and this deposit is not subject to any other obligations with the bank.

Please be informed accordingly.

Sincerely Yours

- Ms. Pawasut Sutjarivattana -

(Ms. Pawasut Sutjarivattana)

Chief Operating Officer

Thanachart Securities Public Company Limited

Attachment 8
Letter of Intent and Undertaking
Not to Sell the Ordinary Shares of
PSG Corporation Public Company Limited
in the Tender Offer

(Translation)

29 October 2021

Re: Letter of intent and undertaking not to sell the ordinary shares of PSG Corporation Public Company Limited
in the Tender Offer

To: Mrs. Panicha Dau
Tender Offeror for the securities of PSG Corporation Public Company Limited

Copied: Thanachart Securities Public Company Limited
Tender Offer Preparer

As you will be making a tender offer for all ordinary shares of PSG Corporation Public Company Limited (“**Company**”) in the total amount of 12,998,438,156 shares representing 20.00 percent of the total issued and sold shares of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for Acquisition of Securities for Business Takeovers:

The 1,200,000,000 ordinary shares that I have held before this Tender Offer representing 1.85 percent of the total issued and sold shares of the Company are newly issued ordinary shares that were issued and offered by the Company to me on a private placement basis at the price which is lower than 90 percent of the market price of the Company’s shares before the Stock Exchange of Thailand accepts the admission of such newly issued ordinary shares as listed securities. Therefore, all of the said newly issued ordinary shares held by me are subject to a sale prohibition (Silent Period) for a period of 1 year from the commencement date of the trading of the newly issued ordinary shares on the Market for Alternative Investment (MAI) which falls on 29 October 2021. Upon the lapse of the 6-month period, I will be able to sell 25 percent of all shares that are subject to the sale prohibition, and upon the lapse of the 1-year period, I will be able to sell all of the remaining shares. These are according to the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Criteria, Conditions and Procedures for Consideration of an Application for the Acceptance of Ordinary Shares or Preferred Shares in a Capital Increase as Listed Securities B.E. 2558 (as amended).

Accordingly, I hereby express my intention and undertake that I will not sell, whether in whole or in part, the Company’s ordinary shares held by me to you under this Tender Offer, and that I will neither distribute nor transfer such amount of ordinary shares to any other person throughout the period of this Tender Offer.

Please be informed accordingly.

Respectfully yours,

- Signature -

(Mr. Adisorn J.Jitcharoenchai)

Holder of Ordinary Shares of PSG Corporation Public Company Limited

(Translation)

29 October 2021

Re: Letter of intent and undertaking not to sell the ordinary shares of PSG Corporation Public Company Limited
in the Tender Offer

To: Mrs. Panicha Dau
Tender Offeror for the securities of PSG Corporation Public Company Limited

Copied: Thanachart Securities Public Company Limited
Tender Offer Preparer

As you will be making a tender offer for all ordinary shares of PSG Corporation Public Company Limited (“Company”) in the total amount of 12,998,438,156 shares representing 20.00 percent of the total issued and sold shares of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for Acquisition of Securities for Business Takeovers:

The 300,000,000 ordinary shares that I have held before this Tender Offer representing 0.46 percent of the total issued and sold shares of the Company are newly issued ordinary shares that were issued and offered by the Company to me on a private placement basis at the price which is lower than 90 percent of the market price of the Company’s shares before the Stock Exchange of Thailand accepts the admission of such newly issued ordinary shares as listed securities. Therefore, all of the said newly issued ordinary shares held by me are subject to a sale prohibition (Silent Period) for a period of 1 year from the commencement date of the trading of the newly issued ordinary shares on the Market for Alternative Investment (MAI) which falls on 29 October 2021. Upon the lapse of the 6-month period, I will be able to sell 25 percent of all shares that are subject to the sale prohibition, and upon the lapse of the 1-year period, I will be able to sell all of the remaining shares. These are according to the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Criteria, Conditions and Procedures for Consideration of an Application for the Acceptance of Ordinary Shares or Preferred Shares in a Capital Increase as Listed Securities B.E. 2558 (as amended).

Accordingly, I hereby express my intention and undertake that I will not sell, whether in whole or in part, the Company’s ordinary shares held by me to you under this Tender Offer, and that I will neither distribute nor transfer such amount of ordinary shares to any other person throughout the period of this Tender Offer.

Please be informed accordingly.

Respectfully yours,

- Signature -

(Miss Titima Thanakornyothin)

Holder of Ordinary Shares of PSG Corporation Public Company Limited

(Translation)

29 October 2021

Re: Letter of intent and undertaking not to sell the ordinary shares of PSG Corporation Public Company Limited
in the Tender Offer

To: Mrs. Panicha Dau
Tender Offeror for the securities of PSG Corporation Public Company Limited

Copied: Thanachart Securities Public Company Limited
Tender Offer Preparer

As you will be making a tender offer for all ordinary shares of PSG Corporation Public Company Limited (“Company”) in the total amount of 12,998,438,156 shares representing 20.00 percent of the total issued and sold shares of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for Acquisition of Securities for Business Takeovers:

The 300,000,000 ordinary shares that I have held before this Tender Offer representing 0.46 percent of the total issued and sold shares of the Company are newly issued ordinary shares that were issued and offered by the Company to me on a private placement basis at the price which is lower than 90 percent of the market price of the Company’s shares before the Stock Exchange of Thailand accepts the admission of such newly issued ordinary shares as listed securities. Therefore, all of the said newly issued ordinary shares held by me are subject to a sale prohibition (Silent Period) for a period of 1 year from the commencement date of the trading of the newly issued ordinary shares on the Market for Alternative Investment (MAI) which falls on 29 October 2021. Upon the lapse of the 6-month period, I will be able to sell 25 percent of all shares that are subject to the sale prohibition, and upon the lapse of the 1-year period, I will be able to sell all of the remaining shares. These are according to the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Criteria, Conditions and Procedures for Consideration of an Application for the Acceptance of Ordinary Shares or Preferred Shares in a Capital Increase as Listed Securities B.E. 2558 (as amended).

Accordingly, I hereby express my intention and undertake that I will not sell, whether in whole or in part, the Company’s ordinary shares held by me to you under this Tender Offer, and that I will neither distribute nor transfer such amount of ordinary shares to any other person throughout the period of this Tender Offer.

Please be informed accordingly.

Respectfully yours,

- Signature -

(Mr. Kittishote Haritaworn)

Holder of Ordinary Shares of PSG Corporation Public Company Limited

(Translation)

29 October 2021

Re: Letter of intent and undertaking not to sell the ordinary shares of PSG Corporation Public Company Limited
in the Tender Offer

To: Mrs. Panicha Dau
Tender Offeror for the securities of PSG Corporation Public Company Limited

Copied: Thanachart Securities Public Company Limited
Tender Offer Preparer

As you will be making a tender offer for all ordinary shares of PSG Corporation Public Company Limited (“**Company**”) in the total amount of 12,998,438,156 shares representing 20.00 percent of the total issued and sold shares of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for Acquisition of Securities for Business Takeovers:

The 250,000,000 ordinary shares that I have held before this Tender Offer representing 0.38 percent of the total issued and sold shares of the Company are newly issued ordinary shares that were issued and offered by the Company to me on a private placement basis at the price which is lower than 90 percent of the market price of the Company’s shares before the Stock Exchange of Thailand accepts the admission of such newly issued ordinary shares as listed securities. Therefore, all of the said newly issued ordinary shares held by me are subject to a sale prohibition (Silent Period) for a period of 1 year from the commencement date of the trading of the newly issued ordinary shares on the Market for Alternative Investment (MAI) which falls on 29 October 2021. Upon the lapse of the 6-month period, I will be able to sell 25 percent of all shares that are subject to the sale prohibition, and upon the lapse of the 1-year period, I will be able to sell all of the remaining shares. These are according to the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Criteria, Conditions and Procedures for Consideration of an Application for the Acceptance of Ordinary Shares or Preferred Shares in a Capital Increase as Listed Securities B.E. 2558 (as amended).

Accordingly, I hereby express my intention and undertake that I will not sell, whether in whole or in part, the Company’s ordinary shares held by me to you under this Tender Offer, and that I will neither distribute nor transfer such amount of ordinary shares to any other person throughout the period of this Tender Offer.

Please be informed accordingly.

Respectfully yours,

- Signature -

(Mr. Chaigyod Chirabowornkul)

Holder of Ordinary Shares of PSG Corporation Public Company Limited