



Our Ref. 0240/2019

6 September 2019

Subject: Notice on the Allotment of Newly Issued Ordinary Shares

To: Shareholders of Kulthorn Kirby Public Company Limited

Enclosure: 1. Certificate of the subscription entitlement  
2. Information memorandum on the allotment of newly issued ordinary shares  
3. Subscription form for right issue shares (Form 1)  
4. Subscription form for excess right shares (Form 2)  
5. Additional Subscription Documents

**Only for the subscriber wishing to Deposit the Securities into the Issuer Account**

Kulthorn Kirby Public Company Limited ("KKC" or "the Company") refers to the resolutions of the Extraordinary Shareholders Meeting no. 1/2019 held on 4 September 2019 approving the allotment of 300,000,000 newly issued ordinary shares of the Company to existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), with par value of Baht 1.00 per share totaling Baht 300,000,000. The newly issued ordinary shares from the Rights Offering to the existing shareholders whose names appear in the Company's share register book on 21 August 2019, in proportion to their respective shareholdings at the ratio of 4 existing shares for 1 new shares (any fraction shall be rounded down), at the offering price of Baht 1.00 per share. The subscription period will be during 16-20 September 2019.

The Company would like to notify you of your subscription entitlement to the Company newly issued ordinary shares as per the number indicated in the Certificate of subscription entitlement (Enclosure 1). The details as appeared in the Information Memorandum on the allotment of newly issued ordinary shares enclosed herewith (Enclosure 2).

The procedures for share subscription and payment are as follows:

**1. The Allotment of Newly Issued ordinary shares.**

**1.1 Offering Price** : Baht 1.00 per share

**1.2 Ratio of Subscription** : 4 existing ordinary shares to 1 newly issued shares  
(any fraction shall be rounded down)

**1.3 The rights to subscribe for newly issued ordinary shares**

The shareholder register of the rights to subscribe for newly issued ordinary shares shall be recorded on 21 August 2019.



**1.4 The allotment of newly issued ordinary shares remaining unsubscribed by the existing shareholders and when there is fraction of remaining shares shall be operated as followed:**

The Board of Directors passed a resolution approving the allocation of the remaining shares. The Company will allocate additional ordinary shares to shareholders, who have expressed their intention to subscribe for additional ordinary shares in excess of their rights pursuant to their entitlement based on same procedure until there is no share remaining for allotment (any fraction shall be rounded down).

In the event that after the allocation of remaining shares to existing shareholders, who subscribe for shares in excess of their rights pursuant to their entitlement, there are still fraction of remaining shares that can not be allocated to shareholders in whole number, the Board of Director and/or Authorized Director and/or any person(s) assigned by the Board of Director or Authorized Director shall be empowered to consider and allocate those remaining unsubscribed shares.

**2. Subscription and Payment Method**

**2.1 Subscription Period for the Rights Offering.**

Date : 16 - 20 September 2019

Time : 09.00 – 16.00 Hrs.

**2.2 Method of Subscription and Payment.**

The Shareholders who intend to subscribe to the newly issued ordinary shares must clearly and correctly complete and sign the Share Subscription Form (Enclosure 3 and 4). The subscribers or their proxies shall submit the subscription documents and make full payment for their subscription according to the number of shares to be subscribed. The Payment for subscription shall be made with any one of the methods described below.

**2.2.1 The subscription payment by Cashier Cheque, Bank Draft, or Personal Cheque**

Shall be collectible within the next business day by the same clearing house within the Bangkok Metropolitan area. Must be dated the same day as the subscription date, but not after 18 September 2019.

**2.2.1.1 Subscription for the newly issued ordinary shares by rights account.**

The cheque should be crossed A/C Payee only and made payable to the account of:  
**“Kulthorn Kirby Public Company Limited for share subscription by rights”**

Each subscriber, in any case, shall be submit 1 personal cheque, cashier cheque or bank draft per 1 share subscription form only.

In case of Personal Cheque, it must be the same name as the share subscriber.

Please indicate name, family name, and contact telephone number on reverse side of the Cashier Cheque, Bank Draft, or Personal Cheque

**2.2.1.2 Subscription for the newly issued ordinary shares in excess of rights account.**

The cheque should be crossed A/C Payee only and made payable to the account of:  
**"Kulthorn Kirby Public Company Limited for share subscription in excess of rights"**

Each Subscriber, in any case, shall be submit 1 personal cheque, cashier cheque or bank draft per 1 share subscription form only.

In case of Personal Cheque, it must be the same name as the share subscriber.

Please indicate name, family name, and contact telephone number on reverse side of the Cashier Cheque, Bank Draft, or Personal Cheque

**2.2.2 The subscription Payment by Fund Transfer (Cash only)**

The subscription occurs on 16 - 20 September 2019 the subscriber can make payment by Fund Transfer (Cash only) for the share subscription account as the following:

**2.2.2.1 Subscription for the newly issued ordinary shares by rights.**

Bank : Kasikorn Bank Public Company Limited – Lan Luang Branch  
Account Name : **"Kulthorn Kirby Public Company Limited for share subscription by rights"**  
Account Type : Current Account  
Account number : **759-1-00971-5**

**2.2.2.2 Subscription for the newly issued ordinary shares in excess of rights.**

Bank : Kasikorn Bank Public Company Limited – Lan Luang Branch  
Account Name : **"Kulthorn Kirby Public Company Limited for share subscription in excess of rights"**  
Account Type : Current Account  
Account number : **759-1-00979-0**

Please indicate name, family name, and contact telephone number on reverse side of Fund Transfer document or Pay-in Slip

The subscriber shall be responsible for any related expense and bank fee (if any).

**2.3 The Submission of Subscription Documents**

Shareholders, who are entitled to subscribe for shares shall submit Subscription form and related documents (together with Cashier Cheque, Bank Draft, Personal Cheque, Fund Transfer document, or Pay-in slip) to :

**2.3.1 The direct delivery.**

The submission can be made during 16 – 20 September 2019 from 09.00 - 16.00 Hrs. to:

Manager, Finance Division (Subscription for the Newly Issued Ordinary Shares)  
Kulthorn Kirby Public Company Limited  
126 Soi Chalong Krung 31, Chalong Krung Road,  
Khwaeng Lam Pla Thio, Khet Lat Krabang, Bangkok  
Telephone Number : 0 2326 0831-6, 0 2739 4893  
Fax Number : 0 2326 0837, 0 2739 4892

### **2.3.2 Submission via mail (registered mail or Express Mail Service (EMS))**

The subscription form and related documents must be received no later than 16.00 Hrs on 18 September 2019. The receipt will be based on the time stamped by the destination post office.

The subscription documents shall be sent to :

Manager, Finance Division (Subscription for the Newly Issued Ordinary Shares)  
Kulthorn Kirby Public Company Limited  
126 Soi Chalong Krung 31, Chalong Krung Road,  
Khwaeng Lam Pla Thio, Khet Lat Krabang, Bangkok 10520

The Company shall have the rights to reject the subscription if the Subscription Form and the related documents are not received within the timeframe specified above.

## **2.4 Documents Required for Subscription**

### **2.4.1 Subscription Form**

Subscription form (Enclosure 3 and 4) which is clearly and accurately completed and signed by the Subscriber

### **2.4.2 Proofs of Payment.**

Including original Pay-in Slip (In the case of money transfer) or Personal Cheque or Cashier Cheque or Bank Draft, specifying name, family name and contact telephone number of the subscriber on the back of such proof of payment.

### **2.4.3 Certificate of the subscription entitlement.**

Certificate of the subscription entitlement issued by Thailand Securities Depository Company Limited, the Share Registrar of the Company which states the number of shares that each shareholder has been allocated in accordance with his/her entitlement.

### **2.4.4 Document for Identification**

#### **▪ Thai Individual**

A certified copy of identification card or a certified copy of house registration showing the individual's identification number is required.

#### **▪ Foreign Individual**

A certified copy of alien registration or a certified copy of passport is required.

#### **▪ Thai Juristic Person**

A copy of affidavit issued by Ministry of Commerce, certified by authorized person(s) is required. It shall have the juristic person's seal affixed (if any). A certified copy of the authorized person(s) identification card shall be attached together with the above document.

#### **▪ Foreign Juristic Person**

A copy of the certificate of incorporation and the affidavit, certified by authorized person(s) is required. It shall have the juristic person's seal affixed (if any). A certified copy of the authorized person(s) identification card or passport (whichever applicable) shall be attached with the above document.

### **2.4.5 Power of Attorney**

A Power of Attorney affixed with Baht 30 stamp duty (in the case that a shareholder uses a proxy) together with certified photocopies of identification cards of the subscriber and his/her proxy.

### **2.4.6 For the subscriber who wishes to deposit the newly issued ordinary shares into the Issuer's Account No. 600 in the name of the subscriber, please fill in the required information in the form "Additional Subscription Documents Only for the Subscriber Wishing to Deposit the Securities into the Issuer Account" (Enclosure 5) for further submission to the TSD.**

**3. Allocation of Newly Issued Ordinary Shares for the Subscription of the Rights Offering and the Subscription in Excess of the Allocated Rights**

3.1 The shareholders who subscribe for new shares not more than the amount stated in the Certificate of the subscription entitlement shall be allocated shares in accordance with the number of shares subscribed. In case where there is a fraction of shares remaining, any fraction will be disregarded and the all of fractions will be allotted as stated in section 4.

3.2 The shareholders who subscribe for new shares in excess of the number they are entitled, shall be allocated the excess subscribed shares as stated in section 4.

**4. Allocation of Remaining Unsubscribed Shares and Fractions as stated in section 3**

The Board of Directors passed a resolution approving the allocation of the remaining shares. The Company will allocate additional ordinary shares to shareholders, who have expressed their intention to subscribe for additional ordinary shares in excess of their rights pursuant to their entitlement based on the same procedure until there is no share remaining for allotment (any fraction shall be rounded down)

In the event that after the allocation of remaining shares to existing shareholders, who subscribe for shares in excess of their rights pursuant to their entitlement, there are still fraction of remaining shares that can not be allocated to shareholders in whole number, the Board of Director and/or Authorized Director and/or any person(s) assigned by the Board of Director or Authorized Director shall be empowered to consider and allocate those remaining unsubscribed shares.

**5. Waiving of Subscription Rights**

The shareholder shall be deemed to have waived his/her subscription rights if the shareholder does not exercise his/her subscription rights within the specified time, if the shareholder does not make payment within the specified time, if the shareholder's Cashier Cheque or Bank Draft or Personal Cheque is not honored by the clearing house, or if the rules and procedures for subscription are not followed.

**6. Refund to the Shareholders for Unallocated Shares**

In the event that any shareholder subscribing for excess rights shares has not received the said newly issued shares in full or receive an insufficient number of subscribed shares as a result of the total number of subscribed shares being more than the number of remaining shares, the Company will refund the payment by cash transferring to such shareholder's bank account in the amount equal to the amount of shares being unallocated without interest, within 14 business days after the last day of the subscription period or by cheque payable to such shareholder in the amount equal to the amount of shares being unallocated without interest, which will be delivered by registered mail to the address appeared in the Company's share register book on 21 August 2019 within 14 business days after the last day of the subscription period.

**7. Other Important Information for the Subscription of the Newly Issued Ordinary Shares Conditions**

7.1 The Company will issue a receipt for the subscription of the Rights Offering to the shareholders. In this regard, the subscription shall be completely deemed when the Company is in receipt of the payment of such subscription price.

7.2 Any subscriber who has already subscribed and paid for the newly issued shares shall not be entitled to cancel his/her subscription.

7.3 Any Shareholder who does not exercise his/her rights to subscribe to the shares or fails to make payment for the subscribed shares within the specified date and time, or whose personal cheque or cashier cheque or bank draft cannot be cleared for payment within the specified date of payment shall be deemed by the Company to have his/her rights waived in this subscription to newly issued ordinary shares.

- 7.4 For personal cheque or cashier cheque or bank draft, please specify the date only as notified above. Specifying the date before or after the subscription period shall be against the Securities Commission's regulation and shall be subject to a fine.
- 7.5 Shareholders subscribing to shares must correctly specify the participant number (the code of the broker as listed on the back of the subscription form) which the shareholder has the securities trading account and the securities trading account number, to which the shareholder wants the allotted shares to be transferred. In the case of incorrect participant number or securities trading account number, which may cause an inability to transfer the subscribed shares to the securities trading account, the Company will not be responsible for any loss or delay in receiving the shares.
- 7.6 The name of the subscriber and the name of the owner of securities trading account to which the shareholders wants the allotted shares to be transferred must be identical. If the securities trading account is in the name of another person, the shares cannot be transferred.
- In such event, the Company reserves the right to issue a share certificate in the name of "Thailand Securities Depository Company Limited" (TSD) and deposit those shares with TSD under issuer account number 600, which may cause the shareholder to be unable to sell the allotted shares on the first trading day of the allotted shares.
- 7.7 In the event that the shareholders wish to receive the share certificates in their names, the Company shall instruct Thailand Securities Depository Company Limited to deliver the share certificates to the shareholders under the name and address as disclosed in the Company's share register book on 21 August 2019 by registered mail within 45 business days after the end of share subscription period. In this case, the newly shares shall not be tradable on the first trading day of newly issued shares.

Should the shareholders have any questions regarding the allotment, processes and methods of share subscription, please contact :

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|----------------------|-----------------------------|--------------|
| Ms. Somjai Buakaew   | Telephone no. 0 2326 0831-6 | Ext. 1820 or |
| Ms. Narin Sakwichit  | Telephone no. 0 2326 0831-6 | Ext. 1810 or |
| Ms. Saichol Moosakae | Telephone no. 0 2326 0831-6 | Ext. 1826    |

Please be informed accordingly.

Sincerely Yours,  
Kulthorn Kirby Public Company Limited



(Mr. Sutee Simakulthorn)  
President