

## Tender Offer Acceptance Procedure for NVDR

NVDR Holders of Country Group Securities Public Company Limited



1. Complete the NVDR Tender Offer Acceptance Form



2. Advise broker to transfer the Scripless NVDR Shares to the following account  
"COUNTRY GROUP SECURITIES PCL FOR TENDER OFFER"  
Account No. 003-000000013-3



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)

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 1 year 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. 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

In case of security holder's authorized representative

1. Power of Attorney affixed with stamp duty Baht 10

2. Certified copy of identification documents of the shareholder and authorized representative as specified above



5. Submit all documents to

Mrs. Orapin Taechaubol or Mrs. Wimonrat Hotanom,  
Country Group Securities Public Company Limited  
Level 2, Sindhorn Tower1 132 Wireless Road, Lumpini, Pathumwan, Bangkok, 10330  
Telephone : 02-205-7000 Ext. 2300 or 2301

Note: For all NVDR holders, please submit the Tender Offer Acceptance Form 2 business days before the last tender offer date.

**Tender Offer Acceptance Form for NVDR**  
(to sell NVDRs of Country Group Securities Public Company Limited)

Date.....

Acceptance Form No. ....

To The Offeror and COUNTRY GROUP SECURITIES PCL. ("Tender Offer Agent")

I/We ("Offeree") (Mr./Mrs./Miss/Company).....

resides at.....

Tel.....Mobile No.....

I/We am/are

£ Thai Individual Identification/Civil Servant Identification/State Enterprise Employee Card No.....

£ Foreign Individual Alien Certificate/ Passport No.....

£ Thai Juristic Person Registration No.....

£ Foreign Juristic Person who engages in business in Thailand Certificate of Incorporation No.....

£ Foreign Juristic Person who does not engage in business in Thailand Certificate of Incorporation No.....

Accept to sell ..... (.....) of NVDRs representing ordinary shares of Country Group Securities Pcl., and would like to receive the payment in term of share swap at the ratio of 1 ordinary share of Country Group Securities Pcl. to 1 ordinary share of Country Group Holdings Pcl. (1:1) which accounted for ..... shares of Country Group Holdings Pcl. I/We hereby would like subscribe to ordinary of Country Group Holdings Pcl. at mentioned amount.

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 20<sup>th</sup> of the Offer Period which falls on **XXXXX 2014** during the hours of 9.00 a.m. to 4.00 p.m. I/We hereby appoint COUNTRY GROUP 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 "COUNTRY GROUP SECURITIES PCL FOR TENDER OFFER" account no. 003-00000013-3and 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.

I/We acknowledge that the exchanged NVDR ordinary shares will be issued on the name of "Thailand Securities Depository Company Limited for Depositors" for participant name ..... participant no. ...., and deposited with TSD under the rules and regulations of the Stock Exchange of Thailand for securities trading account name ..... account no. .... which I/we have with the said company. I understand that I may not take any action relating to such NVDR ordinary shares until they are registered as listed securities and allowed to trade on the Stock Exchange of Thailand.

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**

Acceptance Form No. ....

Country Group Securities Co., Ltd. has received the Tender Offer Acceptance Form to purchase NVDRs of the Ordinary Shares of Country Group Securities Pcl. and subscription form for NVDR ordinary shares of Country Group Holdings Pcl. together with the Transfer slip via TSD no. .... for the total number of .....units of NVDR from Mr. / Mrs / Miss / Company..... The offeree will receive the newly issued NVDR ordinary shares of Country Group Holdings Pcl. by the way of deposit the NVDR ordinary shares into the trading account no. .... Participant no. ....

Signed .....Recipient  
(.....)

Date .....

Power of Attorney

Affix Stamp  
Duty  
10Baht

At.....

Date .....

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

ID Card/Alien Card/Passport ID No. ....Reside at (address that can be reached by mail)

..... Country .....

hold(s)..... shares of Country Group Securities Public Company Limited ("CGS the "Business") hereby authorize (Mr. / Miss / Mrs.) .....Age

Nationality ..... ID Card/Alien Card/Passport ID No. ....

Reside at (address that can be reached by mail) .....

..... Country .....

to act as my/our attorney to sell, transfer, and deliver such securities of Country Group Securities Public Company Limited ("CGS or the "Business") through Country Group Securities Public Company Limited ("Tender Offer Agent") and to be authorized to do and execute all such other matters in connection with the aforesaid mentioned on my/our behalf until its completion. Any act taken by my/our attorney shall be deem to be taken by myself/ourselves in every respect.

Sign ..... Grantor  
(.....)

Sign ..... Attorney  
(.....)

Sign ..... Witness  
(.....)

Sign ..... Witness  
(.....)

Note: Please attach herewith a certified true copy of ID Card/Alien Card/Passport of the Grantor or a Certificate of Incorporation, a copy of ID Card/Alien Card/Passport of the authorized person in the case of a Juristic Person and a certified true copy of ID Card/Alien Card/Passport of Authorized Agent.

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

Date.....

To: Tender Offeror  
Country Group Securities Pcl. ("Tender Offer Agent")

With reference to the Tender Offer to purchase NVDR of Country Group Securities Public Company Limited by the Offeror, I/We.....Nationality.....

Tax Identification No. (if any) .....accept to sell ..... of NVDRs representing ordinary shares of Country Group Securities Plc. subject to the Tender Offer. 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  
(.....)

On behalf of Attorney, Authorised person of .....

Note Foreign Juristic Person has to declare cost of shares by submitting the Confirmation of Securities Cost Form attached with the evidence of such the cost. If this form is submitted with proper evidence of the cost basis, only the Offeree's gain on the sale (if any) will be subject to withholding tax. If the form is not submitted or proper evidence of the cost basis is not attached with the form, the withholding tax of 15% will be imposed on the entire proceeds of the sale instead of the capital gains.