



# Chayo Group Public Company Limited

44/543-544 Phahonyothin Rd, Khwaeng Anusawari, Khet Bang Khen, BKK. 10220

(-Translation-)

No. CGC 012/2024

March 5, 2024

**Subject: Schedule of No.1 exercise of warrant to purchase the ordinary shares of Chayo Group Public Company Limited No.3 (CHAYO-W3)**

**To:** The President  
The Stock Exchange of Thailand

As Chayo Group Public Company Limited (“Company”) issued and offered warrant to purchase the ordinary shares of Company No.3 (“CHAYO-W3”) in the amount of 113,719,653 units free of charge to the shareholders of the Company in proportion to their respective shareholdings at the ratio of 10 ordinary shares to 1 warrant.

The Company would like to inform the schedule of **No.1** exercise which is **29 March 2024** with the details as follows:

**1. Exercise Ratio and Exercise Price**

1 Units of CHAYO-W3 will be entitled to purchase 1 ordinary shares  
Exercise price is Baht 9.00 per share

**2. Period of notification of the intention to exercise**

**15 March 2024 – 28 March 2024** (Only business day) during 8.30 a.m. - 15.30 p.m.

**3. Place to contact for exercising the warrants**

Investor Relations Department  
Chayo Group Public Company Limited  
44/543-544, Phahonyothin Road, Anusawari Sub-district, Bang Khen District, Bangkok  
Telephone No.: 02-016-4499

**4. Exercise Procedures**

The Warrant Holders can download the form of notice to exercise the Warrants from the Company’s website ([www.chayo555.com](http://www.chayo555.com)). The Warrant Holders may notify the Company or the Agent Receiving Exercise Intention (if any) of their intention to exercise the rights to purchase the newly issued ordinary shares, which shall be made within the Notification Period, pursuant to Clause 2 above.

In cases that the Warrants are in the scripless system, the Warrant Holders who wish to exercise the Warrants shall notify their intention and fill in the form to withdraw the Warrants from the scripless system as prescribed by the SET.

- (a) In cases that the Warrant Holders have their own securities trading accounts and the Warrants are kept in the account named “Thailand Securities Depository Co., Ltd. for depositors”, the Warrant Holders, who wish to exercise the Warrants, shall notify their intention and fill in the form to withdraw the Warrants as prescribed by the SET and submit the same to their respective securities broker. Such securities company will then proceed with notifying the Securities Depository to withdraw the Warrants from the account named “Thailand Securities Depository Co., Ltd. for depositors”. The Securities



# Chayo Group Public Company Limited

44/543-544 Phahonyothin Rd, Khwaeng Anusawari, Khet Bang Khen, BKK. 10220

*(-Translation-)*

Depository will then issue the Warrant Substitute to be used as a supplemental document in exercising the rights to purchase the Company's newly issued ordinary shares.

- (b) In the case that the Warrant Holders do not have a securities trading account and having the Warrants kept with the Securities Depository in the account named "securities issuing company's account", the Warrant Holders, who wish to exercise the Warrants, shall notify their intention and fill in the form to withdraw the Warrants as prescribed by the SET and submit the same to the Securities Depository requesting for the withdrawal of the Warrants from the account named "securities issuing company's account". The Securities Depository will then issue the Warrant Substitute to be used as a supplemental document in exercising the rights to purchase the Company's newly issued ordinary shares.

The Warrant Holders (including those who hold the Warrants in certificate form and in the scripless system), who wish to exercise their rights to purchase the newly issued ordinary shares, shall comply with the conditions concerning the notification of their intention to exercise the Warrants, by taking necessary actions and submitting the required documents, on the relevant Exercise Date, as follows:

- (a) To submit a correct and completed form of notice to exercise the Warrants, duly signed by the Warrant Holder, to the Company or the Agent Receiving Exercise Intention (if any) within the Notification Period;
- (b) To deliver the warrant certificate or the Warrant Substitute in the number specified in the form of notice to exercise the Warrants to the Company or the Agent Receiving Exercise Intention (if any);
- (c) To pay the exercise price according to the amount specified in the form of notice to exercise the Warrants to the Company or the Agent Receiving Exercise Intention (if any) by way of:
- Transferring the money into bank account named "CHAYO GROUP PUBLIC CO., LTD." account number 499-0-13569-5, Saving Account, with Krungthai bank, Saphanmai Branch, along with enclosed evidence of the money transfer within the exercise period.
  - Cheque or Bank Draft payable to "CHAYO GROUP PUBLIC CO., LTD." (Account Payee only) which can be collectible in Bangkok within 2 Business Days prior to 11.00 hours before the Exercise Date of the warrant, and specify the name-surname and the phone number at the back

**Remark:** The final day of Cheque will be issued is March 25, 2024 and send to the Company by 15.30 p.m. on March 25, 2024.

or make the payment by other means which may be further determined and notified by the Company and/or the Agent Receiving Exercise Intention (if any)

In this respect, the exercise of rights to purchase the newly issued ordinary shares shall be considered completed only when the Company or the Agent Receiving Exercise Intention (if any) has successfully collected the payment of such exercise price. If the Company or the Agent Receiving Exercise Intention (if any) could not collect such payment in whatsoever case that is not due to the fault of the Company or the Agent Receiving Exercise Intention (if any), the Company will consider that such Warrant Holder intends to cancel his/her respective intention to exercise the rights to purchase the newly issued ordinary shares at that time. In such case, the Company or the Agent Receiving Exercise Intention (if any) will return the Warrants together with the cheque, cashier's cheque or draft which could not be collected, to such Warrant Holder within 14 (fourteen) days from the respective Exercise Date.



# Chayo Group Public Company Limited

44/543-544 Phahonyothin Rd, Khwaeng Anusawari, Khet Bang Khen, BKK. 10220

*(-Translation-)*

Nevertheless, the Warrant Holders will be able to notify their intention to exercise the rights to purchase the newly issued ordinary shares on the subsequent Exercise Date, except in the case of the last Exercise Date in which the Company shall consider that such Warrants are nullified without being exercised. In such case, the Company or the Agent Receiving Exercise Intention (if any) shall not be responsible for the interest and/or any damages in whatsoever cases.

- (d) The Warrant Holders shall be responsible for transfer fee, collection's fee (if any), and the stamp duty or any applicable tax (if any) in accordance with the Revenue Code, any regulation or any law governing the exercise of the Warrants.
- (e) Supplemental documents required for the exercise of the Warrants:
  - 1) Thai individuals : A certified true copy of a valid identification card or governmental officer identification card / state enterprise officer identification card (in case of any change in name/surname which causes the name/surname to be different from the name/surname appearing on the Warrants, the copy of any document issued by the governmental authority e.g. certificate of name/surname change, etc. must be enclosed).
  - 2) Non-Thai individuals : A certified true copy of a valid alien identification card or passport.
  - 3) Thai legal entities : A certified true copy of the affidavit issued by the Ministry of Commerce for a period of no longer than 3 (three) months prior to the respective Exercise Date, duly signed by the authorized director(s) whose name appeared on the affidavit and a certified true copy of the documents specified in Clause 1) or 2) of the authorized director(s).
  - 4) Non-Thai legal entities : A certified true copy of the certificate of incorporation and/or affidavit of such legal entity, notarization by a notary public of the country issuing such documentation, for a period of no longer than 1 (one) year prior to the respective Exercise Date, duly signed by the authorized director(s) and a certified true copy of the documents specified in Clause 1) or 2) of the authorized director(s).
  - 5) Custodians : A certified true copy of the certificate of incorporation and/or affidavit of such legal entity, notarization by a notary public of the country issuing such documentation, for a period of no longer than 1 (one) year prior to the respective Exercise Date,, duly signed by the authorized director(s) and a certified true copy



# Chayo Group Public Company Limited

44/543-544 Phahonyothin Rd, Khwaeng Anusawari, Khet Bang Khen, BKK. 10220

*(-Translation-)*

of the documents specified in Clause 1) or 2) of the authorized director(s).

If a Warrant Holder fails to submit the aforementioned supplemental documents when exercising the Warrants, the Company and/or the Agent Receiving Exercise Intention (if any) reserve the rights to deem that such Warrant Holder does not intend to exercise the rights under the Warrants at the relevant Exercise Date. Nevertheless, the Company and/or the Agent Receiving Exercise Intention (if any) may use its discretion to allow such Warrant Holder to exercise the Warrants as deemed appropriate.

5. The Warrant Holders shall exercise their rights to purchase newly issued ordinary shares by an amount of no less than 100 (one hundred) ordinary shares, having the units of the Warrants to be exercised in whole numbers only. Nonetheless, in case the Warrant Holder entitle to exercise his/her right in the amount less than 100 newly issued ordinary shares, such Warrant Holder must fully exercise his/her rights a single time. The exercise ratio shall be every one unit of Warrants for one newly issued ordinary share, except where the exercise ratio is adjusted otherwise pursuant to the conditions concerning the rights adjustment in Clause 1.5 of Terms and Conditions of CHAYO-W3.

If you need any further information, please contact place aforesaid in business day during 8.30 a.m. - 17.30 p.m.

Please be informed accordingly.

Sincerely yours,

(Mr. Kitti Tungsriwong)  
Deputy Chief Executive Officer