



GUNKUL 60/069

18<sup>th</sup> August 2017

Subject : Notification for the **8<sup>th</sup> Exercise** of the Warrants No. 1 pursuant to GUNKUL-W  
**(the Last Exercise)**

To : President  
The Stock Exchange of Thailand

Reference : Terms and Conditions Governing the Rights and Obligations of the Issuer and the  
Holders of the Warrants Representing the Right to Purchase the Newly Issued  
Ordinary Shares of Gunkul Engineering Public Company Limited No. 1 (GUNKUL-W)

Regarding to Gunkul Engineering Public Company Limited ("**the Company**") has issued and offered the Warrants No. 1 representing the rights to purchase ordinary shares to its existing shareholders (the "**Warrants**" or "**GUNKUL-W**") in the number of 91,660,129 Units on 1<sup>st</sup> October 2015; the Last Exercise Date is scheduled to be on 29<sup>th</sup> September 2017 (since 30<sup>th</sup> September 2017 is a holiday) (as detailed in the Reference).

Therefore, the Company would like to notify the details in connection with **the last exercise of rights** under GUNKUL-W No. 1 for **the 8<sup>th</sup> Exercise** of the Warrants pursuant as follows:

**1. Period for the notification of the intention to exercise the Warrants**

During 14<sup>th</sup> – 28<sup>th</sup> September 2017 (only on business days) from 9:00 a.m. until 4:00 p.m.

**2. Exercise Date**

29<sup>th</sup> September 2017

**3. Last Trading Day of the Warrants**

4<sup>th</sup> September 2017

**4. Period for the Suspension of Trading (SP)**

During 5<sup>th</sup> – 29<sup>th</sup> September 2017

**5. Book Closing Date**

During 8<sup>th</sup> – 29<sup>th</sup> September 2017

**6. Expiration of the Warrants**

From 30<sup>th</sup> September 2017 onwards, the Warrants will be expired and ceased to be listed securities on the Stock Exchange of Thailand

**7. Exercise Ratio & Exercise Price**

1 unit of Warrant will be entitled to purchase 5.6 ordinary shares at the price of 4.821 baht per share



## 8. Documents and evidence for the notification of the intention to exercise the Warrants

The Warrant Holders who wish to exercise the right to purchase the ordinary shares shall submit documents as follows:

### 8.1 Exercising via a Warrant Certificate or a Warrant Substitute

8.1.1 Submit the completed form for the notification of the intention to exercise the Warrants (the **“Form to exercise the Warrants”**) signed by the Warrant Holders to the Warrant subscription and exercising agent of the company as the details in Clause 10. The Warrant Holders may obtain the Form to exercise the Warrants at the place to exercise the Warrants or download the form from the Company’s website ([www.gunkul.com](http://www.gunkul.com)).

8.1.2 Deliver the Warrant Certificate or the Warrant Substitute as per the form prescribed by the Thailand Securities Depository Company Limited (**“TSD”**) in the amount specified in the Form to exercise the Warrants to the Warrant subscription and exercising agent of the Company as the details in Clause 10.

### 8.2 Exercising in the scripless system

The Warrant Holders who wish to exercise the Warrants must notify and submit to its broker a completed form to issue the Warrant Certificate or the Warrant Substitute as per the form prescribed by TSD. The broker will then inform TSD in order to issue the Warrant Certificate or issue the Warrant Substitute so as to be used it as an evidence in exercising the right to purchase the Company’s ordinary shares in accordance with this Clause 8.1

For clarification of the details process, it is recommended that the Warrant Holders should contact its broker to ask for the detail and the period of time to proceed as referred to this Clause.

### 8.3 Supporting Documents for the exercise of the Warrants

#### 1) Thai Individual

A certified true copy of identification card that has not expired or, in the case identification card has expired, a certified copy of house registration containing the 13-digit identification number or a certified copy of any other official document containing the 13-digit identification number may be submitted. (in case of any name / surname changed which cause the discrepancy in the name/surname appeared in the Warrants, please attach the certified true copy of any document issued by the governmental authority e.g. marital registered certificate, divorce certificate, certificate of name/surname change etc., )

#### 2) Foreign Individual

A certified true copy of passport that is not yet expired.

#### 3) Juristic Person Incorporated in Thailand

3.1) A copy of the most up to date affidavit issued by Ministry of Commerce for no longer than 12 months prior to the Exercise Date being certified as true copy by the authorized person(s) and affix the seal of such juristic person (if any); and

3.2) A certified true copy of identification card or a certified true copy of passport that is not yet expired (as the case may be) of such authorized person(s) of the juristic person.



4) Juristic Person Incorporated outside Thailand

4.1) A copy of the certificate of establishment/incorporation or memorandum of association or affidavit, issued no more than 12 months prior to the Exercise Date as true and genuine copy by authorized person(s) of such juristic person as well as affixing the seal of such juristic person (if any); and

4.2) A certified true copy of passport or alien certificate that has not yet expired (as the case may be) of the authorized person(s).

A copy of the supplemented document for the notification of the intention to exercise the Warrants of the juristic person incorporated outside Thailand as specified in Clause 4.1) and Clause 4.2) above, certified by authorized person(s), must be notarized by notary public and legalized by Thai Consular or Thai Embassy in the country where the documents have been prepared or certified, which has no more than 1 year-term prior to the Exercise Date.

**9. Payment Method**

The Warrant Holders who wish to exercise the rights to purchase the ordinary shares shall make the payment according to the amount specified in the form to exercise the Warrants as follow:

(1) Cheque, Cashier Cheque, Bank Draft/ Bill of Exchange, or payment order from the bank which payment can be collected in Bangkok within 1 Business Days and shall be dated not later than 26<sup>th</sup> September 2017. It is required to mark the crossed AC PAYEE ONLY to the **“Subscription account for GUNKUL”**. Provided that the documents and evidence for the notification of the intention to exercise the Warrants pursuant to this Clause shall be arrived at the Warrants subscription and exercise agent for the Company as specified in clause 10 during 9.00 a.m. – 4.00 p.m. of 14-15, 18-22 and 25-26 September 2017.

(2) Cash payment to Bank Account of the Warrants subscription and exercise agent for the Company, account name **“Subscription account for GUNKUL”, The Siam Commercial Bank Pcl., Ratchayothin Branch Account no. 111-3-93100-7 Current Account**. The deposit slip must be submitted together with the documents and evidence for the notification of the intention to exercise the Warrants and those shall be arrived at the Warrants subscription and exercise agent for the Company as the details in clause 10 during 9.00 a.m. – 4.00 p.m. of 14-15, 18-22 and 25-28 September 2017.

The exercise of rights to purchase the ordinary shares shall be completed only when the Company collects the payment of such share. If the Company cannot collect such payment for any case whatsoever other than its own fault, it will be deemed that such notification of the intention to exercise the Warrant is nullified without being exercised.

**10. Contact Place for Warrant subscription and exercising agent**

**SCB Securities Company Limited**

As a representative of the intention to exercise the warrants ("Agent Receiving Exercise Intention")

21st Floor, 19 SCB Park Plaza 3 (Plaza East)  
Ratchadapisek Road, Jatujak, Jatujak,  
Bangkok, 10900  
Tel: (662) 949-1999



The Warrant subscription and exercising agent of the Company will not receive a warrant exercisable to purchase ordinary shares by post and also do not receive payment for the shares by cash.

#### **11. Other conditions**

11.1 The number of Warrants to be exercised shall be a non-fractional number only.

11.2 If the Warrant subscription and exercising agent of the Company receives an incomplete or incorrect Warrant Certificate or Warrant Substitute, or if the payment received by the Warrant subscription and exercising agent of the Company in an amount less than that specified in the form for the notification of the intention to exercise the Warrants, or if the Warrant subscription and exercising agent of the Company finds any incomplete or incorrect details in such form or the stamp duties attached (if any) are incomplete according regulations or laws, it will be deemed that the notification of the intention to exercise the Warrant is nullified without being exercised; in this regard, the Warrant subscription and exercising agent of the Company shall return money received to such Warrant Holder within 14 days after the Exercise Date without any interest in whatsoever case. Unless prior to the expiration of the Period for the Notification of the Intention to Exercise the Warrants, the Warrant Holder has amended such incorrectness or incompleteness.

However, in the case that the Warrant Holder overpay or underpay the share price being exercised, the Warrant subscription and exercising agent of the Company is entitled to take one of these following actions as the Company deems appropriate:

(a) the Warrant subscription and exercising agent of the Company may deem that the notification of intention to exercise the Warrant is corresponding to (i) the amount of ordinary shares which shall be received according to the rights; or (ii) the amount of ordinary shares to be received according to the payment made on such exercise that the Warrant subscription and exercising agent of the Company actually receives as per the exercise price and exercise ratio at that time (whichever amount is lower); or

(b) the Warrant subscription and exercising agent of the Company may require the Warrant Holder to make additional payment in full according to his/her intention to exercise within the Period for the Notification of the Intention to Exercise the Warrants. If the Warrant subscription and exercising agent of the Company does not receive the payment in full within such period, the Warrant subscription and exercising agent of the Company shall deem that the notification of the intention to exercise the Warrant is nullified without being exercised.

In case of (a) or (b) above, the Warrant subscription and exercising agent of the Company shall send the remaining amount or all the amount received, as the case maybe, without any interest to the Warrant Holder by registered mail within 14 days after the Exercise Date.

11.3 The Warrant Holders shall bear the stamp duty or any tax (if any) in accordance with the Revenue Code, any regulations or any law governing the exercise of such rights under the Warrants.



**Gunkul Engineering Public Company Limited**

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Please find other details and conditions in the Terms and Conditions Governing Rights and Obligations of the Warrant Issuer and the Warrant Holders representing Rights to Purchase Ordinary Shares of Gunkul Engineering Public Company Limited No. 1 (GUNKUL-W) or at [www.set.or.th](http://www.set.or.th) and [www.gunkul.com](http://www.gunkul.com)

Please be informed accordingly.

Yours Sincerely,

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