




ARIP PUBLIC COMPANY LIMITED

99/16-20 Ratchadapisek Road, Din Daeng, Bangkok 10400 Thailand.

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TAX ID : 0107553000051

 www.arip.co.th

Ref. ARIP 138/2021

July 5, 2021

Subject: Notification on the Receipt of Tender Offer (Form 247-4)

Attention: President
The Stock Exchange of Thailand

Enclosure: A Copy of Tender Offer for securities of ARIP Public Company Limited (Form 247-4)

ARIP Public Company Limited ("ARIP" or "the Company") would like to inform that on July 5, 2021, the Company has received a copy of Tender Offer for Securities Form (Form 247-4) from the offeror, namely Mr. Min Intanate, the details of which are set out in the Enclosure.

Please be informed accordingly.

Yours faithfully,



Mr. Boonlerd Narathai
Director and Chief Executive Officer

(Translation)

Tender Offer for Securities

(Form 247-4)

of



ARIP Public Company Limited

by

The Offeror

Mr. Min Intanate

Tender Offer Preparer and Tender Offer Agent

Finansia Syrus Securities Public Company Limited



July 5, 2021

Re Submission of Tender Offer for Securities Form of ARIP Public Company Limited

Attention Secretary - General of the Securities and Exchange Commission
President of the Stock Exchange of Thailand
Managing Director of ARIP Public Company Limited
Shareholders of ARIP Public Company Limited

Attachment Tender Offer for Securities Form of ARIP Public Company Limited (Form 247-4)

Reference is made to Mr. Min Intanate's (the "Offeror") acquisition of the ordinary shares of ARIP Public Company Limited ("ARIP" or the "Business") on June 25, 2021 from BNP Paribas Singapore Branch, the Custodian of Apsilon Ventures Pte. Ltd. through stock trading system of the Stock Exchange of Thailand for a total of 93,432,000 ordinary shares representing 20.05 percent of the total voting rights of the Business. After combining these newly-acquired shares with 206,338,000 existing shares held by the Offeror before the transaction, the Offeror now holds 299,770,000 shares, representing 64.37 percent of the total voting rights of the Business. The Offer is obligated to conduct a Mandatory Tender Offer for all the remaining shares of the Business pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor 12/2554 (2011) Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011 (as amended).

Finansia Syrus Securities Public Company Limited, as the tender offer preparer, would like to submit the Tender Offer for Securities Form (Form 247-4) to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Business, and shareholders of the Business as part of the consideration of this tender offer.

Sincerely yours

Finansia Syrus Securities Public Company Limited

The Tender Offer Preparer

- Mr. Chuangchai Nawongs -

(Mr. Chuangchai Nawongs)

President & Chief Executive Officer

- Mr. Somphop Keerasuntonpong -

(Mr. Somphop Keerasuntonpong)

President

Table of Contents

		Page
Section 1	Summary of the Tender Offer for Securities	1
Section 2	Detail of the Offeror of Securities	
	1. Details of the Offeror	5
	2. Details of the Tender Offer Preparer	6
	3. Details of other advisors	6
	4. Relationship between the Offeror and the Business, major shareholders or directors of the Business	6
	5. Other relevant information for the Securities Holders' decision making	7
Section 3	Details of the Business	
	1. Company Profile	9
	2. Business plan after business takeover	13
Section 4	Additional Details of the Tender Offer	
	1. Tender Offer acceptance procedures	17
	2. Procedure for the purchase of securities	22
	3. Payment Procedures	22
	4. Rights of security holders who have expressed their intention to tender their securities	24
	5. Conditions for cancellation of the intention to tender	24
	6. Procedure of returning the securities in case of the Tender Offer cancellation	26
	7. Determination of the Offer Price	27
	8. Acquisition of securities prior to the Tender Offer	28
Section 5	Certification of the Information	29
Attachment 1		
Attachment 1(1)	Tender Offer Acceptance Procedure	
Attachment 1(2)	Tender Offer Acceptance Form	
Attachment 1(3)	Power of Attorney for Tender Offer Acceptance	
Attachment 1(4)	Form for Declaration of Cost of Tendered Securities	
Attachment 1(5)	Form for Amending Securities Holder Records	

Attachment 2

- Attachment 2(1) Tender Offer Cancellation Procedure
- Attachment 2(2) Tender Offer Cancellation Form
- Attachment 2(3) Power of Attorney for Tender Offer Cancellation

Attachment 3

- Attachment 3(1) Tender Offer Acceptance Procedure for NVDR
- Attachment 3(2) Tender Offer Acceptance Form for NVDR
- Attachment 3(3) Power of Attorney for Tender Offer Acceptance for NVDR
- Attachment 3(4) Form for Declaration of Cost of Tendered NVDR

Attachment 4 Map to Finansia Syrus Securities Public Company Limited

Attachment 5 Certifications of the source of fund for the Tender Offer

To Securities holders of ARIP Public Company Limited

I, Mr. Min Intanate (**"the Offeror"**) hereby offer to make a Tender Offer of ARIP Public Company Limited (**"ARIP" or "the Business"**) with the information as follows;

Section 1

Summary of the Tender Offer for Securities

1. Date of Submission of the Tender Offer

July 5, 2021

2. Name of the Offeror

Mr. Min Intanate (**"The Offeror"**)

3. Name of Tender Offer Preparer

Finansia Syrus Securities Public Company Limited (**"FSS" or "Tender Offer Preparer"**)

4. Objectives of the Tender Offer

On June 25, 2021, Mr. Min Intanate, the Offeror, who is a shareholder of the Business holding 206,338,000 shares, representing 44.28% of the total issued and paid-up shares of the Business and of total voting rights of the Business, acquired 93,432,000 shares accounting for 20.05% of the total issued and paid-up shares by purchasing the shares from BNP Paribas Singapore Branch, the custodian of Apsilon Ventures Pte. Ltd. through Big Lot trading system on the Stock Exchange of Thailand. As a result, Mr. Min Intanate, the Offeror, holds the total of 299,770,000 shares, representing 64.33% of the total issued and paid-up shares and of the total voting rights of the Business which exceeds 50 percent of the total voting rights of the Business

The Offeror, therefore, is obliged to conduct a mandatory tender offer to acquire all remaining securities of the Business pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 (2011) Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May B.E. 2554 (2011) (as amended) (the "Notification of Capital Market Supervisory Board No. Tor Jor 12/2554") consisting of 166,230,000 shares, representing 35.67% of the total issued and paid-up shares and of the total voting rights of the Business

5. Type and series of securities offered to be purchased

On the submission date of the Tender Offer, ARIP has only one type of securities, which is ordinary share. ARIP has 466,000,000 shares in total, with a par value of 0.25 Baht and having voting rights of 1 common share per 1 vote.

According to the list of ARIP shareholders on the latest share register book as of March 8, 2021 adjusted with number of ordinary shares that the Offeror obtained of 93,432,000 ordinary shares on June 25, 2021 representing 20.05% of the total issued and paid-up shares of the Business, the Offeror will hold 299,770,000 shares representing 64.33% of the total issued and paid-up shares and of the total voting rights of the Business. Therefore, the Offeror is obliged to make a tender offer for all ARIP's remaining ordinary shares of 166,230,000 shares, representing 35.67% of the total issued and paid-up shares and of the total voting rights of the Business.

6. Offer price

The Offer Price for ordinary share is Baht 0.65 per share ("**Offer Price**"). The Securities Holder who accepts the Tender Offer (the "Offeree") is subject to the Tender Offer Agent Fee of 0.25% of the Offer Price plus the value added tax (VAT) of 7% of the Agent fee. Thus, the net offer price that the Offeree shall receive is Baht 0.648261 ("**Net Offer Price**")

The Offeror will receive payment for all securities in Thai Baht and have 2 decimal places as Satang for calculating 2 decimal places in Satang. If the numerator is greater than or equal to 0.005 Baht, it will be rounded up. But if the fraction is less than 0.005 baht, it will be rounded off which the said bid price is

(☒) the final offer which will not be amended (unless specified in Clause 8)

(☐) not the final offer and the Offeror may change the Offer Price

In accordance with the provisions of the Revenue Code, unless explicitly entered under the agreement under the double tax treaty applicable in each case, in the case that the Offeree who wishes to sell ordinary shares is a foreign juristic person who does not operate in Thailand and not residing in a country subject to double taxation treaty with Thailand, or residing in a country that entered into a double taxation treaty with Thailand but there is no exemption of withholding tax on the sales of securities in Thailand, the Offeree is subjected to the withholding tax of 15% of the capital gain which is the difference between the offer price and the cost of the securities. The amount the Offeree originally paid for the tendered ordinary shares must be declared to the Tender Offer Agent in the "Form for Declaration of Cost of Tendered Securities" provided in Attachment 1(4) for ordinary shares, and Attachment 3(4) for Non-Voting Depository Receipt ("**NVDR**").

In the event that the Offeree fails to declare this information or fails to attach the evidence of such information, the Tender Offer Agent will determine the amount of the withholding tax on the basis of the entire proceeds of the sale of securities or NVDR and will deduct the tax accordingly.

Note: The Offeree who is Thai juristic person shall be responsible to deduct a withholding tax of 3% of the Tender Offer Agent Fee and shall provide the withholding tax certificate to the Tender Offer Agent.

7. Tender Offer Period

The Tender Offer Period is from 9:00 a.m. to 4:00 p.m. of every business day from July 8, 2021 to August 16, 2021, totaling of 25 business days. Such period is

- (☒) the final period which will not be extended (unless specified in Clause 8).
 (☐) not the final period and the Offeror may extend the period.

In addition, if there is any announcement of additional public holidays during the Offer Period, the Offeror will extend the Offer Period as necessary until the Offer Period is completed of at least 25 business days in compliance with Notification TorChor. 12/2554.

8. Conditions of change in the Tender Offer

- (☐) No condition
 (☒) Conditions of change in the Tender Offer are as follows
 (☒) the Offeror may reduce the Offer Price or extend the Tender Offer Period if any event or action causing a severe damage to the financial status or assets of the Business occurs during the Tender Offer Period;
 (☒) the Offeror may change the Tender Offer or extend the Tender Offer Period to compete with another Offeror who has submitted a Tender Offer for securities of the Business during the Tender Offer Period.

9. Conditions of cancellation of the Tender Offer

The Offeror may cancel the Tender Offer upon the occurrence of one or more of the following events

- 9.1. An occurrence of any event or action after the offer document has been submitted to the Securities and Exchange Commission (the “SEC”) but within the Tender Offer Period which causes or may cause serious damage to the status or assets of the ARIP’s business, and such events or actions do not result from the acts of the Offeror or any act for which the Offeror is responsible; or
 9.2. Any action taken by ARIP after the tender offer document has been submitted to the SEC but during the Tender Offer Period which results in a significant decrease in the share value; or
 9.3. An occurrence of any event or action taken by ARIP that may impact the Tender Offer as per the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Actions or Restraints of Actions that may Impact the Tender Offer of the Business (and as amended)

10. Period that Securities Holders may cancel their intention to sell

The Offeree is able to cancel its acceptance of the Tender Offer at the office of the Tender Offer Agent from 9:00 a.m. to 4:00 p.m. on every business day from July 8, 2021 to August 6, 2021 totaling of 20 business days. The Offeree must follow the Tender Offer Cancellation Procedures as specified in Attachment 2.

In addition, if there is any announcement of additional public holidays during the aforementioned cancellation period, the Offeror will extend the Offer Period so that the securities holders can revoke their intention to sell the shares as necessary until the cancellation period is comprised of at least 20 business days in compliance with Notification TorChor. 12/2554.

11. Allocation of number of shares to be purchased in the event that the amount tendered is either more or less than the amount offered to purchase (in case of Partial Tender Offer in relation to Part 5 of the Notification of Capital Market Supervisory Board No. TorJor. 12/2554)

– Not applicable in this case as this is a tender offer for all securities of the Business. –

12. Source of fund to finance the Tender Offer

Source of fund from this Tender Offer will be funded by the Offeror's personal fund in Saving Account at Bangkok Bank Public Company Limited. On June 25, 2021, Bangkok Bank Public Company Limited, Ratchada-Siyak Sathupradit Branch has issued a Confirmation Letter to verify that the Offeror holds a saving account with the balance of 110,300,869.66 Baht as of June 25, 2021 and such deposit is under no obligations according to the Certification of the Source of fund for the Tender Offer (Please see more details in Attachment 5). The deposit is sufficient to cover the settlement of all tendered shares in ARIP for the total of 108,049,500 Baht. The Offeror will purchase all the remaining shares of the Business not held by the Offeror with the total amount of 166,230,000 shares, accounting for 35.67% of the total issued and paid-up shares of the Business and of total voting rights of the Business.

Tender Offer Preparer has verified that the source of funds of the Offeror and has concluded that the Offeror has sufficient source of fund to conduct and complete this Tender Offer.

13. Name of the Tender Offer Agent

Name	Finansia Syrus Securities Public Company Limited
Address	No. 719, 7th Floor, Mint Tower, Banthadthong Road, Wangmai, Pathum Wan, Bangkok, 10330
Contact	Ms. Chulakull Phumon
Telephone	0-2680-0843
Fax	0-2646-4612-3

14. Settlement date

The Offeree will receive the net offer price of ARIP on the third business day after the end of the Tender Offer period which is on August 19, 2021.

Section 2**Details of the Offeror of Securities****1. Details of the Offeror****1.1. General information**

Name	Mr. Min Intanate																														
Address	737 Moo 15 Tambon Bang Kaeo, Amphoe Bang Phli, Samut Prakan 10540																														
Identification Number	8100600000341																														
Telephone No.	02-682-6388																														
Education Background	<ul style="list-style-type: none"> - Honorary Degree of Information Technology, Rajamangala University of Technology Thanyaburi - Honorary Doctoral Degree of Laws, Dominican University of California, USA. - Honorary Doctorate Degree of Science (Information Technology for Management), Mahasarakham University - Honorary Bachelor Degree of Science (Computer Science) Engineering and Agricultural Technology, Rajamangala University of Technology Thanyaburi - Bachelor of Architecture, Fu Hsing Institute of Technology, Taiwan 																														
Work Experience	<p><u>Listed Company</u></p> <table border="0"> <tr> <td>- ARIP PCL.</td><td>Director & Executive Chairman</td><td>Mar 1989-Present</td></tr> <tr> <td>- SPVI PCL.</td><td>Director & Executive Chairman</td><td>2011-Present</td></tr> <tr> <td>- Business Online PCL</td><td>Director & Executive Chairman</td><td>2003-Present</td></tr> <tr> <td>- IT City PCL</td><td>Director & Executive Chairman</td><td>1996-2019</td></tr> <tr> <td>- SVOA PCL.</td><td>Director & Chief Architect</td><td>2013-2017</td></tr> </table> <p><u>Company Limited</u></p> <table border="0"> <tr> <td>- ABIKS Development Co., Ltd.</td><td>Director</td><td>2008-Present</td></tr> <tr> <td>- D&B (Thailand) Co., Ltd.</td><td>Chairman</td><td>2006-Present</td></tr> <tr> <td>- National Credit Bureau Co., Ltd.</td><td>Director</td><td>2000-Present</td></tr> <tr> <td>- Core & Peak Co., Ltd.</td><td>Director</td><td>1995-Present</td></tr> <tr> <td>- Advanced Research Group Co., Ltd.</td><td>Director</td><td>1987-Present</td></tr> </table>	- ARIP PCL.	Director & Executive Chairman	Mar 1989-Present	- SPVI PCL.	Director & Executive Chairman	2011-Present	- Business Online PCL	Director & Executive Chairman	2003-Present	- IT City PCL	Director & Executive Chairman	1996-2019	- SVOA PCL.	Director & Chief Architect	2013-2017	- ABIKS Development Co., Ltd.	Director	2008-Present	- D&B (Thailand) Co., Ltd.	Chairman	2006-Present	- National Credit Bureau Co., Ltd.	Director	2000-Present	- Core & Peak Co., Ltd.	Director	1995-Present	- Advanced Research Group Co., Ltd.	Director	1987-Present
- ARIP PCL.	Director & Executive Chairman	Mar 1989-Present																													
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- Advanced Research Group Co., Ltd.	Director	1987-Present																													

1.2. Other Information**1.2.1. Information Relating to Criminal Records which the Court has the Final Verdict in the Past 5 Years**

- None -

1.2.2. Pending Legal Disputes which may have Significant Negative Impact on the Financial Status or Financial Performance and Disputes which may have significant Impact on the Business Operation of the Offeror

- None -

2. Information about Tender Offer Preparer

Name Finansia Syrus Securities Public Company Limited
Address No. 719, 7th Floor, Mint Tower, Banthadthong Road, Wangmai, Pathum Wan, Bangkok, 10330
Contact Ms. Chulakull Phumon
Telephone 0-2680-0843
Fax 0-2646-4612-3

3. Details of other advisors

- None -

4. Relationship between the Offeror and the Business, major shareholders or directors of the Business

4.1. Summary of a contract/agreement/memorandum of understanding made by the Offeror prior to submission of the Tender Offer for the purpose of buying and selling the Business's securities in material respects

- None -

4.2 Shareholding, either directly or indirectly, by the Offeror or the authorised persons of the Offeror in the Business

4.2.1 Shareholding in the Business

At the Date of Tender Offer Submission, the Offeror, Mr. Min Intanate holds a total of 299,770,000 shares, representing 64.33% of the total issued and paid-up shares of the Business and of total voting rights of the Business.

4.2.2 Shareholding in the Major Shareholder of the Business

- None -

4.3 Shareholding, either directly or indirectly, by the Business, major shareholders, or directors of the Business in the Offeror

- None as the Offeror is a natural person -

4.4 Other forms of relationships

The Offeror has other significant relationships with the Business, major shareholders of the Business, or the Director of the Business as follows;

At the Date of Tender Offer Submission, Mr. Min Intanate is the major shareholder of ARIP, who holds a total of 299,770,000 ordinary shares of the Business, representing 64.33% of the total issued and paid-up shares and of total voting rights of ARIP. Mr. Min Intanate is also a Director and an Executive Chairman of ARIP.

5. Other relevant information for the Securities Holders' decision making

5.1 The securities held by the Offeror prior to conducting the Tender Offer and the securities which will be acquired in the future under any other agreements (information as at the submission date of the Tender Offer)

5.1.1 Ordinary shares

Name	Share type	No. of shares	% of total issued and paid-up shares	% of total voting rights
(I) The Offeror				
Mr. Min Intanate	Ordinary	299,770,000	64.33	64.33
(II) Persons in the same group as the Offeror	-	-	-	-
(III) Related parties, according to Section 258 accordance with (I) and (II)	-	-	-	-
(IV) Other agreements which cause person in accordance with (I) to (III) gain more securities	-	-	-	-
Total		299,770,000	64.33	64.33

5.1.2 Convertible securities

- None -

5.2 Sources of funds used by the Offeror for the Tender Offer

Source of fund from this Tender Offer will be funded by the Offeror's personal fund in Saving Account at Bangkok Bank Public Company Limited. On June 25, 2021, Bangkok Bank Public Company Limited, Ratchada-Siyak Sathupradit Branch has issued a Confirmation Letter to verify that the Offeror holds a saving account with the balance of 110,300,869.66 Baht as of June 25, 2021 and such

deposit is under no obligations according to the Certification of the Source of fund for the Tender Offer (Please see more details in Attachment 5). The deposit is sufficient to cover the settlement of all tendered shares in ARIP for the total of 108,049,500 Baht. The Offeror will purchase all the remaining shares of the Business not held by the Offeror with the total amount of 166,230,000 shares, accounting for 35.67% of the total issued and paid-up shares of the Business and of total voting rights of the Business.

Tender Offer Preparer has verified that the source of funds of the Offeror and has concluded that the Offeror has sufficient source of fund to conduct and complete this Tender Offer.

5.3 Plan to sell the Securities of the Business

The Offeror has no plan to sell the shares or transfer the shares of the Business acquired from this Tender Offer to any person in significant amounts over the 12 months from the end of the Tender Offer period. Unless the Offeror has to comply to ensure that the Business has the qualification regarding the distribution of minority shareholders in accordance with the regulation to maintain the status as a listed company, or the Offeror is responsible for complying with all applicable laws and regulations at that time, or in the event that the Offeror has restructured the internal shareholding structure and/or the business structure of the Business, the Offeror may consider and implement the sale or transfer of the issued share capital of the Business to any person, or persons under Section 258 of the Securities and Exchange Act B.E. 2532 (1992) (as amended), or potential investors. Such sale or transfer of the Business shares is also subjected to terms and conditions of counterparty, the Offeror will notify and take actions to ensure that such sales of shares of the Business follow laws, rules and/or regulations of SET and the SEC.

5.4 Other necessary information

- None -

Section 3

Details of the Business

1. Company profile

1.1 General information

Name	ARIP Public Company Limited
Address	99/16-20 Ratchadapisek Road, Din Daeng, Bangkok 10400
Telephone No.	02-642-3400
Fascimile No.	02-641-2331
Company registration No.	0107553000051

1.2 Business operations

ARIP Public Company Limited (“**ARIP**” or “**the Business**”) formerly known as A.R. Information And Publication Company Limited conducted 3 core businesses in Exposition, Event and Integrated Marketing Communication, Media and Content Production and Digital Services. Founded in February 22, 1989 and listed on the Stock Exchange of Thailand on December 2, 2010 then registered as a public company on February 3, 2010.

ARIP engaged in 3 core businesses as follows:

1) Printed Media and Content which can be categorized into two following groups:

- 1.1) Corporate Media and Content including ‘Business+’ magazine, ‘Business Top 1000 Companies’ an annual data compilations & ranking magazine and other media involves seminars and awarding events.
- 1.2) ICT Media including online content on websites e.g., www.techhub.in.th and COMMART and www.commartthailand.com

2) Conventions, Exhibition and Integrated Marketing Services including:

- 2.1) IT Exhibition, trade show under the name “COMMART”
- 2.2) Comprehensive event management service for conventions and exhibitions starting from concept and theme formulation to seeking appropriate venues, collecting target group information, public relations and event management
- 2.3) Integrated marketing services, starting from strategy planning to detail execution, to ensure high quality of results with customer satisfaction
- 2.4) Virtual Event Platform that offers member management system, product distribution system, games, and other activities, including VDO conference system, live broadcast system, online business matching system, online voting system or online contest

3) Digital Marketing Services can be categorized into two main groups as follows:

- 3.1) Comprehensive Digital Marketing Services to fulfill in short-run and long-run term of enterprise marketing communication demand

3.2) Enterprise Learning Platform to serve corporate or organizations needs to develop the skill and competency of its personnel by offering online training platform using Cloud Technology. It also incorporates a competency assessment system for evaluating essential skills required for future work, which for planning a learning path according to an individual's competency level and the position required. This includes IDP, KPI and Self-Enrollment, evaluation system before and after learning, and can support a wide range of learning styles such as eLearning, Live Broadcast, Webinar and Virtual Conference.

ARIP main customers are readers and advertisers including entrepreneurs, senior and middle-level executives in area of marketing, management along with exhibitors including manufacturers, distribution companies, governmental or private sector, corporates and enterprises who aim to strengthen their corporate brand enhancement and maintain public relations, as well as to promote products and services to their target group.

Revenue structure

Type of Revenue (unit: Million Baht)	2018		2019		2020		Jan – Mar, 2021	
	Amount	%	Amount	%	Amount	%	Amount	%
1. Media and Contents	36.19	26.66	39.08	23.75	30.38	13.52	5.65	12.58
2. Event Management	54.28	40.00	73.78	44.84	61.98	27.57	20.87	46.51
3. Digital Service	45.20	33.30	51.57	31.34	132.38	58.89	17.86	39.80
Total revenue from sales and services	135.66	99.96	164.43	99.93	224.74	99.98	44.38	98.89
Other revenue	0.05	0.04	0.12	0.07	0.04	0.02	0.50	1.11
Total revenue	135.72	100.00	164.55	100.00	224.77	100.00	44.87	100.00

Source : ARIP's financial statements and data from the Company

1.3 The summary of financial status and operating performance of the Business

Financial Statement Amount in Million Baht	For the year ended December 31,			For the three-month ended March 31,
	2018	2019	2020	2021
Total assets	232.72	234.72	250.11	243.94
Total liabilities	27.24	27.91	41.78	35.41
Total equities	205.48	206.81	208.33	208.53
Registered capital	116.50	116.50	116.50	116.50
Issued and paid-in capital	116.50	116.50	116.50	116.50
Total revenues	135.72	164.55	224.77	44.80
Total expenses	132.42	162.76	220.30	44.54
Net profit	3.40	1.33	3.56	0.20
Basic Earnings per share	0.007	0.003	0.008	0.002*

Financial Statement Amount in Million Baht	For the year ended December 31,			For the three-month ended March 31,
	2018	2019	2020	2021
Dividend per share	n/a	n/a	n/a	n/a
Book value per share	0.44	0.44	0.45	0.45

Source: ARIP's financial statements and securities holders can study the financial statements of the Business from SEC's website (www.sec.or.th) or SET's website (www.set.or.th)

Remark: *Adjust to full year for a comparison

1.4 Shareholding structure of the Business

1.4.1 Shareholder List prior to the Tender Offer

List of the top 10 shareholders on the latest share register book of the Business as of March 8, 2021, which is the latest book closing date.

Name	No. of shares	% of total issued and paid-up shares	% of total voting rights
1. Mr. Min Intanate	206,338,000	44.28	44.28
2. BNP PARIBAS SINGAPORE BRANCH*	93,432,000	20.05	20.05
3. Mr. Narongchai Simaraj	29,428,100	6.32	6.32
4. Mr. Chatrchai Songsaengcharoen	12,500,000	2.68	2.68
5. Ms. Patchara Kiatnuntavimon	4,229,300	0.91	0.91
6. Mr. Satit Chiangthong	4,010,000	0.86	0.86
7. Ms. Varinraya Simaraj	3,552,300	0.76	0.76
8. Mr. Pitichai Pantheeranurug	3,077,700	0.66	0.66
9. Ms. Nutlada Phommee	2,443,200	0.52	0.52
10. Mr. Piphon Puengboonpra	2,416,500	0.52	0.52
Other shareholders	104,572,900	22.44	22.44
Total	466,000,000	100.00	100.00

* The Custodian of Apsilon Ventures Pte. Ltd., which held by Keppel Telecommunications & Transportation Ltd ("Keppel T&T") 100.00%.

List of the top 10 shareholders on the latest share register book of the Business as of March 8, 2021, which is the latest book closing date and adjusted with number of ordinary shares that the Offeror obtained of 93,432,000 ordinary shares on June 25, 2021 representing 20.05% of the total issued and paid-up shares of the Business.

Name	No. of shares	% of total issued and paid-up shares	% of total voting rights
1. Mr. Min Intanate	299,770,000	64.33	64.33
2. Mr. Narongchai Simaraj	29,428,100	6.32	6.32
3. Mr. Chatrchai Songsaengcharoen	12,500,000	2.68	2.68

Name	No. of shares	% of total issued and paid-up shares	% of total voting rights
4. Ms. Patchara Kiatnuntavimon	4,229,300	0.91	0.91
5. Mr. Satit Chiangthong	4,010,000	0.86	0.86
6. Ms. Varinraya Simaroj	3,552,300	0.76	0.76
7. Mr. Pitichai Pantheeranurug	3,077,700	0.66	0.66
8. Ms. Nutlada Phrommee	2,443,200	0.52	0.52
9. Mr. Piphon Puengboonpra	2,416,500	0.52	0.52
10. Ms. Somjit Tharaamornrat	2,090,600	0.45	0.45
Other shareholders	102,482,300	21.99	21.99
Total	466,000,000	100.00	100.00

1.4.2 Expected shareholding structure after the Tender Offer

List of shareholders, in the case where all shareholders of the Business have shown their intention to sell all their shares in this Tender Offer.

Name	No. of shares	% of total issued and paid-up shares	% of total voting rights
Mr. Min Intanate	446,000,000	100.00	100.00
Total	446,000,000	100.00	100.00

1.5 List of Board of Directors according to the latest board registration of the Business (Latest information as of April 8, 2021)

Name	Position
Mr. Manu Leoparote	Chairman of the Board
Mr. Boonlerd Narathai	Director/Chief Executive Officer
Mr. Min Intanate	Director/Executive Chairman
Mr. Prayoon Rattanachaiyanont	Director
Dr. Wilson Teo Yong Peng	Director
AVM. Isaraya Sukcharoen	Independent Director/ Chairman of Audit Committee/ Member of Nomination and Remuneration Committee/ Chairman of Corporate Governance Committee
Assoc.Prof. Rana Pongruengphant, Ph.D.	Independent Director/ Member of Audit Committee/ Chairman of Nomination and Remuneration Committee/ Member of Corporate Governance Committee
Ms. Sunee Mattanyukul	Independent Director/ Member of Audit Committee/ Member of Nomination and Remuneration Committee/ Member of Corporate Governance Committee

Potential Board of Directors following the Tender Offer

After the completion of the Tender Offer, the Offeror has no plan to change the Board of Directors of the Business. However, In the event that the Business has to appoint additional new directors or replace the directors who resign or have completed their term of office or for any other reasons, the Offeror shall appoint the new directors as deemed appropriate and reasonable and in compliance with relevant laws and regulations.

1.6 The highest and lowest price of the Business's shares in each quarter in the last 3 years

Year	Period	Highest and lowest price	
		Lowest price	Highest price
2018	Jan – Mar	0.59	0.69
	Apr – Jun	0.49	0.62
	Jul – Sep	0.48	0.53
	Oct – Dec	0.38	0.63
2019	Jan – Mar	0.39	0.65
	Apr – Jun	0.40	0.57
	Jul – Sep	0.42	0.52
	Oct – Dec	0.38	0.47
2020	Jan – Mar	0.25	0.42
	Apr – Jun	0.26	0.38
	Jul – Sep	0.32	0.43
	Oct – Dec	0.39	0.50
2021	Jan – Mar	0.43	0.74
	Apr - May	0.59	0.76

*Source: SETSMART

2. Business plan after the business takeover

2.1 Company Status

Within the period of 12 months after the completion of the Tender Offer, the Offeror has no intention to delist the Company's ordinary shares from the Stock Exchange of Thailand, unless the Offeror is required to do so by applicable laws and regulation effective at that time.

2.2 Policies and Plans on Business Operations

2.2.1 Business Objectives

During the 12-month period from the end of the Tender Offer period, the Offeror has no plan to significantly change the primary business objectives of the Business. And the Business will remain to conduct its main business which is media and contents creation, event management and digital marketing services as before.

However, if there is a significant change in the financial condition or business condition of the Business or other necessary changes, the Offeror may consider reviewing and improving the Business's operational policy, organizational structure, personnel, financial structure, and future dividend payment policy in order to achieve a more appropriate approach for the operation and financial status of the Company and to avoid any adverse effects or to increase efficiency and competitiveness in the future.

2.2.2 Business plan for a period of 12 months after the Tender Offer period

The Offeror, who is the shareholder with significant influence over the policy-making, management, or operation of the Business, does not have policy to make any material changes to its core business. However, if required, the Offeror may collaboratively discuss with the Business to consider changing the Business's policy or in the event of any significant change to the financial status or business status of the Business or any other significant change, the Offeror may consider changing the Business's policy, organization structure, employee, capital structure and dividend payment policy, to be suitable for the operation and financial status of the Business and to avoid any impact or to improve efficiency and competitiveness in the future which reflect the best interest of shareholders.

In case the Offeror implements any significant changes to the Business which differ from those specified in the Tender Offer, the Offeror will seek approval from the meeting of Board of Directors and/or the meeting of shareholders of the Business as well as other necessary approvals to comply with relevant laws, policies and regulations which are effective at that time.

2.2.3 Investment or production capacity expansion plans

Within 12 months after the tender offer, the Offeror has no plan to significantly expand the investment that is not in line with the normal investment plan of the Business for the current business line.

However, the Offeror may implement necessary changes as deemed appropriate for the best benefit of the Business at that time. In case the Offeror implements any significant changes to the Business which differ from those specified in the Tender Offer, the Offeror will seek approval from the meeting of Board of Directors and/or the meeting of shareholders of the Business as well as other necessary approvals to comply with relevant laws, policies and regulations which are effective at that time.

2.2.4 Organizational restructuring, administration, and employment plans

After the Tender Offer, the Offeror has no plan to change the directors of the Business. However, the member of the Board of Directors may change as appropriate, such as in the case

of resignation or expiration of the term of office. Both change of directors must be in accordance with the Article of Association of the Business and adhere to various regulations of the Securities and Exchange Commission ("**SEC**"), and the Stock Exchange of Thailand.

2.2.5 Fixed asset disposal plans

The Offeror has no plan to significantly dispose the assets of the Business during the 12 months from the Tender Offer period.

2.2.6 Financial restructuring plan

Within 12 months after the tender offer, the Offeror may collaboratively discuss with the Business in the reviewing and improving of the Business' financial structure that is appropriate to the operation and financial status of the Business which may include capital raising process or funding through debt that is appropriate to the Business operation at that time to avoid any impact that may affect performance of the Business and to increase competitiveness.

2.2.7 Dividend policy

The Offeror has no plan or policy to make significant change to the dividend policy of the Business within the 12-month period after the end of the Tender Offer Period. The Offeror will maintain the dividend policy of not less than 50% of net profit from the Business's separated financial statements, after deduction of all reserves which is required by relevant law. The dividend payment has to comply with the law and the Business's article of association. If necessary, dividend payment may be lower than the rate specified above or may not be paid, subjected to the cashflow of the Business, investment schedule, business expansion plan and other necessity and suitability requirement in the future.

However, if necessary or in the event of significant changes in the financial status or business conditions of the Business or other necessary changes, the Offeror may change the dividend policy of the Business in the future in order to be suitable for the operations and financial status of the Business or to increase efficiency and competitiveness in the future.

In addition to the aforementioned parts, during the 12-month period from the end of the purchase period, the Offeror has no plans to change the business objectives of the business. However, in the case of any events which may have a significant impact on the operations or financial status of the Business, the Offeror may propose to the Business for review or amend business policies and plans of the Business as necessary and appropriate, taking into account the interests of the Business.

2.3 Connected transactions

Currently, the Business has specified policies and procedures regarding related party transactions to comply with the rules and regulations of the SET and the SEC to prevent any conflict of interests between the Business and/or any potential conflict persons.

Within the period of 12 months after the end of the Tender Offer Period, the Offeror has no intention to materially change the Business's current policy regarding connected transaction. Any future related party transactions will be carefully considered and ensured that terms and conditions of such transactions are similar to those of normal business transactions on an arm's length basis and in accordance with the Securities and Exchange Act, rules, regulations under the notifications of the Capital Market Supervisory Board, the SET, and other relevant laws governing related party transactions.

Section 4

Additional Details of the Tender Offer

1. Tender Offer acceptance procedures

The Securities Holders who intended to sell their securities of the Business, either in whole or in part (the “Offeree”), shall comply with the followings procedures:

- 1.1. Read thoroughly the “Tender Offer Acceptance Procedures” in Attachment 1(1) in case of ordinary shares, and Attachment 3(1) in case of NVDR. Then, complete and sign the “Tender Offer Acceptance Form” in Attachment 1(2) in case of ordinary shares, and Attachment 3(2) in case of NVDR, which is attached thereto, correctly and clearly, along with the signature of the Offeree in the Tender Offer Acceptance Form.
- 1.2. Enclose the following documents
 - 1.2.1. In case of shares in certificate form

The share certificate shall be endorsed by signature in blank space under the column headed “signature of the transferor” on the back of each certificate in respect of the entire number of shares tendered and enclose two sets of the duly signed documents of the transferor mentioned in Paragraph 1.2.3 as the case may be. The signatures of the Offeree on each document shall be the same.

Since the Tender Offer Agent is required to submit shares certificates to Thailand Securities Depository Co., Ltd (“TSD”), which is the securities registrar, for a verification process and a depository process and to subsequently notify the Offeree to take their securities back in case that the shares certificates have been rejected, it would be appreciated if the Tender Offer Acceptance Form and related documents of the Offeree could be submitted to the Tender Offer Agent by August 11, 2021 (or at least 2 business days prior to the end of Tender Offer Period).

In case that title, first name, or family name of the Offeree on the certificate(s) is different from those appeared on his/her identification card, civil servant identification card, state enterprise employee card, alien certificate, or passport, the security holder shall accurately fill in all information required by the “Form for Amending Securities Holder Record” of TSD as attached in Attachment 1(5) and attach the government official documents in relation to such amendment. The new information provided shall be the same as appeared on the identification card, civil servant identification card, state enterprise employee card, alien certificate, or passport.

In case of the estate trustee, please enclose a certified true copy of the court order on the estate trustee appointment which has been issued within 12 months prior the submission of Tender Offer Acceptance Form, together with a certified true copy of death certificate, a certified true copy of identification card of the estate trustee and a certified true copy of the

household registration of the estate trustee. The share certificate shall be endorsed by signature of the estate trustee.

In case of the minor, the share certificate shall be endorsed by signature of the parents, and attached with a certified true copy of identification card of the parents and a copy of the household registration of the minor with a certified true copy by the parents.

In case a share certificate is lost, the Offeree shall contact TSD for reissuance of new share certificate and submit such new share certificate to the Tender Offer Agent. As the reissuance of share generally takes approximately 2 weeks, the Offeree who has lost his/her share/warrant certificate should contact the TSD at least two weeks prior to the end of the Tender Offer Period.

Remark: In case the Offeree intended to sell their securities in share certificate form, Tender Offer Acceptance Form shall be completed only when the share certificates have been completely verified and deposited with TSD. If TSD refused to accept those certificates, the Tender Offer Agent shall notify the Offeree to take their securities back.

1.2.2. In case of shares deposited with TSD and held in scripless form (either on local board, foreign board, and NVDR)

The Offeree must contact his/her broker, with which the securities are deposited, and submit 1 set of the duly signed documents of the Offeree as specified in paragraph 1.2.3 (as applicable), to transfer such scripless shares into the following account:

Account name: "Finansia Syrus Securities Public Company Limited for Tender Offer"

Account number: 924-000000012-4

1.2.3. Proof of identification

- Thai individual
 - A certified true copy of the valid identification card, civil servant identification card, or state enterprise employee card (In case the permanent identification card or the civil servant identification card or state enterprise employee card, a certified true copy of his/her household registration is also required). The signature used to certify true copy of documents shall be the same as appeared in every other documents related to the Tender Offer. In case the Offeree is a minor, parental consent (father and mother) and a copy of identification card or identification documents of guardians shall be attached including a copy of the house registration of parents and minors, together with their signature certified by parents.

- Foreign individual
 - A certified true copy of his/her valid alien certificate or passport. The signature used to certify true copy of documents shall be the same as appeared in every other documents related to the Tender Offer.
- Thai juristic person
 - A copy of the affidavit issued by the Ministry of Commerce of not more than 6 months prior to the last day of the Tender Offer Period certified by authorised signatory(ies) of the juristic person and affix the seal of the juristic person (if any); and
 - A certified true copy of the valid identification card, civil servant identification card, or state enterprise employee card of the authorised signatory(ies) of the juristic person (In case the copy of permanent identification card or the civil servant identification card or state enterprise employee card, a certified true copy of his/her household registration is also required). In case that the authorised signatory(ies) of the juristic person is a foreign individual, a certified true copy of his/her valid alien certificate or passport is required. The signature used to certify true copy of documents shall be the same as appeared in every other documents related to the Tender Offer.
- Foreign juristic person
 - A copy of the certificate of incorporation, memorandum of association and the affidavit issued by a relevant regulatory body of the country where the juristic person is domiciled which has certified the name of the juristic person, the authorised signatories, the head office location, and the authorities or conditions on signing to bind juristic person. Such documents shall be issued within the period of not more than 6 months prior to the last day of the Tender Offer Period and shall be certified by the authorised signatory(ies) of the juristic person and affix the seal of the juristic person (if any); and
 - A certified true copy of the valid identification card, civil servant identification card, or state enterprise employee card of the authorised signatory(ies) of the juristic person (in case the copy of permanent identification card or the civil servant identification card or state enterprise employee card, a certified true copy of his/her household registration is also required). In case that the authorised signatory(ies) of the juristic person is a foreign individual, a certified true copy of his/her valid alien certificate or passport is required. The signature used to certify true copy of documents shall be the same as appeared in every other documents related to the Tender Offer.
 - All certified true copies of each of the above documents must be notarised by the notary public in the country where the documents are prepared and then authenticated by an official of the Thai Embassy or of the Thai Consulate in the country where the documents are prepared. Such notary public and the authentication shall not be more than 6 months prior to the last day of the Tender Offer Period.

- Foreign juristic person that does not carry on business in Thailand, and does not locate in the countries under the double tax treaty with Thailand, or locates in the countries under the double tax treaty with Thailand but the treaty does not include the reduction of withholding tax from gain from the sale of securities in Thailand.
 - The Offeree are required to fill in and complete "Form for Declaration of Cost of Tendered Securities" to declare cost of securities for the assessment of withholding tax associated with the ordinary shares according to Attachment 1 (4) and associated with NVDR according to Attachment 3 (4). If the Offeree fails to declare such cost, the Tender Offer Agent will determine and deduct the amount of the withholding tax based on the entire proceeds of the sale of the securities which the Offeree will receive.

1.2.4. In case the Offeree cannot submit the Tender Offer Acceptance Form in person

A power of attorney in the form provided in Attachment 1 (3) for ordinary shares and Attachment 3 (3) for NVDR shall be prepared, affixed with duty stamp, and a certified true copy of each of the documents set out in Paragraph 1.2.3 of the grantor and the attorney (as the case may be) are required.

1.2.5. Any other document as required/further informed by the Tender Offer Agent.

Any query of or relating to the Tender Offer Acceptance, please contact Custodian Department, Finansia Syrus Securities Public Company Limited at the following details:

Finansia Syrus Securities Public Company Limited

Custodian Department

No. 719, 7th Floor, Mint Tower, Banthadthong Road, Wangmai, Pathum Wan, Bangkok, 10330

Contact Person: Ms. Chulakull Phumon

Tel: +66 (0) 2680-0843

1.3. Submission of the Tender Offer Acceptance Form

1.3.1. In case of shares in certificate form

Please submit the completed and duly signed Tender Offer Acceptance Form together with required documents as abovementioned from 9:00 a.m. to 4:00 p.m. on business days from July 8, 2021 to August 16, 2021 at the Tender Offer Agent's office. In this regard, the Tender Offer Agent requests the Offeree to submit the acceptance form and documents for offering at least 2 business days before the last day of the Tender Offer period or by August 11, 2021 unless there is an extension of the Tender Offer period, the Offeror will notify later. As the Tender Offer Agent must bring the securities certificate to check and deposit with, the securities registrar, TSD. If the securities certificate has been refused from the TSD, the Tender Offer Agent will notify the Offeree to return the securities certificate at the office of the Tender Offer Agent at the address below

Finansia Syrus Securities Public Company Limited

Custodian Department

No. 719, 7th Floor, Mint Tower, Banthadthong Road, Wangmai, Pathum Wan, Bangkok, 10330

Contact Person: Ms. Chulakull Phumon

Tel: +66 (0) 2680-0843

Please note that the Tender Offer Agent will not accept the submission of the Tender Offer Acceptance Form or any documents in connection with this Tender Offer by mail.

The Tender Offer Agent will promptly deliver share certificates to the TSD for verification of authenticity and conversion to scripless form. However, if there is a force majeure event that would result in the delay to the transfer of shares, the payment for the sale of shares could be delayed accordingly. In case of the failure to transfer the shares within the settlement date due to the fault of the Offeree, sale of such shares will be voided.

1.3.2. In case of scripless form

If shares are held in scripless form and are deposited with TSD through a broker that the Offeree has a securities trading account with, the Offeree shall submit the Tender Offer Acceptance Form and required documents through such broker during the date and time specified by the broker in order to allow the broker to collect and submit documents to the Tender Offer Agent within Tender Offer Period.

1.3.3. In case of NVDR

The Offeree shall comply with the Tender Offer Acceptance Procedure for NVDR in Attachment 3 (1). In practice, the sale of NVDR requires a process in transforming NVDR into ordinary shares in scripless form before offering to the Tender Offer Agent. The NVDR will not be accepted by the Tender Offer Agent if the NVDR holders cannot transform NVDR into ordinary shares in scripless form within the Tender Offer Period. Therefore, for the benefit of the NVDR holders in selling their NVDR within the Tender Offer Period, all NVDR holders should submit the Tender Offer Acceptance Form at least 2 business day prior to the last day of the Tender Offer Period which is August 11, 2021.

1.3.4. In case that shares or NVDRs have been pledged or are under any encumbrances

The Offeree shall release such pledges or encumbrances of those shares or NVDRs before proceeding to the Tender Offer Acceptance Procedure from Paragraph 1.1 to 1.3.

1.3.5. In case that the Offeree fails to take any actions in compliance with the Tender Offer Acceptance Procedure or fails to attach the required documents as required by the Tender Offer Acceptance Procedure

The Offeror or the Tender Offer Agent reserve their rights to adjust the Tender Offer Acceptance Procedure as specified in this document as appropriate to avoid problems, obstacles, or limitations it may cause, and to ensure the success of this Tender Offer or fairly facilitate the Offeree.

2. Procedure for the purchase of securities

All tendered securities of the Business will be purchased by the Offeror according to the procedures specified in Part 4, except for case of Tender Offer Cancellation by the Offeree as specified in Paragraph 9 of Section 1.

3. Payment Procedures

Finansia Syrus Securities Public Company Limited, as the Tender Offer Agent, will make payment on the third business day from the last day of the Tender Offer Period which falls on August 19, 2021 to the Offeree who has submitted the Tender Offer Acceptance Form (and has not withdrawn within August 6, 2021). The Offeree shall select the type of payment as specified in the Tender Offer Acceptance Form as follows:

3.1. Payment through Banks' Auto Transfer System of the Offeree

The recipient's account shall be the saving account or current account opened with the following banks:

- 1) Bangkok Bank Pcl.
- 2) Krungthai Bank Pcl.
- 3) Bank of Ayudhya Pcl.
- 4) Kasikornbank Pcl.
- 5) CIMB Thai Bank Pcl.
- 6) TMB Bank Pcl.
- 7) Siam Commercial Bank Pcl.
- 8) Thanachart Bank Pcl.
- 9) United Overseas Bank (Thai) Pcl.
- 10) Land and House Bank Pcl.

The account name must be the Offeree's name as identified in the Tender Offer Acceptance Form. To apply for this payment approach, the Offeree shall enclose certified true copy of the first page of the saving account passbook, showing the account name, or certified true copy of current account's statement.

The Offeree shall receive the remittance within August 19, 2021 which is the third business day from the last day of the Tender Offer Period. In case that the Tender Offer Agent cannot make the remittance order to such account for whatever reasons, the Tender Offer Agent reserves the right to make the payment by cheque and the Tender Offer Agent will notify the Offeree to collect the cheque according to the process in Paragraph 3.2.1. In case that the Offeree fails to collect his/her cheque

within 7 business days after the payment date, the Tender Offer Agent will submit cheque to the Offeree at the address as specified in the Acceptance Form for Tender Offer by registered mail.

For prompt receipt of payment and for convenience of the Offeree, it is recommended that the Offeree elects to receive the payment through the Auto Transfer System of above-mentioned banks which there is no additional charge or fee.

3.2. Payment by cheques

If the Offeree elects to receive cheque for payment, the Tender Offer Agent will issue cheque of Bangkok Bank Plc., Siam Square Branch which, if the Offeree resides outside Bangkok, will take approximately 15 days for cheque clearance. The Offeree shall select the type of cheque payment as follows:

3.2.1. Cheques collection in person

The Offeree can collect "A/C payee only" cheque with the name of such Offeree at Finansia Syrus Securities Public Company Limited with address specified in Paragraph 1.3.1 from August 19, 2021 (only business days) from 9:00 a.m. to 4:00 p.m.

If the Offeree wishes to appoint other person to collect the cheque on behalf of the Offeree, the Offeree shall authorise such person by presenting to the Tender Offer Agent the power of attorney, affixed with stamp duty, and a copy of each of the documents set out in Paragraph 1.2.3 (as applicable) of the grantor and the attorney are required, certified as true copy on the date of the cheque collection from the Tender Offer Agent.

In case that the Offeree fails to collect his/her cheque within 7 business days after the payment date, the Tender Offer Agent will submit cheque to the Offeree at the address as specified in the Tender Offer Acceptance Form by registered mail within 8 business days after the payment date.

3.2.2. Cheques delivery by registered mail at the address as specified in the Tender Offer Acceptance Form

If the Offeree selects to receive payment cheque by the registered mail, the Tender Offer Agent will deliver cheque by registered mail to the address specified in the Tender Offer Acceptance Form. The Offeree who elects to receive the payment cheque by registered mail may receive the cheque on the date later than the third business day from the last day of the Tender Offer Period.

Remark: In case of share certificates, the Tender Offer Agent will make the payment to the Offeree only after such certificates have been verified and deposited with TSD. If TSD refuses to accept those certificates, the Offeror or the Tender Offer Agent will not make or be obliged

to make any payment to the Offeree. The Offeree will then be notified to receive all submitted documents from the Tender Offer Agent at the address stated above.

4. Rights of security holders who have expressed their intention to tender their securities

The Offeree who has already submitted (and has not withdrawn) the Tender Offer Acceptance Form will be entitled to receive payment for the tendered shares by the payment method selected in accordance with in Paragraph 3 on the third business day after the last day of the Tender Offer Period which falls on August 19, 2021.

In the event which leads to the change of the Offer Price in accordance with Paragraph 8 of Section 1, the Offeror will proceed as follows:

- 4.1. In the case that the Offer Price is reduced in accordance with Paragraph 8 of Section 1, the Offeror will make payment at the reduced price to every Offeree. Except for the shares that the Offeree has submitted the Tender Offer Acceptance Form prior to the date the Offeror announces the amendment of the Tender Offer Price and the shares that have been tendered are those that cannot be canceled. The Offeror will pay for such shares by the amount based on the original Offer Price before the amendment.
- 4.2. In the event of an increased Offer Price, the Offeror will pay the increased price to all Offerees.

5. Conditions for cancellation of the intention to tender

- 5.1. The Offeree who accepts the Tender Offer may cancel their intention to tender from 9:00 a.m. to 4:00 p.m. from July 8, 2021 to August 6, 2021.
- 5.2. The last day that the Offeree can cancel their intention to tender is the twentieth business day of the Tender Offer Period which falls on August 6, 2021 from 9:00 a.m. to 4:00 p.m.
- 5.3. Cancellation Procedure
- 5.3.1. Read "Tender Offer Cancellation Procedure" in Attachment 2 (1) thoroughly and complete and duly sign the "Tender Offer Cancellation Form" as enclosed in Attachment 2 (2).
- 5.3.2. Enclose the following documents
- 1) Tender Offer Acceptance Form and evidence of receipt of share certificate, transfer instruction in respect of the transfer of scripless shares.
 - 2) Enclose the following document of the Offeree, as the case may be, as follows;
 - Thai individual
 - A certified true copy of the valid identification card, civil servant identification card, or state enterprise employee card (In case the permanent identification card or the civil servant identification card or state enterprise employee card, a certified true copy of his/her household registration is also required). The signature used to certify true copy of documents shall be the same as appeared in every other documents related to the Tender Offer. In case the Offeree is a minor, parental consent (father and mother) and a copy of identification card or identification documents of guardians shall be attached

including a copy of the house registration of parents and minors, together with their signature certified by parents.

- Foreign individual
 - A certified true copy of his/her valid alien certificate or passport. The signature used to certify true copy of documents shall be the same as appeared in every other documents related to the Tender Offer.
- Thai juristic person
 - A copy of the affidavit issued by the Ministry of Commerce of not more than 6 months prior to the last day of the Tender Offer Period certified by authorised signatory(ies) of the juristic person and affix the seal of the juristic person (if any); and
 - A certified true copy of the valid identification card, civil servant identification card, or state enterprise employee card of the authorised signatory(ies) of the juristic person (In case the copy of permanent identification card or the civil servant identification card or state enterprise employee card, a certified true copy of his/her household registration is also required). In case that the authorised signatory(ies) of the juristic person is a foreign individual, a certified true copy of his/her valid alien certificate or passport is required. The signature used to certify true copy of documents shall be the same as appeared in every other documents related to the Tender Offer.
- Foreign juristic person
 - A copy of the certificate of incorporation, memorandum of association and the affidavit issued by a relevant regulatory body of the country where the juristic person is domiciled which has certified the name of the juristic person, the authorised signatories, the head office location, and the authorities or conditions on signing to bind juristic person. Such documents shall be issued within the period of not more than 6 months prior to the last day of the Tender Offer Period and shall be certified by the authorised signatory(ies) of the juristic person and affix the seal of the juristic person (if any); and
 - A certified true copy of the valid identification card, civil servant identification card or state enterprise employee card of the authorised signatory(ies) of the juristic person (in case the copy of permanent identification card or the civil servant identification card, or state enterprise employee card, a certified true copy of his/her household registration is also required). In case that the authorised signatory(ies) of the juristic person is a foreign individual, a certified true copy of his/her valid alien certificate or passport is required. The signature used to certify true copy of documents shall be the same as appeared in every other documents related to the Tender Offer.

All certified true copies of each of the above documents must be notarised by the notary public in the country where the documents are prepared and then

authenticated by an official of the Thai Embassy or of the Thai Consulate in the country where the documents are prepared. Such notary public and the authentication shall not be more than 6 months prior to the last day of the Tender Offer Period.

In case the Offeree cannot submit the documents in person, the completed "Power of Attorney for Tender Offer Cancellation" form as provided in Attachment 2 (3), affixed with Baht 10 stamp duty, and a certified true copy of each of the documents set out in Paragraph 5.3.2 (2) of the grantor and the attorney, as the case may be, are required.

- 5.3.3. Submit the completed and duly signed Tender Offer Cancellation Form together with required documents specified in Paragraph 5.3.2 at the Tender Offer Agent's office at the address as specified in Paragraph 1.3.1.

Please note that the Tender Offer Agent will not accept the submission of the Tender Offer Cancellation Form or any documents in connection with this Tender Offer Cancellation by mail.

- 5.3.4. After the Tender Offer Agent has received and verified a completed and duly signed Tender Offer Cancellation Form and required documents set out in Paragraph 5.3.2, the Tender Offer Agent will proceed as follows:

- 1) To return shares in certificate form

The Tender Offer Agent shall return the share certificates to the Offeree who has cancelled the Tender Offer Acceptance or its attorney on the following business day after the date that the cancellation for the Tender Offer Acceptance has been made. The Offeree or its attorney is required to pick up the share certificates from the Tender Offer Agent's office by him/herself.

- 2) To return shares in scripless form (for transferring shares to the broker which the Offeree has a securities trading account with)

The Offeree shall be responsible for the transferring fee of Baht 100. The Tender Offer Agent shall transfer the ordinary shares through TSD to the securities trading account as specified in the Tender Offer Cancellation Form on the following business day after the date that the cancellation for the Tender Offer Acceptance has been made.

Remark: The return of share certificates or the return of shares in scripless form shall be made in the form corresponding to which those shares were tendered. The Offeree may not request for the change in the form of those securities.

6. Procedure of returning the securities in case of the Tender Offer cancellation

In case of the Tender Offer cancellation as prescribed in Section 1 Paragraph 9, the Offerer will notify the SEC and submit the notification of the Tender Offer cancellation including the rationale to the SET, the Business and all shareholders' of the Business as listed in the latest shareholder's record on the business day after the last day of the SEC may advise against the cancellation (within 3 business days from the date the SEC receives the said notification). The Offerer will notify the Tender Offer Agent to;

6.1. In case of share certificate form

In case of the Tender Offer cancellation, the Offeror will notify the Tender Offerer to return the share certificate to the Offeree. The Offeree can contact to receive the share certificate at the address below from 9:00 am - 4:00 pm every business day from the business day following the date of the Offeror's cancellation. The Offeree must comply with the procedures specified by the Tender Offer Agent and must bear the expenses incurred from returning all share certificates. The procedures for issuing share certificates take at least 14 days.

Finansia Syrus Securities Public Company Limited

Custodian Department

No. 719, 7th Floor, Mint Tower, Banthadthong Road, Wangmai, Pathum Wan, Bangkok, 10330

Contact Person: Ms. Chulakull Phumon

Tel: +66 (0) 2680-0843

6.2. In case of Scripless and NVDR

The Offeror will notify the Tender Offer Agent to return the securities via TSD in order to deposit into the trading account opened with the securities company specified by the Offeree in the Tender Offer Acceptance Form or into the issuer account, member no. 600 in the event that the shares are deposited with the TSD in the issuer account within the business day following the day that the offeror withdraws the tender offer.

Note: The return of shares in a share certificate or in scripless form will be in accordance with the specification by the Offeree in the Tender Offer Acceptance Form. The Offeree is not able to change the type of the securities being returned.

7. Determination of the Offer Price**7.1 Offer price determination**

The Offer Price for ordinary share at 0.65 Baht (Zero point six five Baht) per share is the same price at which the Offeror has paid for the acquisition of the shares from BNP Paribas Singapore Branch, the custodian of Apsilon Ventures Pte. Ltd. through Big Lot trading system on the Stock Exchange of Thailand on June 25, 2021. As a result, the Offeror has an obligation to make a mandatory Tender Offer for all securities of the Business. The Offer Price is not lower than the highest price at which the Offeror or any related party under Section 258 of the Offeror has formerly acquired the Business's shares within 90 days prior to the date on which the Tender Offer Statement is submitted to the SEC.

7.2 The highest price at which the Offeror or the person under Section 258 of the Securities and Exchange Act acquired the Business's shares within the 90-day period before the submission of the Tender Offer to the SEC.

The price of THB 0.65 per share is the price that the Offeror has paid for the acquisition of the 93,432,000 shares of the Business, totaling of 60,730,800 Baht, on June 25, 2021.

8. Acquisition of securities prior to the Tender Offer (applicable only in case of a partial offer in accordance with Part 5 of the Notification of the Capital Market Supervisory Board No. Tor.Jor. 12/2554)

- Not applicable in this case as this Tender Offer is not a partial offer -

Section 5

Certification of the Information

We hereby certify that

- (1) We intend to conduct this Tender Offer
- (2) The Offer Price in this Tender Offer is in accordance with the provision of the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554
- (3) We intend to comply with the plan, which we have specified in this Tender Offer; and
- (4) The information contained in this Tender Offer is correct and accurate and there is no information contained herein that may lead other persons to misunderstanding in any material respect and no concealment is made on any material information.

Mr. Min Intanate

(Signed) -Mr. Min Intanate-
(Mr. Min Intanate)

We, as the Tender Offer Preparer, have complied with requirements as set out in the SEC Notification Re: Approval for Financial Advisors and a Scope of Work and hereby certify that

- 1) We have considered that the information regarding the Offeror disclosed in the Tender Offer is complete and correct, and there is no information that may lead other persons to misunderstanding in any material respect and no concealment is made of any material information;
- 2) We have reviewed the financial evidence and consider that the Offeror can fulfill the obligations under the above Tender Offer;
- 3) We have reviewed the Offeror's policies and plans of business operations for the Business as stated in Paragraph 2 of Section 3 regarding details of the Business and consider that:
 - a. the Offeror can carry out the policies and plans of business operations as mentioned;
 - b. assumptions for making the policies and plans of business operations have been prepared reasonably; and
 - c. the effects on the Business and risks that may affect the Business or the Securities Holders have been clearly and adequately explained
- 4) We have examined the evidence on the acquisition of the Business's securities by the Offeror or the person under Section 258 of the Offeror during the 90 days before the date of submission of the Tender Offer, as well as the Offer Price, and consider that it conforms to the regulation under the Notification of the Capital Market Supervisory Board No. TorJor.12/2554; and
- 5) We have carefully and prudently studied and reviewed the completeness and accuracy of the information contained in this Tender Offer and view that the information is complete and correct and that there is no information contained herein that may lead other persons to misunderstanding in material respects and no concealment is made on any material information.

Finansia Syrus Securities Public Company Limited

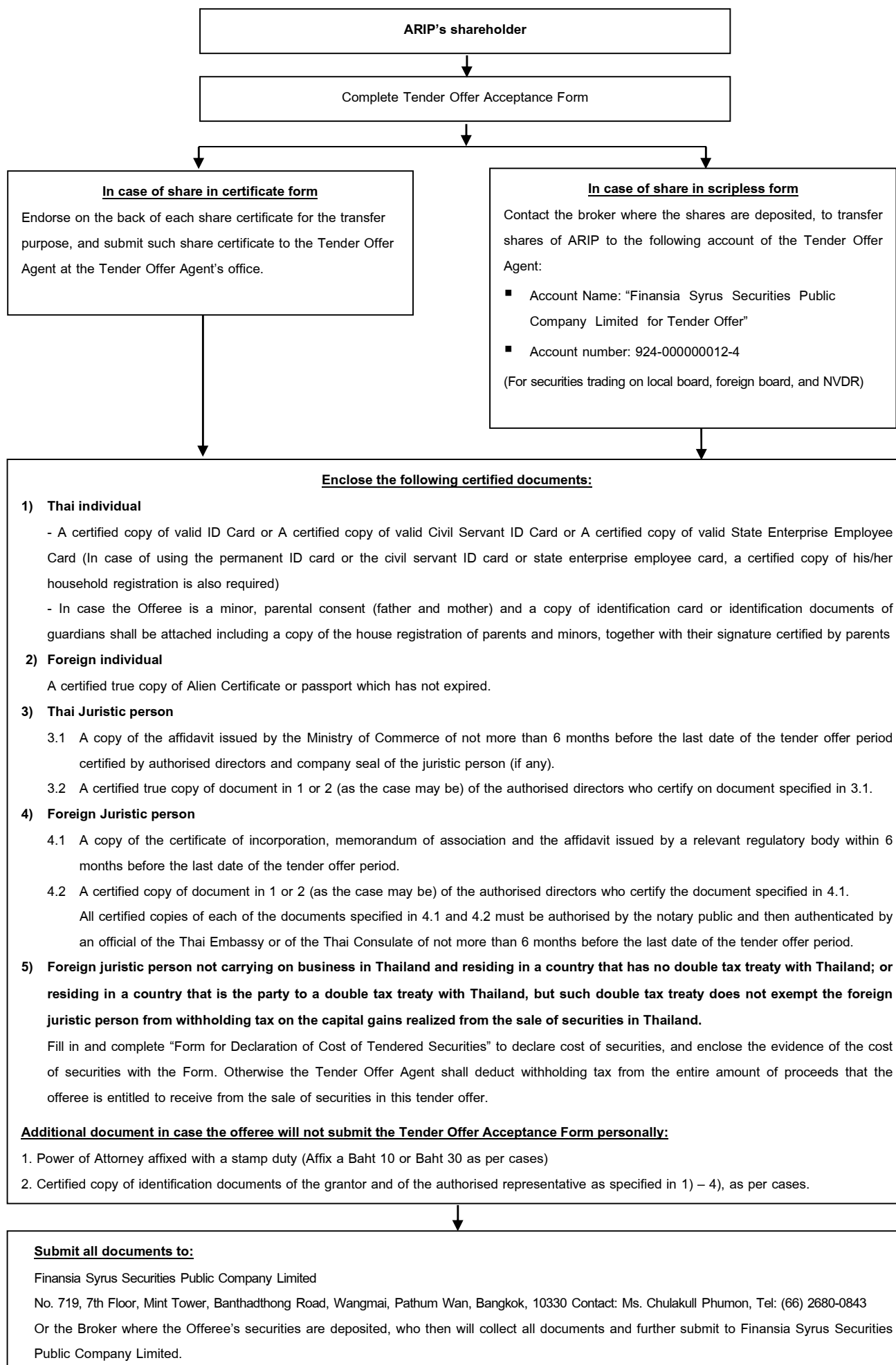
(Signed) -Mr. Chuangchai Nawongs-
(Mr. Chuangchai Nawongs)
President & Chief Executive Officer

(Signed) -Mr.Somphop Keerasuntonpong-
(Mr.Somphop Keerasuntonpong)
President

Attachment 1

- (1) Tender Offer Acceptance Procedure**
- (2) Tender Offer Acceptance Form**
- (3) Power of Attorney for Tender Offer Acceptance**
- (4) Form for Declaration of Cost of Tendered Securities**
(For Offeree who is a foreign juristic person that does not carry on business in Thailand)
- (5) Form for Amending Securities Holder Records**

**Tender Offer Acceptance Procedure for Ordinary Shares of
ARIP Public Company Limited**



TENDER OFFER ACCEPTANCE FORM FOR SECURITIES OF ARIP PUBLIC COMPANY LIMITED

Acceptance Form No.

Date

To: Mr. Min Intanate and Finansia Syrus Securities Public Company Limited ("Tender Offer Agent")

Name (Mr./Mrs./Miss/Other) Sex Nationality

Address No. Soi Road Sub-District District

Province Postal Code Telephone No. Mobile Phone No.

Type of Offeree

- ☐ Thai individual: Identification Card/Civil Servant Identification Card/State Enterprise Employee Card No.
- ☐ Foreign individual: Foreign Identity/Passport No.
- ☐ Thai juristic person: Company Affidavit No.
- ☐ Foreign juristic person who carries on business in Thailand: Incorporate Document No.
- ☐ Foreign juristic person who does not carry on business in Thailand: Incorporate Document No.

Please provide information about occupations and workplaces as financial institutions have a duty to comply with the Anti-Money Laundering laws and Prime Minister Office Notification on Customer Identification Methodology for Financial Institutions and the Ministerial Regulation on Customer Due Diligence. Business Type: ☐ Jewelry / Gold Trading ☐ Antique Trading ☐ Domestic / International Money Transfer ☐ Casino / Gambling ☐ Money Exchange Agency ☐ Entertainment Business ☐ Armament ☐ Recruitment Agency ☐ Travel or Tour Agency ☐ Other (Specify)

Office Address (Please specify name and address)

Date of Birth (Date of registration as a juristic person) In case of a foreigner (Please specify address in the country of citizenship)

Address in Thailand

Source of income from ☐ Thailand ☐ Other (Please specify the country)

In case of a person holding any political status (Please indicate your political position)

Source of fund (Can select more than one option): Individual Person: ☐ Savings ☐ Self Employment ☐ Salary ☐ Investment Income/Inheritance ☐ Other (please specify)

Juristic Person: ☐ Income from business ☐ Other (please specify) Tax Payer ID

Purpose of the transaction is to sell ordinary shares of ARIP Public Company Limited and hereby accept to sell ordinary shares of ARIP Public Company Limited in the amount of shares (.....) at the offer price of Baht 0.65 per share.

After deducting the tender offer agent fee and the value added tax (VAT), net offer price received by the Offeree will be Baht 0.648261 per share, totaling Baht (.....)

I/We agree to comply with all terms and conditions stated in the Tender Offer Document and understand that the selling of securities is irrevocable under any circumstances except for the cancellation under terms and conditions stated in the Tender Offer Document. The last date that I/We are able to cancel the offer is the 20th business day of the Tender Offer period which is August 6, 2021 during 9.00 a.m. – 4.00 p.m.

I/We hereby appoint Finansia Syrus Securities Public Company Limited as my/our attorney to sell, transfer, and deliver securities as in details below, and process any other necessary deeds relevant to the terms and condition stated in the Tender Offer document.

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

In case the transaction amount is equals to or more than THB100,000, please indicate the Beneficial Owner. ☐ Investor is the Beneficial Owner. ☐ Other (Please specify)

*Beneficial Owner means the individual person who ultimately owns or controls a customer or has control over the relationship between a customer and the financial institution or a person on whose behalf a transaction is being conducted, including those persons who exercise ultimate effective control over a juristic person.

Payment Condition:

- ☐ Transfer payment to my saving or current account at (the bank shall be in the below list) Branch Account No. The account name has to be the same as the Offeree's name and please attach a certified true copy of the saving account passbook or the current account statement with this form. The Banks which can be chosen for the transfer payment are Bangkok Bank Plc., Krungthai Bank Plc., Bank of Ayudhya Plc., Kasikorn bank Plc., CIMB Thai Bank Plc., TMB Bank Plc., Siam Commercial Bank Plc., Thanachart Bank Plc., United Overseas Bank (Thai) Plc., and Land and Houses Bank Plc.
- ☐ I/We or authorised person will collect the payment cheque in person at Finansia Syrus Securities Public Company Limited during 9.00 am.–4.00 pm. on business days from August 19, 2021.
- ☐ Send the payment cheque to the address stated above.
- Attached hereto are the proof of identities documents of the Offeree and the securities certificate(s) or the transfer slip(s) through Securities Depository Center for the transfer of securities to "Finansia Syrus Securities Public Company Limited for Tender Offer" account no. 924-00000012-4 (for securities trading on local board and foreign board). I/We hereby certify that all securities offered for sale are free of pledge or any encumbrances.

Signature (Offeree)
(.....)

As an agent/attorney having authorised power to sign on behalf of

The Offeree shall fulfill the information under this receipt	Receipt for Tender Offer Acceptance Form	Acceptance Form No. Date
Finansia Syrus Securities Plc. as Tender Offer Agent has received the securities certificate(s) or the transfer slip(s) enclosed with the Acceptance Form for Tender Offer of ordinary shares of ARIP Public Company Limited at the total number of shares from (Mr./Mrs./Miss/Other) and the Offeree wish that the tender offer payment shall		
<input type="checkbox"/> Transfer to my saving or current account No. Branch Account no. <input type="checkbox"/> Collect the payment cheque in person at Finansia Syrus Securities Public Company Limited <input type="checkbox"/> Have the payment cheque send to the address shown above		
		Signature (Recipient) (.....)
For more information, please contact Ms. Chulakull Phumon, Custodian Department Finansia Syrus Securities Plc. Tel: 0-2680-0843		

Power of Attorney

Duty
Stamp

Written at.....

Date.....

By this Power of Attorney. I/WEAgeyears old
Nationality residing at (contact address)

hereby appoint Mr./Miss/Mrs.Ageyears old
Nationality residing at (contact address)

act as my/our Attorney on my/our behalf to

- ☐ Sell, deliver, transfer my/our ordinary shares of ARIP Public Company Limited.
- ☐ Collect the payment cheques for the selling of my/our ordinary shares of ARIP Public Company Limited.
- through Finansia Syrus Securities Public Company Limited.

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 the act by myself/ourselves. I/We hereby certify and ratify all acts performed by the Attorney in all respects.

IN WITNESS WHEREOF, I/we hereby place my/our signature(s) and affix the company's seal (if applicable) in the presence of witnesses.

Signature..... Grantor
(.....)

Signature..... Attorney
(.....)

Signature..... Witness
(.....)

Signature..... Witness
(.....)

Remark : 1) This Power of Attorney is for one scope of action only.

- 2) If the grantor wishes to authorise the attorney to sell, deliver, transfer ordinary shares and collect payment cheques, please separate the Power of Attorney into 2 documents and affix stamp duty of Baht 10 per each Power of Attorney. Or use this Power of Attorney and affix stamp duty of Baht 30.
- 3) Please enclose a certified copy of identification card or affidavit of a juristic person of the Offeree together with the certified copy of identification cards of its authorised person(s), and a certified copy of identification card of the Attorney.

Form for Declaration of Cost of Tendered Securities

(Only for the Offeree who is a foreign juristic person that does not carry on a business in Thailand and does not reside in a country that has entered into a double taxation treaty with Thailand or residing in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on the capital gains realized from the sale of securities in Thailand)

Date

To: Mr. Min Intanate ("Offeror")

and Finansia Syrus Securities Public Company Limited ("Tender Offer Agent")

With reference to the tender offer to purchase ordinary shares of ARIP Public Company Limited ("ARIP") by the Offeror, I/weNationality.....
Juristic Person ID No.....TAX ID No. (if any)hereby
accept to sell the ordinary shares of ARIP at the amount of shares.

By this letter, I/we hereby declare my/our cost of tendered shares of as specified below.

Share Certificate No./ Transfer Slip No.	Name of Shareholder (as quoted in the registration)	No. of Shares	Cost (Baht/Share)
Total			

Together with this form, I/we has enclosed (please specify document title)
totaling..... items as the evidences for the Declaration of Cost of Tendered Securities in association with the
withholding tax deduction.

I/we hereby certify that the aforementioned statement is true.

Signature..... Offeree

(.....)

As an agent/attorney having authorised power to sign on behalf of

If the Offeree who is a foreign juristic person that does not carry on a business in Thailand and does not reside in a country that has entered into a double taxation treaty with Thailand or residing in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on the capital gains realized from the sale of securities in Thailand fails to declare the cost of tendered shares or fails to enclose the relevant evidences, the tender offer agent shall deduct the withholding tax at the amount calculated from the entire proceeds that such Offeree is entitled to receive from the sale of tendered shares.

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.

Type of information	Previous information	Amended information
<input type="checkbox"/> Honorific (Mr./Mrs./Miss)	➤	➤
<input type="checkbox"/> First name - last name	➤	➤
<input type="checkbox"/> For general contacts	➤	➤
<input type="checkbox"/> Address for sending proxy form and the meeting invitation to shareholders (Principal address) In case of holding shares as at the date of XM book closing	<input type="checkbox"/> Use the amended address as above <input type="checkbox"/> Specify the address* _____ _____ *To be effective for selecting Principal address, your specified address must be the same as the address which you previously registered with TSD or Broker/Custodian.	
<input type="checkbox"/> Postal code	➤	➤
<input type="checkbox"/> Home/Office telephone No.	➤	➤
<input type="checkbox"/> Mobile phone/Fax No.	➤	➤
<input type="checkbox"/> email address This email address is used for getting the result of amendment from TSD	➤	➤
<input type="checkbox"/> 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. If the securities holder has deposited the securities in question with his/her broker/custodian, the securities holder should contact that broker/custodian.
- 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.

Signature _____ Securities holder
(_____) Phone no. _____

Please turn page over for list of required documents ➡

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

I/We here by authorize _____ as my/our representative, with full authority to file this application.		Revenue stamp
Signature _____ Grantor (_____)	Signature _____ Grantee (_____) Phone no. _____	

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



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. In case of other individuals, please contact SET Contact Center as shown at the bottom of the form.

Type of person	Documents to support request to change name/ surname	Documents for other types of requests
Individual person - Thai Nationality	1. By Self-contact (Shareholder contact us personally) - The original of Thai National Identification Cards (Thai ID Cards) of Shareholder. 2. By Person authorized - The original of Thai ID Cards of Shareholder, as well as their certified true copies of Thai ID Cards. <u>* If the original of Thai ID Cards of Shareholder cannot be shown,</u> - The original of the document issued by the sub-district or district office, identifying to use those certified true copies instead of the original Thai ID Cards. This document must be certified within the past 90 days. 3. By Registered mail - Certified true copies of Thai ID Cards of Shareholder.	- A copy of the person's Thai national I.D. card, certified true with an original signature.
Individual person - Other Nationalities	1. By Self-contact (Shareholder contact us personally) - The original of the signatory's alien identity card or passport of Shareholder. 2. By Person authorized - The original and a copy of the signatory's alien identity card or passport of Shareholder, as well as their certified true copies of the signatory's alien identity card or passport. <u>* If the original passport cannot be shown or the documents are being submitted by registered mail,</u> - 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. ♦ Certified within the past 6 months before being submitted to TSD. <u>* If the original signatory's alien identity card cannot be shown or the documents are being submitted by registered mail,</u> - Certificate of civil registration (within the past 90 days)	- 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 6 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 6 months before being submitted to TSD. (4) Translated into English if necessary.	



Attachment 2

- (1) Tender Offer Cancellation Procedure**
- (2) Tender Offer Cancellation Form**
- (3) Power of Attorney for Tender Offer Cancellation**

Tender Offer Cancellation Procedure

ARIP's shareholder or NVDR holder



Complete Tender Offer Cancellation Form



Enclose the following certified documents:

1) Thai individual

- A certified copy of valid ID Card or A certified copy of valid Civil Servant ID Card or A certified copy of valid State Enterprise Employee Card (In case of using the permanent ID card or the civil servant ID card or state enterprise employee card, a certified copy of his/her household registration is also required)
- In case the Offeree is a minor, parental consent (father and mother) and a copy of identification card or identification documents of guardians shall be attached including a copy of the house registration of parents and minors, together with their signature certified by parents

2) Foreign individual

A certified copy of Alien Certificate or passport which has not expired

3) Thai Juristic person

- 3.1 A copy of the affidavit issued by the Ministry of Commerce issued within 6 months before the last date of the tender offer period certified by authorised directors and company seal of the juristic person (if any)
- 3.2 A certified true copy of document in 1 or 2 (as the case may be) of the authorised directors who certify on document specified in 3.1

4) Foreign Juristic person

- 4.1 A copy of the certificate of incorporation, memorandum of association and the affidavit issued by a relevant regulatory body within 6 months before the last date of the tender offer period
 - 4.2 A certified true copy of document in 1 or 2 (as the case may be) of the authorised directors who certify on the document specified in 4.1
- All certified true copies of each of the documents specified in 4.1 and 4.2 must be authorised by the notary public and then authenticated by an official of the Thai Embassy or of the Thai Consulate of not more than 6 months before the last date of the tender offer period.

Additional document in case the Offeree will not submit the Tender Offer Cancellation Form personally:

1. Power of Attorney affixed with a stamp duty (Affix a Baht 10 or Baht 30 as per cases)
2. Certified copy of identification documents of the grantor and of the authorised representative as specified in 1) – 4), as per cases.



Submit all documents to:

Finansia Syrus Securities Public Company Limited

No. 719, 7th Floor, Mint Tower, Banthadthong Road, Wangmai, Pathum Wan, Bangkok, 10330

Contact: Ms. Chulakull Phumon, Tel: (66) 2680-0843

Or the Broker where the Offeree's securities are deposited, who then will collect all documents and further submit to Finansia Syrus Securities Public Company Limited.

TENDER OFFER CANCELLATION FORM FOR SECURITIES OF ARIP PUBLIC COMPANY LIMITED

Cancellation Form No.

Date

To : Mr. Min Intanate ("The Offeror") and Finansia Syrus Securities Public Company Limited ("Tender Offer Agent")

Enclosed : Receipt of Acceptance Form for Tender Offer for Securities of ARIP Public Company Limited

I/we, (the "Canceller") (Mr./Mrs./Miss/Others)

Address Soi Road Sub-District

District Province Postal Code

Telephone No. Mobile Phone No. who has/have accepted to sell ordinary shares of ARIP

Public Company Limited ("ARIP") to the Offeror at the amount of shares would like to cancel my/our intention to sell

the shares of ARIP as stated in the Tender Offer Acceptance Form No. dated

as attached herewith. I/We would like Tender Offer Agent to

☐ Return the share certificate(s) in my/our names. I/We will collect such share certificate(s) at Finansia Syrus Securities Public Company Limited by myself/ourselves (on next business day after the date of cancellation for the intention to sell of securities.)

☐ Return the securities in form of Scripless or NVDR by transferring the securities to the following account through TSD (together with the payment of securities transfer fee of Baht 100 per transaction)

Broker Name Broker's No.

Transferee Name Account No.

Finansia Syrus Securities Public Company Limited shall transfer securities to the above mentioned account on next business day after the date of cancellation for the intention to sell the securities.

I/We hereby agree to cancel the intention to sell shares of ARIP and accept the return of shares under the above mentioned condition.

Signature (Canceller)

(.....)

As an agent/attorney having authorised power to sign on behalf of

The Receipt of Share Certificate(s)

Finansia Syrus Securities Public Company Limited, as a Tender Offer Agent, has delivered the securities certificate(s) as specified above, and the Canceller has already received such securities certificate(s).

Signature (Delivery)

(.....)

Date

Signature (Recipient)

(.....)

Date

**The Canceller shall fulfill the Information
under this receipt**

Receipt of Cancellation Form for the intention to sell the securities

Cancellation Form No.

Date

Finansia Syrus Securities Public Company Limited, a Tender Offer Agent, has received the Cancellation Form for the intention to sell the securities of ARIP Public Company Limited and the Receipt of Tender Offer Acceptance Form from

(Mr./Mrs./Miss/Others) The amount of the ordinary securities cancelled

to sell are shares and the Receipt of Tender Offer Acceptance Form No. The securities cancelled

to sell shall be submitted to the Canceller by

☐ Return the share certificate(s) in my/our names. I/We will collect such share certificate(s) at Finansia Syrus Securities Public Company Limited by myself/ourselves (on next business day after the date of cancellation for the intention to sell of securities.)

☐ Return the securities in form of scripless or NVDR by transferring the securities to the following account through TSD (together with the payment of securities transfer fee of Baht 100 per transaction)

Broker Name Broker's No.

Transferee Name Account No.

Signature Recipient

(.....)

Duty

Stamp

10 Baht

Power of Attorney

For the cancellation for the intention to sell the securities of
ARIP Public Company Limited

Written at

Date

I/We age years, nationality
residing at (contact address)
hereby authorise age years, nationality.....
residing at (contact address) to
act for and on my/our behalf to cancel my/our intention to sell ordinary shares or NVDR of ARIP Public Company
Limited which I/we offered to sell to Mr. Min Intanate ("The Offeror") at the amount of.....
shares/units and to perform all the activities which are relevant to this transaction.

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 the act by myself/ ourselves. I/We hereby certify and ratify all acts performed by the
Attorney in all respects.

IN WITNESS WHEREOF, I/we hereby place my/our signature(s) and affix the company's seal (if applicable) in
the presence of witnesses.

Signature..... Grantor
(.....)

Signature..... Attorney
(.....)

Signature..... Witness
(.....)

Signature..... Witness
(.....)

Remark : Please enclose a certified copy of identification card or affidavit of a juristic person of the Grantor
together with the certified copy of identification cards of its authorised persons, and a certified copy of
identification card of the Attorney.

Attachment 3

- (1) Tender Offer Acceptance Procedure for NVDR**
- (2) Tender Offer Acceptance Form for NVDR**
- (3) Power of Attorney for Tender Offer Acceptance for NVDR**
- (4) Form for Declaration of Cost of Tendered NVDR (for Offeree who is a foreign juristic person that does not carry on business in Thailand)**

**Tender Offer Acceptance Procedure for NVDR Holders of
ARIP Public Company Limited**

Fill in the Tender Offer Acceptance Form for NVDR



Advise your broker to transfer the Scripless NVDR Shares to the following account
"Finansia Syrus Securities Public Co., Ltd. For Tender Offer" Account No. 924-000000012-4



Enclose the prove of transferring NVDR as specified above



Enclose the following certified documents as per case:

(1) Thai Individual

- A certified copy of valid ID Card or A certified copy of valid Civil Servant ID Card or A certified copy of valid State Enterprise Employee Card (In case of using the permanent ID card or the civil servant ID card or state enterprise employee card, a certified copy of his/her household registration is also required)
- In case the Offeree is a minor, parental consent (father and mother) and a copy of identification card or identification documents of guardians shall be attached including a copy of the house registration of parents and minors, together with their signature certified by parents

(2) Foreign Individual

- A certified copy of valid passport
- A certified copy of valid alien certificate

(3) Thai Juristic Person

- 3.1 A certified copy of Affidavit issued by the MOC not more than 6 months prior to the last day of the tender offer period, certified as true copy by authorised directors of the juristic person and affix juristic person's seal (if any)
- 3.2 A certified copy of documents specified in (1) or (2) (as per cases) of the director who is duly authorised by the company to certify true copy of document in 3.1 above

(4) Foreign Juristic Person

- 4.1 A copy of incorporation and the affidavit which has been issued for the period of not exceeding 6 months prior to the last date of the tender offer period by an authorised officer of the juristic person or regulatory body of the country where the juristic person is domiciled, which certified the name of the juristic person, head office location and any condition to the power of such authorised person to bind the juristic person, certified as true copy by authorised directors of the juristic person and affix juristic person's seal (if any)

- 4.2 A certified copy of documents specified in (1) or (2) of the director (as per cases) who is duly authorised by the company to certify true copy of the document in 4.1 above

Documents in 4.1 and 4.2 must be certified by the Notary Public officer and Thai Embassy or Thai Consulate in the country where the documents were prepared. Such documents must have a validity of 6 months prior to the last day of the tender offer period

- (5) Foreign juristic person** incorporated under the foreign law, who does not carry on business in Thailand and who does not reside in the country which has entered into double tax treaty with Thailand has to declare cost of securities by submitting "Form for Declaration of Cost of Tendered NVDR" together with the evidence that demonstrate the cost. If the Offeree fails to declare the cost or fails to submit the proper evidence of the cost, the withholding tax will be imposed to the entire proceeds of the sale of the shares

Additional documents in case the offerees are unable to submit the Tender Offer Acceptance Form personally

- 1. Power of Attorney with stamp duty
- 2. Proof of identify of the grantor and attorney as specified above and certify as true copy



Submit all documents to

Finansia Syrus Securities Public Company Limited
No. 719, 7th Floor, Mint Tower, Banthadthong Road, Wangmai, Pathum Wan, Bangkok, 10330
Contact: Ms. Chulakull Phumon, Tel : 0-2680-0843

Or the Broker where the Offeree's securities are deposited, who then will collect all documents and further submit to Finansia Syrus Securities Public Company Limited.

Tender Offer Acceptance Form for NVDR

(To purchase NVDR of ARIP Public Company Limited)

Acceptance Form No.

Date.

To: Mr. Min Intanate ("the Offeror") and Finansia Syrus Securities Public Company Limited ("Tender Offer Agent")

I/We (Mr./Mrs./Miss/Company/Other)

Address Lane Road Sub-District District

Province Postal Code Telephone No. Mobile No.

TYPE OF SELLER

- ☐ Thai Individual: Identification Card No. /Civil Servant ID No.
- ☐ Foreign Individual: Foreign Identity/Passport No.
- ☐ Thai Juristic Person: Company Affidavit No.
- ☐ Foreign Juristic Person carrying on business in Thailand: Incorporate Document No.
- ☐ Foreign Juristic Person not carrying on business in Thailand: Incorporate Document No.

Please provide information about occupations and workplaces as financial institutions have a duty to comply with the Anti-Money Laundering laws and Prime Minister Office Notification on Customer Identification Methodology for Financial Institutions and the Ministerial Regulation on Customer Due Diligence. Business Type: ☐ Jewelry/ Gold Trading ☐ Antique Trading ☐ Domestic/ International Money Transfer ☐ Casino/ Gambling ☐ Money Exchange Agency ☐ Entertainment Business ☐ Armament ☐ Recruitment Agency ☐ Travel or Tour Agency ☐ Other (Please Specify) Office Address (Please specify name and address)

Date of Birth (Date of registration as a juristic person) In case of a foreigner (Please specify address in the country of citizenship)

Address in Thai

Source of income from ☐ Thailand ☐ Other (Please specify the country)

Source of fund (Can select more than one option): Individual Person: ☐ Savings ☐ Self Employment ☐ Salary ☐ Investment Income / Inheritance ☐ Other (please specify)

Juristic Person: ☐ Income from business ☐ Other (please specify) Tax Payer ID

Purpose of the transaction is to sell the NVDRs of the of ARIP Public Company Limited.

I/We hereby accept the Tender Offer to sell units of NVDR of the ordinary shares of ARIP Public Company Limited at the Offer Price of Baht 0.65 per share. After deducting the tender offer agent fee and the value added tax (VAT), the net offer price received by the Offeree will be Baht 0.648261 per share, a total amount of Baht (subject to terms and conditions stated in the Tender Offer document).

I/We understand that selling of these NVDR are irrevocable under any circumstance and are subject to the terms and conditions stated in the Tender Offer document, and I/we shall follow the terms and conditions stated in the Tender Offer document.

I/We hereby appoint Finansia Syrus Securities Public Company Limited as my/our attorney to sell, transfer, and deliver NVDR, and process any other necessary deeds relevant to the terms and condition stated in the Tender Offer document.

Transfer Scripless NVDR			
Transfer Date	Transfer Slip No.	TSD Participant No.	No. of NVDR
Total NVDR			
In case the transaction amount is equals to or more than THB 100,000, please indicate the Beneficial Owner. <input type="checkbox"/> Investor is the Beneficial Owner. <input type="checkbox"/> Other (Please specify)			
*Beneficial Owner means the individual person who ultimately owns or controls a customer or has control over the relationship between a customer and the financial institution or a person on whose behalf a transaction is being conducted, including those persons who exercise ultimate effective control over a juristic person.			

Attached hereto are the transfer slip(s) (through Securities Depository Center) and proof of identity in respect of the Offeree.

Payment condition:

- ☐ Transfer payment to my saving or current account at (the bank shall be in the below list) Branch
Account No. the account name has to be the same as the offeree name and please attach a certified true copy of the saving account passbook or the current account statement with this form. The Banks which can be chosen for the transfer payment are Bangkok Bank Pcl., Krungthai Bank Pcl., Bank of Ayudhya Pcl., Kasikornbank Pcl., CIMB Thai Bank Pcl., TMB Bank Pcl., Siam Commercial Bank Pcl., Thanachart Bank Pcl., United Overseas Bank (Thai) Pcl., Land and Houses Bank Pcl.

☐ I/We will collect the payment cheque at Finansia Syrus Securities Public Company Limited in person during 9.00 am. - 4.00 pm. on business days from August 19, 2021.

☐ Send the payment cheque to the address shown above

I/We hereby attach the following document for selling transaction including the document to transfer shares to account "Finansia Syrus Securities Public Company Limited for Tender Offer" Account No. 924-000000012-4, together with a certified true copy of the identification card and/or a certified true copy of a Company Affidavit (in the case of a Juristic Person).

I/We certify that all such sold NVDR have no liabilities and free from any pledge and encumbrance of whatever nature.

Signed Attorney

Signed Offeree

(.....)

(.....)



Please fulfill the information under this receipt

Transfer of Scripless NVDR and Tender Offer Acceptance Form Receipt

Date Acceptance Form No.

Finansia Syrus Securities Public Company Limited ("FSS" or "Tender Offer Agent") has received the Tender Offer Acceptance Form to sell NVDR of the securities of ARIP Public Company Limited and the Transfer of Scripless NVDR with the document of NVDR transfer totaling units of NVDR from (Mr./Mrs./Miss/Company/Other)

The Offeree will receive the money by

- ☐ Transfer payment to my saving or current account at the Bank Branch
Account No. the account name has to be the same as the offeree name and please attach a certified true copy of the saving account passbook or the current account statement with this form.

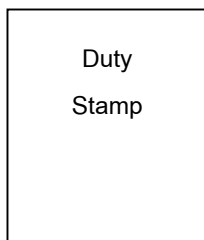
☐ Collect the payment cheque in person at Finansia Syrus Securities Public Company Limited on business days from August 19, 2021.

☐ Have the payment cheque send to the address shown above

Signed Recipient

(.....)

For more information, please contact: Ms. Chulakull Phumon, Finansia Syrus Securities Public Company Limited Tel.: 0-2680-0843



Power of Attorney

Written at

Date

By this Power of Attorney. I/WE Age years old

Nationality Address

....., as an NVDR holder of ARIP Public Company Limited holding units of NVDR of shares, NVDR Certificate No.(s) hereby appoint Mr./Miss/Mrs. Age years old

Nationality Address

.....
to act as my/our Attorney on my/our behalf in accepting the Tender Offer, including providing assistance in transfer for sale and delivery of NVDR to the Offeror through Tender Offer Agent, Finansia Syrus Securities Public Company Limited, in the cheque collection process, and/or in other necessary and relevant provisions required for the successful execution of this Tender Offer.

All acts done by my/our Attorney under this Power of Attorney shall be deemed done by myself/ourselves in all respect.

IN WITNESS WHEREOF, this Power of Attorney has been duly executed in the presence of the witnesses on the date herein above written.

Signed Grantor
(.....)

Signed Attorney
(.....)

Signed Witness
(.....)

Signed Witness
(.....)

Remarks

1. Affix Baht 10 stamp duty in case the Offeree gives another person authority to sale, transfer or delivery of NVDRs and affix Baht 10 stamp duty in case the Offeree gives another person authority to collect the cheque on behalf of him/her.
2. However, in case that the two prior situations occur simultaneously, prepare 2 sets of Power of Attorney and affix Baht 10 stamp each or prepare only 1 set of Power of Attorney and affix the final stamp duty of Baht 30.
3. Please attach the following documents:

For Individual Grantor A certified true copy of ID card/passport of the Grantor and of the Attorney.

For Corporate Grantor A certified true copy of Certificate of incorporation and ID card/passport of the Grantor and of the Attorney.

Form for Declaration of Cost of Tendered NVDR

(Only for Foreign Juristic Person not carrying on business in Thailand and residing in a country that has no double tax treaty with Thailand; or residing in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on the capital gains realized from the sale of securities in Thailand)

Date

To Mr. Min Intanate ("the Offeror")

and Finansia Syrus Securities Public Company Limited ("The Tender Offer Agent")

With reference to the Tender Offer to purchase NVDR of ARIP Public Company Limited ("ARIP") by the Offeror, I/We.....

Nationality.....Company Registration No.....Tax Identification No. (if any).....

hereby declare my/our cost of tendered NVDR as specified below.

Would like to declare the securities cost of ARIP Public Company Limited which are NVDR being offered hereto (as per attached evidences) as follows:

NVDR certificate No./Transfer slip No. (Transfer Date)	No. of NVDR	Cost per unit (Baht)
Total		

I/We hereby, attached Evidence(s) of cost for withholding tax calculation as.....total.....copy(ies)
as evidence(s) of cost for withholding tax calculation.

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

Signed..... Offeree

(.....)

As an agent/attorney having authorised power to sign on behalf of

Foreign juristic person has to declare securities cost by submitting the Tender Offer Acceptance Form attached with the evidence of such 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 included with the form, the withholding tax will be imposed on the entire proceeds of the sale. The withholding tax will be deducted from the amount that the Offeree shall receive.

Please complete this form and submit together with the Tender Offer Acceptance Form to:

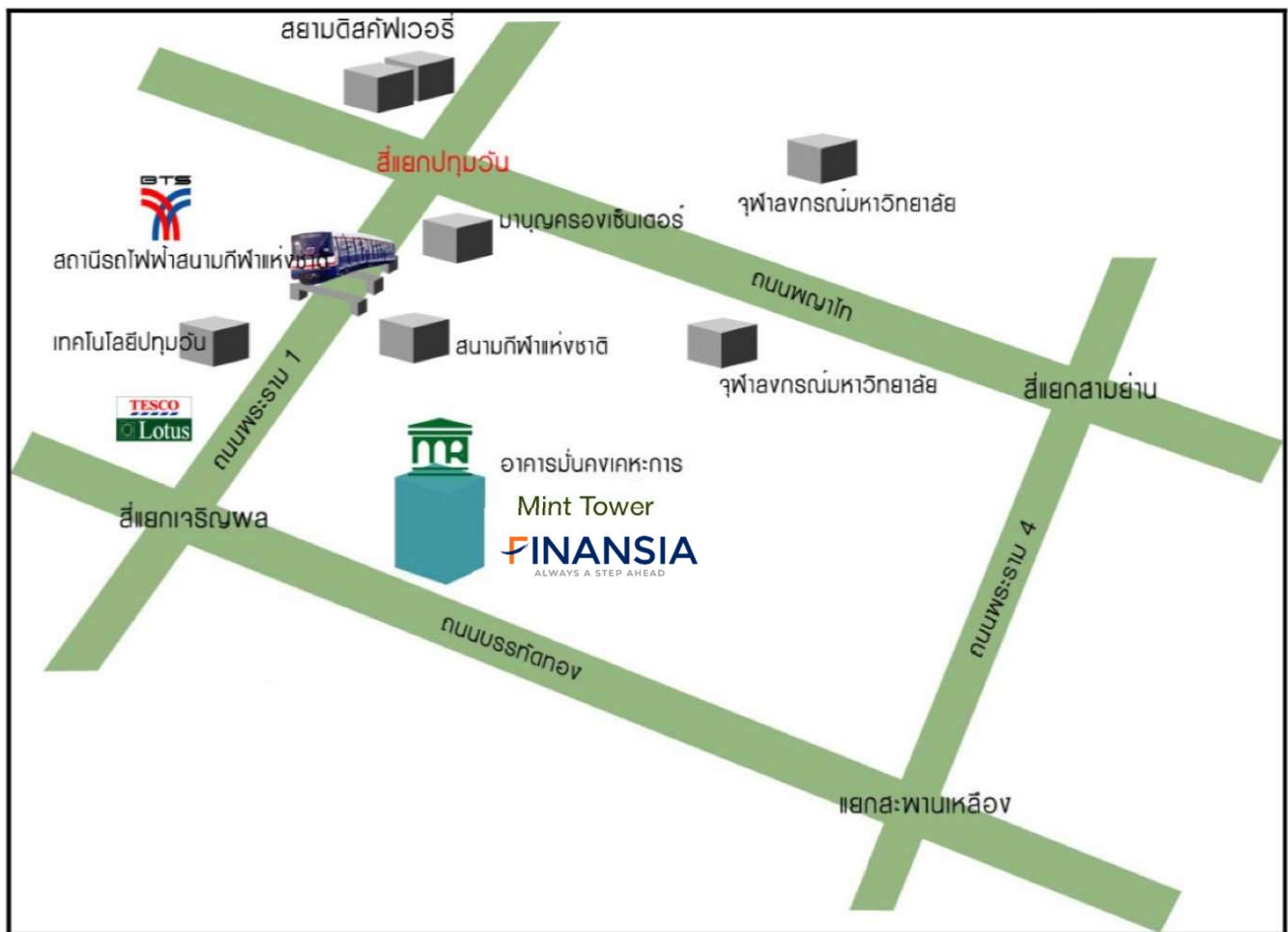
Finansia Syrus Securities Public Company Limited

No. 719, 7th Floor, Mint Tower, Banthadthong Road, Wangmai, Pathum Wan, Bangkok, 10330

Contact: Ms. Chulakull Phumon, Tel : 0-2680-0843

Attachment 4

Map to Finansia Syrus Securities Public Company Limited



Attachment 5

Certifications of the source of fund for the Tender Offer

หนังสือรับรองยอดเงินฝาก

ที่ C0195/2021/000058

วันที่ 25 มิถุนายน 2564

เรียน สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์

เรื่อง การรับรองยอดเงินฝากในบัญชีสะสมทรัพย์

อ้างอิง การทำคำเสนอซื้อหุ้นสามัญของบริษัท เออาร์ไอพี จำกัด(มหาชน)

ตามที่นายมินทร์ อิงค์เนศ (“ผู้ทำคำเสนอซื้อ”) มีความประสงค์ให้ธนาคารรับรองยอดเงินฝาก
เพื่อ การเข้าทำคำเสนอซื้อหลักทรัพย์ทั้งหมดของบริษัท เออาร์ไอพี จำกัด(มหาชน) ของสำนักงาน
คณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์นั้น

โดยหนังสือฉบับนี้ ข้าพเจ้า ธนาคารกรุงเทพ จำกัด(มหาชน)สาขารัตนาธิเบศร์-สี่แยกสาธุประดิษฐ์
ขอรับรองว่า นายมินทร์ อิงค์เนศ ได้เปิดบัญชีประเภทสะสมทรัพย์เลขที่ 195-4-900013
ชื่อบัญชี นายมินทร์ อิงค์เนศ เปิดบัญชีเมื่อวันที่ 4 มกราคม 2559
โดยมียอดคงเหลือ ณ วันที่ 25 มิถุนายน 2564 เป็นจำนวนเงิน *****110,300,869.66 บาท
และเงินฝากดังกล่าวไม่มีภาระผูกพันใดๆ

จึงเรียนมาเพื่อทราบ

ขอแสดงความนับถือ



(มณทิรา กาญจนศิริธารง)

ผู้จัดการ



หมายเหตุ- ข้อมูลที่แจ้งในที่นี้เป็นไปตามคำร้องขอของเจ้าของบัญชี และ ทุกฝ่ายที่เกี่ยวข้องจะต้องรักษาข้อมูลนี้ไว้เป็นความลับอย่างเคร่งครัด
ทั้งนี้ธนาคารจะไม่ยอมรับผิดชอบกรณีที่มีการใช้ข้อมูลนี้อย่างไม่ถูกต้องไม่ว่ากรณีใดๆ

จัดทำโดย 0195 Ratchada Road Si Yaek Sathu Pradit :tphatanat(5410545) วันที่ 25/06/2021 เวลา 07:27:35 Ref no:C0195/2021/000058
โทร. 02-2948763-4 , 02-2941920, 02-2942633