

## General Offer Acceptance Procedure for NVDRs Holders of Prima Marine Public Company Limited

NVDR Holders of Prima Marine Public Company Limited ("PRM")

1. Complete the General Offer Acceptance Form for NVDRs (Form B-2)

2. Advise your broker to transfer the Scripless NVDR to the following account  
"KASIKORN SECURITIES PCL FOR TENDER" Account No. 011-00000014-9

3. Enclose the evidence of transferring NVDR as specified below in Form B-1

4. Enclose the following identification documents with a certified true copy, as the case may be:

1) Thai Individual

- A certified true copy of a valid national identification card ("ID Card") that has not expired
- In the event that an ID card has expired, attach a certified true copy of another valid official document that shows 13-digit ID number. In case of a lifetime ID card and other official documents, also attach a certified true copy of a household registration that shows the name and 13-digit ID number.
- In this regard, in the case where the securities intended to be sold are in the form of securities certificate (Scrip), Offeree who are legally adults must submit identification documents using an ID card only. Other governmental documents cannot be used as a substitute identification documents.
- In the case that the Offeree is a minor, a certified true copy of the minor's valid ID Card must be attached, or if the minor does not yet have an ID Card, a copy of the birth certificate must be attached, together with certified true copies of the parent's valid ID Card (Father and Mother or legal representative), the household registration of the minor, and the written consent of the parent or legal representative, all certified as true copies by the parent or legal representative, including documents evidencing that the Offeree is legally entitled to accept the General Offer in accordance with applicable laws.
- In the case that the Offeree is an estate administrator, the Offeree must submit a copy of the court order appointing him/her as the estate administrator and a copy of the final judgment certificate issued by the court not more than 1 year prior to the submission date of the General Offer Acceptance Form, a copy of the death certificate, a copy of the estate administrator's valid ID Card that has not expired, and a copy of the estate administrator's household registration, all certified as true copies by the estate administrator.

2) Foreign Individual

- A certified true copy of an alien certificate or a valid passport, duly signed to certify as a true copy. The signature must be identical to the signature appearing on all documents related to the General Offer, and all copies must be clear and legible.

3) Juristic Person Incorporated in Thailand

- 3.1) A copy of a company certificate, issued by the Ministry of Commerce, containing the latest information and issued no more than 6 months up to the date of submission of the General Offer Acceptance Form, certified as true copy by authorized signatory(ies), and affixed with company seal (if any) or
- in case of government enterprises, government organizations, state enterprises or other public sector entity, a letter stating the order or resolution approving the transaction must be attached or
- in case of cooperative, foundation, association, religious-related organization or other similar juristic entities, a letter stating their intention to enter into the transaction/minutes of the board meeting, certificate of registration from the relevant authorities, letter of appointment or power of attorney for entry in the transaction and evidence of exemption from withholding tax (if any) must be attached and
- 3.2) Documents specified in 1) or 2) (as the case may be) of the authorized signatory(ies) who sign(s) the General Offer Acceptance Form and certify(ies) true copy of document in 3.1) above

4) Juristic Person Incorporated outside of Thailand ("Foreign Juristic Person")

- 4.1) A certified true copy of certificate of incorporation or affidavit, certifying the name of the juristic person, the name of authorized signatory, the location of the head office and the authority or conditions for signing to bind of the juristic person, certified as true copy by the authorized signatory(ies) and affixed with the company seal (if any); and

- 4.2) Documents specified in 1) or 2) (as the case may be) of the authorized signatory(ies) who sign(s) the General Offer Acceptance Form and certify(ies) true copy of document in 4.1) above.

In this regard, all copies of the above supporting documents of a foreign juristic person, after being signed to certify true copies, must have the signature of the person who prepared or certified the documents certified by a Notary Public or other competent authority in the country where such documents were prepared or certified, and must be further certified by an official of the Royal Thai Embassy or Royal Thai Consulate in the country where such documents were prepared (Legalization), and must be issued not more than 6 months prior to the submission date of the Acceptance Form.

- 5) In the case that the Offeree is a foreign juristic person not operating any business in Thailand and residing in a country that does not have a double tax treaty with Thailand; or residing in a country that has a double tax treaty with Thailand but such treaty does provide an exemption from withholding tax on capital gains from the sale of securities in Thailand, such Offeree is subject to a 15% withholding tax on capital gains on sale of securities, which is the difference between the Offer Price and the original cost which the Offeree has paid for the securities intended to be sold. The Offeree must declare the original cost of such securities intended to be sold to the Offer Agent by submitting Form B-4 of Attachment 2 together with the evidence that demonstrates the original cost. If the Offeree fails to declare such original cost together with the Confirmation of Securities Cost Form to the Offer Agent and submit the evidence that demonstrates the original cost, the Offer Agent will deduct the withholding tax which will be calculated on the basis of the Offer Price multiplied by the total number of securities allocated to the Offeree.
- 6) In case the Offeree chooses to receive payment of the securities intended to be sold via bank transfer as specified in Part 4 Clause 4.1, a certified copy of the first page of the saving passbook or a certified copy of the current account statement which shows the account name and account number, in which the account is able to execute transactions via automatic transfer system, and opened only with (1) Bank of Ayudhya PCL (2) Bangkok Bank PCL (3) KASIKORNBANK PCL (4) Krungthai Bank PCL (5) Siam Commercial Bank PCL (6) TMB Thanachart Bank PCL (7) CIMB Thai Bank PCL or (8) United Overseas Bank PCL.

In case of security holder's authorized representative

1. The Original Power of Attorney (Form B-3), affixed with stamp duty of THB 10 or THB 30 (as the case may be);
2. Certified true copy of identification documents of both the grantor and the attorney-in-fact in accordance with items 1) or 2) or 3) or 4) (as the case may be);
3. If the Power of Attorney is submitted as a copy, such copy must be certified as a true copy by the attorney-in-fact within the scope of authority as specified in the Power of Attorney, or be certified by the authorized signatory(ies) of the juristic person acting as the grantor, and affixed with the company seal (if any).

5. Kindly submit all documents to:

Khun Kanokwan Kedchanok, Khun Satanee Boriharnpanich, Khun Yuwapa Phrutichai or Khun Chutima Rojanatrivorasak, Operation Department, Kasikorn Securities PCL

KASIKORNBANK Building, 3<sup>rd</sup> Floor 400/22 Phahon Yothin Road, Samsen-Nai, Phaya Thai, Bangkok 10400

Tel. 02-796-0127, 02-796-0124, 02-796-0147, 02-796-0145

**General Offer Acceptance Form for NVDRs of Prima Marine Public Company Limited**

Date..... Acceptance Form No. ....

To: Nathalin Company Limited as the (“Offeror”) and Kasikorn Securities PCL as the (“Offer Agent”)  
 I/We (“Offeree”) (Mr./Mrs./Miss/Company/Other (Please specify)).....

Nationality..... Contact Address..... Soi..... Road.....  
 Tambon/Sub-district..... Amphoe/District..... Province..... Postal Code.....  
 Country..... Contact Phone..... Email Address.....

Address as per national ID card/Household registration/Corporate registration  
 Same as contact address (Postal Address)  Different from contact address (Postal Address) (Please specify)  
 Address..... Soi..... Road..... Tambon/Sub-district.....  
 Amphoe/District..... Province..... Postal Code..... Country.....

Please provide information about occupations and workplaces in accordance with the Anti-Money Laundering laws

- |                                                                                                                                                                    |                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> The owner relating to trading precious stones, diamonds, gems, gold, or ornaments decorated with precious stones, diamonds, gems, or gold | <input type="checkbox"/> The owner relating to trading in antiques under the law governing selling by auction and trading in antiques        |
| <input type="checkbox"/> The owner in exchange of currency, both natural and legal person                                                                          | <input type="checkbox"/> The owner of funds of value transfer service, domestic or cross-border that is not a financial institution          |
| <input type="checkbox"/> The owner of casino or gambling house business                                                                                            | <input type="checkbox"/> The owner relating to entertainment facility under the law governing entertainment facility                         |
| <input type="checkbox"/> The owner relating to trading in arms and ammunition (armament)                                                                           | <input type="checkbox"/> The owner relating to employment agent to accepting foreigner to work in the kingdom or sends people to work abroad |
| <input type="checkbox"/> The owner relating to travel or tour agent                                                                                                |                                                                                                                                              |
| <input type="checkbox"/> Other Occupation/Business Type.....                                                                                                       |                                                                                                                                              |

Office Address (Name and Address) (Not applicable to a Juristic Person) .....

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 country (Please specify the country) .....

Source of income (can select more than 1 option):

Natural person:  Saving  Self-employed business  Salary  Investment income/ Inheritance  Other (please specify) .....

Juristic person:  Money from business  Others (Please specify) .....

Signed ..... Attorney-in-fact  
 (.....)

Signed ..... Offeree  
 (.....)

Please specify type of the Offeree:

- Thai Individual  Foreign Individual alien  
 National ID card/Civil Servant Identification Card/State Enterprise Employee Card/Alien registration card /Passport Number .....  
 Tax Identification Number (13 digits) .....
- Thai Juristic Person Registration Number.....  
 Tax Identification Number (13 digits) .....
- Foreign Juristic Person who engages in business in Thailand  Foreign Juristic Person who does not engage in business in Thailand, Certificate of Incorporation Number .....

I/We hereby accept to sell ..... (.....) of NVDRs representing ordinary shares of Prima Marine Public Company Limited at the Offer Price of Baht 9.00 (Nine Baht) per share, subject to the Offer Agent fee of 0.25% of the Offer Price and value added tax (VAT) of 7.00% of the brokerage fee. The net offer price is 8.9759250 Baht (Eight point nine seven five nine two five Baht) per share. The total net amount is Baht ..... (.....)

I/We have thoroughly reviewed the information, terms and conditions, and agree to comply with all terms and conditions of the General Offer in all respect, and will not revoke such offer to sell in any manner whatsoever.

I/We hereby appoint Kasikom Securities Public Company Limited as my/our attorney-in-fact to sell, transfer, deliver or record trading orders, and deliver my/our NVDRs as described below, including receive payment for such ordinary shares, and carry out any other actions related to the acceptance of the General Offer on my/our behalf in accordance with the General Offer for PRM, so that my acceptance of the General Offer will be completed. In this regard, the Offer Agent shall be deemed to act only as the custodian of the securities expressed for sale in my name in any case, including during the period in which no trading orders or trade reports have been submitted to the trading system of the Stock Exchange of Thailand.

Transfer Scripless NVDRs				
TSD Participant No.	Account No.	Transfer Slip No. TSD	Transfer Date	No. of NVDRs
<b>Total</b>				

I/We attach evidence of transfer of the NVDRs through Thailand Securities Depository Company Limited (the "TSD") to account "KASIKORN SECURITIES PCL FOR TENDER" account no. 011-00000014-9 and proof of identity in respect of the Offeree or proof of registered company (for juristic person) as set out in the General Offer Acceptance Procedure.

Signed ..... Attorney-in-fact  
 (.....)

Signed ..... Offeree  
 (.....)

Payment Procedure:

Transfer to Bank Account  BAY  BBL  KBANK  KTB  SCB  TTB  CIMBT  UOB

Branch ..... Type of Account ..... Account No. ....

(The account name must be identical to the name of the Offeree. **In the case of payment by bank transfer, please attach a certified true copy of the first page of the savings passbook or a copy of the current account statement showing the account name and account number, duly certified as a true copy.)**

Collect the cheque by myself/ourselves at Kasikorn Securities PCL

Send the cheque via registered mail to the contact address above

Transfer to the securities trading account of the Offeree with Kasikorn Securities PCL (only for the Offeree who has a securities trading account with Kasikorn Securities PCL and accept the general offer through Kasikorn Securities PCL).

The Offeree's securities trading account no. with Kasikorn Securities PCL.....

In the event that the Offer Agent is unable to transfer payment to the bank account or securities trading account as specified, for any reason whatsoever, the Offeror reserves the right to arrange for the Offer Agent to make payment by cheque. The Offeror will arrange for the Offer Agent to send such cheque by registered mail to the Offeree's address as specified in the General Offer Acceptance Form within 15 business days from the payment date. For the convenience and prompt receipt of payment, the Offer Agent recommends that Offerees select payment by bank transfer.

In accordance with the terms and conditions of the General Offer, if the Offeror cancels the General Offer or is unable to acquire all shares intended to be sold by me/us in accordance with such conditions, I/we agree to allow the Offer Agent to return the securities not acquired (if any) in the same manner as the manner in which I/we intended to sell the securities, in accordance with the form of the securities intended to be sold, as follows:

**In the case of scripless securities deposited with a securities broker:** The securities in the unallocated portion shall be returned to the relevant securities company in the same manner as the manner in which I/we accepted the General Offer, within 5 business days from the last day of the Offer Period or within 5 business days from the date of the Offeror's cancellation notice (as the case may be). (The name of the Offeree must be identical to the name of the securities trading account only.)

In case where the amount of payment is equal to THB100,000 or more, please identify the Beneficial Owner\* accordingly:

In case the Offeree is a natural person,  for the Offeree  for another person (please specify) .....

In case the Offeree is a juristic person,  for the Offeree  for another person (please specify) .....

\*Beneficial Owner means a natural person who ultimately owns or controls the entries into transaction by, the customer or a person on whose behalf a transaction is being conducted, including those persons who exercise ultimate effective control over a juristic person or person with legal arrangement, according to the relevant Ministerial Regulation for Customer Due Diligence

I/We hereby certify that I am/we are the lawful owner(s) of the NVDRs intended to be sold which are free from any pledge, encumbrance, or third-party rights ("Encumbrances"). I/We further certify that I/we am/are selling such NVDRs in my/our capacity as the lawful owner(s), free from any and all Encumbrances. I/We acknowledge that the General Offer Acceptance Form shall be deemed complete only when the Thailand Securities Depository Co., Ltd. has completed the transfer of the securities intended to be sold by me/us to the account of the Offer Agent.

I/We acknowledge that, if the Offer Agent discovers that the number of securities that can actually be transferred does not correspond to the number of securities specified by the Offeree in the General Offer Acceptance Form, the Offer Agent reserves the right to proceed with the transfer of securities and/or to allocate based on the number of securities that can actually be transferred, which shall not exceed the number of securities specified by the Offeree in the Acceptance Form, and such actual transferable number shall be deemed to be the number of securities that the Offeree has expressed the intention to sell.

I/we acknowledge and consent to Kasikorn Securities PCL, in its capacity as the Offer Agent, collecting, using, and/or disclosing my personal data. I also confirm that other persons whose personal data I have disclosed, such as my attorney-in-fact or the beneficial owner, have been informed and have consented to Kasikorn Securities PCL collecting, using, and/or disclosing their personal data for the purpose of executing the above-mentioned general offer. Such processing is necessary for the benefit of providing services to me/us.

You can review the Privacy Policy of Kasikorn Securities PCL at <https://www.kasikornsecurities.com/en/privacy>.

Signed ..... Attorney-in-fact

Signed ..... Offeree

(.....)

(.....)



**Receipt of General Offer Acceptance Form for NVDRs of Prima Marine Public Company Limited**

Date..... Acceptance Form No. ....

Kasikorn Securities PCL has received the General Offer Acceptance Form for NVDRs of Prima Marine Public Company Limited and the Transfer of Scripless NVDR with the document to transfer NVDRs totaling.....units of NVDR ,which is transferred from..... TSD Participant No. .... Account No. ....

from Mr. / Mrs. / Miss / Company / Other (Please specify).....

In the case of return of securities in respect of non-allocation (if any), the Offeree will receive the securities in the same manner as the manner by which the Offeree delivered the securities for sale, as specified in Part 4 Clause 7 "Procedure for Returning Securities in the Event of Cancellation of the General Offer or Non-allocation".

The Offeree has selected the following payment method:

Transfer to Bank Account  BAY  BBL  KBANK  KTB  SCB  TTB  CIMBT  UOB

Branch ..... Type of Account ..... Account No. ....

Collect the cheque by myself/ourselves at Kasikorn Securities PCL

Send the cheque via registered mail to the contact address above

Transfer to the securities trading account of the Offeree with Kasikorn Securities PCL (only for the Offeree who has a securities trading account with Kasikorn Securities PCL and accept the general offer through Kasikorn Securities PCL).

The Offeree's securities trading account no. with Kasikorn Securities PCL.....

Signed..... Recipient

(.....)