

No. CGH 010/2024

May 3, 2024

**Subject:** Notification of the Right to Subscribe for the Newly Issued Ordinary Shares of Country Group Holdings Public Company Limited to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering)

**To:** Shareholders of Country Group Holdings Public Company Limited

**Enclosures:**

1. Notification of Allocation of Newly Issued Ordinary Shares with Warrants to Purchase Ordinary Shares No. 5 (CGH-W5)
2. Subscription Form for Newly Issued Ordinary Shares with Warrants to Purchase Ordinary Shares No. 5 (CGH-W5)
3. Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares Issued by the Thailand Securities Depository Company Limited
4. Power of Attorney to Subscribe for the Newly Issued Ordinary Shares
5. Additional Documents for the Subscription for those who request to deposit the securities into the Issuer Account and FATCA status form
6. Map of Subscription Location

According to the 2024 Annual General Meeting of Shareholders of Country Group Holdings Public Company Limited (the “Company”) held on April 29, 2024, it was resolved that the Company allocating newly issued ordinary shares in an amount not exceeding 667,591,246 shares with a par value of Baht 1 per share to offer to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) at the share allocation rate of 10:1. In case of the fraction shall be rounded off, and set the offering price of additional ordinary shares at Baht 1 per share. Shareholders may subscribe for additional ordinary shares in excess of their rights (Oversubscription) in the case there are shares remaining from the allocation to the existing shareholders of the company who have subscribed in accordance with only all rights are complete. In the case where there are shares remaining from the existing shareholders in proportion to the number of shares held by each shareholder and the oversubscription, the Company will offer the remaining additional ordinary shares to the specific investor and allocating newly issued ordinary shares to accommodate the exercise of rights of the Warrants to Purchase Ordinary Shares No. 5 (CGH-W5) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued

and offered to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) at the ratio of 3:2 with the offering price Baht 0 per unit, in case of the fraction shall be rounded off.

The Company sets May 7, 2024 as the date for determining the names of shareholders entitled to subscribe to the newly issued ordinary shares, offered to existing shareholders in proportion to the shareholding held by each shareholder with CGH-W5 (Record Date) and sets the duration of subscription and payment for newly issued ordinary shares to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) as follows:

#### **Schedule for subscription and payment for newly issued ordinary shares**

##### **1. The duration of subscription and payment for newly issued ordinary shares to the existing shareholders**

21 May 2024 between 9:00 a.m. and 3:00 p.m., 23-24 May 2024 between 9:00 a.m. and 3:00 p.m. and 27-29 May 2024 between 9:00 a.m. and 3:00 p.m. (Total 6 business days).

##### **2. Subscription and payment for newly issued ordinary shares location**

Shareholders can subscribe for newly issued ordinary shares at:

Pi Securities Public Company Limited (Shares Subscription Representative)

Securities Registration Department

No. 87/2 CRC Tower, All Seasons Place, 48<sup>th</sup> Floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330

Telephone: (66) 0-2205-7000 ext. 2300, 2305, 2310, 2311 and 2312

##### **3. Allocation Method**

The allocation method of newly issued ordinary shares to the Company's existing shareholders in proportion to the shareholding held by each shareholder as follows:

1. In the case where shareholders subscribe for newly issued ordinary shares according to their rights or less than their allocated rights. Shareholders who subscribe for newly issued ordinary shares according to their rights or less than their allocated rights will be allocated the entire number of newly issued ordinary shares they subscribe for.
2. In the case where shareholders subscribe for newly issued ordinary shares in excess of their allocated rights (Oversubscription). Shareholders who subscribe in excess of their rights (Oversubscription) must specify their subscription for newly issued ordinary shares in excess of their rights in the subscription form for new ordinary shares at the same time as their subscription for newly issued ordinary shares according to their rights.

In the case where there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company in proportion to the number of shares held by each shareholder in the first round. The Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe in excess of their rights in proportion to their original shareholding at the same price as the shares that have been allocated according to their rights. The details are as follows:

1. In the case where there are shares remaining from the allocation to the existing shareholders of the company in proportion to the number of shares held by each shareholder in the first round in an amount is greater than or equal to the shares that the original shareholders oversubscribed. The Company will allocate the remaining shares to those who have subscribed more than their rights and paid the subscription fee for all such shares in accordance with the amount notified of their oversubscription.
2. In the case where there are shares remaining from the allocation to the existing shareholders of the company in proportion to the number of shares held by each shareholder in the first round, the amount is less than the shares that the original shareholders subscribed in excess of right. The Company will allocate the remaining shares to those who have oversubscribed according to the following steps:
  - (a) Allocated according to the original shareholding proportion of each person who subscribes more than their rights by multiplying the original shareholding proportion of each person who subscribes more than their rights by the number of remaining shares. This will be the number of shares for each subscriber in excess of their rights to be allocated. In the case where there are fractions of shares, they must be discarded. However, the number of shares that will be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription.
  - (b) In the case that there are still newly issued ordinary shares remaining after the allocation according to (a), the Company will allocate to each shareholder who has oversubscribed their rights who has not been allocated the full amount of newly issued ordinary shares oversubscribed of each person who has subscribed more than their rights by multiplying the original shareholding proportion of each person who has subscribed more than their rights by the number of newly issued ordinary shares remaining after the allocation according to item (a), It will be the number of additional common shares that each subscriber in excess of their rights has the right to receive. In the case where there are fractions of shares, they must be discarded. By the number of additional common shares that will be allocated It will not exceed the number of shares that each shareholder has subscribed and paid for the subscription. The Company will allocate additional common shares to shareholders who have oversubscribed according to the method in (b), until there are no additional ordinary shares remaining from the allocation. or until there are no shareholders who wish to subscribe for additional shares in excess of such rights anymore or cannot be allocated anymore because they are fractional shares.

In any case, the allocation of oversubscribed shares exceeds the rights as detailed above. It must not cause any shareholder who subscribes for additional ordinary shares in excess of their rights to be obliged to make a tender offer for securities (Tender Offer). As specified in the announcement of the Capital Market Supervisory Board No. Tor.Chor. 12/2011 regarding the rules, conditions, and procedures for acquiring securities for business takeovers, dated May 13, 2011 (and as amended) or has a nature that violates the shareholding restrictions of persons without Thai nationality as specified in the Company's regulations, which currently allow persons without Thai nationality to hold shares in the company not exceeding 49 percent of the total number of issued shares of the Company.

The Company would like to inform you of your rights to subscribe for newly issued ordinary shares, which has specified the number of shares with the right to subscribe in the Certificate of Subscription Entitlement for the Newly Issued Ordinary Shares Issued by the Thailand Securities Depository Co., Ltd. and the Company has specified the details of issuance and offering as well as allocation of newly issued ordinary shares in the offering to existing shareholders. The details are as specified in the Notification of Allocation of Newly Issued Ordinary Shares with Warrants to Purchase Ordinary Shares No. 5 (CGH-W5) of Country Group Holdings Public Company Limited.

The Company has published the Notification of the Right to Subscribe for the Newly Issued Ordinary Shares along with supporting documents on the company's website at [www.cgholdings.co.th](http://www.cgholdings.co.th).

Please be informed accordingly.

Sincerely yours,

*- Signature -*

(Mr. Tommy Taechaubol)

Director and Chief Executive Officer