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Ref. No. ORI 45/2020

26 August 2020.

- Subject :** Notification of the Schedule for the Exercise of Rights to Purchase the Newly Issued Ordinary Shares of ORIGIN PROPERTY PUBLIC COMPANY LIMITED under the ORI-W1 Warrants (The Last Exercise) and Request for Suspension of ORI-W1 Warrants Trading.
- To :** The President
The Stock Exchange of Thailand
- Reference :** Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of ORIGIN PROPERTY PUBLIC COMPANY LIMITED No. 1 (ORI-W1)
- Enclosures :**
1. Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares of ORIGIN PROPERTY PUBLIC COMPANY LIMITED under the ORI-W1 Warrants (For The Last Exercise Only.)
 2. Bill Payment Form of Bangkok Bank Public Company Limited.

Reference is made to the issuance and allocation of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company No. 1 (ORI-W1) (the “Warrants” or “ORI-W1 Warrants”), by ORIGIN PROPERTY Company Limited (the “Company”), to its existing shareholders on a pro rata basis to their respective shareholdings (Rights Offering) in the number of 406,573,990 units on November 20, 2017. Thereafter, the Extraordinary General Meeting of Shareholders No. 1/2018 of the Company held on September 9, 2018, resolved to approve that the Company adjust the exercise ratio and the exercise price under the said Warrants to be in line with the payment of stock dividends to the existing shareholders of the Company whereby the exercise ratio was adjusted to be 1 unit of the Warrant for 1.5 newly issued ordinary shares of the Company (1:1.5 ratio) and the exercise price for the purchase of the newly issued ordinary shares of the Company was adjusted to be THB 13.3333 per share.

The Company views that the current exercise ratio of the Warrants may make it confused for the Warrant holders to exercise the rights to purchase the newly issued ordinary shares of the Company since the Warrant holders will have to exercise 1 unit of the Warrant to purchase 1.5 newly issued ordinary shares of the Company and in order to facilitate the Warrant holders to be able to exercise the Warrants easily, the Board of Directors’ Meeting No. 12/2018 held on November 10, 2018 therefore approved the adjustment of the exercise ratio by adjusting number of the Warrants 203,286,995 units, total of Warrant 609,860,985 units. The aforementioned adjustment will be effective from 21 November 2018 onwards.



The warrant holders shall be entitled to exercise their rights under the Warrants to purchase the newly issued ordinary shares of the Company on the last business day of every quarter of each calendar year (i.e. the last business day of March, June, September and December) after the 1st anniversary from the issuance date and the first exercise date will be on 15 November 2018 and the last exercise date will be on 30 September 2020.

The Company would like to inform the details in connection with the exercise of rights to purchase the newly issued ordinary shares under the ORI-W1 Warrants **for the last exercise** as below.

1. Period for Suspension of The Warrants (Posting of SP Sign) : [3 September 2020 to 30 September 2020](#)
2. Book Closure Date for Suspension of The Transfer of the Warrants : 9-30 September 2020
3. The Last Exercise Date : 30 September 2020
4. Period for the Notification of Intention to Exercise the Warrants : During 9.00 a.m. – 3.30 p.m. of 15 - 29 September 2020.
(Only on business days)
5. Exercise Ratio : 1 unit of the Warrants for 1 newly issued ordinary share
(effective from November 21, 2018 onwards)
6. Exercise Price : Baht 13.3333 per share
7. Agent Receiving Exercise Intention : Bualuang Securities Public Company Limited
8. Place to Exercise the Warrants : Bualuang Securities Public Company Limited
Operations Department, 191 Silom Complex Building,
23th Floor, Silom Road, Bangrak District, Bangkok 10500
Contact Person : Ms. Piyaporn Kwannoi
Ms. Benjawan Phasuk
Ms. Thanamas Pungpo
Mr. Trinop Kumnerdkarn
Contact Number : 0-2618-1147, 0-2618-1143,
0-2618-1141, 0-2618-1140



9. Documents for the Notification of Intention to Exercise the Warrants

9.1 The Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares of ORIGIN PROPERTY PUBLIC COMPANY LIMITED under the ORI-W1 Warrants (as shown in the Enclosure 1) that is correct and complete and duly signed by the warrant holders. The warrant holders may obtain such Form at Bualuang Securities Public Company Limited or their respective securities brokers or download it from the Company's website <http://www.origin.co.th>

9.2 The warrant certificate or the warrant certificate substitute in the number specified in the Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares under the ORI-W1 Warrants

Exercise with Warrant Certificate

Deliver the warrant certificate in the amount specified in the Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares under the ORI-W1 Warrants

Exercise in Scripless System Form

Deliver the warrant certificate substitute in the amount specified in the Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares under the ORI-W1 Warrants

- (a) In the case that the warrant holders have their own securities trading accounts and the Warrants are kept in the account named "Thailand Securities Depository Company Limited for Depositors", the warrant holders who wish to exercise the Warrants shall give notification of intention to exercise the Warrants and fill in the form to withdraw the warrant certificate or to request for the issuance of the warrant certificate substitute as prescribed by the Stock Exchange of Thailand, and submit the same to their respective securities brokers. Such securities brokers will proceed to notify the Thailand Securities Depository Company Limited ("TSD") to withdraw the Warrants from the account named "Thailand Securities Depository Company Limited for Depositors". TSD will then issue the warrant certificate substitute to be used as a supporting document in exercising the rights to purchase the Company's newly issued ordinary shares.
- (b) In the case that the warrant holders do not have a securities trading account and the Warrants are kept with TSD in the account named "Issuer Account", the warrant holders who wish to exercise the Warrants shall give notification of intention to exercise the



Warrants, fill in the form to withdraw the warrant certificate or to request for the issuance of the warrant certificate substitute as prescribed by the SET and submit the same TSD requesting for the withdrawal of the Warrants from the issuer account. TSD will then issue the warrant certificate substitute to be used as a supporting document in exercising the rights to purchase the Company's newly issued ordinary shares.

The warrant holders are recommended to contact their respective securities brokers or TSD for clarification on the process and timeline of the procedure.

9.3 Supporting documents required for the exercise of the Warrants:

- 1) Thai individuals : A certified true copy of a valid identification card or governmental officer identification card or state enterprise officer identification card, and a certified true copy of the household registration (in case of any change in name/surname which causes the name/surname to be different from the name/surname appearing on the Warrants, a certified true copy of any document issued by the governmental authority e.g. marriage certificate, divorce certificate, certificate of name/surname change, etc. must be enclosed.)
- 2) Non-Thai individuals : A certified true copy of a valid foreigner certificate or passport.
- 3) Thai legal entities :
 - 3.1) A certified true copy of the affidavit issued by the Ministry of Commerce within a period of no longer than 6 months prior to the respective exercise date, duly signed by the authorized signatory(ies) and affixed with the seal of such legal entity (if any); and
 - 3.2) A certified true copy of the valid documents specified in Clause 1) or 2) (as the case may be) of the authorized signatory(ies) who certifies true copy of the documents under Clause 3.1)
- 4) Non-Thai legal entities :
 - 4.1) A certified true copy of the certificate of incorporation and/or affidavit of such legal entity, duly signed by the authorized signatory(ies) and affixed with the seal of such legal entity (if any);



4.2) A certified true copy of the valid passport of the authorized signatory(ies) who certifies true copy of the documents under Clause 4.1)

Documents under Clause 4.1) and 4.2), which are certified as the true copies by the authorized signatory(ies), shall be notarized by the Notary Public within a period of no longer than 6 months prior to the respective exercise date. In addition, in case the exercise of the Warrants is submitted through a custodian, a certified true copy of the custodian appointment letter and valid documents specified in Clause 1) or 2) must be enclosed.

9.4 Evidence of payment (Bill Payment via Bill Payment system of Bangkok Bank Public Company Limited) as according to the amount specified in the Form for the Notification of Intention to Exercise the Rights to Purchase the Newly Issued Ordinary Shares under the ORI-W1 Warrants

9.5 In the event that the subscriber wishing to deposit those allotted shares with Thailand Securities Depository Company Limited under Issuer Account (“Account No.600”). The subscriber must have fill in the TSD form (Comply with Foreign Account Tax Compliance Act. (“FATCA”)) are as following.

9.5.1 U.S. Indicia Checklist (Individual & Juristic Person)

9.5.2 Entity Status Certification and Information Disclosure Consent Form under FATCA

9.5.3 In case that the TSD form (Comply with Foreign Account Act. (“FATCA”)) is not submitted or if the subscriber have any indicia US status, the Company reserves the right not to deposit shares under Account No.600 and will issue and delivered share certificate by registered mail.

10 Payment Method

10.1 Make the payment by cheque, cashier’s cheque ,draft, via Bill Payment System of Bangkok Bank Public Company Limited by using Bill Payment Form (Enclosure2), The Payment can be made at any branch of Bangkok Bank Public Company by completing the Bill Payment Form and filling in the 10-digit registration number of the warrant holders (as state in the warrant substitute issued by TSD) in the reference number 1 (Ref. 1) and the 13-digit identification number or passport number of the warrant holders in the reference number 2 (Ref.2). The date specified on the cheque , cashier’s cheque or draft must be during 15-24 September 2020 only, and such payment documents must be crossed and made payable to



"Bualuang Securities Public Company Limited for Securities Subscriptions 2" and the payment that can be called for collection in Bangkok within 28 September 2020, and must also be submitted together with the documents under Clause 9.1 – 9.5 within 3.30 p.m. of 29 September 2020 to the Agent Receiving Exercise Intention;

10.2 Make the payment by money transfer payable to "Bualuang Securities Public Company Limited for Securities Subscriptions 2" by using Bill Payment Form (Enclosure2), The Payment can be made at any branch of Bangkok Bank Public Company Limited by completing the Bill Payment Form and filling in the 10-digit registration number of the warrant holders (as state in the warrant substitute issued by TSD) in the reference number 1 (Ref. 1) and the 13-digit identification number or passport number of the warrant holders in the reference number 2 (Ref.2). The warrant holder who make the payment by money transfer via Bill Payment System of Bangkok Bank Public Company Limited must also submit the documents under Clause 9.1 – 9.5 within 3.30 p.m. of 29 September 2020 to the Agent Receiving Exercise Intention.

10.3 Transfer of cash via Automatic Transfer System ("ATS") to the bank account can be completed only if the warrant holder has opened securities trading account with Bualuang Securities Public Company Limited by sent request to transfer via ATS, and the payment via ATS is effective before the exercise date

10.4 Payment by deduction of cash from securities trading account with Bualuang Securities Public Company Limited.

The warrant holder who require to make payment via payment method in Clause 10.3 or 10.4 must send the notification to exercise via submit through Bualuang Securities Public Company Limited E-RO system by itself or his/her investment consultant via telephone recorder. The Company and BLS reserve right to consider requiring for other evidence, substitute, or additional as it deems appropriate

Remarks:

(1) Transaction fee for payment via Bill Payment System of Bangkok Bank Public Company Limited will be waived.

(2) The warrant holders must not make the payment or issue cheque before the period for the notification of intention to exercise the Warrants mentioned above.

(3) The warrant holders who make the payment via Bill Payment System of Bangkok Bank Public Company Limited must submit a copy of the Bill Payment Form and documents for the notification of intention to exercise the Warrants to the Agent Receiving Exercise Intention at the Place as stated in Clause 8. **Please do not submit such documents at any branch of Bangkok Bank Public Company Limited.**



In this respect, the exercise of rights to purchase the newly issued ordinary shares shall be considered completed only when the Agent Receiving Exercise Intention has successfully collected the payment of such exercise. If the Company and/or Agent Receiving Exercise Intention could not collect such payment in whatsoever case that is not due to the fault of the Company and/or the Agent Receiving Exercise Intention, the Company will consider that such warrant holder intends to cancel his/her respective intention to exercise the rights to purchase the newly issued ordinary shares. In such case, the Company and/or the Agent Receiving Exercise Intention will return the Warrants or the warrant substitute together with the cheque, cashier's cheque or draft, which could not be collected, to such warrant holder within 14 days from the respective exercise date. Nevertheless, the warrant holder will be able to notify his/her intention to exercise the right to purchase the newly issued ordinary shares on the subsequent exercise date, except for the case of the last exercise in which the Company shall consider that such Warrant(s) is nullified without being exercised. In such case, the Company and/or the Agent Receiving Exercise Intention shall not be responsible for the interest and/or any damages in whatsoever cases.

For more details regarding the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Newly Issued Ordinary Shares of ORIGIN PROPERTY PUBLIC COMPANY LIMITED No. 1 (ORI-W1), please download from the Company's website at <http://www.origin.co.th>

Please be informed accordingly.

Sincerely yours,

ORIGIN PROPERTY PUBLIC COMPANY LIMITED

Chief Executive Officer