

บริษัท ไทยเอ็นวีดีอาร์ จำกัด

THAI NVDR COMPANY LIMITED

93 อาคารตลาดหลักทรัพย์แห่งประเทศไทย ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง
กรุงเทพมหานคร 10400 โทรศัพท์ 0-2009-9433-9443 โทรสาร 0-2009-9476

93 The Stock Exchange of Thailand Building, Ratchadaphisek Road,
Dindaeng, Dindaeng, Bangkok 10400 Tel. (66) 2009 9433-43 Fax. (66) 2009 9476

TNVDR 0007-2564

21 April 2021

Subject: Notice on the Rights to Subscribe for Additional NVDRs

Dear NVDR holders,

On behalf of the Thai NVDR Company Limited (Thai NVDR), we would like to inform you of your right to purchase additional NVDRs, as follows:

Underlying Securities	: U CITY PUBLIC COMPANY LIMITED (PREFERRED) (U-P)
Total amount of Offering (NVDR)	: 163,943,415 Unit(s)
Par Value	: 3.20 Baht
Subscription Price	: 0.70 Baht
Subscription Ratio	: 1 unit of existing NVDR(s) to 3 unit(s) of additional NVDR(s). Any fraction is disregarded.
Date of closing the register book	: 3 March 2021
Remark	: Existing NVDR holders can subscribe for extra NVDRs in excess of their rights at the same subscription price of 0.70 Baht by stating this the subscription form, with payment in full.

Subscription and Payment Procedure

- Subscription and payment period** : May 12, 2021 – May 19, 2021 between 8.30 - 17.00 hours (only business Day)
- Subscription place**: at the office of the Thai NVDR Company Limited, The Stock Exchange of Thailand Tower C, 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400.

N.B. The Thai NVDR will not accept subscriptions by mail.

- Required documentation**

3.1 Subscription form, duly filled out and signed.

3.2 Subscription certificate, to be submitted together with :

3.2.1 For a subscription of the same amount as allocated, no filling is necessary.

3.2.2 For a subscription of more or less than existing rights, state the total units in the respective column.

- Payment**

- Subscription for full entitlement or less than or excess than the entitlement**, please make payment by bill payment on May 12, 2021 – May 19, 2021 which NVDR holders shall made payable to "TISCO Securities Company Limited for Share Subscription" KASIKORNBANK PUBLIC COMPANY LIMITED, Comp Code : 35549, Ref1 : 999999999 Ref2 : 0105543093348

5. If NVDR holders fail to exercise their rights or make a payment within the allotted time schedule, or the check or cashier check is not honored, it shall be deemed that such NVDR holders do not wish to exercise their subscription rights. Thai NVDR shall thus regard the subscription as being void.

6. Refund for unallotted NVDRs.

If the excess rights NVDRs were not allotted in full because the number of NVDRs subscribed for were more than the number or remaining units of NVDRs, the Thai NVDR will make a refund (without interest) to the NVDR holders by check for the unallotted NVDRs and send it by registered mail to the address that appears on the Share Register Book on the date of closing the book, within 7 business days after the Thai NVDR has received the refund from the underlying company.

Should you need any further information, please do not hesitate to contact Thai NVDR Company Limited at +66(0)2009 9000 Ext. 9433-9443.

Sincerely yours,

Thai NVDR Company Limited



Miss Luksana Tungtulakorn
Vice President-Head of Central Securities Depository Dept.
The Stock Exchange of Thailand

Enclosure : 1. Subscription Form for NVDR Right Issues
2. Subscription Certificate

Warning

- . This information memorandum is not for release, publication or distribution, directly or indirectly, in or into the United States or any other jurisdiction outside Thailand where the distribution of such material requires action to be taken prior to such distribution under applicable securities laws.*
- . Distribution of this information memorandum into jurisdictions other than Thailand may be restricted by law. Persons into whose possession this information memorandum comes should inform themselves of and observe any such restrictions.*
- . If you are not one of the Shareholders Eligible for the Share Allocation (as defined below), or if you are a U.S. person (U.S. persons (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or if you are in the United States or in any other jurisdictions the Company may deem appropriate if such offering or allocation causes or will cause the Company: (a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association, or (b) to have additional obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering; or (c) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the newly issued preferred shares, you are required to disregard this document and any other documents or communications that may have been or will be sent to you with respect to the proposed offering of securities described herein, subject to contrary indications by U City Public Company Limited.*
- . There shall not be any sale or purchase of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.*
- . The securities referred to herein have not been, and will not be registered under the U.S. Securities Act or the laws of any State of the United States, and may not be offered or sold within the United States, absent registration or an exemption from the registration requirements of the U.S. Securities Act and applicable State laws. U City Public Company Limited has no intention to register any portion or all of the offering or any securities described herein in the United States or to conduct a public offering of securities in the United States.*
- . The securities referred to herein have not been recommended by any U.S. federal or State securities commission or regulatory authority or similar authorities in any jurisdiction. The foregoing authorities have not confirmed the accuracy or determined the adequacy of this document.*
- . The offering for sale of newly issued preferred shares of U City Public Company Limited has not been, and will not be registered with any securities regulatory authorities outside Thailand, or under the laws of any countries outside Thailand.*
- . This document and any other document sent to you in connection with the offering of securities described herein are personal to you and do not constitute an offer to any other person or to the public generally to participate in such offering.*
- . This document is time sensitive and requires action.*

**SUBSCRIPTION FORM FOR NON-VOTING DEPOSITORY RECEIPTS
IN U CITY PUBLIC COMPANY LIMITED (PREFERRED) (U-P)**

Thai NVDR Company Limited ("Thai NVDR") is pleased to offer the total of 163,943,415 additional Non-Voting Depository Receipts "NVDRs" in a ratio of 1 unit of existing NVDR(s) to 3 unit(s) of additional NVDR(s). (Any fraction is disregarded.)

Date.....

To: The Board of Directors of the Thai NVDR Company Limited (Thai NVDR)

Name.....Last Name.....

No. of Registration NVDR holder.....Nationality.....

Tel..... E- mail address (if any).....

Full address.....

Please specify type of subscriber.

- Natural Person of Thai Nationality ID No.....
- Juristic Person of Thai Nationality Company Registration No./Tax ID No.....
- Natural Person of Alien Nationality Alien Card/Passport/ID No.....
- Juristic Person of Alien Nationality Company Registration No./Tax ID No.....

I/We currently own.....units of NVDRs can subscribe for

..... units of additional NVDRs. I/We wish to subscribe for the additional NVDRs as follows:

	No. of NVDRs subscribed	Offering price per NVDRs	Amount (Baht)
<input type="radio"/> Subscription for less than the entitlement		0.70 Baht	
<input type="radio"/> Subscription for full entitlement		0.70 Baht	
<input type="radio"/> Subscription for excess of entitlement		0.70 Baht	
Total Subscription			

Subscription for full entitlement or less than or excess than the entitlement., I/we herewith submit payment by bill payment on May 12, 2021 – May 19, 2021 which NVDR holders shall made payable to "TISCO Securities Company Limited for Share Subscription" KASIKORNBANK PUBLIC COMPANY LIMITED. Comp Code 35549, Ref1 : 999999999 Ref2 : 0105543093348
 Check No.....Date.....Bank.....Branch.....
 amount of.....Baht (.....)

When the NVDRs as allotted to me/us, I/we hereby agree the allotted NVDRs be issued to me/us throughparticipant no.....for securities trading no..... that I/we have maintained with the Participant. (The name of the subscriber must be similar to the name of the share trading account). I/We also agree not to sell or trade these NVDRs before they are listed and permitted to trade on the Stock Exchange of Thailand.

I/We hereby undertake to subscribe for the said additional NVDRs and agree to waive my/our right to cancel this subscription. If the subscription form is not duly completed with the payment (check or cashier check) within the subscription period or the check or cashier check is not honored, it shall be deemed that I/we do not wish to exercise my/our subscription rights.

I/We further represent and warrant that:

- (1) I/We do not live or have a resident in countries in which the act or the acceptance for the offering and the subscription of newly issued preferred share, or the use or the submission of the subscription form in the manner that I/we have done or about to undertake is an illegal act or causes any additional duties for the Company.
- (2) I/We do not accept the subscription of newly issued preferred share without my/our own discretion for the interest of an individual living or having a resident in the countries in (1).
- (3) I/We do not subscribe for the newly issued preferred shares for the objective of, direct or indirect, offering, selling, reselling, transferring, or distributing the shares to the countries in (1).
- (4) I/We have read and understood and I/we certify that my/our newly issued preferred share subscription does not violate the offering limit.

Investment in securities involves certain risks. Investors should study and understand the information in the Notice of Allocation thoroughly before making a decision on investment. This subscription form is submitted on a confidential basis and is personal to the shareholder(s) receiving this form and may not be forwarded or distributed to any other person (other than your professional Advisors) nor to be reproduced in any manner.

Signed..... NVDR holder
(.....)

U-P-R

Subscription No.

Subscription Receipt (Subscriber: Please also fill in the details requested below.)

Date.....

The Thai NVDR Company Limited hereby acknowledges receipt from (Name of subscriber).....
.....for the subscription of additional NVDRs and bill payment as follows;

Subscription for full entitlement or less than or excess than the entitlement

Check No.....Date.....Bank.....Branch.....
amount ofBaht (.....)

Authorized Officer.....



บริษัทหลักทรัพย์ ทิสโก้ จำกัด

TISCO SECURITIES COMPANY LIMITED

48/8 อาคารทิสโก้ทาวเวอร์ ชั้น 4 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500
4th FL, TISCO Tower, 48/8 North Sathorn Road, Silom, Bangrak, Bangkok 10500



ธนาคารกสิกรไทย

Comp Code: 35549

เงินสด / Cash

เช็ค / Cheque

เช็คโปรดสั่งจ่ายในนาม "บริษัทหลักทรัพย์ ทิสโก้ จำกัด" เพื่อการลงทะเบียนหุ้น

Cheque : please made payable to "TISCO Securities Company Limited for Share Subscription"

หมายเลขเช็ค/Cheque No วันที่/Date ชื่อบริษัท/Company Name สาขา/Branch

จำนวนเงิน		บาท
Amount		Baht

จำนวนเงินเป็นตัวอักษร	
Amount in words	

กรุณานำคั้งหลักฐานการชำระเงินฉบับนี้พร้อมเอกสารการลงทะเบียนหุ้น ไปยัง บริษัทหลักทรัพย์ ทิสโก้ จำกัด

Please send this Bill Payment Form and Subscription Documents to TISCO Securities Co., Ltd.

ชื่อผู้ฝากเงิน/Deposit by _____ โทรศัพท์/Telephone _____

ส่วนที่ 1

สำหรับผู้ชำระเงิน / Client's copy

Bill Payment Form

บริษัท ยู ซีดี จำกัด (มหาชน)

วันที่/Date _____ สาขาผู้รับฝาก/Branch _____

ชื่อผู้ถือหุ้น/Name _____

Ref 1	9 9 9 9 9 9 9 9 9 9
เลขทะเบียนผู้ถือหุ้น / Shareholder's Register No.	
Ref 2	0 1 0 5 5 4 3 0 9 3 3 4 8
เลขบัตรประชาชน หรือ เลขที่หนังสือเดินทาง หรือเลขทะเบียนนิติบุคคล ID No. or Passport No. or Company Registration No.	

สำหรับเจ้าหน้าที่ธนาคาร/For bank officer

ผู้รับเงิน _____



บริษัทหลักทรัพย์ ทิสโก้ จำกัด

TISCO SECURITIES COMPANY LIMITED

48/8 อาคารทิสโก้ทาวเวอร์ ชั้น 4 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500
4th FL, TISCO Tower, 48/8 North Sathorn Road, Silom, Bangrak, Bangkok 10500



ธนาคารกสิกรไทย

Comp Code: 35549

เงินสด // Cash

เช็ค / Cheque

เช็คโปรดสั่งจ่ายในนาม "บริษัทหลักทรัพย์ ทิสโก้ จำกัด" เพื่อการลงทะเบียนหุ้น

Cheque : please made payable to "TISCO Securities Company Limited for Share Subscription"

หมายเลขเช็ค/Cheque No วันที่/Date ชื่อบริษัท/Company Name สาขา/Branch

จำนวนเงิน		บาท
Amount		Baht

จำนวนเงินเป็นตัวอักษร	
Amount in words	

ชื่อผู้ฝากเงิน/Deposit by _____ โทรศัพท์/Telephone _____

ส่วนที่ 2

สำหรับธนาคาร / Bank's copy

Bill Payment Form

บริษัท ยู ซีดี จำกัด (มหาชน)

วันที่/Date _____ สาขาผู้รับฝาก/Branch _____

ชื่อผู้ถือหุ้น/Name _____

Ref 1	9 9 9 9 9 9 9 9 9 9
เลขทะเบียนผู้ถือหุ้น / Shareholder's Register No.	
Ref 2	0 1 0 5 5 4 3 0 9 3 3 4 8
เลขบัตรประชาชน หรือ เลขที่หนังสือเดินทาง หรือเลขทะเบียนนิติบุคคล ID No. or Passport No. or Company Registration No.	

สำหรับเจ้าหน้าที่ธนาคาร/For bank officer

ผู้รับเงิน _____

สำหรับเจ้าหน้าที่ธนาคารโปรดทำรายการทันที