



CPL GROUP PUBLIC COMPANY LIMITED.

聯誠股份有限公司

ทะเบียนเลขที่ 0107537000289

700 MOO 6, SUKHUMVIT ROAD, TAMBOL BANGPOO MAI, AMPUR MUANG, SAMUTPRAKARN 10280 THAILAND .TEL:(662)7095633 FAX:(662)7096033,7096044

Website : www.cpl.co.th / Email : contact@cpl.co.th

(Translation)

10 January 2017

Subject Submission of copy of the Announcement of the Intention for Tender Offer of
C.P.L. Group Public Company Limited

Attention President
The Stock Exchange of Thailand

Enclosure A Copy of the Announcement of the Intention for Tender Offer of
C.P.L. Group Public Company Limited

C.P.L Group Public Company Limited ("CPL" or "the Business" or "the Company") would like to notify that the Company received a copy of of the Announcement of the Intention for Tender Offer from Wongcharoensin Group, which include (1) Charoensin Holding Company Limited (2) Charoensin Asset Company Limited (3) Mr.Vivat Wongcharoensin (4) Mr. Manoch Wongcharoensin (5) Mrs. Thidaporn Wongcharoensin (6) Miss Nutnapa Wongcharoensin (7) Mr. Natthakit Wongcharoensin (8) Mr. Rattanachai Wongcharoensin (9) Mrs. Usa Wongcharoensin (10) Mr.Puvasith Wongcharoensin (11) Mr. Wuttichai Wongcharoensin (12) Mr. Natthajak Wongcharoensin (13) Mr.Theerawat Wongcharoensin (14) Mr. Thavatchai Wongcharoensin (15) Mrs. Somsuk Wongcharoensin (16) Mr.Suwatchai Wongcharoensin (17) Miss Ratchanee Wongcharoensin (18) Mr. Kitichai Wongcharoensin (19) Mr.Veerachai Wongcharoensin (20) Mr.Napattavat Wongcharoensin (21) Mr. Manit Wongcharoensin (22) Mrs.Payao Wongcharoensin (23) Mr.Issara Wongcharoensin as the Intention Annoucer, with the following details

Announcer of Intention: Wongcharoensin Group, comprising

(1) Charoensin Holding Company Limited	(2) Charoensin Asset Company Limited
(3) Mr. Vivat Woncharoensin	(4) Mr. Manoch Wongcharoensin
(5) Mrs. Thidaporn Wongcharoensin	(6) Miss Nutnapa Wongcharoensin
(7) Mr. Natthakit Wongchaoroensin	(8) Mr. Rattanachai Wongcharoensin
(9) Mrs. Usa Wongcharoensin	(10) Mr. Puvasith Wongcharoensin
(11) Mr. Wuttichai Wongcharoensin	(12) Mr. Natthajak Wongcharoensin



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Website : www.cpl.co.th / Email : contact@cpl.co.th

- | | |
|------------------------------------|------------------------------------|
| (13) Mr. Theerawat Wongcharoensin | (14) Mr. Thavatchai Wongcharoensin |
| (15) Mrs. Somsuk Wongcharoensin | (16) Mr. Suwatchai Wongcharoensin |
| (17) Miss Ratchanee Wongcharoensin | (18) Mr. Kitichai Wongcharoensin |
| (19) Mr. Veerachai Wongcharoensin | (20) Mr. Napattavat Wongcharoensin |
| (21) Mr. Manit Wongcharoensin | (22) Mrs. Payao Wongcharoensin |
| (23) Mr. Issara Wongcharoensin | |

Expected Offering Price: 34.28 Baht per share

Expected Date for 11 January 2017

the Official Submission of

the Tender Offer:

Number of Offered Shares: 12,863,755 shares

Name of the Tender Offer Thanachart Securities Public Company Limited

Preparers:

For other significant information, please refer to the enclosure for further details.

Please be informed accordingly.

Yours sincerely,

Mr. Suwatchai Wongcharoensin
Director and Company Secretary

(Translation)

Form 247-3
(SorChor. 6/2546)

Announcement of Intention to Make a Tender Offer

1. Submission date: 11 January 2016

2. Name(s) of the person(s) announcing the intention to make the tender offer (specify all co-offerors):

- | | |
|--|--------------------------------------|
| (1) Charoensin Holding Company Limited | (2) Charoensin Asset Company Limited |
| (3) Mr. Manoch Wongcharoensin | (4) Mrs. Thidaporn Wongcharoensin |
| (5) Mr. Vivat Wongcharoensin | (6) Miss Nutnapa Wongcharoensin |
| (7) Mr. Natthakit Wongcharoensin | (8) Mr. Rattanachai Wongcharoensin |
| (9) Mrs. Usa Wongcharoensin | (10) Mr. Puvasith Wongcharoensin |
| (11) Mr. Wuttichai Wongcharoensin | (12) Mr. Natthajak Wongcharoensin |
| (13) Mr. Theerawat Wongcharoensin | (14) Mr. Thavatchai Wongcharoensin |
| (15) Mrs. Somsuk Wongcharoensin | (16) Mr. Suwatchai Wongcharoensin |
| (17) Miss Ratchanee Wongcharoensin | (18) Mr. Kitichai Wongcharoensin |
| (19) Mr. Veerachai Wongcharoensin | (20) Mr. Napattavat Wongcharoensin |
| (21) Mr. Manit Wongcharoensin | (22) Mrs. Payao Wongcharoensin |
| (23) Mr. Issara Wongcharoensin | |

Telephone No.: 02-259-2680-3

3. The tender offer is intended for an acquisition of the securities of: C.P.L. Group Public Company Limited ("CPL")

4. Details of the securities for which the tender offer is made:

- () For tender offer of all securities of the business
() For partial tender offer of the business under Chapter 5 of the SEC Notification No. KorChor. 53/2545.

Type	Issue	Number of offered shares (share/unit)	Percentage of securities to be offered in comparison with		Expected offering price per unit	Offering amount
			Total number of outstanding securities of that class/issue ¹	Total voting rights of the business		
Ordinary shares		12,863,755	48.73	48.73	34.28	440,969,521.40
Preferred shares						
Warrants						
Convertible debentures						
Other securities (if any)						
			Total	48.73		440,969,521.40

5. Securities held prior to making the tender offer and securities to be acquired under any other agreements. (As of the submission date of the announcement of intention)

¹ In case of shares, regardless of class or issue, the total number of outstanding securities = ordinary shares + preferred shares - shares repurchased by the business (Treasury shares) and are outstanding at the end of a month prior to the month in which the announcement of the intention to make a tender offer is submitted.

(Translation)

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5.1 Shares

Name	Class of shares	Number of shares	Percentage in comparison with the total number of outstanding shares of the business ²	Percentage in comparison with the total voting rights of the business
I. Person who makes the announcement				
1. Charoensin Holding Company Limited	Common shares	10,032,000	38.00	38.00
2. Charoensin Asset Company Limited	Common shares	-	-	-
3. Mr. Manoch Wongcharoensin	Common shares	1,013,220	3.84	3.84
4. Mrs. Thidaporn Wongcharoensin	Common shares	-	-	-
5. Mr. Vivat Wongcharoensin	Common shares	600,000	2.27	2.27
6. Miss Nutnapa Wongcharoensin	Common shares	-	-	-
7. Mr. Natthakit Wongcharoensin	Common shares	-	-	-
8. Mr. Rattanachai Wongcharoensin	Common shares	-	-	-
9. Mrs. Usa Wongcharoensin	Common shares	226,000	0.86	0.86
10. Mr. Puvasith Wongcharoensin	Common shares	-	-	-
11. Mr. Wuttichai Wongcharoensin	Common shares	100,000	0.38	0.38
12. Mr. Natthajak Wongcharoensin	Common shares	104,600	0.40	0.40
13. Mr. Theerawat Wongcharoensin	Common shares	100,000	0.38	0.38
14. Mr. Thavatchai Wongcharoensin	Common shares	78,000	0.30	0.30
15. Mrs. Somsuk Wongcharoensin	Common shares	77,500	0.29	0.29
16. Mr. Suwatchai Wongcharoensin	Common shares	124,500	0.47	0.47
17. Miss Ratchanee Wongcharoensin	Common shares	90,250	0.34	0.34
18. Mr. Kitichai Wongcharoensin	Common shares	91,000	0.34	0.34
19. Mr. Veerachai Wongcharoensin	Common shares	175,870	0.67	0.67
20. Mr. Napattavat Wongcharoensin	Common shares	-	-	-
21. Mr. Manit Wongcharoensin	Common shares	439,500	1.66	1.66
22. Mrs. Payao Wongcharoensin	Common shares	158,500	0.60	0.60
23. Mr. Issara Wongcharoensin	Common shares	125,300	0.47	0.47
II. Persons in the same group as the person who makes the announcement				
III. Related parties under Section 258 of the persons under I and II				
1. Miss Yuki Miyata	Common shares	-	-	-
2. Miss Vimolvadee Wongcharoensin	Common shares	-	-	-
IV. Other agreements to result in additional acquisition of shares by the persons under I to III (Tender Offeror will acquire additional common shares in the future under terms and conditions defined in Entire Business Transfer Agreement between CPL and Pangolin Safety Products Company Limited, which must be approved by the shareholder meeting of CPL)	Common shares	.	.	.
Total		13,536,240	51.27	51.27

5.2 Convertible Securities

-None-

² The total number of outstanding shares = ordinary shares + preferred shares - shares repurchased by the business and are outstanding at the end of a month prior to the month in which the announcement of intention to make a tender offer is submitted.

(Translation)

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6. Name of the tender offer preparer:

Name : Thanachart Securities Public Company Limited
Address : 444 MBK Tower 14th, 18th and 19th Floor, Phayathai Road, Wangmai, Pathumwan, Bangkok
10330
Telephone : 02-217-8888
Fax : 02-217-8501

7. Name(s) of other advisor(s) (if any):

-None-

8. Expected date for the official submission of the tender offer³: Within 11 January 2017

9. Essence of the contract/agreement/memorandum of understanding entered into by the person making the announcement of intention prior to making the announcement, for the purpose of substantial trading of securities of the business, regardless of whether or not such contract/agreement/memorandum of understanding is entered into for trading of securities in the tender offer.

9.1 Entire Business Transfer Agreement entered into between: C.P.L. Group Public Company Limited (“CPL”) as the transferee and Pangolin Safety Products Company Limited (“PSP”) as the transferor

9.2 Date of the agreement: Within January 2017

9.3 Relevant Securities

Class of securities	Issue	Number of securities shares/units	Percentage in comparison with the total number of outstanding securities of such class/issue ⁴	Percentage in comparison with the total voting rights of the business ⁵
Common shares	-	15,489,942	36.98 ^{/1}	36.98 ^{/1}
Total			36.98	36.98

Remark: ^{/1} Computed in comparison to the total number of outstanding securities of CPL and the total voting rights of the business after CPL receives the approval from the shareholder meeting to issue 15,489,942 common shares to PSP as a consideration of the receipt of the entire business transfer (equal to 36.98 percent in comparison to 41,889,937 shares which is the total number of outstanding shares and voting rights of the business at present (26,399,995 shares) combined with the number of newly-issued shares to PSP (15,489,942 shares))

9.4 Name of advisor in entering into the contract/agreement/memorandum of understanding (if any): Weerawong, Chinnavat & Peangpanor Ltd., a legal advisor in the entire business transfer of PSP

9.5 Conditions and effective term of the contract/agreement/memorandum of understanding and the responsibilities of the contractual parties:

³ Pursuant to Clause 15 of the SEC Notification No. KorChor. 53/2545, a tender offer (Form 247-4) shall be submitted to the SEC Office within seven business days from the submission date of the announcement of intention.

⁴ See Footnote 1.

⁵ Specify the number of voting rights only in cases where the relevant securities are shares.

(Translation)

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Entire Business Transfer Agreement :

1.	Parties	C.P.L. Group Public Company Limited (“CPL”) and Pangolin Safety Products Company Limited (“PSP”)
2	Date	Within January 2017
3	Business Transfer Detail	(1) CPL will receive the transfer of the entire business of PSP including all assets and liabilities of PSP, rights, responsibilities, obligations, and contractual obligation of which PSP has with other parties (“the receipt of the entire business transfer”). PSP will be dissolved after the business transfer such that the receipt of the entire business transfer is legible for tax exemption under tax laws. The value of the receipt of the entire business transfer is 531,000,000 baht. (2) CPL will issue a total of 15,489,942 new common shares, with 10.00 baht par value at price of 34.28 baht per share to PSP, as a consideration of the receipt of the entire business transfer instead of cash payment.
4	Conditions Precedent	The receipt of the entire business transfer is under the following conditions precedent: (1) The receipt of the entire business transfer, the increase of the registered capital and the private issuance and placement, as well any relating procedures must be approved by the shareholder meeting of CPL provided that the approval is rendered by not less than 3/4 votes of all shareholders who attend the meeting and have the right to vote excluding shareholders with conflict of interest. (2) The private placement of newly-issued shares must be approved by the Securities and Exchange Commission and the Stock Exchange of Thailand (3) There is no event, or change in laws and relating principles such that the receipt of the entire business transfer cannot be legally accomplished. There is no change in laws or principles relating to the entire business transfer which significantly affects tax benefits to the transferor and the transferee.

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Manit Wongcharoensin)

Director

(Signature) _____

(Mr. Vivat Wongcharoensin)

Director

Charoensin Holding Company Limited

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Manit Wongcharoensin)

Director

(Signature) _____

(Mr. Vivat Wongcharoensin)

Director

Charoensin Asset Company Limited

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Manoch Wongcharoensin)

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mrs. Thidaporn Wongcharoensin)

Announcer of Intention

(Translation)

-9-

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Vivat Wongcharoensin)

Announcer of Intention

(Translation)

-10-

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Miss Nutnapa Wongcharoensin)

Announcer of Intention

(Translation)

-11-

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Natthakit Wongcharoensin)

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Rattanachai Wongcharoensin)

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mrs. Usa Wongcharoensin)

Announcer of Intention

(Translation)

-14-

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Puvasith Wongcharoensin)

Announcer of Intention

(Translation)

-15-

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Wuttichai Wongcharoensin)

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Natthajak Wongcharoensin)

Announcer of Intention

(Translation)

-17-

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Theerawat Wongcharoensin)

Announcer of Intention

(Translation)

-18-

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Thavatchai Wongcharoensin)

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mrs. Somsuk Wongcharoensin)

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Suwatchai Wongcharoensin)

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Miss Ratchanee Wongcharoensin)

Announcer of Intention

(Translation)

-22-

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Kitichai Wongcharoensin)

Announcer of Intention

(Translation)

-23-

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Veerachai Wongcharoensin)

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Napattavat Wongcharoensin)

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Manit Wongcharoensin)

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mrs. Payao Wongcharoensin)

Announcer of Intention

(Translation)

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I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) _____

(Mr. Issara Wongcharoensin)

Announcer of Intention

(Translation)

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I have reviewed the information with due care and hereby certify that the person making the announcement of intention is truly capable of making the tender offer as announced to the public and has duly disclosed complete information.

Thanachart Securities Public Company Limited

(Signature)_____ (Signature)_____

(Miss Pimpaka Nichgaroon)

(Miss Suvabha Charoenying)

Managing Director

Director

Preparer of Tender Offer