



TRC-IR 034/2019

2 July 2019

Subject Notification of Entitlement to Subscribe to Newly Issued Ordinary Shares of TRC Construction Public Company Limited

To Shareholders of TRC Construction Public Company Limited

- Enclosure
1. Information Memorandum of the Allocation of Newly Issued Ordinary Shares
  2. Subscription Form for New Ordinary Shares
  3. Subscription Certification issued by Thailand Securities Depository Co., Ltd.
  4. Power of Attorney Form
  5. Inquiry for the Subscriber that Deposit their Securities Certificates in the Issuer Account Only and Entity Status Certification and Information Disclosure Consent Form under FATCA
  6. Bill Payment of TBANK
  7. Map of the Temporary Location for Subscription of New Ordinary Shares

Referring to the Extraordinary General Meeting of Shareholder No. 1/2019 of TRC Construction Public Company Limited (“the Company”) which was held on 21 June 2019 has passed a resolution to increase registered capital of the Company with the allotment of new ordinary share not exceeding 3,423,981,013 shares at par value of Baht 0.125 to Company’s existing shareholders proportionately to their shareholding (Right Offering) at the subscription ratio of 9 existing shares to 5 new ordinary shares (with any fraction of share thereof to be discarded). The offering price is Baht 0.125 per share. The Company has fixed the date on when the recorded shareholders are entitled to subscribe to the newly issued ordinary shares in proportion of their shareholding (Record Date) on 1 July 2019 and indicated the shares subscription period during 15 July and 17 – 22 July 2019 (5 Business Days).

In this regard, shareholders shall have the rights to subscribe to the newly issued ordinary shares in excess of their entitlement pursuant to the specified ratio above (Oversubscription) The oversubscribed shares shall be allotted to existing shareholders who subscribe for shares in excess of their entitlement only when there are remaining newly issued ordinary shares from the allotment to all existing shareholders who have subscribed for shares proportionately to their entitlement. The details of share issuance, allotment method, venue for subscription, subscription and payment procedure, refund of subscription payment, delivery methods of securities and the Company’s information are indicated in the Information Memorandum on the Allocation of Newly Issued Ordinary Shares of TRC Construction Public Company Limited (Enclosure No. 1).

In any event, the allotment of shares in excess of the entitlement shall not cause any existing shareholder who subscribes for shares in excess of his/her entitlement to hold shares in the Company in an amount that reaches or



crosses the Tender Offer threshold prescribed under the Notification of the Capital Market Supervisory Board No. Tor Chor. 12/2011 Re: Criteria, Conditions, and Methods of Takeover, or in a manner which would result in a breach in the foreign shareholding limit of 49 percent of the total issued shares of the Company as prescribed in the Company's Articles of Association (as amended), which currently allows foreigners to hold shares of the Company for not exceeding 49 percent of the total issued shares of the Company.

The Company, therefore, would like to notify the shareholdings of your entitlement to subscribe to the newly issued ordinary shares of the Company in the number as specified in the Certificate of Subscription Entitlement for Newly Issued Ordinary Shares issued by Thailand Securities Depository Company Limited (Enclosure No. 3) The details of the allotment is shown in the Information Memorandum on the Allocation of Newly Issued Ordinary Shares of TRC Construction Public Company Limited (Enclosure No. 1).

Please be informed accordingly,

Yours sincerely,

(Mr. Pasit Leesakul)

Director and Chief Executive Officer