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Ref. No. U.SET 004/2021

March 10, 2021

Subject: Notification on the Place, Schedule and Method for the Exercise of Right to Purchase Ordinary Shares of U City Public Company Limited under the Warrants U-W4 (**The 9th Exercise**)

To: The President
The Stock Exchange of Thailand

U City Public Company Limited (the “**Company**”) has issued and allocated the Warrants to Purchase the Newly Issued Ordinary Shares of the Company No. 4 (U-W4) (the “**Warrants**”) amounted to 141,895,485,954 units to its existing shareholders on pro rata basis on March 16, 2018. The warrant holders can exercise their rights to purchase the Company’s newly issued ordinary shares on the last business day of every quarter (i.e. on the last business day of March, June, September and December) of each year after one year from the issuance date (“**Exercise Date**”). The first Exercise Date shall be on March 29, 2019 and the last Exercise Date shall be the date of which the Warrants was issued for 5 years from the issuance date, which is on March 15, 2023. In the event that the last Exercise Date is not a business day, the last Exercise Date shall be postponed to the next business day.

Thus, the balance of the Warrants (U-W4) is 141,895,485,954 units and the balance of the ordinary shares reserved to accommodate the exercise of Warrants (U-W4) is 1,418,954,860 units.

In this respect, the Company then would like to inform the details regarding the place, schedule and method for the exercise of right to purchase ordinary shares of the Company for **The 9th Exercise of the Warrants** as follows:

- 1. Period for the Notification of the Intention to Exercise His/Her Rights**
During March 24 – 26 and 29 – 30, 2021, between 9:00 a.m. and 3:30 p.m.
- 2. Exercise Date**
March 31, 2021
- 3. Exercise Ratio and Exercise Price**
1 unit of Warrant shall be entitled to purchase 0.012 newly issued ordinary share at the price of Baht 5.067 per share (The exercise of the Warrants needs to purchase at least one ordinary share of the Company. Moreover, if the above exercise of right to purchase ordinary shares result in a share price with decimal points, such share price shall be rounded to two decimal places, in case that the number in the third decimal place equals to five or larger, such number shall be rounded up and the number lower than five shall be disregarded).
- 4. Agent Receiving Exercise Intention**
TISCO Securities Company Limited
- 5. Place to Exercise the Warrants**
Back Office Department,
4th floor TISCO Tower 48/8 North Sathorn Road, Silom, Bangrak, Bangkok 10500
Tel: 02-633-6441-5
Fax: 02-633-6690
- 6. Documents for the Notification of the Intention to Exercise the Rights to Purchase Newly Issued Ordinary Shares of the Company**
The warrant holder who wishes to exercise the right to purchase the newly issued ordinary shares of the Company pursuant to the Warrants shall comply with the terms and methods as follows:



1. The correct, clear and completed notification form of intention to exercise the Warrants duly signed by the warrant holders. The warrant holders may download the notification form of intention to exercise the Warrants from the Company's website (www.ucity.co.th) or obtain at the place to exercise the Warrants.
2. The warrant certificate, signed the warrant holder's signature on the back of the certificate, or the warrants substitute, as determined by the Stock Exchange of Thailand, in a correspondent number as specified in the notification form of intention to exercise the Warrants.
3. The payment evidence according to the amount specified in the notification form of intention to exercise the Warrants, which the warrant holders can make a payment with any one of the following methods:
 - 3.1 Cheque, cashier cheque or draft which payment can be collected in Bangkok within 1 business day (dated must not be later than March 29, 2021) and is crossed, and made payable to **"TISCO Securities Company Limited for Exercise of U-W4"**. The related documents to notify intention to exercise the Warrants from the Company must be submitted at the place to exercise the Warrants within March 29, 2021, 3:30 p.m., or;
 - 3.2 Money transfer to the account name **"TISCO Securities Company Limited for Exercise of U-W4"**, TISCO Bank Public Company Limited, Head Office, current account no. 0001-114-005066-5 during March 24-30, 2021. A copy of deposit receipt must be submitted as evidence and the related documents to notify intention to exercise the Warrants from the Company must be submitted at the place to exercise the Warrants within March 30, 2021 3:30 p.m.

The payment proceed under Clause 3.1-3.2 has to be net of any bank fees, stamp duty, or any taxes (if any). In addition, the agent receiving exercise intention will neither accept the notification of the intention to exercise the rights to purchase newly issued ordinary shares of the Company by postal service nor the payment by cash.

In this respect, the exercise of rights to purchase the newly issued ordinary shares shall be considered complete only when the agent receiving exercise intention has successfully collected the payment of such exercise price. If the agent receiving exercise intention could not collect such payment in whatsoever case that is not due to the fault of the Company and/or agent receiving exercise intention, it will be deemed by the Company and/or agent receiving exercise intention that such warrant holder intends to cancel his/her respective intention to exercise the rights to purchase the newly issued ordinary shares.

4. Supplemental documents required for the exercise of the Warrants.
 - 4.1 Thai individuals: A certified true copy of a valid identification card or governmental officer identification card/state enterprise officer identification card together with a certified true copy of the house 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, the copy of any document issued by the governmental authority e.g. marriage certificate, divorce certificate, certificate of name/surname change, etc. must be attached).
 - 4.2 Non-Thai individuals: A certified true copy of a valid foreigner certificate or passport
 - 4.3 Thai legal entities:
 - (1) A certified true copy of the affidavit issued by Ministry of Commerce for a period of no longer than 6 months prior to the exercise date, duly signed by the authorized person(s) and affix with the seal of such legal entity (if any); and
 - (2) A certified true copy of the documents specified in Clause 4.1 or 4.2 (as the case may be) of the authorized person(s) who certifies true copy of the documents under Clause (1) above.



4.4 Non-Thai legal entities:

- (1) A certified true copy of the certificate of incorporation and/or affidavit of such legal entity, duly signed by authorized person(s) of such legal entity and affix with the seal of such legal entity (if any); and
- (2) A certified true copy of a valid passport of the authorized person(s) who certifies the documents under Clause (1) above.

A copy of the supplemental documents of the non-Thai legal entities as specified above require a notarization by a notary public no longer than 6 months prior to the exercise date.

For further details regarding the terms and conditions as mentioned above, please find the Terms and Conditions Governing the Rights and Obligations of the Warrant Issuer and the Warrant Holders to Purchase Newly Issued Ordinary Shares of U City Public Company Limited No.4 (U-W4), which can be downloaded from the Company's website (www.ucity.co.th).

Please be informed accordingly.

Sincerely yours,

U City Public Company Limited

(Ms. Soraya Satiangoset)
Director