

TWZ002/2023

January 3, 2023

Subject : Notification of The second Exercise of the Warrant to Purchase Ordinary Shares of TWZ Corporation Public Company Limited No.7 (TWZ-W7).

To : Secretary,
Securities and Exchange Commission, Thailand

As TWZ Corporation Public Company Limited (the “Company”) has issued Warrants to Purchase Ordinary Shares of TWZ Corporation Public Company Limited No. 7 (TWZ-W7) in the amount not exceeding 3,300,000,000 units allocated to the existing shareholders who subscribe for the convertible debentures of the Company no 1/2564 in proportion to their respective shareholdings (Right Offering) and allocate to the existing shareholders of the Company who subscribe for the newly issued ordinary shares in proportion to their subscription.(without value) at the ratio of 1 unit of convertible bonds per 10,000 unit of warrant No. 7 (TWZ-W7). The first Exercise Date on July 18, 2022, The second time on January 18, 2023, The Third time on July 18, 2023 and the last exercise date January 18, 2024 will be on the date the warrants are expired. 2 years, which corresponds to January 18, 2024. By Exercising The First Exercise of the Warrant to Purchase Ordinary Shares of TWZ Corporation Public Company Limited No.7 (TWZ-W7). on July 18, 2022, The warrant holders haven't exercised their rights to subscribe for the newly issued shares.

The Company would like to inform details regarding the exercise of TWZ-W7 The second Exercise Date on January 18, 2023 as follows:

1. Exercise Ratio and Exercise Price

1 unit of warrant per 1 new ordinary share

The exercise price of the warrants will be 0.10 Baht per share

2. Period for the Notification of Intention to Exercise the Warrants

January 11, 2023 – January 17, 2023 (Business days only) During 9.00 a.m. to 3.00 p.m

3. Place to Exercise the Warrants

TWZ Corporation Public Company Limited

269 Ratchadaphisek Road Ratchadaphisek Subdistrict, Din Daeng District, Bangkok 10400

Phone : 0-2275-9789

Fax : 0-2278-9898

Website : www.twz.co.th

4. Exercise Procedure

All Warrant Holders (including all those who hold warrants in the script system and also in the scripless system), who wish to exercise their warrants, shall comply with the conditions regarding the Warrant's Exercise notice, take necessary actions and submit the required documents within the relevant Notification Period, detailed as follows:

(4.1) The form indicating the intention to exercise the rights to purchase ordinary shares that has been filled in correctly, clearly and completely in all transactions ready to be signed by the warrant holder or if the warrant holder is a juristic person, it must be signed by the authorized signatory of that juristic person with the corporate seal (if any).

The Warrant Holders can obtain the exercise notification form at the contact address or download the exercise notification form from the Company's website www.twz.co.th during the Notification Period.

(4.2) Warrants or warrants substitutes stating that the holder is entitled to the warrants in the amount specified in the form of intent to exercise the rights to purchase ordinary shares and the power of attorney for others to receive the new warrants for the warrants that have not been exercised (if any) (for the warrant holders who have partially exercised the warrants).

(4.3) Evidence for the exercise of rights

(A) Thai nationality

A copy of a valid ID card with certified true copy

(B) Non-Thai nationality

A copy of passport which is not expired with certified true copy

(C) Domestic juristic person

A copy of company certificate issued by the Ministry of Commerce issued no more than 3 months prior to the exercise date with certified true copy and documentary evidence of the authorized person under (A) or (B) certified true copy (except in the case where the TSD or the securities depositor company is the transferor/transferee No need to submit such evidence).

(D) Foreign juristic person

A copy of the Company incorporation certificate Memorandum of Association, Articles of Association and certificate issued no more than 6 months prior to the exercise date which is certified by Notary Public with certified true copy and documentary evidence of the authorized person under (A) or (B) certified true copy.

(4.4) Paying the amount of the exercise specified in the form of intent to purchase the ordinary shares within the specified period, not exceeding the exercise date by one of the following methods

(A) Transfer money to a deposit

Account named "TWZ CORPORATION PUB. CO.,LTD. TO SUBSCRIBE FOR SECURITIES"

Bank of Krungsri, Ratchadaphisek Road (Olympia Thai Tower)

Type of current account

Account number 284-0-02185-6

(Attaching evidence of money transfer within each exercise date)

- (B) Payment by cash, cheque, cashier's cheque, bank draft, bill of exchange or bank order The check must be dated 2 days prior to the exercise date and can be collected in Bangkok. within each exercise date by crossing the order payable to "TWZ CORPORATION PUB. CO.,LTD. TO SUBSCRIBE FOR SECURITIES". If you can't charge for any reason that are not caused by the company It shall be deemed that the warrant holder intends to cancel the exercise of such right. And the company agrees to be considered a termination of the request to exercise the right at that time However, this does not deprive the warrant holders of their rights to exercise their rights to purchase ordinary shares in the next time. except for the cancellation of the last exercise of rights, it shall be deemed that the right to purchase the ordinary shares under such warrants shall no longer be exercised.

Notes: Warrant holders who wish to exercise their rights to purchase ordinary shares will be responsible for all tax and/or stamp duty expenses (if any) in accordance with the provisions of the Revenue Code governing stamp duty category or regulations or other relevant laws or enforcing the exercise of rights to purchase ordinary shares under the warrants (if any).

- (4.5) The number of units of the warrants to be exercised under any circumstances shall not be less than 100 ordinary shares and must be integers only. However, in the event that the warrant holders have the right to purchase shares less than 100ordinary shares, they must exercise the right to purchase the entire number of ordinary shares at one time. The exercise ratio is equal to one warrant per one ordinary share. unless there is an adjustment in the exercise ratio as stipulated in Article 4.
- (4.6) Number of ordinary shares to be issued upon the exercise of rights will be calculated by taking the amount of the exercise which the warrant holder has paid as mentioned above divided by the exercise price at the time the warrant was exercised. The Company will issue ordinary shares in an integer number not exceeding the number of warrant units multiplied by the exercise ratio. If the exercise price and/or the exercise ratio has been adjusted resulting in the remainder of the calculation The Company will not take such fractions into the calculation and will pay the remaining balance from the exercise of the warrants back to the Warrant Holders by registered mail within 14 days from the date of each exercise without interest.

In this regard, if the Company has delivered a check for refunding the remainder from the exercise of the Warrants by sending it via registered mail to the address specified in the Exercise Intention Form It is deemed that the warrant holder has duly received the refund. And the warrant holders have no right to claim any interest or damages anymore.

- (4.7) If the Company receives evidence of warrants that do not complete the amount specified in the form of intent to exercise the rights to purchase ordinary shares or the Company can verify that the information that the warrant holders fills in the Exercise Intention Form is incomplete or incorrect or incomplete stamp duty according to regulations or laws, warrant holders must make amendments to comply with the conditions prior to the exercise date. Otherwise, the Company will consider that the notification of intent to exercise the right is terminated without the exercise of the right and the Company will return the warrants to the warrant holders within 14 days from the exercise date without interest under any circumstances.

In the event that the Warrant Holder does not pay for the exercise in full, the Company reserves the right to take any of the following actions as the Company deems appropriate

- (4.7.1) It is deemed that the notification of intent to exercise the right is terminated without the exercise of the right; or
- (4.7.2) It is deemed that the number of ordinary shares subscribed is equal to the amount that will be received according to the exercise amount, which the Company was actually paid according to the exercise price at that time; or
- (4.7.3) Make the warrant holders an additional payment according to the amount you wish to complete the exercise within the period of notification of the intention to exercise the right at that time. If the Company does not receive the full amount of the exercise within the said period, the Company will consider that the notification of intent to exercise the right is terminated without the exercise of the right.

In the case of the last exercise, the Company shall proceed in accordance with (4.7.2) only.

In the event of (4.7.1) and (4.7.3), the Company will refund the money received and warrants or warrant substitutes, which the Company assumes that such right is not exercised to the warrant holders via registered mail within 14 days from the exercise date without interest in any case. In this regard, the warrants or substitutes for warrants that have not been exercised are still valid until the last exercise date; or

In the case of (4.7.2), the Company will deliver warrants or warrant substitutes together with the remaining money (if any) in the event that the Company deems that only part of the warrants has been exercised, will be returned to the warrant holders via registered mail within 14 days from the exercise date without interest under any circumstances. However, the warrant certificate or warrant substitute that has not yet been exercised shall be valid until the last exercise date.

Please be informed accordingly.

Yours Faithfully,

(Mr. Teerayot Suthisamdaeng)

Managing Director (Acting)