

**TOTAL ACCESS COMMUNICATION PUBLIC COMPANY LIMITED**

(Incorporated in the Kingdom of Thailand)

(Company Registration No.: 0107538000037)

**VOLUNTARY DELISTING OF TOTAL ACCESS COMMUNICATION PUBLIC COMPANY LIMITED  
FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED**

**1. INTRODUCTION**

The Board of Directors (the “**Board**”) of Total Access Communication Public Company Limited (the “**Company**”) wishes to announce that it intends to voluntarily delist the Company (the “**Delisting**”) from the Mainboard of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

**2. RATIONALE FOR THE DELISTING**

**2.1 Trading Volume on the SGX-ST.** The trading volume of the shares of the Company (“**Shares**”) on the SGX-ST is relatively low compared to that on the Stock Exchange of Thailand (the “**SET**”) and there is a limited number of shareholders of the Company (the “**Shareholders**”) who hold Shares with The Central Depository (Pte) Limited (“**CDP**”, and such Shareholders being the “**CDP Depositors**”).

**2.2 No Fundraising Activities Contemplated.** The Company has not, and does not intend to, raise capital through the issuance of new Shares on the SGX-ST. The Company intends to carry out its future fundraising activities, if any, on the SET.

**2.3 Compliance Costs.** While the Company is primarily required to comply with the listing rules of the SET (the “**SET Listing Rules**”) following the change of the Company’s listing status on the Mainboard of the SGX-ST from that of a primary listing to one of a secondary listing (the “**Change of Listing Status**”), it is still required to comply with the obligations set out in **paragraph 3.2** below (including such other listing requirements that the SGX-ST may impose from time to time). The Delisting will allow the Company to streamline its compliance obligations, reduce its legal and compliance costs and re-direct the cost savings into the business operations of the Company.

**3. LISTING MANUAL PROVISIONS PERTAINING TO THE DELISTING**

**3.1 Change of Listing Status.** At the annual general meeting of the Company held on 21 April 2011 (the “**2011 AGM**”), the Shareholders had approved the Change of Listing Status.

**3.2 Compliance with Listing Manual.** As set out in the letter to the Shareholders dated 25 March 2011, which was appended to the notice for the 2011 AGM, upon the Change of Listing Status taking effect, the Company is no longer required to comply with the listing manual of the SGX-ST (the “**Listing Manual**”) and would only be required to comply with the SET Listing Rules, except that:

**3.2.1** all information and documents in English will be released to the SGX-ST via SGXNET at the same time as they are released to the SET;

- 3.2.2 the Company would need to comply with the SGX-ST's listing requirements (where applicable) and such requirements that the SGX-ST may impose from time to time; and
- 3.2.3 in the event that the Company is delisted after the expiry of three years from the date of the Change of Listing Status (the "**Relevant Period**"), the delisting would be carried out only in accordance with the applicable Thai laws and the SET Listing Rules.

Given that the Delisting will take place after the expiry of the Relevant Period, the delisting requirements in the Listing Manual would not apply. Accordingly, the Delisting will not be subject to the approval of the Shareholders, and no exit alternative will be offered to the Shareholders in connection with the Delisting.

**3.3 Compliance with SET Listing Rules.** Under the applicable Thai laws and the SET Listing Rules which are currently in effect, if the Company is to delist from the SET (which is not the case here), an exit offer in cash to minority Shareholders is required, except in certain circumstances concerning shareholding structures which consideration other than cash may be permitted or which approval from the Securities and Exchange Commission, Thailand is granted. Under the Delisting, the Company is only seeking to give up its secondary listing status on the SGX-ST. Accordingly, there are no specific requirements under Thai laws or the SET Listing Rules which the Company is required to comply with in such a situation.

**3.4 SGX-ST Rulings.** An application was made by the Company to the SGX-ST to seek its approval for the Delisting. On 10 June 2014, the SGX-ST confirmed that it has no objection to the Delisting, subject to the following:

- "i. An announcement of the Proposed Delisting to be disseminated via SGXNet promptly;*
- ii. Notice to shareholders ("Notice") to be sent and mailed to shareholders at least 3 months before the Delisting date; and*
- iii. Clear disclosure in the Notice on the actions required by shareholders including any costs to be incurred by them for the transition. In this respect, we note the Company's representation that it will bear the transfer fees with respect to the share transfer process from Central Depository (Pte) Limited to the Thailand Securities Depository Co., Ltd. ("TSD") for shareholders who effect the share transfer before the delisting date. The Company should also mention that CDP depositors who do not take any action prior to the delisting date will have to make their own arrangements to lodge their Shares with TSD if they wish to sell or trade in their Shares on the SET."*

The confirmation by the SGX-ST that it has no objection to the Delisting is not an indication of the merits of the Delisting or the Company and/or its subsidiaries.

## **4. IMPLICATIONS OF THE DELISTING FOR SHAREHOLDERS**

**4.1 Trading.** The Delisting will result in the Shares being removed from the Mainboard of the SGX-ST. However, the Shareholders may continue to trade their Shares on the SET as the Company will remain listed on the SET. The Shareholders' voting rights and entitlement to dividends will also not be affected by the Delisting.

**4.2 CDP Depositors.** CDP Depositors who wish to trade their Shares on the SET may transfer their Shares from CDP to Thailand Securities Depository Co., Ltd. ("**TSD**") from the date of this Announcement to no later than 10 a.m. (Singapore time) on 22 September 2014<sup>1</sup>, being the last day for CDP Depositors to submit the Transfer Request (as defined below) to CDP (the "**Share Transfer Period**").

**4.3 Share Transfer Process.** In order to transfer Shares from CDP to TSD (and subsequently trade such Shares on the SET), a CDP Depositor must submit a transfer request (the "**Transfer Request**") directly to CDP or through its Singapore depository agent, and instruct (i) a broker from a member firm of the SET duly authorised to buy or sell stocks listed on the SET (a "**Thailand Broker**") or (ii) a broker duly licensed in Singapore and who is able to trade Shares on, or offer a trading facility for, the SET (through a Thailand Broker) (each of (i) and (ii), a "**Relevant Broker**") to receive the relevant Shares from CDP (the "**Share Transfer Process**"). Accordingly, a CDP Depositor will also need to have a trading account with the Relevant Broker.

To assist CDP Depositors who currently do not have a trading account with a Relevant Broker, and who may be unsure as to how to open a trading account which will allow them to carry out the Share Transfer Process, the Company has arranged for the services of CIMB Securities (Singapore) Pte. Ltd. ("**CIMB Securities**") to be made available to CDP Depositors. For information on opening a trading account with CIMB Securities to trade Shares on the SET, please contact CIMB Securities using the contact details set out at **paragraph 7** below.

Please note that CIMB Securities is not able to assist CDP Depositors with opening a trading account if (i) they are citizens or residents of the United States of America and/or (ii) the Transfer Request involves a change in the beneficial ownership of the Shares.

Further details on the Share Transfer Process including a copy of the Transfer Request will be set out in a letter to be despatched to each CDP Depositor (the "**Letter to CDP Depositors**").

**4.4 Costs.** At present, a CDP Depositor who wishes to transfer his Shares from CDP to TSD is liable to pay a transfer fee (the "**Transfer Fee**") of approximately S\$53.50 (inclusive of GST) to CDP for each transfer request. To further facilitate the Share Transfer Process, the Company will bear the Transfer Fee in respect of all CDP Depositors who undertake the Share Transfer Process during the Share Transfer Period. In this regard and pursuant to an arrangement between the Company and CDP, CDP Depositors who undertake the Share Transfer Process during the Share Transfer Period will not be required to pay the Transfer Fee to CDP.

**4.5 CDP Depositors Who Do Not Take Any Action.** CDP Depositors who do not take any action following their receipt of the Letter to CDP Depositors, and who have Shares held with CDP as at the date of the Delisting, will have their Shares withdrawn from CDP. Physical share certificates representing the relevant Shares will be despatched to these CDP Depositors based on their addresses reflected in the depository register of CDP, and the names of these CDP Depositors will be entered into the Company's share register as the respective holders of the relevant Shares. These CDP Depositors will have to make their own arrangements to lodge their Shares with TSD if they wish to sell or trade in their Shares on the SET.

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<sup>1</sup> Based on the indicative delisting timetable set out at **paragraph 6** below, which may be subject to change.

CDP Depositors who are entitled to, but have not received, the physical share certificates within two weeks from the date of Delisting should contact the Corporate Secretary Department, Legal Division of the Company at Tel: +66 2 202 8106 or [CompanySecretary@dtac.co.th](mailto:CompanySecretary@dtac.co.th).

## 5. LETTER TO CDP DEPOSITORS

The Company will despatch the Letter to CDP Depositors on or about 16 June 2014. In the meantime, CDP Depositors are advised to exercise caution when dealing in their Shares and refrain from taking any action in relation to their Shares which may be prejudicial to their interests.

## 6. INDICATIVE DELISTING TIMETABLE

|                                                                                            |                                                                  |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| Despatch of Letter to CDP Depositors                                                       | : 16 June 2014                                                   |
| Last day for CDP Depositors to open a trading account with CIMB Securities (if applicable) | : 1 September 2014                                               |
| Last day of trading in Shares on the SGX-ST                                                | : 16 September 2014                                              |
| Commencement of suspension of trading of Shares from SGX-ST                                | With effect from 9.00 a.m. (Singapore time) on 17 September 2014 |
| Last day for CDP Depositors to submit the Transfer Request to CDP                          | : No later than 10 a.m. (Singapore time) on 22 September 2014    |
| Delisting from SGX-ST                                                                      | : 29 September 2014                                              |

The above timetable is indicative only and may be subject to change. The Company will update the Shareholders accordingly by way of subsequent announcement(s).

## 7. FURTHER INFORMATION

The Shareholders who have any enquiries in relation to the opening of a trading account with CIMB Securities to trade Shares on the SET may contact CIMB Securities' Call Centre:

Singapore Toll-Free Access Number: 1800 538 9889  
Singapore Access Number (if calling from Overseas): +65 6538 9889  
Monday to Friday  
From 8.00 a.m. to 6.00 p.m. (Singapore time)  
Email: [clientservices.sg@cimb.com](mailto:clientservices.sg@cimb.com)

10 June 2014

By order of the Board

**Total Access Communication Public Company Limited**

Mr Boonchai Bencharongkul  
Chairman of the Board