



บริษัท เชอร์วู้ด เคมิคอล จำกัด (มหาชน)
SHERWOOD CHEMICALS Public Company Limited
1061-9 ถนนศรีนครินทร์ แขวงสวนหลวง เขตสวนหลวง กรุงเทพฯ 10250
1061-9 Srinakarin Road, Suanluang, Suanluang, Bangkok 10250
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โดยสำนักงานคณะกรรมการอาหารและยา

No. 10/2560

July 17, 2017

Subject: Additional Information Regarding the Intention to Make the Tender Offer of Major Shareholder
of Sherwood Chemicals Public Company Limited

To: President
The Stock Exchange of Thailand

As Sherwood Chemicals Public Company (the "Company") has notified that the Company had received the Announcement of Intention to Make the Tender Offer (Form 247-3) from TOA Venture Holding Company Limited who is the major shareholder holding 36% of total share, the Company would like to clarify more information that TOA Venture Holding Company Limited entered into an agreement to purchase 43,394,900 shares of the Company, representing 28.93% of the total number of issued and paid-up shares of the Company on July 14, 2017, from a group of 12 sellers including Mr. Patana Sukontarug (Seller Group), having Mr. Patana Sukontarug as the sellers' representative as follows:

Name of Shareholders	No. of Shares to Be Sold and Purchased
1. Mr. Tawat Ungsuprasert	21,089,000
2. Mr. Patana Sukontarug	670,000
3. Miss Metanee Sukontarug	1,496,600
4. Miss Erisa Yutithamdarnong	1,000,000
5. Mr. Veera Chinkanokrat	4,050,000
6. Mrs. Jongjit Chinkanokrat	3,600,000
7. Miss Mai Chinkanokrat	3,100,000
8. Mrs. Vanida Tanticharoenkiat	2,765,000
9. Mrs. Oraphan Chu-klin	900,000
10. Mr. Napat Tanticharoenkiat	550,000
11. Mrs. Wanna Sirojanakul	1,004,300
12. Miss Vannee Chirathawatchai	3,170,000
Total	43,394,900



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The sellers will sell shares in the amount stated above under the Tender Offer period from July 25, 2017 to August 30, 2017 at the offering price of Baht 13.25 per share.

However, the Offeror will launch a Tender Offer for all securities of the Company subject to a condition that the number of shares tendered by the Offerees must not be less than 28.93% of the total issued and paid-up ordinary shares of the Company (including shares from the above agreement and from other shareholders). The Offeror may cancel the Tender Offer if the number of ordinary shares tendered by the Offerees under this Tender Offer is less than 28.93% of the total issued and paid-up ordinary shares of the Company or the sellers under the share sell and purchase agreement do not offer to sell 43,394,900 ordinary shares through the Tender Offer to the Offeror.

At the same time, upon share transfer to the Offeror, Mr. Patana Sukontarug, Mr. Tawat Ungsuprasert, Mr. Veera Chinkanokrat and Mrs. Vanida Tanticharenkiat will enter into an agreement on non-competition with the Company to prohibit the operation of any business in a manner that will be in competition with that of the Company, and will proceed to prohibit the related persons of the sellers from operating business that will compete with that of the Company since those persons were Directors and/or Executives of the Company. These also include the related persons of Directors and/or Executives of the Company.

Shareholder structure of the Company before and after the agreement to purchase shares mentioned above is as follows:

No.	Name	Before agreement to purchase share ³		Before agreement to purchase share ³	
		No. of Shares	% of Total Share	No. of Shares	% of Total Share
1	TOA Venture Holding Company Limited	53,997,600	36.00%	97,392,500*	64.93%*
2	Group of 12 Sellers	43,394,900	28.93%	0	0.00%
3	Ms. Palita Kusakun	8,000,000	5.33%	8,000,000	5.33%
4	Mr. Nipon Kamolsuwan	4,756,500	3.17%	4,756,500	3.17%
5	Mr. Bunwan Worathamthongdee	3,924,200	2.62%	3,924,200	2.62%
6	Ms. Yaowaluck Autiskul	3,500,000	2.33%	3,500,000	2.33%
7	Mr. Narin Trisukosol	3,000,000	2.00%	3,000,000	2.00%
8	Mr. Sumet Jenkunprasert	2,700,100	1.80%	2,700,100	1.80%
9	Mr. Paisan Pisuwatcharakun	2,500,000	1.67%	2,500,000	1.67%
10	Lifeserver International Company Limited	1,500,000	1.00%	1,500,000	1.00%
11	Other Shareholders	22,726,700	15.15%	22,726,700	15.15%
	Total	150,000,000	100.00%	150,000,000	100.00%



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Remark

¹ TOA Venture Holding Co., Ltd. held by TOA Group Holding Co., Ltd.100% which shareholders include 1) Mr. Prachak Tangkaravakoon, holding a stake of 20% of the total issued and paid-up shares of TOA Group Holding Co., Ltd.; 2) Mrs. La-or Tangkaravakoon, 20%; 3) Mr. Jatuphat Tangkaravakoon, 15%; 4) Mr. Nattavuth Tangkaravakoon, 15%; 5) Mrs. Bustree Wanglee, 15%; and 6) Mr. Vonnarat Tangkaravakoon, 15%.

² Excluding shares from other shareholders.

³ Item 1 – 2 as of July 14, 2017.

³ Item 3 – 11 as of May 12, 2017.

Please be informed accordingly,

Yours sincerely,

Thakerngbol Laobisuddhi

Authorised Signature