



บริษัท บางจากปิโตรเลียม จำกัด (มหาชน)

สำนักงานใหญ่ : ชั้น 10 อาคาร A ศูนย์เอนเนอร์ยีคอมเพล็กซ์
555/1 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900
Head Office : The Bangchak Petroleum Public Company Limited
10th Fl., Building A Energy Complex, 555/1 Vibhavadi Rangsit Rd.,
Chatuchak, Bangkok 10900 Thailand
Tel : 66 (0) 2140 8999 Fax : 66 (0) 2140 8900

โรงงาน : 210 หมู่ 1 ซอยสุขุมวิท 64 ถนนสุขุมวิท ทะเบียนเลขที่ 0107536000269
แขวงบางจาก เขตพระโขนง กรุงเทพฯ 10260
www.bangchak.co.th
Refinery : The Bangchak Petroleum Public Company Limited
210 Moo 1 Soi Sukhumvit 64 Sukhumvit Rd., Bangchak,
Phraakanong, Bangkok 10260 Thailand
Tel : 66 (0) 2335 4999 Fax : 66 (0) 2335 4009

No. 10000/103/2014

September 1, 2014

Subject : Notification of intention to change of material condition in making a tender offer by the subsidiary to purchase shares from all the remaining Nido shareholders at the same price (off-market takeover)

Attention : President of the Stock Exchange of Thailand

The Bangchak Petroleum Public Company Limited (the "**Company**") disclosed on August 4, 2014 on the Stock Exchange of Thailand the tender offer by BCP Energy International Pte. Ltd. ("**BCP Energy**"), a subsidiary of the Company, to purchase all of the outstanding shares that it does not hold in Nido Petroleum Limited ("**Nido**") at the same price (off-market takeover).

The Company would like to give further notice that it is in accordance with a deed ("**Bid Implementation Deed**") to make a Nido recommended tender offer ("**Offer**") to purchase all the outstanding shares that it does not hold in Nido at the same price as the Share Sale Agreement via an off-market takeover. The initial Offer period is one month, unless extended ("**Offer Period**") for total consideration of not more than AUD\$ 98.2 million (exchange rate AUD\$ 1 equivalent to approximately Baht 30), such total consideration does not include fees, taxes and transaction expenses. The Offer is subject to conditions in the Bid Implementation Deed including:

- 1) BCP Energy acquiring a relevant interest in at least 90% of Nido shares;
- 2) approval of the Offer from the Foreign Investment Review Board;
- 3) no material adverse change occurring in relation to Nido before the end of the Offer Period;
- 4) no prescribed occurrences occurring before the end of the Offer Period; and
- 5) cancellation of the Nido Right to Ordinary Shares for nil consideration before the end of the Offer Period.

The Company would like to give further notice that, on August 26, 2014, the Foreign Investment Review Board has granted the approval under the condition in item 2 above. BCP Energy intends to declare the Offer free of all remaining conditions upon BCP Energy achieving a Relevant Interest in 50.1% of Nido shares

Moreover, the transaction is not a connected transaction and the transaction size does not require disclosure under the rules, procedures and disclosure of information concerning the acquisition and disposition of assets of listed companies, but this report is in accordance with the disclosure of acquisition or disposition of an investment in another company which results in that other company becoming, or ceasing to be, a subsidiary of the listed company or its subsidiary.



Please be informed accordingly.

Yours sincerely,
-signed-
(Mr. Vichien Usanachote)
President

Investor Relations Section
Tel : 0-2140-8952

