

REGISTRATION STATEMENT (FORM 69-PP-SINGLE) AND DRAFT PROSPECTUS



PRECIOUS SHIPPING PUBLIC COMPANY LIMITED (the “**Issuer**”)
(a public company limited incorporated under the laws of Thailand and listed on the Stock Exchange of Thailand)

Offering of

long-term, named-registered, unsubordinated and guaranteed sustainability-linked bonds with call option and a bondholders’ representative, namely

“**THE GUARANTEED SUSTAINABILITY-LINKED BONDS OF PRECIOUS SHIPPING PUBLIC COMPANY LIMITED NO. 1/2567 (2024) SERIES 1 DUE B.E. 2572 (2029)**” (the “**Series 1 Bonds**”)

with a term of 5 (five) years and the interest rate of 3.52 per cent per annum, payable semi-annually throughout the term of the Series 1 Bonds in a total number of up to 680,000 units and a total principal amount of up to Baht 680,000,000

and

“**THE GUARANTEED SUSTAINABILITY-LINKED BONDS OF PRECIOUS SHIPPING PUBLIC COMPANY LIMITED NO. 1/2567 (2024) SERIES 2 DUE B.E. 2577 (2034) WITH CALL OPTION**” (the “**Series 2 Bonds**”)

with a term of 10 (ten) years and the interest rate of 3.97 per cent per annum, payable semi-annually throughout the term of the Series 2 Bonds in a total number of up to 680,000 units and a total principal amount of up to Baht 680,000,000 (the Series 1 Bonds and the Series 2 Bonds shall hereinafter be collectively referred to as the “**Bonds**”)

Guaranteed by



Credit Guarantee and Investment Facility,

a trust fund of the Asian Development Bank

To Institutional Investors and High Net Worth Investors

under the ASEAN+3 Multi-Currency Bond Issuance Framework (AMBIF)

ASEAN+3 Bond Market Forum (ABMF) Initiative

Offering Price: Baht 1,000 (one thousand Baht) per unit

The Bonds will be issued in registered form with a nominal value of Baht 1,000 each. The Bonds will be offered in a total aggregate number of up to 1,360,000 units with a total aggregate principal amount of up to Baht 1,360,000,000. Interest on the Bonds of each series will accrue at the rate specified above, from and including the Issue Date of the Bonds and shall be payable semi-annually in arrears on 18 April and 18 October of each year throughout the term of each series of the Bonds. Payment on the Bonds will be made subject to deductions for or on account of Thai withholding tax.

The Bonds are irrevocably and unconditionally guaranteed as to payment of principal and interest by Credit Guarantee and Investment Facility, a trust fund of the Asian Development Bank (“CGIF” or the “Guarantor”), to the extent of and in accordance with and subject to the terms of the English law governed guarantee agreement dated on or around 18 October 2024 between CGIF and Asia Plus Securities Company Limited in its capacity as the Bondholders’ Representative (the “CGIF Guarantee”).

The Guarantor has been assigned a credit rating of “AAA” with “Stable” Outlook by TRIS Rating Co., Ltd. on 21 November 2023. The Bonds were assigned a credit rating of “AAA” with “Stable” Outlook by TRIS Rating Co., Ltd. on 28 August 2024. The Issuer will arrange for a qualified credit rating agency to assign credit rating for the Bonds throughout the term of each series of the Bonds. A credit rating is not a recommendation to buy, sell or hold the Bonds and may be subject to revision, suspension or withdrawal at any time by the relevant rating organisation.

The Issuer has registered a transfer restriction in respect of the Bonds with the Office of the Securities and Exchange Commission of Thailand to limit any transfer of the Bonds to be within the group of qualified Institutional Investors and High Net Worth Investors, except for a transfer by way of inheritance. Therefore, the Bonds cannot be transferred in violation of such transfer restriction.

Arranger

United Overseas Bank (Thai) Public Company Limited

Bondholders’ Representative

Asia Plus Securities Company Limited

Registrar

CIMB Thai Bank Public Company Limited

Subscription Period: 15 - 17 October 2024

Date of filing of the registration statement and draft prospectus: 3 September 2024

Effective date of the registration statement and draft prospectus: 11 October 2024

The offer for sale of the Bonds may only be made when the registration statement and draft prospectus filed with the Office of the Securities and Exchange Commission of Thailand have become effective and final prospectuses have been distributed to investors.

Prior to making a decision to invest in the Bonds, investors should exercise their own judgment to consider detailed information relating to the Issuer and the terms and conditions of the Bonds, including the suitability for investment and the relevant risk exposure. The effectiveness of this registration statement and draft prospectus does not represent that any of the Securities and Exchange Commission of Thailand, the Capital Market Supervisory Board of Thailand or the Office of the Securities and Exchange Commission of Thailand has suggested investment in the Bonds; nor shall they assure the value or returns on the Bonds; nor shall they certify the accuracy and completeness of information contained in this registration statement and draft prospectus. The liability for certification of the accuracy and completeness of information contained in this registration statement and draft prospectus is on the Issuer.

Should any information in this registration statement and draft prospectus contains any false statement or omission of any material information which should be disclosed, the Bondholders who have purchased the Bonds within one year from the effective date of the registration statement and draft prospectus shall be entitled to claim damages from the Issuer or previous Bondholder pursuant to Section 82 of the Securities and Exchange Act B.E. 2535 (1992) within one year from the date on which the Bondholders have become aware of, or should have been aware of, such false statement or omission of the material information, but not exceeding two years from the effective date of the registration statement and draft prospectus.

Investors can review or request a copy of this registration statement and draft prospectus filed with the Office of the Securities and Exchange Commission of Thailand from the Information Center of the Office of the Securities and Exchange Commission of Thailand at 333/3 Viphavadi Rangsit Road, Chomphon, Chatuchak, Bangkok, 10900 during the Office of the Securities and Exchange Commission of Thailand’s business days and hours between 9.00 - 12.00 hours and 13.00 - 16.00 hours or via <http://www.sec.or.th>.

Warning: Investment in the Bonds is subject to risk.

Investors should carefully consider the risks involved and exercise their own decision in making a decision to invest in the Bonds.

This document is dated 11 October 2024.

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