

Summary of preliminary details of the warrant to purchase ordinary shares of
Thai Factory Development Public Company Limited, Series 5 (TFD-W5)
allotted to existing shareholders of the Company who subscribed for newly issued ordinary shares

1. Details of the warrants

Items	Descriptions
Issuer	Thai Factory Development Public Company Limited (“the Company” or “TFD”)
Type of securities	Warrant to purchase new ordinary shares of Thai Factory Development Public Company Limited, Series 5 (“warrants” or “TFD-W5”)
Type of warrants	Identify holder and can be transferred
Number of warrants	Not exceeding 407,728,972 units
Number of shares reserved for exercising warrants	Not exceeding 407,728,972 shares with par value of Baht 1.00 each or equal 20.00% of total paid-up capital after offering newly issued ordinary shares to existing shareholders totally 2,038,644,860 shares. And including shares reserved for the exercise of TFD-W4 of 477,833,801 shares. The Company will have the total shares reserved for the exercise of TFD-W4 and TFD-W5 in an amount of 885,562,773 shares, or equal 43.44% of total current paid-up capital after offering newly issued ordinary shares to existing shareholders.
Offering price	0.00 Baht (zero Baht) per units.
Allocation method	The warrants shall be allocated to existing shareholders of the Company who subscribed for newly issued ordinary shares at the ratio of 1 new ordinary share per 1 unit of warrant (any fraction will be disregarded).

Items	Descriptions
Exercise ratio	1 unit of warrant has a right to purchase 1 new ordinary share, except to change in accordance with the adjustment of rights.
Exercise price	3.50 Baht per share, except to change in accordance with the adjustment of rights.
Issue date	Within 1 year from the date of shareholders' meeting to approve the issuance and offering of TFD-W5
Term of warrants	Not exceeding 2 years and 6 months from issued date of TFD-W5
Exercise period	Every last business day of March, June, September and December of each year until the maturity date of TFD-W5. The last exercise date is the maturity date. In case the exercise date is on the holiday of the Company, the exercise date will be made on the last business day prior each exercise date.
Date to notify the intention to exercise	The warrant holders who wish to exercise his/her rights to purchase ordinary shares of the Company shall notify such intention during 9.00 am. to 4.00 pm. of any business day within 5 days prior to each exercise date except the last exercise date which the warrant holders can notify such intention within 15 days prior to the last exercise date.
Secondary market for warrants	The Company shall proceed to list this issuance of warrants on the Stock Exchange of Thailand.
Secondary market for ordinary shares from exercising warrants	The Company shall register ordinary shares issuable upon the exercise of warrants on the Stock Exchange of Thailand.

Items	Descriptions
Adjustment of rights	<p>The Company will adjust the exercise price and ratio in order to maintain the benefits of the warrant holders and it may cause the Company to issue new ordinary shares to reserve for the adjustment of rights upon the occurrences of any of the following events:</p> <ol style="list-style-type: none"> 1. The Company changes the par value of its shares as a result of share split or consolidation. 2. The Company offers to sell its new ordinary shares at a lower price than market price of the Company's shares, which is specified in warrants' terms and conditions. 3. The company offers to sell any new securities e.g. convertible debentures or warrants which provide the rights to convert to or purchase its new ordinary shares at a lower price than market price of the Company's shares, which is specified in warrants' terms and conditions. 4. The Company pays out all or parts of its dividend with its ordinary shares to its shareholders. 5. The Company pays out dividend exceeding the ratio specified in warrants' terms and conditions. 6. In case there are any events not mentioned in 1. – 5. that may impair the rights and benefits of the warrant holders.
Other conditions	<p>The Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Managing Director and/or the person(s) who is authorized by the Board of Directors and/or the Executive Committee and/or Executive Chairman and/or Managing Director shall be authorized to determine or change terms, conditions and other details Including but not only limited to exercise price, exercise ratio, allotment and issuance date including the authority to consider the necessity of the issuance of new ordinary share to accommodate an adjustment or changes in the exercise price and/or exercise ratio related to TFD-W5, and shall also be empowered to take any actions necessary as appropriate regarding the issuance and offering of TFD-W5 and listing TFD-W5 on the Stock Exchange of Thailand as well as to proceed for necessary approval from relevant authorities.</p>
Warrant registrar	Thailand Securities Depository Company Limited

2. The impact on shareholders from the issuance of TFD-W5 (Dilution Effect)

Price Dilution

None, because of the exercise price of TFD-W5 at 3.50 Baht per share is higher than the market price at 2.09 Baht per share calculating from the weighted average price of shares traded in the Stock Exchange of Thailand respectively in 15 trading days prior the date of Board of Director Meeting (between 10 February 2017 – 3 March 2017).

Earning and Control Dilution

- In case existing shareholders would subscribe for newly issued ordinary shares and TFD-W5 would be exercised by existing shareholders

None

- In case existing shareholders would subscribe for newly issued ordinary shares but TFD-W5 would be exercised by existing shareholders and all warrants would be exercised by other persons

The Earning and Control Dilution will be diluted by 16.67%. The detail of calculation is as the following formula:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Shares reserved for TFD-W5}}{(\text{Existing paid-up shares} + \text{New shares for RO} + \text{Shares reserved for TFD-W5})} \\
 &= \frac{407,728,972}{(1,630,915,888 + 407,728,972 + 407,728,972)} \\
 &= 16.67\%
 \end{aligned}$$

- In case newly issued ordinary shares and TFD-W5 would not be subscribed and exercised by existing shareholders

The Earning and Control Dilution will be diluted by 33.33%. The detail of calculation is as the following formula:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{New shares for RO} + \text{Shares reserved for TFD-W5}}{(\text{Existing paid-up shares} + \text{New shares for RO} + \text{Shares reserved for TFD-W5})} \\
 &= \frac{407,728,972 + 407,728,972}{(1,630,915,888 + 407,728,972 + 407,728,972)} \\
 &= 33.33\%
 \end{aligned}$$

- In case existing shareholders unsubscribed newly issued ordinary shares and other persons who were not the existing shareholders exercised their rights on TFD-W5 to purchase ordinary shares and combine with the offering newly issued ordinary shares to investors in private placement

The Earning and Control Dilution will be diluted by 42.70% . The detail of calculation is as the following formula:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{New shares for RO} + \text{Shares reserved for TFD-W5} + \text{New shares for PP}}{(\text{Existing paid-up shares} + \text{New shares for RO} + \text{Shares reserved for TFD-W5} + \text{New shares for PP})} \\
 &= \frac{407,728,972 + 407,728,972 + 400,000,000}{(1,630,915,888 + 407,728,972 + 407,728,972 + 400,000,000)} \\
 &= 42.70\%
 \end{aligned}$$

The dilution effect as shown above would occur only when newly issued ordinary shares would be allocated to the existing shareholder (RO) and exercise TFD-W5 to purchase ordinary shares including the allocation of newly issued ordinary shares to investors in private placement.