

Summary of Preliminary Details of the Warrant to purchase new ordinary shares of  
 Thai Factory Development Public Company Limited, Series 3 (TFD-W3)  
 to allot to existing shareholders of the Company in proportion of shareholding and dilution effect  
 (updated version)

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 3 (“warrants” or “TFD-W3”)
Type of warrants	Identify holder and can be transferred
Number of warrants	Not exceeding 318,000,000 units
Number of shares reserved for exercising warrants	Not exceeding 318,000,000 shares with par value of Baht 1 each or 29.35% of total current paid-up capital, which is equal 1,083,501,405 shares. When combined with the new issued ordinary shares to be reserved for exercise of TFD-W2 and the number of shares to be reserved for the exercise ratio adjustment of TFD-W2 for the amount of 193,409,765 shares will be equal to 47.20% of total current paid-up capital.
Offering price	0.00 Baht (zero Baht) per units
Allocation method	Allocation to existing shareholders of the Company at the ratio of 5 existing shares per 1 unit of warrant. Any fraction will be disregarded.  The Board of Directors shall be authorized to set the closing date of registration book determining the list of shareholders who are entitled to receive an allocation of TFD-W3 which will be proceeded after an approval of the shareholders’ meeting to issue and offer of TFD-W3 and the allocation of full or in a part of new ordinary shares to Private Placement and/or the allocation of new ordinary shares Public Offering is already finished.
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	5.00 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-W3.
Term of warrants	Not exceeding 1 year and 6 months from issued date of TFD-W3

Items	Descriptions
Exercise period	Every last business day of March, June, September and December of each year until the maturity date of TFD-W3. 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 business days prior to each exercise date except the last exercise date which the warrant holders can notify such intention within 15 business 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.
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"> <li>1. The Company changes the par value of its shares as a result of share split or consolidation.</li> <li>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.</li> <li>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.</li> <li>4. The Company pays out all or parts of its dividend with its ordinary shares to its shareholders.</li> <li>5. The Company pays out dividend exceeding the ratio, which is specified in warrants' terms and conditions.</li> <li>6. In case there are any events not mentioned in 1. – 5. that may impair the rights and benefits of the warrant holders.</li> </ol>

Items	Descriptions
Incident for issuing new ordinary shares to reserve for exercise ratio adjustment	When occur the exercise price and the exercise ratio adjustment, as is stated in the warrants' terms and conditions, which is determined according to the Notification of the Capital Market Supervisory Board No. Tor Jor 34/2551 Clause 11 (4) (Khor).
Other conditions	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 issue 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-W3, and shall also be empowered to take any actions necessary as appropriate regarding the issuance and offering of TFD-W3 and listing TFD-W3 on the Stock Exchange of Thailand as well as to proceed for necessary approval from relevant authorities.
Warrant registrar	Thailand Securities Depository Company Limited

## 2. The impact on shareholders from the issuance of TFD-W3 (Dilution Effect)

### 2.1 The issuance and offering of TFD-W3

In case all warrants of 318,000,000 units would not be exercised by the existing shareholders and its all warrants would be exercised by other persons, the price of the Company's shares (Price Dilution) will be diluted by 4.35% based on the market price at 6.21 Baht/share calculating from the weighted average price of shares traded in the Stock Exchange of Thailand respectively in 7 trading days prior the date of Board of Director Meeting (between 7 - 15 October 2014) and the Earning & Control Dilution will be diluted by 22.69% as calculated on the following formula:

$Q_o$	= number of existing shares	1,083,501,405 shares
$Q_{EX}$	= number of shares reserved for exercising TFD-W3	318,000,000 shares
$Q_{PP}$	= number of shares reserved for Private Placement	200,000,000 shares

$Q_{PO}$	= number of shares reserved for Public Offering	120,000,000 shares
$P_N$	= market price after offering increased share and warrants	
$P_O$	= market price before offering increased share and warrants	6.21 Baht/share
$P_{EX}$	= exercise price	5.00 Baht/share
$P_{PP}$	= offering price for Private Placement	5.59 Baht/share
$P_{PO}$	= offering price for Public Offering	5.59 Baht/share

- Price Dilution

$$\text{Price dilution} = \frac{P_O - P_N}{P_O}$$

$$P_N = \frac{(P_O \times Q_O) + (P_{EX} \times Q_{EX})}{(Q_O + Q_{EX})}$$

$$P_N = \frac{(6.21 \times 1,083,501,405) + (5.00 \times 318,000,000)}{(1,083,501,405 + 318,000,000)}$$

$$P_N = 5.94 \text{ Baht/share}$$

$$\text{Price dilution} = \frac{6.21 - 5.94}{6.21} = 4.35\%$$

- Control Dilution

$$\begin{aligned} \text{Control Dilution} &= \frac{Q_{EX}}{(Q_O + Q_{EX})} \\ &= \frac{318,000,000}{(1,083,501,405 + 318,000,000)} \\ &= 22.69\% \end{aligned}$$

2.2 The issuance and offering of TFD-W3 and the new ordinary shares offered to Private Placement and Public Offering

This Extraordinary General Meeting of Shareholders No. 3/2014 will propose agenda for approval of the issuance and offering of new ordinary shares to Private Placement and Public Offering of 200,000,000 and 120,000,000 shares, respectively, together with this offering of TFD-W3 to existing shareholders. Therefore, as the overall impact from the offering of new ordinary shares to Private Placement and Public Offering, the price of the Company's shares will be diluted by 5.48% based on the market price at 6.21 Baht/share and to recognize

the potential impact to be occurred, the offering price of Private Placement and Public Offering are determined at 5.59 Baht/share (Which is equal to 90% of the weighted average price of shares traded in the Stock Exchange of Thailand respectively in 7 consecutive trading days prior the date of this approval of Board of Director). The Earning & Control Dilution will be diluted by 37.06% as calculated on the following formula:

- Price Dilution

$$\text{Price dilution} = \frac{P_O - P_N}{P_O}$$

$$P_N = \frac{(P_O \times Q_O) + (P_{PP} \times Q_{PP}) + (P_{PO} \times Q_{PO}) + (P_{EX} \times Q_{EX})}{(Q_O + Q_{PP} + Q_{PO} + Q_{EX})}$$

$$P_N = \frac{(6.21 \times 1,083,501,405) + (5.59 \times 200,000,000) + (5.59 \times 120,000,000) + (5.00 \times 318,000,000)}{(1,083,501,405 + 200,000,000 + 120,000,000 + 318,000,000)}$$

$$P_N = 5.87 \text{ Baht/share}$$

$$\text{Price dilution} = \frac{6.21 - 5.87}{6.21} = 5.48\%$$

- Control Dilution

$$\text{Control Dilution} = \frac{Q_{PP} + Q_{PO} + Q_{EX}}{(Q_O + Q_{PP} + Q_{PO} + Q_{EX})}$$

$$= \frac{200,000,000 + 120,000,000 + 318,000,000}{(1,083,501,405 + 200,000,000 + 120,000,000 + 318,000,000)}$$

$$= 37.06\%$$

The dilution effect to shareholders as shown above would occur only when the Company offers new ordinary shares to Private Placement and/or Public Offering and the whole of TFD-w3 are exercised the right. If calculating the impact of the offering of new ordinary shares to Private Placement only, the price of the Company's shares will be diluted by 1.61% and the Earning & Control Dilution will be diluted by 15.58%.