

Information of the Warrants Issuance to Shareholders (ERW-W2)
of
The Erawan Group Public Company Limited

1. Essential Characteristics of Warrants

Warrants Issuer	:	The Erawan Group Public Company Limited
Category of Warrants	:	Warrants on ordinary shares of The Erawan Group Public Company Limited No.2
Symbol	:	ERW-W2
Type of Warrants	:	Transferable Warrants, with the name of bearer
Number of Offering Warrants	:	Not exceeding 224,477,900 units
Offering Method	:	To be offered to the existing shareholders at the ratio of 10 ordinary shares per 1 unit of warrant. In case there is any fraction thereof which less than 1 unit of warrant, such fraction will be disregarded.
		The Company has fixed the record date to determine the right of shareholders who will be entitled to receive the Warrants (ERW-W2) on 9 th May, 2011 and fixed the share registration book closing date on 10 th May, 2011 in order to assemble the names of shareholders by closing the shareholders' registration as stipulated in the Securities and Exchange Act B.E. 2535, Section 225 (as amended).
Offering Price per Unit	:	Baht -0- (Zero Baht)
Issuance Date of Warrants	:	18 May 2011
Term of Warrants	:	2 Years and 7 months from the initial issuance date of Warrants
Ordinary shares reserved for the exercise of Warrants	:	Not exceeding 224,477,900 shares

Conversion Ratio : 1 unit of warrant per 1 ordinary share (subject to change in accordance with the condition on adjustment of right of warrant)

Exercise Price : 2.80 Baht per share (subject to change in accordance with the condition on adjustment of right of warrant)

Exercise Period and Condition for Exercise : The warrant holders shall be able to exercise their rights to purchase ordinary shares only one time on the expiry date of the exercise of the Warrants which is the 17th of December 2013. If the exercise date is the official holiday or special holiday, it is appropriate to change exercise date to the company's business day before the aforesaid holiday.

The warrant holders shall submit their subscriptions within 15 days before the aforesaid expiry date of the exercise of Warrants.

Secondary Market for the Warrant : The Company shall apply to list the Warrants issued on the Stock Exchange of Thailand

Secondary Market for the Ordinary Shares from the Exercise of Warrants : The Company shall apply to list the shares upon exercising of the Warrants on the Stock Exchange of Thailand

Dilution effect to shareholder : 1. The ordinary shares to be issued upon exercising the Warrants will have the same rights and benefits as those of the already issued and fully paid-up ordinary shares in every aspect. Any rights to be vested upon being shareholders from the exercise of the Warrants will be effective from the day that the Ministry of Commerce accepts to register the new list of shareholders, which shows the name of shareholders holding new ordinary share issued upon exercising the Warrants.

2. The dilution effect to the Company's shareholders can be determined as follows:

1) Effect on Shareholding & Control Dilution

Formula for Calculation Control Dilution

$$= Q_w / (Q_o + Q_w)$$

where Q_w = New ordinary shares to be increased upon exercising



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the full amount of the Warrants of 224,477,900 million shares.

Qo = Total existing paid-up ordinary shares amounting 2,244,779,001 shares

Therefore

$$\begin{aligned} \text{Control Dilution} &= Q_w / (Q_o + Q_w) \\ &= 224,477,900 / (2,244,779,001 + 224,477,900) \\ &= 9.09\% \end{aligned}$$

Effect on Control Dilution

In case that the existing shareholders exercise the whole amount of Warrants, the shareholding and control dilution of the existing shareholders will not be affected since the issuances and offers of Warrants are made to the existing shareholders in proportion to their respective shareholding. However, in case that the Warrants are fully exercised by other persons who are not the existing shareholders, the shareholding and control dilution of the existing shareholders will be affected by 9.09%

If combine the fully exercised Warrants by other persons with the fully exercised shares from ESOP # 3 which are proposed to the Annual General Meeting of Shareholder for the year 2011 at the same time as the warrant, the shareholding and control dilution of the existing shareholders will be affected by 10.39%

2) Effect on Price Dilution

Formula for Calculating Price Dilution

$$= (P_o - P_a) / P_o$$

where P_o = Weighted average of the closing price of the Company ordinary shares during 15 days before the date of the Board of Directors' meeting on 21 December 2010 which equals to Baht 2.29 per share (having a par value of Baht 1 per share)



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P_n = Exercise price of the warrant to be issued to existing shareholders equals to Baht 2.80 per share

P_a = Market price after offering calculated as following formula :

$$\begin{aligned}
 &= (P_o \times Q_o) + (P_n \times Q_w) / (Q_o + Q_w) \\
 &= (2.29 \times 2,244,779,001) + (2.80 \times 224,477,900) / \\
 &\quad (2,244,779,001 + 224,477,900) \\
 &= 2.34 \text{ Baht}
 \end{aligned}$$

Therefore

$$\begin{aligned}
 \text{Price Dilution} &= (P_o - P_a) / P_o \\
 &= (2.29 - 2.34) / 2.29 \\
 &= (2.18) \%
 \end{aligned}$$

Price Dilution Effect

After the issuance and offer of Warrants to the existing shareholders, if the Warrants are fully exercised, the share price will have not dilution effect.

Note: The effect on EPS Dilution cannot be calculated due to the company has net operating loss in 2009 and 2010.

Warrant Registrar : Thailand Securities Depository Company Limited

Party Authorized to Collect/Receive Depository Monies Paid for Purchasing Ordinary Share under the Warrant Exercised : The Erawan Group Public Company Limited

2. Exercise Right of Warrants

1). Notification Period for the Exercise of Warrant

The warrant holders shall be able to exercise their rights to purchase ordinary shares only one time on the expiry date of the exercise of the Warrants which is the 17th of December 2013. If the exercise date is the official holiday or special holiday, it is appropriate to change exercise date to the company's business day before the aforesaid holiday. The warrant holders shall submit their subscriptions within 15 days before the aforesaid expiry date of the exercise of Warrants.

2). Notification Period for the Exercise of Warrant

warrant holders who wish to exercise their rights to purchase ordinary shares of the company must submit the intention to purchase ordinary shares of the company by procedure specified in Exercise Procedures from 9.00 a.m.-4.00 p.m. of each business day within 15 business days prior to the Exercise date (hereinafter called "the Notification Period").

The company will close the registration book to suspend the transfer of Warrants 21 business days prior to the last Exercise date. In this regard, The SET will post the SP sign (suspended) on the warrant of the company 3 business days prior to the closing date of the registration book. In the event that the closing date of the register falls on a company holiday, it will be changed to the prior business day. The SP sign shall be posted until the exercise date.

Also, the company shall release information regarding the Notification Period, exercise ratio, exercise price, and contact place through the Stock Exchange of Thailand ("the SET")'s electronic system (SET SCP system) at least

15 business days prior to the first date of each Notification Period and send the notification letter to inform the warrant holders whose names appear in the registration book as of the closing date of the register.

3. Exercise of Warrants Procedures

1). Contact Place for the Exercise

Finance & Legal Department

The Erawan Group Public Co. Ltd.

6th Floor, Ploenchit Center, 2 Sukhumvit Road, Klongtoey, Bangkok 10110

Tel. 02-257-4588

Fax. 02-257-4577

2). Exercise Procedures

2.1). Warrant holders may exercise their rights to purchase the Company's ordinary shares in the following two ways:

2.1.1) Through the scrip system where warrant holders must submit the following documents to express their intention for rights exercise:

- A). A notification form indicating an exercise of right to purchase ordinary shares that have been clearly and completely filled. The Company will send the notification form together with its letter to warrant holders. (Warrant holders may request additional notification forms at the company's head office.)
- B). Warrant certificate that warrant holders has already signed, as the transferor, at the back for the same amount stated in the notification form.

2.1.2) Through the scriptless system, warrant holders must submit the following documents to express their intention to exercise the rights:

- A). A notification form indicating an exercise of rights to purchase ordinary shares that have clearly and completely been filled. The Company will send this notification form together with its letter to the warrant holders. (Warrant holders may request additional notification forms at the company's head office.)
- B). Warrant holders must express their wish and fill a form requesting warrant certificate to be issued before submitting it to their securities brokerage companies, which will inform Thailand Securities Depository Co Ltd to withdraw the warrant certificate in order to support their wish to exercise the right to purchase ordinary shares. TSD meanwhile will issue warrant certificates to notifying warrant holders so that they can use them as a supporting document in their rights exercise.

2.2). The following documents are required to support a right exercise:

- Subscriber being a Thai national individual: A certified true copy of the Identification Card (ID) is required. In case a warrant holder has no ID Card, a certified true copy of the house registration page with a 13-digit ID number on it or a certified true copy of other official documents with a 13-digit ID number thereon is required. (In case of a minor, a certified true copy of his/her parents' ID Card, the minor's house registration and/or a certified true copy of the court's order (if any) is required.)
- Subscriber being a foreign national individual: A certified true copy of the alien certificate or a passport is required.
- Subscriber being a juristic person incorporated in Thailand: A copy of the Certificate of Incorporation registered with Ministry of Commerce issued for no more than six months prior to the subscription date signed and certified true and correct by the juristic person's authorized person with a corporate seal (if any) together



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with a certified true copy of the ID Card, an alien certificate or a passport (if any) of the juristic person's authorized person are required.

- Subscriber being a juristic person incorporated overseas: A Memorandum of Association and a certificate notarized by a notary public and issued for no more than six months prior to the subscription date already signed and certified correct by the juristic person's authorized person with the corporate seal (if any) as well as a certified true copy of an alien certificate or a passport (if any) of the juristic person's authorized person are required.

The registrar may request any other document as required by the law to support the subscription.

2.3). Payment should be made once for a whole exercised amount as specified in the notification form. Payment can be made in a form of cheque, draft, Bill of Exchange or a bank's payment order collectible in Bangkok area within 2 (two) business days from the notification date. Cheque must be crossed and payable to "The Erawan Group Public Company Limited for ordinary share subscription" (with a name and family name, an address and a contact phone number written at the back of the cheque). Cash can also be transferred to a bank account opened under the name of "The Erawan Group Public Company Limited for ordinary share subscription," Savings Account No. 216-2-01242-4, Siam Commercial Bank Public Company Limited, Ploenchit Center Sub-branch, and a copy of the deposit slip shall also be sent to the Company.

2.4). Warrant holders shall be responsible for a duty stamp or other related taxes (if any) and shall comply with the provisions of the Revenue Code Re: Duty stamp or other laws or regulations applicable in the subscription of new ordinary shares.

2.5). If the number stated in the notification form is incorrect; or if any statement filled in the notification is incorrect or incomplete; or if the Company finds out that the statement that warrant holders who wish to exercise their rights have filed in the notification form fails to be complete or correct; or if the duty stamp is not up to a proper amount as stated by the laws or regulations, the Company will allow warrant holders to correct the errors to comply with the right exercise conditions within the exercise date. In case warrant holders fail to correct such error within the deadline (except in the case where money for the right exercise has not been paid in full), the notification of intention to exercise the rights of Warrants will be considered expired without any right exercise. Money will be returned to warrant holders by registered mail within 14 (fourteen) days from the day following the exercise date (without any interest thereon) and such right exercise will be considered expired and no right can be exercised any longer.

In case warrant holders who have exercised their rights fail to pay a full exercise amount, the number of ordinary shares subscribed thereby will be considered equal to an amount of money the Company has actually received from such right exercise based on the exercise price at the time. The Company will notify a number of rights



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being partially exercised to the warrant holders by registered mail within 14 (fourteen) days from the day following the exercise date.

2.6).When the warrant holders have fully complied with the conditions prescribed in the notification form; namely, when they have submitted evidence representing the amount of Warrants that they have been allotted as well as the notification form and that they have paid the full subscription payment, the intention to exercise the right of Warrants cannot be cancelled unless a written contest from the Company is obtained.

2.7).From the date the notification of intention to exercise the right is submitted to the date before the warrant holders' names are recorded in the share registration book, the Company will consider that the rights of warrant holders having exercised their rights shall remain identical to the rights of other warrant holders who have not expressed their wish to do so.

Rights of the newly-issued ordinary shares resulted from the right exercise under the warrant shall have the same right and status as the Company's ordinary shares issued before an issuance of the new ordinary shares in all aspects. The rights shall exist from the day the warrant holder's name who has exercised his rights appears as a shareholder in the share registration book and Ministry of Commerce has duly registered the paid-up and increased capital.

2.8).After the exercise deadline is expired and the warrant holder has not yet exercised his right, the warrant shall be considered nullified and cannot be used for any right exercise.

2.9).After the right exercise, the Company will inform Thailand Securities Depository Co Ltd, in its capacity as the Company's registrar, a new list of new ordinary shareholders resulted from the right exercise and will amend the paid-up capital before registering the list with Ministry of Commerce based on a number of ordinary shares computed from the right exercise within 7 (seven) days from the exercise date.

4. Adjustment of Exercise Price and Exercise Ratio

- 1). The Company will not extend the term nor adjust the exercise price and exercise ratio of the warrant (including with the issuance of ESOP #3 to the employees of the Company and the subsidiaries which resolved by the Board of Directors ' Meeting #9/2010 to propose to the Annual General Meeting of Shareholders for the year 2011 for approval ,together with this Warrants issuance.),except the case as stated in 1) (A)- (F). In such cases, the adjustment can be made throughout the terms of Warrants which shall not reduce the warrant holder's benefits in case of the occurrence of the following events;

(A) In case the Company changes the par value of the Company's ordinary shares as a result of a combine or split in value of shares.

The change of the exercise price and the exercise ratio shall be in effect immediately when is approved by the shareholders' meeting and from the date of registration of such change at the Ministry of Commerce.

Exercise price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times [\text{Par 1}]}{[\text{Par 0}]}$$

Exercise ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{Par 0}]}{[\text{Par 1}]}$$

Where; Price 1 = New exercise price after the adjustment

Price 0 = Exercise price before the adjustment

Ratio 1 = New exercise ratio after the adjustment

Ratio 0 = Exercise ratio before the adjustment

Par 1 = New par value of ordinary share after the adjustment

Par 0 = Par value of ordinary share before the adjustment

(B) In case the Company issues and offers new ordinary shares to its existing shareholders and/or public offering and/or private placement at the average price per share less than 90% of "the market price per Company's ordinary share".

The adjustment of exercise price and exercise ratio shall be in effect immediately from the first date which the purchaser of ordinary shares shall not grant the right to subscribe the new issuing ordinary shares (the first date that the SET posts XR sign) for the offer to the existing shareholders and/or the first date of its public offering and/or private placement, as the case may be.

Definition "The market price per share of the Company's ordinary share" as specified in (B),(C) and (E) is equivalent to the weighted average price of the Company common share in the Stock market for 15 consecutive business days before the calculation date. (the weighted average price is the total value of the traded shares divided by total volume of traded shares) and "The calculation date" means the first date that the purchaser of the ordinary shares has not obtained a right to subscribe for the newly issued ordinary shares (the first date that the SET posts XR sign) in the case of rights issuance, and/or the first date of the offering of the newly issued ordinary shares to the public and/or the private placement, as the case may be.

In the case that the market price per share of the Company's ordinary share" cannot be calculated since there is no trading transaction in the specified period, the Company shall calculate the fair price instead.

In such case, the average price of the new issue ordinary shares shall be calculated from total amount of money received by the Company from the share offering less underwriting fee and divided by total numbers of issued ordinary shares) with market price of ordinary share with the same par value.

If there is more than one offering price for the newly issued shares and the offering must be jointly subscribed, the average price of the new issued ordinary shares shall be calculated from the average of the 2 prices and total numbers of new ordinary shares. However, if the offering is not on the condition that it must be jointly subscribed, only the number of shares and the offering price which is lower than 90% of the market price of the ordinary shares shall be used in the calculation.

Exercise price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times [(A \times \text{MP}) + \text{BX}]}{[\text{MP} (A + B)]}$$

Exercise ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{MP}(A + B)]}{[(A \times \text{MP}) + \text{BX}]}$$

- where:
- Price 1 = New exercise price after the adjustment
 - Price 0 = Exercise price before the adjustment
 - Ratio 1 = New exercise ratio after the adjustment
 - Ratio 0 = Exercise ratio before the adjustment
 - MP = "The Market Price of Ordinary Share"
 - A = Numbers of paid up ordinary shares as of the date prior to the closing date of share register book for the right to subscribe newly issued ordinary shares and/or the first date of public offering of newly issued ordinary shares and/or the first day that has been agreed to sell and purchase newly issued ordinary shares to a private placement.
 - B = Total number of newly issued ordinary shares offered to existing shareholders and/or public offering and/or private placement.
 - BX = Net proceeds from the offering of newly issued ordinary shares, net of relevant expenses, if any, to existing shareholders and/or public and/or limited persons.

(C) In case that the Company offers new securities to its existing shareholders and/or public offering and/or private placement and such securities entitle to convert to ordinary shares or the right to subscribe ordinary shares (such



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as convertible debentures or Warrants representing rights to purchase ordinary shares) at the average price per share, reserved for the exercise of the convertible rights, less than 90% of "the market price" per Company's ordinary share.

The adjustment of exercise price and exercise ratio shall be effective on the first date which the purchaser of ordinary shares shall not be granted rights to subscribe the new securities (the first date that the SET post XR or XW sign). In case of offering to existing shareholder (Rights Issue) and/or the first trading date of the newly issued securities with the right of conversion into ordinary shares or the right to purchase ordinary shares in case of the issuance on a public offering and/or private placement, as the case may be.

The average price per newly issued ordinary share reserved for the exercise of the convertible rights" is calculated from the amount of money that the Company shall receive from the sales of convertible security, which gives rights to holders to convert to or purchase ordinary shares, less underwriting fee, plus the amount of money that shall be received from the exercise of the rights to purchase the ordinary shares, divided by total newly issued shares reserved for the exercise of the related rights.

Exercise price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times [(\text{A} \times \text{MP}) + \text{BX}]}{[\text{MP} (\text{A} + \text{B})]}$$

Exercise ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{MP}(\text{A} + \text{B})]}{[(\text{A} \times \text{MP}) + \text{BX}]}$$

- where:
- Price 1 = New exercise price after the adjustment
 - Price 0 = Exercise price before the adjustment
 - Ratio 1 = New exercise ratio after the adjustment
 - Ratio 0 = Exercise ratio before the adjustment
 - MP = "The Market Price of Ordinary Share"
 - A = Numbers of paid up ordinary shares as at the date prior to the closing date of share register book for the right to subscribe securities convertible/changeable to ordinary shares or the first date of public offering or the first day that has been agreed to sell and purchase securities convertible/changeable to ordinary shares to a private placement
 - B = Total number of new ordinary shares reserved for the exercise of convertible/changeable securities



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BX = Net proceeds from the offering of securities convertible/changeable to ordinary shares of the Company to existing shareholders and/or the public and/or a private placement plus proceeds from the exercise of such securities

(D) In case the Company pays for dividend, whether in whole or in part, in the form of the Company's shares, the adjustment of exercise price and exercise ratio shall be effective on the first date which the purchaser of ordinary shares shall not be granted with rights to receive such dividend payment in the form of shares (the first date that the SET posts XD sign).

Exercise price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times [A]}{[A + B]}$$

Exercise ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [A + B]}{[A]}$$

where: Price 1 = New exercise price after the adjustment
 Price 0 = Exercise price before the adjustment
 Ratio 1 = New exercise ratio after the adjustment
 Ratio 0 = Exercise ratio before the adjustment
 A = Numbers of paid up ordinary shares as at the date prior to the closing date of share register book for the right to subscribe securities convertible/changeable to ordinary shares or the first date of public offering or the first day that has been agreed to sell and purchase securities convertible/changeable to ordinary shares to a private placement
 B = Total number of new ordinary shares reserved for the exercise of convertible/changeable securities

(E) In case the Company pays for dividend more than 75% of net profit after income taxes as appearing in the Company's financial statement in any fiscal year during the term of Warrants.

The adjustment of exercise price and exercise ratio (or adjustment of the numbers of the Warrants instead of the exercised ratio) shall be in effect on the first date which the purchaser of ordinary shares shall not grant right to receive such dividend (the first date that the SET posts XD sign).



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Also, the percentage of the cash dividend paid to shareholders shall be calculated by dividing dividend paid in each accounting period by net profit after tax (Company's financial statement) of that operational performance in the same period.

Exercise price shall be adjusted in accordance with the following formula;

$$\text{Price 1} = \frac{\text{Price 0} \times [\text{MP} - (\text{D} - \text{R})]}{[\text{MP}]}$$

Exercise ratio shall be adjusted in accordance with the following formula;

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times \text{MP}}{[\text{MP} - (\text{D} - \text{R})]}$$

where:

- Price 1 = New exercise price after the adjustment
- Price 0 = Exercise price before the adjustment
- Ratio 1 = New exercise ratio after the adjustment
- Ratio 0 = Exercise ratio before the adjustment
- MP = "The Market Price of Ordinary Share"
- D = Actual dividend paid per share
- R = Dividend per share calculated by assuming the Company pays 75% of the net profit after tax

- (F). In the any event causing the warrant holder ceasing right and other receivable benefit whereas such event is not included in items (A) - (E), the Company shall do the consideration and such consideration deems to be final. Whereby the warrant holders shall not have any disputing or claiming right for the adjustment of exercise price and/or exercise ratio, in which it does not devalue warrant holder's right, whereas the consideration shall be final.
- 2). The calculations of changes of exercise price and exercise ratio according to (A) to (F) are independent from each other. For the case of those circumstances that occur at the same time, the calculations for changes shall be in the following orders; (A), (E), (D),(B),(C) and (F). For each time of the calculation of the adjustments, the exercise price shall remain intact at 3 decimal place for exercise and 5 decimal place for exercise ratio.
 - 3). The adjustment of the exercise price and the exercise ratio following (A) to (F) that results in higher exercise price and/or lower exercise ratio will be disregarded, except for the consolidation of share. Shall there be any fraction of share resulting from exercise of warrant in each exercise period (calculated by using 5 decimal places of new exercise ratio), such the fraction will be disregarded and/or there is fraction of Baht resulting from the multiplication between exercise price and number of shares to be subscribed (using 3 decimal places of exercise price), such fraction of money will also be disregarded.



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In the case that the new exercise price after adjustment is lower than the par value of the Company's ordinary shares, the new exercise price shall be determined at the par value, however, the new exercise ratio shall be in accordance to the formulas prescribed in (A) to (F), as the case may be.

- 4). The adjustment to the exercise price and the exercise ratio as in (A) through (F) shall be promptly notified by the Company with details for calculation and reasons for adjustments to warrant holders via the information service system of the SET (ELCID) as well as notify to the SEC within 15 day after the occurrence of such events.

5. Detail of newly issued shares reserved for Warrants

- 1). Calculation of reserved share in details

The method of proportion of reserved share = $\frac{((\text{Number of shares reserved for warrant offer this time}) + (\text{Number of shares reserved for warrant offer other time which not included shares reserved for ESOP-warrant}))}{(\text{Number of company share sold})}$

Number of share reserved for warrant offer this time = 224,477,900 shares (with a par value of Baht 1 per share)

Number of shares reserved for warrant offer other time excluding shares reserved for ESOP-warrant = -0-

Number of company share sold = 2,244,779,001 shares (with a par value of Baht 1 per share)

Therefore = $\frac{(224,477,900+0)}{2,244,779,001}$

Proportion for reserving shares = 10%

- 2). The ordinary shares from the exercise of Warrants will have the same rights and benefits as that of the existing issued and fully paid up ordinary shares. Any rights of being shareholders will be effective from the day that the MOC registers list of new shareholders on the company registered book.

- 3). Rights and benefits other than that of normal ordinary shares.

- None -

6. Determination of the offering price

The price of Warrants issuance offered to the existing shareholders set at Baht 0 (zero), is for the purpose to motivate the warrant holders to their rights to purchase the Company's new ordinary shares at the exercise price of Baht 2.80 per share.

7. Market Price of Ordinary Shares

Weighted average of the closing price of the Company ordinary shares during 15 days before the date of the Board of Directors' meeting on 21 December 2010 which equals to Baht 2.29 per share.

8. Issuance and Delivery of New Ordinary Shares

- 1). in the case where the warrant holder wishes to use the service of TSD through which the warrant holder will deposit the ordinary shares with the securities company in which it holds an account. In this regard, a registrar of the Company, TSD, will issue a share certificate in the allocated amount in the name of "Thailand Securities Depository for depositors" and TSD will record the number of ordinary shares being deposited by the securities company. In the meantime, the securities company will record the number of ordinary shares being deposited by the warrant holder within 7 business days of the Exercise date. In this case, the warrant holder can trade the allocated ordinary shares in the SET immediately after the SET has approved the ordinary shares to be traded on the SET.

If the warrant holder requests that the Company to proceed under this clause, the name of the warrant holder specified in the Exercise Form must be the same as the name of the account which the warrant holder holds with the securities company, otherwise the Company shall reserve its right to issue the share certificate to the warrant holder.

- 2). If the warrant holder does not intend to receive a share certificate but wishes to use the service of TSD this will mean that the warrant holder intends to deposit the shares in the account of the Company, member account no. 600 for depositors. In this regard, the Company will deposit the allocated shares with the "Thailand Securities Depository Company Limited" and the TSD will record the number of deposited shares and issue a receipt of deposit to the warrant holder within 7 business days of the Exercise date. In this case, the warrant holder can trade the allocated ordinary shares in the SET immediately after the SET has approved the ordinary shares to be traded on the SET and such person has already withdrawn deposited shares from account no. 600.
- 3). If the warrant holder intends to obtain a share certificate issued under his/her name, the registrar of the Company, TSD, will proceed to deliver a share certificate in the amount allocated ordinary shares to the warrant holder by registered mail to the address specified in the register book within 15 business days of the Exercise date. In this case, the warrant holder cannot trade the shares in the SET until receiving the share certificate which may be after the SET has approved the ordinary shares to be traded on the SET.

9. If the Company is unable to issue ordinary shares upon the exercise of the Warrants

- 1). In the event that the Company cannot sufficiently allocate ordinary shares to warrant holders wishing to exercise their Warrants, the Company will pay compensation to the warrant holders who have submitted an intention to exercise their Warrants on the Exercise date where the Company cannot allocate sufficient ordinary shares to be reserved for exercising of the Warrants. The Company will pay compensation to such warrant holders by sending to them an endorsed cheque by registered mail to the address specified in the Exercise Form within 14 (fourteen) days of the Exercise date.
- 2). The calculation method for compensation to be paid by the Company to the warrant holders will be calculated as follows:

Compensation per 1 unit of Warrant equal to : $B [MP - \text{Price } 1]$

Whereas, B = The number of ordinary shares which have not been allocated and/or increased following the increase of the Exercise Ratio after adjustment per 1 unit.

MP = The weight average of ordinary shares of the Company in the SET for last 15 (five) consecutive business days before the Exercise date that the warrant holders have exercised the Warrants (the weight average is the total trading volume of the Company's shares divided by the total number of the Company's shares being traded).

$\text{Price } 1$ = The Exercise Price or the new adjusted Exercise Price as specified in the conditions for an adjustment.

If the shareholding ratio of foreign shareholders when exercise to purchase ordinary shares under the Warrants exceeds the ratio prescribed in the Articles of Association of the Company or by relevant law and as a result, a foreign warrant holder cannot hold ordinary shares, the Company shall not be responsible for any damages caused to such person arising from his/her inability to exercise the Warrants to purchase ordinary shares and to hold the ordinary shares of the Company. In addition, the Company shall not be obliged to take any action in order for such warrant holders to exercise their rights under the Warrants or to hold ordinary shares and such warrant holders shall not have a right to claim any damages from the Company or request that the Company take any action.

10. Restrictions on the transfer of the Warrants

- 1). The Warrants are freely transferable without any restrictions except when the register book of the Warrants is closed to stop the transfer of the Warrants for a period of not less than 14 (fourteen) days but no more than 21 (twenty one) days prior to the warrant holders' meeting to allow the determination of the rights of the warrant holders to receive or obtain benefits (being the warrant holders registered in the register book or 21 (twenty one)



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days before the Exercise date. The register book shall be closed from 12.00 p.m. on the first closing date of the register book and if such date is not a business day, it shall be postponed to the following business day.

- 2). Pursuant to Article 12 of the Articles of Association of the Company , “the shares of the Company are freely transferable without any restrictions except the transfer of shares causes the shareholding ratio of foreign shareholders to be more than 49% of the total number of shares sold”. Therefore, if any transfer of shares causes the foreign shareholders exceeds the foreign shareholding limit, the Company has a right to refuse such share transfer.

In the case where the foreign shareholding limit results in warrant holders who are foreign persons being unable to exercise their rights under the Warrants to purchase ordinary shares in accordance with their entitlement as specified in the exercise form whether partly or as a whole, the Company will allow such warrant holders to exercise a part of their entitlement only where it is not inconsistency with the above restriction. The Company will give such right to foreign warrant holders on a first come first serve basis. The Company will return the warrant certificate and the remaining exercise monies in respect of the part of the warrant which cannot be exercised to the warrant holders without any interest within 14 days from the date following the exercise date.

Silent Period : None

Others(important info.) : None

Financial Advisor : None

Prepared by : The Erawan Group Public Company Limited