



February 29, 2016

Subject: Resolution of decrease and increase of registered capital, declaration of Dividend Payment, and schedule of the AGM 2016

To : President

The Stock Exchange of Thailand

Attachment 1. Details of the warrants to purchase ordinary shares (EASON-W2)
2. Details of Transferable Subscription Rights : TSR (EASON-T1)
3. Capital Increase Report Form (F 53-4)

The Board of Directors of Eason Paint Public Company Limited No. 2/2016 held on February 26, 2016 from 1.00 p.m. to 5.00 p.m. has passed the following important resolutions;

1. Approval to propose to the shareholders' meeting to consider and approve the financial statement of the company for the fiscal year end 2015 dated on December 31, 2015.
2. Approval to propose to the shareholders' meeting to consider and approve the non-allocation of net profit for the year 2014 as legal reserve, due to the company had already attained 10% of registration capital by the law.
3. Approval to propose to the shareholders' meeting to consider and approve dividend payment for the operation of year 2015, which divide to 2 parts as set forth below;
 - 3.1 Stock dividend : The dividend is to be paid to shareholders in the form of the ordinary share at the ratio of 30 existing ordinary shares per 1 stock dividend. In case following the allocation of such stock dividend, there is any remaining portion of existing ordinary shares (with their values unsuitable for such a stock dividend calculation), such remaining portion is subject to cash dividend instead of stock dividend at the ratio of 0.03333 baht.
 - 3.2 Cash dividend : The dividend is to be paid to shareholders in cash at 0.04 baht per share.

The Record Date for the right of shareholders to receive the dividend shall be May 3, 2016. Further, May 4, 2016 shall be the book closure date on which the shareholders list, as specified in section 225 of the Securities and Exchange Act, shall be compiled. The dividend payment will be made on May 16, 2016. The mentioned right will be further approved by the AGM.



The dividend of the company will be paid at the rate of 40%, or higher, of the net profit after tax deduction and after a certain amount of fund is reserved in accordance with the law. However, the dividend rate might not follow as mentioned with regarding a decision concerning paying dividend, which the company would take the following factors into consideration, such as the company's performance, cash flow status, business expansion, and other factors related to management of the Company and subsidiaries. The decision of paying dividend has to be approved by shareholders and/or Board of Directors.

4. Approval to propose to the shareholders' meeting to consider and approve to elect 3 directors for the replacement of the directors who retired by rotation namely 1) Mr. Sanit Eksangkul 2) Ms. Sirinun Eksangkul, and 3) Mr. Vitien Nildum to resume their positions as the directors of the Company Directors. Together with, appointment the new director, Prof. Dr. Tharapong Vitidsant. Remuneration of the year 2016 would be not over than 2.5 million baht (excluding the salary for directors who receive regular monthly salary).
5. Approval to propose to the shareholders' meeting to consider and approve the appointment auditors for the company for fiscal year 2016 as follows;
Ms. Thanyaporn Tangthanopatjai (Certified public accountant No. 9169), or Mr. Thanawut Phiboonsawat (Certified public accountant No. 6699), or Ms. Wannisa Ngarmbuathong (Certified public accountant No. 6838) from Dharmniti Auditing Company Limited. The annual audit fee will be in the total not over than 780,000 Baht.
6. Approval to propose to the shareholders' meeting to consider and approve the decrease of registered capital from 286,817,400 baht to 285,894,029 baht by cancelling unissued ordinary shares totaling 923,371 shares, at a par value of 1 baht per share. Also approve the amendment to the Company's Memorandum of Association No.4 in respect of change of registered capital to be consistent with the increase of registered capital.
7. Approval to propose to the shareholders' meeting to consider and approve the issuance not over 95,298,009 units of warrants to purchase ordinary shares (EASON-W2) for the existing shareholders without a charge of payment, at the ratio of 3 existing ordinary shares per 1 unit of warrant (any fraction of the warrants shall be discarded). The exercise ratio is 1 unit of warrant for 1 ordinary share with exercise price at 1.70 baht per share, at a par value of 1 baht per share, term of warrant is 1 year and 6 months. The exercise period is on the last business day of May and November. In case of remaining share resulting from the exercise, such remaining share shall be cancelled. The Record Date for the right of shareholders to receive the warrant shall be May 3, 2016. Further, May 4, 2016



shall be the book closure date on which the shareholders list, as specified in section 225 of the Securities and Exchange Act, shall be compiled. The mentioned right will be further approved by the AGM. The details of EASON-W2 stated in the attachment 1.

8. Approval to propose to the shareholders' meeting to consider and approve the issuance not over 147,711,914 units of transferable subscription rights : TSR (EASON-T1) for the existing shareholders without a charge of payment (quantity of the said TSR has calculated to support the stock dividend for the shareholders who will receive the dividend payment), at the ratio of 2 existing ordinary shares per 1 unit of TSR (any fraction of the warrants shall be discarded). The exercise ratio is 1 unit of TSR for 1 ordinary share with exercise price at 1.70 baht per share, at a par value of 1 baht per share, term of TSR is not over 2 months after the issuing date. In case of remaining share resulting from the exercise, such remaining share shall be cancelled. The Record Date for the right of shareholders to receive the TSR, issuing date and offering date, and exercise date shall be determined afterward by the Board of Directors. The mentioned right will be further approved by the AGM. The details of EASON-T1 stated in the attachment 2.
9. Approval to propose to the shareholders' meeting to consider and approve the increase of registered capital not over 252,539,723 baht by issuing ordinary shares totaling not over 252,539,723 shares, at a par value of 1 baht per share, which registered capital will increase from 285,894,029 baht to not over 538,433,752 baht. Also approve the amendment to the Company's Memorandum of Association No.4 in respect of change of registered capital to be consistent with the increase of registered capital.
10. Approval to propose to the shareholders' meeting to consider and approve the allocation of ordinary shares not over 252,539,723 shares at par value of 1 baht to support the increase of registered capital as follows;
 - 10.1 Ordinary share not over 9,529,800 shares to support dividend stock
 - 10.2 Ordinary share not over 95,298,009 shares to support the exercise of warrants (EASON-W2)
 - 10.3 Ordinary share not over 147,711,914 shares to support the exercise of TSR (EASON-T1)The details stated in the attachment 3, Capital Increase Report Form (F 53-4)
11. Approve to arrange the AGM 2016 on April 22, 2016 at 10.00 a.m. at Ratchawipa Room 2nd Floor, Tharnthip Building Chaopraya Park Hotel, to consider a following agenda;
 - 11.1 To consider and certify the minutes of the annual general meeting of shareholders 2015 which was held on April 8, 2015



- 11.2 To consider and acknowledge the report on the result of business operation of the company for the year 2015
- 11.3 To consider and approve financial statement of the company for the fiscal year ended December 31, 2015
- 11.4 To consider and approve the non-allocation of net profit for legal reserve, and the dividend payment for the year 2015 in form of stock dividend and cash dividend
- 11.5 To consider and approve the election of 3 directors for the replacement of the directors who retired by rotation, appointment of 1 new director, and to consider directors remuneration for the year 2016
- 11.6 To consider and approve the appointment of auditor and determine audit fee for the year 2016
- 11.7 To consider and approve the decrease of registered capital, and approve the amendment to the Company's Memorandum of Association No.4 in respect of change of registered capital to be consistent with the decrease of registered capital
- 11.8 To consider and approve the issuance of warrant (EASON-W2)
- 11.9 To consider and approve the issuance of TSR (EASON-T1)
- 11.10 To consider and approve the increase of registered capital, and approve the amendment to the Company's Memorandum of Association No.4 in respect of change of registered capital to be consistent with the increase of registered capital
- 11.11 To consider and approve the allocation of the capital increase ordinary shares
- 11.12 To consider others issue (if any)

In this regards, the Record Date for the right of shareholders to attend the AGM shall be March 14, 2016. Further, March 15, 2016 shall be the book closure date on which the shareholders list, as specified in section 225 of the Securities and Exchange Act, shall be compiled.

In regard of the company invited the company's shareholders to propose additional agenda and names of qualified candidate to be appointed as a company director for the 2016 AGM during October 19, 2015 – January 20, 2016 in total duration of 3 months. The company would like to inform that there is no any proposal from the shareholder proposed to the company. The company shall public the 2016 AGM invitation document on company's website, www.easonpaint.co.th, at least 30 days in advance of the meeting date.

Please be informed accordingly

Mr. Nathapol Eksangkul
Assistant Managing Director

Eason Paint Public Company Limited

Details of warrants to purchase ordinary shares No. 2 (EASON-W2)

1. Features of warrants to purchase ordinary shares No. 2

| | | |
|---------------------------|---|--|
| Name | : | Warrants representing rights to purchase ordinary shares of Eason Paint Public Company Limited No.2 (EASON-W2) |
| Type | : | In name certificated form and transferable |
| Number of Issuance | : | Not over 95,298,009 units |
| Number of ordinary shares | : | Not over 95,298,009 shares (Par value is at 1 baht) |
| Price per Unit | : | Without payment |
| Exercise Ratio | : | 1 unit of warrant for 1 ordinary share, unless the exercise ratio is adjusted under the conditions of the rights adjustment |
| Exercise Price | : | 1.70 per share, unless the exercise price is adjusted under the conditions of the rights adjustment |
| Date of issuance warrant | : | June 1, 2018 |
| Life of Warrants | : | 1 Year and 6 months from the Date of Issuance warrant (Since June 1, 2016) After the issuance of the warrants, the company will not extend the warrant. Unless the exercise price is adjusted under the conditions of the rights adjustment |
| Allocation Method | : | Issued to the existing shareholders of the company in proportion of subscription (Rights Offering) at the ratio of 3 existing ordinary shares per 1 unit of warrant (any fraction of the warrants shall be discarded). The Record Date for the right of shareholders to receive the warrant shall be May 3, 2016. Further, May 4, 2016 shall be the book closure date on which the shareholders list, as specified in section 225 of the Securities and Exchange Act, shall be compiled |
| The exercise period | : | There are 3 times for exercise during the life of warrants. The exercise period is on the last business day of May and November as follows; The 1 st exercise date : November 30, 2016 The 2 nd exercise date : May 31, 2017 The 3 rd exercise date : November 30, 2017 will be the final exercise, and the warrants will complete the term of 1 year and 6 months In the event that the last exercise date is on the company's holiday, the last |

| | | |
|---|---|---|
| | | exercise date shall be rescheduled to the last business day before the last exercise date |
| Exercise method | : | The warrant holders who intended to exercise their rights, will send his/her request to the company during 9.00 a.m. - 4.00 p.m. within 5 business days before the date of exercise each time. As for the final exercise, the warrants can be exercised within a period of 15 days before the last exercise date |
| Contact place | : | Eason Paint Public Company Limited 312, 402/3-6 Phaholyothin 32, Chankasem, Chatuchak, Bangkok 10900 |
| Second market for the warrant | : | The company will list the warrant on the Stock Exchange of Thailand |
| Terms of Right Adjustment | : | To ensure that the benefits of the warrants holders are not to be inferior to the original, the company will adjust the exercise price and exercise ratio when any one of the followings occurred 1) When a change in the par value of its shares as a result of the share consolidation and splitting of shares. 2) When the company issued any new shares at a price lower than 90% of the share price calculated according to market price. While offering them a market price before the offering them and the method of calculation, as stated in the terms 3) When the company's offering of convertible debentures or warrants were issued by calculate the price of the new shares issued to accommodate the convertible bonds or warrants to the lower than 90% of the share price calculated using the market price. While offering of convertible bonds or warrants or the market price before the offering of convertible bonds or warrants it and the method of calculation, as stated in the terms 4) When the company paid all or some of dividend by stock dividend issued to existing shareholders 5) When dividend is paid greater than 90% of net profit after tax 6) When there are any other events similar to 1 to 5 resulting in lesser benefits for the warrant holders when they exercise the warrants |
| Events to issue new shares to accommodate | : | Upon the adjustment of the exercise price and the exercise ratio under the conditions of the right adjustment as stated in the terms and conditions of |

| | | |
|--|---|--|
| changes to Exercise of right | | warrant, which is an event as stated in item 11(4) (Kor) of the Notification of the Capital Market Supervisory Board No Tor Jor 34/2551 re; Application for Permission and Permission to offer the warrant representing the rights to purchase new shares and the newly issued shares reserved for the accommodation of the exercise of the warrants |
| Objectives of issuance of warrant | : | 1) To be repaid for loan from financial institution 2) To be used for investment in subsidiary companies and related company 3) To be used for its working capital |
| Expected benefits the company would gain from this allocation of newly issued shares | : | The Company will have sufficient funds to use in its current and future projects and to increase the capability |
| Expected benefits the shareholders would gain from the capital increase | : | The enlarged capital base will enhance the company's performance and its capability to pay dividend to the shareholders |
| Others | : | The company's Board of Directors and/or the Company's authorized signatories and/or the persons authorized by the Company's Board of Directors or the Company's authorized signatories are empowered to determine and amend any other necessary and appropriate conditions and details in connection with the warrants issuance, such as details of the offering, and to execute application, necessary supporting documents and evidence relevant to the issuance of the warrants, including to contact and to file such application forms, documents and evidence to the authorities or government agencies concerning the warrants issuance and the listing of the warrants on the Stock Exchange of Thailand, also to take any other actions which are deemed necessary and appropriate for the issuance and allocation of the warrants. |

2. Impact to shareholders

As the warrants are to be allocated equally with the existing proportion to all existing shareholders, there is no dilution effect on the date of issuance. However, if the rights to subscribe for newly issued shares of the company under the warrants are fully exercised, provided that all the subscribers are not the existing

shareholders. The dilution effect after the allocation of all newly issued ordinary shares to the existing shareholders through right offering shall impact to shareholders.

Impacts to shareholders are considered under the assumption that the company issues and offers 95,298,009 units of warrants, and 147,711,914 units of TSR, totaling 243,009,923 units with 2 scenarios as follows:

Scenario 1: All warrants and TSR are exercised by existing shareholders

Scenario 2: All warrants and TSR are exercised by new shareholders. (All TSR are transferred in the Stock Exchange of Thailand)

1) Control dilution

Scenario 1: No impact

Scenario 2: Not exceeding 45.13%

Fomula

$$\begin{aligned} \text{Control Dilution} &= 1 - [Q_o / (Q_o + Q_{tsr})] \\ Q_o &= \text{Total existing paid-up shares} \\ Q_{tsr} &= \text{Total newly issued shares reserved for exercise of the TSR} \\ \\ \text{Control Dilution} &= 1 - [295,423,829 / (295,423,829 + 243,009,923)] \\ &= 45.13 \end{aligned}$$

2) EPS Dilution

Scenario 1 and 2: Not exceeding 45.83%

Fomula

$$\begin{aligned} \text{EPS Dilution} &= (\text{EPS}_o - \text{EPS}_{\text{new}}) / \text{EPS}_o \\ \text{EPS}_o &= \text{Net profit} / Q_o \\ &= 71,252,903 / 295,423,829 \\ &= 0.24 \text{ baht per share} \\ \text{EPS}_{\text{new}} &= \text{Net profit} / (Q_o + Q_{tsr}) \\ &= 71,252,903 / (295,423,829 + 243,009,923) \\ &= 0.13 \text{ baht per share} \end{aligned}$$

The EPS dilution stated above was calculated based on the latest trailing 12-month (January 1 – December 31, 2015). Net profit equaling to 71,252,903 baht

$$\begin{aligned} \text{EPS Dilution} &= (0.24 - 0.13) / 0.24 \\ &= 45.83\% \end{aligned}$$

3) Price Dilution

Scenario 1: No impact

Scenario 2: Not exceeding 20.76%

Fomula

$$\text{Price Dilution} = (\text{Price}_{\text{Before}} - \text{Price}_{\text{After}}) / \text{Price}_{\text{Before}}$$

$\text{Price}_{\text{Before}}$ = The market price before offering is calculated from the weighted average of the company's share price trading on SET for 5 consecutive trading days prior to the date on which before the resolution of Board of Directors Directors' Meeting dated on February 26, 2016 (during February 16 – 25, 2016). The market price equaling to 3.13 baht per share.

$\text{Price}_{\text{After}}$ = $[(\text{Price}_{\text{Before}} \times \text{Number of paid up}) + (\text{Exercise price} \times \text{Number of shares reserve for this offering})] / (\text{Number of paid up} + \text{Number of shares reserve for this offering})$

$$= \frac{(3.13 \times 295,423,829) + (1.70 \times 243,009,923)}{(295,423,829 + 243,009,923)}$$

$$= \frac{(295,423,829 + 243,009,923)}{(295,423,829 + 243,009,923)}$$

$$= 2.48$$

$$\text{Price Dilution} = (3.13 - 2.48) / 3.13$$

$$= 20.76\%$$

Eason Paint Public Company Limited
Details of Transferable Subscription Rights : TSR No. 1 (EASON-T1)

1. Features of Transferable Subscription Rights No.1

| | | |
|--------------------------------|---|--|
| Name | : | Transferable Subscription Rights of Eason Paint Public Company Limited for the company's existing shareholders No. 1 (EASON-T1) |
| Type | : | In name certificated form and transferable |
| Number of Issuance | : | Not over 147,711,914 units Quantity of the said TSR has calculated to support the stock dividend for the shareholders who will receive the dividend payment |
| Number of ordinary shares | : | Not over 147,711,914 shares (Par value is at 1 baht) |
| Offering method | : | Offering to the existing shareholders of the company (Right offering), at the ratio of 2 existing shares for 1 TSR unit (any fraction of the warrants shall be discarded) EASON-T1 will be in form of Scripless System only, TSR holders shall execute by 2 options as follows; 1) Shareholders who have securities trading account, the Registrar of company's TSR (Thailand Securities Depository) Co., Ltd. "TSD") will entitle the TSR in the name of "Thailand Securities Depository) Co., Ltd. for depositors", and will record the number of TSR for the deposit. Meanwhile, the Broker will record the number of TSR to subscribe for the deposit, and proof of deposit issued to the subscriber 2) Shareholders who without securities trading account have to deposit the TSR in account of "Securities issuance member No. 600 for them". TSD will record the number of TSR in issuance member account, and will proof of deposit issued to the subscriber |
| Price per Unit | : | Without payment |
| Exercise Ratio | : | 1 unit of warrant for 1 ordinary share |
| Remaining unexercised shares : | : | . In case of remaining share resulting from the exercise, such remaining share shall be cancelled |
| Life of TSR | : | Not over 2 months after the issuing date |
| Exercise Price | : | 1.70 baht |
| Issuing and offering date | : | Shall be determined afterward by the Board of Directors |

| | | |
|---|---|--|
| Record date to determine the right to receive the Right Offering of TSR | : | Shall be determined afterward by the Board of Directors |
| Exercise date | : | Shall be determined afterward by the Board of Directors. TSR holders shall exercise their rights after the closing date of TSR register. The company will notify closing the TSR registration book 21 days before the exercise date. Then, the Stock Exchange of Thailand will post a SP sign for 3 business days prior to the TSR book closing date until exercise date. The TSR holders have to notify their intention to exercise within 15 days prior to the last Exercise Date. The notification period for the exercise will be at least 15 days. Any holders who do not exercise their rights within the exercise period, their TSR will be expired and such holders have no right to subscribe for capital increase shares. |
| Second market for the TSR | : | The company will list the TSR on The Stock Exchange of Thailand |
| Second market for the ordinary shares from the exercise | : | The Stock Exchange of Thailand |
| TSRs registrar and ordinary shares from the exercise | : | The Thailand Securities Depository Co., Ltd. |
| Contact place | : | Eason Paint Public Company Limited 312, 402/3-6 Phaholyothin 32, Chankasem, Chatuchak, Bangkok 10900 |
| Others | : | The company's Board of Directors and/or the company's authorized signatories are empowered to determine and amend any other necessary and appropriate conditions and details in connection with the warrants issuance, such as details of the offering, and to execute application, necessary supporting documents and evidence relevant to the issuance of the warrants |

2. Impact to shareholders

As the warrants are to be allocated equally with the existing proportion to all existing shareholders, there is no dilution effect on the date of issuance. However, if the rights to subscribe for newly issued shares of the company under the warrants are fully exercised, provided that all the subscribers are not the existing shareholders. The dilution effect after the allocation of all newly issued ordinary shares to the existing shareholders through right offering shall impact to shareholders.

Impacts to shareholders are considered under the assumption that the company issues and offers 95,298,009 units of warrants, and 147,711,914 units of TSR, totaling 243,009,923 units, with 2 scenarios as follows:

Scenario 1: All warrants and TSR are exercised by existing shareholders

Scenario 2: All warrants and TSR are exercised by new shareholders. (All TSR are transferred in the Stock Exchange of Thailand)

1) Control dilution

Scenario 1: No impact

Scenario 2: Not exceeding 45.13%

Fomula

$$\text{Control Dilution} = 1 - [Q_o / (Q_o + Q_{tsr})]$$

$$Q_o = \text{Total existing paid-up shares}$$

$$Q_{tsr} = \text{Total newly issued shares reserved for exercise of the TSR}$$

$$\text{Control Dilution} = 1 - [295,423,829 / (295,423,829 + 243,009,923)]$$

$$= 45.13$$

2) EPS Dilution

Scenario 1 and 2: Not exceeding 45.83%

Fomula

$$\text{EPS Dilution} = (\text{EPS}_o - \text{EPS}_{\text{new}}) / \text{EPS}_o$$

$$\text{EPS}_o = \text{Net profit} / Q_o$$

$$= 71,252,903 / 295,423,829$$

$$= 0.24 \text{ baht per share}$$

$$\text{EPS}_{\text{new}} = \text{Net profit} / (Q_o + Q_{tsr})$$

$$= 71,252,903 / (295,423,829 + 243,009,923)$$

$$= 0.13 \text{ baht per share}$$

The EPS dilution stated above was calculated based on the latest trailing 12-month (January 1 – December 31, 2015). Net profit equaling to 71,252,903 baht

$$\begin{aligned} \text{EPS Dilution} &= (0.24 - 0.13) / 0.24 \\ &= 45.83\% \end{aligned}$$

3) Price Dilution

Scenario 1: No impact

Scenario 2: Not exceeding 20.76%

Fomula

$$\text{Price Dilution} = (\text{Price}_{\text{Before}} - \text{Price}_{\text{After}}) / \text{Price}_{\text{Before}}$$

$\text{Price}_{\text{Before}}$ = The market price before offering is calculated from the weighted average of the company's share price trading on SET for 5 consecutive trading days prior to the date on which before the resolution of Board of Directors Directors' Meeting dated on February 26, 2016 (during February 16 – 25, 2016). The market price equaling to 3.13 baht per share.

$\text{Price}_{\text{After}}$ = $[(\text{Price}_{\text{Before}} \times \text{Number of paid up}) + (\text{Exercise price} \times \text{Number of shares reserve for this offering})] / (\text{Number of paid up} + \text{Number of shares reserve for this offering})$

$$= \frac{(3.13 \times 295,423,829) + (1.70 \times 243,009,923)}{(295,423,829 + 243,009,923)}$$

$$= \frac{(295,423,829 + 243,009,923)}{(295,423,829 + 243,009,923)}$$

$$= 2.48$$

$$\text{Price Dilution} = (3.13 - 2.48) / 3.13$$

$$= 20.76\%$$

3.

Capital Increase Report Form
Eason Paint Public Company Limited
February 29, 2016

We, Eason Paint Public Company Limited (“Company”), hereby report the resolution of the Meeting of the Board of Directors No.2/2016 held on February 26th , 2016 in respect of a capital increase/share allotment as follows:

1. Capital decrease

The Board of Directors' Meeting passed the resolution approving the decrease of the Company's registered capital from 286,817,400 baht to 285,894,029 baht by cancelling all 923,371 undistributed shares, at a par value of 1 baht, totaling 923,371 baht which is not reserved for the exercise of warrants to purchase ordinary shares of the directors, executives and employees of the company (ESOP) 550,603 shares (expired February 26, 2000), and warrant (EASON-W1) 372,768 shares (expired April 26, 2001).

2. Capital increase

The Board of Directors' Meeting passed a resolution approving the increase of registered capital not over 252,539,723 baht by issuing ordinary shares totaling not over 252,539,723 shares, at a par value of 1 baht per share, which registered capital will increase from 285,894,029 baht to not over 538,433,752 baht.

3. Allotment of new shares

The Board of Directors' Meeting passed a resolution approving the allotment of ordinary shares not over 252,539,723 shares at a par value of 1 baht per share, totaling not over 252,539,723 baht.

3.1 Detail of allotment

| Allotted to | Shares/Units | Ratio (Old : New) | Price (Baht / Share) | Subscription and payment period | Note |
|---|------------------------|----------------------|---|------------------------------------|------|
| To supporting the stock dividend to shareholders ¹ | Not over 9,529,800 | 30 : 1 | - Allocate to the company's Existing shareholders without charge | To supporting the stock dividend | - |
| To supporting the exercising the rights of warrants which shall be offered to the existing shareholders (EASON-W2) ² | Not over 95,298,009 | 3 : 1 | - Allocate to the company's Existing shareholders without charge - 1 unit : 1 ordinary share - Exercise price 1.70 baht | The details stated in attachment 1 | - |

| | | | | | |
|---|-------------------------|-------|---|---|---|
| To supporting the exercising rights of transferable subscription rights which shall be offered to the existing shareholders (EASON-T1) ³ | Not over 147,711,914 | 2 : 1 | - Allocate to the company's Existing shareholders without charge - 1 unit : 1 ordinary share - Exercise price 1.70 baht | - shall be determined afterward by the Board of Directors - The details stated in attachment 2 | - |
|---|-------------------------|-------|---|---|---|

Remark :

1. *The Record Date for the right of shareholders to receive the dividend shall be on May 3, 2016. Further, May 4, 2016 shall be the book closure date on which the shareholders list, as specified in section 225 of the Securities and Exchange Act, shall be compiled. The dividend payment will be made on May 16, 2016. The mentioned right will be further approved by the AGM.*

2. *The Board of Directors has determined the closing date of registration book for the right to subscribe of new ordinary share after the Company has been approved by the Shareholders' Meeting for the right issue of warrants, the details of which are specified in attachment 1, of the report of the Board of Directors' resolution No. 2/2016 held on February 26, 2016.*

3. *The Board of Directors shall determine the closing date of registration book for the right to subscribe of new ordinary share after the Company has been approved by the Shareholders' Meeting for the right issue of warrants, the details of which are specified in attachment 2, of the report of the Board of Directors' resolution No. 2/2016 held on February 26, 2016.*

3.2 The Company's plan in case where there is a fraction of shares remaining

Any fraction of the warrants remaining shall be discarded.

4. **Schedule for shareholders meeting to approve the capital decrease / capital increase / allotment**

The Annual General Meeting of Shareholders 2016 is scheduled on April 22, 2016 at 10.00 a.m. at Ratchawipa Room 2nd Floor, Tharnthip Building Chaopraya Park Hotel. The Record Date for the right of shareholders to attend the AGM shall be March 14, 2016. Further, March 15, 2016 shall be the book closure date on which the shareholders list, as specified in section 225 of the Securities and Exchange Act, shall be compiled.

5. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

5.1 The Company will register the capital decrease / capital increase with the Commercial Business Development Department, Ministry of Commerce.

5.2 For the issuance and offering of warrants to the existing shareholders of the Company, the Capital Market Supervisory Board's Notification No. Tor. Jor. 34/2551 Re: The application for an approval and the approval for the offering of warrants to purchase newly issued shares and for the offering of underlying shares. Which became effective on December 15, 2008 has allowed the Company to offer the newly issued warrants and the underlying shares to its existing shareholders, as if it has already been approved from the Securities Exchange Commission. However, the Company is still obliged to follow the post-approval conditions and other requirements as prescribed in such notification.

5.3 The Company will apply for approvals from the Stock Exchange of Thailand for (i) listing of warrants which will be issued and offered to the existing shareholders of the Company, (ii) listing of ordinary shares which will be issued in relation with the exercise of right of the warrants offered to the existing shareholders.

6. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

6.1 To be repaid for loan from financial institution in amount of 100 million baht

6.2 To be used for investment in subsidiary companies and related company in amount of 200 million baht

6.3 To be used for its working capital in amount of 100 million baht.

7. Benefits which the Company will receive from the capital increase/share allotment

The Company will have sufficient funds to use in its current and future projects and to increase the capability.

8. Benefits which the shareholders will receive from the capital increase / share allotment

The enlarged capital base will enhance the company's performance and its capability to pay dividend to the shareholders.

9. Other details necessary for shareholders to approve the capital increase/share allotment

The capital increase and share allotment for supporting the exercise of warrants which shall be offered to the existing shareholders of the company, will have dilution effect to the shareholders of the Company, the details of which are specified in attachment 1 and 2 of the report of the Board of Directors' resolution No. 2/2016 held on February 26, 2016.

Schedule of the action where the Company's Board of Directors passed the resolutions approving the capital increase and share allotment

| No. | Activities | Date |
|-----|---|--|
| 1 | The board of Directors has the resolution to approve the relevant matters | February 26, 2016 |
| 2 | The Record Date for the right of shareholders to attend the AGM shall be March 14, 2016. Further, March 15, 2016 shall be the book closure date on which the shareholders list, as specified in section 225 of the Securities and Exchange Act | March 14, 2016 (Record Date) |
| 3 | The General Meeting of Shareholders 2016 in order to resolve relevant matters | April 22, 2016 |
| 4 | The Record Date for the right of shareholders to receive the dividend and warrant (EASON-W2) shall be May 3, 2016. Further, May 4, 2016 shall be the book closure date on which the shareholders list, as specified in section 225 of the Securities and Exchange Act | May 3, 2016 (Record Date) |
| 5 | The names of shareholders entitled to receive the TSR (EASON-T1) shall be fixed (The mentioned right will be further approved by the AGM) | To be determined by The Board of Directors |

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Signed Authorized Director

(Ms. Petcharat Eksangkul)

Signed Authorized Director

(Ms. Sirinun Eksangkul)