



August 15, 2016

Subject: The issuance of Transferable Subscription Rights ("TSR")

To : President

The Stock Exchange of Thailand

Attachment Details of Transferable Subscription Rights of Eason Paint Public Company Limited
(EASON-T1)

Refer to the approval of the Shareholder's Annual General Meeting 2016 held on April 22, 2016 has passed the issuance not over 147,711,914 units of Transferable Subscription Rights No.1 (EASON-T1) for the existing shareholders (Right offering) without a charge of 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 this term, 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 Board of Directors of Eason Paint Public Company Limited No. 4/2016 held on August 15, 2016 has passed the resolutions to issuance of TSR as mentioned. In this regards, the Record Date for the right of shareholders to receive the TSR shall be September 12, 2016. Further, September 13, 2016 shall be the book closure date on which the shareholders list as specified in section 225 of the Securities and Exchange Act. The details of EASON-T1 stated in the attachment.

Please be informed accordingly

Mr. Nathapol Eksangkul

Assistant Managing Director

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) ("TSR")
Type	:	In name certificated form and transferable
Number of Issuance	:	Not over 147,711,914 units
Number of ordinary shares	:	Not over 147,711,914 shares (Par value is at 1 baht)
Book closure date to determine the right to receive the Right offering of TSR	:	The Record Date for the right of shareholders to receive the TSR shall be September 12, 2016. Further, September 13, 2016 shall be the book closure date on which the shareholders list as specified in section 225 of the Securities and Exchange Act
Offering method	:	<p>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)</p> <p>EASON-T1 will be in form of Scripless System only, TSR holders shall execute by 2 options as follows;</p> <p>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</p> <p>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</p>
Price per Unit	:	Without payment
Exercise Ratio	:	1 unit of TSR for 1 ordinary share
Exercise Price	:	1.70 baht
Remaining unexercised shares	:	In case of remaining share resulting from the exercise, such remaining share shall be cancelled
Issuing and offering date	:	September 20, 2016
Life of TSR	:	60 days after the issuance date

Trading period of TSR in second market	:	After the issuance date, shareholders who receive the TSR can trade the TSR in The Stock Exchange of Thailand at least 7 business days
Exercise date	:	<p>November 18, 2016</p> <p>The TSR holders who intended to exercise their rights, can send the request to the company during November 3 – 17, 2016 or a exercise period of 15 days before the last exercise date. 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</p>
Book closure date to the right of exercise the TSR	:	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 November 18, 2016
Adjustment of Exercise Price and Exercise Ratio	:	<p>To ensure that the benefits of the TSR 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</p> <ol style="list-style-type: none"> 1. When a change in the par value of its shares as a result of the share consolidation and splitting of shares. The adjustment of Exercise Price and Exercise Ratio shall be effective immediately once the change of the share par value occurs 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. The adjustment of the Exercise Price and Exercise Ratio shall be effective immediately from the first day on which the TSR Holder is not granted the rights to subscribe for the newly issued ordinary shares (the first date that the SET posts XT sign) in case of a rights offering (Right Issue) and/or on the first day of the offering of the newly issued ordinary shares in case of a public offering and/or a private placement (as the case may be) 3. When the company's offering of convertible debentures or TSR were issued by calculate the price of the new shares issued to accommodate the convertible bonds or TSR to the lower than 90% of the share price calculated using the market price. While offering of convertible bonds or TSR or the market price before the offering of convertible bonds or warrants it and the method of calculation, as stated in the terms. The adjustment of the Exercise Price and Exercise Ratio shall be effective on

		<p>the first date which the purchasers of ordinary shares shall not be granted the rights to subscribe for the new securities with the right to convert/exchange into ordinary shares or the right to purchase the ordinary shares (the first date that the SET posts XT sign) in case of a rights offering (Right Issue) and/or the first day of the offering of the new securities with the right to convert/exchange into the ordinary shares or the right to purchase the ordinary shares in case of a public offering and/or a private placement (as the case may be)</p> <p>4. When the company paid all or some of dividend by stock dividend issued to existing shareholders. The adjustment of the Exercise Price and Exercise Ratio shall be effective on the first day which the purchasers of ordinary shares shall not be granted with the rights to receive such dividend payment in the form of stock dividend (the first date that the SET posts XD sign)</p> <p>5. When dividend is paid greater than 90% of net profit after tax. The adjustment of the Exercise Price and Exercise Ratio shall be effective on the first day on which the purchasers of ordinary shares shall not be granted with the rights to receive such dividend payment (the first date that the SET posts XD sign)</p> <p>6. When there are any other events similar to 1 to 5 resulting in lesser benefits for the TSR holders when they exercise the TSR</p> <p>7. The adjustment of exercise price and exercise ratio under No. 1 – 6, the company will announce the details of stating reasons for the adjustment, the calculation on adjustment, exercise price, exercise ratio, date adjustment force, and the number of TSR issued. The company will immediately report to SET from the date of event, or before 9.00 am on the adjustment date through the electronic information disclosure means of the SET (SET Smart/Setportal)</p>
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
TSR registrar and ordinary shares from the exercise	:	Thailand Securities Depository Co., Ltd.

Contact place	:	Eason Paint Public Company Limited 312, 402/3-6 Phaholyothin 32, Chankasem, Chatuchak, Bangkok 10900
Silent period	:	None
Financial advisor	:	None
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 TSR issuance

2. Impact to shareholders

As the TSR are to be allocated equally with the existing proportion to all existing shareholders, there is no dilution effect on the issuance date. However, if the rights to subscribe for newly issued shares of the company under the TSR 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 147,711,914 units of TSR with 2 scenarios as follows:

Scenario 1: All TSR are exercised by existing shareholders

Scenario 2: All 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 33.33%

Fomula

$$\text{Control Dilution} = 1 - [Q_0 / (Q_0 + Q_{tsr})]$$

$$Q_0 = \text{Total existing paid-up shares}$$

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

$$\text{Control Dilution} = 1 - [295,423,491 / (295,423,491 + 147,711,914)]$$

$$= 0.33$$

2) EPS Dilution

Scenario 1 and 2: Not exceeding 34.48%

Fomula

$$\begin{aligned} \text{EPS Dilution} &= (\text{EPS}_{\text{So}} - \text{EPS}_{\text{new}}) / \text{EPS}_{\text{So}} \\ \text{EPS}_{\text{So}} &= \text{Net profit} / \text{Qo} \\ &= 85,409,958 / 295,423,491 \\ &= 0.29 \text{ baht per share} \\ \text{EPS}_{\text{new}} &= \text{Net profit} / (\text{Qo} + \text{Qtsr}) \\ &= 85,409,958 / (295,423,491 + 147,711,914) \\ &= 0.19 \text{ baht per share} \end{aligned}$$

The EPS dilution stated above was calculated based on the latest trailing 12-month (July 1, 2015 – June 30, 2016). Net profit equaling to 85,409,958 baht

$$\begin{aligned} \text{EPS Dilution} &= (0.29 - 0.19) / 0.29 \\ &= 0.3448 \end{aligned}$$

3) Price Dilution

Scenario 1: No impact

Scenario 2: Not exceeding 23.92%

Fomula

$$\begin{aligned} \text{Price Dilution} &= (\text{Price}_{\text{Before}} - \text{Price}_{\text{After}}) / \text{Price}_{\text{Before}} \\ \text{Price}_{\text{Before}} &= \text{The market price before offering is calculated from the weighted average of the company's share price trading on SET for 5 consecutive trading days prior to the date on which before the resolution of Board of Directors Directors' Meeting dated on August 15, 2016 (during August 3 – 11, 2016). The market price equaling to 6.02 baht per share.} \\ \text{Price}_{\text{After}} &= [(\text{Price}_{\text{Before}} \times \text{Number of paid up}) + (\text{Exercise price} \times \text{Number of shares reserve for this offering})] / (\text{Number of paid up} + \text{Number of shares reserve for this offering}) \\ &= \frac{(6.02 \times 295,423,491) + (1.70 \times 147,711,914)}{(295,423,491 + 147,711,914)} \\ &= 4.58 \\ \text{Price Dilution} &= (6.02 - 4.58) / 6.02 \\ &= 0.2392 \end{aligned}$$