

Information Memorandum
Description, Condition and Major Characteristics of
Warrants of TV Thunder Public Company Limited (TVT-W1)

<u>Listing Date</u>	As of June 3, 2016 (Trading commencement on June 3, 2016)
<u>Type of Offering Security</u>	Warrants for rights to purchase newly issued ordinary shares of TV Thunder Public Company Limited No.1 ("Warrant "or "TVT-W1")
<u>Secondary Market for Warrants</u>	The Market for Alternative Investment (mai)
<u>Numbers of Warrant in Issuance and Offering</u>	199,999,976 units
<u>Underlying Shares</u>	199,999,976 shares
<u>Issuer of Warrants</u>	TV Thunder Public Company Limited which Warrant shall be allocated to the existing shareholders of the Company (Rights Offering) at the ratio of 4 ordinary shares to 1 Warrants. In this regard, the record date for the right of shareholders to be allocated the newly issued ordinary shares warrants on May 10, 2016 and the names of the shareholders entitles to receive the warrant shall be collected under Section 225 of the Securities and Exchange Act B.E. 2535 by means of share register book closer and suspension of share transfer on May 11, 2016. In the event of leftover unit of the warrant after the allotment to the existing shareholders, the Company will cancel the remaining Warrant.
<u>Rights of Warrants</u>	1 unit of warrant has the right to purchase 1 unit of ordinary share (Exercise Ratio) at THB 1.50 Exercise Price subject to change as per right adjustment conditions.
<u>Type of Warrant</u>	Namely and transferable
<u>Tenor</u>	2 years from the date of Issuance and Offering of warrants (May 17, 2016) (Issuance and Offering of warrants) to May 16, 2018 (Expiry Date and Last Exercise Date) and warrants will be delisted on the next day.
<u>Offering Price</u>	0.00 THB (zero THB)

<u>Distribution of Warrants</u>	as of May 17, 2016		
	<u>No. of Warrant holders</u>	<u>No. of Warrants</u>	<u>% of Warrants</u>
1 Warrant holders :			
1.1 Director, manager, and executive management including related persons and associated persons	9	117,241,550	58.62
1.2 Warrant holders who have a holding of above 5% including related persons	-	-	-
1.3 Controlling Shareholders	-	-	-
2. Small Warrant holders hold ≥1 trading unit	2,819	82,752,738	41.38
3. Small Warrant holders hold <1 trading unit	170	5,688	0.00
Total	<u>2,998</u>	<u>199,999,976</u>	<u>100.00</u>

Note : 1 Trading unit = 100 warrants

Major Holders as of May 17, 2016

Name	No. of Warrants	% of present listing Warrants
1. Wannapinyo's Group		
1.1 Mrs. Patraporn Wannapinyo	47,384,500	23.69
1.2 Mr. Sompong Wannapinyo	30,934,750	15.47
1.3 Mr. Natakrit Wannapinyo	25,011,400	12.51
1.4 Ms. Napat Wannapinyo	11,632,700	5.82
1.5 Mr. Pirath Yensudjai	2,128,700	1.06
Total	<u>117,092,050</u>	<u>58.55</u>
2. Thai NVDR Co.,Ltd	5,091,225	2.55
3. Mr.Suchat Kettoprakarn	3,500,000	1.75
4. Mr.Surapan Pattanapitool by Krungthai Asset	3,216,850	1.61

Name	No. of Warrants	% of present listing Warrants
Management		
5. Ms.Pornchanok Uvitaya	2,075,000	1.04
6. Mr.Sunchai Neungsit	2,000,000	1.00
7. Mrs.Sirinutta Techasiriwan	1,625,000	0.81
8. Mr.Jittiporn Juntaruch	1,575,000	0.79
9. Mr.Amornwut Tirakritaporn	1,575,000	0.79
10. Mrs.Panee Sreesuwut	1,375,000	0.69
Total of top 10 Holders	139,125,125	69.56
11. Other Holders	60,874,851	30.44
Grand Total	199,999,976	100.00

Registrar of Warrants

Thailand Securities Depository Company Limited ("TSD")
93 The Stock Exchange of Thailand Building,
Ratchadapisek Road, Dindaeng sub-district, Bangkok 10400
Tel: 0 2009-9000
Fax: 0 2009-9991
Website : <http://www.set.or.th/tsd>

Receiving Agent for the Exercise Warrants

Mr.Natakrit Wannapinyo (Company Secretary)
TV Thunder Public Company Limited
1213/309-310 Soi Lardprao94 (Panjamit) Srivara Road,
Phlapphla, Wangthonglang Bangkok 10310
Tel: 0-2559-0022
Website : <http://www.tvthunder.co.th>

Exercise of Right Procedure

1. Exercise Date

Warrant holders shall be able to exercise their rights to purchase the company's newly issued ordinary after one year from the issue date of the Warrant and subsequently on the last day of June and December in each calendar year until the maturity date of Warrants. For this, the first exercise date that Warrant holders can exercise their right ("1st Exercise Date") will be on June 30, 2017 and the last exercise date that Warrant holders can exercise their right ("Last Exercise Date") is 2 years after the date indicated in the Warrants, which will be on May 16, 2018. (the event that the last exercise date occurs on the holiday, the exercise date shall be moved forward to the last business day prior to the exercise date). Hence, in total, there will be 3 times to exercise the Warrants during its period.

Time	Exercise Date
1	30 June 2017
2	29 December 2017
3	16 May 2018

2. The exercise of right to purchase the newly issued ordinary shares

In each exercise of right, the Warrant holders can either fully or partially exercise their rights to purchase the newly issued ordinary shares of the company.

Exercise Procedures

1. Period for the Notification of Intention to Exercise the Warrants

The exercise of Warrants on each exercise date (except for the last exercise date)

The Warrant holders who wish to exercise their rights to purchase newly issued ordinary shares of the Company must submit a notification of intention to exercise the Warrants between 9.00 a.m. and 3.30 p.m. for 5 business days prior to each exercise date (The "Notification Period").

The exercise of Warrants on the last exercise date

The Warrant holders who wish to exercise their rights to purchase newly issued ordinary shares of the Company must submit a notification of intention to exercise the Warrants between 9.00 a.m. and 3.30 p.m. 15 days prior to the last exercise date ("the last notification period"). In case of a holiday upon the exercise date, the Warrant holders shall take the previous business day as the exercise date.

The Company will provide information regarding the exercise of right, exercise period and the notification period, at least 5 business days prior to each notification period by Electronic Listed Companies Information Disclosure system. As last exercise, the company will submit the registered mail to the Warrant holders whose names appeared in the share's registered book on the last book closing date (21 days prior to the last day of the last exercise period). In this regard, 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.

2. The holders of Warrant or the holders of Certificate of Warrant are able to collect the Notification form of intention to exercise their right to purchase newly issued ordinary shares at the Company within the notification period, or within the last notification period of the last exercise.

2.1 In case that the Warrant are in the Scripless system, the Warrant holders shall notify their intentions and file the application form for withdrawal of the Warrant Certificates or the Certificate Representing the Warrant in the form prescribed by the SET with securities companies acting as their brokerage. The securities company will then notify TSD to request for withdrawal of the Warrant Certificates or the Certificate representing the Warrants to be used as evidences for exercising of rights, as stated above.

2.2 Warrant holders or the holders of Certificate of the Warrant who wish to exercise their rights to purchase the Company's newly issued ordinary shares must comply with term and conditions to exercise the Warrant by proceeding and submitting the following document to the Contact address as mentioned above:

- a) A complete Notification Form to purchase newly issued ordinary shares which is filled out correctly, clearly and thoroughly in all items.
- b) Warrants or the Certificates of Warrant in the form prescribed by SET, with the number specified in the Exercise Notification Form to purchase newly issued ordinary shares and a proxy form to give a permission for the proxy to collect the new Warrants for the unexercised positions (if any).

c) Payment in full amount as specified in the Exercise Notification Form. The Warrant holders or the holders of Certificate of Warrant who wish to exercise the rights shall make the payment in the forms of cash, cheque, draft or bill of exchange which can be called for collection within 2 business days from each of exercise dates. The forms of payment must be crossed and payable only to **"TV THUNDER PUBLIC COMPANY LIMITED TO SUPPORT THE EXERCISE TO PURCHASE COMMON STOCK", Saving Account Number 0356056482, Thanachart Bank Public Company Limited. Siwara Branch.** The exercise of Rights to purchase newly issued shares shall be valid only when the Company collects the payment. In the event that the payment cannot be collected due to any reason not caused by the Company, it is assumed that the Warrant Holders has withdrawn their intention to exercise the Warrants and the Company shall be correspondingly agree to regard it as the cancellation of the exercise for such period. However, such a cancellation shall not deprive the Warrant holders' right to subscribe to the Company's newly issued ordinary shares for the remaining exercise periods; unless it is the event of the cancellation of the last exercise period whereby the right to purchase the newly issued ordinary shares under the Warrants shall be terminated.

The Warrant holders or the holders of Certificate of Warrant are liable for the payments of all taxes, duty stamps, official fees, and registration fees arising from the exercise of their rights to purchase the Company's newly issued ordinary shares.

Supporting documents for subscription

1. Thai Individual: Certified copy of citizen identification card.
2. Foreign Individual: Certified copy of their passport.
3. Thai Juristic Entity: Certified copy of Certificate of corporate documents issued by Ministry of Commerce or other state sector not exceed 6 months, which are; Memorandum of Association, Articles of Incorporation, which are certified by Notary Public, and the evidence of the authorized person(s) in either (1) or (2).
4. Foreign Juristic Person: Certified copy of corporate documents issued by Ministry of Commerce or other state sector not exceed 6 months which are; Memorandum of Association, Articles of Incorporation, and Certificate of Incorporation, which are certified by Notary Public, and the evidence of the authorized person(s) in either (1) or (2).
5. Custodian : Certified copy of corporate documents issued not exceed 1 years, which are; Memorandum of Association, Articles of Incorporation, and Certificate of Incorporation, which are certified by Notary Public, and the evidence of the authorized person(s) in either (1) or (2).

2.3 The number of Warrant units or The Certificates of Warrant that are exercised to purchase newly issued ordinary shares must be in a whole number with the exercise ratio of one Warrant unit or Certificates of Warrant to one unit of ordinary share, unless there is any change in rights adjustment.

2.4 Number of newly issued ordinary shares shall be calculated by dividing the total amount of payments that the Warrant holders, or the holders of Certificate of Warrant, have paid in full, as per the payment details described above, by the exercise price for such an exercise period. In this case, the Company will issue a number of ordinary shares, not exceeding the number of Warrants or Certificates of Warrant being exercised, multiplied by the exercise ratio. In terms of the remaining fraction after an adjustment of Exercise Price and/or Exercise Ratio, the Company will not take the remaining fraction into account in the calculation, and the Company will return any excess payment for the exercise without interest to Warrant Holders or the holders of Certificate of Warrant by registered mail within 14 days after each exercise date.

- 2.5 In case that the Company receives the Warrants or the Certificates of Warrant or the amounts of payment that differs from the information in the Exercise Notification Form, or determine that the information in the Exercise Notification are incomplete or incorrect, the Warrant holders or the holders of Certificate of Warrant must make such corrections within the specified period. If the Warrant holders or Certificates of Warrant do not correct the information within the specified period, the company will deem that the notification intention to exercise Warrants terminates and is invalid without any exercise of the right. The company will subsequently return the Warrants or the Certificate of Warrants and the payment received, without any interest to the Warrant holders within 14 days from the exercise date.
- In case of insufficient payment made by the Warrant Holders or the holders of Certificate of Warrant in any circumstance, the Company has the right to proceed with any of the following actions, as chosen by the Warrant holders or the holders of Certificate of Warrant according to the Exercise Notification Form.
- (a) Deem that the Exercise Notification Form is invalid without exercise; or
 - (b) Deem that the number of newly issued ordinary shares subscribed is equivalent to the number of shares eligible in accordance with the actual payment received by the Company at the applicable Exercise Price; or
 - (c) Require the Warrant holders or the holders of Certificate of Warrant to pay the remaining balances of the relevant exercise price within that Notification Period. If the Company does not receive payment within such period, the Company shall deem the notification of intention to exercise will be invalid as without any exercise of right.
- In case (a) and (c), the Company will return the payments without any interest and Warrants or the Certificates of Warrant, which the Company deems as unexercised of right, to the Warrant holders or the holders of Certificate of Warrant. The returns will be sent by registered mail within 14 days from the such exercise date.
- In case (b), the Company will return the payment amount without any interest, and the remaining Warrants or the Certificates of Warrant, which the Company deems that only partial exercises are made, to the Warrant holders or the holders of the Certificate of Warrant. These payments will be sent via registered mail within 14 days following the exercise date. However, those unexercised Warrants or the Certificates of Warrant shall be still valid until the expired date of the last exercise.
- 2.6 The Warrant holders or the holders of the Certificate of Warrant who intend to exercise their rights to purchase newly issued ordinary shares shall have to comply with all conditions governing the Notification of Intention to Exercise. In other words, the Warrant holders who accurately and have completely delivered the Warrants or the Certificates of Warrant, the Exercise Notification Forms, and the payments for newly issued ordinary shares subscription cannot cancel the exercises of right except an acceptance of the Company
- 2.7 If a Warrant holders or the holders of the Certificate of Warrant have not yet completely complied with all conditions governing the exercise of right within the last Exercise Date. Then, it shall be deemed that those unexercised Warrants or Certificates of Warrant will be expired, without any exercise of rights. And, the Warrant holders or the holders of the Certificate of Warrant will no longer exercise the right.
- 2.8 In the case that the Company cannot return the fraction of payment left from the exercise to the Warrant holders or the holders of the Certificate of Warrant within 14 days from the exercise date, the Warrant holders or the holders of the Certificate of Warrant shall be entitled to receive interest payments at the rate of 7.5% per annum, starting from the date exceeding 14 days, as stated, until the date that the Warrant holders have received the returned payments.
- However, if the Company correctly delivers check, draft, bill of exchange, payment order from the bank crossing "A/C payee only" by registered mail to the address specified in exercise notice, or transfer the payment that not be able to exercise to the warrant holders, the Warrant holders shall be deemed already receive the return of the fraction of payment left and will have no right to reimburse for any interest and/or other compensations.
- 2.9 In case that the Warrant holders have partially exercised their rights to purchase the underlying shares, the Company will issue the new Warrants that indicates the number of the unexercised Warrants to the Warrant holders within 14 days from each of the exercise dates. This is, however, except that of the last exercise date, the Company will no longer issue any new Warrants.
- 2.10 In case that the Warrant holders or the holders of the Certificate of Warrant deliver the numbers of Warrant in exceeding of the numbers intended to exercise, the Company will issue new Warrants, after deducting the exercised numbers of Warrant to the Warrant holders, if the Warrants are in the Script system. The delivery of the new Warrants will be via registered mail, within 14 days after each of the exercise dates. In this regard, the Company will then void the old Warrants.

- 2.11 The Company will register the change in the Company's paid-up capital to the Ministry of Commerce according to the numbers of newly issued ordinary shares for each of the exercise periods. This will be preceded within 14 days after the Company has been paid in for the shares in accordance with the numbers of right exercise in each period. In this regard, the Company will proceed to register those Warrant holders who exercise their rights to be the Company's shareholders, in the shares registered book, as per numbers of ordinary share calculated from each exercise
- 2.12 In case that the numbers of underlying ordinary share are insufficient for the exercises of Warrant, the Company will proceed to indemnify for the incurred losses to the Warrant holders who are unable to exercise their rights. However, the Company will not indemnify to the Warrant holders who do not exercise their rights, even though there are enough numbers of ordinary share. (I.e. the Warrant holders are foreign individuals who cannot exercise their rights because of the limitation of rights according to the proportion of holding limit as indicated in the Company's regulations number 14).
- 2.13 (a) The Warrant holders, who are non-Thai nationalities according to the Company's regulations number 14, can exercise their Warrant rights to purchase Company's underlying shares in part or in whole, except under conditions that, on each of the exercise dates, the exercises of Warrant must not result in the contradiction of total numbers of share held by the non-Thai with the Company's regulations or relevant laws, with respect to the proportion of holding limit of the non-Thai shareholders. As the date of the issuance of Warrants, the non-Thai shareholders are at 49% of the total number of already issued shares of the Company.
- (b) In the case that, if the condition regarding the proportion of holding limit of non-Thai shareholders as stated in (a) having effect the non-Thai Warrant holders, who have completely followed the mentioned exercise procedures, but are not able to exercise their rights in full as indicated in the Exercise Notification Form, the Company shall allow them to exercise the Warrants that are not in violation of the holding limit as stated above, but on the basis that, the Warrant holder who notifies their intention first, shall have his first right to exercise. (First Come, First Served). As for the unexercised parts, the Company shall return the new Warrants along with the unused proceeds portions, without any interest to the non-Thai Warrant holders via registered mail within 14 days after the corresponding exercise date.
- In the case of the last exercise date that the non-Thai Warrant holders are unable to exercise their rights due to the condition regarding to the proportion of holding limit of non-Thai shareholders, it is deemed that the Warrants become expired and the non-Thai Warrant holders shall not have any rights to claim for the damage losses or compensations from the Company. And the Company shall not indemnify or compensate for any losses incurred to the Warrant holders.
- 2.14 Names that shall be recorded in the newly issued ordinary shares will be the same as indicated in the Exercise Notification forms. The Company shall deliver the share certificates to the Warrant holders at the addresses indicated in the Exercise Notification forms via registered mail within 15 days from each of the exercise dates. However, the Company may agree in advance with the Warrant holders to allow the Company to keep those share certificates, Warrants, Certificates of Warrant, Checks, and any other documents at the Company's premise for them or their proxies to pick up at the Company in persons as long as the Warrant holders have proceeded according to the Company's procedures. The Company also may issue share certificates in the Script or the Scripless systems. In case that the Company issues share certificates using the Scripless system, the Company shall proceed once the Company has been informed by the Warrant holders that the Securities Depository has accepted to act as their securities registrar. For this, the Company shall deposit the ordinary share certificates or Warrants at the Securities Depository. In this regard, the Warrant holders must notify names and accounts of the member securities companies of the Securities Depository in the Exercise Notification Form. The Company shall, then, deliver ordinary shares or Warrants to the relevant securities deposit accounts within 7 days from each of the exercise dates.
3. Adjustment of Exercise Procedure
In case that SET and/or Securities Depository and/or related parties have issued any announcements, rules, or procedures that require the Company to adjust the details of the exercise procedures as described in section 2. the Company shall then be allow to adjust the exercise procedures accordingly to the announcements, rules, or procedures, and the Company will have to inform of the adjustments to Warrant holders, Registrar of Warrants, Securities Depository, and SET immediately.

Adjustment of Exercise Price and Exercise Ratio

1. The Company shall have to proceed to adjust the exercise price and the exercise ratio, throughout the maturity period of the Warrant, in order to maintain the benefits of the Warrant holders as per the following occurrences:

a. When the Company adjusts the Par Value of the ordinary shares, as a result of a combine or split in value of the previously issued-shares

The Company shall adjust the exercise price, as a result of a combine or split in value of the previously issued shares. Such adjustment will be in effect immediately, starting from the date of the adjustment of the Par Value of the Company's ordinary shares. The adjustment of the exercise price is for Warrant holders to be able to obtain the equivalent number of shares as calculated based on the same formula as of the Company's ordinary shares that will be issued after such adjustments.

1. Exercise Price can be adjusted using the following formula

$$Price1 = Price0 \times \frac{[Par1]}{[Par0]}$$

2. Exercise Ratio can be adjusted using the following formula

$$Ratio1 = Ratio0 \times \frac{[Par0]}{[Par1]}$$

Where *Price0* is the exercise price before the adjustment
Price1 is the new exercise price after the adjustment
Ratio0 is the exercise ratio before the adjustment
Ratio1 is the new exercise ratio after the adjustment
Par0 is the par value of the ordinary shares before the adjustment
Par1 is the new par value of the ordinary shares after the adjustment

b. When the Company offers new allotment of ordinary shares to the existing shareholders and/or public and/ or specific individuals (private placement), and the average price of the newly issued ordinary share is lower than 90 percent of "the market price of the Company's ordinary shares"

The adjustment in the exercise price and exercise ratio will take effect immediately, starting from the first day that the purchasers of the newly issued ordinary shares do not have the rights to subscribe for newly issued ordinary shares. (The first day that there is a post sign "XR") In the case that, it is an offer to the existing shareholders (Right Issue) (The first day that there is a post sign "XR") and/or to the general public on the first day of the offering and/ or to specific individuals (Private Placement), the average price of the newly issued ordinary share will be calculated from the total proceeds that the Company should have received from such shares offering divided by the number of newly issued shares offered.

The average price per newly issued ordinary shares shall be calculated from the total proceeds received by the Company deriving from the securities offering, plus the proceeds obtained from the rights to purchase ordinary shares if all the rights are exercised, divided by the number of newly issued shares to accommodate those rights.

"The market price of Company's ordinary shares" is determined to be in equivalent to "The weighted average market price per share of the Company's ordinary share". Meaning that, "The weighted average market price per share of the Company's ordinary share" is the total trading value of the Company's ordinary shares divided by the number of Company's ordinary shares that were traded during the duration of 15 consecutive official working days prior to the date used for the calculation. (The day on which the stock market is opened for the stock trading)

In case that "The market price of Company's ordinary shares" cannot be obtained because there were no trading of the Company's ordinary shares during the above mentioned period, the Company shall determine the fair price to be used in the calculation instead.

"The date that is used for the calculation" is the first date that the purchasers of the newly issued ordinary shares do not obtain the rights to subscribe to the newly issued ordinary shares offering to the existing shareholders (Right Issue) and/ or to the general public on the first day of the public offering and/or to specific individuals (Private Placement). Nevertheless, in case that there are more than one offering price of the ordinary shares, under condition that these shares must be subscribed at the same time, the price of the share will be calculated using all the offering prices to derive at the net offering price per share of the newly issued shares. But in the case of such offering does not require subscribing the shares at the same time, only the offering price that is lower than 90 percent of the "market price of the Company's ordinary shares" will be used to calculate the price adjustment.

1. Exercise Price can be adjusted using the following formula

$$Price_1 = Price_0 \times \frac{[(A \times MP) + BX]}{[MP(A + B)]}$$

2. Exercise ratio will be adjusted using the following formula.

$$Ratio_1 = Ratio_0 \times \frac{[MP(A + B)]}{[(A \times MP) + BX]}$$

Where	<i>Price₀</i>	is	the exercise price before the adjustment
	<i>Price₁</i>	is	the new exercise prices after the adjustment
	<i>Ratio₀</i>	is	the exercise ratio before the adjustment
	<i>Ratio₁</i>	is	the new exercise ratio after the adjustment
	<i>MP</i>	is	“the market price of the Company’s ordinary shares”
	<i>A</i>	is	the number of fully-paid ordinary shares as of the date prior to the book closing date, for shares subscription, for the offering to the existing shareholders. In case of general public offering and/or private placement, it is the date prior to the first date of the shares offering.
	<i>B</i>	is	the number of newly issued ordinary shares offered to the existing shareholders and/or general public and/or specific individuals (private placement).
	<i>BX</i>	is	total proceeds, after deducting all expenses (if any), obtained from the offering of newly issued ordinary shares to the existing shareholders and/or general public and/or specific individuals (Private Placement).

- c. When the Company offers any newly issued securities, which can be converted to the Company’s ordinary shares or can exercise the right to purchase newly issued ordinary shares, to the existing shareholders and/or to general public and/or to private placement (Convertible Debenture or Warrants), where the average price per share of the newly issued ordinary shares to accommodate those rights is less than 90 percent of “The market price of the Company’s ordinary shares”

The adjustment in exercise price and exercise ratio will be in effect immediately, starting from the first day that the purchasers of the newly issued ordinary shares do not have the rights to subscribe for any newly issued securities, which provide the holders the rights to convert or exchange for ordinary shares. (The first day that there is a post sign “XW”) In case that it is an offer to the existing shareholders (Right Issue) and/or the first day of the general public offering of any securities that provide the holders the rights to convert or exchange for ordinary shares and/or specific individuals (Private Placement).

The average price per newly issued ordinary shares shall be calculated from the total proceeds received by the Company deriving from the securities offering, plus the proceeds obtained from the rights to purchase newly issued ordinary shares if all the rights are exercised, divided by the number of newly issued shares to accommodate those rights.

“The market price of the Company’s ordinary share” and the par value which are comparable to be used, and the meanings are the same as previously stated in (b).

“The date used in the calculation” is the first day that the purchasers of the newly issued ordinary shares do not obtain the rights to subscribe to any newly issued securities, which provide the holders the rights to convert to or exchange for ordinary shares, offering to the existing shareholders (Right Issue) and/ or the first day of the general public offering and/ or specific individuals (Private Placement) of the newly issued securities, which provide the rights to the holders to convert to or exchange for ordinary shares.

1. Exercise Price can be adjusted using the following formula

$$Price_1 = Price_0 \times \frac{[(A \times MP) + BX]}{[MP(A + B)]}$$

2. Exercise Ratio can be adjusted using the following formula

$$Ratio_1 = Ratio_0 \times \frac{[MP(A + B)]}{[(A \times MP) + BX]}$$

Where	<i>Price0</i>	is	exercise price before the adjustment
	<i>Price1</i>	is	the new exercise price after the adjustment
	<i>Ratio0</i>	is	the exercise ratio before the adjustment
	<i>Ratio1</i>	is	the new exercise ratio after the adjustment
	<i>MP</i>	is	the market price of the Company's common shares
	<i>A</i>	is	the number of fully-paid ordinary shares as of the date prior to the book closing date, for the subscription of newly issued securities that can be converted to or exchanged for ordinary shares, as for the case of the offering to the existing shareholders. In case of public offering and/or private placement, it is the date prior to the first day of the offering of newly issued securities that can be converted to or exchanged for ordinary shares.
	<i>B</i>	is	the number of newly issued ordinary shares, to accommodate the exercises of right of any securities that can be converted to or exchanged for ordinary shares, that are offered to the existing shareholders and/or general public offering and/or specific individuals (Private Placement).
	<i>BX</i>	is	the sum of the total proceeds, after deducting of all expenses (if any), obtained from the offering of any newly issued securities ,that can be converted to or exchanged for ordinary shares, to the existing shareholders and/or general public offering and/or specific individuals (Private Placement), including the proceeds obtained from the exercises of the right to purchase newly issued ordinary shares.

d. When the Company pays out dividend in full or in part in a form of ordinary shares to the Company's shareholders

The adjustment in exercise price and the exercise ratio will be in effect immediately, starting from the first day the purchaser of newly issued ordinary shares do not have the rights to obtain stock dividend (The first day the stock market posts the sign "XD")

1. Exercise Price can be adjusted using the following formula

$$Price1 = Price0 \times \frac{[A]}{[A + B]}$$

2. Exercise Ratio can be adjusted using the following formula

$$Ratio1 = Ratio0 \times \frac{[A + B]}{[A]}$$

where	<i>Price0</i>	is	the exercise price before the adjustment
	<i>Price1</i>	is	the new exercise price after the adjustment
	<i>Ratio0</i>	is	the exercise ratio before the adjustment
	<i>Ratio1</i>	is	the new exercise ratio after the adjustment
	<i>A</i>	is	the number of fully-paid ordinary shares as of the date prior to the book closing date for dividend
	<i>B</i>	is	the number of newly issued ordinary shares in form of stock dividend

e. When the Company makes cash dividend payment with the amount in exceeding 80 percent of Company's net income after tax (Separate financial statement) in any financial periods during the maturity period of the Warrants.

The percentage of the dividend payout to the shareholders is calculated from the actual dividend actually paid within each financial year divided by the net operating income after tax as shown in the financial statements of that financial year. The adjustment in exercise price and the exercise ratio will be in effect immediately, starting from the first day the purchaser of the newly issued ordinary shares do not have the rights to obtain the stock dividend. (The first day that the sign "XD" is posted)

“The market price of the Company’s ordinary share” and the par value which are comparable to be used, and the meanings are the same as previously stated in (b).

“The date used for the calculation” is the first day that the purchasers of the ordinary shares do not obtain the rights to receive the cash dividend

1. Exercise Price can be adjusted using the following formula

$$Price1 = Price0 \times \frac{[MP - (D - R)]}{[MP]}$$

2. Exercise Ratio can be adjusted using the following formula

$$Ratio1 = Ratio0 \times \frac{[MP]}{[MP - (D - R)]}$$

Where	<i>Price0</i>	is	the exercise price before the adjustment
	<i>Price1</i>	is	the new exercise price after the adjustment
	<i>Ratio0</i>	is	the exercise ration before the adjustment
	<i>Ratio1</i>	is	the new exercise ratio after the adjustment
	<i>MP</i>	is	“the market price of the Company’s common shares”
	<i>D</i>	is	the dividend per share, actually paid to the shareholders
	<i>R</i>	is	the dividend per share, that will be paid out in the ratio of 80 percent. This can be calculated from the net income after tax divided by the number of shares that are eligible to receive the dividend.

- f. In case that any circumstances that having effect on the Warrant holders or the holders of Certificate of Warrant to loss their rights or benefits that they should obtain, and those circumstances are not described in (a) to (e)

The Company and the financial advisor together shall consider to adjust the exercise right and/or the exercise ratio at the fair rate, that will not cause the Warrant holders or the holders of Certificate of Warrant to receive less benefits than before. In this regard, any decision made by the Company together with the financial advisor shall be considered final, and the Company is then required to inform the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), and Securities Depository regarding all the details of adjustment immediately after the date of such circumstance that has led to the adjustment of rights.

2. The calculations of changes of exercise price and exercise ratio according to (a) to (f) are independent from each other, and the adjustments will be calculated on the timing orders of the occurrences in comparison with “the market price of the Company’s ordinary shares”. For the case of those circumstances that occur at the same time, the calculations for changes shall be in the following orders; from (a), (e), (d), (b), (c), and (f). For each time of the calculation of the adjustments, the form of the exercise price shall be maintained with 3 decimal digits, and the exercise ratio with 3 decimal digits.

“The market price of the Company’s ordinary share” and the par value which are comparable to be used, and the meanings are the same as previously stated in (b).

3. In the calculation of any changes in the exercise price and exercise ratio according to (a) to (f), will not cause changes to increase the exercise price and/or decrease the exercise ratio except for the case of combining par value of shares. In a case that the number of ordinary shares to be exercised at each exercise of Warrants (3 decimal digits of new exercise ratio after the adjustment) is calculated to be in fraction of share, the fraction will be disregarded without any indemnification. And in case that in the calculation of the exercise price after the adjustment (3 decimal digits) multiplied by number of shares intended to exercise at that exercise period, indicated in the exercise notification, came out in fraction of Baht, the fraction of Baht will be disregarded.
4. In case that the new adjusted exercise price is lower than the par value, the new adjusted exercise price can use except that regulation does not allow the company to issue new shares at price lower than par value, use par value as the new adjusted exercise price. The Company reserves the right to adjust the exercise price equal to the par value of common stock. For the exercise price, use the exercise ratio calculated under clause (a) to (f) as before

5. The status of Warrants or the Certificates of Warrant during the date that the Warrant holders or the holders of the Certificate of Warrant have submitted their intentions to exercise their rights, and the date before the Ministry of Commerce approves the additional paid-in capital, shall be the same as that of the Warrants and the Certificates of Warrant who have not been submitted the intentions to exercise. Such status will be ended on the day that the Ministry of Commerce approves the additional paid-in capital as the result of the exercises of right according to the Warrants and the Certificates of Warrant.

In the case that, the Company adjusts the exercise price and/or exercise ratio while the Company has not yet registered the ordinary shares that intended for the exercises of right of the Warrants or the Certificates of Warrant with the Ministry of Commerce, the Warrant holders or the holders of the Certificate of Warrant who have already exercised their rights will obtain the back dated of the adjustments of right. In this regard, the Company shall promptly issue additional number of ordinary shares to the Warrant holders or the holders of the Certificate of Warrant who are eligible to obtain those rights. As the result of the price adjustment, the additional ordinary shares that the Warrant holders or the holders of the Certificate of Warrant should receive may be later than the ordinary shares that have been received earlier. But in any case, it should not be more than 45 days from the date of the rights adjustment. The company may consider the adjustment of the exercise price along with the issuance of new warrant instead of adjustment of the exercise ratio. If issuance and offering of additional reserved shares are required, the Company shall seek approval from the Office of the SEC by filing to the Office together with the shareholder meeting resolution for the issuance of reserved shares in an adequate amount for the right adjustment.

6. Ordinary Shares that were issued as a result of the exercise rights of the Warrants or the Certificates of Warrant will have the same rights and benefits as of those of the previous issued and paid up ordinary shares, once the Ministry of Commerce has approved the additional paid-in capital.
7. Adjustment in exercise price or exercise ratio according to the conditions as stated above. In such a case, the Company shall not request the Warrant holders to return the Warrants, just only the existing Warrant holders will receive full rights regarding the adjustments of the exercise price and exercise ratio.
 - 7.1 The Company will have to inform the Warrant holders regarding the adjustment in exercise price and/or the adjustment in exercise ratio via stock exchange information distribution service
 - 7.2 The Company shall have to inform the Securities and Exchange Commission and Stock Exchange immediately, the details regarding the method used in the calculation and the reasons of such adjustment. This is to inform the new exercise price and exercise ratio as well as the summary of reasons for the rights adjustment, the method used in the calculation, and the date, on which the adjustment will be effective, and will have to inform such adjustment after the date the circumstance occurs.

Delivery of ordinary shares deriving from the exercise of Warrants

In exercising the right of Warrants to purchase the Company's newly issued ordinary shares, the Warrant holders can select one of the following cases for the Company to proceed

1. In case that the Warrant holders wish to have the ordinary share certificates in their own names, the Securities Depository as the registrar will proceed to deliver the share certificates, according to the number of Warrants that have been exercised to the Warrant holders via registered mail. This registered mail will be sent to the addresses provided in the Warrant registered book within 15 business days from the relevant exercise date. In this case, the Warrant holders who intend to exercise the rights to purchase the newly issued ordinary shares will not be able to sell their ordinary shares deriving from the exercises of the Warrant in the Stock Market, until they have received the share certificates. In this case, it should be after the date that the ordinary shares are allowed to be traded in the Stock Market.
2. In case that the Warrant holders who have been allocated the ordinary shares, do not want to receive the shares certificates, but intend to use the service of the Securities Depository instead. Meaning that, they intend to deposit their ordinary shares in the account of the securities companies, where the Warrant holders have their trading accounts with. In this case, the Securities Depository will proceed to deposit the ordinary shares deriving from the exercises of Warrant with "Thailand Securities Depository Company Limited on behalf of the depositors," and the Securities Depository will record the number of ordinary shares that the securities companies have deposited. At the same time, the securities companies will also record the number of the newly issued ordinary shares that they have deposited, and will issue evidences of the deposit to the subscribers who have been allocated the shares within 7 working days from the last day of each exercise periods. In this case, the Warrant holders who have been allocated the newly issued ordinary shares will be able to sell their newly issued ordinary shares resulting from the exercise of rights immediately in the Stock market, soon after the Stock Exchange Committee has approved the trading of those ordinary shares in the Stock market.

In case that the Warrant holders, who have exercised their rights to purchase newly issued ordinary shares, decide to let the Company proceed according to 2, it is required that names of the Warrant holders have to be the same as appeared in the securities trading accounts that the Warrant holders intend to deposit their ordinary shares. Otherwise, the Company reserves the right to issue share certificates for the Warrant holders who have been allocated the shares, as described in 1 instead.

3. In case that the Warrant holders, who have been allocated the shares, do not want to receive the share certificate, but intend to use the service of the Securities Depository, by depositing the ordinary shares in the account of the Securities Depository, member number 600. In this case, the Company will proceed to deposit the ordinary shares, deriving from the exercise of the Warrants, at the Securities Depository. For this, the Securities Depository will record the same number of newly issued ordinary shares as have been allocated in the account of the Securities Depository, member number 600, and will issue evidences of the deposits to the Warrant holders who have been allocated the shares within 7 working days from the last day of each of the exercise periods. When the holders of the allocated shares wish to sell their shares, they must withdraw their shares from the account number 600 as mentioned, through making contact with their securities companies. However, there will be some operating fees which may be required by the Security Depository and/or the securities companies. In this case, once the Stock Exchange Committee has approved the trading of the ordinary shares in the Stock Market, and these shares have been withdrawn from the account number 600, the Warrant holders who have been allocated the ordinary shares, can immediately sell their ordinary shares in the Stock market.

In case that the Company cannot allocate the ordinary shares to accommodate the exercises of right

The Company shall indemnify for any losses for the Warrant holders or the holders of the Certificates of Warrant as per holders or the holders of the Certificates of Warrant as per described in the following details:

1. The Company shall indemnify only for those Warrant holders or the holders of Certificates of Warrant who have notified their intentions to exercise their rights on each of the exercise dates, but the Company cannot allocate the ordinary shares to accommodate the exercises. With exception of the case of the restrictions, regarding the transfer of the Warrants.

The Company shall close the Warrants' registered book to suspend the transfer of Warrants within 30 days after the exercise date, on the date which the Company is unable to allocate enough ordinary shares to accommodate the exercises of the right. The closing of the Warrant registered book is only for the purpose of checking the list of Warrant holders' names, and will not have any impact on the price of the Warrants.

As for the indemnification indicated in section 1, the Company shall pay in the form of "crossed check and payable to account payees only", and will be delivered via registered mail within 30 days from the closing of the Warrants' registered book.

2. Calculation for indemnification that the Company will compensate to the Warrant holders, according to section 1, is based on the following formula:

Indemnification for each unit of Warrant = $A \times [MP - EP]$

- Where
- A is number of ordinary shares that cannot be allocated and/or increased according to the increased exercise ratio of one unit
 - MP is the weighted average price of the Company's ordinary shares on each of the exercise dates that the Warrant holders or the holders of Certificates of Warrant notify their intention to exercise their rights. The weighted average price of the Company's ordinary shares can be calculated from the total share transactions of the Company divided by the total number of the Company's ordinary shares traded in the Stock Exchange of Thailand.
 - EP is Exercise price of the Warrant or the adjusted exercise price, in case there is a change in exercise price and/or exercise ratio.

Restrictions on transfer of Warrants

1. Transfer of Warrants

The Company has no restriction on the Warrants transfer, except for the last exercise date which the Company will close the registered book to suspend the transfer of Warrants for 21 days prior to the last exercise date. (the event that the exercise date occurs on the holiday, the exercise date shall be moved forward to the last business day prior to the exercise date).

2. Foreign individuals who are non - Thai nationality

2.1 The Company will not issue ordinary shares to non-Thai individuals who have even completely exercised their rights according to the exercise procedure if the exercise of their Warrants results in the proportion holding limit of foreign shareholders to become greater than 49%, as determined by the regulations number 14, or any proportion holding limit that may be changed due to the changes of regulations in the future.

2.2 In case that the transfer restriction mentioned above results in the non-Thai nationality Warrant holders or the holders of the Certificates of Warrants, who have completely exercised their rights according to the exercise procedures, but not be able to exercise their rights for the numbers intended to exercise as indicated in the Exercise Notification Form to purchase the newly issued ordinary shares, whether it be in whole or in part, the Warrant holders shall select one of the following actions for the Company to proceed:

- (a) The Company shall return the Warrants or the Certificates of Warrant and the remaining amount of money according to the exercise price of the Warrants or the Certificates of Warrant that are unable to exercise to the Warrant holders. These returned amounts, without any interest shall be sent to the non-Thai nationality Warrant holders or the holders of the Certificates of Warrant via registered mail within 14 days after each of the exercise dates.
- (b) Allow the Company to proceed and hold on to the Exercise Notification Forms, Warrants or the Certificates of Warrant and the remaining payments according to their exercises of right to purchase the ordinary shares. Providing that the non-Thai Warrant holders or the holders of the Certificates of Warrant have notify their intentions to exercise the rights in part that have not yet been exercised, in order for the Company to proceed with their rights as the holders of the Warrants or the Certificates of Warrant to exercise in part that have not yet been exercised. As long as the holding number of the ordinary shares deriving from exercising of rights of the Warrants or the Certificates of Warrant as mentioned are not contradict to the holding limit in whole or in part.
However, the non-Thai nationality Warrant holders or the holders of the Certificates of Warrant must submit their intentions to allow the Company to proceed according to (a) or (b) as mentioned above, by stating their intentions in the Exercise Notification Form during each of the Exercise Notification periods.
- 2.3 The Company shall be allowed to proceed with the exercise of the Warrants or the Certificates of Warrant for the part that has not yet been exercised as described in 2.2 (b), in part, or in whole on the first exercise date, as long as such exercise of rights is not in contradiction with the holding limit as mentioned above. However, if there are more Warrants or the Certificates of Warrant that are waiting to be exercised than the number of ordinary shares that are allowed to purchase and without contradict to the holding limit of the non-Thai nationality Warrant holders, the Company shall proceed with exercises of right for the non-Thai nationality Warrant holders or the holders of the Certificates of Warrants according to the proceedings and completions of Exercise notification Forms with regard to the limitation of the exercise of right.
- 2.4 The non-Thai nationality Warrant holders or the holders of the Certificates of Warrant will not be indemnified of any kinds from the Company in the case that they can not exercise their rights due to the proportion of holding limit of the securities of the Warrant holders or the holders of the Certificates of Warrant who are non-Thai nationality.
In the case that the Warrant holders or the holders of the Certificates of Warrant have submitted their intentions to the Company as described in 2.2 (b) on the last exercise date, and the Warrants or the Certificates of Warrant cannot be exercised due to the restriction in the shares holding limit of Warrants or the Certificates of Warrant, it shall be deemed that the Warrants or the Certificates of Warrant become expired, and the Warrant holders or the holders of the Certificates of Warrant shall not have no rights to claim for losses from the Company. And the Company shall not indemnify or compensate for any losses occurred.

<u>Silent Period</u>	-none-
<u>Others</u>	-none-
<u>Financial Advisor</u>	Asset Pro Management Co.,Ltd
<u>Prepared By</u>	Asset Pro Management Co.,Ltd

The company verifies that this notification is correct and completed.

TV Thunder Public Company Limited

Company's seal

(Mrs.Patraporn Wannapinyo)

Director

(Mr.Pirath Yensoonjai)

Director