

Lease IT Public Company Limited

Notification of the Allocation of Warrants to Purchase the
Ordinary Shares of Lease IT Public Company Limited No.2 (LIT-W2)

The Warrants shall be allocated to the existing shareholders of the Company who subscribed and being allocated the newly issued ordinary shares proportionate to their respective shareholdings without allocating to the shareholders which such allocation will cause the Company to comply with law of a foreign country, at an allotment ratio of 6 newly issued ordinary shares to 1 unit of warrants, free of charge (any fraction shall be disregarded).

The Record Date to determine the names of shareholders who are entitled to be allocated and offered the newly issued ordinary shares along with the Warrants is scheduled to be on December 27, 2021.





Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Ordinary Shares of Lease IT Public Company Limited No. 2 ("LIT-W2")

The Warrants to purchase ordinary shares of Lease IT Public Company Limited No. 2 ("Warrants" or "LIT-W2") were issued by Lease IT Public Company Limited ("Issuer" or "the Company"), pursuant to the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2021 held on December 17, 2021 approved the Company to issue the Warrants amounting to not exceeding 36,908,242 units to allocate to the existing shareholders who subscribed and being allocated the newly issued ordinary shares proportionate to their respective shareholdings without allocating to the shareholders which such allocation will cause the Company to comply with law of a foreign country, at an allotment ratio of 6 newly issued ordinary shares to 1 unit of warrants, free of charge.

Warrants holders shall be entitled to the rights as described in the Warrant Covenants. Both Issuer and Warrants holders shall be bounded accordingly to all aspects of Warrant Covenants described herein. And, it shall also be deemed that the Warrants holders have fully acknowledged and understood all the terms and conditions set forth, including agreed with the appointment of the registrar as well as all the terms in the contract to appoint the registrar of the Warrants. The Warrants Issuer shall keep the copies of these Covenants at its head office so that the Warrants Holders can ask to review such copies of the Covenants and all agreements during the business hours and business days of the Issuer.

1. Definitions

Below is the list of words and phrases used in the Terms of Warrant Covenants with their respective meanings:

The Warrant Covenants The Warrant Covenants with regards to the rights and duties of the

Issuer and holders of Warrants to Purchase the Ordinary Shares of Lease IT Public Company Limited No. 2 (LIT-W2) including the

amendment in the future (if any)

Warrants Warrants to Purchase Ordinary Shares of Lease IT Public Company

Limited No. 2 (LIT-W2)

Public Company Limited No. 2 (LIT-W2) issued by Thailand Securities

Depository Company Limited

Company or Issuer of Warrants Lease IT Public Company Limited

Warrants holders Legitimate holder of Warrants

Business day

The day which commercial banks in Bangkok operate the business

which neither be on Saturday nor Sunday not other days announced by

Bank of Thailand to be bank holiday

Date of issuance February 1, 2022



Exercise date The day that the Warrants holders can exercise their Warrants to

purchase newly issue ordinary shares of the Company

Notification period for the exercise

of right

The period that warrants holders intend to exercise their rights to purchase the Company's ordinary shares, must submit the intention to

purchase ordinary shares of the Company

Notification No. Tor Chor. 34/2551 Notification of the Capital Market Supervisory Board No. Tor Chor.

34/2551, Re: Application for an Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares as of

December 15, 2008 (as amend)

SEC or Commission The Securities and Exchange Commission (SEC)

SET or The Stock Exchange of

Thailand

The Stock Exchange of Thailand (SET) or Market for Alternative

Investment (mai) (as the case may be)

Registrar of Warrants Thailand Securities Depository Company Limited (TSD)

Securities Depository Thailand Securities Depository Company Limited (TSD)

Warrants registered book Warrants' register book or sources of information which records details

of the Warrants and Warrants holders collected by registrar of Warrants

relevant laws (if any)

2. Details of the securities

Warrants Issuer and Address Lease IT Public Company Limited

1023 MS Siam Tower 29th Floor, Rama 3 Rd., Chongnonsi, Yannawa,

Bangkok 10120

Type of securities Warrants to Purchase Ordinary Shares of Lease IT Public Company Limited

No. 2 (LIT-W2)

Type of Warrants Specified the name of the holder and transferrable

Number of Warrants Not exceed 36,908,242 units

Number of new ordinary shares

reserved for the exercise of

Warrants

Not exceed 36,908,242 shares (at par value of Baht 1.00)

Allocation method The Company shall allocate the LIT-W2 Warrants to the existing

shareholders of the Company who subscribed and being allocated the newly issued ordinary shares at an allotment ratio of 6 newly issued ordinary shares to 1 unit of warrants. The record date to determine the names of

shareholders who are entitled to be allocated and offered the newly issued shares along with the LIT-W2 Warrants is scheduled to be on December 27,



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Exercise ratio

exercise of right

2021 (Record Date). If there is any fraction of the warrants from calculation of the allotment, such fraction shall be disregarded. In the event there is any unit of Warrants left after the allotment, the Company will cancel all the remaining Warrants. The final outstanding balance of allotted Warrants shall equal to the number of the Warrants allotted to the existing shareholders.

The Company reserves the right in its sole discretion to not allocate the Warrants to any existing shareholders if such allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions, namely 1) United States, 2) Canada, 3) Japan, 4) South Korea, and 5) China, and the Company reserves the right, and its decisions to change the list of Restricted countries that result in additional burden or action to be taken by the company further to those required by Thai laws.

Offering price Baht 0 (Zero Baht)

1 units of Warrants has the right to purchase 1 ordinary share, unless the

exercise ratio is adjusted under the rights adjustment

Exercise price Baht 2.00 per share, unless the exercise price is adjusted under the rights

adjustment

Date of issuance February 1, 2022

Term of Warrants 3 years from the date of issuance. The Company will not extend the term of

the Warrants and there is no requirement demanding the Warrant holders to

exercise their rights prior to the exercise date.

Exercise period The Warrants holders will be entitled to exercise their rights to purchase the

December of each year throughout until the expiration of the term of the Warrants. Except for the last Exercise Date which will be on January 31,

newly issued ordinary shares of the Company on the 25th of June and

2025, the date the Warrants reach its expiration term (December 25, 2024 is

considered normal Exercise Date). In case the exercise date is on the bank

holiday, the exercise date shall be postponed to the last working day prior to

such exercise date.

First exercise date June 25, 2022

Last exercise date January 31, 2025 (The date of the 3rd anniversary from the issuance date)

Notification period for the The LIT-W2 Warrants holders that intend to exercise their rights to purchase

ordinary shares of the Company during 09.00 am to 04.00 pm within 5 business days prior to each exercise date. For the last exercise date, the

the Company's ordinary shares, must submit the intention to purchase

Warrants holders must submit the intention to exercise their rights at least 15

days prior to the last exercise date.



Irrevocability of notification of the intention to exercise the Warrants

Secondary market for Warrants

Secondary market for underlying shares

Impact to shareholders

The intention to exercise the Warrants shall be the irrevocable upon delivery of the notification of to intention to exercise the Warrants.

The Company shall list the Warrants on the Market for Alternative Investment (mai)

The Company shall list the underlying Shares on the Market for Alternative Investment (mai)

Effect on the issuance and offering of the newly issued ordinary shares proportionate to their respective shareholdings along with the warrants to purchase ordinary shares of the Company but not to allocate to the shareholders which such allocation will cause the Company to comply with law of a foreign country having the details as follows:

Control Dilution

In case that all existing shareholders subscribe for the newly issued ordinary shares in proportion of their respective shareholding and exercise the LIT-W2 Warrants, there will be no control dilution and the existing shareholders will not have impact from control dilution. In case that the warrant holders exercise their rights to purchase the newly issued ordinary shares under the LIT-W2 warrants in full amount but such warrants holders are not the existing shareholders, this will impact the control dilution of the existing shareholders, whereby the control dilution of the existing shareholders will decrease approximately 7.69 percent. The calculation method can be explained as follows:

Control Dilution = No. of accommodated shares that issued and offered

for the LIT-W2

(No. of paid-up shares + No. of newly issuance shares + No. of accommodated shares for the LIT-W2)

= 36,908,242

(221,449,456 + 221,449,456 + 36,908,242)

= 7.69 percent

Price Dilution

In case that all existing shareholders subscribe for the newly issued ordinary shares in proportion of their respective shareholding and the warrant holders have exercised their right under LIT-W2 warrants in full amount of 36,908,242 units, the existing shareholders will experience the price dilution by 33.79 percent. The calculation method can be explained as follows:

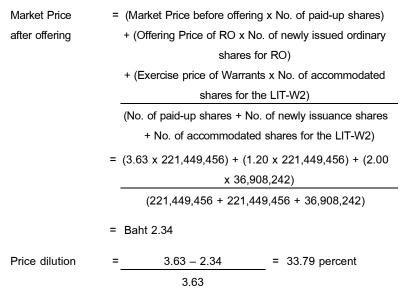
Price dilution = (Market Price before offering* - Market Price after

offering)

Market Price before offering







*Market Price before offering of LIT-W2 calculates from the weighted average market price 15 trading days prior to the date of the Board of Directors' Meeting No.12/2021 on November 10, 2021 approved the issuance of the Warrants.

Earnings Per Share Dilution

In case that all existing shareholders subscribe for the newly issued ordinary shares in proportion of their respective shareholding and the warrant holders have exercised their right under LIT-W2 warrants in full amount of 36,908,242 units, the existing shareholders will experience the EPS dilution by 53.85 percent. Net Profit in the calculation based on the net profit attributable to the Company's shareholders from the last 12 months (October 1, 2020 to September 30, 2021) equals to Baht 20,736,663. The calculation method can be explained as follows:

EPS Dilution	=	Earnings Per Share before issuance - Earnings Per Share after issuance		
	•	Earnings Per Share before issuance		
Earnings Per	=	Net Profit		
Share Before	'.	No. of Paid-up Shares		
issuance				
	=	Baht 20,736,663		
		221,449,456 shares		
	=	Baht 0.0936		
Earnings Per	=	Net Profit		
Share After		(No. of paid-up shares + No. of newly issuance shares +		
issuance		No. of accommodated shares for the LIT-W2)		
	=	Baht 20,736,663		
		221,449,456 shares + 221,449,456 shares + 36,908,242 shares		
	=	Baht 0.0432		



-Translation- LIT-W2

EPS dilution = 0.0936 - 0.0432 0.0936

= 53.85 percent

Other Conditions

The Board of Directors or Executive Committee or any person designated by the Board of Directors or by the Executive Committee is authorized to determine and amend the items, conditions and other details relating to the Warrants including the issuance, the offering and the exercise of the Warrants to purchase ordinary shares as well as to negotiate, execute and sign on any relevant documents and agreements related to the issuance, prepare and submit applications and any documents to the Office of the Securities and Exchange Commission, other relevant government agencies and/or other relevant person(s), which also include the listing of the Warrants on the mai, and to carry out any necessary actions relating to the Warrants, the issuance and allocation of the Warrants, the listing of the Warrants on the mai according to relevant laws.

2.2 Warrants, Warrants Register Book and Holders of Warrants Rights

- 2.2.1 The Registrar of Warrants has the duty to issue the Warrants to all Warrant holders. The Warrants deposited with the Securities Depository shall have the Securities Depository's name specified as the Warrants holders. The Warrant Registrar will issue the Warrants or the Warrant Substitute in the form as specified by the Securities Depository.
- 2.2.2 The Registrar of Warrants has the obligation in accordance with the Registrar of Warrants appointment agreement to prepare and keep the Warrants Register Book until all Warrants are exercised or until the term of Warrants is expired (as the case may be).

2.2.3 Holders of Warrant Rights

- Holders of Warrant Rights in General Case

Rights in the Warrants shall fall upon a person or juristic person whose name appears as the owner of the Warrants in the Register Book at the time or on the first day of the closure of the Register Book, except for the case of the transfer of the Warrants (which can be proven with the Company pursuant to Clause 2.3) has occurred on the relevant day of the closing of the Register Book, provided that the rights in the Warrants shall fall upon the transferee of the Warrants.

- Holders of Warrant Rights where the Securities Depository acts as the Warrants Holders

Rights in the Warrants shall fall upon a person or juristic person whose name is informed in writing by the Securities Depository to the Registrar of Warrants as being a Right-holder under the Warrants in an amount informed by the Securities Depository to the Registrar of Warrants, provided that such amount shall not exceed the total number of the Warrants issued in the



name of Securities Depository which are recorded in the Register Book at the time or at the first day of the closing of the Register Book.

2.2.4 At the time the Securities Depository informs the Registrar of Warrants, the Registrar of Warrants has the duty to issue the Warrants to the Right-holder under the Warrants who deposits the Warrants with the Securities Depository and register such Right-holder under the Warrants as the Warrant holders in the Register Book in an amount specified by the Securities Depository. In this regard, after the Warrants are issued and registered, the Registrar of Warrants shall amend the total amount of the Warrants registered in the Register Book under the name of the Securities Depository by deducting the total amount of the Warrants registered under the name of the Right-holder under the Warrants. For those total amount of the Warrants issued to the Securities Depository, if the Registrar of Warrants fails in any way whatsoever to amend the total amount of the Warrants issued to the Securities Depository, it shall be deemed that the total amount is reduced by the amount of the Warrants issued and registered in the name of such Right-holder under the Warrants.

2.3 Transfer of the Warrants

- 2.3.1 Transfer of the Warrants which are not kept at the Securities Depository shall be made in accordance with the following criteria:
 - The form of transfer of the Warrants between the transferor and the transferee: Transfer of the Warrants shall be completed when the transferor of the Warrants, whose name appears in the Register Book as the owner of the Warrants in the amount to be transferred, or the latest transferee, being endorsed continuously by all transferors whose names appear thereon, (as the case may be) delivers the warrant certificate to the transferee by causing his/her signature endorsed at the back as a proof of the transfer.

Effect of the transfer of the Warrants between the transferee and the Company: The transfer of the Warrants shall be valid against the Company when the Registrar of Warrants receives the request for registering the transfer of the Warrants and the warrant certificate is duly signed by the transferee.

Effect of the transfer of the Warrants between the transferee and third parties: The transfer of the Warrants shall be valid against third parties when the Registrar of Warrants duly registers the transfer of the Warrants in the Register Book.

Request for registering the transfer of the Warrants: Such request shall be made at the principal office of the Registrar of Warrants on Business Days and during business hours of the Registrar of Warrants. The request shall be made in accordance with the forms and procedures prescribed by the Registrar of Warrants. A person requesting registration shall submit to the Registrar of Warrants the Warrants Certificate bearing all signatures pursuant to the aforementioned criteria along with other evidence to prove the accuracy and completeness of the transfer and receipt of the transfer of the Warrants in the Register Book, along with other evidence as prescribed by the Registrar of Warrants. However, the Registrar of Warrants shall be entitled to refuse the request for registering the transfer of the Warrants, if the Registrar of Warrants views that such transfer is illegal.





2.3.2 Transfer of the Warrants kept at the Securities Depository shall be made in accordance with the regulations of the Stock Exchange of Thailand, Securities Depository and the relevant agencies.

3. Exercise of right procedure

3.1 Exercise date

The Warrants holders can exercise the Warrants to purchase the newly issued ordinary shares of the Company on the 25th of June and December of each year throughout until the expiration of the term of the Warrants. Hereby, the first Exercise Date will be on June 25, 2022 and the last Exercise Date will be on the date of the third anniversary from the issuance date which will be on January 31, 2025 (December 25, 2024 is considered normal Exercise Date). In case the exercise date is on the bank holiday, the exercise date shall be postponed to the last working day prior to such exercise date. For the Last Exercise Date, the Period for the Notification of the Intention to Exercise the Right shall be not less than 15 days prior to the Last Exercise Date. The Warrants shall expire from being listed securities on the next day after the last exercise date. In this regard, the Company does not have a right to call for the Warrants holders to exercise their rights before the exercise period described.

3.2 Exercise of Warrants

In exercising the rights to purchase the ordinary shares of the Company, the Warrant holders may exercise their rights under the Warrants to purchase the ordinary shares either in whole or in part. For any outstanding Warrants that are not exercised before the Last Exercise Date, the Company will deem that the Warrant holders of such outstanding Warrants do not wish to exercise their rights thereunder, and such Warrants shall be deemed nullified without having been exercised.

3.3 Notification period for the exercise of right

Warrants holders or the holders of the certificate of Warrants who intend to exercise their rights to purchase ordinary shares of the Company must submit the intention to purchase ordinary shares of the Company from 09.00 a.m. - 04.00 p.m. of each business day within 5 business days prior to each exercise date. For the last exercise date, the Warrants holders shall submit their intention to exercise within 15 days prior to the last exercise date.

The Company shall not close the register book to suspend transfer of the Warrants, except for the last exercise of the Warrants for which the register book shall be closed to suspend transfer of the Warrants 21 days prior to the Last Exercise Date (the expiry date of the Warrants). The SET will then post the SP sign (suspended trading) 2 business days prior to the register book closing date. In case the closing date is a holiday of the SET, it shall be moved to the preceding business day.

The Company will provide information regarding the exercise of the right, the exercise period, and the notification period, at least 5 business days prior to each notification period, via electronic information disclosure means of the SET (SETLINK). As for the last exercise, the Company will send the registered



mail to the Warrants holders, whose names appeared in the Warrants' registered book on the last book closing date within 5 business days from the register book closing date.

3.4 Registrar of Warrants

The Warrants holders can contact the Registrar of Warrants at the address stated below:

Thailand Securities Depository Company Limited

93 Ratchadaphisek Road, Dindaeng,

Bangkok 10400, Thailand

Tel : 02-009-9000 Fax : 02-009-9991 TSD Call Center : 02-009-9999

Website : www.set.or.th/tsd

The registrar of Warrants is responsible for closing the Warrants' registered book, which should have the records of; Warrants holders' name, last name, nationality, address, and other details that may be required by Thailand Securities Depository Company Limited. In the case of any discrepancy of information herein, it should be considered that, the information that appeared in the Warrants' registered book is accurate.

The registrar has the duty, as prescribed in the registrar appointment contract, to prepare and keep the Warrants' registered book, until all the Warrants are exercised or the Warrants reach the maturity. And the Company conserves the right to change the registrar.

The Warrants holders have the rights to request for changes or making corrections the details in the Warrants' registered book. And, the registrar shall then proceed to change or correct the error accordingly.

3.5 Contact address for exercise right of Warrants

The Warrants holders or the holders of the certificate of Warrants can submit the intention to exercise the right as the period mentioned above at location and exercise procedures as follows:

Finance and Accounting Department

Lease IT Public Company Limited

1023 MS Siam Tower 29th Floor, Rama 3 Rd.,

Chongnonsi, Yannawa, Bangkok 10120

Telephone no.: 02-163-4260 ext. 710

Email: IR@leaseit.co.th

The holders of Warrant or the holders of certificate of Warrants can obtain the Exercise Notification Form to exercise their rights to purchase ordinary shares at the Company, which the holders shall submit their intention to exercise the right within the notification period mentioned above.





In the event that the Company changes the address to submit the intention to exercise the right, the Company will inform the Warrants holders through the electronic information disclosure means of the SET.

3.6 Exercise of right procedure

The Warrants holders can request for the exercise notification form in order to purchase the ordinary shares at the Company or from the Company's website www.leaseit.co.th. The Warrants holders can submit their intention to purchase the newly issued ordinary shares to the Company in accordance with the Exercise Notification Period as specified under Clause 3.3 above.

3.6.1 In case that the Warrants are in the scripless system

The Warrants holders who want to exercise their rights shall notify their intentions and file the application forms for withdrawal of the Warrants, or for the issuances of certificates of Warrant, as in the form prescribed by the SET, with securities companies who act as their brokers. The securities companies will then notify Thailand Securities Depository Company Limited to request for withdrawal of Warrants or the Certificates of Warrant to be used as evidences for exercising of rights with the Company, as stated above.

In the event that the Warrant holders does not have a trading account whereby the Warrants are with TSD in the "Issuing Company Account", the Warrant holders who wish to exercise their rights shall notify their intention and fill in a request form for withdrawal of the Warrants as prescribed by the Stock Exchange by submitting the request form to TSD. TSD shall issue the Warrants substitute to be used as evidence for the exercise of rights to purchase the Company's newly issued ordinary shares.

- 3.6.2 In case that exercise the rights using the Warrants or the certificates of Warrants
 - Warrants holders or the holders of certificate of Warrants who would like to exercise their rights to purchase the Company's ordinary shares must comply with conditions to exercise the Warrants, by proceeding and sending the following documents at the above-mentioned contact address in 3.5:
 - (1) A completed Exercise Notification Form to purchase ordinary shares that is filled out duly, correctly and clearly in all items with the signature of Warrants holders.
 - (2) The evidence of Warrants or the certificates of Warrants, in the form prescribed by SET, with the numbers more than or equal to the numbers indicated in the Exercise Notification Form to purchase ordinary shares and in the proxy form to allow the proxy to pick up the new Warrants for the unexercised Warrants (if any).
 - (3) Payment should be made in whole of the exercise amount as specified in the notification form send to the Company. The payment can be made in form of personal cheque, draft, or cashier cheque, either of which must be dated on each Exercise Date and could be drawn from the clearing house in Bangkok within 2 business days from each Exercise Date, and which must be dated and crossed cheque payable to "Account for Share Subscription of



Lease IT Public Company Limited" Account No. 064-0-26436-0, Saving Account, KrungThai Bank Public Company Limited, Phatthanakan 17 Branch, and also write their names, address, and telephone numbers on the back of personal cheque, draft, cashier cheque; or make the payment by other means which may be determined and notified by the Company.

The exercise of right to purchase ordinary shares will be valid only if the payments are collectable in full. In the event that, the payments cannot be collected for whatsoever reasons, those Warrants holders will be responsible for, and it will be deemed that Warrants holders intend to cancel such exercises of right, and the Company shall be correspondingly allowed to the cancellation of those exercises of right. In such case, the Company will return the Warrants together with the cheque, cashier's cheque or draft which could not be collected, to such Warrants holder within 14 days from the respective Exercise Date. However, such cancellation shall not deprive the Warrants holders' right to subscribe to the Company's ordinary shares for the remaining exercise periods; except in the case of the Last Exercise Date in which the Company shall consider that such Warrants are nullified without being exercised. In such case, the Company and the Agent Receiving Exercise Intention shall not be responsible for the interest and/or any damages in whatsoever cases.

The Warrants holders who wish to exercise their rights to purchase the ordinary shares shall be responsible for all tax and/or stamp duty expenses (if any) in accordance with the Revenue Code regarding stamp duty or other relevant regulations or laws governing the exercise of rights to purchase the ordinary shares under the Warrants (if any).

(4) Supporting evidence for subscription

- (a) Thai individual: A certified true copy of identification card (not expired) or a certified true copy of governmental officer identification card/state enterprise officer identification card (not expired).
- (b) Foreign individual: A certified true copy of passport or alien identification card (not expired)
- (c) Thai juristic person: A certified true copy of affidavit issued by Ministry of Commerce for not more than 6 months before the subscription date with the company's stamp (if any). The said documents must be certified by authorized signatory (signatories) of the juristic person, and a certified true copy of identification card, alien identification card, or passport (not expired) of the authorized directors.
- (d) Foreign juristic person: A certified true copy of certificate of incorporation or affidavit issued for not more than 6 months before the subscription date with the company's stamp (if any) The said documents must be certified by authorized signatory (signatories) of the juristic person, and a certified true copy of alien identification card or passport (not expired) of the authorized directors. All said documents must be certified by the notary public in the country where the documents were prepared and then authenticated by an official of the Thai Embassy or the Thai Consulate in the country where the documents were prepared, all of which is issued not more than 6 months prior to the subscription period.



- (e) Custodians: A certified true copy of the certificate of incorporation, including a letter of custodian appointment and a certified true copy of the documents specified in Clause(a) or (b) of the authorized signatory and notarize, within 6 months prior to that particular Exercise Date, by notary public of the country issuing such documents.
- 3.6.3 The Warrants holders shall exercise the right to purchase the ordinary shares at least 100 shares, which must be in the round number only. In the case that the Warrants holders intend to exercise the right to purchase the ordinary shares lower than 100 shares, shall exercise the right to purchase ordinary shares within one time. Providing that, the exercise ratio is one unit of Warrants or certification of Warrants to 1 unit of ordinary share, unless there is any change in rights adjustment as per 4.1. Except for the last exercise, in such case, the Warrants holders can exercise their rights without any minimum number of ordinary shares specified.
- 3.6.4 Number of newly issued ordinary shares can be calculated by dividing the total amount of payments that the Warrants holders, or the holders of certificate of Warrants, have paid in full, as per the payment details described above, by the exercised price at the date of the exercise. 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 per unit. In case that there is an adjustment in the exercise price and/or exercise ratio, that caused the calculation to result in fraction number of shares, the Company will not take fraction of share into account in the calculation, and will return the remaining payment amount after the exercises of right to the Warrants holders or the holders of certificate of Warrants. The returns of the remaining amount mentioned, without any interest and/or other damages will be sent via registered mail within 14 days after each of the exercise dates.
- 3.6.5 In case that the Company has received the evidence of Warrants or certificates of Warrant that are different from what are indicated in the Exercise Notification form, or the Company finds out that statements that the Warrants holders or the holders of certificate of Warrants indicated in the Exercise Notification form are incomplete or incorrect, the Warrants holders or the holders of certificate of Warrants must make such corrections within period of each of the exercise dates. In this case, if the Warrants holders or the holders of certificate of Warrants do not correct such statements within the specific time period, the Company shall consider that the exercise notifications are expired and invalid without any exercises of the right. The Company will then return the payments and the Warrant or certificates of Warrant, without any interest to the Warrants holders within 14 days from the exercise date.
- 3.6.6 In case that the Warrants holders or the holders of certificate of Warrants make insufficient payments, the Company has the right to take one of the following actions, as consider appropriate by the Company.
 - (1) Deem that the Exercise Form is invalid without any exercise right; or
 - (2) Deem that the number of ordinary shares subscribed shall be equivalent to the numbers of exercise right of the Warrants actually received by the Company at the exercise price; or





(3) Require the Warrants holders or the holders of certificate of Warrants 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 the case of the last exercise date, the Company will take an action as stated in (2), which means the Company will deem that the number of ordinary shares subscribed shall be equivalent to the numbers of exercise right of the Warrants actually received by the Company at the exercise price.

In case (1) and (3), the Company will return the payments and the Warrants or the certificates of Warrants, which the Company deems there are no exercises of right, without any interest to the Warrants holders or the holders of certificate of Warrants. The returns will be sent by registered mail within 14 days from the exercise date, without any interest.

In case (2), the Company will return the payment amount, and the remaining Warrants or the certificates of Warrant, which the Company deems that only partial exercises are made, to the Warrants holders or the holders of the certificate of Warrants. These payments will be returned, and will be sent via registered mail within 14 days from the exercise date. However, those unexercised Warrants or the certificates of Warrant are still valid until the expired date of the last exercise.

- 3.6.7 The Warrants holders or the holders of the certificate of Warrants who intend to exercise their rights to purchase ordinary shares shall have to comply with all conditions governing the Notification of Intention to Exercise. In other words, the Warrants holders who accurately and have completely delivered the Warrants or the certificates of Warrant, the Exercise Notification Forms, and the payments for ordinary shares subscription cannot cancel the exercises of right.
- 3.6.8 If the last exercise date is ended, but the Warrants holders or the holders of the certificate of Warrants have not yet completely complied with all conditions governing the exercise of right. Thus, it shall be deemed that those unexercised Warrants or certificates of Warrant will be expired, without any rights to exercise. And, the Warrants holders or the holders of the certificate of Warrants will no longer have rights to exercise after the last exercise date is ended.
- 3.6.9 In case that the Warrants holders or the holders of the certificate of Warrants 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 Warrants holders, if the Warrants are in the Scrip system. The delivery of the new Warrants will be via registered mail, within 14 business days after each of the exercise dates. In this regard, the Company will then void the old Warrants.



- 3.6.10 The Company will proceed to register those Warrants holders who exercise their rights to be the Company's shareholders to the Company and Thailand Securities Depository Company Limited as the registrar of the Company's ordinary shares, and 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.
- 3.6.11 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 Warrants holders who are unable to exercise their rights. However, the Company will not indemnify to the Warrants holders who do not exercise their rights, even though there are enough numbers of ordinary share, for instant, the Warrants 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.

4. Right adjustment conditions

- 4.1 The Company shall have to proceed to adjust the exercise price and/or the exercise ratio throughout the maturity period of the Warrant, in order to maintain the benefits of the Warrants holders as per the following occurrences:
 - (1) When the Company changes the par value of the ordinary shares due to a consolidation or split of the ordinary shares;
 - (2) When the Company offers newly issued ordinary shares to the existing shareholders on rights offering basis, and/or on public offering and/or on private placement basis at a price lower than 90 percent of "the market price of the ordinary shares of the Company";
 - (3) When the Company offers any newly issued securities on rights offering basis, and/or on public offering and/or on private placement basis that are convertible/exchangeable into ordinary shares i.e. convertible bonds or Warrants to purchase ordinary shares for which the offering price of such newly issued ordinary shares to accommodate such rights is lower than 90 percent of "the market price of the ordinary shares of the Company.";
 - (4) When the Company makes all or partial dividend payment by way of issuing new ordinary shares to shareholders:
 - (5) When the Company pays cash dividend that exceeds 80 percent of total net profit after taxes according to its separate financial statement for any financial periods during the maturity period of the Warrants;
 - (6) When there are any events other than those mentioned in (1) to (5) above that may impair any rights and benefits obtainable by the holders of the Warrants.

Hereby, the Company shall proceed to make adjustments of the exercise price and exercise ratio based on the above-mentioned occurrences using the formula and calculation methods as follows:

(1) When the Company changes the par value of the ordinary shares due to a consolidation or split of the ordinary shares.





The Company shall adjust the exercise price, as a result of a combine or split of the previously issued ordinary shares of the Company. Such adjustment will be affected immediately, on the date on which a par value becomes effective after the announcement through electronics information system of the SET (SETLINK).

1. Exercise price shall be adjusted using the following formula

2. Exercise ratio per unit shall be adjusted using the following formula

(2) When the Company offers newly issued ordinary shares to the existing shareholders on rights offering basis, and/or on public offering and/or on private placement basis at a price lower than 90 percent of "the market price of the ordinary shares of the Company".

The adjustment in the exercise price and exercise ratio will effect immediately, from the first day that the purchasers of the ordinary shares do not have the rights to subscribe for newly issued ordinary shares (the first day that SET posts sign "XR") in case of the offering to the existing shareholders (Rights Issue) and/or on the first day of the offering of newly issued ordinary shares in case of the offering to the general public and/or specific individuals (private placement) (as the case may be).

"The average price per newly issued ordinary shares" shall be calculated from the total proceeds which the Company received from the securities offering deducted by the expense occurred from the securities offering (if any), divided by total number of newly issued ordinary shares.

"The market price of the ordinary shares of the Company" shall be calculated from "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 numbers of Company's ordinary shares that were latest traded on the stock market for 15 consecutive official working days (the day which the stock market is opened for the stock trading) prior to the date used for the calculation. In case that the optimal market price of Company's ordinary shares cannot be obtained for such calculation, the Company shall determine the fair price to be used in the calculation instead.





"The date used in the calculation" is the first date that the purchasers of the ordinary shares do not have the rights to subscribe for the newly issued ordinary shares (the first day that SET posts sign "XR") in case of the offering to the existing shareholders (Rights Issue) and/or on the first day of the offering of newly issued ordinary shares in case of the offering to the general public and/or specific individuals (private placement) (as the case may be).

Nevertheless, in case that there is more than one offering price of the ordinary shares, under condition that these shares must be subscribed at the same time, the share price 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 prices that are lower than 90 percent of "the market price of the ordinary shares of the Company" will be used to calculate the price adjustment.

1. Exercise price can be adjusted using the following formula

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

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

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

Where	Price 1	is	the new exercise prices after the adjustment
	Price 0	is	the exercise price before the adjustment
	Ratio 1	is	the new exercise ratio per unit after the adjustment
	Ratio 0	is	the exercise ratio per unit before the adjustment
	MP	is	the market price of the ordinary shares of the Company
	Α	is	the number of fully-paid ordinary shares as of the date prior to the
			book closing date for the right to subscribe for newly issued ordinary
			shares, in the case of offering to the existing shareholders and/or in
			case of general public offering and/or private placement, it is the date
			prior to the first date of the shares offering (as the case may be).
	В	is	the number of newly issued ordinary shares offered to the existing
			shareholders and/or general public and/or specific individuals (private
			placement).
	ВХ	is	total proceeds, after deducting all expenses, obtained from the offering
			of newly issued ordinary shares to the existing shareholders and/or $$
			general public and/or specific individuals (Private Placement).

(3) When the Company offers any newly issued securities on rights offering basis, and/or on public offering and/or on private placement basis that are convertible/exchangeable into ordinary shares i.e. convertible bonds or Warrants to purchase ordinary shares for which the offering price of such newly





issued ordinary shares to accommodate such rights is lower than 90 percent of "the market price of the ordinary shares of the Company."

The adjustment in exercise price and exercise ratio will be in effect immediately, from the first day that the purchasers of the 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 SET posts sign "XR") in case of the offering to the existing shareholders (Rights Issue) and/ or on the first day of the offering of any newly issued securities which provide the holders the rights to convert to or exchange for ordinary shares in case of the offering to general public offering and/ or specific individuals (Private Placement) (as the case may be).

"The average price per newly issued ordinary shares" shall be calculated from the total proceeds which the Company received from the securities offering, which provide the holders the rights to convert or exchange for ordinary shares, after deducting the expenses occurred from securities offering, plus the proceeds obtained from the rights to purchase ordinary shares (if all the rights are exercised), divided by the total number of newly issued shares to accommodate those rights.

"The market price of the ordinary shares of the Company" has the same meaning as previously stated in (2).

"The date used in the calculation" is the first day that the purchasers of the 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 in case of the offering to the existing shareholders (Rights Issue) and/or on the first day of the offering of any newly issued securities which provide the holders the rights to convert to or exchange for ordinary shares in case of the offering to general public offering and/or specific individuals (Private Placement) (as the case may be).

1. Exercise price can be adjusted using the following formula

2. Exercise ratio per unit can be adjusted using the following formula

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

vvnere	Price 1	IS	the new exercise price after the adjustment
	Price 0	is	the exercise price before the adjustment
	Ratio 1	is	the new exercise ratio per unit after the adjustment
	Ratio 0	is	the exercise ratio per unit before the adjustment
	MP	is	the market price of the ordinary shares of the Company
	Α	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

the new exercise price after the adjustment



-Translation- LIT-W2

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 (as the case may be).

B 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, which are offered to the existing shareholders and/or general public offering and/or specific individuals (Private Placement) (as the case may be).

BX is

the sum of the total proceeds, after deducting of all expenses, 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 ordinary shares.

(4) When the Company makes all or partial dividend payment by way of issuing new ordinary shares to shareholders.

The adjustment in exercise price and the exercise ratio will be in effect immediately, starting from the first day the purchasers of 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

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

2. Exercise ratio per unit can be adjusted using the following formula

Where	Price 1	is	the new exercise price after the adjustment
	Price 0	is	the new exercise price after the adjustment
	Ratio 1	is	the new exercise ratio per unit after the adjustment
	Ratio 0	is	the exercise ratio per unit before the adjustment
	Α	is	the numbers of fully-paid ordinary shares as of the date prior to the book
			closing date for dividend
	В	is	the number of newly issued ordinary shares in form of stock dividend

(5) When the Company pays cash dividend that exceeds 80 percent of total net profit after taxes according to its separate financial statement for 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, either paying from the Company performance or retained





earnings, divided by the net operating income after taxes as shown in its separate financial statements of that financial year, where the actual dividend paid shall include the interim dividend in 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 ordinary shares does not have the rights to obtain the stock dividend (the first day that the sign "XD" is posted by SET).

"The market price of the ordinary shares of the Company" has the same meaning as previously stated in (2)

"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 stock dividend.

1. Exercise price can be adjusted using the following formula

2. Exercise ratio per unit can be adjusted using the following formula

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

Where Price 1 the new exercise price after the adjustment is Price 0 the exercise price before the adjustment is Ratio 1 is the new exercise ratio per unit after the adjustment Ratio 0 the exercise ratio per unit before the adjustment is MP is the market price of the ordinary shares of the Company is the dividend per share, actually paid to the shareholders R the dividend per share that will be paid out in the ratio of 80 percent. This is can be calculated from the net income after taxes according to its separate financial statement divided by the number of shares that are eligible to receive the dividend.

(6) When there are any events other than those mentioned in (1) to (5) above that may impair any rights and benefits obtainable by the holders of the Warrants.

The Company shall consider to adjust the exercise right and/or the exercise ratio at the fair rate, that will not cause the Warrants holders or the holders of certificate of Warrants to receive less benefits than before. In this regard, any decision made by the Company shall be considered final, and the Company is then required to inform the Securities and Exchange Commission (SEC), regarding all the details of adjustment within 15 days after the date of such circumstance that has led to the adjustment of rights. In addition, the Company will inform the Warrants holders regarding the adjustment via the announcement through electronics information system of the SET (SETLINK) immediately or no later than 09.00 am of the effective date of the new exercise ratio and/or exercise price.



- 4.2 The calculations of changes of exercise price and exercise ratio according to (1) to (6) 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 ordinary shares of the Company". For the case of those circumstances that occur at the same time, the calculations for changes shall be in the following orders; from (1), (5), (4), (2), (3), and (6). 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 5 decimal digits. "The market price of the ordinary shares of the Company" and the par value which are comparable to be used, and the meanings are the same as previously stated in (2).
- 4.3 In the calculation of any changes in the exercise price and exercise ratio according to (1) to (6), 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 (5 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.
- 4.4 In the case where the adjusted exercise price is lower than the par value of the ordinary shares of the Company, the Company reserves the right to adjust the new exercise price to be equal to the par value of the ordinary shares of the Company. And the exercise ratio shall be the exercise ratio calculated in 4.1 (1) to (6).
- Adjustment in exercise price or exercise ratio according to the conditions as stated above, the Company shall have to inform the Securities and Exchange Commission, 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 within 15 days after the date the circumstance occurs. In addition, the Company will have to inform the Warrants holders regarding the adjustment in exercise price and/or the adjustment in exercise ratio via stock exchange information distribution service (SETLINK) immediately or no later than 09.00 a.m. (Bangkok time) of the effective date of the new exercise ratio and/or exercise price. In such a case, the Company shall not request the Warrants holders to return the Warrants, the existing Warrants holders will receive full rights regarding the adjustments of the exercise price and exercise ratio.
- 4.6 The Company will not extend maturity period of Warrants and will not adjust in exercise price or exercise ratio, except the adjustment of right under condition of right adjustment.
- 5. The status of Warrants during the date that the Warrants holders or the holders of the certificate of Warrants have summated their intentions to exercise their right
 - 5.1 The status of Warrants or the certificates of Warrants during the date that the Warrants holders or the holders of the certificate of Warrants 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 Warrants with the Ministry of Commerce, the Warrants holders or the holders of the certificate of Warrants who have already exercised their rights shall be entitled to retroactive right adjustment. In this regard, the Company shall promptly issue additional number of ordinary shares to the Warrants holders or the holders of the certificate of Warrants who are eligible to obtain those rights. As the result of the price adjustment, the additional ordinary shares that the Warrants holders or the holders of the certificate of Warrants should receive may be later than the ordinary shares that have been received earlier. But in case of Scrip System, it should not be more than 15 business days from the date of the rights adjustment, and in case of Scripless System, it should not be more than 7 business days from the date of the rights adjustment.

6. Restrictions on transfer of Warrants and the ordinary shares deriving from the exercise of right

6.1 Restrictions on transfer of Warrants

The Warrants can be transfer without any restriction, the Company will not close the registered book to suspend the transfer of Warrants, 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 or the Company will close the registered book to determine the right of Warrants holders to attend the Warrants holders general meeting according to item 16.

6.2 Restrictions on transfer of the ordinary shares deriving from the exercise of right – non-Thai individuals

- 6.2.1 The Company will not issue ordinary shares to non-Thai individuals to result in the proportion holding limit of foreign shareholders to become greater than 49 percent of total paid-up shares of the Company, as determined by the article of association of the Company, or any proportion holding limit that may be changed in the future.
- 6.2.2 In case that the transfer restriction in 6.2.1 results in the non-Thai Nationality Warrants holders, who have completely exercised their rights according to item 3.6, but unable to exercise their rights for the numbers intended to exercise as indicated in the exercise notification form to purchase the ordinary shares, whether in whole or part. The Company will permit the Warrants holders to exercise their right of the Warrants in part that the exercise of rights is not in contradiction with the holding limit as mentioned above. The Company shall return the Warrants or the certificates of Warrant regarding to the remaining amount of money calculating from the exercise price of the Warrants that are unable to exercise to non-Thai Nationality Warrants holders via registered mail within 14 days after each of the exercise dates.



- 6.2.3 The Company will not indemnify of any losses occurred in the case that the non-Thai Nationality Warrants holders cannot exercise their rights or receive the ordinary shares of the Company due to the proportion holding limit of foreign shareholders in 6.2.1, and will not respond for any process to enable the Warrants holders to exercise their rights or achieve the ordinary shares, and the Warrants holders shall not have rights to claim for losses or actions from the Company.
- In case that the non-Thai Nationality Warrants holders cannot exercise their rights due to the proportion holding limit of foreign shareholders as mentioned above, the Warrants holders can exercise their rights in the next exercise date until the last exercise date as long as the exercise of rights is not in contradiction with the foreign holding limit. In the case of the last exercise date that the non-Thai Nationality Warrants holders are unable to exercise their rights due to the condition regarding to the proportion of holding limit of non-Thai shareholders according to the Company's regulations or relevant laws, it shall be deemed that the non-Thai Warrants holders shall not have rights to claim for losses from the Company and the Company shall not indemnify or compensate for any losses occurred.

7. Indemnification for losses, in case that the Company cannot allocate the ordinary shares to accommodate the exercises of right

- 7.1 The Company shall indemnify only for those Warrants holders or the holders of certificates of Warrants 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, indicated in section 6.2.
- 7.2 As for the indemnification indicated in section 7.1, the Company shall pay in the form of "crossed check and payable to account payees only", and will be delivered via registered mail within 14 days from each of the exercise dates.
- 7.3 Calculations for indemnification that the Company will compensate to the Warrants holders, according to section 7.1, is based on the following formula:

Indemnification for each unit of Warrant = B x [MP - EP]

MP

is

Where: B is number of ordinary shares that cannot be allocated and/or increased

the weighted average price of the Company's ordinary shares 15 consecutive business days prior to each of the exercise dates that the Warrants holders or the holders of the 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 on the Stock Exchange of Thailand.)

according to the increased exercise ratio of one unit





EP is Exercise price of the Warrants or the adjusted exercise price regarding to the rights adjustment conditions

8. Status of the newly issued ordinary shares deriving from the exercise right of Warrants

Rights of the ordinary shares which will be issued to accommodate these exercises of right of the Warrants shall be the same as of right and status of the earlier issued Company's ordinary shares, including rights to receive dividend and other benefits that the Company gives to its ordinary shareholders, which shall be in effect soon after the Registrar of the Company's ordinary shares registers the Warrants holders' names in the shares registered book, and the Ministry of Commerce has approved the registration of the increase in paid up capital. If the Company announces the date of entitlement to dividend or other benefits for the shareholders before the date the Ministry of Commerce registered the increase of paid-up capital and before the date the share registeral registers the names of the Warrants holders as the shareholders in the Company's shareholder register along with the Ministry of Commerce registered the increase of paid-up capital, such Warrants holders shall not be entitled to receive the dividend or such other benefits.

9. Delivery of Warrants Certificates

The Company will deliver the Warrants to persons whose names are on the list of those who are allocated the Warrants. The details of the issuance and delivery of the Warrants are as described below.

- 9.1. If a person who is allocated the Warrants has no securities trading account with a securities company or Thailand Securities Depository Company Limited (the "TSD"), the Company or TSD will deliver the Warrants certificate at the number so allocated to the persons who are allocated the Warrants by return receipt registered mail to those whose name and address is listed in the register of shareholders within 15 business days from the date of issue of the Warrants. In this case, the person who is allocated the Warrants may not sell such allocated Warrants on the stock market until receipt of the warrants. The Warrants certificate may be received after the Company's warrants are traded on the stock market.
- 9.2. If a person who is allocated the Warrants has a securities trading account with a securities company, the Company or TSD will deposit the Warrants with "Thailand Securities Depository Company Limited on behalf of the depositors" and TSD will record the number of the Warrants in the balance that such securities company deposits, and the securities company will record the number of the Warrants deposited by the person who is allocated the Warrants and issue evidence of deposit to that person within 7 business days from the date of issue of the Warrants. The person who is allocated the Warrants may sell the Warrants on the stock market immediately upon the SET's approval on the trading of the Warrants on the stock market. Names of the shareholders who are allocated the Warrants must match the names of the owners of the securities trading account into which they wish to have the warrants deposited, otherwise the Company reserves the right to issue the warrants certificate to those who have been allocated Warrants under clause 9.1.
- 9.3. If a person who is allocated the Warrants has a securities trading account with TSD, member number 600, the Company or TSD will deposit the Warrants with TSD. TSD will record the number of allocated Warrants in the account of the securities issuer, member number 600, and issue proof of deposit to the person who is allocated the warrants within 7 business days from the date of issue of the Warrants. When the person who is allocated the Warrants wants to sell the Warrants, they must withdraw the Warrants from Account No.



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600 by contacting any securities company, which may charge transaction fees fixed by TSD or that securities company. Therefore, the person who is allocated the Warrants may not be able to sell the Warrants on the stock market immediately after the SET's approval of the trading of the Company's Warrants on the stock market.

10. Secondary Market for Warrants

The Company shall proceed to list these Warrants on the Market for Alternative Investment (mai) within 30 days from the day that the Company has completely allocated the Warrants.

11. The resolution to purpose the shareholders to issue ordinary shares to accommodate the exercise of right under Warrants

The Extraordinary General Meeting of Shareholders held on December 17, 2021 resolved to approve the reduction of the Company's registered capital by canceling the remaining unsold shares with a par value of Baht 1.00 at the amount of Baht 468 from the existing registered capital of Baht 300,000,000 to the new registered capital of Baht 299,999,532 with a par value of Baht 1.00 in which the unsold shares of Baht 468, divided into 468 ordinary shares with a par value of Baht 1.00, are the remaining shares from the stock dividend payment and resolved to approve the increase of the Company's registered capital by Baht 258,357,698 from the registered capital of Baht 299,999,532 to the new registered capital Baht 558,357,230 by issuing 258,357,698 newly issued ordinary shares with a par value of Baht 1.00 and allotment of newly issued ordinary shares as follows (1) Not exceeding 221,449,456 newly issued ordinary shares with a par value of Baht 1.00 per share to offer for sale to the existing shareholders of the Company proportionate to their respective shareholdings but not to allocate to the shareholders which such allocation will cause the Company to comply with law of a foreign country; (2) Not exceeding 36,908,242 newly issued ordinary shares with a par value of Baht 1.00 per share to accommodate the exercise of right under the Warrants to purchase the ordinary shares of Lease IT Public Company Limited No. 2 (LIT-W2) which allocated to the existing shareholders of the Company who subscribed and being allocated the newly issued ordinary shares free of charge.

12. Procedure to be followed, in case that there are ordinary shares left over from the exercise of the Warrants

In case that there are ordinary shares left over from the last exercise date of the Warrants, the Company will purpose this matter to the General Meeting of Shareholders or reduce the registered capital by canceling the remaining ordinary shares from the exercise of Warrants pursuant to the criteria, conditions and procedures as specified under the Public Limited Companies Act, or any relevant regulation of the SET and the SEC.

13. Details of issued ordinary shares to accommodate the exercise of Warrants

13.1 Details of ordinary shares

Number of the issued ordinary shares : Not exceeding 36,908,242 shares

to accommodate the exercise of Warrants

Par value : Baht 1.00 (One Baht)

Exercise Ratio : 1 unit of warrants has the right to purchase 1

ordinary share



Exercise price

Baht 2.00 per share unless the exercise price is adjusted under the rights adjustment

13.2 Secondary market for ordinary shares deriving from the exercise of Warrants

The Company will proceed to file the permission to list the new ordinary shares deriving from the exercises of Warrants on the Market for Alternative Investment (mai), within 30 days from the last day of each of the exercise periods. Thus, these underlying ordinary shares will be able to trade on the Market for Alternative Investment (mai), the same as the previously issued ordinary shares of the Company.

13.3 Procedures in the case that the Company cannot find the secondary market to accommodate the Company's ordinary shares

Since the Company's ordinary shares are listed on the Market for Alternative Investment (mai), the newly issued ordinary shares deriving from exercises of the Warrants will be able to trade on the Market for Alternative Investment (mai) after the Company has proceeded to register the new ordinary shares with the Stock Exchange of Thailand.

14. Delivery of ordinary shares deriving from the exercise of Warrants

In exercising the right of Warrants to purchase the Company's ordinary shares, the Warrants holders or the holders of the certificate of Warrants can select one of the following cases for the Company to proceed:

- 14.1 In case that the Warrants holders wish to have the share certificates in their own names, Thailand Securities Depository Company Limited as the registrar will proceed to deliver the share certificates, according to the number of Warrants that have been exercised to the Warrants 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 Warrants holders who intend to exercise the rights to purchase the ordinary shares will not be able to sell their ordinary shares deriving from the exercises of the Warrant on the Stock Market, until they have received the share certificates which might be after the date that the Stock Exchange Committee has approved the trading of those ordinary shares on the Stock market.
- 14.2 In case that the Warrants holders who have been allocated the ordinary shares, do not want to receive the shares certificates, but intend to use the service of Thailand Securities Depository Company Limited instead. Meaning that, they intend to deposit their ordinary shares in the account of the securities companies, where the Warrants 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 and will issue evidences of the deposit to the subscribers who have been allocated the shares within 7 business days from the last day of each exercise periods. At the same time, the securities companies will also record the number of the ordinary shares that they have deposited. In this case, the Warrants holders who have been allocated the ordinary shares will be able to sell their ordinary shares resulting from the exercise of rights immediately on the Stock market, soon after the Stock Exchange Committee has approved the trading of those ordinary shares on the Stock market.





In case that the Warrants holders, who have exercised their rights to purchase ordinary shares, decide to let the Company proceed according to 14.2, it is required that names of the Warrants holders have to be the same as appeared in the securities trading accounts that the Warrants holders intend to deposit their ordinary shares. Otherwise, the Company reserves the right to issue share certificates for the Warrants holders who have been allocated the shares, as described in 14.1 instead.

14.3 In case that the Warrants holders, who have been allocated the ordinary shares, do not want to receive the share certificate, but wishes to deposit the allocated the shares with the account of issuer through Thailand Securities Depository Company Limited. Meaning that, they intend to deposit 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 "Thailand Securities Depository Company Limited". For this, the Securities Depository will record the same number of ordinary shares as have been allocated in the account of issuer, member number 600, and will issue evidences of the deposits to the Warrants holders who have been allocated the shares within 7 business 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 on the Stock Market, and these shares have been withdrawn from the account number 600, the Warrants holders who have been allocated the ordinary shares, can immediately sell their ordinary shares on the Stock market.

If the Warrants holders do not choose any securities delivery option in the Exercise Notification Form, the Company has the right to issue share certificate in the name of the Warrants holders as mentioned in 14.1 to the Warrants holders.

15. Amendment of the covenants and conditions of Warrants

15.1 Amendment of contents which are neither key concern nor required by law

Amendments or changes of the terms, which impact the rights that are not the key concerns for the Warrants holders, are such as the adjustment in exercise procedure, or the adjustment some parts that are significantly be beneficial to the Warrants holders, or the parts that have no negative impacts to the rights of the Warrants holders, the adjustment that are required by codes of relevant laws and regulations regarding the securities and stock market, or other relevant laws, rules, regulations, or relevant SEC's general rules, orders, regulations and announcements. It is allowed that, the Company can adopt these amendments or changes, without prior consent of the general Warrants holders meeting, after having informed SEC. However, the Company will not extend maturity period of Warrants and will not adjust in exercise price and exercise ratio, except the adjustment of right under condition of right adjustment as stated in section 4.



15.2 The amendments or changes that are of key concerns

The amendments or changes of terms of right, parting from stating in section 15.1, must first be granted consents from the Company, and the Warrants holders, and after having informed the SEC.

15.3 Informing of the amendments or changers of terms of rights

The Company will promptly inform the Warrants holders of the amendments or changes of right via electronic information disclosure means of the SET (SETLINK) on the date that there is any amendment or change of the terms of right. In addition, the Company will deliver the amended version of Warrant covenants to the Warrants holders when has been requested within 15 days from the requesting date. For such a case, the Warrants holders can submit the intentions to obtain the amended version of Warrant covenants to the Company at the address indicated in section 3.5. Besides, the Company will deliver the amended version of Warrant covenants to the Registrar of Warrants and SEC within 15 days from the date of the amendments of right.

The amendments of right or changes of terms, in any case, must not be in contradiction with any laws related to securities and stock market, and 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 Warrant, including the amendments or changes (if any).

16. Warrants holders General Meeting

- 16.1 The Company has the right to call the Warrants holders' meeting at any time to amend the covenants and conditions of Warrants. However, calling a meeting, in this case, must not be to amend the terms and conditions of right such as the extension of the Warrants maturity period, or the adjustment in the exercise price or exercise ratio, except for the amendment of right as stated in section 4.
- 16.2 The individual or group of Warrants holders of the unexercised Warrants, who together hold at least 25 percent of the total units of the unexercised Warrants at that time, can request the Company to call a Warrants holders' meeting with a notification letter explicitly stated the reasons to hold a meeting. In this case, the Warrants Issuer is required to call a Warrants holders' meeting within 30 days from the day that the individual or group of Warrants holders of the unexercised Warrants, who together hold at least 25 percent of the total units of the unexercised Warrants, submit their requesting documents to the Company, to request the Company to call the Warrants holders' meeting, or from the date that one of the following circumstances occurs;
 - (1) There is a proposal to amend the terms that are of concerns, stated above in section 15.2
 - (2) If there is a significant event that the individual or group of holders of unexercised Warrants, who together hold at least 25 percent of the total number of units of the unexercised Warrants at that time, seeing that there might be any impact to the benefits of the individual or group of Warrants holders, or to the ability of the Warrants Issuer to proceed according to the terms and conditions of right.



In the case that the Company does not call a Warrants holders' meeting, as stated in the previous section, the individual or group of holders of the unexercised Warrants, who together hold at least 25 percent of the total number of units of the unexercised Warrants, will have the right to call the Warrants holders' meeting by themselves

- 16.3 In the event that the Warrants holders' meeting is held, the Company will close the registered book of Warrants to determine the right of Warrants holders to attend and vote in the meeting for 21 days prior to the Warrants holders' meeting. In this regard, the Warrants holders who are entitled to attend the meeting must be in the list of Warrants holders as at the date preceding the Register Book closing (the date preceding starting date that the mark "XM" is posted).
- 16.4 In order to call for a Warrants holders' meeting, whether it is the meeting as per the request of the holders of unexercised or partially exercised Warrants, or the meeting as per the Board Directors' resolution, the registrar of Warrants will send meeting invitation letters via registered mail within 7 days before the meeting, by sending to each of the holders of exercised Warrants, as of names and addresses appeared in the Warrants holders' registered book on the book closing date to determine the right of attending the meeting. Hereby, the meeting invitation letters shall notify, date, time, location of the meeting, agenda and person who calls the meeting. In addition, the Company will also announce through electronic information disclosure means of the SET (SETLINK) and report to the Registrar of Warrants.
- 16.5 In the Warrants holders' meeting, the holders of unexercised or partially exercised Warrants, who have the rights to attend and vote in the meeting, can send other Warrants holders or representatives to attend the meeting and vote on their behalves. However, those proxies must submit the proxy forms to the Chairman of the meeting or to the individual who is appointed by the Chairman of the meeting before the meeting starts.
- 16.6 In the voting, the Warrants holders shall have the number of votes according to the number of units of Warrants that they are holding. One unit of Warrants is accounted for one voting right. In the event that the voting is equal, the Chairman of the meeting will have the right to make a final decision, addition from the voting right that the Chairman might have as the Warrants holders or proxy.
- 16.7 In the Warrants holders' meeting which is called by the Company, the Company's Chairman or an individual appointed by the Company's Chairman will act as the Chairman of the Warrants holders' meeting. In the event that, the Warrant issuer is the caller of the meeting, the Chairman of the meeting can be the Warrant holder or proxy.
- 16.8 The Warrants holders' meeting must be comprised of at least 2 persons of the holders of unexercised and/or the proxy, who together hold at least 25 percent of the total number of unexercised or partially exercised Warrants will be considered a quorum.
 - In the event that after 1 hour has passed, and the number of Warrants holders attending the meeting does not reach the number as indicated, it will consider that the meeting is cancelled. However, if the Warrants holders' meeting is called by the resolution of the Company's Board of Directors, the new meeting date will be rearranged within less than 7 days but not more than 14 days from the first meeting date of Warrants

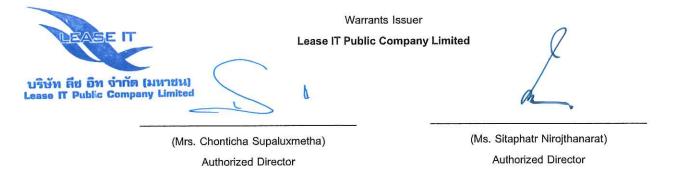


holders' meeting. The Company will then proceed to send the meeting invitation letters to all Warrants holders, as per details and methods as stated above, in this case the Company will not again close the registered book and convert the right of the Warrants holders to extend this meeting to the new meeting. However, in the upcoming meeting, it is unnecessary to have a quorum. But in the case of the meeting that is arranged by the Warrants holders' requests, the Company does not need to arrange for another meeting.

- 16.9 The resolution of the Warrants holders' meeting must be consisted of number of votes not lower than half of the units of the Warrants holders who attend the meeting and vote. The Warrants holders who have interests related to any issues which will be considered or voted in the meeting, will have no right to vote for such issues.
- 16.10 The Company has to proceed to prepare minutes of the Warrants holders' meeting and keep the mentioned minutes at the Company's head office. The minutes of the meetings signed by the Chairman shall be considered complete as evidences for all the issues discussed in the meetings, and will consider that those meetings, the discussed issues and the resolutions are correct and complete.
- 16.11 The Company will report the resolutions of the Warrants holders' Meeting to the SET within the next business day from the date of the Warrants holders' meeting as well as notify the SEC and the Registrar of Warrants within 15 days from the date of the Warrant holders' meeting.
- 16.12 In the Warrants holders' meeting, the Company or individual who is appointed by the Company or the legal consultants or the independent expertise (if any) of the Company shall have the rights to attend the Warrants holders' meeting, in order to share their opinions or to provide explanation in the Warrants holders' meeting.
- 16.13 The Company will be responsible for all expenses related to the Warrants holders' meeting regarding to this Warrant covenants.

17. Applicable Laws and Regulations

This Warrant Covenants will be in effect from the issuance date of the Warrants until the last exercise date. The terms and conditions of right will be enforced and interpreted by Thai Laws. In the event that, there is any statement under the terms and conditions of right that is in contradiction with any relevant laws or regulations that govern the enforcement of the Warrants, it is required to use such laws and regulations enforce the Warrants instead of the statement of the terms and conditions of right, in part, that is in contradiction.





Exercise Notification Form of Warrants to Purchase Ordinary Shares of Lease IT Public Company Limited No. 2 (LIT-W2)

Exercise date is scheduled on the 25th of June and December of each year throughout the term of the warrants.

The first exercise date is June 25, 2022 and the Last Exercise Date will be on the date of the third anniversary from the issuance date which will be on January 31, 2025.

			•	ention to exercisestration No
				addon No
To : The Board of Directors of Lease	IT Public Company limited	Subscriber, please clearly fill in the spaces belo)W	
I/We (Please specify type of Subscrib	• •	the Company)		
☐ Natural Person, ID Card No		or □ Natural Person of Alien Nationality, Ali	ien ID Card/Passport No	
☐ Juristic Person of Thai Nationality,	Company Registration No	or 🗖 Juristic Person of Alien Nationa		
I ☐ Mr. ☐ Mrs. ☐ Miss ☐ Juristic Pe	erson			Sex 🗆 Male 🗀 Female
Contact addressLan	e	Road Sub-District		District
Province	Post	al Code Telephone No	Mobile	No
E-mail	Nationalit	/ Occupation/ Type of Busin	ness	
Date of Birth (Registration Date)	Tax ID.	No	Type of tax payment	I Non withholding tax ☐ Withholding tax
As a Warrants holder of Lease IT Pub	olic Company Limited			
1. I/We hereby confirm that I/we am	/are located outside the Uni	ted States and not a U.S. person (as defined in Regulation	n S ("Regulation S") under	the U.S. Securities Act of 1933 ("U.S.
Securities Act")) and outside Canad				
		ident of or located in or governed by law of any jurisdiction	_	_
•	•	ny applicable law or regulations or may result in the Com	pany being subject to file a	any application, registration, notification or
any duties or obligations of that ju				
I/we hereby intend to exercise the ri	gnt of LIT-W2 to purchase t	he ordinary shares of Lease IT Public Company Limited w	ith the following details:	
Amount of warrants to exercise (Unit)	Exercise Ratio	Amount of the ordinary shares received from the exercise of the warrants (Share) (Any fraction of share must be disregarded)	Exercise Price (Baht per share)	Total Amount (Baht)
	1 Unit of Warrants		2.00	
	for 1 Ordinary Share			
I/We herewith submit my/our paymer KrungThai Bank Public Company Limited		rrants by : Transfer of money to Saving Account Name count No. 064-0-26436-0	"Account for Share Subscri	ption of Lease IT Public Company Limited",
☐ Cheque ☐ Cashier Cheque ☐ Dr	aft Payable to "Account for S	nare Subscription of Lease IT Public Company Limited" Chequ	ue No	Date
BankBranch		(Cheque, Cashier Cheque, or Draft must only be cashab	ole from clearing houses situat	red in Bangkok within 2 business days.)
I/We have delivered the warrants cer	rtificate and requested for th	e new warrants certificate (if any) with the following deta	ails:	
	Delivered Warrants O	Warrants Certificate	Amount	f the unexercised Warrants (if any)
No.		Amount (Unit)	Amount o	(Unit)
		7 (0)		
If the charge are allested to make I	//Ma harahy zarao ta tha fall	owing procedure: (Please mark in front of your choice)		
□ In the case that I/We possed shares and arrange for Particip Security Trading Account No trading account name, otherwise to In the case that I/We do not I Issue a share certificate in name account number 600 (I I Issue a share certificate in Issue a share certificate.	ess a security trading according according to the certificate of securities will the name of "Thailand Security tradities name of "Thailand Security tradities name of a share certificate I my/our name and deliver to	No	securities with for Thailand the the said company (The standard Company) (The standard Company) (The standard Company) (The said Company) (The sai	d Securities Depository Company Limited for ubscriber's name must correspondent with the npany Limited under Issuer account for my/our
· -	otification Form together w	amount of ordinary shares or any amount as allotted to th cheque/cashier cheque/draft, to the Company within rrants.		
		X Sig		Subscriber
			()
×				
Receipt for Ex	cercise Notification Form	of Warrants to Purchase Ordinary Shares of Lease (Subscriber please also fills in this portion)	: IT Public Company Lim	ited No. 2 (LIT-W2)
Date to notify the intention to exercise	se		No	
		ame as specified in the Exercise Notification form)		
	. ,	Purchase Ordinary Shares of Lease IT Public Company L		
Amount of shares received from the	exercise of the right	shares At the price of Baht 2.00 p	er shares totaling Baht	
Amount of the less warrants which a	re not exercised	units		
made payable by: $\hfill\square$ Transfer of mor	ney 🗆 Cheque 🗅 Cashier	Cheque 🛘 Draft Cheque No Date	Bank	Branch
If the ordinary shares are allotted to $ \\$	subscriber, the subscriber h	ereby agree and instruct the Company to proceeds as foll	lows:	
_		ory Company Limited for the Depositors" Participant No		_
_		ory Co., Ltd." and deposit those securities under Issuer account	t for my/our name account nu	mber 600
Issue a share certificate in the name	e of subscriber within 15 days fr	om each exercise date		
		August 10	MG: a.a.u	
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