

**Summary of Details of the Warrant to purchase ordinary shares of  
Rich Asia Corporation Public Company Limited, Series 1 (RICH-W1)**

Details of the Warrants

Items	Descriptions
Type of securities	Warrant to purchase new ordinary shares of Rich Asia Corporation Public Company Limited, Series 1 (“warrants” or “RICH-W1”)
Type of warrants	Registered form and transferable
Number of warrants	2,400,000,000 units
Number of shares reserved for exercising warrants	2,400,000,000 units with par value of Baht 1 each or 33.00% of total paid-up capital after offering new issued shares to existing shareholders totally 4,800,000,000 shares (at present, total paid-up capital being 2,400,000,000 shares)
Offering Price	0.00 Baht (zero Baht) per units.
Allocation method	Allocation to existing shareholders of the Company who subscribed for increased ordinary shares at the ratio of 2 ordinary shares per 1 unit of warrant. Any fraction will be disregarded.
Exercise Ratio	1 unit of warrant has a right to purchase 1 new ordinary share, subject to change in accordance with the adjustment.
Exercise Price	1.00 Baht per share, subject to change in accordance with the adjustment.
Issue date	Within 1 year from the date of shareholders’ meeting to approve the issuance and offering of RICH-W1
Term of warrants	Not exceeding 2 years from issue date of RICH-W1
Exercise period	- <u>First exercise</u> At the end of period one year from the issue date - <u>Second exercise</u> At the maturity date In case the exercise date is on the holiday of the Company, the exercise date will be made on the last business day prior each exercise date.
Date to notify the Intention to exercise	The warrant holders who wish to exercise his/her rights to purchase ordinary shares of the Company shall notify such intention during 9.00 am. to 3.30 pm. of any business day within 7 days prior to each exercise date except the last exercise date which the warrant holders can notify such intention within 15 days prior to the last exercise date.
Secondary market for warrants	The Company shall proceed to list this issuance of warrants on the SET.
Secondary market for ordinary shares from exercising warrants	The Company shall register ordinary shares issuable upon the exercise of warrants on the SET.
Adjustment of Rights	The Company will adjust the exercise price and ratio in order to

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	<p>maintain the benefits of the warrant holders upon the occurrences of any of the following events:</p> <ol style="list-style-type: none"> <li>1. The Company changes the par value of its shares as a result of share split or consolidation.</li> <li>2. In the event that the Company offers the newly issued ordinary shares at a net price per share which is lower than the Company's market price per share as stipulated in the Warrants terms and conditions.</li> <li>3. In case that the Company offers any new security that entitle its security holders to exercise their rights for conversion/purchase of the ordinary shares at the offering price and/or the convertible price lower than the market price as stipulated in the Warrants terms and conditions.</li> <li>4. The Company pays out all or parts of its dividend with its ordinary shares to its shareholders.</li> <li>5. The company pays out dividend exceeding the rate stipulated in the Warrants terms and conditions.</li> <li>6. In case there are any events not mentioned in 1. – 5. that may impair the rights and benefits of the warrant holders.</li> </ol>
Other Conditions	<p>The Board of Directors or Chief Executive Officer and/or the person(s) entrusted by the Board of Directors or Chief Executive Officer shall be authorized to determine or change terms, conditions and other details regarding to RICH-W1, including the authority to determine the reasons of the issuance of new ordinary share to accommodate an adjustment or changes in the exercise price and/or exercise ratio related to RICH-W1, and shall also be empowered to take any actions necessary as appropriate regarding the issuance and offering of RICH-W1 and listing RICH-W1 in the Stock Exchange of Thailand as well as to proceed for necessary approval from relevant authorities.</p>
Warrant registrar	Thailand Securities Depository Company Limited (“TSD”)

## 2. The impact to shareholders from the issuance of warrants (Dilution Effect)

In case of the existing shareholders subscribed their rights to purchase ordinary shares and other persons which are not the existing shareholders exercised RICH-W1 for all warrants of 2,400,000,000 units, there would be affect profit or voting rights of the existing shareholders (Control Dilution) diluted by 25.00% but there would not affect the price of the Company's shares (Price Dilution) because the exercise price at Baht 1.00 per share higher than the market price at Baht 0.55 per shares calculating from the weighted average price during 7 consecutive trading days prior to the date on which the Board of Directors' meeting (the period during from 23-31 August, 2016). Control Dilution can be calculated by the following formula:

$Q_O$ = number of existing shares	2,400,000,000 shares
$Q_{RO}$ = number of right offering shares	4,800,000,000 shares
$Q_{EX}$ = number of shares reserved for exercising warrants	2,400,000,000 shares

$$\begin{aligned}
 - \text{Control Dilution} &= \frac{Q_{EX}}{(Q_O + Q_{RO} + Q_{EX})} \\
 &= \frac{2,400,000,000}{(2,400,000,000 + 4,800,000,000 + 2,400,000,000)} \\
 &= 25.00\%
 \end{aligned}$$

The dilution effect to shareholders as shown above would occur only when the Company offers newly issued ordinary shares (Right Offering: RO) to existing shareholders and RICH-W1 are exercised the rights.