

Preliminary Details of Warrants Representing the Right to Purchase New Ordinary Shares of Banpu Public Company Limited No. 3 which shall be Allocated to Existing Shareholders of the Company who Subscribe for and are Allocated with New Ordinary Shares Offered to such Existing Shareholders in proportion to Their Respective Shareholdings (Right Offering)

Type of Securities	:	The warrants to purchase newly issued ordinary shares of Banpu Public Company Limited No. 3 (BANPU-W3)
Type of Warrants	:	Named certificate and transferable warrants
Number of Warrants	:	Not exceeding 1,290,939,275 units
Number of Ordinary Shares Reserved for the Exercise of the Warrants	:	Not exceeding 1,290,939,275 shares (at Baht 1.00 par value per share) accounting for 33.33 per cent of the total paid up capital of the Company following the offering of newly issued ordinary shares to the shareholders in proportionate to their respective shareholdings and that there are no remaining shares from the right offering at 3,872,817,825 shares
Offering Method	:	Allocate to existing shareholders of the Company subscribed and allocated with new ordinary shares allotted and offered in proportion to their respective shareholdings at the ratio of 1 newly issued ordinary shares (RO) to 1 unit of warrant. In this regard, the name of shareholders who are entitled to the right to subscribe the newly issued ordinary shares together with the warrants shall be recorded in the share register (Record Date) on 27 April 2016 and shall be collected in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing of the share register book on 28 April 2016.
Offering Price	:	Baht 0 per unit
Exercise Ratio	:	1 unit of warrant for 1 newly issued ordinary share (unless the exercise ratio is adjusted under the conditions of the right adjustment)
Exercise Price	:	Baht 5.00 per share (unless the exercise price is adjusted under the conditions of the right adjustment)

- Term of Warrants** : 1 year after the issuance date of the warrants
- Exercise Date and Exercise Period** : Every 3 months since the issuance date of the warrants
- Period for Notification of Intention to Exercise the Warrants** : The warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company must notify the intention to purchase ordinary shares of the Company within 5 business days prior to each exercise date. In case of the last exercise date, the notification period shall not be less than 15 days prior to the last exercise date. The warrant holders can express their intent to exercise the rights on any working day during the above given period.
- Conditions concerning the Right Adjustment** : The Company shall adjust the exercise price and the exercise ratio in any of the following events to ensure the benefits of the warrant holders are not less favourable in the case when any of the followings events occurs:
- (1) The Company changes the par value of the ordinary shares due to a consolidation or split of the ordinary shares;
 - (2) The Company offers newly issued shares at a price lower than 90 percent of the market price of the ordinary shares of the Company;
 - (3) The Company offers newly issued securities in the form of convertible debentures or warrants representing the right to buy any shares with the determined or calculated price of the newly issued shares to accommodate the exercise of rights under such convertible debentures or warrants, at an amount of lower than 90 percent of the market price of the ordinary shares of the Company;
 - (4) The Company makes all or partial dividend payment by way of issuing newly issued ordinary shares to shareholders;
 - (5) The Company pays cash dividend that exceeds the rate in Terms and Conditions; and
 - (6) There are any other events similar to those mentioned in (1) to (5) above that may impair benefits of holders of the warrants.

The Board of Directors or a person delegated by the Board of Directors shall be empowered to determine terms and conditions and other particulars pertaining to the adjustment or change of the exercise ratio and the exercise price. However, any pre-emptive rights entitled by shareholders of the Company in respect of new ordinary shares to be issued by Banpu Power Public Company Limited in connection with its Initial Public Offer (IPO) will not give rise to any adjustment of the exercise price or the exercise ratio of the warrants.

Other Conditions : The Board of Directors or a person delegated by the Board of Directors shall be empowered to determine terms and conditions and other particulars pertaining to the warrants and to negotiate, finalise and sign relevant documents and agreements which are necessary and appropriate in connection with the issue and allocation of the warrants as well as filing the warrants for registration as listed securities on the Stock Exchange of Thailand (the “**SET**”) and performing any acts to seek permission from the authorities concerned.

Dilution Effect :

1. Ordinary shares issued pursuant to the exercise of rights under the warrants shall provide equal rights and status as those previously issued in every respect.
2. Apart from 1,290,939,275 ordinary shares (at a par value of Baht 1.00) allocated to accommodate the exercise of rights under the warrants, the Company may need to increase its capital to accommodate a change in the exercise of rights upon the occurrence of any event set out by the Capital Market Supervisory Board in its notification of the issue and offering of warrants.
3. Effects to the shareholders will be considered based on assumptions divided into 2 scenarios as follows:

Scenario 1: Existing shareholders of the Company exercises the rights to buy the entire amount of the ordinary shares of the Company in entirety.

Scenario 2: A person who is not existing shareholder of the Company exercises the rights to buy the entire amount of the newly issued ordinary shares (in the event where the existing shareholders sold the entire amount of warrants traded on the SET).

3.1 Control Dilution

Scenario 1: Control Dilution is equivalent to zero

Scenario 2: Control Dilution can be calculated by the following formula:

$$* \text{Control Dilution} = \frac{Q_x}{(Q_o + Q_x)}$$

Q_o = Number of existing ordinary shares.

Q_x = Number of new shares reserved for exercise of the warrants

Therefore, Control Dilution = 50 per cent

3.2 Price Dilution

Calculation Formula:

Price Dilution

$$= \frac{(\text{pre-offering price} - \text{market price after the offering is made})}{\text{market price before the offering is made}}$$

Calculation Formula:

$$\text{Price Dilution} = (P_o Q_o + P_w Q_w) / (Q_o + Q_w)$$

(assuming market price at 17 Baht per share)

Scenario 1: Price Dilution is equivalent to 35 per cent

Scenario 2: Price Dilution is equivalent to 35 per cent

3.3 EPS Dilution

Calculation Formula:

$$= \frac{EPS_0 - EPS_n}{EPS_0}$$

Scenario 1: EPS Dilution is equivalent to 50 per cent

Scenario 2: EPS Dilution is equivalent to 50 per cent

Secondary Market of Warrants : The Company will register the warrants issued as listed securities on the SET

Secondary Market of Ordinary Shares Reserved for the Exercise of the Warrants : The Company will list the newly issued ordinary shares arising from the exercise of warrants on the SET

Registrar : Thailand Securities Depository Company Limited