

Information Memorandum

**Description, Condition and Major Characteristics of Warrants
of Inter Far East Engineering Public Company Limited No.2**

<u>Listing Date</u>	As of July 28, 2015 (Trading commencement on July 28, 2015)
<u>Type of Securities</u>	The Warrants of Inter Far East Engineering Public Company Limited No.2 (“IFEC-W2”)
<u>Secondary Market</u>	SET
<u>Number of Warrants</u>	456,086,420 units
<u>Underlying Shares</u>	456,086,420 shares (Par value at Baht 1.00 per share)
<u>Issuer</u>	Inter Far East Engineering Public Company Limited (the “Company”), according to the resolution of Annual General Shareholder Meeting for the year 2015 held on April 30, 2015 to allocate the Warrants for the Company’s existing shareholders in proportion to their shareholdings (Rights Offering), at the ratio of 4 ordinary shares per 1 units of Warrants and any fraction of Warrants shall be rounded down. Scheduled the date to determine the name of shareholders who shall be entitles to subscribe to and be allocated with the Warrants on June 29, 2015 and to gather the name of shareholders according to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) for the closure of shareholders' registered book and suspension of shares transfer on June 30, 2015.
<u>Rights of Warrants</u>	1 unit of the Warrants to 1 ordinary share at Baht 25.00 per share, unless the Exercise Ratio and Exercise Price are adjusted under the conditions of the rights adjustment
<u>Type of Warrants</u>	Registered and transferable warrants

Term of Warrants 3 years (Date of Issuance is on July 9, 2015. Date of Maturity is on July 8, 2018). The first date of exercise right will be exercised in the last business day of May, 2016 (the date of May 31, 2016). The second date of exercised right will be exercised in the last business day of May, 2017 (the date of May 31, 2017), the last date of exercised right will be exercised in the date of complete term of three years of IFEC-W2 (the last date to exercise will be on July 6, 2018 because the warrant maturity on July 8, 2018 is a holiday). In case of the date falls on holiday of the Company, the last date will be the last business day before the date of complete term of three years of IFEC-W2.

Offering Price Baht 0.00 per share

Distribution of As of July 9, 2015

Warrants

	No. of Warrant holders	No. of Warrants	% of present listing Warrants
1. Warrant holders:			
1.1 Director, manager, and executive management including related persons and associated persons	6	53,880,939	11.81
1.2 Warrant holders who have a holding of above 5% including related persons	-	-	-
1.3 Controlling Shareholders	-	-	-
2. Small Warrant holders hold > 1 trading unit	21,360	402,088,800	88.16
3. Small Warrant holders hold < 1 trading unit	4,047	116,681	0.03
Total	<u>25,413</u>	<u>456,086,420</u>	<u>100.00</u>

Note : 1 Trading unit = 100 warrants

Major Warrant holders

As of July 9, 2015

Name		No. of warrants	% of present listing Warrants
1. Mr. Vichai	Tawornwattanayong's Group	27,043,164	5.929
1.1 Mr. Vichai	Tawornwattanayong	26,830,409	5.883
1.2 Mr. Sombut	Tawornwattanayong	186,112	0.041
1.3 Mr. Wiwat	Tawornwattanayong	26,643	0.006
2. Mr. Aphisak	Theppadungporn's Group	21,266,125	4.663
2.1 Mr. Aphisak	Theppadungporn	20,982,500	4.601
2.2 Miss Nanthinee	Theppadungporn	208,625	0.046
2.3 Mr. Kornkanapol	Theppadungporn	75,000	0.016
3. Mr. Sitthichai	Pornsupanan's Group	21,085,393	4.623
3.1 Mr. Sitthichai	Pornsupanan	250,000	0.055
3.2 Mrs. Kanokwan	Pornsupanan	20,835,393	4.568
4. Mr. Amornwat	Thirakkitraporn	19,802,500	4.342
5. Mr. Nares	Ngarmapichon's Group	15,759,190	3.455
5.1 Mr. Nares	Ngarmapichon	15,750,000	3.453
5.2 Miss Apinya	Ngarmapichon	7,732	0.002
5.3 Mrs. Buppha	Ngarmapichon	1,458	0.000
6. Miss Sopsis	Poosanakhom's Group	11,086,250	2.431
6.1 Miss Sopsis	Poosanakhom	4,300,000	0.943
6.2 Mr. Suraphong	Poosanakhom	4,436,250	0.973
6.3 Mrs. Jaew	Poosanakhom	2,350,000	0.515
7. Mr. Narong	Techachaiwong	6,537,360	1.433
8. Mrs. Prapaporn	Cherngwiwatki's Group	6,225,879	1.365
8.1 Mrs. Prapaporn	Cherngwiwatki	5,407,500	1.186
8.2 Mr. Surachai	Cherngwiwatki	791,253	0.173
8.3 Miss Hatairat	Cherngwiwatki	13,823	0.003
8.4 Miss Hataikwan	Cherngwiwatki	6,741	0.001
8.5 Mr. Kriengkrai	Cherngwiwatki	6,562	0.001
9. Mr. Kraiwoot	Kunakasem	4,961,292	1.088
10. Thai NVDR Co., Ltd.		4,919,710	1.079
Total of Top 10		138,686,863	30.408
11. Others		317,399,557	69.592
Total		456,086,420	100.00

Note: 1. This shareholders' grouping is categorized by the last name. However, there is no indication that the group, which is grouped, will cast the vote in the same manner

Registrar

Thailand Securities Depository Co., Ltd. (“Thailand Securities Depository” or “TSD”)

Receiving Agent

Inter Far East Engineering Public Company

for the Exercise**Warrants****Exercise Right of Warrants****1. Exercise date**

The Warrant Holders shall exercise the right on 3 specific dates The first date of exercise right will be exercised in the last business day of May, 2016 (the date of May 31, 2016) the second date of exercised right will be exercised in the last business day of May, 2017 (the date of May 31, 2017), the last date of exercised right will be exercised in the date of complete term of three years of IFEC-W2 (the last date to exercise will be on July 6, 2018 because the warrant maturity on July 8, 2018 is a holiday) In case of the date falls on holiday of the Company, the last date will be the last business day before the date of complete term of three years of IFEC-W2.

Notification Period for the Exercise of Rights

The Warrant Holders who wish to exercise their rights to purchase ordinary shares of the Company must notify the intention to purchase ordinary shares of the Company during 9:00-15:30 hours within 5 business days prior to each exercise date (hereinafter called the “Notification Period”). In case of the last exercise date, the Notification Period shall not be less than 15 days prior to the last exercise date (hereinafter called the “Last Notification Period”).

The Company will not close the register to suspend the transfer of the Warrants, except for the last exercise date in which case the Company will close the register to suspend the transfer of the Warrants for 21 days prior to the last exercise date. In this regard, the SET will post an SP (Suspended) sign on the Warrants for 3 business days prior to the first closing date of the register (in the event that the first closing date of the register falls on the SET’s holiday, the register book closing date shall be changed to the preceding business day).

The information regarding the exercise, exercise ratio, exercise price, exercise period and Notification Period will be revealed by the Company through the SET’s information distribution system (SET SMART/SCP) at least 5 business days prior to the first date of each Notification Period. For the last exercise date, the Company will send the information by registered mail to the Warrant Holders whose names appear on the Warrant Holders register as of the last register closing date.

Exercise Procedures

1. Contact place and procedure for the exercise

Operations Department

Trinity Securities Co., Ltd.

25th Floor, Bangkok City Tower,

179 South Sathon Rd, Tungmahamek, Sathon, Bangkok 10120

Tel: 0-2343-9630-43

Fax: 0-2343-9687

2. Exercise procedures

- 2.1 The Warrant Holders or the holders of Certificates may request and obtain the Exercise Form from the Company during the Notification Period. In case the Warrants are in the scrip less system, the Warrant Holders who want to exercise the right shall notify their intention and file with their brokers the completed application for issuing the Warrants or the Certificates as prescribed by the SET. The brokers will then notify TSD to withdraw the Warrants or the Certificates to be used as one of the evidences for the exercise of the right to purchase shares.

The Warrant Holders or the holders of Certificates who wish to exercise their rights to purchase shares shall also follow the notification requirements or the laws concerning the exercise of the right to purchase ordinary shares by taking actions and submitting the documents as mentioned below:

- (a) The duly and accurately completed Exercise Form bearing the Warrant Holders' signature. The Warrant Holders may request and obtain the Exercise Form at the above contact place for the exercise within the Notification Period or the Last Notification Period.
- (b) The Warrants or the Certificates specifying that the holder is entitled to the Warrants in a relevant number as specified in the Exercise Form.
- (c) Evidence supporting the exercise
 - (1) Thai individuals : A certified copy of valid identification card
 - (2) Non-Thai individuals : A certified copy of valid passport
 - (3) Thai juristic persons : A certified copy of certificate of incorporation issued by the Ministry of Commerce not over 6 months prior to the exercise

date and evidences of the authorized persons as in (1) or (2), duly certified

- (4) Non-Thai juristic persons : Copies of the Memorandum of Association, Articles of Association, and certificate of incorporation issued not over 6 months prior to the exercise date, which are certified by Notary Public and evidences of the authorized persons as in (1) or (2), duly certified

- (d) Payment of the full amount as specified in the Exercise Form within the specified period and not later than the exercise date, by either of the following methods:

(1) Bank Transfer

Fill out the Bill Payment form and input the **13-digit Identification Number as Ref.1** at any Bangkok Bank branch in Thailand, Comp Code 79999 to transfer fund to the current account named “Trinity Securities Co., Ltd. for Share Subscription” or fill out the Pay-in Slip at any Bangkok Bank branch in Thailand, Comp Code 79999 to transfer fund to the current account named “Trinity Securities Co., Ltd. for Share Subscription”.

Please write your ID number, name, and phone number at the back of the evidence of fund transfer in the customer section.

(2) Cheque, Draft, or Cashier’s Cheque

Pay by a crossed cheque, draft, or cashier’s cheque collectible in Bangkok in 1 working day, made payable to “Trinity Securities Co., Ltd. for Share Subscription” Please write your ID number, name, and phone number at the back of the cheque, draft, or cashier’s cheque.

Note: The Warrant Holders who wish to exercise the rights are responsible for all expenses including taxes and/or duty stamps (if any) according to the provisions of the Revenue Code or other laws and regulations that are related to or enforced in the exercise of the Warrants (if any).

- 2.2 The number of warrants to be exercised must be in a whole number with the exercise ratio of 1 unit of warrants to 1 ordinary share, except for the adjustment of rights.

- 2.3 The Warrant holders must express right to purchase ordinary shares not less than 100 shares or multiple of 100 shares except such warrant has the fraction or in case of last exercise period. Nevertheless, if the Warrant holders have right to purchase equal to or less than 100 ordinary shares, they must use all rights to purchase ordinary shares in one time.
- 2.4 The number of ordinary shares to be issued upon the exercise shall be calculated by dividing the Warrant Holders' payment amount by the exercise price at the relevant exercise period. The Company shall issue its ordinary shares in a whole number not greater than the number of warrants multiplied by the exercise ratio. If there is a fraction of share derived from the calculation of adjustment to the exercise price and/or the exercise ratio, the Company will discard such fraction and return to the Warrant Holders the paid amount left from such exercise by registered mail within 14 days from each exercise date with no interest reimbursement.

In case the exercise ratio must be changed based on the adjustment of exercise price and exercise ratio as specified in the Conditions for right adjustment and there is a fraction of ordinary shares from the exercise of the Warrants, the fraction shall be discarded.

- 2.5 The calculation of the adjustment to the exercise price and the exercise ratio shall not cause an increase in the new exercise price and/or decrease in the exercise ratio, except in the case of share consolidation. The new exercise price after the adjustment (in 3 decimals) shall be multiplied by the number of ordinary shares (the number of ordinary shares is calculated by multiplying the new exercise ratio by the number of warrants exercised, with any fraction to be rounded off). In case the adjustment to the exercise price causes the new exercise price to be lower than the par value of ordinary shares, the par value of ordinary shares shall then be adopted as a new exercise price.
- 2.6 If the Company receives incomplete evidence of the Warrants as specified in the Exercise Form, or finds that the information filled in by the Warrant Holders is incomplete or incorrect or an inadequate duty stamp is affixed as required by the relevant laws or regulations, the Warrant Holders must make a remedy in order to comply with the conditions prior to the exercise date; otherwise, the Company shall deem that the notification is invalid and there is no exercise of the Warrants. The Company will then return the payment received and the Warrants to the Warrant Holders by registered mail within 14 days from the exercise date with no interest reimbursement in all cases.

In the event that the Warrant Holders fail to make payment for such exercise in full, the Company reserves the right to proceed with any of the following alternatives as deemed appropriate:

- (1) Deem that the Exercise Form is invalid without any exercise; or

- (2) Deem that the number of ordinary shares subscribed is equal to the number of shares obtainable according to the payment amount for the exercise of the Warrants actually received by the Company at the exercise price prevailing at that time.

In case of (1), the Company will return the payment received and the Warrants deemed not being exercised to the Warrant Holders by registered mail within 14 days with no interest reimbursement in all cases. However, the said warrants that are not yet exercised shall remain valid until the last exercise date; or

In case of (2), the Company will return the remaining warrants and the payment balance (if any) in the case that the Company deems that only partial exercise is made to the Warrant Holders by registered mail within 14 days with no interest reimbursement in all cases. However, the Warrants that are not yet exercised shall remain valid until the last exercise date.

- 2.7 Once the Warrant Holders who wish to exercise their rights to purchase ordinary shares have complied with all notification conditions, i.e. the Warrant Holders have correctly and completely delivered the Warrants and the Exercise Form and paid for the ordinary share subscription, they may not revoke the exercise without written consent from the Company.
- 2.8 If after the last exercise date the Warrant Holders have not completely complied with all the conditions governing the exercise, the Warrants shall be deemed expire without any exercise and the Warrant Holders may not exercise their rights after the last exercise date.
- 2.9 In the event that the number of delivered warrants exceeds the desired exercise number, the Company will return the said surplus number of warrants to the Warrant Holders within 14 days from any such exercise date.
- 2.10 The Company will apply to the Ministry of Commerce for the registration of increase of its paid-up capital according to the number of newly issued ordinary shares for each exercise within 14 days from the exercise date and after the Company receives full payments for the exercised number of shares. In addition, the Company will register the names of Warrant Holders exercising their rights as ordinary shareholders in the shareholder register according to the relevant number of ordinary shares calculated on such exercise.
- 2.11 In case that the Company is unable to provide adequate ordinary shares for the exercise of warrants, the Company will compensate to the Warrant Holders who cannot exercise their rights. However, the Company will not compensate to the Warrant Holders who cannot exercise their rights due to restrictions on shareholding proportion as specified in the Company's Articles of Association even though there are adequate ordinary shares.

2.12 The Company's Board of Directors or Board of Management or the Chairman of the Board of Directors or the persons assigned by the Board of Directors or by the Board of Management shall consider the Warrant Covenant, other conditions and other details, or causes for issuing new shares, including changes in the exercise of rights in terms of exercise price and exercise ratio based on appropriate calculations when there occurs an incident as prescribed in the relevant notification of the Capital Market Supervisory Board. In case of need for a resolution from a shareholders' meeting, the Board of Directors will then bring the matter to the shareholders' meeting according to the rules and regulations.

Adjustment of Exercise Price and Exercise Ratio

The Company shall adjust the exercise price and exercise ratio throughout the term of warrants upon an incurrence of any of the following events to ensure that the benefits of the Warrant Holders are not less than the existing status:

- (1) There is a change in the par value of the Company's ordinary shares as a result of the share consolidation or division. The change of the exercise price and the exercise ratio shall be effective immediately from the date the par value of the Company's shares is changed.

- a. The exercise price will be adjusted according to the following formula:

$\text{Price 1} = \frac{\text{Price 0} \times [\text{Par 1}]}{[\text{Par 0}]}$
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- b. The exercise ratio will be adjusted according to the following formula:

$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{Par 0}]}{[\text{Par 1}]}$
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Where:

Price 1	is	New exercise price after the adjustment
Price 0	is	Exercise price before the adjustment
Ratio 1	is	New exercise ratio after the adjustment
Ratio 0	is	Exercise ratio before the adjustment
Par 1	is	Par value of ordinary share after the adjustment
Par 0	is	Par value of ordinary share before the adjustment

- (2) The Company offers to sell its ordinary shares by rights issue to the existing shareholders and/or public offering and/or private placement at a net price per share of newly issued ordinary shares calculated below 90% of the “market price per share of the Company’s ordinary shares”. The adjustment of the exercise price and the exercise ratio shall be effective immediately from the first day that the ordinary share subscribers will not obtain rights to subscribe for the newly issued ordinary shares (the first day that the SET posts an XR sign) in case of rights issue and/or the first day of offering in case of public offering and/or private placement, as the case may be.

“Net price per share of newly issued ordinary shares” is calculated from the total sum the Company will receive from the ordinary share offering deducted by expenses and then divided by the total number of newly issued ordinary shares.

“Market price per share of the Company’s ordinary shares” refers to the total trading value of the Company’s ordinary shares divided by the total number of the Company’s ordinary shares traded on the SET during 15 consecutive business days (the SET’s operating days) prior to the calculation date.

“Calculation date” refers to the first date that the ordinary share subscribers will not obtain rights to subscribe for the newly issued ordinary shares (the first day that the SET posts an XR sign) in case of rights issue and/or the first date of offering in case of public offering and/or private placement, as the case may be.

In case “market price per share of the Company’s ordinary shares” cannot be calculated because there is no trading of the shares at that time, the Company will instead determine a fair price for the calculation.

In case there is more than one offering price for ordinary shares at a time under the condition that the subscriptions are to be done simultaneously, the net price of newly issued shares will be calculated based on all such offering prices. In case the offerings are not subject to the said simultaneous subscription condition, only the offering prices that are below 90% of the “market price per share of the Company’s ordinary shares” will be applied in the calculation for the adjustment

- a. The exercise price will be adjusted according to the following formula:

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

- b. The exercise ratio will be adjusted according to the following formula:

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

$$[(A \times MP) + BY]$$

Where:

Price 1	is	New exercise price after the adjustment
Price 0	is	Exercise price before the adjustment
Ratio 1	is	New exercise ratio after the adjustment
Ratio 0	is	Exercise ratio before the adjustment
MP	is	“Market price per share of the Company’s ordinary shares”
A	is	Number of outstanding paid-up shares as of the date prior to the closing of the shareholder register for newly issued share subscription rights in case of rights issue and/or the date prior to the first date of offering in case of public offering and/or private placement, as the case may be
B	is	Number of newly issued shares offered by rights issue and/or public offering and/or private placement
BY	is	The sum that the Company receives deducted by expenses (if any) incurred from the offering of shares either by rights issue and/or public offering and/or private placement

(3) The Company offers by rights issue and/or public offering and/or private placement its newly issued securities, which entitle the holders to convert or to change into ordinary shares or to subscribe for ordinary shares (e.g. convertible debentures or warrants to purchase ordinary shares) at a net price per share of the newly issued underlying ordinary shares of below 90% of the “market price per share of the Company’s ordinary shares.” The adjustment of the exercise price and the exercise ratio shall be effective immediately from the first day that the ordinary share subscribers do not obtain rights to subscribe for the said newly issued securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares (the first day that the SET posts an XW sign) in case of rights issue and/or the first day of offering of the newly issued securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares in case of public offering and/or private placement, as the case may be.

“Net price per share of the newly issued underlying ordinary shares” is calculated from the sum that the Company will receive from the sales of securities that are convertible or changeable into ordinary shares or that give the rights to

purchase ordinary shares, deducted by expenses incurred on the said securities offering, added by the sum received from the conversion or change into ordinary shares or the exercise of rights to purchase ordinary shares, then divided by total number of the newly issued underlying shares.

“Market price per share of the Company’s ordinary shares” is applied and defined as per Clause (2) above.

“Calculation date” refers to the first date that the ordinary share subscribers will not obtain rights to subscribe for the newly issued securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares in case of rights issue and/or the first date of offering of the said securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares in case of public offering and/or private placement, as the case may be.

- a. The exercise price will be adjusted according to the following formula:

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

- b. The exercise ratio will be adjusted according to the following formula:

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

Where:

Price 1	is	New exercise price after the adjustment
Price 0	is	Exercise price before the adjustment
Ratio 1	is	New exercise ratio after the adjustment
Ratio 0	is	Exercise ratio before the adjustment
MP	is	“Market price per share of the Company’s ordinary shares”
A	is	Number of outstanding paid-up shares as of the date prior to the closing of the shareholder register for subscription rights for newly issued securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares in case of rights issue and/or the date prior to the first date of offering of the securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary

shares in case of public offering and/or private placement, as the case may be

B is Number of the newly issued underlying shares for the securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares offered by rights issue and/or public offering and/or private placement

BY is The sum that the Company receives, deducted by expenses incurred (if any) on the offering of securities that are convertible or changeable into ordinary shares or that give the rights to purchase ordinary shares by rights issue and/or public offering and/or private placement, plus the sum received from the exercise of rights to convert or change into ordinary shares or to purchase ordinary shares

- (4) The Company makes a stock dividend payment, partly or wholly, to its shareholders, where the adjustment of the exercise price and the exercise ratio shall be effective immediately from the first day that the ordinary share subscribers have no rights to receive the stock dividend (the first date that the SET posts an XD sign).

- a. The exercise price will be adjusted according to the following formula:

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

- b. The exercise ratio will be adjusted according to the following formula:

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

Where:

Price 1 is New exercise price after the adjustment

Price 0 is Exercise price before the adjustment

Ratio 1 is New exercise ratio after the adjustment

Ratio 0 is Exercise ratio before the adjustment

A is Number of outstanding paid-up shares as of the date prior to the closing of the shareholder register for rights to stock dividend

B is Number of newly issued ordinary shares as stock dividend

- (5) The Company makes a cash dividend payment at the rate higher than 70% of net profit after income tax and legal reserve according to the Company-only financial statement for any accounting period during the term of warrants, starting in the accounting year of 2016. The adjustment of the exercise price and the exercise ratio shall be effective immediately from the date that the ordinary share subscribers will have no rights to receive the cash dividend (the first date that the SET posts an XD sign).

The percentage of the cash dividend paid to shareholders shall be calculated by dividing the actual cash dividend paid based on the operational performance in each accounting period by net profit after tax according to the Company-only financial statement in the same accounting period. The actual cash dividend paid shall also include all interim dividend payments made during the said accounting period.

“Calculation date” refers to the first date that the ordinary share subscribers will have no rights to receive cash dividend (the first date that the SET posts an XD sign).

- a. The exercise price will be adjusted according to the following formula:

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

- b. The exercise ratio will be adjusted according to the following formula:

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

Where:

Price 1	is	New exercise price after the adjustment
Price 0	is	Exercise price before the adjustment
Ratio 1	is	New exercise ratio after the adjustment
Ratio 0	is	Exercise ratio before the adjustment
MP	is	“Market price per share of the Company’s ordinary shares”
D	is	Dividend per share paid to the shareholders
R	is	Dividend per share paid, if calculated at a rate of 70% of net profit after income tax and legal reserve according to the Company-only financial statement divided by total number of eligible shares

“Market price per share of the Company’s ordinary shares” is applied and defined as per Clause (2) above.

- (6) In case there are any events other than those in Clauses (1)–(5) that may impair the Warrant Holders’ obtainable rights and benefits, the Company shall fairly consider and determine the adjustment of the exercise price and/or the exercise ratio (or adjust the unit of warrants instead of the exercise ratio) without lessening the Warrant Holders’ rights and benefits. The result of such consideration shall be deemed final. The Company will so notify the SET without delay and will notify the SEC within shortly from the date the event causing the adjustment occurs or the consideration result becomes final, as well as announce the revised Warrant Covenant at the Company’s head office.
- (7) The calculation for adjustment of the exercise price and the exercise ratio according to Clauses (1) through (6) above are independent of one another. In case more than one event simultaneously occurs, the calculation for adjustment shall be made in a respective order of (1) -> (5) -> (4) -> (2) -> (3) -> (6), with a 3-decimal digit number for the exercise price and a 5-decimal digit number for the exercise ratio to be maintained.

The Company will notify the result of the adjustment of the exercise price and the exercise ratio according to Clauses (1)–(6) above together with the details of the calculation and reason of the adjustment to the Warrant Holders through the SET’s information distribution system (SET SMART/SCP) without delay and to the SEC and the SET within shortly from the effective date of such adjustment.

- (8) The Company will neither change the exercise price and the exercise ratio, except for an adjustment according to the Conditions for right adjustment, nor extend the term of warrants.
- (9) The Company may adjust the exercise price and simultaneously issue new warrants to compensate the exercise ratio adjustment. If the Company has to issue additional underlying shares, it shall duly submit to the SEC the shareholders’ meeting resolution approving the issue of underlying shares sufficiently before the adjustment is made, whereby it shall be deemed that the Company is permitted to offer the underlying shares.

In the case that the Board of Directors meeting or Shareholders’ meeting passed any resolution that affects the rights of warrant holders; the company will inform the SET and the warrant holders immediately or before the date that the adjusted exercise ratio or exercise price is enforceable.

New Common Stock Issuance

In exercising the Warrants to purchase the Company’s ordinary shares, the Warrant Holders or the holders of Certificates to purchase ordinary shares may choose for the Company to take either of the following actions:

- 1) In case the Warrant Holders who are allocated the shares wish to obtain the share certificates issued in the name of the Warrant Holders, TSD will deliver the share certificates in the amount as exercised by the Warrant Holders by registered mail with receipt acknowledgement to the name and address as appearing on the warrant register, within 15 business days from the end of each exercise period. In this case, the Warrant Holders who will purchase the ordinary shares will not be able to sell the ordinary shares arising from the warrant exercise on the SET unless they receive the share certificates, which may be received after the ordinary shares arising from the warrant exercise are permitted to be traded on the SET.
- 2) In case the Warrant Holders do not wish to receive the share certificates, but wish to use service from TSD and to deposit the ordinary shares arising from the warrant exercise in an account of a securities firm with which the Warrant Holders hold a trading account, TSD will deposit the ordinary shares arising from the warrant exercise into “Thailand Securities Depository Company Limited for Depositors” and will record the number of ordinary shares that the securities firm deposits while the securities firm will record the number of ordinary shares deposited by the Warrant Holders who are allocated the ordinary shares and issue an evidence of deposit to the allocated subscribers within 7 business days from the end of each exercise period. In this case, the Warrant Holders who are allocated the ordinary shares will be able to sell the ordinary shares arising from the warrant exercise on the SET immediately after the SET has approved the ordinary shares arising from the warrant exercise to be tradable on the SET.

In case the Warrant Holders exercising the right to purchase ordinary shares choose that the Company takes action according to Clause 2) above, the names of Warrant Holders who are allocated the shares must be identical to the names of owners of the trading account in which the Warrant Holders wish to deposit their ordinary shares; otherwise, the Company reserves the right to instead issue the share certificates to the Warrant Holders who are allocated the shares as per Clause 1) above.
- 3) In case the Warrant Holders who are allocated the shares do not wish to obtain the share certificates, but wish to use service from TSD and to deposit their ordinary shares into the securities issuer’s account, member no. 600, the Company will deposit the ordinary shares arising from the warrant exercise with TSD and TSD will record the number of ordinary shares that the Warrant Holders are allocated in the securities issuer’s account, member no. 600, and issue an evidence of deposit to the Warrant Holders who are allocated the shares within 7 business days from the end of each exercise period. When the holders who are allocated the shares want to sell the shares, they shall withdraw the shares from the said account 600 by contacting through the general securities firms, whereby service fees may be incurred as required by TSD and/or the securities firms. In this case, therefore, the Warrant Holders who are

allocated the shares will be able to sell the allocated ordinary shares on the SET immediately after the SET has approved the ordinary shares to be tradable on the SET and the allocated holders have already withdrawn the shares from the account 600.

In case that the company is unable to provide shares for the exercise of warrants

The Company shall compensate the Warrant Holders as follows:

- (1) The Company will compensate the Warrant Holders only when the Warrant Holders have notified their intention to exercise the rights in each exercise correctly and completely according to the specified conditions and the Company is unable to provide sufficient underlying ordinary shares. Calculation of the compensation that the Company will pay the Warrant Holders is as follows:

Compensation per 1 unit of warrants	=	B X [MP – EP]
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Where:

B	Is	Number of shares that cannot be provided and/or increased in accordance with the exercise ratio per 1 unit increased
MP	Is	Total trading value of the Company's ordinary shares divided by total number of the Company's traded ordinary shares on the SET on each exercise date
EP	is	Exercise price or adjusted exercise price of the Warrants

In case the "Market Price of Ordinary Shares" (MP) cannot be calculated because there is no trading of the shares on the exercise date, the Company will instead determine a fair price for calculation.

- (2) The Company shall pay the above-mentioned compensation, with no interest, by a crossed cheque sent by registered mail within 14 days from each exercise date. If the Company is unable to pay the above-mentioned compensation to the Warrant Holders within the specified period, the Company will pay interest to the Warrant Holders at the rate of 7.5% p.a. calculated on the compensation after the specified 14-day period until the date the Warrant Holders receive the compensation. In any cases, when the cheque is correctly sent by registered mail to the address as specified

in the Exercise Form, it shall be deemed that the Warrant Holders have duly received the compensation and the Warrant Holders will no longer be entitled to claim any interest or compensation.

In case non-Thai Warrant Holders have exercised the Warrants but cannot subscribe for the ordinary shares because the shareholding proportion of the foreign shareholders at that time exceeds 49% of the Company's total paid-up shares according to the ordinary shares transfer restrictions, the Company will neither compensate nor take any other action for the non-Thai Warrant Holders and such non-Thai Warrant Holders will have no right to claim any compensation or to demand the Company to pay any compensation. Notwithstanding, the Warrants shall remain valid until the last exercise date. If on the last exercise date the non-Thai Warrant Holders still cannot exercise their rights because the shareholding proportion of the foreign shareholders at that time exceeds the limit specified in the ordinary shares transfer restrictions, the said warrants will be deemed to expire, while the non-Thai Warrant Holders will have no right to claim any compensation from the Company and the Company will not pay any compensation.

Transferring Restriction

The Company has no restrictions on transfer of the Warrants offered to the Company's existing shareholders, except when a transfer takes place during the warrant register closing period to suspend the warrant transfer for 21 days prior to the last exercise date. In this regard, the SET will post an SP (Suspended) sign for 3 business days prior to the register closing date (in the event that the register closing date falls on a SET's holiday, it shall be changed to the immediately preceding business day). The Company will register the Warrants issued and offered to its existing shareholders in this offering as listed securities on the SET as soon as possible and expect to complete this within 45 days from the date the Warrants are duly issued.

Non-Thai individuals

- (1) The Company shall not issue ordinary shares to the non-Thai individuals who have exercised their rights according to the Exercise Procedure to the extent that the shareholding proportion of foreign individuals exceeds 49% as prescribed in the Company's Articles of Association or according to the proportion in the Articles of Association that might be revised in the future.
- (2) In case the number of warrants or Certificates that are exercised on the exercise date exceeds the number of ordinary shares permitted for purchase without violating the share transfer restrictions regarding the securities holding proportion of non-Thai Warrant Holders, the Company will process the exercise of warrants or the

Certificates by the sequence of complete exercise notifications in accordance with the Warrant Covenants in this offering.

- (3) If the transfer restrictions above have caused the non-Thai Warrant Holders or holders of Certificates who have exercised their rights according to the Exercise Procedure to be unable to exercise their rights up to the number as specified in the Exercise Form whether in whole or in part, the Company will return the Warrants or the Certificates and refund the remaining amount for the unexercised part of the Warrants or the Certificates with no interest to the said non-Thai Warrant Holders or Holders of Certificates by registered mail within 14 days from the exercise date.
- (4) The non-Thai Warrant Holders or Holders of Certificates Representing the Warrants shall not be compensated, in any form, by the Company in case of being unable to exercise the rights due to the restrictions on the securities holding proportion of non-Thai Warrant Holders or holders of Certificates.
- (5) In case the non-Thai Warrant Holders or holders of Certificates cannot exercise the rights to convert the Warrants into ordinary shares due to the transfer restriction as mentioned in Clause (1) above, the said Warrant Holders may exercise the part of warrants that has not yet been exercised by following the Exercise procedure in the subsequent Notification Periods until the last exercise date so long as this does not violate the Company's share transfer restrictions. In case on the last exercise date, the non-Thai Warrant Holders or holders of Certificates still cannot exercise their rights because the foreign shareholding proportion at that time exceeds the amount specified in the ordinary share transfer restrictions, the said warrants shall be deemed to expire whereby the non-Thai Warrant Holders have no right to claim the Company for any compensation and the Company will not pay for any compensation.

Silent Period (if any) -None-

Others (if any) - None-

Financial Advisor (if any) - None-

Prepared by Inter Far East Engineering Public Company Limited

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