

**Key Features of the Issuance and Offering of Warrants  
to Purchase the Newly Issued Ordinary Shares to Employees  
of Dohome Public Company Limited No.2 Series 2 (ESOP2-W2)**

This program is the issuance and offering of warrants to purchase the newly issued ordinary shares to employees of Dohome Public Company Limited (the “Company”) in which the Company will issue and offer the warrants to purchase the Company’s newly issued ordinary shares to employees of the Company in the amount of not exceeding 4,000,000 units and allocate ordinary shares of not exceeding 4,000,000 shares, at a par value of THB 1 per shares, to accommodate the exercise of such warrants, which is equivalent to 0.13 percent of the total issued shares of the Company, at no cost. The issuance and offering is divided by 2 series as follows:

1. the issuance and offering of warrants to purchase the Company’s newly issued ordinary shares to employees of the Company series 1 in the amount of not exceeding 2,000,000 units;
2. the issuance and offering of warrants to purchase the Company’s newly issued ordinary shares to employees of the Company series 2 in the amount of not exceeding 2,000,000 units; and

Details of the issuance and offering of warrants to purchase the Company’s newly issued ordinary shares to employees of the Company Series 2 (ESOP2-W2) are as set out below.

**1. Objectives and necessities of offering securities to employees of the Company**

The objective of this offering is to motivate performance of employees as well as retain capable employees to remain working with the Company in the long run and will as a result bring the best interest to the Company and create sustainable business operation of the Company. In addition, this offering will be able to create a sense of ownership for employees in the same direction of shareholders which will generate growth to the Company.

**2. Preliminary details of warrants**

<u>Type of warrant</u>	Warrants to purchase the Company’s ordinary shares, with specified name and non-transferable unless by hereditary or beneficiary transfer as specified in Clause 3.4.2
<u>Number of warrant</u>	Not exceeding 2,000,000 units
<u>Offering price per unit</u>	THB 0 per unit (zero Baht)
<u>Offering period</u>	The offering shall be completed within one year the date on which the issuance and offering of the warrants is approved by shareholders’ meeting
<u>Term of warrants</u>	Not exceeding 5 years from the date of issuance and offering

<u>Number of ordinary shares allocated to accommodate the exercise of warrant</u>	Not exceeding 2,000,000 shares (at a par value of THB 1)
<u>Offering method</u>	The warrants shall be directly allocated to the employees of the Company and shall not be offered through the broker
<u>Exercise ratio</u>	One warrant per one ordinary share, except for the adjustment of exercise ration as per the conditions regarding adjustment of rights
<u>Background and determination of Exercise price</u>	The weighted average closing price of the Company's shares traded on the Stock Exchange of Thailand during the period of 15 consecutive business days prior to the date of shareholders' meeting, (Market price plus 10 percent)
<u>Offering period</u>	Board of Directors and/or the Executive Committee and/or any person delegated by the Company's Board of Directors and/or the Executive Committee shall determine the issuance and offering period of warrants
<u>Exercise period</u>	<p>The employees of the Company could exercise the right of warrants to purchase the Company's ordinary shares as shown in the following details:</p> <p>Employees are not entitled to exercise the right to purchase the Company's ordinary shares during the first year employees are entitled to exercise not exceeding 20 percent of their allocated warrants</p> <p>After the end of the first year until the end of second year, employees are entitled to exercise not exceeding 20 percent of their allocated warrants</p> <p>After the end of the second year until the end of the third year, employees are entitled to additionally exercise not exceeding 20 percent of their allocated warrants</p> <p>After the end of the third year until the end of the fourth year, employees are entitled to additionally exercise not exceeding 20 percent of their allocated warrants</p> <p>After the end of the fourth year until the end of five year, the employees are entitled to purchase the remaining unexercised warrants allocated to them until the warrants are expired</p>
<u>Secondary market for the warrants</u>	None, since the Company will not list the warrants on the Stock Exchange of Thailand

Secondary market for the newly issued ordinary shares arising from the exercise of warrants The Company will list the newly issued ordinary shares derived from the exercise of the warrants on the Stock Exchange of Thailand

Rights and interest other than normal rights and interest of ordinary shares -none-

Adjustment of rights The Company will adjust the exercise price and/or the exercise ratio upon the occurrence of any of the following events in order to maintain the rights of the warrant holders not to be adversely affected by such events:

- (1) in the event of any changes in the par value of the Company's ordinary share as a result of a consolidation or a split of shares;
- (2) in the event that the Company offers for sale of newly ordinary shares to its existing shareholders and/or public and/or specific investors at the net price per share of the newly issued share below 90 percent of the market price per share of the ordinary share of the Company;
- (3) in the event that the Company offers for sale of new securities to its existing shareholders and/or public and/or specific investors, and such securities confer the rights of conversion or exercise into ordinary shares or the rights to subscribe for ordinary shares (such as convertible debentures or warrants to purchase ordinary shares) at the net price of the exercise or conversion price per newly issued ordinary shares below 90 percent of the market price per share of the ordinary share of the Company;
- (4) in event that the Company distributes dividends, whether in whole or in part, in the form of the Company's ordinary shares to its shareholders;
- (5) in the event that the Company distributes dividends in cash in excess of 90 percent of the Company's net profit of any relevant fiscal year according to the Company's

separate financial statements, after deduction of corporate income tax and legal reserve.

any event that renders the warrant holders losing their rights and interest they should have had pursuant to such Warrants in any way other than those stated in items (1) – (5), the Company shall be entitled to consider adjusting the exercise price and/or the exercise ratio (or adjusting the number of units of the Warrants in lieu of adjusting the exercise ratio) in a fair manner.

In this regard, the Company's Board of Directors and/or the Executive Committee and/or any person delegated by the Company's Board of Directors and/or the Executive Committee shall be empowered to amend conditions and other details relating to adjustment or amendment of the exercise ratio and exercise price

### **3. Other terms and conditions for exercise of warrants**

#### **3.1 Exercise period of warrants**

The warrant holders are required to submit an exercise notice to the Company between 9.00 a.m. and 4.00 p.m. within 5 business days prior to each exercise date throughout terms of warrants, except for the last exercise period, the notice must be submitted during 15 days prior to the last exercise period. In the event that the last exercise date coincides with the holiday of the Company, such exercise date shall be rescheduled to the preceding business day. Ordinary shares purchased in every exercise of the warrants will be in whole number of a board lot on the main board of the Stock Exchange of Thailand, except for the exercise right of the last exercise period.

#### **3.2 Exercise date**

Between 9.00 a.m. and 4 p.m. of the last business day of every March, June, September and December throughout terms of warrants, except for the last exercise period, the exercise date will be during 15 days prior to the expired date.

#### **3.3 Qualification of employees of Company who are eligible for the warrants allocation**

3.3.1 Any selected employees who devoted to the Company;

3.3.2 the Company's employee who holds the level of management upwards or equivalent;

3.3.3 In the case of any exception from Clause 3.3.1 and 3.3.2, it will be proposed to the meeting of the Board of Directors and/or the Executive Committee for special consideration; and

3.3.4 The number of warrants allocated to each employee will be varied based on position, working experiences, employment duration, performance, potential and benefits brought to the Company.

In this regard, the Company's Board of Directors and/or the Executive Committee and/or any person delegated by the Company's Board of Directors and/or the Executive Committee shall be authorized to determine the list of employees who are entitled to receive the warrants and number of units of warrants to be allocated to such employee and to determine, amend or add details and other conditions which are necessary, including undertaking any other actions necessary for and relevant to such issuance and offering of warrants to the Company's employees so long as it shall not violate or contradict the relevant laws and regulations. In this regard, there will be no employee who is allocated warrants more than 5 percent of the total units, and the Company will complete the allocation of warrants within 1 year from the date of shareholders' meeting approving the issuance of the warrants.

#### **3.4 Obligation between the Company and employee in respect of the allocation of warrants**

3.4.1 In case the employees who have been allocated the warrants have ceased to be employees of the Company due to a retirement pursuant to the Company's policy, it shall be considered that such employee is entitled to exercise its rights under the warrants until the date of maturity.

3.4.2 In case the employee who have been allocated the warrants have ceased to be employees of the Company due to being deceased, disappeared, infirmity or incompetent, such employee can be exercised their rights by a person named as executor or beneficiary of deceased, appeared, infirm, or incompetent employee (as the case may be). Such person will be entitled to exercise those warrants until the date of maturity.

3.4.3 In case the employee who have been allocated the warrants have ceased to be employees of the Company due to any other cases other than those specified in Clause 3.4.1 and 3.4.2, such as resignation, or termination or other cases prescribed in the Terms and Conditions of Warrants (if any), any unexercised warrants will be cancelled forthwith.

#### **3.5 In case the rights of the warrants have not been fully exercised**

If the employee fails to or partially exercise the right to purchase ordinary shares under the warrants, and the warrants are at expiration date, it shall be considered that such employee waives its right under the remaining warrant and the employee will no longer has the right to claim any compensation from the Company.

3.6 Assistance from the Company in respect of sources of funds for employee of the Company

-None-

4. Effects upon shareholders from the issuance and offering of warrants (ESOP2-W2) to employees of the Company

4.1 Effect upon price dilution due to the exercise of rights to purchase shares of employees of the Company under ESOP2-W2

The exercise price is determined by the weighted average closing price of the Company's shares traded on the Stock Exchange of Thailand during the period of 15 consecutive business days prior to the date of shareholders' meeting, which is close to the market price. The issuance and offering, therefore, will not create any effect upon price dilution.

However, effect upon price dilution due to the exercise of right to purchase shares by employees of the Company will be subject to the market price of the Company's shares on the day that the newly issued shares derived from the exercise of rights by employees start trading in the Stock Exchange of Thailand, in accordance with the following formula:

$$\frac{\text{Pre-offering market price} - \text{post-offering market price}}{\text{Pre-offering market price}}$$

Pre-offering market price

4.2 Effect upon existing shareholders due to control dilution in case the warrants are fully exercised by all employees of the Company under ESOP2-W2

Control dilution can be calculated as per the following formula:

$$\text{Control dilution} = \frac{\text{Number of shares offered}}{\text{Number of paid-up shares} + \text{Number of shares offered}}$$

$$\text{Control dilution} = \frac{2,000,000}{(3,089,131,812 + 2,000,000)}$$

$$= 0.06 \text{ percent}$$

4.3 The number of shares allocated to accommodate the right to exercise warrant under ESOP2-W2

The number of ordinary shares allocated to accommodate the right to exercise warrant under ESOP2-W2 can be calculated as per the following formula:

$$= \frac{\text{Number of ordinary shares allocated to accommodate the right to exercise warrant ESOP2-W2}}{\text{Number of total paid-up shares of the Company}}$$

Number of shares allocated to = not exceeding 2,000,000 shares (with a par value of THB 1)  
accommodate the right to exercise warrants

Number of the total paid-up shares = 3,089,131,812 shares (with a par value of THB 1)  
Equivalent to = 0.06 percent of the total issued shares

4.4 Ordinary shares issued under the exercise of warrants shall have the same rights and status as ordinary share previously issued the Company in all respects

4.5 The list of all directors and employees who are entitled to receive the warrants the rate exceeding 5 percent of the warrant to be issued and offered

-None-

#### 5. Description and conditions of warrants

The warrants issued and offered to employees of the Company shall be subject to rules and conditions pursuant to the Notification of the Capital Market Supervisory Board No. TorJor.32/2551 Re: Issuance and Offering of Securities to Directors or Employees dated December 15, 2008.

The warrant holders are responsible to pay taxes and duties pursuant to the Revenue Code and relevant laws governing the exercise of rights to purchase the Company's ordinary shares.

#### 6. Right of shareholders in opposing the offering of warrants to employees pursuant to the Notification of the Capital Market Supervisory Board No. TorJor.32/2551 dated December 15, 2008

Pursuant to Clause 9 of the Notification of the Capital Market Supervisory Board No. TorJor.32/2551 dated December 15, 2008 (as amended), the issuance and offering of the warrants to employees shall be approved by the shareholders' meeting with the vote of not less than three-fourth of all votes of the shareholders attending the meeting and entitled to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 10 percent of all votes of the shareholders attending the meeting.