

**Indicative Features of Warrants to Purchase Ordinary Shares to Be Issued and Offered to Existing Shareholders and General Investors (UAC-W2)**

Issuer	UAC GLOBAL PUBLIC COMPANY LIMITED (the "Company")
Address	NO.1 TP&T BUILDING, FL 19, SOI VIBHAVADI RANGSIT 19, VIBHAVADI RANGSIT ROAD, CHATUCHAK SUB-DISTRICT, CHATUCHAK DISTRICT, Bangkok 10900
Name and Type of Warrant	Warrants with rights to purchase ordinary shares of UAC GLOBAL PUBLIC COMPANY LIMITED No.2 ("UAC-W2") in named certificates and transferable
Tenor of the Warrants	2 years from the Warrants issuance date
Issuance Amount	Not to exceed 66,761,000 units
Number of Ordinary Shares Reserved for the Exercise of UAC-W2	Not to exceed 66,761,000 shares (with a par value of Baht 0.50 each) which shall not exceed 10% of the total paid-up shares of the Company of 667,605,301 shares The number of the above shares reserved for the exercise of UAC-W2 shall not exceed 50 % of the total issued shares of the Company in accordance with the requirement of relevant Notification of the Capital Market Supervisory Board.
Offering Price	Baht-0- (Nil)
Allocation Method	UAC-W2 shall be allocated in the amount not to exceed 66,761,000 units to its existing shareholders whose names appear on the Record Date on March 7, 2018. UAC-W2 will be offered at free of charge to existing shareholders pro rata to their shareholding at the ratio of 10 existing ordinary shares to 1 unit of UAC-W2. Any fraction shall be disregarded. In this respect, after the calculation of allocation ratio above, any fraction shall be rounded down. The Company will cancel all unsubscribed warrants.
Exercise Ratio	1 unit of warrant for 1 ordinary share (the exercise ratio may be later adjusted under the conditions of rights adjustment.)
Exercise Price	Baht 5.55. In case of adjustment of the exercise price, the new exercise price of UAC-W2 after such adjustment shall, in any event, not be less than par value of the Company's ordinary share.
Exercise Period	The warrant exercise dates are the last business day of March, June, September and December of each calendar year throughout the tenor of UAC-W2. Unexercised warrants at any exercise date shall be accumulated and eligible for being exercised at the next exercise date throughout the warrant term. However, in case the warrants remain unexercised at the maturity date, the said unexercised warrants shall be terminated and void. The last exercise date shall be the date which is the 2 <sup>nd</sup> anniversary from the issuance and offering date of UAC-W2. In case the last exercise date is not a business day of the Company, the said last exercise date shall be changed to the last business day of the Company prior to the maturity date of UAC-W2.
Period for Notification of Intention to Exercise UAC-W2	Within 10 days prior to each exercise date throughout the tenor of UAC-W2

<b>Last Period for Notification of Intention to Exercise UAC-W2</b>	Not less than 15 days prior to the last exercise date of UAC-W2
<b>Conditions of Exercising UAC-W2</b>	Shall comply with the Terms and Conditions Governing Rights and Obligations of the Warrant Issuer and Holders of the Warrants to Purchase Ordinary Shares of the Company which will be determined after the Company obtains an approval to issue and offer for sale of UAC-W2 from its meeting of shareholders.
<b>Reasons to Increase New Ordinary Shares for Adjustment of Exercise Rights</b>	To accommodate changes of exercise price and exercise ratio on events of warrant rights adjustment under the terms and conditions of UAC-W2. These warrant rights adjustment events are events stipulated in the relevant Notification of the Capital Market Supervisory Board.
<b>Offering Period</b>	UAC-W2 shall be offered to the Company's existing shareholders within 1 year from the date on which the meeting of shareholders approves the issuance and sale of UAC-W2. The Board of Directors and/or the Executives Committee and/or the person (s) entrusted by the Board of Directors and/or the Executives Committee shall consider and determine the conditions and details of offering thereafter.
<b>Secondary Market of the Warrants</b>	The Company shall apply for listing of UAC-W2 on the Market for Alternative Investment (mai).
<b>Secondary Market of Newly Issued Shares</b>	The newly issued shares from the exercise of right under UAC-W2 shall be listed on the Market for Alternative Investment (mai).
<b>Irrevocability of Notification of Intention to Exercise UAC-W2</b>	Once a warrant holder has served a notification of intention to exercise the right under UAC-W2, the said warrant holder is not allowed to revoke such intention.
<b>Warrants Registrar</b>	The Thailand Securities Depository Co., Ltd. (TSD)
<b>Rights and Other Interests of the Newly Issued Ordinary Shares</b>	The newly issued shares pursuant to the exercise of UAC-W2 shall have the same rights and status as all other ordinary shares of UAC previously issued in all aspects.
<b>Conditions concerning the Adjustment of the Exercise Ratio and Exercise Price</b>	<p>The Company shall adjust the exercise price and exercise ratio throughout the tenor of UAC-W2 to ensure the benefits of the holders of UAC-W2 are not less favorable in the case when any of the following events occurs:</p> <ol style="list-style-type: none"> <li>1) The Company changes the par value of the ordinary shares due to a consolidation or split of the ordinary shares;</li> <li>2) The Company offers newly issued ordinary shares to the existing shareholders on right offering basis, and/or on public offering and/or on private placement basis at a price lower than 90 % of the price calculated based on the market price;</li> <li>3) The Company offers any newly issued securities on right 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 is lower than 90 % of the price calculated based</li> </ol>

	<p>on the market price;</p> <p>4) The Company makes all or partial dividend payment by way of issuing new ordinary shares to shareholders;</p> <p>5) The Company pays cash dividend that exceeds 90% of total net profit after taxes for any operating year during the tenor of UAC-W2.</p> <p>6) There are any other events similar to those mentioned in 1) to 5) above that may impair benefits of holders of UAC-W2.</p> <p>The Board of Directors and/or the Executives Committee and/or the person (s) entrusted by the Board of Directors and/or the Executives Committee is authorized to consider fixing other conditions and details related to adjustment or changes in the exercise ratio and exercise price.</p>
<p><b>Other Conditions</b></p>	<p>The Board of Directors and/or the Executives Committee and/or the person (s) entrusted by the Board of Directors and/or the Executives Committee are empowered to determine criteria, conditions and other details related to UAC-W2 including but not limited to having the power to negotiate, agree and sign any relevant documents and agreements and to perform any other necessary actions related to UAC-W2 including issuing, offering and listing the ordinary shares from the exercise of UAC-W2 on the Market for Alternative Investment (mai) or any related entities.</p>
<p><b>Effects to Shareholders</b></p>	<p>(1) <u>Control Dilution</u></p> <p>If all warrants are fully exercised but the warrant holders exercising warrants are not the existing shareholders, the existing shareholders will reduce by 9.09% compared with the shareholding percentage before issuing and offering the warrants.</p> <p>(2) <u>Price Dilution</u></p> <p>There is no price dilution in issuance and offering for sale of UAC-W2 since exercise price is higher than market price.</p> <p>(Remarks: The share price of the Company before issuing and offering warrants which is used for calculation of price dilution is the 7 days weighted average price prior to March 19, 2018, which equals to Baht 4.54 per share.</p> <p>(3) <u>Earnings per Share Dilution</u></p> <p>If all warrants are fully exercised but the warrant holders exercising warrants are not the existing shareholders, the existing shareholders will reduce by 9.09% compared with the shareholding percentage before issuing and offering the warrants.</p>