

SF 050/13

9 May 2013

Subject: Notification of Capital Increase and allotment of new shares
To: President
The Stock Exchange of Thailand

Siam Future Development Public Company Limited would like to report the resolution of Board of Directors' meeting No. 2/2013, which held on 9 May 2013 at 3:00 pm., regarding Capital Increase and allotment of new shares as follows:

1. Capital Increase

The meeting of the board of directors approved the capital increase by issuing up to 130,000,000 ordinary shares with a par value of Baht 1 each by allocation via Private Placement. The offer price is not less than 90% of the 15-day weighted average of market price before the date of Board of Directors' meeting (12 April – 8 May 2013). The board of directors has been requested to have the right as follows:

- (1) To allow the allotment in one or several times and to allot to the group of investors or the group of individual in one time including to determine the date and time of offering and terms and conditions related to the allotment. The allotment will be completed within the date of next Annual General meeting of shareholders or within the date according to determine by the law for the next Annual General meeting of shareholders, which date come first.
- (2) To negotiate and make a deal and also sign the document and agreements in relation with the allotment of shares.
- (3) To sign the application document and necessary document in relation with the allotment of shares including apply the application to the government office and register new shares to trade in Stock Exchange of Thailand.

2. Issuance of warrants for management and employees (not Directors) (ESOP)

The meeting of the board of directors approved the issuance of 5-year warrants for management and employees (ESOP) in the amount of 35,000,000 units. The exercise price was determined by the 15-day weighted average of market price before the date of Board of Directors' meeting (12 April – 8 May 2013) = 9.54 Baht/share. The exercise ratio is 1 warrant for 1 new ordinary share. The meeting also authorized the board of directors of the Company to allocate the warrants to management and employees.

3. Schedule for extraordinary meeting of shareholders

The extraordinary meeting of shareholders no. 1/2013 is scheduled to be held on 17 June 2013 at 15:00 p.m. at Esplanade Cineplex, theatre 4, 3rd floor of Esplanade shopping center, Ratchadapisek road, Bangkok. The Record Date for the right to attend the meeting is confirmed to be on May 27th, 2013 and the names of eligible shareholders as stipulated in the Securities and Exchange Act, Section 225, by closing the share registration book on May 28th, 2013. The agenda would be as follows:

- 3.1 To adopt the minutes of Annual General Shareholders' Meeting Y2013;
- 3.2 To approve the Capital increase to Private Placement;
- 3.3 To approve the issuance of warrants for management and employees (not Directors) (ESOP)
- 3.4 To approve the Capital Decrease
- 3.5 To approve the Capital Increase and allotment of new shares by following No.3.2 and No.3.3 agenda
- 3.6 To approve the amendment of the Memorandum of Association to correspond with the registered capital increase/decrease
- 3.7 To consider other matters (if any)

Please be informed accordingly.

Yours Sincerely,

(Mr.Somnuk Pojkasemsin)

President